

## Notice of Special General Meeting in Vostok New Ventures Ltd

Notice is hereby given to holders of depository receipts representing shares in Vostok New Ventures Ltd, reg. no. 39861, with registered office in Hamilton, Bermuda (“**Vostok New Ventures**” or the “**Company**”) that a Special General Meeting (the “**Meeting**”) shall be held on Thursday August 22, 2019 at 2 pm CEST at Advokatfirman Vinge’s offices, Stureplan 8, 111 87 Stockholm, Sweden.

### Notice to attend etc.

Holders of depository receipts wishing to attend the Meeting shall:

- (1) be listed in the register of holders of depository receipts kept by Euroclear Sweden AB on August 16, 2019; and
- (2) notify the Company of the intention to attend the Meeting not later than August 16, 2019 by mail at the address Vostok New Ventures Ltd, c/o Vostok New Ventures AB, Mäster Samuelsgatan 1, 111 44 Stockholm, Sweden, mark the envelope “Special General Meeting”, or by e-mail to [sgm@vostoknewventures.com](mailto:sgm@vostoknewventures.com). The holder of depository receipts shall state his or her name, personal or company identification number, address as well as telephone number. If a holder of depository receipts intends to be represented by proxy, the name of the proxy holder shall be stated. Information submitted in connection with the notification will be computerised and used exclusively for the Meeting. See below for additional information on the processing of personal data.

Holders of depository receipts represented by **proxy** shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney in original and, where applicable, the registration certificate should be submitted to the Company by mail at the address set forth above well in advance of the Meeting. The form to use for a power of attorney can be found on [www.vostoknewventures.com](http://www.vostoknewventures.com).

Holders of depository receipts who hold their receipts through nominees (Sw. *förvaltare*) must request a **temporary registration of the voting rights** in order to be able to participate at the Meeting. Holders of depository receipts who need to carry out such registration must contact the nominee regarding this well in advance of August 16, 2019.

### Proposed agenda

1. Election of Chairman for the Meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and sign the minutes.
5. Resolution that the Meeting has been duly convened.
6. Resolution in respect of
  - a. the adoption of a new long-term incentive program;
  - b. amendment of the Bye-Laws; and
  - c. issuance of 2019 Plan Shares to participants in LTIP 2019.
7. Resolution to cancel the 2019 incentive program.
8. Closing of the Meeting.

## Board proposals

### Resolutions regarding adoption of a new long-term incentive program (item 6)

The Board proposes that the Meeting resolves to adopt a new long-term share incentive plan (“**LTIP 2019**”) for up to seven (7) employees in the Company. The LTIP 2019 is proposed to replace the LTIP 2019 approved at the Company’s annual general meeting on 15 May 2019 in its entirety. The new LTIP 2019 is a five-year performance-based incentive program retaining the same economic characteristics for the participants and builds on the same criteria for measuring performance as the existing depository receipt-based incentive programs but is structured in a way so as to reduce associated costs for the Company as well as for the participants.

The objective of LTIP 2019 is to encourage the employees to financially commit to the long-term value growth of Vostok New Ventures, thereby aligning their interests with those of the shareholders. LTIP 2019 will be an important tool for Vostok New Ventures to attract and retain the best talent, which is vital for the Company’s ability to provide long-term value growth for its shareholders.

LTIP 2019 requires that the Meeting, in addition to adopting the new LTIP 2019 (item 6(a) below), further resolves to amend the Bye-Laws (item 6(b) below), to issue the 2019 Plan Shares to the participants in LTIP 2019 (item 6(c) below) and to cancel the LTIP 2019 approved at the Company’s annual general meeting on 15 May 2019 in accordance with item 7 in the notice.

