

APPENDIX 1 INSTRUCTIONS AND GUIDANCE FOR SCHEME CREDITORS AND ANY PERSON WITH AN INTEREST IN THE NOTES

This Appendix 2 sets out instructions and guidance for voting at the Scheme Meeting and certain additional matters.

All Scheme Creditors (other than the Trustee or the Common Depositary) and any person with an interest in the Notes are requested to read:

- (1) the general guidance in Section 1 of this Appendix 2; and
- (2) the guidance on voting procedures at the Scheme Meeting with respect to all notes in Section 2 of this Appendix 2.

SECTION 1: GENERAL GUIDANCE

SCHEME MEETING

1. Before the Scheme can become effective and binding on the Company and the Scheme Creditors, a resolution to approve it must be passed by the Scheme Creditors by the requisite majority required by section 899 of the Companies Act 2006. The requisite majority is a majority in number representing at least 75% in value of the Scheme Creditors which, being so entitled, are present in person, by a duly authorised representative if a corporation, or by proxy and vote at the Scheme Meeting. The Scheme Meeting has been ordered by the Court to be summoned to take place at 10:00 a.m. (London time) on 10 January 2018.
2. Formal notice of the Scheme Meeting is set out in Appendix 4 (*Notice of Scheme Meeting*) of this Explanatory Statement.
3. If the Scheme Creditors do not approve the Scheme at the Scheme Meeting, then the Company will be unable to implement the Scheme.
4. The relevant Scheme Creditors for the purposes of voting on the Scheme at the Scheme Meeting are the Noteholders. To avoid double counting in respect of the Scheme Claims, both the Trustee and the Common Depositary have confirmed in writing that they will not exercise any voting rights to which they may be entitled as Scheme Creditors.

DEADLINE FOR VOTING AT THE SCHEME MEETING

5. Voting will take place at the Scheme Meeting by Noteholders appearing in person, by a duly authorised representative or by proxy as explained in more detail in Section 2 (*Voting*) below.

VOTING

6. As explained in more detail in Section 2 (*Voting*) below, each Noteholder must ensure that its Account Holder completes and submits to the Information Agent a valid Account Holder Letter in order to vote at the Scheme Meeting. **For the purpose of voting, Account Holder Letters must be submitted such that they are received by the Information Agent before the Voting Instruction Deadline, being 5:00 p.m. (London time) on 9 January 2018.**
7. For the purpose of this section:
 - (a) **Account Holders:** You are an Account Holder if you are an ICSD Participant.
 - (b) **ICSD Participants:** You are an ICSD Participant if you are recorded directly in the records of Euroclear or Clearstream as holding an interest in any Notes in an account with that Clearing System.

ICSD Participants are required to request:

- (a) the relevant Clearing System to block the Notes in their account within the time limit specified by the relevant Clearing System **by no later than the Custody Instruction Deadline, being 12:00 p.m. (London time) on 9 January 2018**; and
- (b) complete and deliver the Account Holder Letter to the Information Agent **by the Voting Instruction Deadline, being 5:00 p.m. (London time) on 9 January 2018**.

For the purposes of voting in respect of Notes held in Euroclear or Clearstream, the Account Holder Letter must be completed and signed by the ICSD Participant.

2. **Failure to deliver a valid Account Holder Letter on behalf of a Noteholder by the Voting Instruction Deadline will mean that the voting instructions contained in the Account Holder Letter will be disregarded for the purposes of voting at the Scheme Meeting and the relevant Noteholder will not be entitled to vote at the Scheme Meeting. In addition, failure to submit a valid Account Holder Letter and deliver the KYC Information required will mean the Noteholder will be deemed to be a Disqualified Noteholder and, consequently, will be unable to participate in the Rights Offering and all Non-Rights Offering Shares to which such Noteholder is entitled to pursuant to the Scheme will be deposited in the Holding Period Trust until such information is provided.**
3. Notwithstanding any other provision of this Explanatory Statement, the Chairman will be entitled, at the sole discretion of the Chairman, to permit a Noteholder in respect of which a completed Account Holder Letter has not been delivered prior to the Voting Instruction Deadline to vote at the Scheme Meeting if the Chairman considers that the relevant Noteholder has produced sufficient proof that it is a Scheme Creditor.

