

TRANSFER NOTICE (BONDS OR BOND INTERESTS AND DEPOSITARY RECEIPTS)

To: Lucid Issuer Services Limited, in its several capacities as CB Registrar and DB Registrar (the "**Registrars**"), c/o 6th Floor No 1 Building, 1-5 London Wall Buildings, London Wall, London EC2M 5PG, United Kingdom;
Fortenova Group TopCo B.V., in its capacity as Issuer (the "**Issuer**")
Lucid Issuer Services Limited, in its capacity as DR Custodian and CB Custodian
Fortenova Group STAK Stichting, in its capacity as the STAK (the "**STAK**")

Date: _____ 2021

1. Terms defined in the Transfer Regulations shall have the same meaning in this form of transfer.

The undersigned **INVICTUS INVESTMENTS LLC. in bankruptcy** with its registered seat in Zagreb (Grad Zagreb), Vinkovićeve 15 a, Croatian PIN (OIB): 19251956951, represented by Živka Posavac, trustee in bankruptcy ("**Transferor**") and **Prvo Plinarsko Društvo d.o.o.**, with its registered address at Gospodarska zona 13, Vukovar, Croatian PIN (OIB): 58292277611 ("**Transferee**") hereby confirm to the Issuer, the STAK and the Registrars that the Transferor, for value received, has agreed to sell, assign and transfer to the Transferee the following Bonds or Bond Interests and to sell and transfer the following Depositary Receipts:

- (a) **EUR (b) 425,012** in aggregate principal amount of the Bonds/Bond Interests (being 100 % of its total holding of Bond Interests or 100% of determined claim ID 8333, 8334, 2669, 1779, 10496, 10499, 4045, 4046, 10493, 10494, 10498 immediately prior to such transfer) in respect of which the attached Definitive Certificate serial number/ID number **agro1000112** has previously been issued and all rights in respect thereof (the "**Transferred Bonds**"); and
- (b) **106,253** of Depositary Receipts or **EUR 106,253** in nominal amount of Depositary Receipts (being 100% of its total holding of Depositary Receipts or 100% of determined claim ID 8333, 8334, 2669, 1779, 10496, 10499, 4045, 4046, 10493, 10494, 10498 , immediately prior to such transfer) and all rights in respect thereof (the "**Transferred Depositary Receipts**").
2. The Transferred Bonds and the Transferred Depositary Receipts were issued in respect of the following Claims pursuant to the Settlement Plan:

ClaimID	Status	Total Eligible DR Held	Total Eligible CB Held
8333	Determined – Register A	8,844	35,376
8334	Determined – Register A	2,316	9,264
2669	Determined – Register A	1,278	5,112
1779	Determined – Register A	1,543	6,172
10496	Determined – Register A	1,923	7,692
10499	Determined – Register A	3,846	15,384
4045	Determined – Register A	1,769	7,076
4046	Determined – Register A	3,676	14,704
10493	Determined – Register A	36,844	147,376
10494	Determined – Register A	22,107	88,428
10498	Determined – Register A	22,107	88,428
Ukupno		106,253	425,012

As at the date of this Transfer Notice, the Claims listed above are Determined Claims.

3. The Transferor and the Transferee request the Issuer, the STAK and the Registrars to effect the transfer of the Transferred Bonds and the Transferred Depositary Receipts the subject of this Transfer Notice, in accordance with the Transfer Regulations, the CB Conditions and the Administrative Conditions and irrevocably requests and authorises the Registrars to effect the relevant transfer by means of appropriate entries in the applicable Register kept by it.
4. Each of the Transferor and the Transferee hereby represents and warrants to the Issuer, the STAK and the Registrars that the Stapling Requirement is satisfied in respect of the transfer of the Transferred Bonds and the Transferred Depositary Receipts.
5. After giving effect to the transfer of the Transferred Bonds and Transferred Depositary Receipts noted in paragraph 1 above, the Transferor **will not** retain the holdings of Bonds or Bond Interests and Depositary Receipts.
6. After giving effect to the transfer of the Transferred Bonds/Bond Interests and Transferred Depositary Receipts noted in paragraph 1 above, the Transferor **will not** retain the holdings of Bonds or Bond Interests and Depositary Receipts.
7. The Transferee certifies, pursuant to paragraph 2 and paragraph 3 of the Transfer Regulations that:
 - a. it **is** an Existing Holder of Bond Interests and Depositary Receipts of the Issuer;
 - b. it **is not** a Benefit Plan Investor;
 - c. **the transfer** to it of the Transferred Bonds and the Transferred Depositary Receipts will not result in the New Group or any member thereof becoming subject to Sanctions, will not cause a breach of any Sanctions by the Issuer or the STAK, and any applicable MC Conditions have been fulfilled;
 - d. each of it, and its affiliates, **is not** subject to Sanctions;
 - e. it **is not** a "U.S. person" (as defined in Regulation S under the Securities Act) and is a "qualified institutional buyer" (as such term is defined in Rule 144A under the Securities Act);
 - f. **the transfer to it** of the Securities subject to this Transfer Notice will comply with Regulation S under the Securities Act.
8. The Transferee certifies, pursuant to paragraph 2.9 and paragraph 2.10 of the Transfer Regulations that it has not offered or sold and will not offer or sell any of the Transferred Bonds or Transferred Depositary Receipts to any person established in a member state of the EEA (or, if, at the time of this certification, the United Kingdom is not a member state of the EEA, any person established in the United Kingdom) except to Qualified Investors, Permitted Investors or, if applicable, to UK Qualified Investors.
9. The Transferee hereby confirms that the payment and contact details already noted on the CB Register and the DR Register shall apply to the Transferred Bonds and