### Adoption of a new LTIP 2019 (item 6(a))

#### *Summary of LTIP 2019*

LTIP 2019 is based on the following structure:

- A new share class in Vostok New Ventures (“**2019 Plan Shares**”) is introduced in accordance with the proposed amendments of the bye-laws of the Company (the “**New Bye-Laws**”).
- According to the New Bye-Laws, the 2019 Plan Shares will under certain conditions be reclassified as Vostok New Ventures common shares (“**Common Shares**”), which following registration will be admitted to trading on Nasdaq Stockholm in the form of Swedish Depository Receipts of the Company (“**SDRs**”).
- The number of 2019 Plan Shares that will be reclassified as Common Shares is dependent on the extent to which the performance measure has been met during the period 1 January 2019 – 31 December 2023 (the “**Measurement Period**”). 2019 Plan Shares that are not reclassified as Common Shares will be redeemed by the Company.
- Reclassification of the 2019 Plan Shares further requires that the participant is employed by the Vostok New Ventures group and has kept the Investment SDRs (as defined below) throughout the five-year vesting period ending after release of Vostok New Ventures’ interim financial report for the period January-March 2024 (the “**Vesting Period**”).
- Participation in LTIP 2019 requires a personal investment in SDRs in the Company (the “**Investment SDRs**”).
- In total, the participants in LTIP 2019 may subscribe for up to an aggregate of 2,100,000 2019 Plan Shares.

#### *Comparison with 2016-2018 LTIPs*

The principal difference between the 2016-2018 long-term incentive plans (“**LTIP 2016-2018**”) and LTIP 2019 is technical: Under the LTIP 2019, the participant will subscribe for 2019 Plan Shares, which will be either reclassified as ordinary shares or redeemed at the end of the program. Under LTIP 2016–2018 the participants were granted the right to receive SDRs at the end of the program. LTIP 2019 will retain the same economic characteristics for the participants but with modified targets

for measuring performance. Under LTIP 2016-2018, participants could receive 2x, 5x or 10x the number of Investment SDRs subject to a compounded annual growth in NAV per share over the three-year program term of 10, 15, and 20 percent, respectively. Under LTIP 2019, the corresponding values are 10x, 20x or 35x the number of Investment SDRs over a five-year period subject to a compounded annual growth of NAV per share of 8, 15 and 20 percent, respectively. As was the case with LTIP 2016-2018, continuous personal holding of Investment SDRs will be a condition to participate in LTIP 2019.

#### Adoption of the plan

##### *Participants in LTIP 2019*

Seven (7) employees in Vostok New Ventures will be entitled to participate in LTIP 2019.

##### *Personal investment in SDRs*

In order to participate in LTIP 2019, the employees are required to invest in Investment SDRs when giving notice of participation and subscribing for the 2019 Plan Shares.

The Investment SDRs may be either SDRs acquired specifically for LTIP 2019 or SDRs already held (but which are not already allocated to the 2017 or 2018 LTIP).

##### *General terms and conditions for the 2019 Plan Shares*

The 2019 Plan Shares shall be governed by the New Bye-Laws. The New Bye Laws will be supplemented by an agreement to be entered into with the respective participants prior to subscribing for the 2019 Plan Shares.

The main terms and conditions for the 2019 Plan Shares according to the New Bye-Laws and/or the separate agreements between Vostok New Ventures and each respective participant are the following:

- The participants will subscribe for 2019 Plan Shares at a subscription price of USD 0.24 per share (i.e., the par value of outstanding and fully paid Common Shares).
- If and to the extent the performance-based condition for reclassification of the 2019 Plan Shares has been fulfilled, the 2019 Plan Shares will be reclassified as Common Shares after the Vesting Period. Upon reclassification, one (1) 2019 Plan Share will be reclassified as one (1) Common Share.
- To the extent that the performance-based condition for reclassification of the 2019 Plan Shares has not been fulfilled, the 2019 Plan Share will be redeemed by Vostok New Ventures after the Measurement Period. In addition, the Board has the right to redeem a 2019 Plan Share at any time at the request of a participant.
- In order to align the participants' and shareholders' interests, the participants will be compensated for dividends and other value transfers to the shareholders during the Measurement Period. However, dividend compensation will be paid only if and to the extent the performance-based condition for reclassification of the 2019 Plan Shares has been fulfilled.
- The agreements with the participants will include an irrevocable request from the participant to redeem the participant's 2019 Plan Shares (all or a portion as the case may be) if (a) the participant has not allocated the committed Investment SDRs prior to 31 December 2019, or (b) the participant transfers, sells, pledges, lends or otherwise disposes of the Investment SDRs during the Vesting Period, or (c) the participant ceases to be employed by the Vostok New Ventures group, subject to certain customary exceptions such as death, disability or retirement during the Vesting Period, or (d) in case a redemption is necessary to ensure

that LTIP 2019 is compliant with laws and regulations. In addition, the Board may decide to waive redemption in any particular case.

