

# Victoria House SA

a public limited liability company (*société anonyme*)  
governed by the laws of the Grand Duchy of Luxembourg,  
with registered office at 1c, rue Gabriel Lippmann, L-5365 Munsbach  
Grand Duchy of Luxembourg

and registered with the Luxembourg Register of Commerce and Companies  
(*Registre de Commerce et des Sociétés de Luxembourg (RCS)*) under the registration  
number B217569  
(“**Issuer**”)

## CONVENING NOTICE

relating to the

**Series 1 EUR 18,500,000 bonds with a maturity on 19 October 2022  
composed of EUR 9,000,000 bonds, consolidated and  
forming a single series with EUR 9,500,000 bonds  
issued under a EUR 35,000,000 bond programme**

International Securities Identification Number (ISIN): XS1707681752

Common Code: 170768175

(the “**Bonds**”)

with a term from 20 October 2017 until 19 October 2022 and divided into 18,500 Bonds in the principal amount of EUR 1,000.00, each payable to the bearer and ranking *pari passu* with each other.

Notice of a meeting of bondholders is hereby given to the holders of the Bonds (respectively one “**Holder**” and together the “**Holders**”) to be held on 4 October 2021 at 02:00 P.M. CET at the premises of GSK Stockmann SA, as further set out below

(“**Meeting**”; this convening notice to the Meeting, “**Convening Notice**”).

### Preliminary notices

Holders should note the following information:

The publication of this Convening Notice and the information contained herein does not constitute an offer. In particular, the publication and the information contained herein constitute neither an offer to sell nor an offer or invitation to buy, acquire or subscribe for notes or other securities in the Grand Duchy of Luxembourg or any other member state of the European Economic Area (EEA).

The following sections 1 and 2 were prepared voluntarily by the Issuer in order to explain to the Holders the background to the proposed resolution of the Meeting and the items contained therein.

This Convening Notice has been given through the Clearing System in accordance with Condition 11.2 of the terms and conditions of the Bonds (the “**Terms and Conditions**”). Neither the Issuer nor affiliated companies nor its respective legal representatives, employees or advisers and agents assume any obligation in connection with this Convening Notice to update the information contained herein or to provide information about circumstances after the date of this Convening Notice.

Terms defined in the Terms and Conditions, the base prospectus dated 19 October 2017 (the “**Base Prospectus**”) and the final terms of the Bonds dated 20 October 2017 (the “**Tranche 1 Final Terms**”) and the final terms of the Bonds dated 9 November 2017 (the “**Tranche 2 Final Terms**”, which were consolidated and form a single series with the Bonds issued under the Tranche 1 Final Terms) to be read in conjunction with the Base Prospectus and amending and/or supplementing the Terms and Conditions (together, the “**Final Terms**”) shall have the same meaning in this Convening Notice, unless otherwise defined herein.

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## 1. DESCRIPTION OF THE ISSUER AND THE GROUP

The Issuer was incorporated in the Grand Duchy of Luxembourg as a public limited liability company (*société anonyme*) with unlimited duration on 23 August 2017 under the name BerLux SA, having its registered office at 1c, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg and is registered with the Luxembourg trade and companies register under number B 217569. On 5 April 2018, the name of the Issuer was changed to Victoria House SA.

The Group has been engaged in development of residential developments since 1998. Activity of the Group concentrates almost in 100% in residential development of single-family homes and condominium project and their sales to final consumers. Majority of the finalized projects has been completed in Warsaw metropolitan area in Poland, but recently also in Berlin metropolitan area due to high demand for residential development as a result of city demographic expansion.

## 2. EXPLANATION OF THE PROPOSED RESOLUTION

The Group is currently developing projects in, amongst others, Berlin and Poland and as a result of the COVID-19 pandemic, local administration offices worked slower and permits for such projects were delayed. Consequently, the realization of the projects, financed by, amongst others, the issue of the Bonds, takes longer than envisaged. The Group is therefore seeking approval of the Holders to extend the term of the Bonds until 19 October 2027 by amending the Final Terms. In addition, the Group is seeking approval of the Holders to increase the Interest Rate of the Bonds from the current 4.00 per cent. to 4.50 per cent by amending the Final Terms.

## 3. UNIFORM RESOLUTION PROPOSAL | AGENDA

The Issuer proposes to the Holders to adopt the following resolution, consisting of the resolution items in the following section 3.1 as a uniform resolution proposal (“**Uniform Resolution Proposal**”) pursuant to section 3.2 and puts this Uniform Resolution Proposal to the vote:

### 3.1 Amendment and Restatement of the Final Terms pursuant to Condition 11.3 (*Quorum and majority*) of the Terms and Conditions

(a) The term of the Bonds shall be extended and the existing Maturity Date (as defined in Condition 1 (*Definitions*) of the Terms and Conditions in connection with section 1 (*GENERAL INFORMATION*) of the Final Terms) shall be postponed by five (5) years, i.e. from 19 October 2022 to 19 October 2027. This includes the following amendments of the Final Terms:

- Section 1 (*GENERAL INFORMATION*) of the Final Terms, the definition of Maturity Date shall be amended and restated as follows:

“Maturity Date: 19 October 2027.”

