



**Information Sheet**  
**for the Annual Shareholders' Meeting 2019**  
**of INDUS Holding AG on 29 May 2019**

Dear Shareholder,

In order to participate in the INDUS General Meeting and to exercise your voting right, we kindly ask you to register with the Company as noted in the invitation to the Annual Shareholders' Meeting or, if you wish to register via your depository bank, to request an entrance ticket as early as possible. The periods to be observed in the registration and proof of shareholdings are listed in the invitation to the Annual General Meeting in the section entitled " Conditions for Participation in the Annual Shareholders' Meeting and exercising of voting rights".

This combined entry ticket and ticket for the Annual Shareholders' Meeting enable you to:

- attend the Annual Shareholders' Meeting in person or
- exercise your voting right using a postal vote or
- grant a proxy to the voting representatives nominated by the company and issue instructions to vote on the resolutions proposed by the Management Board and/or the Supervisory Board or
- be represented by a third party and grant this party a proxy to attend the Annual Shareholders' Meeting and to exercise your voting right.

An internet-based proxy and voting system (**online service**) enables proxies and instructions to be created in text form or electronically (see no. 5).

In order to ensure that the Annual Shareholders' Meeting runs through smoothly and that the process for granting proxies and voting is correct, would you kindly note the following:

**1. Attendance in person/  
registration at the Congress Centre, Nord Koelnmesse**

If you are attending the Annual Shareholders' Meeting in person, please present the combined entry ticket/ASM ticket at "Registration for Shareholders" in the Rheinsaal of the Congress Centre, Nord Koelnmesse. To ensure that all participants are registered, would you kindly present all your entry tickets/ASM tickets.

**2. Exercising your voting rights by postal vote.**

You can submit your votes for the individual items on the agenda by casting a postal vote without having to attend the Annual Shareholders' Meeting.

If you wish to use this service, your postal vote must be sent



- **in text form** to the following address:  
INDUS Holding AG  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen  
Germany  
Telefax +49 9628 9299871  
E-mail: hv@anmeldestelle.net
- or **electronically** via our online service (see no. 5.2)

by no later than Tuesday **28 May 2019, 8 a.m. CEST.**

If an individual vote is cast for an item on the agenda, the vote cast by postal vote for this item on the agenda applies accordingly for each point of the individual vote.

In the event of postal voting, you will not be mentioned as an attendee at the Annual Shareholders' Meeting. In this event, you will not be included in the list of participants for the Annual Shareholders' Meeting and your name will not be published.

### **3. Voting representation by the company-nominated voting representatives**

We also offer the option of voting representation by the voting representatives specified by our company, Mr. Andreas Reindl, Ursensollen, and Mr. Felix Meedt, Ursensollen. These voting representatives are neutral and undertake to vote on the individual points on the agenda according to your instructions. Voting rights by the company's voting representatives cannot be exercised without instructions.

If you wish to use this service to represent your voting rights, the proxy and instructions must be sent

- to the following address **in text form**:  
INDUS Holding AG  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen  
Germany  
Telefax +49 9628 9299871  
E-mail: hv@anmeldestelle.net
- or **electronically** via the online service (see no. 5.3)

by no later than Tuesday **28 May 2019, 8 a.m. CEST.**

If an individual vote is cast for an item on the agenda, the instruction issued for this item on the agenda applies accordingly for each point of the individual vote.

Authorisation of voting representatives enables you to exercise your shareholder's rights extensively at the Annual Shareholders' Meeting. However, we must point out that it cannot



entirely replace attending the Annual Shareholders' Meeting in person. Thus, the voting representatives are unable to submit requests to speak, to ask questions or make proposals, or to submit objections to resolutions of the Annual Shareholders' Meeting. The voting representatives are also unable to participate in voting on procedural questions or to participate in votes on counter-motions and shareholders' election proposals which are not accessible according to Articles 126, 127 AktG (German Stock Corporation Act).

#### **4. Attendance of an authorised person of your choice**

If you wish to be represented by a third party at the Annual Shareholders' Meeting,

- please complete the proxy voting form printed in the top section on the back of the entry ticket or,
- use the proxy form available on the company's internet page on [www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting)

Sign the proxy form and submit it via your authorised representative.

As an alternative to the written proxy, you may also grant a proxy to a third party electronically to attend the Annual Shareholders' Meeting. To do this, please use the online service provided (see no. 5.4)

On the day of the Annual Shareholders' Meeting, your authorised representative should register at the reception desk by submitting his entry ticket/proxy form and provide proof of identity as described in no. 1.

If you wish to authorize a bank, a shareholders' association or any other institution or person named in Article 135 AktG (German Stock Corporation Act), please note that these may require a special form of proxy. It is therefore strongly recommended to consult with these institutions or persons on a possible form of proxy.

