



RICKMERS HOLDING

Vote without meeting

with respect to the

8.875% Notes 2013/18

of Rickmers Holding AG, Hamburg

with a total nominal amount of EUR 275m

(ISIN: DE000A1TNA39 / WKN: A1TNA3)

beginning on Monday 8 May 2017 at 0:00 hours (CEST) and

ending on Wednesday 10 May 2017 at 24:00 hours (CEST)

Form for Vote Submission

Noteholder

Last name, first name / company

City / seat

This Form for Vote Submission shall be submitted within the voting period, beginning on Monday, 8 May 2017, 0:00 hours (CEST) and ending on Wednesday, 10 May 2017, 24:00 hours (CEST) (the "Voting Period") in text form (Section 126b of the German Civil Code – hereinafter "BGB") to the Scrutineer. Voting rights will be deemed to have been exercised only upon receipt by the Scrutineer. All Votes must be submitted within the Voting Period. Votes which are received by the Scrutineer outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.

Exercise of the voting right

By checking one of the boxes set out below, I / we exercise my / our voting rights with respect to the proposed resolution items set out the request for vote (*Aufforderung zur Stimmabgabe*) as published in the German Federal Gazette (*Bundesanzeiger*) on 21 April 2017 as follows:

☐	I / We agree to the resolution proposals as published by Rickmers Holding AG in the German Federal Gazette (<i>Bundesanzeiger</i>) on 21 April 2017 <u>in their entirety</u> .		
☐	I / We do not agree to the resolution proposals as published by Rickmers Holding AG in the German Federal Gazette (<i>Bundesanzeiger</i>) on 21 April 2017 in their entirety and exercise my / our voting right as follows: <i>(please check as appropriate; in cases of doubt, the following individual exercises of the voting right shall override any global exercise of the voting right above)</i>		
	Resolution items	Consent	Rejection
	Agenda item 1 – Resolution on the appointment of a common representative for all Noteholders of the Rickmers Bond in accordance with the resolution proposal of Rickmers Holding AG	☐	☐

Agenda item 1 – Resolution on the appointment of a common representative for all Noteholders of the Rickmers Bond in accordance with the countermotion of the noteholder Frank Scheunert with a variation to the remuneration of the common representative	☐	☐	☐
Agenda item 1 – Resolution on the appointment of a common representative for all Noteholders of the Rickmers Bond in accordance with the countermotion of the noteholder Der gemeinsame Vertreter Media GmbH with differing person of the common representative	☐	☐	☐
Agenda item 1 – Resolution on the appointment of a common representative for all Noteholders of the Rickmers Bond in accordance with the countermotion of the noteholder FCP Delta Prime ESSF	☐	☐	☐
Agenda item 2 – Resolution on the authorisation and empowerment of the common representative to implement the envisaged restructuring of the Rickmers Bond in accordance with the resolution proposal of Rickmers Holding AG	☐	☐	☐
Agenda item 2 – Resolution on the authorisation and empowerment of the common representative to implement the envisaged restructuring of the Rickmers Bond in accordance with the countermotion of the noteholder Hoi Fung with variations to certain items of the Bond Restructuring Term Sheet	☐	☐	☐
Agenda item 2 – Resolution on the authorisation and empowerment of the common representative to implement the envisaged restructuring of the Rickmers Bond in accordance with the countermotion of the noteholder Der gemeinsame Vertreter Media GmbH	☐	☐	☐
Agenda item 2 – Resolution on the authorisation and empowerment of the common representative to implement the envisaged restructuring of the Rickmers Bond in accordance with the countermotion of the noteholder SdK Schutzgemeinschaft der Kapitalanleger e.V.	☐	☐	☐

(Place, date)

(Signature or other confirmation of
statement according to Section 126b BGB)

Please note: The scrutineer, notary public Dr. Johannes Beil with seat in Hamburg, must also receive the special confirmation with blocking note by no later than the end of the Voting Period. Votes shall be submitted via mail, fax or email or otherwise in text form to the following address:

Notary public Dr. Johannes Beil
Notariat Bergstrasse
- Scrutineer -
"Rickmers Bond: Voting without Meeting"
Bergstrasse 11, 20095 Hamburg, Germany
Fax: +49 (0) 40 302006 4990
Email: stimmabgabe-rickmers@notariat-bergstrasse.de

The use of this Form for Vote Submission is no condition for the valid exercise of voting rights. In any case, votes have to be submitted in text form pursuant to Section 126b BGB.

Legal notice regarding the exercise of voting rights:

1. The vote without meeting will be conducted pursuant to Section 18 para. 2 of the German Act on Issues of Debt Securities (*Schuldverschreibungsgesetz* – hereinafter “**SchVG**”) by notary public Dr. Johannes Beil with seat in Hamburg as scrutineer (the “**Scrutineer**”).

