



RICKMERS HOLDING

**Second noteholders' 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)
on Thursday, 1 June 2017, at 10:30 hours (CEST)
at Courtyard Marriott Hamburg Airport Hotel,
Flughafenstrasse 47, 22415 Hamburg, Germany
(the „Noteholders' Meeting“)**

Power of Attorney

Noteholder

Last name, first name / Company name

Address / seat

I / We grant power of attorney to

Last name, first name / Company name

Address / seat

to represent me / us in the vote Noteholders' Meeting mentioned above with the right to delegate the power of attorney 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)*

Please note:

Proof of the power of attorney must be provided in text form (section 126b BGB) **by no later than upon admission to the Noteholders' Meeting on 1 June 2017.** In order to speed up the process of checking documents on the day of the second Noteholders' Meeting, please send the power of attorney **in advance** – preferably together with the registration, which is required by no later than 29 May 2017, 24:00 hours (CEST) in order to be eligible to participate and vote – to the service provider tasked by Rickmers Holding AG, **Link Market Services GmbH, either (i) by post: Landshuter Allee 10, 80637 Munich, Germany, (ii) by fax: +49 (0) 89 210 27 289 or (iii) by e-mail: versammlung@linkmarketservices.de.** The right to participate in the second Noteholders' Meeting and to exercise voting rights does not however depend on the power of attorney having been sent in advance.

Legal notice regarding the representation by proxy:

1. Every noteholder can arrange to be represented by a proxy of its choice in the Noteholders' Meeting (Section 14 of the German Act on Issues of Debt Securities (*Schuldverschreibungsgesetz*)).
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, e.g., letter, fax or email (a signature is not necessarily required). The issuance of the power of attorney must be proven in text form (Section 126b BGB) by no later than upon admission to the Noteholders' Meeting.
3. Also in cases where a noteholder is represented by a proxy, registration prior to the meeting is required for participation in the Noteholders' Meeting or the exercise of voting rights. The registration must be received by the service provider tasked by Rickmers Holding AG, Link Market Services GmbH, no later than by the third calendar day before the Noteholders' Meeting and therefore by 29 May 2017, 24:00 hours (CEST), at the following address:

Link Market Services GmbH
„Rickmers Bond: Noteholders' Meeting“
Landshuter Allee 10, 80637 Munich, Germany

or by fax to +49 (0) 89 210 27 289
or by email to versammlung@linkmarketservices.de (please send only once).

Noteholders who have not registered by this date at the latest will not be eligible to participate or vote. In these cases, proxies will not be entitled to participate or exercise voting rights either.

A form which may be used to grant a power of attorney is available on the Issuer's website under www.rickmers.com/investors.

4. Also in the case of voting by proxy, a Special Confirmation with Blocking Note concerning ownership of the Notes by the principal must be submitted in accordance with Section 5 below at the latest upon admission to the Noteholders' Meeting. In addition, if applicable, proof of the power of representation must be submitted in accordance with Sections 6 or 7 below by no later than upon admission to the Noteholders' Meeting.
5. Noteholders have to demonstrate their eligibility to participate in the vote at the time of the voting. 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 is a certificate by the Depository Bank of the respective Noteholder, which confirms that the Notes held by the relevant Noteholder are held blocked the Depository Bank until the end of the day of the Noteholders' Meeting on Thursday, 1 June 2017.

Noteholders are requested to contact their Depository Bank for the issuance of the Special Confirmation and the Blocking Note. A sample form for the Special Confirmation and Blocking Note which may be used by the Depository Bank is available on the Issuer's website under www.rickmers.com/investors.

Noteholders who fail to present or submit the Special Confirmation and the Blocking Note in text form (section 126b BGB) at the latest upon admission to the Noteholders' Meeting will not be eligible to participate or vote. Also proxies of the Noteholders will not be entitled to participate or exercise voting rights of the Noteholders in these cases either.

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 civil law (*Gesellschaft bürgerlichen Rechts*) or under foreign law (e.g., a limited company under English law) must prove their power of representation by no later than upon admission to the Noteholders' Meeting. This may be done by submitting or presenting 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).

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), the legal representative or the official administrator must prove its 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*)) by no later than upon admission to the Noteholders' Meeting.
8. Attorneys and representatives of Noteholders must, upon admission to the Noteholders' Meeting, also prove their identity in adequate form (e.g. by presenting a valid ID card, passport or other official photo ID). This also applies to representatives of a Noteholder.