

NOTICE TO CAYMAN ISLANDS STOCK EXCHANGE

Date: 30 June 2026

Terra Mater Aviation Capital Designated Activity Company

(the "Issuer")

**Issuer announcement in relation to the assignment by the current holder of all of their interest
in the**

Issuer's

US\$13,977,429.59 Unsecured Profit Participating Notes due 14 February 2050

(the "Notes")

The Issuer wishes to announce and advise to the Cayman Islands Stock Exchange (the **"Exchange"**) that pursuant to an assignment and assumption agreement dated 23 June 2026 (the **"Assignment and Assumption Agreement"**), the original holder of the Notes, Phoenix Aviation Capital Limited (**"PAC"**), has agreed to: (a) transfer 72% of the entire issued share capital previously held by PAC in the Issuer, and (b) assign all of its rights, benefit and interest in the Notes, to AIP Capital LLC.

Copies of the following documents are appended hereto:

- a) Assignment and Assumption Agreement;
- b) Notice of Assignment and Assumption between the PAC and the Issuer; and
- c) Replacement profit participating note

For further information in relation to the above announcement please contact Barnabas Finnigan of Conyers Dill & Pearman LLP, as follows:

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Schedule 1
Assignment and Assumption Agreement

Schedule 2
Notice of Assignment and Assumption between the PAC and the Issuer

Schedule 3
Replacement profit participating note