



MyBucks S.A.

Luxembourg, Grand Duchy of Luxembourg

SECOND NOTEHOLDERS' MEETING

(Zweite Gläubigerversammlung)

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")

on

Thursday, 14 March 2019 at 17:00 hrs (CET)

("Noteholders' Meeting")

**POWER OF ATTORNEY WITH VOTING INSTRUCTION
TO
MR SERGEY GORCHAKOV**

Noteholder/Grantor ("Grantor")

Name, First Name/Company name

Residence/Registered Office

I/We hereby authorise

Mr Sergey Gorchakov

an employee of the Issuer with business address at 9, Rue du Laboratoire, L-1911 Luxembourg

("Voting Agent")

to represent the Grantor in the aforementioned Noteholders' 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 the voting rights from the notes of the MyBucks-Bond held by the Grantor in accordance with the voting instruction of the Grantor set out below and under disclosure of the Grantor's name or company name and residence or registered office in the register of participants. The Voting Agent shall be released from the restrictions set forth in Section 181 BGB.

This power of attorney shall only include voting on the resolution proposal published in the invitation to the Noteholders' Meeting on 25 February 2019 and any countermotions and/or additions to the agenda. This power of attorney does not create an obligation of the Voting Agent to act for the Grantor; this also applies if the Grantor should instruct the Voting Agent to act on the basis of the power of attorney.

As regards the internal relationship between the Voting Agent and the Grantor, the Grantor shall indemnify the Voting Agent against all costs, claims, expenses and liabilities incurred by the Voting Agent in connection with the exercise of the rights granted under this power of attorney or which are asserted against them. Any personal liability of the Voting Agent in relation to the Grantor and any person with respect to whom this power of attorney is used, shall be excluded to the extent permitted by law.

In case individual provisions of this power of attorney turn out to be invalid, this does not affect the validity of the remaining provisions.

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.

VOTING INSTRUCTION

The Voting Agent is obliged to vote in accordance with the following voting instruction of the Noteholder:

AGENDA ITEM	RESOLUTION PROPOSAL BY THE ISSUER	YES	NO	ABSTENTION
C.2.1	<p>The Noteholders resolve to amend § 3 para. 2 sub-para. 1 of the Terms and Conditions, approve the respective amendment of § 3 para. 2 sub-para. 1 of the Terms and Conditions and agree on such amendment with the Issuer as follows:</p> <p>German wording: „Die Emittentin verpflichtet sich, dass, solange noch Schuldverschreibungen ausstehen, das Verhältnis zwischen Konsolidierten Gesamtverbindlichkeiten und Konsolidiertem Reinvermögen einen Wert von 6,0 zu 1,0 zum jeweiligen Jahresendstichtag bzw. Halbjahresstichtag nicht überschreiten wird.“</p> <p>English wording: “As long as any of the Notes remains outstanding, the Issuer will not permit the ratio of Consolidated Total Borrowings to Consolidated Net Worth to be greater than 6.0 to 1.0 as of each Year-End Date and Semi-Annual Date.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Voting Agent shall not exercise the voting right in the case of votes whose subject matter is not known in advance of the Noteholders' Meeting. In these cases - depending on the voting procedure - the Voting Agent will abstain or not participate in the vote. The same applies to the vote on a countermotion without express instructions. It is not possible to instruct the Voting Agent to declare objections, to submit motions or to raise questions.

Place and Date

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

Name in block letters

Title/Position (in case of legal entity)

LEGAL INFORMATION REGARDING THE VOTING AGENT PROXY FORM

Please note the explanations to the Noteholders' Meeting in the invitation to the Noteholders' Meeting published on 25 February 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**"). **The information in the Invitation is solely authoritative.**

In connection with the above voting agent proxy form ("**Voting Agent Proxy Form**"), the following in particular must be observed, whereby it is not a complete reproduction of all information contained in the Invitation:

I. **Voting Agent Proxy**

The noteholders of the MyBucks-Bond ("**Noteholder**") are kindly asked to grant the above voting agent proxy ("**Voting Agent Proxy**") to Sergey Gorchakov who is an employee of the Issuer.

The Voting Agent Proxy includes voting on the resolution proposal published in the Invitation and, if applicable, on countermotions and/or additions to the resolution items.

The Voting Agent may only exercise the power of attorney granted to him with the Voting Agent Proxy to the extent that he has been given a voting instruction. He is obliged to vote in accordance with the respective voting instruction of the Noteholder. The Voting Agent will not exercise the voting right in the case of votes whose subject matter is not known in advance of the Noteholders' Meeting. In these cases - depending on the voting procedure - the Voting Agent will abstain or not participate in the vote. The same applies to the vote on a countermotion without express instructions. It is not possible to instruct the Voting Agent to declare objections, to submit motions or to raise questions.

However, the Voting Agent may be instructed to always vote in accordance with the Issuer's recommendations, if any, when voting on countermotions and/or requests for additional resolution items. If no such instruction is given, the votes of the Noteholders are always cast and counted as abstentions in the voting on such items if no individual instruction has been given to the Voting Agent for this purpose.

Each Noteholder, however, may also be represented in the Noteholders' Meeting by another proxy. The Noteholder may choose the person to serve as a proxy; the depository bank or any other third party may be considered. Voting rights may be exercised by proxy.

II. Submission of the Voting Agent Proxy

The executed Voting Agent Proxy must be submitted at the latest by the beginning of the Noteholders' Meeting, *i.e.* until 14 March 2019, 17:00 hrs (CET), by post, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to:

Notary Dr. Matthias Horbach
"MyBucks-Bond: Noteholders' 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 H.3. of the Invitation)

III. Special Confirmation, Blocking Notice and Alternative Proof

The Noteholders must prove their ownership of one or more Notes by the beginning of the Noteholders' Meeting at the latest. If this proof is not provided or not provided in time, the respective Noteholder is not entitled to participate or to vote in the Noteholders' Meeting. The Voting Agent Proxy may also not exercise the voting right in such cases.

The Noteholder must, unless these documents have already been transmitted, provide the Notary in text form (Section 126b BGB) with such proof 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.

(see section F.4. of the Invitation)

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 day of the Noteholders' Meeting (*i.e.* until Thursday, 14 March 2019 by 24:00 hrs (CET)).

(see section F.4. of the Invitation)

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 Noteholders' Meeting, and (ii) the Note(s) of the Noteholder cannot be disposed of until the end of the day of the Noteholders' Meeting.

(see section F.4. of the Invitation)

We kindly ask to use the form provided by the Issuer for the purposes of the Special Confirmation with Blocking Notice. The form for the Special Confirmation with Blocking Notice, which can be used by the depository bank, can be downloaded from the Issuer's website (<https://corporate.mybucks.com/corporate-news>).

Note:

This voting proxy form must be submitted at the latest by the beginning of the Noteholders' Meeting, *i.e.* until 14 March 2019, 17:00 hrs (CET), by post, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to the Notary.
