

FORM OF CERTIFICATE OF TRANSFER

[●]

Re: €200,000,000 7.500% Senior Subordinated Notes due 2027

Reference is hereby made to the Indenture, dated as of December 22, 2020 (the “*Indenture*”), among, *inter alios*, House of HR NV, a public limited liability company (*Naamloze Vennootschap/Société Anonyme*) organized under the laws of Belgium having its registered office at Beversesteenweg 576, 8800 Roeselare and registered with the Crossroads Bank for Enterprises under number 0643.887.978 RPR/RPM Ghent, section Kortrijk, and its successors, as the issuer (the “*Issuer*”) and Citibank, N.A., London Branch as trustee, (the “*Trustee*”). Capitalized terms used but not defined herein shall have the meanings given to them in the 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 €_____ in such Note[s] or interests (the “*Transfer*”), to _____ (the “*Transferee*”), as further specified in Annex A hereto. In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ONLY ONE]

1. ☐ **Check if Transfer Is Pursuant to Rule 144A.** The Transfer is being effected pursuant to and in accordance with Rule 144A (“*Rule 144A*”) under the U.S. Securities Act of 1933, as amended (the “*U.S. Securities Act*”), and, accordingly, the Transferor hereby further certifies that the Book-Entry Interest or Definitive Registered Note is being transferred to a Person that the Transferor reasonably believed and believes is purchasing the Book-Entry 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 (i) a “Qualified Purchaser” (as defined in Section 2(a)(51) of, and Rules 2a51-1, 2a51-2 and 2a51-3 under the 1940 Act (or a transferee thereof) that is identified in Rules 3c-5 and 3c-6 under the 1940 Act; and (ii) “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 securities laws of any jurisdiction. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Private Placement Legend printed on the Rule 144A Global Note and/or the Rule 144A Definitive Registered Note and in the Indenture and the U.S. Securities Act.

2. ☐ **Check if Transfer Is Pursuant to Regulation S.** The Transfer is being effected pursuant to and in accordance with Rule 903 and Rule 904 under the U.S. 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 (A) 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 (B) for purposes of (1) a transaction executed pursuant to Rule 903, the transaction was executed in, or through a physical trading floor of an established foreign securities exchange that is located outside of the United States, or (2) a transaction executed pursuant to Rule 904, 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(a)(2) or Rule 904(a)(2) of Regulation S under the U.S. Securities Act; and (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the U.S. Securities Act. Upon consummation of the proposed transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on Transfer enumerated in the legend printed on the Regulation S Global Note and/or the Definitive Registered Note and in the Indenture and the U.S. Securities Act.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Trustee and the Issuer and the Trustee are irrevocably authorized to produce this certificate or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

[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]

- (a) ☐ a Book-Entry Interest held through X Account No._____, Euroclear Account No._____ or Clearstream Banking Account No._____, in the:
- (i) ☐ Rule 144A Global Note (Common Code/ ISIN _____), or
- (ii) ☐ Regulation S Global Note (Common Code / ISIN _____), or
- (b) ☐ a 144A Definitive Registered Note; or
- (c) ☐ a Regulation S Definitive Registered Note.

2. After the Transfer the Transferee will hold:

[CHECK ONE]

- (a) ☐ a Book-Entry Interest through X Account No._____, Euroclear Account No._____ or Clearstream Banking Account No. _____ in the:
- (i) ☐ Rule 144A Global Note (Common Code / ISIN _____), or
- (ii) ☐ Regulation S Global Note (Common Code / ISIN _____), or
- (b) ☐ a 144A Definitive Registered Note; or
- (c) ☐ a Regulation S Definitive Registered Note,
- in accordance with the terms of the Indenture.

Note: Only holders of Book-Entry Interests held in a Euroclear Account or Clearstream Banking Account shall be entitled to transfer their Book-Entry Interests to Definitive Registered Notes in accordance with the terms of the Indenture.