

Notice of written procedure for senior bonds issued by Gammelhavn Vejle ApS

To the holders of the up to DKK 250,000,000 (or its equivalent in SEK and EUR) Secured Fixed Rate Corporate Bonds, 2021/2023, with ISIN SE0015346663 (SEK) and SE0015346671 (EUR) (the "Bonds") issued by Gammelhavn Vejle ApS (the "Issuer") on 11 February 2021.

Capitalized terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions relating to the Bonds, dated 9 February 2021 (the "Terms and Conditions").

This notice and voting request has been sent by Intertrust (Sweden) AB (the "Agent") on 21 September 2023 to direct registered owners and registered authorised nominees (Sw. *förvaltare*) of the Bonds. If you are an authorized nominee under the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument) or if you otherwise are holding Bonds on behalf of someone else on a Securities Account, please forward this notice to the holder you represent as soon as possible. See "Voting rights" in Section B (Decision procedure) for further information.

On behalf of and as requested by the Issuer, the Agent, acting in its capacity as Agent for the Bondholders under the Terms and Conditions, hereby initiates a written procedure (the "**Written Procedure**"), whereby the Bondholders can approve or reject a proposal from the Issuer regarding certain amendments to the Terms and Conditions. The proposal by the Issuer (the "**Proposal**") and the background thereto is described in Section A (*Background and Proposal*).

Please also see the investor presentation relating to this Written Procedure on "<https://www.intertrustgroup.com/our-services/capital-markets-services/bond-news/>"

NO DUE DILIGENCE CARRIED OUT IN CONNECTION WITH THIS WRITTEN PROCEDURE

Please note that no due diligence whatsoever (legal, financial, tax, environment or otherwise) has been carried out by the Agent or any of its advisors or any other person for the purposes of the Written Procedure or with respect to the Issuer or its assets, other than some specific confirmatory questions directed to and answered by the management of the Issuer.

It should be noted that the risk factors appended to the investor presentation (the "**Investor Presentation**") (that can be found on "<https://www.intertrustgroup.com/our-services/capital-markets-services/bond-news/>") have not been produced specifically for this Written Procedure but merely been updated based on the answers by the management of the Issuer in the interview referred to above.

LIMITATION OF LIABILITY OF THE AGENT

The Proposal is presented to the Bondholders by the Agent on behalf of the Issuer, without any evaluation, advice or recommendations from the Agent to the Bondholders whatsoever. The Agent has not assessed the Proposal (and its effects, should it be adopted) from a legal, commercial, financial or other perspective and the Agent expressly disclaims any liability whatsoever related to the content of this notice and the Proposal (and its effects, should it be adopted). The Agent has assumed that documentation and other evidence (if any) delivered to it pursuant the Proposal is accurate, correct and complete and the Agent has not verified the contents of any such documentation. The Bondholders are recommended to seek their own professional advice in order to independently evaluate whether the Proposal (and its effects) is acceptable or not. Neither the Agent, nor any of its advisors has carried out any due diligence in connection with the Proposal and no party can guarantee any satisfactory outcome of the Proposal set out herein.

ALL BONDHOLDERS ARE STRONGLY ENCOURAGED TO REVIEW AND CONSIDER THE INVESTOR PRESENTATION AND THE PROPOSAL

Before making a decision whether to accept the Proposal, each Bondholder is advised to carefully review the content of the Investor Presentation, including the risk factors contained therein, this document and the proposed resolution set out in Paragraph 2 (*Proposal*) below and the limitation of liability provision set out above. If a Bondholder is uncertain as to the content and significance of this document and the measures the Bondholder should take, the Bondholder is advised to consult its own legal, tax or finance adviser for this purpose. The Agent will not, and is under no obligation to, update this document.

