

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

**To the bondholders in:**

**ISIN: NO0012428996 - MHH Holding B.V. FRN senior secured callable bond issue 2022/2025**

Oslo, 13 November 2023

### **Exercise of voluntary early redemption (Call Option)**

Nordic Trustee AS (the “**Bond Trustee**”) acts as bond trustee for the Bondholders in the above mentioned bond issue (the “**Bond Issue**”) where HMH Holding B.V. is the issuer (the “**Issuer**”).

All capitalized terms used herein shall have the meaning assigned to them in the bond terms dated 9 February 2022 as amended by an amendment agreement dated 1 August 2023 (the “**Bond Terms**”).

The Issuer has notified the Bond Trustee of the conditional exercise of the Call Option to redeem the Outstanding Bonds in whole in accordance with Clause 10.2 (*Voluntary early redemption - Call Option*) paragraph (a) (i) of the Bond Terms, as follows:

<b>Redemption amount:</b>	All Outstanding Bonds
<b>Redemption price:</b>	Make Whole Amount plus accrued and unpaid interest (as described below)
<b>Record Date:</b>	24 November 2023
<b>Call Option Repayment Date:</b>	28 November 2023

The Make Whole Amount and the Interest Rate applicable from and including 10 November 2023 to, but not including the Call Option Repayment Date will be calculated 5 Business Days prior to the Call Option Repayment Date and will be confirmed to the Bondholders by way of a press release published by the Issuer and a notice published by the Bond Trustee.

The Call is conditional upon the successful issue of the senior secured bond issue that was announced by the Issuer by way of press release 22 November 2023 and the satisfaction of the conditions for disbursement of the proceeds therefrom subject to a closing procedure, the net proceeds which will be used in part towards payment of the Redemption amount (the “**Condition**”).

The fulfilment of the Condition will be confirmed to the Bondholders through a press release.

Should the Condition not be satisfied no later than 22 November 2023, the Call will not occur (unless the Condition has been waived by the Issuer in its sole discretion) which will, in such case, be confirmed to the Bondholders through a press release.

Yours sincerely

**Nordic Trustee AS**



Vivian Trøsch