

Notice of Written Procedure for senior unsecured callable floating rate bonds in Oscar Properties Holding AB (publ)

To the holders of the maximum SEK 500,000,000 senior unsecured callable floating rate bonds with ISIN SE0005936390 (the "Bonds") issued by Oscar Properties Holding AB (publ) (the "Issuer") on 3 September 2014

This voting request for procedure in writing will be sent by regular mail on 5 April 2019 to Holders directly registered in the debt register (Sw. skuldbok) kept by Euroclear Sweden AB. This voting request has also been published on the websites of the Issuer and the Agent (as defined below), 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. For further information, please see below under Voting rights.

Intertrust (Sweden) AB (the "**Agent**") is under the Terms and Conditions appointed as Agent for the above mentioned issuance of Bonds of the Issuer. In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a procedure in writing, whereby Holders can vote for or against the Issuer's request to amend the Terms and Conditions.

All capitalised terms used herein and not otherwise defined in this notice (the "**Notice to a Written Procedure**") shall have the meanings assigned thereto in the Terms and Conditions for the Bonds.

This voting request, and associated enclosed Schedules 1 and 2, have been construed in accordance with applicable regulations in the Terms and Conditions.

Holders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**"), and, if applicable, a power of attorney/authorisation, substantially in the form as attached hereto as Schedule 2 (the "**Power of Attorney**"), if the Bonds are held in custody other than with Euroclear Sweden AB, 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 (CEST), 6 May 2019**, by regular mail, via courier or e-mail to the addresses indicated below under section 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 Holder on **16 April 2019 (the "Record Date")**. This means that the person must be registered on a Securities Account with Euroclear Sweden AB, being the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Bonds.

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

A. Request

Background

As communicated in a press release dated 2 April 2019, the Issuer has taken operational, strategic and financial measures to adapt its business to the prevailing market situation. Among other things, the project portfolio has been adapted through a number of divestments and conversions. Furthermore, three new concepts have been launched to broaden the business and a cost-saving program has been implemented with estimated cost savings of approximately SEK 30 million annually. Including the cancelled dividend on preference shares and the winding-up of the construction operations, liquidity of approximately SEK 117 million is made available annually, which the Group can use to invest in the business to generate long-term shareholder value.

The Issuer is working on a plan to create a long-term sustainable capital structure given the new market conditions. Against this background, the Issuer intends to extend its Bond loan and proposes certain other amendments to the Terms and Conditions as being described below under "Proposal".

In summary the main amendments include the following:

- 1) the maturity of the Bond loan will be extended by two years from September 3, 2019 to September 3, 2021;
- 2) the redemption price for the Bonds will be changed to 100 percent of the Nominal Amount up to and including 3 September 2019, with the subsequent half-yearly increase of 2 percent, to a maximum of 108 percent the last extension year (which ends September 3, 2021);
- 3) the coupon rate will be increased from 3 September 2019 to Stibor 3 months + 8 percent; and
- 4) the Issuer will undertake, among other things, not to pay any dividend on shares before the new maturity date of the Bond, 3 September 2021, or until the bond loan has been repaid.

A condition for the Bond extension is that the Issuer makes a voluntary amortisation of 25 per cent of the Nominal Amount of the Bond loan (*i.e.* SEK 112,500,000) at par no later than December 31, 2019 (the "**Bond Amortisation**"). If the Bond Amortisation has not been made by 31 December 2019 at the latest, the Bond loan matures for immediate payment. The Issuer intends to finance the Bond Amortisation by divesting parts of its existing property portfolio. Agreements on such divestments have not yet been concluded and the financing of the Bond Amortisation is thus not secured. The extension of the Bond loan will furthermore be conditional on that the Issuer no later than 31 December 2019 offers the Holders to convert Bonds for the equivalent of 40 percent of the Bond loan's Nominal Amount into ordinary shares of series B in the Issuer. As part of the Bond extension, the Issuer will - until the repayment and / or conversion of a total of 50 per cent of the Bond loan's Nominal Amount - provide a share pledge in the project Gasklockan.

As communicated in the press release dated 2 April 2019, certain fund managers, including Spiltan and Mangold (for discretionary managed client's accounts), which together hold approximately 23 percent of the Bonds, support the Issuer's proposal and have undertaken in advance to accept and vote for the proposed amendments to the Terms and Conditions of the Bond loan. Following the press release, additional bondholders, which together holds and additional 16 percent, are positive to the proposal and intend to vote for the proposed amendments. In addition, Mangold holds Bonds in custody for its clients corresponding to an additional 7 percent of the outstanding Bonds and these bondholders can follow Mangold's general recommendation to vote for the proposed amendments.

The Issuer further investigates the possibilities of changing its share structure through a voluntary exchange process whereby preference shareholders are given the opportunity to exchange their preference shares to ordinary shares in the Issuer. The Issuer has initiated discussions with some major holders of the Issuer's preference shares regarding the terms of such an exchange procedure, a

concrete exchange proposal will require a special Annual General Meeting approval in order to be implemented. No proposal regarding this is submitted to the Annual General Meeting 2019.

Proposal

Amendments of the Terms and Conditions

The Holders are hereby requested to approve the amendments to the Terms and Conditions as set out in Schedule 3 which are summarised under this section "Proposal".

Certain consequential amendments and updates may also be made to the Terms and Conditions, which includes any amendment necessary to comply with the rules and regulations of the CSD.

For a complete understanding of the amendments, please review the amended Terms and Conditions set out in Schedule 3. Blue and underlined text in the Terms and Conditions indicates additions whereas red and crossed-out text indicates removals.

