



Important Notice
The Depository Trust Company

B #:	B21404-25
Date:	February 4, 2026
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: Generate CLO 8 Ltd / Generate CLO 8 LLC

(A) CUSIP Number(s):

Class XR2	37148EAL8
Class A1R2	37148EAN4
Class A2R2	37148EAQ7
Class BR2	37148EAS3
Class CR2	37148EAU8
Class D1R2	37148EAW4
Class D2R2	37148EAY0

(B) Security Description(s):

Class XR2	Floating Rate Notes due 2038
Class A1R2	Floating Rate Notes due 2038
Class A2R2	Floating Rate Notes due 2038
Class BR2	Floating Rate Notes due 2038
Class CR2	Deferrable Floating Rate Notes due 2038
Class D1R2	Deferrable Floating Rate Notes due 2038
Class D2R2	Deferrable Fixed Rate Notes due 2038

(C) Offering Amount(s):

Class XR2	\$2,500,000
Class A1R2	\$300,000,000
Class A2R2	\$15,000,000
Class BR2	\$65,000,000
Class CR2	\$30,000,000
Class D1R2	\$25,000,000
Class D2R2	\$8,750,000

(D) Managing Underwriter: Goldman Sachs & Co. LLC

(E) Paying Agent: U.S. Bank Trust Company, National Association

(F) Closing Date: November 18, 2024

Special Instructions:

Refer to the attachment for important instructions from the Issuer.

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Generate CLO 8 Ltd.

c/o Appleby Global Services (Cayman) Limited
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Grand Cayman KY1-1106
Cayman Islands

Generate CLO 8 LLC

c/o Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711

Class X-R2 Floating Rate Notes due 2038 (CUSIP 37148EAL8)
Class A-1R2 Floating Rate Notes due 2038 (CUSIP 37148EAN4)
Class A-2R2 Floating Rate Notes due 2038 (CUSIP 37148EAQ7)
Class B-R2 Floating Rate Notes due 2038 (CUSIP 37148EAS3)
Class C-R2 Deferrable Floating Rate Notes due 2038 (CUSIP 37148EAU8)
Class D-1R2 Deferrable Floating Rate Notes due 2038 (CUSIP 37148EAW4)
Class D-2R2 Deferrable Fixed Rate Notes due 2038 (CUSIP 37148EAY0)

The Issuer, the Co-Issuer and Goldman Sachs & Co. LLC (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 any of the Class X-R2 Floating Rate Notes due 2038, the Class A-1R2 Floating Rate Notes due 2038, the Class A-2R2 Floating Rate Notes due 2038, the Class B-R2 Floating Rate Notes due 2038, the Class C-R2 Deferrable Floating Rate Notes due 2038, the Class D-1R2 Deferrable Floating Rate Notes due 2038 and the Class D-2R2 Deferrable Fixed Rate Notes due 2038 (the "Securities") within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 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 Securities (1) represents to and agrees with the Issuer, the Co-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 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 depositories; 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 Securities outside the United States and (2) acknowledges that the Co-Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Issuer, the Co-Issuer and the Placement Agent that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the 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 Securities will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Memorandum relating to the Securities.

The charter, bylaws, organizational documents or securities issuance documents of the Co-Issuers provide that the Co-Issuers will have the right to (i) require any holder of Securities that is a U.S.

Person who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) refuse to register or otherwise honor a transfer of 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 Co-Issuers (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 the Issuer.