

## **NOTICE FROM THE ISSUER TO THE NOTEHOLDERS**

**THIS NOTICE CONTAINS IMPORTANT INFORMATION OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE NOTES (AS DEFINED BELOW). IF APPLICABLE, ALL DEPOSITARIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO PASS THIS NOTICE TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (if you are in the United Kingdom), or from another appropriately authorised independent financial adviser and such other professional advice from your own professional advisors as you deem necessary.**

**This Notice is addressed only to holders of the Notes (as defined below) and persons to whom it may otherwise be lawful to distribute it ("relevant persons"). It is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Notice relates is available only to relevant persons and will be engaged in only with relevant persons.**

**If you have recently sold or otherwise transferred your entire holding(s) of Notes referred to below, you should immediately forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

**THIS NOTICE DOES NOT CONSTITUTE OR FORM PART OF, AND SHOULD NOT BE CONSTRUED AS, AN OFFER FOR SALE, EXCHANGE OR SUBSCRIPTION OF, OR A SOLICITATION OF ANY OFFER TO BUY, EXCHANGE OR SUBSCRIBE FOR, ANY SECURITIES OF THE ISSUER OR ANY OTHER ENTITY IN ANY JURISDICTION.**

## NOTICE OF COMPLETION OF CLASS F SALE

**THIS ANNOUNCEMENT MAY CONTAIN INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AND THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019**

### **CONTEGO CLO XII DESIGNATED ACTIVITY COMPANY**

(a designated activity company limited by shares incorporated under the laws of Ireland with registered number 743347 and having its registered office in Ireland)  
(the "Issuer")

**€248,000,000 Class A Senior Secured Floating Rate Notes due 2038**

(Reg S: XS2708631671; Rule 144A: XS2708631598)

**€38,000,000 Class B Senior Secured Floating Rate Notes due 2038**

(Reg S: XS2708631754; Rule 144A: XS2708631911)

**€23,200,000 Class C Senior Secured Deferrable Floating Rate Notes due 2038**

(Reg S: XS2708632216; Rule 144A: XS2708632133)

**€27,200,000 Class D Senior Secured Deferrable Floating Rate Notes due 2038**

(Reg S: XS2708632307; Rule 144A: XS2708632562)

**€18,400,000 Class E Senior Secured Deferrable Floating Rate Notes due 2038**

(Reg S: XS2708632489; Rule 144A: XS2708632646)

**€18,200,000 Class F Senior Secured Deferrable Floating Rate Notes due 2038**

(Reg S: XS2708632992; Rule 144A: XS2708633297)

**€41,700,000 Subordinated Notes due 2038**

(Reg S: XS2708632729; Rule 144A: XS2708633024)

(the "Notes")

We refer to (i) the trust deed dated 20 December 2023 constituting the Notes and made between, amongst others, the Issuer, Deutsche Trustee Company Limited as the Trustee and Five Arrows Managers LLP as the Collateral Manager (including the conditions of the Notes set out in Schedule 3 (*Conditions of the Notes*) thereto (the "**Conditions**")), as amended, restated and/or supplemented from time to time (the "**Trust Deed**"), pursuant to which the Notes were constituted on the terms and subject to the conditions contained therein and (ii) the notice dated 13 March 2024 from the Issuer to the Noteholders of the ordinary resolution regarding sale of Class F Notes with regard to the Issuer (the "**Ordinary Resolution Notice**").

Capitalised terms used herein and not specifically defined will bear the same meanings given to them in the Trust Deed (including the Conditions).

This notice is given by the Issuer.

Further to the Ordinary Resolution Notice, we hereby notify you that (i) all of the Conditions set out in Condition 2(l) (*Sale of Class F Notes held by the Issuer*) have been satisfied and the Class F Sale occurred on 18 March 2024; and (ii) the Applicable Margin of the Class F Note shall be 8.34% on and following the Class F Sale.

In accordance with Condition 2(l)(C) (*Sale of Class F Notes held by the Issuer*), (i) €8,700,000 of the sale proceeds from the Class F Sale has been deposited in the Principal Account and will be applied in mandatory redemption in part of the Subordinated Notes subject to and in accordance with Condition 7(l) (*Mandatory Redemption in part of Subordinated Notes following sale of Class F Notes held by the Issuer*) and (ii) (b) €8,499,000 of the sale proceeds from the Class F Sale has been deposited in the Interest Account.

This Notice and any non-contractual obligations arising out of or in connection with this Notice will be

governed by and construed in accordance with the laws of England and Wales.

No person has been authorised to give any information, or to make any representation in connection therewith, other than those contained herein. If made or given, such recommendation or any such information or representation must not be relied upon as having been authorised by the Issuer, the Trustee, the Agents, the Collateral Manager or the Placement Agent. The delivery of this Notice at any time does not imply that the information in it is correct as at any time subsequent to its date.

This Notice does not constitute or form part of, and should not be construed as, an offer for sale, exchange or subscription of, or a solicitation of any offer to buy, exchange or subscribe for, any securities of the Issuer or any other entity in any jurisdiction. The distribution of this Notice may nonetheless be restricted by law in certain jurisdictions. Persons into whose possession this Notice comes are required by the Issuer, the Trustee, the Agents, the Collateral Manager and the Placement Agent to inform themselves about, and to observe, any such restrictions. This Notice does not constitute a solicitation in any circumstances in which such solicitation is unlawful. None of the Issuer, the Trustee, the Agents, the Collateral Manager or the Placement Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

## **CONTEGO CLO XII DESIGNATED ACTIVITY COMPANY**

18 March 2024

Enquiries:

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Ireland

Attention: The Directors  
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