

**27 DECEMBER 2013**

**SILK ROAD FINANCE NUMBER TWO PLC ANNOUNCEMENT OF A CONSENT SOLICITATION TO CLASS A NOTEHOLDERS IN RESPECT OF:**

**€500,000,000 CLASS Aa MORTGAGE BACKED FLOATING RATE NOTES DUE 2054 (ISIN: XS0615237400), AND**

**£275,000,000 CLASS Ab MORTGAGE BACKED FLOATING RATE NOTES DUE 2054 (ISIN: XS0615236691).**

Silk Road Finance Number Two PLC (the **Issuer**) announced today that the meeting of the holders of the outstanding €500,000,000 Class Aa Mortgage Backed Floating Rate Notes due 2054 (ISIN: XS0615237400) and £275,000,000 Class Ab Mortgage Backed Floating Rate Notes Due 2054 (ISIN: XS0615236691) (the **Notes**) which was held in respect of an Extraordinary Resolution in respect of their Notes has been adjourned and shall be re-convened in order to consider the Extraordinary Resolution on 10 January 2014. The Extraordinary Resolution will approve and assent to a Noteholder proposal which includes, amongst other things, (i) the entry into back-up cash management and servicing arrangements and replacement cash management and servicing arrangements together with certain amendments to the Transaction Documents to reflect the current rating criteria of Moody's and Fitch in relation to the implementation of the back-up cash management and servicing arrangements and replacement cash management and servicing arrangements, (ii) the entry into the Amended and Restated Collection Account Declaration of Trust together with certain consequential amendments to the Transaction Documents to remove the requirement to transfer the collection account to a third party on the occurrence of a rating downgrade of the Co-operative Bank plc, (iii) the entry into of an amended and restated Master Definitions and Construction Schedule to effect amendments to the definition of Authorised Investments together with certain amendments to the Transaction Documents to effect and reflect those amendments and the use of Authorised Investments within the Securitisation and (iv) making amendments to the Transaction Documents to allow the Issuer and/or any Swap Provider to comply with the European Regulation 648/2012 of 4 July 2012, known as the European Market Infrastructure Regulation (**EMIR**) and/or the Dodd-Frank Wall Street Reform and Consumer Protection Act (**Dodd-Frank**) (together, the **Noteholder Proposal**).

The Noteholder Proposal is made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum dated 5 December 2013 (the **Consent Solicitation Memorandum**).

The adjourned meetings of holders of the Notes (the **Adjourned Meetings**) to consider, and if thought fit, to pass the Extraordinary Resolution to approve the Noteholder Proposal will commence at 10:20 a.m. (London time) (11:20 a.m. CET) on 10 January 2014 at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD.

The Issuer proposes to amend certain existing and enter into certain new Transaction Documents in order to implement the Noteholder Proposal.

The Noteholder Proposal, if passed and consented to by all appropriate parties, will, subject to it not being withdrawn by the Issuer, be implemented within 5 Business Days of the Adjourned Meetings (or within 5 Business Days of any further adjourned meetings in the

event of the Extraordinary Resolution being passed at further adjourned meetings, other than for lack of quorum) (the **Implementation Date**).

Holders of Notes who wish to accept the Noteholder Proposal should refer to the Consent Solicitation Memorandum for the procedures which must be followed in order to accept the Noteholder Proposal.

The **Expiration Deadline/Final Voting Deadline** is 10:20 a.m. (London time) (11:20 a.m. CET) on 9 January 2014

Capitalised terms used in this announcement have the meanings ascribed to them in the Consent Solicitation Memorandum.

Copies of the Trust Deed (including the Conditions), the draft Amended and Restated Master Definitions and Construction Schedule, the draft Amended and Restated Cash Management Agreement, the draft Amended and Restated Servicing Agreement, the draft Amended and Restated Mortgage Sale Agreement, the draft Amended and Restated Corporate Services Agreement, the draft Amended and Restated Collection Account Declaration of Trust, the draft Amended and Restated Co-op Bank Account Agreement, the draft Amended and Restated Barclays Bank Account Agreement, the draft Supplemental Trust Deed, the draft Supplemental Deed of Charge, the draft Back-Up Cash Management Agreement, the draft Back-Up Servicing Agreement, the draft Replacement Cash Management Agreement and the draft Replacement Servicing Agreement relating to the Extraordinary Resolution will be available for inspection by Noteholders at the specified office of the Principal Paying Agent set out below.

**For further information:**

A complete description of the terms and conditions of the Noteholder Proposal and the Consent Solicitation will be set out in the Consent Solicitation Memorandum. Further details on the transaction can be obtained from:

**The Solicitation Agents:**

*J.P. Morgan Securities plc*

25 Bank Street

Canary Wharf

London E14 5JP

Attn: Fixed Income Syndicate

Fax: +44 (0) 20 7134 2468

Email: [ABS\\_London\\_Syndicate@jpmorgan.com](mailto:ABS_London_Syndicate@jpmorgan.com)

*The Royal Bank of Scotland plc*

135 Bishopsgate

London EC2M 3UR

Attn: Liability Management Group

Tel: +44 207 085 8806/9972

Email: [liabilitymanagement@rbs.com](mailto:liabilitymanagement@rbs.com)

Requests for copies of the Consent Solicitation Memorandum and the draft Documents (as defined therein) should be directed to:

**The Tabulation Agent:**

***Lucid Issuer Services Limited***

Leroy House

436 Essex Road

London N1 3QP

United Kingdom

Attention: Paul Kamminga/Victor Parzyiagla

Tel: +44 20 7704 0880

Fax: +44 20 7067 9098

Email: [silk@lucid-is.com](mailto:silk@lucid-is.com)

Requests for information in relation to voting and attendance at the Adjourned Meeting should be directed to:

**The Principal Paying Agent**

***HSBC Bank plc***

8 Canada Square

London E14 5HQ

Attn: The Senior Manager, CT Client Services, Corporate Trust and Loan Agency

The Notice of Adjourned Meeting has been submitted to the National Storage Mechanism and will shortly be available for inspection at [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do).

**DISCLAIMER:** This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Noteholder Proposal. If any Noteholder is in doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to vote in respect of the Noteholder Proposal. None of the Issuer, the Solicitation Agents, the Tabulation Agent, the Principal Paying Agent, the U.S. Registrar or the Trustee for the Notes makes any recommendation as to whether or not or how holders of the Notes should vote in respect of the Noteholder Proposal.

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law and persons into whose possession this announcement and the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.