

## **NOTICE OF PROCEDURE IN WRITING FOR BONDS 2012/2017 ISSUED BY BAYPORT MANAGEMENT LTD**

**to holders of the maximum SEK 700 million bond loan  
with ISIN SE0004649713 ("the "Bonds")  
issued by Bayport Management Ltd (the "Issuer")  
on 12 June 2012**

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*Capitalized terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions for the Bonds (the "**Terms and Conditions**").*

**This notice has been sent by the Agent to directly registered owners and registered authorised nominees (*förvaltare*) of the Bonds as of 14 March 2016 in the debt ledger produced by Euroclear Sweden. 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 under **Voting rights in section B (*Decision procedure*) for further information.****

Intertrust CN (Sweden) AB (the "**Agent**") acting in its capacity as agent for the Holders under the Terms and Conditions, hereby initiates a procedure in writing whereby the Holders can approve or reject a requests made by the Issuer. The Issuer gives a background to the requests, please see under *Background* in section A (*Requests*).

Holders participate by completing and sending the voting form attached below to the Agent. The Agent must **receive the voting form no later than by 5 PM CET on 15 April 2016** by mail, via courier or e-mail to the addresses indicated below. Votes received thereafter may be disregarded.

To be eligible to participate in this procedure in writing a person must **fulfill the formal criteria for being a Holder on 8 April 2016** (the "**Record Date**"). This means that the person must be registered on a Securities Account with Euroclear Sweden as a direct registered owner (*direktregistrerad ägare*) or authorised nominee (*förvaltare*) 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 Holder on the Record Date, to be able to participate. An alternative may be to ask the person that is registered as a Holder 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.

## Relevant dates

<b>14 March 2016</b>	Record date for Holders to receive this notice
<b>18 March 2016</b>	Date of this notice
<b>23 March 2016</b>	Notice deemed received by Holders and ten banking days' reply period starts
<b>8 April 2016</b>	Record Date for voting
<b>15 April 2016</b>	Last day for replies in this procedure in writing
<b>On or about 18 April 2016</b>	Press release by the Issuer announcing the outcome of this procedure in writing and information on the implementation of any approved resolutions

## A. Requests

### **Background**

The Issuer intends to merge the maximum SEK 800 million bond loan with ISIN SE0005393477 ("**Bond 2013/2017**") issued by the Issuer on 23 September 2013 with the Bonds ("**Bond 2012/2017**") (the "**Bond Merger**").

If the Bond Merger is approved, holders of Bonds 2013/2017 will receive one (1) new Bond 2012/2017 in exchange for each Bond 2013/2017 held on a record date to be specified by the Issuer in a press release, please see under *Implementation* in section B (*Decision procedure*). Upon the completion of the Bond Merger, the aggregate outstanding Nominal Amount of Bond 2012/2017 will be increased with the aggregate outstanding nominal amount of Bond 2013/2017 and Bond 2013/2017 will be cancelled and cease to exist.

After the Bond Merger, Bond 2013/2017 and Bond 2012/2017 will be governed by the same terms and conditions (*i.e.*, the terms and conditions for Bond 2012/2017), have an aggregate nominal amount of SEK 1.5 billion and have the same ISIN (SE0004649713) and Nominal Amount (SEK 1 million).

A blacklined version of the Terms and Conditions setting forth the purported changes to be made as a result of the Bond Merger is attached hereto as Appendix 1 (a). The main changes relate to (i) increasing the maximum aggregate nominal amount to SEK 1.5 billion, (ii) adjusting the number of shares in the definitions of the Founder and Kinnevik Ownership Events to reflect the share split of the Issuer's shares and (iii) clarifying that the purpose of the bond loan is general corporate purposes, including acquisitions.

Immediately following the Bond Merger becoming legally effective, the Issuer intends to align the Terms and Conditions for Bond 2012/2017 (*i.e.*, the combined bond after the Bond Merger) with the terms and conditions for the maximum SEK 1.5 billion bond loan with ISIN SE0007577358 issued by the Issuer on 23 October 2015 (the "**Alignment of the Terms and Conditions**").

A blacklined version of the Terms and Conditions setting forth the purported changes to be made as a result of the Alignment of the Terms and Conditions is attached hereto as Appendix 1 (b). The main changes relate to (i) aligning the financial covenants "ratio of Funds From Operations to Interest Expense" and "ratio of Net Interest-Bearing Debt to Loan Book", (ii) increasing the maximum aggregate nominal amount to SEK 1.5 billion, (iii) adjusting the number of shares in the definitions of the Founder and Kinnevik Ownership Events to reflect the share split of the Issuer's shares and (iv) clarifying that the purpose of the bond loan is general corporate purposes, including acquisitions.

A separate procedure in writing for Bond 2013/2017 has been instigated simultaneously with this procedure in writing to resolve upon the same matters as described in this notice.

