

*Denna kallelse till obligationsinnehavarna är endast utformad på engelska.*

Stockholm, 29 March 2019

**To the bondholders in:**

**ISIN: SE0007784111 – Scandinavian Biogas Fuels International AB (publ) up to SEK 300,000,000 Senior Secured Bonds 2016/2020**

**NOTICE OF WRITTEN PROCEDURE – REQUEST TO WAIVE CERTAIN PROVISIONS IN THE TERMS AND CONDITIONS**

**This voting request for procedure in writing has been sent on 29 March 2019 to Bondholders directly registered in the debt register (Sw. *skuldbok*) kept by the CSD. If you are an authorised nominee under the Swedish Financial Instruments Accounts Act or if you otherwise are holding Bonds on behalf of someone else on a Securities Account, please forward this notice to the holder you represent as soon as possible. For further information, please see below under Section 5.3 (*Voting rights and authorisation*).**

Nordic Trustee & Agency AB (publ) acts as agent (the "**Agent**") for the holders of the bonds (the "**Bondholders**") in the above mentioned bond issue ISIN SE0007784111 (with an aggregated amount outstanding of SEK 230,000,000) (the "**Bonds**") issued by Scandinavian Biogas Fuels International AB (publ) (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 requests.

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**"), and, if applicable, the power of attorney/authorisation, attached hereto as Schedule 2 (the "**Power of Attorney**") or other sufficient evidence, if the Bonds are held in custody other than by the CSD, to the Agent. Please contact the securities firm you hold your Bonds through if you do not know how your Bonds are registered or if you need authorisation or other assistance to participate.

The Agent must receive the Voting Form no later than 17:00 (CET) on 17 April 2019 either by mail, courier or email to the Agent using the contact details set out in Clause 5.7 (*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 4 April 2019 (the "**Record Date**"). This means that the person must be registered on a Securities Account with the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Bonds.

***Disclaimer:** The Request is presented to the Holders, without any evaluation, advice or recommendations from the Agent whatsoever. The Agent has not reviewed or assessed this Notice or the Request (and its effects, should it be adopted) from a legal or commercial perspective of the Holders 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 Holders are recommended to seek legal advice in order to independently evaluate whether the Request (and its effects) is acceptable or not*

## **1. Background**

The Issuer has reported negative financial results during the last twelve months ending on September 2018. The Issuer's unsatisfactory financial results is mainly derived from increased operational and maintenance costs at Södertörn, legal expenses, penalty fees in South Korea, increased personnel costs in Norway as well as the delayed commissioning of the facility in Skogn, Norway.

Management is continuously working to improve the Issuer's financial position and the commissioning of the liquid biogas plant in Skogn in June was an important step to improve both operational and financial performance. Management estimates the facility will gradually reach full capacity during the first half of 2019 and generate an EBITDA of around SEK 40,000,000 in 2019.

As a consequence of the subdued profitability, the Company did not fulfil the Maintenance Test as per 30 September 2018 and subsequently received a waiver for the Maintenance Test for Q3 and Q4 2018 with the condition of SEK 16,000,000 in new equity or subordinated capital being injected into the Company, which happened during the fourth quarter 2018.

The waiver request was estimated to provide sufficient time for the Company to put in place a new and long-term sustainable capital structure, however, the Company now estimates that the new capital structure will not be in place prior to 31 March 2019 and that this will likely result in a breach of the Maintenance Test as per 31 March 2019. Furthermore, the Issuer also believes it will not fulfil the Maintenance Test in the second quarter 2019 unless a new capital structure is in place. Consequently, the Issuer kindly request that the bondholders temporarily waive the Issuer's undertaking of the fulfilment of the Maintenance Test for the first and second quarter 2019.

To secure a long-term sustainable capital structure, the Company has announced its intention to carry out a directed share issue of up to SEK 134,000,000 including conversion of shareholder loans of SEK 34,000,000. The company also intends to carry out a rights issue of up to SEK 10,000,000 during the spring of 2019. In total, the Company intends to issue shares with a value of up to SEK 144,000,000, of which SEK 110,000,000 would be new capital. The new capital structure will significantly improve the Company's equity and liquidity position and will partly fund the Södertörn investment programme, which aims to substantially improve operations at the Södertörn facility.

