

MARKET ABUSE REGULATION ANNOUNCEMENT

Audacia Capital Ireland plc (the “**Issuer**”)

Series 4 Up to GBP 25,000,000 Nao Group Asset-Backed 8.25% Fixed Income Bond 2018 (ISIN: IE00BDVPP762) (“**Series 4**”)

Series 8 Up to USD 25,000,000 Nao Group Asset-Backed 8.25% Fixed Income Bond 2019 (USD) due 31st December 2023 (ISIN: IE00BK0VFM99) (“**Series 8**”)

Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the “**Market Abuse Regulation**”) requires disclosure of inside information relating to the Issuer and the Notes. This announcement contains inside information as defined in Article 7 of the Market Abuse Regulation and is disclosed in accordance with the Issuer’s obligations under Article 17 of the Market Abuse Regulation.

Capitalised terms used but not otherwise defined in this notice shall have the meanings ascribed to them in the Listing Particulars dated 29 July 2019 as supplemented.

Series 4 and Series 8 Default

Further to the Issuer’s announcement dated 8 June 2021, the Collateral Obligor for both of the Series named above is, as of 30 June 2022, in arrears with its payments under the Securitization Bonds in an amount of **GBP 555,447** (*Series 4*) and **USD 254,751** (*Series 8*), together with other sums owing to the Issuer by way of fees. The amount of principal outstanding is, as of 30 June 2021, **GBP 4,054,300** (*Series 4*) and **USD 1,860,800** (*Series 8*). Despite reasonable expectations to the contrary, payments by the Collateral Obligor to the Issuer have not been resumed after almost 18 months in arrears. The Issuer has sought information, without reply, as to when payments may be resumed.

In any event, the Issuer in consultation with the Note Trustee considers such matters to materially adverse to the interests of the Noteholders and that, in all probability, the Collateral Obligor is incapable of a full remedy on or prior to the Final Maturity Date for either Series. Accordingly, with effect from the date of this communication, both Series 4 and Series 8 shall be deemed to be in Default (as defined) and trading shall be suspended until further notice.

Undisclosed change of ownership of the Collateral Obligor

The Issuer has received information from the Collateral Obligor that the Collateral Obligor’s ultimate beneficial ownership has changed without the Issuer’s prior written consent, a further breach of its legal obligations. The Issuer has sought, and continues to seek, to ascertain the details of the ultimate beneficial owner of the Collateral Obligor and any relevant sources of funds for the Collateral Obligor’s future activities. Information requested by the Issuer has not to date been forthcoming which comprises a breach of warranty, breach of undertaking and a material breach of the Securitization Bonds for the Series.

The Issuer considers that the terms of the arrangements between the Collateral Obligor (as borrower) and the Issuer (as lender) and the terms of the Series are now defaulted by the Collateral Obligor.

Updating of information relating to the Collateral Obligor

The following information set out in the Listing Particulars dated 29 July 2019 as amended, and the related Pricing Supplements for the Series, is apparently no longer correct:

“**MAJOR SHAREHOLDERS** *Mr Panayiotis Lawrence*”

“DIRECTORS

Mr Panayiotis Lawrence”

In its place, we understand that the following information may be substituted for the pre-existing text unless and until further information is obtained with regard to the Collateral Obligor:

“SHAREHOLDERS

Nao Group DMCC, a company registered in the Dubai Multi Commodities Centre, United Arab Emirates, with its address at Unit No: 506, Fortune Tower, Plot No: JLT-PH1-C1A, Jumeirah Lakes Towers, Dubai, UAE. Nao Group DMCC was and is apparently wholly-owned by Workspace Commerce Limited, a company registered in the Ras Al Khaimah Business Centre, United Arab Emirates, with its address at Charterhouse Lombard Limited, 19th Floor, Crowne Plaza Commercial Tower, PO Box 62425, Dubai, United Arab Emirates. Workspace Commerce Limited was formerly wholly-owned and controlled by Mr Panayiotis Lawrence and is now apparently wholly-owned by Ms Pauline Naomi Vanessa Stravens. Ms Stravens is a Seychelles national whose correspondence address shall be the registered address of that company.

The ultimate beneficial owner of the Collateral Obligor, which has apparently nominated Ms Stravens as the shareholder and director named above, is said to be a Chinese investment group named Dragons Gate, for which the Issuer has requested standard ownership information that not yet been provided. Further information shall follow as and when such information is reliably obtained.”

“DIRECTORS

Ms Pauline Naomi Vanessa Stravens, a Seychelles national whose correspondence address shall be the registered office of the sole shareholder of the shareholder of the Collateral Obligor, as set out above.”

The Issuer continues to seek to ascertain the nature of the true beneficial owner of the Collateral Obligor and its sources of funds for its ongoing operations.

Series 4 and Series 8 closed to subscription and trading

It is noted that Series 4 and Series 8 are already closed to further subscription. Both Series are also suspended from trading until further notice.

Legal proceedings to recover Collateral and liquidate the Series

Pursuant to the terms of the loan arrangements between the Issuer and the Collateral Obligor, Nao People Limited, the Issuer has notified Nao People Limited that an “Event of Default” has occurred as defined in such arrangements and the Issuer now contemplates enforcement proceedings for such of the Collateral as may reasonably be recovered.

Further announcements shall be made in this respect in due course.

IMPORTANT NOTICE

These materials are not intended to and do not constitute investment advice. These materials do not constitute or form any part of and should not be constructed as an offer or commitment to sell or issue, a solicitation, recommendation, commitment or invitation to subscribe for, underwrite or otherwise acquire, and should not be construed as an advertisement for, any securities of the Issuer or any member of its group in any jurisdiction or an inducement to enter into investment activity in any jurisdiction.

CONTACT

For additional information, please contact the Directors of Audacia Capital (Ireland) plc at 31-32 Leeson Street Lower, Dublin 2, Ireland.

Date of this disclosure: 9 August 2022