

## **DEUTZ AG**

Annual General Meeting on June 25, 2020, taking place in the form of a virtual Annual General Meeting without the physical presence or their authorized representatives.



### **Form for instructions to proxies nominated by the Company**

This form is not an alternative to formal registration for participation in the Annual General Meeting.

If you do not wish to exercise your voting right by electronic postal vote online via our InvestorPortal and do not authorize a third party to exercise your voting right on your behalf, you can choose to

- authorize and instruct the proxies nominated by the Company to exercise your voting right as set out below:

If you wish to make use of this option, please send your completed form to the following address in time for it to be received at the latest by 17:00 hours (CEST) on June 24, 2020:

DEUTZ AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 309 037 4675  
Email: [deutz-hv2020@computershare.de](mailto:deutz-hv2020@computershare.de)

Appointments of authorized representatives, evidence of such authorization, and the issuing of instructions to the proxies nominated by the Company can be sent or amended via the InvestorPortal at <https://www.deutz.com/en/investor-relations/annual-general-meeting/2020/> – even after 17:00 hours (CEST) on June 24, 2020 – until voting is closed by the meeting chairman at the virtual Annual General Meeting.

### **Person granting the authorization**

\_\_\_\_\_  
Last name or company name\*

\_\_\_\_\_  
First name\*

\_\_\_\_\_  
Town/city, postcode\*

\_\_\_\_\_  
Number of shares\*

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration no.\*

\*Mandatory field (please enter the information stated on your confirmation of registration, which was sent to you upon completion of your formal registration.)

### **Authorization/instructions to the proxies nominated by the Company**

I/We hereby authorize Ms. Svenja Adele Schildknecht, Bad Neuenahr-Ahrweiler, and Mr. Ralf Trosiner, Bonn (proxies nominated by the Company), each individually, to represent me/us at the virtual Annual General Meeting of DEUTZ AG on June 25, 2020 and to exercise my/our voting right in accordance with my/our instructions below. This authorization includes the right to disclose my/our name(s) and to delegate this authority.

### **Issuing instructions to the nominated proxies**

If you wish to authorize the proxies nominated by DEUTZ AG to exercise your voting right, please use the table below to issue specific instructions to them, unless you wish for them to vote in favor of all motions proposed by the management of the Company.

Please issue an instruction for the Company's proxies in respect of each agenda item listed below. In each case, your vote based on the instructions provided refers to the management's proposed motion published in the German Federal Gazette in relation to agenda items 2 to 9. No instruction is required in relation to agenda item 1 because no vote is scheduled to be held in connection with this item. If there are individual votes on motions that have been combined under one agenda item, your instruction for this agenda item will be applied to the vote on each individual motion. Where the indication of the voting intention or the instructions are missing, incorrect, or ambiguous, the proxy nominated by the Company will either abstain or not participate in the relevant vote on grounds of unclear instructions in the authorization, depending on the voting procedure for the item in question. Where multiple indications are made in one row, the vote will be treated as invalid.

The proxies nominated by the Company are instructed to vote on the Board of Management's / Supervisory Board's motions as published in the German Federal Gazette of May 14, 2020, in accordance with the instructions below:

Motions as published in the German Federal Gazette	YES	NO
2. Appropriation of accumulated income for the 2019 financial year .....	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval of the actions of the Board of Management for 2019 .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Formal approval of the actions of the Supervisory Board for 2019 .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the independent auditors for 2020 .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the remuneration system for the members of the Board of Management of DEUTZ AG .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the signing of a control and profit transfer agreement with DEUTZ China Verwaltungs GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the signing of a profit transfer agreement with Futavis GmbH .....	<input type="checkbox"/>	<input type="checkbox"/>
9. New wording of article 17 (2) of the Statutes .....	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Place, date, signature(s) or name of the person(s) or company granting this authorization (printed clearly)

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## Notes

### Registration for the Annual General Meeting

To participate in the virtual Annual General Meeting and/or exercise your voting right by electronic postal vote, you must have duly registered and submitted evidence of your shareholding referring to the start of the twenty-first day before the Annual General Meeting, i.e. 00.00 hours on June 4, 2020.

The registration and the evidence of shareholding must be received no later than by **24:00 hours on June 18, 2020 (CEST)** at the following address:

DEUTZ AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main Germany  
Fax: +49 (0)69 120 128 6045  
Email: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)

### Allocation of the authorization to the registration

This form can be taken into account only if it can be clearly allocated to a registration. In the event that it is impossible to match the form to a registered participant, either because the registration was not completed or was completed incorrectly, or because the information provided in this form is incomplete or not legible, the voting right cannot be exercised by the proxies nominated by the Company.

### Use of other forms

The forms printed on your confirmation of registration can also be used for the proxy authorization. The confirmation of registration is sent to you upon completion of your formal registration. Use of those forms guarantees correct allocation.

### Notes concerning this form

Please complete this form fully and legibly. Please enter the information required in relation to the person granting the authorization as stated on the confirmation of registration, which was sent to you upon completion of your formal registration.

The use of this particular form is not mandatory. You may also provide your own declaration of authorization in text form (as defined in section 126b of the German Civil Code). The aforementioned provisions regarding the allocation of the authorization to your registration apply accordingly.

### Authorization/instructions to proxies nominated by the Company

You can use this form to have your voting right exercised by a proxy nominated by the Company. The form printed on your confirmation of registration can also be used for this purpose.

Please issue an instruction in respect of each motion. Please put a cross next to YES to vote in favor of the motion and next to NO to vote against. If you mark neither yes or no, you will be deemed to have abstained. If you mark both yes and no, your vote will be invalid and will not be counted. If there are individual votes on motions that have been combined under one agenda item, your instruction will apply to each individual motion.

The authorization/instructions for proxies nominated by the Company as well as any associated changes or revocations must be submitted to the following address no later than by **17:00 hours (CEST) on June 24**:

DEUTZ AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 309 037 4675  
Email: [deutz-hv2020@computershare.de](mailto:deutz-hv2020@computershare.de)

If declarations containing conflicting instructions are received via different communication channels and if it cannot be clearly established which one was submitted last, they will apply in the following order: 1. those received via the internet, 2. those received by email, 3. those received by fax and 4. those received in hard-copy form. The proxies nominated by the Company are authorized exclusively to exercise your voting right on your behalf as instructed. Any instructions that go beyond this scope will not be executed by the proxies. If you wish to exercise your other shareholder rights, you must exercise your voting right yourself by electronic postal vote and participate in the virtual Annual General Meeting online or authorize a third party to do so on your behalf.

Please note that the proxies nominated by the Company will not accept any authorizations and instructions to exercise other shareholder rights, such as proposing motions or raising objections to resolutions of the virtual Annual General Meeting.

Motions or voting proposals from shareholders (countermotions) which the Company is required to publish can be viewed online at: <https://www.deutz.com/en/investor-relations/annual-general-meeting/2020>

You can vote in favor of a countermotion that merely seeks to oppose a motion by voting against the motion proposed by the management. The authorization/instructions issued to the proxies nominated by the Company do not extend to votes on other motions, countermotions proposing new content, or motions concerning procedural aspects.

The foregoing information on the submission of notifications and the deadlines to be complied with also apply to a revocation of the authority granted to the proxies nominated by the Company, and for amendments to instructions. Votes can be cast by electronic postal vote via the InvestorPortal until voting commences at the virtual Annual General Meeting (please refer to the information provided in section II clause 4 of the notice of the aforementioned Annual General Meeting [Voting by electronic postal vote]).