Noteholders who wish to participate in the voting have to submit their votes between Monday, 8 May 2017, 0:00 hours (CEST) to Wednesday, 10 May 2017, 24:00 hours (CEST), (the “**Voting Period**”) in text form (Section 126b BGB) to the Scrutineer to the address stated below. Voting rights will be deemed to have been exercised only upon receipt by the Scrutineer.

Votes received by the Scrutineer outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.

2. Along with the Form for Vote Submission, noteholders shall submit the following documents (if not submitted already in advance or by the end of the Voting Period at the latest):
 - a) the proof of eligibility in form of the Special Confirmation with Blocking Note issued by the Depositary Bank (each as defined below); and
 - b) a power of attorney in text form (Section 126b BGB) to the extent such noteholder is represented by a third party during the vote without meeting.

In order to speed up the process and the counting of the votes, the Issuer requests that noteholder submit the above mentioned documents (except for the Form for Vote Submission) at their earliest convenience to the Scrutineer.

3. This Form for Vote Submission exclusively encompasses proposed resolutions items that have been proposed either by the Issuer or have been received by the Issuer in time in order to be reflected in this Form for Vote Submission.

This Form for Vote Submission will be updated should the Issuer receive countermotions, procedural motions or requests for additional resolution items. Updates will be made available on the Issuer’s website (www.rickmers.com/investors).

4. Voting rights may be exercised by a proxy. The power of attorney and any instructions by the principal to the proxy must be made in text form pursuant to Section 126b BGB. The power of attorney must be proven towards the Scrutineer no later than by the end of the Voting Period by submitting the power of attorney in text form (Section 126b BGB). Also in case of a vote submission by proxy, the Special Confirmation with Blocking Note of the principal in accordance with no. 5 below must be submitted to the Scrutineer in text form no later than by the end of the Voting Period. Further, to the extent applicable, evidence of representation (*Vertretungsnachweise*) in accordance with no. 6 or no. 7 below should also be submitted to the Scrutineer no later than by the end of the Voting Period.

5. Noteholders have to demonstrate their eligibility to participate in the vote without meeting no later than by the end of the Voting Period. This requires, both in text form (Section 126b BGB), submission of a current special confirmation of the Depository Bank confirming ownership of the notes (the **"Special Confirmation"**) pursuant to lit. a) below and of a blocking note by the Depository Bank (the **"Blocking Note"**) pursuant to lit. b) below:

a) Special Confirmation

The required Special Confirmation is a certificate issued by the Depository Bank of the respective noteholder stating the full name and full address of the noteholder and specifying the aggregate principal amount of notes credited to such noteholders' securities deposit account maintained with such Depository Bank on the date of the Special Confirmation.

Pursuant to the terms and conditions of the notes, **"Depository Bank"** means any bank or other financial institution (including Clearstream, Clearstream Luxembourg and Euroclear) authorized to engage in securities deposit business with which the noteholder maintains a securities deposit account in respect of any notes.

b) Blocking Note

The required Blocking Note of the Depository Bank maintaining the securities deposit is a certificate which confirms that the notes held by the relevant noteholder are blocked for the Voting Period.

Noteholders are requested to contact their Depository Bank for the issuance of the Special Confirmation with Blocking Note.

Noteholders who fail to submit the Special Confirmation with Blocking Note in text form (Section 126b BGB) no later than by the end of the Voting Period will not be eligible to participate in the vote. Proxies of the noteholder will also not be entitled to exercise the voting right in such cases.

6. Representatives of noteholders that are incorporated as corporations, partnerships or other legal entities under German law (e.g., a stock corporation (*Aktiengesellschaft*), a limited liability company (*GmbH*), a limited partnership (*Kommanditgesellschaft*), a general partnership (*Offene Handelsgesellschaft*), an entrepreneurial company (*Unternehmergesellschaft*) or a partnership under the BGB (*Gesellschaft bürgerlichen Rechts*)) or under foreign law (e.g., a limited company under English law) are requested to prove their power of representation no later than by the end of the Voting Period. This may be done by submitting a current excerpt from the relevant register (e.g., commercial register (*Handelsregister*), register of associations (*Vereinsregister*)) or by means of any other equivalent certification (e.g., certificate of incumbency, secretary certificate). Such proof of representation is not a condition for the effectiveness of the vote submission.

7. If noteholders are represented by legal representatives (e.g., a child by its parents, a ward by its guardian) or by an official administrator (e.g., an insolvency debtor by the respective appointed insolvency administrator), it is requested that the legal representative or the official administrator, in addition to providing the Special Confirmation with Blocking Note of the principal, proves the statutory power of representation in adequate form (e.g., by means of a copy of the civil status documents (*Personenstandsunterlagen*) or the warrant of appointment (*Bestallungsurkunde*)) no later than by the end of the Voting Period. Such proof of representation is not a condition for the effectiveness of the vote submission.