



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 DECEMBER 11, 2018

Senningerberg, 3 December 2018

To the holders of Durham Capital S.A. (the “**Company**”), Compartment 1, (the “**Issuer**”) Series I bonds, ISIN Code: XS1262520486 due 31 July 2018 (the “**Bonds**”) and listed on the Third Market (*Dritter Markt*) of the Vienna Stock Exchange (*Wiener Börse*) (the “**Bondholders**”) **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 latest investment memoranda, you are hereby convened to the

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

which will take place on Tuesday, 11 December, 2018 at 15.00 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.

OR

you can join by telephone conference call and use the following dial in details:

Telephone number: +31 10 299 10 00

Participant code: 11401098

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

1. Opening of meeting and formalities
2. Update on Audit 2017
3. Term sheet information
4. 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.

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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L-2633 Senningerberg
Grand Duchy of Luxembourg
Website: www.durhamcapital.lu
Email: info@circlepartners.lu
Telephone: (+352) 27 400 994

Sincerely yours,

Durham Capital S.A.
The board of directors