

CITIBANK, N.A.

VENTURE 44 CLO, LIMITED

VENTURE 44 CLO, LLC

NOTICE OF OPTIONAL REDEMPTION

NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED HOLDERS AND BENEFICIAL OWNERS OF THE SUBJECT NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.

Notice Date: **December 20, 2024**

To: The Holders of the Secured Notes described as:

Class of Notes	Rule 144A Global Notes		Regulation S Global Notes		Certificated Notes	
	CUSIP*	ISIN*	CUSIP*	ISIN*	CUSIP*	ISIN*
Class A-1N Notes	92332KAC5	US92332KAC53	G9470LAB4	USG9470LAB48	92332KAD3	US92332KAD37
Class A-2 Notes	92332KAG6	US92332KAG67	G9470LAD0	USG9470LAD04	92332KAH4	US92332KAH41
Class B Notes	92332KAJ0	US92332KAJ07	G9470LAE8	USG9470LAE86	92332KAK7	US92332KAK79
Class C Notes	92332KAL5	US92332KAL52	G9470LAF5	USG9470LAF51	92332KAM3	US92332KAM36
Class X Notes	92332KAA9	US92332KAA97	G9470LAA6	USG9470LAA64	92332KAB7	US92332KAB70

and

The Additional Parties Listed on Schedule I hereto

Reference is hereby made to the Indenture dated as of September 16, 2021 (as amended, modified or supplemented from time to time, the “Indenture”) among VENTURE 44 CLO, LIMITED, as Issuer (the “Issuer”), VENTURE 44 CLO, LLC, as Co-Issuer (the “Co-Issuer” and together with the Issuer, the “Co-Issuers”), and CITIBANK, N.A., as Trustee (the “Trustee”). Capitalized terms used, and not otherwise defined, herein shall have the meanings assigned to such terms in the Indenture.

Pursuant to Section 9.4(a) of the Indenture, you are hereby notified that the Trustee has received notice from the Issuer, dated December 18, 2024 (the “Issuer Notice”) that a Majority of

* No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers either as printed on the Secured Notes or as contained in this notice. Such numbers are included solely for the convenience of the Holders.

the Subordinated Notes have directed an Optional Redemption of the Class A-1N Notes, the Class A-2 Notes, the Class B Notes, the Class C Notes and the Class X Notes (collectively, the “Subject Notes”), in part by Class from Refinancing Proceeds (the “Contemplated Refinancing”). A copy of the Issuer Notice is attached hereto as Exhibit A. Please be advised that, with respect to the Contemplated Refinancing:

1. The Redemption Date shall be December 30, 2024 (the “Contemplated Refinancing Date”);
2. All of the Subject Notes are to be redeemed in full on the Contemplated Refinancing Date and interest on the Subject Notes shall cease to accrue on the Contemplated Refinancing Date;
3. The Redemption Price with respect to each Class of Subject Notes to be redeemed, shall be (x) 100% of the Aggregate Outstanding Amount of such Class *plus* (y) without duplication, accrued and unpaid interest thereon (including interest on any accrued and unpaid Secured Note Deferred Interest, in the case of the Deferred Interest Secured Notes), to the Contemplated Refinancing Date;
4. The Class D-1 Notes, the Class D-2 Notes, the Class A-1F Notes, the Class E Notes and the Subordinated Notes are not being redeemed and shall remain outstanding after the Contemplated Refinancing Date; and
5. The Subject Notes must be surrendered to the Paying Agent for payment of the Redemption Price at: Citibank, N.A., 480 Washington Boulevard, 16th Floor, Jersey City, New Jersey 07310, Attention: Agency & Trust – Venture 44 CLO, Limited; **PLEASE NOTE THAT HOLDERS OF CERTIFICATED SUBJECT NOTES MUST SURRENDER THEIR NOTES TO THE ABOVE ADDRESS IN ORDER TO RECEIVE PAYMENT OF THE REDEMPTION PRICE.**

The Issuer or the Holders of a Majority of the Subordinated Notes may withdraw this notice of redemption subject to the limitations set forth in Section 9.4(c) of the Indenture.

This Notice shall be construed in accordance with and governed by the laws of the State of New York applicable to agreements made and to be performed therein.