#### **5. Electronic proxy and instruction system (Online service)**

##### **5.1 Access to/Registration with our online service**

You can access our online service from Thursday 9 May 2019 until Tuesday 28 May 2019, 8 a.m. CEST, via the company's internet page on [www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting). Access is password-protected. You will find access details on your entry ticket for the Annual Shareholders' Meeting.

On the registration page of the online service, first record the six-digit number of your entry ticket in the field provided. Then, record the eight character alpha-numeric string which you will also find on your entry ticket, in the field below "Access password". Please ensure you record correctly upper and lower case letters.

After clicking on the "Login" screen key, please confirm awareness and acceptance of our terms of use for the online service on the following page.



On the following page, select either “Online postal voting”, “Issue proxy and instructions to proxies” or “Authorise a representative for the Annual Shareholders’ Meeting” and confirm your selection by clicking on the “Next” key.

## **5.2 Voting by online postal vote**

You can use the online service to cast your votes by online postal vote. Choose the option “Online postal vote” in the internet dialogue specified.

You can cast your vote by clicking on the relevant points of the agenda. Here you have the option of either agreeing to the proposals of the Management Board/Supervisory Board or of casting your vote for each individually specified item on the agenda (click on “Yes”, “No”, or “Abstention” accordingly). After marking each of the specified items on the agenda, please click on “Cast postal vote”. On the following page, you will see an overview of the voting intention you have submitted. If you wish to make a correction to this, click on “Change voting intention”. You can print out your voting intention for documentary purposes using the “Print” key. Complete the dialogue using the “Logout” key.

If you select the “Menu” key, you have the option of seeing/correcting your current voting intention and also revoking the online postal vote which has already been submitted. To do this, select the relevant item and confirm the entry by pressing on the “Next” key.

When using our online service, please note that you are unable to cast any postal votes for possible counter-motions or voting proposals which are only presented in the Annual Shareholders’ Meeting or other proposals which are not accessible or announced prior to the Annual Shareholders’ Meeting according to statutory provisions. Furthermore, no requests to speak, objections to resolutions of the Annual Shareholders’ Meeting, questions or proposals from shareholders may be accepted by the online service.

## **5.3 Issuing proxies and instructions to authorised representatives**

You can authorise the voting representatives of INDUS Holding AG and issue instructions to them using the online service. Choose the option “Authorise proxies and to issue instructions to the voting representatives” in the specified internet dialogue.

You can then authorise the voting representatives specified by INDUS Holding AG by clicking on the screen key “To authorise proxies and to issue instructions to the voting representatives”. By using the proxy issued by the online service, evidence is provided of authorisation with regard to INDUS Holding AG.

You will then access the page “Issuing instructions to voting representatives”. Without instructions, the authorization is not possible, i.e. the voting representatives cannot exercise the voting rights without instructions. Here you have the option either of agreeing with all the recommendations of the Management Board and/or Supervisory Board or issuing an instruction to each individually specified item on the agenda. (Click on “Yes”, “No” or “Abstention” accordingly.) After you have issued all instructions, then click on “Issue instructions”. You will then see an overview to check your data instructions. You can create a printout for documentary purposes with the “Print” key. You can make changes using the key “Change”. You can then complete the dialogue with the “Log out” key.

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If you select the “Menu” key, you have the option of seeing/correcting your current voting intention and also revoking the proxy and instructions to authorised representatives which has already been submitted. To do this, select the relevant item and confirm the entry by pressing on the “Continue” key.

## **5.4 Electronic authorisation of a representative for the Annual Shareholders’ Meeting**

You can also authorise third parties using the online service. To do this, choose the option “Authorise a representative for the Annual Shareholders’ Meeting” in the specified internet dialogue.

Here, choose the item “I wish to nominate a representative for the Annual Shareholders’ Meeting”. Kindly record the surname, first name and place of residence of the proxy and then click on “Save entry”.

Then you will see an overview to check your authorisation. You can create a printout for documentary purposes with the “Print” key. You can make changes using the key “Make corrections”. You can then complete the dialogue with the “Log out” key.

If you select the “Menu” key, you have the option of seeing/correcting your current voting intention and also revoking the proxy and instructions to authorised representatives which has already been submitted. To do this, select the relevant item and confirm the entry by pressing on the “Next” key.

Please note that in the event of electronic authorisation of a third party, this party must attend the Annual Shareholders’ Meeting in person and must exercise his voting right in the ballot. A proxy authorised by you electronically is not advised by us. Thus, please make arrangements with your proxy accordingly.

If you wish to authorize a bank, a shareholders' association or any other institution or person named in Article 135 AktG (German Stock Corporation Act), please also note the information on possible formal requirements of the proxy in no. 4.

