

Notice to Holders

INFO						
Family/ Grouping	Field Name		Application method	Definition	Field Ref	Priority
Event	Event - Details of the Event	ISIN	XS2445871192, Reg S: XS2458318461; Rule 144A: XS2458319196, Reg S:		A 12-digit security identification code comprised of a 2-digit ISO 3166 country code, a 9-digit national number (e.g. cusip) and a 1-digit 'check number'.	M
		Security Name	Henley CLO VII Designated Activity Compa		Description of the financial instrument as provided by the agent.	M
		Contact Name	Earlyredemptions.desk@db.com		General: The details (name, e-mail address and/or telephone number) at the agent in case further clarifications are required.	M
		CAEV	INFO		Corporate action event indicator	M
		Consent Level Required	N/A		Defines the required level of consent needed in order for the requested change to proceed. If the consent level is not met, the change will not proceed.	M
		Consent Agenda / Resolutions	See attached notice - Rquest you to publish the same to note holders		Agenda and proposed Resolutions on which consent is solicited	M
		Paying Agent (Principal) (PPA)	Deutsche Bank AG		An agent appointed by the issuer to process the cash payments to be made by the issuer (collection of coupon, redemption or other monies) related to a security.	O
		Announcement Date	05. Aug 24	If specific announcement date of consent outcome	Defines the date when the consent outcome will be announced	C
		Full Consent Information (Online)	N/A	If upstream parties publish this 'online', otherwise for ICSD population	Details defining where online information of the Consent may be obtained/viewed	C
	Information Confidentiality	See attached notice - Rquest you to publish the same to note holders		Details whether ICSDs may publish the available event documentation for online consultation.	M	
Instruction	Instruction - Details related to Inx	CAON	N/A		Corporate action option number: this identification is assigned by account servicer to identify the option of a CA event. Required in ISO message.	M
		CAOP	N/A	Size	Categories	M
		CAOP Default Action	N/A	25 KB		
		Record Date	N/A	If Event is based on Record Date. See ICMSA Recommendation in Annex 11.	Date/time at which positions are struck at the end of the day to note which parties are entitled to vote, held positions and securities are not required to be blocked from trading upon instructions being submitted. See ICMSA Recommendation in Annex 11.	C
		Blocking Type	N/A	In case event is not Record Date based	Indicates if instructed/voted positions need to be blocked from trading until the latter of, 1.) the meeting date, or 2.) meeting results being published	C
		Unblocking Date	N/A	In case event is not Record Date based	Date on which blocked (voted) securities may be unblocked, either pre-defined prior to meeting or re-defined in case of an adjourned	C
		Market Deadline	N/A		Date upon which the issuer has set as the deadline to respond with instructions. Expiry Date (on the market).	M
		Agent Deadline (Final)	N/A	See ISMAG Recommendation on Agent Deadlines in "CA Processing".	Last day/time in the location of the Agent by when the Agent will accept instructions about a given CA event	M
		Exercisable Quantity (Minimum)	N/A	**CARE** For Meetings/Disclosures check if this is the note denoms or just 1	Minimum quantity of securities that must be exercised	M
		Exercisable Quantity (Multiple)	N/A	**CARE** For Meetings/Disclosures check if this is the note denoms or just 1	Minimum multiple quantity of securities that must be exercised	M
		Instruction per Beneficial Owner	N/A		Defines the obligation of the customer to send 1 instruction for each beneficial owner or not	M
	Instruction - Disclosure	Disclosure Requested	N/A	If more information on instructing party is required and/or in case matching of electronic instructions with Paper Forms is required	Defines if there is an obligation to disclose the customer name and account details.	
Disclosure Level		N/A	If more information on instructing party is required and/or in case matching of electronic instructions with Paper Forms is required	Defines if there is an obligation to disclose the name and account details of the ICSD customer, their underlying clients or the Beneficial Owner (local legislation)		C

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		Disclosure details		If additional information is required in the disclosure instruction (e.g. Tel n°, Address, Email, Country of residence)	Defines which type of information is required in the disclosure instruction		C	
Instruction - Withdrawal information	Instruction Withdrawal Flag	N/A			Indicates whether withdrawal of instruction is allowed		M	
	Final Instruction Withdrawal Deadline	N/A		If different from Market/Agent Deadline	Final date/time by when instruction withdrawals are permitted		C	
Proceeds - Early Fee	Expected Settlement Date	N/A			Date on which settlement of proceeds is expected, or in case of continuous processing, the number of business days between the instruction and the settlement of securities or payment		M	
	Early Deadline	N/A		If Early Deadline applicable	First deadline in multiple period offer: day/time at which the issuer will accept first period instructions about a given CA event		C	
	Early Deadline for Instruction Withdrawal	N/A		If Early Deadline and Instruction Withdrawal applicable	First deadline in multiple period offer: day/time at which the agent will accept withdrawal of first period instructions about a given CA event		C	
	Agent Deadline (Early)	N/A		If different from 'Period of Action' early-end date or 'Early Deadline' date/time	Last day/time at which the agent will accept instructions about a given CA event for the Early Period		C	
	Early Fee Conditions	N/A		Conditions applicable to incentive fee payment, in case Issuer proposes to pay an early fee	Defines in which cases the Issuer will pay an early fee to holders		C	
	Early Incentive Fee Rate	N/A		If Early Deadline applicable	Additional cash amount payable for holders instructing in the Early Period		C	
	Proceeds - Fee	Expected Settlement Date	N/A			Date on which settlement of proceeds is expected, or in case of continuous processing, the number of business days between the instruction and the settlement of securities or payment		M
		Consent Fee	N/A		If CAEV= MEET, XMET, CONS, and if Issuer proposes to pay an incentive fee to participating holders.	Defines if the Issuer will pay a fee to consenting holders		O
		Consent Fee Amount	N/A		If CAEV= MEET, XMET, CONS, and if Issuer proposes to pay an incentive fee to participating holders.	Defines the currency and amount per denomination an Issuer will pay as fee to voting or consenting holders		C
		Consent Fee Deadline	N/A		In case Issuer conditions on a fee payable define a particular response deadline, ahead of the expected market deadline	Deadline by when consent must be received in order to receive the incentive fee		C
Consent Fee Conditions		N/A		If CAEV= MEET, XMET, CONS, and if Issuer proposes to pay an incentive fee to participating holders.	Defines in which cases the Issuer will pay an incentive fee		C	

