



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  
and Instructions  
to the Voting Rights Representatives**

**Noteholder**

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*Last name, first name / company name*

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*Address / seat*

**Power of Attorney**

I / We authorise the voting rights representatives appointed by Rickmers Holding AG, Mrs. Daniela Gebauer and Mrs. Mareike Kuliberda, both employees of Link Market Services GmbH, with place of business in Munich, Germany (the "**Voting Rights Representatives**"), each individually to represent me / us in the Noteholders' Meeting mentioned above with the right to delegate the power of attorney. The Voting Rights Representatives shall be exempted from the restrictions of Section 181 of the German Civil Code ("**BGB**") and entitled to disclose my/our name in connection with the preparation of a participant's directory (*Teilnehmerverzeichnis*). At the same time, all previously issued powers of attorney to third parties in connection with the Noteholders' Meeting, if any, are hereby revoked.

**Instructions regarding the resolution proposals**

|                          |   |
|--------------------------|---|
| <input type="checkbox"/> | I / We consent to all resolution proposals as published by Rickmers Holding AG in the German Federal Gazette ( <i>Bundesanzeiger</i> ) on 12 May 2017 <u>in their entirety</u> and hereby instruct the Voting Rights Representatives to exercise my / our voting rights in the Noteholders' Meeting by <u>consenting to all resolutions proposed by Rickmers Holding AG</u> . |
|--------------------------|---|

|                          |   |                          |                          |                          |
|--------------------------|---|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <p>I / We do <b>not consent to all</b> resolution proposals as published by Rickmers Holding AG in the German Federal Gazette (<i>Bundesanzeiger</i>) on 12 May 2017 and hereby instruct the Voting Rights Representatives to exercise my / our voting rights in the in the Noteholders' Meeting as follows:</p> <p><i>(please tick as appropriate; in cases of doubt, the following individual instructions shall override the global instruction above, and will be overridden by instructions regarding any counter motions)</i></p> |                          |                          |                          |
|                          | <b>Resolution items</b>   | <b>Consent</b>           | <b>Rejection</b>         | <b>Abstention</b>        |
|                          | Agenda item 3 – Resolution on the appointment of a common representative for all Noteholders of the Rickmers Bond   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|                          | Agenda item 4 – Resolution on the authorisation and empowerment of the common representative to implement the envisaged restructuring of the Rickmers Bond  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Instructions regarding requests for procedural motions and/or counter motions**

|                          |   |
|--------------------------|---|
| <input type="checkbox"/> | <p>In case of any procedural motions and/or counter motions, I / we hereby instruct the Voting Rights Representatives to exercise my / our voting rights in accordance with the recommendations of Rickmers Holding AG.</p> |
|--------------------------|---|

\_\_\_\_\_  
(Place, date)

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

**Please note:**

Noteholders are requested to submit the **completed and signed form** for the Power of Attorney and Instructions together with the special confirmation with blocking note by mail to the following address:

**Link Market Services GmbH**  
**„Rickmers Bond: Noteholders' Meeting“**  
**Landshuter Allee 10, 80637 Munich, Germany**  
or via fax to: **+49 (0) 89 210 27 289**  
or via email to: **versammlung@linkmarketservices.de**  
 (please send only once).

If possible, please send the abovementioned documents to the Voting Rights Representatives as early as possible prior to the Noteholders' Meeting – 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, and by no later than 31 May 2017, 24:00 hours (time of receipt).

## Legal notice regarding the representation by Voting Rights Representatives:

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*)). The proxy may, in particular, be the Voting Rights Representatives appointed by Rickmers Holding AG.

The Voting Rights Representatives nominated by Rickmers Holding AG are only appointed to exercise the voting rights as per the instructions. If clear instructions have not been issued with regard to individual resolutions, the Voting Rights Representatives nominated by Rickmers Holding AG shall abstain from voting.

This form for the power of attorney exclusively encompasses the instructions to the Voting Rights Representatives predefined by the form. Additional instructions to the Voting Rights Representatives cannot be given by way of this form. If voting rights shall be exercised in a way that differs from the instructions predefined by this sample form, it is required to give a third party power of attorney or to exercise voting rights in person.

The Voting Rights Representatives nominated by Rickmers Holding AG shall not be available to exercise any other creditors' rights, such as putting forward motions or asking questions.

2. Please send the power of attorney with the instructions and the Special Confirmation with Blocking Note to the Voting Rights Representatives as early as possible prior to the Noteholders' Meeting– 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, and in any event by no later than 31 May 2017, 24:00 hours (time of receipt). The Voting Rights Representatives accept no liability for not being able to exercise the voting rights at the Noteholders' Meeting if the power of attorney with the instructions and the Special Confirmation with Blocking Note are received late.
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 [versammlungung@linkmarketservices.de](mailto:versammlungung@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](http://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](http://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 (*Unternehmergeellschaft*) 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.