



HLD EUROPE

(incorporated as a corporate partnership limited by shares under the laws of the Grand-Duchy of Luxembourg)

Legal Entity Identifier: 222100KJO80ONXIK8X08

Up to EUR 100,000,000 Senior Unsecured Bonds Issue 2021/2027 – 3.85 per cent. per annum (the Bonds)

Issue price: 100 per cent.

HLD EUROPE (the **Issuer**) has decided to issue up to EUR100 Million **3.85 per cent.** Bonds due 2027 (the **Bonds**) (which shall constitute the maximum amount to be issued) on 16 July 2021 (the **Issue Date**) pursuant to a resolution of the General Partner of the Issuer adopted on 22 June 2021. The Bonds have been issued in bearer form in a denomination of EUR 1,000.- each.

Interest on the Bonds will be payable annually on 16 July of each year commencing on 16 July 2022 as described under Condition 4 (*Interest*).

The Bonds mature on 16 July 2027. The Issuer may, at its option, redeem all or some of the Bonds on or after the 16 July 2023 as further described under Condition 5 (*Redemption and Purchase*).

Application has been made to the Luxembourg Stock Exchange in its capacity as market operator of Euro MTF for the Bonds to be admitted to the Official List of the Luxembourg Stock Exchange and for admission to trading on the Luxembourg Stock Exchange's Euro MTF market (**Euro MTF**). Euro MTF is not a regulated market for the purposes of Directive 2014/65/EC (the **Markets in Financial Instruments Directive**).

The Bonds have been issued on the terms set out herein under the present prospectus as amended or supplemented by additional terms contained in a separate supplement. As a consequence, the prospectus must be read and construed together with any amendments or supplements (if any) hereto and with any information incorporated by reference herein.

The Bonds are in bearer form, in the denomination of EUR 1,000 (the **Specified Denomination**). The Bonds may be held and transferred, and will be offered and sold, in the Specified Denomination. The Bonds will initially be in the form of a temporary global bond (the **Temporary Global Bond**), without interest coupons, which will be deposited on the Issue Date with a common depository for Euroclear Bank S.A./N.V. (**Euroclear**) whose registered address is 1, Boulevard du Roi Albert II, 1210, Brussels, Belgium and Clearstream Banking, *société anonyme* (**Clearstream, Luxembourg** and, together with Euroclear, the **ICSDs**) whose registered address is 42, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg. The Temporary Global Bond will be exchangeable, in whole or in part, for interests in a permanent global Bond (the **Permanent Global Bond**), without interest coupons, not earlier than 40 days after the Issue Date upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Bonds cannot be collected without such certification of non-U.S. beneficial ownership. The Permanent Global Bond will not be exchangeable for Bonds in definitive form.

An investment in Bonds involves certain risks. Prospective investors should have regard to the factors

described under the heading "*Risk Factors*" on page 56.

This prospectus (the **Prospectus**) relating to the Bonds does not constitute a prospectus within the meaning of the EU Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the **Prospectus Regulation**) and the law of 16 July 2019 on prospectus for securities (the **Prospectus Act**). This document constitutes a prospectus for purposes of Article 62 of the Prospectus Act.

The Bonds are being offered by the Issuer only, subject to its acceptance and right to reject orders in whole or in part.

The date of this Prospectus is 16 July 2021

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Documents Incorporated by Reference*") which will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu). This Prospectus should be read and construed on the basis that such documents are incorporated and form part of the Prospectus. This Prospectus may be used only for the purposes for which it is published.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with the offering of the Bonds and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

Neither this Prospectus nor any other information supplied in connection with the offering of the Bonds (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer that any recipient of this Prospectus or any other information supplied in connection with the offering of the Bonds should purchase any Bonds. Each investor contemplating purchasing any Bonds should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus nor any other information supplied in connection with the offering of the Bonds constitutes an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any Bonds.

Neither the delivery of this Prospectus nor the offering, sale or delivery of the Bonds shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the offering of the Bonds is correct as of any time subsequent to the date indicated in the document containing the same.

The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended, (the **Securities Act**) and are not subject to U.S. tax law requirements. The Bonds may not be offered, sold or delivered within the United States or to U.S. persons.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy the Bonds in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale of Bonds may be restricted by law in certain jurisdictions. The Issuer does not represent that this Prospectus may be lawfully distributed, or that the Bonds may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. Accordingly, no Bonds may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Bonds may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Bonds.

All references in this document to **EURO, EUR, €**, refer to the currency of the monetary union regrouping 19 of 28 European member states.

NOTICE TO INVESTORS

The distribution of this Prospectus and the offering and sale of the Bonds in certain jurisdictions is restricted by law.

The Issuer requires persons into whose possession this Prospectus comes to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Bonds in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering to occur in any jurisdiction.

No person has been authorized in connection with the offering of the Bonds to give any information or make any representation regarding the Issuer or the Bonds other than as contained in this Prospectus. Any such representation or information must not be relied upon as having been authorized by the Issuer. The delivery of this Prospectus at any time does not imply that there has been no change in the Issuer's affairs or that the information contained in it is correct as at any time subsequent to its date. This Prospectus may only be used for the purpose for which it has been published.

The Issuer has prepared this Prospectus and assumes responsibility for the information contained in and incorporated by reference into this Prospectus and hereby declares that to the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in and incorporated by reference into this Prospectus is in accordance with the facts and contains no omissions likely to affect the import of such information.

Each prospective investor should consult its own advisors as needed to make its investment decision and to determine whether it is legally permitted to purchase the securities under applicable legal investment or similar laws or regulations.

No representation or warranty, express or implied, is made by the Arranger(s) as to the accuracy or completeness of the information contained or incorporated by reference into this Prospectus or any other information provided by the Issuer in connection with the Bonds or for any statement consistent with this Prospectus made, or purported to be made, by the Arranger(s) or on their behalf in connection with the Bonds. The Arranger(s) assume(s) no responsibility for the accuracy or completeness of the information contained or incorporated by reference into this Prospectus and accordingly disclaims all and any liability that it might otherwise have (whether in tort, contract or otherwise) in respect of the accuracy or completeness of any such information or statements. By receiving this Prospectus, you acknowledge that you have not relied on the Arranger in connection with your investigation of the accuracy of this information or your decision as to whether or not to invest in the Bonds.

Prospective investors contemplating making an investment in the Bonds must make their own independent investigation and analysis of the Issuer, its financial condition and creditworthiness as well as the terms of the offering, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment. In particular, each potential investor should:

- (a) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Prospectus or any applicable supplement;
- (b) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- (c) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal and interest payments is different from the potential investor's currency;
- (d) understand thoroughly the Terms and Conditions of the Bonds and be familiar with the behavior of the financial markets in which they participate; and
- (e) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to legal investment laws and regulations, or to review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Bonds are legal investments for it, (2) the Bonds can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.

NOTICE TO CERTAIN EUROPEAN INVESTORS

This Prospectus has been prepared on the basis that all offers of Bonds will be made pursuant to an exemption under the Prospectus Regulation, as implemented in the Member States of the European Economic Area, or EEA, from the requirement to produce a prospectus for offers of securities. Accordingly, any person making or intending to make any offer within the EEA of any Bonds should only do so in circumstances under which no obligation arises for the Issuer or the Arranger(s) to produce a prospectus for that offer.

Neither the Issuer nor the Arranger(s) have authorized or will authorize the making of any offer of the Bonds through any financial intermediary, other than offers made by the Arranger(s) which constitute the final placement of the Bonds contemplated in this Prospectus.

In relation to each member state of the European Economic Area that has implemented the Prospectus Regulation (each, a Relevant Member State) no Bonds have been offered or will be offered pursuant to an offering of securities to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Bonds which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Regulation, except that offers of Bonds may be made to the public in that Relevant Member State at any time under the following exemptions under the Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) per Relevant Member State; or
- (c) in any other circumstances which do not require us to publish a prospectus pursuant to Article 4 of the Prospectus Regulation.

No offer of Bonds results in a requirement for the publication of a prospectus under Article 4 of the Prospectus Regulation or any measure implementing the Prospectus Regulation in a Relevant Member State and each person who initially acquires any Bonds or to whom any offer is made under the offering will be deemed to have represented, warranted, acknowledged and agreed with the Issuer and the Arranger(s) that it is a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation.

For the purpose of the expression an “offer of any securities to the public” in relation to any ordinary shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to acquire any securities as the communication may be varied for that Relevant Member State by any measure implementing the Prospectus Regulation in that Relevant Member State.

A person who is not a qualified investor and who has notified the Manager of that fact in writing may, with the prior written consent of the Manager, be permitted to acquire Bonds in the offering.

ANY OFFER OF SALE OF THE BONDS IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA WHICH HAS IMPLEMENTED THE PROSPECTUS REGULATION MUST BE FOR A MINIMUM PURCHASE PRICE OR MINIMUM CONSIDERATION OF AT LEAST EUR 100,000 OR ADDRESSED TO QUALIFIED INVESTORS (AS DEFINED IN THE PROSPECTUS REGULATION).

France

This Prospectus has not been prepared in the context of a public offering in France within the meaning of Article L.41 1-1 of the French *Code Monétaire et Financier* and therefore has not been approved by, registered or filed with the French Financial Market Authority (*Autorité des Marchés Financiers* or **AMF**). Consequently, the Bonds are not being offered, directly or indirectly, to the public in France and this Prospectus has not been and will not be released, issued or distributed or caused to be released, issued or distributed to the public in France or used in connection with any offer for subscription or sale of the Bonds to the public in France.

The Bonds may only be offered or sold in the Republic of France to qualified investors (*investisseurs qualifiés*) or to providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), to the exclusion of any individuals (*cercle restreint d'investisseurs*) all as defined in and in accordance with articles L.41 1-2 and D. 411-1 to D. 411-4 of the French *Code Monétaire et Financier*.

Prospective investors are informed that:

- (i) this Prospectus has not been submitted for clearance to the AMF;
- (ii) in compliance with articles D. 411-1 to D. 411-4 of the French *Code Monétaire et Financier*, any investors subscribing for the Bonds should be acting for their own account; and
- (iii) the direct and indirect distribution or sale to the public of the Bonds acquired by them may only be made in compliance with articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French *Code Monétaire et Financier*.

Germany

The Bonds may not be offered and sold to the public, except in accordance with the German Securities Prospectus Act (*Wertpapierprospektgesetz*) or any other laws applicable in Germany governing the issue, offering and sale of securities. This Prospectus has not been and will not be submitted to, nor has it been nor will it be approved by, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). The Issuer has not obtained, and does not intend to obtain, a notification from the German Federal Financial Supervisory Authority or from another competent authority of a member state of the European Economic Area, with which a securities prospectus may have been filed, pursuant to Section 17(3) of the German Securities Prospectus Act. The Bonds must not be distributed within Germany by way of a public offer, public advertisement or in any similar manner, and this Prospectus and any other document relating to the Bonds, as well as information contained therein, may not be supplied to the public in Germany or used in connection with any offer for subscription of Bonds to the public in Germany. Consequently, in Germany, the Bonds will only be available to, and this Prospectus and any other offering material in relation to the Bonds are directed only at, persons who are “qualified investors” (*qualifizierte Anleger*) within the meaning of Section 2 No. 6 of the German Securities Prospectus Act. This Prospectus and other offering materials relating to the offer of Bonds are strictly confidential and may not be distributed to any person or entity other than the recipients hereof.

Luxembourg

This Prospectus has not been prepared in connection with a public offering or sale in the Grand Duchy of Luxembourg and has therefore not been approved by and will not be submitted for approval to the *Commission de Surveillance du Secteur Financier*. Accordingly, the Prospectus may not be made available to the public in the Grand Duchy of Luxembourg, directly or indirectly, and neither this Prospectus nor any other circular, prospectus, form of application, advertisement or other material may be distributed or otherwise made available in or from, or published in, the Grand Duchy of Luxembourg except in circumstances which do not constitute an offer of securities to the public within the meaning of the Prospectus Regulation.

The offering consists of a “Private Placement”, and accordingly, the Bonds may be offered only (i) to persons who are qualified investors within the meaning of the Prospectus Regulation or (ii) under any other circumstances that do not require the publication of a prospectus pursuant to the Prospectus Regulation.

Switzerland

The Bonds are being offered in Switzerland on the basis of a private placement only. This Prospectus does not constitute a prospectus within the meaning of Art. 652A of the Swiss Federal Code of Obligations. Therefore, the Notes are not subject to authorization and supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA).

The Netherlands

The Bonds may not be offered, sold or delivered in the Netherlands to anyone other than persons who qualify as Qualified Investors (*gekwalificeerde beleggers*) as defined in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

United Kingdom

The issue and distribution of this Prospectus is restricted by law. This Prospectus is not being distributed by, nor has it been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 by a person authorized under the Financial Services and Markets Act 2000. This Prospectus is for distribution only to persons who (i) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the **Financial Promotion Order**)), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any bonds may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This Prospectus is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Prospectus relates is available only to relevant persons and will be engaged in only with relevant persons. No part of this Prospectus should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the prior written consent of the Issuer.

Italy

The Offering of the Bonds has not been registered with the *Commissione Nazionale per la Societa e la Borsa* (**CONSOB**) pursuant to Italian securities legislation. The Issuer has represented and agreed that any offer or delivery of the Bonds or distribution of the Prospectus or any other document relating to the Bonds in the Republic of Italy will be effected in accordance with Italian securities, tax and exchange control and other applicable laws and regulations.

United States

The Bonds have not been, and will not be, registered under the U.S. Securities Act and are subject to U.S. tax law requirements. The Bonds may not be offered, sold or delivered within the U.S. or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. The Bonds are not being offered in the U.S.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements. Forward-looking statements are all statements which refer to future facts, events or other circumstances and do not refer to historical facts or events. They are indicated by wording such as “believes”, “estimates”, “assumes”, “expects”, “anticipates”, “foresees”, “intends”, “hopes”, “could” or similar expressions. Forward-looking statements are based on current estimates and assumptions by the Issuer to the best of its knowledge. Such forward-looking statements are subjected to risks and uncertainties, and as a result the Issuer’s actual financial condition and results of operations may

differ materially from (in particular, be more negative than) those conditions expressly or implicitly assumed or described in such forward-looking statements. Neither the Issuer nor the Arranger(s) assume any obligation to update such forward-looking statements or to adapt them to future events or developments unless required by law.

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GENERAL DESCRIPTION OF THE OFFERING

| | |
|--------------------------------|--|
| Issuer: | HLD Europe. |
| Paying Agent: | Edmond de Rothschild (Europe) |
| The Issue: | EUR 100,000,000.- (which shall constitute a maximum amount to be issued) Bonds due 2027 . Denomination: EUR 1,000.- |
| Issue Price: | 100 per cent. of the principal amount of the Bonds. |
| Issue Date: | 16 July 2021. |
| Maturity Date: | 16 July 2027. |
| Interest Rate: | The Bonds will bear an interest equal to 3.85 per cent. per annum from and including the Issue Date to the Maturity Date (as further described in Condition 4 - <i>Interest</i>). |
| Interest Payment Dates: | Interest will be payable annually in arrear on the Interest Payment Dates falling on 16 July in each year , commencing on 16 July 2022 (as further described in Condition 4 (<i>Interest</i>)). |
| Withholding Taxes: | All payments in respect of the Bonds will be made without deduction for or on account of withholding taxes imposed within the Grand-Duchy of Luxembourg unless such withholding or deduction is required by law. In the event that any such deduction is made, the Issuer will not be required to pay additional amounts to cover the amounts so deducted Condition 7 (<i>Taxation</i>). |
| Ranking: | The Bonds constitute unsubordinated, direct, unconditional and (subject to the provisions of Condition 9 (<i>Negative Pledge</i>)) unsecured obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and equally and rateably with all other present and future unsecured and unsubordinated obligations of the Issuer. |
| Negative Pledge: | The terms of the Bonds contain a negative pledge provision as further described in Condition 9 (<i>Negative Pledge</i>). |
| Redemption: | The terms of the Bonds contain redemption provisions as further described in Condition 5 (<i>Redemption and Purchase</i>). |
| Use of Proceeds: | The net proceeds of the issue of the Bonds will be used by the Issuer for general corporate purposes and subsequent investments in a diversified portfolio of unlisted companies mainly domiciled in Europe (as further described in the section <i>Use of Proceeds</i>). |
| Form of the Bonds: | The Bonds are issued in bearer form (as described in Condition 2 - <i>Form and denomination, title and exchange</i>). |

- Listing and Clearing:** Application has been made for the Bonds to be admitted to the official list of the Luxembourg Stock Exchange and to be admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange. The Bonds have been accepted for clearance through Euroclear and/or Clearstream, Luxembourg with the following ISIN and Common Code:
- ISIN: **XS2360856517**
- Common Code: **236085651**
- Governing Law:** The Bonds are governed by, and shall be construed in accordance with, Luxembourg law.
- Selling Restrictions:** The offering and sale of the Bonds is subject to applicable laws and regulations including without limitation those of the Grand-Duchy of Luxembourg. See "*Subscription and Sale*".
- Ratings:** The Issuer and the Bonds are unrated.
- Risk Factors:** Prospective investors should have regard to the factors described under the section headed "*Risk Factors*" beginning on page 56.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published shall be incorporated in, and form part of, this Prospectus:

- a) the articles of association of the Issuer;
- b) the consolidated audited financial statements of the Issuer as at 31 December 2020 (in IFRS standard); and

Documents listed above will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Copies of the documents incorporated by reference are available free of charge at the specified office of the Paying Agent in Luxembourg and at the registered office of the Issuer.

TERMS AND CONDITIONS OF THE BONDS

HLD EUROPE has decided to issue up to EUR 100,000,000.- **3.85 per cent. per annum** unsecured bonds due 2027 (which shall constitute a maximum amount to be issued) (the **Bonds**, which expression shall include any further bonds issued pursuant to Condition 14 (*Further Issues*) and forming a single series therewith) pursuant to a decision of the General Partner of the Issuer made on 22 June 2021. The Bonds shall only be issued within the maximal amount as determined in this Prospectus and in accordance with the terms and conditions set forth hereunder (the **Conditions**).

The Issuer has appointed Edmond de Rothschild (Europe) as paying agent (the **Paying Agent**, which expression shall include any successor paying agent or paying agents appointed from time to time in connection with the Bonds) pursuant to a paying agency agreement dated on or around 16 July 2021 (as amended or supplemented from time to time, the **Paying Agency Agreement**).

Copies of the Paying Agency Agreement and these Conditions are available for inspection during normal business hours at the office of the Paying Agent at 4 Rue Robert Stumper, L-2557 Luxembourg, Grand-Duchy of Luxembourg. The Bondholders are deemed to have notice of all of the provisions of the Paying Agency Agreement and these Conditions which are applicable to them. The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Paying Agency Agreement.

1. DEFINITIONS

In these Conditions:

“**Account Holder**” means any authorised financial intermediary institution entitled to hold accounts directly or indirectly on behalf of its customers with Euroclear France, and includes Euroclear Bank SA/NV (**Euroclear**) and the depositary banks for Clearstream Banking S.A. (**Clearstream**).

“**Bondholders**” means, at any time, any holder of Bonds.

“**Bondholders’ Resolution**” means a resolution adopted by the Bondholders in accordance with the provisions of the applicable Luxembourg legislation and the Company Law.

“**Breach of Covenants**” means a non-compliance by the Issuer with any of the covenants referred to under Condition 3 (Covenants).

“**Business Day**” means a day, other than a Saturday or Sunday, on which banks are open for business in Luxembourg.

“**Calculation Agent**” means AETHER FINANCIAL SERVICES S.A.S., a company incorporated under the laws of France with registered office at 2 square La Bruyère, F- 24 75009 Paris and registered with the Paris Register of Commerce and Companies under number 811 475 383 (with Mailing Address: 36 rue de Monceau, 75008 Paris, France) acting in accordance with Condition 5.2.1.

“**Company Law**” means the law dated 10 August 1915 on commercial companies, as amended.

“**Clearing Systems**” means Clearstream Banking, *société anonyme* and/or Euroclear Bank S.A./N.V.