- The agreements with the participants also include a right for Vostok New Ventures to reclaim the subsidy (see below), if the participant transfers the 2019 Plan Shares prior to reclassification or redemption of the 2019 Plan Shares.

#### *Performance-based conditions for reclassification of the 2019 Plan Shares*

The number of 2019 Plan Shares that shall be reclassified as Common Shares is based on the level of fulfillment of the performance-based condition during the Measurement Period.

The performance condition is based on the measurement of Vostok New Ventures' compounded annual net asset value development per share ("**NAV per share**") during the Measurement Period. The three levels (entry, target and stretch) for the performance condition are 8 percent average NAV per share development as entry level, 15 percent average NAV per share as target level, and 20 percent average NAV per share development as stretch level.

If the entry level is reached, ten thirty-fifths (10/35), approximately 28.6 percent, of the 2019 Plan Shares will be reclassified as Common Shares. If the target level is reached, twenty thirty-fifths (20/35), approximately 57.1 percent, of the 2019 Plan Shares will be reclassified as Common Shares. If the stretch level is reached, all of the 2019 Plan Shares will be reclassified as Common Shares. If the performance level is between the entry level and target level, or between target and stretch level, the 2019 Plan Shares will be reclassified on a linear basis between the respective milestones (between 10/35 and 20/35 and between 20/35 and 1, respectively). All 2019 Plan Shares that are not reclassified into Common Shares will be redeemed by Vostok New Ventures after the Measurement Period.

See the New Bye-Laws for more information regarding the performance-based condition.

#### *Allocation – Subscription for 2019 Plan Shares*

LTIP 2019 is proposed to comprise up to 60,000 Investment SDRs entitling participants to subscribe for, in aggregate, up to 2,100,000 2019 Plan Shares, to be allocated among different categories of participants as follows:

- the CEO of Vostok New Ventures may allocate up to 26,000 Investment SDRs, entitling the CEO to subscribe for up to 910,000 2019 Plan Shares; and
- other members of the management team and key employees (6 individuals) may allocate up to 34,000 Investment SDRs in total, entitling them to subscribe for up to 1,190,000 2019 Plan Shares in total.

The number of 2019 Plan Shares that a participant may subscribe for is based on the participants' competence, area of responsibility as well as the number of Investment SDRs allocated to LTIP 2019. The Board will determine the final number of Investment SDRs allocated to each participant. The Board may decide that any Investment SDRs not allocated to the CEO shall be allocated to other members of management and key employees.

#### *Reclassification*

Reclassification of the 2019 Plan Shares as Common Shares will be made after the Measurement Period. The maximum number of 2019 Plan Shares that can be reclassified amounts to 2,100,000. Maximum outcome assumes full participation in LTIP 2019, no personnel turn-over during the Vesting Period, and maximum fulfillment of the performance condition during the Measurement Period (i.e., stretch level has been met).

Information about the outcome of LTIP 2019 will be presented in the Annual Report for 2023.

#### *Subsidy of tax impact*

Vostok New Ventures will grant a cash subsidy to the participants in LTIP 2019 to compensate for the tax impact arising from the fact that the subscription price for the 2019 Plan Shares is below fair market value (see below under the heading "Cost, scope and effects on key ratios"). The cash subsidy will correspond to, and cover, the tax impact for the participant and may also cover the subscription price for the 2019 Plan Shares.

#### *Costs, scope and effects on key ratios*

PwC has provided a valuation model for the 2019 Plan Shares using the Monte Carlo method. The valuation derived is based on input from the Company. Based on a price for Vostok New Ventures SDRs of SEK 65 and the market conditions that prevailed on 31 July 2019, the value per 2019 Plan Share has been estimated to be SEK 7.59.