In the Issuer's opinion, the Bond Merger will be beneficial to both sets of bondholders and the increased outstanding volume is expected to optimise

liquidity, trading and pricing of the Issuer's bonds. The Bond Merger and the subsequent Alignment of the Terms and Conditions will also simplify and streamline the Issuer's administration of its outstanding bond loans and strengthen the Issuers efficiency on the capital markets.

### ***Requests***

The Issuer requests that the Holders approve the proposed resolutions set out below (the "**Requests**").

- 1. The first Request is to approve the Bond Merger and, if approved, that the Bond Merger shall take legal effect immediately and that the second Request (below) shall be voted upon as if the approved Bond Merger had been implemented. By approving the Bond Merger, the Holders also approve the Terms and Conditions to be modified to enable the Bond Merger as set forth in Appendix 1 (a).**
- 2. The second Request is to approve the Alignment of the Terms and Conditions as set forth in Appendix 1 (b).**

The first request is conditional upon that the corresponding procedure in writing for Bond 2013/2017 approves the first Request.

The second Request is conditional upon that this procedure in writing, and the corresponding procedure in writing for Bond 2013/2017, has approved the first Request (including that the Bond Merger will take legal effect immediately). Following such approvals, the votes from both procedures in writing shall be combined and the majority requirement for the second Request will be fulfilled if a qualified majority of the combined nominal amount for which bondholders reply in this procedure in writing and the corresponding procedure in writing for Bond 2013/2017 vote in favour of the Alignment of the Terms and Conditions, as set forth under *Majority* in section B (*Decision procedure*).

Appendix 1 (a) and Appendix 1 (b) are alternative versions of the Terms and Conditions. The changes in Appendix 1 (a) shall be adopted if only the first Request is approved and the changes in Appendix 1 (b) shall be adopted if both the first and second Requests are approved.

## **B. Decision procedure**

The Agent will determine if received replies are eligible to participate and calculate the result.

The minutes from this procedure in writing shall be held available for the Holders at the Issuer and at the Agent.

A matter decided will be binding for all Holders, irrespective of them responding in this procedure in writing.

### ***Implementation and tax considerations***

Information about the decisions taken in this procedure in writing, and the corresponding procedure in writing for Bond 2013/2017, will be sent by notice to the Holders, be published as a press release and published on the websites of the Issuer and the Agent.

**The press release will be issued on or about 18 April 2016 and contain information regarding (i) the record date on which a holder of Bonds 2013/2017 must be registered in order to receive new Bonds 2012/2017 in the Bond Merger, (ii) the cancellation date of Bond 2013/2017, (iii) the settlement date of the increase of the aggregate outstanding Nominal Amount of Bond 2012/2017 and (iv) the expected listing date of the new Bonds 2012/2017 on Nasdaq Stockholm.**

The following summary of certain tax considerations that may arise as result of the Bond Merger is based on current Swedish tax legislation and is intended only as general information for bondholders who are tax resident in Sweden for tax purposes. The tax consequences outlined below are those in the view of the Issuer based on an assessment obtained from an external tax adviser. However it cannot be excluded that the Swedish Tax Agency may have a different view of the tax consequences of the Bond Merger. It is therefore recommended that each bondholder openly discloses the facts and circumstances of the Bond Merger in its income tax return to avoid any potential penalties.

The Bond Merger whereby holders of Bonds 2013/2017 will receive one (1) new Bond 2012/2017 in exchange for each Bond 2013/2017 should not be viewed as a taxable disposal for holders of Bond 2013/2017. Instead, the cost basis of Bond 2013/2017 should be allocated to the received new Bonds 2012/2017.

The Bond Merger will be implemented without withholding or deduction for any applicable taxes.

Each bondholder must make its own determination as to the tax consequences of the Bond Merger and is recommended to consult a tax adviser for information with respect to the special tax consequences that may arise in each individual case, including the applicability and effect of foreign income tax rules, provisions contained in double taxation treaties and other rules, which may be applicable.

### ***Voting rights***

Anyone who wishes to participate in this procedure in writing must on 8 April 2016:

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

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

- (a) 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.
- (b) You can obtain a power of attorney 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 Securities Account, or from each intermediary in the chain of holders, starting with the intermediary that is registered in 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 this procedure in writing and do not know how your Bonds are registered or need authorisation or other assistance to participate.

Bonds held by the Issuer or any of its subsidiaries do not entitle to any voting rights.

### ***Quorum***

Quorum only exists if Holders representing twenty (20) per cent. of the Nominal Amount reply to the request in this procedure in writing.

Bonds held by the Issuer or any of its subsidiaries shall not be considered when calculating if a quorum exists.

If a quorum does not exist, the time for replies in this procedure in writing shall be extended with ten (10) Banking Days, provided that the relevant proposal has not been withdrawn by the Issuer. No quorum requirement will apply to such prolonged procedure in writing.

