**KYC FORM – ISSUANCE NEW INSTRUMENTS**

1. Explanatory notes KYC Form - Issuance New Instruments

Introduction

As part of the settlement plan of Agrokor d.d. et al., as confirmed by the Commercial Court of Zagreb on 6 July 2018 (the "**Settlement Plan**")[[1]](#footnote-1) Aisle Dutch TopCo B.V. will issue convertible bonds ("**Convertible Bonds**" or "**CBs**") and Aisle STAK Stichting will issue depositary receipts ("**Depositary Receipts**" or "**DRs**"). The Convertible Bonds and Depositary Receipts together are defined as the "**New Instruments**". Under the Settlement Plan, only BNY Mellon is entitled to receive the New Instruments issued for the Notes unless BNY Mellon appoints a Noteholder as its designee to receive the respective portion of New Instruments on its behalf directly (see Cl. 18.3.1 of the Settlement Plan), each a "**Designated Noteholder**". Please note that the Extraordinary Administrator is not responsible for the designation process pursuant to the Settlement Plan. It is expected that additional information on the designation process will be provided to Noteholder by or on behalf of BNY Mellon in the upcoming weeks.

A “Noteholder” is the holder of one or more of the following notes (the "**Notes**"):

* EUR 325 million 9.125% New York law governed senior notes due to mature in 2020 and USD 300 million 8.875% New York law governed senior notes due to mature in 2020 issued by Agrokor d.d. pursuant to an indenture dated as of 10 October 2012; and
* EUR 300 million 9.875% New York law governed senior notes due to mature in 2019 issued by Agrokor d.d. pursuant to an indenture dated as of 25 April 2012.

In order to receive the New Instruments on the Implementation Commencement Date, a Noteholder must – in addition to being appointed as a Designated Noteholder by BNY Mellon – submit a properly completed KYC Form and be cleared. This is a legal obligation which is based on (among others) international Anti-Money Laundering laws[[2]](#footnote-2).

Part of the anti-money laundering procedure is a get to Know Your Customer ("**KYC**") verification process. Therefore, it is necessary to collect specific information and documents so we can identify and verify the Designated Noteholders. This document contains KYC information and includes all actions required to complete the KYC verification process. TMF Group ("**TMF**") is responsible for the collection of the KYC Forms. All information provided by submitting this KYC Form will be shared with Agrokor d.d. et al, Aisle Dutch TopCo B.V. ("**Aisle Dutch TopCo**"), Aisle STAK Stichting ("**Aisle STAK**") and Lucid[[3]](#footnote-3).

All definitions in capitals used in the KYC Form have the meaning as defined and described in the Settlement Plan, unless explicitly stated otherwise. You can find the key definitions at the end of this document.

*Please note that further additional information may be required in order to receive your entitlements to the Convertible Bonds and Depositary Receipts in accordance with local law requirements.*

Actions required

In order to be able to receive its New Instruments on the Implementation Commencement Date, you must:

* **Complete** the KYC Information in **either** Part A **or** Part B of the KYC Form below; is the Noteholder you represent an incorporated entity?
	+ If **YES**, provide the information under Part A. The information requested under Part B is not required.
	+ If **NO**, provide the information under Part B. The information requested under Part A is not required.
* **Give** the confirmations, representations, acknowledgments and agreements set out in Part C of the KYC Form by signing Part D of the KYC Form.
* **Fill** in and sign Part D of the KYC Form.
* **Submit** the KYC Form by the Initial KYC Completion Date in accordance with paragraph 1.3 below.

A Noteholder must submit one KYC Form for its claims held directly by the same incorporated entity or natural person. A Noteholder must submit separate KYC Forms for its claims held directly by different incorporated entities or natural persons (one form for each incorporated entity or natural person).

The confirmations, representations, acknowledgements and agreements given in Part C of the KYC Form below are provided to Agrokor d.d., Aisle Dutch TopCo, Aisle STAK, and to the extent relevant its affiliates, agents and advisors.

**NOTE:** A Noteholder can and is recommended to obtain KYC clearance notwithstanding the missing appointment as Designated Noteholder which is to be obtained pursuant to a process to be separately announced by or on behalf of BNY Mellon.

**NOTE:** Designated Noteholders that return the KYC Form prior to the Initial KYC Completion Date (as defined below) in respect of claims in respect of which merger clearance is required will have their New Instruments issued to the Securities Escrow Agent on the Implementation Commencement Date.

