

CAIXA GERAL DE DEPÓSITOS, S.A.

Registered offices: Av. João XXI, 63 1000-300 Lisboa

Legal type: Limited liability company (*sociedade anónima*)

Registered before the Commercial Registry Office of Lisboa with sole registration and tax number: 500.960.046

Share Capital: € 3,844,143,735

**NOTICE TO CONVENE MEETINGS OF HOLDERS OF COVERED BONDS OF**

**CAIXA GERAL DE DEPÓSITOS, S.A.**

COVERED BONDS ISSUANCE

**“€1,000,000,000 1.00 per cent. Covered Bonds due 27 Jan 2022”**

ISIN CODE: **PTCGH1OE0014**

**“€250,000,000 Floating Rate Covered Bonds due 28 June 2022”**

ISIN CODE: **PTCGFD1E0019**

(the **“Covered Bonds”**)

Pursuant to the provisions of articles 101-A and 101-C of the Portuguese Companies Code, DEUTSCHE TRUSTEE COMPANY LIMITED, acting as common representative (the **“Common Representative”**) in respect of the Covered Bonds hereby gives notice to all holders of Covered Bonds (the **“Holders of Covered Bonds”**) of the convening of two meetings (of the Holders of Covered Bonds, in particular, one separate meeting in respect of each of the two above Series of Covered Bonds. The sole item for each such meeting is to resolve on the merger of Caixa Leasing e Factoring - Sociedade Financeira de Crédito, S.A. and Partang, SGPS, S.A. - em Liquidação, as incorporated companies, in Caixa Geral de Depósitos, S.A., as incorporating company, following the approval of the merger project (*projeto de fusão*) by the Boards of Directors of Caixa Geral de Depósitos, S.A. and of each of the above mentioned companies, to opine on the possible damages which the merger may cause to the holders of covered bonds.

For that purpose, pursuant to number 2 of article 355 of the Portuguese Companies Code, (i) all Holders of Covered Bonds pursuant to the covered bonds issuance **€1,000,000,000 1.00 per cent. Covered Bonds due 27 Jan 2022**, with ISIN Code **PTCGH10E0014** issued by Caixa Geral de Depósitos, S.A., relating to the Covered Bonds Programme of Caixa Geral de Depósitos, S.A. (the “**Programme**”), and (ii) all Holders of Covered Bonds pursuant to the covered bonds issuance “**€250,000,000 Floating Rate Covered Bonds due 28 June 2022**, with ISIN Code **PTCGFD1E0019** issued by Caixa Geral de Depósitos, S.A., relating to the same Programme, are hereby convened to meet in separate meetings (one meeting per Series) of the Holders of Covered Bonds (each, a “**Meeting of Holders of Covered Bonds**”), to be held on 3 December 2020, at (i) 10:00 am, in respect of the **€1,000,000,000 1.00 per cent. Covered Bonds due 27 Jan 2022**, with ISIN Code **PTCGH10E0014**, and (ii) 10:30 am, in respect of the **€250,000,000 Floating Rate Covered Bonds due 28 June 2022**, with ISIN Code **PTCGFD1E0019**, at the company’s registered offices at Av. João XXI, 63 1000-300 Lisboa, Portugal, with the following agenda each:

**Sole item** – Resolve on the merger and, in case of non-approval thereof, the exercise of the right to judicially oppose the same, pursuant to the terms and for the purposes of numbers 2 and 3 of article 101-C of the Portuguese Companies Code, in relation to the incorporation of (i) Caixa Leasing e Factoring - Sociedade Financeira de Crédito, S.A., limited liability company by shares (*sociedade anónima*), with registered offices at Avenida João XXI, 63, 1000-300 Lisbon, parish of Areeiro, municipality of Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 504 868 713, with share capital of € 10,000,000.00, as incorporated company, (ii) Partang, SGPS, S.A. - em Liquidação, limited liability company by shares in liquidation (*sociedade anónima em liquidação*), with registered offices at Avenida João XXI, 63, 1000-300 Lisbon, parish of Areeiro, municipality of Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 508 918 189, with share capital of € 21,884,660.80 as incorporated company, in Caixa Geral de Depósitos, S.A., as incorporating company.

