

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT OR THE INVITATION MEMORANDUM (AS DEFINED BELOW).

Colombo, Sri Lanka, November 25, 2024

THE DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

LAUNCH OF A CONSENT SOLICITATION AND INVITATION TO EXCHANGE (THE "INVITATION") IN RESPECT OF THE DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA'S EXISTING BONDS

The Government of the Democratic Socialist Republic of Sri Lanka (the "**Republic**"), is pleased to announce the launch of:

- (i) a solicitation of consents from (i) from Holders of the Republic's outstanding Aggregated CAC Existing Bonds (as set out in Table I) with respect to the Aggregated CAC Existing Bonds Proposed Modifications, to be effected by way of a mandatory exchange of such bonds for the applicable New Securities or Substitute Consideration (each as defined below) (the "**Aggregated CAC Consent Solicitation**"); and (ii) from Holders of the Republic's Non-Aggregated CAC Existing Bonds (as set out in Table I) with respect to the Non-Aggregated CAC Existing Bonds Proposed Modifications and the Non-Aggregated CAC Modified Bonds Proposed Modifications, to be effected by way of a mandatory exchange of such bonds for the applicable New Securities or Substitute Consideration (each a "**Non-Aggregated CAC Consent Solicitation**" and together with the Aggregated CAC Consent Solicitation, the "**Consent Solicitations**");
- (ii) an invitation to Eligible Holders of the Aggregated CAC Existing Bonds and the Non-Aggregated CAC Existing Bonds (as modified, if applicable) to exchange their Existing Bonds for the applicable New Securities (as set out in Tables II and III below and further described in the Invitation Memorandum) (respectively, the "**Aggregated CAC Existing Bonds Invitation to Exchange**" and the "**Non-Aggregated CAC Existing Bonds Invitation to Exchange**"); and
- (iii) an invitation to Eligible Holders of 2022 Bonds (as set out in Table I) to exchange their 2022 Bonds for the applicable New Securities (the "**2022 Invitation to Exchange**", and together with the Aggregated CAC Existing Bonds Invitation to Exchange and the Non-Aggregated CAC Existing Bonds Invitation to Exchange, the "**Invitations to Exchange**").

The Consent Solicitations and Invitations to Exchange are hereafter collectively referred to as the "**Invitation**".

In addition, Holders may also be eligible to receive an exchange fee in the form of an Exchange Fee Bond in relation to the Invitations (see "*Exchange Fee*" below).

The Invitations are made on the terms and subject to the conditions set forth in the Invitation Memorandum dated November 25, 2024 (the "**Invitation Memorandum**"), which is available to Holders by accessing the Invitation Website: <https://projects.sodali.com/srilanka> subject to eligibility confirmation and registration, or by contacting Sodali & Co (the "**Information, Tabulation and Exchange Agent**"), the contact details for which are set out at the end of this announcement.

Terms used in this announcement but not defined herein have the respective meanings given to them in the Invitation Memorandum.

