

IN THE HIGH COURT OF JUSTICE

No. CR-2023-000936

**BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES**

COMPANIES LIST (ChD)

IN THE MATTER OF AGPS BONDCO PLC

(the Plan Company)

AND

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE OF RESTRUCTURING PLAN MEETINGS

NOTICE IS HEREBY GIVEN that by an order dated 27 February 2023 made in the above matter, the High Court of Justice of England and Wales (the “**Court**”) has directed that the following meetings be convened of the Plan Creditors (as such term is defined therein) of the 2024 Notes, 2025 Notes, January 2026 Notes, November 2026 Notes, 2027 Notes and 2029 Notes (collectively, the “**Plan Meetings**”) in relation to AGPS Bondco PLC (the “**Plan Company**”) for the purposes of considering and, if thought fit, approving (with or without modification) the restructuring plan proposed by the Plan Company pursuant to Part 26A of the Companies Act 2006, (the “**Restructuring Plan**”) as set out at Part **Fehler! Verweisquelle konnte nicht gefunden werden.** (*The Restructuring Plan*) of the explanatory statement dated 27 February 2023 (the “**Explanatory Statement**”).

NOTICE IS HEREBY GIVEN that the Plan Meetings will be held virtually via webinar on 16 March 2023 from 9:00 a.m. (London time) and will commence in the following order:

- (a) 2024 Plan Creditors (9:00 a.m.);
- (b) 2025 Plan Creditors (9:30 a.m.);
- (c) January 2026 Plan Creditors (10:00 a.m.);
- (d) November 2026 Plan Creditors (10:30 a.m.);
- (e) 2027 Plan Creditors (11:00 a.m.); and
- (f) 2029 Plan Creditors (11:30 a.m.)

Capitalised terms used in this notice and not otherwise defined shall have the meaning given to them in the Explanatory Statement.

Plan Creditors who wish to vote at the applicable Plan Meeting(s) may contact the Information Agent at lm@glas.agency, prior to the date of the Plan Meetings, to obtain the instructions for joining the applicable Plan Meeting(s).

A copy of the Restructuring Plan and a copy of the statement required to be furnished pursuant to section 901D of the Companies Act 2006 (the “**Explanatory Statement**”) are incorporated in the document of which this notice forms part.

The Plan Creditors are requested to attend the applicable Plan Meeting(s) to which they are a Plan Creditor. The Plan Creditors may attend the webinar and vote at the applicable Plan Meeting(s) or they

may appoint the Chairperson of the relevant Plan Meeting(s) or anyone else as their proxy to attend and vote in their place.

The relevant form to enable Plan Creditors to vote via webinar or by proxy at the applicable Plan Meeting(s) (the “**Holder Letter**”) is enclosed herewith.

It is requested that:

- (a) Custody Instructions are submitted by the Custody Instructions Deadline, being 5:00 p.m. (London time) on 13 March 2023, and
- (b) Holder Letters are completed, signed and submitted by the Voting Instructions Deadline, being 12:00 p.m. (London time) on 14 March 2023,

in each case, in accordance with the procedures described in the Explanatory Statement, online <https://glas-agency.appianpr/suite/sites/adler-group> or via email in pdf form to lm@glas.agency.

By the said order, the Court has appointed Andrea Trozzi, Michael James Westcott, or Thomas Josef Echelmeyer from the Plan Company, or if any of them is unable so to act, Ben Davies or Christian Pilkington of White & Case LLP, to act as Chairperson of the meeting referred to above and has directed that the Chairperson shall file a copy of a report of the results of each of the Plan Meetings to the Court.

The Restructuring Plan will be binding on all Plan Creditors if:

- (a) at least 75 per cent. in value of Plan Creditors in each class of Plan Creditors present and voting either in person or by proxy at the applicable Plan Meetings vote in favour of the Restructuring Plan, or, if 75 per cent. in value of Plan Creditors in any class of Plan Creditors present and voting either in person or by proxy at a Plan Meeting does not vote in favour of the Restructuring Plan, (x) none of the members of the dissenting class would be any worse off than they would be in the event of the Relevant Alternative, and (y) 75 per cent. in value of Plan Creditors in at least one class of Plan Creditors who would receive a payment, or have a genuine economic interest in the Plan Company in the event of the Relevant Alternative votes in favour of the Restructuring Plan;
- (b) the Court sanctions the Restructuring Plan; and
- (c) an office copy of the Plan Sanction Order is delivered to the Registrar of Companies.

All relevant documentation may be found at the Plan Portal here¹.

Even if the Restructuring Plan is approved at the Plan Meetings by each class of Plan Creditors or by at least one class of Plan Creditors who would receive a payment, or have a genuine economic interest in the Plan Company in the event of the Relevant Alternative, the Restructuring Plan will still be subject to the subsequent approval of the Court. The Plan Company may, at the Court hearing held to consider sanctioning the Restructuring Plan, consent on behalf of all Plan Creditors to any modification to the Restructuring Plan (including it annexes and schedules) that the Court may see fit to approve or impose, provided that if any such modification would have an adverse effect on the rights or interests of a Plan Creditor or impose any new or additional obligation of any Plan Creditor, such modification will require the prior written consent of that Plan Creditor.

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¹ <https://glas-agency.appiancloud.com/suite/sites/adler-group>

Solicitors for the Plan Company.

Dated 27 February 2023