Based on the assumption of full participation in LTIP 2019 (i.e. 7 participants, in total 60,000 Investment SDRs and 2,100,000 2019 Plan Shares) and a total fair market value of the 2019 Plan Shares of SEK 15.9 million (based on an estimated value per 2019 Plan Share of SEK 7.59), the total cost for LTIP 2019, including social security costs, is estimated to amount to approximately SEK 49.9 million.

Given that the actual cost for Vostok New Ventures will be based on the prevailing price of Vostok New Ventures SDRs in connection with subscription for the 2019 Plan Shares, the actual cost may deviate from the estimates set out above.

The maximum dilution due to LTIP 2019 is no more than 2.7 percent in terms of shares outstanding and fully paid and votes. The number of 2019 Plan Shares may change during the Measurement Period due to intervening bonus issues, reverse splits, splits, rights issues and/or other similar events.

The costs and dilution are expected to have a marginal effect on Vostok New Ventures' key ratios.

#### *Preparation and administration*

Vostok New Ventures' Board has prepared LTIP 2019 in consultation with external advisors during the first six months of 2019.

The Board of Directors shall be responsible for preparing the detailed terms and conditions of the agreements with the participants in LTIP 2019, in accordance with the mentioned terms and guidelines and the New Bye-Laws. To this end, the Board of Directors shall be entitled to make such adjustments to the program as it deems necessary or appropriate to meet regulatory and tax requirements or market conditions. The Board of Directors may also make other adjustments, including reducing the number of 2019 Plan Shares that shall be reclassified for all participants, or for certain categories of participants, covered by the LTIP 2019, if significant changes in the Vostok New Ventures group or its operating environment would result in a situation where the decided terms and conditions of LTIP 2019 no longer serve their purpose, provided however, that the provisions of the New Bye-Laws must always be observed and that adjustments may only be made in order to fulfil the main objectives of LTIP 2019.

#### *Other incentive programs in the Company*

Below are summaries of the current outstanding incentive programs in the Company. For more information about the incentive programs, please see the Annual Report 2018.

### LTIP 2016

At the annual general meeting held on 17 May 2016, it was resolved to implement a share-based long-term incentive program for management and key personnel in the Vostok New Ventures group. The program ran from 1 January 2016 through 31 March 2019, and encompassed a maximum of 661,500 shares, corresponding to a dilution of 0.85 percent of the total number of shares outstanding at the time of adoption of the program. Program participants purchase shares in the Company, and for each purchased share is entitled to receive a number of additional shares, so-called performance shares, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's Net Asset Value. LTIP 2016 matured in March 2019 and resulted in the transfer of a total of 316,050 SDRs to Company employees, corresponding to a dilution of 0.41 percent.

### LTIP 2017

At the annual general meeting held on 16 May 2017, it was resolved to implement a share-based long-term incentive program for management and key personnel in the Vostok New Ventures group. The program runs from 1 January 2017 through 31 March 2020, and encompasses a maximum of 661,500 shares, corresponding to a dilution of 0.85 percent of the total number of shares outstanding at the time of adoption of the program. Program participants purchase shares in the Company, and for each purchased share is entitled to receive a number of additional shares, so-called performance shares, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's Net Asset Value.

### LTIP 2018

At the annual general meeting held on 16 May 2018, it was resolved to implement a share-based long-term incentive program for management and key personnel in the Vostok New Ventures group. The program runs from 1 January 2018 through 31 March 2021, and encompasses a maximum of 742,350 shares, corresponding to a dilution of 0.95 percent of the total number of shares outstanding at the time of adoption of the program. Program participants purchase shares in the Company, and for each purchased share is entitled to receive a number of additional shares, so-called performance shares, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's Net Asset Value.

