

Company AS PRFoods
Type Company Release
Category Changes in rights (other than shares)
Disclosure time 20 Sep 2022 15:30:00 +0300

Attachments:

- Annex 1 - Note Terms and Conditions amended.pdf (<http://oam.fi.ee/en/download?id=6784>)
- Lisa 1 – volakirjatingimuste muudetud redaktsioon Note Terms and Conditions amended.pdf (<http://oam.fi.ee/en/download?id=6785>)

Currency

Title Decisions of the Meeting of Noteholders of as Prfoods

DECISIONS OF THE MEETING OF NOTEHOLDERS OF AS PRFOODS

By a company announcement published on 05.09.2022, AS PRFoods (registry code 11560713, registered address at Pärnu mnt 141, 11314 Tallinn, Estonia; "PRFoods") convened a meeting (the "Meeting") of persons holding the notes (the "Noteholders") of PRFoods, due on 22 January 2025 and bearing ISIN code EE3300001577 (the "Notes"), issued under the Terms and Conditions of Secured Note Issue of PRFoods dated 14 January 2020 (which have been amended on 25 February 2020 and 5 February 2022; the "Terms").

The Meeting took place on 20.09.2022 and altogether 8 Noteholders participated in the Meeting, who hold in aggregate Notes with the Nominal Value of EUR 6,778,100 i.e. approximately 62% of the aggregate Nominal Value of all Notes which carry voting rights. Therefore, the Meeting was competent to pass resolutions.

At the Meeting, the Noteholders adopted a decision:

- to waive the requirement for PRFoods to meet the financial covenants provided in Section 5.2 of the Terms for PRFoods' 2021/2022 financial year (i.e. the financial year 01.07.2021 - 30.06.2022) and decided that the failure to meet the financial covenants provided in Section 5.2 of the Terms in PRFoods' 2021/2022 financial year (i.e. the financial year 01.07.2021 - 30.06.2022) shall not constitute a breach of the Terms by PRFoods or the occurrence of an Extraordinary Early Redemption Event (as defined in the Terms);
- to waive the security interest listed in item f) of Section 4.2.1 of the Terms as security securing the Noteholders' claims arising from the Notes, and consented that the release of the referred security shall not



- constitute a breach of the Terms by the Issuer or any Collateral Provider (as defined in the Terms), or the occurrence of an Extraordinary Early Redemption Event (as defined in the Terms);
- iii. to amend the Terms by way of omitting item f) of Section 4.2.1, amending the definition of "Collateral Provider" included in Section 17.1.9 by way of omitting reference to item f) of Section 4.2.1 from item a) of the definition, and to approve the new version of the Terms reflecting the respective amendments, as attached to this notice as Annex 1;
 - iv. to instruct PRF Collateral Agent OÜ to finally and irrevocably release the security listed in item f) of Section 4.2.1 of the Terms and to execute all transactions and acts necessary for such release, and to sign the amended Terms referred to above.

Noteholders who hold in aggregate Notes with the Nominal Value of EUR 6,272,800 i.e. approximately 93% of the aggregate Nominal Value of all Notes held by Noteholders present at the Meeting, voted in favour of the said decision. In accordance with Clause 16.1.1 and 5.5 of the Terms, the decisions described above are binding on all Noteholders.

ANNEXES

Annex 1 - Note Terms and Conditions (amended)

Additional information:

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([Finantsinspektsioon](https://www.globenewswire.com/Tracker?data=uX9Ej_Dzf59UdQLBI0rFVMicj0WsIA6UjbrB3lKgRTrxqr2Mr8Gj0QrF0N-7E0MCPGL-NpNn8xrEUyWxKxJG_g2rEGkq_5a3cPXxE7mq8RJTXZvLk_dByJ6JT13Y1WmvD7JUiaYR-P49lSz_0rYAvfzwyE7I6gUZGfE-E_51u8uL_BxdImNF78KmOX6aZ_eyXHo36wSyJ3KYwtHVU0Y0nsV0lC9VEaT9PdmqCvcEuKsFjwN85cSx3QLiPRQ098P5A-bfy7yonI5eq7UrFL4mR_rNlHZo12XZBM9W7kyyRFn0hjDtQjciTtdAeKGhRIK7rqf95UzIvBYxVXejoyknQ8nYfAbx2X_8bMM4yHT20E1ZmT8U6gymofBALgTPr6bQdwDsWshMFF_RsUUFmkiJHR6x161VswpMdvtyygFvm1KQIM_W26RweRLm7sAU5o95ZnAFkKemMd1WhRVH407R2LyXa3DRgFE1-K3yCT00LJHG5peMiXzmpafKJQXdv-XxypIjhG5KYTfTBPT1lXliFC7o3AIRZEey-msnPXY9CLU2T1svEKEGWwkS8wghuRGGrg0AAInFDXr6hoLmzCACnt3uYjwu1DhYVJWZ76pIoG06WzD6ugZzePcISpqqgs9s85jjoAdqKc2SjI24Lic4UMOn_snPMKVBtIE-AuWj9FBQneURscBDYz5trtd_ybRCG0j4L-Y0xc-46Y3Hlf5qHTIQ9vc1X9ZjRzNdwlFj_X0Q84UZKJpVdidUCvIoUGsYSA9h0ZYxzFVovA2_G01ht52CG6_KRRbuI9xS8v8uZr12350xjw58I7uEjXUM-SfyMIESpkka4vRfITiK_butp9q7qoYwhkJ4uF0xOdpqa-DPEt00uf18RIJ0GpNMpo7g-YQAok9Zc0tQ8-Icrnfoc8VYSFp-JPF810mPXhnci6-h5VFy4wF8e4PgV72ZW6dljkpfLz2S1CamQeAgd0Vky_WRdIf_icV6_FHu8VDvlC6XX-3f9j0_4K69QTI0tKg2Bmm09i2uxD_B_00QyHpP6iMC7MLwtqb1BRPWOLJa0EABa0PBjwmbXn3Vuvj92geg_-E_-0LGxdApoi22dRA4kqScAmbr-J0yBkQwMNWSXBcStzpuavo4YY1dHQL2qvbwn2HD3oBgIt5SgYnLqgA==) www.prfoods.ee (https://www.globenewswire.com/Tracker?data=seDU-6X0t8YlwspX0xmW9SVv4Ku199AY0FrFA0UhGRy3B-Ir1vSraTXAFL7FM_O_M5In85jJa20V9uiDzh8KEVFTWS01CH4hFy7AuUL5F7eJBG6YjhHkG_1DFrVzw</p>
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<http://www.fi.ee>



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