

## **Notice of written procedure for senior unsecured floating rate bonds issued by Moment Group AB (publ)**

Stockholm, 24 March 2020

**To holders of the up to SEK 400,000,000 senior unsecured floating rate bonds with ISIN SE0010985978 (the "Bonds") issued by Moment Group AB (publ) (the "Issuer").**

*Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions relating to the Bonds dated 23 March 2018 (the "Terms and Conditions").*

**This notice will be sent by Intertrust (Sweden) AB (the "Agent") to direct registered owners and registered authorised nominees (Sw. *förvaltare*) of the Bonds recorded as of 23 March 2020 in the debt register (Sw. *skuldbok*) kept by Euroclear Sweden. This voting request has also been published on the websites of the Issuer and the Agent in accordance with the Terms and Conditions. If you are an authorised nominee under the Swedish Financial Instruments Accounts Act 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.**

At the request of the Issuer, the Agent, acting in its capacity as agent for the Noteholders under the Terms and Conditions, hereby initiates a written procedure (the "**Written Procedure**") whereby the Noteholders can approve or reject a proposal from the Issuer to make certain amendments to the Terms and Conditions. The request and the background thereto is described in Section A (*Request*) below.

The Request (as defined in section A (*Request*)) is presented to the Noteholders without evaluation, advice or recommendations from the Agent. The Agent has not reviewed or assessed this Notice to a Written Procedure or the Request (and their effects, should it be adopted) from a legal or commercial perspective of the Noteholders and the Agent expressly disclaims any liability whatsoever related to the content of this Notice to a Written Procedure or the Request (and their effects, should it be adopted). The Noteholders must independently evaluate whether the Request and its effects are acceptable or not.

### **All Noteholders are strongly encouraged to review and consider the Request.**

Noteholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**"), and, if applicable, the power of attorney/authorisation, attached hereto as Schedule 2 (the "**Power of Attorney**"), if the Bonds are held in custody other than by the CSD, to the Agent. 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.

The Agent must receive the Voting Form no later than 12.00 (CET) on 21 April 2020 either by mail, courier or email to the Agent using the contact details set out in below in Section B (*Address for sending replies*). Votes received thereafter may be disregarded.

**To be eligible to participate in the Written Procedure a person must fulfil the formal criteria for being a Noteholder on 31 March 2020 (the "Record Date").**

This means that the person must be registered on a Securities Account with the CSD as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Bonds.

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):* 31 March 2020

*Last time and day to vote:* 12.00 (CET) on 21 April 2020

## **A. Request**

### ***Background***

The Issuer has for some time been evaluating options in relation to the restructuring of its operations in order to strengthen its financial position and enhance profitability. With the onset of the COVID-19 crisis the Issuer is, like its peers in the entertainment and experience industries, expecting a severe degree of financial distress and is therefore looking to obtain certain consents from the Noteholders as are necessary in order to be able to not make payment of interest in respect of the Notes for a limited period of time and in that connection assume certain additional undertakings under the Terms and Conditions.

### ***Request for amendments***

The Issuer hereby requests that the Noteholders consent to the following amendments being made to the Terms and Conditions:

- (i) the Interest payable on the Interest Payment Dates falling on 31 March 2020, 30 June 2020 and 30 September 2020 shall not be paid as cash Interest but shall instead on the relevant Interest Date, be added to the Nominal Amount of such Note and thereafter for all purposes be treated as the Nominal Amount of such Note;
- (ii) an additional undertaking shall be added to the Terms and Conditions as a new clause 13.16 as follows:

"13.16 The Issuer undertakes to use (and shall procure that each Group Company uses) all its efforts (having due regard to the ongoing COVID-19 crisis) to renegotiate its lease commitments with a view to decreasing or deferring (as the case may be) as far as possible the costs associated with the leasing of the Group's premises."

(the "**Request**").

### **Authority for the Agent to implement the Request**

For the purpose of carrying out the Request set out in Section A above the Issuer requests that the Noteholders irrevocably authorise and assign to the Agent, or whoever the Agent appoint in its place, to, on the Noteholders behalf, do all such acts and things and to execute such other agreements or documents as may be necessary or desirable to give effect to this Request. For the avoidance of doubt, the authorisation includes that the Agent is entitled to approve such necessary amendments to the Terms and Conditions to give effect to the Request.

## **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 Request 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 Noteholders 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 Noteholders, published on the websites of the Issuer and the Agent and published by way of press release by either the Agent or the Issuer.

