

Notice of Written Procedure for senior secured bonds issued by Östermyra Bruk AB (publ)

To holders of the up to SEK 200,000,000 (or its equivalent in NOK or USD) senior secured fixed rate NOK, SEK and USD bonds due 2017 with SEK ISIN NO 0010771330, NOK ISIN NO 0010771322 and USD ISIN NO0010771314 (the "Bonds") issued by Östermyra Bruk AB (publ) (the "Issuer") on 12 September 2016.

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 12 September 2016 (the "Terms and Conditions").

This notice will be sent by Intertrust (Sweden) AB (the "Trustee") on 6 September 2017 to direct registered owners and registered authorised nominees of the Bonds. This voting request has also been published on the website of the Trustee, in accordance with the Terms and Conditions. If you are an authorised nominee under the Norwegian Securities Register Act of 2002 no.64 (NW. *Verdipapirregisterloven*) 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.

Intertrust (Sweden) AB is acting as Trustee on behalf of the Bondholders under the Terms and Conditions.

The Issuer has asked the Trustee, acting in its capacity as trustee for the Bondholders under the Terms and Conditions, to initiate a written procedure (the "**Written Procedure**") whereby the Bondholders can approve or reject a proposal from the Issuer. The request and the background thereto is described in Section A (*Request*) below.

The information in this Notice of Written Procedure regarding the Request, the Issuer and market conditions is provided by the Issuer, and the Trustee expressly disclaims any liability whatsoever related to such information.

Bondholders may participate in the Written Procedure by voting through VPS, through you nominees or by completing and sending the voting form attached to this notice in Schedule 1 to the Trustee. The Trustee must **receive the voting form no later than by 12.00 (CET) on 22 September 2017** by regular mail, via courier or e-mail to the addresses indicated below under Section B (*Address for sending replies*). 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 **22 September 2017**.

To be eligible to participate in the Written Procedure a person must fulfil the formal criteria for being a Bondholder **on 6 September 2017** (the "**Record Date**"). This means that the person must be registered on a Securities Account with Verdipapirsentralen ASA as a direct registered owner or authorised nominee 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, substantially in the form as attached hereto as Schedule 2. 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.

A. Request

1. Background

1.1 About Barents Center

The property owned by the Issuer consists of freehold sites Haparanda Patan 1 and Patan 2 with building permits to build a shopping centre, a stadium, a school and healthcare buildings with total lettable area of 49,435 sq m. Zooning plan for Patan 1 and Patan 2 has been approved. Building permit has been approved and earth work has been completed. The property is located between IKEA (Sweden) and Rajalla shopping centre (Finland), next to the border of Tornio, Finland. In the Haparanda-Tornio area there are lots of retail stores compared to the size of the cities. The location at the border with a lot of traffic makes it a good location for retail. For consumers there are advantages in terms of price and availability of some products when shopping in two different countries. IKEA has had approximately 1 million visitors per year in recent years. The retail situation is considered very good in the area. The first phase consists of a school, a stadium, a public healthcare facility and a shopping area. As for the school and the stadium, there are 25 year lease contracts with the city of Haparanda. The second phase consists of a shopping mall.

1.2 About the contemplated transaction

In November of 2016 Concent Holding AB (publ), ("Concent") entered into a share transfer agreement with BC Investment AB ("BC Investment") through which BC Investment has agreed to acquire the shares in the affiliate company Östermyra Bruk AB (publ), the Issuer, being the owner of Haparanda Patan 1 and 2. BC Investment consists of a group of investors with the Finnish entrepreneurs Erkki Hanhiova and Jarmo Viitala as the main owners which both will be involved in the production, leasing and operation of Barents Center. Jarmo Viitala has long experience in producing and operating malls. The acquisition is conditional on upon the buyer's financing of the acquisition. Under the share purchase agreement, the buyer has an obligation to ensure that the Bonds are repaid in connection with the purchase of the Issuer. On the 30 June 2017, Concent announced that the completion of the share purchase acquisition was extended until the 12 September 2017 on otherwise unchanged terms. As the buyer has not yet received financing they are not able to complete the acquisition and therefore Östermyra Bruk AB (publ) have to request an extension of the final redemption date under the Bonds. The problem with arranging the financing

is mainly due to the problems Concent had during the spring and summer of 2017 and has because of that not been able to adequately support the buyer in development of the different aspects of this large project.

