

**NOTICE FROM ISSUER TO NOTEHOLDERS REGARDING THE PASSING OF ORDINARY RESOLUTION APPROVING PROPOSED REFINANCING PROCEEDS APPLICATION**

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED (IF THEY ARE LOCATED IN THE UNITED KINGDOM), OR FROM OTHER APPROPRIATELY AUTHORISED INDEPENDENT PROFESSIONAL ADVISERS (IF THEY ARE LOCATED OUTSIDE OF THE UNITED KINGDOM). THIS NOTICE DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OF THE ISSUER.**

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUIRED TO EXPEDITE TRANSMISSION HEREOF TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER. IF BENEFICIAL OWNERS OF THE NOTES ARE IN ANY DOUBT AS TO THE MATTERS REFERRED TO IN THIS NOTICE, THEY SHOULD CONSULT THEIR STOCKBROKER, LAWYER, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER WITHOUT DELAY.**

**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 Notice 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.**

**THIS ANNOUNCEMENT MAY CONTAIN INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AND SUCH REGULATION AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED BY THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019 (AS FURTHER AMENDED, VARIED OR SUBSTITUTED FROM TIME TO TIME AS A MATTER OF UNITED KINGDOM DOMESTIC LAW).**

**OCP EURO CLO 2022-6 DESIGNATED ACTIVITY COMPANY**

*(a designated activity company incorporated under the laws of Ireland with registered number 707617 and having its registered office in Ireland)  
(the "Issuer")*

**€238,000,000 Class A Senior Secured Floating Rate Notes due 2033**

Regulation S ISIN: XS2559000489

Rule 144A ISIN: XS2559001297

**€23,250,000 Class B Senior Secured Floating Rate Notes due 2033**

Regulation S ISIN: XS2559000562

Rule 144A ISIN: XS2559001453

**€17,000,000 Class C Senior Secured Deferrable Floating Rate Notes due 2033**

Regulation S ISIN: XS2559000646

Rule 144A ISIN: XS2559001370  
**€19,250,000 Class D Senior Secured Deferrable Floating Rate Notes due 2033**  
Regulation S ISIN: XS2559000729  
Rule 144A ISIN: XS2559001537  
**€17,500,000 Class E Senior Secured Deferrable Floating Rate Notes due 2033**  
Regulation S ISIN: XS2559000992  
Rule 144A ISIN: XS2559001701  
**€24,000,000 Subordinated Notes due 2033**  
Regulation S ISIN: XS2559001024  
Rule 144A ISIN: XS2559001610  
(the "Notes")

1. Reference is made to:

- (a) the trust deed made between (among others) the Issuer and the BNY Mellon Corporate Trustee Services Limited as trustee (the "**Trustee**") on 10 January 2023 (including the terms and conditions of the Notes set out in Schedule 3 (Conditions of the Notes) thereto (the "**Conditions**")) (the "**Trust Deed**");
- (b) the notice sent from the Issuer to the Noteholders on 5 December 2023 informing them of the passing of an Ordinary Resolution by the Subordinated Noteholders triggering a refinancing in whole of the Rated Notes on 10 January 2024 pursuant to Condition 7(b)(i)(A)(i) (*Optional Redemption in Whole - Subordinated Noteholders/Originator*), subject to the subsequent consent of the holders of the Subordinated Notes (acting by way of Ordinary Resolution) to the terms thereof Refinancing (the "**Proposed Refinancing**"); and
- (c) the notice sent from the Issuer to the Noteholders on 20 December 2023 (the "**20 December 2023 Notice**") whereby, in accordance with paragraph 10 (*Effect and Publication of a Resolution*) of Schedule 5 (*Provisions for Meetings of The Noteholders of Each Class*) to the Trust Deed, the Issuer notified the Noteholders that the Subordinated Noteholders acting by Ordinary Resolution (by way of Written Resolution) had voted to approve the terms of the Proposed Refinancing, including that:
  - (i) payments by the Issuer pursuant to the Proposed Refinancing will be made in accordance with the Post-Acceleration Priority of Payments but, notwithstanding this, any Interest Proceeds or Principal Proceeds due to be distributed on such date to the Subordinated Noteholders pursuant to the Post-Acceleration Priority of Payments shall be distributed to the Subordinated Noteholders as interest at the sole discretion of the Portfolio Manager; and
  - (ii) any such amounts not distributed shall instead be deposited, at the Portfolio Manager's discretion, into the Principal Account for distribution in accordance with Condition 3(1)(i) (*Principal Account*) or into the Interest Account in accordance with Condition 3(1)(ii) (*Interest Account*) (or such other account as determined by the Portfolio Manager,

the "**Original Proposed Refinancing Proceeds Application**".

- 2. Capitalised terms used but not otherwise defined in this Written Resolution shall have the meanings ascribed to them in the Transaction Documents (as defined in the Trust Deed) or the 20 December 2023 Notice (as applicable).
- 3. The Issuer notifies each Noteholder (in accordance with paragraph 10 (*Effect and Publication of a Resolution*) of Schedule 5 (*Provisions for Meetings of The Noteholders of Each Class*) to the Trust Deed that the Subordinated Noteholders have passed an Ordinary Resolution on 3 January 2024 approving that, notwithstanding the Original Proposed Refinancing Proceeds Application stipulated


in the 20 December 2023 Notice, payments by the Issuer pursuant to the Proposed Refinancing will be made in accordance with the Post-Acceleration Priority of Payments however:

- (i) certain Interest Proceeds and/or Principal Proceeds due to be distributed to the Subordinated Noteholders shall instead be paid to Portfolio Manager by way of an incentive fee in an amount equal to €925,000, and
  - (ii) any remaining Interest Proceeds or Principal Proceeds due to be distributed on such date to the Subordinated Noteholders pursuant to the Post-Acceleration Priority of Payments may be distributed to the Subordinated Noteholders as interest at the sole discretion of the Portfolio Manager with any amounts not so paid being deposited into the Principal Account and/or the Interest Account (or any other account in the sole discretion of the Portfolio Manager).
4. This notice and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law.

Yours faithfully

**Signed for and on behalf of**

**OCP EURO CLO 2022-6 DESIGNATED ACTIVITY COMPANY**

By:   
Title Director

Enquiries:

OCP EURO CLO 2022-6 DESIGNATED ACTIVITY COMPANY

Ground Floor

Two Dockland Central

Guild Street

North Dock

Dublin 1, D01 K2C5

Ireland

Email: Ireland@TMF-Group.com