**NOTE:** Designated Noteholders that return the KYC Form prior to the Initial KYC Completion Date in respect of claims held by Noteholders which are subject to Sanctions will have their New Instruments issued to the Securities Escrow Agent.

**NOTE:** Designated Noteholders that return the KYC Form prior to the Initial KYC Completion Date in respect of claims held by Noteholders located in jurisdictions which may give rise to a prohibition under securities laws will have their New Instruments issued to the Securities Escrow Agent.

Submitting the KYC Form

****Please send the completed KYC Form and supporting documents to TMF, being an agent of Agrokor d.d. until the Implementation Commencement Date and an agent of both Aisle Dutch TopCo and Aisle STAK following the Implementation Commencement Date. To comply with GDPR legislation and ensure a smooth and secure file transition of the completed KYC Form and supporting documents, TMF, being an agent of Agrokor d.d., uses an upload portal called ShareFile to collect the KYC documents. In order to get access to ShareFile, please send an email to (aisle.kyc@tmf-group.com), identify yourself as Noteholder and provide us with an email address that will be used as login name for ShareFile. Within two days an automated email will be sent to the specified email address with the request to create an account and set up a password. Please send the documents preferably on or before 4 February 2019, but ultimately on or before the date being 5 Croatian business days prior to the Implementation Commencement Date (to be announced) (the “**Initial KYC Completion Date**”).

If there are any questions regarding the KYC process, please send an email to aisle.kyc@tmf-group.com. TMF will contact you as soon as possible. **Please send a copy of the email to** Agrokor d.d. (acting by Fabris Peruško (as extraordinary administrator of Agrokor d.d.)) to: settlement@agrokor.hr.

**FAILURE BY A DESIGNATED NOTEHOLDER TO VALIDLY COMPLETE, EXECUTE AND SUBMIT THE KYC FORM TO THE ABOVE EMAIL ADDRESS IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE KYC FORM PRIOR TO THE INITIAL KYC COMPLETION DATE MAY RESULT IN SUCH DESIGNATED NOTEHOLDER NOT BEING ISSUED WITH THE NEW INSTRUMENTS ON THE IMPLEMENTATION COMMENCEMENT DATE.**

# Part A – Incorporated entity

Please fill in the form below.

*The Undersigned declares, that he/she is authorised to represent the following incorporated entity:*

|  |
| --- |
| GENERAL INFORMATION |
|  | *requested*  | *please fill in below* |
| 1 | Total nominal amount of your claim | € … |
| 2 | 8 digit alphanumerical reference[[4]](#footnote-4) | … |
| ENTITY INFORMATION |
|  | *requested*  | *please fill in below* |
| 3 | Legal name | … |
| 4 | Registration number (if applicable) | … |
| 5 | Legal identification number(s) (if applicable)[[5]](#footnote-5) | … |
| 6 | Jurisdiction of incorporation of organisation or registration | … |
| 7 | The type of legal entity it is (e.g. limited company, limited liability partnership, etc.) | … |
| 8 | Tax domicile | … |
| 9 | Are you a U.S. Person?[[6]](#footnote-6) | yes / no |
| 10 | Address of registered office (if address is in US, please include State of principal office) | … |
| 11 | Business activities[[7]](#footnote-7) | … |
| 12 | Are you an Investment Entity?[[8]](#footnote-8) | yes / no |
| 13 | Name contact person | … |
| 14 | Telephone number contact person | … |
| 15 | E-mail address contact person for KYC process | … |
| 16 | Email address contact person for communications related to Depositary Receipt voting (if different) | … |
|  |  | *→ PLEASE PROCEED ON THE NEXT PAGE* |
|  |  |  |
| BANK ACCOUNT DETAILS  |
|  | *requested*  | *please fill in below* |
| 17 | Bank account number or IBAN number (as applicable)[[9]](#footnote-9) | … |
| 18 | Full name of the bank account holder |  … |
| 19 | Address of the bank account holder | … |
| 20 | Name of the bank | … |
| 21 | BIC / SWIFT code of the bank | … |
| 22 | City and country of the bank | … |

The Undersigned certifies that all of the following documents have been attached to this form:

*Please note that all information requested below must be provided in English or Croatian****.[[10]](#footnote-10)***

