

ANNEX 2: PROXY AUTHORIZATION FORM

[To be used only when voting via the proxy C-HV AG]

To:

C-HV AG

- Proxy -

"Bond 2023/2028 of aap Implantate AG: Vote without meeting"

Gewerbepark 10

92289 Ursensollen

Federal Republic of Germany

Fax: +49 (0) 9628 92 49 001

E-mail: anmeldestelle@c-hv.com

Date: _____

Reference is made to the invitation to vote of aap Implantate AG published in the Federal Gazette on 8 March 2024 in relation to the EUR 2,703.750.00 Mandatory Convertible Bond 2023/2028 (ISIN: DE000A351ZH9 / WKN: A351ZH) (the "**Invitation to Vote**") and to the vote without a meeting, which will take place from 00:00 a.m. (CET) (beginning of the day) on 26 March 2024 until 24:00 (CET) (end of the day) on 28 March 2024.

The terms defined in the Invitation to Vote shall have the same meaning when used in this Voting Form, unless a different meaning is ascribed to them in this Voting Form.

POWER OF ATTORNEY

issued by

Name: _____

Address: _____

Nominal amount of the Notes held by the Noteholder (ISIN DE000A351ZH9):

as Noteholders of Notes issued by aap Implantate AG.

I/We hereby authorize **C-HV AG with registered office at Gewerbepark 10, 92289 Ursensollen** as proxy with the power to represent me/us at the vote without a meeting, with the right to grant sub-proxy and to exercise my/our voting rights at the vote without a meeting. The proxy is exempt from the restrictions of section 181 BGB.

In case of doubt, this power of attorney shall be interpreted to the widest possible extent.

This power of attorney is subject to the law of the Federal Republic of Germany and shall be interpreted accordingly.

I/we instruct the proxy to cast my/our vote in respect of the Notes held by me/us in respect of the proposed amendment described in the Invitation to Vote as follows:

Yes

No

Abstention

Signature

Name and title of the undersigned

Date