“**Change of Control Event**” means, on or after the Issue Date, any person or persons acting in concert or any third person or persons acting on behalf of such person(s) at any time acquiring directly or indirectly (a) more than 50 per cent. of the shares in the capital of HLD Associés Europe (the **General Partner**) (b) such number of shares of the General Partner carrying more than 50 per cent. of the voting rights normally exercisable at general meetings of the Issuer.

“**Change of Control Period**” means the period commencing on the date of the public announcement of a Change of Control Event and ending on the date that the Change of Control Event becomes legally effective.

“**EUR**” or “**€**” means EURO, being the lawful currency of the European Monetary Union.

“**Further Bonds**” means any further unsecured bonds which may be created or issued by the Issuer pursuant to Condition 14 (*Further Issues*).

“**Investor**” means any subscriber, holder or transferee of the Bonds and “**Investors**” means all of the aforementioned.

“**Issue Date**” means 16 July 2021 (or any further date agreed upon between the Issuer and the Subscribers).

“**Maturity Date**” means 16 July 2027.

“**Optional Redemption Date**” means the seventh calendar day following the expiration of the First Put Period, or the Second Put Period (where applicable).

“**Outstanding**” means, in relation to the Bonds, all the Bonds issued other than:

- (1) those which have been redeemed in accordance with the Conditions;
- (2) those in respect of which the date for redemption in accordance with the Conditions has occurred and the redemption monies (including all interest accrued on such Bonds to the date for such redemption and any interest payable after such date) have been duly paid to the Paying Agent;
- (3) those which have been purchased and cancelled as provided in Condition 5.5 (*Purchase*); and
- (4) those in respect of which a put option has been validly exercised within the relevant put period as provided in Condition 5.2.3. (*Bondholder Put Option Following a Change of Control*).

“**Official List**” means the Official List of the Luxembourg Stock Exchange.

“**Payment Business Day**” means, any day on which banks are open for business in Luxembourg in the case of payment by transfer to a euro account.

“**Put Agent**” means the Paying Agent acting as further described in Condition 5.2.3. (*Bondholder Put Option following a Change of Control*).

“**Relevant Date**” means whichever is the later of:

- (1) the date on which the payment in question first becomes due; and
- (2) if the full amount payable has not been received in Luxembourg by the Paying Agent on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Bondholders.

“**Relevant Indebtedness**” means any present or future indebtedness for borrowed money in the form of, or represented by, bonds or notes (*Obligations*) or other debt securities (including *titres de créance négociables*) which are for the time being, or are capable of being, quoted, admitted to trading or ordinarily dealt with any stock exchange, over-the counter market or other securities market.

“**Security**” means a mortgage, pledge, lien, assignment by way of security, hypothecation or other security interest or encumbrance, or other agreement or arrangement conferring security or having a similar effect (*but excluding any opération de crédit-bail or location financière*) and securing any obligation of any person.

“**Specified Denomination**” means EUR 1,000.

“**Specified Office**” means, in relation to the Paying Agent as at the Issue Date, the office of the Paying Agent at 4 Rue Robert Stumper, L-2557 Luxembourg, Grand-Duchy of Luxembourg and, in relation to any other Paying Agent, means the office of such Paying Agent which shall be notified to the Issuer and any other Paying Agent (if applicable).

“**Bondholders’ Resolution**” means a resolution adopted the Bondholders in accordance with the provisions of the Company Law.

2. FORM AND DENOMINATION, TITLE AND EXCHANGE

2.1 Form and Denomination

The Bonds are issued in bearer form, each in the Specified Denomination. Title to the Bonds will pass by delivery. Each Bondholder (to the fullest extent permitted by applicable laws) shall be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing thereon or any notice of any previous loss or theft thereof) and no person shall be liable for so treating such holder. The Bonds will initially be in the form of a Temporary Global Bond without interest coupons, which will be deposited on the Issue Date with a common depository for Euroclear and/or Clearstream, Luxembourg. The Temporary Global Bond will be exchangeable, in whole or in part, for interests in the Permanent Global Bond, without interest coupons, not earlier than 40 days after the Issue Date upon certification as to non-U.S. beneficial ownership. Interest payments in respect of the Bonds cannot be collected without such certification of non-U.S. beneficial ownership. The Bonds will be represented by a Permanent Global Bond without interest coupons.

2.2 Exchange

The Permanent Global Bond will not be exchangeable for bearer Bonds in definitive form.

2.3 Status

The Bonds constitute unsubordinated direct, unconditional and unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and equally and rateably with all other present and future unsecured and unsubordinated obligations of the Issuer.

The claims of the Bondholders will, in the event of the winding-up of the Issuer rank in priority to all holders of shares in the capital of the Issuer as regards the principal of their shares in the Issuer and any related dividends and distributions.

Nothing in this Condition shall affect or prejudice the payment of the costs, charges, expenses, liabilities or remuneration of the Paying Agent or the rights and remedies of the Paying Agent in respect thereof.

3. COVENANTS

3.1 First Financial Covenant (Cash Reserve)

So long as any of the Bonds remain Outstanding, the Issuer shall procure that on the last day of each fiscal year of the Issuer starting with the year ending on 31 December 2021 (each, a “**Testing Date**”), the consolidated cash position of the Issuer as shown under the item “Cash and Cash Equivalents” (*Trésorerie et équivalent de Trésorerie*) of the balance sheet of the relevant annual consolidated financial statements of the Issuer (prepared in accordance with IFRS standards) is in excess of an amount equal to one year’s worth of Interest at the Rate of Interest as defined under Condition 4 (*Interest*) calculated on the basis of Outstanding amount of Bonds as of the relevant Testing Date (the **First Financial Covenant**).

3.2 Second Financial Covenant (LTV Ratio)

So long as any of the Bonds remain Outstanding, the Issuer shall procure that on each Testing Date, the LTV Ratio (as defined below) does not exceed 30 per cent. (the **Second Financial Covenant**).

So long as any of the Bonds remain Outstanding, the Issuer shall deliver to the Paying Agent, within one hundred eighty (180) calendar days after the relevant Testing Date, a certificate signed by a duly authorised representative of the Issuer and co-signed by the auditor (*réviseur d’entreprises*) of the Issuer (a **Compliance Certificate**) certifying (except where the provisions of Condition 3.5 (*Equity Cure*) apply) that the First Financial Covenant and the Second Financial Covenant are complied with on the relevant Testing Date on the basis of its latest annual audited consolidated financial statements prepared in accordance with IFRS standards and describing the details of their calculation.

Upon receipt of the Compliance Certificate, the Paying Agent shall promptly deliver it to the Bondholders in

accordance with Condition 15 (*Notices*).

So long as any of the Bonds remain Outstanding and in accordance with Condition 15 (*Notices*), the Paying Agent shall as soon as practicable notify the Bondholders and the Representative for information, if for any reason whatsoever, the Paying Agent has not received a Compliance Certificate from the Issuer or that the provisions of Condition 3.6 (*Equity Cure*) apply.

"Financial Indebtedness" means, at any time, any obligation for the payment or repayment of money, whether present or future, in respect of:

1. moneys borrowed and debit balances at banks or other financial institutions;
2. any note purchase facility or issue of bonds, notes, debentures, loan stock or any similar instrument or bills of exchange, promissory notes or any similar dematerialised instrument;
3. any amount raised by acceptance under any acceptance credit or bill discounting facility, receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis and meet any requirements for de-recognition under the accounting principles applicable to the consolidated financial statements of the Issuer);
4. the amount of any liability in respect of any lease (including any credit-bail or lease-back) or hire purchase contract which would, in accordance with the accounting principles applicable to the Issuer, be treated as a finance lease;
5. receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);
6. any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing in accordance with the accounting principles applicable to the Issuer;
7. any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);
8. any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution;
9. any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing;
10. any amount of any liability under an advance or deferred purchase agreement if one of the primary reasons behind the entry into this agreement is to raise finance; and
11. the amount of any personal liability for any of the items referred to in paragraphs (1) to (10) above.

provided that:

- a) for purposes of computing the outstanding principal amount of any Financial Indebtedness in paragraphs (1) to (11) above, any interest, dividends, commission, fees or the like shall be excluded save to the extent that they have been capitalised;
- b) no amount shall be included or excluded more than once in calculating the amount of principal outstanding in respect of any Financial Indebtedness; and

- c) notwithstanding the above provisions, in no event amounts due under any shareholders account shall constitute a Financial Indebtedness.

For purposes of these Conditions:

"Loan-To-Value Ratio" or **"LTV Ratio"** means the ratio of the Net Financial Indebtedness divided by the Total Assets.

"Net Financial Indebtedness" means the Financial Indebtedness less the "Cash and Cash Equivalents" of the Issuer, calculated on a consolidated basis and based on the annual audited consolidated financial statements of the Issuer as at the relevant Testing Date prepared in accordance with the IFRS standards.

"Total Assets" means the total assets (*Total Actif*) of the Issuer calculated on a consolidated basis and based on the annual audited consolidated financial statements of the Issuer as at the relevant Testing Date prepared in accordance with the IFRS standards.

3.3 Third Financial Covenant (Restriction on cash distributions)

So long as any of the Bonds remain Outstanding, the Issuer undertakes that it will:

- (i) suspend any cash payment, in the form of dividend, distribution of reserves or any other distribution to the shareholders of the Issuer in their capacity as such (a Cash Distribution); and/or
- (ii) suspend any cash payment or repayment by the Issuer to the Issuer's shareholders pursuant to any shareholder's account (a Cash Repayment on Shareholders Account),

in either case as long as the LTV Ratio shall be above or equal to 25 per cent. but without prejudice to the rights of the shareholders of the Issuer.

3.4 Financial Information

(a) So long as any of the Bonds remain Outstanding, the Issuer shall deliver to the Paying Agent (and to the Representative (as defined below) for information only) within 180 calendar days after the Testing Date (the **Financial Information Covenant**):

- (i) certified copies of (x) the annual audited consolidated financial statements of the Issuer and (y) the audit report for such fiscal year;
- (ii) certified copies of the standalone statutory audited financial statements of the Issuer; and
- (iii) certified copies of the annual consolidated financial statements of the Issuer.

(b) Copies of the documents listed in (a) above will be available, free of charge, for inspection at the Issuer's registered office and the registered office of the Paying Agent during normal business hours and will be provided to each Bondholder upon request.

3.5 Equity Cure

(a) If, in respect of any Testing Date, the Issuer is, or believes that it will be, in breach of the First Financial Covenant and/or the Second Financial Covenant, the Issuer may notify the Paying Agent that it has or shall receive a Permitted Equity Contribution, whereupon the provisions of the following paragraphs shall apply.

(b) Provided that the proceeds of such Permitted Equity Contribution are received by the Issuer at the latest on the last day for delivery of the relevant annual consolidated financial statements of the Issuer (as provided for in Condition 3.4 above) or relevant Compliance Certificate (as provided for in Condition 3.2 above), and constitute Cash or Cash Equivalents, the relevant First Financial Covenant and/or Second Financial

Covenant shall be calculated or recalculated, taking into account the additional amount of Cash or Cash Equivalent thus received pursuant to the relevant Permitted Equity Contribution, as though it had been received and held on the relevant Testing Date, and compliance with the First Financial Covenant and/or the Second Financial Covenant will be determined by reference to the relevant recalculation. The Issuer shall provide to the Paying Agent within 20 Business Days of the date of the Permitted Equity Contribution a recalculated Compliance Certificate as at the relevant Testing Date, taking into account the relevant Permitted Equity Contribution and additional Cash or Cash Equivalent, showing compliance with the First Financial Covenant and/or the Second Financial Covenant as at the relevant Testing Date.

- (c) For the avoidance of doubt, there shall be no requirement to apply all or part of the Permitted Equity Contribution provided as referred to in this Condition 3.5 in redemption of the Bonds.
- (d) For the purposes of this Condition 3.5, **Permitted Equity Contribution** means any equity contribution in the Issuer by way of subscription to shares in the Issuer and/or any quasi-equity or shareholder debt contribution (including, for the avoidance of doubt, *compte courant d'associés*) at the level of the Issuer.

4. INTEREST

4.1 Payment of Interest

- a) The Bonds bear interest on their principal amount Outstanding from and including the Issue Date at the rate of **3.85 per cent.** per annum (the **Rate of Interest**), payable in arrear on 16 July of each year and on the Maturity Date (each an **Interest Payment Date**) commencing with the Interest Payment Date falling on 16 July 2022, subject as provided in this Condition 4 (*Interest*) and Condition 6 (*Payments*).
- b) Each Bond will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of principal is improperly withheld or refused, in which case it will continue to bear interest at the Rate of Interest (both before and after judgment) until whichever is the earlier of:
 - (i) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Bondholder; and
 - (ii) the day which is seven days after the Paying Agent has notified the Bondholders that it has received all sums due in respect of the Bonds up to such seventh day (except to the extent that there is any subsequent default in payment to the relevant Bondholders under these Conditions).
- c) The amount of interest accruing in respect of any period and each Bond shall be calculated by
 - (i) multiplying the principal amount Outstanding of such Bond by the Rate of Interest,
 - (ii) multiplying such product by (x) the actual number of days in the period from and including the date from which interest begins to accrue to but excluding the date on which it falls due divided by (y) 360; and
 - (iii) rounding the resultant figure to the nearest cents (half of any cents being rounded upwards).

5. REDEMPTION AND PURCHASE

5.1 Scheduled redemption

Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their Specified Denomination together with any accrued interest, on the Maturity Date, subject as provided in Condition 6 (*Payments*).

5.2 Early Redemption

5.2.1 Optional Redemption by the Issuer

(a) Before 16 July 2023, the Issuer may, subject to compliance with all relevant laws and regulations and after having given (i) not less than 30 nor more than 60 calendar days' prior notice to the Bondholders and to the Paying Agent in accordance with Condition 15 (Notices) have the option to redeem, the Bonds then Outstanding, in whole or in part, at a price equal to the Optional Make-whole Redemption Amount) as defined below.

The notice referred to in the paragraph above shall specify the anticipated date of redemption (the **Optional Make-whole Redemption Date**).

The **Optional Make-Whole Redemption Amount** will be calculated by the Calculation Agent and will be an amount in Euro rounded to the nearest cent (half a cent being rounded upwards) being the greater of (x) 100 per cent. of the principal amount of the Bonds so redeemed and (y) the sum of (i) 100 per cent. of the principal amount of the Bonds so redeemed, (ii) the then present values on the Optional Make Whole Redemption Date of the remaining scheduled payments of interest of the Bonds so redeemed from (and including) the Optional Make-Whole Redemption Date to (but excluding) 16 July 2023 (determined on the basis of the Rate of Interest applicable to such Bonds on the Optional Make-Whole Redemption Date), discounted to the relevant Optional Make Whole Redemption Date on an annual basis (Actual / Actual ICMA) at the Early Redemption Rate, (iii) the Early Redemption Price and (iv) any accrued and unpaid interest up to (but excluding) the Optional Make-Whole Redemption Date as calculated *pro rata temporis* pursuant to Condition 4 (Interest).

Early Redemption Price means 50 per cent. of the annual amount of interest on the principal amount of the Bonds to be redeemed, calculated on the basis of the Rate of Interest applicable on the relevant redemption date.

Early Redemption Rate means:

- (i) the Reference Benchmark Security quotation on the regulated market "*Borse Frankfurt*"; or
- (ii) if the Reference Benchmark Security cannot be determined in accordance with (i) above, the Reference Benchmark Security quotation as published on Bloomberg; or
- (iii) the average of the four quotations given by the Reference Dealers of the mid-market annual yield to maturity of the Reference Benchmark Security on the fourth business day in Paris preceding the Optional Make Whole Redemption Date at 11.00 a.m. (Central European time (CET)).

Reference Benchmark Security means the German government bond bearing interest at a rate of 0.25 per cent. per annum and maturing on 15 February 2027 with ISIN DE0001102416.

If the Reference Benchmark Security is no longer outstanding, a Similar Security will be chosen by the Calculation Agent at 11:00 a.m. (Central European time (CET)) on the third business day preceding the Optional Make-Whole Redemption Date, quoted in writing by the Calculation Agent to the Issuer and notified in accordance with Condition 15.

Reference Dealers means each of the four banks (which for the avoidance of doubt may include the Global Coordinator or the Managers) selected by the Calculation Agent which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues.

Similar Security means a reference bond or reference bonds issued by the German Government having an actual or interpolated maturity comparable to the maturity of the remaining term of the Bonds that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Bonds.

(b) On or after 16 July 2023 and prior to 16 July 2024, the Issuer may, subject to compliance with all relevant laws and regulations and after having given not less than 30 nor more than 60 calendar days' prior notice to the Bondholders and to the Paying Agent in accordance with Condition 15 (*Notices*) have the option to redeem up to 100 per cent. of the Bonds then Outstanding at a price equal to 100 per cent. of the principal amount of the Bonds so redeemed, plus the Early Redemption Price, plus any accrued and unpaid interest up to (but excluding) the Optional Early Redemption Date (as defined below) as calculated *pro rata temporis* pursuant to Condition 4 (*Interest*).

The notice referred to in the preceding paragraph can be conditional upon any event and shall specify the anticipated date of redemption (the **Optional Early Redemption Date**).

(c) On or after 16 July 2024, the Issuer may, subject to compliance with all relevant laws and regulations and after having given not less than 30 nor more than 60 calendar days' prior notice to the Bondholders and to the Paying Agent in accordance with Condition 15 (*Notices*) have the option to redeem up to 100 per cent. of the Bonds then Outstanding at a price equal to 100 per cent. of the principal amount of the Bonds so redeemed, plus any accrued and unpaid interest up to (but excluding) the Optional Redemption Date (as defined below) as calculated *pro rata temporis* pursuant to Condition 4 (*Interest*).

The notice referred to in the preceding paragraph can be conditional upon any event and shall specify the anticipated date of redemption (the **Optional Redemption Date**).

5.2.2 Redemption for taxation reasons

If by reason of a change in the laws or regulations of the Grand-Duchy of Luxembourg, or any political subdivision therein or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a judgment by a court of competent jurisdiction), becoming effective on or after the Issue Date, the Issuer would on the occasion of the next payment of principal or interest due in respect of the Bonds, not be able to make such payment without having to pay additional amounts, the Issuer may, at any time, subject to having given not more than 60 nor less than 30 days' prior notice to the Bondholders (which notice shall be irrevocable), in accordance with Condition 15 (*Notices*), redeem the Bonds (in whole but not in part) at their principal amount plus accrued and unpaid interest up to (but excluding) their effective redemption date provided that the due date for redemption of which notice hereunder may be given shall be no earlier than the latest practicable date on which the Issuer could make payment of principal and interest without withholding or deduction for Luxembourg taxes or, if such date has passed, as soon as practicable thereafter.

If the Issuer would, on the occasion of the next payment of principal or interest in respect of the Bonds, be prevented by Luxembourg law from making payment to the Bondholders of the full amount then due and payable, notwithstanding the undertaking to pay additional amounts, then the Issuer shall forthwith give notice of such fact to the Fiscal Agent and the Issuer shall, upon giving not less than seven days' prior notice to the Bondholders in accordance with Condition 15 (*Notices*), redeem the Bonds (in whole but not in part) at their principal amount plus accrued and unpaid interest up to (but excluding) their effective redemption date provided that the due date for redemption of which notice hereunder shall be given shall be on the latest practicable date on which the Issuer could make payment of the full amount of principal and interest payable without withholding or deduction for Luxembourg taxes or, if such date has passed, as soon as practicable thereafter.