CITIBANK, N.A., as Trustee

Additional Parties

The Holders of the Secured Notes and the Subordinated Notes described as:

Class of Notes	Rule 144A Global Notes		Regulation S Global Notes		Certificated Notes	
	CUSIP*	ISIN*	CUSIP*	ISIN*	CUSIP*	ISIN*
Class D-1 Notes	92332KAN1	US92332KAN19	G9470LAG3	USG9470LAG35	92332KAP6	US92332KAP66
Class D-2 Notes	92332QAA6	US92332QAA67	G94705AA1	USG94705AA19	92332QAB4	US92332QAB41
Class A-1F Notes	92332KAE1	US92332KAE10	G9470LAC2	USG9470LAC21	92332KAF8	US92332KAF84
Class E Notes	92332QAC2	US92332QAC24	G94705AB9	USG94705AB91	92332QAD0	US92332QAD07
Subordinated Notes	92332QAE8	US92332QAE89	G94705AC7	USG94705AC74	92332QAF5	US92332QAF54

Issuer: Venture 44 CLO, Limited
c/o Walkers Fiduciary Limited
190 Elgin Avenue
George Town, Grand Cayman KY1-9008
Cayman Islands
Attention: The Directors
Email: fiduciary@walkersglobal.com

Co-Issuer: Venture 44 CLO, LLC
c/o Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
Attention: Donald J. Puglisi
Email: dpuglisi@puglisiassoc.com

Collateral Manager: MJX Asset Management LLC
12 East 49th Street, 38th Floor
New York, New York 10017
Attention: Hans L. Christensen
Email: hans.christensen@mjax.com

Collateral Administrator: Virtus Group, LP
347 Riverside Avenue
Jacksonville, Florida 32202

* No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers either as printed on the Secured Notes or the Subordinated Notes, or as contained in this notice. Such numbers are included solely for the convenience of the Holders.

Attention: Venture 44 CLO, Limited
Email: VirtusMJXTeam@Fisglobal.com

Rating Agencies:

Moody's Investors Service, Inc.
7 World Trade Center, 250 Greenwich Street
New York, New York 10007
Attention: CBO/CLO Monitoring
Email: cdomonitoring@moodys.com

Fitch Ratings, Inc.
300 West 57th Street
New York, New York 10019
Attention: Structured Credit
Email: cdo.surveillance@fitchratings.com

Cayman Islands Stock Exchange: Cayman Islands Stock Exchange
SIX Cricket Square, Third Floor
Elgin Avenue
P.O. Box 2408, Grand Cayman KY1-1105
Cayman Islands
Email: Listing@csx.ky

EXHIBIT A

Issuer Notice

December 18, 2024

Citibank, N.A.
388 Greenwich Street
New York, New York 10013
Attention: Agency & Trust—Venture 44 CLO, Limited

Re: Venture 44 CLO, Limited - Notice Pursuant to Section 9.2(i)

Ladies and Gentlemen:

Reference is made to the Indenture, dated as of September 16, 2021 (as amended, the “Indenture”), by and among Venture 44 CLO, Limited (the “Issuer”), Venture 44 CLO, LLC (the “Co-Issuer” and, together with the Issuer, the “Co-Issuers”), and Citibank, N.A. (the “Trustee”). Capitalized terms used herein and not otherwise defined herein will have the meanings assigned to such terms in the Indenture.

As you are aware, a Majority of the Subordinated Notes has directed an Optional Redemption of the Class X Notes, Class A-1N Notes, the Class A-2 Notes, the Class B Notes and the Class C Notes from Refinancing Proceeds (the “Contemplated Refinancing”) pursuant to a letter addressed to you and us (the “Redemption Direction Notice”). This notice is the notice contemplated by Section 9.2(i) of the Indenture. The Issuer hereby informs you that, in connection with the Contemplated Refinancing:


- (i) the Redemption Date shall be December 30, 2024;
- (ii) the “Record Date” shall be December 27, 2024;
- (iii) the principal amount of each Class of Secured Notes to be redeemed on such Redemption Date shall be the entire principal amount thereof; and
- (iv) “Redemption Price” means, for each Class of Secured Notes to be redeemed, (x) 100% of the Aggregate Outstanding Amount of such Class, *plus* (y) without duplication, accrued and unpaid interest thereon (including interest on any accrued and unpaid Secured Note Deferred Interest, in the case of the Deferred Interest Secured Notes) to the Redemption Date.

The Issuer hereby directs you to provide notice of the Contemplated Refinancing to each Holder of Notes, the Rating Agency and the Cayman Islands Stock Exchange pursuant to Section 9.4 of the Indenture in the name and at the expense of the Co-Issuers.

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Sincerely,

VENTURE 44 CLO, LIMITED

By:  _____
Name: Aoife Kenny
Title: Director