

CAYMAN ISLANDS STOCK EXCHANGE ANNOUNCEMENT

For Immediate Release

**Glencar Investments XII Designated Activity Company
(the "Issuer")**

3 September 2021

Amendments to Material Contracts

On 3 April 2018, the Cayman Islands Stock Exchange admitted to listing the up to £70,000,000 profit participating notes due 2027 of the Issuer.

The Issuer now announces that the loan allocation agreement dated 26 September 2017, as amended and restated on 25 November 2017 and as further amended and restated on 14 February 2019, has been further amended and restated in its entirety on 15 November 2019 (the "**Amended and Restated Loan Allocation Agreement**"). The principal purpose of the Amended and Restated Loan Allocation Agreement is to permit additional investors to accede to the agreement.

The Issuer also announces that on 4 June 2020 it entered into a note purchase agreement (as amended pursuant to a deed of amendment, restatement and supplement dated 14 July 2020) and a note allocation agreement.

The Issuer further announces that the investment management agreement dated 25 September 2017 was amended and restated in its entirety on 14 December 2018.

Finally, the Issuer announces that in order to facilitate certain amendments to the interest provisions of the Notes, the deed poll dated 25 September 2017 (the "**Original Deed Poll**") constituting the Notes has been amended and restated in its entirety by a deed of amendment and restatement dated 19 December 2019 (the "**Deed of Amendment and Restatement**"). The Original Deed Poll, as amended and restated by the Deed of Amendment and Restatement, is referred to as the "**Amended and Restated Deed Poll**".

A copy of the Deed of Amendment and Restatement may be inspected, for a period of 14 calendar days after the date hereof, during normal business hours and upon reasonable notice at the registered office of the Issuer.

Change of Directors

It was noted that with effect from 19 December 2019, Kenneth Nick had resigned as a director of the Issuer and Michael Stott had been appointed as a director of the Issuer.

It was noted that with effect from 20 February 2020, Padraic Doherty had resigned as a director of the Issuer and Grainne Kirwan had been appointed as a director of the Issuer.

Further details relating to the foregoing are set out in a supplementary listing document dated the date hereof (the "**Supplementary Listing Document**"). A copy of the Supplementary Listing Document may be inspected, for a period of 14 calendar days after the date hereof, during normal business hours and upon reasonable notice, at the registered office of the Issuer.

For further information in relation to the above announcement please contact the Issuer as follows:

Glencar Investments XII Designated Activity Company
c/o Maples Fiduciary Services (Ireland) Limited
32 Molesworth Street
Dublin 2,
Ireland