



Prosper Cap Corporation Limited (Formerly known as 3Energy Limited)
(Company Registration No.: 197300314D)
(Incorporated in the Republic of Singapore)

APPOINTMENT OF TWO INTERNATIONAL FINANCIAL INSTITUTIONS FOR TERM LOAN FACILITIES

The Board of Directors (the “**Board**”) of Prosper Cap Corporation Limited (formerly known as 3Energy Limited) (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has mandated two international financial institutions on 12 April 2024 as the mandated lead arrangers and bookrunners in respect of the following facilities (referred to collectively as the “**New Facilities**”) for the purposes described below, based on indicative and non-binding term sheets with these financial institutions (which are subject to conditions, including credit approval from these financial institutions):

- a. Senior and mezzanine term loan facilities for a total amount of up to GBP 290 million, which will be available for:
 - i. refinancing (the “**Refinancing**”) of the Group’s financial indebtedness under the existing credit facilities (the “**Existing Facilities**”);
 - ii. payment of costs in relation to the said loan facilities; and
 - iii. working capital purposes; and
- b. Senior and mezzanine capital expenditure facilities for a total amount of up to GBP 40 million, which will be available for payment of budgeted capital expenditure of the Group.

The indicative terms and non-binding term sheets of the New Facilities contemplate a change of control provision, pursuant to which prepayment of the New Facilities is mandatorily required upon a change of control, where “change of control” is likely to be defined to mean that DTGO Corporation Limited ceases to control (directly or indirectly) the borrower of the New Facilities. Details of this change of control provisions, as well as other terms set out in the term sheets, will be discussed and negotiated between the Company and the mandated financial institutions during the preparation of a credit facilities agreement and they are subject to change.

Shareholders are advised to exercise caution in trading their shares. The New Facilities, including the Refinancing, remain subject to, among other things, credit approval from the mandated financial institutions, agreement between the Company and the mandated financial institutions on the terms of the New Facilities, including the Refinancing, the negotiation and execution of definitive agreements between the Company and the mandated financial institutions, and fulfilment of the conditions precedent for the New Facilities, including the Refinancing. **There is no certainty or assurance that such credit approval will be obtained, that there will be agreement between the Company and the mandated financial institutions on the terms of the New Facilities, including the Refinancing, that the definitive agreements in connection with the New Facilities, including the Refinancing, will be entered into, that the conditions precedent for the New Facilities, including the Refinancing, can be fulfilled, or that the Refinancing and/or the financing pursuant to the New Facilities will be undertaken at all.** The Company will make the necessary announcements when there are further

developments in respect of the New Facilities, including the Refinancing. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers in the event of any doubt about the action they should take.

By Order of the Board

Iqbal Jumabhoy
Chief Executive Officer and Executive Director
14 April 2024

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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