5.2.3 Bondholder Put Option following a Change of Control

- (a) If at any time while any of the Bonds remain Outstanding, a Change of Control occurs (a **Put Event**), then each Bondholder shall have the option (the **Put Option**) to require the Issuer to redeem or, at the Issuer's option, purchase (or procure the purchase of) all (but not some only) of the Bonds held by such Bondholder at their principal amount together with (or, where purchased, together with an amount equal to) accrued interest to (but excluding) the Put Option Redemption Date (as defined below).
- (b) Promptly upon the Issuer becoming aware of the occurrence of a Put Event, the Issuer shall give notice to the Bondholders in accordance with Condition 15 (*Notices*), specifying the nature of the Change of Control, the circumstances giving rise to it and the procedure for exercising the Put Option contained in this Condition 5.2.3 (the **Put Event Notice**).
- (c) Each Bondholder will have the right to require the Issuer to redeem or, at the Issuer's option, to purchase (or procure the purchase of) all of the Bonds held by it within a 40-day period (the **Put Period**) commencing on the first (1st) Business Day following the expiry of the Change of Control Period. To exercise the Put Option, each Bondholder must transfer (or cause to be transferred by its Account Holder) its Bonds to be so redeemed or purchased to the account of the Paying Agent specified in the Put Option Notice (as defined below) for the account of the Issuer within the Put Period, together with a duly signed and completed notice of exercise in the form obtainable from the specified office of the Paying Agent (a **Put Option Notice**) and in which the relevant Bondholder will specify a bank account to which payment is to be made under this Condition 5.2.3. A Put Option Notice once given may not be revoked.
- (d) The Issuer shall, subject to the transfer of such Bonds to the account of the Paying Agent as described above, redeem or, at the option of the Issuer, purchase (or procure the purchase of) all of the Bonds in respect of which the Put Option has been validly exercised as provided above on the twentieth (20th) Business Day following the expiry of the Put Period (the **Put Option Redemption Date**). Payment in respect of any Bond so transferred will be made in Euro to the Euro-denominated bank account of the holder specified in the Put Option Notice on the Put Option Redemption Date via the relevant Account Holder.

5.3 Partial redemption of Bonds

In the case of a partial redemption of Bonds, the notice to holders shall be drawn in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

So long as the Bonds are admitted to the Official List and traded on the Luxembourg Stock Exchange's Euro MTF and the rules of the Luxembourg Stock Exchange so require, the Issuer shall, once in each year in which there has been a partial redemption of the Bonds, cause to be published in a leading newspaper of general circulation in Luxembourg or on the website of the Luxembourg Stock Exchange (www.bourse.lu) a notice specifying the aggregate nominal amount of Bonds outstanding and a list of the Bonds drawn for redemption but not surrendered.

5.4 No other redemption

The Issuer shall not be entitled to redeem the Bonds otherwise than as provided for in this Condition 5 (*Redemption and Purchase*).

No redemption in kind of the Bonds may therefore occur.

Bondholders are not entitled to exercise any right of redemption of the Bonds prior to the Maturity Date save the redemption as foreseen under Condition 5 (*Redemption and Purchase*).

5.5 Purchase

The Issuer or any subsidiary may at any time purchase Bonds in the open market or otherwise and at any price, subject to applicable laws and regulations.

5.6 Cancellation

All Bonds redeemed or, as the case may be, purchased by the Issuer shall be cancelled and may not be reissued or resold.

6. PAYMENTS

6.1 Principal

Payment of principal and interest in respect of the Bonds will be made in Euro by credit or transfer to a Euro-denominated account (or any other account on which credits or transfers may be made in Euro) as specified by the beneficiary in a city where banks have access to the TARGET System.

Such payments shall be made for the benefit of the Bondholders to the Account Holders (including Euroclear France, Euroclear and Clearstream, Luxembourg) and all payments validly made to such Account Holders in favour of the Bondholders will be an effective discharge of the Issuer and the Paying Agent, as the case may be, in respect of such payments.

6.2 Payments subject to fiscal laws

All payments in respect of the Bonds are subject in all cases to any applicable fiscal or other laws and regulations, but without prejudice to the provisions of Condition 7 (*Taxation*). No commissions or expenses shall be charged to the Bondholders in respect of such payments.

6.3 Payments on Payment Business Days

If the due date for payment of any amount in respect of any Bond or interest is not a Payment Business Day, the holder shall not be entitled to payment in such place of the amount due until the next succeeding Payment Business Day in such place and shall not be entitled to any further interest or other payment in respect of any such delay.

6.4 Partial payments

If the Paying Agent makes a partial payment in respect of any Bond or interests, the Paying Agent will endorse thereon a statement indicating the amount and date of such payment.

7. TAXATION

7.1 Withholding Tax

All payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected withheld or assessed by or on behalf jurisdiction or any political subdivision, or any authority thereof having power to tax, unless such withholding or deduction is required by law.

7.2 Additional Amounts

If, pursuant to Luxembourg laws or regulations, payments of principal or interest in respect of any Bonds become subject to deduction or withholding in respect of any present or future taxes, duties, assessments or other governmental charges of whatever nature imposed by or on behalf of the Grand-Duchy of Luxembourg or any authority therein or thereof having power to tax, the Issuer shall, to the fullest extent then permitted by law, pay such additional amounts (the **Additional Amounts**) as may be necessary in order that each Bondholder, after such deduction or withholding, will receive the full amount then due and payable thereon in the absence of such withholding; provided, however, that the Issuer shall not be liable to pay any such Additional Amounts in respect of any Bond:

- a) to, or to a third party on behalf of, a Bondholder who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his having some connection with France other than the mere holding of such Bond; or

- b) if the Bondholder has not supplied any information or declaration that has been requested by the Paying Agent in a reasonable and timely fashion and that is necessary to avoid or reduce such withholding or deduction.
- c) any combination of sub-paragraphs (a) and (b) above.

Any references to these Conditions to principal and interest shall be deemed also to refer to any Additional Amounts which may be payable under the provisions of this Condition 7 (*Taxation*).

For additional disclosure, prospective Bondholders may refer to the section “Taxation” page 49.

8. INFORMATION TO BONDHOLDERS

Copies of the Issuer’s annual report and accounts (or notices) will be made available to Bondholders or the Representative(s) during normal business hours at the Specified Office of the Paying Agent and in accordance with Condition 15 (*Notices*).

9. NEGATIVE PLEDGE

Except if the Bondholders otherwise agree pursuant to a Bondholders’ Resolution, so long as the Bonds (including any Further Bonds) remain Outstanding, the Issuer shall not create or extend or permit to subsist any mortgage, charge or other encumbrance Security (other than any banker’s right of set-off arising by operation of law or in the ordinary course of banking business) upon the whole or any part of its undertakings, revenues or assets, present or future, to secure payment of any present or future Relevant Indebtedness of the Issuer or to secure any guarantee or indemnity in respect thereof, unless, at the same time or prior to such time, the Issuer’s obligations under the Bonds are secured equally and rateably with such Relevant Indebtedness or such guarantee or indemnity in respect of any Relevant Indebtedness, or are given the benefit of such other security, guarantee or arrangement as shall be approved by the Masse (as defined below).

10. EVENTS OF DEFAULT

If any of the following events (each an **Event of Default**) has occurred and is continuing:

- (a) Non-payment: the Issuer fails to pay any amount of principal or interest in respect of the Bonds (including any Further Bonds) on the due date for payment thereof and such failure continues for a period of 14 calendar days in the case of interest; or
- (b) Breach of Covenants or any other obligation under the Bonds: the Issuer defaults in the performance or observance of any obligation or covenant, binding on it under the Bonds or the Paying Agency Agreement, which default is not remedied (if capable of remedy) within 14 calendar days (or in the case of any breach of the First Financial Covenant and/or the Second Financial Covenant, following application of Condition 3.6 (*Equity Cure*), to the extent applicable); or
- (c) Insolvency, etc.:
 - (i) the Issuer suspends or ceases to carry on all or substantially all of its business; or
 - (ii) the Issuer sells or otherwise disposes of all or substantially all of its assets; or
 - (iii) an order is made or an effective resolution is passed for its winding-up, dissolution or liquidation,

unless in each case:

- (A) such suspension, cessation, sale, disposal, winding-up, dissolution or liquidation is made or takes place in connection with a merger, demerger, consolidation, amalgamation or other form of

corporate reorganization (together, Merger) with any other corporation, where all the Issuer's liabilities under the Bonds are transferred to and assumed by such other corporation; and

(B) either:

- (1) the Merger is a fusion, a scission or an *apport partiel d'actifs* governed by the provisions of the Company Law; and
- (2) the corporate credit rating for long-term indebtedness assigned by S&P, Moody's or Fitch to such other corporation immediately following the Merger is not lower than (x) BBB- or Baa3 or (y) if the corporate credit rating for long-term indebtedness assigned by such Rating Agency to the Issuer immediately prior to such Merger was higher than BBB- or Baa3, such credit rating; or

(d) Cross-Default:

- (i) any other present or future Financial Indebtedness of the Issuer for borrowed money becomes due and payable prior to its stated maturity as a result of a default thereunder;
- (ii) any such Financial Indebtedness is not paid when due; or
- (iii) any guarantee or indemnity given by the Issuer for, or in respect of, any such Financial Indebtedness of others is not honored when due and called upon,

then the Representative of the Masse following a Bondholders' Resolution may, by giving notice in writing to the Paying Agent at its Specified Office, declare such Bond immediately due and payable, whereupon it shall become immediately due and payable at its outstanding principal amount together with accrued interest without further action or formality.

No Event of Default shall occur if and to the extent relating to the Issuer the aggregated amount thereof does not exceed EUR 50,000.

11. PRESCRIPTION

Claims for principal and/or interest shall become void unless the relevant Bonds are presented for payment within five years of the appropriate Relevant Date.

12. PAYING AGENT

12.1 Status of Paying Agent

The Paying Agent acts solely as paying agent of the Issuer and as Put Agent in accordance with Condition 5 and does not assume any obligations or relationship of agency or trust for or with, any Bondholder.

12.2 Indemnity and Costs

Under the Paying Agency Agreement, the Paying Agent is entitled to be indemnified in certain circumstances in connection with carrying out its duties as a Paying Agent and to be paid its costs and expenses.

12.3 Variation or termination of appointment of Paying Agent

The Issuer reserves the right under the Paying Agency Agreement at any time to vary or terminate the appointment of the Paying Agent and to appoint additional or successor principal paying agents and additional or successor paying agents; provided, however, that there will at all times be a Paying Agent having a specified office in a city of a Member State of the European Union.

Notice of any change in the Paying Agent or in its Specified Office shall promptly be given to the Bondholders in accordance with Condition 15 (*Notices*).

13. MODIFICATION AND WAIVER

13.1 Modification without holder consent

The Issuer may, without the consent of the Bondholders, modify or amend the Bonds (including these Conditions) or agree to any modification or amendment to the Paying Agency Agreement if, in each case, such modification or waiver (i) will not be materially prejudicial to the interests of Bondholders, (ii) is of a formal, minor or technical nature or (iii) is to correct a manifest error.

13.2 Modification with holder consent

In order to modify and amend the Paying Agency Agreement or the Bonds (including these Conditions) other than in accordance with Condition 13(1) (*Modification without holder consent*), or to waive past Issuer defaults, a Bondholders' Resolution shall be required.

13.3 Modifications binding

Any modification, amendment or waiver in accordance with this Condition 13 (*Modification and Waiver*) shall be binding on all the Bondholders and shall be notified by the Issuer to the Bondholders as soon as practicable thereafter in accordance with Condition 15 (*Notices*).

14. FURTHER ISSUES

The Issuer is at liberty from time to time without the consent of the Bondholders to create and issue further unsecured bonds or notes (being Further Bonds) ranking *pari passu* with the Bonds, carrying the same rights in all respect as the Bonds and forming a single series therewith.

15. NOTICES

Notices to the Bondholders shall be valid (a) if published in a leading Luxembourg daily newspaper (which is expected to be the *Luxemburger Wort*) or (b) for so long as the Bonds are admitted to trading on the Luxembourg Stock Exchange's Euro MTF, if published on the website of the Luxembourg Stock Exchange (www.bourse.lu) through its Financial News Service or (c) if delivered to the Bondholders through Euroclear or Clearstream, Luxembourg. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules and regulations of any stock exchange or the relevant authority on which the Bonds are for the time being listed. Any such notice shall be deemed to have been given on the date of first publication. If publication as provided above is not practicable, notice will be given in such other manner, and shall be deemed to have been given on such date, as the Paying Agent shall approve. Regarding notices delivered under (c), any such notice shall be deemed to have been given on the date of such delivery.

16. BONDHOLDERS' RIGHTS AND APPOINTMENT OF A REPRESENTATIVE

Bondholders will belong to a masse (the **Masse**) created for the representation of their common interests pursuant to the provisions of the Company Law. The description below is based on the Company Law in effect on the Issue Date. Any subsequent amendments to the relevant provisions of the Company Law may amend or modify the description below.

At the time of the issue of the Bonds, one or more representatives of the Bondholders' group (the **Representative(s)**) may be appointed by the Issuer or during the term of the Bonds, by the general meeting of the Bondholders (the **Masse Meeting**). If no Representative has been appointed, the judge presiding the chamber of the *Tribunal d'Arrondissement* dealing with commercial matters in the district in which the registered office of the Issuer is located, and sitting as in urgency matters, may designate one or more representatives and determine their powers.

Where Representative(s) have been appointed, Bondholders may no longer individually exercise their rights against the Issuer.

The Representative(s), provided an advance on expenses has been paid to them, the General Partner, or the internal auditors of the Issuer must convene the Masse Meeting if called upon to do so by Bondholders representing five per cent. or more of the Bonds outstanding.

All Masse Meetings shall be held at the place specified in the notice calling the meeting and such notice must be published.

All Bondholders have the right to attend and vote at the Masse Meeting either personally or by proxy.

The voting rights attached to the Bonds are equal to the proportion of the principal amount of the outstanding Bonds represented by the principal amount of the Bond or Bonds held by the relevant holder.

A Masse Meeting may be called in the event of a merger involving the Issuer, may approve certain changes in the rights of the Bondholders and may, generally, determine any measures designed to ensure the defence of interests or the exercise of the rights of the Bondholders in accordance with the provisions of the Company Law.

A Masse Meeting may deliberate validly without a quorum and by vote of a simple majority of Bondholders attending or represented at such Masse Meeting on the appointment and revocation of the Representatives, the revocation of special representatives appointed by the Issuer and the approval of any measures of a conservatory nature in the general interests of the Bondholders.

On all other matters (except in respect of certain matters, including a change in the nationality of the Issuer, where unanimous consent is required) the Masse Meeting may deliberate validly on first convocation only if Bondholders present or represented hold at least 50 per cent. of the Bonds then outstanding.

If this requirement is not met, a new Masse Meeting must be called for by convening notices to be published twice within a period of 15 days prior to the second Masse Meeting.

On second convocation no quorum is required.

Decisions at such meetings shall be taken by a majority of 66 2/3 per cent. of the votes cast by Bondholders attending such meetings or represented thereat.

More generally, the Bondholders shall be represented, and general meetings of Bondholders shall be organised in accordance with the provisions of articles 470-3 to 470-21 of the Company Law.

The Representative

The Issuer has appointed as the Representative, AETHER FINANCIAL SERVICES S.A.S., a company incorporated under the laws of France with registered office at 2 square La Bruyère, F- 24 75009 Paris and registered with the Paris Register of Commerce and Companies under number 811 475 383 (with Mailing Address: 36 rue de Monceau, 75008 Paris, France).

The Representative will be entitled to a remuneration of EUR 600 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

17. GOVERNING LAW

The Bonds and the interests and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, Luxembourg law.

SUMMARY OF PROVISIONS RELATING TO THE BONDS WHILE REPRESENTED BY THE PERMANENT GLOBAL BOND

The following is a summary of the provisions to be contained in the Permanent Global Bond which will apply to, and in some cases modify, the Terms and Conditions of the Bonds while the Bonds are represented by the Permanent Global Bond.

1. Form of Bonds and no exchange

The Permanent Global Bond may not be exchanged for Bonds in definitive form.

2. Payments

All payments in respect of this Permanent Global Bond shall be made to the bearer against presentation and (in the case of payment of principal in full with all interest accrued thereon) surrender of this Permanent Global Bond at the specified office of the Paying Agent and shall be effective to satisfy and discharge the corresponding liabilities of the Issuer in respect of the Bonds.

On each occasion on which a payment of interest is made in respect of this Permanent Global Bond, the Issuer shall procure that the same is noted, which endorsement shall be *prima facie* evidence that such payment has been made in respect of the Bonds.

3. Notices

Notwithstanding Condition 15 (*Notices*), while all the Bonds are represented by this Permanent Global Bond and this Permanent Global Bond is deposited with a common depository for Euroclear and Clearstream, Luxembourg, notices to Bondholders may be given by delivery of the relevant notice to Euroclear and Clearstream, Luxembourg for communication to the relative Accountholders (as defined below) in substitution for publication as required by Condition 15 (*Notices*) provided that, so long as the Bonds are listed on the Official List and admitted to trading on the Euro MTF, all requirements of the Luxembourg Stock Exchange have been complied with. Any such notices shall be deemed to have been given to the Bondholders in accordance with the Condition 15 (*Notices*) on the second day after the date of delivery to Euroclear and/or Clearstream, Luxembourg.

4. Accountholders

For so long as all of the Bonds are represented by the Permanent Global Bond and such Permanent Global Bond is held on behalf of Euroclear and/or Clearstream, Luxembourg, each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular principal amount of such Bonds (each an **Accountholder**) (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the principal amount of such Bonds standing to the account of any person shall, in the absence of manifest error, be conclusive and binding for all purposes) shall be treated as the holder of such principal amount of such Bonds for all purposes (including, but not limited to, for the purposes of determining whether any Bondholders' Resolution (as defined in the Conditions) has been duly passed) other than with respect to the payment of principal and interest on such principal amount of such Bonds, the right to which shall be vested, as against the Issuer, solely in the bearer of the Permanent Global Bond in accordance with and subject to its terms. Each Accountholder must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for its share of each payment made to the bearer of the relevant Permanent Global Bond.

5. Prescription

Claims against the Issuer in respect of principal and interest on the Bonds represented by a Permanent Global Bond will be prescribed after five years (in the case of principal) and five years (in the case of interest) from the Relevant Date (as defined in the Conditions).

6. Euroclear and Clearstream, Luxembourg

References in the Permanent Global Bond to Euroclear and/or Clearstream, Luxembourg shall be deemed to include references to any other clearing system approved by the Paying Agent.

USE OF PROCEEDS

The net proceeds of the issue of the Bonds will be applied by the Issuer for general corporate purposes and subsequent investments in a diversified portfolio of unlisted companies mainly domiciled in Europe.

The Issuer intends to allocate exclusively the proceeds to (i) the development and the growth of its pool of acquisitions or investments in unlisted companies, (ii) the redemption of outstanding bonds previously issued by the Issuer and (iii) the financing, in whole or in part, of its next acquisitions or investments in unlisted companies that should mainly consist of shareholder and/or (convertible) bondholder interests in order to acquire majority or controlling interests in these businesses. The Issuer reiterates its intention not to allocate the proceeds to cover the expenses or functioning costs incurred with the management of the Issuer.

DESCRIPTION OF THE ISSUER

1. Legal Status

HLD Europe (the **Issuer**) is a company constituted as a corporate partnership limited by shares (*société en commandite par actions*) incorporated under the laws of Luxembourg on 2 June 2015, having its registered office at 9b Boulevard Prince Henri, L-1724 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 198109 and represented by HLD Associés Europe, its General Partner (*associé commandité*), a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg on 2 June 2015 with registered office at 9b Boulevard Prince Henri, L-1724 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 197552 and its Legal Entity Identifier is 222100KJO80ONXIK8X08.

Due notably to its number of shareholders, the Issuer qualifies as an Alternative Investment Fund (**AIF**) under the law dated 12 July 2013 on alternative investment fund managers, as amended (the **AIFM Law**) implementing the 2011/61/UE Directive on alternative investment fund managers (the **AIFMD**).

The AIFM Law, as implemented in the Grand-Duchy of Luxembourg, contains provisions to secure the interests of shareholders and lenders in an AIF and notably to ensure that the AIF is subject to strict risk management rules and processes in respect of the management of its assets as well as the constant supervision and monitoring of its assets (including the cash flow) by a depository subject to prudential supervision by the CSSF (as below defined).

Although the Issuer qualifies as an Alternative Investment Fund, it is a corporate partnership limited by shares (*société en commandite par actions*) and as such is not comparable to some investment funds domiciled in Luxembourg dedicated to private equity such as FCP or SICAV.

The General Partner has appointed BIL Manage Invest S.A., a public limited liability company (*société anonyme*), having its registered office at 42 Rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (register de commerce et des sociétés, RCS) under the number B 178517, to serve as the issuer's alternative investment fund manager (the **Alternative Investment Fund Manager** or the **AIFM**) within the meaning of the AIFMD and Chapter 2 of the AIFM Law. The AIFM was incorporated for an unlimited duration under the laws of the Grand Duchy of Luxembourg on 28 June 2013 and is registered on the official list of Luxembourg alternative investment fund managers governed by Chapter 2 of the AIFM Law. The AIFM is supervised by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in the performance of the risk and the portfolio management of the Issuer in accordance with the AIFM Law.

