

LINX CAPITAL LIMITED
2nd Floor, Sir Walter Raleigh House
48-50 Esplanade, St. Helier
Jersey JE2 3QB

Linx Capital Limited announces results of the consent solicitation relating to:

		ISIN	Common Code
15.20% First Lien Notes due 2025	Reg S:	XS2616745134	261674513
	Rule 144A:	XS2616745480	261674548
20.00% Second Lien Notes due 2025	Reg S:	XS2616747189	261674718
	Rule 144A:	XS2616747262	261674726

St. Helier, Jersey, August 23, 2023 – Linx Capital Limited (the “**Issuer**”) refers to its announcement dated August 11, 2023 (the “**Solicitation Launch Announcement**”) and the consent solicitation statement dated August 11, 2023 (the “**Consent Solicitation Statement**”).

Receipt of the Required Consent Instructions

The Issuer today announced that it has received Consent Instructions from (i) Holders representing 100% in aggregate principal amount of the outstanding First Lien Notes and (ii) Holders representing 100% in aggregate principal amount of the outstanding Second Lien Notes.

Accordingly, (i) the Issuer will provide its written consent to the Refinancing Notes Issuer to the Proposed Restricted Group Finance Documents Amendments and the Proposed Restricted Group Collateral Consent Items and (ii) upon certain other conditions, including the Consent Conditions, having been satisfied or, if applicable, waived, the First Lien Notes Supplemental Indenture, the Second Lien Notes Supplemental Indenture, the SPV ICA Amendment Agreement, the Refinancing Notes Supplemental Indenture and the Restricted Group ICA Amendment Agreement will be executed by the relevant parties thereto to give effect to the Proposed First Lien Notes Amendments, the Proposed Second Lien Notes Amendments, the Proposed SPV ICA Amendments, the Proposed Refinancing Notes Amendments and the Proposed Restricted Group ICA Amendments, respectively.

Expiration Time

The Solicitation expired at 5:00 p.m., London time, on August 22, 2023. All SPV Notes that were blocked in connection with the Solicitation will be unblocked as soon as practicable after the Effective Time.

General

Terms and expressions used but not defined herein shall have the meanings given to them in the Solicitation Launch Announcement or the Consent Solicitation Statement, as applicable.

The Solicitation is being made solely on the terms, and subject to the conditions, set forth in the Consent Solicitation Statement.

Information and Tabulation Agent

Kroll Issuer Services Limited

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Attention: Thomas Choquet

Disclaimer

Under no circumstances shall this announcement or the Consent Solicitation Statement constitute an offer to buy, an offer of, or a solicitation of an offer to sell, securities in any jurisdiction.

The securities referenced in this announcement and the Consent Solicitation Statement may not be offered, sold, exchanged or delivered in the United States absent registration or an applicable exemption from the registration requirement under the U.S. Securities Act of 1933, as amended. The securities mentioned in this announcement and the Consent Solicitation Statement are not, and will not be, registered in the United States.

The Solicitation shall not be considered an “offer of securities to the public,” or give rise to or require a prospectus in a European Economic Area member state pursuant to Regulation (EU) 2017/1129 (as amended or superseded) or in the United Kingdom pursuant to Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The making of the Solicitation may be restricted by law in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions. The Solicitation is not being made to, and no consents are being solicited from, holders or beneficial owners of the SPV Notes in any jurisdiction in which it is unlawful to make such solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the Solicitation to, and solicit consents from, persons in such jurisdiction.

The Consent Solicitation Statement has not been approved by an authorized person in the United Kingdom and is for distribution only to persons who (i) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (ii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) fall within Article 43 of the Financial Promotion Order, (iv) are outside the United Kingdom or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”)) may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons. No part of the Consent Solicitation Statement should be published, reproduced, distributed or otherwise made available in whole or in part to any other person. No person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the securities other than in circumstances in which Section 21(1) of the FSMA does not apply.

The information contained in this announcement and the Consent Solicitation Statement is based upon information provided by the Issuer. None of the Information and Tabulation Agent, the Trustees or any of their respective subsidiaries or any person who controls, or is a director, officer, employee or agent of any such persons have independently verified, and none of them make any representation or warranty, express or implied, or assume any responsibility as to, the accuracy or adequacy of the information contained in this announcement, the Consent Solicitation Statement or any document prepared in connection with the Solicitation or for any failure by the Issuer to disclose events or circumstances which may have occurred or may affect the significance or accuracy of any such information. No person has been authorized to give any information or make any representations other than those contained in the Consent Solicitation Statement. If given or made, such information or representations must not be relied upon as having been authorized by the Issuer, the Trustees, the Information and Tabulation Agent or any other person.

This announcement and the Consent Solicitation Statement may include forward-looking statements. All statements, other than statements of historical fact, included in this announcement and the Consent Solicitation Statement regarding the financial condition of the Issuer or regarding future events or prospects are forward-looking statements. The Issuer has based these forward-looking statements on management's current view with respect to future events and financial performance. These views reflect the best judgment of the Issuer's management but involve a number of risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those predicted in the forward-looking statements and from past results, performance or achievements. There is no intention to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.