Table I
Existing Bonds

Description	ISIN/CUSIP	Principal Amount Outstanding ⁽¹⁾
<i>Aggregated CAC Existing Bonds</i>		
U.S.\$1,250,000,000 5.750% Bonds due April 18, 2023 (the " 2023 Bonds ")	Rule 144A: US85227SAV88 / 85227SAV8 Reg S: USY8137FAK40 / Y8137FAK4	U.S.\$1,250,000,000
U.S.\$1,000,000,000 6.850% Bonds due March 14, 2024 (the " March 2024 Bonds ")	Rule 144A: US85227SAY28 / 85227SAY2 Reg S: USY8137FAN88 / Y8137FAN8	U.S.\$1,000,000,000
U.S.\$500,000,000 6.350% Bonds due June 28, 2024 (the " June 2024 Bonds ")	Rule 144A: US85227SBA33 / 85227SBA3 Reg S: USY8137FAQ10 / Y8137FAQ1	U.S.\$500,000,000
U.S.\$1,500,000,000 6.200% Bonds due May 11, 2027 (the " 2027 Bonds ")	Rule 144A: US85227SAT33 / 85227SAT3 Reg S: USY8137FAH11 / Y8137FAH1	U.S.\$1,500,000,000
U.S.\$1,250,000,000 6.75% Bonds due April 18, 2028 (the " 2028 Bonds ")	Rule 144A: US85227SAW61 / 85227SAW6 Reg S: USY8137FAL23 / Y8137FAL2	U.S.\$1,250,000,000
U.S.\$1,400,000,000 7.850% Bonds due March 14, 2029 (the " 2029 Bonds ")	Rule 144A: US85227SAZ92 / 85227SAZ9 Reg S: USY8137FAP37 / Y8137FAP3	U.S.\$1,400,000,000
U.S.\$1,500,000,000 7.550% Bonds due March 28, 2030 (the " 2030 Bonds ")	Rule 144A: US85227SBB16 / 85227SBB1 Reg S: USY8137FAR92 / Y8137FAR9	U.S.\$1,500,000,000
<i>Non-Aggregated CAC Existing Bonds</i>		
U.S.\$650,000,000 6.125% Bonds due June 3, 2025 (the " June 2025 Bonds ")	Rule 144A: US85227SAN62 / 85227SAN6 Reg S: USY8137FAC24 / Y8137FAC2	U.S.\$650,000,000
U.S.\$1,500,000,000 6.850% Bonds due November 3, 2025 (the " November 2025 Bonds ")	Rule 144A: US85227SAQ93 / 85227SAQ9 Reg S: USY8137FAE89 / Y8137FAE8	U.S.\$1,500,000,000
U.S.\$1,000,000,000 6.825% Bonds due July 18, 2026 (the " 2026 Bonds ")	Rule 144A: US85227SAR76 / 85227SAR7 Reg S: USY8137FAF54 / Y8137FAF5	U.S.\$1,000,000,000
<i>2022 Bonds</i>		
U.S.\$1,000,000,000 5.875% Bonds due July 25, 2022 (the " 2022 Bonds ")	Rule 144A: US85227SAK24 / 85227SAK2 Reg S: USY2029SAH77 / Y2029SAH7	U.S.\$1,000,000,000

⁽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.

each a "**Series**" and together the "**Existing Bonds**".

Exchange Consideration

Subject to the satisfaction (or waiver) of the Settlement Conditions (including the Minimum Participation Condition) of the Invitation, the following tables set forth the consideration that shall be offered in exchange for Existing Bonds validly tendered pursuant to each Invitation. Eligible Holders of Existing Bonds may elect the "Global Bonds Option" or the "Local Bonds Option" each as defined in the tables below.

Table II
Global Bonds Option

			Global Bonds Option - Exchange Consideration (U.S.\$) ⁽²⁾⁽³⁾⁽⁴⁾						
Existing Bond	ISIN	Principal Amount Outstanding ⁽¹⁾	2030 Macro Linked Bonds	2033 Macro Linked Bonds	2036 Macro Linked Bonds	2038 Macro Linked Bonds	Governance Linked Bonds ⁽⁵⁾	PDI Bonds	Total Consideration
<i>Aggregated CAC Existing Bonds</i>									
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
<i>2022 Bonds and Non-Aggregated CAC Existing Bonds</i>									
2022 Bonds	US85227SAK24 / USY2029SAH77	\$1,000,000,000	\$103.59	\$203.19	\$95.22	\$190.52	\$137.20	\$113.58	\$843.30
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.

⁽³⁾ Eligible Holders whose Instructions with regards to a Series of Existing Bonds are validly delivered at or prior to the Expiration Deadline and accepted by the Republic will, subject to the Settlement Conditions (including the Minimum Participation Condition, as defined below), be eligible to receive an exchange fee in the form of an Exchange Fee Bond on the Settlement Date (see "Exchange Fee" below).

⁽⁴⁾ Eligible Holders will also receive the applicable Accrued Consideration (see "Accrued Consideration" below).