**Majority**

1. At least two thirds (2/3)<sup>1</sup> of the Nominal Amount for which Holders reply in this procedure in writing must consent to the first Request in order for it to be approved.
2. At least two thirds (2/3) of the combined nominal amount for which bondholders reply in this procedure in writing and the corresponding procedure in writing for Bond 2013/2017 must consent to the second Request in order for it to be approved.

**Final date to vote in this procedure in writing**

The Agent must have received the votes by mail, courier or e-mail to the address indicated below no later than at 5 PM CET on 15 April 2016. Votes received thereafter may be disregarded.

**Address for sending replies**

*By regular mail:*

Intertrust CN (Sweden) AB  
Att: Anna Litewka (Director)  
PO Box 162 85  
103 25 Stockholm

*By courier:*

Intertrust CN (Sweden) AB  
Att: Anna Litewka (Director)  
Sveavägen 9  
111 57 Stockholm  
Sweden

*By e-mail:*

E-mail: [trustee@intertrustgroup.com](mailto:trustee@intertrustgroup.com)

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<sup>1</sup> The Bond 2013/2017 investors were upon their investment informed of the possibility of a Bond Merger, which is also explicitly stated in the terms and conditions for Bond 2013/2017. With respect to the first Request, the corresponding majority requirement in the procedure in writing for Bond 2013/2017 is that more than fifty (50) per cent. of the nominal amount for which holders reply in that procedure in writing consent to the first Request in order for it to be approved.

## VOTING FORM

**for the procedure in writing initiated on 18 March 2016 in the bond loan with ISIN SE0004649713 issued by Bayport Management Ltd**

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Bayport Management Ltd requests that the Holders approve the proposals as set out in the notice of the procedure in writing (the Requests).

The Agent is hereby empowered to enter into all necessary documentation required to implement the proposals, in the event that the Requests are approved.

### Reply

Name of person/entity voting: \_\_\_\_\_

Nominal Amount voted for: \_\_\_\_\_

#### FIRST REQUEST

The undersigned hereby (put a cross in the appropriate box):

<b>Approve</b> <input type="checkbox"/>	<b>Reject</b> <input type="checkbox"/>	<b>Refrain from voting</b> <input type="checkbox"/>
with respect to the first Request (regarding approval of the Bond Merger)		

#### SECOND REQUEST

The undersigned hereby (put a cross in the appropriate box):

<b>Approve</b> <input type="checkbox"/>	<b>Reject</b> <input type="checkbox"/>	<b>Refrain from voting</b> <input type="checkbox"/>
with respect to the second Request (regarding approval of the Alignment of the Terms and Conditions)		

*SIGNATURE AND CONTACT INFORMATION ON THE NEXT PAGE REQUIRED*



Signature

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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 (except for registered authorized nominees) 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/AUTHRISATION<sup>2</sup>

**for the procedure in writing initiated on 18 March 2016 in the bond loan with ISIN SE0004649713 issued by Bayport Management Ltd**

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Authorised Person<sup>3</sup>: \_\_\_\_\_

Nominal Amount<sup>4</sup>: \_\_\_\_\_

Grantor of authority<sup>5</sup>: \_\_\_\_\_

We hereby confirm that the authorised person specified above has the right to vote for the Nominal Amount set out above. This power of attorney is only valid for the period of the procedure in writing.

We represent an aggregate Nominal Amount of<sup>6</sup>: \_\_\_\_\_

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

Registered as authorised nominee in the Securities Account

Registered as direct registered owner in the Securities Account

Other intermediary and hold the Notes through<sup>7</sup> \_\_\_\_\_

Date:

Signature

\_\_\_\_\_  
Name in print:

<sup>2</sup> Use this form to confirm a person's/entity's authority to vote if the person is not registered as a direct registered owner or an authorised nominee.

<sup>3</sup> Insert the name of the person/entity that should be authorised to vote.

<sup>4</sup> Insert the total nominal amount the Authorised Person should be able to vote for.

<sup>5</sup> Insert the name of entity/person confirming the authority.

<sup>6</sup> The total Nominal Amount the undersigned represents.

<sup>7</sup> Mark this option if the undersigned is not registered as authorised nominee or direct registered owner in the Securities Account kept by Euroclear Sweden. Please insert the name of the firm the undersigned hold the bonds through.

For further questions please see below:

To the Agent: Intertrust CN (Sweden) AB, Anna Litewka (Director), phone:  
+46 (0)8 402 72 11/+46 (0)8 402 72 00, e-mail: trustee@intertrustgroup.com

To the Issuer: Bayport Management Ltd, Alexandra Schnuir (Capital Markets:  
Legal Transactor), phone: +27 (0)11 236 7381/+27 (0)82 899 7423, e-mail:  
alexandras@bayportfinance.com

**Stockholm on 18 March 2016**

**Intertrust CN (Sweden) AB  
as Agent**