(b) The Interest Rate of the Bonds (as defined in Condition 1 (*Definitions*) of the Terms and Conditions in connection with section 2 (*INTEREST AND REDEMPTION BASIS*) of the Final Terms) shall be increased from the current 4.00 per cent. to 4.50 per cent. This includes the following amendments of the Final Terms:

- Section 2 (*INTEREST AND REDEMPTION BASIS*) of the Final Terms, the definition of Interest Rate shall be amended and restated as follows:

“(a) Interest Rate: 4.50 per cent. per annum payable in arrears on each Interest Payment Date on the Outstanding Amount.”,

(the “**Amendments**”).

All other provisions of the Final Terms and the Terms and Conditions shall remain unaffected.

### **3.2 Uniform resolution**

The resolution items in section 3.1. constitute a Uniform Resolution Proposal. These resolution items will therefore only be voted on uniformly within the framework of the Uniform Resolution Proposal.

### **3.3 Effectiveness of the uniform resolution**

Each resolution passed pursuant to this section 3 shall become effective upon publication of the uniform resolution of the Holders on the website of the Issuer (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) in accordance with section 7.4.

### **3.4 Issuer’s consent**

The Issuer hereby grants its consent in advance, i.e. with publication of this Convening Notice, to the Uniform Resolution Proposal.

### **3.5 Effectiveness of the Amendments**

Following the effectiveness of the Uniform Resolution Proposal in accordance with section 3.3 above, the amendments of the Final Terms will become effective once the amended and restated Final Terms have been filed with the Luxembourg stock exchange and with the common depository for Clearstream, Luxembourg.

A notice to this effect will be accordingly published on the website of the Issuer (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

#### 4. QUORUM AND MAJORITY REQUIREMENT

Modification of the Terms and Conditions, and, in connection therewith, the Final Terms (other than any modification, authorization or waiver as described in Condition 11.14 (*Amendments not requiring a Bondholders' resolution*)), may only be made by a resolution approved by two-thirds of votes cast (an "**Extraordinary Resolution**"). Other resolutions concerning, inter alia, (i) the approval of any conservatory measure taken in the common interest of the Holders, (ii) the determination of any other measures aimed at defending the Holders' interests or the exercise by the Holders of their rights, will be taken by a resolution approved by a simple majority of votes cast (an "**Ordinary Resolution**").

According to section 3., the resolution items as set forth in section 3.1 represent a Uniform Resolution Proposal, whereby these resolution items are only voted on uniformly within the framework of the Uniform Resolution Proposal. The resolution items pursuant to sections 3.1(a) and 3.1(b) are intended, in particular, to amend the maturity of the principal claim of the Bonds pursuant to Condition 11.3(a)(i) of the Terms and Conditions. The Uniform Resolution Proposal therefore requires, as an Extraordinary Resolution, a majority of two-thirds of votes cast pursuant to Condition 11.3(a) (*Quorum and majority*) of the Terms and Conditions.

The quorum in accordance with Condition 11.3 (*Quorum and majority*) will only be satisfied if the Holders who duly participate in the vote (i.e., in particular according to the provisions of this Convening Notice) in terms of value represent at least half of the outstanding Bonds.

Bonds whose voting rights are suspended do not count as outstanding Bonds.

Pursuant to Condition 11.3 (*Quorum and majority*), if no quorum is present within thirty (30) minutes from the time appointed for any meeting of the Holders, the meeting shall be adjourned to such day (not being less than fourteen (14) days nor more than twenty-eight (28) days after the date of the original meeting) and time and place as the chairman directs. At any such adjourned meeting the Holder or Holders or proxies for Holders present, regardless of the number of Bonds held or represented by them, will constitute a quorum for all purposes.

#### 5. LEGAL CONSEQUENCES UPON ADOPTION OF THE RESOLUTION

The legal consequences differ depending on whether the Uniform Resolution Proposal will be passed or not.

If the Holders validly pass the Uniform Resolution Proposal, this has, in particular, the following legal consequences:

- A resolution on the Uniform Resolution Proposal passed by the Holders with the necessary majority is equally binding on all Holders, even if they did not participate in the resolution or voted against any of the Uniform Resolution Proposal.

- The Final Terms will be amended and restated in accordance with the Uniform Resolution Proposal.

If the Uniform Resolution Proposal is not passed (e.g., because the quorum is not met or the required majority is not reached), the Final Terms remain valid in their present form.

## **6. PROCEDURE OF THE MEETING**

### **6.1 Place and time**

The Meeting will be held at the premises of the law firm GSK Stockmann SA, 44, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg on 4 October 2021 at 02:00 P.M. CET, or at the different place and time communicated by the Issuer on its website no later than two Business Days before the Meeting.

Lawyers of GSK Stockmann SA will act as chairman (the “**Chairman**”) and secretary (the “**Secretary**”) of the Meeting.

### **6.2 Voting Procedure**

As a consequence of the COVID-19 pandemic, participation to the Meeting will be possible only in accordance with article 1(1) of the Luxembourg law of 23 September 2020, as amended, introducing measures concerning meetings in companies and other legal entities.