Proceeds

## NOTICE FROM THE ISSUER TO THE NOTEHOLDERS

**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.**

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 UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED AND AS FURTHER AMENDED BY THE MARKET ABUSE EXIT REGULATIONS 2019.**

### **HENLEY CLO VII DAC**

*(a designated activity company limited by shares incorporated under the laws of Ireland with registered number 705108 and having its registered office in Ireland)*  
(the “**Issuer**”)

## **NOTICE TO NOTEHOLDERS**

to the holders of

**€232,000,000 Class A Senior Secured Floating Rate Notes due 2034**  
(Class A CM Removal and Replacement Voting Notes: Reg S: XS2445870897; Rule 144A: XS2445871192,

**Class A CM Removal and Replacement Non-Voting Notes: Reg S: XS2458318461; Rule 144A: XS2458319196,**

**Class A CM Removal and Replacement Exchangeable Non-Voting Notes: Reg S: XS2458318545; Rule 144A: XS2458319519)**

**€33,900,000 Class B-1 Senior Secured Floating Rate Notes due 2034**  
( Reg S: XS2445870970; Rule 144A: XS2445871275)

**€22,100,000 Class B-2 Senior Secured Fixed Rate Notes due 2034**  
( Reg S: XS2445871432; Rule 144A: XS2445871358)

**€24,000,000 Class C Senior Secured Deferrable Floating Rate Notes due 2034**  
( Reg S: XS2445871515; Rule 144A: XS2445871788)

**€29,000,000 Class D Senior Secured Deferrable Floating Rate Notes due 2034**  
(Reg S: XS2445871606; Rule 144A: XS2445871861)

**€18,800,000 Class E Senior Secured Deferrable Floating Rate Notes due 2034**  
(Reg S: XS2445872083; Rule 144A: XS2445871945)

**€12,200,000 Class F Senior Secured Deferrable Floating Rate Notes due 2034**  
(Reg S: XS2445872166; Rule 144A: XS2445872323)

**€28,500,000 Subordinated Notes due 2034**  
(Reg S: XS2445872240; Rule 144A: XS2445872596)

of the Issuer presently Outstanding  
(the “Notes”)

1 We refer to:

- (a) the trust deed dated 22 April 2022 (the “**Trust Deed**”) made between, *inter alios*, the Issuer and Napier Park Global Capital Ltd, in its capacity as collateral manager (the “**Collateral Manager**”), including the conditions of the Notes set out at Schedule 3 (*Conditions of the Notes*) of the Trust Deed (the “**Conditions**”) pursuant to which the Notes were constituted on the terms and subject to the conditions contained therein; and
- (b) the direction from the Collateral Manager to the Issuer dated 2 August 2024 directing the Issuer to redeem in full the Class A Notes, the Class B-1 Notes, the Class C Notes, the Class D Notes, Class E Notes and the Class F Notes (the “**Refinanced Notes**”) on 21 August 2024 (or if such date is not a Business Day, the next Business Day) (the “**Redemption Date**”) at the applicable Redemption Prices (the “**Direction**”).

2 Capitalised terms used and not otherwise defined herein shall have the meanings given to such terms in the Trust Deed (including the Conditions).

3 We notify you that the Collateral Manager has issued the Direction whereby it has directed the Issuer to redeem in full the Refinanced Notes on the Redemption Date at the applicable Redemption Prices (being 100 per cent. of the Principal Amount Outstanding thereof together with any accrued but unpaid interest thereon to the date of redemption, solely from Refinancing Proceeds in accordance with Condition 7(b)(iv) (*Terms and Conditions of an Optional Redemption*), Condition 7(b)(v) (*Optional Redemption effected in whole or in part through Refinancing*) and Condition 7(b)(vii) (*Mechanics of Redemption*). For the avoidance of any doubt, the failure to satisfy one or more conditions in respect of the redemption of the Refinanced Notes shall result in the applicable Class or Classes of Notes not being redeemed, but will not invalidate the redemption of any other Classes of Notes for which the conditions have been satisfied.

4 Nothing in this Notice constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction.

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

- 6 No person has been authorised to give information, or to make any representation in connection therewith, other than as contained herein. The delivery of this Notice at any time does not imply that the information in it is correct as at any time subsequent to its date.

This Notice is issued by:

**HENLEY CLO VII DAC**

Date: 2 August 2024