



B #:	B20318-24
Date:	June 6, 2024
To:	All Participants
Category:	Underwriting
From:	Underwriting Operations
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3 (c) (7) restrictions for owners of the following issue: TRINITAS CLO XXIV LTD / TRINITS CLO XXIV LLC

(A) CUSIP Number(s):	<u>Class</u>	<u>Rule 144a</u>	<u>Reg S</u>
	Class A-1 Notes	89642XAA2	G9068EAA0
	Class A-2 Notes	89642XAC8	G9068EAB8
	Class B Notes	89642XAE4	G9068EAC6
	Class C Notes	89642XAG9	G9068EAD4
	Class D-1 Notes	89642XAJ3	G9068EAE2
	Class D-2 Notes	89642XAL8	G9068EAF9

(B) Security Description(s): U.S.\$300,000,000 Class A-1 Floating Rate Notes due 2037
U.S.\$15,000,000 Class A-2 Floating Rate Notes due 2037
U.S.\$65,000,000 Class B Floating Rate Notes due 2037
U.S.\$30,000,000 Class C Deferrable Floating Rate Notes due 2037
U.S.\$25,000,000 Class D-1 Deferrable Floating Rate Notes due 2037
U.S.\$7,500,000 Class D-2 Deferrable Fixed Rate Notes due 2037

(C) Offering Amount(s): See (B) above

(D) Managing Underwriter: SG Americas Securities, LLC

(E) Paying Agent: Wilmington Trust, National Association

(F) Closing Date: February 26, 2024

Special Instructions:

Refer to the attachment for important instructions from the Issuer.

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Trinitas CLO XXIV, Ltd.

c/o Walkers Corporate (Bermuda) Limited,
 Park Place, 55 Par-La-Ville Road,
 Hamilton HM11,
 Bermuda
 Attention: The Directors

Class A-1 Floating Rate Notes due 2037
 Class A-2 Floating Rate Notes due 2037
 Class B Floating Rate Notes due 2037
 Class C Deferrable Floating Rate Notes due 2037
 Class D-1 Deferrable Floating Rate Notes due 2037
 Class D-2 Deferrable Fixed Rate Notes due 2037

Class A-1 Notes	89642XAA2	G9068EAA0
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Class D-1 Notes	89642XAJ3	G9068EAE2
Class D-2 Notes	89642XAL8	G9068EAF9

The Issuer and the Placement Agent are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales of the Class A-1 Floating Rate Notes due 2037 (CUSIP G9068E AA0/89642X AA2), the Class A-2 Floating Rate Notes due 2037 (CUSIP G9068E AB8/89642X AC8), the Class B Floating Rate Notes due 2037 (CUSIP G9068E AC6/89642X AE4), the Class C Deferrable Floating Rate Notes due 2037 (CUSIP G9068E AD4/89642X AG9), the Class D-1 Deferrable Floating Rate Notes due 2037 (CUSIP G9068E AE2/89642X AJ3), the Class D-2 Deferrable Fixed Rate Notes due 2037 (CUSIP G9068E AF9/89642X AL8), and the Issuer is issuing the Class E Deferrable Floating Rate Notes due 2037 (CUSIP G90685 AA9/89643A AA1) and Subordinated Notes due 2037 (CUSIP G90685 AB7/89643A AC7) (collectively, the "Offered Securities") within the United States or to U.S. Persons may only be made, in minimum denominations of \$100,000, to "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A that are also "qualified purchasers" ("QPs") within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Offered Securities (1) represents to and agrees with the Issuer and the Placement Agent that (A) (i) the purchaser is a QIB who is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Offered Securities; (vii) the purchaser understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Offered Securities outside the United States and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Offered Securities have not been registered under the Securities Act and represents to and agrees with the Issuer and the Placement Agent that,

for so long as the Offered Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Offered Securities in the United States or to a U.S. Person except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Offered Securities will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Circular.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Offered Securities that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Offered Securities to a QIB that is also a QP or (ii) redeem any Offered Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Offered Securities to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. As used herein, the terms "United States" and "U.S. Person" have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Issuer (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to Issuer contact person +1 345-949-4900.