



-Non-binding convenience translation of the original German language version-

Virtual Annual General Meeting of VARTA AKTIENGESELLSCHAFT

June 18, 2020

Postal vote/ Power of attorney and instructions to company proxies

Confirmation of
registration No.
(AGM ticket): _____

Surname/
company: _____

No. of shares: _____

First
name: _____

Tel.* _____

Email
address:* _____

* Information voluntary

To be returned to reach the company **by June 17, 2020, 12.00 CEST at the latest**

VARTA AKTIENGESELLSCHAFT
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or **email** to: varta@better-orange.de
or **fax** to: +49 (0)89 889 690 655

Please put a cross clearly: (If no selection is made, or none made clearly, it will be assumed those involved wish to vote by post. If more than one declaration of intent is received, the time received is decisive. If the company receives contrary declarations by different means for the same share, and if the company cannot tell which declaration was made last, the transmission routes will be treated bindingly in the following order: (1) Annual General Meeting Internet service (2) email, (3) fax and (4) hard copy.

<input type="checkbox"/>	I/we wish to exercise our voting rights by postal vote for the virtual Annual General Meeting on June 18, 2020 as indicated by the cross below. This supersedes any and all votes cast previously.
<input type="checkbox"/>	I/we hereby authorise the company proxies, Torsten Fues and Marcus Graf, both employed at Better Orange IR & HV AG, Munich to represent me/us and exercise my/our voting rights at the virtual Annual General Meeting on June 18, 2020 as indicated by a cross below. I/we hereby revoke any and all powers of attorney and instructions previously issued to the company proxies.

**Please turn the page to cast your postal vote
and/or give your instructions on agenda items**

Votes by postal vote and/or instructions on agenda items		YES ¹	NO
2.	Resolution on appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on the discharge of the Executive Board for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on the discharge of the Supervisory Board for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
5.	Resolution on selection of auditors for the annual and consolidated accounts for fiscal year 2020 and the auditors to examine the half-year financial report	<input type="checkbox"/>	<input type="checkbox"/>
6.	Resolution on remuneration of Supervisory Board members and amendment of Section 15 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution to amend Sections 3, 16 and 17 of the Articles of Association in line with changes to the law, particularly the law implementing the second Shareholders' Rights Directive (ARUG II)		
a)	Amending Section 3 of the Articles of Association (notifying and sending information)	<input type="checkbox"/>	<input type="checkbox"/>
b)	Amending Section 16 of the Articles of Association (location and convening)	<input type="checkbox"/>	<input type="checkbox"/>
c)	Amending Section 17 of the Articles of Association (AGM participation and voting rights)	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder counter applications/voting proposals to be made available pursuant to Sections 126 (1), 127 AktG will be available on the company's website at <https://www.varta-ag.com/hauptversammlung> indicated clearly by letter codes. Please put a cross against those applications you wish to support (vote YES) in the event of a vote:

A: B: C: D: E: F: G:
H: I: J: K: L: M: N:

Place

Date

Signatures / person making the declaration (legible)

PLEASE COMPLETE BOTH SIDES OF THE PAGE

¹ As defined in the management's resolutions proposed in the Federal Gazette (*Bundesanzeiger*) of 11 May 2020

NOTES ON POSTAL VOTING, GRANTING POWERS OF ATTORNEY AND ISSUING INSTRUCTIONS TO VARTA AKTIENGESELLSCHAFT PROXIES

You can vote by post or instruct VARTA AKTIENGESELLSCHAFT's appointed proxies, Torsten Fues and Marcus Graf, both employed by Better Orange IR & HV AG, Munich, who are bound to vote as instructed and authorized to represent individuals. Your power of attorney will only enable the proxies to vote if you **instruct them expressly** on how to vote on the management's proposals on the agenda items. The proxies will be bound to vote on the management's proposals on the agenda items as you instruct. The options available to you when it comes to postal voting or instructing the proxies above using the postal voting/power of attorney and instructing the company's proxies are as follows:

Postal voting by post, fax or e-mail/granting powers of attorney to and instructing VARTA AKTIENGESELLSCHAFT's proxies

Please use the postal voting/granting powers of attorney to and instructing the company's proxies form to cast a postal vote or authorise VARTA AKTIENGESELLSCHAFT's proxies listed above and instruct them how you want them to vote on the management's proposals. Then post, fax or email your vote or power of attorney and instructions, quoting your AGM ticket number, as follows:

- Post: **VARTA AKTIENGESELLSCHAFT
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich**
- fax: **+49 (89) 889 690 655**
- email: **varta@better-orange.de**

Alternatively, you can use the password-protected AGM service on the company's website at <https://www.varta-ag.com/hauptversammlung>, using the procedure stated there.

Important notes:

Please note, shareholders will only have the right to vote by post or authorise and instruct VARTA AKTIENGESELLSCHAFT's proxies how to vote if they register correctly and in time. You must send the completed form together with your confirmation of registration or quoting your AGM ticket number to be received by the company by June 17, 2020, 12.00 CEST. If the company receives both a postal vote and a power of attorney plus instructions to the company's appointed proxies for the same share, the postal vote alone will apply. Furthermore, if the company receives conflicting instructions granting and revoking powers of attorney or instructions by different mediums, and if the company cannot tell which of these declarations was made most recently, it will take them as binding in the order of precedence below: (1) password-protected AGM Internet service, (2) email, (3) fax and (4) hard copy. The company's proxies cannot be instructed to vote against proposals, make applications or ask questions. Even if you vote by post or grant powers of attorney to the company's proxies, you can still use the password-protected AGM Internet service with all the options offered as instructed there until the virtual AGM ends on June 18, 2020.

If you have any questions about voting by post and/or proxies, our

AGM hotline

staff on **+49 (89) 889 690 620** will be glad to help
09.00-17.00 Mondays – Fridays except public holidays