As part of this waiver request the Company undertakes to perform an equity contribution of a minimum SEK 80,000,000, but with the aim of SEK 110,000,000 (excluding conversion of shareholder loans), of which at least SEK 30 000 000 shall be contributed no later than 30 June 2019 and the remaining up to SEK 50 000 000 shall be contributed no later than 31 August 2019.

## 2. Waivers of the Terms and Conditions

The Issuer hereby kindly requests the Bondholders to waive any breach of Clause 14 (*Maintenance Test*) of the Terms and Conditions for the test periods ending on 31 March 2019 and 30 June 2019 (the "**Request**").

## 3. Conditions

- 3.1 The Issuer acknowledges that the agreement by the Bondholders to the Request is subject to the conditions that a contribution of equity and/or subordinated loans, amounting to a minimum of SEK 80,000,000 of which at least SEK 30 000 000 shall be contributed to the Issuer no later than 30 June 2019 and the remaining up to SEK 50 000 000 shall be contributed to the Issuer no later than 31 August 2019 (the "**Equity Injection**").
- 3.2 The Issuer shall provide the Agent with evidence that the Equity Injection has been completed on or before each of 30 June 2019 and 31 August 2019 (as applicable).
- 3.3 A failure to complete the Equity Injection on or before 30 June 2019 and 31 August 2019 (as applicable) shall constitute an Event of Default under the Terms and Conditions.
- 3.4 The Issuer acknowledges that the agreement by Bondholders to the Request is subject to a waiver fee amounting to 1.00 per cent of the Outstanding Nominal Amount (on the date of this Notice) will be paid to the Bondholders. The consent fee will be payable *pro rata* on 1 July 2019 to all persons who are registered as bondholders in the debt register kept by Euroclear Sweden five (5) Business Days before 1 July 2019, being 24 June 2019, (the "**Consent Fee Record Date**") and the payment of the consent fee is expected to be made through Euroclear Sweden's account based system.

## 4. Consent

We kindly ask the Bondholders to confirm that the Bondholders, subject to Clause 3, agree to the Request.

## 5. Written Procedure

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

### 5.1 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 17:00 (CEST), 17 April 2019. Votes received thereafter may be disregarded.

### 5.2 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 Requests shall be deemed to be adopted, 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.

### **5.3 Voting rights and authorisation**

Anyone who wishes to participate in the Written Procedure must on the Record Date (4 April 2019) in the debt register:

- (a) be registered as a direct registered owner of a Securities Account; or
- (b) be registered as authorised nominee in a Securities Account, with respect to one or several Bonds.

### **5.4 Bonds registered with a nominee**

If you are not registered as a direct registered owner, but your Bonds are held through a registered authorised nominee or another intermediary, you may have two different options to influence the voting for the Bonds.

1. You can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote in its own name as instructed by you.
2. You can obtain a Power of Attorney (Schedule 2) from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Bonds through several intermediaries, you need to obtain authorisation directly from the intermediary that is registered in the debt register as bondholder of the Securities Account, or from each intermediary in the chain of bondholders, starting with the intermediary that is registered in the debt register as a Bondholder of the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Bonds on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Bonds on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Bonds are registered or need authorisation or other assistance to participate. Bonds owned by the Issuer, another Group Company or an Affiliate do not entitle to any voting rights.

### **5.5 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.

## 5.6 **Majority**

Fifty (50) per cent of the Adjusted Nominal Amount for which Bondholders reply under the Written Procedure must consent to the Requests.

## 5.7 **Address for sending replies**

Return the Voting Form, Schedule 1, and, if applicable, the Power of Attorney/Authorisation in Schedule 2 or other sufficient evidence, if the Bonds are held in custody other than Euroclear Sweden, by regular mail, scanned copy by e-mail, or by courier to:

### **By regular mail:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure Scandinavian Biogas Fuels International AB (publ)  
P.O. Box 7329  
S-103 90 Stockholm

**By courier:**

Nordic Trustee & Agency AB  
Attn: Written Procedure Scandinavian Biogas Fuels International AB (publ)  
Norrandsgatan 23  
111 43 Stockholm

**By email:**

E-mail: [voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com)

**6. FURTHER INFORMATION**

For further questions to the Issuer, regarding the request, please contact the Issuer at [fredrik.henckel@scandinavianbiogas.com](mailto:fredrik.henckel@scandinavianbiogas.com) / se or +46 70 473 41 30.

