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10 August 2022

# ANNOUNCEMENT OF RESULTS OF CONSENT SOLICITATION BY UKRAINE, REPRESENTED BY THE MINISTER OF FINANCE OF UKRAINE

#### ("UKRAINE")

# in respect of

the following outstanding securities issued by Ukraine (each a "Series" and, together, the "Securities"):

<b>Description of the Securities</b>	ISIN/CUSIP		Outstanding Principal Amount
U.S. Dollar 7.75 per cent. Notes due 2022	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303921214 130392121 US903724AP76 903724AP7	U.S.\$912,354,000
U.S. Dollar 7.75 per cent. Notes due 2023	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303921487 130392148 US903724AQ59 903724AQ5	U.S.\$1,355,231,000
U.S. Dollar 7.75 per cent. Notes due 2024	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303925041 130392504 US903724AR33 903724AR3	U.S.\$1,339,057,000
U.S. Dollar 8.994 per cent. Notes due 2024	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1902171591 190217159 US903724BW19 903724BW1	U.S.\$750,000,000
U.S. Dollar 7.75 per cent. Notes due 2025	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303925470 130392547 US903724AS16 903724AS1	U.S.\$1,328,887,000
U.S. Dollar 7.75 per cent. Notes due 2026	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303926528 130392652 US903724AT98 903724AT9	U.S.\$1,317,940,000
U.S. Dollar 7.75 per cent. Notes due 2027	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1303927179 130392717 US903724AU61 903724AU6	U.S.\$1,307,161,000
U.S. Dollar 9.750 per cent. Notes due 2028	Regulation S ISIN: Common Code:	XS1902171757 190217175	U.S.\$1,600,000,000

	Rule 144A ISIN: CUSIP:	US903724BV36 903724BV3	
U.S. Dollar 6.876 per cent. Notes due 2029	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS2010028699 201002869 US90372UAR59 90372UAR5	U.S.\$1,750,000,000
U.S. Dollar 7.375 per cent. Notes due 2032	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS1577952952 157795295 US903724BM37 903724BM3	U.S.\$3,000,000,000
U.S. Dollar 7.253 per cent. Notes due 2033	Regulation S ISIN: Common Code: Rule 144A ISIN: CUSIP:	XS2010030836 201003083 US903724BY74 903724BY7	U.S.\$2,600,000,000
Euro 6.75 per cent. Notes due 2026	Regulation S ISIN: Common Code: Rule 144A ISIN: Common Code:	XS2015264778 201526477 XS2015265072 201526507	€1,000,000,000
Euro 4.375 per cent. Notes due 2030	Regulation S ISIN: Common Code: Rule 144A ISIN: Common Code:	XS2010033343 201003334 XS2010033186 201003318	€1,250,000,000

Ukraine announces today that it received the Requisite Consents (as defined below) from Eligible Holders of each Series of Securities in relation to each Written Resolution regarding approval of the Proposed Modifications as further described in the consent solicitation memorandum dated 20 July 2022, as amended on 22 July 2022 and 3 August 2022 (the "Consent Solicitation Memorandum"). The Proposed Modifications required valid consents from Holders of (x) at least 66% per cent. of the aggregate principal amount of all the Securities outstanding at the Record Date (taken in aggregate) and (y) more than 50 per cent. of the aggregate principal amount of Securities of each Series outstanding at the Record Date (taken individually) (together, the "Requisite Consents"). Capitalized terms used herein but not defined herein shall have the meanings ascribed thereto in the Consent Solicitation Memorandum.

The Consent Solicitations expired on the Expiration Time of 5:00 p.m. New York City time on 9 August 2022 and Ukraine has received and accepted Requisite Consents with respect to each Series of Securities specified in the table above. In the aggregate, Ukraine has received and accepted consents of around 75 per cent. of the aggregate principal amount of the outstanding Securities.

Ukraine also announces that the Eligibility Condition and the Cross Condition have been satisfied, and the Additional Governmental Approvals have been obtained in relation to the Consent Solicitations.

Following receipt of the Requisite Consents, satisfaction of the Eligibility Condition and Cross Condition, and obtaining of the Additional Governmental Approvals, Ukraine expects to execute the Amendment Documents effecting the Proposed Modifications approved pursuant to the Consent Solicitation on the Effective Date of 11 August 2022. The Proposed Modifications will become effective once the Amendment Documents have been executed.

#### **Contact Details**

Any questions regarding the terms of the Consent Solicitation may be directed to the Consent Solicitation Agent and the Information and Tabulation Agent, respectively, at the email addresses and telephone numbers specified below. Copies of the Consent Solicitation Memorandum and other related documents may be obtained through the Consent Website.

#### The Consent Solicitation Agent for the Consent Solicitation

## J.P. Morgan Securities plc

25 Bank Street Canary Wharf London E14 5JP United Kingdom

Telephone: +44 20 7134 2468 Email: em\_europe\_lm@jpmorgan.com

The Information and Tabulation Agent for the Consent Solicitation

And

Aggregation Agent for the Consent Solicitation

#### **Morrow Sodali Limited**

In London: 103 Wigmore Street London W1U 1QS United Kingdom In Stamford: 333 Ludlow Street South Tower, 5th Floor Stamford, CT 06902 United States of America In Hong Kong:
The Hive
33-35 Hillier Street
Sheung Wan
Hong Kong

Telephone: +44 20 4513 6933 Telephone: +1 203 609 4910 Telephone: +852 2319 4130

Email: Ukraine@investor.morrowsodali.com

Consent Website: <a href="https://projects.morrowsodali.com/Ukraine">https://projects.morrowsodali.com/Ukraine</a>

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## Ukraine, represented by the Minister of Finance of Ukraine

12/2 Grushevsky Street, Kyiv, Ukraine

Financial Advisor to Ukraine

**Rothschild & Cie** 23 bis avenue de Messine

75008 Paris
France

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. If any Holder is unsure of the impact of the implementation of the Proposal, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. None of the Trustee, the Agents, the Consent Solicitation Agent, the Aggregation Agent or the Information and Tabulation Agent or any of their respective affiliates, directors, officers, employees or agents takes any responsibility for the contents of this announcement or has made any recommendation or expressed any opinion as to whether to deliver a Consent to the Proposal pursuant to the Consent Solicitation.

This announcement is not a solicitation of consent with respect to any securities and does not constitute an invitation to participate in the Consent Solicitation in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Memorandum, which sets forth a detailed statement of the terms of the Consent Solicitation.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in the United States or any other jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions. Each Holder participating in the Consent Solicitation will be required to make certain representations, as set out in the Consent Solicitation Memorandum.

Within the United Kingdom, this announcement is directed only at persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended ("**relevant persons**"). The investment or investment activity to which this announcement relates is only available to and will only be engaged in with relevant persons and persons who receive this announcement who are not relevant persons should not rely or act upon it.