

LEONI AG

Nuremberg

Annual General Meeting of LEONI AG
on Thursday, 16 May 2019, 10:00 hours,
in “Frankenhalle” of NürnbergMesse GmbH, Trade Fair Centre, 90471 Nuremberg

Counter motions and election proposals by shareholders

Dated: 30 April 2019

Below you will find all shareholder motions that are required to be made accessible (counter motions and election proposals by shareholders pursuant to Sections 126 and 127 of the German Stock Corporation Act) on the items of the agenda for the Annual General Meeting of LEONI AG on 16 May 2019. Such motions and their explanations in each case represent the views of their authors as imparted to us. Motions including statements of facts have also been published on the website without amendment or review by us to the extent that they are required to be made accessible.

Voting or instructions on motions by shareholders

You can endorse motions by shareholders on agenda items which are merely aimed at rejecting the proposal of the management by voting “No”, i.e. against the proposal of the management, on the corresponding agenda items at the Annual General Meeting. If you wish to authorise the proxies appointed by LEONI AG or another person to exercise your voting right, you must give them appropriate instructions or amend instructions already issued accordingly. Such shareholder motions are listed below **without** capital letters.

Motions by shareholders on agenda items for which not only the rejection of the management's proposal but also a resolution deviating in content is to be brought about are marked below **with a capital letter**. If you wish to authorise the proxies appointed by LEONI AG or another person to exercise your voting rights in respect of such motions in the event of a vote on them at the Annual General Meeting, you must give them appropriate instructions. For instructions to proxies appointed by LEONI AG, you can do this by ticking the appropriate box after the respective capital letter on the proxy and instruction form or via our AGM Online Service under the heading “Counter motions and election proposals by shareholders”. The same applies if you use the proxy and instruction form to issue instructions to other persons.

Counter-motion of shareholder Dietrich-E. Kutz

an agenda items 3 and 4

at the Annual General Meeting of LEONI AG on 16 May 2019

Convenience Translation

From: Dietrich-E. Kutz
To: HDENM-HV-2019
Subject: Countermotions for the AGM on 16 May 2019
Date: Tuesday, 23 April 2019 14:50:10

Dietrich-E. Kutz
[REDACTED]
[REDACTED]

Shareholder

LEONI AG
Corporate Investor Relations
Marienstrasse 7

90402 Nuremberg

Fax 0911/2023-10134

ISIN 540 888

Entrance ticket ordered.

Countermotions for the 2019 AGM in Nuremberg

Item 3 Resolution on the discharge of the members of the Board of Directors for fiscal year 2018 **should not be approved**

Item 4 Resolution on the discharge of the members of the Supervisory Board for fiscal year 2018 **should not be approved**

Reasons:

First, € 50 million sent to Nowhereland.

Then, **in the previous year, the sedative-like dividend of € 1.40.**

And now no dividend (€ 0.00)!

Convenience Translation

And that's **still not all**: We have **advanced into the club of the biggest destroyers of capital in 2018**.

The only conclusion to be reached is that the governance bodies, **members of the Board of Directors and Supervisory Board, have completed an unsuccessful financial year and absolutely failed to meet their business targets in 2018**, e.g. dividend.

I only hope that at least management's compensation was assured?

Dividend continuity appears to have become a concept unfamiliar to you?

What kind of mentality vis-à-vis the investor!

I ask you to make my timely counter motions available to shareholders in accordance with the German Stock Corporation Act (AktG).

I ask them to support my counter motions.

Kind regards

Dietrich-E. Kutz

Your shareholder

Counter motion “A”

Counter motion of shareholder Dr.-Ing. Knuth Götz

on agenda item 6

at the Annual General Meeting of LEONI AG on 16 May 2019

LEONI AG
Corporate Investor Relations
Marienstraße 7

DR.-ING. KNUTH GÖTZ

90402 Nuremberg

By fax +49 911 2023-10134

By email hv2019@leoni.com

[REDACTED], 29 April 2019

**Annual General Meeting on 16 May 2019
Counter-motion re change to the Articles of Association**

Dear Sir or Madam,

You convened the Company's Annual General Meeting for 16 May 2019 by publication in the Federal Gazette on 29 March 2019. **Item 6** of the agenda provides for **resolution on amendment of the business object and corresponding change to the Articles of Association**.

