

## CAYMAN ISLANDS STOCK EXCHANGE ANNOUNCEMENT

NewDay Secondary Funding Limited  
16 January 2017

*For Immediate Release*

### NEWDAY SECONDARY FUNDING LIMITED

(the "**Issuer**")

Senior Variable Funding Notes

(the "**Notes**")

The Issuer hereby notifies that Nemean Bondco plc ("**Bondco**") proposes to issue £425,000,000 senior secured notes as part of the financing for the proposed acquisition by Nemean Bidco Limited (the "**Company**") of NewDay Group Holdings S.à r.l. (the "**Target**") (the "**Proposed Transaction**"). The Target is a counterparty to the transaction pursuant to which the Notes were issued and is an indirect holding company of certain other counterparties to that transaction.

Certain key features of the Proposed Transaction are described in the paragraphs below, which have been extracted from the draft offering memorandum in respect of the Proposed Transaction.

#### The Proposed Transaction

On October 11, 2016, the Company entered into a sale and purchase agreement (the "**Acquisition Agreement**") for the purchase from Invicta Eurocard Services L.P. (the "**Seller**") of all of the issued and outstanding share capital (the "**Shares**") and interest free preferred equity certificates and tracking preferred equity certificates (collectively, the "**PECs**") of the Target (the "**Acquisition**"). Completion of the Acquisition ("**Completion**," and such date, the "**Completion Date**") is anticipated to take place in the near future following satisfaction of certain anti-trust and regulatory conditions, including approval by the UK Financial Conduct Authority (the "**FCA**") of the Company's acquisition of control over the FCA-authorized subsidiaries of the Target and clearance by competition authorities in China, the European Union and Turkey. Unless Completion occurs, the Acquisition Agreement will automatically terminate on either (i) April 11, 2017 or (ii) a date agreed between the Company and the Seller that is no more than 20 business days (as defined in the Acquisition Agreement) after April 11, 2017 (the "**Acquisition Longstop Date**"). Pursuant to the Acquisition Agreement, the Company will acquire the Shares and PECs for £1,050 million (the "**Purchase Price**"), subject to certain purchase price adjustments, and including interest from (but excluding) January 9, 2017, to (and including) the Completion Date. In addition, the Purchase Price will be reduced by £60.0 million of distributions in cash made by the Target to the Seller permitted under the Acquisition Agreement and any other transfers of value from the Target to the Seller or its affiliates that occur prior to Completion but are not permitted under the Acquisition Agreement. Such reduction in the Purchase Price will reduce the amount of the Equity Contribution (as defined below). The Acquisition Agreement includes customary restrictions on the activities of the Target

prior to Completion, including restrictions on the incurrence of additional indebtedness, as well as limited representations and warranties from the Seller and the management of the Target and its subsidiaries that are subject to certain limitations and exclusions.

The Acquisition is expected to be financed as follows:

- Cinven funds and the CVC funds, together with members of the NewDay management team, expect to contribute £605.0 million plus an amount equal to the interest that accrues on the Purchase Price, directly or indirectly, by way of equity, subordinated shareholder loans and/or other instruments (the “**Equity Contribution**”);
- Bondco will issue notes in the aggregate principal amount of £425.0 million, the proceeds of which will be on-lent to Nemean Holdco 2 Limited and the Company; and
- £60.0 million of cash on the balance sheet of the Target which was distributed to the Seller as provided in the Acquisition Agreement.

On completion of the Acquisition, a revolving credit facility agreement will also provide for credit in the amount of £30.0 million. This facility is not currently expected to be drawn as of the Completion Date.

The proceeds from the financing described above will be used to:

- fund the consideration payable for the Shares and the PECs of the Target and its subsidiaries; and
- pay the fees, premiums and expenses incurred in connection with the Acquisition and the Financing, including estimated fees and expenses to be incurred in connection with the offering of the senior secured notes to be issued by Bondco.

#### *Cinven and CVC*

Cinven is a leading private equity provider for large European buyouts, having led transactions totaling in excess of €70 billion. Since 1996, Cinven has completed more than 50 buyouts with an enterprise value per transaction of more than €500 million in ten countries across Europe. Cinven focuses on the following six sectors across Europe: business services, consumer, financial services, healthcare, industrials and technology, media and telecommunications (TMT), and has offices in Guernsey, London, Frankfurt, Paris, Madrid, Milan, Luxembourg, New York and Hong Kong.

Cinven has a long and differentiated track record of investing in the financial services sector, including in highly regulated assets, where its track record includes the acquisitions of Premium Credit Limited, Partnership Assurance and Guardian Financial Services in the United Kingdom, Ark Life and Avolon in Ireland, Heidelberger Leben (now renamed Viridum Group) in Germany, Skandia in Germany and Austria and Ergo Italia and Old Mutual Wealth in Italy.

CVC is a leading international private equity and advisory firm. Founded in 1981, CVC today has a network of 24 offices on four continents. To date, CVC has secured commitments of over US\$80 billion in funds and has completed over 300 investments

in a wide range of industries and countries across the world, with an aggregate enterprise value of approximately US\$250 billion. CVC Funds currently have investments in more than 50 companies worldwide, which generate over US\$100 billion in revenues and employ approximately 350,000 people. CVC's local knowledge, relevant sector expertise and extensive contacts underpin a 35 year proven track record of investment success.

CVC's financial services team has invested over €2 billion of equity capital in the financial services sector since the team's inception in 2008, including its historic and current portfolio companies, Skrill, Domestic & General and Brit Insurance in the United Kingdom, Avolon in Ireland, Cunningham Lindsey in the United States, Cerved in Italy, Sun Hung Kai in China and Rizal Commercial Banking Corporation and SPi Global in the Philippines.

**NEWDAY SECONDARY FUNDING LIMITED**