PARTICIPATION IN THE WRITTEN PROCEDURE

Bondholders may participate in the Written Procedure by completing and sending the voting form attached below to the Agent. The Agent must **receive the voting form no later than 11 October 2023 at 12.00 CET** by mail, via courier or e-mail to the addresses indicated below. Votes received thereafter will be disregarded. Please note that the Written Procedure may expire early if the requisite majority consents of the total Adjusted Nominal Amount have been received before **11 October 2023**.

To be eligible to participate in the Written Procedure a person must fulfil the formal criteria for being a Bondholder on 22 September 2023 (the "Record Date"). This means that the person must be registered on a Securities Account with Euroclear Sweden as a direct registered owner (*direktregistrerad ägare*) or authorised nominee (*förvaltare*) with respect to one or several Bonds.

If you have an interest in a Bond but are not registered as a direct registered owner or authorised nominee on a Securities Account, you need to obtain a power of attorney or other proof of authorisation from the person who fulfils the formal criteria for being a Bondholder on the Record Date, to be able to participate. An alternative may be to ask the person that is registered as a Bondholder and holds the Bonds on your behalf to vote in its own name as instructed by you. For further information on voting, please see under *Voting rights* in Section B (*Decision procedure*).

Please contact the securities firm you hold your Bonds through if you do not know how your Bonds are registered or if you need authorisation or other assistance to participate.

Important Dates

Record Date (for voting): **22 September 2023**

Last time and day to vote: **12:00 CET on 11 October 2023**

A. Background and Proposal

1. Background and current situation

The Bonds were initially issued on 11 February 2021 in the amounts of SEK 56,200,000 and EUR 7,448,000 with a first subsequent bond issue on 5 November 2021 in the amounts of SEK 52,400,000 and EUR 1,550,000 and a second subsequent bond issue on 9 February 2022 in the amounts of SEK 30,400,000 and EUR 6,200,000. The current total outstanding amount is SEK 139,000,000 and EUR 15,198,000 and the Final Maturity Date is on 11 February 2024.

As presented to the Bondholders in connection with the initial bond issue, the Issuer's business plan was to enter into an agreement with three state-owned companies, Banedanmark, DSB, and Posten to develop a centrally located plot in Vejle, Denmark, into an attractive city development. The Issuer managed to get a local plan in line together with all three plot owners. The Issuer then negotiated an acquisition with the three plot owners and in May 2021 an agreement with all three plot owners was in place. The strategy for the Gammelhavn Vejle project is to develop and sell off plots or obtain building a permit then construct and sell off the plots after completed construction.

Due to the war in Ukraine and the following increase in construction costs and a significant increase in the interest rates, there has been a delay in the Issuer's initial time plan and the investor appetite has generally decreased. The value of the plots is a residual of the sales prices after construction, minus interests and construction costs. When these parameters go in the wrong direction, they negatively influence the project and profitability. This – and the sale of certain plots as described below – has affected the valuation of the plots negatively, down from approx. DKK 421,300,000 on 31.01.2022 to approx. DKK 200,100,000 as of 01.02.23 for the plots now remaining in the project. No subsequent valuation exists. Consequently, at the current valuation, the sale proceeds from a potential sale of the plots would not cover the outstanding amounts under the Bonds.

The Issuer believes that it is currently not a good market sentiment to sell parts of the project now or in the next twelve months and that it is therefore important that the maturity date of the Bonds is be extended to cater for a sale of the plots in more favorable market conditions. The Issuer also believes it will take around 24 months to see the full effect of lower inflation, lower yields, and lower construction costs. In combination with the above mentioned, the Issuer believes that the project will be more sellable and profitable in 24 months, and the Issuer also believes that the start of the construction of a micro-living project of around 11,500 sqm will affect the other plots in a positive way and make the other plots more sellable.

Since the acquisition of the three plots, a number of significant milestones have been achieved. This includes the successful adoption of a finalized local plan, paving the way for the procurement of building permit for the micro-living project. Additionally, fruitful negotiations with the municipality have resulted in a completed infra-structure investment by the municipality surpassing EUR 10 million. The Issuer and the municipality also oversee land preparation and the deconstruction of existing structures, with a deliberate focus on reutilizing salvaged materials in the new project's construction.