#### **(a) Appointment of the Proxyholder**

Holders can exercise their voting rights by appointing Mr. Franck Cera as a proxy (with power of substitution) (the “**Proxyholder**”) to participate in and vote at the Meeting on their behalf by indicating the type of vote in respect of the Uniform Resolution Proposal.

Once the instructions to vote by proxy at the Meeting have been given, the Holder's interest in the Bonds will be blocked until the conclusion of the Meeting. This means that it may not be possible to sell such Bonds until the conclusion of the Meeting.

Proxies shall be cast with Clearstream Banking, S.A., Luxembourg (“**Clearstream**”) or with Euroclear Bank SA/NV (“**Euroclear**”) and, with Clearstream, the “**Clearing System**”) by submitting an electronic voting instruction (including a Special Confirmation with Blocking Notice) to vote and to block the relevant Bonds in the relevant Clearing System, given in such form as is specified by the Clearing System from time to time (the “**Consent Instruction**”). Each Consent Instruction must be delivered through the relevant Clearing System by a Holder in accordance with the procedures of the relevant Clearing System instructing the relevant Clearing System that the vote attributable to the Bonds, which are the subject of such electronic voting

instruction, should be cast in a particular way in relation to the Uniform Resolution Proposal and the amendments of the Final Terms.

Each Holder must clearly state in its Consent Instruction:

- consent to the grant a proxy to vote to the Proxyholder;
- its full name and address, in order to allow its clear identification by the Proxyholder;
- the aggregate nominal amount of the Bonds credited to his/her securities account on the date of such statement.

The Clearing System will deliver the Consent Instructions received from the Holders during the Submission Period (as defined below) to Hauck & Aufhäuser Privatbank AG, Niederlassung Luxemburg, acting as principal paying agent (the “**Paying Agent**”) and, subsequently, the Paying Agent will deliver the Consent Instructions to the Proxyholder.

The appointment of the Proxyholder shall be valid notwithstanding the previous death or insanity of the principal Holder or revocation of the proxy or of the authority under which the proxy is given unless notification in writing of the death, insanity or revocation shall have been received at the registered office of the Issuer prior to the commencement of the Meeting or adjourned Meeting or the taking of the poll at which the proxy is to be used.

**The period to give instruction is scheduled from 15 September 2021 at 09:00 A.M. C.E.T. until 30 September 2021 at 02:00 P.M. C.E.T. (the “Submission Period”).**

(b) Presence at the Meeting

Holders who wish to be present at the Meeting shall notify Victoria Dom SA at the following address no later than four Business Days before the Meeting:

Victoria Dom SA  
For the attention of Waldemar Wasiluk  
“Victoria House-Bonds: Meeting”  
e-mail: w.wasiluk@victoriadom.pl  
telephone: +48 227 416 262

The request to be present to the Meeting shall be submitted together with **proof of the eligibility** to participate in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank (each as defined in section 6.3).

It is requested that Holders that are not individuals but legal entities or partnerships prove their power of representation by submitting a current extract from a relevant register or another equivalent confirmation.



If Holders are represented by a legal representative (e.g., a child by his/her parents, a ward by its legal guardian) or by an officeholder (e.g., an insolvency administrator), the legal representative or officeholder is requested to prove its statutory power to represent the Holder.

- (c) In case of an error in a Consent Instruction communicated by the Paying Agent to the Proxyholder, which would result in the related vote not being taken into account, the Proxyholder shall, as soon as practicable, inform the Paying Agent, who shall instruct the Clearing System to reject the Consent Instruction received from the respective Holder. The respective Holder shall then submit a new Consent Instruction for the Holder's vote to be able to be taken into account.

Furthermore, Holders who wish to be present at the Meeting and who have submitted the requested Special Confirmation and Blocking Notice shall be notified by the Issuer that all necessary steps have been completed for the Holders to be able to be present at the Meeting.

### **6.3 Evidence for the Vote Submission**

Holders must prove their eligibility to participate in the Meeting.

**In case of proxies submitted to the Clearing System** in accordance with section 6.2(a), each Holder must procure that such Bonds subject to a Consent Instruction have been blocked in the securities account to which they are credited in the relevant Clearing System with effect as from, and including, the day on which the Consent Instruction is delivered through the Clearing System, so that no transfers of such Bonds may be effected at any time after such date until the date that such Bonds are unblocked pursuant to the terms set out in this Convening Notice. Such Bonds should be blocked in accordance with the procedures of the relevant Clearing System and the deadlines required by the relevant Clearing System. The Proxyholder shall be entitled to treat the submission of a Consent Instruction as Special Confirmation and Blocking Notice, i.e., a confirmation that such Bonds have been so blocked. The Proxyholder may require the relevant Clearing System to confirm in writing that such Bonds have been blocked with effect as from the date of submission of the Consent Instruction. In the event that the relevant Clearing System fails to provide such confirmation, the Proxyholder shall be entitled, but not obliged, to reject the Consent Instruction and if rejected, the Vote Submission in respect thereof shall be treated as not having been made.

