

Aggregate Capital Commitment.Distributions

The Preferred Shares will not be entitled to dividend payments at a stated rate. Instead, distributions will be made on the Preferred Shares on each Payment Date (other than on the date of redemption of the Preferred Shares) to the extent of amounts (if any) available pursuant to the Priority of Payments and in accordance with the PS Issuing and Paying Agency Agreement. Cash distributions to the Preferred Shareholders will be made in U.S. dollars, unless exchange, control, tax, legal or regulatory considerations otherwise require.

Subordination

The Preferred Shares are subordinated and junior in rights of payment to the Initial Facility and to the payment on each Payment Date of all other amounts due from the Issuer or the Co-Issuer under the Transaction Agreements to which the Issuer or the Co-Issuer will be parties, including (without limitation) commercially reasonable expenses of the Co-Issuers, payments due to any Hedge Counterparty and commercially reasonable fees and expenses of the Security Party and the Portfolio Advisor. See "Summary of Terms – Priority of Payments".

Redemption

Preferred Shares will be redeemable at the request of the Preferred Share Purchaser. Following any complete liquidation of the Issuer's Assets, Redemption of the Facility and payment of all other obligations of the Co-Issuers, in circumstances of an Event of Default under the applicable Facility documentation or otherwise, the Preferred Shares will be subject to redemption in whole, subject to the availability of funds therefor pursuant to the Priority of Payments. In the case of a Refinancing, the Preferred Shares will not be redeemed but instead will remain outstanding in accordance with the terms of the Refinancing.

Purchase Restrictions

The Preferred Shares will be subject to restrictions on transfer and will be permitted to be offered, sold or otherwise Transferred solely to investors that are (i) QIBs or (ii) Accredited Investors that are in each case also Qualified Purchasers. The Preferred Shares will be offered and sold outside of the US under the exemption provided by Regulation S under the Securities Act. The aggregate amount of Preferred Shares held at any time by Benefit Plan Investors subject to ERISA must be less than 25% of the aggregate amount of all Preferred Shares. **Any transfer of Preferred Shares is required to include the corresponding proportionate amount of any unfunded commitment relating to such Preferred Shares under the PS Purchase Agreement.**

Voting Restrictions

Any Voting-Restricted Preferred Shares will be disregarded and