

SERIES 8 NOTEHOLDER MEETING

NOTICE AND REQUEST FOR NOTEHOLDER DIRECTION

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

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

For further information, please refer to the announcement of the Issuer dated 22 March 2024 addressed to Noteholders in respect of Series 8 (the “**March Announcement**”).

Capitalised terms used but not otherwise defined in this notice shall have the meanings ascribed to them in the Listing Particulars dated 1 December 2021, as supplemented.

1. NOTICE OF NOTEHOLDERS MEETING ON 27 MAY 2024

- 1.1 Following the Issuer’s Announcement dated 22 March 2024, **NOTICE is hereby given that the meeting convened on 15 April 2024 has been adjourned and will be reconvened at the registered office of the Issuer at 2pm (Irish Time) on Monday, 27 May 2024 (the “Adjourned Meeting”).**

2. UPDATE ON ADMINISTRATIVE RECEIVERSHIP PROCEEDINGS

- 2.1 Shortly prior to the 15 April 2024, the joint administrative receivers of the Collateral Obligor provided an update on the position of the administrative receivership of the Collateral Obligor, which is dependent on the receiverships of the two subsidiaries of the Collateral Obligor.
- 2.2 It follows that the receiverships of the subsidiaries are highly unlikely to return any surplus to the Collateral Obligor, and therefore the administrative receivership proceedings over the Collateral Obligor are unlikely to return any proceeds to the Company as the secured creditor of the Collateral Obligor. The joint administrative receivers have informed the Issuer in writing that, having no credible prospect of recovery of any material funds, they intend to cease to act and terminate the administrative receivership.
- 2.3 The business of the Adjourned Meeting relates to the assumption by Noteholders of the Issuer’s contractual debt against the Collateral Obligor, at a point when an administrative receivership has completed having failed to make any material recovery.

3. NOTEHOLDER MEETING ADJOURNMENT

- 3.1 In any event, the necessary quorum was not met for the approval of the noteholder direction at the meeting held on 15 April 2024. Furthermore, no other direction was proposed by Noteholders and the Issuer did not receive any request from a Series 8 Noteholder wishing to take over the Issuer’s position vis-à-vis the administrative receivership of the Collateral Obligor and generally as its creditor in full and final settlement of the Issuer’s obligations to the relevant Series 8 Noteholders.
- 3.2 As a result, the Issuer and the Trustee have agreed to adjourn the meeting until **Monday, 27 May 2024**. The Issuer hereby requests the approval and instruction by the Series 8 Noteholders of the Noteholder Direction by means of the following Extraordinary Resolution:
- 3.2.1 that the Series 8 Notes be redeemed by way of assignment of a pro rata share of the Securitisation Bonds calculated by the Calculation Agent to the

Series 8 Noteholders in full and final settlement of the Issuer's obligations to the Series 8 Noteholders in respect of the Series 8 Notes; and

- 3.2.2 that the Trustee be and is directed, empowered, authorised, instructed and requested to concur in all such documents and to do all acts and things (including, but not limited to, the provision of confirmations, waivers and consents) as may be necessary or expedient to carry out and give effect to this Extraordinary Resolution.
- 3.3 Following the issue of the above Noteholder Direction, in accordance with Condition 4.3 of the Note Terms, the Issuer will redeem all Series 8 Notes and assign to the Series 8 Noteholders a pro rata share of the Securitisation Bonds held by the Issuer in full and final settlement of the Series 8 Notes.
- 3.4 For the purposes of the Adjourned Meeting, the necessary quorum for passing of the Extraordinary Resolution will be one or more persons present holding or representing by proxy not less than **25%** of the nominal amount of all Notes for the time being outstanding. An Extraordinary Resolution passed at the Meeting will be binding on all Series 8 Noteholders, whether or not they are present at the meeting.

