



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)

FORM FOR VOTE SUBMISSION

Noteholder

Last name, First name / Company name

City / Seat

This Form for Vote Submission must be submitted within the voting period

**beginning on Tuesday, 12 March 2019 at 0:00 hours (CET) and
ending on Thursday, 14 March 2019 at 24:00 hours (CET)**

in text form (Section 126b of the German Civil Code – "BGB") to the voting supervisor. Voting rights will be deemed to have been exercised only upon receipt by the voting supervisor. All votes must be submitted within the above voting period. Votes which are received by the voting supervisor outside of the voting period, i.e. prior to or after the voting period, will be disregarded and of no effect.

EXERCISE OF THE VOTING RIGHT

The Issuer has requested the noteholders in the Request for Vote (*Aufforderung zur Stimmabgabe*), a German version of which has been published in the German Federal Gazette (*Bundesanzeiger*) and an English convenience translation of which (along with the German version) has been published on the Issuer's website on 18 February 2019, to vote on the three resolution proposals set forth in section II items 1 through 3 of the Request for Vote.

The resolution proposals set forth in section II items 1 and 2 of the Request for Vote (*Resolution on the Cancellation of a Negative Pledge by the Issuer and on the Introduction of an Early Redemption Claim of the Noteholders*) constitute a uniform resolution proposal, which requires a uniform vote, whereas the resolution proposal set forth in section II item 3 of the Request for Vote (*Resolution on the confirmation and extension of the mandate of the Joint Representative*) requires a separate vote.

By checking the boxes set out below, I/we exercise my/our voting rights with respect to the Issuer's resolution proposals, as published in the German Federal Gazette (*Bundesanzeiger*) in section II of the Request for Vote (*Aufforderung zur Stimmabgabe*) of 18 February 2019, as follows:

I / we exercise my / our voting rights as follows: (please check as appropriate)			
Resolution Proposals	Consent	Rejection	Abstention
1) (Uniform) Resolution on the resolution proposals of publity AG pursuant to section II items 1 and 2 of the Request for Vote of 18 February 2019 (<i>Cancellation of a Negative Pledge by the Issuer and on the Introduction of an Early Redemption Claim of the Noteholders</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) Resolution on the resolution proposal of publity AG pursuant to section II item 3 of the Request for Vote of 18 February 2019 (<i>Confirmation and extension of the mandate of the Joint Representative</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Place, Date)

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

Please note: The voting supervisor, Notary Dr. Johannes Beil with seat in Hamburg, Germany, must also receive the Special Confirmation with Blocking Notice no later than by the end of the voting period. Votes must be submitted via mail, telefax or e-mail or otherwise in text form to the following address:

Notary Dr. Johannes Beil
Notariat Bergstrasse
- Supervisor -
"publity-Bond: Voting without Meeting"
Bergstrasse 11, 20095 Hamburg, Germany
Telefax: +49 (0) 40 302006 675
E-mail: publity@notariat-bergstrasse.de

The use of this Form for Vote Submission is no prerequisite 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, in accordance with section 18 para. 2 of the German Debenture Act (*Schuldverschreibungsgesetz* – hereinafter "**SchVG**"), be held by the Notary Dr. Johannes Beil (with official office in Hamburg, Germany) as supervisor (the "**Supervisor**").

Noteholders who wish to participate in the vote, must cast their votes in the 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**") in text form (section 126b BGB) to the Supervisor at the address stated above ("**Vote**"). A Vote is deemed submitted only upon receipt by the Supervisor.

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

2. The following documents must be attached to the Form for Vote Submission, unless such supporting documents have been previously submitted or are delivered prior to the end of the Voting Period at the latest.
 - a) proof of eligibility to participate in the form of a Special Confirmation and a Blocking Notice of the Depository Bank (as defined in item 5 below); and
 - b) a power of attorney in text form (Section 126b BGB) if the noteholder is represented by a third party in the Vote without Meeting.

In order to accelerate the procedure and the determination of the outcome of the Vote, it is requested that the aforementioned documents (with the exception of the Form for Vote Submission) are sent to the Supervisor at the earliest convenience.

3. This Form for Vote Submission exclusively encompasses proposed resolution 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 (<http://www.publity.de/en>) under the heading "Investor Relations" in the "Convertible Bonds" section.

4. 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 Supervisor at the latest by the end of 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, the Special Confirmation and the Blocking Notice relating to the principal in accordance with item 5 below must also be submitted by the end of the Voting Period at the latest. Furthermore, to the extent applicable, evidence of representation (*Vertretungsnachweise*) in accordance with items 6 and 7 below must also be submitted to the Supervisor no later than by the end of the Voting Period.
5. 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 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.

6. 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).
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 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.