⁽⁵⁾ The rate of interest on the Governance-Linked Bonds will be reduced by a step-down margin of 75 basis points following the KPI Measurement Date in the event that certain KPIs and other conditions are met (see "Terms and Conditions of the Governance-Linked Bonds" in the Invitation Memorandum).

Table III
Local Bonds Option⁽⁶⁾⁽⁷⁾

Existing Bond	ISIN	Principal Amount Outstanding ⁽¹⁾	Local Bonds Option- Exchange Consideration (U.S.\$) ⁽²⁾⁽³⁾⁽⁴⁾			
			USD Step-Up Bonds	Local LKR Bonds ⁽⁵⁾	PDI Bonds	Total Consideration
<i>Aggregated CAC Existing Bonds</i>						
2023 Bonds	US85227SAV88 / USY8137FAK40	\$1,250,000,000	\$630.00	\$300.00	\$126.66	\$1,056.66
March 2024 Bonds	US85227SAY28 / USY8137FAN88	\$1,000,000,000	\$630.00	\$300.00	\$123.11	\$1,053.11
June 2024 Bonds	US85227SBA33 / USY8137FAQ10	\$500,000,000	\$630.00	\$300.00	\$127.53	\$1,057.53
2027 Bonds	US85227SAT33 / USY8137FAH11	\$1,500,000,000	\$630.00	\$300.00	\$132.61	\$1,062.61
2028 Bonds	US85227SAW61 / USY8137FAL23	\$1,250,000,000	\$630.00	\$300.00	\$148.69	\$1,078.69
2029 Bonds	US85227SAZ92 / USY8137FAP37	\$1,400,000,000	\$630.00	\$300.00	\$141.08	\$1,071.08
2030 Bonds	US85227SBB16 / USY8137FAR92	\$1,500,000,000	\$630.00	\$300.00	\$132.75	\$1,062.75
<i>2022 Bonds and Non-Aggregated CAC Existing Bonds</i>						
2022 Bonds	US85227SAK24 / USY2029SAH77	\$1,000,000,000	\$630.00	\$300.00	\$113.58	\$1,043.58
June 2025 Bonds	US85227SAN62 / USY8137FAC24	\$650,000,000	\$630.00	\$300.00	\$127.26	\$1,057.26
November 2025 Bonds	US85227SAQ93 / USY8137FAE89	\$1,500,000,000	\$630.00	\$300.00	\$148.04	\$1,078.04
2026 Bonds	US85227SAR76 / USY8137FAF54	\$1,000,000,000	\$630.00	\$300.00	\$133.28	\$1,063.28

- ⁽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.
- ⁽³⁾ Eligible Holders whose Instructions with regards to a Series of Existing Bonds are validly delivered at or prior to the Expiration Deadline and accepted by the Republic will, subject to the Settlement Conditions (including the Minimum Participation Condition), be eligible to receive an exchange fee in the form of an Exchange Fee Bond on the Settlement Date (see "Exchange Fee" below).
- ⁽⁴⁾ Eligible Holders will also receive the applicable Accrued Consideration (see "Accrued Consideration" below).
- ⁽⁵⁾ The aggregate U.S.\$ dollar-equivalent principal amount of the eight (8) series of Local LKR Bonds specified will be to be issued in LKR (as determined on the FX Determination Date) to Eligible Holders who elect the Local Bonds Option. The total principal amount of Local LKR Bonds will be divided equally among each of the eight series (see "Summary of the Local LKR Bonds" in the Invitation Memorandum).
- ⁽⁶⁾ Subject to the terms and conditions of the offers as described in the Invitation Memorandum, the Republic intends to accept Tender Orders for the Local Bonds Option up to the Local Bonds Option Cap (as described in the Invitation Memorandum).
- ⁽⁷⁾ Local Eligible Holders who wishes to elect the Local Bonds Option should select the relevant "Local Holder" corporate action election quoting their corresponding Unique Identifier Code in their ATOP or their Electronic Tender Instruction. Eligible Holders who are not Local Eligible Holders who wish to elect the Local Bonds Option should select the relevant "International Holder" corporate action election quoting their corresponding Unique Identifier Code in their ATOP or their Electronic Tender Instruction.

