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25 May 2023

To the bondholders in:

ISIN: NO0011117145 – Impala Bondco plc up to SEK 500,000,000 Senior Secured Bonds

NOTICE OF WRITTEN PROCEDURE

This notice has been sent via VPS (Norway) to persons registered in the Securities Account with VPS (Norway) as holders of Bonds. If you are a custodian or otherwise are holding Bonds on behalf of someone else, please forward this notice to the holder you represent at your earliest convenience.

Key information:

Record Date for being eligible to vote:	13 June 2023
Deadline for voting:	15:00 CEST on 20 June 2023
Quorum requirement:	At least 20 per cent. of the Adjusted Nominal Amount
Majority requirement:	More than fifty (50) per cent of the Adjusted Nominal Amount

Nordic Trustee & Agency AB (publ) acts as agent (the "**Agent**") for the holders of the bonds (the "**Bondholders**") in the above mentioned bond issue with ISIN NO0011117145 (the "**Bonds**") issued by Impala Bondco plc (the "**Issuer**"). In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a procedure in writing, whereby Bondholders can vote for or against the Issuer's request.

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

Bondholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**").

The Agent must receive the Voting Form no later than 15:00 (CEST) on 20 June 2023 either by mail, courier or email to the Agent using the contact details set out in Clause 4.10 (*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 13 June 2023 (the "**Record Date**").

***Disclaimer:** The Request 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 (as defined below) (and its effects, should it 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 its effects, should it be adopted). The Agent may assume that documentation and other evidence delivered to it pursuant to the Request is accurate, correct and complete unless it has actual knowledge that this is not the case, and the Agent does not have to verify the contents of any such documentation. The Bondholders are recommended to seek legal advice in order to independently evaluate whether the Request (and its effects) is acceptable or not.*

1. Background

Pursuant to paragraph (a)(i) of Clause 11.1 (*Information from the Issuer*) of the Terms and Conditions the Issuer has undertaken to make available the Group's annual audited consolidated financial statements within four (4) months after the end of each financial year. Furthermore, pursuant to paragraph (a)(ii) of Clause 11.1 (*Information from the Issuer*) of the Terms and Conditions the Issuer has undertaken to make available the Group's quarterly unaudited consolidated financial reports within two (2) months after the end of each quarter of its financial year. Due to transition of accounting standards to IFRS and the recent appointment of a new CFO who wants to ensure that the accounts are accurate and fully compliant with IFRS, the Issuer will need additional time to finalise (i) the Group's annual audited consolidated financial statements for the financial year 2022, (ii) the Group's quarterly unaudited consolidated financial report for the first quarter of the financial year 2023 and (iii) the Group's quarterly unaudited consolidated financial report for the second quarter of the financial year 2023, in order to ensure that all relevant internal processes and procedures are in place for the new accounting standards.

The Issuer initiated a written procedure on 26 April 2023 requesting the Bondholders' consent for such waiver and extending the deadlines to 30 June 2023. The Group has appointed Deloitte in order to verify key information, and they have communicated that they will need more time in order to complete their exercise. The Issuer has therefore decided to withdraw the previously initiated notice of written procedure in order to extend the deadline to 30 September 2023.

Additionally, based on feedback from larger investors, the Issuer has decided to offer an increased consent fee compared to the consent fee offered in the previously initiated written procedure. As compensation for the approval of the waiver to the Terms and Conditions, the Issuer will pay a consent fee which will be an amount equal to 0.35 per cent. of the Nominal Amount of each Bond, as further set out in Clause 4.2 (*Consent fee*) below. As further compensation, the Sponsor (or an Affiliate of the Sponsor) will grant a subordinated shareholder loan in an amount of GBP 2,000,000.

2. Request for waiver of the Terms and Condition

Considering the background and rationales set out above, the Issuer kindly requests that the Bondholders waive the requirement to make available (i) the Group's annual audited consolidated financial statements for the financial year 2022 by 30 April 2023 and instead extend such deadline to 30 September 2023, (ii) the Group's quarterly unaudited

consolidated financial report for the first quarter of the financial year 2023 by 31 May 2023 and instead extend such deadline to 30 September 2023 and (iii) the Group's quarterly unaudited consolidated financial report for the second quarter of the financial year 2023 by 31 August 2023 and instead extend such deadline to 30 September 2023.

The waiver regarding Clause 11.1(a)(i)-(iii) above shall be referred to as the "**Request**".

3. Consent

We kindly ask the Bondholders to confirm that the Bondholders agree to the Request.

4. Written Procedure

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

4.1 Final date to participate in the Written Procedure

The Agent must have received the votes by mail, courier or email to the address indicated below no later than 15:00 (CEST) on 20 June 2023. Votes received thereafter may be disregarded.

