

PRESS RELEASE

FOR: IMMEDIATE RELEASE

COMMENCEMENT OF DOMESTIC DEBT EXCHANGE

ACCRA, Monday, 5th December, 2022 ... The Republic of Ghana (the "**Republic**" or "**Ghana**") announced today that it is inviting Eligible Holders (as defined below) to exchange (the "**Invitation**") approximately GHS137.3 billion of the domestic notes and bonds of the Republic, E.S.L.A. Plc and Daakye Trust Plc specified in Table A below (the "**Eligible Bonds**") for a package of New Bonds (as defined below) to be issued by the Republic. The terms and conditions of the Invitation are described in the exchange memorandum dated today (the "**Exchange Memorandum**") and available at <https://projects.morrowsodali.com/ghanadde> (the "**Invitation Website**").

2. Ghana is facing a very challenging economic situation amid an increasingly difficult global economic environment, marked by the COVID-19 pandemic, the global economic shock created by the Russian invasion of Ukraine, and disruptions of global supply chains. These adverse developments have exposed Ghana to a surge in inflation, a large exchange rate depreciation and have increased stress on the fiscal situation.
3. To address the ongoing economic crisis, Ghana has requested financial assistance from the International Monetary Fund ("**IMF**"). The Government expects to reach a Staff-Level Agreement (SLA) soon on an IMF programme aiming at restoring macroeconomic stability and debt sustainability while preserving financial stability, and protecting the most vulnerable. To this end, the Government is determined to implement wide-ranging structural and fiscal reforms to kick-start growth and restore fiscal and debt sustainability.
4. The latest debt sustainability analysis has demonstrated that Ghana is faced with a significant financing gap over the coming years and that its public debt is unsustainable. To alleviate the debt burden in the most transparent, efficient, and expedited manner, a treatment of domestic debt is necessary. In particular, the Invitation does not entail any reduction in the principal amount ("**haircut**") of the Eligible Bonds. It involves an exchange for new Government of Ghana bonds with a 0% coupon in 2023 that steps up to 5% in 2024, and 10% from 2025 onwards, as described in more detail below.
5. This domestic debt exchange is part of a more comprehensive agenda to restore debt and fiscal sustainability. External debt restructuring parameters will be negotiated in due course.
6. The successful completion of this domestic debt exchange is a critical component of both the debt reduction programme and the IMF programme discussions; it will contribute to unlocking the support of the international community and will allow Ghana to achieve its debt targets. As such, the Government calls for the full participation of all holders of Eligible Bonds.

7. The Government expects overwhelming support for this exchange. The alternative would be a far worse economic crisis, with protracted closure from international markets (including imported goods and services) and further domestic economic instability both for the real economy and the financial sector. It would also mean depleted fiscal resources to support the vulnerable.

Summary of the Invitation

8. The Invitation is available only to registered holders of Eligible Bonds (i) that are not Individual Investors (as defined below) or (ii) that are otherwise authorised by the Government of Ghana, in its sole discretion, to participate in the Invitation (“**Eligible Holders**”). An “**Individual Investor**” is a natural person that is the legal holder of record of Eligible Bonds and will not be eligible to participate in the Invitation.
9. Eligible Holders tendering their Eligible Bonds pursuant to the Invitation will receive New Bonds of the Republic on the terms and subject to the conditions described in the Exchange Memorandum. All offers to exchange Eligible Bonds made by Eligible Holders (an “**Offer**” or “**Exchange Instruction**”) are irrevocable (subject to withdrawal rights under certain limited circumstances). By tendering their Eligible Bonds, Eligible Holders represent and warrant that such Eligible Bonds constitute all the Eligible Bonds owned by them and consent to the blocking by the Central Securities Depository (CSD) of any attempt to transfer them prior to the Settlement Date (as defined below) or the termination of the Invitation by the Republic.
10. As described in more detail in Table B below (Financial Terms of the New Bonds), interest on the New Bonds will not accrue until 2024, starting at 0% coupon in 2023 that steps up to 5% in 2024, and 10% from 2025 onwards. The first interest payment on the New Bonds will be made in 2024.
11. Offers may only be submitted starting today (the “**Launch Date**”) and ending at 4:00 p.m. (Greenwich Mean Time (GMT)) on 19 December 2022 (the “**Expiration Date**”). However, Ghana may at its sole discretion extend the Expiration Date (including for one or more series of Eligible Bonds).
12. Eligible Holders who deliver valid Offers at or prior to the Expiration Date that are accepted by the Republic will receive at the Settlement Date (as defined below) in exchange for their Eligible Bonds accepted by the Republic, the same aggregate principal amount distributed across new bonds due in 2027 (the “**New 2027 Bond**”), 2029 (the “**New 2029 Bond**”), 2032 (the “**New 2032 Bond**”), and 2037 (the “**New 2037 Bond**,” and collectively the “**New Bonds**”) in the following proportions:

New 2027 Bond	New 2029 Bond	New 2032 Bond	New 2037 Bond
17.0%	17.0%	25.0%	41.0%

13. All calculations by the Government will be final and binding on Eligible Holders save in the event of manifest error.
14. Eligible Holders holding Eligible Bonds maturing on or prior to the Settlement Date (including, without limitation, any extension of the Settlement Date up to and including the Longstop Date as defined below in paragraph 18) that have submitted an Offer or

Exchange Instruction that is still pending acceptance by the Republic at the maturity date of such Eligible Bonds, will receive a final interest payment and a final principal payment on such Eligible Bonds in the usual way and their Offer or Exchange Instructions in respect of such Eligible Bonds will be rejected.

15. Eligible Holders holding a series of Eligible Bonds in respect of which an interest payment date will occur in the period after such Eligible Holder submits an Offer or Exchange Instruction, but before the Settlement Date, will receive a payment of accrued and unpaid interest, net of any applicable withholding taxes, on the usual interest payment date. However, Eligible Holders holding a series of Eligible Bonds in respect of which an interest payment date will occur both after such Eligible Holder's Offer or Instruction to Exchange is submitted and after the Settlement Date will not receive any accrued and unpaid interest on such series of Eligible Bonds and accordingly, by submitting such Offer or Instruction to Exchange, such Eligible Holder waives any rights to receive such accrued and unpaid interest.
16. Ghana reserves the right in its sole discretion to accept any and all Offers with respect to any series of Eligible Bonds.
17. **The Invitation will expire at 4:00 p.m. (Greenwich Mean Time) on 19 December 2022, unless extended or earlier terminated by the Republic at its sole discretion (the "Expiration Date"). Offers may not be revoked or withdrawn at any time except in the limited circumstances described in the Exchange Memorandum.**
18. On 23 December 2022 (the "**Settlement Date**") the Republic will issue the New Bonds to Eligible Holders whose Offers are accepted for credit to the account of such Eligible Holder at Ghana's CSD. The Republic reserves the right to extend the Settlement Date (including with respect to one or more series of Eligible Bonds) without offering Eligible Holders the right to withdraw their Offers, provided that such extended Settlement Date is not later than 3 January 2023 (the "**Longstop Date**"). The Republic may extend the Settlement Date beyond such Longstop Date and designate a new Longstop Date, but such extension will be subject to the granting of withdrawal rights to Eligible Holders who submitted Offers before such extension.
19. Morrow Sodali Limited is acting as the information and coordination agent (the "**Information and Coordination Agent**"). Lazard Frères is acting as financial advisor to Ghana in connection with the Invitation (the "**Financial Advisors**").
20. Any questions or requests for assistance regarding the Invitation may be directed to CSD and/or the Information and Coordination Agent at the contact information set forth below.
21. Eligible Holders, or custodians for such holders, of Eligible Bonds may obtain a copy of the Exchange Memorandum by accessing the Invitation Website (<https://projects.morrowsodali.com/ghanadde>).

Summary of the Exchange Procedures for Eligible Holders

22. Eligible Holders interested in participating in the Invitation are invited to send an Offer or Exchange Instruction to their respective CSD Direct Participant (the Depository Participant), in the form and via the channels agreed and customary between them.
23. As of the Launch Date until the Expiration Date of the Invitation, Eligible Holders having active securities accounts balances and interested in participating in the Invitation will have the opportunity to send an Offer or Exchange Instruction to their respective CSD Direct Participant (Depository Participant).

24. Eligible Holders may download an Exchange Form from the website of the CSD (www.csd.com.gh/dde), complete and send it to their CSD Direct Participant (Depository Participant) via email or via any internal communication platform they use (if any), or send an instruction in the format, or via any other standard means of communication available and accepted by the such CSD Direct Participant (Depository Participant).
25. By submitting an Offer or Exchange Instruction, Eligible Holders consent to the blocking by the CSD of any attempt to transfer such Eligible Holders' Eligible Bonds prior to the Settlement Date or the termination of the Invitation to Exchange.
26. For more details on these procedures, please refer to the Exchange Memorandum or contact the CSD at the contact information below. **END**

