

NOTICE TO BONDHOLDERS

To the Bondholders of:

EUR BOND - ISIN: SE0011451871

SEK BOND - ISIN: SE0011451608

ICON Real Estate Fund III - Suurpelto Ky (the “Issuer”) up to EUR 4,500,000 (or its equivalent in SEK) Senior Secured Fixed Rate Bonds 2018/2021 (the “Bonds”)

NOTICE TO BONDHOLDERS – UPDATE ON THE BANKRUPTCY PROCEEDINGS OF THE ISSUER AND REALISATION OF THE TRANSACTION SECURITY

This notice in writing has been sent by Intertrust (Finland) Oy (the “Agent”) to direct registered owners and registered authorised nominees (*förvaltare*) of the Bonds recorded as of 24 May 2021 in the debt ledger produced by Euroclear Sweden. This voting request has also been published on the website of the Agent in accordance with the terms and conditions of the Bonds (the “**Terms and Conditions**”). 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.

The Agent, acting in its capacity as Agent for and on behalf of the Bondholders in accordance with the Terms and Conditions, hereby provides this notice on to the Bondholders of the Bonds on the current status of the bankruptcy proceedings of the Issuer and the subsequent realisation of the Transaction Security. This notice is solely based on information received by the Agent from the bankruptcy estate of the Issuer and is provided for information purposes only. The Agent assumes no liability for the accuracy or correctness of the contents of this notice.

All capitalised terms used herein and not otherwise defined in this notice (the “**Notice to Bondholders**”) shall have the meanings assigned thereto in the Terms and Conditions.

NO DUE DILIGENCE CARRIED OUT IN CONNECTION WITH THIS NOTICE TO BONDHOLDERS

Please note that no due diligence whatsoever (legal, financial, tax, environment or otherwise) has been carried out by the Agent or any of its advisors or any other person for the purposes of this Notice to Bondholders or with respect to the Issuer or its assets, which is why this Notice to Bondholders does not contain any risk factors or other disclosures with respect to the Issuer or its assets that have been produced as a result of any such due diligence.

LIMITATION OF LIABILITY OF THE AGENT

This Notice to Bondholders is presented to the Bondholders by the Agent without any evaluation, advice or recommendations whatsoever from the Agent to the Bondholders. The Agent has not assessed the Notice to Bondholders or its contents from a legal, commercial, financial or other perspective and the Agent expressly disclaims any liability whatsoever related to the content of this Notice to Bondholders. The Agent has assumed that documentation and other evidence (if any) received by it is accurate, correct and complete and the Agent has not verified the contents of any such information. The Bondholders are recommended to seek their own professional advice in order to independently evaluate the information provided in this Notice to Bondholders.

The information in this Notice to Bondholders regarding the Issuer, the Issuer’s bankruptcy estate, the Bonds and any market conditions is provided by the Issuer’s bankruptcy estate, and the Agent expressly disclaims any liability whatsoever related to such information.

BACKGROUND

The Issuer has, on 19 December 2019 applied for insolvency and the Helsinki District Court has on 20 December 2019 initiated the Issuer's bankruptcy proceedings and appointed Attorney-at-law Lassi Nyysönen to act as the bankruptcy administrator of the Issuer (the "**Administrator**"). The Administrator acts for and on behalf of the creditors, and the Bondholders are the largest individual creditor of the Issuer. The insolvency proceedings of the Issuer constitute an Event of Default pursuant to Clause 14.5 (*Insolvency Proceedings*) of the Terms and Conditions.

Due to the Issuer having applied for insolvency, the Agent has, on 30 December 2019, in accordance with Clause 14.10 (*Acceleration of the Bonds*) of the Terms and Conditions, informed the Issuer and the Administrator that the Agent accelerates the Bonds by way of declaring the Bonds immediately due for payment together with any other amounts payable under the Finance Documents.

The insolvency proceedings of the Issuer do not as such affect the validity of the Transaction Security, and accordingly the Transaction Security remains in full force and effect. However, due to the insolvency proceedings of the Issuer as well as the minority shareholders of the Companies (as defined below), the procedure regarding the sale of Transaction Security or the real estate assets owned by the Companies (as defined below) must be carried out together with the Administrator, acting as administrator of both the Issuer as well as the minority shareholders of the Companies. The Agent has established contact with the Administrator in order to secure the best possible outcome for the Bondholders.

