



MyBucks S.A.

Luxembourg, Grand Duchy of Luxembourg

VOTE WITHOUT MEETING

regarding the

8.50% Notes 2017-2020,
ISIN DE000A19EN40 / WKN A19EN4,
issued by My Bucks S.A., Luxembourg, Grand Duchy of Luxembourg (“**Issuer**”),
 (“**MyBucks-Bond**”)

within the voting period

commencing on Friday, 1 February 2019 at 00:00 hrs (CET)
and
ending on Wednesday, 6 February 2019 at 24:00 hrs (CET)

(“**Vote without Meeting**”)

POWER OF ATTORNEY

Noteholder / Grantor

Name, First Name / Company name

Residence / Registered Office

POWER OF ATTORNEY TO A THIRD PARTY

Power of attorney

I / We hereby authorise Mr / Ms

Attorney

Substitute power of attorney

I / We hereby authorise Mr / Ms

Sub-attorney

Name, First name / Company name

Residence / Registered office

Name, First name / Company name

Residence / Registered office

to represent the Noteholder/Grantor in the aforementioned Vote without Meeting – with the right to grant substitute power of attorney within the same scope as this power of attorney and a release from the restrictions set forth in Section 181 German Civil Code (*Bürgerliches Gesetzbuch* – “BGB”) – and to exercise Noteholder’s/Grantor’s rights as a noteholder of the MyBucks-Bond in connection with such Vote without Meeting, including, but not limited to, the voting right from the notes of the MyBucks-Bond held by the Noteholder/Grantor, for the Noteholder/Grantor under disclosure of the Noteholder’s/Grantor’s name or company name and residence or registered office in the register of participants. The attorney shall be released from the restrictions set forth in Section 181 BGB.

In case of doubt, this power of attorney shall be interpreted extensively.

This power of attorney is governed by the laws of the Federal Republic of Germany and shall be construed and interpreted in accordance with the laws of the Federal Republic of Germany.

Place / Date

Signature (or other issue of the declaration pursuant to Section 126b BGB)

Name in block letters

Title/Position (in case of legal entity)

to represent the Noteholder/Grantor in the aforementioned Vote without Meeting and to exercise the Noteholder’s/Grantor’s rights in connection with the Vote without Meeting, including, but not limited to, the voting right, for the Noteholder/Grantor under disclosure of the name or company name and residence or registered office of the Grantor and sub-grantor in the register of participants. The sub-attorney shall be released from the restrictions set forth in Section 181 BGB.

In case of doubt, this power of attorney shall be interpreted extensively.

This substitute power of attorney is governed by the laws of the Federal Republic of Germany and shall be construed and interpreted in accordance with the laws of the Federal Republic of Germany.

Place / Date

Signature (or other issue of the declaration pursuant to Section 126b BGB)

Name in block letters

Title/Position (in case of legal entity)

Please send to: Dr. Matthias Horbach, - Notary -, “MyBucks-Bond: Vote without Meeting”, c/o Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates, TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany, facsimile: +49 69 74220300, e-mail: mhorbach@skadden.com; (please only send once!)

LEGAL INFORMATION REGARDING THE PROXY FORM

Please note the explanations to the voting procedure within the Vote without Meeting in the invitation to vote published on 17 January 2019 in the German Federal Gazette (*Bundesanzeiger*) and on the website of the Issuer (<https://corporate.mybucks.com/corporate-news>) as well as on the website of the Vienna Stock Exchange (<https://www.wienerbourse.at/emittenten/neue-und-bestehende-anleihen/emittenten-bekanntmachungen/>) ("**Invitation to Vote**"). **The information in the Invitation to Vote is solely authoritative.**

In connection with the vote submission by proxy using the Proxy Form, the following in particular must be observed, whereby it is not a complete reproduction of all information contained in the Invitation to Vote:

I. Representation through proxy

Each noteholder of the MyBucks-Bond ("**Noteholder**") may be represented in the vote submission by a proxy. The Noteholder may choose the person to serve as a proxy; the depository bank or any other third party may be considered.

The proof regarding the granting of proxy must be submitted by the end of the voting period at the latest, *i.e.* until Wednesday, 6 February 2019 by 24:00 hrs (CET), to the notary by post, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to the following address:

Notary Dr. Matthias Horbach
"MyBucks-Bond: Vote without Meeting"
c/o Skadden, Arps, Slate, Meagher & Flom LLP
TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany
facsimile: +49 69 74220300
e-mail: mhorbach@skadden.com
("**Notary**")

(see section F.5.3. of the Invitation to Vote)

II. Special Confirmation, Blocking Notice and Alternative Proof

In addition, the proxy must, unless these documents have already been transmitted, provide the Notary in text form (Section 126b BGB) with the proof of the eligibility of the Noteholder represented by him/her in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank within the meaning of section II.1. and II.2. below or in the form of an **Alternative Proof** within the meaning of section II.3. below.

Noteholders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

1. Special Confirmation

A special confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the Notes which were credited on the day of the issuance of this certification to the securities account of the respective Noteholder at this depository bank and which Noteholder actually holds the account ("**Special Confirmation**").

(see section F.4. of the Invitation to Vote)

2. Blocking Notice

A blocking notice from the depository bank is a notice according to which the Notes held by the Noteholder are blocked by the depository bank until the end of the Voting Period (*i.e.* until Wednesday, 6 February 2019 by 24:00 hrs (CET)) ("**Blocking Notice**").

(see section F.4. of the Invitation to Vote)

3. Alternative Proof

Instead of the Special Confirmation and the Blocking Notice, Noteholders may exceptionally also submit or transmit an alternative proof in text form (Section 126b BGB), which – at the discretion of the Notary – is suitable as proof that (i) the Noteholder is entitled to participate in the Vote without Meeting, and (ii) the Note(s) of the Noteholder cannot be disposed of until the end of the Voting Period ("**Alternative Proof**").

(see section F.4. of the Invitation to Vote)

III. Vote Submission (Form)

The vote submission document and the Special Confirmation with the Blocking Notice or an Alternative Proof must be transmitted to the Notary by mail, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to the address mentioned under section I. above.

To facilitate and accelerate the counting of votes, the Noteholders are kindly asked to use the form for voting ("**Vote Submission Form**") which can be found on the Issuer's website (<https://corporate.mybucks.com/corporate-news>) from the point in time when the publication of the Invitation to Vote is published. **However, the effectiveness of a vote submission will not depend on the use of this Vote Submission Form.** The Vote Submission Form will also state any possible counter motions and/or requests for additional motions

that have been submitted in due time and form. After receipt of a countermotion or request for an additional motion that has been received in due time and form, the form published on the Issuer's website will be updated without undue delay.

Note:

The Vote Submission Form and this Proxy Form are to be submitted within the voting period, *i.e.*

commencing on Friday, 1 February 2019 at 00:00 hrs (CET)

and

ending on Wednesday, 6 February 2019 at 24:00 hrs (CET)

in text form (Section 126b BGB) to the Notary. The vote is deemed being submitted with receipt (*Zugang*) of the vote by the Notary. Vote submissions that are received by the Notary outside of the voting period, *i.e.* prior to commencement or after termination of the voting period, are invalid and will not be considered.
