



MINISTRY OF FINANCE

P.O.Box MB 40, Ministries, Accra
Digital Address : GA-144-2024

Kindly quote this number and date on all correspondence

My Ref. No. **MOF/GA/PR/25/4**

Your Ref. No. _____

Date. **29th May 2025**

**NOT FOR DISTRIBUTION IN ANY JURISDICTION IN WHICH SUCH DISTRIBUTION
WOULD BE PROHIBITED BY APPLICABLE LAW**

PRESS RELEASE

FOR: IMMEDIATE RELEASE

THE GOVERNMENT OF THE REPUBLIC OF GHANA AND SOME HOLDERS OF SADEREA NOTES HELD PRIVATE DISCUSSIONS

Accra, Ghana, 29th May 2025. The Government of the Republic of Ghana (the “**Government**”), advised by Lazard Frères and Hogan Lovells US LLP, acting respectively as the Government’s financial and legal advisors, held private discussions with an ad hoc committee of holders of the U.S.\$253,189,000 12.5 per cent. Senior Secured Amortising Bonds due 2026 (the “**Saderea Notes**”) with an outstanding principal amount of U.S.\$117,774,025 (the “**Saderea Ad Hoc Committee**”). The members of the Saderea Ad Hoc Committee currently are advised by Cleary Gottlieb Steen & Hamilton LLP regarding a potential restructuring of the Saderea Notes and own or control approximately 60 percent of the outstanding Saderea Notes.

During such discussions, the Government presented to the Saderea Ad Hoc Committee a proposal (the “**First Government Proposal**”) (Annex A) that was deemed by the Government to be compatible with the Government’s constraints in relation to (i) its Debt Sustainability Framework under the IMF programme and (ii) the principle of Comparability of Treatment. Members of the **Saderea Ad Hoc Committee** rejected the First Government Proposal, requested to receive newly issued Notes through a re-opening of certain existing Notes issued by the Republic of Ghana as part of the October 2024 Debt Exchange and made a counterproposal (the “**Saderea Ad Hoc Committee Proposal**”) (Annex B) to the Government. The Government views the Saderea Ad Hoc Committee’s Proposal as incompatible with the principle of Comparability of Treatment notably as it does not contribute to any present value reduction (Annex D). The Government subsequently shared with the Saderea Ad Hoc Committee a revised proposal (the “**Second Government Proposal**”) (Annex C) that it believes is compatible with the principle of Comparability of Treatment and the IMF programme parameters while also satisfying the Saderea Ad Hoc Committee’s request to receive more liquid instruments. Members of the Saderea Ad Hoc Committee rejected the Second Government Proposal and declined to extend the date for disclosure under the non-disclosure agreement in place between the parties.

During the course of the aforementioned private discussions, the Government provided certain information to the Saderea Ad Hoc Committee that may be considered “price sensitive” or “material non-public information,” including the information contained in Annex A and Annex C hereto.

The Government intends to continue its good faith engagement with the Saderea Ad Hoc Committee with the objective of finding an agreement that aligns with the principle of Comparability of Treatment and the Government’s debt sustainability objectives.

This announcement is made by the Government of the Republic of Ghana and constitutes a public disclosure of inside information under Regulation (EU) 596/2014 (16 April 2014).

Annex A. Financial terms of the First Government Proposal

The Government First Proposal was non-binding and subject to further terms, conditions and evaluation.

Eligible Perimeter:

The “**Saderea Notes**” refers to those certain 12.5% Amortising Bonds due 2026 issued by Saderea Limited.

Nominal Recognised Amount:

The nominal amount will be recognised as the outstanding face value of the Saderea Notes as of [19/12/2022] (“**Recognised Nominal Amount**”).

Past due and accrued interest:

Accrued interests will be accounted for and recognised until [31/12/2024] and foregone thereafter (“**Accrued Interest Payable Amount**”) and will be repaid in a separate instrument.

Financial Terms and Proposed Exchange:

The proposed treatment would consist of the exchange of the Recognised Nominal Amount and Accrued Interest Payable Amount of the Saderea Notes for new unguaranteed unsecured notes issued by the Republic of Ghana as described below:

A US\$1,000 of Nominal Recognised Amount would be exchanged for [\$630] of New Unsecured Notes, maturing in [September 2033] and amortising every [March] and [September] of each calendar year from [March 2025] up to [September 2033], with the first 16 instalments payable in amounts each representing [5.50%] of the nominal amount and the last two instalments payable in amounts each representing [6.00%] of the nominal amount, and a semi-annual coupon payment of [5.00%] (“**New Unsecured Notes**”).

A US\$1,000 of Accrued Interest Payable Amount would be exchanged for [US\$630] of New Unsecured PDI Notes, maturing in [September 2030] and amortizing in [12] equal semi-annual instalments starting in [March 2025], and a [0%] coupon rate (“**New Unsecured PDI Notes**”).

- **Accrual Dates:**

All New Unsecured Notes will start to accrue from [1st January 2025] with payment dates on [31st March and 30th September] of each calendar year until maturity. The Settlement Date assumed is for illustrative purpose on [1st January 2025].