## **5.5 Terms of use for the online service**

### **(1) Scope of application**

These terms and instructions for use apply to all shareholders who use our online internet service: [www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting) for the Annual Shareholders’ Meeting 2019 of INDUS Holding AG.

### **(2) Deadline**

Declarations using the online service should be submitted as soon as possible, but no later than **Tuesday 28 May 2019, 8 a.m. CEST**. We recommend that you use our online service promptly so that in the event of any technical problems you can cast your vote in the appropriate manner and within the deadline by another means, by postal vote, by issuing proxies and by instructing voting representatives or authorising third parties.



### **(3) Changing/revoking declarations submitted online**

You can change or revoke your vote submitted by online postal vote, proxy and instructions issued to voting representatives or electronically issued proxy to third parties using the online service until Tuesday 28 May 2019, 8 a.m. CEST. In the event of revoking declarations, you can again use all the functions of the online service within the aforementioned period.

### **(4) Dealing with several declarations**

Please note that for technical reasons irrespective of the recipient's access in terms of time, the declaration submitted most recently, using the online service, will take priority over declarations submitted in other ways and over declarations previously submitted online. Otherwise, the most recent declaration correctly provided will be considered to be binding.

It will still be possible for the shareholder or his representative to attend the Annual Shareholders' Meeting and to submit declarations there, i.e. after using the online service, the entry ticket also grants an entitlement to personal attendance of the Annual Shareholders' Meeting by the shareholder or another authorised third party. Declarations submitted at the Annual Shareholders' Meeting shall be considered to revoke previous declarations and shall take priority over these.

### **(5) Declarations for several entry tickets**

If you have several entry tickets with different entry ticket numbers and relevant access passwords for which you wish to use the online service, you must repeat the procedures for all of your entry tickets. Restart the online service for each ticket.

### **(6) Technical conditions**

In order to use the online service, your browser must support 128-Bit-SSL encryption. The online service is optimised for Microsoft Internet Explorer, Version 8.0 or higher including the current security versions. The system will open in a separate window. If you find this does not work, please ensure that your internal browser Popup blocker has permitted access. Also, the security or privacy settings of the browser must enable the programme to run without interference. In specific cases, when using tablet PCs, smartphones or similar mobile devices, operational availability may not be possible or only possible to a limited extent due to features which are specific to those devices.

### **(7) Stability and availability of the online service for the Annual Shareholders'**

#### **Meeting/Liability exclusion**

The technical and organisational measures we have taken to guarantee the functionality of our internet service and of our data security conform to the most modern standards. The availability, functionality, stability and reliability of the internet service can, however, be subject to fluctuations and disruptions, with the current state of technology. Neither INDUS Holding AG nor the authorised voting representatives nominated by the company have any influence over the availability, functionality, stability and reliability of telecommunications network and the internet services and third party network components used. INDUS Holding AG cannot guarantee or take any liability for the availability, functionality, stability and reliability of the telecommunications network, of the internet services and network components of third parties



used, nor for access to our internet service at any time. Moreover, INDUS Holding AG shall not take any responsibility for errors and defects of the hardware and software installed, including those of service providers used, except in the event of intent or gross negligence. In so far as security considerations make it essential for INDUS Holding AG, we reserve the right to interrupt or adjust our internet service without further notice.

In the event of technical problems, please contact our Shareholders' Service on +49 (0) 9628 9299 957, which is available to you from Monday to Friday, from 9 a.m. to 5 p.m. except on public holidays.

### **(8) User's due diligence obligations**

When you receive your entry ticket, please check that the mail item is intact and keep your personal access code in a safe place.

If you suspect misuse, you should call our Shareholders' Service on +49 (0) 9628 9299 957 to block your access. After your access has been blocked, previous proxy votes and instructions to authorised representatives, votes by online postal vote, and authorisations to third parties will **not** be considered. After access has been blocked, voting by postal vote, authorisation of voting representatives and the issuing of a proxy to third parties may only be undertaken in writing in accordance with the appropriate methods and timeline.

Please take care that you conclude your voting with the online service correctly. Your postal vote/submission of your vote, instructions or amendment, or your authorisation to third parties are only registered if you receive a confirmation. If you cancel the programme at an earlier stage (e.g. by using the "Cancel" key or by closing the window), the operation you have activated will not be correctly registered. If you complete the programme correctly, this will also prevent unauthorised parties from viewing or manipulating your input during your absence.

### **(9) Notes on data protection**

The security of your personal data and the protection of your privacy are our highest priority. Please find all relevant information in the data protection information, available at [www.indus.de/en/investor-relations/shareholders-meeting](http://www.indus.de/en/investor-relations/shareholders-meeting)

## **6. Contact**

If you have any queries, please call the following number:

+49 (0) 9628 9299 957

We will be happy to answer your questions.

Bergisch Gladbach, April 2019

With kind regards

INDUS Holding AG