

Declaration of Acceptance

regarding

the public buy-back offer to the holders of the 8.75% 2013/2018 Notes of Metalcorp Group B.V. (ISIN DE000A1HLTD2 / WKN A1HLTD) to buy 8.75% 2013/2018 Notes of Metalcorp Group B.V. in the nominal amount of up to EUR 22,000,000.00 (in words: twenty two million euros)

On June 19, 2017, Metalcorp Group B.V., Orlyplein 10, 1043 DP Amsterdam, the Netherlands (hereinafter also the „**Bidder**“) published, as announced on June 15, 2017, an offer document regarding the public buy-back offer to the holders of the 8.75% 2013/2018 Notes of Metalcorp Group B.V. with International Securities Identification Number (ISIN) DE000A1HLTD2 German Securities Code (WKN) A1HLTD to buy 8.75% 2013/2018 Notes of Metalcorp Group B.V. (the “**Metalcorp 2013/2018 Notes**“) in the nominal amount of up to EUR 22,000,000.00 (in words: twenty two million euros) (the “**Public Buy-Back Offer**“). This form comprises a binding declaration of acceptance regarding the acceptance of the Public Buy-Back Offer and the sale and transfer of Metalcorp 2013/2018 Notes pursuant to the following terms and conditions.

1 Information about the note holder:

Company's name:

Contact person:.....

Street and number:

Town and postal code:

Telephone:

Fax:

Email:

Registration no. (if applicable):

2 Declaration of acceptance and further declarations regarding the acceptance of the Public Buy-Back Offer

2.1 Hereby I, the undersigning party, declare acceptance of the Public Buy-back Offer in the aggregate amount of nominal EUR _____,000.00 (a multiple of EUR 1,000.00) of the 8.75% 2013/2018 Notes issued by Metalcorp Group B.V. (ISIN DE000A1HLTD2 / WKN A1HLTD) (the “**Tendered Metalcorp Notes 2013/2018**“) pursuant to the offer document, which was published on the Issuer's website www.metalcorpgroup.com/Anleihe, and commit myself to the sale and transfer of the aforementioned number of Tendered Metalcorp Notes 2013/2018.

2.2 Furthermore I declare that

(a) I wish to enter into a purchase agreement in accordance with the Public Buy-Back Offer and the provisions of the Offer Document as published on the Issuer's website www.metalcorpgroup.com/Anleihe regarding the number of Metalcorp Notes 2013/2018 as indicated under item 2.1 (or, in case of a Pro Rata Allotment pursuant to clause III.7.5 of the Offer Document, a correspondingly reduced number of Metalcorp 2013/2018 Notes);

- (b) the Tendered Metalcorp Notes 2013/2018, for which I declare acceptance of the Public Buy-Back Offer, are at the time of transfer to the Bidder solely owned by the undersigning party and free of rights and claims of third parties;
 - (c) I transfer the number of Tendered Metalcorp Notes 2013/2018 as indicated under item 2.1, including any and all rights associated therewith as at the time of the transfer of title (including, in particular, the right to payment of interest), in accordance with the provisions of the Offer Document to the Bidder concurrently (*Zug um Zug*) with the payment of the Offer Price for the respective number of Tendered Metalcorp Notes 2013/2018 to the account of the Depository Bank of the respective Noteholder maintained with Clearstream; and
 - (d) as at the time of the transfer of title to the Bidder, the Tendered Metalcorp Notes 2013/2018 by them as well as any and all rights associated therewith at the time of the transfer of title (including, in particular, the right to payment of interest) are their sole property, are free from rights of third parties (except for any rights arising from the Public Buy-Back Offer) and other encumbrances and are not subject to any restrictions on disposal.
- 2.3 Delivery of the Tendered Metalcorp Notes 2013/2018 and the receipt of the purchase price shall be settled by way of a Delivery-versus-Payment-Transaction (DVP). To this aim, I, the undersigned party, hereby instruct my Depository Bank (and send it a copy of this declaration of acceptance) to transfer the Tendered Metalcorp Notes 2013/2018 to the custody account of the Bidder maintained with Arctic Securities AS, Haakon VII's gate 5, 0161 Oslo, Norway (the "Central Settlement Agent"), and instruct and authorize my Depository Bank further
- (a) to initially keep the number of Tendered Metalcorp Notes 2013/2018 as indicated under item 2.1 in their own custody account and to forward the Declaration of Acceptance to the Central Settlement Agent upon its request;
 - (b) to instruct and authorise Clearstream to make available the Tendered Metalcorp Notes 2013/2018 after the expiry of the Acceptance Period – on the second Business Day after expiry of the (extended) Acceptance Period – to the Bidder's custody account with the Central Settlement Agent maintained with Clearstream for transfer of title (taking into account a possible pro rata allotment in case of an Over-Subscription of the Offer, see section III.7.5 of the Offer Document) and to transfer the number of Tendered Metalcorp Notes 2013/2018 as indicated under item 2.1 concurrently (*Zug um Zug*) with the payment of the Offer Price for the respective Tendered Metalcorp Notes 2013/2018 to the account of the respective Depository Bank maintained with Clearstream; and
 - (c) to instruct and authorise Clearstream to submit any information that may be relevant for the result of the Public Buy-Back Offer either directly or via the Depository Bank to the Central Settlement Agent and the Bidder on every exchange trading day, whereas such information shall include, in particular, the number of Tendered Metalcorp Notes 2013/2018 as indicated under item 2.1 that are held in custody with the Depository Bank.
- 2.4 Additionally and for the avoidance of doubt, I hereby exempt my Depository Bank from the restrictions pursuant to section 181 German Civil Code (*Bürgerliches Gesetzbuch – BGB*) (or any similar restrictions applicable in other jurisdictions), and instruct and authorise my Depository Bank to perform any acts necessary or useful for the settlement of the Public Buy-Back Offer and to issue or accept all declarations, including, but not limited to, statements and declarations pursuant to sections 2.2 to 2.4 and, in particular, to bring about the transfer of title of the respective Tendered Metalcorp Notes 2013/2018 and the assignment of any and all rights associated therewith as at the time of the transfer of title (including, in particular, rights regarding payment of interests) to the Bidder.
- 2.5 In order to ensure a smooth and quick settlement of the Offer, the instructions, orders, declarations and authorisations set under items 2.1 to 2.4 above are hereby given or granted irrevocably.

3 Information regarding the bank of the noteholder, incl. person of contact

Bank:

Person of contact and contact details:

4 Legally binding signature:

Place, Date

Signature
(and company stamp as the case may be)