Extension of the redemption date

As set forth in Schedule 3, the term for the Bonds will be extended by two years, which implies that the extended final redemption date will be 3 September 2021 (the "**Extended Final Redemption Date**"). On the Extended Final Redemption Date, all Bonds will be redeemed with an amount per Bond equal to 108.00 per cent. of the Nominal Amount together with accrued but unpaid Interest.

The extension is subject to a voluntary amortisation of 25 per cent of the Nominal Amount of the Bond loan at par no later than December 31, 2019. The extension is furthermore conditional on that the Issuer no later than 31 December 2019 offers the Holders to convert Bonds for the equivalent of 40 percent of the Bond loan's Nominal Amount into ordinary shares of series B in the Issuer (the "**Conversion**").

In the event the above conditions are not met by December 31, 2019, the Bond will immediately mature and fall due for payment at par.

Security

As set forth in Schedule 3, the Issuer will, until a partial amortisation and / or the Conversion have been made of a total of 50 per cent of the Bond loan's Nominal Amount, provide a share pledge in the project Gasklockan.

Spiltan Fonder and Mangold Fondkommission will be authorised to act on behalf of all Holders to, in their sole discretion, release the security should any external lender providing a loan to project Gasklockan require the same security assets. The authorisation is subject to that at least one of Spiltan Fonder and Mangold Fondkommission are holding Bonds at the time such release decision is taken. Spiltan Fonder and Mangold Fondkommission shall have no liability towards other Holders, either directly or indirectly, for such decision.

Increased interest

As set forth in Schedule 3, from 3 September 2019, the interest will increase to 3 months Stibor + 800 basis points.

Special undertakings

As set forth in Schedule 3, no distributions to the shareholders will be permitted. Moreover, Group Companies will not be permitted to issue Market Loans with maturity/early redemptions prior to the

Extended Final Redemption Date, except for any existing Market Loans or any extension or refinancing of existing Market Loans. No issuance of Subsequent Bonds will be permitted.

Call option and amortisation

As set forth in Schedule 3, amended provisions will be included regarding the call options and provisions will be added regarding amortisations.

The Issuer may redeem the Bonds in full (call option) or may partly amortise Bonds in accordance with the following (together with accrued but unpaid Interest):

- a. 100.00 per cent. of the Nominal Amount until 3 September 2019;
- b. 102.00 per cent. of the Nominal Amount if the call option is exercised on or after 4 September 2019 up to (but excluding) 4 March 2020;
- c. 104.00 per cent. of the Nominal Amount if the call option is exercised on or after 4 March 2020 up to (but excluding) 4 September 2020;
- d. 106.00 per cent. of the Nominal Amount if the call option is exercised on or after 4 September 2020 up to (but excluding) 4 March 2021; and
- e. 108.00 per cent. of the Nominal Amount if the call option is exercised on or after 4 March 2021 up to (but excluding) the Extended Final Redemption Date.

Request

The purpose of the Written Procedure is to obtain consent to the amendments of the Terms and Conditions and obtain the confirmations in accordance with what is set out under Proposal and as set out in Schedule 3 attached hereto.

Non-reliance

The Request is presented to the Holders 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 Holders 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 Holders must independently evaluate whether the above Request (and its effects) is acceptable or not.

All Holders are strongly encouraged to review and consider the Request and the underlying information.

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 Holders 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. The Issuer and the Agent shall enter into the amended and restated Terms and Conditions. In addition, the Issuer and the Agent may agree to take any action deemed required in order to implement the Request.

Information about the decision taken in the Written Procedure will be sent by notice to the Holders, 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 to all Holders 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 **16 April 2019** (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 may have two different options to influence the voting for the Bonds.

Bonds registered with a nominee

If you are not registered as a direct registered owner, but your Bonds are held through a registered authorised nominee 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 (Schedule 2) 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 bondholder of the Securities Account, or from each intermediary in the chain of bondholders, starting with the intermediary that is registered in the debt register as a bondholder of 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, another Group Company or an Affiliate of the Issuer do not entitle to any voting rights.

Quorum

In order to form a quorum, Holders representing **at least fifty (50.00) per cent.** of the Adjusted Nominal Amount must reply to the Request in the Written Procedure.

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.

Majority

To approve the Request, **at least three quarters (3/4)** of the Adjusted Nominal Amount for which Holders reply in the Written Procedure must consent to the Request.

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 6 May 2019**. Votes received thereafter will be disregarded.

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

Address for sending replies

By regular mail:

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

By courier:

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

By e-mail:

trustee@intertrustgroup.com

For further questions please see below:

To the Agent:

Intertrust (Sweden) AB, Mia Fogelberg, trustee@intertrustgroup.com, +46 73 314 15 29

To the Issuer:

Oscar Properties Holding AB (publ), Oscar Engelbert, oscar@oscarproperties.se, + 46 70 568 00 01

Stockholm on 5 April 2019

Intertrust (Sweden) AB

as Agent

Schedule 1 VOTING FORM

for the Written Procedure initiated on 5 April 2019 up to SEK 500,000,000 senior unsecured callable floating rate bonds with ISIN SE0005936390 (the "Bonds") issued by Oscar Properties Holding AB (publ) (the "Issuer") on 3 September 2014.

Oscar Properties Holding AB (publ) requests the Holders 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.

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.

Schedule 2 POWER OF ATTORNEY/AUTHORISATION¹

for the Written Procedure initiated on 5 April 2019 up to SEK 500,000,000 senior unsecured callable floating rate bonds with ISIN SE0005936390 (the "Bonds") issued by Oscar Properties Holding AB (publ) (the "Issuer") on 3 September 2014.

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

Schedule 3

Amended Terms and Conditions