

**Attention deadline! This form has to be received at the following address by Monday,
18 December 2023, 24:00 p.m. (CET) at the latest!**

Notary Christoph Wagner with registered office in Berlin
- Voting manager (*Abstimmungsleiter*) -
Reference: "The Grounds Real Estate Development AG Corporate Convertible Note 2021/2024"
c/o
HEUKING KÜHN LÜER WOJTEK
Partnership with limited professional liability
of lawyers and tax consultants
Kurfürstendamm 32
10719 Berlin
Germany

or by fax to the fax number +49 (0) 30 88 00 97-99
or by e-mail to thegrounds@heuking.de
(please send only once)

VOTING FORM

VOTING WITHOUT A MEETING
regarding the Corporate Convertible Note 2021/2024 of The Grounds Real Estate Development AG, Berlin,
ISIN DE000A3H3FH2 - A3H3FH
**beginning on Thursday, 14 December 2023 at 0:00 a.m. and
ending on Monday, 18 December 2023 at 24:00 p.m.**

<hr/>	<hr/>
(Surname, first name, company name of the noteholder, if applicable)	(nominal value of partial notes)
<hr/>	
(address)	

Please mark your voting instruction below. Your instruction refers to the Issuer's proposed resolution published in the German Federal Gazette (*Bundesanzeiger*) on 28 November 2023. Multiple marking will be considered invalid. If you do not issue an instruction for the voting item, this will count as an abstention.

Subject of the voting without a meeting*	YES	NO
Resolution on the amendment of the terms and conditions of the note to adjust the interest rate, extend the term, cancel the conversion right, amend the early repayment and special termination rights relating to changes of control and to supplement obligations to comply with a debt limit and restrict distributions	○	○

*) The full text of the management board's proposed resolution has been published in the German Federal Gazette on 28 November 2023.

X _____
Place / date / signature(s) or other declaration within the meaning of § 126b
of the German Civil Code

Telephone number for queries (optional): _____

Please note the further information on the following page!

VOTING INSTRUCTIONS

VOTING WITHOUT A MEETING

regarding the Corporate Convertible Note 2021/2024 of The Grounds Real Estate Development AG, Berlin,
ISIN DE000A3H3FH2 - A3H3FH

**beginning on Thursday, 14 December 2023 at 0:00 a.m. and
ending on Monday, 18 December 2023 at 24:00 p.m.**

Noteholders who wish to participate in the vote **must cast their vote in the period** from

**Thursday, 14 December 2023 at 0:00 a.m.,
until Monday, 18 December 2023, at 24:00 p.m.,**

("voting period") in text form (Section 126b of the German Civil Code) to the voting manager at the address listed below ("casting of votes"). Votes are deemed to have been cast upon receipt by the voting manager.

Notary Christoph Wagner with registered office in Berlin

- Voting manager (*Abstimmungsleiter*)-

Reference: "The Grounds Real Estate Development AG Corporate Convertible Note 2021/2024"

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or by e-mail to thegrounds@heuking.de

(please send only once).

Note: The following documents must be attached to the voting document, unless these documents have already been submitted:

- Special proof from the custodian institution or the clearing system regarding the creditor's ownership of the notes ("special proof") with a blocking notice
- A power of attorney if the noteholder is represented by a third party at the voting without a meeting.

Please note the information and explanations in the notice convening the voting without a meeting, published in the German Federal Gazette on 28 November 2023.

Votes that are not received by the voting manager within the voting period from Thursday, 14 December 2023 at 0:00 a.m. and ending on Monday, 18 December 2023 at 24:00 p.m. (incoming), i.e. in particular votes cast too early, are invalid and will not be taken into account.

The voting form already published will be updated if necessary (e.g. in the event of a counter-motion and/or a request for additions).