

**UK SPV CREDIT FINANCE PLC
NOTICE OF TRUSTEE ANNOUNCEMENT
12 JANUARY 2017**

UK SPV CREDIT FINANCE PLC (THE "ISSUER") ANNOUNCEMENT TO HOLDERS OF:

- (1) **US\$175,000,000 10.875 PER CENT. LOAN PARTICIPATION NOTES DUE 2018 ISSUED BY, BUT WITHOUT RECOURSE TO, THE ISSUER FOR THE SOLE PURPOSE OF FUNDING A LOAN TO PUBLIC JOINT-STOCK COMPANY COMMERCIAL BANK "PRIVATBANK" ("PRIVATBANK")**

Regulation S Notes: XS0896890315; Common Code: 089689031

Rule 144A Notes: US90277VAB45; Common Code: 089703182; CUSIP: 90277V AB4

- (2) **US\$200,000,000 10.25 PER CENT. LOAN PARTICIPATION NOTES DUE 2018 ISSUED BY, BUT WITHOUT RECOURSE TO, THE ISSUER FOR THE SOLE PURPOSE OF FUNDING A LOAN TO PUBLIC JOINT-STOCK COMPANY COMMERCIAL BANK "PRIVATBANK"**

ISIN: XS0543744535; Common Code 054374453

(TOGETHER, THE "NOTES")

In light of reports in the press that Privatbank had been nationalised and that the loans relating to the Notes are to be 'bailed-in' by the National Bank of Ukraine, Deutsche Trustee Company Limited (the **"Trustee"**) sent to Noteholders the attached Notice of Material Events dated 5 January 2017 (the **"Notice"**).

For enquiries please contact the Trustee in the manner specified in the Notice.

This Notice is given by:

UK SPV CREDIT FINANCE PLC

Isobel Coley
Transaction Manager
6 St Andrew Street
London EC4A 3AE
United Kingdom

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY.

If applicable, all depositories, custodians and other intermediaries receiving this notice are requested to transmit this notice to the beneficial holders of the Bonds in a timely manner.

To the Holders and beneficial owners of the Notes listed

XS0896890315 (Reg S) Reg S Common Code: 089689031	U.S.\$175,000,000 10.875 % Loan Participation Notes due 2018
US90277VAB45 (Rule 144A) Rule 144A Common Code: 089703182 Rule 144A CUSIP: 90277V AB4	
XS0543744535	US\$ 200,000,000 9.375% Loan Participation Notes due 2018

**for the sole purpose of respectively funding loans to
Public Joint-Stock Company Commercial Bank “PrivatBank”
 (“Privatbank” or the “Borrower”)**

Issued by

UK SPV CREDIT FINANCE PLC (the ‘Issuer’)

NOTICE OF MATERIAL EVENTS

REFERENCE is made to:

1. A trust deed relating to the US\$ 175,000,000 10.875% LPNs due 2018, dated 27 February 2013;
2. A trust deed relating to the US\$ 200,000,000 9.375% LPNs due 2018, dated 24 September 2010 as supplemented by a supplemental trust deed dated 15 September 2015.

(together the “**Trust Deeds**”), between the Issuer and Deutsche Trustee Company Limited constituting the Notes.

Capitalised terms not defined herein shall have the meanings given to them in the Trust Deeds.

