

**HAMON & CIE (INTERNATIONAL)**  
**PUBLIC LIMITED LIABILITY COMPANY (*SOCIÉTÉ ANONYME*)**  
**Rue André Dumont, 6, 1435 Mont-Saint-Guibert**  
**RPM Nivelles - 0402.960.467**  
**VAT number 402.960.467**

(the “**Company**” or the “**Issuer**”)

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**CONVENING NOTICE TO THE ADJOURNED MEETING OF BONDHOLDERS**

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## **1. Introduction**

The board of directors of the Company has the honour of inviting the holders of the bonds (the “**Bondholders**”) issued by the Company on 30 January 2014, with ISIN Code BE0002210764 and Common Code 101781003 (the “**Bonds**”) to participate in the adjourned meeting of Bondholders that will be held on Thursday 3 June 2021 at 9 am (Brussels time), at the registered office of the Company, 6 Rue André Dumont, 1435 Mont-Saint-Guibert, it being understood that those who prefer to participate remotely are free to do so (the “**Adjourned Meeting**”). Indeed, the required quorum has not been obtained at the first general meeting of Bondholders held on Monday 10 May 2021 at 11 am (Brussels time). The Adjourned Meeting is thus convened with the same agenda and the same proposed resolutions as the first general meeting of Bondholders held on 10 May 2021.

The Adjourned Meeting is convened in order to discuss certain amendments to be made to the terms and conditions of the Bonds as included under the heading “*Conditions Générales des Obligations*” in the Prospectus dated 24 January 2014, as last amended pursuant to the resolutions of the general meeting of Bondholders held on 22 August 2019 (the “**Conditions**”).

As indicated below, the proposed amendment is to extend the maturity date of the Bonds to 30 January 2035.

The agenda of the Adjourned Meeting is set out below.

Each of the proposed resolutions contained in the agenda of the Adjourned Meeting will only become effective if all other proposed resolutions contained in the agenda of the Adjourned Meeting have also been approved.

Capitalised terms not defined in this convening notice shall have the same meaning as in the Conditions which are available on the website of the Company (<http://www.hamon.com/en/corporate/investor-relations/>).

## **2. Agenda**

The agenda of the meeting of Bondholders is as follows:

- (a) presentation of the contemplated plan to strengthen the equity of the Company and all its components (the “**Equity Strengthening Plan**”);
- (b) questions from the Bondholders;
- (c) amendments to the Conditions in order to extend the final maturity date of the Bonds, such that the Maturity Date (*Date d’Échéance*) of the Bonds becomes 30 January 2035 and corresponding changes to the Conditions;
- (d) corresponding changes to the Guarantee Declaration; and

- (e) condition subsequent.

### **3. Proposed resolutions**

#### **3.1 Extension of the Maturity Date to 30 January 2035**

(a) Approval of the extension of the Maturity Date

Decision (i) to approve the extension of the Maturity Date (*Date d'Échéance*) of the Bonds until 30 January 2035 and (ii) to amend the Conditions of the Bonds and the Guarantee Declaration accordingly in the manner as set out below.

(b) Amendment of the Conditions

The Conditions of the Bonds are amended as follows:

- (i) the first sentence of the preamble of the Conditions is amended to replace the date of 30 January 2025 by the date 30 January 2035;
- (ii) in Condition 2 (*Définitions*), the definition of “Maturity Date” (*Date d'Échéance*) is amended to refer to the date 30 January 2035;
- (iii) Condition 5 (*Intérêt*) is amended to replace the reference to the date 30 January 2025 by a reference to the date 30 January 2035; and
- (iv) all references to the “Maturity Date” (*Date d'Échéance*) in the Conditions should accordingly be read as a reference to 30 January 2035, following the approval of the extension of the Maturity Date.

(c) Amendment of the Guarantee Declaration

The Guarantee Declaration is amended as follows.

- (i) Recital (A) is amended to replace the date 30 January 2025 by the date 30 January 2035;
- (ii) Schedule 2 (*Demande de libération*) is amended to replace the reference to the date 30 January 2025 by a reference to the date 30 January 2035;
- (iii) Schedule 3 (*Demande d'accession*) is amended to replace the reference to the date 30 January 2025 by a reference to the date 30 January 2035;
- (iv) Schedule 4 (*Avis d'exercice de la garantie*) is amended to replace the reference to the date 30 January 2025 by a reference to the date 30 January 2035; and
- (v) Schedule 6 (*Formulaire de certificat d'encours*) is amended to replace the reference to the date 30 January 2025 by a reference to the date 30 January 2035.

(d) Condition Subsequent

The amendments adopted during the Adjourned Meeting are subject to the condition subsequent that the Equity Strengthening Plan takes place by 30 September 2021.

## 4. Quorums and majorities

### 4.1 Quorum

Pursuant to clause 3(b) of the schedule (*Meeting of Bondholders*) to the Domiciliary and Paying Agency Agreement, the general meeting of Bondholders may only validly deliberate if at least two Bondholders holding or representing at least three quarters of the aggregate principal amount outstanding of the Bonds are present. If this condition is not satisfied, a new convening notice shall be published. The Adjourned Meeting shall only validly deliberate if at least two Bondholders holding or representing at least a quarter of the aggregate principal amount outstanding of the Bonds are present.