#### **INFORMATION TO THE HOLDERS OF COVERED BONDS**

The Holders of Covered Bonds are hereby informed that the merger project has already been registered in the Commercial Registry Office and that the merger project and adjoining documentation are at their disposal, for consultation, at Caixa Geral de Depósitos, S.A.’s

registered office. The merger project will also be available at the website of Caixa Geral de Depósitos, S.A. ([www.cgd.pt](http://www.cgd.pt)).

As mentioned in the merger project, all the companies to be incorporated in Caixa Geral de Depósitos, S.A. are currently held by the latter as sole shareholder and are fully part of the consolidation perimeter of Caixa Geral de Depósitos, S.A..

## **PARTICIPATION, REPRESENTATION, QUORUM, FUNCTIONING AND VOTING**

Pursuant to the provisions of articles 101-A and 101-C of the Portuguese Companies Code, the Holders of Covered Bonds as creditors which credits have originated prior to the publication of the merger project shall be called for a Meeting of Holders of Covered Bonds to resolve on the merger and in case of non-approval thereof, the exercise of the right to judicially oppose to the same, by being collectively represented, on the grounds that said transaction hinders the satisfaction of their rights, pursuant to the number 2 and 3 of article 101-C of the Portuguese Companies Code.

Participation and functioning of each Meeting of Holders of Covered Bonds shall be governed by the provisions of the Terms and Conditions of the Covered Bonds, the respective common representative appointment agreement (*Common Representative Appointment Agreement*) and also by the relevant legal provisions, notably articles 101-C and 355 of the Portuguese Companies Code and article 14 of the Covered Bonds Law, approved by Decree-Law no. 59/2006, of March 20, as well as any other applicable regulatory provisions.

THE HOLDERS OF COVERED BONDS ARE ADVISED TO OBTAIN INFORMATION ALSO FROM THEIR FINANCIAL INTERMEDIARIES, CREDIT INSTITUTIONS, BROKERS, DEPOSITARIES AND OTHER ENTITIES (INCLUDING, IF APPLICABLE, INTERNATIONAL CLEARING SYSTEMS SUCH AS EUROCLEAR BANK, S.A./V. AND CLEARSTREAM BANKING, SOCIÉTÉ ANONYME) THROUGH WHICH THEY HOLD THE COVERED BONDS ON ANY PRE-REQUISITES, INSTRUCTIONS OR ADDITIONAL DEADLINES THAT THESE ENTITIES MAY REQUIRE FOR THE PURPOSES OF THE EFFECTIVE EXERCISE OF THEIR RIGHTS.

### **Participation in the Meetings of Holders of Covered Bonds**

The Holders of Covered Bonds which, pursuant to the registry, are holders of the voting rights regarding securities are empowered to exercise such rights, by producing a certificate of ownership for the exercise of rights, as foreseen in the Portuguese Securities Code.

The Holders of Covered Bonds are hereby **ADVISED** that:

- (i) Each Meeting of Holders of Covered Bonds may be attended by:
  - a. the respective Holders of Covered Bonds or their representatives;
  - b. members of the management and supervisory bodies of the issuer, and other issuer's representatives;
  - c. financial and legal advisors to the issuer and to the Common Representative;
  - d. any other person whose presence is approved by the chairman of the Meeting of Holders of Covered Bonds;
  - e. any other person whose presence is authorised pursuant to applicable law.
  
- (ii) Only the following Holders of Covered Bonds may participate in each Meeting of Holders of Covered Bonds:
  - a. Holders of Covered Bonds which are registered as holders of the relevant Covered Bonds, at least, 5 business days prior to the scheduled date for the Meeting of Holders of Covered Bonds to be held (i.e. such prior date being 00h00 of 25 November 2020), subject to complying with the terms of the following paragraph;
  - b. the relevant Holders of Covered Bonds shall request the respective(s) financial intermediary(ies) with whom their individual securities account is held, being a participant in the Portuguese CSD, i.e Central de Valores Mobiliários, operated by INTERBOLSA – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., to obtain the issuance of an ownership and blocking certificate regarding the Covered Bonds which voting rights they wish to exercise and which shall include the following information:
    - i. the number of Covered Bonds which the Holder of Covered Bond holds in the relevant account on a date which is, at least, 5 business days before the scheduled date for the Meeting of Holders of Covered Bonds to be held (i.e. such prior date being 00h00 of 25 November 2020);
    - ii. that the Bonds are registered in a blocked account until the end of the Meeting of Holders of Covered Bonds, pursuant to the provision of article 72 of the Portuguese Securities Code;

