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Stockholm, 24 May 2022

To the bondholders in:

ISIN: SE0015938378 – Mirovia AB (publ) up to SEK 800,000,000 Senior Secured Callable Floating Rate Bonds 2021/2024

NOTICE OF WRITTEN PROCEDURE – REQUEST TO AMEND THE TERMS AND CONDITIONS

This voting request for procedure in writing has been sent on 24 May 2022 to Bondholders directly registered as of 23 May 2022 in the debt register (Sw. *skuldbok*) kept by the CSD. If you are an authorised nominee under the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. *lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*) or if you otherwise are holding Bonds on behalf of someone else on a Securities Account, please forward this notice to the Bondholder you represent as soon as possible. For further information, please see below under Section 6.3 (*Voting rights and authorisation*).

Key information

Record Date for being eligible to vote:	1 June 2022
Deadline for voting:	15.00 CEST on 14 June 2022
Quorum requirement:	At least twenty (20.00) per cent. of the Adjusted Nominal Amount
Majority requirement:	Two thirds (2/3) of the Adjusted Nominal Amount for which Bondholders reply in this Written Procedure
Consent fee:	100 basis points of the Nominal Amount as of the Record Date

Nordic Trustee & Agency AB (publ) acts as agent and security agent (the “**Agent**”) for the holders of the bonds (the “**Bondholders**”) in the above mentioned bond issue ISIN SE0015938378 with an aggregated amount outstanding of SEK 400,000,000 (the “**Bonds**”) issued by Mirovia AB (publ) (the “**Issuer**”) and together with its subsidiaries, the “**Group**” or “**Mirovia**”). In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a procedure in writing (the “**Written Procedure**”) as required by the Terms and Conditions (as defined below), whereby Bondholders can vote for or against the Issuer’s requests.

All capitalised terms used herein and not otherwise defined in this notice (the “**Notice**”) shall have the meaning assigned to them in the terms and conditions of the Bonds (the “**Terms and Conditions**”).

The Request (as defined below) is presented to the Bondholders, without any evaluation, advice or recommendations from the Agent whatsoever. The Agent has not reviewed or assessed this Notice or the Request (and their effects, should they be adopted) from a legal or commercial perspective of the

Bondholders and the Agent expressly disclaims any liability whatsoever related to the content of this Notice and the Request (and their effects, should they be adopted). The Bondholders are recommended to seek legal advice in order to independently evaluate whether the Request (and its effects) is acceptable or not.

Bondholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the “**Voting Form**”), and, if applicable, the power of attorney, attached hereto as Schedule 2 (the “**Power of Attorney**”) or other sufficient evidence, if the Bonds are held in custody other than by the CSD, to the Agent. Please contact the securities firm you hold your Bonds through if you do not know how your Bonds are registered or if you need authorisation or other assistance to participate in the Written Procedure.

The Agent must receive the Voting Form no later than 15.00 CEST on 14 June 2022 either by mail, courier or e-mail to the Agent using the contact details set out in Section 6.8 (*Address for sending replies*) below. Votes received thereafter may be disregarded.

To be eligible to participate in the Written Procedure, a person must meet the criteria for being a Bondholder on 1 June 2022 (the “**Record Date**”). This means that the person must be registered on a Securities Account with the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Bonds.

1. Background

Mirovia and its owner, Esmaeilzadeh Holding AB (“**EHAB**”), are planning for a merger of Mirovia with several other companies owned by EHAB to create a new investment platform called Lyvia Group. Mirovia would be merged or acquired by a new holding company together with Plenius, Äleven, Crutiq, Eitrium plus additional newly established companies. The purpose of this merger would be to create a larger and more diversified group of companies with improved reach across the Nordics and Europe. The larger group is also expected to benefit from enhanced access capital markets financing, both on the equity and debt side.

The plan is not to create a new investment/holding company like EHAB and all financing activities, both equity and debt, will be conducted directly in the new Lyvia Group. To accommodate for this and to expedite this process, the plan is to refinance Mirovia’s Bonds during the second half of 2022 (the “**Refinancing**”). The Refinancing is subject to necessary corporate resolutions and prevailing market conditions.

Mirovia greatly appreciates the support from its Bondholders to build Mirovia into its current size and form. During an intended Refinancing of the Bonds, the existing Bondholders will be invited to participate and likely also have the option to exchange Bonds in Mirovia to bonds in the new Lyvia Group, provided that such financing is obtained from the bond market.