**In case of attendance of the Meeting** in accordance with section 6.2(b) above, proof is to be provided through both a special confirmation by the depository bank in accordance with letter (a) below ("**Special Confirmation**") and by presenting a blocking notice issued by the depository bank in accordance with letter (b) below ("**Blocking Notice**").

- (a) Special Confirmation

A Special Confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the Bonds which were credited on the day of the issuance of this certification to the securities account of the respective Holder at this depository bank and in which Holder actually holds the account.

(b) **Blocking Notice**

A Blocking Notice from the depository bank is a notice according to which the Bonds held by the Holder are blocked by the depository bank until the end of the Meeting.

Holders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

We kindly ask to use the form provided by the Issuer for the purposes of the Special Confirmation with Blocking Notice. The form for the Special Confirmation with Blocking Notice, which can be used by the depository bank, can be downloaded from the website of the Issuer (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) from the point in time when the publication of this Convening Notice is published.

## **6.4 Costs**

The Issuer will bear the costs of the Meeting and pay all fees and expenses in connection with the Meeting, except for any fees and expenses incurred by any individual Holder in connection with the Meeting.

## **7. ELIGIBILITY TO PARTICIPATE, VOTING RIGHT, COUNTING OF VOTES AND PUBLICATION OF VOTING RESULT AND MINUTES OF THE MEETING**

### **7.1 Eligibility to participate**

All Holders are entitled to participate in the Meeting and to exercise their voting rights.

The Holders must prove their ownership of one or more Bonds in accordance with section 6.3. If this proof is not provided or not provided in time, the respective Holder is not entitled to participate or vote. Representatives of the Holder may also not exercise the voting right in such cases.

### **7.2 Voting right**

Each Holder shall participate in votes in accordance with the principal amount or arithmetical share of the outstanding Bonds held by such Holder. Therefore, each Bond with a nominal value of EUR 1,000.00 entitles its Holder to one vote in the Meeting.

### 7.3 Counting the votes and publication of voting result

The voting result is determined by the Chairman and the Secretary on the basis of the addition method, *i.e.* the YES votes and the NO votes submitted will be counted. All votes submitted properly and accompanied with the required verifications will be taken into account.

Reference is made to section 4 with regard to the quorum requirements.

The voting result shall be made available to the Holders in written format on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) promptly and latest on the first Business Day following the Meeting.

### 7.4 Minutes of the Meeting

In accordance with Condition 11.12 (*Minutes*) of the Terms and Conditions, minutes of the Meeting (the "**Minutes**") will be drawn up. The Minutes include, *inter alia*, the voting results on the Uniform Resolution Proposal and will be made available to the Holders on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) within a reasonable period of time and no later than three Business Days after the Meeting.

## 8. DOCUMENTS

Essential documents in connection with the Meeting will be made available to the Holders on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). From the day of publication of this Convening Notice until the end of the Meeting, the following documents, among others, are available to the Holders on the Issuer's website:

- this Convening Notice;
- the form for the Special Confirmation and the Blocking Notice;
- the Terms and Conditions; and
- the Final Terms.

Within a reasonable period of time and no later than three Business Days after the Meeting, the following documents will be made available to the Holders on the Issuer's website:

- the Minutes; and
- subject to the approval of the Uniform Resolution Proposal, a consolidated copy of the amended and restated Final Terms reflecting the Uniform Resolution Proposal approved.

Queries in relation to abovementioned documents and the procedure may be submitted via telephone or e-mail to:

Victoria Dom SA  
For the attention of Waldemar Wasiluk  
“Victoria House-Bonds: Meeting”  
e-mail: w.wasiluk@victoriadom.pl  
telephone: +48 227 416 262

## **9. MISCELLANEOUS**

- 9.1 This Convening Notice, the form for the Special Confirmation and Blocking Notice, Consent Instruction, voting proxies, votes cast and Minutes as well as any non-contractual obligations or matters arising from or in connection with the above provisions and the Meeting shall be governed by and construed in accordance with Luxembourg law.
- 9.2 All documents that are to be submitted in conjunction with the Meeting must be in English language.

### **Data Protection Notice:**

Since 25 May 2018, the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) applies throughout EEA. The protection of the personal data of our Holders and their legally compliant processing have a high priority for us. In our data protection information for Holders we have therefore summarized all information on the processing of personal data of our Holders in one place. Information on data protection can be found on the website of the Issuer (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

Munsbach, 14 September 2021

Victoria House SA

**Special Confirmation with Blocking Notice**

To:  
Victoria Dom SA  
For the attention of Mr. Waldemar Wasiluk  
"Victoria House-Bonds: Meeting"  
e-mail: w.wasiluk@victoriadom.pl  
telephone: +48 227 416 262  
(the "Issuer")

|                              |
|------------------------------|
| Stamp of the depositary bank |
|------------------------------|

1. We hereby confirm with respect to the deposit account held with us on behalf of

\_\_\_\_\_

*(Full Name/Company Name of the Holder)*

\_\_\_\_\_

*(Full Address/registered office of the Holder)*

that, as of today's date, \_\_\_\_\_ bonds, each having a nominal value of EUR 1,000.00, i.e. a total nominal amount of EUR \_\_\_\_\_, of the Series 1 EUR 18,500,000 bonds 2017/2022 composed of EUR 9,000,000 bonds, consolidated and forming a single series with EUR 9,500,000 bonds issued by Victoria Dom SA, Munsbach, Grand Duchy of Luxembourg, under a EUR 35,000,000 bond programme, ISIN XS1707681752, are credited to such account.

