

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIES OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF REGULATION (EU) 596/2014, AS AMENDED.**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN OR AT ANY ADDRESS IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.**

**THE OIL & GAS HOLDING COMPANY B.S.C. (c) ANNOUNCES RESULTS OF ITS  
TENDER OFFER**

**23 May 2023.** The Oil & Gas Holding Company B.S.C. (c) (the “**Offeror**”) hereby announces the results of its invitation to holders of its outstanding U.S.\$750,000,000 7.625 per cent. Notes due 7 November 2024 (ISIN: XS1901860160 (Regulation S) and US67778M2C35 (Rule 144A)) issued by the Offeror on 7 November 2018 under its U.S.\$3,000,000,000 Global Medium Term Note Programme (the “**Notes**”) to tender for cash purchase any and all of such Notes (the “**Invitation**”), subject to the satisfaction of the New Certificates Condition and the other conditions set out in the tender offer memorandum dated 15 May 2023 (the “**Tender Offer Memorandum**”). Capitalised terms used in this announcement and not otherwise defined have the meanings given to them in the Tender Offer Memorandum, which is available, subject to eligibility confirmation and registration, on the Tender Offer Website.

The Expiration Deadline for the Invitation was 5.00 p.m. (New York City time) on 22 May 2023.

**Results of the Invitation**

Following the Expiration Deadline, the Offeror hereby announces that it has decided to accept for purchase the Notes validly tendered pursuant to the Invitation as set out below, subject to the satisfaction of the New Certificates Condition. No Notes have been tendered and accepted for purchase under the Guaranteed Delivery Procedures.

<b>Aggregate principal amount of Notes validly tendered and accepted for purchase</b>	<b>Purchase price</b>	<b>Aggregate principal amount of Notes remaining outstanding</b>
U.S.\$477,845,000	U.S.\$1,025 per U.S.\$1,000 in principal amount of Notes	U.S.\$272,155,000

The Invitation remains subject to the New Certificates Condition and the other conditions and restrictions set out in the Tender Offer Memorandum. The expected Settlement Date is 25 May 2023 in respect of any Notes validly tendered and accepted for purchase. The total consideration payable to each Noteholder in respect of Notes validly submitted for tender and accepted for purchase by the Offeror will be an amount in cash equal to the Purchase Price per U.S.\$1,000 in principal amount of Notes validly tendered and accepted for purchase plus the Accrued Interest Payment in respect of such Notes.

Interest will cease to accrue on the Settlement Date for all Notes accepted in the Invitation. All Notes purchased pursuant to the Invitation will be cancelled.

## **Further Information**

A complete description of the terms and conditions of the Invitation is set out in the Tender Offer Memorandum. Arab Banking Corporation (B.S.C.), Citigroup Global Markets Limited, First Abu Dhabi Bank PJSC, HSBC Bank plc, J.P. Morgan Securities plc and National Bank of Bahrain B.S.C. are acting as the Dealer Managers for the Invitation. Morrow Sodali Ltd is acting as the Information and Tender Agent. Lazard Frères is acting as the Offeror's Financial Adviser.

Questions and requests for assistance in connection with the Invitation may be directed to:

### **THE DEALER MANAGERS**

#### **Arab Banking Corporation (B.S.C.)**

PO Box 5698  
Diplomatic Area, Manama  
Kingdom of Bahrain

Email: DCM@Bank-ABC.com  
Attention: Debt Capital Markets

#### **Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Europe: +44 20 7986 8969  
U.S. Toll-Free: +1 (800) 558 3745  
U.S.: +1 (212) 723 6106  
Email: liabilitymanagement.europe@citi.com  
Attention: Liability Management Group

#### **First Abu Dhabi Bank PJSC**

FAB Building, Khalifa Business Park  
Al Qurm District  
P.O. Box 6316  
Abu Dhabi  
United Arab Emirates

Email: LiabilityManagement@bankfab.com  
Telephone: +971 4 565 9956  
Attention: Debt Capital Markets & Liability Management

#### **HSBC Bank plc**

8 Canada Square  
London E14 5HQ  
United Kingdom

Telephone: +44 20 7992 6237  
Email: lm\_emea@hsbc.com  
Attention: Liability Management, DCM

#### **J.P. Morgan Securities plc**

25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

Email: Em\_europe\_lm@jpmorgan.com  
Attention: EMEA Liability Management Group

#### **National Bank of Bahrain B.S.C.**

P.O. Box 106  
NBB Old Tower  
Government Avenue  
Manama  
Kingdom of Bahrain

Email: dcm-syndications@nbbonline.com  
Attention: Head of Debt Capital Markets and Syndication

