



**Form for Voting Representation**

This form does not replace proper pre-registration for the General Meeting. Please note the information on the following page.

**Personal details of the declaring person**

\_\_\_\_\_  
Last name or company name\*

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

\_\_\_\_\_  
First name\*

Admission card no.\*

\_\_\_\_\_  
Postal code/City\*\*

\*Required fields (please refer to the General Meeting admission card which will be sent to you after proper pre-registration.)

**Proxy and instructions to proxies nominated by the company**

I/We hereby authorize Dr. Karl-Ludwig Ruppel and Dr. Daniel Kieper, both with their registered place of business in Frankfurt am Main, (proxies nominated by the company), each individually and with power to grant sub-proxy, to exercise the voting rights as described below at the General Meeting of DWS Group GmbH & Co. KGaA on June 5, 2019, with disclosure of my/our name(s).

The proxy/instructions are revoked in event of personal participation in the General Meeting by the person who issued them, or their representative.

**Proposed resolutions according to the German Federal Gazette**

**YES NO**

1. Resolution to adopt the Annual Financial Statements of DWS Group GmbH & Co. KGaA for fiscal year 2018 .....	<input type="checkbox"/>	<input type="checkbox"/>
2. Appropriation of distributable profit for the 2018 fiscal year .....	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the acts of management of the General Partner for fiscal year 2018 .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the acts of management of the members of the Supervisory Board for fiscal year 2018 .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor of the annual financial statements and the auditor of the consolidated financial statements		
a) KPMG AG, Wirtschaftsprüfungsgesellschaft, Berlin, for the fiscal year 2019 .....	<input type="checkbox"/>	<input type="checkbox"/>
b) Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt as auditor for interim financial statements in 2020 .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorization to acquire own shares pursuant to § 71 (1) No. 8 Stock Corporation Act as well as for their use with the possible exclusion of preemptive rights .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorization to use derivatives within the framework of the purchase of own shares pursuant to § 71 (1) No. 8 Stock Corporation Act .....	<input type="checkbox"/>	<input type="checkbox"/>
8. Election to the Supervisory Board		
a) Richard I. Morris, Jr. ....	<input type="checkbox"/>	<input type="checkbox"/>
b) Annabelle Bexiga .....	<input type="checkbox"/>	<input type="checkbox"/>
9. Increase in the limit for variable compensation for company employees and for employees and members of the executive bodies of affiliated companies (§ 25a (5) Banking Act) .....	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorization to issue bonds with warrants and/or convertible bonds (with the option of excluding preemptive rights), creation of contingent capital and amendment of the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Date, Signature (text form suffices)

**Proxy to a Third Party**

I/We grant proxy to

\_\_\_\_\_  
Last name or company name

\_\_\_\_\_  
First name

\_\_\_\_\_  
City

to represent me/us with disclosure of the name(s) in the General Meeting described above. The issue of proxy authority entails the revocation of any other proxy authority issued and the exercise of all rights relating to the meeting, including the issuance of a sub-proxy. It will be revoked if the issuer of the proxy personally attends the General Meeting.

Please expressly draw the attention of your authorised representative to the remarks on data protection and the disclosure of personal data.

\_\_\_\_\_  
Date, Signature (text form suffices)

## Notes

### Registration for the General Meeting

You may only participate in the General Meeting and exercise your voting rights if you have properly registered and sent evidence of share ownership dated as at the beginning of the 21st day prior to the General Meeting, i.e. May 15, 2019 (00:00 hours CEST).

Pre-registration and evidence of share ownership must therefore be delivered to the following address by **May 29, 2019 (24:00 hours CEST)** at the latest:

**DWS Group GmbH & Co. KGaA**

c/o Deutsche Bank AG

Securities Production

General Meetings

Postfach 20 01 07

60605 Frankfurt am Main

Germany

or via fax: +49 (0) 69 12012 86045

or via e-mail: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)

The pre-registration will be processed by your custodian bank, if applicable. The receipt of your pre-registration documents at your custodian bank is not considered to be proper pre-registration for the meeting; validity is assured only on receipt of the registration and evidence of share ownership at the address listed above.

### Attribution to a pre-registration

This form can only be considered if it can be clearly attributed to a pre-registration. If such allocation is not possible due to the improper or non-existent pre-registration or incomplete or illegible information on this form, the voting rights cannot be exercised by the proxy of the company or the participation and voting rights cannot be exercised by a third-party proxy.

### Relation to other forms

You can also use the forms printed on the admission ticket to issue proxies. The admission card will be sent to you after proper pre-registration.

### Notes about this form

Please fill out this form completely and legibly. The required information concerning the issuer can be found on your admission card, which will be sent to you upon proper pre-registration.

It is not a binding requirement to use this form. You can also use another declaration in text form. The remarks on attributions to a pre-registration apply.

### Personal attendance at the General Meeting or representation by a third party

With the admission card sent to you following proper pre-registration, you or a third party authorised by you can personally participate in the General Meeting. If you wish to authorise a third party, you may use this form for the voting rights representation or the proxy to be issued to a third party found on the upper third of the admission card (overleaf). Please hand over the admission card with this filled out form for the representation of voting rights or the admission card with the filled out proxy issued to a third party to your authorised representative. You can also hand over the admission card and the proxy authority to your authorised representative or send its verification to the address stated below. Please expressly advise your authorised representative of this fact.

### Proxy and instructions to proxies nominated by the company

If you are not personally participating in the General Meeting and you are not authorising a third party, you can have your voting rights exercised by the proxies nominated by the company by using this form. You can also use the form printed on the admission card for this purpose.

Please issue instructions for all proposed resolutions. Mark the YES box with a cross to approve the proposed resolution, or mark the NO box to reject the resolution. If you do not place a cross in either box, this will be counted as an abstention, double markings will be deemed to be invalid. If individual votes are taken on collected proposed resolutions, your instructions apply respectively to the individual proposed resolutions.

If you wish, you may sign or insert the name of the person making the declaration.

For organisational reasons, please send the proxy/instructions to the proxies nominated by the company and any changes or revocations by **June 3, 2019 (24:00 hours CEST)** to:

**DWS Group GmbH & Co. KGaA**

Investor Relations

Mainzer Landstr. 11–17

60329 Frankfurt am Main

Germany

Fax: +49 69 910-32223

E-mail: [investor.relations@dws.com](mailto:investor.relations@dws.com)

If discrepant declarations are received through different transmission channels and it is not possible to discern which declaration was made last, these will be considered in the following order: 1. by email, 2. by fax and 3. in paper form.

The proxies nominated by the company can exercise your voting rights exclusively by being bound to your instructions. Any instructions beyond that will not be carried out by the proxies nominated by the company. If you wish your participation rights to be exercised in a manner beyond that described, you must participate in the shareholder meeting personally or appoint a representative to do so on your behalf.

If you leave the General Meeting before votes are taken, you can again issue a proxy/instructions.

Even after issuing a proxy and instructions, you have the right to personally participate in the General Meeting. Proxy/instructions will be revoked subject to personal attendance of the General Meeting by you or your representative.

Proposals and voting recommendations by shareholders (counter-proposals) that must be made available can be viewed on the company's website under "Investor Relations" or "General Meeting".

A counter-proposal that is directed exclusively at rejecting a proposed resolution can be supported by voting against the respective proposal made by management. It is not possible to vote on further proposals, such as substantive counter-proposals or procedural proposals by way of proxy authority/instructions to the proxies nominated by the company.

### Privacy policy

Details on the handling of personal data and your rights under the EU General Data Protection Regulation (GDPR) can be found in the invitation to the Annual General Meeting, published in the German Federal Gazette.