

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA OR TO ANY U.S. PERSON, OR IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.



6 August 2024

## Genel Energy plc

### Announcement of bond buy-back offer to bondholders

Genel Energy Holding Company Limited (the 'Company') is hereby announcing a reverse tender offer (the 'Buy-Back Offer') to holders of Genel Energy 4 Finance plc's (the 'Issuer') USD 300 million senior unsecured callable bonds with ISIN NO0010894330 (the 'Bonds'). All bondholders, subject to legal constraints, are invited to offer Bonds to the Company, being the sole shareholder of the Issuer and guarantor of the Bonds. The Company intends to select one price (the 'Maximum Accepted Price') and buy Bonds offered at and below this Maximum Accepted Price at the price offered by each bondholder.

The Company is targeting around USD 25 million or more in nominal value of Bonds for cash management purposes. The Company retains the full discretion to adjust the buy-back volume.

The Buy-Back Offer will commence at 0900 CET on Tuesday 6 August, 2024 and will expire at 1500 CET on Tuesday 20 August, 2024. Prior to 0900 CET on Wednesday 21 August, 2024, the Company will determine the Maximum Accepted Price and consequently the total amount of Bonds to be purchased. The Company may, in its sole discretion, waive, amend, extend, accelerate, terminate or withdraw the Buy-Back Offer at any time. Information regarding any such amendments will be published under the Issuer's ticker on [www.newsweb.no](http://www.newsweb.no), the information service of the Oslo Stock Exchange, and [www.stamdata.no](http://www.stamdata.no), the information service of the bond trustee for the Bonds, Nordic Trustee AS. Cash settlement for the Bonds, including accrued interest, is expected to occur on Friday 23 August 2024.

The Company will only accept offers from a bondholder or beneficial owner of the Bonds (or any person acting as agent, custodian, fiduciary or in another intermediary capacity for a bondholder or beneficial owner) who is not a U.S. person (as such term is defined pursuant to Regulation S under the US Securities Act of 1933, as amended (the 'Securities Act')) and who is outside the United States.

The Company has retained Pareto Securities as broker to manage the Buy-Back Offer. Eligible bondholders may provide offers for sale of all or a portion of their Bonds through submission of the bondholders offer form (the '**Bondholders Offer Form**') no later than at 15:00 CET on 20 August, 2024. The terms of the Buy-Back Offer and the Bondholders Offer Form will be published on [www.stamdata.no](http://www.stamdata.no) or can be obtained by contacting Pareto Securities on +47 2287 8748.

-ends-

For further information, please contact:

**Genel Energy**  
Luke Clements

+44 20 7659 5100

Notes to editors:

Genel Energy is a socially responsible oil producer listed on the main market of the London Stock Exchange (LSE: GENL, LEI: 549300IVCJDWC3LR8F94), with an asset portfolio that positions us well for a future of fewer and better natural resources projects. Genel has low-cost and low-carbon production from the Kurdistan Region of Iraq, and continues to seek opportunities to add new resilient and cash-generative assets to its portfolio. For further information, please refer to [www.genelenergy.com](http://www.genelenergy.com).

## **DISCLAIMER**

The distribution of the Buy-Back Offer in certain jurisdictions may be restricted by law. Persons into whose possession the Buy-Back Offer comes are required by the Company and the Manager for the Buy-Back Offer to inform themselves about, and to observe, any such restrictions.

### *United States*

The Buy-Back Offer is not being made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America, its territories and possessions, any State of the United States and the District of Columbia (the 'United States'), and the Buy-Back Offer will not be capable of acceptance by any such means, instrumentality or facility. This includes, but is not limited to, facsimile transmission, internet delivery, email, telex and telephones. The Buy-Back Offer is not being made to any U.S. person (as such term is defined pursuant to Regulation S under the US Securities Act of 1933, as amended (the 'Securities Act')). Copies of this document and any related offering documents are not being, and must not be, directly or indirectly mailed, emailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States and may not be electronically accessed by U.S. persons or from the United States. Any purported acceptance of the Buy-Back Offer or other offer or agreement to sell Bonds in the Buy-Back Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported acceptance of the Buy-Back Offer and any other offer and/or agreement to sell Bonds that is post-marked in or otherwise dispatched from, evidences the use of any means or instrumentality of interstate or foreign commerce of the United States or is made by a person appearing or otherwise believed by the Company to be located or resident in the United States, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The Company will only accept offers with respect to the Bonds from a Bondholder or beneficial owner of the Bonds (or any person acting as agent, custodian, fiduciary or other intermediary capacity for a bondholder or beneficial owner) who is not a U.S. person and who is outside the United States. Each person participating in the Buy-Back Offer will represent that it or any beneficial owner of the Bonds or any person on whose behalf such person is acting is not a U.S. person or a resident and/or located in the United States and will not be resident and/or located in the United States at the time of the submission of its offer pursuant to the Buy-Back Offer.

### *United Kingdom*

The information contained in this Buy-Back Offer does not constitute an invitation or inducement to engage in investment activity within the meaning of the United Kingdom Financial Services and Markets Act 2000 ('FSMA'). In the United Kingdom, this announcement is being distributed only to, and is directed only at (i) persons who have professional experience, knowledge and expertise in matters relating to investments and are 'investment professionals' for the purposes of Article 19(5) of

the FSMA (Financial Promotions) Order 2005 (the 'FPO'), (ii) persons who are certified high net worth individuals for the purposes of Article 48 of the FPO or (iii) any other persons to whom it may otherwise lawfully be made under the FPO (all such persons together being referred to as 'relevant persons'). This announcement and the Buy-Back Offer is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons.

### *General*

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Buy-Back Offer is made solely pursuant to the Buy-Back Offer dated 6 August, 2024.

This announcement must be read in conjunction with the Buy-Back Offer. This announcement and the Buy-Back Offer contain important information which should be read carefully before any decision is made with respect to the Buy-Back Offer. If any bondholder is in any doubt as to the action it should take, it is recommended that such bondholder seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to offer Bonds in the Buy-Back Offer. None of the Company or the Manager makes any recommendation as to whether bondholders should participate in the Buy-Back Offer.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Company assumes no obligation to update or correct the information contained in this announcement.