

HAYA HOLDCO 2 PLC

AMENDED NOTICE OF PARTIAL REDEMPTION AMOUNT

Euro-Denominated Floating Rate Senior Secured Notes due 2025		ISIN	Common Code
	Reg S:	XS2485628890	248562889
	Rule 144A:	XS2485856178	248585617

Haya Holdco 2 plc, a public limited company incorporated under the laws of England and Wales with registered number 13971923 (the “Issuer”), refers to its conditional notice of partial redemption dated August 25, 2023 (the “Conditional Notice of Partial Redemption”) and its notice of partial redemption amount dated September 1, 2023 (the “Original Notice of Partial Redemption Amount”) which were delivered to Holders of its Euro-denominated Floating Rate Senior Secured Notes due 2025 (the “Notes”) in connection with the partial redemption of the Notes pursuant to paragraph 5(a) of each of the Rule 144A and Regulation S Global Notes representing the Notes and Article III (*Redemption*) of the indenture dated as of June 14, 2022 (as amended and supplemented from time to time, the “Indenture”), between, *inter alios*, the Issuer, Haya Holdco 1 Limited, a private limited company incorporated and existing under the laws of England and Wales, with its registered office at 10th Floor, 5 Churchill Place, London E14 5HU, United Kingdom, and with registered number 13972107, as parent guarantor, Haya Real Estate, S.A.U., a public limited liability company (*sociedad anónima*) incorporated and existing under the laws of Spain, with its registered office at Calle Medina de Pomar 27, Madrid 28042, Spain and registered with the Commercial Registry of Madrid under Volume 35,681, Sheet 139, Page M-560663, as guarantor, GLAS Trust Company LLC, as trustee (the “Trustee”), and GLAS Trust Corporation Limited, as security agent, and in accordance with the terms of the scheme of arrangement pursuant to Part 26 of the UK Companies Act 2006 proposed by the Issuer which was sanctioned by the High Court of Justice of England and Wales on August 29, 2023 (the “Scheme”). Each capitalized term used but not defined herein shall have the meaning ascribed to it in the Indenture, the Scheme or the Conditional Notice of Partial Redemption, as applicable.

This notice amends and entirely replaces the Original Notice of Partial Redemption Amount.

The Issuer hereby gives notice to the Holders of the Notes that, based on the formula set forth at paragraph 2 of the Conditional Notice of Partial Redemption, the Partial Redemption Amount will be equal to €83,679,440.10, which represents the aggregate principal amount of the Notes that will be redeemed hereunder and pursuant to the Conditional Notice of Partial Redemption. The calculation of the Partial Redemption Amount is set out in Exhibit A (*Amended Calculation of the Partial Redemption Amount*) to this notice.

The amendment compared to the Original Notice of Partial Redemption Amount relates to a difference in the previously communicated amount of fees payable to Noteholders on the Restructuring Effective Date. To reflect certain adjustments made to the calculation of the Early Bird Fee and the Consent Fee to bring the calculations in line with the terms of the Scheme, the aggregate total of the Early Bird Consent Fees, the Consent Payment and the AHG Risk Fee included in Exhibit A (*Amended Calculation of the Partial Redemption Amount*) increases from €5,850,240.60 (as communicated on September 1, 2023) to €5,945,141.93. As a result, the Partial Redemption Amount decreases from €83,774,341.43 (as communicated on September

1, 2023) to €83,679,440.10. Appended as Appendix 1 hereto is a redline of Exhibit A comparing the present calculations to those previously communicated on September 1, 2023.

This amended notice of partial redemption amount is given on September 5, 2023.

Any questions regarding this notice of partial redemption should be directed to the Issuer at the following address:

Haya Holdco 2 plc

10th Floor, 5 Churchill Place

London E14 5HU

United Kingdom

EXHIBIT A

Amended Calculation of the Partial Redemption Amount

Partial Redemption Amount

The Partial Redemption Amount is equal to €83,679,440.10.

As of today, the aggregate principal amount of Notes outstanding is €349,581,485.00. The record date, specified in the Conditional Notice of Partial Redemption, will be September 4, 2023.

Accordingly, €83,679,440.10 of the Partial Redemption Amount shall be applied towards the redemption of the Notes at par.

In accordance with the Scheme, no Partial Redemption Amount shall be applied to the payment of the interest accrued on the Notes.

The Partial Redemption Amount has been calculated as follows (with each line item below calculated based on and/or consistent with the Completion Payment Instruction or the Payment Schedule, as applicable, and capitalized terms having the meaning ascribed to them in the Scheme):

Item	Amount (in €)
Initial Purchase Price (adjusted in accordance with clauses 3 (<i>Consideration and Adjustments</i>), 8.4 (<i>Completion</i>) and 13.6 (<i>Acceptable Insurance Policy</i>) of the SPA).....	99,404,721.23
Excess Cash	4,578,541.14
the aggregate total of the Early Bird Consent Fees, the Consent Payment and the AHG Risk Fee.....	(5,945,141.93)
Wind-Down Funding	(1,728,000.00)
H1 Wind-Down Funding	(662,458.50)
The aggregate amount required to be paid in respect of any outstanding fees, costs and expenses of any Advisers and any other reasonably incurred costs and expenses incurred in connection with the implementation of the Restructuring. to the extent incurred or estimated to be incurred prior to the Restructuring Effective Date and in accordance with an invoice duly delivered to the Scheme Company, with the Group's Advisers in copy	(11,968,221.84)
Partial Redemption Amount	83,679,440.10

Appendix 1

EXHIBIT A

Amended Calculation of the Partial Redemption Amount

Partial Redemption Amount

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Partial Redemption Amount	83,774,341.43 <u>83,679,440.10</u>