



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 (postal vote, 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

Please mark your choice with an "X" in the corresponding box and, to register your shareholding, return the reply form by 16 July 2020, 24:00 hours (CEST) (time of receipt) using the enclosed stamped, addressed envelope.

1

Registration and postal vote

Please send your registration by 16 July 2020, 24:00 hours (CEST) (time of receipt). Having registered on time, you can cast, amend and revoke your postal vote by post or email by 22 July 2020, 24:00 hours (CEST) (receipt) and via the AGM online service until voting at the virtual Annual General Meeting on 23 July 2020 begins.

I/we hereby register my/our shareholding and vote **as shown overleaf**.

(For voting please see next page)

or
2**Registration as well as authorising and instructing the proxies of LEONI AG**

Please return your registration by 16 July 2020, 24:00 hours (CEST) (time of receipt) using the enclosed stamped, addressed envelope. Having registered on time, you can issue, amend and revoke your power of proxy / instructions by post or email by 22 July 2020, 24:00 hours (CEST) (receipt) and via the AGM online service until voting at the virtual Annual General Meeting on 23 July 2020 begins.

I/we hereby grant power of proxy, in each case individually, to the proxies Stefan Deyerler, Silke Dierolf and Tanja Wildgrube and instruct them to vote **on all items as proposed by the administration**. Instructions on the reverse side are therefore to be disregarded.

I/we hereby grant power of proxy, in each case individually, to the proxies Stefan Deyerler, Silke Dierolf and Tanja Wildgrube and instruct them to vote **according to individual instruction (see reverse)**.

(For issuing instructions please see next page)

or
3**Registration as well as issuing power of proxy and possibly instruction to an intermediary (e.g. a bank) / a shareholder association / other proxies pursuant to Section 135 of the German Stock Corporation Act**

We ask our shareholders to enquire before transferring their voting rights whether the proxy pursuant to Section 135 of the German Stock Corporation Act will agree to representing your voting rights. Please send this authorisation to the proxy of your choice pursuant to Section 135 of the German Stock Corporation Act as soon as possible to enable them to register by 16 July 2020, 24:00 hours (CEST) (time of receipt). The enclosed stamped, addressed envelope can in this case not be used.

I/we hereby authorise the following proxy pursuant to Section 135 of the German Stock Corporation Act and instruct them to vote **on all items as proposed by the administration**. Instructions on the reverse side are therefore to be disregarded.

I/we hereby authorise the following proxy pursuant to Section 135 of the German Stock Corporation Act and instruct them to vote **in favour of the proposal**.

I/we hereby grant **power of proxy** to the following pursuant to Section 135 of the German Stock Corporation Act and instruct them to vote **according to individual instruction (see reverse)**.

(For issuing instructions please see next page)

_____ Name of the proxy pursuant to Section 135 of the German Stock Corporation Act

BIC of the intermediary (bank)

or
4**Registration and granting power of proxy to the following named person**

Proxy card of authorised person

Said person is hereby authorised by me/us to represent me/us at the virtual Annual General Meeting of LEONI AG and to exercise all meeting-related rights. He/she is entitled to grant sub-authorisation. Please note that a proxy may not be physically present at the virtual Annual General Meeting either. Once you have authorised the person named below, they will be sent a proxy card by post. They can then use this card to exercise all meeting-related rights. The authorised person can send this proxy card by 22 July 2020, 24:00 hours (CEST) (time of receipt) by post to LEONI AG, Aktionärservice, Postfach 1460, 61365 Friedrichsdorf, Allemagne, by email to leoni.hv@linkmarketservices.de or by fax to +49 (0) 69 2222 34290. Alternatively, the proxy may exercise the shareholders rights via the AGM online service. I/we are aware that exercise of meeting-related rights via the AGM online service by the named proxy is predicated on the proxy receiving the access data sent with the invitation documents for the virtual Annual General Meeting from me as/us the principal(s). I/we will ensure that this is the case. Please refer your proxy to the information on data protection at www.leoni.com/de/hv2020/.

Proxy

_____ Last name First name

_____ No., street Postcode Town, country

I/we shall exercise our voting rights by postal vote or grant, as stated above, power of proxy to represent me/us at the virtual Annual General Meeting. Voting rights shall be exercised in case 2 based on disclosing my/our name(s) and in cases 3 and 4 without disclosing my/our name(s), i.e. the name of the party it concerns. This power of proxy includes the right to grant sub-authorisation and to transfer this power of proxy to a third party for exercise. This power of proxy may not comprise any other declarations.

Re 1, 2, 3 or 4: Signature and/or name of the person making the declaration

Place, date

Please provide us with your phone number for any queries: _____

Name of registered shareholder(s)* _____

Street and City* _____

Shareholder No.* _____

Number of shares you hold _____

* mandatory information

INSTRUCTIONS

Please remember to register your shareholding by latest Thursday, 16 July 2020, 24:00 hours (CEST) – receipt at our offices. Please note the information in the invitation on casting, amending and revoking votes or issuing, amending and revoking instructions. These instructions refer to resolutions proposed by the administration on agenda items 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, the approved consolidated financial statements and the reports		No voting		i) Karl-Heinz Lach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Discharge of the members of the Board of Directors				j) Richard Paglia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) Bruno Fankhauser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	k) Prof. Dr Christian Rödl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Karl Gadesmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	l) Carmen Schwarz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Ingrid Jägering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	m) Regine Stachelhaus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Aldo Kamper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	n) Inge Zellermaier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Martin Stüttem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Appointment of the auditor for the company and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Discharge of the members of the Supervisory Board				5 By-election to the Supervisory Board – Regine Stachelhaus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) Dr Klaus Probst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Authorization to acquire and use own shares, with possible exclusion of subscription rights and / or tender rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Franz Spieß	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Authorisation to issue warrant-linked and/or convertible bonds excluding subscription rights, creation of new contingent capital (2020) as well as change to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Dr Werner Lang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of the system for compensating members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Dr Elisabetta Castiglioni	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
e) Wolfgang Dehen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
f) Mark Dischner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
g) Dr Ulrike Friese-Dormann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
h) Janine Heide	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Countermotions and Proposals of Shareholders

Any countermotions and proposals for election received by **8 July 2020, 24:00 hours (CEST)**, will be published online at www.leoni.com/en/agm2020/. There you will also find information on how to support countermotions and proposals for election.

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