

Representative and New Senior Creditor Accession Undertaking and New Debt Designation Letter

To: Intertrust (Sweden) AB as agent for itself and each of the other secured parties to the Intercreditor Agreement referred to below.

From: Nordic Trustee & Agency AB (publ) for itself as agent on behalf of, the Bondholders (as defined in the terms and conditions dated 18 April 2024 (the "**2024 Terms and Conditions**") of the senior secured bonds with ISIN: NO0013183624) (the "**2024 Bonds**")

SGL Group ApS (formerly Skill BidCo ApS) as Issuer (as defined in the Intercreditor Agreement referred to below) (the "**Issuer**")

SGL Group ApS (formerly Skill BidCo ApS) - Intercreditor Agreement dated 23 May 2023

THIS UNDERTAKING AND DESIGNATION LETTER is made on 29 May 2024 for the Bondholders (as defined in the 2024 Terms and Conditions) (the "**2024 Bondholders**") by Nordic Trustee & Agency AB (publ) as acceding representative (and in such capacity, the "**Acceding Representative**"), Nordic Trustee & Agency AB (publ) acting as agent on behalf of the 2024 Bondholders as acceding new debt creditor on behalf of the 2024 Bondholders (the "**Acceding New Debt Creditor**") and the Issuer as issuer in relation to the intercreditor agreement dated originally dated 25 November 2019 and as amended and restated pursuant to an amendment and restatement agreement dated 23 May 2023 between, among others, the Issuer as issuer, Intertrust (Sweden) AB as Security Agent and the Secured Parties (each as defined therein) (the "**Intercreditor Agreement**"). Terms defined in the Intercreditor Agreement shall, unless otherwise defined in this Undertaking, bear the same meanings when used in this letter.

The Issuer hereby designate the 2024 Bonds as New Debt and confirms to the Secured Parties that the establishment of the 2024 Bonds as New Debt under the Intercreditor Agreement will not breach the terms of any of its existing Senior Finance Documents and/or any Second Lien Debt Documents.

In consideration of the Acceding Representative being accepted as a Representative in respect of the 2024 Bonds for the purposes of the Intercreditor Agreement, the Acceding Representative confirms that, as from 29 May 2024, it intends to be party to the Intercreditor Agreement as a Representative in respect of the 2024 Bonds and undertakes to perform all the obligations expressed in the Intercreditor Agreement to be assumed by a Representative and agrees that it shall be bound by all the provisions of the Intercreditor Agreement, as if it had been an original party to Intercreditor Agreement.

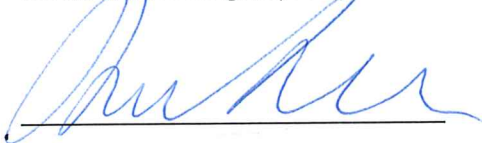
In consideration of the Acceding New Debt Creditor being accepted as a New Debt Creditor on behalf of the 2024 Bondholders for the purposes of the Intercreditor Agreement, the Acceding New Debt Creditor on behalf of the 2024 Bondholders confirms that, as from 29 May 2024, it intends to be party to the Intercreditor Agreement as a New Debt Creditor and undertakes to perform all the obligations expressed in the Intercreditor Agreement to be assumed by a New Debt Creditor and agrees that it shall be bound by all the provisions of the Intercreditor Agreement, as if it had been an original party to Intercreditor Agreement.

This letter is governed by Swedish law.

THIS UNDERTAKING AND DESIGNATION LETTER has been entered into on the date stated above.

The Acceding Representative and the Acceding New Debt Creditor

Nordic Trustee & Agency AB (publ)



By: **Anna Litewka**

Address P.O. Box 7239
SE-103 90 Stockholm

E-mail *sweden@nordictrustee.com*

The Issuer

SGL Group ApS

By:

Accepted by the Security Agent

For and on behalf of Intertrust (Sweden AB)

Date:

The Acceding Representative and the Acceding New Debt Creditor

Nordic Trustee & Agency AB (publ)


By:

Address

E-mail

The Issuer

SGL Group ApS



By: Allan Dyrgaard Melgaard

Accepted by the Security Agent

For and on behalf of Intertrust (Sweden AB)

Date:

[Signature page – Intercreditor Agreement (Accession undertaking)]

The Acceding Representative and the Acceding New Debt Creditor

Nordic Trustee & Agency AB (publ)

By:

Address

E-mail

The Issuer

SGL Group ApS

By:

Accepted by the Security Agent



Kristofer Nivenius



Norea Marklund

For and on behalf of Intertrust (Sweden AB)

Date: 29 May 2024