

**IuteCredit Finance S.à r.l.**

*(société à responsabilité limitée)*

16, Rue Eugène Ruppert

L-2453 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg B234678

(the “**Issuer**”)

**MINUTES OF THE MEETING**

held 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**”)

The Meeting was held with the majority of the holders of the Bonds (the “ **Holders**”) being represented at the meeting by Mr. Rüdiger Sailer (the “**Proxyholder**”).

The following persons participated to the meeting:

- the Holders listed under the attendance list for the Meeting attached hereto (the “**Attendance List**”), represented by the Proxyholder;
- Mr. Andreas Heinzmann, lawyer on behalf of GSK Stockmann SA; and
- Mrs. Katharina Schramm, lawyer on behalf of GSK Stockmann SA.

The Meeting opened at **3:10 PM CET**. The Holders resolved to appoint Mr. Andreas Heinzmann as chairman (the “**Chairman**”) and Mrs. Katharina Schramm as secretary (the “**Secretary**”).

The Holders being present or represented at the Meeting, acknowledged receipt of the convening notice dated 13 July 2023 (the “**Convening Notice**”). Terms defined in the Convening Notice shall have the same meaning in these minutes of the Meeting (the “**Minutes**”), unless otherwise defined herein.

The Chairman noted that the principal purposes of the Meeting, as set out in the Convening Notice, are the following (the "**Agenda**"):

1. ***Opening of the Meeting and formalities***
2. ***Approval of the Uniform Resolution Proposal***
3. ***Miscellaneous***

1. ***Opening of the Meeting and formalities***

The Chairman and the Secretary, on the basis of the assessment made by the Tabulation Agent, verified the representation by the Proxyholder of 366 holders of 628,886 (six hundred twenty-eight thousand eight hundred eighty-six) Bonds, representing 55.61 per cent. of the Bonds outstanding. As shown in the Attendance List, holders of 628,886 (six hundred twenty-eight thousand eight hundred eighty-six) Bonds, representing 55.61 per cent. of the Bonds outstanding are present or represented at the Meeting. The Chairman circulated the attendance list, which was signed by the Chairman and the Secretary.

The Chairman reported that, in accordance with Condition 16.3 of the Terms and Conditions, a quorum was reached for the Meeting, which could validly deliberate on the items on the Agenda.

Then, upon proposal of the Chairman, the Holders agreed to deliberate and discuss all the further items of the Agenda.

2. ***Approval of the Uniform Resolution Proposal***

The Holders were requested to agree to the following (as further set out in the Convening Notice):

- (a) to partially amend item (a) of the definition of Incurrence Test in the Terms and Conditions;
- (b) to partially amend items (l) and (m) of the definition of Permitted Debt in the Terms and Conditions;
- (c) to partially amend item (b) of the definition of Permitted Payments in the Terms and Conditions.

The Holders resolved as follows:

- In favour: 95.16 % of the votes cast;
- Against: 4.82 % of the votes cast;
- Abstain: 0.02 % of the votes cast.

The Holders resolved to approve the Uniform Resolution Proposal.

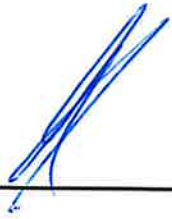
3. ***Miscellaneous***

The Holders and the Chairman acknowledged that no other holder of the Bonds was present or represented at the Meeting, and resolved to close the Meeting.

Each resolution passed at the Meeting shall become effective upon publication of these Minutes on the website of the Issuer (<https://iutecredit.com/investor>) in accordance with section 7.4 of the Convening Notice.

The amendments of the Terms and Conditions will become effective once the amended Terms and Conditions have been filed with the common depository for Clearstream, Luxembourg and attached to the global bond representing the Bonds.

The meeting was effectively closed at 3:30 PM CET.



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**By:** Mr. Andreas Heinzmann

**Function:** Chairman



**By:** Mrs. Katharina Schramm

**Function:** Secretary

**ATTACHMENT**  
**Attendance List**