

To the Creditor Representatives listed in Schedule 1.

14 August 2018

OFFICERS' REQUEST CERTIFICATE

Ladies and Gentlemen

We, the undersigned Jürgen Heindl and Dr. Volker Metz are duly authorized officers of (i) Progroup AG (the "**Company**"), a stock corporation (*Aktiengesellschaft*) established under the laws of the Federal Republic of Germany and registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Landau in der Pfalz under HRB 2268, and (ii) Prowell GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*) established under the laws of the Federal Republic of Germany and registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Landau in der Pfalz under HRB 31545.

Reference is made to:

- (i) the conditions of issue (the "**Floating Rate Notes Conditions of Issue**") governing the €150,000,000 Senior Secured Floating Rate Notes due 2024 (the "**Floating Rate Notes**") of the Company;
- (ii) the conditions of issue (the "**Fixed Rate Notes Conditions of Issue**" and together with the Floating Rate notes Conditions of Issue, the "**Conditions of Issue**") governing the €450,000,000 3.000% Senior Secured Notes due 2026 (the "**Fixed Rate Notes**") of the Company; and
- (iii) the senior secured facilities agreements as set forth in Schedule 2 (together the "**Group Facilities Agreements**").

Sitz der Gesellschaft
Offenbach a. d. Q.

Vorstand:
Jürgen Heindl (Vorsitzender),
Dr. Volker Metz, Philipp Kosloh
Aufsichtsratsvorsitzender:
Rainer Dietmann

Amtsgericht Landau i. d. Pfalz
HRB Nr. 2268

Further reference is made to the proposed mergers (*Verschmelzungen*) (i) of Proservice GmbH into the Company, (ii) of PROfund GmbH into the Company and (iii) of Projekt 3CZ Beteiligungs GmbH into Prowell GmbH (the “**Mergers**”), in each case pursuant to separate merger agreements (*Verschmelzungsverträge*) entered into on 24 July 2018 (the “**Merger Agreements**”).

Pursuant to (i) §9(8)(a)(vi) and §9(8)(b)(iv) of the Floating Rate Notes Conditions of Issue, (ii) §9(8)(a)(vi) and §9(8)(b)(iv) of the Fixed Rate Notes Conditions of Issue and (iii) Clauses 7.1(f) and 7.2(a)(iv) of the covenants schedule of each Group Facilities Agreement, respectively, we hereby certify on behalf of the Company and Prowell GmbH, solely in our capacities as officers of the Company and Prowell GmbH, respectively, and not in our individual capacities and without assuming any personal liability, that:

1. we have read (i) the provisions of §9(8) of the Floating Rate Notes Conditions of Issue, §9(8) of the Fixed Rate Notes Conditions of Issue and Clause 7 of the covenants schedule of each Group Facilities Agreement, in each case relating to mergers or consolidations of the Company or any Guarantor (as defined in each of the Conditions of Issue and each Group Facilities Agreement, as applicable) with or into other persons and setting forth the covenants and conditions precedent to any such mergers or consolidations and (ii) the Merger Agreements;
2. we are of the opinion that we have made such examinations or investigations as we deemed necessary to enable us to express an informed opinion as to whether the covenants and conditions precedent provided for in the Conditions of Issue and in the Group Facilities Agreements, as referred to in paragraph 1 above, have been complied with; and
3. we are of the opinion that all conditions precedent and covenants referred to above have been complied with and that the Mergers comply with §9(8) of the Floating Rate Notes Conditions of Issue, §9(8) of the Fixed Rate Notes Conditions of Issue and Clause 7 of the covenants schedule of each Group Facilities Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereto signed our names on the date first written above.