Despite the challenging market conditions, another notable achievement has been attained. Approximately 15,000 sqm of building rights were successfully divested to a joint venture with AKP (Danish pension fund). The divestment was at a price of approx. DKK 53,300,000. The funds from the sale have among others been applied by the Issuer to pay interest to the Bondholders and repayment of senior financing. This strategic sale was predicated on the Issuer's belief in the favorable pricing, exceeding the acquisition cost (of the specific plot), and serves as a testament to the project's intrinsic appeal. Given that the plots now have been sold to a JV outside of the bond structure, the Bondholders have no financial interest in the two plots sold, but successful project development in the area could have a positive spillover effect on the plots that are still in the structure. Therefore, it should be noted that the joint venture has secured a turnkey construction contract for 15,000 sqm for the two plots and has secured construction financing for this segment of the project.

Furthermore, the Issuer has a financing commitment and currently is negotiating final terms and conditions for a construction financing with a conditional turnkey contract for the approximately 11,500 sqm micro-living development in place. However, two important conditions for receiving the construction financing are that the Issuer can meet all its financial obligations during the construction period, which includes the Bonds and that the lender receives a first-priority pledge over the shares in the property company owning the relevant plot. As mentioned above, with the current market situation, it is likely that the issuer will not be able to repay the Bonds in full on the original Final Maturity Date, why the maturity date of the Bonds needs to be prolonged for the full 24 months, ensuring that the micro-living housing will have enough time to be constructed. It is estimated that once the micro-living development has been finalized, it will result in a sufficient cash flow to repay the Bonds at the end of the prolonged maturity period.

The main plan for the remaining plots is to sell off the plots within the extended maturity period for the Bonds. The Issuer believes that the commencement of the construction of the project with AKP and the micro living project will make the whole area more mature and therefore a better price for the plots can be achieved.

In addition, given the current situation, as described above, the Issuer will during the construction period, face liquidity challenges, why Bondholders are also asked to agree that the interest payments following the original maturity date on 11 February 2024 are capitalized during the prolongation period and paid at the new proposed final maturity date on 11 February 2026. Accrued Interest will however be paid on 11 November 2023 and 11 February 2024.

As consideration for the Bondholders agreeing to the proposed amendments to the Terms & Conditions, the Issuer offers an increased Interest Rate of 15.00% per annum, from the current rate of 12.00% per annum. The new Interest Rate will accrue and be capitalized (without compounding) during the prolongation period and be payable in connection with the new Final Maturity Date on 11 February 2026 (or earlier if the Bonds are repaid in full).

Finally, the current Terms & Conditions do not allow for partial redemption of the Bonds. Given that there could be opportunities to sell of plots or part of them during the prolongation period, the Bondholders are in addition asked to approve of a new provision to the Terms & Conditions to cater for partial optional pro rata redemption of the Bonds with a minimum of 20% of the outstanding amounts under the Bonds each time.

The prolongation is believed by the Issuer to allow continued delivery of good results, benefiting all stakeholders involved and allow the redemption of the outstanding debt.

2. Proposal

Based on the above background and to continue developing and subsequently selling the properties within the project and increase the likelihood of a full repayment of the Bonds, the Bondholders are kindly asked to approve and consent to:

1. a prolongation of the Final Maturity Date from 11 February 2024 until 11 February 2026;
2. an increase of the Interest Rate from 12.00% per annum to 15.00% per annum, as from 12 February 2024;
3. that Interest during the period 12 February 2024 until 11 February 2026 shall accrue and be capitalized (without compounding) and be payable in connection with the new Final Maturity Date on 11 February 2026 (or earlier if the Bonds are repaid in full);
4. that a new provision is added to the Terms & Conditions to cater for partial optional pro rata redemption of the Bonds with a minimum redemption of 20% of the outstanding amounts under the Bonds each time;