2. We hereby confirm that the bonds specified in section 1 will be held blocked from the date hereof until the end of the meeting, i.e. until 24:00 hrs (C.E.T.) on 4 October 2021.

\_\_\_\_\_

*(Company name and address/registered office of the depositary bank)*

\_\_\_\_\_

*(Place, Date) (Signature, name and title of the representative of the depositary bank)*

**Note: Please ensure that the special confirmation with blocking notice will be received by the Issuer until Wednesday, 29 September 2021 by 24:00 hrs (CET) at the latest by e-mail in English language (please only send once!).**

# Victoria House SA

Munsbach

## BONDHOLDERS MEETING

### Information on data protection for the holders of the

Series 1 EUR 18,500,000 bonds 2017/2022  
composed of EUR 9,000,000 bonds, consolidated and  
forming a single series with EUR 9,500,000 bonds  
issued under a EUR 35,000,000 bond programme

International Securities Identification Number (ISIN): XS1707681752

Common Code: 170768175

(the “**Bonds**”)

Victoria House SA (“**Issuer**”, “**we**”, “**us**”) places great value on the protection of your personal data (as defined under Section 2) and its processing in compliance with statutory provisions. For this reason, by way of this notice, we would like to inform you about the processing of your personal data by us and your rights under the data protection provisions of the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation – “**GDPR**”).

#### 1. **WHO IS THE RESPONSIBLE BODY FOR THE PROCESSING OF DATA?**

The Issuer is represented by Waldemar Wasiluk, Chief Financial Officer of the Group. You can reach us under the following contact details:

Victoria House SA  
“Victoria House-Bonds: Meeting”  
1c, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg  
e-mail: w.wasiluk@victoriadom.pl

If you have any questions, you can contact the responsible data protection officer of the Issuer under the contact details above.

#### 2. **WHAT KIND OF PERSONAL DATA DO WE PROCESS AND WHERE DO WE COLLECT IT FROM?**

We process the following personal data (“**Personal Data**”):

- information that concerns you personally (e.g. first name and surname, title, maiden name, date of birth, sex, nationality, profession/industry, address, including history of address changes and other contact details);

- information regarding the total nominal value and/or number of Bonds held by you;
- name and address of the depository bank at which the Bonds are credited to a securities account for you as holder;
- name and address of the representative authorized by you with regard to the bondholders meeting (the “**Meeting**”).

The number of Personal Data processed depends on each individual case.

We obtain these Personal Data, as you (the “**Holder**”) or third parties, e.g. Euroclear Bank SA/NV and/or Clearstream Banking S.A., Luxembourg (together, the “**Clearing System**”); or Mr. Franck Cera, acting in its capacity as proxyholder (with power of substitution) (the “**Proxyholder**”), submit them to us as described below, and to some extent based on publicly accessible sources (e.g. publicly accessible information regarding holdings in bonds, typically included in reports published by investment funds).

### **3. FOR WHAT PURPOSES AND ON WHAT LEGAL BASIS WILL YOUR PERSONAL DATA BE PROCESSED?**

We process your Personal Data on the basis of the regulations of the GDPR, the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the “**Companies Law**”) and the Luxembourg law of 23 September 2020 as well as all other relevant legal regulations for the processing purposes provided for in the Luxembourg law and explained in detail below. The processing of the Personal Data referred to above is carried out for the purpose of the proper execution of the Meeting in accordance with the provisions of the Companies Law and the terms and conditions of the Bonds (the “**Terms and Conditions**”).

The legal basis for the processing of your Personal Data is the execution of the Terms and Conditions (Article 6 para. 1 sentence 1 lit. b) GDPR) in compliance with the provisions of the Companies Law.

#### **3.1 Background**

The Bonds are governed by the Companies Law as well as the Terms and Conditions and the final terms of the Bonds dated 20 October 2017 (the “**Tranche 1 Final Terms**”) and the final terms of the Bonds dated 9 November 2017 (the “**Tranche 2 Final Terms**”), which were consolidated and form a single series with the Bonds issued under the Tranche 1 Final Terms) to be read in conjunction with the base prospectus dated 19 October 2017 and amending and/or supplementing the Terms and Conditions (together, the “**Final Terms**”). In particular, the Meeting is regulated by Condition 11 of the Terms and Conditions and, to the extent not derogated by the Terms and Conditions, by Articles 470-3 – 470-19 of the Companies Law.

As a consequence of the COVID-19 pandemic, participation to the Meeting will be possible only in accordance with Article 1(1) of the Luxembourg law of 23 September



2020, as amended, introducing measures concerning meetings in companies and other legal entities.