PROGROUP AG

By: _____ *hi*

Name: Jürgen Heindl

By: _____ *VM*

Name: Dr. Volker Metz

PROWELL GMBH

By: _____ *hi*

Name: Jürgen Heindl

By: _____ *VM*

Name: Dr. Volker Metz

Schedule 1

Creditor Representatives

1. Deloitte GmbH Wirtschaftsprüfungsgesellschaft as holders' representative under the Floating Rate Notes Conditions of Issue;
2. Deloitte GmbH Wirtschaftsprüfungsgesellschaft as holders' representative under the Fixed Rate Notes Conditions of Issue;
3. Deutsche Bank Luxembourg S.A. as agent under the SSRCF;
4. Commerzbank Aktiengesellschaft as agent under the 2015 Senior Secured PLN Facility Agreement;
5. Commerzbank Aktiengesellschaft as agent under the 2016 Senior Secured PLN Facility Agreement;
6. Goldman Sachs Lending Partners LLC as agent under the Senior Secured GBP Facility Agreement;
7. IKB Deutsche Industriebank AG as agent under the Existing Senior Secured IKB Facilities Agreement;
8. Commerzbank Aktiengesellschaft as agent under the Senior Secured Commerzbank Facilities Agreement;
9. Landesbank Saar as agent under the Senior Secured SaarLB Facilities Agreement; and
10. HSBC Trinkaus & Burkhardt AG as agent under the Senior Secured Capex Facility Agreement

Schedule 2

Group Facilities Agreements

1. EUR 50,000,000 Super Senior Revolving Credit Facility Agreement originally dated 23 April 2015, amended on 1 December 2015, amended and restated on 21 December 2017 and further amended on 26 March 2018, between, amongst others, (1) the Company and others as borrowers and/or guarantors, (2) Commerzbank Aktiengesellschaft, Deutsche Bank (London Branch), HSBC Trinkaus & Burkhardt AG, Goldman Sachs International and J.P. Morgan Securities plc as arrangers and (3) Wilmington Trust (London) Limited as security agent (as so amended, restated and supplemented, the "**SSRCF**")
2. PLN 107,000,000 Senior Secured PLN Facility Agreement originally dated 1 December 2015 and amended and restated on 26 March 2018, between, amongst others (1) the Company as company and original guarantor, (2) Prowell sp. z o.o., as borrower and original guarantor, (3) certain others as guarantors, (4) Commerzbank Aktiengesellschaft as mandated lead arranger, original lender and agent and (5) Wilmington Trust (London) Limited as security agent (as so amended and restated, the "**2015 Senior Secured PLN Facility Agreement**")
3. PLN 107,000,000 Senior Secured PLN Facility Agreement originally dated 31 May 2016 and amended and restated on 26 March 2018, between, amongst others, (1) the Company as company and original guarantor, (2) Prowell sp. z o.o., as borrower and original guarantor, (3) certain others as guarantors, (4) Commerzbank Aktiengesellschaft as mandated lead arranger, original lender and agent and (5) Wilmington Trust (London) Limited as security agent (as so amended and restated, the "**2016 Senior Secured PLN Facility Agreement**")
4. GBP 70,000,000 Senior Secured GBP Facility Agreement originally dated 21 December 2017 and amended and restated on 26 March 2018, between, amongst others, (1) the Company as company and original guarantor, (2) Prowell Ltd as borrower and original guarantor, (3) certain others as guarantors, (4) Goldman Sachs Bank USA as original lender and (5) Wilmington Trust (London) Limited as security agent (as so amended and restated, the "**Senior Secured GBP Facility Agreement**")
5. EUR 63,500,000 Senior Secured EUR Facilities Agreement originally dated 21 December 2017, amended and restated on 26 March 2018 and further amended and restated on 13 July 2018, between, amongst others, (1) the Company as company and borrower, (2) Propapier PM3 GmbH as borrower, (3) certain others as guarantors and (4) IKB Deutsche Industriebank AG as lender (as so amended and restated, the "**Senior Secured IKB Facilities Agreement**")
6. EUR 75,000,000 Senior Secured EUR Facilities Agreement dated 13 July 2018, between, amongst others, (1) the Company as company and original guarantor, (2) Propapier PM3 GmbH as borrower and original guarantor, (3) certain others as guarantors and (4) Commerzbank Aktiengesellschaft as original lender and agent (the "**Senior Secured Commerzbank Facilities Agreement**")
7. EUR 25,000,000 Senior Secured EUR Facility Agreement dated 13 July 2018, between, amongst others, (1) the Company as company and original guarantor, (2) Propapier PM3 GmbH as borrower and original guarantor, (3) certain others as guarantors and (4) Landesbank Saar as original lender and agent (the "**Senior Secured SaarLB Facilities Agreement**")

8. EUR 30,000,000 Senior Secured EUR Facility Agreement dated 6 August 2018, between, amongst others, (1) the Company as company and original guarantor, (2) Propapier PM3 GmbH as borrower and original guarantor, (3) certain others as guarantors and (4) HSBC Trinkaus & Burkhardt AG as original lender and agent (the "**Senior Secured Capex Facility Agreement**")