

PlusPlus Financial S.à r.l.

(société à responsabilité limitée)

1, Rue Jean Piret

L-2350 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg B268205

(the “**Issuer**”)

MINUTES OF THE MEETING

held on 26 September 2023

(the “**Adjourned Meeting**”)

relating to the

EUR 100,000,000.00 11 % Senior Secured Bonds 2022/2026

International Securities Identification Number (ISIN): XS2502401552

Common Code: 250240155

(the “**Bonds**”)

The Adjourned Meeting was held with the majority of the holders of the Bonds (the “**Holder**s”) being represented at the Adjourned Meeting by Ms. Sylvie Denayer (the “**Proxyholder**”).

The following persons participated to the Adjourned Meeting:

- the Holders listed under the attendance list for the Adjourned Meeting attached hereto (the “**Attendance List**”), represented by the Proxyholder;
- Mr. Andreas Heinzmann, lawyer on behalf of GSK Stockmann SA; and
- Ms. Angela Permunionian, lawyer on behalf of GSK Stockmann SA.

The Adjourned Meeting opened at **1:10 PM CET**. The Holders resolved to appoint Mr. Andreas Heinzmann as chairman (the “**Chairman**”), Ms. Angela Permunionian as secretary (the “**Secretary**”).

The Holders being present or represented at the Adjourned Meeting, acknowledged receipt of the convening notice dated 19 September 2023 (the “**Convening Notice**”). Terms defined in the Convening Notice shall have the same meaning in these minutes of the Adjourned Meeting (the “**Minutes**”), unless otherwise defined herein.

The Chairman noted that the principal purposes of the Adjourned Meeting, as set out in the Convening Notice, are the following (the “**Agenda**”):

1. ***Opening of the Adjourned Meeting and formalities***
2. ***Approval of the Uniform Resolution Proposal and Connected Resolution***
3. ***Approval of Connected Resolution***
4. ***Miscellaneous***

1. ***Opening of the Adjourned Meeting and formalities***

The Chairman and the Secretary, on the basis of the assessment made by the Tabulation Agent, verified the representation by the Proxyholder of 34 holders of 20,183 (twenty thousand one hundred eighty-three) Bonds, representing 27.78 per cent. of the Bonds outstanding. As shown in the Attendance List, holders of 20,183 (twenty thousand one hundred eighty-three) Bonds, representing 27.78 per cent. of the Bonds outstanding are present or represented at the Adjourned Meeting. The Chairman circulated the attendance list, which was signed by the Chairman and the Secretary.

The Chairman reported that, in accordance with Condition 16.3 of the Terms and Conditions, no quorum was necessary for the Adjourned Meeting, which could validly deliberate on the items on the Agenda.

Then, upon proposal of the Chairman, the Holders agreed to deliberate and discuss all the further items of the Agenda.

2. ***Approval of the Uniform Resolution Proposal and Connected Resolution***

The Holders were requested to express their vote on the following resolution (as further set out in the Convening Notice):

- (a) whether they intend to terminate the Bonds on the basis of Condition 13.6 of the Terms and Conditions; and
- (b) whether they intend to instruct the Security Agent to make a payment demand under the Guarantees and to enforce the Transaction Security Documents,

subject to the condition that, in the event that the Holders decide against the termination of the Bonds and the enforcement of the Guarantees and the Transaction Security Documents, the Connected Resolution shall be deemed approved and shall be implemented.

2.1 ***Approval of the Uniform Resolution Proposal***

The Holders resolved as follows:

- In favour of the termination of the Bonds and the enforcement of the Guarantees and the Transaction Security Documents: 15.81 % of the votes cast;
- Against the termination of the Bonds and the enforcement of the Guarantees and the Transaction Security Documents: 84.19 % of the votes cast;
- Abstain: 0.00 % of the votes cast.

The Holders resolved not to terminate the Bonds and not to enforce the Guarantees and the Transaction Security Documents.

3. *Approval of Connected Resolution*

The Chairman explained that the Connected Resolution set out in section 2.2 of the Convening Notice is deemed automatically approved and effective in the event that the Holders decide against the termination of the Bonds and the enforcement of the Guarantees and the Transaction Security Documents. No distinct or separate vote or resolution need be taken on the Connected Resolution.

4. *Miscellaneous*

The Holders and the Chairman acknowledged that no other holder of the Bonds was present or represented at the Adjourned Meeting, and resolved to close the Adjourned Meeting.

Each resolution passed at the Adjourned Meeting shall become effective upon publication of these Minutes on the website of the Issuer (<https://pluspluscapital.eu/investor-relations>) in accordance with section 6.4 of the Convening Notice.

The Adjourned Meeting was effectively closed at 1:40 PM CET.



By: Mr. Andreas Heinzmann

Function: Chairman



By: Ms. Angela Permunian

Function: Secretary

ATTACHMENT
Attendance List