



# Authorization for Company-Nominated Proxies

for the Extraordinary General Meeting of PAION AG, Aachen, on 25 January 2023

**Please note** that you have to be registered properly also if you grant this authorization. For details, please refer to the invitation to the extraordinary general meeting.

Admission ticket no. \_\_\_\_\_ No. of shares \_\_\_\_\_

PAION AG offers its shareholders the power to authorize company-nominated proxies and to issue instructions on how to exercise their voting rights. You will then be represented by the company-nominated proxies at the extraordinary general meeting when voting in accordance with your instructions.

If you would like to take advantage of this service to be represented at the extraordinary general meeting by company-nominated proxies, please fill in this authorization and instruction form, conclude the form according to Section 126b of the German Civil Code (BGB) (e.g. by signature) and send it – together with your admission ticket or the admission ticket no. – at the latest by Tuesday, **24 January 2023, 24:00 (CET)**, by mail or email to

PAION AG, c/o BADER & HUBL GmbH, Friedrich-List-Straße 4a, 70565 Stuttgart, Germany;  
email: [hauptversammlung@baderhubl.de](mailto:hauptversammlung@baderhubl.de).

In the event of email transmission, the completed authorization and instruction form may be attached electronically (preferably as “PDF” or “TIF” file).

## Additional Information on Proxy Voting by one of the Company-Nominated Proxies

If motions from Shareholders regarding the agenda of our extraordinary general meeting are received that are subject to disclosure requirements, these will be published on our website at [www.paion.com/medien-investoren/hauptversammlung/](http://www.paion.com/medien-investoren/hauptversammlung/). The company-nominated proxies are bound to vote in accordance with your instructions. If instructions are not properly filled out or not clearly given, the company-nominated proxies, depending on the voting procedure, will either abstain from or not participate in the voting for the respective agenda items.

In case the company-nominated proxies receive several authorisations and instructions via different transmission channels (mail or email), the last valid authorisation (provided its validity as regards the form) with the respective instructions will be regarded as binding.

## Authorization and Instructions to the Company-Nominated Proxies of PAION AG

I/we hereby authorize the proxies nominated by PAION AG (Ms. Sylvia Hagens, Aachen, employee of PAION AG and Ms. Nicola Bader, Stuttgart, employee of BADER & HUBL GmbH) each individually, and with exemption from Section 181 BGB, with the right to sub-authorization to the extent of the power of attorney granted to them, to represent me/us at the extraordinary general meeting of PAION AG on 25 January 2023, with disclosure of my/our name(s), and to exercise the voting right for me/us in accordance with my/our instructions. The instructions refer in each case to the resolution proposals by the administration contained in the invitation published in the Federal Gazette on 15 December 2022. The company-nominated proxies can only work for me/us if I/we have filled out this power of attorney in full, issued instructions and made the completion of the declaration recognizable by a replica of the person’s signature or identifiable by other means according to Section 126b BGB.

I/we issue instructions in respect of **all** items of the agenda as follows

Yes  No  Abstention

or

I/we issue individual instructions as mentioned below<sup>1</sup>:

	Yes	No	Abstention
TOP 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Countermotions of shareholders submitted within the period stipulated in Section 126 of the German Stock Corporation Act (AktG) can only be found on the Internet at [www.paion.com/medien-investoren/hauptversammlung/](http://www.paion.com/medien-investoren/hauptversammlung/). Countermotions that require an independent resolution are marked there with capital letters. If you wish to support or reject motions marked in this way, please instruct for the respective motion below.

	Yes	No	Abstention
Motion A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1)</sup> For each agenda item only one field may be ticked

This authorization must be fully completed and signed, or the declaration must be concluded by a replica of the person's signature or identifiable by other means according to Section 126b BGB.

\_\_\_\_\_  
First and last name/Name of the company

\_\_\_\_\_  
Place of residence/Registered office

\_\_\_\_\_  
Place, date

**X**  
\_\_\_\_\_  
Signature(s) or identifiable by other means of concluding the declaration according to Section 126b BGB