

**NOTICE FROM ISSUER TO NOTEHOLDERS REGARDING AMENDED
TRANSACTION DOCUMENTS AND REDEMPTION**

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.

THIS ANNOUNCEMENT MAY CONTAIN INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AND THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UK BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED AND AS FURTHER AMENDED BY THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019

HENLEY CLO VII DAC

(a designated activity company limited by shares incorporated under the laws of Ireland with registered number 705108, having its registered office in Ireland)
(the “**Issuer**”)

€232,000,000 Class A Senior Secured Floating Rate Notes due 2034
(Class A CM Removal and Replacement Voting Notes: Reg S: XS2445870897; Rule 144A: XS2445871192,
Class A CM Removal and Replacement Non-Voting Notes: Reg S: XS2458318461;
Rule 144A: XS2458319196,
Class A CM Removal and Replacement Exchangeable Non-Voting Notes: Reg S:
XS2458318545; Rule 144A: XS2458319519)

€33,900,000 Class B-1 Senior Secured Floating Rate Notes due 2034
(Reg S: XS2445870970; Rule 144A: XS2445871275)

€22,100,000 Class B-2 Senior Secured Fixed Rate Notes due 2034
(Reg S: XS2445871432; Rule 144A: XS2445871358)

€24,000,000 Class C Senior Secured Deferrable Floating Rate Notes due 2034
(Reg S: XS2445871515; Rule 144A: XS2445871788)

€29,000,000 Class D Senior Secured Deferrable Floating Rate Notes due 2034
(Reg S: XS2445871606; Rule 144A: XS2445871861)

€18,800,000 Class E Senior Secured Deferrable Floating Rate Notes due 2034
(Reg S: XS2445872083; Rule 144A: XS2445871945)

€12,200,000 Class F Senior Secured Deferrable Floating Rate Notes due 2034
(Reg S: XS2445872166; Rule 144A: XS2445872323)

€28,500,000 Subordinated Notes due 2034
(Reg S: XS2445872240; Rule 144A: XS2445872596)

of the Issuer presently Outstanding
(the “**Notes**”)

21 August 2024

We refer to (a) the trust deed dated 22 April 2022 (the “**Trust Deed**”) made between, *inter alios*, the Issuer and The Law Debenture Trust Corporation p.l.c. as the trustee, including the conditions of the Notes set out at Schedule 3 (*Conditions of the Notes*) of the Trust Deed (the “**Conditions**”) pursuant to which the Notes were constituted on the terms and subject to the conditions contained therein; and (b) the notice sent by the Issuer to Noteholders dated 2 August 2024 (the “**Notice**”).

Capitalised terms used herein and not specifically defined will bear the same meanings as in the Conditions and the Notice, as the context may require.

The Issuer hereby notifies each Noteholder that:

- 1 pursuant to Condition 7(j) (*Notice of Redemption*), the Class A Notes, the Class B-1 Notes, the Class C Notes, the Class D Notes, the Class E Notes and the Class F Notes have been redeemed in full in accordance with Condition 7(b) (*Optional Redemption*) by way of Refinancing in part; and
- 2 pursuant to Condition 14(c) (*Modification, Waiver and Authorisation*), certain amendments were effected to the Trust Deed and the Collateral Management Agreement in the form available for inspection at the registered office of the Issuer,

in each case on 21 August 2024.

This notice and any non-contractual obligations arising out of it shall be governed by and construed in accordance with English law.

No person has been authorised to give information, or to make any representation in connection therewith, other than contained herein. The delivery of this notice at any time does not imply that the information contained within it is correct as at any time subsequent to its date.

HENLEY CLO VII DAC

Enquiries:

HENLEY CLO VII DAC

Address: 2nd Floor, 1-2 Victoria Buildings
Haddington Road
Dublin 4, Ireland

Attention: The Directors

Email: IESPV@intertrustgroup.com

Facsimile: +353 1 668 8968

Telephone: + 353 1 668 6152