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Colombo, Sri Lanka, December 23, 2024

THE DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

SETTLEMENT OF CONSENT SOLICITATION AND INVITATION TO EXCHANGE (THE "INVITATION") IN RESPECT OF THE DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA'S EXISTING BONDS AND NOTICE OF HOLDING PERIOD ARRANGEMENTS

On November 25, 2024, the Government of the Democratic Socialist Republic of Sri Lanka (the "**Republic**"), launched the Invitation pursuant to an invitation memorandum dated November 25, 2024 (the "**Invitation Memorandum**"). The Invitation Memorandum is available on the Invitation Website (see below). On December 16, 2024, the Republic announced the final results of the Invitation. Terms used in this announcement but not defined herein have the respective meanings given to them in the Invitation Memorandum.

Table A (*Existing Bonds*) below sets out the final results of the Invitation as at the Expiration Deadline:

Table A – Existing Bonds

Description	ISIN/CUSIP	Principal Amount Outstanding⁽¹⁾	Instructions received as a % of the Principal Amount Outstanding
<i>Aggregated CAC Existing Bonds</i>			
U.S.\$1,250,000,000 5.750% Bonds due April 18, 2023	Rule 144A: US85227SAV88 / 85227SAV8 Regulation S: USY8137FAK40 / Y8137FAK4	U.S.\$1,250,000,000	98.21%
U.S.\$1,000,000,000 6.850% Bonds due March 14, 2024	Rule 144A: US85227SAY28 / 85227SAY2 Regulation S: USY8137FAN88 / Y8137FAN8	U.S.\$1,000,000,000	97.18%
U.S.\$500,000,000 6.350% Bonds due June 28, 2024	Rule 144A: US85227SBA33 / 85227SBA3 Regulation S: USY8137FAQ10 / Y8137FAQ1	U.S.\$500,000,000	99.64%
U.S.\$1,500,000,000 6.200% Bonds due May 11, 2027	Rule 144A: US85227SAT33 / 85227SAT3 Regulation S: USY8137FAH11 / Y8137FAH1	U.S.\$1,500,000,000	96.99%
U.S.\$1,250,000,000 6.75% Bonds due April 18, 2028	Rule 144A: US85227SAW61 / 85227SAW6 Regulation S: USY8137FAL23 / Y8137FAL2	U.S.\$1,250,000,000	98.98%
U.S.\$1,400,000,000 7.850% Bonds due March 14, 2029	Rule 144A: US85227SAZ92 / 85227SAZ9 Regulation S: USY8137FAP37 / Y8137FAP3	U.S.\$1,400,000,000	98.61%
U.S.\$1,500,000,000 7.550% Bonds due March 28, 2030	Rule 144A: US85227SBB16 / 85227SBB1	U.S.\$1,500,000,000	99.05%

	Regulation S: USY8137FAR92 / Y8137FAR9		
<i>Non-Aggregated CAC Existing Bonds</i>			
U.S.\$650,000,000 6.125% Bonds due June 3, 2025	Rule 144A: US85227SAN62 / 85227SAN6 Regulation S: USY8137FAC24 / Y8137FAC2	U.S.\$650,000,000	96.54%
U.S.\$1,500,000,000 6.850% Bonds due November 3, 2025	Rule 144A: US85227SAQ93 / 85227SAQ9 Regulation S: USY8137FAE89 / Y8137FAE8	U.S.\$1,500,000,000	98.42%
U.S.\$1,000,000,000 6.825% Bonds due July 18, 2026	Rule 144A: US85227SAR76 / 85227SAR7 Regulation S: USY8137FAF54 / Y8137FAF5	U.S.\$1,000,000,000	99.20%
<i>2022 Bonds</i>			
U.S.\$1,000,000,000 5.875% Bonds due July 25, 2022 (the "2022 Bonds")	Rule 144A: US85227SAK24 / 85227SAK2 Regulation S: USY2029SAH77 / Y2029SAH7	U.S.\$1,000,000,000	73.13%

⁽¹⁾ As of the date of the Invitation Memorandum. The term "Outstanding" for each Series of Existing Bonds has the meaning ascribed to it in the applicable Existing Indenture.