Pursuant to Condition 11.2 of the Terms and Conditions the Issuer may, and shall upon the request in writing signed by any one or more of the Holders holding not less than 25 per cent of the principal amount of all the Bonds for the time being outstanding, convene a meeting of the Holders of the relevant Series to be held at such place and by any means as the Issuer shall determine.

Pursuant to Condition 11.2 and 11.8 of the Terms and Conditions the Holders can exercise their voting rights by: appointing the Proxyholder (with power of substitution) to attend and vote on such Holder's behalf for the purposes of Conditions 11.7 (*Poll*) and 11.8 (*Voting*); or physically attending the meeting for the purposes of Conditions 11.7 (*Poll*) and 11.8 (*Voting*). The legal basis for the exercise of the voting rights in the Meeting is Article 470-12 of the Companies Law.

The Issuer invited the Holders to participate in the Meeting through the Clearing System and by way of publication of the invitation to vote in the Meeting on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) on 14 September 2021. Pursuant to Section 6.1 of the convening notice (the "**Convening Notice**"), for the purposes of conducting the Meeting the Issuer appointed the chairman and the secretary as scrutineers.

### 3.2 The vote

If you wish to participate in the Meeting, you are obliged to cast your vote in person or by way of appointing a proxy.

In case of appointment of a proxy, proxies shall be cast with the Clearing System by submitting an electronic voting instruction (the "**Voting Instruction**"), including a special confirmation (the "**Special Confirmation**") with blocking notice (the "**Blocking Notice**"), to vote and to block the relevant Bonds in the relevant Clearing System, given in such form as is specified by the Clearing System from time to time (the "**Consent Instruction**"). Each Holder must clearly state in its Consent Instruction:

- consent to the grant a proxy to vote to the Proxyholder;
- its full name, in order to allow its clear identification by the Proxyholder;
- the aggregate nominal amount of the Bonds credited to his/her securities account on the date of such statement.

The Clearing System will deliver the Consent Instructions received from the Holders during the submission period to Hauck & Aufhäuser Privatbank AG, Niederlassung Luxemburg, acting as principal paying agent (the "**Paying Agent**").

The Proxyholder shall be entitled to treat the submission of the Consent Instruction as Special Confirmation and Blocking Notice, i.e. a confirmation that such Bonds have been so blocked. The Proxyholder may require the relevant Clearing System to

confirm in writing that such Bonds have been blocked with effect as from the date of submission of the Consent Instruction.

The data contained in the Consent Instruction are processed by the Proxyholder, the chairman and the secretary.

In case of physical attendance to the Meeting, the holders shall notify the Issuer no later than four Business Days before the Meeting the request to be present to the Meeting, which shall be submitted together with proof of the eligibility to participate in the form of the Special Confirmation and the Blocking Notice from the depository bank.

In this case, the Special Confirmation and the Blocking Notice contain Personal Data which will be processed by the chairman and the secretary.

### **3.3 Minutes of the Vote**

Pursuant to Condition 11.12 of the Terms and Conditions, the chairman shall procure that minutes of all resolutions and proceedings at every meeting shall be produced and duly entered in books to be provided for that purpose by the Issuer. Any such minutes as aforesaid if purporting to be signed by the chairman of the Meeting or by the chairman of the next succeeding meeting of the Holders shall be conclusive evidence of the matters contained in the minutes and until the contrary is proved every such meeting in respect of which minutes have been made and signed as aforesaid shall be deemed to have been duly convened and held and all resolutions passed at such meeting to have been duly passed.

### **3.4 Conducting the Meeting**

Pursuant to Article 470-12 of the Companies Law in conjunction with Article 450-1 of the Companies Law, the chairman and the secretary are required to create a list of the Holders who have participated in the vote, stating their name and the number of voting rights represented by each Holder ("**Attendance List**").

### **3.5 Inquiries from Holders**

If you contact us with questions about the Meeting, we may record the questions you have asked for documentation purposes, together with your name and contact details and proof of your status as Holder internally with us in order to be able to defend us in case of any actions for rescission and/or actions for avoidance. If a person makes a claim against us in the course of the Meeting that only relates to one Holder, we are obliged to check the bondholder status. Even under these circumstances, we will process Personal Data (e.g. name, number of Bonds, depository bank) internally for evidence purposes.

### **3.6 Safeguarding other legitimate interests**

In addition, we are entitled to process your Personal Data for the purpose to protect our legitimate interests or the legitimate interests of a third party pursuant to Article 6 para 4 lit. f) GDPR. Before we process your Personal Data on the basis of our legitimate interests, we will check in each individual case whether our interests

outweigh your interests within the scope of an evaluation. The legitimate interests which entitle us to process your Personal Data are, in particular, protection against illegal activities such as fraud or similar threats or the detection of such activities and threats in order to protect us from possible damage.

Pursuant to Article 21 GDPR, you have the right to object at any time to the processing of your Personal Data in order to protect our legitimate interests for reasons arising from your particular situation. In this case, we will no longer process your Personal Data unless we can prove compelling reasons for the processing that outweigh your interests, rights and freedoms, or the processing serves to assert, exercise or defend legal claims.