In compliance with the provisions of the AIFM Law, the AIFM has granted a mandate in order to effectively conduct its day-to-day business to:

- Alain Bastin;
- Giulio Senatore;
- Karim Rani
- Loic Guillermet;
- Marc Vanmansart

each professionally residing at 42 Rue de la Vallée, L-2661 Luxembourg (the **Conducting Officers**). The Conducting Officers shall ensure that, at all time, the tasks of the AIFM and of the different services providers are performed in compliance with the AIFM Law.

With respect to the provisions under the AIFM Law, the duties of the depository agent have been entrusted to Banque Internationale à Luxembourg S.A., is a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg on 4 March 1910, registered with the Luxembourg RCS under company number B 6307 and having its registered office at 69 Route d'Esch, L-2953 Luxembourg, Grand Duchy of Luxembourg (the **Depository**) and shall exercise the depository functions in accordance with the

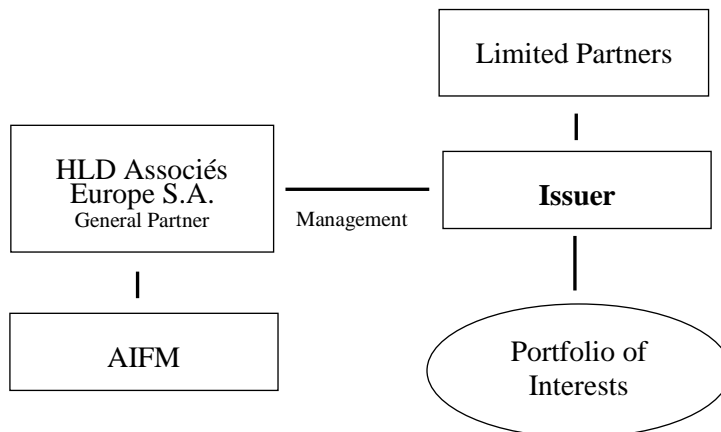
AIFM Law. The Depositary is authorised to exercise any banking activities in the Grand Duchy of Luxembourg.

The Issuer has been incorporated for an unlimited duration.

2. History of the Issuer

| | |
|------------|--|
| 02.06.2015 | Incorporation of the Issuer. |
| 16.07.2015 | Capital increase of the Issuer by contribution in kind and in cash. |
| 03.08.2015 | Capital increase of the Issuer by contribution in cash. |
| 30.11.2015 | Capital increase of the Issuer by contribution in cash. |
| 15.12.2015 | Capital increase of the Issuer by contribution in cash. |
| 31.03.2016 | Listing of EUR 40,000,000, Bonds on the Euro MTF of the Luxembourg Stock Exchange. |
| 06.06.2016 | Capital increase of the Issuer by contribution in cash. |
| 19.12.2016 | Listing of EUR 50,000,000 Bonds on the Euro MTF of the Luxembourg Stock Exchange. |
| 20.09.2017 | Capital increase of the Issuer by contribution in cash. |
| 16.10.2017 | Registration of the Issuer as Alternative Investment Fund with the <i>Commission de Surveillance du Secteur Financier</i> . |
| 06.02.2018 | Listing of EUR 50,000,000 Bonds on the Euro MTF of the Luxembourg Stock Exchange |
| 31.10.2018 | Listing of EUR 20,000,000 Bonds on the Euro MTF of the Luxembourg Stock Exchange. |
| 07.11.2018 | Capital increase of the Issuer by contribution in cash. |
| 18.04.2019 | Capital decrease of the Issuer. |
| 13.11.2019 | Capital increase of the Issuer by contribution in cash. |
| 31.05.2020 | Redemption, cancellation and delisting of EUR 40,000,000 Bonds issued on the 31 March 2016 on the Euro MTF of the Luxembourg Stock Exchange. |
| 13.09.2020 | Listing of EUR 100,000,000 Bonds on the Euro MTF of the Luxembourg Stock Exchange. |
| 20.04.2021 | Capital Increase of the Issuer by contribution in cash. |

3. Corporate Structure



The active portfolio management as well as the risk management over the portfolio of assets of the Issuer is conducted by the AIFM. The external AIFM has its own financial, administration/accounting, human and IT infrastructure resources for the purposes of carrying out its mandate. In this respect, it may have or has recourse to external providers in accordance with the AIFM Law.

The Issuer's overall management is performed by the General Partner, supported by *ad hoc* committees providing non-binding advice and recommendation, in order to ensure a sound and proper development of the activities of the Issuer. For purposes of carrying out its mandate, the General Partner has its own financial, administration/accounting, human and IT resources. It may have or has recourse to external providers (external alternative investment fund manager, IT maintenance, etc.). The General Partner has also constituted a panel of external advisors, including legal counsels, who can advise on an on-going or an *ad hoc* basis.

The General Partner will supervise the activities of the AIFM.

Mrs. Constance LANEQUE is vested with the daily management of the General Partner.

Mr. Loic GUILLERMET has been entrusted with the duty to supervise the risk management tasks executed by the AIFM.

Further details regarding the composition of the bodies in charge of the management or at least involved to some extent to the management of the Issuer are to be found under the Section 1 (*Legal Status*) and 7 (*Management and Auditor*) of the Prospectus.

4. Share Capital

The Issuer has been incorporated with an initial share capital of EUR 31,000.

The share capital was increased on 16 July 2015 by way of a contribution in kind in the amount of EUR 100,477,647 and a cash contribution in the amount of EUR 2,161,681.

The share capital was increased on 30 September 2016 to an amount of EUR 143,522,331 by way of 4 separate contributions in cash for a total amount of EUR 40,851,003, represented by 143,522,331 shares with a par value set at EUR 1 (one euro) each. All shares have been fully paid-up.

On the 20th September 2017, the share capital was further increased to an amount of EUR 145,973,311 by a cash contribution.

On 7 November 2018, the share capital was further increased to an amount of EUR 147,570,756 by a cash contribution.

On 18 April 2019, the share capital was decreased to an amount of EUR 141,287,521.

On 13 November 2019, the share capital was increased to an amount of EUR 142,775,145 by a cash contribution.

On 20 April 2021, the share capital was increased to an amount of EUR 156,459,884 by a cash contribution.

The share capital of the Issuer consists of:

- one GP Share (as defined in the articles of association of the Issuer);
- 156,209,883 Class A Ordinary Shares (as defined in the articles of association of the Issuer); and
- 250,000 Class B Ordinary Shares (as defined in the articles of association of the Issuer).

Since the date of its incorporation, the shares in the capital of the Issuer are held by the holding companies of a consortium of private European investors identified hereinafter (see table below).

As of 30 June 2021, the composition of the shareholding of the Issuer is as follows:

| Names of Investors | Functions and Responsibilities | Indirect Shareholding (%) |
|--|---|----------------------------------|
| Lafonta family | Founder of HLD | 40% |
| Decaux family | Founder of Decaux Group | 14% |
| Dentressangle family | Founder of Dentressangle | 10% |
| Christian Gueugnier & Didier LeMenestrel | Founders of La Financière de l'Echiquier | 7% |
| Jean-François Serval | Founder and CEO of Groupe Audit | 7% |
| Philippe Donnet | Founder of HLD, CEO of Generali | 6% |
| Claude Bébéar | Founder of AXA | 6% |
| Jean-Pierre Mustier | Former managing director of Société Générale and CEO of Unicredit | 5% |
| Other Investors | N/A | 5% |
| TOTAL | | 100 % |

5. Activities of the Issuer, Investment Policy and Indebtedness Policy

According to Article 5 of the restated articles of association dated 2 April 2021, the corporate purpose of the Issuer is “... to acquire holdings, under any form whatsoever in Luxembourg or foreign companies and all other forms of investments, acquisitions by purchase, subscription or any other way as well as the alienation by sale, exchange or any other manner of transferable securities of any kind and the management, control and development of its portfolio. The Company may be interested, by any means, in any business, enterprise or company having a similar or related corporate purpose or, or which is likely to promote the development of its business or to facilitate it. The Company may also guarantee, grant loans or provide assistance in any way whatsoever to companies in which it has a direct or indirect stake or companies that are members of the Company’s group. The Company may also carry out, on its own account as well as on behalf of third parties, all kinds of transactions which are useful or necessary for the achievement of its corporate purpose or which relate directly or indirectly to this corporate purpose.”

Consideration on the law of 12 July 2013 on Alternative Investment Fund Managers

In the course of the year 2017, similarly to other major companies active in private equity domiciled in the European Union, the Issuer has applied and obtained from the CSSF the status of Other Alternative Investment Fund (AIF) in order to comply with the latest European regulatory norms in the field of private equity investments.

The Issuer was initially self-managed by its General Partner.

In accordance with the AIFM Law and its interpretation in the Grand-Duchy of Luxembourg, the General Partner has assessed from a legal standpoint the Issuer as an Alternative Investment Fund and has appointed the AIFM and the Depository.

BIL Manage Invest (BMI), a subsidiary of *Banque Internationale à Luxembourg*, has been appointed as third party AIFM since 2017, covering the risk and portfolio management functions on behalf of the Issuer.

General Presentation

The Issuer is a company with a diversified portfolio of 13 investments as of 31 December 2020 in unlisted and public companies which are active in various sectors. The portfolio of the Issuer is valued at an amount of EUR 1,255,538,000 as reflected in the consolidated financial statements of the Issuer as of 31 December 2020 (in IFRS standard).

The composition of the portfolio also includes a EUR 330,000,000 investment in Cordius B (HCE) as at 31 December 2020 now lowered approximately to EUR 10,000,000 as at the date of this Prospectus, a collective investment scheme set-up as a SICAV with multiple compartments governed by Belgian law dated 19 April 2014 on alternative undertakings for collective investment and their managers (*Loi du 19 avril 2014 relative aux organismes de placement collectif alternatifs et à leurs gestionnaires*) which portfolio consists mostly of investment-grade money market instruments. The recourse to a money market fund is used as an efficient portfolio management technique for the purpose of managing an excess of short term liquidities of the Issuer.

The Issuer has issued, at the date of the Prospectus:

- a EUR 40,000,000 Unsecured Bonds Issue 2016/2021 – 5.65 per cent. per annum, listed on the Euro MTF Market of the Luxembourg Stock Exchange with the following ISIN: XS1382387170. This bond was fully redeemed and cancelled on May, 31 2020.

- a EUR 50,000,000 Unsecured Bonds Issue 2016/2022 – 4.75 per cent. per annum, listed on the Euro MTF Market of the Luxembourg Stock Exchange with the following ISIN: XS 1535055195.
- a EUR 50,000,000 Senior Unsecured Bonds Issue 2018/2023 – 4.00 per cent. per annum, listed on the Euro MTF Market of the Luxembourg Stock Exchange with the following ISIN: XS1764706310.
- a EUR 20,000,000 Senior Unsecured Bonds Issue 2018/2024 – 4.00 per cent. per annum, listed on the Euro MTF Market of the Luxembourg Stock Exchange with the following ISIN: XS1892860823.
- A EUR 100,000,000 Senior Unsecured Bonds Issue 2020/2026 – 3.85 per cent. per annum, listed on the Euro MTF Market of the Luxembourg Stock Exchange with the following ISIN : XS2230261336.

At the date of the Prospectus, the Issuer has no other Financial Indebtedness.

The Issuer has a stable and reliable group of shareholders since its inception which is composed of well-known entrepreneurs such as the Decaux and Dentressangle families and experienced managers having acquired decades of experience in the financial/banking and the private equity sector (Mr. Philippe Donnet, Mr. Jean-Bernard Lafonta, Mr. Christian Gueugnier, Mr. Jean-Pierre Mustier).

The total amount committed by the shareholders of the Issuer (excluding the General Partner) amounts to EUR 313,600,000 as at the date of this Prospectus.

The objectives of the Issuer is to increase the value of its portfolio and its own funds by opening the current shareholding composition to other European families with a successful track record of entrepreneurship.

Investment Strategy and Policy of the Issuer

The Issuer favors investments in non-listed European companies with a growth based on efficient management teams.

With a long-term vision without predetermined exit horizon, the Issuer takes the role of shareholder and accompanies the various management teams in developing the companies it controls. The goal is that they become leaders in their sector. The Issuer offers companies a transmission solution preserving their integrity, their sustainability and growth potential. The investors' group, through its network, provides access to the Issuer and its subsidiaries to unique acquisition opportunities.

A diversified portfolio of quality investments:

- A selection of promising uncorrelated sectors: healthcare, aeronautics, online gaming, equipment rental market, etc.
- Significant potential for revenue growth and profitability for businesses.
- Liquid portfolio: the Issuer intends to diversify its channels to ensure distribution is either in the form of interest payments on the bonds held in the subsidiaries, or the payment of dividends by subsidiaries (and recapitalizations of those) or the total or partial sale of its holdings.

The Issuer proposes an annual pace of investment ranging from EUR 200,000 to EUR 300,000,000. This rhythm must be understood as an average. Indeed, the amounts invested can vary greatly from one year to another according to macroeconomic cycles, which in some years can be favorable or unfavorable to potential acquisitions. The Issuer will proceed to averaged 3 investments per year; it is possible that in some years, no

investment is made.

Given this volatility, it is desirable that the Issuer has at all times financial flexibility, this room for maneuver may consist of cash, credit lines and long-term debt.

The Issuer adjusts its shareholder response to the situation of each company.

Indebtedness policy and Financing of the Issuer

The recourse by the Issuer to the issuance of Bonds to secure (i) the financing of its subsequent investments, (ii) the growth of its diversified portfolio of investments, and (iii) the creation of value in unlisted companies at different economic stage such as high growth companies typically addressing technology, healthcare and other specialty growth industries or in companies having reached a more mature economic cycle with a more robust financial situation or greater company size, is in line with the Issuer's diversification policy in terms of sourcing financing and, in particular, of a diversification of its indebtedness while remaining at a sustainable level for the Issuer and therefore without compromising its ability to satisfy its financial obligations under the present issue of Bonds.

The Issuer pays specific attention to the quality of the management teams and the potential growth of the companies where it has acquired a majority stake or a controlling interest as they are key drivers for the investment decision process of the Issuer.

Investments are conducted through a series of special purpose vehicles (**SPVs**) that will incur a sustainable level of indebtedness for each of them.

The Issuer emphasizes on the fact that the appraisal of a sustainable level of indebtedness for each of the SPVs constitutes a key component in terms of risk management and that the Global Financial Leverage Ratio (as below described) shall remain below a ratio sets at 4. For the avoidance of doubt, the Global Financial Leverage Ratio shall not constitute a covenant as defined under Condition 3 (Covenants).

Finally, the Issuer desires to draw the attention of Bondholders to the fact that the Negative Pledge (*see Condition 9*) remains of full effect in order to protect the financial situation of the Issuer and ultimately to secure its ability to satisfy its obligations towards the Bondholders and its shareholders.

Global Financial Leverage Ratio

With reference to section 5 (*Activities of the Issuer, Investment Policy and Indebtedness Policy*) and in particular sub-section "Indebtedness Policy and financing of the Issuer", the Issuer, as a part of the risk management function, shall monitor the level of the external indebtedness for the portfolio of companies by calculating on an annual basis a global financial leverage ratio (the **Global Financial Leverage Ratio** or **GFLR**).

The GFLR shall be calculated as follows:

$$GFLR = \sum_{i=1}^n w_i \frac{Net\ Indebteness_i}{EBITDA_i}$$

Where:

n is the number of portfolio companies to be consolidated,

w_i is the percentage of ownership by the Issuer in each portfolio company,

Net Indebtedness_i is the external Net Indebtedness for each company of the portfolio, excluded debts or equivalent to the Shareholders,

EBITDA_i means earnings before interest, taxes, depreciation and amortization as calculated for each of the companies of the portfolio.

For the avoidance of doubt, the Global Financial Leverage Ratio shall not constitute a covenant as defined under Condition 3 (*Covenants*).

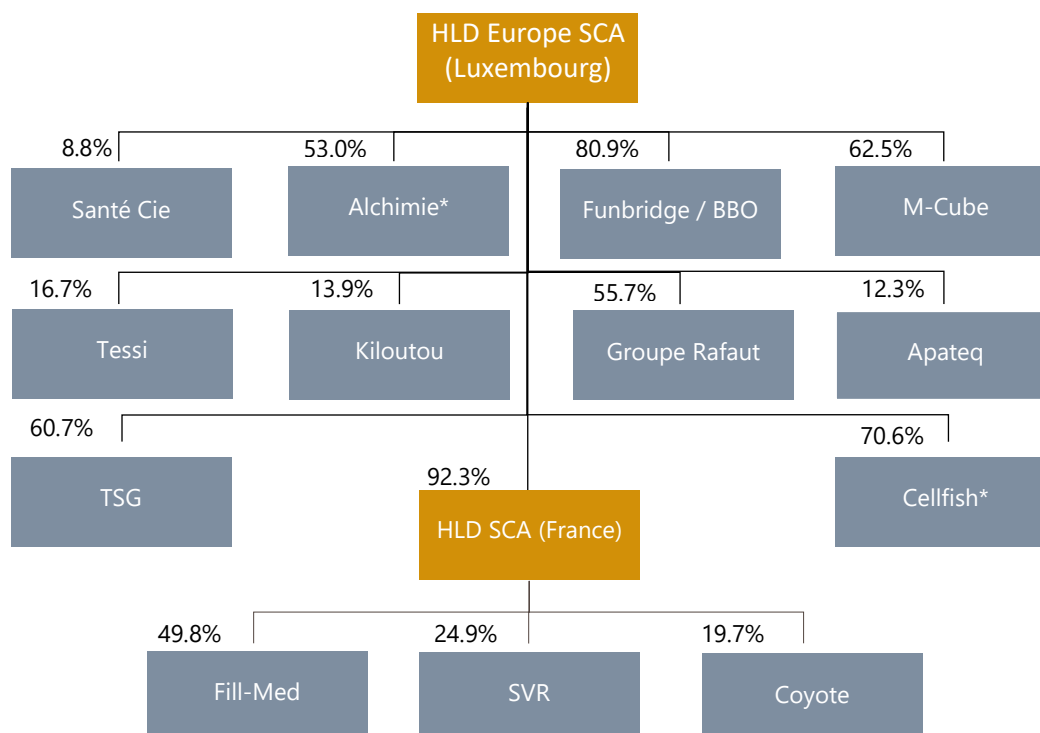
Business Model of the Issuer

From an economic and financial point of view, the ultimate goal of the Issuer is:

- (i) to have an equity portfolio that is balanced;
- (ii) to receive dividends from portfolio companies;
- (iii) through the General Partner, to limit its operating costs, excluding costs related to the investments, to about 1.5 per cent. of the portfolio value; and
- (iv) to reinvest the cash collected during the sale of companies in new companies.

Interests of the Issuer & Simplified Structure Charts

As of 31 December 2020, the Issuer and its activities are integrated as shown in the below simplified structure chart expressing economic rights:



* The historical activity of Alchimie, Cellfish, has been carved out and is held at 70.6% by the Issuer

Activities of companies composing the portfolio of interests of the Issuer

| Data Million EUR | CA (2020) | EBITDA (2020) | Value of the assets* (31/12/2020) | % of total assets |
|--|-----------|---------------|-----------------------------------|-------------------|
| HLD Sca | | | | |
| <i>including</i> Fill Med** | 82.34 | 32.90 | 187 | 14.29% |
| <i>including</i> SVR** | 71.61 | 2.15 | 17 | 1.30% |
| <i>including</i> Coyote** | 112.55 | 41.86 | 31 | 2.37% |
| <i>including</i> Cash to be distributed*** | N/A | N/A | 53 | 4.05% |
| Santé Cie | 320.18 | 89.08 | 63 | 4.81% |
| Alchimie | 28.94 | -8.00 | 43 | 3.28% |
| Funbridge - BBO | 56.76 | 18.88 | 189 | 14.44% |
| M-Cube | 35.77 | 7.00 | 28 | 2.14% |
| Tessi | 414.00 | 69.79 | 52 | 3.97% |
| Kiloutou | 657.70 | 241.14 | 106 | 8.10% |
| Groupe Rafaut | 89.25 | 18.38 | 45 | 3.44% |
| Apateq | 12.55 | 0.61 | 1 | 0.08% |
| TSG | 661.60 | 59.10 | 111 | 8.48% |
| Cordius B HCE**** | N/A | N/A | 330 | 25.20% |
| Cash***** | N/A | N/A | 53 | 4.05% |
| Total | 2,543.25 | 572.89 | 1,309 | 100.00% |

Source: HLD Group –

* Includes equity, convertible bonds and shareholder’s current accounts in the Issuer’s financial statements. The financial information presented above is determined using the IFRS standard.