1. an extract (not older than three months) from an official register or an independent proof of the incorporated entity’s identity, which contains the following information:
	1. legal name;
	2. registration number;
	3. the address of the registered office; and
	4. a description of the incorporated entity's business activities.
2. signed[[11]](#footnote-11) and dated ownership structure of the incorporated entity showing any natural person who ultimately (i) owns, (ii) controls or (iii) is the beneficiary, through direct or indirect ownership or control, of at least 10% of the shares in the incorporated entity, and legal documents to verify this structure chart[[12]](#footnote-12);
3. where applicable, a copy of a valid passport or identity card (certified by an independent lawyer or local authorised authority in the English or Croatian language)[[13]](#footnote-13) for
	1. each natural person who ultimately owns at least 10% of the shares in the incorporated entity,
	2. each natural person who ultimately controls at least 10% of the shares in the incorporated entity, or
	3. each natural person who ultimately is the beneficiary of at least 10% of the shares in the incorporated entity,

through direct or indirect ownership or control; and

1. the name of each natural person who has the authority to bind the incorporated entity. Where more than four people have the authority to bind the incorporated entity, please limit the answer to (a) the names of the directors of the incorporated entity, and (b) the names of any other natural persons that are authorised to sign documents on behalf of the incorporated entity in this transaction. Please include an authorised signatory list or power of attorneys to verify these names.

|  |
| --- |
| *→ THANK YOU FOR FILLING IN PART A OF THE KYC FORM.* *PLEASE PROCEED TO READ PART C* |

# PART B – Natural person

Please fill in the form below.

****

|  |
| --- |
| GENERAL INFORMATION |
|  | *requested*  | *please fill in below* |
| 1 | Total nominal amount of your claim | € … |
| 2 | 8 digit alphanumerical reference[[14]](#footnote-14) | … |
| PERSONAL INFORMATION |
|  | requested  | please fill in below |
| 3 | Last name | … |
| 4 | First name(s) | … |
| 5 | Date of birth | … |
| 6 | Place of birth | … |
| 7 | If applicable:- Social security number- National insurance number- Tax identification number- Tax domicile | … |
| 8 | Are you a U.S. Person?[[15]](#footnote-15) | yes / no |
| 9 | Are you an Investment Person?[[16]](#footnote-16)  | yes / no |
| 10 | Permanent residential address (if address is in US, please include State of residence) | … |
| 11 | Phone number | … |
| 12 | E-mail address contact person for KYC process | … |
| 13 | Email address contact person for communications related to Depositary Receipt voting (if different) | … |
|  BANK ACCOUNT DETAILS  |
|  | *requested*  | *please fill in below* |
| 14 | Bank account number or IBAN number (as applicable)[[17]](#footnote-17) | … |
| 15 | Full name of the bank account holder | … |
|  |  | *→ PLEASE PROCEED ON THE NEXT PAGE* |
| BANK ACCOUNT DETAILS (CONTINUED) |
|  | *requested*  | *please fill in below* |
| 16 | Address of the bank account holder | … |
| 17 | Name of the bank | … |
| 18 | BIC / SWIFT code of the bank | … |
| 19 | City and country of the bank | … |
|  |  |  |

The Undersigned certifies that all of the following documents have been attached to this form and that no other person has a beneficial interest in the New Instruments to be issued to the undersigned:

*Please note that all information requested below must be provided in English or Croatian****.[[18]](#footnote-18)***

1. a copy (certified by an independent lawyer or local authorised authority in the English or Croatian language)[[19]](#footnote-19) of a valid form of identification of the undersigned (e.g. passport or identity card); and
2. a copy (certified by an independent lawyer or local authorised authority in the English or Croatian language)[[20]](#footnote-20) of an identity card with registered address or a recent utility bill[[21]](#footnote-21) (no older than three months).

