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THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 (“MAR”) AND ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014, AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“UK MAR”)



THE GOVERNMENT OF THE SULTANATE OF OMAN
represented by
THE MINISTRY OF FINANCE
(the “Government”)

20 September 2023

THE GOVERNMENT ANNOUNCES: (I) FINAL RESULTS OF ITS ANY AND ALL OFFER (AS SUCH TERM IS DEFINED BELOW) IN RESPECT OF THE OUTSTANDING U.S.\$2,000,000,000 4.397 PER CENT. TRUST CERTIFICATES DUE 2024 (XS1620176831/US68204LAA26/68204LAA2) ISSUED BY OMAN SOVEREIGN SUKUK S.A.O.C. (THE “CERTIFICATES”); AND (II) INDICATIVE SERIES ACCEPTANCE AMOUNTS AND CLEARING SPREADS FOR THE PURPOSES OF ITS CAPPED OFFERS (AS SUCH TERM IS DEFINED BELOW) FOR EACH OF ITS OUTSTANDING:

(i)	U.S.\$1,250,000,000	4.875	PER	CENT.	NOTES	DUE	2025
	(XS1944412664/US68205LAA17/68205LAA1)						
(ii)	U.S.\$2,500,000,000	4.750	PER	CENT.	NOTES	DUE	2026
	(XS1405777589/US682051AC17/682051AC1)						
(iii)	U.S.\$2,000,000,000	5.375	PER	CENT.	NOTES	DUE	2027
	(XS1575967218/US682051AE72/682051AE7)						

(THE “**2025 NOTES**”); AND
(THE “**2026 NOTES**”); AND
(THE “**2027 NOTES**”, COLLECTIVELY WITH THE 2025 NOTES AND THE 2026 NOTES, THE “NOTES” AND TOGETHER WITH THE CERTIFICATES, THE “SECURITIES” AND EACH, A “SERIES”).

Background

On 12 September 2023, the Government announced an invitation to the holders of: (i) the Certificates to tender any and all such Certificates for purchase by the Government for cash, subject to satisfaction or waiver of certain conditions described in the Tender Offer Memorandum dated 12 September 2023 (as amended by the announcement of an updated timetable released by the Government dated 13 September 2023) (the “**Tender Offer Memorandum**”) (such invitation, the “**Any and All Offer**”); and (ii) the 2025 Notes, the 2026 Notes and the 2027 Notes to tender such Notes for purchase by the Government for cash subject to the Maximum Aggregate Note Purchase Amount (each such invitation, a “**Capped Offer**” and together, the “**Capped Offers**” and together with the Any and All Offer, the “**Offers**”), in each case, on the terms and subject to the relevant conditions set out in the Tender Offer Memorandum. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Further to its announcements on 12 September 2023, 13 September 2023 and 19 September 2023, the Government hereby announces today: (i) the final results of its Any and All Offer; and (ii) a non-binding indication of the level

at which it expects to set each Series Acceptance Amount and Clearing Spread for the Holders to tender their Notes for purchase by the Government pursuant to the Capped Offers.

The Expiration Deadline for the Offers was 5:00 p.m., New York time, on 19 September 2023.

Final Results of the Any and All Offer

As at the Expiration Deadline, valid Tender Instructions had been received by the Tender Agent in respect of U.S.\$181,935,000 in aggregate principal amount of Certificates. No Certificates were tendered pursuant to the Guaranteed Delivery Procedures. The Government hereby announces that it intends to accept all Certificates validly tendered pursuant to the Any and All Offer as set out below, subject to satisfaction or waiver of the conditions to the Any and All Offer set out in the Tender Offer Memorandum.

Outstanding Principal Amount	Aggregate principal amount of Certificates validly tendered and accepted for purchase	Purchase Price¹	Aggregate principal amount of Certificates remaining outstanding following settlement of the Any and All Offer
U.S.\$2,000,000,000	U.S.\$181,935,000	U.S.\$989.11	U.S.\$1,818,065,000

The expected Settlement Date in respect of the Any And All Offer is 22 September 2023.

Announcement of Indicative Series Acceptance Amounts and Clearing Spreads for the Capped Offers

The Government had received valid Tender Instructions (including Non-Competitive Tender Instructions and Competitive Tender Instructions) in respect of U.S.\$1,476,544,000 in aggregate nominal amount of the Notes for purchase pursuant to the Capped Offers.