The Macro-Linked Bonds, Governance-Linked Bonds, USD Step-Up Bonds and PDI Bonds are collectively referred to as the "New Eurobonds".

The Local LKR Bonds will be issued in LankaSettle only. As a result, Eligible Holders electing the Local Bonds Option must (before the Expiration Deadline) obtain a Unique Identifier Code by contacting Citigroup via email at gosl.invitation@citi.com and should include the Unique Identifier Code in their

ATOP or Electronic Tender Instruction and provide Local Settlement Details to the Local Holding Period Custodian. Eligible Holders who are not Local Eligible Holders should not elect the Local Bonds Option unless they are able to receive entitlements of Local LKR Bonds in LankaSettle at settlement.

The Local Bonds Option is subject to the terms and conditions described in the Invitation Memorandum, including, among others, the Acceptance Priority Procedures (as defined in the Invitation Memorandum) and the aggregate nominal amount of USD Step-Up Bonds and Local LKR Bonds issued pursuant to the Local Bonds Option is limited to U.S.\$2,917,875,000.00 (the "**Local Bonds Option Cap**"). The Republic intends to accept for exchange all Existing Bonds for which Tender Orders have been submitted by Local Eligible Holders prior to Tender Orders that have been submitted by Holders who are not Local Eligible Holders.

Exchange Fee

Holders whose Instructions with regards to a Series of Existing Bonds are validly delivered at or prior to the Expiration Deadline and accepted by the Republic will, subject to the Settlement Conditions (including the Minimum Participation Condition as defined below), be eligible to receive an exchange fee in the form of a zero-coupon bond (the "**Exchange Fee Bond**") on the Settlement Date as follows:

Existing Bond	Exchange Fee Bond⁽¹⁾
<i>Aggregated CAC Existing Bonds</i>	
2023 Bonds	U.S.\$15.27
March 2024 Bonds	U.S.\$15.27
June 2024 Bonds	U.S.\$15.27
2027 Bonds	U.S.\$15.27
2028 Bonds	U.S.\$15.27
2029 Bonds	U.S.\$15.27
2030 Bonds	U.S.\$15.27
<i>2022 Bonds and Non-Aggregated CAC Existing Bonds</i>	
2022 Bonds	U.S.\$23.30
June 2025 Bonds	U.S.\$23.30
November 2025 Bonds	U.S.\$23.30
2026 Bonds	U.S.\$23.30

⁽¹⁾ Principal amount of Exchange Fee Bonds per U.S.\$1,000 principal amount of Existing Bonds, rounding to the nearest cent (half a cent being rounded upwards).

The Exchange Fee Bonds do not accrue interest and mature on the Exchange Fee Bond Maturity Date (December 27, 2024, or as soon as practicable thereafter).

Accrued Consideration

On the Accrued Consideration Settlement Date, the Republic will make the following payments of Accrued Consideration to the holders of the relevant New Securities (as further detailed in the Invitation Memorandum):

- with regards to the 2030 Macro-Linked Bonds, in an amount equal to U.S.\$9.04 per U.S.\$1,000 of nominal amount of 2030 Macro-Linked Bonds;

- with regards to the 2033 Macro-Linked Bonds, in an amount equal to U.S.\$15.35 per U.S.\$1,000 of nominal amount of 2033 Macro-Linked Bonds;
- with regards to the 2036 Macro-Linked Bonds, in an amount equal to U.S.\$22.50 per U.S.\$1,000 of nominal amount of 2036 Macro-Linked Bonds;
- with regards to the 2038 Macro-Linked Bonds, in an amount equal to U.S.\$13.50 per U.S.\$1,000 of nominal amount of 2038 Macro-Linked Bonds;
- with regards to the Governance-Linked Bonds, in an amount equal to U.S.\$25.50 per U.S.\$1,000 of nominal amount of Governance-Linked Bonds;
- with regards to the USD Step-Up Bonds, in an amount equal to U.S.\$7.08 per U.S.\$1,000 of nominal amount of USD Step-Up Bonds; and
- 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* an amount equal to First PDI Amortization Amount *provided that* the Republic shall deduct an amount equal to the Committees' Expenses Shortfall from the First PDI Amortization Amount. The amount of the payment that Holders will receive on the Accrued Consideration Settlement Date in respect of the First PDI Amortization Amount shall be reduced *pro rata* accordingly and no additional payment shall be made to the Holders to compensate them for such Committees' Expenses Shortfall deduction.