### LTIP 2019

At the annual general meeting held on 15 May 2019, it was resolved to implement a share-based long-term incentive program for management and key personnel in the Vostok New Ventures group. The program runs from 1 January 2019 through 31 March 2022, and encompasses a maximum of 530,000 shares, corresponding to a dilution of 0.68 percent of the total number of shares outstanding at the time of adoption of the program. Program participants purchase shares in the Company, and for each purchased share is entitled to receive a number of additional shares, so-called performance shares, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's Net Asset Value. No allocation has been made under LTIP 2019, and LTIP 2019 is proposed to be cancelled in connection with the adoption of the revised LTIP 2019.

### **Resolution to amend the Company's Bye-Laws (item 6 (b))**

The Board of Directors proposes to amend paragraph 2 of the Company's Bye-Laws in order to implement LTIP 2019 and enable the issue of the 2019 Plan Shares under LTIP 2019 under items 6(a) and 6(c). The Board's complete proposal is set out in Appendix A to this notice.

### **Resolution to issue 2019 Plan Shares to participants (item 6 (c))**

The Board of Directors proposes that the Meeting resolves on a directed new share issue of 2019 Plan Shares (as defined in the Bye-Laws) to the participants in LTIP 2019. The new share issue of 2019 Plan Share to the participants in LTIP 2019 is conditional upon the Meeting resolving to amend the Bye-Laws in accordance with item 6(b). The following terms shall apply:

- The issue of new 2019 Plan Shares will increase the share capital of the Company by no more than US\$504,000 through the issue of no more than 2,100,000 2019 Plan Shares.
- The subscription price for each 2019 Plan Share is US\$0.24.
- The participants in the LTIP 2019 shall be entitled to subscribe for the number of 2019 Plan Shares as allocated and determined by the Board of Directors.
- The subscription of the 2019 Plan Shares shall be made by payment in cash, and according to the Company's instructions, no later than on 30 September 2019. Oversubscription shall not be permitted.
- The 2019 Plan Shares are subject to the reclassification and redemption clauses in the Bye-Laws.
- The reason for the proposed deviation from the shareholders' preferential rights, and the basis for setting the subscription price of the 2019 Plan Shares to US\$0.24 (the par value), is that the new share issue of the 2019 Plan Shares is an integral part of the implementation of LTIP 2019. The Board considers that LTIP 2019 will be for the benefit of the Company's shareholders as set out in the proposal for LTIP 2019 in item 6(a) above.

### **Resolution to cancel the 2019 incentive program (item 7)**

At the 2019 annual general meeting, it was resolved to implement a share-based long-term incentive program for management and key personnel in the Vostok New Ventures group. The program encompasses a maximum of 530,000 shares. No allocation has been made under the program. The Board of Directors proposes that the 2019 incentive program is cancelled in its entirety. The reason for cancelling the program is to replace it with LTIP 2019 under item 6 above.

### **Majority requirements**

Resolutions in accordance with the Board of Directors' proposal in respect of items 6 (a) and 6 (c) and 7 requires support of shareholders representing not less than half of the votes cast as well as of the shares represented by depository receipts represented at the Meeting. Resolution in accordance with the Board of Directors' proposal in respect of item 6 (b) requires support of shareholders representing not less than two thirds of the votes cast as well as of the shares represented by depository receipts represented at the Meeting.

### **Miscellaneous**

The board of director's complete proposal will be available at the office of the Company's Swedish subsidiary, Vostok New Ventures AB, at Mäster Samuelsgatan 1 in Stockholm, Sweden and on the Company's website [www.vostoknewventures.com](http://www.vostoknewventures.com)

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

August 2019

The Board of Directors of Vostok New Ventures Ltd

Registered office: Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda



**Amendments to the Company's Bye-Laws (item 6 (b)); complete wording of the proposed changes of Section 2 of the Company's Bye-Laws**

