

## NOTICE TO BONDHOLDERS

**Re: EUR 250,000,000 4 per cent. secured exchangeable bonds due 2021 exchangeable into shares of SMCP S.A. (ISIN: XS1882680645) (Common Code: 188268064) issued by**

**European TopSoho S.à r.l.**

**28 February 2023**

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF THE REGISTERED AND BENEFICIAL OWNERS OF THE BONDS, ALL DEPOSITARIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO PASS THIS NOTICE TO THE BENEFICIAL OWNERS IN A TIMELY MANNER. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (IF THEY ARE IN THE UNITED KINGDOM) OR ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER AND TAKE SUCH OTHER ADVICE FROM THEIR OWN PROFESSIONAL ADVISERS AS THEY DEEM NECESSARY, IMMEDIATELY.**

### **Update on Proceedings**

Reference is made to:

- the trust deed dated 21 September 2018 between European TopSoho S.à r.l. as issuer (the “**Issuer**”), Forever Winner International Development Limited as guarantor (the “**Guarantor**”) and BNP Paribas Trust Corporation UK Limited as former trustee constituting and securing €250,000,000 4.00 per cent. secured exchangeable bonds due 2021 (the “**Bonds**”), including the terms and conditions of the Bonds (the “**Conditions**”), as supplemented by the supplemental trust deed dated 17 June 2021 between the Issuer, the Guarantor and the Trustee (the “**Trust Deed**”), under which 28,028,163 shares of SMCP S.A. (“**SMCP**”) owned by the Issuer are pledged to the Trustee for the benefit of itself and the other Secured Parties (as defined in the Trust Deed), including the holders of the Bonds (the “**Bondholders**”) pursuant to the Trust Deed (the “**Pledged Shares**”);
- the custody agreement dated 18 September 2018 between the Issuer and BNP Paribas Securities Services, London Branch (the “**Custodian**”) (the “**Custody Agreement**”);
- the supplemental custody terms dated 21 September 2018 between the Issuer and the Custodian (the “**Supplemental Custody Terms**”, and together with the Trust Deed, the Conditions and the Custody Agreement, the “**Bond Documents**”);
- the notice sent by the Trustee to the Issuer on 22 September 2021 in relation to the Issuer's failure to pay the amounts due under the Bonds on their maturity date (*i.e.* a total amount of EUR 250 million plus interest and fees) (the “**Sums Due**”) and the default notice sent by the Trustee to the Issuer on 4 October 2021 as a result of the Issuer's inaction despite the notice to pay the Sums Due (the “**Default Notice**”);

- the bankruptcy petition served on the Issuer on 22 October 2021 to open liquidation proceedings against the Issuer and appoint a curator over the Issuer in Luxembourg, and the appeal to the first instance judgment of the Luxembourg District Court of 26 November 2021 (the “**Bankruptcy Petition**”); and
- the appointment on 22 October 2021 of Mr. Alastair Beveridge and Mr. Daniel Imison of AlixPartners UK LLP (the “**Receivers**”) as receivers over 6,075,848 of the Pledged Shares (with the Trustee acting as mortgagee in possession of the remaining 21,952,315 Pledged Shares).

### **1. Launch of a sale process over the Pledged Shares**

The Trustee informs the Bondholders that it has received an instruction from an ad-hoc-group of Bondholders representing more than 75% of the outstanding principal amount of the Bonds (the “**AHG**”) pursuant to which, among other things:

- it has been instructed to take all necessary steps to procure the initiation of the marketing and sale process of all the Pledged Shares by the Receivers (the “**Sale Process**”) in accordance with the powers given to the Trustee under the provisions of the Trust Deed and English law;
- it has been instructed to undertake to appoint the Receivers over the 21,952,315 Pledged Shares held by it as mortgagee in possession to facilitate the sale of such Pledged Shares to the purchasers by the Receivers; and
- it (and the Receivers) have appointed Lazard Frères SAS as M&A financial advisor in connection with the Sale Process.

The Trustee has been advised that the Sale Process may last several months. At this initial stage, both the timing for a sale of the Pledged Shares and the identity of any purchaser (or purchasers), and whether all or any part of the Pledged Shares may be sold to one or more purchasers are currently unknown. As the Sale Process has been launched today, 28 February 2023, the occurrence of a sale is not certain at this stage.

### **2. Ruling by the Luxembourg Court of Appeal opening liquidation proceedings against the Issuer**

The Trustee informs the Bondholders that it has been informed that today, 28 February 2023, the Luxembourg Court of Appeal has ruled in favour of the Bankruptcy Petition and has therefore opened liquidation proceedings against the Issuer.

**The Trustee provides the information above for the information of Bondholders but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Bonds generally. Bondholders should take and rely on their own independent legal and financial advice and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Bonds or otherwise or the views of the Trustee expressed herein or otherwise.**

**The ISIN number appearing herein has been included solely for the convenience of the Bondholders. The Trustee assumes no responsibility for the selection or use of such ISIN number and makes no representation as to the correctness of any ISIN number listed above or printed on the Bonds.**

**GLAS SAS (London Branch) (the “Trustee”)**

55 Ludgate Hill, Level 1, West, London, England, EC4M 7JW

Email: dcm@glas.agency

Attention: European TopSoho S.à r.l. TRN00001527