

Voting Proxy

[IMPORTANT NOTE: This document is a convenience translation only. Neither Opus – Chartered Issuances S.A. nor Andersen Rechtsanwaltsgesellschaft Steuerberatungsgesellschaft mbH or any of its employees accept any liability under or in connection with this document. In case of inconsistencies, the German version of this document shall prevail.]

Recipient:

Opus – Chartered Issuances S.A., CMP 24

c/o Andersen Rechtsanwaltsgesellschaft

Steuerberatungsgesellschaft mbH

Gustav-Heinemann-Ufer 74

50968 Köln, Germany

fax: (+49) 221 88835 999

e-mail: comp24@de.andersen.com

**Opus – Chartered Issuances S.A.,
Acting in Respect of its Compartment 24**

5.5Y EUR High Yield Basket Tracker Notes

WKN: A18SPY7, ISIN: DE000A18SPY7

VOTING PROXY

**for a creditors' meeting
held on Tuesday, May 25th, 2021 at 12:30 pm**

Deadline: Please send this voting proxy by **midnight [24:00] CET (incoming) on Saturday, May 22nd, 2021 at the latest** by post, fax or e-mail or otherwise in text form (section 126b BGB) to the above address or by no later than the start of voting at the creditors' meeting to the above fax or e-mail address.

I/We – the bondholder(s) -,

(first name, surname / company)

(address)

authorise the voting proxy appointed by Opus – Chartered Issuances S.A. ("**Issuer**"), Ms. **Olga Bergmann**, - with the right to sub-authorisation and exempt from the restrictions of sec. 181 BGB - to represent me/us at the Issuer's creditors' meeting on **Tuesday, May 25th, 2021 at 12:30 pm** and to exercise the voting right from

Bearer Bonds

(amount of bearer bonds)

for me/us in accordance with my/our instructions below (at the creditors' meeting, each bondholder or its representative participates in accordance with the nominal value of the outstanding bearer bonds held by the bondholder. Each bearer bond with a nominal value of EUR 653,21 grants one vote). The following instructions also apply to sub-proxies.

INSTRUCTIONS

Please give instructions below on how the proxy should vote. Instructions relate in each case to the Issuer's proposed resolutions on agenda item III. Published in the Federal Gazette on Tuesday, May 4th, 2021. No voting will take place on agenda item I. Multiple markings render an instruction invalid.

Proposed Resolutions (please mark with a cross)	Yes	No
1. Amendment of the Liquidation Procedure	<input type="checkbox"/>	<input type="checkbox"/>
2. Liquidation at the discretion of the Issuer	<input type="checkbox"/>	<input type="checkbox"/>
3. No obligation to appoint a Liquidator	<input type="checkbox"/>	<input type="checkbox"/>
4. Redetermination of the Bonds' Maturity	<input type="checkbox"/>	<input type="checkbox"/>
5. Possibility to make Partial Redemptions	<input type="checkbox"/>	<input type="checkbox"/>
6. Possibility of future resolutions by a Vote without a Meeting	<input type="checkbox"/>	<input type="checkbox"/>
7. Possibility of publishing Announcements on the Website	<input type="checkbox"/>	<input type="checkbox"/>

(place, date)

(signature or naming of the person of the declarant according to sec. 126b BGB)

Important Information

Pursuant to Section 10 (e) of the terms and conditions of the bonds, the prior **registration** of the bondholders is required for participation in the creditors' meeting and the exercise of voting rights.

The registration must be received no later than Saturday, May 22nd, 2021, 24:00 (incoming) by post, fax, e-mail or other means in compliance with the text form of section 126b of the German Civil Code (Bürgerliches Gesetzbuch - BGB) at the following address:

Opus – Chartered Issuances S.A., CMP 24

c/o Andersen Rechtsanwaltsgesellschaft

Steuerberatungsgesellschaft mbH

Gustav-Heinemann-Ufer 74

50968 Köln

or by fax:(+49) 221 88835 999

or by e-mail: comp24@de.andersen.com

A form that can be used for registration is enclosed with the invitation to the creditors' meeting as Annex 1. It can also be downloaded from the Issuer's website at <https://chartered-opus.com/produkte/mitteilungen> in section "Compartment 24".

In addition to the registration, pursuant to section 10 (e) of the terms and conditions of the bonds, a current proof of status as bondholder from the custodian institution ("**Special Proof**") and a blocking notice from the custodian institution for the time of the creditors' meeting ("**Blocking Certificate**") must be sent to the aforementioned address or fax number or e-mail address.

Pursuant to section 10 (3) sentence 2 of the German Bond Act (Schuldverschreibungsgesetz - SchVG), a Special Proof of the custodian institution issued in text form shall be sufficient for this purpose. The Special Proof is a certificate of the custodian institution of the relevant bondholder which contains the name and the registered office or place of residence of the bondholder and indicates the total nominal amount of the bearer bonds credited to the bondholder's securities account with the custodian institution. The Blocking Certificate shall contain the confirmation of the custodian institution that the bearer bonds held by the relevant bondholder will be kept blocked at the custodian institution at least from the date of issue of the Special Proof until the end of the day the creditors' meeting takes place.

Bondholders should contact their custodian institution regarding the issue of the Special Proof and the Blocking Certificate. Bondholders who do not present the Special Proof and Blocking Certificate are not entitled to participate and vote. Authorised voting proxies of the bondholder may also not exercise the voting right in these cases.

An exercise of the voting right of the bondholder by the proxy or by an authorised sub-proxy at the creditors' meeting requires that you have registered for the creditors' meeting in due time and have provided the Special Proof of the custodian institute of the status as bondholder together with the Blocking Certificate.

Please note that the proxy will only vote in accordance with the above instructions but will not exercise any other voting rights on your behalf. The proxy is not available to exercise other creditors' rights.