**2.1 Classes of Shares/Rights of Shareholders**

- (i) At the date these Bye-laws are adopted, the share capital of the Company is divided into the following classes of Share: (a) 85,688,309 non-redeemable voting common shares of par value US\$0.24 each ("**Common Shares**"); and (b) 2,100,000 redeemable voting common shares of par value US\$0.24 each ("**2019 Plan Shares**").
- (ii) The holders of Common Shares shall, subject to these Bye-laws:
- a) be entitled to one vote per Common Share;
  - b) be entitled to such dividends as the general meeting may from time to time declare in respect of the Common Shares;
  - c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
  - d) generally be entitled to enjoy all of the rights attaching to Shares.
- (iii) The holders of 2019 Plan Shares shall, subject to these Bye-laws:
- a) be entitled to one vote per 2019 Plan Share;
  - b) not be entitled to dividends during the period from January 2019 through December 2023;
  - c) on and from 1 January 2024, be entitled to dividends pari passu with the holders of Common Shares (however payment of dividends to holders of 2019 Plan Shares shall not occur until following a Board resolution to redeem any 2019 Plan Shares for which the 2019 Conversion Condition (as defined below) has not been satisfied, the Register has been updated to reflect such redemption);
  - d) in the event of a winding-up or dissolution of the Company on or before 31 December 2023, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, not be entitled to the surplus assets of the Company;
  - e) in the event of a winding-up or dissolution of the Company after 31 December 2023, whether voluntary or involuntary or for the purpose of a reorganisation or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company pari passu with the holders of Common Shares, to the extent that the 2019 Conversion Condition (as defined below) has been satisfied; and
  - f) otherwise generally be entitled to enjoy all of the rights attaching to Shares.
- (iv) Holders of 2019 Plan Shares shall be entitled to payment of an accumulated, outstanding dividend per 2019 Plan Share (the "**2019 Plan Accrued Amount**"). The 2019 Plan Accrued Amount corresponds to the aggregate value transfers and dividends paid per Common Share during the period from January 2019 to December 2023 (inclusive) ("**Paid Dividends**"). When calculating the 2019 Plan Accrued Amount, the Paid Dividends shall be adjusted upwards with a multiple corresponding to the total shareholder return (the "**TSR Multiple**", calculated in accordance with paragraph (v) below) for the period from and including the ex-dividend date of 2019 to and including 31 December 2023. The 2019 Plan Accrued Amount shall be calculated as the sum of:
- Paid Dividends paid out during 2019 x TSR Multiple for the period 2019-2023;
  - Paid Dividends paid out during 2020 x TSR Multiple for the period 2020-2023;

- Paid Dividends paid out during 2021 x TSR Multiple for the period 2021-2023;
  - Paid Dividends paid out during 2022 x TSR Multiple for the period 2022-2023; and
  - Paid Dividends paid out during 2023 x TSR Multiple for the period 2023.
- (v) The TSR Multiple for any period shall be calculated by dividing the closing price for the Company's Common Shares on the last trading day in December of the last year in the relevant period (the end value) by the closing price for the Company's Common Shares on the ex-dividend date of the first year in the relevant period (the start value), adjusted on the basis of a Shareholder reinvesting all cash dividends, dividends in kind and mandatory share redemption proceeds into Common Shares, before tax, on each respective ex-dividend date.
- (vi) Payment of the 2019 Plan Accrued Amount to holders of 2019 Plan Shares requires that the general meeting in 2024 resolves to pay a dividend per share corresponding to the 2019 Plan Accrued Amount. The right of 2019 Plan Share holders to a dividend corresponding to the 2019 Plan Accrued Amount is subordinated to the dividend right of Common Share holders. Payment of the 2019 Plan Accrued Amount will not occur:
- (a) unless there is an amount available after any dividend has been paid in the relevant years to holders of Common Shares; and
  - (b) until, following a Board resolution to redeem any 2019 Plan Shares for which the 2019 Conversion Condition has not been satisfied, the Register has been updated to reflect such redemption (this item (b) shall also apply to any other dividend payments to the holders of 2019 Plan Shares).
- (vii) 2019 Plan Shares are convertible into Common Shares on a one-for-one basis by resolution of the Board during the period from and including 1 July 2024 to and including 31 August 2024, based on the extent to which the following condition (the "**2019 Conversion Condition**") has been satisfied:
- a) ten thirty-fifths (**10/35**) of the 2019 Plan Shares shall be converted into Common Shares if the compounded annual growth rate of the net asset value per Common Share in the period 1 January 2019 to 31 December 2023 (the "**NAV CAGR**", calculated in accordance with paragraph (viii) below) is **8%**;
  - b) twenty thirty-fifths (**20/35**) of the 2019 Plan Shares shall be converted into Common Shares if the NAV CAGR is **15%**;
  - c) **all** of the 2019 Plan Shares shall be converted into Common Shares if the NAV CAGR is at least **20%**;
  - d) If the NAV CAGR is between 8% and 15%, 2019 Plan Shares shall be converted into Common Shares on a linear basis as from 10/35 to 20/35 as per a) and b) above;
  - e) If the NAV CAGR is between 15% and 20%, 2019 Plan Shares shall be converted into Common Shares on a linear basis as from 20/35 to 1 as per b) and c) above;
  - f) If the number of 2019 Plan Shares to be converted pursuant to the 2019 Conversion Condition is not a whole number, the number of 2019 Plan Shares to be converted into Common Shares shall be rounded down to the nearest whole number.
- (viii) The NAV CAGR shall be calculated using the formula;  $(B/A)^{(1/n)}-1$  where (A) is NAV per Common Share at the beginning of the period, (B) is the NAV per Common Share at the end of the period and (n) is the duration of the program in years. The NAV CAGR in the period 1 January 2019 to 31 December 2023 shall be calculated adjusted for dividends, other value transfers to Shareholders and repurchases of Shares. The value of the Company's assets shall be based on the net asset value statements in the Company's financial reports for the periods January to December 2018 (start value) and January to December 2023 (end value), respectively. The Company shall maintain its accounts so

