

Please return by 12 June 2018, at midnight (end of day) (CEST) – latest receipt date!

SLEEPZ AG
c/o Computershare Operations Center
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Special proof pursuant to section 123 of the German Stock Corporation Act (Aktengesetz – AktG) for attendance at the Annual General Meeting of SLEEPZ AG on 19 June 2018 in Berlin and form for grant of proxy and issuance of instructions pursuant to section 124a AktG

PLEASE NOTE:

- *If you were registered by your custodian institution directly* for our Annual General Meeting **and** wish to attend the Annual General Meeting in person, you do not need to do anything.
- *If you were registered by your custodian institution directly* for our Annual General Meeting, **but** cannot attend in person, you can grant our proxy holders power to exercise your voting rights. For this, please use PART 2 of this form.
- *If you were **not registered by your custodian institution directly*** for our Annual General Meeting, you can personally do so on this form (PART 1). If you wish **in addition** to grant our proxy holders power to exercise your voting rights, also fill out PART 2 of this form.

Please send the complete form (three pages) both in advance via fax (see above) and the original to the above address, and don't forget to sign at the places indicated for this!
Please fill out the complete form clearly and legibly in block letters.
You can obtain further information from our registration instructions on our home page.

TOP SECTION (to be filled out by the custodian institution in all mentioned cases)

Shareholder data:

Last name, first name: _____

Street: _____

Postal code and place: _____

We hereby confirm to you that, on the record date 29 May 2018, at midnight (start of day) (CEST),

_____ shares

of SLEEPZ - ISIN DE000A2E3772, ISIN DE000A2E4L59 - were held in your custody account.

- We as a custodian institution directly registered or will directly register the shareholder's shares for the Annual General Meeting of SLEEPZ AG.
- We, as a custodian institution, did not directly register or will not directly register the shareholder's shares for the Annual General Meeting of SLEEPZ AG. The shareholder in Part 1 of this form will register the shares.

Place, date

Custodian Institution
(stamp/signature)

Special proof pursuant to section 123 AktG and form for grant of proxy and issuance of instructions pursuant to section 124a AktG 1/3

Shareholder: Last name, first name

PART 1 (registration of shares for attendance at the Annual General Meeting)

Please note: If your shares **will not** be or **were not registered by your custodian institution** and you wish to attend the Annual General Meeting in person or grant proxy to a third party, you can do this below.

Confirmation

I affirm that my shares were not and will not be directly registered by my custodian institution.

Place, date

Signature(s) or name of the declarant(s) (readable)

Extent of attendance

The shareholdings attested in the top section will be registered if the following declaration is not selected.

I/we wish only to be registered with _____ shares for the Annual General Meeting.

Order for admission tickets

Individual person

I am coming to the Annual General Meeting in person and need one two admission ticket(s)

Body of persons

We are coming to the Annual General Meeting in person and need

two admission tickets for both of us

one admission ticket made out to _____
(last name, first name, address)

for a proxy holder or association of shareholders

I/we are not coming to the Annual General Meeting in person. The admission ticket is to be made out to

(last name, first name, address)

Place, date

Signature(s) or name of the declarant(s) (readable)

PART 2 (Proxy/instructions to the company's proxy holders)

Please note: If you wish to grant our company's proxy holders power to exercise your voting rights, you can do this here:

I/we hereby empower the company's proxy holders Mrs Katja Gartung, Berlin, and Mr. Alexander von Tschirnhaus, Berlin, individually with the right to issue a sub-proxy, to exercise my/our voting rights in the name of the person to whom it concerns – without disclosing my/our name

in favour of the management recommendations on all agenda items

in accordance with the following instructions

No mark will be considered as abstention.

Proxy / instructions are revoked on the condition of the personal participation of the principal or his representative at the meeting

Agenda items	yes	no
2 Ratification of the acts of the Executive Board for financial year 2017		
3. Ratification of the acts of the Supervisory Board for financial year 2017		
4. Adoption of resolution on the cancellation of the authorised capital at the Annual General Meeting of 27 June 2014 in accordance with Section 5 (3) of the Articles of Association, on the creation of new authorised capital with the authority to exclude subscription rights and on the corresponding amendment to the Articles of Association.		
5. Amendment of Section 10 (1) of the Articles of Association (Composition of the Supervisory Board)		
6. Supervisory Board election		
a) Sven Rittau, München		
b) Michael Stammner, Lutzenberg/Schweiz		
c) Dottore Michele Puller, Bergkamen		
d) Dr. Marc Mogalle, Berlin		
7. Amendment to Section 24 of the Articles of Association (disclosure obligations of holders of substantial participations)		
8. Appointment of the auditor and the auditor of the (consolidated) financial statements		

Place, date

Signature(s) or name of the declarant(s) (readable)