

## The Grounds Real Estate Development AG

Voting without a meeting regarding the Corporate Convertible Note 2021 / 2024

ISIN: DE000A3H3FH2

### Power of attorney and voting instruction form for voting by proxies appointed by the Company

#### Details of the principal / noteholder

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

I/We authorise the proxies of The Grounds Real Estate Development AG, Joachim Lorenzen, Hamburg, and Christian May, Hamburg, each individually, with the right to grant sub-authorisation, to represent my/our voting rights in the voting without a meeting in accordance with my/our instructions below.

**X**

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

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 vote without a meeting*	YES	NO
Resolution on the amendment of note 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	<input type="radio"/>	<input type="radio"/>

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

The authorisation and instruction form for the proxies nominated by the Company must be sent to the following address:

Mr Christian May and Mr Joachim Lorenzen

- Proxies -

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

c/o UBJ. GmbH

Haus der Wirtschaft

Kapstadtring 10

22297 Hamburg

Germany

or by fax to the fax number +49 (0) 6378 5423

or by e-mail to gv@ubj.de

**Note:** Timely proof of the note creditor status of the principal is also required for voting by proxies of the company by means of special proof together with a blocking notice.