

VOYAGE CARE BONDCO PLC

NOTICE OF CONDITIONAL REDEMPTION OF 10% SECOND LIEN NOTES DUE 2023

JANUARY 20, 2022

		<u>ISIN</u>	<u>Common Code</u>
10% Second Lien Notes due 2023	Rule 144A:	XS1533910763	153391076
	Regulation S:	XS1533910847	153391084

Voyage Care BondCo PLC (the “**Issuer**”) gives notice to the Holders of its sterling-denominated 10% Second Lien Notes due 2023 (the “**Notes**”) of the redemption of the entire £35,000,000 aggregate principal amount of Notes outstanding in accordance with paragraph 5(c) of the Notes and Sections 3.03 and 3.07(c) of the indenture dated as of May 8, 2017 (as may be amended and supplemented from time to time, the “**Indenture**”) among, *inter alios*, the Issuer, the guarantors named therein, Deutsche Trustee Company Limited, as trustee (the “**Trustee**”), Deutsche Bank AG, London Branch, as principal paying agent and transfer agent, Deutsche Bank Luxembourg S.A., as registrar and Luxembourg transfer agent and Lloyds Bank plc, as security agent. All capitalized terms used herein and not defined shall have the meanings assigned to such terms in the Indenture.

The Issuer’s obligation to pay the Redemption Price (as defined below) on the Redemption Date (as defined below) shall be conditioned upon the receipt by the Issuer on or prior to the Redemption Date of funds in an aggregate amount sufficient to redeem the Notes (the “**Condition**”). Accordingly, none of the Notes shall be deemed due and payable on the Redemption Date unless and until the Condition has been satisfied or waived by the Issuer. The Issuer will inform Holders by press release (with a copy to the Trustee and the Principal Paying Agent) at least one Business Day prior to the Redemption Date if the Condition has not been or is not expected to be satisfied or waived or if such Redemption Date shall be reset in accordance with the terms of the Indenture pending satisfaction of the Condition. If the Condition is not satisfied or waived, any Notes previously surrendered to any Principal Paying Agent shall be returned to the Holders thereof.

The Issuer hereby notifies the Holders that:

- (a) The redemption date of the Notes will be, subject to the satisfaction or waiver of the Condition, February 3, 2022 or such later date on which the Condition is satisfied (the “**Redemption Date**”), and the record date will be one business day prior to the Redemption Date;
- (b) At the Issuer’s discretion, the Redemption Date may be delayed until such time as the Condition shall be satisfied;
- (c) The Issuer will redeem the £35,000,000 aggregate principal amount of Notes outstanding, which represents the total outstanding amount of the Notes;
- (d) The redemption price for the Notes is 100.000% of the principal amount thereof, plus the amount of accrued and unpaid interest to the Redemption Date of £894,444.44 payable on the Redemption Date, assuming the Redemption Date is February 3, 2022 (the “**Redemption Price**”);
- (e) The Notes must be surrendered to the Principal Paying Agent to collect the Redemption Price;
- (f) The paying agent to which the Notes are to be surrendered for redemption is Deutsche Bank AG, London at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom;
- (g) No representation is made as to the correctness or accuracy of the ISIN and Common Code numbers listed in this notice; and
- (h) Unless the Issuer defaults in making the redemption payment, or unless the Principal Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest on the Notes called for redemption ceases to accrue on and after the Redemption Date.

Any questions regarding this notice of redemption should be directed to the Issuer at:

Voyage Care BondCo PLC
Wall Island
Birmingham Road
Lichfield, WS14 0QP
United Kingdom

Email: ShaunParker@voyagecare.com