

# IuteCredit Finance S.à r.l.

(“Issuer”)

## HOLDER’S MEETING

on 3 August 2023

(the “Meeting”)

relating to the

**EUR 125,000,000.00 11 % Senior Secured Bonds 2021/2026**

International Securities Identification Number (ISIN): XS2378483494

Common Code: 237848349

(the “Bonds”)

### PROXY FORM

#### HOLDER

Name: \_\_\_\_\_

Company Name: \_\_\_\_\_

Residence / Registered Office: \_\_\_\_\_

Instruction to the proxyholder with respect to the vote on the Proposals as further set out under the convening notice dated 13 July 2023 (the “**Convening Notice**”):

AGENDA ITEM	RESOLUTION PROPOSAL BY THE ISSUER	YES	NO	ABSTENTION
2.1.	Amendment of the definition of Incurrence Test, of the definition of Permitted Debt and of the definition of Permitted Payments in the Terms and Conditions (the “ <b>Uniform Resolution Proposal</b> ”)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**POWER OF ATTORNEY TO THE PROXYHOLDER**

**Power of Attorney**

I/We hereby authorise

Proxyholder

Name: Rüdiger Sailer  
Professional Address: 24, rue Jean l’Aveugle, L-1148 Luxembourg

(“Agent”)

to represent the Holder in the aforementioned Meeting – with the right to grant substitute power of attorney within the same scope as this power of attorney – and to exercise Holder’s rights as a holder of the Bonds in connection with such Meeting, including, but not limited to, the voting right from the Bonds held by the Holder, for the Holder under disclosure of the Holder’s name or company name in the attendance list.

In case of doubt, this power of attorney shall be interpreted extensively.

This power of attorney is governed by Luxembourg law and shall be construed and interpreted in accordance with Luxembourg law.

Place: \_\_\_\_\_

Signature: \_\_\_\_\_

Name in block letters: \_\_\_\_\_

Title/Position (in case of legal entity): \_\_\_\_\_

**PARTICIPATION FEE**

In case of the payment of the amendment fee (“Amendment Fee”) in accordance with and subject to section 6 of the Convening Notice, kindly make payment of the Amendment Fee to the following bank account:

Name of account holder: \_\_\_\_\_

IBAN: \_\_\_\_\_

SWIFT: \_\_\_\_\_

**Please send the completed Proxy Form (only once!) to:**

Aalto Capital AG  
For the attention of Mr. Steinbeisser  
“IuteCredit Finance-Bonds: Meeting”  
e-mail: [manfred.steinbeisser@aaltocapital.com](mailto:manfred.steinbeisser@aaltocapital.com)  
telephone: +49 175 266 89 01

## **INFORMATION ON THE PROXY FORM**

Please note the explanations to the voting procedure in the convening notice published on 13 July 2023 on the Issuer's website (<https://iutecredit.com/investor>) (the "**Convening Notice**"). **The information in the Convening Notice is solely authoritative.**

In connection with the vote submission, the following must be observed (please note this is not a complete reproduction of all information contained in the Convening Notice):

### **1. REPRESENTATION THROUGH PROXY**

Each holder of the Bonds (respectively one "**Holder**" and together the "**Holders**") may be represented at the Meeting by a proxy. The Holder may choose the person to serve as a proxy; the Proxyholder or any other third party may be considered.

The proof regarding the granting of proxy must be submitted by the end of the Submission Period at the latest, i.e. until Friday 28 July 2023 at 3:00 PM CET, by email in English to:

Aalto Capital AG  
For the attention of Mr. Steinbeisser  
"IuteCredit Finance-Bonds: Meeting"  
e-mail: [manfred.steinbeisser@aaltocapital.com](mailto:manfred.steinbeisser@aaltocapital.com)  
telephone: +49 175 266 89 01

### **2. SPECIAL CONFIRMATION, BLOCKING NOTICE AND ALTERNATIVE PROOF**

In addition, the proxy must, unless these documents have already been transmitted, provide Aalto Capital AG with the proof of the eligibility of the Holder represented by him/her in the form of a **Special Confirmation** and a **Blocking Notice** from the depository bank within the meaning of sections 2.1 and 2.2 below.

Holders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

A Special Confirmation with Blocking Notice form is available on the website of the Issuer (<https://iutecredit.com/investor>).

#### **2.1 Special Confirmation**

A special confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the Bonds which were credited on the day of the issuance of this certification to the securities account of the respective Holder at this depository bank and in which Holder actually holds the account ("**Special Confirmation**").

*(see section 5.3 of the Convening Notice)*

#### **2.2 Blocking Notice**

A blocking notice from the depository bank is a notice according to which the Bonds held by the Holder are blocked by the depository bank until the end of the Meeting

(i.e. until Thursday, 3 August 2023, by 24:00 hrs (CET)) or any adjourned meeting convened thereafter in accordance with section 3 (*Quorum and Majority Requirement*) of the Convening Notice (“**Blocking Notice**”).

*(see section 5.3 of the Convening Notice)*

**Note:**

**This Proxy Form must be submitted during or before the Submission Period to Aalto Capital AG.**

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