



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

Noteholder/Grantor ("Grantor")

Name, First Name/Company name

Residence/Registered Office

POWER OF ATTORNEY TO A THIRD PARTY

Power of attorney

I/We hereby authorise

Attorney

Substitute power of attorney

I/We hereby authorise

Sub-attorney

Name, First name/Company name

Residence/Registered office

Name, First name/Company name

Residence/Registered office

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 Grantor's rights as a noteholder of the MyBucks-Bond in connection with the Noteholders' Meeting, including, but not limited to, the voting right from the notes of the MyBucks-Bond held by the Grantor, for the Grantor under disclosure of the 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 Grantor in the aforementioned Noteholders' Meeting and to exercise the Grantor's rights in connection with the Noteholder Meeting, including, but not limited to, the voting right, for the 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)

LEGAL INFORMATION REGARDING THE 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 proxy form, the following in particular must be observed, whereby it is not a complete reproduction of all information contained in the Invitation:

I. Representation through proxy

Each noteholder of the MyBucks-Bond ("**Noteholder**") may be represented in the Noteholders' Meeting 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. Voting rights may be exercised by proxy.

The proof regarding the granting of 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)

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.

(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 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.
