

**METALCORP Group S.A.**

**Luxemburg, Großherzogtum Luxemburg**

EUR 300,000,000.00 8.5% secured bearer notes 2021/2026

(ISIN: DE000A3KRAP3, WKN: A3KRAP)

**- Second Noteholders' Meeting -**

**on 18 December 2023**

**at the office of  
Norton Rose Fulbright LLP  
Taunustor 1 (TaunusTurm)  
60310 Frankfurt/Main, Germany**

**PROXY FORM AND INSTRUCTIONS TO VOTING PROXIES**

**1. Proxy Form**

I / We

**Noteholder / Principal**

Name / Company name:

Address:

Place, Jurisdiction:

hereby authorize the proxies of METALCORP Group S.A. ("**Issuer**"), namely Christina Koenig and Denis Draeger, both lawyers and employees of Norton Rose Fulbright LLP, Frankfurt/Main (each a "**Proxy**"), with exemption from the restrictions set forth in section 181 BGB (multiple representation) and with the right to grant a sub-proxy of the same scope with exemption from the restrictions set forth in section 181 BGB, to represent me/us at the second noteholders' meeting of METALCORP Group S.A. on 18 December 2023 in Frankfurt/Main and to exercise the voting rights arising from my/our Notes in accordance with my/our instructions as described below (see Section 2).

**2. Instructions for the Exercise of the Vote Rights with regard to the Proposed Resolutions**

I/we instruct the Proxy to vote as follows with regard to the individual agenda items and proposed resolutions of the Issuer:

		<u>Please tick the box as applicable:</u>	Yes	No	Abstain
<b>Item 1:</b>	<b>Appointment of a common representative; powers of the common representative</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 2:</b>	<b>Conversion of the 2026 Bonds into purchase rights for the subscription of new bonds and conversion into new bonds and equity instruments; general description of the purchase rights and new instruments; exercise of the purchase rights; authorisation of the Settlement Agent and the common representative; conversion conditions and conversion date.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3:</b>	<b>Resolution on the deferral of interest payments</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 4:</b>	<b>Resolution on an amendment to the default provisions pursuant to Section 11 (1) (a) of the bond terms and conditions (interest payment) and an associated waiver of a right of cancellation</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>General Instruction</b>	<u>Please tick the box:</u>	Yes	No
<p>I / We instruct the voting proxies to vote on any resolutions as recommended by the Issuer.</p> <p>This means, in particular, regarding any agenda item to vote for the announced resolution proposals of the Issuer.</p> <p>This instruction also applies to any amendments and modifications to the announced resolution proposals, if the Issuer recommends approval thereof to the Noteholders prior to or during the Noteholders' Meeting.</p> <p>Further, this instruction applies to any announced and ad-hoc agenda items and procedural resolutions.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### **3. Important notice regarding the use of this proxy form with instructions**

#### **3.1 What does the general instruction to vote in accordance with the Issuer's recommendations mean?**

Instead of or in addition to a specific instruction on the individual agenda items, you may also instruct the proxies to always vote on all resolutions as recommended by the Issuer.

This means that, as a general rule, voting on an agenda shall be cast in favour of the Issuer's announced resolution proposal. If the Issuer issues a recommendation for a resolution on a countermotion made on an agenda item, the instruction means that the voting rights are to be exercised by the proxies in accordance with this recommendation.

If modifications of the announced resolution proposals occur due to countermotions or due to the Issuer's own amendments, the proxies will vote in favour of a specific resolution proposal or countermotion if the Issuer recommends before or during the noteholders' meeting that the noteholders approve such proposal.

This general instruction to vote in accordance with the Issuer's recommendations also applies to all announced and unannounced (*i.e.* only put forward during the noteholders' meeting and deemed admissible) agenda items and procedural motions, provided that the Issuer makes a recommendation as to how to resolve in this regard.

However, if you have issued both an individual instruction on an agenda item or a proposal for a resolution or a counter-motion and a general instruction, the individual instruction will take precedence.

### 3.2 *What should be observed with regard to the submission of the proxy and the enclosure of further documents?*

Noteholders are requested to send the completed and duly signed proxy form and instructions to the voting proxies alongside with the special proof and blocking notice regarding the noteholder's ownership of the Notes issued by the custodian bank as early as possible by mail, fax, e-mail or by other means in text form (section 126b BGB) to the following address:

METALCORP Group S.A.  
c/o Norton Rose Fulbright LLP  
– 2nd noteholder's meeting –  
Taunustor 1 (TaunusTurm), Frankfurt/Main, Germany  
Fax: +49 69 505096 422  
E-Mail: Metalcorp\_2GV@nortonrosefulbright.com

*(please send only once)*

To enable the voting proxies to exercise the proxy form during the Noteholders' Meeting it is mandatory that you:

- submit the **special proof with blocking notice issued by your custodian bank** to the Issuer at the above mentioned address
- and**
- submit **your voting instructions to the voting proxies** until the end of the general debate of the noteholders' meeting on 18 December 2023 at the latest (using, for example, this proxy form).

### 3.3 *Scope of authorisation*

The voting proxy is only authorised to exercise voting rights in accordance with the noteholder's instructions. If no instruction is given or if the instruction is unclear (e.g. by checking both the yes and the no or abstain box), the voting proxy may not vote.

Furthermore, the voting proxy is not available to take any action at the meeting other than voting, in particular it will not submit motions or questions or make statements.

\_\_\_\_\_  
*Place, Date*

\_\_\_\_\_  
*Signature*

*Surname, Name / Company  
of the of the voter in block letters:*

\_\_\_\_\_