Notice of Settlement of Exchange

On the Settlement Date, December 20, 2024:

- the Existing Bonds set out in Table A (*Existing Bonds*) above were exchanged pursuant to the Invitation and subsequently cancelled;
- the New Eurobonds set out in Table B (*New Eurobonds*) and the Local LKR Bonds set out in Table C (*Local LKR Bonds*) were issued and Holders who submitted valid Instructions and, if applicable, Settlement Account Details or Local Settlement Details, received Exchange Consideration in accordance with the terms of the Invitation Memorandum;
- GLAS Trustees Limited (the "**International Holding Period Trustee**") received the relevant proportion of the Exchange Consideration and, where applicable, the relevant entitlements to the Exchange Fee Bonds, due to Holders of Existing Bonds other than the 2022 Bonds that (a) failed to submit, or arrange to have submitted on its behalf, a valid Instruction ("**Non-Participating Holders**") at or prior to the Expiration Deadline or (b) specified that they are Ineligible Holders in their Instructions ("**Ineligible Holders**"); and
- Holders who submitted valid Instructions prior to the Expiration Deadline received their entitlement to the Exchange Fee Bonds in accordance with the terms of the Invitation Memorandum.

Table B (*New Eurobonds*) below sets out a summary of the New Eurobonds which the Republic issued on the Settlement Date:

Table B – New Eurobonds

Description	ISIN/Common Code	Principal Amount to be Issued	Maturity Date	Principal Repayment
Step-Up Macro-Linked Bonds due 2030	Rule 144A: XS2966241528 / 296624152	U.S.\$1,086,993,557	January 15, 2030	Principal on the 2030 Macro-Linked Bond will amortize and be repaid in two equal instalments on

	Regulation S: XS2966241361 / 296624136			January 15, 2029 and the Maturity Date.		
Step-Up Macro-Linked Bonds due 2033	Rule 144A: XS2966241791 / 296624179 Regulation S: XS2966241445 / 296624144	U.S.\$2,132,120,275	March 15, 2033	Principal on the 2033 Macro-Linked Bond will amortize and be repaid in three equal instalments on March 15, 2031, March 15, 2032 and the Maturity Date.		
Step-Up Macro-Linked Bonds due 2036	Rule 144A: XS2966241874 / 296624187 Regulation S: XS2966241957 / 296624195	U.S.\$999,165,345	May 15, 2036	Principal on the 2036 Macro-Linked Bond will be repaid on the Maturity Date.		
Step-Up Macro-Linked Bonds due 2038	Rule 144A: XS2966242252 / 296624225 Regulation S: XS2966242096 / 296624209	U.S.\$1,999,171,191	February 15, 2038	Principal on the 2038 Macro-Linked Bond will amortize and be repaid in two equal instalments on February 15, 2037 and the Maturity Date.		
Step-Up Governance-Linked Bonds due 2035	Rule 144A: XS2966242336 / 296624233 Regulation S: XS2966242179 / 296624217	U.S.\$1,439,672,065	June 15, 2035	Principal on the Governance-Linked Bonds will amortize and be repaid in two equal instalments on June 15, 2034 and the Maturity Date.		
4.00% PDI Bonds due 2028	Rule 144A: XS2966242419 / 296624241 Regulation S: XS2966242500 / 296624250	U.S.\$1,647,735,257	April 15, 2028	Amortization Date	Amortization	Amount
				October 15, 2024	15,	7.00%
				April 15, 2025	15,	20.00%
				April 15, 2026	15,	20.00%
				April 15, 2027	15,	20.00%
				Maturity Date		33.00%
USD Step-Up Bonds due 2038	Rule 144A: XS2966242765 / 296624276 Regulation S: XS2966242682 / 296624268	U.S.\$1,126,487,250	June 15, 2038	Amortization Date	Amortization	Amount
				June 15, 2029		8.00%
				June 15, 2030		8.00%
				June 15, 2031		8.00%
				June 15, 2032		8.00%
				June 15, 2033		12.00%
				June 15, 2034		12.00%
				June 15, 2035		12.00%
				June 15, 2036		12.00%
				June 15, 2037		12.00%
				Maturity Date		8.00%

