

**NOTICE FROM THE ISSUER TO THE DEBT HOLDERS AND THE RATING AGENCIES
REGARDING THE ORDINARY RESOLUTION**

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT AS TO THE MATTERS REFERRED TO IN THIS NOTICE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT 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 (IF YOU ARE RESIDENT OUTSIDE THE UNITED KINGDOM).

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE DEBT. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUIRED TO EXPEDITE PRE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE DEBT IN A TIMELY MANNER. IF BENEFICIAL OWNERS OF THE DEBT 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 is addressed only to holders of the Debt (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 the Debt 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 DEBT 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 SUCH REGULATION AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED BY THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019 (AS FURTHER AMENDED, VARIED OR SUBSTITUTED FROM TIME TO TIME AS A MATTER OF UK LAW).

To: Debt Holders of each Class of Debt (as defined below)

And to: S&P Global Ratings Europe Limited (a “**Rating Agency**”)
25 Ropemaker Street
London EC2Y 9LY
United Kingdom

Attention: EMEA Structured Credit
Email: CDOeuropeansurveillance@standardandpoors.com

And to: Fitch Ratings Limited (a “**Rating Agency**”)
30 North Colonnade
Canary Wharf
London
E14 5GN

Attention: CDO Surveillance
Email: london.cdosurveillance@fitchratings.com

Copy: Partners Group (UK) Management Ltd (the “**Collateral Manager**”)
110 Bishopsgate
London EC2N 4AY
United Kingdom

Copy: BNY Mellon Corporate Trustee Services Limited (as “**Trustee**”)
160, Queen Victoria Street
London EC4V 4LA
United Kingdom

Attention: Trustee Administration Manager - Penta 14 CLO DAC
Email: CTCClientServicesEMEA1@bnymellon.com

10 September 2024

PENTA CLO 14 DESIGNATED ACTIVITY COMPANY

(a designated activity company limited by shares and incorporated under the laws of Ireland with a registered number of 717631 and having its registered office at 1-2 Victoria Buildings, Haddington Road, Dublin 4, Ireland)
(the “**Issuer**”)

€147,250,000 Class A Senior Secured Floating Rate Notes due 2036

Regulation S ISIN: XS2580301336

Rule 144A ISIN: XS2580301419

€34,650,000 Class B Senior Secured Floating Rate Notes due 2036

Regulation S ISIN: XS2580301500

Rule 144A ISIN: XS2580301682

€20,620,000 Class C Senior Secured Deferrable Floating Rate Notes due 2036

Regulation S ISIN: XS2580301765

Rule 144A ISIN: XS2580301849

€21,450,000 Class D Senior Secured Deferrable Floating Rate Notes due 2036

Regulation S ISIN: XS2580301922

Rule 144A ISIN: XS2580302060

€16,500,000 Class E Senior Secured Deferrable Floating Rate Notes due 2036

Regulation S ISIN: XS2580302144

Rule 144A ISIN: XS2580302227

€8,300,000 Class F Senior Secured Deferrable Floating Rate Notes due 2036

Regulation S ISIN: XS2580302490

Rule 144A ISIN: XS2580302573

€32,900,000 Subordinated Notes due 2036

Regulation S ISIN: XS2580302656

Rule 144A ISIN: XS2580302813

(the “Notes”)

€49,100,000 Class A Senior Secured Floating Rate Loan due 2036

(the “Class A Loan”, together with the Notes, the “Debt”)

- (a) We refer to the trust deed dated 8 March 2023 (the “**Trust Deed**”) made between, *inter alios*, Penta CLO 14 DAC (as “**Issuer**”), BNY Mellon Corporate Trustee Services Limited (as “**Trustee**”) and Partners Group (UK) Management Ltd (as “**Collateral Manager**”), including the Conditions of the Debt set out at Schedule 3 (*Conditions of the Debt*) of the Trust Deed (the “**Conditions**”) pursuant to which the Notes were constituted on the terms and subject to the conditions contained therein. The Class A Loan was issued pursuant to the Class A Loan Agreement. The Debt was secured by the Trust Deed.
- (b) Capitalised terms used herein and not specifically defined will bear the same meanings as in the Trust Deed (and the Conditions therein).
- (c) Pursuant to Paragraph 10 (*Effect and Publication of a Resolution*) of the Schedule 5 (*Provisions for Meetings of the Debt Holders of each Class*) to the Trust Deed, the Issuer hereby notifies each Debt Holder and each Rating Agency that, on or prior to the date hereof, the Trustee has received, in respect of the Subordinated Notes, one or more signed Written Resolutions (together with satisfactory evidence of holding) from the Noteholders of a total of more than 50 per cent. of the aggregate Principal Amount Outstanding of the Subordinated Notes respectively approving certain amendments to the Transaction Documents and approving the terms of the Refinancing.
- (d) Each of clause 28 (*Limited Recourse and Non-Petition*) and clause 31 (*Governing Law and Jurisdiction*) of the Trust Deed are incorporated in this notice as if set out in full herein with references to “this Trust Deed” replaced with references to “this notice”.
- (e) 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.

Yours faithfully

SIGNED for and on behalf of **PENTA CLO 14 DESIGNATED ACTIVITY COMPANY**
as Issuer

By: 

Name: Brian Groves

Title: Director