

**WITHDRAWAL OF NOTICE OF PARTIAL REFINANCING REDEMPTION AND
NOTICE OF PARTIAL REFINANCING REDEMPTION****SOUND POINT CLO XXII, LTD.
SOUND POINT CLO XXII, LLC**

July 14, 2021

To: The Parties Listed on Schedule I hereto.

Ladies and Gentlemen:

Reference is made to that certain Indenture dated as of February 21, 2019 (as amended, modified or supplemented from time to time, the “Indenture”) among SOUND POINT CLO XXII, LTD., as Issuer (the “Issuer”), SOUND POINT CLO XXII, LLC, as Co-Issuer (the “Co-Issuer,” and together with the Issuer, the “Co-Issuers”), and WELLS FARGO BANK, NATIONAL ASSOCIATION, as trustee (the “Trustee”). Capitalized terms used herein without definition shall have the meanings given to such terms in the Indenture.

I. Notice to Nominees and Custodians.

If you act as or hold Notes as a nominee or custodian for or on behalf of other persons, please transmit this notice immediately to the beneficial owner of such Notes or such other representative who is authorized to take actions. Your failure to act promptly in compliance with this paragraph may impair the chance of the beneficial owners on whose behalf you act to take any appropriate actions concerning the matters described in this notice.

I. Withdrawal of Notice of Partial Refinancing Redemption.

Reference is further made to that certain Notice of Partial Refinancing Redemption dated as of July 7, 2021 (the “Original Redemption Notice”) wherein the Trustee provided notice of a Refinancing Redemption of the Class A Notes, Class B-1 Notes, Class B-2 Notes, Class C Notes and Class D Notes on July 20, 2021 (the “Original Redemption Date”).

At the direction of the Issuer, the Trustee hereby provides notice of withdrawal of the Original Redemption Notice pursuant to Section 9.7(b) of the Indenture. The Refinancing Redemption of the of the Class A Notes, Class B-1 Notes, Class B-2 Notes, Class C Notes and Class D Notes will not occur on the Original Redemption Date. Notwithstanding the foregoing, the Issuer has certified to the Trustee that the Required Direction dated as of July 7, 2021 from the Collateral Manager is still effective.

III. Notice of Partial Refinancing Redemption

Pursuant to Section 9.6 of the Indenture, by notice dated as of July 14, 2021 the Collateral Manager provided notice to the Trustee of the Refinancing Redemption Date, the expected Aggregate Outstanding Amount and the expected Redemption Price of the Class A Notes, Class B-1 Notes, Class B-2 Notes, Class C Notes and Class D Notes (the “Redeemed Notes”).

In accordance with Section 9.7 of the Indenture and at the direction of the Collateral Manager (on behalf of the Issuer), the Trustee hereby provides notice of the following information relating to the Refinancing Redemption:

The Refinancing Redemption Date for the Redeemed Notes shall be August 5, 2021.

The Redemption Price of each Class of Redeemed Notes shall be:

for the Class A Notes shall be an amount equal to 100% of the aggregate outstanding principal amount of the Class A Notes plus accrued and unpaid interest thereon (including any Defaulted Interest and interest thereon) to and including the Refinancing Redemption Date;

for the Class B-1 Notes shall be an amount equal to 100% of the aggregate outstanding principal amount of the Class B-1 Notes plus accrued and unpaid interest thereon (including any Defaulted Interest and interest thereon) to and including the Refinancing Redemption Date;

for the Class B-2 Notes shall be an amount equal to 100% of the aggregate outstanding principal amount of the Class B-2 Notes plus accrued and unpaid interest thereon (including any Defaulted Interest and interest thereon) to and including the Refinancing Redemption Date;

for the Class C Notes shall be an amount equal to 100% of the aggregate outstanding principal amount of the Class C Notes (including any Deferred Interest) plus accrued and unpaid interest thereon (including any Defaulted Interest and interest thereon) to and including the Refinancing Redemption Date; and

for the Class D Notes shall be an amount equal to 100% of the aggregate outstanding principal amount of the Class D Notes (including any Deferred Interest) plus accrued and unpaid interest thereon (including any Defaulted Interest and interest thereon) to and including the Refinancing Redemption Date.

The Class E Notes, the Class Y Notes, the Class Z Notes and the Subordinated Notes will not be redeemed on the Refinancing Redemption Date.

All of the Redeemed Notes are to be redeemed in full and interest on such Redeemed Notes shall cease to accrue on the Refinancing Redemption Date. The Refinancing Redemption may be cancelled subject to certain conditions, as set forth in the Indenture.

The Collateral Manager has notified the Trustee that (i) this notice shall constitute a separate Notice of Refinancing Redemption with respect to each of the Class A Notes, Class B-1

Notes, Class B-2 Notes, Class C Notes and Class D Notes and (ii) the Issuer shall have the option to withdraw any Notice of Refinancing Redemption on or prior to the Business Day prior to the Refinancing Redemption Date pursuant to Section 9.7(b) of the Indenture. For the avoidance of doubt, any withdrawal of a Notice of Refinancing Redemption with respect to any of the Class A Notes, Class B-1 Notes, Class B-2 Notes, Class C Notes or Class D Notes shall not be construed to constitute a withdrawal of a Notice of Refinancing Redemption with respect to any other Class of Notes.

