



Vote without Meeting
with respect to the
3.5 % Notes 2015/2020
of publity AG, Frankfurt am Main, Germany
with a total nominal amount of EUR 50 million
(ISIN: DE000A169GM5 / WKN: A169GM) ("**publity-Bond**")
beginning on Tuesday, 12 March 2019 at 0:00 hours (CET) and
ending on Thursday, 14 March 2019 at 24:00 hours (CET)

POWER OF ATTORNEY

Noteholder

Last name, First name / Company name

City / Seat

I / We grant power of attorney to

Last name, First name / Company name

Postal code / City / Seat

to represent me / us in the aforementioned vote without meeting of noteholders of the publity-Bond

- 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 voting supervisor Notary Dr. Johannes Beil,
Notariat Bergstrasse, Bergstrasse 11, 20095 Hamburg, Germany
or by telefax to: +49 (0) 40 302006 675
or by e-mail to: publity@notariat-bergstrasse.de

Legal notice regarding the granting of power of attorney:

1. Each noteholder may be represented in the Vote by an authorized representative of its choice (section 14 SchVG of the German Debenture Act (*Schuldverschreibungsgesetz* – hereinafter "**SchVG**") in conjunction with section 18 para. 1 SchVG).
2. The voting right can be exercised by an authorized representative. The power of attorney and any instructions to the authorized representative by the principal must be issued in text form (section 126b BGB). The power of attorney must be evidenced towards the voting supervisor Notary Dr. Johannes Beil, Hamburg, Germany (the "**Supervisor**") no later than by the end of the voting period commencing on Tuesday, 12 March 2019 at 0:00 hours (CET) and ending on Thursday, 14 March 2019 at 24:00 hours (CET), (the "**Voting Period**") by submitting the Power of Attorney in text form (Section 126b BGB). In the case of a Vote by an authorized representative, a Special Confirmation and a Blocking Notice showing the ownership of the notes by the principal must also be submitted in accordance with no. 3 below by the end of the Voting Period at the latest. Furthermore, to the extent applicable, also the principal's power of representation must be evidenced to the Supervisor in accordance with nos. 4 and 5 below.
3. Noteholders must prove their eligibility to participate in the Vote without Meeting at the latest by the end of the Voting Period. This requires, in text form (section 126b BGB), submission of a current confirmation of the Depository Bank confirming ownership of the notes in accordance with item a) below ("**Special Confirmation**") and of a blocking notice in accordance with item b) below ("**Blocking Notice**"):
 - a) Special Confirmation

The required Special Confirmation is a certificate issued by the Depository Bank of the respective noteholder which contains the full name and the full address of the noteholder and specifies the aggregate nominal amount of the notes credited to the securities deposit account of this noteholder at this Depository Bank on the day of the issuance of such certificate.

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

- b) Blocking Notice

The required Blocking Notice of the Depository Bank is a notice stating that the relevant notes held by the noteholder are blocked at the Depository Bank for the Voting Period.

Noteholders should contact their Depository Bank with respect to the issuance of the Special Confirmation and the Blocking Notice.

Noteholders who fail to present or to submit the Special Confirmation or the Blocking Notice by the end of the Voting Period will not be eligible to vote. In these cases, authorized representatives of such noteholders cannot exercise voting rights either.

4. Representatives of noteholders who are legal entities or partnerships under German law (for example a stock corporation (*Aktiengesellschaft*) a limited liability company (*Gesellschaft mit beschränkter Haftung – GmbH*), an entrepreneurial company (*Unternehmersgesellschaft*), a limited partnership (*Kommanditgesellschaft*), a general partnership (*Offene Handelsgesellschaft*) or civil-law partnership (*GbR*)) or under foreign law (for example a limited company under English law) must evidence their powers 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 (for example commercial register, register of associations) or by means of another, equivalent certificate (for example certificate of incumbency, secretary certificate).
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 appointed insolvency administrator), the legal representative or the official administrator must evidence its statutory power of representation in adequate form (e.g. by means of a copy of the civil status documents or the warrant of appointment) no later than by the end of the Voting Period, in addition to the Special Confirmation and the Blocking Notice of the person it is representing.
6. **All votes, also if submitted by an authorized representative, have to be submitted within the Voting Period. Votes that will be received by the Supervisor outside the Voting Period, i.e. prior to or after the Voting Period, will be disregarded and of no effect.**