

Amendment and Restatement Agreement

dated 25 January 2019

to amend and restate the

Terms and Conditions

originally dated 27 June 2016 and as amended and restated 12 October 2017

between

Scan Bidco A/S.

as Issuer

and

Nordic Trustee & Agency AB (publ)

as Agent

This amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to the Terms and Conditions (as defined below) is entered into on 25 January 2019 and made between:

(a) Scan Bidco A/S, a public limited liability company incorporated under the laws of Denmark with CVR No. 37521043 (the "**Issuer**"), as issuer; and

(b) Nordic Trustee & Agency AB (publ), a Swedish company with company registration number 556882-1879 (the "**Agent**"), as agent.

1. BACKGROUND

1.1 We refer to the terms and conditions of the Issuer's senior secured callable bonds with ISIN: NO0010768062 (Tranche 1) and ISIN: NO0010768070 (Tranche 2) (the "**Bonds**"), dated 27 June 2016 as amended and restated from time to time (the "**Terms and Conditions**") between the Issuer and the Agent as agent.

1.2 Following a written request by the Issuer on 14 December 2018, the Agent initiated a procedure in writing (the "**Written Procedure**") under the Terms and Conditions relating to certain amendments (the "**Amendments**") to the Terms and Conditions (the "**Amendment Request**").

1.3 On 17 January 2019, the written procedure was closed and it was found that a requisite majority of the holders of the Bonds had given their consent to the amendments requested in the Amendment Request.

1.4 The purpose of this Agreement is to document the Amendments. The parties to this Amendment and Restatement Agreement has therefore agreed to amend and restate the Terms and Conditions in accordance with Clause 3 (*Amendment and Restatement of the Terms and Conditions*) below.

2. DEFINITIONS

Terms defined in the Amended and Restated Terms and Conditions (as defined below) shall have the same meaning when used in this Amendment and Restatement Agreement, unless specifically stated otherwise herein or the context otherwise requires.

3. AMENDMENT AND RESTATEMENT OF THE TERMS AND CONDITIONS

The parties hereto agree that the Terms and Conditions will, with effect from and including the date of this Amendment and Restatement Agreement, be amended and restated so as to read as set forth in Schedule 1 (*Amended and Restated Terms and Conditions*) (the "**Amended and Restated Terms and Conditions**"), so that the rights and obligations of the parties hereto and thereto relating to their performance under the Terms and Conditions, shall be governed by, and construed in accordance with, the terms of the Amended and Restated Terms and Conditions.

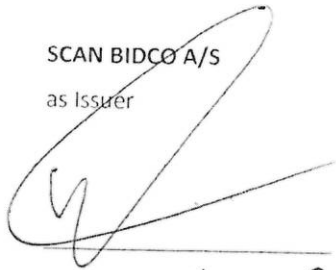
4. LAW AND JURISDICTION

This Amendment and Restatement Agreement shall be governed by Swedish law. Clause 25 (*Governing Law and Jurisdiction*) of the Amended and Restated Terms and Conditions shall apply to this Amendment and Restatement Agreement *mutatis mutandis* as if such provision were fully set out herein.

In witness whereof, the Issuer and the Agent have duly executed this Amendment and Restatement Agreement as of the day and year first above written.

SCAN BIDCO A/S

as Issuer



Name: Henrik von Sydow



Name: Henrik Mellem

NORDIC TRUSTEE & AGENCY AB (PUBL)

as Agent

Name:

Name:

In witness whereof, the Issuer and the Agent have duly executed this Amendment and Restatement Agreement as of the day and year first above written.

SCAN BIDCO A/S

as Issuer

Name:

Name:

NORDIC TRUSTEE & AGENCY AB (PUBL)

as Agent


Name: **Christian Svanfeldt**

Name:

SCHEDULE 1

The Amended and Restated Terms and Conditions

[separate document]