Table C (*Local LKR Bonds*) below sets out a summary of the Local LKR Bonds which the Republic issued on the Settlement Date:

Table C – Local LKR Bonds

Description	ISIN	Principal Amount to be Issued	Interest Payment Dates	Rate of Interest	Maturity Date
2036 Local LKR Bond	LKJ01236C152	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	March 15, 2036
2037 Local LKR Bond	LKJ01337I155	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2037
2038 Local LKR Bond	LKJ01438I151	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2038

2039 Local LKR Bond	LKJ01539I156	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2039
2040 Local LKR Bond	LKJ01640I152	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2040
2041 Local LKR Bond	LKJ01741I158	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2041
2042 Local LKR Bond	LKJ01842I154	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2042
2043 Local LKR Bond	LKJ01943I150	LKR 19,466,075,165	March 15 and September 15	SLFR + 0.5%	September 15, 2043

The Republic has also issued the Exchange Fee Bonds due 2024 in an aggregate principal amount of U.S.\$215,237,873 (ISIN / Common Code: Rule 144A: XS2966243144 / 296624314, Regulation S: XS2966243060 / 296624306).

Accrued Consideration

On the Accrued Consideration Settlement Date, December 24, 2024, the Republic will pay (via the Paying Agent) the following Accrued Consideration amounts to the Holders of the New Eurobonds:

- (a) with regards to the 2030 Macro-Linked Bonds, an amount equal to U.S.\$9.04 per U.S.\$1,000 of nominal amount of 2030 Macro-Linked Bonds;
- (b) with regards to the 2033 Macro-Linked Bonds, an amount equal to U.S.\$15.35 per U.S.\$1,000 of nominal amount of 2033 Macro-Linked Bonds;
- (c) with regards to the 2036 Macro-Linked Bonds, an amount equal to U.S.\$22.50 per U.S.\$1,000 of nominal amount of 2036 Macro-Linked Bonds;
- (d) with regards to the 2038 Macro-Linked Bonds, an amount equal to U.S.\$13.50 per U.S.\$1,000 of nominal amount of 2038 Macro-Linked Bonds;
- (e) with regards to the Governance-Linked Bonds, an amount equal to U.S.\$25.50 per U.S.\$1,000 of nominal amount of Governance-Linked Bonds;
- (f) with regards to the USD Step-Up Bonds, an amount equal to U.S.\$7.08 per U.S.\$1,000 of nominal amount of USD Step-Up Bonds; and
- (g) with regards to the PDI Bonds, in an amount equal to U.S.\$21.67 per U.S.\$1,000 of nominal amount of PDI Bond plus the First PDI Amortization Amount, being an amount equal to approximately U.S.\$63.22 per U.S.\$1,000 of nominal amount of PDI Bonds following the deduction of the Committees' Expenses Shortfall (which totalled approximately U.S.\$6.78 per U.S.\$1,000 of nominal amount of PDI Bonds).

International Holding Period Arrangement

Eligibility to receive Exchange Consideration pursuant to the International Holding Period Arrangement

If a Non-Participating Holder submits an International Holding Period Instruction certifying their status as an Eligible Holder and, if required, Settlement Account Details, prior to 5:00 p.m. (Eastern Standard Time) on January 9, 2025 (which is the first Business Day following 20 calendar days after the Settlement Date) (the "**International Holding Period First Deadline Date**"), the Exchange Consideration (comprised of the Global Bonds Option) to which such Eligible Holder is entitled, together with any payments of interest or principal paid on the relevant New Eurobonds since the Settlement Date and held by the International Holding Period Trustee, will be delivered, subject to the terms and conditions set out in the Invitation Memorandum, by the International Holding Period Trustee to the relevant Direct Participants in the relevant Clearing System on behalf of such Holder on or around the fifth Business Day following the International Holding Period First Deadline Date.