5. the granting of a first priority share pledge in shares of the newly established property company which is to become the owner of the micro living project in favour of a third-party Construction Facility lender as security for such facility;
6. to acknowledge the limitation of liability set out in above under the heading "LIMITATION OF LIABILITY OF THE AGENT"; and
7. to approve and authorize the Agent to execute the amended and restated Terms and Conditions reflecting the Proposals and any consequential amendments thereto which the Agent deems necessary in its opinion including updating of the definitions of the relevant Properties to reflect the current ownership and property portfolio (as described in the Investor Presentation), without any liability for the Agent.

The requests for approvals and consents set out in Items 1-7 above are jointly referred to as the "**Proposal**".

Other than the Proposals mentioned above, the Terms & Conditions will continue to apply unchanged.

Consequence of not accepting the Proposal

There is a considerable risk that a sale of the plots within the original maturity period of the Bonds, i.e. cannot be made in amounts that are sufficient to cover the outstanding loan amounts and interest under the Bonds. This would put the Issuer in an insolvency situation and ultimately bankruptcy if a reconstruction is not made. Selling the plots or enforcing the transaction in such situation would be detrimental to the value of the asset, why a recovery by the Bondholders would be limited.

B. Decision procedure

The Agent will determine whether replies received are eligible to participate in the Written Procedure, continuously calculate the replies provided in respect of the Proposal and determine the result of the Written Procedure as soon as possible based thereon.

Once a requisite majority of consents of the Adjusted Nominal Amount for which Bondholders reply in the Written Procedure have been received by the Agent, the relevant decision shall be deemed to be adopted, even if the time period for replies in the Written Procedure has not yet expired.

Information about the decision taken in the Written Procedure will be sent by notice to the Bondholders, published on the websites of the Issuer and the Agent and published by way of press release by the Agent.

Minutes from the Written Procedure shall at the request of a Bondholder be sent to it by the Issuer or the Agent, as applicable.

IF THE PROPOSAL IS APPROVED BY THE WRITTEN PROCEDURE IT WILL BE BINDING ON ALL BONDHOLDERS WHETHER THEY PARTICIPATED IN THE WRITTEN PROCEDURE OR VOTED AGAINST THE PROPOSAL OR NOT, IN ACCORDANCE WITH THE TERMS AND CONDITIONS

Voting rights

Anyone who wishes to participate in the Written Procedure must on **22 September 2023** (the "**Record Date**"):

- (i) be registered on the Securities Account as a direct registered owner (*direktregistrerad ägare*); or

(ii) be registered on the Securities Account as authorised nominee (*förvaltare*),
with respect to one or several Bonds.

If you are not registered as a direct registered owner, but your Bonds are held through a registered authorised nominee (*förvaltare*) or another intermediary, you may have two different options to influence the voting for the Bonds.

1. You can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote in its own name as instructed by you.

2. You can obtain a power of attorney or other authorisation from the authorised nominee or other intermediary and send in your own voting form based on the authorisation. If you hold your Bonds through several intermediaries, you need to obtain authorisation directly from the intermediary that is registered in the Securities Account, or from each intermediary in the chain of holders, starting with the intermediary that is registered in the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Bonds on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Bonds on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Bonds are registered or need authorisation or other assistance to participate.

Bonds owned by the Issuer, any other Group Company or an Affiliate do not entitle the holders to any voting rights and are not included in the Adjusted Nominal Amount.

Quorum

Pursuant to Clause 16(G) of the Terms and Conditions, a quorum in respect of the Written Procedure will only exist if a Bondholder (or Bondholders) representing **at least fifty (50) per cent** of the Adjusted Nominal Amount reply to the Proposal.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the relevant proposal has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure. At the option of each Bondholder, a voting form provided at or before **11 October 2023** in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

Majority

Pursuant to Clause 16(E) of the Terms and Conditions, **at least sixty-six and two thirds (66 2/3) per cent.** of the Adjusted Nominal Amount for which Bondholders reply in the Written Procedure must consent to the Proposal in order for it to be approved.

