

Company name IA Capital Structures (Ireland) plc
Headline Notice to Noteholders of Series 11

27 May 2021

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THIS NOTICE CONTAINS IMPORTANT INFORMATION OF INTEREST TO THE OWNERS OF THE NOTES (AS DEFINED BELOW). IF APPLICABLE, ALL DEPOSITARIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO PASS THIS NOTICE TO SUCH OWNERS IN A TIMELY MANNER.

If you are in any doubt as to the meaning of this notice, you are recommended to seek your own financial, legal or other advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial adviser.

If you have recently sold or otherwise transferred your entire holding(s) of the Notes, you should immediately forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE FROM THE ISSUER TO NOTEHOLDERS

IA Capital Structures (Ireland) plc
(the “**Issuer**”)

Series 2014-11 USD 1,000,000 Equity-linked Prodigy Shorewood New York REP Fund Notes
due 2021

ISIN: XS1021727364 COMMON CODE: 099924675
(the “**Notes**” or the “**Series**” and the holders thereof the “**Noteholders**”)

Capitalised terms used but not otherwise defined in this notice shall have the meanings ascribed to them in the Series Memorandum dated 25 February 2014 and the Conditions of the Notes as same may be amended and / or supplemented from time to time.

The purpose of this notice is to provide Noteholders with an update on the value of the Notes and the Charged Assets for the Notes, being the LP Interests (as defined below) and, if any, certain related rights, agreements and assets.

BACKGROUND

The Issuer used the entire net proceeds of the Notes to invest in the limited partnership interests in Prodigy Shorewood New York REP Fund, LP (the “**Prodigy Feeder Fund**”), an offshore feeder fund registered in accordance with the Exempted Limited Partnership Law of the Cayman Islands (the “**LP Interests**”). The LP Interests relate to a series issued by Prodigy Shorewood Master REP Fund, LLC in connection with a property located at 17 John Street, New York, New York (Block 79, Lot 10) (the “**Property**”) as more particularly set out in the Prodigy Private Offering Memorandum and the Supplement (appended to the Series Memorandum).

The Calculation Agent of the Notes has delivered to the Issuer a valuation report in respect of the Charged Assets as of 31 December 2020. The below is a summary of the analysis contained therein.

The investment represented by the LP Interests in the Property is effectively subordinated to other obligations as described below (the “**Senior Obligations**”). The last investor notice made available to the Issuer by the Prodigy Investment Manager was for the investment period January 1 – June 30, 2019 (the “**Investor Notice**”), which was subsequently delivered to the Noteholders in a notice from the Issuer dated 19 August 2019. The Investor Notice disclosed that as of 30 June 2019, the Senior Obligations included amounts of senior debt and mezzanine debt totaling \$111,000,000.

According to public records, the Property has a market value for the 2020-2021 tax year of \$36,686,000 (the “**Market Value**”). No information has been received by or on behalf of the Issuer to indicate that there was any reduction in the Senior Obligations after the period covered by the Investor Notice. Consequently, based on the figures contained in the Investor Notice, the Calculation Agent considers that the Senior Obligations, together with interest accrued on amounts owed thereunder, will exceed any eventual sale price of the Property.

As the investment represented by the LP Interests is effectively subordinated to the Senior Obligations, the Issuer does not expect to receive any residual value as a holder of the LP Interests from the sale proceeds of the Property following the repayment of the amounts owed under the Senior Obligations together with any interest accrued on such amounts. Furthermore, there are no other assets to fund payments to the holders of the LP Interests.

On the basis of the above, the Calculation Agent has determined that the LP Interests have a fair value of zero. Similarly the Calculation Agent has determined that there are no other Series Assets or Related Rights of any value. Payments by the Issuer in respect of the Notes were to be funded only from the proceeds of the Charged Assets, being the LP Interests and, if any, certain related rights, agreements and assets, and there are no other assets of the Issuer available to fund such payments. Accordingly, the Calculation Agent considers that the Issuer will not be in a position to make any payments to Noteholders in respect of their Notes and that the current fair value of the Notes is zero.

For purposes of the Calculation Agent’s analysis, the standard of value is fair value. The International Financial Reporting Standards (“IFRS”) Standard 13 defines “fair value” as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). When measuring fair value, an entity uses the assumptions that market participants would use when pricing the asset or the

liability under current market conditions, including assumptions about risk. As a result, an entity's intention to hold an asset or to settle or otherwise fulfill a liability is not relevant when measuring fair value.

The Scheduled Maturity Date of the Notes was 25 February 2021 and pursuant to Special Condition (II) (*Redemption Amount*) the Issuer is required to redeem the Notes by making a payment in respect of each Note on the Final Maturity Payment Date of an amount in USD (the "**Redemption Amount**") equal to the lesser of (a) USD 1,000 and (b) the Net Proceeds. The calculation of the Net Proceeds is dependent on the determination of the Sale Proceeds. The Sale Proceeds consist of an amount determined by the Calculation Agent being the *pro rata* share of the proceeds of sale or other means of realization of the Charged Assets in respect of one Note less any costs, expenses, taxes and duties incurred in connection with the disposal or transfer of the Charged Assets by the Sale Agent.

Subject to the Conditions, the Final Maturity Payment Date is the fifth Business Day following the Scheduled Maturity Date or Extended Maturity Date; no Extended Maturity Date is currently in effect and as such the Final Maturity Payment Date was 4 March 2021. Pursuant to a notice dated 30 March 2021 the Issuer notified the Noteholders that an Event of Default has occurred as a result of the Issuer failing to pay the Redemption Amount on the Final Maturity Payment Date, as required by Special Condition (II), following the elapse of 14 days in accordance with Condition 4(a).

The Issuer, in consultation with the Arranger and the Calculation Agent, is considering the next steps in light of the events and circumstances described above. This may include (i) not taking any further action for the time being in the event that additional information may transpire regarding proceeds of the sale of the Property, or that further potential action may be available to the Issuer against any party to recover some of the sale proceeds or (ii) a determination being made that the Redemption Amount of each Note is zero. The Issuer will provide further information to the Noteholders once available.

This Notice has not been formulated by the Trustee who expresses no view on it and the Trustee expresses no opinion as to the actions (if any) the Noteholders may take in respect of this Notice. The information contained herein has not been independently verified by the Trustee and the Trustee makes no representation that all relevant information has been disclosed to Noteholders in or pursuant to this Notice. In accordance with normal practice, the Trustee expresses no view as to the truth, veracity, accuracy or completeness of the contents of this Notice. Accordingly, the Trustee recommends that Noteholders consider seeking their own financial, tax, accounting, investment and legal advice in respect of this Notice.

No responsibility or liability is or will be accepted by the Trustee in relation to the accuracy or completeness of this Notice or any other written or oral information made available to any person receiving this Notice or its advisers and any such liability is expressly disclaimed. This Notice is made without prejudice to any and all of the Trustee's rights under the Conditions of the Notes and the transaction documents relating to the Notes, all of which are expressly reserved.

PROPOSED ACTION

This notice is for informational purposes only.

Further Information

For further information with regard to the Notes, please contact:

FlexFunds LTD
noteholder.support@flexfunds.com