The issuance of the certificate assumes the blocking of the Covered Bonds, pursuant to the provision of article 72, number 1, paragraph a) of the Portuguese Securities Code; this consists of a book-entry registry indicating the grounds for such blocking,

the blocking period and number of securities blocked. During the blocking period, the registration entity is prohibited from transferring the blocked securities.

- (iii) Holders of Covered Bonds mentioned in (ii) above who plan to attend the Meeting of Holders of Covered Bonds and exercise their respective voting rights must send the Common Representative, in order for the latter to receive it at “Caixa Geral de Depósitos, S.A. (Direção de Mercados Financeiros), Av. João XXI, 63 1000-300 Lisbon, Portugal” or at [oh.agobrigacionistas@cgd.pt](mailto:oh.agobrigacionistas@cgd.pt) no later than 3 business days before the Meeting of Holders of Covered Bonds is held (such latest date of reception being 23h59 of 27 November 2020), the certificate mentioned in paragraph (ii) b. above, as well as, if they wish to be represented, the mandate letter as described below.
- (iv) **Holders of Covered Bonds who are not holding Covered Bonds directly through a financial intermediary that is a participant in the Portuguese CSD, i.e. Central de Valores Mobiliários, operated by INTERBOLSA – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. and who wish to participate/be represented in the Meeting of Holders of Covered Bonds shall consult in advance with their applicable custodians to ensure that any additional procedures (of such custodians or other intermediaries, including international clearing systems as Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme) required for them to be able to participate/be represented in the Meeting of Holders of Covered Bonds are timely complied with. Such deadlines will be on top of the deadlines mentioned in this call notice.**
- (v) in case of co-ownership, only the co-owner’s common representative may participate in the Meeting of Holders of Covered Bonds;
- (vi) participants who wish to participate in the Meeting of Holders of Covered Bonds shall have and make available their identification document (citizen card or equivalent identification document).

#### **Representation of Holders of Covered Bonds**

Holders of Covered Bonds may be represented in the respective Meeting of Holders of Covered Bonds by a proxy by issuing a mandate letter addressed to the Common Representative, in its capacity as chairman of the Meeting of Holders of Covered Bonds. Holders of Covered Bonds may also appoint different representatives regarding the Bonds held in different securities accounts (as long as the voting rights are exercised in the same direction).

The proxy letters (which are hereby made available in the form attached to this convening notice) should be received at “Caixa Geral de Depósitos, S.A. (Direção de Mercados Financeiros), Av. João XXI, 63 1000-300 Lisbon, Portugal” or sent to [oh.agobrigacionistas@cgd.pt](mailto:oh.agobrigacionistas@cgd.pt), jointly with the certificate issued by the abovementioned financial intermediary that is a participant in the Portuguese CSD, i.e. Central de Valores Mobiliários, until 3 business days before the scheduled date for the Meeting of Holders of Covered Bonds to be held (such latest date of reception being 23h59 of 27 November 2020).

If, in a proxy letter, a legal entity is appointed as proxy of a Holder of Covered Bonds, the natural person representing the such legal entity in the relevant Meeting of Holders of Covered Bonds shall present documentation that is considered sufficient, in the reasonable discretion of the Common Representative, in its capacity as chairman of such Meeting of Holders of Covered Bonds, to demonstrate that the natural person in question duly represents the legal entity (in its capacity of proxy of a Holder of Covered Bonds in such Meeting of Holders of Covered Bonds).

Except in case of revocation of the powers granted in the proxy letter to the respective proxy, the latter shall be kept in place until the conclusion of the relevant Meeting of Holders of Covered Bonds, including in case of suspension of the meeting.

