

SHENKMAN CREDIT FUND PLC
2nd FLOOR, BLOCK E
IVEAGH COURT
HARCOURT ROAD
DUBLIN 2
IRELAND

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your shares in Shenkman Credit Fund plc (the “Company”), please pass this document at once 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 as soon as possible.

Unless otherwise defined herein, all capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus of the Company dated 23 February 2017 and the First Supplemental Prospectus dated 8 October 2019 and the Second Supplemental Prospectus dated 5 March 2021, as may be amended or supplemented from time to time (together the “Prospectus”). A copy of the Prospectus is available upon request during normal business hours from the Company.

The Directors accept responsibility for the accuracy of the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Please note that the Central Bank has not reviewed this letter.

Date: 13 October 2021

RE: Appointment of Carne Global Fund Managers (Ireland) Limited as the UCITS management company of the Company

Dear Shareholder,

The Company is authorised by the Central Bank of Ireland as an open-ended investment company with variable capital incorporated under the laws of Ireland as a public limited company pursuant to the Companies Act 2014 and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) (the “Regulations”). The Company is organised as an umbrella fund with segregated liability between sub-funds.

1. BACKGROUND

In October 2020, the Central Bank published feedback on its review of the implementation of the Central Bank’s Fund Management Companies Guidance (“**CP86**”) by Irish fund management companies. The feedback, among other things, highlighted the need for at least three locally-based individuals to be appointed to an Irish fund management company. As a result of the Central Bank feedback, the Company has determined that for commercial reasons it is preferable to outsource the management of the Company to an Irish based UCITS management company, Carne Global Fund Managers (Ireland) Limited (the “**Manager**”).

Directors: Teddy Otto, Yvonne Connolly, Frank Whitley, Kevin Molony, Serge Todorovich
Registered in Ireland: Company Registration Number: 499990
Registered Office: as above

For the avoidance of doubt, the investment manager of the Company, Shenkman Capital Management, Inc., will remain as the investment manager of the Company. The appointment of the Manager will not impact on the way in which the Funds are managed.

2. **PROPOSED APPOINTMENT OF THE MANAGER AND AMENDMENT TO THE CONSTITUTION**

It is proposed that the Company will cease to be a self-managed investment company and the Manager shall assume the role of UCITS management company of the Company effective from 00.01 (Irish time) on 17 December 2021, or such other date and time as may be agreed between the Company and the Manager (the “**Effective Time**”). The Manager shall be paid a fee out of the assets of each Sub-Fund, calculated and accrued on each Dealing Day and payable monthly in arrears, of an amount up to 0.02% off the Net Asset Value of the relevant Fund, subject to a monthly minimum fee of €2,000 per Sub-fund per month (the “**Management Fee**”). Notwithstanding the introduction of the Management Fee, the total expense ratio of each Sub-Fund shall continue to be capped at 0.85% of the Net Asset Value of each Sub-Fund and the Investment Manager will absorb (directly or by way of a refund to the relevant Sub-Fund) any difference that may arise between the actual cost of operations of the relevant Sub-Fund and the fixed fee. A revised Prospectus will be issued reflecting the appointment of the Manager at the Effective Time.

The Constitution of the Company is to be amended to provide for the appointment of and payment of fees to an external management company and Shareholders will be asked to approve these changes at the AGM of the Company. For the avoidance of doubt no changes are being made to the Constitution other than those required to appoint the external manager to the Company.

3. **NOTICE OF MEETING TO CONSIDER AND VOTE ON THE PROPOSED CHANGE TO THE CONSTITUTION**

You will find attached a notice of the AGM of the Company which will be held at 10a.m. (Irish time) on 10 November 2021 at Carne Global Financial Services Limited, 2nd Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2, Ireland. At the AGM, Shareholders will be asked in addition to the ordinary business of the company to consider a special resolution approving the change to the Constitution as described above.

The amendment to the Constitution requires the approval of the Shareholders by way of a special resolution. This means that at least 75% of votes cast by the Shareholders present and voting in person or by proxy at the AGM must vote in favour of the resolution. A copy of the proposed special resolution can be found in the notice of AGM.

Subject to Shareholder approval at the AGM, the proposed amendment to the Constitution will take effect from the date that an updated Constitution is filed and noted with the Central Bank reflecting this change which is expected to be on the day following the AGM.

4. **PROXY FORMS**

The form of proxy accompanying the notice of AGM enclosed with this letter should be completed and returned in accordance with the instructions thereon. Shareholders may return a signed copy of the proxy form, either by post or email to Carne Global Financial Services Limited, 2nd Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2, Ireland or carnecosec@carnegoup.com to arrive no later than 48 hours before the time of the meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM.

5. **REDEMPTION OF SHARES**

Shareholders who do not wish to remain invested in the Company following the implementation of the change to the Constitution (if the resolution is passed) have, subject to the terms of the Prospectus, the opportunity to redeem their Shares on a Dealing Day by sending a completed redemption form to the Administrator by the relevant Trade Cut-Off Time.

6. **CONCLUSION**

The Directors consider that the proposed change to the Constitution is in the best interests of the Shareholders as a whole and recommend that you vote in favour of the proposal. Should you have any questions relating to these matters, please do not hesitate to contact your Investor Relations Officer at the Investment Manager or EurSupport@shenkmancapital.com, or alternatively you should contact your investment consultant, tax adviser and/or legal adviser as appropriate.

Yours sincerely,



Director
For and on behalf of
Shenkman Credit Fund plc