If the Request is approved by the Written Procedure it will be binding on all Noteholders whether they participated in the Written Procedure or voted against the Request or not, in accordance with the Terms and Conditions.

### ***Voting rights***

Anyone who wishes to participate in the Written Procedure must on 31 March 2020 (the "**Record Date**"):

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

(ii) be registered on the Securities Account as authorised nominee (Sw. *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 (Sw. *förvaltare*) or another intermediary, you have two different options to vote for the Bonds.

1. You can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote on your behalf as instructed by you.
2. You can obtain a power of attorney (Schedule 2) 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 debt register as noteholder of the Securities Account, or from each intermediary in the chain of Noteholders, starting with the intermediary that is registered in the debt register as noteholder of the Securities Account as authorised nominee or direct registered owner.

Whether either 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(h) (*Decisions by Noteholders*) of the Terms and Conditions, a quorum in respect of the Written Procedure will only exist if Noteholders representing **at least fifty (50) per cent** of the Adjusted Nominal Amount reply to the Request.

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 Noteholder, a voting form provided at or before 12.00 (CET) on 21 April 2020 in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

**Majority**

Pursuant to Clause 16(f) (*Decisions by Notheholders*) of the Terms and Conditions, **at least sixty-six and two thirds (66 2/3) per cent.** of the Adjusted Nominal Amount for which Noteholders reply in a Written Procedure must consent to the Request 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 21 April 2020**. Votes received thereafter will be disregarded.

**Address for sending replies**

*By regular mail:*

Intertrust (Sweden) AB  
Attn: Beatrice Gustafsson, P.O. Box 16285, 103 25 Stockholm

*By courier:*

Intertrust (Sweden) AB  
Attn: Beatrice Gustafsson, Sveavägen 9, 10th floor 111 57 Stockholm

*By e-mail:*

trustee@intertrustgroup.com

For further questions please see below:

To the Issuer: Moment Group AB (publ)  
Josefin Dalum, CEO  
josefin.dalum@momentgroup.com  
+46703948092  
Trädgårdsgatan 2  
411 08 Göteborg

To the Agent: Intertrust (Sweden) AB, Beatrice Gustafsson  
trustee@intertrustgroup.com, +46 70 141 10 82

**Stockholm on 24 March 2020**

**Intertrust (Sweden) AB**

**as Agent**

**VOTING FORM**

**For the Written Procedure initiated on 24 March 2020 for the up to SEK 400,000,000 senior unsecured floating rate bonds with ISIN SE0010985978 (the "Bonds") issued by Moment Group AB (publ).**

**The Issuer requests the Noteholders to approve the Request set out in the notice for the Written Procedure.**

**The Agent is hereby empowered to enter into all necessary documentation required to implement the Request, in the event the Request 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 Request.

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 17 (j) (*Decisions by the Noteholders*) of the Terms and Conditions with respect to the Request:

**Confirmed**       **Not confirmed**

Signature

Name in print:

Contact information

Email:

Tel:

**NOTE: Please attach a power of attorney/authorisation if the person/entity voting is not registered on the Securities Account as a direct registered owner or authorised nominee. The voting form shall be signed by an authorised signatory. A certified copy of a registration certificate or a corresponding authorisation 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/AUTHORISATION**

**Written Procedure initiated on 24 March 2020 for the up to SEK 400,000,000 senior unsecured floating rate bonds with ISIN SE0010985978 (the "Bonds") issued by Moment Group AB (publ).**

Authorised Person<sup>2</sup>: \_\_\_\_\_

Nominal Amount<sup>3</sup>: \_\_\_\_\_

Grantor of authority<sup>4</sup>: \_\_\_\_\_

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

We represent an aggregate Nominal Amount of<sup>5</sup>: \_\_\_\_\_

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

- |  |  |
|--|--|
|  | Registered as authorised nominee on a Securities Account         |
|  | Registered as direct registered owner on a Securities Account    |
|  | Other intermediary and hold the Bonds through <sup>6</sup> _____ |

Date:

Signature

\_\_\_\_\_

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<sup>2</sup> Insert the name of the person/entity that should be authorised to vote.

<sup>3</sup> Insert the aggregate nominal amount the Authorised Person should be able to vote for.

<sup>4</sup> Insert the name of entity/person confirming the authority.

<sup>5</sup> The total Nominal Amount the undersigned represents

<sup>6</sup> Mark this option if the undersigned is not registered as authorised nominee or direct registered owner in the Securities Account kept by Euroclear. Please insert the name of the firm the undersigned holds the Bonds through.