ASSESSMENT OF SCHEME CLAIMS FOR VOTING PURPOSES

4. The nominal amount of the Scheme Claims of each Noteholder which submits a valid Account Holder Letter in respect of the Notes will be calculated as at the Record Date based on information confidentially provided to the Company by the Information Agent. This information will be used by the Chairman to determine whether the Scheme is approved at the Scheme Meeting. Accordingly, Noteholders do not need to take any action in respect of confirming the amount of their Scheme Claims other than providing the details requested in the Account Holder Letter.
5. Only those Noteholders which are Scheme Creditors as at the Record Date are entitled to attend and vote at the Scheme Meeting in accordance with the procedures set out in more detail below.
6. The assessment of Scheme Claims for voting purposes shall be carried out by the Chairman. The Chairman may, for voting purposes only, reject a Scheme Claim in whole or in part if he/she considers that it does not constitute a fair and reasonable assessment of the relevant sums owed to the relevant Noteholder by the Company or if the relevant Noteholder has not complied with the voting procedures described in this Explanatory Statement.
7. The Chairman will report to the Court, at the Scheme Sanction Hearing (which it is anticipated will take place on 12 January 2018), his decision to reject Scheme Claims (if any), with details of those Scheme Claims and the reasons for rejection.
8. The admission and valuation of any Scheme Claim for voting purposes does not (in itself) constitute an admission of the existence or value of the Scheme Claim and will not bind the Company or the Noteholders concerned.

TRANSFERS / ASSIGNMENTS AFTER THE RECORD DATE

9. Under the Scheme, the Company is under no obligation to recognise any assignment or transfer of any Scheme Claim after the Record Date, provided that where the Company has received from the relevant parties in writing notice of such assignment or transfer, the Company may, in its absolute discretion and subject to such evidence as it may reasonably require, agree to recognise such assignment or transfer for the purposes of the Scheme. Any assignee or transferee of a Scheme Claim recognised under the Scheme at the discretion of the Company shall be bound by the terms of the Scheme and be a Scheme Creditor for the purposes of the Scheme.

10. For the avoidance of doubt, the Notes will be blocked in Euroclear and/or Clearstream from the Record Date to the Restructuring Effective Date, provided that the Scheme is successfully sanctioned.

SECTION 2: VOTING

GENERAL

1. Each Scheme Creditor that is a Noteholder should immediately contact its Account Holder (through any Intermediaries, if appropriate) to ensure that a valid Account Holder Letter in respect of its Scheme Claim is delivered to and received by the Information Agent.
2. It will be the responsibility of Account Holders to obtain from the Noteholders (through any Intermediaries, if applicable) on whose behalf they are acting in accordance with the procedures established between them, whatever information or instructions they may require to identify in an Account Holder Letter the relevant Noteholder and to provide the information, instructions, confirmations and representations required to be given by the Account Holder Letter for and on behalf of the relevant Noteholder. To assist this process, each Noteholder is strongly encouraged to contact its Account Holder (through any Intermediaries, if appropriate) to enable that Account Holder to complete an Account Holder Letter and deliver such Account Holder Letter to the Information Agent before the Voting Instruction Deadline.
3. If a person is in any doubt as to whether or not it is a Noteholder, such person should contact the Information Agent using the contact details in the Account Holder Letter set out in Appendix 3 (*Form of Account Holder Letter*).

Appointment of the Information Agent

4. The Information Agent has been appointed to facilitate communications with Noteholders. The Information Agent's remuneration and expenses, and all costs incurred by it on behalf of the Company, shall be met by the Group from the Rights Offering proceeds.

VOTING AT THE SCHEME MEETING

Voting procedures for all Notes

5. In order to vote at the Scheme Meeting, each Noteholder (through any Intermediaries, if applicable) should instruct its Account Holder to complete and sign an Account Holder Letter as described below and deliver the completed and signed Account Holder Letter to the Information Agent on behalf of the Company before the Voting Instruction Deadline.
6. Noteholders who are not Account Holders in such Clearing Systems and who wish to vote in respect of the Scheme must contact their broker, dealer, bank, custodian, trust company, other trustee, or nominee to make arrangements for:
 - (a) the relevant Clearing System to block the Notes in the relevant Account Holder's account within the time limit specified by the relevant Clearing System **by no later than the Custody Instruction Deadline, being 12:00 p.m. (London time) on 9 January 2018**; and
 - (b) their Account Holder in the relevant Clearing System through which they hold the Notes to complete and deliver the Account Holder Letter to the Information Agent **by the Voting Instruction Deadline, being 5:00 p.m. (London time) on 9 January 2018**.
7. Notes must be blocked by no later than the Custody Instruction Deadline in accordance with the normal operating procedures imposed by the relevant Clearing System as summarised below. Any Notes so held and blocked in Euroclear or Clearstream for this purpose shall be released to the Account Holder or the relevant Clearing System:
 - (a) if the Scheme is approved at the Scheme Meeting but not sanctioned at the Scheme Sanction Hearing (or any adjournment of the same), following the conclusion of the Scheme Sanction Hearing (or any adjournment of the same); or
 - (b) if the Scheme is not approved at the Scheme Meeting, following the conclusion of the Scheme Meeting.