the Transferred Depositary Receipts, as the Transferee is an Existing Holder of Bond Interests and Depositary Receipts of the issuer under **Bene ID: agro1000174**.

10. The Transferee acknowledges that a transfer of title to the Transferred Bonds, Transferred Bond Interests and Transferred Depositary Receipts is determined solely by the entry of the transfer into the CB Register or the DR Register, as applicable, and that entries on the CB Register and DR Register, as applicable, are conclusive evidence of title to the Transferred Bonds, Transferred Bond Interests and Transferred Depositary Receipts and of the date of transfer of title to Transferred Bonds, Transferred Bond Interests and Transferred Depositary Receipts, absent manifest error.
11. This Transfer Notice may be executed by the Transferor and the Transferee in counterparts, each of which shall constitute an original and both of which taken together shall constitute one and the same Transfer Notice.
12. The Transferee understands that the Securities 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 of America.

This Transfer Notice, and my non-contractual obligations arising out of or in connection with it, shall be governed by and construed in accordance with English law.

Date: May 7th, 2021

INVICTUS ULAGANJA

d.o.o. u stečaju
Zagreb, Vinkovićeve 15a
OIB: 19251956951

INVICTUS INVESTMENTS LLC. in bankruptcy

By: Živka Posavac, stečajna upraviteljica

Prvo plinarsko društvo d.o.o.

Gospodarska zona 13
32000 Vukovar
OIB 58292279611

PRVO PLINARSKO DRUŠTVO d.o.o.

By: Antonija Glavaš, član Uprave/Board member
i/and Ivana Ivančić, član Uprave/ Board member

IZVADAK O STANJU I PROMETU PO RAČUNU

za period od 06.05.2021. do 11.05.2021.

Izvadak br. 20.

Račun: 2485003-1100304164
 IBAN: HR9224850031100304164
 MB: 02954338
 OIB: 19251956951

Naziv: INVICTUS ULAGANJA D.O.O. U
 Adresa: STEČAJU
 VINKOVIĆEVA 15 A,
 10000 ZAGREB

Broj prethodnog izvotka: 19
 Početno stanje na dan 06.05.2021.: 176.732,10 HRK
 Dozvoljeno prekoračenje: 0,00 HRK

Red. broj	Datum knjiženja Datum valute Broj reklamacije	IBAN/Račun i naziv uplatitelja/primatelja	Poziv na broj zaduženja Poziv na broj odobrenja Svrha plaćanja	Iznos prometa	
				Duguje	Potražuje
1.	11.05.2021. 11.05.2021. 160545894	INVICTUS ULAGANJA D	HR00 HR00 agro1000112-T-2 do agro1000112-T-12 (2.504,48 HRK 330,00 EUR, Tečaj: 7,589319)	2.504,48	0,00
2.	11.05.2021. 11.05.2021. 160558602	HR6224020061100599130 PRVO PLINARSKO DRUŠTVO d.o.o. za uvoz, opskrbu i t	HR99 HR001-1 Naknada sukladno Ugovoru i račun 1/PFT/1	0,00	1.083.088,66
Ukupan broj prometa:				1	1
Ukupan iznos prometa:				2.504,48	1.083.088,66
NOVO STANJE:					1.257.316,28

Izvadak je punovaljan bez žiga i potpisa, jer je ispostavljen putem elektroničkog medija.
 Molimo Vas da eventualne reklamacije dostavite u roku 8 dana.

Za sve dodatne informacije, molimo, obratite se u Vašu matičnu poslovnicu svaki radni dan od 8,00 do 14,00 sati.