

4finance S.A.

Luxembourg

(“**Issuer**”)

VOTE WITHOUT MEETING

regarding the

EUR 150,000,000.00 11.25 % Senior Notes 2016/2021

International Securities Identification Number (ISIN): XS1417876163

German Securities Identification Number (Wertpapierkennnummer WKN): A181ZP

(the “**Notes**”)

within the voting period

commencing on 14 July 2020, at 00:00 hrs (CEST)

and

ending on 16 July 2020, at 24:00 hrs (CEST)

(“**Voting Period**”)

(“**Vote without Meeting**”)

PROXY FORM

HOLDER

Name: _____

Company Name: _____

Residence / Registered Office: _____

Instruction to the proxyholder with respect to the vote to the Uniform Resolution Proposal:

AGENDA ITEM	RESOLUTION PROPOSAL BY THE ISSUER	YES	NO	ABSTENTION
3.1.	Amendment of the Terms and Conditions pursuant to § 15 para. 1 of the Terms and Conditions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

POWER OF ATTORNEY TO THE PROXYHOLDER

Power of Attorney

I/We hereby authorise

Proxyholder

Name: Martin Schoebe
Company Name: hww hermann wienberg Wilhelm, Rechtsanwälte
Wirtschaftsprüfer Steuerberater Partnerschaft

Residence / Registered Office: Widenmayerstraße 16, 80538 Munich

(**Agent**)

to represent the Holder in the aforementioned Vote without Meeting – with the right to grant substitute power of attorney within the same scope as this power of attorney and a release from the restrictions set forth in Section 181 of the German Civil Code (*Bürgerliches Gesetzbuch* – “**BGB**”) – and to exercise Holder’s rights as a holder of the Notes in connection with such Vote without Meeting, including, but not limited to, the voting right from the Notes held by the Holder, for the Holder under disclosure of the Holder’s name or company name and residence or registered office in the register of participants. The proxyholder shall be released from the restrictions set forth in Section 181 BGB.

In case of doubt, this power of attorney shall be interpreted extensively.

This power of attorney is governed by the laws of the Federal Republic of Germany and shall be construed and interpreted in accordance with the laws of the Federal Republic of Germany.

Place: _____

Signature (or other form of declaration pursuant to Section 126b BGB): _____

Name in block letters: _____

Title/Position (in case of legal entity): _____

PARTICIPATION FEE

In case of the payment of a participation fee (“**Participation Fee**”) in accordance with and subject to sections 7.2 and 7.3 of the Invitation to Vote, kindly make payment of the Participation Fee to the following bank account:

Name of account holder: _____

IBAN: _____

SWIFT: _____

Please send the completed Proxy Form (only once!) to:

hww hermann wienberg wilhelm
Rechtsanwälte Wirtschaftsprüfer Steuerberater Partnerschaft
For the attention of Mr. Martin Schoebe
“4finance-Notes: Vote without Meeting”
Widenmayerstraße 16
80538 München
facsimile: +49 89 2101991-99
e-mail: 4finance@hww.eu

INFORMATION ON THE PROXY FORM

Please note the explanations to the voting procedure within the Vote without Meeting in the invitation to vote published on 29 June 2020 in the German Federal Gazette (*Bundesanzeiger*) and on the Issuer's website (<https://www.4finance.com/investors-and-media/bonds/>) ("**Invitation to Vote**"). **The information in the Invitation to Vote is solely authoritative.**

In connection with the vote submission, the following must be observed (please note this is not a complete reproduction of all information contained in the Invitation to Vote):

1. REPRESENTATION THROUGH PROXY

Each holder of the Notes (respectively one "**Holder**" and together the "**Holders**") may be represented in the vote submission by a proxy. The Holder may choose the person to serve as a proxy; the Agent or any other third party may be considered.

The proof regarding the granting of proxy must be submitted by the end of the Voting Period at the latest, i.e. until Thursday, 16 July 2020, at 24:00 hrs (CEST), by post, fax, email or otherwise in text form (Section 126b BGB) in German or English to:

hww hermann wienberg wilhelm
Rechtsanwälte Wirtschaftsprüfer Steuerberater Partnerschaft
For the attention of Mr. Martin Schoebe
"4finance-Notes: Vote without Meeting"
Widenmayerstraße 16
80538 München
facsimile: +49 89 2101991-99
e-mail: 4finance@hww.eu

(see section 6.5.c. of the Invitation to Vote)

2. SPECIAL CONFIRMATION, BLOCKING NOTICE AND ALTERNATIVE PROOF

In addition, the proxy must, unless these documents have already been transmitted, provide the Agent in text form (Section 126b BGB) with the proof of the eligibility of the Holder represented by him/her in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank within the meaning of section II.1. and II.2. below or in the form of an **Alternative Proof** within the meaning of section II.3. below.

Holders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

2.1 Special Confirmation

A special confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the notes which were credited on the day of the issuance of this certification to the securities account of the respective Holder at this depository bank and in which Holder actually holds the account ("**Special Confirmation**").

(see section 6.4 of the Invitation to Vote)

2.2 Blocking Notice

A blocking notice from the depository bank is a notice according to which the notes held by the Holder are blocked by the depository bank until the end of the Voting Period (i.e. until Thursday, 16 July 2020, by 24:00 hrs (CEST)) ("**Blocking Notice**").

(see section 6.4 of the Invitation to Vote)

2.3 Alternative Proof

Instead of the Special Confirmation and the Blocking Notice, Holders may exceptionally also submit or transmit an alternative proof in text form (Section 126b BGB), which – at the discretion of the Agent and the notary Mr. Kristof Schnitzler with registered office in Frankfurt am Main, Germany, and business premises at Mendelssohnstraße 75-77, 60325 Frankfurt am Main, Germany ("**Notary**") – is suitable as proof that (i) the Holder is entitled to participate in the Vote without Meeting, and (ii) the note(s) of the Holder cannot be disposed of until the end of the Voting Period ("**Alternative Proof**").

(see section 6.4 of the Invitation to Vote)

2.4 Vote Submission (Form)

The vote submission and the Special Confirmation with the Blocking Notice or an Alternative Proof will be transmitted by the proxyholder to the Notary by post, fax, e-mail or otherwise in text form (Section 126b BGB) in German or English to the address mentioned in the Invitation to Vote.

Note:

This Proxy Form must be submitted during or before the Voting Period in text form (Section 126b BGB) to the Agent.
