



**POSTAL VOTING OR AUTHORIZING AND INSTRUCTING
COMPANY-NOMINATED PROXIES
for the Annual General Meeting of hGears AG on 22 June 2022
(virtual Annual General Meeting)**

We kindly ask you to fill in this form and send it **together with your voting card or specifying your voting card number** directly to the following address by Tuesday, 21 June 2022, 24:00 hours (CEST) (time of receipt):

By post to: hGears AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Note:

In addition, it is also possible to cast postal votes or to authorize and instruct the company-nominated proxies bound by instructions via the AGM Portal at <https://ir.hgears.com/annual-general-meeting/> before and during the Annual General Meeting, but such votes or authorizations/instructions must be received by the beginning of the voting at the latest. You will receive the login details for the AGM Portal with your voting card.

Postal Voting or Authorization of Company-nominated Proxies of hGears AG

(Please complete and mark appropriate box)

First name	Name
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Voting card no.	Number of shares
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I/We exercise my/our voting right(s) to the above-mentioned Annual General Meeting by **postal vote** as listed overleaf.

I/We authorize the **company-nominated proxies of hGears AG**, Claudia Schneckenburger and Sabine Krautzig, both c/o Link Market Services GmbH, Munich, each of them individually and with the right to issue a sub-power of attorney, to represent me/us at the above-mentioned Annual General Meeting by disclosing my/our name(s) in the list of participants and to exercise my/our voting right(s), or have such voting right(s) exercised, in compliance with the instructions set out overleaf.

Place, Date

Signature(s)/person(s) issuing the declaration in accordance with
Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)

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Postal Vote or Instructions to Company-nominated Proxies

The instructions relate to the resolution proposals by the management as published in the German Federal Gazette (*Bundesanzeiger*).

Agenda item	Ja	Nein	Enth.
2. Resolution on official approval of the actions of the members of the Management Board for fiscal 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on official approval of the actions of the members of the Supervisory Board for fiscal 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the election of the auditor of the annual and consolidated financial statements for fiscal 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the approval of the remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the remuneration of the members of the Supervisory Board and on the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the approval of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the Reduction of Conditional Capital 2021/II and on the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the authorisation to issue stock option Rights to members of the Management Board and selected executives of the Company and affiliated companies (sTock option programme 2022) and resolution on the creation of conditional capital to service the sTock option programme 2022 and corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Should the company receive any counter-motions and election proposals from shareholders by 7 June 2022, 24:00 hours (CEST), such counter-motions and election proposals will be published on the internet at <https://ir.hgears.com/annual-general-meeting/> in accordance with applicable law. There you will also find information on how to support counter-motions and election proposals.

	Yes	No	Abst.		Yes	No	Abst.
Motion / Election proposal A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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**INFORMATION ON POSTAL VOTING OR AUTHORIZING AND INSTRUCTING
COMPANY-NOMINATED PROXIES**

In addition to the possibility of exercising your voting rights by postal vote, the company offers the option to authorize – individually – the proxies nominated by hGears AG and bound by your instructions (company-nominated proxies), Claudia Schneckenburger and Sabine Krautzig, both c/o Link Market Services GmbH, Munich. The company-nominated Proxies can only exercise the voting right for those items on the agenda for which you have given them specific instructions. The company-nominated proxies are bound by your instructions when voting on the resolution proposals made by the management as announced in the German Federal Gazette. This also applies to proposals announced later by the Management Board and/or the Supervisory Board in accordance with Sec. 124 (3) of the German Stock Corporation Act (*Aktiengesetz*, AktG) or by shareholders in the case of Sec. 124 (1) AktG or to proposals made available in accordance with Secs. 126 and 127 AktG.

Submitting Postal Votes or the Authorization and Instructions to the Company-Nominated Proxies of hGears AG:

For postal submission, please use the "Postal Voting or Authorizing and Instructing Company-Nominated Proxies" form. With this form, you may cast your postal vote or authorize the above-mentioned company-nominated proxies of hGears AG and instruct them how your voting right(s) on the resolutions proposals made by the management is/are to be exercised.

Please send your completed "Postal Voting or Authorizing and Instructing Company-Nominated Proxies" form (by post) by Tuesday, 21 June 2022, 24:00 hours (CEST) (time of receipt), together with your voting card or specifying your voting card number, directly to the following address:

By post to: hGears AG
 c/o Link Market Services GmbH
 Landshuter Allee 10
 80637 Munich
 Germany

In addition, it is also possible to send the postal votes or to authorize and instruct the company-nominated proxies via the AGM Portal at <https://ir.hgears.com/annual-general-meeting/> until the beginning of the voting on the day of the Annual General Meeting. You will receive the login details for the AGM Portal with your voting card.

The above applies accordingly to any revocations or amendments of previously submitted postal votes or any power of attorney and instructions issued to the company-nominated proxies.

Important information:

Please note that proper registration for the Annual General Meeting is required in order to cast votes by postal vote or to authorize and instruct the company-nominated proxies of hGears AG.

If votes are not cast in a proper manner or not clear, they will be treated as invalid under the corresponding agenda item. If instructions are not filled in in proper manner or not given in a clear manner, the company-nominated proxies, depending on the voting procedure, will either abstain from voting or not participate in the voting for the respective agenda items.



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If we receive notifiable motions of shareholders (counter-motions) or election proposals regarding individual items of the agenda, the wording of such motions/election proposals will be made available on the internet at ir.knorr-bremse.com/agm. A counter-motion which is aimed solely at the rejection of a resolution proposal may be supported by voting against the management's proposal. Please note that the company-nominated proxies are only entitled to vote on such motions and election proposals and that postal voting is only possible for those motions and election proposals for which there are proposals announced either with this invitation or later by the Management Board and/or Supervisory Board according to Sec. 124 (3) AktG or by shareholders in the case of Sec. 124 (1) AktG or which are made available in accordance with Secs. 126, 127 AktG.

The company-nominated proxies are bound by instructions. You cannot instruct the company-nominated proxies to raise objections, file motions, ask questions or submit statements.

If, instead of a collective vote, individual votes are held on an agenda item, the instructions given to the company-nominated proxies or the submitted postal vote for that agenda item will apply correspondingly to each item of the individual votes.

hGears AG accepts, in particular, no responsibility or liability for the possibility of transmitting postal votes via the AGM Portal, unless in case of willful intent (*Vorsatz*).

**If you have any questions, please call our Annual General Meeting hotline
under the phone number +49-89-210-27-220
Monday through Friday – except public holidays – between 9:00 hours and 17:00 hours (CEST).**