

**To the bondholders in:****ISIN: NO0010822455 - FRN Oslo Børs VPS Holding ASA Senior Unsecured Bond Issue 2018/2023**

Oslo, 31 July 2019

**NOTICE OF A WRITTEN RESOLUTION****1. INTRODUCTION**

Nordic Trustee AS is appointed as bond trustee (the “**Bond Trustee**”) for the holders (the “**Bondholders**”) of bonds in the above mentioned bond issue (the “**Bond Issue**”) where Oslo Børs VPS ASA is the issuer (the “**Issuer**”). All capitalized terms used herein shall have the meaning assigned to them in the bond terms originally dated 8 May 2018 (the “**Bond Terms**”).

The Issuer has requested that the Bond Trustee issue this request for a Written Resolution pursuant to Clause 7.5 (Written Resolutions) of the Bond Terms to consider approval of the Proposed Resolution (as set out in section 3 below).

*The information in this notice for Written Resolution regarding the Issuer, market conditions and the described transactions are provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information. Bondholders are encouraged to read this notice in its entirety.*

**2. BACKGROUND**

On 14 June 2019, Euronext acquired the Issuer and a Change of Control Event occurred. Bondholders holding NOK 137 million exercised their right to put Bonds at a price of 101 % plus accrued interest. Following this, the remaining Outstanding Bonds amounts to NOK 313 million. The Issuer would like to redeem the remaining Outstanding Bonds as soon as practically possible, and in accordance with a proposal as further described in section 3 below.

**3. PROPOSAL****3.1 The Proposal**

The Issuer has approached the Bond Trustee to issue this request for a Written Resolution in order to obtain the Bondholders’ approval of a call option to redeem the remaining Outstanding Bonds by making the following amendments to the Bond Terms (the “**Proposal**”):

- Amendment of “Call” in the table in clause 1 of the Bond Terms to be read as follows:

Call:	Call Date: At any time	Call Price: 101 % + accrued interest to Call Date
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- Amendment of clause 4.6.4 (a) of the Bond Terms to be read as follows;  
“*Exercise of Call shall be notified by the Issuer to the Bond Trustee at least four Business Days prior to the relevant Call Date.*”

### 3.2 *The Proposed Resolution*

Based on the foregoing, the Issuer hereby proposes the following (the “**Proposed Resolution**”):

*“The Bondholders approve the amendments of the Bond Terms as described in Section 3.1 above.*

*The Bond Trustee is hereby authorised to prepare, approve, finalise and enter into, execute and/or agree appropriate amendment documentation as well as any other documentation necessary or advisable in relation to the above, in each case in the absolute discretion of the Bond Trustee.”*

## 4. OTHER

### 4.1 *Further information*

For further information about the Issuer, please visit the Issuer’s website [www.osloborsvps.com](http://www.osloborsvps.com).

The Issuer has engaged Danske Bank, Norwegian branch as advisor (the “**Advisor**”) for the process. For more detailed information, please contact:

Håvard Woldstad  
+47 22 86 13 92  
[havard.woldstad@danskebank.com](mailto:havard.woldstad@danskebank.com)

or

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The Advisor is acting solely for, and relying on information from, the Issuer in connection with the Proposal. No due diligence investigations have been carried out by the Advisor with respect to the Issuer, and the Advisor do not assume any liability in connection with the Proposal (including but not limited to the information contained herein).

### 4.2 *Non-Reliance*

The request is put forward to the Bondholders without further evaluation or recommendations from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders by the Bond Trustee or any of its advisors. The Bondholders must independently evaluate whether the proposed changes are acceptable and vote accordingly.

It is recommended that the Bondholders seek counsel from their legal, financial and tax advisers regarding the effect of the Proposal.

## 5. WRITTEN RESOLUTION:

Bondholders are hereby provided with a voting request for a Written Resolution pursuant to Clause 7.5 of the Bond Terms. For the avoidance of doubt, no physical Bondholders' Meeting will be held.

It is proposed that the Bondholders resolve the Proposed Resolution.

For a vote to be valid, the Bond Trustee must have received it by post, courier or email to the address indicated in the enclosed form at Schedule 1 (the "Voting Form") no later than 14 August 2019 at 17.00 hours (Oslo time) (the "Voting Deadline").

Notwithstanding the Voting Deadline, and subject to the provisions of Clause 7.5 (h) of the Bond Terms, the Proposed Resolution will become effective automatically upon receipt of affirmative votes by or on behalf of the Bondholders who at the Relevant Record Date represent such majority of votes as would be required if the Proposed Resolution was voted on at a Bondholders' Meeting (which, for the avoidance of doubt, is 2/3 of the Voting Bonds pursuant to Clause 7.1 (g) of the Bond Terms) at which all Bondholders entitled to attend and vote thereat were present and voting.

\* \* \*

Yours sincerely  
Nordic Trustee AS



Lars Erik Lærum

Schedule 1: Voting Form

**SCHEDULE 1**

**WRITTEN BONDHOLDERS' RESOLUTION**

**ISIN: NO 001 0822455 - FRN Oslo Børs VPS Holding ASA Senior Unsecured Bond Issue  
2018/2023**

The undersigned holder or authorised person/entity votes in the following manner:

The Proposed Resolutions as defined in the notice for written resolution dated 31 July 2019:

- In favour** of the Proposed Resolutions
- Against** the Proposed Resolutions

ISIN ISIN NO 001 0822455	Amount of bonds owned
Custodian name	Account number at Custodian
Company	Day time telephone number
	Email

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 Bondholders' resolution for verification purposes may obtain information regarding our holding of bonds on the above stated account in the securities register VPS.

.....  
Place, date

.....  
Authorised signature

**Return:**

Nordic Trustee AS  
P.O. Box 1470 Vika  
N-0116 Oslo

Telefax: +47 22 87 94 10  
Tel: +47 22 87 94 00  
mail to: mail@nordictrustee.no

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