

**To the Bondholders in:**

**ISIN NO0012883174 - Alber Investment S.à r.l. – FRN Senior Secured NOK 1,000,000,000 Callable Open Bond Issue 2023/2028**

2 April 2025

## **SUMMONS FOR A WRITTEN RESOLUTION**

Nordic Trustee AS (the "**Bond Trustee**") acts as bond trustee for the bondholders (the "**Bondholders**") in the above mentioned bond issue (the "**Bonds**" or the "**Bond Issue**") issued by Convene Midco S.à r.l. (formerly known as Alber Investment S.à r.l.) as issuer (the "**Issuer**") pursuant to the bond terms originally dated 19 April 2023 (as amended from time to time, the "**Bond Terms**").

All capitalised terms used, but not defined herein, shall have the same meaning assigned to them in the Bond Terms. References to Clauses and paragraphs are references to Clauses and paragraphs of the Bond Terms.

*The information in this summons (the "**Summons**") regarding the Issuer, market conditions and described transactions is provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information.*

### **1 BACKGROUND**

The Issuer's indirectly wholly owned subsidiary, Convene AS (org. no. 995 250 640, "**Convene**"), has negotiated a loan from Innovasjon Norge (org. no. 986 399 445, "**Innovation Norway**") in an amount up to NOK 25,000,000 (the "**IN Loan**") for the purpose of financing certain activities of the Group. The IN Loan shall be secured by a first priority NOK 25,000,000 pledge over Convene's machinery and plant, a second priority NOK 25,000,000 pledge over Convene's trade receivables, and a guarantee (*Nw. selvskyldnerkausjon*) from Convene Holding AS (org. no. 919 505 214, "**Convene Holding**") (together the "**IN Security**"). In addition, the IN Loan is contemplated to be secured by a share pledge over the shares owned by Convene Holding in Convene on second priority with step-up-rights behind the NOK 2,000,000,000 pledge in favour of the Bond Trustee as security for the Bonds (the "**IN Share Pledge**").

Reference is made to the Bond Terms' Clause 13.7 (*Financial Indebtedness*) and Clause 13.9 (*Permitted Security*). It is the view of the Issuer that the IN Loan is permitted pursuant to each of letters (e) and (i) of the definition "Permitted Financial Indebtedness". Further, that the guarantee to be provided by Convene Holding is permitted pursuant to letter (k) of the definition of "Permitted Financial Indebtedness", and the remaining IN Security is permitted pursuant to letter (g) of the definition of "Permitted Security". However, pursuant to the Bond Terms, Convene needs the consent and acceptance of the Bondholders that Innovation Norway shall receive the IN Share Pledge as security for the IN Loan.

The Issuer and Bondholders representing at least 70% of the Voting Bonds have discussed the IN Loan, IN Security, and the granting of the IN Share Pledge. While considering the benefits for Convene and the Group as a whole by receiving the IN Loan compared to the limited added risk to the Bonds, it has been confirmed by such Bondholders that it is acceptable to grant the IN Share Pledge.

Therefore, with pre-approval from Bondholders representing at least 70% of the Voting Bonds, the Issuer therefore requests consent and acceptance by written resolution from the Bondholders that Innovation Norway is granted the IN Share Pledge as security for the IN Loan.

## 2 PROPOSAL

Based on the above, the Issuer has requested the Bond Trustee to summon for a Written Resolution to propose that the Bondholders resolve on the consent and acceptance set out below (the "**Proposal**");

*The Bondholders accept and consent to Innovation Norway being granted a share pledge over all shares owned by Convene Holding AS (org. no. 919 505 214) in Convene AS (org. no. 995 250 640) as security for the IN Loan on second priority with step-up-rights behind the first priority pledge in favour of the Bond Trustee as security for the Bonds.*

## 3 UNDERTAKINGS

The Issuer shall, and, where relevant, shall ensure that each member of the Group, during the period from the date of this Summons until the Maturity Date promptly comply without undue delay with all information requests from the Bond Trustee.

## 4 EVALUATION OF THE PROPOSAL AND NON-RELIANCE

The Proposal is put forward to the Bondholders without further evaluation or recommendation from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders from the Bond Trustee. Each Bondholder should independently evaluate the Proposal and vote accordingly. It is recommended that the Bondholders seek counsel from their legal, financial and tax advisers regarding the effect of each of the Proposal.

