

Voting proxy form

This form does not replace due and proper registration for the Annual General Meeting. Please note the instructions on the reverse.

Particulars of the person making the declaration

Surname or name of company*

Number of shares*

Admission Ticket Number*

First name*

Postal Code / City*

* Mandatory fields. (For details, please refer to the admission ticket sent to you after you have duly registered for the Annual General Meeting)

Absentee ballot and proxy/instructions for the proxies nominated by the Company

I/we wish to exercise my/our voting rights at the Annual General Meeting of GRAMMER AG on May 24, 2017 by absentee ballot as stated below or authorize Mr. Josef Trettenbach, Weiden, and Mr. Boris von Mutius, Oberursel (proxies nominated by the Company) individually and including the right to grant sub-proxies to exercise my/our voting rights on my/our behalf in accordance with the following instructions subject to disclosure of my/our name(s). For better clarity all fields with recommendations/proposals of the Executive Board and/or the Supervisory Board are **highlighted in blue**. Absentee ballots and proxies/voting instructions will be revoked if the person granting the authorization or his or her proxy attends the Annual General Meeting in person.

I/we instruct the proxies nominated by the Company to exercise my/our voting rights as follows: (If you do not cross this field, you will be deemed to exercise your voting right by absentee ballot.)

Motions as stated in the invitation to the Annual General Meeting published in Bundesanzeiger on April 11, 2017	YES	NO
2. Resolution on the appropriation of net retained profits as of December 31, 2016	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution to ratify the actions of the members of the Executive Board in fiscal year 2016	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution to ratify the actions of the members of the Supervisory Board in fiscal year 2016	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution to elect the auditor of the consolidated financial statements and the interim financial statements for 2017	<input type="checkbox"/>	<input type="checkbox"/>

Additions requested by Cascade International Investment GmbH in accordance with the announcement published in Bundesanzeiger on April 28, 2017

	YES	NO			
6. Dismissal of members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>			
If motions are raised at the Annual General Meeting for the dismissal of individual members of the Supervisory Board, I/we vote or grant instructions to vote as stated in item 6 of the agenda in the absence of any indication to the contrary below.					
YES	NO	YES			
YES	NO	YES			
a) Dismissal of Dr.-Ing. Klaus Probst	<input type="checkbox"/>	<input type="checkbox"/>	d) Dismissal of Dr. Hans Liebler	<input type="checkbox"/>	<input type="checkbox"/>
b) Dismissal of Mr. Wolfram Hatz	<input type="checkbox"/>	<input type="checkbox"/>	e) Dismissal of Dr. Peter Merten	<input type="checkbox"/>	<input type="checkbox"/>
c) Dismissal of Ms. Ingrid Hunger	<input type="checkbox"/>	<input type="checkbox"/>	f) Dismissal of Dr. Bernhard Wankerl	<input type="checkbox"/>	<input type="checkbox"/>
			YES	NO	
7. Election of three new members to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>			
If motions are raised at the Annual General Meeting for the election of individual members of the Supervisory Board, I/we vote or grant instructions to vote as stated in item 7 of the agenda in the absence of any indication to the contrary below.			YES	NO	
YES	NO	YES	YES	NO	
a) Mr. Detlef Niefindt	<input type="checkbox"/>	<input type="checkbox"/>	d) Other proposals for the election of new members to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Christian Becker	<input type="checkbox"/>	<input type="checkbox"/>			
c) Mr. Almir Jazvin	<input type="checkbox"/>	<input type="checkbox"/>			
			YES	NO	
8. Withdrawal of Confidence from Members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>			
9. Review and assertion of claims for compensation against the Management Board and the Supervisory Board in connection with the issue of a mandatory convertible bond for EUR 60.0 million	<input type="checkbox"/>	<input type="checkbox"/>			
			YES	NO	
In the event of any countermotions or procedural motions, I/we vote or grant voting instructions in favor of management's proposals.	<input type="checkbox"/>	<input type="checkbox"/>			

Date, signature(s) of the person(s) making the declaration (legible)

Grant of proxy to a third party

I/we authorize

Surname or name of company

First name

City

to exercise my/our voting rights individually at the meeting referred to overleaf subject to disclosure of my/our names. This proxy replaces all other authorizations or proxies that may have previously been issued and the exercise of all rights pertaining to the Annual General Meeting including the right to grant sub-proxies. It will be revoked if the person granting the proxy attends the Annual General Meeting in person.

