

# Power of Attorney and Instructions

for the 13<sup>th</sup> Ordinary General Meeting of  
FREQUENTIS AG, Thursday, 14 May 2020, 10:00 a.m. (CEST)  
Virtual General Meeting: [www.frequentis.com/hauptversammlung](http://www.frequentis.com/hauptversammlung)

**IMPORTANT NOTICE:** This form does not entitle to participation in the General Meeting. Please contact the bank where you have deposited your shares and make sure that the below mentioned securities are registered in due form for the participation in the General Meeting via a deposit confirmation (record date: 4 May 2020). The deposit confirmation must be received by the Company no later than by 11 May 2020, 24:00 hours (CEST).

**Submission of the Power of Attorney if possible until 12 May 2020, 12:00 hours (CEST).**

By signing this Power of Attorney I/we confirm that I/we have read and understood the information published by the Company on its website or contained in the convocation of the General Meeting and that I/we agree to the conduct of the virtual General Meeting outlined therein. This includes in particular the processing of personal data in accordance with Sec 10a para 2 of the Austrian Stock Corporation Act (*Aktiengesetz*), i.e. name, address, date of birth, deposit number, number of shares, class of shares and number of the voting card(s) (if applicable) as well as the e-mail address in order to enable me to exercise my shareholder's rights in the context of the General Meeting.

## Issuer (Shareholder)<sup>1</sup>

\_\_\_\_\_  
First Name, Surname / Company Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date of birth / Registration no.

\_\_\_\_\_  
Deposit number

\_\_\_\_\_  
Bank

\_\_\_\_\_  
e-mail address (I/we herewith confirm with my/our signature/-s that access to this e-mail address is restricted to the issuer/-s.)

## Power of Attorney

**I/We hereby authorize the following special proxy holder to**

- exercise the right to participate and to vote according to the following voting instructions
- and, if indicated, exercise the right of filing a motion and to raise objections

**with the right to grant sub-power of attorney, exempting himself/herself from the prohibition of double representation and self-contracting (selecting more than one special proxy holder leads to invalidity of the Power of Attorney):**

**Dr. Wilhelm Rasinger**

**Note:** All Powers of Attorney and instructions issued to Dr. Wilhelm Rasinger will be executed by Mr.

- ☐ **Florian Beckermann in accordance with the sub-power of attorney granted to him.<sup>2</sup>**

President of the IVA, Feldmühlgasse 22/4, 1130 Vienna

[rasinger.frequentis@hauptversammlung.at](mailto:rasinger.frequentis@hauptversammlung.at)

**or Dr. Michael Knap**

- ☐ Vice President of the IVA, Feldmühlgasse 22/4, 1130 Vienna

[knap.frequentis@hauptversammlung.at](mailto:knap.frequentis@hauptversammlung.at)

**or Dr. Maria Brandstetter**

- ☐ Attorney at Law, Stephansplatz 4/VIII, 1010 Vienna

[brandstetter.frequentis@hauptversammlung.at](mailto:brandstetter.frequentis@hauptversammlung.at)

**or Mag. Franz-Georg Piskernik**

- ☐ Notary, Naglergasse 9, 1010 Vienna

[piskernik.frequentis@hauptversammlung.at](mailto:piskernik.frequentis@hauptversammlung.at)

<sup>1</sup> If you issue this Power of Attorney not as a shareholder, but as proxy of a shareholder, please enclose a confirmation of your power of representation (proxy issued by the shareholder, subscription decree of a court, etc.)

<sup>2</sup> Note: Additional information on this subject can be found under: [www.frequentis.com](http://www.frequentis.com) > Investor Relations > General Meeting > General Meeting 2020.

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## for the following securities

                     **FREQUENTIS non par value shares with ISIN ATFREQUENT09**

No. of shares (If left blank, the Power of Attorney applies to the number of securities mentioned on the deposit confirmation)

## Voting instructions for the resolutions of the agenda items (short form)

If no applicant is named, the following proposed resolutions are those of the Executive Board and/or the Supervisory Board pursuant to Sec 108 para 1 of the Austrian Stock Corporation Act. If a separate vote on specific items of the proposed resolutions of an agenda item takes place, the instruction issued for this agenda item will apply to every separate vote, correspondingly. In case of proposed resolutions for which no or an unclear instruction (e.g. simultaneously FOR and AGAINST regarding the same motion) is issued, the proxy holder will abstain from voting.

Please tick the box ☒; do not use a red pen.

Agenda Item	FOR	AGAIN- ST	ABSTENT- ION
2 Resolution on the appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Resolution on the discharge of the members of the Executive Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Resolution on the discharge of the members of the Supervisory Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Resolution on the remuneration of the members of the Supervisory Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of the auditors of the annual financial statements and consolidated financial statements for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Elections to the Supervisory Board: DDr. Karl Michael Millauer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Elections to the Supervisory Board: Dr. Boris Nemsic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Resolution on the remuneration policy for the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Resolution on the remuneration policy for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Resolution on the Long Term Incentive Plan 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Not contained / changed proposed resolutions:</b>			
Filed by the Executive Board and/or the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Filed by shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Any instructions on submitting motions (including the wording of the motion):**

**Any instructions on objections (including an indication of the agenda item):**

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**Any further instructions:**

\_\_\_\_\_

Date

\_\_\_\_\_

Signature / Company

\_\_\_\_\_

Signatures of all co-shareholders, if applicable

**Please complete and send (if possible until 12 May 2020, 12:00 hours (CEST))**

- per e-mail (in text form, e.g. as PDF)

for Dr. Wilhelm Rasinger: [rasinger.frequentis@hauptversammlung.at](mailto:rasinger.frequentis@hauptversammlung.at) or

for Dr. Michael Knap: [knap.frequentis@hauptversammlung.at](mailto:knap.frequentis@hauptversammlung.at) or

for Dr. Maria Brandstetter: [brandstetter.frequentis@hauptversammlung.at](mailto:brandstetter.frequentis@hauptversammlung.at) or

for Mag. Franz-Georg Piskernik: [piskernik.frequentis@hauptversammlung.at](mailto:piskernik.frequentis@hauptversammlung.at),

or

- by fax to +43 (0)1 8900 500 69

or

- by SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording)

or

- via mail, courier or in person to HV-Veranstaltungsservice GmbH (as authorized recipient of FREQUENTIS AG), Köppel 60, 8242 St. Lorenzen am Wechsel, Austria; subject "HV FREQUENTIS AG 2020".

Additional information can be found under: [www.frequentis.com](http://www.frequentis.com) > Investor Relations > General Meeting > General Meeting 2020.

For any questions as to this Power of Attorney please contact us under: +43 (0)1 811 50 1074.