

REGISTRATION FORM

Please note: This form together with the special confirmation including Blocking Instruction and attestations must be sent to the indicated address before expiry of 13 June 2024 by 24:00 (Frankfurt time).

To: Kroll Issuer Services Limited
Address: The Shard 32 London Bridge Street, London SE1 9SG, United Kingdom
E-mail: adler@is.kroll.com

Reference is made to the Consent Solicitation Statement dated 31 May 2024 by AGPS BondCo PLC (the Consent Solicitation Statement) and the Votes without meeting (*Abstimmungen ohne Versammlung*) to be held from 00:00 (Frankfurt time) on 14 June 2024 until 24:00 (Frankfurt time) on 17 June 2024 in relation to the following series of notes:

€ 400,000,000 notes due 2025 (ISIN: XS2010029663) (the “2025 Notes”)
€ 700,000,000 notes due 2026 (ISIN: XS2283224231) (the “January 2026 Notes”)
€ 400,000,000 notes due 2026 (ISIN: XS2248826294) (the “November 2026 Notes”)
€ 500,000,000 notes due 2027 (ISIN: XS2336188029) (the “2027 Notes”)
€ 800,000,000 notes due 2029 (ISIN: XS2283225477) (the “2029 Notes”)
(together, the “Notes”)

Terms defined in the Consent Solicitation Statement have the same meaning when used in this Registration Form unless given a different meaning in this Registration Form.

(Name/Company of the Noteholder)

(Address of the Noteholder)

_____ notes of the _____ Notes with a nominal value of €100,000 each, i.e., an aggregate nominal value of € _____, are booked in my/our securities account. My/Our notes will be kept blocked by my/our custodian, as confirmed by a separate blocking instruction, until the end of the Votes without meeting.

Investor Status

Please check the box below that is applicable to the Noteholder.

Non-U.S. Person.

- The Noteholder is neither a “U.S. person” within the meaning of Regulation S under the United States Securities Act of 1933, as amended (the “**Securities Act**”), nor acting for the account or benefit of a U.S. person, and is not a person resident or located in the United States of America. See Annex A for the definition of “U.S. person”.

Qualified Institutional Buyer and Qualified Purchaser.

- The Noteholder, and each discretionary account for which the Noteholder is holding the Notes, is a “Qualified Institutional Buyer” within the meaning of Rule 144A under the Securities Act and a “Qualified Purchaser” as defined in Section 2(a)(51) of, and Rules 2a51-1, 2a51-2 and 2a513 under, the United States Investment Company Act of 1940, as amended (the “**Investment Company Act**”). The Noteholder holds the Notes either (i) for its own account and not with a view to any distribution of the Notes or (ii) for the account of one or more Qualified Institutional Buyers as to which it has full investment discretion, each of which holds beneficial interests in the Notes for its own account and not with a view to any distribution of the Notes. If the Noteholder is holding the Notes as a fiduciary or agent for account of one or more other Qualified Institutional Buyers, it has full power and authority to provide, and does provide, the information as to investor status on behalf of such accounts. See the definitions of “Qualified Institutional Buyer” and “Qualified Purchaser” available on the Issuer’s website (<https://www.adler-group.com/en/investors/share-bonds/agps-bondco/consent-solicitation>).

Accredited Investor and Qualified Purchaser.

- The Noteholder is an “Accredited Investor” within the meaning of Rule 501(a) under the Securities Act and a “Qualified Purchaser” as defined in Section 2(a)(51) of, and Rules 2a51-1, 2a51-2 and 2a51-3 under, the Investment Company Act. See the definitions of “Accredited Investor” and “Qualified Purchaser” available on the Issuer’s website (<https://www.adler-group.com/en/investors/share-bonds/agps-bondco/consent-solicitation>).

If the Noteholder is unable to check any of the boxes above, please contact the Issuer by phone at +352 203 342 10 or by e-mail at investorrelations@adler-group.com.

(Place, date)

(Signature of the Noteholder (or other form of declaration pursuant to Sec. 126b German Civil Code (*BGB*)))

ANNEX A

Definition of “U.S. person” in Regulation S under the Securities Act¹

1. “U.S. person” means:
 - (i) Any natural person resident in the United States;
 - (ii) Any partnership or corporation organized or incorporated under the laws of the United States;
 - (iii) Any estate of which any executor or administrator is a U.S. person;
 - (iv) Any trust of which any trustee is a U.S. person;
 - (v) Any agency or branch of a foreign entity located in the United States;
 - (vi) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - (vii) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
 - (viii) Any partnership or corporation if:
 - (A) Organized or incorporated under the laws of any foreign jurisdiction; and
 - (B) Formed by a U.S. person principally for the purpose of investing in securities not registered under the United States Securities Act of 1933 (the “Securities Act”), unless it is organized or incorporated, and owned, by accredited investors (as defined in § 230.501(a)) who are not natural persons, estates or trusts.
2. The following are not “U.S. persons”:
 - (i) Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
 - (ii) Any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
 - (A) An executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - (B) The estate is governed by foreign law;
 - (iii) Any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
 - (iv) An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
 - (v) Any agency or branch of a U.S. person located outside the United States if:

¹ See 17 CFR 230.902(k), the full text of which is available at [https://www.ecfr.gov/current/title-17/chapter-II/part-230#p-230.902\(k\)](https://www.ecfr.gov/current/title-17/chapter-II/part-230#p-230.902(k)).

- (A) The agency or branch operates for valid business reasons; and
 - (B) The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
 - (vi) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.
3. “United States” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.