We identify Holders (name and contact person) on the basis of publicly available information so that we can inform them by letter, fax or e-mail of the forthcoming meeting and of any further votes by Holders. Holders may obtain further information on such an evaluation of interests directly from us using the contact options listed in Section 1 above.

If we wish to process your Personal Data for a purpose not mentioned in this document, we will inform you of this beforehand within the framework of the statutory provisions and, if necessary, obtain your consent.

#### **4. WITH WHICH RECIPIENTS WILL WE SHARE YOUR PERSONAL DATA?**

For the purposes of conducting the Meeting, the Issuer appointed the chairman, the secretary and the Proxyholder. The Proxyholder has this address:

Mr. Franck Cera  
DCL Avocats S.à r.l.  
“Victoria House-Bonds: Meeting”  
9, Avenue Jean-Pierre Pescatore, L-2324 Luxembourg  
e-mail: Cera@dclavocats.com

The Proxyholder is a controller within the meaning of the GDPR due to the activities assigned to him by law as described above. Within the framework of the legally prescribed procedures described above, we will transmit your Personal Data as specified in Sections 3.2 to 3.5 above to it.

Under the circumstances described under Section 3.4 above, other Holders can access your Personal Data contained in the Attendance List (e.g. name and number of Bonds held by you).

Finally, we may be obliged to forward your Personal Data to other recipients, such as for example authorities for the fulfilment of legal disclosure requirements (e.g. to tax authorities or law enforcement).

#### **5. FOR HOW LONG DO WE RETAIN YOUR DATA?**

We delete or anonymize your Personal Data as soon as it is no longer required for the abovementioned purposes, and insofar as no legal obligations apply which oblige

us to continue to retain your Personal Data for record-keeping or evidentiary purposes (e.g. according to the Companies Law or other legal provisions).

In case the quorum is already reached in the Meeting, the Personal Data recorded in the Attendance List and Personal Data that we have recorded in connection with questions made by Holders during the Meeting, will be retained (i) at least for the duration of the one-month period during which actions for rescission against the resolution passed in the Meeting may be filed (including a further period of four weeks to take account of court terms) (ii) in the event of actions for rescission against the resolution passed in the Meeting, for at least the duration of this lawsuit.

In the event that no quorum is reached in the Meeting, we will keep the Personal Data recorded in the Attendance List and Personal Data that we have recorded in connection with questions by Holders during the Meeting, at least until the end of the bondholders meeting to be convened at a later date within the meaning of the Companies Law, in particular for at least the duration of the one-month period during which actions for rescission may be brought against the resolution passed at the bondholders meeting (including a further period of four weeks to take account of court terms), and (ii) in the case of an action for rescission against the resolution of the bondholders meeting at least for the duration of this law suit.

If no effective resolution is passed either in the Meeting or in the subsequent bondholders meeting, we will delete or anonymize your Personal Data in the follow-up to the bondholders meeting, insofar as these relate to questions made by you during the Meeting. In this case, we will store the Personal Data recorded in the Attendance List for at least one month from the announcement of the result of the Meeting.

We will retain the minutes of the vote and annexes created by the chairman for at least one year after the end of the voting period. Together with the minutes of the vote, we will also retain the names and, if available, addresses of those Holders that took part in the Meeting for at least one year after the end of the voting period.

Furthermore, we will retain Personal Data if this is necessary in connection with claims asserted against or by us or to protect our above-mentioned legitimate interests. If a holder appoints a representative for the Meeting, the power of attorney is retained for three years.

If you have specific questions about the storage period of your Personal Data, please use the contact details listed under Section 1 above.

## **6. HOW DO WE PROTECT YOUR PERSONAL DATA?**

We maintain appropriate technical and organizational security measures to protect your Personal Data from any unintentional, unlawful or unauthorized destruction, loss, alteration, disclosure or use.

## **7. WHICH RIGHTS DO YOU HAVE ACCORDING TO THE DATA PROTECTION LAWS?**

With regard to the processing of Personal Data, you have the following rights:

- to ask the Issuer for information on your Personal Data in accordance with Article 15 GDPR;
- to require the Issuer to correct your Personal Data in accordance with Article 16 GDPR;
- to request the Issuer to delete your Personal Data in accordance with Article 17 GDPR;
- to require the Issuer to restrict the processing of your Personal Data in accordance with Article 18 GDPR;
- to require the Issuer to transfer certain Personal Data to you or a third party you have designated pursuant to Article 20 GDPR (right to data portability).

You can assert these rights against the Issuer free of charge via the contact details mentioned in Section 1.

Please note that in individual cases statutory exceptions (e.g. the Issuer's continued obligation to keep records) may prevent you from exercising your rights.

## **8. DO YOU WISH TO COMPLAIN ABOUT THE HANDLING OF YOUR PERSONAL DATA?**

To lodge a complaint regarding the processing of your Personal Data, you can use the contact details mentioned in the beginning under Section 1 to solve the issue directly with us. Pursuant to Article 77 no. 1 GDPR, the Holders also have the right to lodge a complaint with a supervisory authority, in particular in the Member State of his or her habitual residence, place of work or place of the alleged infringement if the data subject considers that the processing of personal data relating to him or her infringes the GDPR.