If the Government decides to accept valid tenders of Notes pursuant to the Capped Offers, subject to the terms and conditions set out in the Tender Offer Memorandum, the Government expects to:

1. set the Series Acceptance Amount for the 2025 Notes at U.S.\$244,390,000. The Government expects to set the 2025 Notes Clearing Spread at 55 basis points. All submitted Tender Instructions of the 2025 Notes at the 2025 Notes Clearing Spread or a higher spread will be accepted in full without any *pro rata* scaling; and
2. set the Series Acceptance Amount for the 2027 Notes at U.S.\$301,932,000. The Government expects to set the 2027 Notes Clearing Spread at 125 basis points. All submitted Tender Instructions of the 2027 Notes at the 2027 Notes Clearing Spread or a higher spread will be accepted in full without any *pro rata* scaling.

The Government does not intend to accept any Tender Instructions in respect of the 2026 Notes and, accordingly, the Government expects to set the Series Acceptance Amount for the 2026 Notes at U.S.\$0.

Existing Noteholders should note that this is a non-binding indication of the level at which the Government expects to set the Series Acceptance Amounts. As soon as reasonably practicable following the pricing of the Notes, the Government will announce whether it will accept valid tenders of Notes pursuant to the Capped Offers and, if so accepted, the Series Acceptance Amounts.

Pricing of the Capped Offers

Pricing in respect of the Capped Offers will take place at or around 10:00 a.m., New York time, today, 20 September 2023. As soon as reasonably practicable after the Pricing Time, the Government will announce

¹ Per U.S. \$1,000 principal amount of the Certificates purchased pursuant to the Any and All Offer

whether it will accept (subject to satisfaction or waiver of the Conditions to the Capped Offers on or prior to the Settlement Date) valid tenders of Notes pursuant to any of the Capped Offers and, if so accepted, of:

- (i) the aggregate nominal amount of validly tendered Notes of each Series that have been accepted for purchase;
- (ii) any Scaling Factor(s) in respect of the Notes (if applicable);
- (iii) each Series Acceptance Amount;
- (iv) each Benchmark Security Rate;
- (v) each Clearing Spread;
- (vi) each Purchase Yield; and
- (vii) each Purchase Price and Accrued Interest for each Series.

The expected Settlement Date in respect of the Capped Offers is 22 September 2023.

Disclaimer

This announcement does not contain the full terms and conditions of the Offers. The terms and conditions of the Offers are contained in the Tender Offer Memorandum and are subject to the offer restrictions set out below and more fully described therein. Each Holder must make its own analysis and investigations regarding the Offers, with particular reference to its own investment objectives and experience and any other factors, which may be relevant to it. If such person is in any doubt about any aspect of the Offers and/or action it should take, including in respect of tax consequences, it should consult its own professional advisers.

This announcement is released by the Government and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offers described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055 and UK MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, this announcement is made by the Minister of Finance of the Sultanate of Oman.

Further information

J.P. Morgan Securities plc and Standard Chartered Bank have been appointed by the Government to serve as dealer managers for the Offer. Morrow Sodali Ltd (the “**Tender Agent**”) has been appointed by the Government to act as the tender agent in connection with the Offer.

For additional information regarding the terms of the Offer, please contact **J.P. Morgan Securities plc** by email at Em_europe_lm@jpmorgan.com and **Standard Chartered Bank** by email at liability_management@sc.com. Questions regarding the tender of Securities may be directed to **Morrow Sodali Ltd** via email: Oman@investor.morrowsodali.com.

The Tender Offer Memorandum is available on the Tender Offer Website accessible at <https://projects.morrowsodali.com/Oman>.

The relevant Tender Consideration, if paid by the Government with respect to Securities accepted for purchase, will not necessarily reflect the actual value of such Securities. Each Holder should independently analyse the value of the Securities and make an independent assessment of the terms of the Offers. None of the Government, the Dealer Managers or the Tender Agent, nor any of their respective affiliates has or will express any opinion as to whether the terms of the Offers are fair. None of the Government, the Dealer Managers or the Tender Agent, nor any of their respective affiliates makes any recommendation that any Holder submit an offer to sell or tender Securities or refrain from doing so pursuant to any Offer, and no one has been authorised by any of them to make any such recommendation.

Important Information

This announcement, the Tender Offer Memorandum and any other announcements published in respect of the Offers do not constitute an invitation to participate in the Offers 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. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Government, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.