

**Taurus 2021-2 SP DAC (the "Issuer")**  
**28 August 2024**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT OR THE CONSENT SOLICITATION MEMORANDUM (AS DEFINED BELOW)**

**TAURUS 2021-2 SP DAC**

*(incorporated as a designated activity company limited by shares in Ireland with registered number 688067)*

(the "**Issuer**")

€71,700,000 Class A Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306986279)  
(the "**Class A Notes**")

€9,400,000 Class B Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306987590)  
(the "**Class B Notes**")

€8,000,000 Class C Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306987756)  
(the "**Class C Notes**")

€20,500,000 Class D Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306987830)  
(the "**Class D Notes**")

€23,292,000 Class E Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306987913)  
(the "**Class E Notes**")

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

€100,000 Class X Commercial Mortgage Backed Notes due 2031 (ISIN: XS2306988994)  
(the "**Class X Notes**")

*London, United Kingdom (28 August 2024)* – The Issuer announces today an invitation (such invitation, the "**Consent Solicitation**") to eligible holders of its outstanding Notes to consent to certain amendments to and waivers in respect of the Senior Facilities Agreement and the Mezzanine Facility Agreement (and consequential or related amendments to the Master Definitions Schedule, the Servicing Agreement, the Cash Management Agreement and the Note Trust Deed (including the Conditions) (the "**Restructuring**"), all as proposed by the Issuer at the request of the Sponsor for approval by extraordinary resolutions of each class of Noteholders (the "**Extraordinary Resolutions**"), and all as further described in the Consent Solicitation Memorandum dated 28 August 2024 (the "**Consent Solicitation Memorandum**").

This announcement does not contain the full terms and conditions of the Consent Solicitation, which are contained in the Consent Solicitation Memorandum, which is available to Eligible Noteholders (each as defined below) from the Information and Tabulation Agent (including on its website via the following link: <https://clients.dfkingltd.com/taurus/>).

Unless otherwise indicated, capitalised terms used but not otherwise defined in this announcement have the meanings given in the Consent Solicitation Memorandum.

## **Notice of Meetings in respect of the Notes and Certificates**

A notice (the "**Notice**") convening meetings of the holders of each Class of Notes (excluding the Class X Notes) (the "**Noteholders**") (each, a "**Meeting**" and together, the "**Meetings**"), each to be held via teleconference on 12 September 2024, has been given to the Noteholders in accordance with the Conditions on the date of this announcement, including by way of release through the regulatory news service of Euronext Dublin.

The Meetings will be held via teleconference using a platform hosted by the chairman of each Meeting to allow attendees to participate electronically. Details for accessing the Meetings will be made available to proxies who have been duly appointed under a block voting instruction and to holders of Voting Certificates, in each case issued in accordance with the procedures set out in the Consent Solicitation Memorandum. Any Noteholders who indicate to the Information and Tabulation Agent (the contact details for which are set out below) that they wish to participate electronically in, or otherwise be represented on, the teleconference for any Meeting (rather than being represented by the Information and Tabulation Agent) will be provided with further details about attending the relevant Meeting.

## **Eligible Noteholders**

The Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation are only for distribution or to be made available to persons who are (i) located and resident outside the United States and not U.S. persons or acting for the account or benefit of a U.S. person (in each case, as such term is defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "**Securities Act**")) (ii) not a retail investor; where "**retail investor**" means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "**MiFID II**"), (b) a customer within the meaning of Directive 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II, (c) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of assimilated law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended, including by the Retained EU Law (Revocation and Reform) Act 2023, the "**EUWA**"), or (d) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA which were relied on immediately before exit day to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of assimilated law in the United Kingdom by virtue of the EUWA and (iii) otherwise persons to whom the Consent Solicitation can be lawfully made and that may lawfully participate in the Consent Solicitation (all such persons, "**Eligible Noteholders**").

## **Timetable**

Set out below is an indicative timetable showing one possible outcome for the timing of the Consent Solicitation. The Meeting of the Class A Noteholders will begin at the time indicated below. Each other Meeting will begin promptly after the conclusion of the preceding Meeting, and, in any case, no earlier than the time indicated below.

<b>Date/Time</b> <i>(all times are London time)</i>	<b>Action</b>
<b>28 August 2024</b>	<p>Notice of the Meetings to be delivered to the Clearing Systems.</p> <p>Release of Notice through the regulatory news service of Euronext Dublin.</p> <p>Copies of the Consent Solicitation Memorandum and the Noteholder Information (as defined in the Notice) to be available from the Information and Tabulation Agent (including on the website of the Information and Tabulation Agent <a href="https://clients.dfkingltd.com/taurus/">https://clients.dfkingltd.com/taurus/</a>).</p> <p>From this date, Noteholders may arrange for Notes in their accounts with Clearstream, Luxembourg and/or Euroclear to be blocked in such accounts and held to the order and under the control of the Principal Paying Agent in order to give valid Consent Instructions or Ineligible Holder Instructions to the Information and Tabulation Agent or to make other arrangements to attend or be represented (via teleconference) at the relevant Meeting.</p>
<b>4.00 p.m. on 6 September 2024</b>	Consent Fee Payment Deadline
<b>4.00 p.m. on 10 September 2024</b>	<p>Expiration Deadline</p> <p>Final deadline for receipt by the Information and Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions, in accordance with the procedures of Clearstream, Luxembourg and/or Euroclear, to be represented at any Meeting.</p> <p>This will also be the final time by which Noteholders must have given notice to the Information and Tabulation Agent (via the relevant Clearing Systems) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them, and the deadline for making any other arrangements to attend or be represented (via teleconference) at any Meeting.</p>
<b>10.00 a.m. on 12 September 2024</b>	Noteholders' Meeting in respect of the Class A Notes held via teleconference.
<b>10.15 a.m. on 12 September 2024</b>	Noteholders' Meeting in respect of the Class B Notes held via teleconference.

