

**NOTICE FROM THE ISSUER TO THE NOTEHOLDERS REGARDING THE PASSING OF AN ORDINARY RESOLUTION OF THE SUBORDINATED NOTEHOLDERS BY WAY OF A WRITTEN RESOLUTION APPROVING THE REFINANCING TERMS**

**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 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.**

**CVC CORDATUS LOAN FUND XXIII DESIGNATED ACTIVITY COMPANY**  
(a designated activity company incorporated under the laws of Ireland with registered number  
702566 and having its registered office in Ireland)  
32 Molesworth Street  
Dublin 2, Ireland  
(the "**Issuer**")

**€2,500,000 Class X Senior Secured Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441239451 / Rule 144A ISIN: XS2441239535)

**€285,000,000 Class A-1 Senior Secured Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441239618 / Rule 144A ISIN: XS2441239709)

**€25,000,000 Class A-2 Senior Secured Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2455336169 / Rule 144A ISIN: XS2455336243)

**€39,500,000 Class B-1 Senior Secured Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441239881 / Rule 144A ISIN: XS2441239964)

**€10,000,000 Class B-2 Senior Secured Fixed Rate Notes due 2036**  
(Regulation S ISIN: XS2441240038 / Rule 144A ISIN: XS2441240111)

**€27,500,000 Class C Senior Secured Deferrable Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441240202 / Rule 144A ISIN: XS2441240384)

**€35,500,000 Class D Senior Secured Deferrable Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441240467 / Rule 144A ISIN: XS2441240541)

**€26,800,000 Class E Senior Secured Deferrable Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441240624 / Rule 144A ISIN: XS2441240897)

**€15,200,000 Class F Senior Secured Deferrable Floating Rate Notes due 2036**  
(Regulation S ISIN: XS2441240970 / Rule 144A ISIN: XS2441241192)

**€35,100,000 Subordinated Notes due 2036**  
(Regulation S ISIN: XS2441241275 / Rule 144A ISIN: XS2441241358)

(together, the "**Notes**")

- (a) We refer to the trust deed dated 27 April 2022 (as may be amended, restated, modified and/or supplemented from time to time) (the "**Trust Deed**") made between the Issuer, Deutsche Trustee Company Limited (as "**Trustee**"), Deutsche Bank AG, London Branch (as "**Collateral Administrator**", "**Principal Paying Agent**" and "**Calculation Agent**"), Deutsche Bank Luxembourg S.A. (as "**Registrar**" and "**Transfer Agent**"), Deutsche Bank Trust Company Americas (as "**Information Agent**"), HSBC Bank PLC (as "**Account Bank**" and "**Custodian**") and CVC Credit Partners Investment Management Limited (as "**Collateral Manager**") constituting the Notes and to the notice given by the Issuer to the Noteholders dated 2 August 2024 and 9 August 2024 (the "**Notices**").
- (b) Capitalised terms used herein and not specifically defined will bear the same meanings as in the Trust Deed (and the Conditions therein) and the Notices.
- (c) The Issuer hereby notifies each Noteholder, in accordance with paragraph 11 (*Effect and Publication of a Resolution*) of Schedule 5 (*Provisions for Meetings of the Noteholders of each Class*) of the Trust Deed, that the Subordinated Noteholders have passed an Ordinary

Resolution on 16 August 2024 by way of Written Resolution (the "**Ordinary Resolution**") approving, among other things, the terms of the proposed Refinancing (the "**Proposed Refinancing**") of the Class B-1 Notes, the Class C Notes, the Class D Notes and the Class E Notes pursuant to Condition 7(b)(ii) (*Optional Redemption in Part – Refinancing of a Class or Classes of Notes in whole by Subordinated Noteholders*) to be effected on 19 August 2024, including any amendments, modifications and/or supplements to the Trust Deed and the other Transaction Documents, in each case, as described in the final offering circular of the Issuer dated 16 August 2024 and the deed of amendment and supplement to be entered into the Issue Date between, among others, the Issuer and the Trustee amending and supplementing the Trust Deed and the other Transaction Documents, as applicable.

- (d) Each of Clauses 26 (*Limited Recourse and Non-petition*) and 29 (*Governing Law and Jurisdiction*) of the Trust Deed are incorporated in this notice as if set out in full herein.
- (e) No person has been authorised to give information, or to make any representation in connection with this notice, 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.
- (f) 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 Collateral Administrator, the Collateral Manager and the Principal Paying 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 Collateral Administrator or the Principal Paying 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.

**CVC CORDATUS LOAN FUND XXIII DESIGNATED ACTIVITY COMPANY**

16 August 2024

**Enquiries:**

**CVC CORDATUS LOAN FUND XXIII DESIGNATED ACTIVITY COMPANY**

32 Molesworth Street  
Dublin 2, Ireland

Attention: The Directors  
Facsimile: +353 1 697 3300  
Email: [mfddublin@maples.com](mailto:mfddublin@maples.com)