If a Non-Participating Holder submits an International Holding Period Instruction certifying their status as an Eligible Holder and, if required, their Settlement Account Details, following the International Holding Period First Deadline Date but at or prior to 5:00 p.m. (Eastern Standard Time) on February 18, 2025 (which is the first Business Day following 60 calendar days after the Settlement Date) (the "**International Holding Period Termination Date**"), the Exchange Consideration (comprised of the Global Bonds Option) to which such Eligible Holder is entitled, together with any payments of interest or principal paid on the relevant New Eurobonds since the Settlement Date and held by the International Holding Period Trustee, will be delivered, subject to the terms and conditions set out in the Invitation Memorandum, by the International Holding Period Trustee to the relevant Direct Participants in the relevant Clearing System on behalf of such Holder on or around the fifth Business Day following the International Holding Period Termination Date.

For the avoidance of doubt, Non-Participating Holders who submit International Holding Period Instructions will receive Exchange Consideration comprised of the Global Bonds Option entitlements set out below in Table D (*Global Bonds Option*). Neither the Local Bonds Option entitlements nor the Exchange Fee Bond is available to Non-Participating Holders.

Table D – Global Bonds Option

Existing Bond	ISIN	Principal Amount Outstanding ⁽¹⁾	Global Bonds Option - Exchange Consideration (U.S.\$) ⁽²⁾						
			2030 Macro Linked Bonds	2033 Macro Linked Bonds	2036 Macro Linked Bonds	2038 Macro Linked Bonds	Governance Linked Bonds	PDI Bonds	Total Consideration
2023 Bonds	US85227SAV88 / USY8137FAK40	\$1,250,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$126.66	\$856.38
March 2024 Bonds	US85227SAY28 / USY8137FAN88	\$1,000,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$123.11	\$852.83
June 2024 Bonds	US85227SBA33 / USY8137FAQ10	\$500,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$127.53	\$857.25
2027 Bonds	US85227SAT33 / USY8137FAH11	\$1,500,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$132.61	\$862.33
2028 Bonds	US85227SAW61 / USY8137FAL23	\$1,250,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$148.69	\$878.41
2029 Bonds	US85227SAZ92 / USY8137FAP37	\$1,400,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$141.08	\$870.80
2030 Bonds	US85227SBB16 / USY8137FAR92	\$1,500,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$132.75	\$862.47
June 2025 Bonds	US85227SAN62 / USY8137FAC24	\$650,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$127.26	\$856.98
November 2025 Bonds	US85227SAQ93 / USY8137FAE89	\$1,500,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$148.04	\$877.76
2026 Bonds	US85227SAR76 / USY8137FAF54	\$1,000,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$133.28	\$863.00

⁽¹⁾ As of the date of this announcement. The term "Outstanding" for each Series of Existing Bonds has the meaning ascribed to it in the applicable Existing Indenture.

⁽²⁾ Principal amount of New Securities per U.S.\$1,000 principal amount of Existing Bonds. The aggregate nominal amount of New Securities to be received pursuant to each Instruction will be rounded down to the nearest U.S.\$1. For the avoidance of doubt, no cash will be paid for fractional entitlements.

As of the Settlement Date, all Eligible Holders who elected the Global Bonds Option provided their Settlement Account Details and received their Exchange Consideration.

Requirements for International Holding Period Instructions

Non-Participating Holders wishing to submit an International Holding Period Instruction (excluding those submitting an Electronic Tender Instruction through Euroclear or Clearstream, Luxembourg) must instruct their Direct DTC Participant to provide the applicable Euroclear or Clearstream Settlement Account Details to the Information, Tabulation, and Exchange Agent via email (srilanka@investor.sodali.com) before the International Holding Period First Deadline Date or International Holding Period Termination Date (as applicable), in order to facilitate the distribution of the relevant Exchange Consideration. Settlement Account Details must be transmitted using the template spreadsheet "SL1 - HP" which will be available to download from the Invitation Website (see below) on or promptly following the date of this announcement, or available on request from the Information, Tabulation, and Exchange Agent.