** Value in the Issuer of the assets owned through HLD SCA (ownership by the Issuer of c.74 per cent of the economic interest of the subsidiaries).

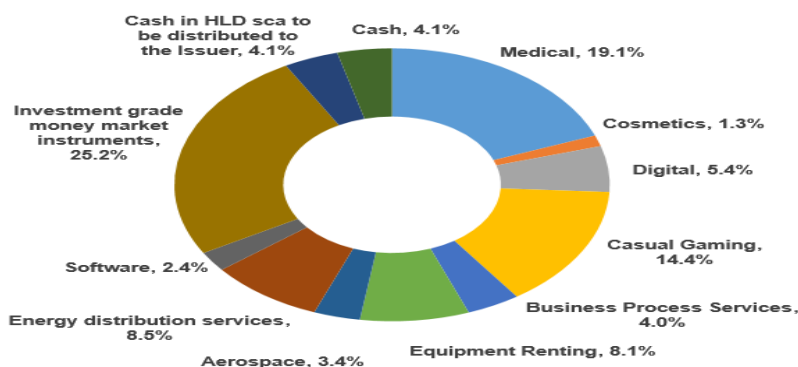
*** HLD Sca is the sub-holding between the Issuer and the Fill Med, SVR and Coyote investments. This cash amount belongs to the Issuer and most of it has been effectively distributed to the Issuer early 2021.

**** Cordius B HCE a collective investment scheme set-up as a SICAV governed by Belgian law which portfolio consists mostly of investment grade money market instruments.

***** Cash as of 31/12/2020.

On 31 December 2020, 56.5 per cent. of total assets are shares in subsidiaries, 25.2 per cent. in a Belgian SICAV (Cordius B HCE), 4.1 per cent. are cash and the remaining 14.2 per cent. are bonds in subsidiaries and other assets. This mechanism of bonds allows for back interest to the Issuer to cover the current structure costs, while maintaining control over the subsidiaries.

The portfolio of interests of the Issuer is also well diversified from a sectorial point of view (see below charts):



- **FILLMED**

The HLD group has acquired Laboratoires Filorga in September 2010 and the interests were subsequently transferred by a contribution in kind to the Issuer (see Section 2 “History of the Issuer”).

Established in 1978, Laboratoires Filorga became the first French laboratory to develop a global anti-aging solution addressing all the problems related to skin aging (wrinkles, radiance, firmness, pigment spots, etc.), dedicated to both the public and professionals (FillMed). In 2019, Laboratoires Filorga has been sold to Colgate Palmolive but the HLD group kept the medical branch, FillMed, which generates a solid growth and a strong development.

FillMed operates in more than 50 countries and had an annual growth of its turnover reaching c. 35 per cent. between 2015 and 2018 and over 60 per cent. over 2019. Despite the sanitary crisis, the company’s revenue and EBITDA increased respectively by 7 per cent. and 20 per cent.. At present, it is focusing its development on China, which contributes already to 50 per cent. of its turnover in 2020.

- **LABORATOIRES SVR**

The HLD group acquired Laboratoires SVR in January 2014 through a venture capital fund and the interests were subsequently transferred by a contribution in kind to the Issuer (see Section 2 “History of the Issuer”).

Last family-owned French brand amongst dermo-cosmetic leaders in pharmacies, Laboratoires SVR produces and distributes dermo-cosmetic treatments since 1962.

The company operates via a commercial network in France, distribution subsidiaries in 5 countries (Italy, Spain, Belgium, Morocco and Tunisia) and relies on local distributors in 35 other countries.

Laboratoires SVR is an innovative Small and Medium Enterprise employing more than 420 workers.

In November 2020, the Issuer has sold part of its holdings in accordance with a shareholders’ agreement, to reduce it’s holdings from 51.1 per cent. to 25 per cent. in the group. By the end of 2020, the group reached EUR 71,600,000 in revenues.

- **COYOTE**

The HLD group has invested in Coyote in December 2014 and the interests were subsequently transferred by a contribution in kind to the Issuer (see Section 2 “History of the Issuer”).

Founded in 2006, Coyote is the European leading driving assistance system.

The company displays a strong market position in its historical markets (France and Belgium, with over 600,000 subscribers), benefits from the loyalty of its community and preserves a strong brand image through its proven constant innovation capacity.

The objective goal of its founders and the Issuer is to uphold the company’s development in France and Belgium, to penetrate other European markets, among which Italy and Spain, and to adapt to the evolving use of car-integrated driving assistance systems.

As of today, the company aims at diversifying its services from the historical alerting services, with B to B fleet services (vehicle tracking), predictive security (software helping the driver on difficult roads and dangerous

turns). Through this diversification, the company is reaching also B to B clients and leveraging its know-how and community for different services. The group's revenues was EUR 112,600,000 in 2020 despite the sanitary situation and thanks to the monitoring of cost, the EBITDA 2020 increased by 11.3 per cent., reaching EUR 41,900,000 in 2020.

- **SANTE CIE (formerly ELIVIE)**

The Issuer invested in IP Santé Domicile in August 2015 and in AMS in January 2016. The merger created the 3rd operator for home healthcare in France.

The Santé Cie group is structured around a dual network built on the Elivie brands – a national brand among the leaders of the sector, and ASDIA – a young network, whose strong growth will eventually allow it to establish itself also among the leaders of the PSAD (Health Acts Done at Home).

In March 2020, the Issuer sold its controlling stake in the Santé Cie group to ARDIAN, and reinvested part of the proceeds along with the new shareholder. In September 2020, the group acquired Aposan in the context of the launch of Santé Cie's internationalisation strategy. The turnover of Santé Cie in 2020 totaled EUR 320,200,000 while the EBITDA increased from EUR 70,000,000 in 2019 to EUR 89,000,000 in 2020.

- **ALCHIMIE (and CELLFISH)**

The Issuer invested in Aspin Management, a company formed to acquire 100 per cent. of Alchimie (formerly Cellfish) in October 2015.

Alchimie is a publisher and a distributor of casual entertainment content for mobile phones.

Since its creation, Alchimie has accumulated more than 10 years of experience in internet traffic management, digital content publishing and monetization, and has become a leader in the French and Western European market.

The Issuer's investment enables Alchimie to pursue its growth in the video product offers with a diversification in content, a strong progression on the number of viewable hours (30,000 hours at the end of 2019) and influencers promoting their content with the company.

The company launched an initial public offering on Euronext in November 2020 for its Video businesses which enabled the company to raise over EUR 17,800,000 and the issuer to hold 53 per cent. of the company post IPO.

Without taking into account the Cellfish activities, Alchimie's revenue grew by 22 per cent. over the year 2020, driven by the strong growth of the Video activity.

- **FUNBRIDGE**

The Issuer has acquired on 21 November 2016 69 per cent. of the share capital of Funbridge for an amount circa EUR 9,600,000.

Funbridge is part of the group GOTO Software which has developed during the last two decades a software dedicated to the game of Bridge.

In 2003, Funbridge was launched to enable participants to game online and it has now over 400,000 members from 190 countries.

In 2018, Funbridge acquired Bridge Base Online (BBO), the main competitor from the US, which has a complementary business model, based on tournaments and marketing.

During the pandemic, the group has fully benefited from the different lockdowns and other restrictive measures. Such outcome is reflected in the group's extraordinary growth in the group's revenues of more than 236 per cent. in comparison with 2019. In 2020, the group's EBITDA also increased by 154 per cent. (EUR 18,900,000 in 2020 versus EUR 7,400,000 in 2019). The company has been able to harness online successful transition from physical games to online games by creating virtual clubs with the help of bridge federations.

Today, the group is a leader in Europe and North America, with 3 million games played per day and a community of over 1,000,000 bridge players. The company is looking to expand in China and other related activities.

- **M CUBE**

The Issuer has invested an amount of EUR 23,000,000 in the Italian-based company M Cube in the course of the month of September 2017. The acquisition was publicly released on the 21 September 2017.

M Cube is a leading company in digital, multimedia, video and radio marketing in selling locations.

In the previous years, the company has launched 3 branches (France, the UK and the Netherlands) and has acquired four companies, Carlipa, Stentle, Videomobile and Storever. This growth is part of the expansion vision of the founders and the issuer.

- **TESSI**

Founded in 1971, Tessi is a specialist in the outsourced management of document and payment flows, back office operations and promotional marketing. The company also provides, through CPoR Devises, physical investment and currency gold buying and selling services in France, French-speaking Africa and Cuba.

Listed on Euronext, Tessi currently employs more than 7,500 people and generates 1/4 of its turnover outside France.

Already well-established internationally, Tessi's ambition is to consolidate its positions and become the reference BPO operator at the European level for the digital transformation of business processes.

Since the Issuer has invested in Tessi, several structural changes have been made: in 2018, CPoR Devises was sold, Owlance (a market leader in the delegation of health management and provident insurance contracts) has been acquired. In 2019, 20 per cent. of Tessi's minority shareholders' stakes were acquired by HLD Group, as well as ADM Value (a major player in outsourcing Customer Relations). In 2020, the majority of the Spanish business was sold.

Despite a strong negative impact during the first semester of 2020 for Tessi, the revenues in 2020 decreased only by 3 per cent., thanks to a good performance in the second semester and a strong growth in the customer relations activity (+21 per cent. in comparison to 2019).

Early June 2021, Pixel Holding has acquired an additional 15 per cent. of the shares of Tessi and is currently planning to delist Tessi in the coming months.

- **KILOUTOU**

The Issuer acquired on 15 February 2018, 20 per cent. of the capital of Kiloutou for an amount c. EUR 110,000,000.

Kiloutou offers its customers the widest range of equipment on the market. With 4,300 employees, Kiloutou operates c. 500 branches in Europe (France, Poland, Spain, Italy and Germany).

The Kiloutou Group targets a diversified client base of professionals: public corporations, construction companies, craftsmen, municipalities and administrations, industries, service companies and SMEs.

With the support of HLD and with its management team, which has gained a real expertise in external growth over the last 10 years, Kiloutou is targeting an acceleration of its growth in Europe and strengthen its leadership position on the French market and the European market.

Kiloutou proved to be resilient during the pandemic with only a 6 per cent. decrease of its EBITDA in 2020 achieving EUR 241,000,000 due to an effective costs management.

- **RAFAUT**

On June 27th 2018, the Issuer has invested in Rafaut, a family-owned commercial and military aviation equipment design and manufacturing group. With two major production sites, it employs approximately 140 people and generated around EUR 96,000,000 of sales.

In commercial aviation, Rafaut is a tier-one subcontractor for Airbus, focusing on flight control systems. In the defence sector, the company has a rare expertise in stores carriage and release under fighter aircraft.

The goal of HLD Europe and its co-shareholders is to support Rafaut in a new phase of its development by helping it become the European leader in mission critical equipment, expand its areas of expertise and diversify the scope of programmes in which it is positioned, and make targeted acquisitions in both the civil and military aviation sectors

By year-end of 2020, a build-up has been carried out following the acquisition of Secapem (a company specialised in the manufacturing of training systems for fighter pilots).

- **APATEQ**

On July 2nd 2019, the Issuer acquired a 12.3 per cent. stake in Apateq for circa EUR 1,000,000.

The company provides oil-water separation systems for oil operators as well as compact wastewater treatment units for specific and demanding applications of industrial wastewater pre-treatment systems.

Since Acquisition, the company has developed new water treatment technologies, applied to the fracking industry.

- **TSG**

On 30 September 2020, the Issuer acquired 60 per cent. of the share capital of TSG for an equity investment of EUR 111,000,000. TSG's turnover and EBITDA in 2020 reached respectively EUR 662,000,000 and EUR 59,000,000.

TSG is a leading services provider and equipment supplier to fuel stations. TSG operates activities on six segments, which are grouped into: core business (fuel, systems and fleet) and new business (car wash, EV charge and Gas).

With 30 countries served in Europe and Africa, TSG has one of the largest sales and services network in the industry. TSG has established partnerships with leading equipment manufacturers for each of the six business units amongst which Tokheim, Karcher, Profleet, Xcharge and Circontrol. TSG possesses a wide variety of customers, amongst which major oil companies (such as Total, Shell, BP and Esso), Retailers (such as Auchan, Carrefour, Tesco and Intermarché) and Commercial and fleet operators (such as Avis, Sixt, Eiffage, Vinci, Geodis and XPOLogistics).

- **Cordius B (HCE)**

As from 16 September 2020, the Issuer started investing in Cordius B (HCE), a Belgian SICAV which portfolio consists mostly of liquid investment-grade money market instruments.

Trends

The entire portfolio of the Issuer is diversified in three distinct geographical areas (France, Luxembourg and Italy) where governments have adopted strong and robust measures to provide the necessary financial support to protect the sustainability of business activities.

By selling its stake in Sante Cie (for an amount of EUR 160,000,000) and the distribution of dividends for an amount of EUR 370,000,000 out of the sale of Filorga Cosmétiques, the Issuer has secured over the year 2020 a strong liquidity position allowing the Issuer to look towards new investment opportunities in the pandemic-induced changing environment.

The Issuer's portfolio of investment showed strong resilience during the pandemic with an organic growth in cumulated EBITDA of +2 per cent., mainly driven by the companies with internet related operations such as Funbridge.

More generally and due to the outbreak of COVID-19 and the sanitary crisis impact, all investments have manifested a strong capacity to reduce cost and put in place measures limiting the impact of the sanitary crisis.

Except Cordius from which the Issuer has divested early 2021, the Issuer does not consider any additional investment. The Issuer remains therefore "Long Term" and "Evergreen" which is likely to protect it from the current ups and downs of the market (during the COVID-19 period).

Recent development

The Issuer considers that the investment momentum is currently ideal in connection with two very promising transactions closed early 2021 (i.e. MVG and Alkapharm) with low acquisition prices. The Issuer has also carried out a build-up acquisition in LACE (specialised in hooks and carriage systems for helicopters) to strengthen the services provided by Rafaut. The total cash consideration for these 3 acquisitions is around EUR 140,000,000. Additionally, the Issuer has successfully completed during the first quarter of 2021 the delisting of MVG, and is currently planning to delist Tessi as well in the coming months after having purchased additional 15 per cent. of the shares.

In April 2021, the capital was increased by more than EUR 102,000,000 and the remaining commitment of the investors (excluding the General Partner) amounts to EUR 313,600,000 as at the date of this Prospectus, guaranteeing the financial soundness of the Issuer and showing complete confidence in the General Partner and its staff.

Real Estate Assets and Properties

The Issuer rents and does not own its premises and has no ownership of real estate assets or properties as of the date of the Prospectus.

Environmental Constraints

Given the business activities and the corporate object of the Issuer, the latter is not subject to direct or indirect environmental constraints.

R&D, Patents and licensing

Not applicable due to the business activities of the Issuer.

6. Annual Accounts and Annual General Meeting

The financial year of the Issuer commences on 1st January and ends on 31st December each year.

The latest available audited and consolidated financial statements of the Issuer as of 31st December 2020 (in IFRS standard) are incorporated by reference into this Prospectus.

Consolidated Statement Profit or Loss for the year ended 31st December 2018, 31st December 2019 and 31st December 2020

| Consolidated Statement Profit or Loss | 31.12.2020 | 31.12.2019 | 31.12.2018 |
|---|----------------|----------------|---------------|
| In K Euros | | | |
| CONTINUING OPERATIONS | | | |
| REVENUE | 370 564 | 114 121 | 11 590 |
| Dividends | 370 564 | 114 121 | 11 590 |
| OPERATING EXPENSES | -13 202 | -5 927 | -5 555 |
| Operating Expenses | -13 202 | -5 927 | -5 555 |
| FINANCE COSTS AND INCOMES | 127 917 | 3 890 | 47 496 |
| Assets sale | 125 851 | 3 566 | 49 491 |
| Interest and related incomes | 10 139 | 8 215 | 5 411 |
| Interest and related expenses | -8 073 | -7 891 | -7 406 |
| PROFIT BEFORE TAX FROM CONTINUING OPERATIONS | 485 280 | 112 084 | 53 531 |
| Income tax expense | -5 | -5 | -5 |
| NET PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS | 485 275 | 112 079 | 53 526 |

| | | | |
|--|-----------------|----------------|----------------|
| REVALUATION OF AVAILABLE-FOR-SALE FINANCIAL ASSETS | -314 510 | 303 617 | 104 975 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX | 170 765 | 415 696 | 158 501 |

Consolidated statement of financial position as of 31st December 2018, 31st December 2019 and 31st December 2020

| IFRS: Consolidated statement of financial position - Assets | 31.12.2020 | 31.12.2019 | 31.12.2018 |
|--|-------------------|-------------------|-------------------|
| In K Euros | | | |
| Non-Current Assets | | | |
| Financial assets evaluated at fair value through profit or loss | 1 255 538 | 1 105 886 | 744 598 |
| TOTAL NON-CURRENT ASSETS | 1 255 538 | 1 105 886 | 744 598 |
| Current Assets | | | |
| Other receivables | 12 | 507 | 11 442 |
| Cash and short-term deposits | 53 127 | 33 785 | 19 663 |
| TOTAL CURRENT ASSETS | 53 139 | 34 292 | 31 105 |
| TOTAL ASSETS | 1 308 677 | 1 140 178 | 775 703 |

| IFRS: Consolidated statement of financial position – Equity and liabilities | 31.12.2020 | 31.12.2019 | 31.12.2018 |
|--|-------------------|-------------------|-------------------|
| In K Euros | | | |
| Equity - attributable to equity holders of the Company | 154 347 | 154 347 | 168 231 |
| Equity | 142 775 | 142 775 | 147 571 |
| Share Premium | 11 572 | 11 572 | 20 660 |
| Reserves | 823 819 | 458 123 | 316 822 |
| Reserves related to continuing operations | 108 695 | 46 616 | 9 925 |
| Reserves related to the revaluation of financial assets at fair value | 715 124 | 411 507 | 306 533 |
| Reserves related to the revaluation of financial liabilities at fair value | - | - | 365 |

| | | | |
|---|------------------|------------------|----------------|
| Profit for the year | 170 765 | 415 696 | 158 501 |
| Profit related to continuing operations | 485 275 | 112 079 | 53 526 |
| Profit related to the revaluation of financial assets at fair value | -314 510 | 303 617 | 104 975 |
| Interim dividends | -25 000 | -50 000 | -17 200 |
| TOTAL EQUITY | 1 123 931 | 978 166 | 626 354 |
| Bonds 5.65% | - | 41 473 | 41 286 |
| Bonds 4.75% | 49 940 | 49 880 | 49 817 |
| Bonds 4.00% | 50 034 | 50 029 | 50 020 |
| Bonds 4.00% | 20 082 | 20 069 | 7 975 |
| Bonds 3.85% | 64 124 | - | - |
| TOTAL NON-CURRENT LIABILITIES | 184 180 | 161 451 | 149 098 |
| Liabilities tax due | 180 | 123 | 66 |
| Creditors and others | 386 | 438 | 185 |
| TOTAL CURRENT LIABILITIES | 566 | 561 | 251 |
| TOTAL EQUITY AND LIABILITIES | 1 308 677 | 1 140 178 | 775 703 |

7. Management and Auditor

As at the date of this Prospectus, the Issuer is managed by its General Partner, itself managed by its board of directors which is composed of ten directors appointed as follows:

- Jean-Bernard LAFONTA, born on 30 December 1961 ; *Président*
- Constance LANEQUE, born on 13 January 1983 ; *Administrateur-Délégué*
- Cédric CHATEAU, born on 25 October 1974 ; *Vice-Président*
- Anne CANEL, born on 8 June 1973 ;
- Xavier BUCK, born on 21 July 1970 ;
- Viviane CLAUSS, born on 6 March 1965 ;
- Robert DENNEWALD, born on 11 November 1953 ;
- Gabriel FOSSORIER, born on 27 January 1963 ;
- Alessandro PAPETTI, born on 16 May 1966 ; and
- Jean-Hubert VIAL, born on 19 June 1970.