*→ THANK YOU FOR FILLING IN PART B OF THE KYC FORM.*

*PLEASE PROCEED TO READ PART C*

# Part C – General confirmations[[22]](#footnote-22)

*By signing Part D of this KYC Form, the Noteholder confirms, represents, acknowledges and agrees in respect of itself, that:*

it is bound by the terms of the Settlement Plan;

it is (a) not a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”)) and is located outside the United States (as defined in Regulation S of the U.S. Securities Act), or (b) either (1) a “qualified institutional buyer” (“QIB”) as defined in Rule 144A (“Rule 144A”) under the U.S. Securities Act or (2) an institutional “accredited investor” (“IAI”) within the meaning of clauses (1), (2), (3) or (7) of paragraph (a) of Rule 501 of Regulation D under the U.S. Securities Act;

it is a either:

* 1. a person whose ordinary activities do not involve it in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of its business and who has professional experience in matters relating to investments; or
	2. a person whose ordinary activities involve it in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of its business and who has professional experience in matters relating to investments and:
		1. if it is established in a member state of the European Economic Area (“**EEA**”):
			1. it is a “**Qualified Investor**” as defined in Article 2.1(e) of Directive 2003/71/EC as amended, including by the 2010 Prospectus Directive Amending Directive (Directive 2010/73/EU) and to the extent implemented in the relevant member state (the “**Prospectus Directive**”); or
			2. is otherwise a person to whom the New Instruments may lawfully be offered under applicable laws and regulations, including as a result of being a person defined in Part I of Annex II of Directive 2014/65/EU (“**Permitted Investor**”);
		2. if it is established in the United Kingdom, is a person that falls within the exception set out in:
			1. Article 19(5) (Investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); or
			2. in Article 49(2)(a) to (d) (High net worth companies, unincorporated associations etc.) of the Order (persons described in (i) and (ii) above together, “**UK Qualified Investors**”);

## it is acquiring the New Instruments for (i) its own account, (ii) the account of a QIB or IAI, (iii) the account of a Qualified Investor, (iv) the account of a Permitted Investor or (v) the account of UK Qualified Investors;

## it has not offered or sold and will not offer or sell any New Instruments to any person in the EEA (including the United Kingdom) in connection with the initial issuance of the New Instruments, except to Qualified Investors or to UK Qualified Investors or to Permitted Investors;

## it has not communicated or caused to be communicated and will not communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (“**FSMA**”)) relating to the New Instruments other than in circumstances in which it is permitted to do so pursuant to section 21 of FSMA;

## it has complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to the New Instruments in, from or otherwise involving the United Kingdom;

neither this KYC Form nor any other communication in connection with its right to receive the New Instruments constitutes an invitation, offer or promotion;

it has not purchased the New Instruments as a result of any general solicitation or general advertising within the meaning of Rule 502(c) under the U.S. Securities Act, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media, or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising or through any invitation, offer or promotion within the meaning of section 21 of FSMA;

it understands that (a) the New Instruments have not been and will not be registered under the U.S. Securities Act or the laws of any state or territory of the United States, (b) that the New Instruments issued in the United States will be “restricted securities” (as defined in Rule 144 under the U.S. Securities Act) and (c) that the New Instruments may not be reoffered, resold, pledged or otherwise transferred, except (A) to Aisle Dutch TopCo or Aisle STAK, (B) to a person whom the Noteholder and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act; (C) to a person who is not a U.S. Person as defined in Regulation S under the U.S. Securities Act in an “offshore transaction” in accordance with Regulation S under the U.S. Securities Act; (D) in accordance with Rule 144 under the U.S. Securities Act (if available); (E) pursuant to any other exemption from the registration requirements of the U.S. Securities Act; or (F) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction; provided in the case of clause (E) that Aisle Dutch TopCo and the Trustee may require the delivery of an opinion of counsel, certifications and/or other information reasonably satisfactory to each of them;

it has had access to and has received such financial and other information regarding Aisle Dutch TopCo and/or Aisle STAK and the New Instruments as the Noteholder deems necessary in order to receive the New Instruments. If the Noteholder has had any questions regarding Aisle Dutch TopCo and/or Aisle STAK or the New Instruments, the Noteholder has asked these questions and has received satisfactory answers from representatives of Aisle Dutch TopCo and/or Aisle STAK. The Noteholder has not relied on representations, warranties, opinions, projections, financial or other information or analysis, if any, supplied to it by any person other than Aisle Dutch TopCo and/or Aisle STAK or any of its affiliates;

it agrees that so long as any New Instruments are “restricted securities” as defined in Rule 144 under the U.S. Securities Act, it shall notify each transferee of New Instruments from it that (a) such New Instruments have not been registered under the U.S. Securities Act or the securities laws of any state or territory of the United States; (b) such New Instruments are subject to the restrictions on the resale or other transfer thereof described above; (c) such transferee shall be deemed to have represented that it is permitted to acquire such New Instruments pursuant to the restrictions on the resale or other transfer thereof described above; and (d) such transferee shall be deemed to have agreed to notify its subsequent transferees as to the foregoing;