Only DTC Direct Participants are eligible to submit Settlement Account Details to the Information, Tabulation, and Exchange Agent and only in the form of spreadsheet "SL1 - HP" (see above).

In order to submit an International Holding Period Instruction, a Direct Participant must specify that it is submitted on behalf of a beneficial owner who was an Eligible Holder of Existing Bonds as of the Settlement Date and that is either (i) a "qualified institutional buyer" as defined in Rule 144A under the Securities Act, or (ii) a non-U.S. person outside the United States who (y) if located within a member state of the EEA or the UK, is a "qualified investor" as defined in the EU Prospectus Regulation or the UK Prospectus Regulation, respectively.

Holders may only submit International Holding Period Instructions per Series of Existing Bonds in respect of nominal amounts of U.S.\$200,000 and in the integral multiples of U.S.\$1,000 in excess thereof with respect to such Series of Existing Bonds. A separate International Holding Period Instruction must be submitted on behalf of each individual beneficial owner of Existing Bonds that is subject to the International Holding Period Arrangement.

Cash Proceeds Arrangement

In relation to each Ineligible Holder, the International Holding Period Trustee or the Republic, as the case may be, shall, on behalf of such Holder, sell or procure the sale of such Exchange Consideration in one or more transactions (each, a "**Sale**") as soon as reasonably practicable following the International Holding Period Termination Date.

In relation to each Non-Participating Holder that fails to submit (or arrange to have submitted on its behalf) a valid International Holding Period Instruction, at or prior to the International Holding Period Termination Date, and, if required, Settlement Account Details, the International Holding Period Trustee or the Republic, as the case may be, shall procure the Sale(s) of the relevant Exchange Consideration on behalf of the relevant Non-Participating Holders as soon as practicable following the International Holding Period Termination Date.

The price, terms, timing and manner of such Sale will be on the best terms reasonably available at the time using a transparent open market process and shall be for cash. Neither the International Holding Period Trustee nor the Republic will have any liability for any loss or alleged loss arising from such sale or a failure to procure any purchaser for such New Eurobonds (or any of them). The proceeds of such Sales (net of the costs of sale including the fees of any marketing agent, placement agent or underwriter appointed in relation to the Sales and any taxes and provisions for tax on sale or as a result of the International Holding Period Arrangement) (the "**Net Cash Proceeds**") will be held for the benefit of such holders of the Existing Bonds until such time as Sales of all relevant Exchange Consideration have been effected after the Settlement Date or International Holding Period Termination Date (as the case may be), and the *pro rata* shares of such Net Cash Proceeds, together with any payments of principal and interest paid on the relevant New Eurobonds subject to such Sales since the Settlement Date and held by the International Holding Period Trustee (together, the "**Substitute Consideration**"), will be delivered to the relevant Direct Participants in the relevant Clearing System on behalf of the holders of Existing Bonds entitled to such Substitute Consideration on the next Holding Period Distribution Date (the "**Cash Proceeds Arrangement**").

Relevant Ineligible Holders who had submitted a valid Instruction at or prior to the Expiration Deadline, which was not validly revoked, will also receive on the relevant Holding Period Distribution Date the redemption proceeds of the applicable Exchange Fee Bond entitlement following its maturity.

Depending on market conditions, the volume of Exchange Consideration sold or other developments, the Net Cash Proceeds may be less than the principal amount of the Exchange Consideration due to such Holder and will not be available until after the Settlement Date. The Republic will not be obligated to pay any amount other than, or additional to, the Substitute Consideration, and payment of the Substitute Consideration will fully and finally discharge the Republic's obligation to deliver Exchange Consideration to the relevant holders of Existing Bonds.

