

HAYA HOLDCO 2 PLC
CONDITIONAL NOTICE OF PARTIAL REDEMPTION

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”), gives notice to the Holders of its Euro-denominated Floating Rate Senior Secured Notes due 2025 (the “Notes”) of the partial redemption thereof (the “Redemption”), 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 is expected to be sanctioned by the High Court of Justice of England and Wales on August 29, 2023 (the “Scheme”). Except for paragraph 2 below, each capitalized term used but not defined herein shall have the meaning ascribed to it in the Indenture. Each capitalized term used but not defined in paragraph 2 below shall have the meaning ascribed to it in the Scheme.

The terms and conditions of the Redemption are as follows:

1. Subject to the satisfaction of the Specified Condition (as defined below), the date of the partial redemption of the Notes will be September 5, 2023 (the “Redemption Date”). The record date will be September 4, 2023.
2. The aggregate principal amount of the Notes that will be redeemed on the Redemption Date will be equal to:
 - 2.1 the Initial Purchase Price (adjusted in accordance with clauses 3 (*Consideration and Adjustments*), 8.4 (*Completion*) and 13.6 (*Acceptable Insurance Policy*) of the SPA); plus
 - 2.2 any Excess Cash; minus
 - 2.3 the aggregate total of the Early Bird Consent Fees, the Consent Payment, the AHG Risk Fee, the Wind-Down Funding, the H1 Wind-Down Funding and the transaction expenses (including the fees, costs and expenses of the Advisers),

in each case as set out in the Completion Payment Instruction or the Payment Schedule, as applicable (the “Partial Redemption Amount”). In accordance with the Scheme, no

Partial Redemption Amount shall be applied to the payment of the interest accrued on the Notes.

3. The calculation of the Partial Redemption Amount will be set out in a subsequent notice, which will be delivered on or about two Business Days prior to the Redemption Date.
4. The redemption of the Notes and the Issuer's obligation to redeem the Notes on the Redemption Date is conditional upon the receipt by the Paying Agent on or prior to the Redemption Date of sufficient funds to pay the Partial Redemption Amount (the "Specified Condition").
5. If the Specified Condition has not been satisfied on or prior to the Redemption Date, the Issuer will notify the Holders (with a copy to the Trustee, the Paying Agent and the Registrar).
6. At the Issuer's discretion, the Redemption Date may be delayed until such time as the Specified Condition shall be satisfied or, if applicable, waived, but in no case shall the Redemption Date be more than 60 days from the date hereof. Further, such Redemption may not occur at all and this notice may be rescinded in the event that the Specified Condition has not been satisfied or, if applicable, waived by the Redemption Date, or by the Redemption Date so delayed.
7. The Holders' interests in the Notes (represented by the Rule 144A Global Note (ISIN XS2485856178) and the Regulation S Global Note (ISIN XS2485628890)) in the amount of the principal amount redeemed must be surrendered to the Paying Agent to collect the Partial Redemption Amount. The Paying Agent to which the Notes must be surrendered for redemption is GLAS Trust Company LLC, 3 Second Street, Suite 206, Jersey City NJ 07311, USA, Attention: Debt Capital Markets, email: dcm@glas.agency.
8. No representation is made by the Issuer, the Trustee, the Paying Agent or the Registrar as to the correctness or accuracy of the ISIN or Common Code numbers either as printed on the Notes or as contained in this conditional notice of partial redemption.
9. Unless the Issuer defaults in making the redemption payments or unless the Paying Agent is prohibited from making such payments pursuant to the terms of the Indenture, interest on the Notes called for Redemption shall cease to accrue on and after the Redemption Date (or such later date to which the Redemption Date has been further extended pursuant to paragraph 6 above).
10. If the Specified Condition has not been satisfied on or prior to the Redemption Date (including as further extended pursuant to paragraph 6 above), the Notes will continue to be outstanding, interest shall continue to accrue in accordance with the terms of the Indenture and the Notes, and any Notes previously surrendered to the Paying Agent shall be returned to the Holders of the Notes thereof.
11. The Notes are being redeemed 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.

This conditional notice of partial redemption is given on August 25, 2023.

Any questions regarding this conditional 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