

London, 8 December 2021

**GLAS SAS PRESS RELEASE**

**Updates the EUR 250 million 4% Bonds issued by European TopSoho S.à. r.l due 2021**

GLAS SAS (London Branch) in its capacity as Trustee (the “**Trustee**”) of the EUR 250 million 4% exchangeable bonds issued by European TopSoho S.à. r.l (“**ETS**”) due 2021 (ISIN XS1882680645) (the “**Bonds**”) makes this announcement to update the Bondholders on certain additional information.

***Convening of SMCP SA’s ordinary general meeting of shareholders***

As indicated in the press release of SMCP SA (“**SMCP**”) on 1 December 2021, following the refusal by SMCP’s board of directors (the “**Board**”) to examine the Trustee’s request to convene a shareholders’ general meeting to modify the composition of the Board, the Trustee filed a motion with the Paris Commercial Court on 17 November 2021 in summary adversarial proceedings to compel a shareholders’ general meeting.

On 30 November 2021, the Paris Commercial Court granted the Trustee’s request and appointed an agent to call a shareholders’ general meeting, the agenda of which will be for shareholders to vote on the revocation of all board members representing ETS, and the appointment of new independent members.

The notice of meeting (*avis de réunion*) was published in the *Bulletin des Annonces Légales Obligatoires* on 8 December 2021 and the scheduled date of the general meeting is 14 January 2022.

***Update regarding the sale of the Unpledged Shares***

Following the disposition by ETS of 12,106,939 unpledged shares in SMCP (the “**Unpledged Shares**”) to an unidentified third party that was announced by SMCP on 4 November 2021 and by ETS on 13 November 2021, the Trustee commenced legal actions in appropriate jurisdictions to ascertain: (i) the identity of the transferee, (ii) the terms upon which the transfer was effected, and (iii) the location of the Unpledged Shares. Pursuant to certain Court orders obtained by the Trustee, the Trustee has been made aware that:

- all of the Unpledged Shares were transferred to an entity incorporated in the British Virgin Islands called Dynamic Treasure Group Limited (the “**Transferee**”). The sole shareholder of the Transferee was, from its incorporation on 29 May 2017 until 30 July 2021, Ms. Chenran Qiu, a Class A Manager of ETS.
- the transfer of the Unpledged Shares to the Transferee was effected pursuant to a share sale agreement dated 22 October 2021. The share sale agreement provided for the purchase of the Unpledged Shares by the Transferee for a total purchase price of EUR 1.00.

The present location of the Unpledged Shares has been identified by the Trustee and the Trustee has obtained a worldwide freezing order against both ETS and the Transferee from the English Commercial Court designed to prevent any further transfers of the Unpledged Shares.

***Luxembourg bankruptcy petition***

The Trustee notes the recent decision of the Commercial Court of Luxembourg (the “**Luxembourg Court**”) in respect of the bankruptcy petition commenced against ETS by the Trustee. While the Luxembourg Court declined, at this time, to declare the opening of bankruptcy proceedings of ETS, the Trustee notes that the Luxembourg Court made the following determinations:

- The Trustee is the trustee under the Bonds, as was confirmed by ETS pursuant to the deed of confirmation of appointment dated 17 June 2021 and therefore it is a creditor capable of bringing a bankruptcy proceeding in Luxembourg.
- The Trustee has a definite, liquid and payable claim against ETS following the acceleration of the Bonds. This claim has not been discharged and ETS have not disputed the existence or amount of this claim.

The Trustee intends to appeal the decision of the Luxembourg Court and potentially pursue additional bankruptcy proceedings in Luxembourg at the appropriate time.

The Trustee notes that this decision in Luxembourg does not impact the enforcement steps taken in respect of the 28,028,163 ordinary shares of SMCP that constitute collateral for the Bonds, or the convening of SMCP’s shareholders’ general meeting ordered by the Paris Commercial Court.