<b>10.30 a.m. on 12 September 2024</b>	Noteholders' Meeting in respect of the Class C Notes held via teleconference.
<b>10.45 a.m. on 12 September 2024</b>	Noteholders' Meeting in respect of the Class D Notes held via teleconference.
<b>11:00 a.m. on 12 September 2024</b>	Noteholders' Meeting in respect of the Class E Notes held via teleconference.

**If the Extraordinary Resolutions are passed at each Meeting:**

**As soon as reasonably practicable after the Meetings** Announcement of the results of each Meeting and, if the Extraordinary Resolutions are passed, satisfaction (or not) of the Eligibility Condition.

Delivery of notice of such results to Euroclear and Clearstream, Luxembourg for communication to their account holders and an announcement released on the regulatory news service of Euronext Dublin.

**After the Meetings** Restructuring Effective Time.

If the Extraordinary Resolutions are passed at each initial Meeting and the Eligibility Condition is satisfied, the terms set out in the Restructuring Agreement, the Amendment Deed and the Supplemental Note Trust Deed described in the Consent Solicitation Memorandum will be implemented with effect from the date (the "**Restructuring Effective Time**") on which the Restructuring Agreement, Supplemental Note Trust Deed and the Amendment Deed have been executed, all conditions precedent to the Proposed Amendments becoming effective are satisfied (currently expected to be on or around 13 September 2024).

*The above dates and times will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the Issuer acting on the instructions of the Sponsor acting in its sole discretion (where applicable) to extend, waive any condition (other than the Consent Conditions) of, amend and/or terminate, the Consent Solicitation (other than the terms of the Extraordinary Resolutions) as described in the Consent Solicitation Memorandum and the passing of the Extraordinary Resolutions at the initial Meetings. Accordingly, the actual timetable may differ significantly from the timetable above.*

***Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes when such intermediary would need to receive instructions from a Noteholder in order for such Noteholder to participate in, or to validly revoke their instruction to participate in, the Consent Solicitation by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the***

*submission and revocation of Consent Instructions will be earlier than the relevant deadlines specified above.*

**If a quorum is not achieved at any Meeting, or the quorum is achieved and the Extraordinary Resolutions are passed but the Eligibility Condition is not satisfied, the relevant Meeting shall be adjourned. The adjourned Meeting will be held at a date as will be notified to the Noteholders in the notice of the adjourned Meeting in accordance with the terms of the Note Trust Deed, such notice to be given at least seven days (exclusive of the day on which the notice is given and of the day on which the Meeting is to be resumed) prior to the proposed adjourned Meeting.**

Fees may be paid by the Sponsor to Eligible Noteholders voting in favour of each Extraordinary Resolution as described further in the Consent Solicitation Memorandum.

Further information relating to the proposed Restructuring can be obtained from the Sponsor (through its financial advisor):

## **THE SPONSOR**

### **C/O Brookland Partners LLP**

Brock House  
19 Langham St  
London W1W 6BP

Contact: Nassar Hussain

Tel: + 20 3540 9860

[Email: nassar.hussain@brookland.com](mailto:nassar.hussain@brookland.com)

Contact: Georghios Anker Parson

Tel: +44 20 3540 9865

[Email: georghios.parson@brookland.com](mailto:georghios.parson@brookland.com)

Requests for documentation and information in relation to the procedures for delivering Consent Instructions should be directed to:

## **THE INFORMATION AND TABULATION AGENT**

### **D.F King Ltd.**

65 Gresham Street, London, EC2V 7NQ

Attention: Debt Team

Tel: +44 (0) 207 920 9700

Email: [Taurus@dfkingltd.com](mailto:Taurus@dfkingltd.com)

Consent Website: <https://clients.dfkingltd.com/taurus/>

The Legal Entity Identifier (LEI) of the Issuer is 635400R3A5HLCBMGOY28

**DISCLAIMER:** This announcement must be read in conjunction with the Consent Solicitation Memorandum. This announcement and the Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Extraordinary Resolutions, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Consent Solicitation or otherwise participate at any of the Meetings (including any adjourned Meeting, if applicable) at which the Extraordinary Resolutions are to be considered.

In accordance with normal practice, none of the Issuer, the Note Trustee, the Information and Tabulation Agent, the Registrar and the Principal Paying Agent for the Notes has been involved

in the formulation of the Consent Solicitation or the Extraordinary Resolutions. Each of the Issuer, the Note Trustee, the Information and Tabulation Agent, the Registrar and the Principal Paying Agent expresses no opinion on, and make no representations as to the merits of, the Consent Solicitation or the Extraordinary Resolutions.

**Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell securities in the United States or any other jurisdiction. The Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and the Notes may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.**

**UK MiFIR professionals/ECPs-only / No EEA or UK PRIIPs KID – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No EEA or UK PRIIPs key information document (KID) has been prepared.**

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.