

ANNOUNCEMENT

£350,000,000 of 8.750% Senior Secured Notes due 2019 (the “Notes”)

(ISIN: XS0794786011 / ISIN: XS0794785633)

Issued by Elli Finance (UK) Plc (in administration) (the “Issuer”)

The Notes are admitted to the Official List of the Irish Stock Exchange, but remain suspended from trading on the Global Exchange Market.

Launch of Consent Solicitation

On the terms and subject to the conditions described in the Consent Solicitation Statement dated as of today (the “Statement”) consent from the respective Holders (as defined below) is being sought to the instruction of GLAS Trust Corporation Limited, as security agent, (the “Security Agent”) to: (a) the release of security in connection with: (i) the sale of the Branksome, Haddon, Houndswood, Lammermuir, Maltings, Park Lane, Sunbridge, Tudor, Windsor, Westbury and Wheaton Aston Care Homes and the associated interests in land; and (ii) the intra-Group transfer of 11 care homes in Scotland and the associated interests in land (the “Scotland Reorganisation Assets”) for the purposes of an intra-Group reorganisation (the “Scotland Reorganisation Transaction”) (together, the “Security Release Request”); and (b) the grant of new security over and in connection with the Scotland Reorganisation Assets (the “New Security Request”). In respect of the Scotland Reorganisation Transaction, the applicable security releases will not extend to any freehold interests in the Scotland Reorganisation Assets which will remain owned and charged (as applicable) by the present property holding companies.

The Consent Solicitation will expire at 4:00 p.m. London time on 25 April 2024 (such date and time, as it may be extended in accordance with the terms of the Statement, the “Expiration Time”). Holders may revoke their consent at any time prior to but not at or after the Expiration Time. No consent fee will be paid to Holders in respect of the Consent Solicitation.

The Consent Solicitation is being made to the holders of record of the Notes as at 18 April 2024 (the “Holders”). The Security Release Request and the New Security Request in respect of the Notes requires the consent of the Holders of more than 50% of the outstanding principal amount of the Notes (the “Required Consent”).

The Security Release Request and the New Security Request shall only be approved if, inter alia, the Required Consent is obtained at the Expiration Time.

The complete terms and conditions of the Consent Solicitation are described in the Statement. Copies of the Statement are available at the following website: <https://www.fshcgroup.com/investors-information/> and also from the Information and Tabulation Agent, which can be contacted at the address and telephone number set out below. Holders may contact their broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Consent Solicitation.

For further enquiries, please contact:

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The Information and Tabulation Agent
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Attention: Trust and Escrow
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This notice is given by:

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