

## Tele Columbus AG

Annual General Meeting to be held on June 25, 2018

### Proxy voting form

This form does not replace the orderly registration for the Annual General Meeting.

Please note the information on the page below.

# Tele Columbus AG

### Person making the declaration

\_\_\_\_\_  
Last name or company name\*

\_\_\_\_\_  
First name\*

\_\_\_\_\_  
Zip code/City\*

\_\_\_\_\_  
Number of shares\*

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\_\_\_\_\_  
Admission card number\*

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\_\_\_\_\_  
Internet-Code

\*Mandatory fields (please obtain the data from the Annual General Meeting admission card sent to you following completion of registration procedures).

### Absentee voting or Proxy/Instructions to proxy holders nominated by the Company

I/We am/are exercising my/our voting rights at the Annual General Meeting of Tele Columbus AG on June 25, 2018 by way of absentee voting or, respectively, by issuing a proxy to Ms Caroline Müller, Munich, und Mr Jochen Reiner, Munich, (proxy holders nominated by the Company), each individually, under disclosure of my/our name, to exercise my/our voting rights as specified below, including the right to delegate this proxy authority.

Absentee votes or proxies are revoked by personal participation in the Annual General Meeting by the party who issued the absentee vote or proxy or his or her representative.

- ☐ **I/We authorise the proxy holders nominated by the Company.**  
If you do not mark this field, you exercise your right to vote by way of absentee voting.

Proposed resolutions according to the German Federal Gazette	YES	NO	ABSTAIN
2. Resolution on the discharge of the members of the Management Board for the financial year 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the annual auditor and the group auditor for the financial year 2018 as well as the auditor for the audit review of the financial reports in the course of the year. ....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the consent to profit and loss transfer agreements with Tele Columbus Infrastrukturprojekte GmbH and WWcon Wärme-Wohnen-Contracting GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Date, signature(s) or name of declarant (legible)

### Proxy to a third party

I/We hereby authorize

\_\_\_\_\_  
Last name or company name

\_\_\_\_\_  
First name

\_\_\_\_\_  
City

to represent me/us in the Annual General Meeting mentioned above. This proxy revokes any proxies issued by other means and encompasses exercising of all general meeting related rights, including the right to delegate the proxy authority. The proxy is revoked by personal participation in the general meeting by the party who issued the proxy.

\_\_\_\_\_  
Date, signature(s) or name of declarant (legible)

## Notes

### Registration for the Annual General Meeting

You may only participate in the Annual General Meeting and exercise your voting rights if your registration procedure is complete **until June 18, 2018 (24.00 hours CEST)** at the following address:

#### Tele Columbus AG

c/o Computershare Operations Center  
80249 Munich  
Germany

or by telefax: +49 (0) 89-30903 74675

or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If you are registered in the share register of the Company, a registration form for the Annual General Meeting will be sent to you.

### Recognition of a registration

This form can only be recognised if it can be clearly associated with a registration. If such an association is not possible due to failure to register or due to improper registration, or to information on this form being illegible or incomplete, the voting rights cannot be exercised by instruction to the proxy holders nominated by the Company nor can a representative participate or exercise the shareholder voting rights.

### Relationship to other forms

You can also use the forms printed on the admission card to cast your votes by way of absentee voting or issue proxy voting instructions. The admission card will be sent to you on completion of the registration procedure. The use of this form ensures the association with the registration.

### Instructions for completing this form

Please fill out this form completely and legibly. The required information about the party issuing this declaration can be found on your admission card, which is sent to you on completion of your registration.

It is not a binding requirement to use this form. You can also use another declaration in text form. The explanations above concerning the association of the power of authority to a registration apply accordingly.

### Personal participation in the Annual General Meeting or representation by a third party

With the admission card sent to you after proper registration, you or a party authorised by you can personally participate in the Annual General Meeting. If you would like to issue a proxy to a third party, you may use the third party authority form on the first third of the admission card (overleaf). In this case please furnish your representative with the proxy instruction form, fully completed, on the admission card or with the third-party authority form, fully completed, on the admission card. You may also furnish your representative with the admission card and forward the proxy or evidence thereof to the company address listed below. Please inform your proxy representative specifically of this situation.

### Absentee voting or proxy voting/instructions to proxy holders nominated by the Company

If you are not personally participating in the Annual General Meeting and you are not authorising a third party, you can vote by absentee voting or have your voting rights exercised by proxy holders nominated by the Company with this form. You can also use the form printed on the admission card for this purpose.

Please issue a vote on all proposed resolutions. Please mark the YES box to approve or the NO box to reject or the ABSTAIN box to abstain. If you do not make a mark, this will be counted as an abstention. Double marks are considered invalid. If individual votes are taken on a combined resolution proposal, your voting instructions apply respectively to the individual resolution proposal. If so desired, you can sign the powers of proxy/instructions to the proxy holders nominated by the Company or state your name.

**Absentee votes or proxy voting/instructions** can be submitted until June 22, 2018 (24.00 hours CEST) to:

#### Tele Columbus AG

c/o Computershare Operations Center  
80249 Munich  
Germany

or by telefax: +49-(0)89-30903-74675

or by e-mail: [TeleColumbus-HV2018@computershare.de](mailto:TeleColumbus-HV2018@computershare.de)

If absentee votes and proxy/instructions are received, the absentee votes will be treated as prevailing. Moreover, if deviating declarations are received by different means of communication and it is not clear, which declaration is the most recent one, declarations will be treated in the following order: received via 1. the online service, 2. e-mail, 3. fax and 4. mail (paper form).

If you vote by way of absentee voting or authorize the proxy holders nominated by the Company you may not exercise your shareholder rights other than the voting rights, e.g. submit motions or ask questions in the Annual General Meeting. Proxy holders nominated by the Company can only exercise voting rights for you based on specific instructions. Proxy holders nominated by the Company will not accept any instructions regarding additional tasks. If you wish to exercise your additional participation rights, you must participate in the Annual General Meeting yourself or authorize a third party as your proxy.

Even after voting by absentee voting or issuing a proxy/instructions, you have the right to personally participate in the Annual General Meeting. The personal registration by you or your representative at the entrance to the Annual General Meeting is considered a revocation of any absentee vote or proxy voting/instructions.

If you leave the Annual General Meeting prior to the commencement of voting, you may grant authorization/instructions anew.

You may review shareholder motions (or counter-motions) and voting proposals that are subject to disclosure regulations on the internet at <https://www.telecolumbus.com/investor-relations/hauptversammlung-2018/>

A counter-proposal that is directed exclusively at rejecting a resolution proposed by management can be supported by voting against the recommendation of management. It is not possible to vote by absentee voting or proxy/instructions on more detailed proposals, such as counter-proposals with specific content or procedural proposals.

### Absentee voting and proxy via online service

You may also exercise your abovementioned rights by using the online service provided by the Company at <https://www.telecolumbus.com/investor-relations/hauptversammlung-2018/>. Please note that regardless of the time of receipt, the most recent declaration which has been submitted via the online service will be treated as prevailing.