In the process of selling assets owned directly or indirectly by the Issuer for the benefit of the Issuer's creditors, the Administrator has made efforts to sell the shares (the "**Share Sale**") in the following real estate and housing companies (the "**Companies**"):

- (i) 60 per cent. of the shares in Asunto Oy Espoon ICON West Plaza (Business Identity Code 2815250-8);
- (ii) 50.1 per cent. of the shares in Asunto Oy Espoon ICON East Plaza (Business Identity Code 2815247-9);
- (iii) 50.1 per cent. of the shares in Asunto Oy Espoon ICON North Plaza (Business Identity Code 2815258-3);
- (iv) 50.1 per cent. of the shares in Asunto Oy Espoon ICON South Plaza (Business Identity Code 2815252-4); and
- (v) all shares in Kiinteistö Oy ICON Park Plaza (Business Identity Code 2815261-2).

Due to the low likelihood of carrying out the Share Sale of the shares in the Companies, the Administrator has proceeded with an attempt to instead sell the properties owned by the Companies separately of the Companies (the "**Property Sale**").

To execute the Property Sale in the most efficient way, and particularly given that the Companies have lacked a competent and legal board of directors and other management, the Administrator has proposed that the Companies be placed into liquidation in accordance with the Finnish Companies Act (in Finnish *osakeyhtiölaki*, 624/2006, as amended) to allow the liquidator to represent and act on behalf of the Companies alone as the Companies lack a competent and legal board of directors and other management that could execute the Property Sale on behalf of the Companies. Placing the Companies into liquidation requires a qualified majority decision by the shareholders of the

Companies, and consequently, the approval of the Secured Parties. The Agent has on 27 October 2020 given its consent, on behalf of itself as Agent and on behalf of the Bondholders, to the Administrator for the placing of the Companies into liquidation. It is the Agent's understanding that the consent and placing of the Companies into liquidation had no impact on the Property Sale process or on the rights or position of the Bondholders or the Secured Parties.

2 STATUS OF THE BANKRUPTCY PROCEEDINGS OF THE ISSUER

The Agent has lodged claims in the bankruptcy proceedings of the Issuer and the Guarantor on behalf of itself as Agent and the Bondholders on 4 May 2020.

The bankruptcy estates of the Issuer and the Guarantor have on 1 February 2021 submitted final disbursement lists (Fi: *jakoluettelo*) to the district court of Helsinki, in which the claims lodged by the Agent on behalf of itself and the Bondholders have been accepted in the form and amount lodged by the Agent.

As of the date of this Notice to Bondholders, the District Court of Helsinki has not yet affirmed the disbursement lists of the Issuer and the Guarantor. The Agent is currently unable to provide an estimate on when the District Court of Helsinki will affirm the disbursement lists. However, it is the Agent's understanding that the date of affirmation of the disbursement lists has no material effect on the rights or position of the Bondholders.

3 STATUS OF THE PROPERTY SALE

Based on the information received from the Administrator, the Agent's understanding of the current status of the Property Sale is as follows:

The Property Sale has been primarily carried out by the bankruptcy estate of the Issuer as well as the bankruptcy estates of the minority shareholders of the Companies. While legally separate entities, the Administrator has been appointed as administrator to the bankruptcy estate of the Issuer as well as the bankruptcy estates of the minority shareholders of the Companies, whereby all the respective bankruptcy estates are centrally managed.

In order to be kept updated on the progression of the Property Sale, the Agent has been in frequent communication with the Administrator. Upon the commencement of the bankruptcy of the Issuer, the Administrator has initially commissioned Advium Corporate Finance Ltd. ("**Advium**") to contact potential purchasers and carry out the Property Sale. A valuation of the real estate assets owned by the Companies was carried out by Advium during summer 2020, the purpose of which was to ascertain the current value of the assets and to benchmark the offers received for the assets.

The Administrator has thereafter commissioned Realia Group Oy ("**Realia**") in fall 2020 to continue the Property Sale process on behalf of the bankruptcy estate of the Issuer.

During the beginning of 2021, Realia has contacted approximately 100 potential buyers for the purpose of carrying out the Property Sale. Following the extensive request for offers, Realia is currently in the process of negotiations concerning the Property Sale, which is targeted to be concluded in late June 2021.

Upon the conclusion of the contemplated Property Sale, the purchase price will be paid to the Companies. The allocation of the purchase price between the Companies is yet to be determined. Following payment of the purchase price, the external and secured liabilities of the Companies shall be settled prior to

disbursement of the proceeds to the shareholders of the Companies, including the Bondholders.

As the timeframe under which disbursements can be made is dependent on the Property Sale as well as the liquidation proceedings of the Companies, the Agent can at this stage not provide an estimate on when such disbursements will be made. Separate notification to Bondholders will be provided upon the conclusion of the Property Sale.

4 FURTHER INFORMATION

For further questions to the Agent, please contact the Agent at

finland@intertrustgroup.com, with a copy to

alli.seppanen@intertrustgroup.com (or mobile +358 45 249 6103); and

AnneMarie.Malmberg@intertrustgroup.com (or mobile +358 95 840 0140).

Helsinki 24 May 2021
Intertrust (Finland) Oy
As Agent