Requisite Consents

If the Requisite Consents in relation to each of the Aggregated CAC Existing Bonds and Non-Aggregated CAC Existing Bonds (in each case as described in the Invitation Memorandum) have been obtained and the remaining Settlement Conditions (as described below) have been satisfied (or waived, as the case may be), then the mandatory exchange of Existing Bonds contemplated by the Aggregated CAC Consent Solicitation and/or the Non-Aggregated CAC Consent Solicitation will be binding on all Holders of each Series in respect thereof, whether or not they participated in such Consent Solicitations, and each of them shall be bound to give effect to it accordingly.

Settlement Conditions

The implementation of the Proposed Modifications and the settlement of the Invitation to Exchange, are conditional upon satisfaction (as determined by the Republic in accordance with the terms of the Consent Solicitations and Exchanges and acting reasonably) of certain settlement conditions (the "**Settlement Conditions**"), including:

- (i) the Requisite Consents being received in respect of the Aggregated CAC Consent Solicitation and/or the Non-Aggregated CAC Consent Solicitation in respect of all relevant Series of Existing Bonds;
- (ii) the Republic receiving Consent Instructions and Tender Orders that will result in at least 90% of the aggregate principal amount Outstanding of Existing Bonds being modified pursuant to the Proposed Modifications or otherwise exchanged for New Securities on the terms described in the Invitation Memorandum (the "**Minimum Participation Condition**"). If the Republic receives valid Consent Instructions and Tender Orders that will result in at least 80% of the aggregate principal amount Outstanding of Existing Bonds being modified pursuant to the Proposed Modifications or otherwise exchanged for New Securities on the terms described in the Invitation Memorandum, the Republic reserves the right to waive the Minimum Participation Condition. If the Republic does not receive valid Consent Instructions and Tender Orders that will result in at least 80% of the aggregate principal amount Outstanding of Existing Bonds being modified pursuant to the Proposed Modifications or otherwise exchanged for New Securities on the terms described in the Invitation Memorandum, the Minimum Participation Condition cannot be waived by the Republic;
- (iii) payment by the Republic on the Settlement Date of the Committees' Expenses Payment; and
- (iv) the other conditions more fully described in the Invitation Memorandum.

The Republic may, in its sole and absolute discretion, acting reasonably, waive certain of the Settlement Conditions as further described in the Invitation Memorandum.

Upon satisfaction of the Settlement Conditions the Republic shall give notice to the Holders.

If the Settlement Conditions have been satisfied (or waived, as the case may be), then if the Republic accepts Instructions with respect to any Series of Existing Bonds, it will accept all valid Instructions for all Series of Existing Bonds, including all valid Instructions in respect of Series of Existing Bonds where the Requisite Consents have not been obtained.

Expected Timetable of Events

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

Action	Date and Time
Commencement of the Invitation	November 25, 2024
FX Determination Time	5:00 p.m. (India Standard Time) (or the close of business) on the Business Day prior to the Expiration Deadline
Expiration Deadline	December 12, 2024 at 5:00 p.m.
Results Announcement Date	December 16, 2024, or as soon as practicable thereafter
Effective Date and Settlement Date	December 20, 2024, or as soon as practicable thereafter, but not later than the Settlement Deadline
Accrued Consideration Settlement Date	December 24, 2024, or as soon as practicable thereafter
Exchange Fee Bond Maturity Date	December 27, 2024 (but not less than 7 calendar days after the Settlement Date), or as soon as practicable thereafter
Settlement Deadline	December 31, 2024; <i>provided that</i> the Republic shall have the right to extend the Settlement Deadline to January 15, 2025.
International Holding Period First Deadline Date	The first Business Day following 20 calendar days after the Settlement Date 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	The first Business Day following 60 calendar days after the Settlement Date at 5:00 p.m.
Local Holding Period Termination Date	The first Business Day following six months after the Settlement Date at 5:00 p.m. (India Standard Time)
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.