- that the degree of fulfilment of the 2019 Conversion Condition is disclosed to holders of 2019 Plan Shares.
- (ix) If the Board resolves to convert only part of the 2019 Plan Shares, holders of 2019 Plan Shares are entitled to have their 2019 Plan Shares converted to Common Shares in proportion to the number of 2019 Plan Shares which they hold.
  - (x) The 2019 Plan Shares may be redeemed by resolution of the Board:
    - a) Prior to 1 January 2024, within three months of a redemption request from any holder of 2019 Plan Shares, and in respect of the 2019 Plan Shares subject to such holder's request; and
    - b) From and including 1 January 2024 to and including 30 June 2024, in respect of all outstanding 2019 Plan Shares for which the 2019 Conversion Condition (as defined above) has not been satisfied, in proportion to the number of 2019 Plan Shares already held.
  - (xi) The Board is authorised to issue the Common Shares and the 2019 Plan Shares and to establish from time to time the number of Shares to be included in each such class and is empowered to do all such matters and things in connection with the Shares as is consistent with the terms of these Bye-laws and any resolutions adopted from time to time by the Shareholders of the Company; provided, however, that an issue of the 2019 Plan Shares shall be subject to the provisions in paragraph 3.5.2.
  - (xii) Subject to paragraphs 2.1(iii) to 2.1(x) above, all Shares shall carry equal rights unless otherwise provided by these Bye-Laws or by the terms of issue of such Shares.

## **2.3 Share issues**

- 2.3.1 Subject to the provisions of Bye-Laws 2.3.2 and 3.5.2 below, either of the general meeting and the Board may resolve to issue new Shares, warrants, convertible bonds or other equity-related securities, on such terms as the general meeting or the Board (as the case may be) may from time to time determine, provided that
- (i) the total amount of the issued and outstanding share capital (including the maximum number of Shares which may be issued upon conversion of any issued securities) may not exceed the authorized share capital of the Company, and
  - (ii) a new issue against the contribution of non-cash property or the set-off of claims may only be approved by the general meeting.
- Other than 2019 Plan Shares, Shares as well as other securities may only be issued as fully paid.
- 2.3.2 Unless otherwise provided for by a resolution of the general meeting pursuant to Bye-Law 3.5.2 below, a Shareholder shall have a preferential right to subscribe for additional Shares or other equity-related securities issued by the Company pro rata the total number of issued and outstanding Shares held by him immediately prior to the issue of the additional securities; provided, however, that such preferential right shall not apply in the case of 2019 Plan Shares or a new issue in consideration for contribution of non-cash property.