### **FINANCIAL ADVISER TO THE OFFEROR**

#### **Lazard Frères**

175 Boulevard Haussmann  
75008 Paris  
France

Questions and requests for a copy of the Tender Offer Memorandum may be directed to:

**THE INFORMATION AND TENDER AGENT**

**Morrow Sodali Ltd**

Email: [nogaholding@investor.morrowsodali.com](mailto:nogaholding@investor.morrowsodali.com)

Tender Offer Website: <https://projects.morrowsodali.com/nogaholding>

**In London:**

Nations House, 9th floor  
103 Wigmore Street  
London W1U 1QS  
United Kingdom  
Tel: +44 20 4513 6933

**In Stamford:**

South Tower, 5th Floor  
Stamford, CT 06902  
United States  
Tel: +1 203 609 4910

**In Hong Kong:**

The Hive  
33-35 Hillier Street  
Sheung Wan  
Hong Kong  
Tel: +852 2319 4130

Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Invitation, the Notes and the Offeror) and each Noteholder must make its own decision, based upon its own judgement and having obtained advice from such financial, accounting, legal and tax advisers as it may deem necessary, as to whether to tender any or all of its Notes for purchase pursuant to the Invitation.

None of the Dealer Managers, the Financial Adviser, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Invitation contained in this announcement or in the Tender Offer Memorandum. None of the Dealer Managers, the Financial Adviser, the Information and Tender Agent, the Offeror or any of their respective directors, officers, employees, agents or affiliates is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Invitation, and accordingly none of the Dealer Managers, the Financial Adviser, the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for any failure by the Offeror to disclose information with regard to the Offeror or the Notes which is material in the context of the Invitation and which is not otherwise publicly available.

None of the Dealer Managers, the Financial Adviser, the Information and Tender Agent, the Offeror or any of their respective directors, officers, employees, agents or affiliates makes any representation or recommendation whatsoever regarding the Invitation, or any recommendation as to whether Noteholders should tender Notes in the Invitation.

**Disclaimer**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Invitation. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

**Offer and Distribution Restrictions**

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Invitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers, the

Financial Adviser and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

### ***United Kingdom***

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Invitation are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)) or persons who are within Article 43(2) or 49 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### ***France***

The Invitation is not being made, directly or indirectly, in the Republic of France (“**France**”). This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Invitation have only been or shall only be distributed in France to qualified investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Invitation have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

### ***Belgium***

Neither this announcement, nor the Tender Offer Memorandum nor any other documents or materials relating to the Invitation have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Invitation may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids, as amended or replaced from time to time. Accordingly, the Invitation may not be advertised and the Invitation will not be extended, and neither this announcement nor the Tender Offer Memorandum nor any other documents or materials relating to the Invitation (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” within the meaning of Article 2(e) of Prospectus Regulation. The Invitation may not be advertised and the Invitation will not be extended, and neither this announcement nor the Tender Offer Memorandum nor any other documents or materials relating to the Invitation (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law, as amended from time to time.

### ***Italy***

Neither the Invitation, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Invitation have been or will be submitted to the clearance procedure 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 4, of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Noteholders or beneficial owners of the Notes that are resident and/or located in Italy can tender some or all of their Notes pursuant to the Invitation 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) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB 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 Notes or the Invitation.

### ***Kingdom of Bahrain***

The Invitation does not constitute an offer of securities in the Kingdom of Bahrain in terms of Article (81) of the Central Bank of Bahrain and Financial Institutions Law 2006 (decree Law No. 64 of 2006), as amended, nor an offer under Module TMA (Take-overs, Mergers and Acquisitions) of Volume 6 of the Rulebook issued by the Central Bank of Bahrain. The Tender Offer Memorandum and related offering documents have not been and will not be registered as a prospectus with the Central Bank of Bahrain. Accordingly, no Notes can be tendered for purchase by nor will the Tender Offer Memorandum or any other related document or material be used in connection with any offer, sale or invitation to tender Notes, whether directly or indirectly, to persons in the Kingdom of Bahrain, other than in compliance with Bahraini law.

### ***General***

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Invitation will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Invitation to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Invitation shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

Each Noteholder participating in the Invitation will be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Invitation*” in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Invitation from a Noteholder that is unable to make these representations will not be accepted.

Each of the Offeror, the Dealer Managers and the Information and Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Invitation whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender or submission may be rejected.

### **MAR**

This announcement is released by The Oil & Gas Holding Company B.S.C. (c) and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of Regulation (EU) 596/2014 (“**MAR**”). For the purposes of MAR this announcement is made by Mark Thomas, Group Chief Executive Officer, on behalf of The Oil & Gas Holding Company B.S.C. (c).