The above times and dates are subject to the right of the Republic to terminate, withdraw or amend the Invitation or modify the deadlines and/or the Settlement Date (subject to applicable law as provided in the Invitation Memorandum) with respect to the Existing Bonds; *provided that* any delay in settling the Invitation that extends beyond the Settlement Deadline will result in the Republic's termination of the

Invitation and *provided further that* if the Republic terminates the Invitation with respect to any Series of Existing Bonds it will terminate the Invitation with respect to all Series of Existing Bonds.

Procedures for Participating

The New Eurobonds and the Exchange Fee Bonds will be cleared in Euroclear and Clearstream, Luxembourg only. As a result, Eligible Holders not holding Existing Bonds via Euroclear or Clearstream, Luxembourg must additionally provide Settlement Account Details in order to receive Exchange Consideration on the Settlement Date, as further described below.

If beneficial owners hold their Existing Bonds through DTC, beneficial owners must arrange for a DTC Direct Participant to deliver their Instructions through ATOP and follow the procedure for book-entry transfer set forth below, as applicable. DTC has confirmed that each Invitation is eligible for ATOP. Accordingly, a DTC participant must electronically transmit its submission of Instructions in accordance with DTC's ATOP procedures for the relevant Invitation. DTC will then send an Agent's Message to the Information, Tabulation and Exchange Agent. If a Holder holds its Existing Bonds through a custodian, a Holder may not deliver its Instructions directly. Holders should contact that custodian to deliver their Instruction on their behalf.

Holders who intend to exchange their Existing Bonds should allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC and prior to the Expiration Deadline.

If beneficial owners hold their Existing Bonds through Euroclear or Clearstream, Luxembourg, such beneficial owners must submit their Instructions, which includes Blocking Instructions, to Euroclear or Clearstream, Luxembourg in accordance with the procedures and deadlines specified by Euroclear or Clearstream at or prior to the Expiration Deadline (each such submission, an "**Electronic Tender Instruction**"). If beneficial owners hold their Existing Bonds through a financial institution or other intermediary, such beneficial owners must instruct that financial institution to submit their Instructions on its behalf to Euroclear or Clearstream, Luxembourg.

A separate Instruction must be submitted in respect of each beneficial owner of Existing Bonds wishing to participate in the relevant Invitation. Instructions may not be revoked or withdrawn at any time, except under certain limited circumstances as described in the Revocation of Instructions in the Invitation Memorandum.

Accordingly, Eligible Holders wishing to participate in the Invitation (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 using the template spreadsheet "SL1" which will be available to download from the Invitation Website (<https://projects.sodali.com/srilanka>) to the Information, Tabulation and Exchange Agent via email (as specified in the Invitation Memorandum) before the Expiration Deadline, in order to facilitate the distribution of the relevant Exchange Consideration.

The Local LKR Bonds will be cleared in LankaSettle only. As a result, Eligible Holders electing the Local Bonds Option must obtain a Unique Identifier Code by contacting Citigroup via email at gosl.invitation@citi.com and provide Local Settlement Details via a spreadsheet "SL3" which will be available to download from the Invitation Website (<https://projects.sodali.com/srilanka>) to the Local Holding Period Custodian via email at edr.tbond@cbsl.lk before the Expiration Deadline. **Eligible Holders who are not Local Eligible Holders should not elect the Local Bonds Option unless they are able to receive entitlements of Local LKR Bonds in LankaSettle at settlement. Eligible Holders should refer to the procedures as detailed in "Procedures for Participating in the Local Bonds Option" in the Invitation Memorandum.**

Consequences for Failing to Participate in the Invitation by the Expiration Deadline