The professional address of each director is 9b, Boulevard Prince Henri, L-1724 Luxembourg, Grand-Duchy of Luxembourg.

The above-mentioned directors may also act as directors in other companies or be involved in the management of other companies pursuing similar investment strategies of the Issuer, or related parties to the Issuer. In this context, potential conflicts of interest may not fully be excluded.

To prevent such conflicts of interests, appropriate measures in relation to the identification, monitoring and avoidance of conflicts of interest shall be taken (c.f. Section 8 “Parallel investment vehicle and risk of conflict of interest” below).

The affairs of the Issuer and its financial situation including particularly its books and accounts as well as the management of the Issuer and the opportunity of business decisions shall be supervised by the board of directors of the General Partner.

The members of the board of directors shall be appointed by the annual general meeting of the shareholders. The members of the board of directors may be revoked on a discretionary basis by the annual general meeting of the shareholders.

The members of the board of directors shall be consulted on such matters as determined and, shall authorise any actions of the General Partner that may take, pursuant to law or under the articles of association of the Issuer.

The General Partner has created two committees as follows:

- (i) the Strategic Investment Committee (*Comité d'Investissement Stratégique*); and
- (ii) the Valuation Committee (*Comité d'Evaluation*).

(i) The Strategic Investment Committee

Composition and appointment of the Strategic Investment Committee

The Strategic Investment Committee is composed of a minimum of 3 (three) members and a maximum of 8 (eight) members, who must be exclusively natural persons. The members of the Strategic Investment Committee are elected among the Limited Partners of the Issuer or from outside them, provided that a specific competence in relation to the Issuer’s investment policy is justified.

Powers of the Strategic Investment Committee

The Strategic Investment Committee expresses opinions and makes recommendations, in an advisory capacity, on investment and/or divestment decisions of the Issuer with regards to the commitments of an amount superior to EUR 1,000,000, prior to their implementation.

(ii) The Valuation Committee

Composition and appointment of the Valuation Committee

The Valuation Committee comprises 5 members and 2 alternates, designated for a period of 5 years by the board of directors of the General Partner.

Role of the Valuation Committee

The Valuation Committee is responsible for approving the annual revalued net asset and necessary for the determination by the AIFM of the value of shares of the Issuer.

The following simplified structure chart presents the governance structure of the Issuer:



Limited Partners: Hold limited partner shares.

General Partner: Hold general partner share and exercise management powers.

Strategic Investment Committee: Issuance of non-binding opinions and recommendations as per the investment/divestment decisions of the General Partner.

Valuation Committee: In charge of assessing the annual revalued net asset and determining the value of the shares of the Issuer.

The auditor (*réviseur d'entreprises*) **GROUPE AUDIT**, with offices at 4 Rue Pierre de Coubertin L-1358 Luxembourg, has been the Issuer's auditor, in charge of the preparation of the Issuer's consolidated audited financial statements until 31 December 2020.

During the annual general meeting of the shareholders of the Issuer dated 15 July 2021, **HACA PARTNERS S.à r.l.** with offices at 6, route d'Esch, L-1470 Luxembourg, has been appointed in replacement of GROUPE AUDIT to act as the Issuer's auditor (*réviseur d'entreprises*) as from or around the date of this Prospectus. HACA PARTNERS is a member of the *Institut des Réviseurs d'Entreprises* created by the Luxembourgish law of 18 December 2009 on the audit profession.

8. Parallel investment vehicle and risk of conflict of interest

In addition to the Issuer, the General Partner also manages *inter alia* a parallel investment vehicle (i.e. an investment vehicle established and managed by the General Partner and/or its affiliate(s) which (i) pursues a similar investment strategy, (ii) and may intend to co-invest with the Issuer and (iii) is set up to address certain specific requirements of certain investors), as a result, Investors of the Issuer are therefore exposed to a risk of conflicts of interests to arise in such or other situations.

First, the General Partner is expected to continue to devote an amount of time to manage the parallel investment vehicle.

Second, conflicts of interests among the parallel investment vehicle and the Issuer may arise at the level of investments.

Third, given the similarity of investment strategies of the Issuer and the parallel investment vehicle, it is highly possible that the parallel investment vehicle may invest in companies which may be in competition with those invested by the Issuer for customers, power capacity or financing opportunities. Further, where transactions are subject to conflicts of interest, in particular where transactions are entered into between the Issuer and the General Partner and/or its affiliates, shareholders have no choice to prevent such transactions where they believe those are not in their or the Issuer's best interest. It cannot be assured that such conflict of interests will always be resolved in a manner that the Investors of the Issuer perceive to be in their best interest, which is in particular the case where the General Partner will need to balance divergent interests of the Issuer, the parallel investment vehicle and of its own. If such risk materializes, the ability of the Issuer to generate income may be adversely affected. As a result, profitability of the Issuer may be impaired leading to reduced returns to Investors.

The Issuer draws the attention of prospective Bondholders to the fact that such situation whereby a potential risk of conflict of interests has been identified by the Issuer, the General Partner with the shareholders of the Issuer which, for some of them are also the shareholders of the parallel investment vehicle, have voluntarily entered into a shareholders agreement in order to clearly align and to ensure a convergence of interests between

these groups of shareholders and the Issuer as to mitigate such potential risk.

TAXATION

The following is a summary of the Issuer's understanding of current law and practice in Luxembourg relating to certain aspects of Luxembourg taxation. Prospective Bondholders should seek their own professional advice as to the consequences of holding or transferring the Bonds

Luxembourg Taxation

The following summary is of a general nature and is included herein solely for information purposes. It is based on the laws presently in force in Luxembourg, though it is not intended to be, nor should it be construed to be, legal or tax advice. Prospective investors in the Bonds should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Luxembourg tax law, to which they may be subject.

The residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. In addition, a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*impôt de solidarité*) as well as personal income tax (*impôt sur le revenu*) generally. Bondholders may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax as well as solidarity surcharge invariably applies to most corporate taxpayers' resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer act in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Withholding Tax

(i) Luxembourg Non-resident Bondholders

Under Luxembourg general tax laws currently in force, there is no withholding tax on payments of principal, premium or interest made to non-resident holders of Bonds, nor on accrued but unpaid interest in respect of the Bonds, nor is any Luxembourg withholding tax payable upon redemption or repurchase of the Bonds held by non-resident Bondholders.

(ii) Luxembourg Resident Bondholders

Pursuant to the law of 23 December 2005, as amended (the **Relibi Law**), payments of interest or similar income made or ascribed by a paying agent to an individual beneficial owner who is a resident of Luxembourg will be subject to a withholding tax of 20 per cent. Such withholding tax will be in full discharge of income tax if the beneficial owner is an individual acting in the course of the management of his/her private wealth. Responsibility for the withholding of the tax will be assumed by the paying agent.

Income Tax – Non-Resident Bondholders

A non-resident Bondholder, not having a permanent establishment or permanent representative in Luxembourg to which such Bonds are attributable, is not subject to Luxembourg income tax on interest accrued or received, redemption premiums or issue discounts, under the Bonds. A gain realised by such non-resident Bondholders on the sale or disposal, in any form whatsoever, of the Bonds is in principle not subject to Luxembourg income tax.

A non-resident corporate Bondholder or an individual Bondholder acting in the course of the management of a professional or business undertaking, who has a permanent establishment or permanent representative in Luxembourg to which such Bonds are attributable, is subject to Luxembourg tax on interest accrued or

received, redemption premiums or issue discounts, under the Bonds and on any gains realised upon the sale or disposal, in any form whatsoever, of the Bonds.

Income Tax – Resident Bondholders

A corporate Bondholder must include any interest accrued or received, any redemption premium or issue discount, as well as any gain realized on the sale or disposal, in any form whatsoever, of the Bonds, in its taxable income for Luxembourg income tax assessment purposes.

A Bondholder that is governed by the Luxembourg law of 11 May 2007 on family estate management companies or by the Luxembourg law of 17 December 2010 on undertakings for collective investment or by the Luxembourg law of 13 February 2007 on specialised investment funds or by the Luxembourg law of 23 July 2016 on Reserved Alternative Investment Funds and which does not fall under the special tax regime set out in article 48 thereof or is a securitisation fund governed by the Luxembourg law of 22 March 2004 on securitisation vehicles, is neither subject to Luxembourg income tax in respect of interest accrued or received, any redemption premium or issue discount, nor on gains realized on the sale or disposal, in any form whatsoever, of the Bonds.

An individual Bondholder, acting in the course of the management of a professional or business undertaking, must include any interest accrued or received, any redemption premium or issue discount, as well as any gain realized on the sale or disposal, in any form whatsoever, of the Bonds, in its taxable income for Luxembourg income tax assessment purposes. An individual Bondholder, acting in the course of the management of his/her private wealth, is subject to Luxembourg income tax in respect of interest received, redemption premiums or issue discounts, under the Bonds, except if (i) withholding tax has been levied on such payments in accordance with the Relibi Law, or (ii) the individual Bondholder has opted for the application of the tax rate as referred in the Relibi law in full discharge of income tax in accordance with the Law, which applies if a payment of interest has been made or ascribed by a paying agent established in a Member State (other than Luxembourg), or in a member state of the European Economic Area (other than a Member State).

A gain realised by an individual Bondholder, acting in the course of the management of his/her private wealth or not, upon the sale or disposal, in any form whatsoever, of Bonds is not subject to Luxembourg income tax, provided this sale or disposal took place more than six months after the Bonds were acquired. However, any portion of such gain corresponding to accrued but unpaid interest income is subject to Luxembourg income tax, except if withholding tax has been levied on such interest in accordance with the Law.

Net Wealth Taxation

A corporate Bondholder, whether it is resident of Luxembourg for tax purposes or, if not, it maintains a permanent establishment or a permanent representative in Luxembourg to which such Bonds are attributable, is subject to Luxembourg wealth tax on such Bonds except if the Bondholder is governed by the Luxembourg law of 11 May 2007 on family estate management companies or by the Luxembourg law of 17 December 2010 on undertakings for collective investment or by the Luxembourg law of 13 February 2007 on specialized investment funds or by the Luxembourg law of 23 July 2016 on Reserved Alternative Investment Funds or is a securitisation vehicle governed by the Luxembourg law of 22 March 2004 on securitisation vehicle. The holder of Bonds which is a securitisation company governed by this above mentioned law of 22 March 2004 or which is a capital company governed by the Luxembourg law of 15 June 2004 on venture capital vehicles or which is a reserved alternative investment fund governed by the law of 23 July 2016 and which fall under the special tax regime set out under article 48 thereof is however subject to the minimum Net Wealth Taxation.

This minimum Net Wealth Taxation amounts to EUR 4,815, if the relevant corporate holder of Bonds holds assets such as fixed financial assets, receivables owed to affiliated companies, transferable securities, postal checking accounts, checks and cash, in a proportion that exceeds 90 per cent. of its total balance sheet value

and if the total balance sheet value of these very assets exceeds EUR 350,000. Alternatively, if the relevant corporate Bondholder holds 90 per cent. or less of financial assets or if those financial assets do not exceed EUR 350,000, a minimum net wealth tax varying between EUR 535 and EUR 32,100 would apply depending on the size of its balance sheet. An individual holder of Bonds, whether he/she is resident of Luxembourg or not, is not subject to Luxembourg wealth tax on such Bonds.

Other Taxes

Neither the issuance nor the transfer of Bonds will give rise to any Luxembourg stamp duty, value added tax, issuance tax, registration tax, transfer tax or similar taxes or duties. Where a Bondholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Bonds are included in his/her taxable estate for inheritance tax assessment purposes. Gift tax may be due on a gift or donation of Bonds if embodied in a Luxembourg deed passed in front of a Luxembourg notary or recorded in Luxembourg.

Luxembourg Residence

A Bondholder will not become resident, or deemed to be resident, in Luxembourg by reason only of the holding of such Bonds or the execution, performance, delivery and/or enforcement of that or any other Bonds.

Foreign Account Tax Compliance Act (“FATCA”)

The FATCA provisions require financial institutions outside the US (**foreign financial institutions** or **FFIs**) to provide the U.S. Internal Revenue Service (**IRS**) with information about financial accounts held directly or indirectly by certain specified US persons. Failure to provide the requested information will lead to a 30 per cent. withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 IGA with the United States of America and a memorandum of understanding in respect thereof. The FFI has to comply with the Luxembourg IGA. Under the IGA, the FFI is required to collect information aiming to identify its direct and indirect investors that are US persons for FATCA purposes (**reportable accounts**). Any such information on reportable accounts provided to the FFI will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America.

The Luxembourg circular “ECHA-n°2” of 31 July 2015 states that a financial holding company not submitted for approval to the Commission de Surveillance du Secteur Financier, is considered either as Passive Non-Financial Foreign Entity (**NFFE**), Active NFFE or FFI (depending on the assets, income and/or the investors). The entity in charge of and the requirement to report information under FATCA will depend on the statute of the financial holding company. If applicable, although the Company will attempt to satisfy any obligations imposed on it to avoid the imposition of the 30 per cent. withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax as a result of FATCA, the value of Company Interests held by all investors may be materially affected. The Company and/or its investors may also be indirectly affected by the fact that a non U.S. financial entity does not comply with FATCA regulations even if the FFI satisfies its own FATCA obligations.

Despite anything else herein contained and to ensure the FFI compliance with FATCA and the Luxembourg IGA in accordance with the foregoing, the FFI may

- request information or documentation, a Global Intermediary Identification Number, if applicable, or any other valid evidence of an investor’s FATCA registration with the IRS or a corresponding exemption, in order to ascertain the investor’s FATCA status;

- report information concerning an investor and his account holding to the Luxembourg tax authorities if such account is deemed a US reportable account under the Luxembourg IGA;
- report information to the Luxembourg tax authorities concerning payments to account holders with the FATCA status of non-participating foreign financial institution;
- deduct applicable US withholding taxes from certain payments made to an investor by or on behalf of the Fund in accordance with FATCA and the Luxembourg IGA, if applicable, from 2017 or later; and
- request all other information deemed necessary to comply with the above mentioned legislation.

Under relevant Luxembourg rules, failure to comply with the above mentioned legislation (in respect of due diligence and reporting obligations) may lead to fines amounting up to EUR 250,000.00 and up to 0.5 per cent. of the amounts that should have been reported.

Bondholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of FATCA.

Common Reporting Standard (“CRS”)

The significance of the automatic exchange of information to combat cross-border tax fraud and cross-border tax evasion has greatly increased on an international level in the past years. At the request of the G20, the OECD therefore published a global standard for the automatic exchange of information concerning financial accounts regarding tax matters. The CRS was agreed on by more than 90 countries (participating countries) by way of a multilateral treaty.

Furthermore, it was integrated by Council Directive 2014/107/EU of 9 December 2014 (the **Directive on Administrative Cooperation**) into Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation at the end of 2014. The participating countries (all EU Member States and quite a number of third countries) generally apply the CRS as of 2016, with reporting obligations as of 2017.

Luxembourg transposed the CRS into Luxembourg law by way of the law of 18 December 2015 regarding the CRS and has been applying it since 2016.

CRS provisions require financial institutions to identify financial account holders, establish their tax residence and to report financial account information relating to certain accounts to the local tax authority by the 30 June of the year following the year for which information are requested. Exchange of information amongst tax authorities for information related to a given year would be made by end of September of the following year. The first exchange of information amongst tax authorities was conducted in September 2017 for information related to the year 2016. Accordingly, the Company is committed to run additional due diligence processes on its account holders to ensure the Companies compliance with CRS provisions. Despite anything else herein contained and to ensure the Company compliance with CRS in accordance with the foregoing, the Company may

- request information or documentation in order to ascertain the investor’s CRS status;
- report the identity and tax residence of holders (including entities and their controlling persons) of accounts declared as “reportable” by the law of 18 December 2015 to the Luxembourg tax authorities who will share such information with the relevant competent foreign tax authorities on a yearly basis (the information reported will also include the account balance, income and redemption proceeds); and
- request all other information deemed necessary to comply with the above mentioned

legislation.

Under relevant Luxembourg rules, failure to comply with the above mentioned legislation (in respect of due diligence and reporting obligations) may lead to fines amounting up to EUR 250,000.00 and up to 0.5 per cent. of the amounts that should have been reported.

Bondholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.

The Financial Transactions Tax could apply to certain dealings in the Bonds.

On 14 February 2013, the European Commission has published a proposal (the **Commission's Proposal**) for a directive for a common financial transactions tax (**FTT**) in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the **Participating Member States**).

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in the Bonds (including secondary market transactions) in certain circumstances.

Under the Commission's Proposal, the FTT could apply in certain circumstances to persons both within and outside of the Participating Member States. Generally, it would apply to certain dealings in the Bonds where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, "established" in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State.

Joint statements issued by the Participating Member States indicate an intention to implement the FTT by 1st January 2016. However, the FTT proposal remains subject to negotiations between the Participating Member States and the scope of any such tax is uncertain. Additional EU Member States may decide to participate.

As a result, Bondholders may be burdened with additional costs for the execution of transactions with the Bonds.

SUBSCRIPTION AND SALE

No action has been taken by the Issuer that would, or is intended to permit **a public offer of the Bonds** in any country or jurisdiction where any such action for that purpose is required.

Accordingly, the initial purchasers of the Bonds undertake that they will not, directly or indirectly, offer or sell any Bonds or distribute or publish to the public any prospectus, form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of their knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Bonds by them will be made on the same terms.

The Bonds have not been and will not be registered under the Securities Act and are not subject to U.S. tax law requirements. The Bonds may not be offered, sold or delivered within the United States or to U.S. persons.

Subscriptions to the issuance of Bonds could occur on any Business Day prior to the Issue Date (the latter being included) or after the Issue Date on the basis of the supplement to the present prospectus.

The Bonds are exclusively offered by way of private placement basis and as of the date of the Prospectus.

RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Bonds. Most of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with the Bonds are described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Bonds, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Bonds may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision.

1. RISKS FACTORS RELATING TO THE ISSUER

1.1 No recourse against any directors and third parties

The recourse of the Investors is further limited to the assets of the Issuer. In case of any shortfall or otherwise, neither the directors of the Issuer, nor any contactor of the Issuer or any other third party have any obligations to make payments under the Bonds or otherwise to compensate the Bondholders for any unpaid amounts under the Bonds and conversely the Bondholders will have no claim, action or any other recourse towards the directors or contractors of the Issuer or any other third party.

1.2 Risks of conflict of interest

The directors of the Issuer or any advisor to the Issuer may also manage or advise, respectively, other companies with a similar corporate object or investment strategy as the Issuer. Such other companies may be in competition with the Issuer for customers, power capacity or financing opportunities. As a result, investors are therefore exposed to a risk of conflicts of interests to arise in such or other situations.

It cannot be assured that such conflict of interests will always be resolved in a manner that the investors perceive to be in their best interest. Any of these conflicts could have a material adverse effect on the Issuer's business, results or operations, financial conditions or prospects. If such risk materialises, the ability of the Issuer to generate income may be adversely affected. As a result, profitability of the Issuer may be impaired leading to reduced returns to investors.

1.3 Lack of management rights

Investors will not be permitted to take part in the management of the business of the Issuer or the underlying assets. Accordingly, the Investors will have no opportunity to control the day-to-day operation, including investment and disposal decisions of the Issuer.

Except in certain limited circumstances described in the key terms, the General Partner will have sole and absolute discretion in structuring, negotiating and purchasing, financing and eventually divesting investments for the account of the Issuer. Consequently, the Investors will generally not be able to evaluate for themselves the merits of particular investments prior to the Issuer's making such investments. Investors will not be able to make investment decisions on behalf of the Issuer nor will they have the opportunity to evaluate or approve specific assets prior to investing.

The management, financing, leasing and disposition policies of the Issuer and its policies with respect to certain other activities, including its distributions and operating policies, are determined by the General Partner. To the extent permitted by the Issuer's legal documentation and subject to the consent of the General Partner, these policies may be changed from time to time without a vote of the Investors, although the General Partner has no present intention to make any such changes. Any such changes could be detrimental to the Investor's interests.