**ISSUED BY THE PUBLIC RELATIONS UNIT
MINISTRY OF FINANCE**

THE NEWS EDITOR

Table A—Eligible Bonds

1. GHS-denominated Eligible Bonds issued by the Republic of Ghana.

	ISIN No.	Maturity Date	Outstanding Principal Amount
1	GHGGOG062183	2023-01-02	1,231,004,321
2	GHGGOG058330	2023-01-16	3,474,638,859
3	GHGGOG048331	2023-02-06	4,185,436,790
4	GHGGOG062613	2023-02-20	4,562,488,990
5	GHGGOG059114	2023-03-06	5,461,585,429
6	GHGGOG059494	2023-04-17	1,210,602,994
7	GHGGOG059890	2023-05-29	1,299,834,561
8	GHGGOG063942	2023-07-31	1,530,207,185
9	GHGGOG060815	2023-08-21	700,000,000
10	GHGGOG061086	2023-09-08	3,564,000,000
11	GHGGOG061151	2023-09-18	1,151,283,096
12	GHGGOG064478	2023-09-25	916,783,185
13	GHGGOG061326	2023-09-28	2,507,300,000
14	GHGGOG064767	2023-11-06	1,417,388,359
15	GHGGOG061870	2023-11-27	968,416,023
16	GHGGOG065012	2023-12-04	1,711,158,305
17	GHGGOG062084	2023-12-18	1,917,309,298
18	GHGGOG065723	2024-02-12	1,420,853,308
19	GHGGOG062860	2024-03-18	2,153,059,541
20	GHGGOG044744	2024-03-25	2,462,370,565
21	GHGGOG055062	2024-04-15	2,697,231,338

22	GHGGOG066416	2024-05-06	932,014,182
23	GHGGOG056219	2024-07-08	2,142,438,784
24	GHGGOG064619	2024-10-14	1,529,728,485
25	GHGGOG065269	2024-12-30	1,715,557,867
26	GHGGOG053935	2025-01-27	2,454,366,419
27	GHGGOG059262	2025-03-17	2,296,659,190
28	GHGGOG049263	2025-04-07	1,439,042,363
29	GHGGOG066150	2025-04-07	513,152,822
30	GHGGOG066556	2025-05-19	1,308,593,354
31	GHGGOG060195	2025-06-23	2,835,573,130
32	GHGGOG067224	2025-07-21	1,804,464,912
33	GHGGOG064254	2025-08-27	541,360,000
34	GHGGOG061466	2025-10-13	1,812,676,659
35	GHGGOG061383	2025-12-01	823,680,000
36	GHGGOG062738	2026-03-02	2,117,032,170
37	GHGGOG063314	2026-05-11	2,713,692,430
38	GHGGOG060427	2026-07-13	1,873,939,014
39	GHGGOG064247	2026-08-26	689,033,305
40	GHGGOG043563	2026-11-02	8,454,134,572
41	GHGGOG065145	2026-12-14	1,356,983,931
42	GHGGOG062373	2027-01-18	3,263,369,119
43	GHGGOG065921	2027-03-08	1,277,636,914
44	GHGGOG066424	2027-05-03	911,212,772
45	GHGGOG060674	2027-08-09	2,021,096,998
46	GHGGOG064312	2027-09-06	1,570,516,519
47	GHGGOG061714	2027-11-08	1,831,315,876

48	GHGGOG065475	2028-01-17	2,068,992,141
49	GHGGOG050246	2028-05-29	1,727,334,109
50	GHGGOG063546	2028-06-12	2,014,841,353
51	GHGGOG055922	2029-06-11	3,051,783,317
52	GHGGOG060682	2030-08-05	800,000,000
53	GHGGOG060732	2030-08-05	1,000,000,000
54	GHGGOG063835	2031-07-07	1,532,330,000
55	GHGGOG044751	2032-03-15	6,514,588,312
56	GHGGOG058660	2033-07-31	4,400,000,000
57	GHGGOG059072	2033-07-31	2,346,666,665
58	GHGGOG059064	2034-01-03	1,142,333,332
59	GHGGOG056458	2034-07-10	1,179,596,646
60	GHGGOG056763	2039-08-01	1,546,755,180
<i>Total:</i>			126,097,444,989

2. GHS-denominated Eligible Bonds issued by E.S.L.A. Plc.

	ISIN No.	Maturity Date	Outstanding Principal Amount
1	GHGESLA46972	2024-10-23	711,255,298
2	GHGESLA46980	2027-10-27	2,560,433,064
3	GHGESLA56021	2029-06-15	2,073,260,328
4	GHGESLA58118	2031-12-29	1,629,522,362
5	GHGESLA64439	2033-09-09	1,320,826,949
6	GHGESLA66376	2034-04-19	79,240,259
<i>Total:</i>			8,374,538,260

3. GHS-denominated Eligible Bonds issued by Daakye Trust Plc.

	ISIN No.	Maturity Date	Outstanding Principal Amount
1	GHGDTP66358	2025-04-30	169,360,479
2	GHGDTP061539	2027-10-18	1,826,837,737
3	GHGDTP063113	2031-04-16	801,380,841
<i>Total:</i>			2,797,579,057