The Bond Trustee expressly disclaims any and all liability whatsoever in connection with the Proposal (including but not limited to the information contained herein).

## 5 FURTHER INFORMATION

For further questions to the Issuer, please contact its legal advisor:

Name: Tor Herdlevær  
E-mail: the@selmer.no

For further questions to the Bond Trustee, please contact Lars Erik Lærum at Laerum@nordictrustee.com.

## 6 WRITTEN RESOLUTION

Bondholders are hereby provided with a voting request for a Written Resolution pursuant to Clause 16.5 (*Written Resolutions*) of the Bond Terms. For the avoidance of doubt, no Bondholders' Meeting will be held.

It is proposed that the Bondholders resolve the following (the "**Proposed Resolution**");

*"The Bondholders approves the Proposal as described in section 2 (Proposal) of this Summons.*

*The Bond Trustee is hereby authorized to implement the Proposal and carry out other necessary work to implement the Proposal, including to prepare, negotiate, finalize and enter into all necessary agreements in connection with documenting the decisions made by way of this Written Resolution as well as carry out necessary completion work, including agreeing on necessary amendments to the Bond Terms and other Finance Documents (if any)."*

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**Voting Period:** The Voting Period shall expire ten (10) Business Days after the date of this Summons, being on 16 April 2025 at 16:00 Oslo Time. The Bond Trustee must have received all votes necessary in order for the Written Resolution to be passed with the requisite majority under the Bond Terms prior to the expiration of the Voting Period.

**How to vote:** A scan of a duly completed and signed Voting Form (attached hereto as Schedule 1), together with proof of ownership/holdings must be received by the Bond Trustee no later than at the end of the Voting Period and must be submitted by e-mail to mail@nordictrustee.com.

A Proposed Resolution will be passed if either: (a) Bondholders representing at least a 2/3 majority of the total number of Voting Bonds vote in favour of the relevant Proposed Resolution prior to the expiry of the Voting Period; or (b) (i) a quorum representing at least 50% of the total number of Voting Bonds submits a timely response to the Summons and (ii) the votes cast in favour of the relevant Proposed Resolution represent at least a 2/3 majority of the Voting Bonds that timely responded to the Summons.

If no resolution is passed prior to the expiry of the Voting Period, the number of votes shall be calculated at the expiry of the Voting Period, and a decision will be made based on the quorum and majority requirements set out in Clause 16.1 (*Authority of the Bondholders' Meetings*).

The effective date of a Written Resolution passed prior to the expiry of the Voting Period is the date then the resolution is approved by the last Bondholder that results in the necessary voting majority being achieved.

If the above resolution is not adopted as proposed herein, the Bond Terms and other Finance Documents will remain unchanged.

Yours sincerely

Nordic Trustee AS



Lars Erik Lærum

Enclosed:

Schedule 1: Voting Form

## Schedule 1 - Voting Form

### ISIN NO 0012883174 - Alber Investment S.à r.l. – FRN Senior Secured NOK 1,000,000,000 Callable Open Bond Issue 2023/2028

The undersigned holder or authorized person/entity, votes either in favor of or against the Proposed Resolution as defined in the Summons for Written Resolution as of 2 April 2025.

☐

In favour of the Proposed Resolution

☐

Against the Proposed Resolution

<b>ISIN</b> NO0012883174	<b>Amount of bonds owned</b>
<b>Custodian Name</b>	<b>Account number at Custodian</b>
<b>Company</b>	<b>Day time telephone number</b>
	<b>E-mail</b>

Enclosed to this form is the complete printout from our custodian/VPS<sup>1</sup>, verifying our bondholding in the bond issue as of \_\_\_\_\_.

We acknowledge that Nordic Trustee AS in relation to the Written Resolution for verification purpose may obtain information regarding our holding of Bonds on the above stated account in the securities register VPS.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Authorized signature

<sup>1</sup> If the Bonds are held in custody other than in the VPS, evidence provided from the custodian confirming that (i) you are the owner of the Bonds, (ii) in which account number the Bonds are held, and (iii) the amount of Bonds owned.

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