

4finance S.A.

a public limited liability company (*société anonyme*)
governed by the laws of the Grand Duchy of Luxembourg,
with registered office at 8-10, Avenue de la Gare, L-1610 Luxembourg
Grand Duchy of Luxembourg

registered with the Luxembourg Register of Commerce and Companies
(*Registre de Commerce et des Sociétés, Luxembourg (RCS)*)
under number B 173403
(the “**Issuer**”)

PUT OPTION NOTICE

relating to the

EUR 150,000,000.00 11.25 % Senior Notes 2016/2025

International Securities Identification Number (ISIN): XS1417876163
German Securities Identification Number (Wertpapierkennnummer WKN): A181ZP
(the “**Notes**”)

28 January 2022

Reference is made to the terms and conditions of the Notes with first issue date 23 May 2016 (as amended on 24 August 2020 and 23 August 2021) (the “**Terms and Conditions**”). Terms defined in the Terms and Conditions shall have the same meaning in this notice, unless otherwise defined herein.

The Issuer hereby gives notice to the holders of the Notes (respectively one “**Holder**” and together the “**Holders**”) of each Holder’s right to request that all, or only some, of its Notes are repurchased, whereby the Issuer, or a Person designated by the Issuer, shall have the obligation to repurchase such Notes on or about 23 February 2022 (the “**Repurchase Date**”) in accordance with Condition 6.7 (*Repurchase (put option) due to the amendment of these Terms and Conditions*) of the Terms and Conditions and this notice, subject to the Put Option Cap (as defined below).

The total aggregate Nominal Amount of the Notes to be repurchased (the “**Put Option Aggregate Amount**”) shall not exceed EUR 15,000,000.00 (the “**Put Option Cap**”). Should the Put Option Aggregate Amount exceed the Put Option Cap, the Notes shall be repurchased *pro rata* as further specified below.

The repurchase amount for each Note shall be 100.00 per cent. of the Nominal Amount together with accrued but unpaid Interest in accordance with Condition 6.7 of the Terms and Conditions.

Subject to the Put Option Cap, the Issuer's obligation to repurchase any of the Notes on the Repurchase Date is conditional upon timely receipt of a request submitted by a Holder in accordance with the instructions provided in this notice.

Instructions for Holders who wish to submit a repurchase request

Holders who wish to submit a repurchase request must submit their request of repurchase ("**Repurchase Request Submission**") using the form published on the Issuer's website (<https://www.4finance.com/investors-and-media/bonds/>) within the time period commencing on the publication of this notice, and ending on Thursday, 17 February 2022, 24:00 hrs (CET) ("**Request Submission Period**"). Repurchase Request Submissions that are received by the Issuer after termination of the Request Submission Period will not be considered.

Repurchase Request Submissions may only be cast with the Issuer directly at the address given below. The request is deemed being submitted upon receipt of the request by the Issuer, together with a Special Confirmation with Blocking Notice:

(a) Special Confirmation

A Special Confirmation is a certification of the depository bank which states the aggregate nominal value and/or the number of the Notes which were credited on the day of the issuance of this certification to the securities account of the respective Holder at this depository bank and in which such Holder actually holds the account.

(b) Blocking Notice

A Blocking Notice from the depository bank is a notice according to which the Notes held by the Holder are blocked by the depository bank until the Repurchase Date (i.e. until Wednesday, 23 February 2022, at 24:00 hrs (CET)).

Holders should contact their depository bank in good time regarding the formalities of the Special Confirmation and the Blocking Notice.

We kindly ask to use the form provided by the Issuer for the purposes of the Special Confirmation with Blocking Notice. The form for the Special Confirmation with Blocking Notice, which can be used by the depository bank, can be downloaded from the Issuer's website (<https://www.4finance.com/investors-and-media/bonds/>) from the point in time when this notice is published.

Repurchase Request Submissions and Special Confirmation with Blocking Notice in signed .pdf copies are submitted to the Issuer by e-mail in English to the following address:

4finance S.A.
- Investor Relations -
For the attention of Mr. James Etherington
"4finance-Notes: Put Option"
e-mail: investorrelations@4finance.com

It is requested that Holders that are not individuals but legal entities or partnerships under German law or under foreign law prove their power of representation. This proof can be provided by sending a current excerpt from the relevant register (e.g., Commercial Register, Register of Associations) or another equivalent confirmation (e.g., Certificate of Incumbency, Secretary Certificate).

If Holders are represented by a legal representative (e.g., a child by his/her parents, a ward by its legal guardian) or by an officeholder (e.g., an insolvency administrator), the legal representative or officeholder is requested to prove its statutory power to represent the Holder in an appropriate manner at the latest by the end of the Request Submission Period (e.g., by a copy of the civil status documentation or warrant of appointment).

Proof of representation is not, however, a prerequisite for the effectiveness of the Repurchase Request Submission. However, the Issuer shall be entitled, but not obligated, to reject, at its discretion, requests cast without proof of representation or with proof of representation that is not unequivocal.

Repurchase of the Notes

Upon receipt of valid and complete Repurchase Request Submissions during the Request Submission Period, the Issuer shall assess if the total aggregate amount of Notes for which Repurchase Request Submissions have been submitted (the “**Put Option Notes**”) exceeds the Put Option Cap or not and publish on its website no later than 18 February 2022 the total amount of Put Option Notes and the final Notes being repurchased (the “**Repurchased Notes**”).

If the Put Option Notes do not exceed the Put Option Cap, the Holders shall be allowed to exercise the put option with respect to all the Notes for which such Holders submitted a Repurchase Request Submission.

If the Put Option Notes exceed the Put Option Cap, the Issuer shall inform the Holders that submitted a Repurchase Request Submission of the *pro rata* allocation of the put option rights so that the Repurchased Notes do not exceed the Put Option Cap. Any such Holders shall be entitled to exercise their put option only with respect to the Repurchased Notes finally communicated by the Issuer.

A separate trade shall then be executed between the Issuer and the relevant Holders, facilitated by a bank/broker as required, no later than 22 February 2022 to ensure repurchase of the relevant Notes on or about the Repurchase Date.

The Issuer shall not be obliged to repurchase Repurchased Notes, if the related trade is not executed by 28 February 2022, unless the delay in execution has been caused by the Issuer.

Any Notes repurchased by the Issuer pursuant to Condition 6.7 of the Terms and Conditions may at the Issuer’s discretion be retained, sold or cancelled in accordance with Condition 6.2 of the Terms and Conditions.