Final date to vote in the Written Procedure

The Agent must have received the votes by mail, courier or e-mail to the address indicated below no later than by **12:00 CET on 11 October 2023**. Votes received thereafter will be disregarded.



Address for sending replies

By regular mail:

Intertrust (Sweden) AB

Attn: Linus Löfgren, P.O. Box 16285, 103 25 Stockholm

By courier:

Intertrust (Sweden) AB

Attn: Linus Löfgren, Sveavägen 9, 10th floor, 111 57 Stockholm

By e-mail:

trustee@intertrustgroup.com

VOTING FORM

Voting form for the Written Procedure initiated on 22 September 2023 for the up to DKK 250,000,000 (or its equivalent in SEK and EUR) Secured Fixed Rate Corporate Bonds, 2021/2023, with ISIN SE0015346663 (SEK) and SE0015346671 (EUR) (the "Bonds") issued by Gammelhavn Vejle ApS (the "Issuer") on 11 February 2021.

The Issuer requests the Bondholders to approve the Proposal set out in the notice for the Written Procedure. The Agent is hereby empowered to enter into all necessary documentation required to implement the Proposal, in the event the Proposal is approved.

Reply

Name of person/entity voting: _____

Nominal Amount voted for: _____

The undersigned hereby (put a cross in the appropriate box) votes for alternative:

A) Approve

B) Reject

C) Refrain from voting

with respect to the Proposal.

The undersigned hereby confirms (put a cross in the appropriate box) that this voting form shall constitute a vote also for a second Written Procedure (if any) pursuant to clause 16(h) of the Terms and Conditions with respect to the Proposal:

Confirmed

Not confirmed

Signature

Name in print:

Contact information

Email:

Tel:

NOTE: Please attach a power of attorney/authorization if the person/entity voting is not registered on the Securities Account as a direct registered owner or authorized nominee. The voting form shall be signed by an authorized signatory. A certified copy of a registration certificate or a corresponding authorization document for the legal entity shall be appended to the voting form for any legal entity voting. The registration certificate, where applicable, may not be older than one year.

POWER OF ATTORNEY/AUTHORISATION¹

Power of Attorney for the Written Procedure initiated on 22 September 2023 for the up to DKK 250,000,000 (or its equivalent in SEK and EUR) Secured Fixed Rate Corporate Bonds, 2021/2023, with ISIN SE0015346663 (SEK) and SE0015346671 (EUR) (the "Bonds") issued by Gammelhavn Vejle ApS (the "Issuer") on 11 February 2021.

Authorized Person²: _____

Nominal Amount³: _____

Grantor of authority⁴: _____

We hereby confirm that the Authorized Person specified above has the right to vote for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of⁵: _____

We are (put a cross in the appropriate box):

Registered as authorized nominee on a Securities Account

Registered as direct registered owner on a Securities Account

Other intermediary and hold the Bonds through⁶ _____

Date:

Signature

¹ Use this form to confirm a person's/entity's authority to vote if the person/entity is not registered as a direct registered owner or authorized nominee.

² Insert the name of the person/entity that should be authorized to vote.

³ Insert the aggregate nominal amount the Authorized Person should be able to vote for.

⁴ Insert the name of entity/person confirming the authority.

⁵ The total Nominal Amount the undersigned represents

⁶ Mark this option if the undersigned is not registered as authorized nominee or direct registered owner in the Securities Account kept by Euroclear Sweden. Please insert the name of the firm the undersigned holds the Notes through.

For further questions please see below.

To the Agent:

Intertrust (Sweden) AB, Linus Löfgren, trustee@intertrustgroup.com, +46 72 991 5701

Stockholm on 21 September 2023

Intertrust (Sweden) AB

as Agent