Table B — Financial Terms of the New Bonds

New Bonds	Interest Rate*	Interest Payment**	Maturity	Principal Repayment
New 2027 Bond	<p>1. From and including the Settlement Date to but excluding 1st January 2024: 0%</p> <p>2. From and including 1st January 2024 to but excluding 1st January 2025: 5%</p> <p>3. From and including 1st January 2025 to but excluding 23 December 2027: 10%</p>	Semi-annually, in arrears, on 30 June and 31 December of each year, commencing on 30 June 2024.	23 December 2027	Principal of the New 2027 Bonds will be repaid in GHS in two equal instalments: the first on 23 December 2026, and the second on 23 December 2027.
New 2029 Bond	<p>1. From and including the Settlement Date to but excluding 1st January 2024: 0%</p> <p>2. From and including 1st January 2024 to but excluding 1st January 2025: 5%</p> <p>3. From and including 1st January 2025 to but excluding 23 December 2029: 10%</p>	Semi-annually, in arrears, on 30 June and 31 December of each year, commencing on 30 June 2024.	23 December 2029	Principal of the New 2029 Bonds will be repaid in GHS in two equal instalments: the first on 23 December 2028, and the second on 23 December 2029.
New 2032 Bond	<p>1. From and including the Settlement Date to but excluding 1st January 2024: 0%</p> <p>2. From and including 1st January 2024 to but excluding 1st January 2025: 5%</p> <p>3. From and including 1st January 2025 to but excluding 23 December 2032: 10%</p>	Semi-annually, in arrears, on 30 June and 31 December of each year, commencing on 30 June 2024.	23 December 2032	Principal of the New 2032 Bonds will be repaid in GHS in three equal instalments: the first on 23 December 2030, the second on 23 December 2031, and the third on 23 December 2032.
New 2037 Bond	<p>1. From and including the Settlement Date to but excluding 1st January 2024: 0%</p> <p>2. From and including 1st January 2024 to but excluding 1st January 2025: 5%</p> <p>3. From and including 1st January 2025 to but excluding 23 December 2037: 10%</p>	Semi-annually, in arrears, on 30 June and 31 December of each year, commencing on 30 June 2024.	23 December 2037	Principal of the New 2037 Bonds will be repaid in GHS in five equal instalments: the first on 23 December 2033, the second on 23 December 2034, the third on 23 December 2035, the fourth on 23 December 2036 and the fifth on 23 December 2037.

* Interest on each New Bond will not accrue until 2024, starting at a 5% rate in 2024, with a step up to 10% in 2025.

** The first interest payment on each New Bond will be made on 30 June 2024.

Table C — New Bonds Distribution

Exchange Consideration Ratios of New Bonds in Exchange for Each Eligible Bond Tendered			
New 2027 Bond	New 2029 Bond	New 2032 Bond	New 2037 Bond
17.0%	17.0%	25.0%	41.0%

This announcement is for informational purposes only and is not an invitation to exchange to any holders of Eligible Bonds. The invitation to exchange to Eligible Holders is only being made pursuant to the Invitation. Holders of Eligible Bonds should read the Exchange Memorandum carefully prior to making any decision with respect to tendering their Eligible Bonds because it contains important information.

NONE OF THE INFORMATION AND COORDINATION AGENT, THE FINANCIAL ADVISOR NOR ANY OF THEIR RESPECTIVE DIRECTORS, EMPLOYEES, AFFILIATES, AGENTS OR REPRESENTATIVES MAKES ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD DELIVER THEIR OFFERS IN CONNECTION WITH THEIR ELIGIBLE BONDS PURSUANT TO THE INVITATION, AND NO ONE HAS BEEN AUTHORIZED BY ANY OF THEM TO MAKE SUCH A RECOMMENDATION. EACH HOLDER MUST MAKE ITS OWN DECISION AS TO WHETHER TO TENDER THEIR ELIGIBLE BONDS.

The CSD may be contacted for assistance and with regard to matters related to the Invitation processing, repurchase agreements, or matters related to the submission of Offers or Instructions to Exchange at:

CSD Contact Centre

Phone: +233302755200

Email address: dde@csd.com.gh

Website: www.csd.com.gh/dde

For information and announcements relating to the Invitation please refer to the Invitation Website (<https://projects.morrowsodali.com/ghanadde>). Additionally, Eligible Holders will also be able to access relevant information and documentation relating to the Invitation to Exchange on the websites of the Ministry of Finance (<https://mofep.gov.gh>) and the CSD (www.csd.com.gh/dde).

The Ministry of Finance

Finance Drive, Accra.

P. O. Box M40, Accra - Ghana

GA-144-2024

info@mofep.gov.gh

Tel: +233 302-747-197

Sole Financial Advisor to the Republic of Ghana:

Lazard Frères

175 Boulevard Haussmann

75008, Paris