

Amended and Restated Final Terms dated 25 October 2023
MRG Finance UK plc
Issue of EUR 50,000,000 8.75% Notes due 26 October 2026
under the £300,000,000 Euro Medium Term Note Programme
guaranteed by Monaco Resources Group S.A.M. (now known as Sonel
Investments S.A.M.)

THESE AMENDED AND RESTATED FINAL TERMS HAVE BEEN CREATED SOLELY AS A MATTER OF RECORD TO RECORD THE CURRENT FINAL TERMS OF THE NOTES AS AMENDED AND RESTATED WITH EFFECT FROM 25 OCTOBER 2023 BY A SUPPLEMENTAL NOTE TRUST DEED DATED 25 OCTOBER 2023 (THE “**SUPPLEMENTAL NOTE TRUST DEED**”) TO AMEND BOTH THE MATURITY DATE AND INTEREST PAYMENT METHOD OF THE NOTES AS WELL AS THE FINANCIAL COVENANT. NOTHING IN THESE AMENDED AND RESTATED FINAL TERMS AFFECTS ANY OBLIGATIONS EXISTING PRIOR TO THE DATE OF THEIR AMENDMENT OR RESTATEMENT. NO OFFER OF ANY OF THE NOTES (OR ANY OTHER NOTES) IS BEING MADE BY THE ISSUER (AS DEFINED BELOW) PURSUANT TO THIS DOCUMENT OR OTHERWISE AND THE ISSUER DOES NOT ACCEPT ANY ADDITIONAL OBLIGATIONS TO NOTEHOLDERS IN RELATION TO THIS DOCUMENT.

These Amended and Restated Final Terms amend and restate the Final Terms dated 26 October 2018 (the “**Original Final Terms**”), under which the Notes described herein (the “**Notes**”) were issued, and records the final terms of the Notes (as amended by the Supplemental Note Trust Deed) and is supplemental to, and should be read in conjunction with, the base Prospectus dated 25 June 2018 and the supplement to it dated 11 October 2018 which together constitute a base prospectus (the “**Base Prospectus**”) issued in relation to the £300,000,000 Euro Medium Term Note Programme of MRG Finance UK plc (the “**Issuer**”).

Terms defined in the Base Prospectus have the same meaning in this Amended and Restated Final Terms. The Notes were originally issued on the terms of the Original Final Terms read together with the Base Prospectus and the terms and conditions are now as set out herein.

The Supplemental Note Trust Deed is available to Noteholders at <https://monacoresources.com/investor-area/>.

These Amended and Restated Final Terms do not constitute, and may not be used for the purposes of, an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of the Notes. The Issuer does not accept any liability in relation to the Notes described herein to update the Base Prospectus or otherwise give any representations in relation to such Notes or any resale of such Notes since their original issue.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA (THE "EEA"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU ("MIFID II");**
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR**
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN DIRECTIVE 2003/71/EC, AS AMENDED.**

NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET — SOLELY FOR THE PURPOSES OF EACH MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES HAS LED TO THE CONCLUSION THAT: (I) THE TARGET MARKET FOR THE NOTES IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms dated 26 October 2018
MRG Finance UK plc
Issue of EUR 50,000,000 8.75% Notes due 26 October 2023
under the £300,000,000 Euro Medium Term Note Programme
guaranteed by Monaco Resources Group S.A.M. (now known as Sonel
Investments S.A.M.)

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer, the Guarantor or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

None of the Issuer, the Guarantor or any Dealer has authorised, nor does any of them authorise, the making of any offer of Notes in any other circumstances.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Part A – Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the prospectus dated 25 June 2018 and the supplement to it dated 11 October 2018 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Article 5.4 of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the issue of the Notes is annexed to these Final Terms. The Base Prospectus has been published on the Group’s website at <https://monacoresources.com/investor-area/>.

1	Issuer:	MRG Finance UK plc
2	Guarantor:	Monaco Resources Group S.A.M. (now known as Sonel Investments S.A.M.)
3	(i) Series Number:	1
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
4	Specified Currency or Currencies:	EUR
5	Aggregate Nominal Account:	
	(i) Series:	EUR 50,000,000
	(ii) Tranche:	EUR 50,000,000
6	Issue Price:	100% of the Aggregate Nominal Amount

7	(i)	Specified Denominations:	EUR 1,000 (as increased by any capitalisation of accrued Interest)
	(ii)	Calculation Amount:	EUR 1,000 (as increased by any capitalisation of accrued Interest)
8	(i)	Issue Date:	26 October 2018
	(ii)	Interest Commencement Date:	Issue Date
9		Maturity Date:	26 October 2026
10		Interest Basis:	8.75% Fixed Rate
11		Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount (as increased by any capitalisation of accrued Interest)
12		Change of Interest Basis:	Not Applicable
13		Put/call options:	Investor Put Issuer Call
14		Date of Board approval for issuance and guarantee of Notes obtained:	19 October 2018
		Date of Board approval of amended Final Terms:	18 September 2023

