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**Rubrica:** Comunicazioni alle società

**Sottorubrica:** Invito all'assemblea generale

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BMA Brunoni Mottis & Associati studio legale SA, Via Frasca 5, 6901 Lugano

## Invito all'assemblea generale straordinaria lanua Patet SA

**Organizzazioni interessate:**

lanua Patet SA

CHE-478.655.554

Via Luigi Canonica 4

6900 Lugano

**Informazioni sull'assemblea generale:**

19.04.2022, ore 14:00, BMA Brunoni Mottis & Associati Studio Notarile

Via Frasca 5

6900 Lugano

**Invito/ordine del giorno:**

Invito all'assemblea degli obbligazionisti

INVITATION to the  
BONDHOLDERS' MEETING of

Ianua Patet SA, Lugano

The bondholders of bond in the aggregate amount of EUR 7,000,000.00 due April 7, 2022, ISIN no. GB00BMY4SR48 of the Company Ianua Patet SA, Lugano, are invited to attend the meeting of the holders of the bond, *to be held on*

**Tuesday, April 19, 2022 at 2:00 pm CEST**

at the offices of BMA Brunoni Mottis & Associati Studio Notarile, Via Frasca 5, CH-6900 Lugano

**With the following agenda:**

1. Amendment of the terms of the bond instrument

**It is proposed to amend the terms of the bond as to the extension of the Maturity Date and as to the possibility of earlier redemption of the bond at the option of the issuer.**

It is proposed to vote in favor of the amendment so that the reimbursement will fall due on July 7, 2022. As a consequence, last interest payment date shall be amended accordingly.

Additionally, it is proposed to insert in the bond instrument a new clause according to which earlier Redemption is possible at the Option of the Issuer.

2. Miscellaneous

Only persons who have proven to the person in charge of drawing up the public deed that they have the right to vote may participate in the deliberations and votes.

Only Bondholders who are on recorded in the Bondholder's register on April 7, 2022, at 7:00 pm BST are entitled to exercise their voting rights.

Bondholders may vote by showing up in person, or by proxy.

**If in person:**

Any corporation which is a Bondholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Bondholder provided that they do not do so in relation to the same Bonds.

The representative of a person entitled to vote must also produce a written power of attorney, unless the power of representation is derived from the law. The legal representative must, at the request of the person in charge of drawing up the public deed, prove his or her status as representative.



**If by proxy:**

Bondholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Meeting. A proxy need not be a Bondholder of the Issuer but must attend the Meeting to represent a Bondholder. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

If a Bondholder wishes a proxy to speak on their behalf at the Meeting, the Bondholder will need to appoint their own choice of proxy (not the Chairman of the Meeting) and give their instructions directly to them. Such an appointment can be made using the Form of Proxy accompanying this notice of Meeting or through CREST.

Bondholders can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different bonds. Bondholders cannot appoint more than one proxy to exercise the rights attached to the same bond(s). If a Bondholder wishes to appoint more than one proxy, they should contact the Registrar at Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH.

A Bondholder may instruct their proxy to abstain from voting on the Resolution to be considered at the Meeting by marking the Abstain option in relation to the Resolution when appointing their proxy.

Bondholders are kindly requested to confirm attendance to the meeting by giving notice to [proxy@avenir-registrars.co.uk](mailto:proxy@avenir-registrars.co.uk) is by April 14, 2022, 7:00 pm BST, also indicating whether they will attend personally or by Proxy.


**Appointment of proxy using proxy form**

Completing the enclosed Form of Proxy and returning it to Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH.

**Appointment of proxy through CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the CREST Announcement Agent (RA20) by the latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.



CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com](http://www.euroclear.com)).

The Issuer may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

#### **Documents available**

The company documents related to the necessity of the meeting will be available to Bondholders only, upon request prior to and on the day of the Meeting. Bondholders should submit a request to the Issuer at [stefano.cenci@ianuapatet.ch](mailto:stefano.cenci@ianuapatet.ch)

#### **Further questions and communication**

Bondholders may not use any electronic address provided in this notice or in any related documents (including the accompanying proxy form) to communicate with the Issuer for any purpose other than those expressly stated.

Bondholders who have any general queries about the Meeting should contact the Issuer by email to: [stefano.cenci@ianuapatet.ch](mailto:stefano.cenci@ianuapatet.ch)

Lugano, March 29, 2022

**Ianua Patet SA**  
The Board of Directors



Enclosure: Proxy

## SPECIAL POWER OF ATTORNEY

CREST announcement agent ID: RA20

The undersigned \_\_\_\_\_

\_\_\_\_\_  
*Please insert company name, registrar number, signatory persons, function and attach company documents proving signatory power if proxy is appointed by using this proxy in physical form*

in his capacity of bond holder of a bond of nominal value of EUR \_\_\_\_\_ due April 7, 2022, issued by the Company Ianua Patet SA, Lugano (the "Issuer"), ISIN no. GB00BMY4SR48

does hereby constitute and appoint as Special Attorney:

☐ The Chairperson

☐ the following individual (print name and address, date of birth and citizenship below):

\_\_\_\_\_  
\_\_\_\_\_

with the power to act individually in the name, for and on behalf of the Undersigned, at the bondholders meeting of said bond, to be held in Lugano, having the following agenda:

1. Amendment of the terms of the bond instrument
2. Miscellaneous

### 1.1. New Maturity Date

It is proposed to extend the due date of the bond, which will newly fall due July 7, 2022 and, as a consequence, and to amend the last interest payment date accordingly.

The proxy holder shall vote:

<input type="checkbox"/>	For
<input type="checkbox"/>	Against
<input type="checkbox"/>	Abstain
<input type="checkbox"/>	Discretionary

### 1.2. Earlier redemption at the option of the Issuer

Additionally, it is proposed to insert in the bond instrument a new clause according to which earlier Redemption is possible at the Option of the Issuer

The proxy holder shall vote:

<input type="checkbox"/>	For
<input type="checkbox"/>	Against
<input type="checkbox"/>	Abstain
<input type="checkbox"/>	Discretionary

*Note: If you do not indicate above how the proxy is to vote, the proxy may vote or abstain as he or she thinks fit.*

The Attorney is hereby authorized and instructed to take any action and sign any and all other documents which may be necessary in order to pass the above-mentioned resolution as per the above instruction.

Place and date:

the principal:

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CREST Proxy will be communicated directly in CREST and responses should be made through CREST, Receiving Agent ID RA20.

*Enclosure (if proxy is appointed by using this proxy in physical form): company document proving signatory power*