it is not prohibited from receiving the New Instruments pursuant to trade, economic and financial sanctions laws, regulations, embargoes, and restrictive measures administered, enacted or enforced from time to time by (a) the United States (including without limitation the Department of Treasury, Office of Foreign Assets Control), (b) the European Union and its member states, (c) the United Kingdom (including without limitation HM Treasury, the Office of Financial Sanctions Implementation) (d) the Netherlands and (e) the United Nations (collectively: “Sanctions”);

it is not a Specifically Designated National under United States Sanctions, Designated Party under European Union Sanctions or Asset Freeze Target under United Kingdom Sanctions or similarly subject to a prohibition to transact with under other Sanctions (“Blocked Person”) and is not owned for 50% or more by a Blocked Person or factually or legally controlled by a Blocked Person;

all information provided on this KYC Form by the Noteholder is true and accurate to the best of its knowledge and belief. Agrokor d.d., Aisle Dutch TopCo, Aisle STAK and their respective representatives, will rely on the truth and accuracy of the statements made herein in making any transfer of New Instruments to the Noteholder, and that such statements will survive the execution and delivery of this document and the Noteholder dealing in the New Instruments, and the Noteholder agrees to notify Agrokor d.d., Aisle Dutch TopCo and Aisle STAK promptly in writing if any such statements (for instance the bank account details) cease to be accurate and complete;

the Noteholder acknowledges that the bank account details kept on record on or on behalf of Agrokor d.d., Aisle Dutch TopCo and/or Aisle STAK are accurate and up to date at all times and Agrokor d.d., Aisle Dutch TopCo and Aisle STAK are entitled to rely on the bank account details as provided;

it will comply with all applicable securities laws of any state or territory of the United States or any other applicable jurisdiction, including, without limitation “blue sky” laws, and acceptance of the New Instruments will not violate any law applicable to it;

it understands that the New Instruments (to the extent they are in certificated form) will bear a legend for the purposes of complying with the U.S. Securities Act;

its receipt of the New Instruments is not part of a plan or scheme to evade the registration requirements of the U.S. Securities Act;

due to anti-money laundering and the countering of terrorist financing requirements, Aisle Dutch TopCo and/or Aisle STAK may require proof of the Noteholder and related parties’ identities before its entitlement to receive the New Instruments New Instruments can be processed and that, in the event of delay or failure by the Noteholder to produce any information required for verification purposes, Aisle Dutch TopCo and/or Aisle STAK may refuse to issue the New Instruments to it;

the confirmations, representations, acknowledgements and agreements given by the Noteholder in this KYC Form are given at the time of the execution of this KYC Form and are irrevocable. Agrokor d.d., Aisle Dutch TopCo, Aisle STAK and persons acting on their behalf in connection with the Settlement Plan will rely on the truth and accuracy of the confirmations, representations, acknowledgements and agreements set out in this KYC Form;

The Noteholder's personal data provided in the context of this KYC Form is processed by either Aisle Dutch TopCo or Aisle STAK as the data controller. It is necessary for the data controller to process the personal data to implement the Settlement Plan, to facilitate communication by way of email with respect to electronic voting on the Depository Receipts, as well as to comply with a legal obligation (among others Anti-Money Laundering laws) to which the data controller is subject to. The personal data is shared with Lucid, Agrokor d.d., TMF Group, who may in turn use the services of their affiliates or service providers to process the personal data where necessary or appropriate, and all persons who need to know this information to implement the Settlement Plan. Personal data may also be shared with law enforcement agencies, regulatory or tax authorities and other governmental or public agencies or authorities in order to comply with legal and regulatory obligations. The data controller has no intention to transfer the personal data outside the EEA. However, if personal data is transferred outside the EEA the data controller will ensure that (i) the transfer is to a country approved by the European Commission as providing adequate protection pursuant to article 45 of Regulation (EU) 2016/679 (General Data Protection Regulation) (the “GDPR”); (ii) there are appropriate safeguards in place pursuant to article 46 of the GDPR; or (iii) one of the derogations for specific situations in article 49 of the GDPR applies to the transfer. Information on data transfer can be requested by e-mail to: aisle.kyc@tmf-group.com. The personal data shall be stored as long as is necessary to comply with applicable legal obligations the data controller is subject to. The Noteholder as data subject has the right to request access to its personal data, rectification or erasure of personal data or restriction of processing as well as the right to data portability and the right to lodge a complaint with the relevant data protection authority. All personal