Date, signature(s) of the person(s) making the declaration (legible)

Notes

Registration for the Annual General Meeting

You may only attend the Annual General Meeting and/or exercise your voting rights if you have duly registered and furnished proof of the shares that you hold as of the beginning of the 21st day prior to the date of the Annual General Meeting, i.e. **May 3, 2017 (00:00 hours)**.

Registration and proof of share ownership must be served on the Company at the following address by no later than **May 17, 2017 (24:00 hours)**:

GRAMMER AG
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
D-60605 Frankfurt/Main
Telefax: +49 69 12012-86045
E-Mail: WP.HV@db-is.com

Where applicable, the registration process will be handled by your custodian bank. The receipt of your registration by the custodian bank does not constitute due and proper registration for the Annual General Meeting until the registration form and proof of share ownership reach the Company at the address stated above.

Matching with registration

This form can only be accepted if it can be clearly matched with an existing registration. If this is not possible due to errors or omissions in the registration form or illegible details in this form, the voting rights cannot be exercised by absentee ballot, by proxy or by issuing instructions to the proxies nominated by the Company.

Status in connection with other forms

You can also use the forms printed on the reverse of the admission ticket to exercise your voting rights by absentee ballot or to grant proxies. The admission ticket will be sent to you after you have duly registered for the meeting. If you use these forms, they can be clearly matched with your registration.

Notes on this form

Please complete this form in full and legibly. Please refer to the admission ticket that is sent to you after you have registered for the Annual General Meeting for the necessary particulars of the person making the declaration.

The use of this form is not mandatory. You can also make any other declaration in written form. In this case, the stipulations made with respect to the ability to match a voting proxy with a registration must be observed. This use of this form or the form printed on the reverse of the admission ticket is mandatory if you wish to exercise your voting rights by absentee ballot.

Attendance at the Annual General Meeting in person or by proxy

The admission ticket sent to you after you have duly registered entitles you to attend the Annual General Meeting in person or by proxy. If you wish to attend the Annual General Meeting by proxy, you can use this form to exercise your voting rights or use the top third of the form printed on the reverse of the admission ticket to authorize a third party to attend the Annual General Meeting on your behalf. In this case, complete this voting proxy form or the form on the reverse of the admission ticket and hand it to your proxy. You can also hand the admission ticket to your proxy and send details of the proxy and voting instructions to the address stated below. Please expressly inform your proxy of this.

Absentee ballot and proxy/instructions for the proxies nominated by the Company

If you do not wish to attend the Annual General Meeting in person or by proxy, you can exercise your voting rights by absentee ballot or instruct the proxies nominated by the Company to exercise your voting rights on your behalf. You can also use the form printed on the rear of the admission ticket for this purpose.

Please provide voting instructions for all motions. If you wish to vote in favor of a motion, cross "YES"; if you reject a motion, cross "NO". If you do not cross either box, you will be deemed to have abstained; if you cross both boxes, your vote will be disqualified. If there are individual votes on combined motions under a given item of the agenda, your voting rights will be exercised according to your instructions for the individual motions. If you wish, you can issue voting instructions to the proxies nominated by the Company or enter the particulars of the person making the declaration.

Absentee ballots or proxies/instructions for the proxies nominated by the Company as well as any modifications or declarations of revocation must be sent to the following address on or before **May 23, 2017 (24:00 hours)**:

GRAMMER AG
– Annual General Meeting –
Georg-Grammer-Str. 2
D-92224 Amberg
Germany
Telefax: +49 9621 66-32000
E-Mail: hv@grammer.com

If absentee ballots and proxies/voting instructions are received, absentee ballots will always be deemed to take precedence. If contrary declarations are received via different channels and it is not evident which one has the most recent date, they will be assumed to have been received in the following order: 1. by e-mail, 2. by telefax, 3. in paper form.

If you exercise your voting rights by absentee ballot, you are not able to exercise any other participation rights, such as the right to submit motions or questions or to make declarations. The proxies nominated by the Company can only exercise your voting rights in accordance with your instructions. They are not able to perform any other activities for you. If you wish to exercise your participation rights beyond the scope outlined here, you must attend the Annual General Meeting in person or by proxy.

You are still entitled to attend the Annual General Meeting if you have declared that you wish to exercise your voting rights by absentee ballot or by proxy/voting instructions.

Absentee ballots and proxies/voting instructions will be revoked if you attend the Annual General Meeting in person or by proxy. If you leave the Annual General Meeting before voting commences, you can again vote by proxy or issue voting instructions.

You can support a countermotion which solely seeks to reject a proposed resolution by voting against management's proposal.

Motions subject to mandatory disclosure or countermotions submitted by the shareholders can be inspected on the Internet at www.grammer.com under Investor Relations / Annual General Meeting.