Against this background and to enable the Refinancing, the Issuer asks the Bondholders to approve the Issuer’s proposal to amend the Terms and Conditions so that the First Call Date means the date falling fourteen (14) months after the First Issue Date (*i.e.* 7 September 2022), instead of eighteen (18) months after the First Issue Date (*i.e.* 7 January 2023).

2. Proposed amendments to the Terms and Conditions

The proposed amendment to the Terms and Conditions is described below (where blue and underlined text indicates additions, whereas red and crossed out text indicate deletions).

“**First Call Date**” means the date falling fourteen (14) ~~eighteen (18)~~ months after the First Issue Date.

3. Consent

The Bondholders are asked to confirm that the Bondholders agree to the proposed amendments set out in Section 2 (the “**Request**”).

4. Consent fee

If the Request is approved by the Bondholders, a consent fee amounting to 100 basis points of the Nominal Amount as at the Record Date (the “**Consent Fee**”) will be paid to the Bondholders (regardless if such Bondholder have participated in the Written Procedure or voted for or against the Request). The Consent Fee shall be paid to all Bondholders on a *pro rata* basis and must be paid within ten (10) Business Days after the Effective Date. The payment shall be made by the Issuing Agent to such person who is directly registered as a Bondholder on the Record Date.

The Agent does not administer the Consent Fee and is not involved in or in any way responsible for the Consent Fee.

5. Effective date

The Request shall be deemed approved immediately upon expiry of the voting period and receipt of the required majority as set forth in Section 6.6 (*Majority*) below, or if earlier, when a requisite majority of consents of the Adjusted Nominal Amount have been received by the Agent (the “**Effective Date**”).

6. Written Procedure

The following instructions need to be adhered to in the Written Procedure.

6.1 Final date to participate in the Written Procedure

The Agent must have received the votes by mail, courier or e-mail to the address indicated below no later than 15.00 CEST, on 14 June 2022. Votes received thereafter may be disregarded.

6.2 Decision procedure

The Agent will determine if replies received are eligible to participate in the Written Procedure as valid votes.

When a requisite majority of consents of the total Adjusted Nominal Amount have been received by the Agent, the Request shall be deemed to be adopted, even if the time period for replies in the Written Procedure has not yet expired.

Information about the decision(s) taken in the Written Procedure will: (i) be sent by notice to the Bondholders and (ii) be published on the websites of the Issuer and the Agent.

A matter decided in the Written Procedure will be binding for all Bondholders, irrespective of them responding in the Written Procedure.

6.3 Voting rights and authorisation

Anyone who wishes to participate in the Written Procedure must on the Record Date (1 June 2022) in the debt register:

- (a) be registered as a direct registered owner of a Securities Account; or

- (b) be registered as authorised nominee in a Securities Account, with respect to one or several Bonds.

6.4 Bonds registered with a nominee

If you are not registered as a direct registered owner, but your Bonds are held through a registered authorised nominee or another intermediary, you may have two different options to influence the voting for the Bonds:

- (a) you can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote in its own name as instructed by you; or
- (b) you can obtain a Power of Attorney (*Schedule 2*) from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Bonds through several intermediaries, you need to obtain authorisation directly from the intermediary that is registered in the debt register as Bondholder of the Securities Account, or from each intermediary in the chain of holders, starting with the intermediary that is registered in the debt register as a Bondholder of the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Bonds on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Bonds on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Bonds are registered or need authorisation or other assistance to participate. Bonds owned by the Issuer, another Group Company or an Affiliate do not entitle to any voting rights.

6.5 Quorum

To approve the Request, Bondholders representing at least twenty (20.00) per cent. of the Adjusted Nominal Amount must reply to the Request in the Written Procedure in order to form a quorum.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the Request has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure.

6.6 Majority

More than two thirds ($66\frac{2}{3}$) of the of the Adjusted Nominal Amount for which Bondholders reply in the Written Procedure must consent to the Request in order for it to pass.

6.7 General

The Issuer may, at its option and in its sole discretion, at any time amend, extend, re-open or terminate the Written Procedure or the terms of the Written Procedure in accordance with the Terms and Conditions of the Bonds. No Consent Fee will be paid unless the Effective Date has occurred.

