

Denne melding til obligasjonseierne er kun utarbeidet på engelsk. For informasjon vennligst kontakt Nordic Trustee AS

**To the bondholders in:**

**ISIN: NO001081052.6 - Mølleparken 4 Senior BondCo AS FRN Senior Secured Bonds 2017/2020**

Oslo, 24 October 2018

## **Notice of a Written Resolution**

### **1. INTRODUCTION**

Nordic Trustee AS is appointed as Bond Trustee for the above mentioned bond issue with ISIN NO001081052.6 (the "**Bond Issue**").

Unless otherwise stated, capitalised terms used herein have the meaning assigned to them in the bond terms for the Bond Issue originally dated 16 November 2017 (the "**Bond Terms**").

The Issuer has requested that the Bond Trustee issue this request for a Written Resolution pursuant to Clause 15.5 (Written Resolutions) of the Bond Terms to consider approval of the Proposed Resolution (as defined below).

*The information in this notice for Written Resolution regarding the Issuer, market conditions and the described transactions are provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information. Bondholders are encouraged to read this notice in its entirety.*

### **2. BACKGROUND**

Ragde Eiendom AS ("**Ragde**") has submitted an offer for all the shares of the Issuer's ultimate parent company Mølleparken 4 AS ("**Mølleparken**"), or alternatively, the Issuer's parent company Mølleparken 4 Junior BondCo AS ("**Junior Bondco**") (the "**Transaction**"). The offer has been approved by Mølleparken's general meeting. Completion of the Transaction will trigger a Change of Control unless the Bondholders have approved Ragde as a Permitted Transferee, cf. the definition of "Change of Control Event" in the Bond Terms. A Permitted Transferee needs to be approved by at least 50% of the Bondholders.

The Issuer is sending this notice of a written resolution in order to get the Bondholders approval of Ragde as a Permitted Transferee under the Bond Terms. If the Bondholders approve the Issuer's proposal, the Put Option in clause 10.3 of the Bond Terms will not be triggered by the Transaction. If the Bondholders reject Ragde as a Permitted Transferee and the Transaction is completed, the Issuer may redeem all the Outstanding Bonds at 101% of the Nominal Amount (plus accrued and unpaid interest) in accordance with clause 10.4 (a) of the Bond Terms.

### 3. PROPOSAL

The Issuer proposes that the Bondholders' Meeting adopts the following resolution (the "**Proposal**"):

*"Ragde Eiendom AS (including any company in the same group of companies as Ragde Eiendom AS) is approved as a Permitted Transferee under the Bond Terms."*

### 4. EVALUATION OF THE PROPOSED AMENDMENTS

#### 4.1 The issuer's evaluation

The Issuer believes that the Transaction is beneficial to all Bondholders and recommends the Bondholders to approve the Proposal.

#### 4.2 Further information

For further information about the Issuer, please visit the Issuer's website [www.molleparken4.no](http://www.molleparken4.no).

#### 4.3 Non-reliance

The request is put forward to the Bondholders without further evaluation or recommendations from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders by the Bond Trustee or any of its advisors. The Bondholders must independently evaluate whether the proposed changes are acceptable and vote accordingly.

It is recommended that the Bondholders seek counsel from their legal, financial and tax advisers regarding the effect of the Proposal.

### 5. WRITTEN RESOLUTION

Bondholders are hereby provided with a voting request for a Written Resolution pursuant to Clause 15.5 of the Bond Terms. For the avoidance of doubt, no physical Bondholders' Meeting will be held.

For a vote to be valid, the Bond Trustee must have received it by post, courier or email to the address indicated in the enclosed form at Schedule 1 (the "**Voting Form**") no later than 7 November 2018 at 12:00 (Oslo time) (the "**Voting Deadline**").

Notwithstanding the Voting Deadline, and subject to the provisions of Clause 15.5 (g) of the Bond Terms, the Proposed Resolution will become effective automatically upon receipt of affirmative votes by or on behalf of the Bondholders who at the date of this notice represent such majority of votes as would be required if the Proposed Resolution was voted on at a Bondholders' Meeting at which all Bondholders entitled to attend and vote thereat were present and voting.

\* \* \*

Yours sincerely

**Nordic Trustee AS**



Morten S. Bredeesen

Enclosed: Voting Form

## SCHEDULE 1 – VOTING FORM

### FRN Mølleparken 4 Senior BondCo AS Senior Secured Bond Issue 2017/2020 with ISIN NO 0010810526

The undersigned holder or authorised person/entity votes in the following manner:

☐ **In favour** of the Proposal

☐ **Against** the Proposal

ISIN <b>ISIN NO 0010810526</b>	Amount of bonds owned
Custodian name	Account number at Custodian
Company	Day time telephone number
	E-mail:

Enclosed to this form is the complete printout from our custodian/VPS,<sup>1</sup> verifying our bondholding in the bond issue as of \_\_\_\_\_ 2018.

We acknowledge that Nordic Trustee AS in relation to the Written Resolution for verification purposes may obtain information regarding our holding of Bonds on the above stated account in the securities register VPS.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Authorised signature

**Return:**

Nordic Trustee AS  
P.O.Box 1470 Vika  
N-0116 Oslo

Telefax: +47 22 87 94 10  
Tel: +47 22 87 94 00  
mailto: mail@nordictrustee.com

<sup>1</sup> If the bonds are held in custody other than in the VPS, an evidence provided from the custodian – confirming that (i) you are the owner of the Bonds, (ii) in which account number the Bonds are hold, and (iii) the amount of Bonds owned.