For further questions to the Agent, regarding the administration of the Written Procedure, please contact the Agent at [voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com) or +46 8 783 79 00.

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**Stockholm, 29 March 2019**

**NORDIC TRUSTEE & AGENCY AB (PUBL)**

**As Agent**

**Enclosed:**

<b>Schedule 1</b>	Voting Form
<b>Schedule 2</b>	Power of Attorney/Authorisation

# VOTING FORM

## Schedule 1

For the Bondholders meeting in Scandinavian Biogas Fuels International AB (publ) up to SEK 300,000,000 Senior Secured Bonds, 2016/2020, SE0007784111.

The undersigned Bondholder or authorised person/entity (the “**Voting Person**”), votes either **For** or **Against** the amendment and waiver Request by marking the applicable box below.

**NOTE:** *If the Voting Person is not registered as Bondholder (as defined in the Terms and Conditions), the Voting Person must enclose a Power of Attorney/Authorisation, see Schedule 2.*

**For** the Request

**Against** the Request

Name of the Voting Person: \_\_\_\_\_

Capacity of the Voting Person: Bondholder:  <sup>1</sup> authorised person:  <sup>2</sup>

Voting Person's reg.no/id.no  
and country of incorporation/domicile: \_\_\_\_\_

Securities Account number at Euroclear Sweden: \_\_\_\_\_

*(if applicable)*

Name and Securities Account number of custodian(s): \_\_\_\_\_  
*(if applicable)*

Nominal Amount voted for (in SEK): \_\_\_\_\_

Day time telephone number, e-mail address and contact person:

\_\_\_\_\_

\_\_\_\_\_  
Authorised signature and Name <sup>3</sup>

\_\_\_\_\_  
Place, date:

<sup>1</sup> When voting in this capacity, no further evidence is required.

<sup>2</sup> When voting in this capacity, the person/entity voting must also enclose Power of Attorney/Authorisation (*Schedule 2*) from the Bondholder or other proof of authorisation showing the number of votes held on the Record Date.

<sup>3</sup> If the undersigned is not a Bondholder according the Terms and Condition and has marked the box "authorised person", the undersigned – by signing this document – confirms that the Bondholder has been instructed to refrain from voting for the number of votes cast with this Voting Form.

# POWER OF ATTORNEY/AUTHORISATION

## Schedule 2

For the Bondholders meeting in in Scandinavian Biogas Fuels International AB (publ) up to SEK 300,000,000 Senior Secured Bonds, 2016/2020, SE0007784111.

**NOTE:** This Power of Attorney/Authorisation document shall be filled out if the Voting Person is not registered as Bondholder on the Securities Account, held with Euroclear Sweden. It must always be established a coherent chain of power of attorneys derived from the Bondholder. I.e. if the person/entity filling out this Power of Attorney/Authorisation in its capacity as "other intermediary", the person/entity must enclose its Power of Attorney/Authorisation from the Bondholder.

Name of person/entity that is given authorisation (Sw. *Befullmäktigad*) to vote as per the Record Date:

—

Nominal Amount (in SEK) the person/entity is authorised to vote for as per the Record Date:

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Name of Bondholder or other intermediary giving the authorisation (Sw. *Fullmaktsgivaren*):

—

We hereby confirm that the person/entity specified above (Sw. *Befullmäktigad*) has the right to vote for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of: SEK \_\_\_\_\_

We are:

Registered as Bondholder on the Securities Account

Other intermediary and holds the Bondholder through (specify below):

\_\_\_\_\_

Place, date: \_\_\_\_\_

\_\_\_\_\_  
Name:

Authorised signature of Bondholder / other intermediary (Sw. *Fullmaktsgivaren*)