

For immediate release

1 June 2018

Ranger Direct Lending ZDP plc
(the "Company")

**Clarification on voting rights of holders of Zero Dividend Preference Shares ("ZDPs"
and "ZDP Shareholders")**

The Company is a wholly owned subsidiary of Ranger Direct Lending Fund plc ("**Ranger**" or the "**Parent**") and has 53 million ZDPs in issue.

As announced by Ranger on 16 May 2018, it is intended that a Circular will be distributed to ordinary shareholders of the Parent containing full details of proposed amendments to Ranger's management arrangements and investment policy and convening a general meeting of the Parent for its ordinary shareholders to vote on those matters.

Ranger's intention is that this vote will publicly clarify the views of all of its shareholders.

In anticipation of the publication of Ranger's circular, and having regard to recent engagement from the Company's ZDP Shareholders, the Board wishes to clarify the voting rights of ZDP Shareholders in connection with a change of the Parent's investment policy.

The rights of the Company's ZDP Shareholders to vote in these circumstances are set out in the Company's articles of association and the undertaking granted by Ranger at the time it entered into the loan agreement with the Company and the Company first issued ZDPs. Pursuant to these, and as summarised in the Company's ZDP prospectuses:

1. Ranger is only required to seek the approval of the Company's ZDP Shareholders to amend its investment policy if, in the reasonable opinion of the Directors of the Company, the proposed amendments to Ranger's investment policy would be materially prejudicial to the interests of the Company's ZDP Shareholders; and
2. Ranger is required to ensure that the Board of directors of the Company from time to time comprises only individuals who are directors of the Parent.

In light of:

1. the experience, qualifications and scale of the Parent's proposed new investment manager, Ares Capital Management III LLC;
2. the Parent's proposed investment strategy going forward (including the transitional arrangements to be put in place with the existing investment manager); and
3. the consideration that was given to the position of the Company's ZDP Shareholders during the Parent's management engagement committee's management review process,

the Board of the Company, having taken advice, has unanimously concluded that in the reasonable opinion of each member of the Board, the proposed amendments to Ranger's investment policy would not be materially prejudicial to the interests of the Company's ZDP Shareholders. No vote on the proposals is therefore required or planned for the ZDP Shareholders.

As previously announced by Ranger, the Independent Directors of the Parent (who are all also members of the Company's Board) have carried out a structured review of the Parent's management arrangements. As part of this, two rounds of written submissions were received from parties interested in the Parent's management contract and the Independent Directors actively engaged with potential new managers with the aim of balancing all stakeholders' interests, including the legitimate interests of ZDP Shareholders.

As will be set out in full in the Parent's circular, under Ares' management, Ranger would continue to focus on loans to Specialty Finance Companies, principally in the USA and servicing the borrowing requirements of consumers and SMEs. There would be no change in that overall investment focus going forward. A key change to be introduced under Ares' management, however, would be in credit structuring. Under Ares' proposals, the Parent would invest predominantly through SPV vehicles which would have an equity cushion or "first loss piece" in the SPV contributed by a third party in the range of 15 to 25 per cent. of the gross maximum value of the relevant pool of loans.

The Independent Directors of Ranger (and therefore the Board of the Company) consider this credit structuring to be attractive for a number of reasons, but primarily because, from the point of view of the capital base of the Parent (and by definition the capital cover attributable to ZDPs), such a credit structure is beneficial, rather than prejudicial, to capital preservation and the rights of ZDP Shareholders.

For further information, please contact:

Link Company Matters Limited	+44 (0)1392 477 510
Secretary	
Liberum Capital Limited	+44 (0)20 3100 2000
Joshua Hughes	
Media Enquiries	
Redleaf Communications	+ 44 (0) 20 3757 6865
Elisabeth Cowell	ranger@redleafpr.com
Robin Tozer	

LEI: 5493009K2K3DB5ZTBD75

END OF ANNOUNCEMENT