



The following template of our power of proxy and instructions form will be sent to each shareholder entered in the share register, with the exception of such shareholders who have agreed to receive the invitation to the Annual General Meeting via e-mail, as a personalized copy by post (including a prepaid envelope in which to return the completed form) together with the invitation to the Annual General Meeting.

We recommend our shareholders to use as far as possible only the prepared form sent to them with their personal data already included for registration (to order entrance tickets, grant authorisations and submit voting instructions) for the Annual General Meeting.

Name of registered shareholder(s)* _____
 Street and City* _____
 Shareholder No.* _____
 Number of shares you hold _____

* mandatory information

Reply form

1 REGISTRATION AND REQUEST FOR ENTRANCE TICKETS

Please indicate your request with an »X« in the appropriate box. Please mail your request for entrance tickets by **9 May 2019 24:00 hours (CEST) (received by us)** in the enclosed postage-paid envelope.

- ☐ **1a Request an Entrance Ticket for Registered Shareholder(s)**
 I / We will personally attend the Annual General Meeting.
 Please issue one ticket in my name / in each of our names respectively.
- ☐ **1b Request an Entrance Ticket for a Guest**
 I / We will personally attend the Annual General Meeting and ask for an additional entrance ticket for the following authorised guest to be sent to us. The voting rights are to be distributed evenly over the requested entrance tickets.
- ☐ **1c Request an Entrance Ticket for a Representative to Exercise the Voting Right**
 I / We will not personally attend the Annual General Meeting and authorise the person listed below to attend and to exercise my / our voting rights (with disclosure of my / our name(s)).

Guest / Representative

 Last name First name

 Street, number Postal code City, country

This power of proxy includes the right to delegate the authority to a third party (with the disclosure of the name) for execution.

2 REGISTRATION AND POWER OF PROXY AND INSTRUCTIONS

The voting rights must be exercised in accordance with the law and the Articles of Association as stipulated by the power of proxy and instructions given. Please indicate your selection with an »X« in the appropriate box.

2a Power of proxy and instructions for the proxies of LEONI AG

Please send us your power of proxy and instructions by **9 May 2019 24:00 hours (CEST) – received by us** – in the enclosed postage-paid envelope.

I / we hereby authorise the proxies Dr. Kathrin Rosenberg, Thorsten Seiter and Juliane Wittig to exercise my / our voting rights

- ☐ in accordance with Management proposals for all items.
- ☐ in accordance with my / our instructions indicated on the next page.

For issuing instructions please see reverse

2b Power of proxy and instructions for a credit institution or shareholders' association or other persons, financial service providers or companies equivalent under section 135 (8) or section 135 (10) in conjunction with section 125 (5) of the German Stock Corporation Act (Aktiengesetz) ("institution")

Please inquire before delegating your power of proxy whether or not the credit institution / institution in question is willing to accept such a power of proxy and which requirements apply.

Please send this power of proxy to the credit institution / institution of your choice early enough or issue your power of proxy through other means early enough to ensure a registration by **9 May 2019 24:00 hours (CEST) (received by us)**. The enclosed postage-paid envelope cannot be used for this purpose.

I / we hereby authorize the following credit institution / institution to exercise my / our voting rights

- ☐ in accordance with Management proposals for all items.
- ☐ in accordance with voting recommendations of that particular credit institution / institution respectively.
- ☐ to vote in accordance with individual instructions indicated on the next page.

For issuing instructions please see reverse

 BIC (Business Identifier Code) of the credit institution Name of the credit institution / institution

I / We hereby authorise the above-identified person / institution to exercise my / our voting right in accordance with my / our instructions at the Annual General Meeting. In the case of 2a or 2b this should be done without disclosure of my / our name(s), i.e. on behalf of whomsoever it concerns. This power of proxy includes substitute power and may be delegated to a third party for execution. Each of the Company's proxies is granted individual power of proxy. This power of proxy must be fully completed and must not contain any other comments. Instructions to vote in accordance with Management proposals for certain or all items are considered to be instructions to vote against counter motions or deviating proposals for election on the same item, if and to the extent there is no specific instruction issued on this counter motion or proposal for election.

With reference to 1 or 2: signature and / or name of issuer

Place, date

Please provide your phone number here if there are any enquiries:

oder
2

Name of registered shareholder(s)* _____
 Street and City* _____
 Shareholder No.* _____
 Number of shares you hold _____

* mandatory information

INSTRUCTIONS

Please note that this form must reach us by Thursday, 9 May 2019, 24:00 hours (CEST) at the latest.

The instructions relate to the proposals of the Supervisory and / or Management Board on the items of the agenda as published in the Federal gazette (Bundesanzeiger).

Please use a black or blue pen to check box. ☒

	FOR	AGAINST	ABSTENTION		FOR	AGAINST	ABSTENTION
1 Presentation of the adopted annual financial statements, approved consolidated financial statements and reports for fiscal year 2018				d) Dr Elisabetta Castiglioni	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		No voting		e) Wolfgang Dehen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				f) Mark Dischner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Resolution on the appropriation of distributable profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	g) Dr Ulrike Friese-Dormann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				h) Karl-Heinz Lach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Resolution on the discharge of the members of the Board of Directors for fiscal year 2018				i) Richard Paglia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) Dieter Bellé	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	j) Prof. Dr Christian Rödl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Bruno Fankhauser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	k) Carmen Schwarz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Karl Gadesmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	l) Inge Zellermaier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Aldo Kamper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of the auditor and the group auditor for fiscal year 2019 as well as the auditor for the review of the condensed consolidated interim financial statements and the interim management report for the first half of fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Martin Stüttem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Resolution on the discharge of the members of the Supervisory Board for fiscal year 2018				6 Resolution on the change of the object of the company and corresponding amendment of the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) Dr Klaus Probst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
b) Franz Spieß	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
c) Dr Werner Lang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Countermotions and Proposals of Shareholders

Any countermotions and proposals for election received by **1 May 2019, 24:00 hours (CEST)**, will be published online at www.leoni.com/en/agm2019/. There you will also find information on how to support countermotions and proposals for election.

	FOR	AGAINST	ABSTENTION		FOR	AGAINST	ABSTENTION		FOR	AGAINST	ABSTENTION
Motion / Proposal A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Proposal C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Proposal E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Proposal B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Proposal D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Proposal F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>