1. In light of reports in the press that Privatbank had been nationalised and the Notes were to be 'bailed-in' by the National Bank of Ukraine, the Trustee wrote to the Borrower on 22 December 2016 requesting (i) a certificate pursuant to clause 13.2 '*Notification of Default*' of the Loan Agreement as to the occurrence of any Event of Default or Potential Event of Default and (ii) confirmation of the status of the Borrower and the implications of the recent announcements for the Loan and the Notes. The Trustee has not yet received the requested certificate but has since received the below-mentioned letters.
2. The Trustee has received a letter dated 29 December 2016 from the Ukrainian Deposit Guarantee Fund (the "**Deposit Guarantee Fund Letter**"), a copy of which is attached to this letter as Annex 1. Additionally, Noteholders are directed to the following link: https://bank.gov.ua/control/en/publish/article?art_id=37008607&cat_id=76291 which relates to the "Press Release" of 26 December 2016 by the National Bank of Ukraine and as referenced in the Deposit Guarantee Fund Letter.
3. The Trustee has been copied on a letter dated 5 January 2017 from Privatbank to the Issuer (the "**Privatbank Letter**"), a copy of which is attached to this notice as Annex 2. The letter informs the Issuer, among other things, that 'the amount of Eurobonds was debited on December 21, 2016 by the Deposit Guarantee Fund'.
4. The Trustee has no funds at its disposal to pay the costs of investigating the implications on the Notes of the terms of the Deposit Guarantee Fund Letter or the Privatbank Letter. Clause 17.3.2 of both Trust Deeds provides that, the Trustee is not obliged to expend or risk its own funds or otherwise incur any financial liability in the performance of its duties or the exercise of any right, power, authority or discretion thereunder if it has reasonable grounds for believing the repayment of such funds or adequate indemnity against, or security for, such risk or liability is not reasonably assured to it. In light of the current uncertainty surrounding the Borrower and the Issuer's financial position and more specifically Clauses 17.3.2 '*Expenditure by the Trustee*' of both Trust Deeds (as summarised above for ease), any Noteholder wishing to provide funding to the Trustee to pay its fees and costs in this matter, which includes the costs of any financial or legal advice the Trustee may require, should contact the Trustee in the manner given below as soon as possible.

Contacting the Trustee

- a) **Holders of Notes through DTC** wishing to provide funding to the Trustee as described in section 2 above should send an e-mail to the Trustee at leigh.cobb@db.com and ranjit.mather@db.com referencing "**PRIVATBANK**" - **UK SPV CREDIT FINANCE PLC** and the ISIN/CUSIP of the Notes in the subject line and disclosing the identity of the Noteholder, the nominal amount of each ISIN/CUSIP held by the Noteholder and the

details of the person(s) who shall represent the Noteholder. The Trustee will require evidence of holding.

b) **Holders of Notes at a European depository** wishing to provide funding to the Trustee as described in section 2 above should contact their custodian and direct it to have Euroclear/Clearstream send a SWIFT message to the Principal Paying Agent for onward transmission to Deutsche Trustee Company Limited disclosing:

1. ISIN
2. Account no.
3. Participant name
4. Nominal amount
5. Beneficial Holder Name
6. Contact details: name, telephone number and email address; and
7. Confirmation that the Holder's account is blocked.

Upon receipt of the above details from a Noteholder, the Trustee will contact such Noteholder to request evidence of holding if required and to discuss next steps, including funding arrangements, as appropriate.

Noteholder with queries concerning the content of this Notice should contact the Trustee using the details set out below and referencing ***"PRIVATBANK" - UK SPV CREDIT FINANCE PLC*** and the ISIN of the Notes in the subject line:

Address: Deutsche Trustee Company Limited, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.
Attn: Leigh Cobb and Ranjit Mather
Email: leigh.cobb@db.com and ranjit.mather@db.com

The Trustee may conclude that a specific response to particular enquiries from individual Noteholder is not consistent with an equal and full dissemination of significant information to all Noteholder or parties in interest.

The above communication is made without prejudice to any and all of the Trustee's rights under the Terms and Conditions of the Notes and the transaction documents, all of which are expressly reserved.

The Trustee provides the information above for the information of Noteholders, but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee expresses no opinion as to the action Noteholders should take in relation to the above. The Trustee makes no recommendations and gives no investment advice herein or as to the Notes generally. Noteholders should take and rely on their own legal, financial or other professional advice and may not rely on advice provided to the Trustee, statements as to the legal position included in notices relating to the Notes issued by the Trustee or otherwise or the views of the Trustee expressed herein or otherwise.

ANNEX 1
Deposit Guarantee Fund Letter

2016-Дек-29 15:18 Фонд гарантування вкладів 0443333571

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**Фонд гарантування вкладів
фізичних осіб**
вул. Січових Стрільців, 17, м. Київ, 04053
Тел./факс: (044) 333-35-63
E-mail: fgvf@fg.gov.ua
www.fg.gov.ua



ФГВФ

DEPOSIT GUARANTEE FUND

17, Sichovykh Striltsiv St., Kyiv, 04053, Ukraine
Tel./Fax: (044) 333-35-63
E-mail: fgvf@fg.gov.ua
www.fg.gov.ua

