

ROCKFORD TOWER CLO 2021-3, LTD.
c/o Walkers Fiduciary Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

September 13, 2024

Re: Written Notice regarding Contemplated Refinancing of Notes

NOTE: 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 REQUESTED TO EXPEDITE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.

To the Holders of Notes¹ described below:

Class of Notes	Rule 144A	Regulation S	Certificated
	CUSIP	CUSIP	CUSIP
Class A-1 Notes	77341N AA3	G76125 AA4	77341N AB1
Class A-2 Notes	77341N AC9	G76125 AB2	77341N AD7
Class B Notes	77341N AE5	G76125 AC0	77341N AF2
Class C Notes	77341N AG0	G76125 AD8	77341N AH8
Class D Notes	77341N AJ4	G76125 AE6	77341N AK1
Class E Notes	77341P AA8	G76128 AA8	77341P AB6
Subordinated Notes	77341P AC4	G76128 AB6	77341P AD2

Reference is made to the Indenture, dated as of October 27, 2021 (as amended, supplemented or modified from time to time, the “Indenture”), among Rockford Tower CLO 2021-3, Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the “Issuer”), Rockford Tower CLO 2021-3, LLC, a Delaware limited liability company (the “Co-Issuer,” and together with the Issuer, the “Co-Issuers”), and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee (in such capacity, the “Trustee”). Capitalized terms used but not defined herein shall have the meanings specified in the Indenture.

¹ No representation is made as to the correctness of the CUSIP numbers either as printed on the Notes or as contained in this notice. Such numbers are included solely for the convenience of the Holders.

This notice is to inform all Holders of Notes issued by the Co-Issuers or the Issuer, as applicable, that the Collateral Manager and/or certain Holders or beneficial owners of Subordinated Notes have entered into discussions with respect to the potential Refinancing of either all or only certain Classes of Notes (such proposed transaction, the “Refinancing”). If directed by the Collateral Manager (if RTCM or one of its affiliates is the Collateral Manager and with the consent of a Majority of the Subordinated Notes) or a Majority of the Subordinated Notes to effect the Refinancing, such Refinancing will be effected in accordance with, and subject to, the terms and conditions specified in the Indenture. In connection therewith, a notice of Refinancing is required by the terms of the Indenture to be delivered to each Holder of Notes to be refinanced with information pertaining thereto specified in the Indenture. **This notice is being provided to the Holders of Notes to alert them of the proposed Refinancing but does not constitute the notice of Refinancing referred to in the Indenture.**

Upon delivery of a notice of Refinancing to the Holders pursuant to the Indenture, the Issuer reserves the right to: (i) notify the Holders that any such notice of Refinancing has been withdrawn in accordance with and subject to the terms of the Indenture and (ii) provide further directions to the Trustee regarding the manner in which the Notes are to be refinanced.

By this Issuer Order, the Issuer hereby directs the Trustee to (i) deliver this notice to the Holders of the Notes and (ii) post this notice on the Trustee’s applicable website, in each case, in the name and at the expense of the Co-Issuers.

[Signature Page Follows]

ROCKFORD TOWER CLO 2021-3, LTD.

By:  _____
Name: Dianne Farjallah
Title: Director