



DURHAMCAPITAL

DURHAM CAPITAL S.A.

société anonyme

Registered office:

6, route de Trèves

L-2633 Senningerberg

R.C.S. Luxembourg B 198061

CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF BONDHOLDERS TO BE HELD ON SEPTEMBER 12, 2018

Senningerberg, 20 August 2018

To the holders of Durham Capital S.A. (the “**Company**”), Compartment 2 (the “**Issuer**”) Series I bonds, ISIN Code: XS1275374376 due 7 August 2025 (the “**Bonds**”).

Dear Bondholders,

In accordance with terms of the investment memorandum dated 8 June 2015, you are hereby convened to the

**EXTRAORDINARY GENERAL MEETING OF BONDHOLDERS
OF THE COMPANY**

which will take place on **Wednesday, 12 September, 2018 at 11.00 a.m. (CET) at the Symphony Building, Gustav Mahlerplein 3, Financial Offices, 26th floor, 1082 MS Amsterdam, The Netherlands in the Grand Plaza Board room.**

The agenda of this extraordinary general meeting (the “**Meeting**”) is as follows:

1. Opening of meeting and formalities
2. Introduction and update of activities by new Board
3. Presentation of unaudited Financial Statements as per December 31, 2017
4. Information on investments made by the Company relating to the underlying assets
5. Information on steps undertaken by the Company to obtain payment of amounts due under the underlying assets
6. Information on steps undertaken by the Company to restructure loan portfolio
7. Introduction of repayment plans borrowers
8. Change of legal structure
9. Miscellaneous.

To the extent that the agenda does not contain any project or proposal of resolution or decision to be taken by the Bondholders as ordinary resolution nor Extraordinary Resolution (as defined in the information memorandum in relation to the Bonds), the meeting will be held for information and discussion purposes only, on the basis of *bona fide* exchange of information rather than as a result of the specific legal requirements applicable to the Issuer.

For organisational purposes, you are required to give notice to the Issuer of your intention to be accompanied by an advisor as early as possible and in any case, **eight (8) days before the Meeting**, and to disclose its identity to the Issuer while sending an email to the Issuer at the following email address info@circlepartners.lu.

Each person who is the ultimate beneficial owner of a particular amount of the Bonds shall be treated by the Issuer (subject to receipt of satisfactory evidence thereof) as the holder of such nominal amount of such Bonds and should therefore be entitled to attend the Meeting.

Any Bondholder or proxyholder wishing to attend the Meeting must present all requested documents evidencing the holding of the Bonds, in a form satisfactory to the chairman of the Meeting, and any other document evidencing the powers of the representative of the Bondholder or evidencing that a proxy has been validly granted to the proxyholder.

For organisational purposes, all such documents must be provided to the Issuer by sending a PDF copy of the documents to the following email address info@circlepartners.lu **at the latest five (5) days before the Meeting** together with a confirmation that the Bondholder or proxyholder will attend the Meeting.

This notice will be published on the website of the Issuer in accordance with the conditions of the Bonds. It will also be (i) filed with the *Registre de commerce et des sociétés*, (ii) published in both the *Recueil électronique des sociétés et associations* and a Luxembourg newspaper and (iii) sent to you through the clearing system, where applicable for registered Bonds.

This notice is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The competent courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this notice.

For further information, please contact:

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Sincerely yours,

Durham Capital S.A.
The board of directors