



Vote without Meeting  
with respect to the  
5.5 % Notes 2020/2025  
of publity AG, Frankfurt am Main, Germany  
with a total nominal amount of up to EUR 100 million  
(ISIN: DE000A254RV3 / WKN: A254RV) (the "**publity-Bond 2020/2025**")  
beginning on Wednesday, 26 October 2022 at 0:00 hours (CEST) and  
ending on Friday, 28 October 2022 at 24:00 hours (CEST)

## **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 Wednesday, 26 October 2022 at 0:00 hours (CEST) and  
ending on Friday, 28 October 2022 at 24:00 hours (CEST)**

**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 11 October 2022, to vote on the three resolution proposals set forth in section II items 1 through 3 of the Request for Vote. The resolution proposal set forth in section II item 1 of the Request for Vote constitutes a uniform resolution proposal, which requires a uniform vote, whereas the resolution proposals set forth in section II items 2 and 3 of the Request for Vote require 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 11 October 2022, as follows:

I / we exercise my / our voting rights as follows: (please check as appropriate)			
Resolution Proposals	Consent	Rejection	Abstention
1) Resolution on the resolution proposal of publity AG pursuant to <u>section II item 1</u> of the Request for Vote of 11 October 2022 ( <i>Resolution on the change of the name of the publity-Bond 2020/2025, the extension of the term, the increase of the interest rate as well as the adjustment of the right of the Issuer to terminate the bonds (early redemption at the option of the Issuer)</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) Resolution on the resolution proposal of publity AG pursuant to <u>section II item 2</u> of the Request for Vote of 11 October 2022 ( <i>Resolution on the adjustment of § 7 (c) of the Bond Terms</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3) Resolution on the resolution proposal of publity AG pursuant to <u>section II item 3</u> of the Request for Vote of 11 October 2022 ( <i>Resolution on the (declarative) amendment of the Bond Terms as a result of the change of the Principal Paying Agent</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 2020/2025: 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 Debt 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 Wednesday, 26 October 2022 at 0:00 hours (CEST) and ending on Friday, 28 October 2022 at 24:00 hours (CEST), (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 custodian 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 "Corporate bond" 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 custodian 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 custodian bank of the respective noteholder which (i) states the full name and address of the noteholder and (ii) specifies the aggregate principal amount of notes credited on the date of such statement to such noteholder's securities accounts maintained with its custodian bank.

- b) Blocking Notice

The required Blocking Notice of the custodian bank is a notice stating that the relevant notes are not transferable from and including the day the Vote by the respective noteholder has been cast until and including the day the Voting Period ends.

Noteholders should contact their custodian 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 (*Unternehmergeellschaft*), 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.