data requested in the context of this KYC Form is necessary to implement the Settlement Plan or to comply with a legal obligation. If the personal data is not or not completely submitted the Settlement Plan cannot be implemented with respect to the relevant Noteholder;

the Noteholder understands that Aisle Dutch TopCo will not recognise any offer, sale pledge or other transfer of the New Instruments made other than in compliance with the above-stated restrictions; and

it will comply with:

1. the deed of issuance of DRs between Aisle Dutch TopCo, Aisle STAK and the DR Custodian (the "**DR Deed of Issue**" included as draft form in Annex 26 of the Settlement Plan[[23]](#footnote-23));
2. the administrative conditions of Aisle STAK (the "**STAK Administrative Conditions**" included as draft form in Annex 11 of the Settlement Plan);
3. the Convertible Bonds Trust Deed (the "**CB Trust Deed**" included as draft form in Annex 13 of the Settlement Plan);
4. the terms and conditions regarding the Convertible Bonds (the "**CB Terms and Conditions**" included as draft form in Annex 14 of the Settlement Plan published on <http://nagodba.agrokor.hr/en/settlement-plan-agrokor-creditors/>); and
5. the transfer regulations from time to time relating to the transfer of the New Instruments (the “**Transfer Regulations**” included as draft form in Annex 15 of the Settlement Plan).

*→ THANK YOU FOR READING PART C.*

*PLEASE PROCEED TO SIGNING PART D.*

# Part D – Signature page KYC Form

# We hereby agree to the terms of this KYC Form and confirm that by signing this KYC Form, we give each of the confirmations, representations, acknowledgements and agreements set out in Part C.

Signed and delivered as a deed on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ by:

…………………………………………
Authorised signatory on behalf of:

*(Name of Noteholder)*

in the presence of:

Witness[[24]](#footnote-24) signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Witness[[25]](#footnote-25) name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*→ THANK YOU FOR SIGNING PART D.*

*PLEASE SUBMIT THE KYC-FORM AS DESCRIBED IN § 1.3.*

**LIST OF DEFINITIONS**

All definitions in capitals used in the KYC Form have the meaning as defined and described in the Settlement Plan, unless explicitly stated otherwise. Please find below the key definitions of the Settlement Plan for submitting this KYC Form.

**Depositary Receipts**: In the New Group structure, Aisle STAK holds all the shares in Aisle Dutch TopCo and will in return issue depositary receipts.

**Convertible Bonds**: In addition to the Depositary Receipts, Aisle Dutch TopCo will issue debt instruments in the form of registered convertible bonds in an aggregate nominal amount of up to EUR 1,149 million.

**New Instruments**: The Convertible Bonds together with the Depositary Receipts.

**New Instruments Beneficiary**: The Impaired Creditors, unless fully cashed out for their Minor Impaired Claims, as holders of new instruments.

**Impaired Creditor**: The third-party pre-petition creditors of the EA Group with outstanding unsecured pre-petition claims against the Debtor and Non-Viable EA Croatian Subsidiaries (as defined below and listed in Annex 2 (Agrokor Group Entities)) (such claims (for the avoidance of doubt (i) excluding any payments made under Art. 40 EA Act and (ii) including guarantee claims) being the "**Impaired Claims**", listed in Annex 4 (Claims); the creditors that hold Impaired Claims being the "**Impaired Creditors**" in that capacity).

**Implementation Commencement Date**: In the public announcement, the Extraordinary Administrator will announce the date on which the implementation of the restructuring measures envisaged by the Settlement Plan and additionally elaborated on in the Steps Plan (as defined below) will occur, being a date no earlier than 15 business days and no later than 30 business days from the Public Announcement Date and to be determined by the Court per the mutual proposal of the Extraordinary Administrator and the Creditors' Council. The date of such publication is the "**Public Announcement Date**".