2. Proposal

2.1 Request to extend bond loan

The Issuer, an affiliate to Concent, has issued bonds at a nominal value of approximately SEK 200,000,000. The original Redemption Date of the Bonds is 12 September 2017. The Issuer hereby requests that the Bondholders approve an extension of three months with the possibility to additional extensions of one month at a time on two occasions. Redemption Date will therefore be 12 December 2017, with the possibility to extend until 12 January 2018 and 12 February 2018.

3. The way forward

Concent and BC Investment are working together on a long term solution to finance the construction of the properties. For this purpose a new project organization is being organized consisting of a new hire and employees from Concent and BC Investment. Concent is now well-organized and thereby able support the buyer in the development of Barents Center.

4. Consequences of not extending the loan

It is important that the construction and completion of the buildings do not get further delayed as the buildings are expected to be completed in 2019. In Concent's view the consequences of not extending the final maturity of the Bonds are that default will occur and the Trustee can initiate a pledge enforcement resulting in a potential capital impairment for both Bondholders and shareholders of Concent. Furthermore, Concent will have to undergo a company reorganization which is a time-consuming process and does not guarantee a satisfactory outcome which could also lead to a bankruptcy. In summary, insolvency will be imminent if the final maturity of the Bonds is not extended.

5. Information from the Agent – Non Payment

Due to the above, the Bonds will not be redeemed in full together with accrued but unpaid interest on the Redemption Date 12 September 2017 as stipulated in the Terms and Conditions.

The non-payment will constitute an Event of Default pursuant to Clause 14.1 (*Non-payment*) of the Terms and Conditions.

Pursuant to Clause 14.10 (*Acceleration*), the Agent shall within 20 Business Days of actual knowledge of the Event of Default decide whether the Bonds shall be accelerated. If the Agent,

during the stipulated time period, decides to not accelerate the Bonds, the Agent shall promptly seek instructions from the Bondholders.

Since the Issuer has initiated this Written Procedure requesting that the Bondholders approve a three month extension of the Redemption Date with the possibility of additional extensions of one month at a time on two occasions (proposed Redemption Date will therefore be 12 December 2017, with the possibility to extend until 12 January 2018 and 12 February 2018), we have decided to not accelerate the Bonds for payment with immediate effect as per 12 September 2017 until a resolution has been passed through this Written Procedure.

Please note that Bondholders representing at least 10 per cent. of the Adjusted Nominal Amount may request that a Bondholders' Meeting is convened for the purpose of deciding on a matter relating to the Finance Documents, including instructions to the Agent to accelerate the Bonds.

6. Proposed resolution

6.1 The resolution

Request

The Issuer requests that the Bondholders approve the proposed amendments to the Terms and Conditions set out below (the "Request").

The definition of "Redemption Date" under Clause 1.1 (Definitions) of the Terms and Conditions is amended to have the following wording:

"Redemption Date" means, subject to the Issuer's extension option pursuant to Clause 11.1(b), 12 December 2017.

Clause 11.1.(b) of the Terms and Conditions is amended to have the following wording:

11.1(b) The Issuer has the right to extend the original Redemption Date one (1) month at a time on two occasions, by giving notice to the Trustee and Bondholders at five (5) Business Days prior to the original Redemption Date or the extended final redemption date. If so requested by the Issuer, the Issuer shall redeem the Bonds on the extended final redemption date with an amount per Bond equal to the Nominal Amount together with accrued but unpaid Interest.

B. Decision procedure

The Trustee 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 Bondholders reply in the Written Procedure have been received by the Trustee, the relevant decision shall be deemed to be adopted, even if the time period for replies in the Written Procedure has not yet expired. A matter resolved upon in a duly performed Written Procedure is binding on all Bondholders, irrespective of whether or not they have provided a response in the Written Procedure.

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 Trustee and published by way of press release by either the Trustee or the Issuer.

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

If the Request is approved by the Written Procedure it will be binding to all Bondholders 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 6 September 2017** (the "**Record Date**"):

- (a) be registered on the Securities Account as a direct registered owner; or
- (b) be registered on the Securities Account as authorised nominee,

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 may have four different options to influence the voting for the Bonds.