6.8 Address for sending replies

Return the Voting Form (*Schedule 1*), and, if applicable, the Power of Attorney (*Schedule 2*) or other sufficient evidence, if the Bonds are held in custody other than Euroclear Sweden, by regular mail, scanned copy by e-mail, or by courier to:

By regular mail:

Nordic Trustee & Agency AB (publ)
Attn: Written Procedure Mirovia AB (publ)
P.O. Box 7329
SE-103 90 Stockholm

By courier:

Nordic Trustee & Agency AB (publ)
Attn: Written Procedure Mirovia AB (publ)
Norrlandsgatan 23
SE-111 43 Stockholm

By e-mail:

voting.sweden@nordictrustee.com

7. Issuer contact details

For further questions to the Issuer regarding the Request, please contact the Sebastian Karlsson, CEO and co-founder, at sebastian@mirovia.io.

For further questions to the Agent regarding the administration of the Written Procedure, please contact the Agent at voting.sweden@nordictrustee.com or +46 8 783 79 00.

Stockholm, 24 May 2022

**NORDIC TRUSTEE & AGENCY AB (PUBL)
as Agent**

Enclosed:

Schedule 1	Voting Form
Schedule 2	Power of Attorney

VOTING FORM

Schedule 1

For the Written Procedure in Mirovia AB (publ) up SEK 800,000,000 Senior Secured Callable Floating Rate Bonds 2021/2024 with ISIN SE0015938378.

The undersigned Bondholder or authorised person/entity (the “**Voting Person**”), votes either **For** or **Against** the Request by marking the applicable box below. If a quorum does not exist in the Written Procedure, the Agent shall initiate a second Written Procedure provided that the Request has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure.

NOTE: If the Voting Person is not registered as Bondholder (as defined in the Terms and Conditions), the Voting Person must enclose a Power of Attorney, see Schedule 2.

Capitalised terms used and not otherwise defined herein shall have the meanings assigned to them in the Notice of Written Procedure dated 24 May 2022.

For the Request

Against the Request

Name of the Voting Person:

Capacity of the Voting Person:

Bondholder: ¹ authorised person: ²

Voting Person's reg.no/id.no
and country of incorporation/domicile:

Securities Account number at Euroclear Sweden:
(if applicable)

Name and Securities Account number of custodian(s):
(if applicable)

Nominal Amount voted for (in SEK):

Contact person, daytime telephone number and e-mail
address:

Authorised signature and Name ³

Place, date:

¹ When voting in this capacity, no further evidence is required.

² When voting in this capacity, the person/entity voting must also enclose a Power of Attorney (Schedule 2) from the Bondholder or other proof of authorisation showing the number of votes held on the Record Date (as defined in the Notice of Written Procedure from Mirovia AB (publ)).

³ If the undersigned is not a Bondholder as defined in the Terms and Condition and has marked the box "authorised person", the undersigned – by signing this document – confirms that the Bondholder has been instructed to refrain from voting for the number of votes cast with this Voting Form.

POWER OF ATTORNEY

Schedule 2

For the Written Procedure in Mirovia AB (publ) up SEK 800,000,000 Senior Secured Callable Floating Rate Bonds 2021/2024 with ISIN SE0015938378.

NOTE: This Power of Attorney document shall be filled out if the Voting Person is not registered as Bondholder on the Securities Account, held with Euroclear Sweden. It must always be established a coherent chain of power of attorneys derived from the Bondholder, i.e. if the person/entity filling out this Power of Attorney in its capacity as "other intermediary", the person/entity must enclose its Power of Attorney from the Bondholder.

Capitalised terms used and not otherwise defined herein shall have the meanings assigned to them in the Notice of Written Procedure dated 24 May 2022.

Name of person/entity that is given authorisation (Sw. *befullmäktigad*) to vote as per the Record Date:

Nominal Amount (in SEK) the person/entity is authorised to vote for as per the Record Date:

Name of Bondholder or other intermediary giving the authorisation (Sw. *fullmaktsgivaren*):

We hereby confirm that the person/entity specified above (Sw. *befullmäktigad*) has the right to vote in the Written Procedure (and any second Written Procedure) for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of: SEK _____

We are:

Registered as Bondholder on the Securities Account

Other intermediary and holds the Bonds through (specify below):

Place, date: _____

Name:

Authorised signature of Bondholder/other intermediary (Sw. *fullmaktsgivaren*)