4.2 Consent fee

Subject to satisfaction of the conditions set forth in Clause 4.5 (*Fee conditions*), the Issuer will pay a consent fee (the "**Consent Fee**") to all Bondholders if the Request is approved under the Written Procedure. The Consent Fee, which will be an amount equal to 0.35 per cent. of the Nominal Amount of each Bond, shall be calculated based on the aggregate principal amount held by the relevant Bondholder on the record date for Bondholders to be eligible to receive the Consent Fee (the "**Consent Fee Record Date**"). The Consent Fee Record Date will occur on 18 July 2023. Please note that this means that a Bondholder that has voted in the Written Procedure but is not registered in the debt register as a direct registered owner or authorised nominee with respect to one or several Bonds on the Consent Fee Record Date will not be entitled to the Consent Fee.

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

4.3 Payment of fees

Any payment of the Consent Fee will be effected to Bondholders through the CSD.

The expected settlement date for payment of the Consent Fee is 20 July 2023. Payments are expected to be made without withholding or deduction for any applicable taxes and each Bondholder must make its own determination as to whether or not it is required to pay tax on any amounts it receives in connection with the Request.

4.4 Shareholder loan

Subject to satisfaction of the conditions set forth in Clause 4.5 (*Fee conditions*), the Sponsor (or an Affiliate of the Sponsor) undertakes to grant a subordinated shareholder loan in an amount of GBP 2,000,000. The shareholder loan will be made available no later than 30 Business Days following the approval of the Request, and the Issuer undertakes to deliver to the Agent all documentation required in accordance with the Terms and Conditions for a subordinated shareholder loan within that timeframe.

The shareholder loan will constitute Subordinated Debt, i.e. no cash interest will be payable during the tenor of the Bonds, it will be subordinated to the Issuer's obligations under the Bonds and it will mature after the Bonds.

4.5 Fee conditions

Payment of the Consent Fee as stated in Clause 4.2 (*Consent fee*) and the shareholder loan stated in Clause 4.4 (*Shareholder loan*) are conditional upon the quorum and majority requirements being satisfied such that the Request is approved in the Written Procedure.

4.6 Decision procedure

The Agent will determine if received replies are eligible to participate under 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 accepted, even if the time period for replies in the Written Procedure has not yet expired.

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

A matter decided under the Written Procedure will be binding for all Bondholders, irrespective of them responding in the Written Procedure. The Issuer and Agent shall, in order to implement and effectuate the amendments, enter into amended and restated Terms and Conditions.

4.7 Voting rights and authorisation

Anyone who wishes to participate in the Written Procedure must on the Record Date (13 June 2023) in the debt register:

- (a) be registered as a direct registered owner of a Securities Account;
- (b) be registered as authorised nominee in a Securities Account, with respect to one or several Bonds; or
- (c) be a beneficial owner of a Bond with proof of ownership of the Bonds acceptable to the Agent.

4.8 Quorum

To approve the Request, Bondholders representing at least twenty (20) per cent of the Adjusted Nominal Amount must reply to the request under 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 relevant proposal has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure.

4.9 Majority

More than fifty (50) per cent of the Adjusted Nominal Amount for which Bondholders reply under the Written Procedure must consent to the Request.

4.10 Address for sending replies

Return the Voting Form, Schedule 1 by regular mail, scanned copy by e-mail, or by courier to:

By regular mail:

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

By courier:

Nordic Trustee & Agency AB (publ)
Attn: Written Procedure Impala Bondco
Norrandsgatan 23
111 43 Stockholm

By email:

E-mail: voting.sweden@nordictrustee.com

5. FURTHER INFORMATION

For further questions to the Issuer, regarding the request, please contact the Issuer at:

Ian Kelly, CFO
E-mail: ikelly@imperosoftware.com
Phone number: +44 7990 11 19 85

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.

25 May 2023

NORDIC TRUSTEE & AGENCY AB (PUBL)

As Agent

Enclosed:

Schedule 1	Voting Form
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VOTING FORM

Schedule 1

For the procedure in writing in Impala Bondco plc's up to SEK 500,000,000 Senior Secured Bonds with ISIN NO0011117145.

The undersigned Bondholder or authorised person/entity votes either **For** or **Against** the Request by marking the applicable box below.

For the Request

Against the Request

ISIN	Amount of bonds owned
Custodian Name	Account number at Custodian
Company	Day time telephone number
	E-mail

Enclosed to this form is the complete printout from our custodian/VPS, verifying our bondholding in the bond issue as of 13 June 2023, together with a duly executed power of attorney or other proof of authorisation or proof of holding.¹

We acknowledge that Nordic Trustee & Agency AB (publ) in relation to the Written Procedure for verification purpose may obtain information regarding our holding of Bonds on the above stated account in the securities register VPS.

Place, date

Authorized signature

Return:

Nordic Trustee & Agency AB (publ)
PO Box 7239
10390 STOCKHOLM
Telephone: +46 8 783 79 00
E-mail: voting.sweden@nordictrustee.com

¹ If the Bonds are held in custody other than in the VPS, power of attorney or other proof of authorization or proof of holding from the custodian confirming that (i) you are the owner of the Bonds, (ii) in which account number the Bonds are held, and (iii) the amount of Bonds owned.