

LINX CAPITAL LIMITED
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Jersey JE2 3QB

Linx Capital Limited announces launch of 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, March 20, 2025 – Linx Capital Limited (the “**Issuer**”) today announced that it launched a solicitation (the “**Solicitation**”) for consents (the “**Consents**”) from holders of the SPV Notes (as defined below) to approve the proposed amendment of certain provisions of:

- (i) the Issuer’s 15.20% First Lien Notes due 2025 (the “**First Lien Notes**”) and the indenture governing the First Lien Notes dated as of April 25, 2023 (as amended, supplemented or otherwise modified from time to time, the “**First Lien Notes Indenture**”), between, among others, the Issuer, Kroll Trustee Services Limited, as trustee (in such capacity, the “**First Lien Notes Trustee**”) and security agent (in such capacity, the “**SPV Security Agent**”) (collectively, the “**Proposed First Lien Notes Amendments**”); and
- (ii) the Issuer’s 20.00% Second Lien Notes due 2025 (the “**Second Lien Notes**”) and together with the First Lien Notes, the “**SPV Notes**”) and the indenture governing the Second Lien Notes dated as of April 25, 2023 (as amended, supplemented or otherwise modified from time to time, the “**Second Lien Notes Indenture**”), between, among others, the Issuer, Kroll Trustee Services Limited, as trustee (in such capacity, the “**Second Lien Notes Trustee**”) and the SPV Security Agent (collectively, the “**Proposed Second Lien Notes Amendments**”).

In addition, the Issuer is soliciting instructions (the “**Instructions**” and together with the Consents, the “**Consent Instructions**”) from the Holders of the First Lien Notes and the Second Lien Notes in accordance with the intercreditor agreement dated as of April 25, 2023 (as amended, supplemented or otherwise modified from time to time, the “**SPV Intercreditor Agreement**”), between, among others, the Issuer, the First Lien Notes Trustee, the Second Lien Notes Trustee and the SPV Security Agent, to direct the Issuer (in its capacity as sole holder of the 16.000% secured notes due 2025 issued by Eagle UK Finance Limited (the “**Refinancing Notes**”)) to consent to the proposed amendment of certain provisions of the Refinancing Notes and the indenture governing the Refinancing Notes dated as of April 25, 2023 (as amended, supplemented or otherwise modified from time to time, the “**Refinancing Notes Indenture**” and together with the First Lien Notes Indenture and the Second Lien Notes Indenture, the “**Indentures**”), between, among others, Eagle UK Finance Limited, as issuer (the “**Refinancing Notes Issuer**”), and Kroll Trustee Services Limited, as trustee (in such capacity, the “**Refinancing Notes Trustee**”) (the “**Proposed Refinancing Notes Amendments**”).

The Consent Solicitation Statement

The Solicitation is being made solely on the terms and subject to the conditions set forth in the consent solicitation statement dated as of the date hereof (the “**Consent Solicitation Statement**”), copies of which can be requested from Kroll Issuer Services Limited (the “**Information and Tabulation Agent**”) at the contact details below. The Issuer may, in its sole discretion, terminate, extend or amend the Solicitation at any time as described in the Consent Solicitation Statement.

Timetable for the Solicitation

The Solicitation will expire at the earlier of (i) 4:00 p.m., London time, on March 27, 2025 and (ii) the time and date on which the Required Consent Instructions are received, unless extended by the Issuer in its sole discretion (such date and time, as it may be extended, the “**Expiration Time**”).

General

Terms and expressions used but not defined herein shall have the meanings given to them in the Consent Solicitation Statement.

Holders of the SPV Notes are urged to review the Consent Solicitation Statement for the terms of the Solicitation and the procedures for consenting to the Proposed Amendments. Before making a decision with respect to the Solicitation, Holders should carefully consider all of the information in the Consent Solicitation Statement and, in particular, the risk factors described in the section entitled “*Certain Significant Considerations*”. Any persons with questions regarding the Solicitation should contact the Information and Tabulation Agent using the contact details below.

Each Holder must make its own decision as to whether or not to deliver Consent Instructions. If any Holder is in any doubt as to the action it should take, it is recommended to seek independent advice from its appropriately authorized accountant, financial advisor, tax advisor or legal advisor immediately.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold their SPV Notes when such intermediary would need to receive instructions from a Holder in order for such Holder to participate in, or to validly revoke their instruction to participate in, the Solicitation by the deadlines specified in the Consent Solicitation Statement. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Electronic Consent Instructions may be earlier than the deadlines specified in the Consent Solicitation Statement.

Information and Tabulation Agent

Kroll Issuer Services Limited

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Tel: +44 207 704 0880

Attention: David Shilson

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.