Procedure for blocking the Notes

8. Each Account Holder should ensure that Euroclear and/or Clearstream (as the case may be) has/have received irrevocable instructions (with which it has/they have complied) to block the Notes which are the subject of an Account Holder Letter. Each Noteholder procuring the submission of an Account Holder Letter by its Account Holder should instruct its Account Holder to confirm that (and the Account Holder should ensure that) the Account Holder Letter cross references the relevant Custody Instruction Reference Number. Failure to include a valid Custody Instruction Reference Number in an Account Holder Letter delivered on behalf of a Noteholder to the Information Agent will invalidate that Account Holder Letter and the voting instructions contained in that Account Holder Letter will be disregarded for the purposes of voting at the Scheme Meeting and the relevant Noteholder will not be entitled to vote at the Scheme Meeting.
9. Notes held in Euroclear or Clearstream should be blocked in accordance with the procedures of the relevant Clearing System and the deadlines required by that Clearing System. It is the responsibility of Account Holders to ensure that they comply with any particular deadlines imposed by the Information Agent and the relevant Clearing System for blocking the Notes.
10. Custody Instructions in respect of any Notes held in Euroclear which are the subject of an Account Holder Letter should be given to Euroclear in accordance with the deadlines specified by Euroclear and its standard practices. Euroclear will assign a Custody Instruction Reference Number in respect of each Custody Instruction and, as noted in paragraph 9 above, the Custody Instruction Reference Number must be cross-referenced in the Account Holder Letter relating to the Notes in respect of which the Custody Instruction Reference Number has been obtained. This will enable the Information Agent to verify the blocking of the Notes.
11. Custody Instructions in respect of any Notes held in Clearstream which are the subject of an Account Holder Letter should be given to Clearstream in accordance with the deadlines specified by Clearstream and its standard practices. Clearstream will assign a Custody Instruction Reference Number in respect of each Custody Instruction and, as noted in paragraph 9 above, the Custody Instruction Reference Number must be cross-referenced in the Account Holder Letter relating to the Notes in respect of which the Custody Instruction Reference Number has been obtained. This will enable the Information Agent to verify the blocking of the Notes.
12. The Information Agent will request the Clearing System to confirm to its satisfaction that the relevant Notes have been blocked with effect from or before the date of receipt by the Information Agent of an Account Holder Letter. In the event that a Clearing System fails to do so, the Information Agent may reject that Account Holder Letter. In order to give the requested confirmation for the purpose of voting, the Clearing System will need to have received the Custody Instructions no later than the Custody Instruction Deadline.
13. The Information Agent will use all reasonable endeavours to assist Noteholders to complete their Account Holder Letters validly, should it receive any Account Holder Letters which are not valid. However, failure to deliver a valid Account Holder Letter on behalf of a Noteholder to the Information Agent in the manner and within the deadlines referred to above will mean that the voting instructions contained in such Account Holder Letter will be disregarded for the purposes of voting at the Scheme Meeting and the relevant Noteholder will not be entitled to vote at the Scheme Meeting.
14. None of the Company, any member of the Group, the Information Agent or any other person will be responsible for any loss or liability incurred by a Noteholder as a result of any determination by the Information Agent that an Account Holder Letter contains an error or is incomplete, even if this is subsequently shown not to have been the case.

Noteholders are advised to check with the bank, securities broker, relevant Account Holder, or other Intermediary through which they hold their Notes whether such Intermediary applies different deadlines for any of the events specified.