Please find the competent supervisory authorities at the following link: [https://edpb.europa.eu/about-edpb/board/members\\_en](https://edpb.europa.eu/about-edpb/board/members_en)

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Status of the information in this document: 14 September 2021

In case of relevant changes, we will update this information and provide access to it on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). Additionally, we will verify on a case-by-case basis, if an obligation exists for another notification in case of a change of this information, and will, where appropriate, fulfil this duty to notify.

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# Victoria House SA

(“Issuer”)

## HOLDER’S MEETING

on 4 October 2021

(the “Meeting”)

relating to the

**Series 1 EUR 18,500,000 bonds 2017/2022  
composed of EUR 9,000,000 bonds, consolidated and  
forming a single series with EUR 9,500,000 bonds  
issued under a EUR 35,000,000 bond programme**

International Securities Identification Number (ISIN): XS1707681752

Common Code: 170768175

(the “Bonds”)

### PROXY FORM

#### HOLDER

Name: \_\_\_\_\_

Company Name: \_\_\_\_\_

Residence / Registered Office: \_\_\_\_\_

Instruction to the proxyholder with respect to the vote on the Proposals as further set out under the convening notice dated 14 September 2021 (“**Convening Notice**”):

| AGENDA ITEM | RESOLUTION PROPOSAL BY THE ISSUER   | YES                      | NO                       | ABSTENTION               |
|-------------|---|--------------------------|--------------------------|--------------------------|
| 2.1.        | To extend the term of the Bonds and increase the interest rate by amending the final terms of the Bonds (the “ <b>Uniform Proposal</b> ”) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**POWER OF ATTORNEY TO THE PROXYHOLDER**

**Power of Attorney**

I/We hereby authorise

Proxyholder

Name: Franck Cera

Professional Address: 9 avenue Jean-Pierre Pescatore, L-2324 Luxembourg

**(“Agent”)**

to represent the Holder in the aforementioned Meeting – with the right to grant substitute power of attorney within the same scope as this power of attorney – and to exercise Holder’s rights as a holder of the Bonds in connection with such Meeting, including, but not limited to, the voting right from the Bonds held by the Holder, for the Holder under disclosure of the Holder’s name or company name in the attendance list.

In case of doubt, this power of attorney shall be interpreted extensively.

This power of attorney is governed by Luxembourg law and shall be construed and interpreted in accordance with Luxembourg law.

Place: \_\_\_\_\_

Signature: \_\_\_\_\_

Name in block letters: \_\_\_\_\_

Title/Position (in case of legal entity): \_\_\_\_\_

**Please send the completed Proxy Form (only once!) to:**

Victoria Dom SA  
For the attention of Mr. Waldemar Wasiluk  
“Victoria House-Bonds: Meeting”  
e-mail: [w.wasiluk@victoriadom.pl](mailto:w.wasiluk@victoriadom.pl)  
telephone: +48 227 416 262



## **INFORMATION ON THE PROXY FORM**

Please note the explanations to the voting procedure in the convening notice published on 14 September 2021 on the Issuer's website (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) ("**Convening Notice**"). **The information in the Convening Notice is solely authoritative.**

In connection with the vote submission, the following must be observed (please note this is not a complete reproduction of all information contained in the Convening Notice):

### **1. REPRESENTATION THROUGH PROXY**

Each holder of the Bonds (respectively one "**Holder**" and together the "**Holders**") may be represented at the Meeting by a proxy. The Holder may choose the person to serve as a proxy; the Proxyholder or any other third party may be considered.

The proof regarding the granting of proxy must be submitted by the end of the Submission Period at the latest, i.e. until 30 September 2021 at 02:00 P.M. C.E.T., by email in English to:

Victoria Dom SA  
For the attention of Mr. Waldemar Wasiluk  
"Victoria House-Bonds: Meeting"  
e-mail: [w.wasiluk@victoriadom.pl](mailto:w.wasiluk@victoriadom.pl)  
telephone: +48 227 416 262

### **2. SPECIAL CONFIRMATION, BLOCKING NOTICE AND ALTERNATIVE PROOF**

In addition, the proxy must, unless these documents have already been transmitted, provide Victoria Dom SA with the proof of the eligibility of the Holder represented by him/her in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank within the meaning of sections 2.1 and 2.2 below.

Holders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

A Special Confirmation with Blocking Notice form is available on the website of the Issuer (<https://victoria-house.eu/investor-relations/>) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

#### **2.1 Special Confirmation**

A special confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the bonds which were credited on the day of the issuance of this certification to the securities account of the respective Holder at this depository bank and in which Holder actually holds the account ("**Special Confirmation**").

*(see section 5.3 of the Convening Notice)*

## 2.2 Blocking Notice

A blocking notice from the depository bank is a notice according to which the bonds held by the Holder are blocked by the depository bank until the end of the Meeting (i.e. until 4 October 2021, by 24:00 hrs (CET)) ("**Blocking Notice**").

*(see section 5.3 of the Convening Notice)*

**Note:**

**This Proxy Form must be submitted during or before the Submission Period to Victoria House SA.**

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