

AFE Tender & Exchange Offer

10 September 2025

AFE S.A. SICAV-RAIF (“**AFE**”) today announces, with the support of the majority of its noteholders and shareholders, the launch of an offer to holders of the outstanding Senior Secured Floating Rate Notes due 2030 (Reg S ISIN: XS1649046874, Rule 144A ISIN: XS1649046957) (the “**Notes**”) to participate in a purchase and exchange offer and consent solicitation in respect of the Notes (the “**Transaction**”).

The Transaction has been approved in advance by holders of c.74% of the Notes, who have undertaken to support the offer (“**Supporting Noteholders**”). The Transaction has been structured to ensure that all holders of the Notes have the ability to participate in the Offer (as defined below) on the same terms. AFE has launched the Transaction to address its overall indebtedness, supplement its liquidity, and to reset its balance sheet with a view to securing its long-term viability. The Transaction is a necessary precursor to allow AFE to focus on operational performance, deployment, and delivery of its business plan.

Holders of the Notes who elect to participate in the offer may elect either to:

- (i) exchange their Notes in return for replacement loan instruments comprising (a) a second-lien loan under a second-lien facility agreement with AFE as the borrower and (b) a holdco loan issued by a holding company of AFE as the borrower (the “**Exchange Offer**”); or
- (ii) tender their Notes for cash payment in the amount of €200 for each €1,000 principal amount of the Notes validly tendered (the “**Tender Offer**” and, together with the Exchange Offer, the “**Offer**”).

In the event that the Exchange Offer is consummated, Notes held by holders who did not participate in either the Exchange Offer or the Tender Offer will be redeemed by the company for a redemption price equal to the consideration for the Tender Offer.

The Supporting Noteholders have undertaken to participate in the Exchange Offer.

In addition, conditional on the requisite support from holders for the Exchange Offer and the Tender Offer, the Supporting Noteholders are making available to AFE additional new money facilities for the purpose of (i) providing funds to satisfy the cash settlement of the Tender Offer and (ii) providing an additional €25m of liquidity for the general purposes of AFE’s business.

Participation in the Exchange Offer or Tender Offer will also require relevant holders to vote in favour of certain contractual consents required to implement the Offer and the new money provision (the “**Solicitation**”).

Meera Savjani, Chief Financial Officer of AFE, commented:

“As outlined during the recent results announcement, it is vital that AFE reduces leverage, accesses new liquidity and reaches a solution that restores its balance sheet to a more stable and sustainable footing. Accordingly, the company has worked with the majority of its noteholders to put in place a transaction that it believes is essential to secure the viability of the business.

We are pleased to have been able to arrive at a proposal which has the support of 74% of our noteholders and the majority of our shareholders. We have structured a transaction that we

consider to deliver the best possible solution to rationalise the capital structure and enable AFE to implement its business plan, and which provides all noteholders with the opportunity to participate in the exchange offer and/or tender offer on an equal footing, and as such we would encourage noteholders to support the offer.”

In particular, the Offer benefits from the following features:

- Providing Noteholders with optionality as to whether they prefer to exit the business by way of the Tender Offer or participate in the going-forward business by way of participation in the Exchange Offer;
- Deleveraging the balance sheet by reducing overall debt levels and thereby improving long term leverage; and
- Delivering an additional €25m of new money which, together with reduced ongoing debt service obligations, secures the ability for AFE to meet its ongoing business requirements and strategically grow the business.

The Offer will remain open until 5:00 p.m. Central European Time on October 8, 2025, unless extended or terminated by AFE.

More detailed terms of the Offer are being made available to holders by way of an Offer to Purchase, Exchange and Consent Solicitation Statement being circulated to holders via the relevant Clearing Systems (the “**TEOM**”).

Copies of the TEOM may be obtained from Kroll Issuer Services Limited, the exchange, tender, tabulation and information agent in connection with the Offer or Solicitation (the “**Exchange, Tender, Tabulation and Information Agent**”), at afe@is.kroll.com (Attn: Jacek Kusion) or +44 20 7704 0880. Holders of the Notes are urged to review the TEOM for the detailed terms of the Offer and Solicitation. Any persons with questions regarding the Offer and Solicitation should contact the Exchange, Tender, Tabulation and Information Agent, or AFE at Afe-treasury@arrow-afe.com

This announcement is for information purposes only and does not constitute an offer to purchase Notes, a solicitation of an offer to sell Notes or a solicitation of consents of holders and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of AFE or its affiliates. None of AFE, the Exchange, Tender, Tabulation and Information Agent or any other person makes any recommendation as to whether or not holders should tender their Notes or deliver consents in connection with the Offer or Solicitation. Each holder must make its own decision as to whether or not to tender their Notes or deliver consents in connection with the Offer or Solicitation.

NOTES TO EDITORS

AFE invests in a diverse range of primarily non-performing debt and real estate assets across the UK and Europe. AFE has broad based expertise spanning unsecured and secured consumer, SME and corporate debt as well as real estate equity. AFE was acquired by funds managed by Arrow Global Group Capital Management Limited (“**AGGCM**”) in February 2024. AGGCM is the fund manager of Arrow Global, a leading European alternative asset manager specialising in private credit and real estate. AFE now benefits from the wide network, extensive track record and

expertise in origination, underwriting and asset management that Arrow Global has developed since inception.

FORWARD-LOOKING STATEMENTS

This release may contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts included in this release including, without limitation, statements regarding the AFE's future financial position, risks and uncertainties related to its business, strategy, capital expenditures, projected costs and AFE's plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk," and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. AFE does not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

CAUTIONARY STATEMENT

Under no circumstances shall the TEOM constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The Offer and Solicitation shall not be considered an "offer of securities to the public," or give rise to or require a prospectus in a European Economic Area member state or in the United Kingdom pursuant to Regulation (EU) 2017/1129 (as amended or superseded).

The Offer and Solicitation are not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such Offer or Solicitation under applicable securities or blue sky laws. In those jurisdictions where the securities, blue sky or other laws require the Offer and Solicitation to be made by a licensed broker or dealer, the Offer and Solicitation will be deemed to be made on behalf of AFE by the Exchange, Tender, Tabulation and Information Agent (or any of its affiliates) or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

The communication of the TEOM and any other documents or materials relating to the consents is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 ("FSMA"). Accordingly, the TEOM is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (b) are persons falling within Article 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order; (d) are outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The TEOM 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 the TEOM relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the Offer and the Solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the TEOM comes must inform themselves about and observe these restrictions.

This release and the information contained herein are for information purposes only and do not constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

This release contains information that prior to its disclosure may have constituted inside information under Article 7 of Regulation (EU) No 596/2014.

For further information, please contact:

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Attention: Jacek Kusion

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