1. Directly registered owners can vote via VPS Investortjenester. (Only applicable for Norwegian holders with VPS account in Norway)
2. 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. If the Bonds are held in custody - i.e. the owner is not registered directly in the VPS - the custodian must confirm: (i) the ultimate owner of the Bonds, (ii) the aggregate nominal amount of the Bonds; and (iii) the account number in VPS on which the Bonds are registered.

3. The individual Bondholder may authorise the Trustee to vote on its behalf, in which case the Bondholder's Form also serves as a proxy. A duly signed Bondholder's Form, authorising the Bond Trustee to vote, must then be returned to the Trustee in due time before last day for replies (by scanned e-mail, courier or post).
4. You can obtain a power of attorney or other authorisation (proof of ownership) from the authorised nominee or other intermediary and send in your own voting form based on the authorisation. A duly signed Voting Form (Schedule 1), authorising the Trustee to vote, must then be returned to the Trustee in due time before last day for replies (by scanned e-mail, courier or post).

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 Trustee 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 (i) 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 Request.

If a quorum does not exist, the Trustee 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 12.00 (CET) on **22 September 2017** in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

Majority

Pursuant to Clause 16 (g) of the Terms and Conditions, more than **two-thirds (2/3)** of the Adjusted Nominal Amount for which Bondholders 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 Trustee must have received the votes by mail, courier or e-mail to the address indicated below no later than by **12.00 (CET) on 22 September 2017** Votes received thereafter will be disregarded.

Please find attached hereto a Bondholder's Form from the Securities Depository (VPS), which indicates your bondholding at the printing date. The Bondholder's Form will serve as proof of ownership of the Bonds and of the voting rights in the Written Procedure. If the Bonds are held in custody - i.e. the owner is not registered directly in the VPS - the custodian must confirm: (i) the owner of the Bonds, (ii) the aggregate nominal amount of the Bonds; and (iii) the account number in VPS on which the Bonds are registered.

The individual Bondholder may authorise the Trustee to vote on its behalf, in which case the Bondholder's Form also serves as a proxy. A duly signed Bondholder's Form, authorising the Bond Trustee to vote, must then be returned to the Bond Trustee in due time before last day for replies (by scanned e-mail, courier or post).

In the event that Bonds have been transferred to a new owner after the Bondholder's Form was made, the new Bondholder must bring to the Bondholders' Meeting or enclose with the proxy, as the case may be, evidence which the Bond Trustee accepts as sufficient proof of the ownership of the Bonds.

Address for sending replies

By regular mail:

Intertrust (Sweden) AB

Attn: Anna Litewka, P.O. Box 16285, 103 25 Stockholm, Sweden

By courier:

Intertrust (Sweden) AB

Attn: Anna Litewka, Sveavägen 9, 10th floor 111 57 Stockholm, Sweden

By e-mail:

trustee@intertrustgroup.com

For further questions please see below:

To the Trustee:

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Björn Sahlström

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Stockholm on 6 September 2017

Intertrust (Sweden) AB as Trustee

Schedule 1 VOTING FORM

for the Written Procedure initiated on 6 September 2017 for the up to SEK 200,000,000 (or its equivalent in NOK and USD) senior secured fixed rate NOK, SEK and USD bonds due 2017 with SEK ISIN NO 0010771330, NOK ISIN NO 0010771322 and USD ISIN NO0010771314 (the "Bonds") issued by Östermyra Bruk AB (publ) (the "Issuer") on 12 September 2016

Östermyra Bruk AB (publ) requests the Bondholders to approve the Request set out in the notice for the Written Procedure.

The Trustee 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 16(j) of the Terms and Conditions with respect to the Request:

Confirmed **Not confirmed**

Signature

Name in print:

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.

**Schedule 2
POWER OF ATTORNEY/AUTHORISATION/PROOF OF OWNERSHIP¹**

for the Written Procedure initiated on 6 September 2017 for the up to SEK 200,000,000 (or its equivalent in NOK and USD) senior secured fixed rate NOK, SEK and USD bonds due 2017 with SEK ISIN NO 0010771330, NOK ISIN NO 0010771322 and USD ISIN NO0010771314 (the "Bonds") issued by Östermyra Bruk AB (publ) (the "Issuer") on 12 September 2016

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 VPS. Please insert the name of the firm the undersigned holds the Bonds through.