I am a shareholder of LEONI AG. For proof of my share ownership I refer to the entry on the share register and shareholder number [REDACTED]. I have an admission ticket.

Counter-motion re **Item 6** of the agenda **Resolution on amendment of the business object and corresponding change to the Articles of Association**:

Item 6 shall be withdrawn from the agenda.

Reasons:

*LEONI wants to change its Articles of Association with respect to its business purpose. This should be rejected **for lack of prospects of success**. It should also be rejected because LEONI has already attempted **without success** to pursue this business purpose. It should also be rejected because the new business purpose is **inadequately conceived**, and LEONI does **not have sufficient capital** to attain the targets. This is also due to **pending legal proceedings and provisions**.*

*For the described business purpose and even more specific projects, **the Company already accumulated capital, namely in the amount of its present goodwill (market value), by way of two capital increases and one share certificate.***

*At the 2017 AGM, LEONI's Board of Directors already answered specific questions concerning the success of its projects by saying **that LEONI, in more than 14 cases, did not succeed in generating capital for the Company and its shareholders from said projects.***

On the contrary, LEONI's value has been massively destroyed since 2017. The Board of Directors also admitted in 2017 that the Company no longer owns the patents.

*As it turned out, LEONI was already no longer the owner of the patents at the time of its capital increase in 2011, said patents having been used to promote the capital increase. This raises the question concerning **prospectus liability**. It raises the question whether LEONI has already made provision in this respect because statutes of limitations have not yet expired and lawsuits due to the massive loss of value are probable.*

*There is no reason to assume that LEONI, with its current management and **old ways** as well as given its debts and the result, could now operate successfully. This applies all the more as LEONI meanwhile no longer owns any of the patents pertaining to any of the relevant fields.*

*Furthermore, **proceedings** against LEONI based on shareholders having funded the patents at the time are **pending**. LEONI consequently not only failed to generate any gain from the capital increases, but even placed itself in the situation of being sued in this connection. The balance sheet does not show what provision was made or whether provision might even still have to be made. This is crucial to financing any new business purpose and is something management must answer.*

*It is also known that **proceedings against cooperation partners of LEONI** have been initiated due to the loss-making patents. These cooperation partners will, so far as they are customers, surely soon hedge against any damages by suspending payments to LEONI. Is the gap between the cash flow target of the 2018 AGM and reality in 2019 perhaps so huge because customers are suspending payments until this is resolved? Given LEONI's decades of experience with starting new projects, such a deviation as the case in Mexico is supposed to incur is implausible. Or does LEONI really want to tell us that it has **lost its proven capabilities** and must **therefore succumb to new adventures** with uncertain outcomes – adventures that have in the past, based on its own testimony, consistently resulted in failure?*

I ask shareholders to vote with us in favour of dismissing the change to the Articles of Association as above. This countermotion is presented on time and in the prescribed manner. The reasoning comprises fewer than 5,000 characters (with spaces) and must, under Section 126 of the German Stock Corporation Act (AktG), immediately be made available on the Company's website.

With best regards

[Signature]

Dr.-Ing. Knuth Götz

Counter motion “B”

Counter motion of shareholder Dipl.-Kfm. Manfred Steinberg

on agenda item 2

at the Annual General Meeting of LEONI AG on 16 May 2019

Convenience Translation

[REDACTED]

From: steinberg.manfred@[REDACTED]
Sent: Tuesday, 30 April 2019 17:56
To: HDENM-HV-2019
Re: Countermotion for Item 2 as well as share price management proposal

Dipl.Kfm Manfred Steinberg
Shareholder number [REDACTED]

Item 2. Rejection

Countermotion:

The distributable profit should be paid out to shareholders in full, i.e. approx. EUR 0.50 per share.

Reason:

Given that the share price has slumped by more than 50 percent in a very short time, such a minimal dividend payout should be regarded as merely a sign of good form vis-à-vis shareholders.

Application/proposal for binding price management:

Given that the share price has fallen disproportionately sharply in a very short time, I would like a binding draft resolution that the Company will commit to prudent share buy-backs.

Reason:

It should not be tolerated that, on the one hand, the Company invests massively and, on the other hand, it does not appreciably manage the price of its share.

Dipl.Kfm Manfred Steinberg

[REDACTED]