In the event the relevant Requisite Consents are received and the Settlement Conditions are satisfied or waived, Eligible Holders of Existing Bonds other than the 2022 Bonds who fail to submit or arrange to have submitted on their behalf Instructions and/or Settlement Account Details (if required) by or before the Expiration Deadline will be allocated to the Global Bonds Option and may still be entitled to receive the applicable Exchange Consideration (including, where such Eligible Holder submitted an Instruction at or prior to the Expiration Deadline which is not validly revoked, the applicable Exchange Fee Bond

entitlement) on the first Holding Period Distribution Date or following the International Holding Period Termination Date. Any Eligible Holder of Existing Bonds other than the 2022 Bonds that fails to submit, or arrange to have submitted on its behalf, a valid Instruction and/or Settlement Account Details (if required) at or prior to the Expiration Deadline but which submits a valid International Holding Period Instruction and, if required, Settlement Account Details, at or prior to the International Holding Period First Deadline Date or the International Holding Period Termination Date certifying its status as an Eligible Holder will receive the applicable Exchange Consideration to which such Holder is entitled on the relevant Holding Period Distribution Date. Any Holder of Existing Bonds other than the 2022 Bonds that fails to submit, or arrange to have submitted on its behalf, a valid Instruction and Settlement Account Details (if required) at or prior to the Expiration Deadline or a valid International Holding Period Instruction and Settlement Account Details (if required) at or prior to the International Holding Period Termination Date (as the case may be) will receive the Substitute Consideration pursuant to the Cash Proceeds Arrangement on the Holding Period Distribution Date following the International Holding Period Termination Date. Additionally, Holders of Existing Bonds other than the 2022 Bonds that specify that they are Ineligible Holders in their Instructions validly submitted at or prior to the Expiration Deadline will receive the Substitute Consideration (including, where such Instruction is validly submitted at or prior to the Expiration Deadline and not validly revoked, in respect of the applicable Exchange Fee Bond entitlement) pursuant to the Cash Proceeds Arrangement on the Holding Period Distribution Date following the International Holding Period Termination Date.

Holders of Existing Bonds are advised to check with any bank, securities broker or other intermediary through which they hold Existing Bonds when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in the Invitation before the deadlines set out above. The deadlines set by any such intermediary and the Clearing Systems for the submission of Instructions may be earlier than the relevant deadlines above.

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.

This notice only includes certain terms of the Invitation and a complete description of the terms and conditions of the Invitation is set out in the Invitation Memorandum. Holders must refer to the Invitation Memorandum for further details on the Invitation and for details regarding how to participate.

Any questions regarding the terms of the Invitation may be directed to the Dealer Manager and questions regarding the procedures for participating in the Invitations (including questions in relation to settlement) and the submission of Instructions should be directed to the Information, Tabulation and Exchange Agent. The contact details for each are specified below:

Dealer Manager

Citigroup Global Markets Inc

388 Greenwich Street
New York, New York 10013
United States

Telephone: +1 212 723 6106 (in New York)
+91 22 6175 9707 (in Asia)

Email: gosl.invitation@citi.com

Information, Tabulation and Exchange Agent

Sodali & Co

In London:

The Leadenhall Building, 122
Leadenhall Street London,
EC3V 4AB
United Kingdom

Telephone: +44 20 4513 6933

In Stamford:

333 Ludlow Street, 5th Floor
South Tower, CT 06902
United States of America

Telephone: +1 203 658 9457

In Hong Kong:

29/F, No. 28 Stanley Street
Central, Hong Kong

Telephone: +852 2319 4130

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 are being 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 in reliance on Regulation S under the Securities Act (each, an "Eligible Holder"). Any Holder who does not certify its status as an Eligible Holder will not be entitled to participate in the Invitations to Exchange (such Holders may however participate in the Consent Solicitations and are eligible to receive the relevant redemption consideration of the Exchange Fee Bonds following its maturity).

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 and the Invitation Memorandum are 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 and the Invitation Memorandum 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 Invitations (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 Invitations.