



Information on procedure for authorising a proxy-holder to exercise voting rights

1. General information

Shareholders may be represented by a proxy-holder with regard to attending the annual general meeting and exercising their voting rights in the annual general meeting. The proxy-holder might be the custodian bank, a shareholder association or any other person of their choice. The issue of proxy rights is permitted both before and during the annual general meeting and may be notified to both the proxy-holder and the Company.

Even in the event that proxy rights are issued, timely registration and provision of evidence entitling the shareholder to attend the annual general meeting and to exercise voting rights pursuant to the provisions as stated in the section "Conditions for attending the annual general meeting and exercising voting rights" in the invitation of the Annual General Meeting is required. Should a shareholder issue proxy rights to more than one person, the Company may reject one or more such persons pursuant to Section 134 (3) 2 AktG.

Forms which can be used to issue proxy rights are provided with the admission ticket and are also available to download from <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

2. Procedure for authorising a proxy-holder to exercise voting rights

Article 19 paragraph 2 sentence 2 of the Company's Articles of Association states that the issue of proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the form specified in the relevant legal provisions. Where neither credit institutions nor shareholder associations nor persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 (8) AktG and Section 135 (10) AktG in conjunction with Section 125 (5) AktG are issued proxy rights, and the issue of proxy rights is not otherwise subject to Section 135 AktG, the proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the written form accordingly (Section 126b BGB).

Additional evidence of proxy authorisation is not required if the proxy rights are issued by way of declaration to the Company. If, by contrast, the proxy rights are issued by way of declaration to the proxy-holder, the Company may request evidence of the proxy authorisation, to the extent that Section 135 AktG – notably including the issue of proxy rights to a credit institution or a shareholder association – does not require otherwise. The evidence of proxy authorisation may be provided by the proxy-holder at the meeting venue on the day of the annual general meeting. Furthermore, the evidence of proxy authorisation may also be submitted to the following address, fax number or email address (e. g. as a pdf file):

Berentzen-Gruppe Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

fax: +49 (0)89 / 8896906-55
email: berentzen@better-orange.de

a) Power of attorney to a person of your choice

A form that can be used to issue proxy rights can be found on the reverse of the admission ticket and is also available to download from <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

b) Proxy and voting instructions to the Company-appointed representatives

Mr Thomas Wagner and Mr Michael Schwarz, both employees of Better Orange IR & HV AG, Munich, have been designated as the Company-appointed representatives of Berentzen-Gruppe Aktiengesellschaft. Both have the power to delegate the authorisation to another person(s) and are authorised to act alone.

The shareholders receive a form that can be used to issue proxy rights and instructions to the Company-appointed representatives together with the admission ticket; this form is also available to download at: <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

The proxy rights issued to the Company-appointed representatives complete with the voting instructions must be received at the address, fax number or email address (e. g. as a pdf file) stated above **by midnight (CEST) on May 11, 2016** at the latest. Additional evidence of the proxy authorisation of the Company-appointed representatives is not required.

Where Company-appointed representatives are authorised to act as proxy, they must be given instructions regarding the exercise of the voting rights in every instance. The Company-appointed representatives only accept instructions for the exercise of voting rights in text form.

c) Proxy to a credit institution, a shareholder association

Where proxy rights are issued to a credit institution, a shareholder association or persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 AktG, the proxy authorisation must be verifiably recorded by the proxy-holder; the proxy authorisation must be complete and may only contain the declarations related to exercising voting rights. Shareholders who wish to issue proxy rights to a credit institution, a shareholder association or other persons, associations, institutions or companies declared equivalent with such are requested to agree the form of proxy with the prospective proxy-holder. Reference is made to the special procedure defined in Section 135 (1) 5 AktG.

Legal notes concerning the issue of proxy and voting instructions to the Company-appointed representatives

The proxies appointed by the company are obliged to vote on the agenda items exclusively in accordance with the shareholder's explicit instructions on the individual resolutions proposed by the company's management and published in the invitation to the Annual General Meeting in the Federal Gazette (Bundesanzeiger). The proxies appointed by the company do not have any discretionary powers whatsoever when casting their votes.

During the voting procedure, the proxies appointed by the company will, in the following cases, abstain or not participate in the voting: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the company's management but diverging from that published in the invitation to the Annual General Meeting in the Federal Gazette. The company's proxies will not accept any powers of attorney for filing objections against Annual General Meeting resolutions, to exercise the right to speak and ask questions or to file motions.

If the proxies appointed by the company receive several proxies with voting instructions from one individual shareholder through different channels (postal mail, e-mail, telefax), the last valid power of attorney received will be considered binding with the corresponding voting instructions. The issue of a proxy and voting instructions to the Company-appointed representatives can be revoked or changed in text form (postal mail, e-mail, telefax) by midnight (CEST) on May 11, 2016. Shareholders or their appointed proxies are entitled to personally attend the Annual General Meeting on May 12, 2016 even after issuing a power of attorney to the proxies appointed by the company. However it is mandatory to revoke the former issued proxy to the Company's proxies in text form. A special form to revoke a former issued proxy to the Company's proxies is available at the registration desks on the site of the AGM and is also available for download from the website <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

In addition, shareholders and their representatives have the opportunity to authorise the Company-appointed representatives to exercise their voting rights in accordance with their instructions during the annual general meeting.

If you have any queries in conjunction with the issue of a power of attorney, contact our hotline on telephone number +49 (0)89 889 690 620, on working days between 09.00 am to 05.00 pm (CEST).