

## Proof of Share Ownership

**Annual General Meeting of PAION AG on May 10, 2006**

We herewith confirm

that \_\_\_\_\_ shares of PAION AG; ISIN DE000A0B65S3,  
*<no. of shares>*

are being held by us for *(please fill in)*

\_\_\_\_\_  
*<Surname, First name of the shareholder>*

\_\_\_\_\_  
*<Street, No.>*

\_\_\_\_\_  
*<City, Postcode, Country>*

**as of April 19, 2006, 0:00 CET (record date)** - in a securities account.

\_\_\_\_\_  
*<City, Date>*

\_\_\_\_\_  
*<Signature and stamp of the custodian bank>*

### **Custodian bank details:**

\_\_\_\_\_  
*<Name of the custodian bank>*

\_\_\_\_\_  
*<Street, No.>*

\_\_\_\_\_  
*<City, Postcode, Country>*

\_\_\_\_\_  
*<Contact>*

\_\_\_\_\_  
*<Telephone number for queries>*

### **Important:**

**Please arrange to have this proof of share ownership confirmed by your custodian bank as of April 19, 2006, 0:00 CET and return it by post or fax to the following address no later than May 3, 2006:**

**PAION AG / LBBW  
c/o HV Connection GmbH  
Attn. Birgit Brenner  
Bopserwaldstr. 40 G  
D-70184 Stuttgart  
Germany**

**Fax: +49 711 86 02 02 11**

## Proxy by the Representatives Nominated by the Company

PAION AG offers its shareholders the option of representation at the Annual General Meeting by employees of the Company or by voting representatives who are nominated by the Company and bound to adhere to your instructions.

If you would like to take advantage of this service, please fill in the following Authorisation and Instruction form, sign it and send it, together with the admission ticket, to PAION AG, c/o HV Connection GmbH, Attn. Birgit Brenner, Bopserwaldstrasse 40 G, D-70184 Stuttgart, Germany (or alternatively fax to +49 711 86 02 02 11). Please ensure that the documents will be received by the company's nominees no later than **May 8, 2006**. Authorisations arriving after this date will not be considered.

### Additional Information on Proxy Voting

If motions from shareholders (counter motions) regarding the agenda of our Annual General Meeting are received that are subject to disclosure requirements, these will be published on our website at [www.paion.de/hv](http://www.paion.de/hv). If you would like to endorse a counter motion to an item of the agenda, please vote "No" on this item of the agenda.

Please note that the company nominees are unable to react to last minute changes during the Annual General Meeting. The company nominees cannot exercise the voting rights given to them in case items that concern the procedure to be followed during the Annual General Meeting or concerning items that were not disclosed before the Annual General Meeting (e.g. interlocutory applications). The company nominees will in such cases abstain.

## Authorisation and Instructions to the Company Nominees of PAION AG

(please fill in)

\_\_\_\_\_  
<Surname, First name of the shareholder>

\_\_\_\_\_  
<Street, No.>

\_\_\_\_\_  
<City, Postcode, Country>

I/We herewith grant authorisation to the representatives nominated by PAION AG (Ms Birgit Brenner, Esslingen, or Ms Gabi Hubl, Bietigheim-Bissingen, both employees of HV Connection GmbH, as well as Mr Karim Allam, Linnich, or Ms Dr Stephanie Harloff, Aachen, both employees of PAION AG), each of them singly and with the power to sub-delegate their power, to represent me/us at the Annual General Meeting of PAION AG on May 10, 2006 and to exercise or have the vote exercised for me/us in the manner subsequently described (please mark with a cross). The proxy representatives may only act on my/our behalf if this authorisation is signed by me/us.

I/We agree with the proposals of the administration in respect of **all** items of the agenda.  
or  I/We issue **individual instructions** as mentioned below<sup>1</sup>:

Agenda item	YES	NO	ABSTENTION
2. Adoption of a resolution to formally approve the actions of the members of the Management Board for the fiscal year 2005	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of a resolution to formally approve the actions of the Supervisory Board for the fiscal year 2005	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of the auditors for the fiscal year 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Creation of a new Approved Capital I and corresponding amendments to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Creation of a new Conditional Capital I and corresponding amendments to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorisation of share buy-backs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> Only one instruction may be issued for each item of the agenda.

Please note that this authorisation must be filled in and signed.

\_\_\_\_\_  
(City)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Signature)