

Form for postal votes and for nominating a voting representative

This form does not replace due and proper registration for participation in the virtual 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*

Registration confirmation number*

First name*

Postcode, town/city*

*Mandatory fields (for details, please refer to the confirmation of registration sent to you after you have duly registered for the virtual Annual General Meeting)

Postal voting and voting proxy/voting instructions for the voting representatives nominated by the Company

I/We wish to exercise my/our voting rights at GRAMMER AG's virtual Annual General Meeting on July 8, 2020 by postal vote as specified below or authorize Ms. Tanja Bücherl, Amberg, and Ms. Eva Meichsner, Nuremberg (the voting representatives nominated by the Company) to individually exercise my/our voting rights on my/our behalf in accordance with the following instructions subject to disclosure of my/our name(s) including the right to grant sub-proxies.



I/We hereby authorize the voting representatives nominated by the Company to vote as follows

(If you do not cross this box, you will be deemed to exercise your voting right by postal vote)

Motions as stated in the invitation to the virtual Annual General Meeting published in Bundesanzeiger

	YES	NO
2. Resolution on the appropriation of net retained profits as of December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the ratification of the actions of the members of the Executive Board in fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the ratification of the actions of the members of the Supervisory Board in fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the election of the auditor and the group auditor for fiscal year 2020 as well as the auditor for a possible review of the condensed financial statements and the interim management report for the first half of fiscal year 2020 as well as other financial information arising in the course of the year	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the creation of new authorized capital – with the option for excluding the shareholders' preemptive subscription rights – and corresponding amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
7. Elections to the Supervisory Board		
(a) Dr.-Ing. Ping He	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. Jürgen Kostanjevec	<input type="checkbox"/>	<input type="checkbox"/>
(c) Dr. Peter Merten	<input type="checkbox"/>	<input type="checkbox"/>
(d) Ms. Gabriele Sons	<input type="checkbox"/>	<input type="checkbox"/>
(e) Prof. Dr.-Ing. Birgit Vogel-Heuser	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. Alfred Weber	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the amendments to the Articles of Association		
(a) Change of Company's domicile	<input type="checkbox"/>	<input type="checkbox"/>
(b) Venue of the Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
(c) Right to participate in the Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) or other form of declaration

Grant of voting proxy to a third party

I/We authorize

Last name or name of company

First name

Place

to exercise my/our voting rights individually at the virtual Annual General Meeting referred to above. This voting 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. Please expressly draw your voting representative's attention to the comments on data protection and the disclosure of personal data.

Signature(s) or other form of declaration

Notes

Registration for the virtual Annual General Meeting

You may only attend the virtual 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 12th day prior to the date of the virtual Annual General Meeting, i.e. **June 26, 2020 (00:00 hours)**.

Registration for participation in the virtual Annual General Meeting must be received by the Company by no later than the end of the day on July 1, 2020 and proof of share ownership **by the end of the day on July 4, 2020** at the following address in both cases:

GRAMMER AG

c/o Computershare Operations Centre

80249 Munich

Germany

Telefax: +49 89 30903-74675

E-Mail: anmeldestelle@computershare.de

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

Matching 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 postal vote, by voting proxy or by issuing instructions to the voting representatives nominated by the Company.

Status in connection with other forms

You can also use the forms printed on the reverse of the confirmation of registration to exercise your voting rights by postal vote or to grant voting proxies. The confirmation of registration will be sent to you after you have duly registered for the meeting. Using these forms ensures that they can be clearly matched with your registration.

Notes on this form

Please complete this form in full and legibly. Please refer to the confirmation of registration that is sent to you after you have registered for the virtual 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.

Personal participation in the virtual Annual General Meeting in person or by proxy

The confirmation of registration sent to you after you have duly registered entitles you to participate in the virtual Annual General Meeting either in person or by proxy.

If you wish to nominate a proxy by ordinary mail, telefax or e-mail, you can use this form to exercise your voting rights or use the top third of the form printed on the reverse of the confirmation of registration to issue voting instructions or to authorize a third party to participate in the Annual General Meeting on your behalf. Please disclose the logon data for the shareholder portal to your voting representative upon issuing this proxy. Use of the logon data by the proxyholder is deemed to constitute proof that the voting proxy has been duly granted. Proof of authorization or notice of revocation of such authorization may be submitted to the Company at the address, fax number or e-mail address stated below.

If a third party is nominated as a proxy, votes must still ultimately be cast by the shareholder representatives nominated by the Company or by the proxy by means of postal vote.

Please expressly inform your proxy of this procedure and related matters.

Postal voting and voting proxy/voting instructions for the voting representatives nominated by the Company

If you do not nominate any voting representative, you can use this form to exercise your voting rights by postal vote or instruct the voting representatives nominated by the Company to exercise your voting rights on your behalf. You can also use the form printed on the rear of the confirmation of registration 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 proxies/instructions to the voting representatives nominated by the Company or select a contrary declaration. Postal votes or voting proxies/instructions for the voting representatives nominated by the Company as well as any modifications or declarations of revocation must be sent to the following address on or before **July 7, 2020 (24:00 hours)**:

GRAMMER AG

c/o Computershare Operations Centre

80249 Munich

Germany

Fax: +49 89 30903-74675

E-Mail: anmeldestelle@computershare.de

If postal votes as well as voting proxies/voting instructions are received, postal votes 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. via the shareholder portal, 2. by e-mail, 3. by telefax, 4. in paper form.

If you exercise your voting rights by postal vote, you are not able to exercise any other rights, such as the right to submit motions or to make declarations. The voting representatives 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.

In keeping with the spirit of the COVID-19 Act, shareholders are unable to submit any countermotions or election proposals during the virtual Annual General Meeting. A countermotion or election proposal to be published in accordance with sections 126 and 127 AktG will be deemed to have been duly served if the shareholder submitting it is duly registered for participation in the virtual Annual General Meeting.

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 in the Investor Relations/Annual General Meeting section of the Company's website at www.grammer.com

Data protection

Details of how your personal data is handled and your rights under the European General Data Protection Regulation (GDPR) can be found on the Company's website at <https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>