

**FORM OF INSTRUCTION**  
**SCOTTY Group SE (“SCOTTY” or the “Company”)**

Form of Instruction for completion by members of the SCOTTY Group Bare Trust representing shares on a one-for-one basis in SCOTTY in respect of the Extraordinary General Meeting of the Company to be held at **14:00 CET (13:00 GMT) on Tuesday 3rd November 2015** at Sauerzopf & Partner, Börsegasse 9/3, 1010 Vienna, Austria.

Please insert full name(s) and address(es) in BLOCK CAPITALS

I/We .....

of .....

being a member of the SCOTTY Group Bare Trust representing shares in the Company, hereby instruct the Company, as Trustee of the Bare Trust, to vote for me/us and on my/our behalf in person or by proxy at the Extraordinary General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Investor code: .....

**Resolution proposals for the agenda items**

Please issue instructions for each agenda item requiring a resolution and mark one box with a cross  using blue or black ink only.

Topics on the agenda	For	Against	Abstain
Item 1. Appointment of the auditors for the annual accounts for the financial year 2015.			
Item 2. Approval of new company statutes SCOTTY Group SE			
Item 3. Appointment of members of the Supervisory Board			

**Signature**

**Date**

Notes:

1. To be effective, this Form of Instruction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be received by the Company, SCOTTY Group SE, as Trustee, to arrive at the latest by **Monday 2<sup>nd</sup> November at 14.00 Central European Time**, by one of the following means:

By mail: Teslastrasse 4, 8074 Grambach, Austria

E-mail: investor\_relations@scottysgroup.com (attached to the e-mail in pdf format)

Fax: +43 (0) 316 409 426-528

2. Any alterations made to this Form of Instruction should be initialled.

3. Please indicate how you wish your votes to be cast by placing “X” in one of the boxes provided. On receipt of this form duly signed, you will be deemed to have authorised the Company as Trustee to vote on your behalf, or to abstain from voting, as per your instructions. **If no voting instruction is indicated, the Company will abstain from casting your votes on the resolution.**

4. The Trustee will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the resolution) which may properly come before the meeting.

5. If you wish to attend the meeting, please notify the Company, SCOTTY Group SE, at the latest by **Monday 2<sup>nd</sup> November at 14.00 Central European Time**, by one of the following means:

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