29 December 2016 № 40-48657/16

Deutsche Trustee Company Limited
Winchester House
One Great Winchester Street
London EC2N 2DB
United Kingdom

Attn: Trust & Securities Services

US \$175 million 10.875% Loan Participation Notes due 28.02.2018 (the "\$175m Senior Notes") and US \$200 million 10.25% Loan Participation Notes due 23.01.2018 (the "\$200m Senior Notes" and, together with the \$175m Senior Notes, the "Senior Notes") issued by UK SPV Credit Finance PLC for the sole purpose of financing a loan to Public Joint Stock Company Commercial Bank "PrivatBank" ("PrivatBank")

Dear Sir/Madam,

Annexed to this letter for your information is a copy of a press release (the "Press Release") published on 26 December 2016 by the National Bank of Ukraine regarding, inter alia, the Senior Notes.

Following the appointment of a temporary administrator and the subsequent nationalisation of PrivatBank (as set out in the Press Release), please note that we will be in contact with you in due course to confirm the contact details of your principal contact and with further detail regarding the Notes and the matters set out in the Press Release.

Yours faithfully,

Kostyantyn Vorushylin
Managing Director,
Deposit Guarantee Fund

ANNEX**Press-release**

PrivatBank had the following notes (the "Notes") in issue:

1. US \$175 million 10.875% Loan Participation Notes due 28.02.2018 (the "\$175m Senior Notes");
2. US \$200 million 10.25% Loan Participation Notes due 23.01.2018 (the "\$200m Senior Notes" and, together with the \$175m Senior Bonds, the "Senior Notes"); and
3. US \$220 million 11% Loan Participation Notes due 2021 (the "Subordinated Notes").

The Notes are issued by an SPV established in the UK which has on-lent the proceeds of the issue of the Notes to PrivatBank under four loan agreements (the "Loan Agreements") (one each for the Senior Notes and two subordinated loans for the Subordinated Notes). These loans are separately secured by the SPV in favour of the relevant trustee appointed in respect of the applicable Notes by way of assignment and charge for the benefit of the trustee and the holders of the relevant Notes.

Article 41.1 of the Law of Ukraine on Households Deposit Guarantee System ("Article 41.1") provides for the resolution of a regulated bank by appointment of a temporary administrator, the bail-in of certain liabilities and the nationalisation of the bank. Pursuant to the exercise of Article 41.1 in respect of PrivatBank, each of the loans represented by the loan agreements were bailed-in during the temporary administration of PrivatBank. The nationalisation of PrivatBank (at which point the temporary administration of PrivatBank ceased) has also occurred on 21 December 2016. Payments under each series of Notes are made on a limited recourse basis to the extent that principal, interest or other amounts are received by the issuer of the Notes under the relevant Loan Agreement and as such where no payments are made under the Loan Agreements following bail-in, no payments will be made under each series of Notes. Further detail will be announced in due course.

ANNEX 2



PUBLIC JOINT-STOCK COMPANY COMMERCIAL BANK «PRIVATBANK»
50 Naberezhnaya Pobedy st., 49004 Dnipro, Ukraine
phone: +38 056 735 32 82, +38 056 716 11 31
www.privatbank.ua e-mail: hotline@privatbank.ua

from 05.01.17 r/h. 000/002

To:
UK SPV Credit Finance plc
Fifth Floor
6 St. Andrew Street
London EC4A 3AE
United Kingdom
For the attention of: The Directors

cc:
GLAS Trust Corporation Limited
45 Ludgate Hill
London EC4M 7JU
United Kingdom
For the attention: Transaction Management Group

cc:
Deutsche Trustee Company Limited
For the attention of: Manager, Trustee Administration

Dear Sirs,

Herewith we would like to inform that on December 22, 2016 PJSC CB "PRIVATBANK", the bank with 100% of share capital being held by the state of Ukraine represented by the Ministry of Finance, received its balance sheet without obligations towards UK SPV Credit Finance.

The amount of Eurobonds was debited on December 21, 2016 by the Deposit Guarantee Fund during the period of the temporary administration management.

The notification for PrivatBank Noteholders is placed on the website of the NBU https://bank.gov.ua/control/en/publish/article?art_id=37008607&cat_id=76291.

Yours faithfully,

Galina Pakhachuk
Deputy Chairman of the Board
PJSC CB "PRIVATBANK"