1.4 Reliance on the General Partner

The success of the Issuer depends significantly on the efforts and abilities of the General Partner to evaluate investment opportunities. Although the General Partner will devote all efforts as reasonably required to proceed with such evaluation there can be no guaranties that suitable investments will be successful.

1.5 Reliance on key men

The successful investment and disposal of the Issuer's assets will depend, in part, upon the skills of, by the General Partner. Investors will not make any decisions with respect to the acquisition, disposition or other realisation of any investment or, except under certain limited circumstances, any other decisions regarding the Issuer's business and affairs.

There can be no assurance that professionals with the General Partner will remain with it throughout the life of the Issuer. Loss of any key men could have a material adverse effect on the potential performance of the Issuer. Whilst the General Partner employs an experienced team of skilled professionals, the roles of key men will be significant in the fortunes of the Issuer and their deaths, incapacity or unavailability for whatever reason may affect the Issuer's performance

1.6 Removal of General Partner by Limited Partners

The Issuer being incorporated under the form of a corporate partnership limited by shares (*société en commandite par actions*), there is a risk that the participation of Limited Partners into the management of the Issuer could lead for those Limited Partners to being exposed to an unlimited liability. It is unclear at present whether the removal of the General Partner would be regarded by a Luxembourg Court as an interference with the management of the Issuer.

Furthermore, please note that the removal of the General Partner will also entail potential negative consequences for the Issuer.

1.7 Nominee risk

Any Investor shall fully exercise his investor's rights directly against the Issuer only in the case where the Investor appears himself/herself and on his/her behalf in the register of the Partners of the Issuer. In the case where an Investor invests in the Issuer through an intermediary (i.e., a nominee) investing in the Issuer in his name but on behalf of the Investor, certain rights attached to the quality of bondholder shall only be exercised through this intermediary.

1.8 Investors' rights

Because the Permanent Global Bond is held by or on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the Issuer. The Bonds will be represented by a Permanent Global Bond. The Permanent Global Bond will be deposited with a common depository for Euroclear and Clearstream, Luxembourg. Investors will not be entitled to receive definitive bonds. Euroclear and Clearstream, Luxembourg will maintain records of the beneficial interests in

the Permanent Global Bond. While the Bonds are represented by the Permanent Global Bond, investors will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg. The Issuer will discharge its principal and interest payment obligations under the Bonds by making payments to or to the order of the common depository of the Paying Agent for distribution to their account holders. A record of each payment made, distinguishing between payments of principal and payments of interest, shall be recorded pro rata upon the instruction of the Paying Agent, in the records held by the common depository and such registration in the record held by common depository shall be evidence that the payment has been made. A holder of a beneficial interest in a Permanent Global Bond must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the Bonds. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Permanent Global Bond. Holders of beneficial interests in the Permanent Global Bond may not have a direct right to vote in respect of the Bonds. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear and Clearstream, Luxembourg to appoint appropriate proxies or representatives.

1.9 General risk in respect to the Issuer's financial situation

The Investors are in particular exposed to the risk that the Issuer may be unable to make timely payments or at all due to financial difficulties or insolvency. In such case, extensive additional costs may be incurred as a result of, for example initiating litigation, seizure or foreclosure or other actions to recover the outstanding amounts. If any such risk materialises, profitability of the Bond may be impaired leading to reduced returns to investors and in the worst case scenario to a total loss of their investment.

1.10 Financial position dependant in part on performance or financial indebtedness of subsidiaries

As top parent (holding) company of the group, the Issuer's financial position depends in part on the financial position and operating performance of its subsidiaries as well as their respective level of financial indebtedness. An excessive level of financial indebtedness at the level of the subsidiaries of the Issuer may affect the financial situation of the Issuer and its ability to satisfy its obligations under the present issuance of Bonds.

1.11 Absence of rating

The Bonds and the Issuer not being rated, the assessment of the Issuer's ability to comply with its payment obligations under the Bonds is made more complex for investors. A rating or the absence of a rating is not a recommendation to buy, sell or hold securities.

1.12 Risk control framework

It is expected that the AIFM has or will implement risk control systems to help manage risk exposure. However, no risk control system is fail-safe, and no assurance can be given that any risk control frameworks will achieve their objectives.

1.13 No participation in management of the Issuer

The investors will have no right or power to participate in the management or control of the business of the Issuer and thus must depend solely upon the ability of the General Partner and the AIFM with respect thereto.

1.14 Covid-19 (CORONAVIRUS)

The ongoing COVID-19 (coronavirus) pandemic could have a material adverse effect on the Issuer's results of operations and financial conditions.

The recent outbreak of COVID-19 (commonly referred to as coronavirus) which first occurred in Asia and has subsequently spread to many countries in Europe, Africa and America has begun to negatively impact economic conditions globally and there are concerns for a prolonged tightening of global financial conditions in Europe. The COVID-19 outbreak could result in protracted volatility in international and European markets and/or result in a global recession as a consequence of disruption to travel, retail segments, tourism, manufacturing supply, retail distribution chains etc....with a worldwide impact on economic activity as both production and demand could be severely affected.

Given the fast-moving nature of the outbreak and increasing government restrictions in Europe, there can be no assurances that there will not be a material adverse effect on the Issuer's results of operations and financial capabilities including (i) a negative impact on the value of the underlying investments (including in the valuation process of the underlying investments) and assets of the Issuer, (ii) its ability to comply with financial covenants and (iii) its liquidities.

The ultimate impact of the COVID-19 on the business activities and the financial results of the Issuer will depend on future developments.

The attention of prospective investors is drawn on the sub-section "Trends" as described in the portfolio of the Issuer.

2. RISKS FACTORS RELATING TO ITS BUSINESS AND ACTIVITIES

GENERIC RISKS FACTORS

2.1 Investment objective and target return

The Issuer will make investments based on the General Partner's estimates or projections of internal rates of return. The Investors have no assurance that actual internal rates of return will equal or exceed the stated targeted return to the Partners.

The Issuer, in seeking to achieve the projected internal rate of return, expects to invest in a wide variety of private equity assets. The General Partner, in its absolute discretion, may invest in an investment whose individual expected return is less than the target return where the General Partner deems it appropriate in light of the existing or future investments of the Issuer to make such investment to ensure a diversification of risk for the Issuer as a whole. Accordingly, for the avoidance of doubt, the statement of the Issuer's target return does not oblige, and is not a representation, that the General Partner will only make investments whose individual expected returns are in excess of the target return.

The General Partner or any advisor thereto can give no guarantee as to future performance of, or future return from, the Issuer. An Investor may not get back the entire amount he has invested.

2.2 Difficulty of sourcing and securing suitable investments

The activity of identifying, completing and realising attractive private equity related investments has from time to time been highly competitive, and involves a high degree of uncertainty. The Issuer will be competing for investment opportunities with other private equity investment vehicles, as well as individuals, financial institutions (such as mortgage banks, pension funds and investment trusts) and other institutional investors, which may have greater economic and personnel resources than the Issuer or better relationships with vendors, lenders and others.

Whilst the General Partner is well placed to deliver the strategy, there is no assurance that the Issuer will be able to locate and complete investments that satisfy its target internal rate of return or realise upon their values

or that it will be able to fully invest its available capital.

2.3 Limited diversity

Investors have no assurance as to the degree of diversification in the Issuer's investments, either by geographic region or asset type. In addition, in transactions where the General Partner intends to refinance all or a portion of the capital invested, there will be a risk that such refinancing may not be completed, which could lead to increased risk as a result of the Issuer having an unintended long term investment and/or reduced diversification.

2.4 Contingent liabilities on disposition of investments

In connection with the disposal of an investment, the Issuer may be required to make certain representations about the business and financial affairs of such investment typical of those made in connection with the sale of the investment. The Issuer may also be required to indemnify the purchasers of such investment against losses to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the General Partner may establish reserves or escrows to meet such a contingency or which might ultimately have to be funded by the Investors before or after the termination of the Issuer.

2.5 Hedging policy

In connection with the financing of certain investments, the Issuer may employ hedging techniques designed to protect the Issuer against adverse movements in currency and/or interest rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks. While the Issuer may benefit from the use of these hedging mechanisms, unanticipated changes in currency exchange or interest rates may result in a poorer overall performance for the Issuer than if it had not entered into such hedging transactions.

2.6 Investments with third parties

In limited cases, the Issuer may co-invest with third parties through partnerships, joint ventures or other entities. In such circumstances, the Issuer may have a non-controlling interest in certain investments. The risks inherent in connection with third party involvement in an investment include the possibility that a third party partner or investor may not be financially able to continue an investment or default on an investment resulting in a negative impact on the investment may have economic or business interests or goals which are inconsistent with those of the Issuer or may be in a position to take action contrary to the Issuer's investment strategy.

In addition, the Issuer may in certain circumstances be liable for the actions of its third party partners or co-venturers. Investments made with third parties in joint ventures or other entities may involve carried interests and/or other fees payable to such third-party partners or co-investors.

2.7 Valuation risk

Private equity and holding companies may be inherently difficult to value. Valuations may be, to a degree, based upon the subjective approach of the appraiser involved and the AIFM. As a result, valuations may be subject to substantial uncertainty. There can be no certainty regarding the future performance of these assets. There is no assurance that the estimates resulting from the valuation process will reflect the actual sale price even where such sales occur shortly after the valuation date. The value of private equity interest can go down as well as up. A valuation is not a guarantee of a realisable price.

2.8 Indemnification

The General Partner and the Issuer generally will not be held liable with respect to their actions or inactions unless they constitute fraud, wilful misconduct, gross negligence or reckless disregard of duties.

The Issuer will be required to indemnify the General Partner and its members, employees, officers, directors, managers, agents, partners and other affiliates, and any other person who serves at the request of the General Partner for the account of the Issuer as an officer, director, manager, partner, employee or agent of any other entity, for liabilities incurred in connection with the affairs of the Issuer. The indemnification obligation of the Issuer would be payable from the assets of the Issuer, including commitments.

2.9 Laws and Regulations

The Issuer has invested in various companies that must comply with specific set of laws and regulations such as anti-corruption and export control laws and regulations, product liability and warranty claims etc..... a change in the current legislation and regulations may as a consequence negatively impact the current financial results of the companies as well as incurring potential legal proceedings that may negatively affect the financial conditions of these companies and overall results.

SPECIFIC RISKS FACTORS

At the date of the Prospectus, the composition of the portfolio of assets of the Issuer is mainly composed of interests in unlisted companies active in the following sectors: telecom, healthcare, fashion/e-commerce, dermatology and cosmetic, real time road information industry, outsourcing of management of documents and payment flows as well as equipment rental market, commercial and military aircraft market, and the trading of physical gold. The main risk factors closely related to the above-mentioned sectors are set out under this section.

2.10 Real-time road information sector

Regulatory decisions and changes in the regulatory environment could adversely affect the providers of real-time information industry

Regulatory decisions and changes in the regulatory environment could adversely affect the real time road information industry as the operator must rely and comply on an extensive range of requirements that regulate and supervise the licensing, construction and operation of real-time road information devices and services. Decisions by regulators regarding the change of the regulatory framework may adversely affect the future operations of operators and may ultimately lead to a reduction concerning the use of these devices and the revenues of the operators.

Increased competition may reduce the market share and revenues

Providers of real time road information face intensifying competition and the ability to compete effectively will depend on, among other things, our network quality, capacity and coverage, pricing of services and equipment, quality of customer service, development of new and enhanced products and services in response to customer demands and changing technology, reach and quality of sales and distribution channels and capital resources. Competition could lead to a reduction in the rate at which we add new customers, declines in the prices and revenues, a decrease in the size of the market share as customers choose to receive from other providers.

2.11 Dermatology and cosmetic industry

The beauty business is highly competitive and inability to compete effectively will damage results

Companies face vigorous competition from other companies throughout the world, including large multinational consumer products companies. Some of the competitors have greater resources and may be able to respond more effectively to changing business and economic conditions. Most of the products compete with other widely advertised brands within each product segment. Competition in the beauty business is based on pricing of products, quality of products and packaging, perceived value and quality of brands, innovation, in-store presence and visibility, promotional activities, advertising, editorials, e-commerce and mobile-commerce initiatives and other activities. In addition, further technological breakthroughs, new product offerings by competitors, and the strength and success of competitors' marketing programs may impede growth and the implementation of the business strategy. Ability to compete also depends on the continued strength of products, both power brands and other brands, growth and innovation in cosmetics and growth in skin & body care, the success of the branding, innovation and execution strategies, the ability to acquire or enter into new licenses and to continue to act as licensee of choice for various brands, the continued diversity of product offerings to help to compete effectively, the successful management of new product introductions and innovations, the success in entering new markets and expanding the business in existing geographies, the success of any future acquisitions and our ability to protect the intellectual property. If a company is unable to continue to compete effectively on a global basis, it could have an adverse impact on business, results of operations and financial condition.

Rapid changes in market trends and consumer preferences could adversely affect financial results

Continued success depends on the ability to anticipate, gauge and react in a timely and cost-effective manner to industry trends and changes in consumer preferences for cosmetics and skin & body care products, consumer attitudes toward the industry and brands and in where and how consumers shop for those products. A company must continually work to develop, produce and market new products, maintain and enhance the recognition of its brands, achieve a favorable mix of products and refine its approach as to how and where we market and sell the products. Net revenues and margins on beauty products tend to decline as they advance in their life cycles, so revenues and margins could suffer if a company does not successfully and continuously develop new products. While considerable effort is devoted and resources to shape, analyze and respond to consumer preferences, consumer tastes cannot be predicted with certainty and can change rapidly.

Changes in laws, regulations and policies that may adversely affect financial results

The companies active in the dermatology and cosmetic industry are subject to numerous laws, regulations and policies. Changes in the laws, regulations and policies, including the interpretation or enforcement thereof, that affect, or will affect, business or products, including changes in accounting standards, tax laws and regulations, environmental or climate change laws, restrictions or requirements related to product content, labeling and packaging, regulations or accords, trade rules and customs regulations, and the outcome and expense of legal or regulatory proceedings, and any action we may take as a result, could adversely affect their financial results.

Failure to protect the reputation could have a material adverse effect on our brand images.

The ability to maintain the reputation is critical to brand images. Reputation could be jeopardized if a company fails to maintain high standards for merchandise quality and integrity or if it does not comply with regulations or accepted practices. Any negative publicity about these types of concerns may reduce demand for the merchandise. Failure to comply with ethical, social, product, labor and environmental standards, or related political considerations, such as animal testing, could also jeopardize the reputation and potentially lead to various adverse consumer actions, including boycotts. Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial statement information could also hurt the reputation.

2.12 Commercial and military aircraft market

Historically, order intake for commercial aircraft has shown cyclical trends, due in part to changes in passenger demand for air travel and the air cargo share of freight activity, which are in turn driven by a range of economic variables, such as gross domestic product growth, private consumption levels or working age population size. Other factors, however, play an important role in determining the market for commercial aircraft, such as (i) the average age and technical obsolescence of the fleet relative to new aircraft, (ii) the number and characteristics of aircraft taken out of service and parked pending potential return into service, (iii) passenger and freight load factors, (iv) airline pricing policies and resultant yields, (v) airline financial health and the availability of outside financing for aircraft purchases, (vi) evolution of fuel price, (vii) regulatory environment, (viii) environmental constraints imposed upon aircraft operations and (ix) market evolutionary factors such as the growth of low-cost passenger airline business models or the impact of e-commerce on air cargo volumes. The market for commercial aircraft could continue to be cyclical, and downturns in broad economic trends may have a negative effect on its financial condition and results of operations.

The military aircraft market may be also impacted by some of the above-mentioned factors however it relies on a much larger extent to the ability of States to allocate public spending to the defense sector and in particular to the air armed forces. Similarly it could be also affected by a cancellation/postponement of investments in the acquisition of new platforms and a reduction of flight hours (training).

Risks related to the military and civil aviation market (aircraft), emphasizing the partial dependence of Rafaut's customers on public spending and the geopolitical risk highlighted hereafter. Finally the market recovery and the low oil price may have an impact on both commercial and military aircraft industries.

Geopolitical risk and so-called "disaster" events

Armed conflicts, past terrorist attacks and the spread of pandemics have demonstrated that such events may negatively affect public perception of air travel safety, which may in turn reduce demand for air travel and commercial aircraft. The outbreak of wars, riots or political unrest or uncertainties may also affect the willingness of the public to travel by air. Furthermore, major aircraft accidents may have a negative effect on the public's or regulators' perception of the safety of a given class of aircraft, a given airline, form of design or air traffic management. As a result of such factors, the aeronautic industry may be confronted with sudden reduced demand for air transportation and be compelled to take costly security and safety measures. Rafaut may therefore suffer from a decline in demand for all or certain types of its aircraft or other products, and the Rafaut's customers may postpone delivery or cancel orders. In addition to affecting demand for its products, catastrophic events could disrupt Rafaut's internal operations or its ability to deliver products and services. Disruptions may be related to threats to infrastructure and personnel physical security, terrorism, natural disasters, damaging weather, and other crises. Any resulting impact on Rafaut's production and services could have a significant adverse effect on Rafaut's financial condition and results of operations as well as on its reputation and its products and services.

Risks related to cyber-security in a context of strong technological and economic competition between actors and states (espionage, cyber-attack ...)

Rafaut's extensive information and communication systems are exposed to cyber security risks, which are rapidly changing, and increasing in sophistication and potential impact. Rafaut is exposed to a number of different types of potential security risks, arising from actions that may be intentional and hostile, or negligent. Industrial espionage, cyber-attacks such as Advanced Persistent Threat ("APT"), including systems sabotage, data breaches (confidential data, personal data and Intellectual property), and data corruption and availability are the main risks that Rafaut may face. Risks related to our industrial control systems, manufacturing processes and products are growing, with the increase of interconnectivity and digitalisation, and with a growing gap developing between the defences of older, relatively insecure industrial systems and the capabilities of potential attackers. All of the above mentioned risks are heightened in the context of greater use of cloud services, integration with extended enterprise, growing use of sophisticated mobile devices and the "internet of things" to access Rafaut's IT systems. Moreover, the extended use of social media may expose Rafaut to reputational damage from the growing volume of false and malicious information injected. The occurrence of one or several of such risks could lead to severe damage including but not limited to significant

financial (including through additional investment required), contractual or reputation performance degradation as well as loss of Intellectual property data and information, operational business degradation or disruptions, and product or services malfunctions.

Industrial and Environmental Risks

Given the scope of its activities and the industries in which it operates, Rafaut is subject to stringent environmental, health and safety laws and regulations. Rafaut therefore incurs, and expects to continue to incur, significant capital expenditure and other operating costs to comply with increasingly complex laws and regulations covering the protection of the natural environment as well as occupational health and safety. Moreover, new laws and regulations, the imposition of tougher licence requirements, increasingly strict enforcement or new interpretations of existing laws and regulations may cause Rafaut to incur increased capital expenditure and operating costs in the future in relation to the above, which could have a negative effect on its financial condition and results of operations. If Rafaut fails to comply with health, safety and environmental laws and regulations, even if caused by factors beyond its control, that failure may result in the levying of civil or criminal penalties and fines against it. In the event of an industrial accident or other serious incident, employees, customers and other third parties may file claims for ill-health, personal injury, or damage to property or the environment (including natural resources). Further, liability under some environmental laws relating to contaminated sites can be imposed retrospectively, on a joint and several basis, and without any finding of non-compliance or fault. These potential liabilities may not always be covered by insurance, or may be only partially covered. The obligation to compensate for such damages could have a negative effect on Rafaut's financial condition and results of operations. In addition, the various products manufactured and sold by Rafaut must comply with relevant health, safety and environmental laws. Any problems in this respect may also have a significant adverse effect on the reputation of Rafaut and its products and services.

Brand/media exposure and reputational risk

Given the activities of Rafaut, the company may be exposed to adverse media exposure and reputational risk should its name be connected to events as above described and to specific contracts where political consideration has been associated or has prevailed over pure economic or technological reasons or justifications.

Concentration with a limited pool of clients and risks associated with contracts

Companies such as Rafaut are subcontractors of large groups, but which are limited on their respective markets, whose orders are based on long-term contracts. If these contracts present a certain stability in the business activities of companies like Rafaut, this kind of contract has a risk related to the asymmetry of the relationship of subcontractors facing large players such Airbus or Dassault (concentration of customers who in case of loss of a contract could have a proven financial impact on Rafaut), as well as a dependence of Rafaut's customers on certain specific aeronautical programs leading to a slowdown/acceleration of the production chain. Rafaut is consequently exposed to adverse financial consequences should one of its clients decided to terminate its contractual relationship with Rafaut.

