

POST-SANCTION TRANSFEREE WEBSITE NOTIFICATION

As part of our Brexit transition plans, AS LHV Pank (UK Branch) (the “**Transferor**”) has undertaken a transfer of its UK deposit-taking and payment services business to LHV Bank Limited (the “**Transferee**”). The transfer was critical to our ability to ensure continuity of service provision to our UK banking services customers without needing new documentation to be signed with our UK customers and key suppliers.

This transfer was effected using a banking business transfer scheme under Part VII of the Financial Services and Markets Act 2000 (referred to as a “**Part VII**”), which necessitated a joint application by the Transferor and the Transferee to the High Court of Justice of England and Wales (the “**High Court**”) for an order from the High Court sanctioning the Part VII.

Please note that:

- on 24 May 2023, pursuant to section 81(1) of the Companies Act 2006, the Transferee changed its name from “LHV UK Limited” to “LHV Bank Limited”. A copy of the certificate of incorporation on change of name issued by the Registrar of Companies for England and Wales to the Transferee can be accessed free of charge at: <https://find-and-update.company-information.service.gov.uk/company/13180211/filing-history>. Accordingly, references to “LHV UK Limited” in the documents referred to below should be construed as references to “LHV Bank Limited”;
- on 15 August 2023, as stated in the Legal Notice (being the document referenced in row 4 below), the joint application of the Transferor and the Transferee with respect to the Part VII was heard before a Judge of the High Court (the “**Sanction Hearing**”). At the Sanction Hearing, the High Court made the Sanction Order (being the document referenced in row 3 below); and
- on 22 August 2023 (the “**Effective Date**”), as stated in the Scheme Document (being the document referenced in row 1 below) and the Legal Notice, the Part VII became effective.

Should you have any questions about the Part VII, please contact your relationship manager or our dedicated team using the addresses and/or phone number below.

For ease of reference, the following Part VII documentation is available to you for download, free of charge:

No.	Document	Remarks
Court Documents		
1.	Scheme Document	<ul style="list-style-type: none"> □ Central document setting out the terms of the Part VII. □ In order to facilitate and give effect to the Part VII, certain consequential amendments to the terms of the Transferring Customer Contracts and the Transferring Supplier Contracts (in each case, defined in the Scheme Document) are needed. □ Broadly, such amendments are limited to those changes which support the transfer to the Transferee (e.g. to address the new jurisdiction and/or regulatory regime, etc.), and many such amendments are administrative (e.g. changes to the LHV entity name, contact details, address, applicable regulators, etc.). □ Certain amendments are generic and apply to all Transferring Customer Contracts and Transferring Supplier Contracts, while other changes are specific to the particular agreement type. Appendix B (<i>Amendments to Transferring Customer Contracts</i>) sets out the provisions of our standard UK customer terms and conditions which will change on account of the Part VII with effect from the Effective Date. □ The following technical amendments have been made by the Transferor and the Transferee to the version of the Scheme Document dated 4 May 2023 (which was approved by the High Court at the Sanction Hearing and is set out in schedule 2 to the Sanction Order): <ul style="list-style-type: none"> – the contents of row 1 of column 3 headed ‘Transferring Supplier Contract counterparty’ in appendix A (<i>Transferring Supplier Contracts</i>) of the Scheme Document have been deleted in their entirety and “Pay.UK Limited, The Governor and Company of the Bank of England and the DCS (directly connected settling) participants in the Faster Payments Service as at the Effective Date” has been inserted in replacement; – the word “Scheme” has been replaced with “Service” in row 1 of column 4 headed ‘Type of service’ in appendix A (<i>Transferring Supplier Contracts</i>) of the Scheme Document; and – the contents of row 2 of column 3 headed ‘Transferring Supplier Contract counterparty’ in appendix A (<i>Transferring Supplier Contracts</i>) of the Scheme Document have been deleted in their entirety and “Pay.UK Limited, The Governor and Company of the Bank of England and the Bacs participants as at the Effective Date” has been inserted in replacement. <p>The abovementioned technical amendments were implemented in accordance with paragraph 15.2 of the Scheme Document and came into full and effect on 8 September 2023. The Scheme Document which is available for you to download includes the abovementioned technical amendments.</p>

2.	Explanatory Statement	<ul style="list-style-type: none"> □ Sets out the terms of the Part VII, as required by regulation 5(4) of the Financial Services and Markets Act 2000 (Control of Business Transfers) (Requirements on Applicants) Regulations 2001 (SI 2001/3625) (as amended) (the “Regulations”).
3.	Sanction Order	<ul style="list-style-type: none"> □ Order of the High Court sanctioning the Part VII and requiring certain procedural steps be taken for the purposes of the Part VII.
Notifications		
4.	Legal Notice	<ul style="list-style-type: none"> □ Legal Notice referred to in regulation 5(2) of the Regulations, which has been approved by the Prudential Regulation Authority pursuant to regulation 5(3)(a) of the Regulations. □ Legal Notice was, in accordance with regulation 5(2) of the Regulations, published on 19 May 2023 in: <ul style="list-style-type: none"> – The London Gazette; – The Edinburgh Gazette; – The Belfast Gazette; – The Telegraph; – The Times; and – the international edition of The Financial Times.
5.	Pre-Sanction Notification Letter to Transferring Customers	<ul style="list-style-type: none"> □ Pro forma letter sent prior to the Sanction Hearing to our Transferring Customers (defined in the Scheme Document), explaining the Part VII.
6.	Pre-Sanction Notification Letter to Transferring Suppliers	<ul style="list-style-type: none"> □ Pro forma letter sent prior to the Sanction Hearing to our Transferring Suppliers (defined in the Scheme Document), explaining the Part VII.
7.	Post-Sanction Notification Letter to Transferring Customers	<ul style="list-style-type: none"> □ Pro forma letter sent following the Sanction Hearing to our Transferring Customers, informing them of the Sanction Order having been made by the High Court.
8.	Post-Sanction Notification Letter to Transferring Suppliers	<ul style="list-style-type: none"> □ Pro forma letter sent following the Sanction Hearing to our Transferring Suppliers, informing them of the Sanction Order having been made by the High Court.
Other Documents		
9.	Changes to Transferring Customer Contracts	<ul style="list-style-type: none"> □ Sets out the provisions of our standard UK customer terms and conditions which will change on account of the Part VII (see also Appendix B (<i>Amendments to Transferring Customer Contracts</i>) of the Scheme Document) with effect from the Effective Date.
10.	FAQs	<ul style="list-style-type: none"> □ LHV’s responses to Frequently Asked Questions regarding the Part VII, which may be of particular interest to Transferring Customers and Transferring Suppliers.

Who to contact

Should you have questions after reading this information, please contact your relationship manager or our dedicated team using the details below:

Phone: +44 20 3005 0155

Email: PartVII@lhv.com

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1 Angel Court
London EC2R 7HJ
United Kingdom

Attn: Tim Waller, General Counsel

**Please contact your relationship manager for all regular UK banking product or service enquiries.*