

example by causing the Issuer to be affiliated with a non-compliant foreign financial institution) may be subjected to punitive measures, including forced transfer of their Preferred Shares. There can be no assurance, however, that these measures will be effective, and that the Issuer and Preferred Shareholders will not be subject to withholding taxes. The imposition of such taxes could materially affect the Issuer's ability to make payments on the Preferred Shares or could reduce such payments. If a Preferred Shareholder fails to provide the Issuer with any correct, complete and accurate information that may be required for the Issuer to comply with the law to prevent U.S. federal withholding tax on payments to the Issuer, the Issuer is authorized to withhold amounts otherwise distributable to the Preferred Shareholder, to compel the Preferred Shareholder to sell its Preferred Shares and, if the Preferred Shareholder does not sell its Preferred Shares within 10 Business Days after notice from the Issuer, to sell the Preferred Shareholder's Preferred Shares on behalf of the Preferred Shareholder. In addition, each Preferred Shareholder will be obligated to indemnify the Issuer and each of the other investors in Preferred Shares from any and all damages, costs, taxes and expenses resulting from the Preferred Shareholder's failure to provide the Issuer with appropriate tax forms and other documentation reasonably requested by the Issuer, including documentation necessary for the Issuer to comply with such law.

In the event that withholding or deduction of taxes of any nature whatsoever is required in respect of payments on the Preferred Shares in any jurisdiction, the Issuer is not under any obligation to make any additional payments to the Preferred Shareholders in respect of such withholding or deduction. Prospective investors should consult their tax advisors regarding the application of FATCA to an investment in the Preferred Shares.

The Cayman Islands has also (i) entered into an intergovernmental agreement with the United Kingdom, which imposes requirements similar to those under the Cayman IGA with respect to holders of the applicable Facility or Preferred Shares who are resident in the United Kingdom for tax purposes, and may enter into similar agreements with other jurisdictions in the future and (ii) signed, along with a substantial number of other countries, a multilateral competent authority agreement to implement the OECD Standard for Automatic Exchange of Financial Account Information – Common Reporting Standards (the "CRS"), which requires "Financial Institutions" to identify and report information in respect of specified persons in jurisdictions which sign and implement the CRS. Each owner of an interest in a Facility or Preferred Shares will be required to provide the Issuer, the Security Party or their agents with information necessary to comply with such requirements. Prospective investors should consult their own tax advisors regarding the potential implications of such agreements.

Pending and Future Tax Legislation

The United States recently passed tax legislation that has significantly changed the U.S. tax system. In addition, future legislation, regulations, rulings or other authority could affect the federal income tax treatment of the Issuer and Preferred Shareholders. The Issuer cannot predict whether and to what extent any such legislative or administrative changes could change the tax consequences to the Issuer and to the Preferred Shareholders. Prospective investors should consult their tax advisors regarding possible legislative and administrative changes and their effect on the federal tax treatment of the Issuer and their investment in the Preferred Shares.

Non-U.S., State and Local and Other Taxes

Holders of Preferred Shares may be liable for non-U.S., state and local taxes in the country, state, or locality in which they are resident or doing business. Since the tax laws of each country, state, and locality may differ, each prospective investor should consult its own tax counsel with respect to any taxes other than United States federal income taxes that may be payable as a result of an investment in the Preferred Shares.

Certain ERISA Considerations

The Issuer intends, through the use of written representations, to restrict ownership of the Preferred Shares by Benefit Plan Investors and Controlling Persons (as defined below) so that no assets of the Issuer will be deemed to be "plan assets" subject to Title I of ERISA or Section 4975 of the Code as such term is defined in Section 3(42) of ERISA and the Plan