Notwithstanding anything herein to the contrary, the completion of the Refinancing Redemption described herein is subject to the satisfaction of any additional conditions to the Refinancing Redemption set forth in the Indenture. Payment of the Redemption Price on Secured Notes in the form of Certificates will be made only upon presentation and surrender of such Certificates at the offices of the Trustee. To surrender Secured Notes in the form of Certificates, please present and surrender the Certificates to one of the following places by one of the following methods:

By Mail or Courier Service:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
600 South Fourth Street
Minneapolis, MN 55415

By Registered or Certified Mail:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
P.O. Box 1517
Minneapolis, MN 55480-1517

IMPORTANT INFORMATION REGARDING TAX CERTIFICATION AND POTENTIAL WITHHOLDING: Pursuant to U.S. federal tax laws, you have a duty to provide the applicable type of tax certification form issued by the U.S. Internal Revenue Service ("IRS") to Wells Fargo Bank, N.A. Corporate Trust Services to ensure payments are reported accurately to you and to the IRS. In order to permit accurate withholding (or to prevent withholding), a complete and valid tax certification form must be received by Wells Fargo Bank, N.A. Corporate Trust Services before payment of the redemption proceeds is made to you. Failure to timely provide a valid tax certification form as required will result in the maximum amount of U.S. withholding tax being deducted from any redemption payment that is made to you.

Any questions regarding this notice may be directed to the attention of Charlie Hwang by telephone at (410) 884-2342, by e-mail at Charles.Hwang@wellsfargo.com or by mail addressed to Wells Fargo Bank, National Association, Corporate Trust Department, Attn.: Charlie Hwang, MAC R1204-010, 9062 Old Annapolis, Columbia, MD 21045-1951. The Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of material information to all Holders. Holders of Notes should not rely on the Trustee as their sole source of information. The Trustee does not make recommendations or give investment advice herein or as to the Notes generally.

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Trustee**

Schedule I

Addressees

Holders of Subordinated Notes:*

Class of Securities	Rule 144A		Regulation S			Non-Clearing Agency	
	CUSIP	ISIN	CUSIP	ISIN	Common Code	CUSIP	ISIN
Class A Notes	83611K AA0	US83611KAA07	G8284E AA0	USG8284EAA04	194883277	83611K AB8	US83611KAB89
Class B-1 Notes	83611K AC6	US83611KAC62	G8284E AB8	USG8284EAB86	194883315	83611K AD4	US83611KAD46
Class B-2 Notes	83611K AJ1	US83611KAJ16	G8284E AE2	USG8284EAE26	194884672	83611K AK8	US83611KAK88
Class C Notes	83611K AE2	US83611KAE29	G8284E AC6	USG8284EAC69	194884729	83611K AF9	US83611KAF93
Class D Notes	83611K AG7	US83611KAG76	G8284E AD4	USG8284EAD43	194885091	83611K AH5	US83611KAH59
Class E Notes	83610F AA2	US83610FAA21	G8284P AA5	USG8284PAA50	194885156	83610F AB0	US83610FAB04
Class Y Notes	83610F AC8	US83610FAC86	G8284P AB3	USG8284PAB34	N/A	83610F AD6	US83610FAD69
Class Z Notes	83610F AE4	US83610FAE43	G8284P AC1	USG8284PAC17	N/A	83610F AF1	US83610FAF18
Subordinated Notes	83610F AG9	US83610FAG90	G8284P AD9	USG8284PAD99	194886039	83610F AH7	US83610FAH73

Issuer:

Sound Point CLO XXII, Ltd.
c/o MaplesFS Limited
P.O. Box 1093, Boundary Hall
Cricket Square, George Town
Grand Cayman KY1-1102, Cayman Islands
Attention: The Directors

with a copy to:

Maples and Calder (Cayman) LLP
P.O. Box 309, Umland House
South Church Street, George Town
Grand Cayman KY1-1104, Cayman Islands
Re: Sound Point CLO XXII, Ltd.

* The Trustee shall not be responsible for the use of the CUSIP, CINS, ISIN or Common Code numbers selected, nor is any representation made as to their correctness indicated in the notice or as printed on any Note. The numbers are included solely for the convenience of the Holders.

Co-Issuer:

Sound Point CLO XXII, LLC
c/o Maples Fiduciary Services (Delaware) Inc.
4001 Kennett Pike, Suite 302
Wilmington, Delaware 19807
Attention: The Manager

Collateral Manager:

Sound Point Capital Management, LP
375 Park Avenue, 33rd Floor
New York, NY 10152
Attention: Francis McCullough, Kevin Gerlitz, Stephen Ketchum and Rick Richert

Rating Agencies:

Fitch:

E-mail: cdo.surveillance@fitchratings.com

Moody's:

E-mail: cdomonitoring@moodys.com

Collateral Administrator/Information Agent:

Wells Fargo Bank, National Association
9062 Old Annapolis Road
Columbia, Maryland 21045

The Cayman Islands Stock Exchange:

PO Box 2408
Grand Cayman KY1-1105
Cayman Islands
Email: Listing@csx.ky