COMPLETING THE ACCOUNT HOLDER LETTER FOR THE PURPOSES OF VOTING

15. Each Noteholder will need to give its Account Holder information and instructions as to voting and certain other matters.
16. In summary each Noteholder may elect:
- (a) to attend and vote at the Scheme Meeting in person or by a duly authorised representative if a corporation;
 - (b) to instruct the Information Agent as its proxy to cast its vote in accordance with the wishes of that Noteholder; or
 - (c) to instruct someone else as its proxy to cast its vote in accordance with the wishes of that Noteholder,
- in each case, by instructing its Account Holder to deliver on its behalf and that the voting intention section of the Account Holder Letter is completed.
17. Each Noteholder (or its Nominated Recipient, as applicable) which submits, delivers or procures the delivery of an Account Holder Letter will be required to make (or authorise its Account Holder to make on its behalf) the representations, warranties and undertakings to the Company and the Information Agent set out in Schedule 1 of the Account Holder Letter.
18. Any Noteholder that is unable to give any of the representations, warranties and undertakings referred to above should contact the Information Agent directly as soon as possible, as there may be additional procedures involved in respect of that Noteholder's participation in the Scheme.
19. Each Noteholder should also ensure that the following is included in the designated sections of the Account Holder Letter delivered on its behalf:
- (a) its identity and country of residence/headquarters;
 - (b) details of the Notes which are the subject of the Account Holder Letter, including the ISIN number(s), the principal amount of the Notes held at the relevant Clearing System(s), the identity of the relevant Clearing System(s), the account number of the Account Holder in the relevant Clearing System(s) and the Custody Instruction Reference Number(s);
 - (c) the appropriate confirmations to be given by the Account Holder; and
 - (d) its voting instructions.
20. If a Noteholder does not wish to provide details of its identity in the Account Holder Letter, that Noteholder should instruct its Account Holder to identify a person with full legal right and authority to act on behalf of that Noteholder as its representative.
21. Whether a Noteholder intends to vote in favour of the Scheme or not, a valid Account Holder Letter must be submitted on their behalf. If a valid Account Holder Letter is not submitted on their behalf, and the account and KYC Information required hereby is not delivered to the Calculation and Settlement Agent, the Noteholder will be deemed to be a Disqualified Noteholder and, consequently, the Noteholder will be unable to participate in the Rights Offering and all Non-Rights Offering Shares to which it is entitled pursuant to the Scheme will be deposited in the Holding Period Trust until such information is provided.

COMPLETING THE ACCOUNT HOLDER LETTER FOR THE PURPOSES OF PARTICIPATING IN THE RIGHTS OFFERING AS A RIGHTS OFFERING PARTICIPANT

22. In order to participate in the Rights Offering, which will enable a Noteholder (or its Nominated Recipient) to purchase a pro rata (as to such Noteholder's holding of the Notes) share of the Rights Offering Shares in consideration for the Notes being released (as set out in Section 9 (*Overview of the Restructuring and the Rights Offering*) and in the Commercial Term Sheet (being 80% of the Post-Restructuring Equity)), a Noteholder (or its Nominated Recipient, as applicable) must:
- (a) not be a Disqualified Person;

- (b) indicate in its voting instruction (contained in the Account Holder Letter) that it wishes to participate in the Rights Offering and the maximum level of commitment that it is willing to fund in the Rights Offering;¹
 - (c) authorise the Calculation and Settlement Agent to accede to the Escrow Agreement on its behalf;²
 - (d) accompany its Account Holder Letter with the KYC Information; and
 - (e) return its completed Account Holder Letter to the Information Agent by the Voting Instruction Deadline.
23. On the Rights Offering Participants' Funding Notification Date, the Calculation and Settlement Agent will give notice to each Rights Offering Participant (other than the Rights Offering Underwriters) of their Rights Offering Participants' Amount.
24. Each Rights Offering Participant is required to fund its Rights Offering Participants' Amount into the Escrow Account by the relevant Rights Offering Participants' Funding Deadline (being no later than 6:00 p.m. (London time) on 12 January 2018 for Rights Offering Participants that are not also Rights Offering Underwriters, and the Rights Offering Underwriters' Funding Deadline for Rights Offering Underwriters). **Any Rights Offering Participant that fails to fund its Rights Offering Participants' Amount into the Escrow Account by the Rights Offering Participants' Funding Deadline will have no entitlement to receive the Rights Offering Shares pursuant to the Scheme.**³

COMPLETING THE ACCOUNT HOLDER LETTER FOR THE PURPOSES OF PARTICIPATING IN THE RIGHTS OFFERING AS A RIGHTS OFFERING UNDERWRITER

