

**NOTICE FROM THE ISSUER TO THE NOTEHOLDERS UPON PASSING OF AN
ORDINARY RESOLUTION**

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED (IF THEY ARE LOCATED IN THE UNITED KINGDOM), OR FROM OTHER APPROPRIATELY AUTHORISED INDEPENDENT PROFESSIONAL ADVISERS (IF THEY ARE LOCATED OUTSIDE OF THE UNITED KINGDOM).

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.

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.

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 CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AND ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.

BAIN CAPITAL EURO CLO 2022-1 DESIGNATED ACTIVITY COMPANY
*(a designated activity company limited by shares incorporated under the laws of Ireland,
under company number 700382)*
(the **Issuer**)

€253,150,000 Class A Senior Secured Floating Rate Notes due 2034
(Regulation S ISIN: XS2466396988; Rule 144A ISIN: XS2466397879)
€43,580,000 Class B Senior Secured Floating Rate Notes due 2034
(Regulation S ISIN: XS2466397010; Rule 144A ISIN: XS2466398091)
€24,900,000 Class C Senior Secured Deferrable Floating Rate Notes due 2034
(Regulation S ISIN: XS2466397101; Rule 144A ISIN: XS2466398331)
€28,800,000 Class D Senior Secured Deferrable Floating Rate Notes due 2034
(Regulation S ISIN: XS2466397283; Rule 144A ISIN: XS2466398174)
€22,300,000 Class E Senior Secured Deferrable Floating Rate Notes due 2034
(Regulation S ISIN: XS2466397366; Rule 144A ISIN: XS2466398257)
€9,290,000 Class F Senior Secured Deferrable Floating Rate Notes due 2034
(Regulation S ISIN: XS2466397796; Rule 144A ISIN: XS2466398687)
€33,200,000 Class M-1 Subordinated Notes due 2034
(Regulation S ISIN: XS2466397440; Rule 144A ISIN: XS2466398414)
€500,000 Class M-2 Notes due 2034
(Regulation S ISIN: XS2466397523; Rule 144A ISIN: XS2466398505)

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

This announcement is released by the Issuer and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”) and Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MAR**”), encompassing information relating to the Notes described above. For the purposes of MAR, UK 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), this announcement is made by the Directors of the Issuer.

Capitalised terms used and not otherwise defined in this notice shall have the meanings given thereto in the trust deed dated 12 May 2022 (as amended, restated and/or supplemented from time to time) (the “**Trust Deed**”) entered into between, *inter alios*, the Issuer, Bain Capital Credit U.S. CLO Manager, LLC, Series C as the Collateral Manager and BNY Mellon Corporate Trustee Services Limited as Trustee.

We hereby notify each Noteholder that the Class M-1 Subordinated Noteholders acting by Ordinary Resolution have exercised their right pursuant to and in accordance with Condition 7(b)(i)(A) (*Optional Redemption in Whole – Subordinated Noteholders/Retention Holder*) to require the Issuer to redeem the Rated Notes in whole at the applicable Redemption Prices from Refinancing Proceeds.

Pursuant to Condition 7(b)(iv)(A) (*Terms and Conditions of an Optional Redemption in Connection with Any Optional Redemption*), we hereby notify the Noteholders that (i) subject to satisfaction of the conditions precedent and other provisions set out in Condition 7(b)

(*Optional Redemption*), we will redeem all Rated Notes in whole at a price of 100 per cent of the Principal Amount Outstanding thereof plus accrued and unpaid interest (including, if applicable, Deferred Interest thereon and subject to the right of holders of 100 per cent. of the aggregate Principal Amount Outstanding of any Class of Rated Notes to elect to receive less than 100 per cent. of the Redemption Price that would otherwise be payable to the holders of such Class of Rated Notes in accordance with Condition 7(b)(iv)(B)) on a Redemption Date no earlier than 28 August 2024 and no later than 17 September 2024 (the “**Redemption Date**”), (ii) the Collateral Manager (in consultation with Jefferies International Limited) will determine the final Redemption Date (the “**Final Redemption Date**”) and (iii) the Issuer shall notify the Noteholders of the Final Redemption Date.

The Issuer hereby confirms that it shall forthwith upon the Final Redemption Date being determined, notify the Noteholders of the same.

No person has been authorised to give information, or to make any representation in connection therewith, other than contained herein. If made or given, such recommendation or any such information or representation must not be relied upon as having been authorised by the Issuer, the Trustee, the Collateral Administrator, the Collateral Manager, the Registrar, the Transfer Agent or the Principal Paying Agent. 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.

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, the Registrar, the Transfer Agent 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, the Collateral Manager, the Registrar, the Transfer Agent 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.

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

29 JULY 2024

BAIN CAPITAL EURO CLO 2022-1 DESIGNATED ACTIVITY COMPANY