1. Please find the Settlement Plan on <http://nagodba.agrokor.hr/en/settlement-plan-agrokor-creditors/> . [↑](#footnote-ref-1)
2. Anti-Money Laundering is a term which is used in the financial and legal industries. It refers to a set of procedures that financial institutions are required to undertake to prevent, detect and report money laundering activities. [↑](#footnote-ref-2)
3. Lucid Agency Services Limited is appointed as Principal Paying, Transfer and Conversion Agent, and Securities Escrow Agent, Lucid Issuer Services Limited is appointed to act as CB Registrar, DR Registrar, CB Custodian, and DR Custodian. Lucid Trustee Services Limited is appointed as CB Trustee. Lucid, in its various capacities, hereinafter: "**Lucid**". [↑](#footnote-ref-3)
4. Please generate (just make up) this reference yourself, using both alphabets and numbers. Please make the 8 digits alphanumeric combination as “unique” as possible to minimise risk of replication with reference of other Noteholders. NOTE: please save this reference carefully, as you need it as well for the electronic blocking instruction which must be submitted subsequently via the clearing systems between the Public Announcement Date and Claims Record Date. [↑](#footnote-ref-4)
5. Please provide the legal identification number ("**LIN**") for all entities incorporated in the European Union and for any entity incorporated outside the European Union please provide the LIN if the entity has obtained one or otherwise a local registration number. [↑](#footnote-ref-5)
6. As defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”). [↑](#footnote-ref-6)
7. Please provide the description in English or Croatian. [↑](#footnote-ref-7)
8. An entity whose ordinary activities involve it in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of its business and which has professional experience in matters relating to investments. [↑](#footnote-ref-8)
9. Account suitable for receipt of payments in Euro. [↑](#footnote-ref-9)
10. Please provide all the requested documents in English to the extent feasible. [↑](#footnote-ref-10)
11. Signed by a person as referred to under 4. below. [↑](#footnote-ref-11)
12. NOTE: please provide the complete ownership documentation from external independent sources to verify (UBO) ownership as indicated in the structure chart (including but not limited to ownership documents). [↑](#footnote-ref-12)
13. An (independent) external lawyer or local authorised authority (for instance a public notary (*javni bilježnik*)) could state for example the following on a copy of a passport or identity card: "I hereby certify that this photocopy of the passport or identity card of Mr/Ms/Mrs is a true copy" and sign and date the document, including a stamp of the lawyer or authority. [↑](#footnote-ref-13)
14. Please generate (just make up) this reference yourself, using both alphabets and numbers. Please make the 8 digits alphanumeric combination as “unique” as possible to minimise risk of replication with reference of other Noteholders. NOTE: please save this reference carefully, as you need it as well for the electronic blocking instruction. [↑](#footnote-ref-14)
15. As defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”). [↑](#footnote-ref-15)
16. A person whose ordinary activities involve it in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of its business and who has professional experience in matters relating to investments. [↑](#footnote-ref-16)
17. Account suitable for receipt of payments in Euro. [↑](#footnote-ref-17)
18. Please provide all the requested documents in English to the extent feasible. [↑](#footnote-ref-18)
19. An (independent) external lawyer or local authorised authority (for instance a public notary (*javni bilježnik*)) could state for example the following on a copy of a passport or identity card: "I hereby certify that this photocopy of the passport or identity card of Mr/Ms/Mrs is a true copy" and sign and date the document, including a stamp of the lawyer or authority. [↑](#footnote-ref-19)
20. An (independent) external lawyer or local authorised authority (for instance a public notary (*javni bilježnik*)) could state for example the following on a copy of a utility bill: "I hereby certify that this photocopy of a utility bill of Mr/Ms/Mrs addressed at [*address*] is a true copy" and sign and date the document, including a stamp of the lawyer or authority. [↑](#footnote-ref-20)
21. A utility bill refers to your water, electricity and gas bill and will be used to verify the permanent residential address. Bill should not be older than three months. [↑](#footnote-ref-21)
22. NOTE: Further confirmations may be required to be included to reflect and satisfy local securities law requirements with respect to the New Instruments in the jurisdictions of the New Instrument Beneficiary. [↑](#footnote-ref-22)
23. The Settlement Plan including annexes can be downloaded on <http://nagodba.agrokor.hr/en/settlement-plan-agrokor-creditors/> [↑](#footnote-ref-23)
24. Everybody can be a witness and no specific requirements apply. It is for instance not required that a witness is authorised to sign on behalf of the company. [↑](#footnote-ref-24)
25. Idem. [↑](#footnote-ref-25)