None of the Republic, the International Holding Period Trustee or the Information, Tabulation and Exchange Agent will be responsible for any errors, delays in processing or systemic breakdowns or other failure in the delivery of the relevant New Eurobonds by any Direct Participant in the Clearing System and/or any other securities intermediary with respect to such Existing Bonds to the Holder, and no additional amounts will be payable to the Holder in the event of any delay in such delivery.

Expected Timeline of International Holding Period Events

All references are to Eastern Standard Time (ET) unless otherwise noted.

Action	Date and Time
International Holding Period First Deadline Date	January 9, 2025 at 5:00 p.m.
Holding Period Distribution Date	On or around the fifth Business Day following the International Holding Period First Deadline Date
International Holding Period Termination Date	February 18, 2025 at 5:00 p.m.
Holding Period Distribution Date	(i) in respect of distributions of Exchange Consideration, on or around the fifth Business Day following the International Holding Period Termination Date and (ii) in respect of distributions of Substitute Consideration, on or around the fifth Business Day following the completion of all relevant Sales.

Local Holding Period Arrangement

As of the Settlement Date, all Eligible Holders who elected the Local Bonds Option provided their Local Settlement Details and received their Exchange Consideration. Therefore, the Local Holding Period Arrangement is not required.

This announcement is made by Sri Lanka and constitutes a public disclosure of inside information under Regulation (EU) 596/2014 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

Any questions regarding the terms of the Invitation may be directed to the Dealer Manager and questions regarding settlement should be directed to the Information, Tabulation and Exchange Agent. The contact details for each are specified below:

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388 Greenwich Street
New York, New York 10013
United States

Telephone: +1 212 723 6106 (in New York)
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Information, Tabulation and Exchange Agent

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Email: srilanka@investor.sodali.com

Invitation Website: <https://projects.sodali.com/srilanka>

Disclaimer

This announcement must be read in conjunction with the Invitation Memorandum. No offer or invitation to acquire or sell any securities is being made pursuant to this announcement. The Dealer Manager does not take responsibility for the contents of this announcement.

Neither the Invitations nor the New Securities or the Exchange Fee Bonds have been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any other jurisdiction. Unless they are registered under the Securities Act, the New Securities and the Exchange Fee Bonds may be offered only in transactions that are exempt from registration under the Securities Act. Accordingly, the Invitations to Exchange were directed only to Holders of Existing Bonds that are: (i) "qualified institutional buyers" as defined in Rule 144A under the Securities Act ("QIBs"), or (ii) non-U.S. persons outside the United States who (y) if located within a member state of the EEA or the UK, is a "qualified investor" as defined in Regulation (EU) No 2017/1129, as amended or Regulation (EU) No 2017/1129 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018, respectively, or a duly designated proxy thereof, and (z) if outside the EEA and the UK, eligible to receive the Invitation under the laws of its jurisdiction an in reliance on Regulation S under the Securities Act (each, an "Eligible Holder").

European Economic Area

The New Securities and the Exchange Fee Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the New Securities or the Exchange Fee Bonds or otherwise making them available to retail investors in a Member State has been prepared and therefore offering or selling the New Securities or the Exchange Fee Bonds or otherwise making them available to any retail investor in a Member State may be unlawful under the PRIIPs Regulation.

United Kingdom

This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Financial Promotion Order**"), (ii) are persons falling

within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any New Securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which the Invitation Memorandum relates is permitted only by Relevant Persons and will be engaged in only with Relevant Persons.

The New Securities and the Exchange Fee Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of the UK Prospectus Regulation; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of the UK Prospectus Regulation; or (iii) not a qualified investor as defined in the UK Prospectus Regulation. Consequently no key information document required by document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the New Securities or the Exchange Fee Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Securities or the Exchange Fee Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Italy

None of the Invitation Memorandum or any other document or materials relating to the Invitation (including this announcement) have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian laws and regulations.

The Invitation is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to article 101-*bis*, paragraph 3-*bis* of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-*bis*, paragraph 3 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Holders of the Existing Bonds that are located in Italy can tender Existing Bonds for exchange pursuant to the Invitations through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended from time to time) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Existing Bonds or the Invitation.