

Proxy authorization and instruction form

This form does not substitute proper registration for the Annual General Meeting. Please refer to the information on the next page.

Declaring party

Last name/Firm*

First name*

ZIP code/City*

Number of shares*

Admission ticket no.*

*required fields (For this information, please consult the admission ticket to the Annual General Meeting sent to you after proper registration.)

Proxy authorization/Instructions to Company-appointed proxies

For the Annual General Meeting of Manz AG on July 2, 2019, I/we hereby authorize Mrs. Barbara Ruhnau, Heidelberg, and Mr. Axel Bartmann, Reutlingen, (Company-appointed proxies) each of them individually and with the power to delegate authority, to exercise my/our voting right according to my/our instructions set out below, under disclosure of my/our name/s.

Personal attendance of the party granting the power of attorney or the party's authorized representative at the Annual General Meeting will be considered a revocation of the proxy authorization/voting instructions.

Proposed resolutions according to the Federal Gazette	YES	NO
2. Resolution on the approval of the actions of the members of the Managing Board for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the actions of the members of the Supervisory Board for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution regarding the selection of the auditor for the individual and the consolidated financial statements for fiscal year 2019	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution regarding the authorization to issue warrant or convertible bonds, profit-sharing rights or profit-sharing bonds and to form new Contingent Capital I and to make amendments to the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding the authorization to grant subscription rights to members of the Managing Board and to managers of the company and its affiliated companies as part of a performance share plan (Manz Performance Share Plan 2019) and concerning the creation of a Contingent Capital III, and to make amendments to the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) or alternative conclusion of declaration

Instructions

Registration for the Annual General Meeting

You may attend the Annual General Meeting and/or exercise your voting right only if you have properly registered and furnished proof of your shareholding with reference to the 21st day prior to the Annual General Meeting, i.e. with reference to June 11, 2019 (00.00 hrs.).

Registration and proof of shareholding must be received by no later than **June 25, 2019 (before midnight)** at the following address:

Manz AG

c/o Landesbank Baden-Württemberg
4035/H Hauptversammlungen
Am Hauptbahnhof 2
70173 Stuttgart

Fax: +49 (0)711 127-79264

Email: hv-anmeldung@LBBW.de

Where applicable, the registration shall be performed by your depository bank. Receipt of your registration documents by depository bank shall not be deemed proper registration for the Annual General Meeting; for this, solely the receipt of the registration and the proof of shareholding at the above address shall be decisive.

Assignment to registration

This form may be considered only if it can be clearly assigned to a registration. In the event that such assignment should not be possible due to failure to register or failure to register properly, or because the information provided on this form is incomplete and/or illegible, the voting right may not be exercised by proxies of the Company or rather the right to attend and to vote may not be exercised by an authorized representative.

Relationship to other forms

To grant authorization, you may also use the forms printed on the admission ticket. The admission ticket will be sent to you following proper registration. By using that form, the assignment to the registration is ensured.

Notes regarding this form

Please fill out this form completely and legibly. For the required particulars on the identity of the declaring party, please consult your admission ticket that will be sent to you after proper registration.

This form is not mandatory. You may also use another declaration in text form, in which case the statements regarding the assignment of the authorization to a registration apply.

Authorization/Instructions to proxies of the Company

If you do not attend the Annual General Meeting yourself and do not authorize a third party to represent you either, you may use this form to exercise your voting right through a proxy appointed by the Company. For this purpose, you may also use the form printed on the admission ticket.

Please issue an instruction for all proposed resolutions. If you wish to vote separately on the proposed resolutions, please tick the YES field in the case of approval, the NO field in the case of rejection. If you do not tick any field, this shall be deemed abstention; if more than one box is ticked, this shall be discarded as invalid. If separate votes are held under an agenda item regarding aggregated resolution proposals, your instruction shall in each case apply analogously to the specific proposed resolutions. If so desired, you may sign or choose an alternative conclusion of the declaration.

We kindly ask authorization/instructions to proxies of the Company as well as any changes or revocations to be submitted no later than **June 28, 2019 (before midnight)** to:

Manz AG

c/o Computershare Operations Center
80249 Muenchen

Fax: +49 (0) 89 30903-74675

Email: manz-hv2019@computershare.de

In the event that authorization/instructions are received by different transmission means with deviating declarations and it is not evident which was the latest declaration issued, authorization/instructions received by the Company shall be taken into consideration in the following order: received 1. by email, 2. by fax, and 3. by mail.

Proxies of the Company may exercise the voting right on your behalf only according to your instructions for this purpose. Any instructions beyond that cannot be granted by means of authorization/instructions to proxies of the Company. If you wish to exercise your shareholder rights above and beyond the aforementioned scope, you can attend the Annual General Meeting yourself or authorize a third party as your representative for this purpose.

If you leave the Annual General Meeting prior to the commencement of voting, you may grant authorization/instructions anew.

Even after granting authorization/instructions, you are entitled to attend the Annual General Meeting in person. Authorization/Instructions are revoked if you or your representative attends the Annual General Meeting in person.

You may view any motions and/or election proposals by shareholders (countermotions) on the internet at the Company's website under "Investor Relations" by selecting the link "2019 Annual General Meeting"

You may support a countermotion whose single aim is the rejection of a proposed resolution by voting against the respective resolution proposed by management. By way of authorization/instructions to proxies of the Company, further-reaching proposals such as material countermotions or proposals of procedure may not be voted on.

Data Protection

Information on the processing of personal data and on your rights under the European Union's General Data Protection Regulation (GDPR) can be found on the company's website at www.manz.com under "Investor Relations" by selection the link "2019 Annual General Meeting" and the invitation to the Annual General Meeting respectively.

The German version of this document is the only legally binding version. This English translation is a convenience translation only.