Risks related to R&D and technologically developed products

The business environment in many of Rafaut's principal operating business segments is characterised by extensive research and development costs requiring significant up-front investments with a high level of complexity (including R&D costs). The business plans underlying such investments often contemplate a long payback period before these investments are recouped, and assume a certain level of return over the course of this period in order to justify the initial investment. There can be no assurances that the commercial, technical and market assumptions underlying such business plans (including R&D) will be met, and consequently, the payback period or returns contemplated therein achieved.

Successful development of new programmes also depends on Rafaut's ability to attract and retain professionals with the technical skills and experience required to meet its specific needs. Demand for such professionals may often exceed supply depending on the market, resulting in intense competition for qualified professionals. There can be no assurance that Rafaut will attract and retain the personnel it requires to conduct its operations

successfully. Failure to attract and retain such personnel or an increase in Rafaut's employee turnover rate could negatively affect the company's financial condition and results of operations. No assurance can be given that the company will achieve the anticipated level of returns from these programmes and other development projects, which may negatively affect Rafaut's financial condition and results of operations.

In addition to the risk of contract cancellations, Rafaut may also incur significant costs or loss of revenues in connection with remedial action required to correct any performance issues detected in its products or services. Any significant problems with the development, manufacturing, operation or performance of Rafaut's products and services could have a significant adverse effect on Rafaut's financial condition and results of operations as well as on the reputation of Rafaut and its products and services.

2.13 Healthcare Services industry

Risks from any changes in the regulatory environment

The healthcare industry is heavily regulated and new laws or regulations, changes to existing laws or regulations, loss of licensure or failure to obtain licensure may have a material adverse effect on the company's business prospects, results of operations and financial condition.

Adverse trends in the healthcare services industry

Adverse trends in healthcare provider operations may negatively affect a company with an exposure to the healthcare services. Currently the healthcare industry is currently experiencing:

- Changes in the demand for and methods of delivering healthcare services;
- Changes in third party reimbursement policies;
- Significant unused capacity in certain areas, which has created substantial competition for patients among healthcare providers in those areas;
- Increased expense for uninsured patients;
- Increased liability insurance expense;
- Continued pressure by the private and governmental payors to reduce payments to providers of service;
- Increased scrutiny of billing, referral and other practices by federal and state authorities;
- Changes in state healthcare program payment models; and
- Increased emphasis on compliance with privacy and security requirements related to personal health information.

These factors may adversely affect the economic performance of a company with an exposure to the healthcare industry in particular reductions in reimbursement from third party payors, could adversely affect the profitability of such a company.

Competitive environment

Healthcare service providers face competition for the acquisition of medical office buildings, hospitals, skilled nursing facilities, senior housing and other healthcare-related facilities, which may impede the ability to make acquisitions or may increase the cost of these acquisitions and may reduce our profitability and could cause to experience a lower profitability.

2.14 Online Gaming Industry (gambling activities excluded)

Service disruptions

An operator's ability to provide its software to online gaming operators depends upon the integrity, reliability and operational performance of its IT systems and the Internet network. The functioning of the IT systems within the group's operations, or that of its providers or partners, could be disrupted for reasons beyond its control. Furthermore, there may be technological challenges in rolling out new products and services. Any such disruption or event may lead to customer claims against the group or otherwise negatively impact the group's ability to sell products and services to its customers due to reduced confidence. Any interruption in the systems and the Internet network could have a negative effect on the quality of products and services offered by an operator and, as a result, on demand from customers and their end users.

Dependence on key personnel and skilled employees

The majority of an online gaming operator's employees operates, organises and oversees at the online gaming services. These employees possess skills that are essential to the day-to-day operations of the online gaming operator. The loss of a significant number of its employees or any of its key employees, or any increased costs that the online gaming operator may incur in order to retain any such employees or hire and train new employees, could have a material adverse effect on the online gaming operator's business, financial position and profit. In addition, an online gaming operator is dependent on a number of key individuals, senior executives and persons with specialist skills, some of whom founded the company. These key individuals have established good relationships with participants and have a thorough understanding of the complex environment in which the group operates. Accordingly, these key individuals are central to the successful development of an online gaming operator's business. If any of these individuals terminate their relationships with the online gaming operator, or materially change or reduce their roles within the group, the online gaming operator may not be able to replace them or their services on a timely basis with other professionals capable of making comparable contributions to operations.

Competition

An online gaming operator operates in a competitive industry. Competition is expected to continue to intensify and existing providers improve and expand their product and service offerings. If an online gaming operator fails to compete effectively, it may result in a loss of customers and an inability to attract new customers, which could have a material adverse effect on the online gaming operator's business, financial position and profit.

Intellectual property rights

An online gaming operator's ability to compete effectively depends, amongst other things, on its ability to protect, register and enforce its intellectual property rights. An online gaming operator also faces the risk that the use and exploitation of its intellectual property rights, including, in particular, rights relating to its software, may infringe the intellectual property rights of a third party. The costs incurred in bringing or defending possible infringement actions may be substantial, regardless of the merits of the claim, and an unsuccessful outcome for the company may result in royalties or damages being payable and/or the company being required to cease using any infringing intellectual property or embodiments of any such intellectual property. The online gaming operator is also dependent on know-how and trade secrets, and it strives to protect such information by, for example, maintaining confidentiality agreements with employees, consultants and partners. However, it is not possible to ensure total protection against unauthorised distribution of information and competitors, and others may gain access to such information, which may lead to the value of such information diminishing or competitors gaining an advantage, which in turn could have a material adverse effect on the online gaming operator's business, financial position and profit.

Political decisions and other legal aspects

An online gaming operator excluding gambling activities is moderately dependent on the laws and regulations relating to the supply of gaming services. These laws and regulations are complex and inconsistent across jurisdictions and are subject to change as various jurisdictions regulate, deregulate and/or re-regulate the gaming industry (including when no gambling activities are offered). Changes in the regulatory frameworks of

different jurisdictions could impact an online gaming operator's business in that such changes may lead to an increase in the number of market participants and competitors. In addition to gaming laws and regulations, an online gaming operator is subject to a wide variety of laws and regulatory requirements. For example, the group must comply with data protection and privacy laws. Compliance with all such laws and regulations is complex and expensive. The company's non-compliance or deemed non-compliance with any of these other laws and regulatory requirements could result in sanctions. Any failure by an online gaming operator to comply with these other laws and regulatory requirements could have a material adverse effect on an online gaming operator's business, financial position and profit.

2.15 Outsourced management of document and payment flows, back office operations and promotional marketing

Operational Risks

In rendering its services as provider of outsourcing solutions to third parties, a provider is exposed to operational risk that could generate a disruption of its services to its clients with a potential negative impact to the provider arising from inadequate or failed internal processes, people or systems or from external events and difficulties toward its clients.

Regulatory compliance and litigation risk

The provider of outsourcing services may operate in a legal and regulatory environment that exposes it to potentially significant litigation and regulatory compliance risks. Regulatory compliance risks arises from a failure or inability to comply fully with the laws, regulations or codes applicable specifically to a heavily regulated industry such as the financial or banking services. Non-compliance could lead to fines, public reprimands, damage to reputation, enforced suspension of operations or, in extreme cases, withdrawal of authorisation to operate. It is not possible for the Issuer to predict what regulatory proceedings may arise in the future.

The provider may, from time to time, be involved in various disputes and legal proceedings, including litigation and regulatory investigations. Such cases are subject to many uncertainties and their outcome is often difficult to predict.

Impact of regulatory changes

The provider is therefore subject to laws, regulations, administrative actions and policies affecting its operating and business model. Changes in supervision and regulation in the industries are beyond the control of the provider and the Issuer could materially affect the business of the provider and consequently the Issuer and the value of its assets.

IT risk and GDPR

Part of the provider of outsourcing solutions requires the use of a number of IT tools and information systems in order to carry out its activities related with the processing of information related to documents and payment flows, back office operations and promotional marketing.

The processing of data requires administrative and technical procedures allowing an efficient monitoring and safeguarding that covers physical access to centers and information systems, disruption or disruption of energy supply, fire, regulation of extreme thermal amplitudes, storage and data backup, contingency plans and disaster recovery plans. Potential failures could harm its customers and consequently disrupt its activities.

Further, on a regulatory point of view, the provider may be exposed to the European Regulation (EU) 2016/679 on the protection of natural persons with regard to the to the processing of personal data is subject to the rules set out in this regulation as applicable on 25 May 2018.

2.16 Equipment rental market

Risk of reputation

As one of the leaders on the equipment rental market, Kiloutou and its subsidiaries are exposed to a reputational risk should the rented equipment(s) be involved in accident(s) on construction site(s). As a consequence the reputation of Kiloutou could suffer and be adversely impacted if the accident(s) received media exposure.

Recruitment risk

Kiloutou and its subsidiaries rely to a large extent on highly qualified and ageing workforce. Kiloutou and its subsidiaries are therefore exposed to pressure on its human resources ability in terms of recruitment.

Accident and potential exposure to civil and criminal liability

In general, Kiloutou and its subsidiaries, by the nature of their leasing business and by the associated services, are exposed to the risk of their civil and criminal liability being at stake. In particular, Kiloutou and its subsidiaries are required by a regulation requiring periodic verification of some of its equipment rented. These checks must be carried out by an approved body which issues a certificate of conformity. The sale of consumables in addition to rentals may result in product liability.

Credit risk

Kiloutou and its subsidiaries are also exposed to a credit risk given the nature of the business activities on the equipment rental market as counterparts may not have the financial abilities to satisfy their financial engagements toward Kiloutou and its subsidiaries.

2.17 Digital Multimedia Industry

Intensification of the competitive landscape with a market subject to fast changes

The Issuer has a direct exposure to digital (content) multimedia.

Current challenge for the sector is to offer 360 connected digital solutions in order to gain competitive advantages. Considering international growth potential, an extension of the geographic footprint can be considered in order to compete with key actors. Such expansion can allow operating companies to act as a key-player on international projects.

Increased competition may reduce the market share and revenues

Operators or their providers may face intensifying competition and the ability to compete effectively will depend on, among other things, our network quality, capacity and coverage, pricing of services and equipment, quality of customer service, development of new and enhanced products and services in response to customer demands and changing technology, reach and quality of sales and distribution channels and capital resources. Competition could lead to a reduction in the rate at which we add new customers, declines in the prices and revenues, a decrease in the size of the market share as customers choose to receive telecommunications services or other competing services from other providers.

Expansion of international operations will require management attention and resources, involves additional risks, and may be unsuccessful, which could harm future business development and existing domestic operations

International expansion represents a significant growth opportunity. Expansion into other international markets

in order to grow the business will require significant management attention and resources and adjustment to conform to different local cultures, standards and regulations, and the products offered may not appeal to customers in the same manner, if at all, in other geographies. There is an exposition to competition with local companies which understand the local market better and/or may have greater brand recognition.

International expansion may not be successful in generating net revenue from foreign operations. Furthermore, different privacy, censorship, liability, intellectual property and other laws and regulations in foreign countries may cause our business, financial condition and operating results to be materially adversely affected.

Market supporting technology risks

Operating companies are evolving in a fast-growing market with required IT development. Such operations are performed maintaining adequate level of control on technology. In order to ensure successes in this sector, it is important to be aware that technology is a critical component of any operation.

Business could be adversely affected by disruptions of telecommunications networks

Operating companies may be dependent on the secure operation of telecommunications networks and attacks on critical infrastructure, or disruption of networks caused by other factors beyond control. As the importance of communication in everyday life, as well as during times of crisis, increases and the volume of personal and business data being communicated and stored by network operators grows, organisations and individuals look to operators or their providers to maintain service and protect sensitive information.

Any significant interruption in service or in the ability to protect sensitive information, whether caused by acts of terrorism, industrial action, natural disasters, political unrest or otherwise, could have a material adverse effect on operators or their providers' revenue and reputation.

2.18 Waste water treatment: marine activities and oil & gas activities

Competitive environment that is subject to rapid change

The Issuer operates in a highly competitive environment where technology is a key parameter.

A large number of technologies are being tested in this sector without being able to say which ones will prevail over other solutions in the future.

In order to ensure success in this sector, it is important to be aware that technology is a crucial element in any operation. The equipment supplied must be competitive with the various solutions on the market.

Increased competition may reduce the market share and revenues

In the waste water treatment sector, the company faces major competitors.

Competition could lead to a reduction in the prices and revenues or a decrease in the size of the market share.

Factors that could affect the performance of the oil & gas activities

The Issuer has an indirect exposure to oil & gas activities.

The business performance of Apateq may be affected by the negative fluctuation(s) of the price of oil. Oil prices may fluctuate substantially over short periods of time.

Factors that could affect the performance of marine activities

The Issuer has an indirect exposure to marine activities.

Therefore, the business performance of Apateq may be affected by the volume related to marine activities.

Recruitment risk and human risk

A lack of qualified resources could affect the production planning of Apateq and ultimately its financial results. This “Human risk” has been identified on key people of Apateq.

2.19 Multi-energy distribution services

Energy Sector consists of two industries: “energy equipment and services” and “oil, gas, and consumable fuels” both related to the production and supply of energy.

Competitive/regulatory environment subject to rapid change

The Issuer is exposed to a risk of increased competition especially on the new activities connected to the electric vehicles and their charge systems. This market is not structured yet, but it will create numerous market opportunities (installation projects and maintenance needs notably). The risk linked to this market expansion relies in the good execution of projects (set the right organization, recruit the qualified staff and be profitable).

Regulatory models are also changing, some States are deregulating and changing tariffs, and there is a push to decarbonise the energy generation.

Regulation and public policy

One risk that has been constant in the energy industry is regulation and public policy. There is a changing nature surrounding energy and the way it is generated. With change comes new laws to match. With numerous legal bodies overseeing nuclear, electricity, gas, coal, oil and more, the energy industry needs to be aware of how local, state and federal jurisdictions are changing to comply with the law.

2.20 Money Market Fund

Performance risk

This risk stems from the level of exposure to other risks, from the type of management (more or less active) and from the presence or the absence of protection and guarantee mechanisms. Volatility is one of the indicators of performance risk.

Risk of capital loss

The invested capital is not guaranteed and there is a possibility the invested capital is not fully redeemed. There is a risk of loss in capital of the Issuer.

Liquidity risk

Liquidity risk is defined as a risk that an instrument in the portfolio cannot be traded quickly enough in the market for a limited cost, therefore compromising the ability of the SICAV to comply with its obligations to redeem the shares of its investors on their demand. This may affect the Issuer that has lodged a redemption request to the SICAV for redemption of the shares of the SICAV.

NAV calculation suspension and suspension of the dealings of the Shares of the SICAV

Due to exceptional adverse circumstances where the underlying assets composing the portfolio of the compartments of the SICAV where the Issuer is invested can no longer be valued, the SICAV may be forced to suspend the Net Asset Value calculation of the shares of the relevant compartment and to suspend the dealings (subscription, redemption and conversion) of the shares of the same compartment. As a result the Issuer is exposed to a risk where it may no longer proceed with the redemption of the shares it holds in the SICAV should the NAV of the relevant compartment is suspended.

3. RISK FACTORS RELATING TO THE BONDS

3.1 The Bonds may not be a suitable investment for all investors

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Prospectus or any applicable supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact the Bonds will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

3.2 No surety or guarantee

The Issuer will be solely responsible for the Bonds issued by it. They will not be guaranteed by, nor be the responsibility of, any other entity. The Bonds are further unsecured and investors do hence not have the benefit of any mortgage, charge, pledge, lien or any other security interest with regard to the Issuer's payment obligations under the Bonds.

3.3 Bonds subject to optional redemption by the Issuer

The Bonds contain an optional redemption feature, which is likely to limit their market value. During any period when the Issuer may elect to redeem the Bonds, the market value of the Bonds generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem the Bonds when its cost of borrowing is lower than the interest rate on the Bonds. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Bonds being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other

investments available at that time.

3.4 Risks related to the Bonds generally

Change of law

The conditions of the Bonds are based on Luxembourg law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to Luxembourg law or administrative practice after the date of this Prospectus.

3.5 Risks related to the market generally

The secondary market generally

The Bonds may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on the Bonds in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the **Investor's Currency**) other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Bonds, (2) the Investor's Currency-equivalent value of the principal payable on the Bonds and (3) the Investor's Currency-equivalent market value of the Bonds.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Interest rate risks

Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of them.

3.6 Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Bonds are legal investments for him, (2) the Bonds can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of the Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.

GENERAL INFORMATION

Authorisation

1. The issue of the Bonds was duly authorised by a resolution of the General Partner dated 22 June 2021.

Listing and Admission to Trading

2. Application has been made to the Luxembourg Stock Exchange in its capacity as market operator of Euro MTF under the Luxembourg law of 13 July 2007 relating to market in financial instruments (*loi relative aux marchés d'instruments financiers*) for the Bonds to be admitted to the Official List of the Luxembourg Stock Exchange and for admission to trading on the Euro MTF. The Euro MTF is not a regulated market for the purposes of the Markets in Financial Instruments Directive.

The Issuer has conducted previous issuances of bonds by way of private placement on a capital market in Luxembourg by the Issuer at the date of the present prospectus.

Clearing System and delivery of the Bonds

3. The Bonds have been accepted for clearing and settlement through Euroclear and/or Clearstream, Luxembourg. Euroclear and/or Clearstream, Luxembourg are the entities in charge of keeping the records. The ISIN for this issue is **XS2360856517** and the Common Code is **236085651**.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg.

The Bonds shall be delivered through the Clearing Systems on the Issue Date.

Trustee of the Issuance

4. Besides the representation of the Bondholders with regard to the Masse by the Representative(s) there has been no appointment by the Issuer of any trustee or third party acting as representative of the Bondholders for the issuance of the Bonds.

No material adverse change

5. There has been no material adverse change as per the financial situation and prospect of the Issuer since 31 December 2020. Since this date, the Issuer (i) divested from Cordius B (HCE) for a total of EUR 320,000,000 and (ii) invested into LACE (build-up Rafaut), MVG, Alkapharm as described under section 5 *Activities of the Issuer, Investment Policy and Indebtedness Policy* for a total of EUR 140,000,000. Additionally, the capital was increased by more than EUR 102,000,000 in April 2021.

Future Commitments

6. As of the date of the Prospectus, the Issuer has entered into exclusive negotiations in order to take control of Photonis (leader in the design and production of image intensification tubes and scientific detection systems), Alkan (build-up, French competitor of Rafaut) and S3K group (Integrated and multidisciplinary cyber security services operating in Italy). The closings should take place before the end of summer 2021 for a total cash consideration circa EUR 250,000,000.

For the avoidance of doubt, the proceeds of the issuance shall not be employed for a predefined

transaction or acquisition of interests as of the date of the Prospectus.

Litigation

7. The Issuer is not or has not been involved in any governmental, legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this Prospectus which may have or have in such period had a significant effect on the financial position or profitability of the Issuer or the Issuer's group.

Documents Available

8. Copies of the following documents will be available free of charge from the specified offices of the Paying Agent in Luxembourg and at the registered office of the Issuer for so long as any of the Bonds remains outstanding:
 - a) the articles of association of the Issuer;
 - b) the consolidated audited annual financial statements of the Issuer as of 31 December 2018 (in IFRS standards);
 - c) the consolidated audited annual financial statements of the Issuer as of 31 December 2019 (in IFRS standards);
 - d) the interim non-audited consolidated financial statements of the Issuer as of 31 December 2020 (in IFRS standards);
 - e) the Paying Agency Agreement.

Statutory Auditor

9. During the annual general meeting of the shareholders of the Issuer dated 15 July 2021, HACA PARTNERS S.à r.l. with offices at 6, route d'Esch, L-1470 Luxembourg, has been appointed in replacement of GROUPE AUDIT to act as the Issuers's auditor (*réviseur d'entreprises*) as from or around the date of this Prospectus.

HACA PARTNERS is a member of the *Institut des Réviseurs d'Entreprises* created by the Luxembourgish law of 18 December 2009 on the audit profession.

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