25. In order to underwrite the Rights Offering, which will enable a Noteholder (or its Nominated Recipient) to share pro rata to its level of commitment in the Rights Offering Underwriting Fee and will oblige a Noteholder to underwrite the Rights Offering in accordance with the terms of the Subscription Agreement, a Noteholder (or its Nominated Recipient, as applicable) must, by no later than the Rights Offering Underwriting Deadline (being 5:00 p.m. (London time) on 5 January 2018):
- (a) must not be a Disqualified Person;
 - (b) accede to the RSLA (and make the relevant representations and warranties therein) by signing and returning to the Information Agent and the Company an RSLA Accession Deed and a Locked-Up Debt Confirmation substantially in the form set out in Part 1 and Part 2 (respectively) of Appendix 9 to this Explanatory Statement;
 - (c) be an Eligible Rights Offering Underwriter and provide the Rights Offering Underwriting Eligibility Information to BOHL;
 - (d) provide the KYC Information to the Calculation and Settlement Agent and the Escrow Agent; and
 - (e) accede to the Subscription Agreement (and make the relevant representations and warranties therein) by signing and returning to the Information Agent and the Company a Subscription

¹ Notwithstanding the amount indicated, the Rights Offering Participants' Amount will be calculated by the Calculation and Settlement Agent in the manner described in the definition of the Rights Offering Participants' Amount as set out in Clause 1.1 of the Scheme and may be less than the maximum amount indicated but shall not in any circumstances be more. The amount indicated by the Calculation and Settlement Agent must be funded into the Escrow Account by a Rights Offering Participant (that is not also a Rights Offering Underwriter) by no later than 6:00 p.m. (London time) on 12 January 2018.

² The Calculation and Settlement Agent will accede to the Escrow Account on such Noteholder's behalf to ensure that the Noteholder's funds benefit from the protections set out therein between funding and the Restructuring Effective Date.

³ The Company may, in its sole discretion, instruct the Escrow Agent to accept amounts that are deposited in the Escrow Account after the Rights Offering Funding Deadline if it has been provided with evidence that the funds were transferred before the Rights Offering Funding Deadline.

Agreement Accession Deed substantially in the form set out in Part 3 of Appendix 9 to this Explanatory Statement; and

- (f) in the case of a Noteholder that is not incorporated in England and Wales, signing a Service of Process Letter substantially in the form set out in Part 4 of Appendix 9 to this Explanatory Statement and returning the same to the Company.
26. On the Rights Offering Underwriters' Funding Notification Date, the Calculation and Settlement Agent will give notice to each the Rights Offering Underwriter of the final calculations of its Rights Offering Underwriters' Allocated Amount (pursuant to the terms of the Subscription Agreement) and Rights Offering Participants' Amount.
27. Each Rights Offering Underwriter (other than any Regulated Purchaser) is required to fund its Rights Offering Underwriters' Allocated Amount and its Rights Offering Participants' Amount into the Escrow Account by the Rights Offering Underwriters' Funding Deadline (being no later than 6:00 p.m. (London time) on 16 January 2018).
28. Pursuant to Clause 8.2(g) of the Subscription Agreement, any Regulated Purchaser will fund its Rights Offering Underwriters' Allocated Amount and its Rights Offering Participants' Amount on a delivery-versus-payment basis on the Restructuring Effective Date.

DELIVERY OF ACCOUNT HOLDER LETTERS FOR THE PURPOSES OF VOTING

29. Account Holder Letters for the purposes of voting at the Scheme Meeting should be delivered by Account Holders as soon as possible to the Information Agent and, in any event, before the Voting Instruction Deadline, being 5:00 p.m. (London time) on 9 January 2018.
30. Each Noteholder should note that, unless a valid Account Holder Letter is delivered on its behalf to the Information Agent before the Voting Instruction Deadline, the voting instructions contained in that Account Holder Letter will be disregarded for the purposes of voting at the Scheme Meeting and the Noteholder will not be entitled to vote at the Scheme Meeting.
31. Any Account Holder Letter delivered will be irrevocable until the earliest of:
- (a) if the Scheme is not approved by the requisite majorities at the Scheme Meeting, the conclusion of the Scheme Meeting; or
 - (b) the withdrawal of the Scheme by the Company.

ATTENDING THE SCHEME MEETING

32. The Scheme Meeting will take place at 10:00 a.m. (London time) on 10 January 2018 at the offices of Latham & Watkins, 99 Bishopsgate, London, EC2M 3XF.
33. If a Noteholder wishes to attend the Scheme Meeting, it should produce a duplicate copy of the Account Holder Letter delivered on its behalf, evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board minutes) and evidence of personal identity (a passport or other equivalent identification) at the registration desk no later than one hour before the scheduled time of the Scheme Meeting.