4. NOTEHOLDER DIRECTION – ACTION TO BE TAKEN BY NOTEHOLDERS

- 4.1 The Noteholders wishing to approve the Noteholder Direction should do so by attending the Adjourned Meeting in person or by proxy and may propose any other direction that they wish, for consideration by the Issuer and which the Trustee shall act upon, subject to the terms of its appointment. **Where a Noteholder has already returned a proxy in respect of the 15 April 2024 meeting, they need not re-submitted a proxy in respect of the Adjourned Meeting.**
- 4.2 Those wishing to attend by proxy should complete the proxy form attached as the Schedule A to this announcement, which (among other matters) sets out the name of the proxy or, in default of any other appointment, Mr Matthew Tracey in his capacity as a director of the Trustee. Noteholders may direct the proxy to vote for or against any of the directions set out – a vote for or against one direction does not prevent a vote for or against or abstaining from voting on any other direction and there is a freeform section to include any further direction to the Issuer that the Noteholders may consider in their discretion. Noteholders should deposit their proxy form at the registered office of the Issuer (whether by post, delivery or electronic means). If delivery is by electronic means please send your proxy to AudaciaCapital@waystone.com. **Proxies must be lodged before 2pm on Thursday, 23 May 2024.**
- 4.3 In the event that no Noteholder Direction is approved (or instruction otherwise given) at the Meeting, the Issuer reserves the right to write down the value of the Securitisation Bonds to zero and to proceed to liquidate the Series. **In such circumstance, the final Redemption Amount of the Notes will be zero.**

5. GENERAL AUCTION TO SERIES 8 NOTEHOLDERS

- 5.1 The Listing Particulars includes the following risk disclosures:

“Investors should be aware that they may be exposed to fluctuations in the market price of the Collateral comprised in the Series relating to their Notes. If a Collateral Obligor defaults on payment, the Issuer may have no other assets with which to meet its obligations to the Relevant Noteholders, and may have to sell the relevant Collateral at its market price at that time, or enter into enforcement proceedings, which will affect the Collateral's liquid value, or write it off. The market price of the Collateral will

generally fluctuate with, among other things, the liquidity and volatility of the financial markets, general economic conditions, domestic and international political events, developments or trends in a particular industry and the financial condition of the relevant Collateral Obligor.”

- 5.2 In addition to adjourning the meeting meeting of 15 April 2024, the Issuer has determined to proceed with the offer to sell the Collateral (being comprised entirely in the Securitisation Bonds for Series 8) to individual Series 8 Noteholders (to include each person who is identified as the ultimate beneficial owner of a particular nominal amount of Notes (a “**UBO**”) by auction to the highest bidder for all or part of the Collateral (the “**Auction**”) in case the resolutions at the Adjourned Meeting are not passed. The period for the collection of bids for the Auction shall run from the date of this announcement until **Friday, 10 May 2024**, following which the Issuer shall announce the results of the Auction in order that it cannot prejudice the business of the Adjourned Meeting. For the reasons set out in paragraph 2 above, the realisable value of the Securitisation Bonds is highly unlikely to exceed the aggregate of the Issuer’s Permitted Expenses. **In such circumstance, the final Redemption Amount of the Notes will be zero. This matter is simply a question of whether a Noteholder wishes to acquire a direct right of action against the Collateral Obligor.**
- 5.3 Noteholders (and their UBOs) may participate in the Auction by completing and returning the bid form attached as the Schedule B to this announcement. Noteholders should deposit their bid form at the registered office of the Issuer (whether by post, delivery or electronic means). If delivery is in physical form, the bid amount must be submitted in a sealed envelope or otherwise the Noteholder shall be deemed to have consented for the Issuer to become aware of the proposed amount of the bid before the Auction period ends. If delivery is by electronic means please send your bid form to AudaciaCapital@waystone.com. For bid forms delivered electronically, the Noteholder is deemed to have consented for the Issuer to become aware, before the Auction period ends, of the proposed amount of any bid. **Bid forms to be valid must be lodged by close of business on Friday, 10 May 2024, and all bids shall be conditional on the resolutions proposed for the Adjourned Meeting (which bind all Noteholders) not being passed.**
- 5.4 The Issuer will accept the highest offer made, subject to no minimum price, with the proceeds of such offer first applied against the Permitted Expenses of the Issuer. The Collateral Obligor has been responsible for GBP 335,850 in Permitted Expenses as at 30 November 2023 (as determined by the Calculation Agent on 12 December 2023), which, in accordance with Condition 4.5 of the Note Terms, take priority over any payments to Noteholders in connection with Series 8 and also in connection with Series 4. Any excess above these Permitted Expenses will be distributed among the remaining Noteholders of Series 8. The Issuer can provide no assurance of a realisable value, if any, of the Securitisation Bonds which comprise the Collateral.
- 5.5 It is likely that the realisable value of the Securitisation Bonds will not exceed the aggregate of the Issuer’s Permitted Expenses. **In such circumstance, the final Redemption Amount of the Notes will be zero.**
- 5.6 In the event that there is no willing buyer for the Securitisation Bonds, the Issuer reserves the right to proceed with the Adjourned Meeting. In the event that no Noteholder Direction is approved (or instruction otherwise given) at the Meeting, the Issuer reserves the right to write down the value of the Securitisation Bonds to zero and to proceed to liquidate the Series. **In such circumstance, the final Redemption Amount of the Notes will be zero.**