HOLDERS OF COVERED BONDS WHO DO NOT HOLD COVERED BONDS DIRECTLY THROUGH A FINANCIAL INTERMEDIARY THAT IS A PARTICIPANT IN THE PORTUGUESE CSD, I.E. CENTRAL DE VALORES MOBILIÁRIOS, OPERATED BY INTERBOLSA – SOCIEDADE GESTORA DE SISTEMAS DE LIQUIDAÇÃO E DE SISTEMAS CENTRALIZADOS DE VALORES MOBILIÁRIOS, S.A. AND WHO WISH TO BE REPRESENTED IN THE RELEVANT MEETING OF HOLDERS OF COVERED BONDS SHOULD CONSULT WITH THEIR CUSTODIANS IN ADVANCE, AS NECESSARY, IN ORDER TO ENSURE THAT THEY TIMELY COMPLY WITH ANY PROCEDURES (OF SUCH CUSTODIANS OR OTHER INTERMEDIARIES, INCLUDING INTERNATIONAL CLEARING SYSTEMS SUCH AS EUROCLEAR BANK S.A./N.V. OR CLEARSTREAM BANKING, SOCIÉTÉ ANONYME) REQUIRED FOR THEM TO BE ABLE TO BE REPRESENTED IN THE RELEVANT MEETING OF HOLDERS OF COVERED BONDS.

### **Quorum**

Each Meeting of Holders of Covered Bonds shall convene as long as any Holder of Covered Bonds of the relevant Series is present or duly represented.

### **Functioning**

Each Meeting of Holders of Covered Bonds is chaired by the Common Representative. If the Common Representative is not present or duly represented in such Meeting of Holders of Covered Bonds within 15 minutes after the hour scheduled for the commencement of the latter, the chairman of the general shareholders' meeting shall replace the Common Representative.

During each Meeting of Holders of Covered Bonds, the Holders of Covered Bonds or their respective representatives may request for true, complete and clear information in respect to the Agenda to be provided to them. Such requests may only be refused if the granting of said information would create serious damages to the Issuer or the breach of any confidentiality legal obligations.

For each Meeting of Holders of Covered Bonds to resolve on the agenda, it is necessary that the voting is taken with absolute majority of the Holders of Covered Bonds present or represented.

The resolution of the relevant Meeting of Holders of Covered Bonds shall bind all relevant Holders of Covered Bonds, whether they have been or not present in said meeting and regardless of whether they have voted against the resolution that is adopted.

Considering the ongoing Covid-19 pandemic, any participant in any of the Meetings of Holders of Covered Bonds shall comply with the laws and regulations related therewith, including by using facial mask, keeping social distance and abiding to applicable hygiene procedures, as also may be further instructed by the Issuer at the Meetings of Holders of Covered Bonds.

### **Exercise of voting rights**

Each Covered Bond is granted 1 voting right.

In each Meeting of Holders of Covered Bonds, the relevant Holders of Covered Bonds shall not be obliged to vote with all voting rights inherent to the respective bonds held, but shall be obliged to vote solely in a single direction in respect to the votes they choose to exercise.

Holders of Covered Bonds may not vote by post.

It is hereby reminded that the Issuer, if it holds any Covered Bonds, will, pursuant to article 14 (1) of the Covered Bonds Law and article 354(2) *a contrario* of the Portuguese Companies Code, be entitled to exercise its right to vote.

### **Other rights**

Holders who, individually or together with other Holders, hold at least 5% (five per cent.) of the principal amount of the Covered Bonds of a given Series may, in respect of the Meeting of Holders of Covered Bonds of such Series, request the inclusion of items on the Agenda contained in this notice and proposals of resolutions in relation to the items of the Agenda or which inclusion to the Agenda is requested, in any case within 5 (five) days from the publication of this notice. Such request must be in the written form, addressed to attention of the Common Representative and delivered at “Caixa Geral de Depósitos, S.A. (Direção de Mercados Financeiros), Av. João XXI, 63 1000-300 Lisbon, Portugal” or sent to [oh.agobrigacionistas@cgd.pt](mailto:oh.agobrigacionistas@cgd.pt).

