

FORM OF CERTIFICATE OF TRANSFER

Azelis Finance NV
Posthofbrug 12
box 6,
B-2600
Antwerp
Belgium

Citibank Europe plc
1 North Wall Quay
Dublin 1
Ireland

Re: 4.750% Senior Notes due 2029

(Common Code _____; ISIN _____)

Reference is hereby made to the indenture, dated as of September 25, 2024, among, *inter alios*, Azelis Finance NV, a limited liability company (*naamloze vennootschap / société anonyme*) organized under the laws of Belgium, having its statutory seat at Posthofbrug 12, box 6, B-2600 Antwerp, Belgium and registered with the Crossroads Bank for Enterprises under number 0769.621.754 (Business Court of Antwerp, division Antwerp) and its successors (the “*Issuer*”), Azelis Group NV, a limited liability company (*naamloze vennootschap / société anonyme*) organized under the laws of Belgium with its registered office at Posthofbrug 12, box 6, B-2600 Antwerp, Belgium and registered with the Crossroads Bank for Enterprises under number 0769.555.240 (Business Court of Antwerp, division Antwerp), as parent guarantor, Citibank, N.A., London Branch, as trustee and Citibank Europe plc, as paying agent, transfer agent and registrar (the “*Registrar*”) in respect of the Issuer’s 4.750% senior notes due 2029. Capitalized terms used but not defined herein shall have the meanings given to them in this Indenture.

_____, (the “*Transferor*”) owns and proposes to transfer the Note[s] or interest in such Note[s] specified in Annex A hereto, in the principal amount of € _____ (the “*Transfer*”), to _____ (the “*Transferee*”), as further specified in Annex A hereto. In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ALL THAT APPLY]

1. ☐ **Check if Transferee will take delivery of a beneficial interest in the 144A Global Note or a Definitive Registered Note Pursuant to Rule 144A.** The Transfer is being effected pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the “*Securities Act*”), and, accordingly, the Transferor hereby further certifies that the beneficial interest or Definitive Registered Note is being transferred to a Person that the Transferor reasonably believed and believes is purchasing the beneficial interest or Definitive Registered Note for its own account, or for one or more accounts with respect to which such Person exercises sole

investment discretion, and such Person and each such account is a “qualified institutional buyer” within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A and such Transfer is in compliance with any applicable blue sky securities laws of any state of the United States. Upon consummation of the proposed Transfer in accordance with the terms of this Indenture, the transferred beneficial interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the 144A Global Note and/or the Definitive Registered Note and in this Indenture and under the Securities Act.

2. ☐ **Check if Transferee will take delivery of a beneficial interest in the Regulation S Global Note or a Definitive Registered Note pursuant to Regulation S.** The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act and, accordingly, the Transferor hereby further certifies that (i) the Transfer is not being made to a Person in the United States and (x) at the time the buy order was originated, the Transferee was outside the United States or such Transferor and any Person acting on its behalf reasonably believed and believes that the Transferee was outside the United States or (y) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither such Transferor nor any Person acting on its behalf knows that the transaction was prearranged with a buyer in the United States, (ii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S under the Securities Act and (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act and the transferred beneficial interest will be held immediately after such Transfer through the NBB-SSS, Euroclear or Clearstream, as applicable. Upon consummation of the proposed transfer in accordance with the terms of this Indenture, the transferred beneficial interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Regulation S Global Note and/or the Definitive Registered Note and in this Indenture and under the Securities Act.

3. ☐ *Check if Transferee will take delivery of a beneficial interest in an Unrestricted Global Note or of an Unrestricted Definitive Registered Note.*

(a) ☐ **Check if Transfer is pursuant to Rule 144.** (i) The Transfer is being effected pursuant to and in accordance with Rule 144 under the Securities Act and in compliance with the transfer restrictions contained in this Indenture and any applicable blue sky securities laws of any state of the United States and (ii) the restrictions on transfer contained in this Indenture and the Restricted Notes Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of this Indenture, the transferred beneficial interest or Definitive Registered Note will no longer be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Restricted Global Notes or Restricted Definitive Registered Notes and in this Indenture.

(b) ☐ **Check if Transfer is Pursuant to Regulation S.** (i) The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act and in compliance with the transfer restrictions contained in this Indenture and any applicable blue sky securities laws of any state of the United States and (ii) the restrictions on transfer contained in this Indenture and the Restricted Notes Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of this Indenture, the transferred beneficial interest or Definitive

Registered Note will no longer be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Restricted Global Notes or Restricted Definitive Registered Notes and in this Indenture.

(c) ☐ **Check if Transfer is Pursuant to an Effective Registration Statement.** The Transfer is being effected in compliance with the transfer restrictions contained in this Indenture and any applicable blue sky securities laws of any state of the United States pursuant to an effective registration statement under the Securities Act and in compliance with the prospectus delivery requirements of the Securities Act.

(d) ☐ **Check if Transfer is Pursuant to Other Exemption.** (i) The Transfer is being effected pursuant to and in compliance with an exemption from the registration requirements of the Securities Act other than Rule 144, Rule 903 or Rule 904 and in compliance with the transfer restrictions contained in this Indenture and any applicable blue sky securities laws of any State of the United States and (ii) the restrictions on transfer contained in this Indenture and the Restricted Notes Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of this Indenture, the transferred beneficial interest or Definitive Registered Note will not be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Restricted Global Notes or Restricted Definitive Registered Notes and in this Indenture.

4. ☐ **Check if Transfer is to the Issuer or any of its Subsidiaries.** The transfer is being effected in compliance with the transfer restrictions contained in this Indenture and any applicable blue sky securities laws of any state of the United States.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Insert Name of Transferor]

By: _____
Name: _____
Title: _____

Dated: _____

ANNEX A TO CERTIFICATE OF TRANSFER ☐

1. The Transferor owns and proposes to transfer the following:

[CHECK ONE OF (a) OR (b)]

(a) ☐ a beneficial interest in the:

(i) ☐ 144A Global Note (ISIN: _____; Common Code: _____), or

(ii) ☐ Regulation S Global Note (ISIN: _____; Common Code: _____), or

(b) ☐ a Restricted Definitive Registered Note.

2. After the Transfer the Transferee will hold:

[CHECK ONE]

(a) ☐ a beneficial interest in the:

(i) 144A Global Note (ISIN: _____; Common Code: _____), or

(ii) Regulation S Global Note (ISIN: _____; Common Code: _____), or

(iii) Unrestricted Global Note (ISIN: _____; Common Code: _____), or

(b) ☐ a Restricted Definitive Registered Note, or

(c) ☐ an Unrestricted Definitive Registered Note,

in accordance with the terms of this Indenture.