5.7 Cash payments for any successful bid shall be made to the Issuer's order without delay following the Adjourned Meeting, subject to provision by the Issuer of a reasonably acceptable form of assignment of the relevant Collateral.

6. FORECLOSURE AND TERMINATION OF SERIES 8

6.1 The Issuer (in consultation with the Trustee) considers the Collateral Obligor to be insolvent and that, in all probability, the Collateral Obligor is incapable of making any meaningful payment to the Issuer in partial or full satisfaction of the amounts owing to the Issuer. If there is no willing buyer at auction for the Collateral and in the event that no Noteholder Direction is approved (or instruction otherwise given) at the Meeting, the Issuer reserves the right to write down the value of the Collateral to zero and to proceed to liquidate the Series (for the reasons stated above) without delay. **In such circumstance, the final Redemption Amount of the Notes will be zero.**

6.2 A further announcement shall be made following the Adjourned Meeting.

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 notice is: 24 April 2024

- A Noteholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote instead of him/her. A proxy need not be a Noteholder of Series 8.
- To be valid, this proxy form, and if applicable, any power of attorney or other authority under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the registered office at least 48 hours before the time for holding the meeting or adjourned meeting (whether by post, delivery or electronic means). If delivery is by electronic means please send your proxy to AudaciaCapital@waystone.com.
- The proxy form must (i) in the case of an individual Noteholder be signed by the noteholder or his/her attorney or (ii) in the case of a corporate Noteholder be executed under its seal or under the hand of a duly authorised officer of the corporate shareholder. In the case of joint Noteholders any one holder may sign.
- A Noteholder is entitled to appoint a proxy of its choice. If a Noteholder wishes to appoint a proxy other than Mr Matthew Tracey, please insert the relevant proxy's name in place of Mr Matthew Tracey.
- The completion and return of this proxy form will not prevent a Noteholder from attending and voting in person, such attendance will have the effect of cancelling the appointment of the proxy.
- If this form of proxy is signed and returned without any indication as to how the person appointed is to vote the proxy will exercise discretion as to how to vote or whether to abstain from voting.

SCHEDULE B

BID FORM

We/I, [Insert Name]

of [Insert Address]

being a Noteholder of Series 8, wish to participate in the Auction for the Collateral in accordance on the understanding that the bid is conditional on the resolutions of the Noteholders not being passed at the adjourned meeting to be re-convened on Monday, 27 May 2024 and otherwise subject to the following instructions.

[Please insert details of bid instructions / bid amount and principal of the underlying collateral (it being understood that there is no minimum price.)]

Settlement date for payment: without undue delay following Monday, 27 May 2024 (subject to the Issuer providing a reasonable form of assignment of the Collateral).

Signature: _____

Name: _____

Dated: [] 2024

NOTES:

- To be valid, this bid form, and if applicable, any power of attorney or other authority under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the registered office by not later than Friday, 10 May 2024 (whether by post, delivery or electronic means). If delivery is by electronic means please send your proxy to AudaciaCapital@waystone.com.
- The bid form must (i) in the case of an individual Noteholder be signed by the noteholder or his/her attorney or (ii) in the case of a corporate Noteholder be executed under its seal or under the hand of a duly authorised officer of the corporate shareholder. In the case of joint Noteholders any one holder may sign.