The request must be accompanied with proof of ownership of at least 5% (five per cent.) of the principal amount of the Covered Bonds, being the relevant ownership and blocking certificate(s) regarding the relevant Covered Bonds issued by the respective(s) financial intermediary(ies) with whom their individual securities account is held, being a participant in the Portuguese CSD, i.e Central de Valores Mobiliários, operated by INTERBOLSA – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A.. The relevant Covered Bonds shall be blocked since the date of the request until the end of the Meeting of Holders of Covered Bonds, pursuant to the provision of article 72 of the Portuguese Securities Code.

## **Results**

The result of the votes regarding any resolution duly adopted at a Meeting of Holders of Covered Bonds, or the absence of any such resolution, shall be disclosed by the Issuer at the website of Comissão do Mercado de Valores Mobiliários (CMVM; [www.cmvm.pt](http://www.cmvm.pt)) and at the website of Caixa Geral de Depósitos, S.A. ([www.cgd.pt](http://www.cgd.pt)).

## **Other information**

The Holders of the Covered Bonds are reminded that the absence of a validly taken resolution by the relevant Meeting of Holders of Covered Bonds opposing to the merger and appointing a representative for this purpose will entail the non-exercise of the right of opposition under the provisions of articles 101-A to 101-C of the Portuguese Companies Code. The Holders of Covered Bonds may obtain further information or clarifications by submitting a request addressed to [oh.agobrigacionistas@cgd.pt](mailto:oh.agobrigacionistas@cgd.pt).

## Data protection

The personal data that the Holders, their representatives and/or the financial intermediaries make available to the Issuer in the exercise of the participation, representation and voting rights in the relevant Meeting of Holders of Covered Bonds will be subject to processing by the Issuer with the purpose of managing its relationship with the Holders within the scope of the relevant Meeting of Holders of Covered Bonds to fulfill its legal obligations. Personal data, necessary for ensuring compliance with the applicable legal obligations, shall be kept for the periods legally established in commercial legislation or until definitive resolution of any dispute related to the relevant Meeting of Holders of Covered Bonds, including the respective resolution process and result. The personal data shall not be disclosed to third parties, except where required by the applicable laws and regulations. It is further informed that, under the applicable legal terms, Holders may exercise the rights to request the Issuer by email for access to personal data which concerns them, as well as for its rectification, the limitation of processing or the right to object to its processing through the email address [oh.agobrigacionistas@cgd.pt](mailto:oh.agobrigacionistas@cgd.pt) (which email will be forwarded to the Issuer's data protection officer). Holders have also the right to file a complaint before the competent supervisory authority (CNPD).

London, 30 October 2020

The Common Representative of the Holders of Covered Bonds

**DEUTSCHE TRUSTEE COMPANY LIMITED**

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Name:

Capacity:

## HOLDER OF COVERED BONDS REPRESENTATION LETTER

To:

**Chairman of the Meeting of Holders of Covered Bonds**

Caixa Geral de Depósitos, S.A. (Direção de Mercados Financeiros)

Avenida João XXI, 63, 1000-300 Lisbon

Portugal

[●] [●] 2020

In order to attend in the Meeting of Holders of Covered Bonds of the [€1,000,000,000 1.00 per cent. Covered Bonds due 27 Jan 2022, ISIN code PTCGH1OE0014 / €250,000,000 Floating Rate Covered Bonds due 28 June 2022, with ISIN code PTCGFD1E0019]<sup>1</sup>, issued by Caixa Geral de Depósitos, S.A., relating to the Covered Bonds Programme of Caixa Geral de Depósitos, S.A. ("**Covered Bonds**"),

**[Full name of individual or company which is a Holder of Covered Bonds]**<sup>2</sup>, [holder of citizen or identity card no. / passport no. [●], issued by [issuing entity] and valid until [date], with taxpayer no. [●], with address at [●]<sup>3</sup> / registered in the Commercial Registry Office under sole registration and taxpayer number [●], with registered office at [●]<sup>4</sup>] holder of [●] covered bonds, pursuant to the Certificate(s) and Block Voting Instruction(s) no. [●], which copy is hereby attached, to participate in the Meeting of Holders of Covered Bonds on 3 December 2020 at [10:00 hours /

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<sup>1</sup> Elect the first or the second option, depending on the applicable Series. If a Holder holds Covered Bonds of both Series and wishes to participate in the Meetings of Holders of Covered Bonds for each of the Series, two separate representation letters shall be prepared and dispatched.

