

The Grounds Real Estate Development AG

Voting without a meeting regarding the corporate note 2021 / 2027

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 debentures)

(address)	

I/We authorize the proxies of The Grounds Real Estate Development AG, Joachim Lorenzen, Hamburg, and André Heimerdinger, Hamburg, each individually, with the right to grant sub-authorization, to represent my/our voting rights in the vote 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 resolutions published in the German Federal Gazette (*Bundesanzeiger*) on 30 September 2024. Multiple markings 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
ITEM 1*: Resolution on the amendment of § 2 (Interest) and § 3.1 (Final Maturity) of the terms and conditions of the 2021 Note	<input type="radio"/>	<input type="radio"/>
ITEM 2**: Resolution on the election of a joint representative of the noteholders	<input type="radio"/>	<input type="radio"/>

*) The full text of the management board's proposed resolutions on agenda item 1 has been published in the German Federal Gazette on 30 September, 2024.

**) The full text of the proposed resolution of the noteholders Peter Ackermann and Axxion S.A. on agenda item 2 has been published in full in the German Federal Gazette on 30 September, 2024.

The authorization and instruction form for the proxies appointed by the company must be sent to the following address:

Mr. André Heimerdinger and Mr. Joachim Lorenzen

- Proxies -

Reference: "**The Grounds Real Estate Development AG Note 2021/2027**"

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 noteholder status of the principal is also required for voting by proxies of the company by means of special proof together with a blocking notice.