



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”)

VOTE SUBMISSION FORM

Submission of vote in the Vote without Meeting

I hereby declare that I / we,

Noteholder

Name, First name / Company name

Residence / Registered office

[Please fill in legibly / in block letters!]

that I/we, within the course of the abovementioned Vote without Meeting, want to execute my/our right to vote as follows:

A proof of my / our eligibility to participate in the Vote without Meeting within the meaning of section F.4. of the invitation to vote (so-called “Special Confirmation” with “Blocking Notice” or “Alternative Proof”) regarding the MyBucks-Bond, published in the German Federal Gazette (*Bundesanzeiger*) as well as on the website of the Vienna Stock Exchange (<https://www.wienerbourse.at/emittenten/neue-und-bestehende-anleihen/emittenten-bekanntmachungen/>) on 17 January 2019 (“**Invitation to Vote**”), is appended, insofar as this proof has not already been submitted. Also appended is – insofar as relevant and not already submitted – (i) a proof regarding the granting of proxy and furthermore – voluntarily – (ii) a proof of representation (for further details on these documents please see the appended notices and section F.5. of the Invitation to Vote).

Having said this, I / we vote on the resolution proposal of the Issuer in accordance with section C.1. of the Invitation to Vote by checking one of the boxes as follows:

AGENDA ITEM	RESOLUTION PROPOSAL BY THE ISSUER	YES	NO	ABSTENTION
C.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:</p> <p><i>„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.“</i></p> <p>English wording:</p> <p><i>“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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Please mark appropriate answer!)

(Place)

(Date)

(Signature or other conclusion of the declaration according to Section 126b German Civil Code (BGB))

(Name in block letters)

(Title / Position of signatory)
(in case of legal entity or in case of representation)

Note:

This vote submission form is 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 German Civil Code (*Bürgerliches Gesetzbuch* – “BGB”)) to the notary mentioned below. 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.

LEGAL NOTES REGARDING THE VOTES SUBMISSION 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.**
- The Vote Submission Form will be updated in the event that one or more counter-motions and/or request for additional resolution items are made.

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

I. **Vote submission**

The noteholders of the MyBucks-Bond ("**Noteholders**") that wish to participate in the Vote without Meeting may cast their votes ("**Vote Submission**") with the notary named below within the time period **commencing on Friday, 1 February 2019 at 00:00 hrs (CET) and ending on Wednesday, 6 February 2019 at 24:00 hrs (CET)** ("**Voting Period**") in text form (Section 126b BGB). The Vote Submission is deemed being submitted with receipt (*Zugang*) of the vote with the notary. Noteholders are requested to state their name or company name and residence or registered office when voting. **Vote Submissions that are received by the notary prior to commencement or after termination of the Voting Period will not be considered.**

Votes are cast with 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.3. of the Invitation to Vote)

II. Special Confirmation, Blocking Notice and Alternative Proof

The following documents are to be attached to the Vote Submission Form, unless these documents have already been transmitted previously or will be transmitted by the end of the Voting Period to the Notary:

- (i) **proof of the eligibility** to participate in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank or an **Alternative Proof** (each as defined below); and
- (ii) a **power of attorney** in conformity with the stipulations in Section III.3. below to the extent that a Noteholder is represented by a third party at the Vote without Meeting.

Furthermore, it is requested that in the case of Noteholders that are no individuals but **legal entities or partnerships** under German law or under foreign law, and in the case that Noteholders are represented by a legal representative or by an officeholder, the representatives or officeholder representing the Noteholder in the Vote Submission may prove their power of representation vis-à-vis the Notary in accordance with the following Sections III.1. and III.2. before the end of the Voting Period.

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. Representatives of the Noteholders

1. Representatives of legal entities and partnerships

Representatives of Noteholders that are legal entities or partnerships under German law (e.g. stock corporation (*Aktiengesellschaft*), limited liability company (*Gesellschaft mit beschränkter Haftung*), limited partnership (*Kommanditgesellschaft*), general partnership (*Offene Handelsgesellschaft*), entrepreneurial company (*Unternehmergesellschaft*), civil partnership (*Gesellschaft bürgerlichen Rechts*)) or under foreign law (e.g. Limited under English law) are, at the latest by the end of the Voting Period, requested to prove their power of representation in addition to the Special Confirmation and the Blocking Note or the Alternative Proof. This proof can be provided by sending a current excerpt from the relevant register (e.g. Commercial Register, Register of Associations) or another equivalent confirmation (e.g. Certificate of Incumbency, Secretary Certificate). **Proof of representation is not, however, a prerequisite for the effectiveness of the Vote Submission. However, the Notary shall be entitled, but not obligated, to reject, at his discretion, votes cast without proof of representation or with proof of representation that is not unequivocal.**

(see Section F.5.1. of the Invitation to Vote)

2. Legal representatives or officeholder

Insofar as Noteholders are represented by a legal representative (e.g., a child by its parents, a ward by its legal guardian) or by an officeholder (e.g., an insolvent debtor by its insolvency administrator), the legal representative or officeholder is requested to prove its statutory power to represent the Noteholder in an appropriate manner at the latest by the end of the Voting Period (e.g., by a copy of the civil status documentation or warrant of appointment), in addition to the Special Confirmation together with the Blocking Notice or an Alternative Proof. **Proof of representation is not, however, a prerequisite for the effectiveness of the Vote Submission. However, the Notary shall be entitled, but not obligated, to reject, at his discretion, votes cast without proof of representation or with proof of representation that is not unequivocal.**

(see Section F.5.2. of the Invitation to Vote)

3. Representation through proxies

Each 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. When voting by proxy, the proxy must, unless these documents have already been transmitted, provide the Notary in text form (Section 126b BGB) with proof of the Noteholder's eligibility represented by him/her in the form of a Special Confirmation and a Blocking Notice or in the form of an Alternative Proof.

The power of attorney and any instructions given to the proxy by the grantor must be in text form (Section 126b BGB). A form that can be used for granting power of attorney ("**Proxy Form**") can be downloaded from the Issuer's website (<https://corporate.mybucks.com/corporate-news>) from the point in time when the publication of this Invitation to Vote is published. The Noteholders are kindly asked to use this Proxy Form.

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

4. Recipient of documents

The aforementioned documents are to be sent within the Voting Period to the Notary by post, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to the address stated under section I. above.