### 4.2 Voting and majorities

Pursuant to clause 3(c) of the schedule (*Meeting of Bondholders*) to the Domiciliary and Paying Agency, the proposals shall only be approved if each one of them is supported by a majority representing at least three quarters of the aggregate principal amount outstanding of the Bonds taking part in the vote.

## 5. Participation in the Adjourned Meeting

### 5.1 Admission requirements

Only persons who are able to provide evidence that they are Bondholders shall be admitted to the Adjourned Meeting.

Unless validly cancelled, any Block Voting Instruction (as defined in the information document published on the website of the Company (<https://www.hamon.com/investors/bondholders-meeting/>) (the “**Information Memorandum**”)) or Meeting Notification (as defined in the Information Memorandum) (accompanied by a Voting Certificate) delivered in connection with the general meeting held on 10 May 2021 will remain valid for the Adjourned Meeting.

If no Block Voting Instructions or Meeting Notifications (accompanied by a Voting Certificate) have been delivered for the general meeting of Bondholders held on 10 May 2021, a Bondholder must deliver, in order to participate in the Adjourned Meeting:

- (a) a valid Block Voting Instruction or, if the Bondholder is not a participant in the clearing system of the National Bank of Belgium, request a clearing system participant to deliver such a Block Voting Instruction to the Company within the same time frame. The form of Block Voting Instruction contains the appointment of Michèle Vrebos, employee of the Company, with power of substitution and an instruction to participate in the Adjourned Meeting and to vote in accordance with the instructions of the Bondholders; or
- (b) a Meeting Notification together with a Voting Certificate issued by a recognised account holder within the meaning of article 7:35 of the Code of Companies and Associations or the clearing system of the National Bank of Belgium certifying that the relevant Bonds shall be blocked until the Adjourned Meeting. Each Bondholder may then decide to participate in person at the Adjourned Meeting or to be represented by a representative appointed through the proxy contained in the Meeting Notification.

The Block Voting Instruction or the Meeting Notification, together with the Voting Certificate, must be delivered at least 3 business days before the date of the Adjourned Meeting (no later than on Friday 28 May 2021 at midnight (Brussels time)), at the registered office of the Company or by e-mail to Marie-Chantal Majerus and Michèle Vrebos ([marie-chantal.majerus@hamon.com](mailto:marie-chantal.majerus@hamon.com) and [michele.vrebos@hamon.com](mailto:michele.vrebos@hamon.com)). With respect to both any Block Voting Instruction and Meeting Notification, if no voting instructions are given to the representative regarding the proposed

resolutions or if, for any reason whatsoever, the voting instructions are unclear, the representative will always vote in favor of the proposed resolutions.

## 5.2 Questions

Any Bondholder, who has complied with the requirements for admission to the Adjourned Meeting as set out above, is permitted to ask questions orally (during the Adjourned Meeting) or in writing (before the beginning of the Adjourned Meeting) to the management of the Company with respect to the agenda.

Written questions can also be addressed to the Company, by letter to the following address: 6 Rue André Dumont, 1435 Mont-Saint-Guibert, or by e-mail to Marie-Chantal Majerus and Michèle Vrebos ([marie-chantal.majerus@hamon.com](mailto:marie-chantal.majerus@hamon.com) and [michele.vrebos@hamon.com](mailto:michele.vrebos@hamon.com)), no later than on Friday 28 May 2021 at midnight (Brussels time). During the Adjourned Meeting only the questions asked by Bondholders having complied with the requirements for admission to the Adjourned Meeting as set out above shall be answered.

## 5.3 Practical aspects

Bondholders attending the Adjourned Meeting are kindly asked to be present or to connect on the day of the Adjourned Meeting as from 8 am (Brussels time) in order to allow for compliance with the admission and registration requirements to be checked.

**The forms of the Block Voting Instruction, the Meeting Notification and the Information Memorandum are available on the website of the Company** (<http://www.hamon.com/en/corporate/investor-relations/>). The Information Memorandum contains more information regarding the process.

## 5.4 Remote participation

Given the exceptional situation linked to Covid 19 and the measures currently taken by the government restricting gatherings, the Bondholders will be able to participate in the Adjourned Meeting remotely, participate in the discussions, ask questions and exercise their voting right, by voting remotely in electronic form during the Adjourned Meeting.

The practical details of how the Adjourned Meeting will be conducted remotely will be communicated subsequently to the Bondholders who have completed the formalities to participate in the Adjourned Meeting; they will also appear on the Company's website ([www.hamon.com/investors](http://www.hamon.com/investors)).

However, the Company reminds the Bondholders that it is also possible for them to vote at the Adjourned Meeting without being physically present, by giving a proxy to a proxyholder. It encourages the Bondholders to make use of these modalities.

THE COMPANY IS MONITORING THE SITUATION CAREFULLY AND WILL INFORM THE BONDHOLDERS, BY PRESS RELEASE AND ON ITS WEBSITE, OF ANY CHANGES CONCERNING PARTICIPATION IN THE ADJOURNED MEETING.

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**The board of directors**