



REPUBLIC OF MOZAMBIQUE

MINISTRY OF ECONOMY AND FINANCE

NOT FOR GENERAL RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA

Launch of a Consent Solicitation in respect of the outstanding Notes

The Republic of Mozambique, acting through its Ministry of Economy and Finance, is pleased to announce the launch of a consent solicitation (the “**Consent Solicitation**”) in respect of its U.S.\$726,524,000 10.5 per cent. Notes due 2023 (ISIN: XS1391003446 (Reg S) / XS1391003529 (Rule 144A)) (the “**Notes**”) following the agreement in principle reached with holders of approximately 60 per cent. in aggregate principal amount of Notes on 31 May 2019 (the “**May Agreement in Principle**”). The Republic of Mozambique has published a consent solicitation memorandum (the “**Consent Solicitation Memorandum**”) dated 27 August 2019 which contains detailed information about the proposed restructuring transaction (the “**Proposal**”), including the terms and conditions thereof, as well as a description of the procedures for holders of the Notes to participate in the Consent Solicitation. Noteholders that elect to consent to the Proposal must deliver or (if such Noteholder is not a Direct Participant) arrange to have delivered on its behalf, via the relevant Clearing Systems, a valid Consent Instruction on or prior to 6 September 2019 (the “**Consent Deadline**”).

The terms of the Consent Solicitation reflect the key commercial terms that are outlined in the May Agreement in Principle (including the availability of a Consent Fee for those Noteholders who consent to the Proposal on or prior to the Consent Deadline). Subject to the approval of the Proposal being obtained from the holders of not less than 75 per cent. in aggregate outstanding principal amount of the Notes, settlement of the restructuring is expected to occur on 30 September 2019. The restructuring of the Notes will be an important milestone in Mozambique’s path to improving its relationship with the international financial community.

By validly completing and executing a Claim Form, each Beneficial Owner (and its Nominated Recipient (if applicable)) shall be making certain representations and warranties in favour of the Issuer that include confirmation of their bona fide status in respect of the Proindicus Transaction, the MAM Transaction and the EMATUM Transaction (including the Existing Notes and EMATUM Sovereign Guarantee). The Issuer will rely upon the truth and accuracy of such representations and warranties when delivering the Entitlements and, for the avoidance of doubt, it will not deliver any Entitlements to such Beneficial Owners (or Nominated Recipients (if applicable)) if it were unwilling, incapable or otherwise unable to provide such representations and warranties.

Questions and requests for assistance in respect of the Consent Solicitation may be directed to D.F. King in its capacity as Information and Tabulation Agent, who may be contacted via email at mozambique@dfkingltd.com or at their offices located at 65 Gresham Street, London EC2V 7NQ, United Kingdom and Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong.

The Consent Solicitation Memorandum, as well as other relevant notices and documents, will also be available at <https://sites.dfkingltd.com/mozambique>. Terms used and not defined in this announcement have the meanings given to them in the Consent Solicitation Memorandum.

Maputo, 27 August 2019

THE INFORMATION CONTAINED HEREIN IS NOT FOR GENERAL PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES NOR MAY THE SECURITIES TO BE ISSUED IN THE RESTRUCTURING BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION AS PROVIDED IN THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER. THERE IS NO INTENTION TO REGISTER IN THE UNITED STATES OF AMERICA ANY PORTION OF ANY SUCH SECURITIES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES OF AMERICA.

THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF ANY SECURITIES REFERRED TO HEREIN IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION, EXEMPTION FROM REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

THE PROPOSED RESTRUCTURING IS ALSO SUBJECT TO OFFER AND DISTRIBUTION RESTRICTIONS IN, AMONGST OTHER JURISDICTIONS, THE UNITED KINGDOM, ITALY, BELGIUM AND FRANCE