



Questions & Answers on the 2nd noteholders' meeting of R-LOGITECH S.A.M. on 29 March 2023 at 11:00 in Frankfurt

1. Why does a 2nd noteholders' meeting take place?

The R-LOGITECH Group is in contractual negotiations with a consortium of investors for the redemption of secured loans at subsidiary level of the Group and for additional funds for the upcoming maturity of the 2018/2023 Notes (ISIN: DE000A19WVN8).

As a precautionary measure, R-LOGITECH has initially invited all holders of the 2018/2023 Notes to a voting without meeting from 7 to 9 March 2023 for the purpose of prolonging the Notes by three months against an increased interest rate. As the required quorum (participation rate of at least 50%) was not reached in the voting without meeting, R-LOGITECH invited the noteholders to a new resolution in a 2nd noteholders' meeting on 29 March 2023 at 11:00 in Frankfurt.

2. What amendments to the terms and conditions of the bond are proposed?

The agenda for the 2nd noteholders' meeting includes R-LOGITECH's proposed resolutions from the voting without meeting of 7 to 9 March 2023, i.e. an extension of the maturity of the 2018/2023 Notes by up to three months and an increase of the coupon from 8.5% p.a. to 10.25% p.a. during the extension of the term, plus SdK Schutzgemeinschaft der Kapitalanleger e.V.'s ("SdK") proposals in its supplementary motion dated 2 March 2023, i.e. among other things, the granting of collateral and the appointment of a joint representative of the noteholders. R-LOGITECH has reserved the right not to approve individual amendments to the terms and conditions of the Notes in the event that the resolutions proposed by SdK receive the necessary majority.

For detailed information, please refer to the "Invitation to the 2nd noteholders' meeting", which is available for download at www.r-logitech.com in the "Investor Area" section under "Noteholder voting 2018/2023 Notes".

3. How can I as a bondholder participate in the 2nd noteholders' meeting?

In order to participate in the noteholders' meeting or to exercise voting rights, Noteholders do not have to register prior to the meeting. The Issuer and the Chairman of the Voting Process waive the corresponding requirement pursuant to §11(c)(i) of the Terms and Conditions of the Notes. However, for organizational purposes, Noteholders are requested, to submit the required documents to the Issuer for review to the extent possible in advance of the noteholders' meeting.

Noteholders have to prove their entitlement to participate in the noteholders' meeting and voting in accordance with section 10 para. 3 sentence 2 German Bond Act upon admission to the noteholders' meeting, at the latest. As evidence, a special statement in text form (section 126 b German Civil Code) issued by the depository bank or the clearing system confirming that the



Noteholders are holding the Notes together with a blocking notice of the depository bank shall be submitted (“Special Proof with Blocking Notice”).

In order to facilitate the organization of the noteholders’ meeting and to accelerate the access control, Noteholders are requested to submit the Special Proof with Blocking Notice to the extent possible prior to the noteholders’ meeting, by no later than 28 March 2023, at 24:00 hours (CEST), at the following address:

R-LOGITECH S.A.M.
- Investor Relations -
c/o Better Orange IR & HV AG
“R-LOGITECH S.A.M. 2018/2023 Notes: 2nd Noteholders’ Meeting”
Haidelweg 48
81241 München
Fax: +49 (0)89 889 690 633
email: anmeldung@better-orange.de

However, Noteholders do not have to make use of this option in order to be admitted to the noteholders’ meeting. Please note, however, that the Special Proof with Blocking Notice must then be presented upon admission to the noteholders’ meeting. Noteholders should also note that, in the event that a third party or the proxies appointed by the Issuer are authorized, a Special Proof with Blocking Notice must be submitted or proven in addition to the form of proxy. The possibility of prior transmission serves to facilitate this procedure.

4. What is a Special Proof with Blocking Notice?

The special proof required is a confirmation issued by the depository bank specifying (i) the full name and address of the Noteholder and (ii) the total nominal value of the Notes held in the Noteholder’s custody account kept with this depository bank as at the date of issue of such confirmation.

The required blocking notice of the depository bank is a notice confirming that the Notes held by the Noteholder are blocked by the depository bank as of (and including) the date on which the special proof is sent until the end of the voting at the noteholders’ meeting.

For information on the formalities of the Special Proof with Blocking Notice, Noteholders should contact their respective depository bank.

A sample form of the Special Proof with Blocking Notice which may be used by the depository bank may be downloaded from the Issuer’s website (www.r-logitech.com) under the heading “Investor Area / Noteholder Voting 2018/2023 Notes”.

5. As a bondholder, can I be represented by a proxy?

Yes, each Noteholder may be represented at the voting by a proxy of its choice (section 14 German Bond Act). The proxy granted as well as any instructions given by the principal to the representative require text form within the meaning of section 126b German Civil Code. A form which may be used to grant a proxy is available on the Issuer's website (www.r-logitech.com) under the heading "Investor Area / Noteholder Voting 2018/2023 Notes". Proof of the granting of a proxy is to be provided. Also when voting by proxy, the requirements on the provision of evidence of the Noteholders' right to participate in the voting by providing the Special Proof with Blocking Notice shall apply.

Noteholders who do not wish to authorize a third party they have selected themselves may grant a power of attorney with voting instructions to the proxies appointed by the Issuer, each of whom is an employee of Better Orange IR & HV AG, Munich (each a "Proxy"). A form for this purpose may be downloaded from the Issuer's website (www.r-logitech.com) under the heading "Investor Area / Noteholder Voting 2018/2023 Notes". The Proxy requires specific instructions on how to vote. The instruction may also be to always and on all resolutions vote as proposed or recommended by the Issuer.

The Proxy is not entitled to take any action at the meeting beyond mere voting, make motions, ask questions or issue any statements.

Powers of attorney and instructions from Noteholders who have sent a valid Special Proof with Blocking Notice to the Issuer will be accepted by the Proxy until the end of the general debate also by email to anmeldung@better-orange.de.

6. What are the conditions for a quorum at the 2nd noteholders' meeting?

The 2nd noteholders' meeting constitutes a quorum if those present represent at least 25% of the outstanding notes. With regard to the resolution on the election of a joint representative, the 2nd noteholders' meeting constitutes a quorum in any case.

7. What happens if the quorum required for the voting without meeting is not reached?

If the required quorum of 25% is not reached, the 2nd noteholders' meeting will not have a quorum. In this case, the proposed amendments to the bond terms and conditions cannot be implemented.

R-LOGITECH asks all noteholders to support its plans. Therefore, all investors are asked to make use of their voting rights – either in person or by an adequate proxy.



8. Does the adjustment of the bond terms and conditions also apply to bondholders who vote against them?

Yes, a noteholder resolution passed with the required majority is equally binding on all noteholders.

9. How are the votes counted and weighted?

Each Noteholder participates in the voting on the basis of the nominal value of the outstanding Notes held by it at the time of the resolution. Each Note with a nominal value of EUR 1,000 grants one vote. Apart from that, section 6 German Bond Act shall apply.

10. Who is the Chairman of the 2nd noteholders' meeting?

The 2nd noteholders' meeting is chaired by the notary public Dr. Dirk Otto with his registered office in Frankfurt am Main as Chairman of the vote.

For further information:

Better Orange IR & HV AG
Frank Ostermair, Linh Chung
+49 (0) 89 8896906 25
linh.chung@better-orange.de