<sup>2</sup> Full name (individuals) or firm (companies).

<sup>3</sup> Individuals.

<sup>4</sup> Companies.

10:30 hours]<sup>5</sup>, at the company's registered office (at Av. João XXI, 63 1000-300 Lisboa, Portugal), with the following agenda:

**Single item** – Resolve on the merger and, in case of non-approval thereof, the exercise of the right to judicially oppose the same, pursuant to the terms and for the purposes of numbers 2 and 3 of article 101-C of the Portuguese Companies Code, in relation to the incorporation of (i) Caixa Leasing e Factoring - Sociedade Financeira de Crédito, S.A., limited liability company by shares (*sociedade anónima*), with registered offices at Avenida João XXI, 63, 1000-300 Lisbon, parish of Areeiro, municipality of Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 504 868 713, with share capital of € 10,000,000.00, as incorporated company, (ii) Partang, SGPS, S.A. - em Liquidação, limited liability company by shares in liquidation (*sociedade anónima em liquidação*), with registered offices at Avenida João XXI, 63, 1000-300 Lisbon, parish of Areeiro, municipality of Lisbon, registered before the Commercial Registry Office under the sole registration and tax payer number 508 918 189, with share capital of € 21,884,660.80 as incorporated company, in Caixa Geral de Depósitos, S.A., as incorporating company.

Hereby appoints **[the Common Representative or, as applicable, its representative to chair the above Meeting of Holders of Covered Bonds]**<sup>6</sup> **[[Full name of individual or company of the representative]**<sup>7</sup>, [holder of citizen or identity card no. / passport no. [●]], issued by [issuing entity] and valid until [date], with taxpayer no. [●], with address at [●]<sup>8</sup> / registered in the Commercial Registry Office under sole registration and taxpayer number [●], with registered office at [●]<sup>9</sup>.

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<sup>5</sup> Elect the first option or the second option, depending on the applicable Series; the first option applies to Series €1,000,000,000 1.00 per cent. Covered Bonds due 27 Jan 2022, ISIN code PTCGH10E0014, the second option applies to Series €250,000,000 Floating Rate Covered Bonds due 28 June 2022, with ISIN code PTCGFD1E0019.

<sup>6</sup> If this option is chosen, the remainder text of this paragraph shall be deleted.

<sup>7</sup> If this option is chosen, the foregoing reference between brackets to the Common Representative or its representative to chair the meeting shall be deleted. / This field shall contain the Holder's representative full name (individuals) or firm (companies).

<sup>8</sup> Individuals.

<sup>9</sup> Companies.

To whom he/she/it grants powers to represent him/her/it in the Meeting of Holders of Covered Bonds, to consult all documents made available in the Meeting of Holders of Covered Bonds and to discuss the sole item of the agenda, in accordance with the following instructions:

VOTING INSTRUCTIONS:

**Sole item**

**A. Non opposition to the merger**

**B. Non approval of the merger and exercise of right to judicially oppose it<sup>10</sup>**

**C. Abstention**

[In addition, he/she/it grants powers and authorizes, in case of any unforeseen events, the representative to act as he/she/it deems to be in the best interest of the principal]<sup>11</sup>

Sincerely yours,

[Signature]<sup>12</sup>

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<sup>10</sup> The Holders of the Covered Bonds are reminded that the absence of a validly taken resolution by the Meeting of Holders of covered Bonds opposing to the merger and appointing a representative for this purpose will entail the non-exercise of the right of opposition under the provisions of articles 101-A to 101-C of the Portuguese Companies Code.

<sup>11</sup> This paragraph may only be included in case the Holder chooses **not to appoint** as its representative the Common Representative (or, as applicable, the Common Representative's representative to chair the above Meeting of Holders of Covered Bonds). In case the Holder has chosen to appoint the latter but included the above paragraph in the letter, this paragraph will be disregarded, as the Common Representative (or its representative to chair the meeting) will not exercise any voting rights discretion.

<sup>12</sup> Signature (individuals) / signature(s), name(s), capacity and companies' stamp (companies).