GRENKELEASING®
AKTIENGESELLSCHAFT

Proxy voting

Shareholders who do not wish or are unable to attend the Annual General Meeting in person may exercise their voting rights through a proxy holder, e.g. through a bank or shareholders' association, who has been granted an appropriate proxy. Punctual registration and proof of shareholding are also required in these cases. A form to be used for appointing a proxy will be sent with the admission ticket. The grant of the proxy, its revocation and proof of the proxy provided to the company must be issued in written form.

Proof of the proxy may also be transmitted to the company by e-mail to the following e-mail address: Hauptversammlung@grenke.de.

When a proxy is granted to banks, shareholders' associations or individuals or institutions equivalent to these in accordance with Article 135 (8) and (10) AktG, special features generally have to be considered; information on this should be obtained from the person or institution to be authorised.

In addition, we offer our shareholders the option of granting proxy before the Annual General Meeting to proxy holders appointed by the company who are bound to follow the shareholders' instructions. Proxy holders may only exercise the right to vote in accordance with expressly issued instructions. The proxy is invalid without instructions. Shareholders who wish to issue a proxy to the proxy holders appointed by the company require an admission ticket to the Annual General Meeting. The proxies with instructions to the proxy holders must be received by GRENKELEASING AG by no later than midnight (CEST) on Friday, May 8, 2015 (date of receipt) at the following address:

GRENKELEASING AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

Fax: +49 (0) 8195 9989-664
E-mail: grenke2015@itteb.de

Powers of attorney with instructions for proxies that arrive at a later date can no longer be considered.

This document is published in German and as an English translation. In the event on any conflict or inconsistency between the English and the German versions, the German original shall prevail.

Provision of proxy forms

Shareholders who have registered in line with Article 13 (1) of the Articles of Association are sent a proxy form as part of their admission ticket. Proxy forms have also been printed on the following pages:

A. for proxy voting by the company and

B. for the authorisation of a third party.

A. If you have opted for your voting rights to be exercised by the company, return to:

GRENKELEASING AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

Fax +49 (0)8195 / 9989-664
E-mail: grenke2015@itteb.de

Identity of the declarant:

☐☐☐☐☐ ☐

Last name, first name

Ticket no.

Residence

Telephone number in case of inquiries

Only one box can be marked for each agenda item. If both global and individual agenda items are marked, individual marks take precedence. If no instructions or unclear or ambiguous instructions are otherwise issued, the proxy is invalid to that extent and the proxy holders will abstain from voting. For all agenda items, the instructions refer to the respective resolutions proposed by management.

Proxy and instructions form for the proxy holders of GRENKELEASING AG

	Yes	No	Abstention
I/we vote on all points of the agenda with	☐	☐	☐

or
I/we issue individual instructions as follows:

Agenda item:	Yes	No	Abstention
2. Resolution on the appropriation of the unappropriated surplus of GRENKELEASING AG	☐	☐	☐
3. Resolution on the ratification of the actions of the members of the Board of Directors for the 2014 financial year	☐	☐	☐
4. Resolution on the ratification of the actions of the members of the Supervisory Board for the 2014 financial year	☐	☐	☐
5 Resolution on the appointment of the auditor of the annual and consolidated financial statements for the 2015 financial year	☐	☐	☐
6. Elections to the Supervisory Board			
a) Mr. Florian Schulte	☐	☐	☐
b) Mr. Erwin Staudt	☐	☐	☐
c) Mrs. Tanja Dreilich	☐	☐	☐
d) Mrs. Dr. Ljiljana Mitic	☐	☐	☐
7. Resolution on the creation of new 2015 Authorised Capital in exchange for cash and/or non-cash contributions with the authority to disapply the statutory pre-emptive rights and on the corresponding amendment to the Articles of Association	☐	☐	☐
8. Resolution on the authorisation to acquire treasury shares without the option to sell and the right to use them and the exclusion of pre-emptive rights	☐	☐	☐
9. Resolution on adjusting the remuneration of the Supervisory Board and a corresponding amendment to the Articles of Association	☐	☐	☐
10. Resolution on the conversion of bearer shares to registered shares and a corresponding amendment to the Articles of Association	☐	☐	☐

I/we hereby grant proxy to the proxy holders of GRENKELEASING AG (Mr. Artur Fussek, Bühl, and Mrs. Daniela Maisch, Baden-Baden), each individually, with power to grant sub-proxy, to represent me/us at the Annual General Meeting of GRENKELEASING AG on May 12, 2015 and - disclosing my name/our names - to exercise the right to vote on my/our behalf in accordance with my/our instructions. The proxies can only act on my/our behalf if I/we have completed this authorisation in full.

X

Place, date

X

Finalisation of the declaration, e.g. signature

B. If you have opted for your voting rights to be exercised by another person:

Either give this authorisation to the authorised person so that he/she can present it together with his/her admission ticket on the day of the Annual General Meeting at the checkpoint at the Baden-Baden Kongresshaus, Augustaplatz 10, 76530 Baden-Baden, or send it before the Annual General Meeting to the following address:

GRENKELEASING AG
Investor Relations
Neuer Markt 2
76532 Baden-Baden
Germany

Fax: +49 (0) 7221 / 5007-4218
E-mail: Hauptversammlung@grenke.de

Identity of the declarant:

□□□□□ □

Last name, first name

Ticket no.

Residence

Telephone number in case of inquiries

Proxy
I/we hereby grant proxy to
Mr./Ms.

First and last name

Residence

to represent me/us at the Annual General Meeting of GRENKELEASING AG on May 12, 2015 and to exercise - disclosing my name/our names - the voting rights (to the extent existing) for me/us. The proxy holder is authorised to appoint a sub-proxy holder or to transfer the proxy to a third party.

Place, date Finalisation of the declaration, e.g. signature

Sub-proxy
I/we hereby grant proxy to
Mr./Ms.

First and last name

Residence

to represent me/us at the Annual General Meeting of GRENKELEASING AG on May 12, 2015 and to exercise - disclosing my name/our names - the voting rights (if any) for me/us or to have them exercised by means of a further sub-proxy.

Place, date Finalisation of the declaration, e.g. signature

If the ticket is made out to a third party holder, we indicate that a legally effective authorisation to exercise voting rights in one's own name requires that the authorised person be given possession of the shares to be voted.