

*Denna information till obligationsägarna är endast utformad på engelska.*

**To the bondholders in:**

**ISIN: SE0005992898 – Ceratiidae II AB (publ) Up to SEK 525,000,000 Senior Secured Floating Rate Bonds 2014/2019**

Stockholm, 28 September 2016

**Notice of a Change of Control Event**

Nordic Trustee & Agency AB (publ) is the appointed agent under the terms and conditions in the abovementioned bond issue (the “**Terms and Conditions**”).

Terms defined in the Terms and Conditions shall have the same meaning when used in this notice, unless otherwise defined herein.

The Agent has on 27 September 2016 been notified by the Issuer that a Change of Control Event has occurred. The notice of a Change of Control Event from the Issuer is attached hereto.

Yours sincerely,

**Nordic Trustee & Agency AB (publ)**

## NOTICE OF A CHANGE OF CONTROL EVENT

To: Nordic Trustee & Agency AB (publ) as Agent  
under the Terms and Conditions (as defined  
below)

Date 27 Sept 2016

Dear Sirs,

1. We refer to the terms and conditions dated 26 June 2014 for the up to SEK 525,000,000 senior secure callable floating rate bonds due 2019 issued by Ceratiidae II AB (publ) (the "Issuer") (the "Terms and Conditions").
2. We further refer to an assignment, accession and resignation agreement dated 25 July 2016 and made between Ceratiidae I AB as original obligor, Heinrich Bauer Verlag Beteiligungs GmbH as new obligor and Nordic Trustee & Agency AB (publ) as security agent, and as confirmed by the Issuer.
3. Terms defined in the Terms and Conditions shall have the same meaning when used in this notice, unless otherwise defined herein.
4. Pursuant to Clause 12.1(c) (*Information from the Issuer*) in the Terms and Conditions, we hereby give you notice that a Change of Control Event has occurred under the Terms and Conditions and that Heinrich Bauer Verlag Beteiligungs GmbH has acquired all shares in the Issuer and that the acquisition has been completed on the date hereof.
5. Due to the occurrence of a Change of Control Event and pursuant to Clause 10.5 (*Mandatory Repurchase due to a Change of Control Event*) of the Terms and Conditions, each Bondholder has the right to request that all, or only some, of its Bonds are repurchased at a price per Bond equal to 101.00 per cent. of the Nominal Amount together with accrued but unpaid Interest.
6. If a Bondholder wants to exercise its right to request that all, or only some, of its Bonds are repurchased on the terms set out in item 5 above, such Bondholder shall within 15 Business Days from the date hereof (being 18 October) send notice to:

Ceratiidae II AB (publ)  
Att. Joakim Lundqvist  
c/o Freedom Finance Kreditservice AB  
Box 1068, 262 21 Ängelholm, Sweden  
Email: [joakim.lundqvist@zmartagroup.com](mailto:joakim.lundqvist@zmartagroup.com)

7. The Issuer will repurchase the relevant Bonds and pay the repurchase amount on a date occurring no later than 20 Business Days after the 15 Business Day's period referred to in item 6 above. The Issuer will in due time inform the Bondholders about the relevant repurchase date and the Record Date for such repurchase by way of publishing a press release.
8. We hereby instruct you to notify the Bondholders of the Change of Control Event in accordance with Clause 25 (*Notices*).

Yours faithfully,

The Issuer

**CERATIIDAE II AB (PUBL)**



By: *Andreas Schoo*

By: \_\_\_\_\_