

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.

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 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 ANNOUNCEMENT MAY CONTAIN INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 16 APRIL 2014 ON MARKET ABUSE (AS AMENDED) AND THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019.

PENTA CLO 3 DESIGNATED ACTIVITY COMPANY

*(a designated activity company limited by shares and incorporated under the laws of Ireland with a registered number of 598840 and having its registered office at Ground Floor, Two Dockland Central, Guild Street, North Dock Dublin, Dublin 1 D01 K2C5)
(the "Issuer")*

€4,000,000 Class X-R Senior Secured Floating Rate Notes due 2035
(Regulation S ISIN: XS2440090772 / Rule 144A ISIN: XS2440090855)

€248,000,000 Class A-R Senior Secured Floating Rate Notes due 2035 in the form of CM Voting Notes
(Regulation S ISIN: XS2440088875/ Rule 144A ISIN: XS2440088958)

€248,000,000 Class A-R Senior Secured Floating Rate Notes due 2035 in the form of CM Non-Voting Notes
(Regulation S ISIN: XS2440089097/ Rule 144A ISIN: XS2440089170)

€248,000,000 Class A-R Senior Secured Floating Rate Notes due 2035 in the form of CM Non-Voting Exchangeable Notes
(Regulation S ISIN: XS2440089253/ Rule 144A ISIN: XS2440089337)

€40,000,000 Class B-R Senior Secured Floating Rate Notes due 2035
(Regulation S ISIN: XS2440089410 / Rule 144A ISIN: XS2440089501)

€22,800,000 Class C-R Senior Secured Deferrable Floating Rate Notes due 2035

(Regulation S ISIN: XS2440089840 / Rule 144A ISIN: XS2440089923)

€27,200,000 Class D-R Senior Secured Deferrable Floating Rate Notes due 2035

(Regulation S ISIN: XS2440090004 / Rule 144A ISIN: XS2440090186)

€20,400,000 Class E-R Senior Secured Deferrable Floating Rate Notes due 2035

(Regulation S ISIN: XS2440090269 / Rule 144A ISIN: XS2440090343)

€12,400,000 Class F-R Senior Secured Deferrable Floating Rate Notes due 2035

(Regulation S ISIN: XS2440090426 / Rule 144A ISIN: XS2440090699)

€53,450,000 Subordinated Notes due 2035

(Regulation S ISIN: XS1692082800 / Rule 144A ISIN: XS1692082552)

(the "Notes")

NOTICE OF POTENTIAL REDEMPTION

This notice is released by the Issuer and may contain inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (as amended) and the Market Abuse (Amendment) (EU Exit) Regulations 2019 ("MAR"), encompassing information relating to the Notes described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, including as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended), this notice is made by the Directors of the Issuer.

We refer to the trust deed dated 16 November 2017 as amended and restated on 23 March 2022 and made between the Issuer, U.S. Bank Trustee Limited (as Trustee), U.S. Bank Global Corporate Trust Limited (as Collateral Administrator, Information Agent), U.S. Bank National Association (as Registrar and Transfer Agent), Elavon Financial Services DAC (as Account Bank, Custodian or Principal Paying Agent) and Partners Group (UK) Management Ltd (as Collateral Manager), including the conditions of the Notes set out at Schedule 3 (*Conditions of the Notes*) thereto (the "**Conditions**"), pursuant to which the Notes were constituted (the "**Trust Deed**"). Terms defined in the Trust Deed (including the Conditions) shall have the same meaning when used in this notice unless the context requires otherwise.

The Issuer hereby announces that it has been informed by the Collateral Manager that certain Subordinated Noteholders have contacted the Collateral Manager to assess options available which may, subject to meeting certain required conditions, lead to an optional redemption in whole or in part of the Rated Notes pursuant to Condition 7(b)(i) (*Optional Redemption in Whole – Subordinated Noteholders/Collateral Manager*), Condition 7(b)(ii) (*Optional Redemption in Part – Subordinated Noteholders*) and Condition 7(b)(v) (*Optional Redemption effected in whole or in part through Refinancing*).

If an optional redemption is to proceed, additional notices and documentation will be provided (as required by the Transaction Documents) and the Transaction Documents may be subject to certain amendments depending on any course of action that is ultimately agreed.

For the avoidance of doubt, this notice is not a Redemption Notice for the purposes of the Conditions. This notice does not constitute an offer to sell or the solicitation of an offer to subscribe for or otherwise acquire any securities in any jurisdiction.

This notice and any non-contractual obligations arising out of or in connection with this notice will be governed by and shall be construed in accordance with the laws of England and Wales.

No person has been authorised to give information, or to make any representation in connection therewith, other than as contained herein. 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.

PENTA CLO 3 DESIGNATED ACTIVITY COMPANY

22 August 2024

Enquiries:

Penta CLO 3 Designated Activity Company,
Ground Floor, Two Dockland Central, Guild
Street, North Dock Dublin, Dublin 1 D01
K2C5
Attention: The Directors
Email: IE-Partnersgroup@intertrustgroup.com