

Vote Without a Meeting

relating to the EUR 250.000.000/ bearer notes
ISIN DE000A3H2ZP5 ("**Note**")
of Cardea Europe AG ("**Issuer**")
within the voting period beginning on
Monday, 16 October 2023, 0:00 h (CEST) and
ending Wednesday, 18 October 2023, 24:00 h (CEST)
("**Vote Without a Meeting**")

Voting form

Any Noteholders who prove their ownership of the Notes together with their vote within the Voting Period will be entitled to participate in the Vote Without a Meeting. Noteholders wishing to participate in the vote must cast their vote within the voting period from Monday, 16 October 2023, 0:00 h (CEST), until Wednesday, 18 October 2023 24:00 h (CEST) in text form (section 126b German Civil Code (*BGB*)) to the chairperson (*Abstimmungsleiter*). Votes may be cast by mail, fax or email to the following address. Votes that are not received by the chairperson within the Voting Period, meaning too early or too late, will not be considered.

Notar Alexander Kollmorgen

Abstimmungsleiter

Cardea "Cardea-Anleihe" / Abstimmung ohne Versammlung

Markgrafenstr. 42

10117 Berlin

Deutschland

Telefax: +49 (0) 30 220 029 0

E-Mail: alexander.kollmorgen@klgates.com

(Surname, first name or company name of the Noteholder)

(Postcode, place of residence)

(Nominal value of Notes)

Please mark your vote below. You may cast one vote on the resolution. To do so, please check the box in the right-hand column next to the proposed resolution for which you wish to vote, or, if you do not wish to support the proposed resolution, please check the appropriate box at the end of the resolution.

Your vote relates to the Issuer's proposed resolution published in the German Federal Gazette (*Bundesanzeiger*) since 28 September 2023.

Please note for the resolution that the vote refers to the entire proposed resolution. If you check a box next to a proposed resolution, you fully agree with the Issuer's proposed resolution.

In this vote, only one box may be checked for the resolution. A double or multiple mark within a resolution will be deemed invalid. If you do not vote on the resolution, this will count as an abstention.

RESOLUTIONS	Vote
<p>1st resolution: Amendment of the terms and conditions of the Notes</p>	
<p>1. § 3 para. 1 of the Terms and Conditions shall be amended as follows:</p> <p style="padding-left: 40px;"><i>"The Bonds shall bear interest in respect of their Specified Denomination from 8 December 2020 (inclusive) at a rate of 7.25% per annum ("Initial Interest Rate"). Interest shall be payable in arrears on 8 December each year. The first interest payment will be made on 8 December 2021. "</i></p> <p style="padding-left: 40px;">and</p> <p>2. in Section 3 of the Terms and Conditions of the Bonds, the following paragraph 1a shall be inserted:</p> <p style="padding-left: 40px;"><i>"From 8 December 2022 (exclusive) to the Maturity Date (exclusive), the Bonds shall bear interest at a rate of 9.25% per annum. Interest from 8 December 2022 (exclusive) will only be due and payable on the Maturity Date."</i></p> <p>and</p>	<div style="border: 1px solid black; width: 60px; height: 40px; margin: 0 auto;"></div>

<p>3. otherwise § 3 of the Bond Conditions remains unchanged; and</p> <p>4. § 5 para. 1 of the Terms and Conditions of the Bonds shall be reworded as follows:</p> <p style="padding-left: 40px;"><i>"Unless previously redeemed or purchased and cancelled in whole or in part, the Notes will be redeemed at their Specified Denomination on 8 December 2028 (the "Maturity Date")."</i></p> <p>5. § 5 para. 3 of the terms and conditions of the bonds shall be deleted without replacement.</p>	
<p>a) Rejection of the proposed resolution</p>	<input data-bbox="1283 864 1398 976" type="checkbox"/>

(Place/date/signature(s) or completion of the declaration within the meaning of section 126b German Civil Code (BGB))

Data Privacy Policy

Regulation (EU) 2016/679 (GDPR) applies to the processing of your personal data. The Issuer takes the protection of its Noteholders' personal data and its processing in accordance with the law very seriously. Below we provide you with information on the processing of your personal data. The Issuer processes the following categories of data from you for the purpose of managing the Notes and the upcoming vote: Contact details, number and total nominal amount of debt securities you hold, information on your custodian bank, custody account number; if applicable, data on a representative you have appointed. The Issuer processes these data exclusively in order to fulfil the contracts relating to the debt security (Article 6 (1) (b) GDPR) and in order to comply with statutory obligations (e.g. under the German Debt Securities Act (*Schuldverschreibungsgesetz – SchVG*)). We store your data as long as this is required by statutory provisions (from tax law and the German Debt Securities Act). Your above-mentioned data will be received by Alexander Kollmorgen, notary, on our behalf and, if necessary, forwarded to the Issuer as well as other service providers, lawyers and tax advisors who will assist the Issuer in organising the upcoming vote. The Issuer is responsible for processing your personal data. You can contact us if you would like information about the stored data, if you would like to assert another right as a data subject (e.g. rectification, erasure, restriction of processing or data provision) or if you would like to object to the continued use of your data. For further information on data processing by the Issuer, including your data protection rights and how to contact us, please refer to our detailed Data Privacy Policy at <https://cardea-eu.com/bondholders>.