

INFORMATION ON  
AUTHORISATION OF AND INSTRUCTIONS TO  
PROXY HOLDERS NOMINATED BY THE COMPANY



You have the opportunity, by using the form "Authorisation of and instructions to the proxy holders nominated by the Company", to be represented by a proxy holder nominated by the Company according to your instructions. Please consider the important notes in this form. Furthermore, you may also authorise any third person to exercise your shareholder rights at the Annual General Meeting, in particular the voting rights; for this purpose, please use the separate form "Power of Attorney".

IVU Traffic Technologies AG appoints Ms. Kristin Dietze and Mr. Leon Joneleit, both employees of IVU Traffic Technologies AG, as proxy holders nominated by the Company which are bound by instructions. The proxy holders, based on your authorisation, are only entitled to exercise voting rights if and to the extent you issued explicit instructions to them.

Please note that for casting your vote for granting authorisation and issuing instructions to the proxy holders nominated by the Company, only the forms provided by IVU Traffic Technologies AG or the investor portal are to be used.

Please send the completed form with indication of your shareholder's number (by mail or scanned by email) no later than by May 28, 2024, 24 hours (CEST) (the time of receipt is decisive) to the following address:

- by **mail** to: **IVU Traffic Technologies AG**  
**c/o Computershare Operations Center**  
**80249 Munich**  
**Germany**

- or by **email** to: **anmeldestelle@computershare.de**

Alternatively, you may also cast your absentee votes (electronic absentee votes) or grant authorisation with instructions to the proxy holders nominated by the Company electronically until May 28, 2024, 24 hours (CEST) by using the investor portal at [www.ivu.de/investoren/hauptversammlung/](http://www.ivu.de/investoren/hauptversammlung/).

**Important notes:**

Please note that the granting of an authorisation and issuing instructions to the proxy holders nominated by the Company pursuant to the provisions set out above does not replace due registration for the Annual General Meeting. Also, for exercising your voting rights through the proxy holders nominated by the Company who are bound by your instructions, the requirements for the registration to the Annual General Meeting as set out in the invitation to the Annual General Meeting need to be fulfilled. We kindly ask you to duly complete the form for authorisation and instructions and send it back in due time to the address listed above by indication of your admission card number(s).

A change or revocation of authorisations granted to the proxy holders nominated by the Company can be submitted at the above postal address or email address by no later than May 28, 2024, 18:00 hours (CEST) (the time of receipt is decisive). Furthermore, a change or revocation of authorisations granted to the proxy holders nominated by the Company is possible until May 28, 2024, 24 hours (CEST) by using the investor portal provided by the Company on its website at [www.ivu.de/investoren/hauptversammlung/](http://www.ivu.de/investoren/hauptversammlung/).

If IVU Traffic Technologies AG receives authorisations and instructions to the proxy holders nominated by the Company that relate to the same admission card number through various channels (via mail, via email or via the investor portal), the most recently received, duly completed and timely absentee votes or authorisation with corresponding instructions will be considered binding.

When authorising the proxy holders nominated by the Company, please also consider the following: The proxy holders are obligated to vote in accordance with the instructions given to them. The representation by proxy holders nominated by the Company is limited to exercising the voting rights as instructed with respect to the voting on the resolution proposals of the Management Board and/or the Supervisory Board regarding the agenda which were announced by the Company prior to the Annual General Meeting. The proxy holders nominated by the Company will not accept instructions for exercising voting rights with respect to other resolution requests (e.g. procedural motions) or for exercising other shareholder rights (e.g. filing objections, filing motions and asking questions) at the Annual General Meeting. Depending on the voting procedure, in these cases, the proxy holders nominated by the Company will abstain from voting or will not participate in the voting. Also, if the instruction form is not filled out correctly or instructions are not clear, depending on the voting procedure, the proxy holders nominated by the Company will abstain from voting or will not participate in the voting with respect to the respective agenda items.

*For questions concerning absentee voting and representation by proxy holders nominated by the Company, you can reach our **annual general meeting-hotline** Monday through Friday, except on public holidays, from 9:00 hours to 17:00 hours (CEST) at **+49 89 30903-6330**.*

"AUTHORISATION OF AND INSTRUCTIONS  
TO THE PROXY HOLDERS NOMINATED BY THE COMPANY"  
FOR THE ANNUAL GENERAL MEETING OF  
IVU TRAFFIC TECHNOLOGIES AG ON MAY 29, 2024



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If you wish to have your voting rights exercised by a proxy holder nominated by the Company pursuant to your instructions, we kindly ask you to, following due and timely registration, fill out this form and send it back, with indication of your admission card number, by May 28, 2024, 18:00 hours (CEST) (the date of receipt is decisive) by mail or scanned by email to the following address:

**by mail:**

IVU Traffic Technologies AG  
c/o Computershare Operations Center  
80249 Munich  
Germany

**or alternatively by email**

anmeldestelle@computershare.de

Please also note the possibility to cast your votes by way of granting authorisation and issuing instructions to authorised representatives or the proxy holders nominated by the Company on the investor portal at [www.ivu.de/investoren/hauptversammlung/](http://www.ivu.de/investoren/hauptversammlung/).

**Authorisation to proxy holders nominated by the Company which are bound by instructions**

(please fill out and mark where applicable)

\_\_\_\_\_  
Last name(s), first name(s) / Company

\_\_\_\_\_  
Admission card number

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

I/We authorise the proxy holders nominated by IVU Traffic Technologies AG, Ms. Kristin Dietze and Mr. Leon Joneleit, both employees of IVU Traffic Technologies AG, each individually and with the right to delegate this authorisation, under disclosure of my/our name(s), to participate in the above-mentioned Annual General Meeting and to exercise or have exercised my/our voting rights on behalf of myself/us pursuant to the instructions as indicated below.

**Instructions to proxy holders nominated by the Company**

With regard to the exercise of voting rights by the proxy holders nominated by IVU Traffic Technologies AG, I/we give the instruction with respect to the agenda items as listed below.

(You may only give one vote or instruction with respect to each item of the agenda.)

Item on the agenda	For the proposal of the administration	Against the proposal of the administration	Voting-abstention
2. Resolution on the appropriation of the net profits of IVU Traffic Technologies AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of the Executive Board for the 2023 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the discharge of the Supervisory Board for the 2023 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor for sustainability reporting for the 2024 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the endorsement of the remuneration report pursuant to Section 162 AktG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the authorisation of the Management Board to acquire treasury shares in accordance with Section 71 para. 1 no. 8 AktG with the option to exclude subscription rights when selling treasury shares and cancellation of the authorisation to acquire treasury shares of 29 May 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the election of Supervisory Board members			
8.1 Bert Meerstadt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 Ute Witt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item on the agenda	For the proposal of the administration	Against the proposal of the administration	Voting-abstention
8.3 Prof. Dr. Barbara Lenz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.4 Dr. Heiner Bente	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the amendment of Section 18(1) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Confirmation resolution pursuant to Section 244 AktG regarding the resolution on agenda item 2 (Resolution on the appropriation of the balance sheet profit of IVU Traffic Technologies AG) of the Annual General Meeting on 25 May 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**I/We hereby confirm to have read and to accept the "Information on authorisation of and instructions to proxy holders nominated by the Company".**

\_\_\_\_\_, on \_\_\_\_\_  
*Place* *Date* *Signature(s) / person(s) making the declaration*