



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)

Power of Attorney

Noteholder

Last name, first name / company

City / seat

I / We grant power of attorney to

First name, last name /company name

Postal code / city / domicile

to represent me / us in the vote without meeting of noteholders of the Rickmers Bond mentioned above

with the right to delegate the power of attorney

without the right to delegate the power of attorney

(please choose)

and to exercise my / our voting rights. The representative shall be exempted from the restrictions of Section 181 of the German Civil Code ("**BGB**").

(Place, date)

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

By mail to the scrutineer notary public Dr. Johannes Beil,
Notariat Bergstrasse, Bergstrasse 11, 20095 Hamburg, Germany
or by fax to: +49 (0) 40 302006 4990
or by email to: stimmabgabe-rickmers@notariat-bergstrasse.de

Legal notice regarding the granting of power of attorney:

1. Each noteholder may be represented by a proxy of its choice with respect to exercising voting rights (Section 14 of the German Act on Issues of Debt Securities (*Schuldverschreibungsgesetz* – hereinafter "**SchVG**") in connection with Section 18 paragraph 1 SchVG).
2. Voting rights may be exercised by a proxy. The power of attorney and 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 notary public Dr. Johannes Beil, Hamburg (the "**Scrutineer**") no later than by the end of the voting period commencing on Monday, 8 May 2017, 0:00 hours (CEST) and ending on Wednesday, 10 May 2017, 24:00 hours (CEST) (the "**Voting Period**") by submitting the Power of Attorney in text form (Section 126b BGB). Also in case of voting rights to be exercised by a proxy, the Scrutineer must receive a Special Confirmation with Blocking Note showing the ownership of notes by the principal in accordance with no. 3 below no later than by the end of the Voting Period. Further, to the extent applicable, it is requested to provide the Scrutineer with proof of power of representation in accordance with no. 4 or no. 5 below no later than by the end of the Voting Period.
3. 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.

4. 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 power of representation is not a condition for the effectiveness of the vote submission.
5. 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 power of representation is not a condition for the effectiveness of the vote submission.
6. **All votes, also if submitted by a proxy, have to be submitted within the Voting Period. Votes that will be received by the Scrutineer outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.**