

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")

ADDENDUM

relating to the

CONVENING NOTICE

Dated 14 September 2021

With reference to the Convening Notice dated 14 September 2021 relating to the Holders' meeting to be initially held on 4 October 2021, the Issuer is issuing an addendum to announce and amend the following:

The Meeting will be held on **14 October 2021** at 02:00 P.M. CET at the premises of the law firm GSK Stockmann SA, 44, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, or at the different place and time communicated by the Issuer on its website no later than two Business Days before the Meeting.

Consequently, the cover page of the Convening Notice shall be amended and henceforth read as follows:

"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 **14** 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**")."

Section 6.1 (*Place and Time*) of the Convening Notice shall be amended and henceforth read as follows:

"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 **14** 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.”

Section 6.2 (a) (*Appointment of the Proxyholder*) of the Convening Notice shall be amended and henceforth read as follows:

“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 12 October 2021 at 02:00 P.M. C.E.T. (the “Submission Period”).

The amended (i) Special Confirmation with Blocking Notice and (ii) Proxy Form remain attached to this addendum as annexes.

Luxembourg, 30 September 2021

Victoria House SA

ANNEX 1

AMENDED SPECIAL CONFIRMATION WITH BLOCKING NOTICE

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 14 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 Monday, 11 October 2021 by 24:00 hrs (CET) at the latest by e-mail in English language (please only send once!).

ANNEX 2

AMENDED PROXY FORM

Victoria House SA

(“Issuer”)

HOLDER’S MEETING

on 14 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, as amended by an addendum dated 30 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 “ Uniform Proposal ”) | <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
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) ("**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 12 October 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
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).

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 14 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.