Provisions relating to Interest (if any) payable

15		Fixed Rate Note Provisions	Applicable
	(i)	Rate of Interest:	8.75% per annum payable in arrears on each Interest Payment Date All Interest accrued on the Series 1 Notes and payable on any Interest Payment Date shall be paid entirely in kind by adding the Interest amount due as of the relevant Interest Payment Date to (and thereby increasing) the outstanding nominal amount of each Series 1 Note (as increased by any prior capitalisation of accrued Interest) and subsequently treating such capitalised Interest for all purposes as part of the nominal amount of the Series 1 Notes.
	(ii)	Interest Payment Date(s):	26 October and of each year, with the first payment of interest being made on 26 October 2019
	(iii)	Fixed Coupon Amount(s):	EUR 87.50 per Calculation Amount (subject to increase due to capitalisation of Interest)

	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction in relation to Early Redemption:	30/360
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
	Provisions Relating to Redemption	Not Applicable
18	Call Option	Applicable
	(i) Optional Redemption Date(s):	Any date after 26 October 2023 until the Maturity Date
	(ii) Optional Redemption Amount(s) of each Note:	Nominal amount (as increased by any capitalisation of accrued Interest)
	(iii) Make-whole Amount	Not Applicable
19	Put Option	Applicable
	(i) Optional Redemption Date(s):	Upon change of control of the Guarantor (Condition 6(f) applies)
	(ii) Optional Redemption Amount(s) of each Note:	Nominal amount (as increased by any capitalisation of accrued Interest)
	(iii) Notice Period	Condition 6(f) applies
20	Final Redemption Amount of each Note	Nominal amount (as increased by any capitalisation of accrued Interest)
21	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on Redemption for taxation reasons or on event of default or other early redemption:	Nominal amount (as increased by any capitalisation of accrued Interest)
	General Provisions Applicable to the Notes	
22	Form of Notes:	Registered Notes: Global Certificate exchangeable for definitive Certificates only upon an Exchange Event (as defined on the Global Certificate).
23	Financial Centre(s):	Note applicable
24	Other terms	Condition 4(b) (<i>Financial Covenant</i>) shall not apply to these Final Terms. For the purposes of these Final Terms, the following provision shall apply to the Terms and Conditions of the Notes — Section 4 (<i>Negative Pledge and Financial Covenants</i>) as a new Section 4(f):

"(f) **Restricted Payments:** So long as any Note or Coupon remains outstanding (as defined in the Trust Deed), the Guarantor undertakes not to directly or indirectly pay out any dividend make any other distribution to a direct or indirect shareholder, which exceeds 50 per cent. of the consolidated profit after tax for such financial year, determined by reference to the Group's audited consolidated IFRS financial statements for such financial year, save for any legally or contractually binding payments."

Signed on behalf of **MRG Finance UK plc:**

By: 

Duly authorised

Signed on behalf of **Monaco Resources Group S.A.M. (now known as Sonel Investments S.A.M.):**

By: 

Duly authorised

Part B – Other Information

- 1 Listing and admission to trading** Admitted to trading on the London Stock Exchange plc's regulated market
Included in the trading on the Open Market of the Frankfurt Stock Exchange
- 2 Ratings**
Ratings: The Notes to be issued are not rated
- 3 Interests of natural and legal persons involved in the issue/offer**
Save for any fees payable to the Dealers, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the issue/offer, including conflicting interests.
- 4 Reasons for the offer, use of proceeds, estimated net proceeds and total expenses**
Reasons for the offer: General corporate purposes
Use of proceeds: General corporate purposes
Estimated net proceeds: Not required
Estimated total expenses: EUR 5,000 in respect of the admission to trading
- 5 Yield**
Indication of yield: Calculated as 8.75 percent on the Issue Date. Yield is not an indication of future price.
- 6 Operational information**
ISIN: XS1897122278
Common Code: 189712227
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not applicable
Delivery: Delivery against payment
Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- 7 Distribution**
(i) Names and addresses of underwriters and underwriting commitments: The Seaport Global Europe LLP
Charles House, 5-11 Regent Street,
London, SW1Y United Kingdom
STX Fixed Income B.V.
Vijzelstraat 79,
1017 HG Amsterdam, the Netherlands
(ii) Stabilising Manager(s) (if any): Not Applicable

(iii) Prohibition of Sales to EEA Retail Investors Applicable