Annex B. Financial terms of the Saderea Ad Hoc Committee Proposal

Terms:

Past due interest (PDI) is recognised at the original coupon rate until the exchange date (e.g., US\$36 million if exchange takes place on 1st May 2025)

Per each US\$1,000 of original claim and US\$1,000 of PDI, the Saderea Note holders would receive the below combination of Bond Short (ISINs: XS2893147251; US374422AM52), Bond Long (ISINs: XS2893151287; US374422AP83), Down Payment Bond (ISINs: XS2893146873; US374422AL79), cash and PDI Bonds (ISINs: XS2893147681; US374422AN36):

1,000 original claim	
Ghana 5% 2029	100
Ghana 5% 2035	900
Ghana 0% 2026	0
Consent Fee	30
1,000 PDI's	
Ghana 0% 2030	1,200

In addition, holders of Saderea Notes to be compensated by an increased notional amount of PDI Bonds in an amount equal to the principal payments under such bonds made to Eurobond holders in October 2024 and January 2025.

Existing Notes will only start to accrue from exchange date (e.g., 1st May onwards)

Ghana to pay or reimburse all legal fees incurred by the Ad Hoc Committee

Annex C. Financial terms of the Second Government Proposal

The Second Government Proposal was non-binding and subject to further terms, conditions and evaluation, including without limitation in respect of re-opening of any existing series of new notes.

Eligible Perimeter:

The “**Saderea Notes**” refers to those certain 12.5% Amortising Bonds due 2026 issued by Saderea Limited.

Nominal Recognised Amount:

The nominal amount will be recognised as the outstanding face value of the Saderea Notes as of [19/12/2022] (“**Recognised Nominal Amount**”).

Past due and accrued interest:

Accrued interests will be accounted for and recognised until [31/05/2025] and foregone thereafter (“**Accrued Interest Payable Amount**”).

Financial Terms and Proposed Exchange:

The proposed treatment would consist of the exchange of the Recognized Nominal Amount and Accrued Interest Payable Amount of the Saderea Notes for a re-opening / tap of certain existing New Notes issued by the Republic of Ghana on October 3, 2024 as described below:

A \$1,000 of Recognized Nominal Amount would be exchanged for:

[\$280] of Down Payment New Notes due 2026 (ISINs: XS2893146873; US374422AL79). For the avoidance of doubt, this corresponds to \$168 of principal repaid for each US \$1,000 Recognized Nominal Amount since 40% of the notes have already been repaid.

[\$223] of Short-Term Disco New Notes due 2029 (ISINs: XS2893147251; US374422AM52)

[\$239] of Long-Term Disco New Notes due 2035 (ISINs: XS2893151287; US374422AP83)

A \$1,000 of Accrued Interest Payable Amount would be exchanged for

[\$756] of Post-Default Interest New Notes due 2030 (ISINs: XS2893147681; US374422AN36). For the avoidance of doubt, this corresponds to \$630 of principal repaid for each US \$1,000 Accrued Interest Payable since 16.66% of the notes have already been repaid.

Note: Saderea holders will receive all interest accruing on the aforementioned New Notes since the last coupon date, namely [January 3rd, 2025].

Settlement Date Assumption

The Settlement Date assumed [May 31st, 2025] is for illustrative purpose prior to the next payment date under the existing New Notes, namely [July 3rd, 2025].

Annex D. Comparability of treatment¹ assessment of the three proposals

	Bondholders (Oct. 2024 Debt Exchange)	Saderea Ad Hoc Committee Proposal	First Government Proposal	Second Government Proposal
PV/PV Debt Relief (1-PV/PV²@5% Discount Rate)	48%	0%	41%	39%
Duration extension (Years, @5% Discount Rate)	(0.7)	5.7	3.9	3.8
Debt service reduction (2023-2026)	(63%)	(84%)	(81%)	(76%)

Notes:

(1) Comparability of Treatment is assessed as of end-22. Based on Lazard Internal Calculations and on the basis of the standard methodology used by the OCC.

(2) PV of new debt / PV of old claim, assessed at end 2022 with 5% discount rate in line with the methodology used by the OCC.

This press release does not constitute an offer of securities for sale in the United States, and the securities (if issued) will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the United States and they may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. This press release does not constitute an offer of securities for sale, or the solicitation of an offer to buy any securities, in any state or other jurisdiction in which any offer, solicitation or sale (if made) would be unlawful. Any person considering making an investment decision relating to any securities must inform itself independently based solely on an offering memorandum to be provided to eligible investors in the future in connection with any such securities before taking any such investment decision.

This announcement is directed only to beneficial owners of the Government's bonds who are (A) "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act or (B) outside the United States in offshore transactions in compliance with Regulation S under the Securities Act, that may lawfully participate in the Restructuring in compliance with applicable laws of applicable jurisdictions.

No offer of any kind is being made to any beneficial owner of bonds who does not meet the above criteria or any other beneficial owner located in a jurisdiction where the offer would not be permitted by law.

Forward-Looking Statements

All statements in this press release, other than statements of historical fact, are forward-looking statements. These statements are based on expectations and assumptions on the date of this press release and are subject to numerous risks and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements. Risks and uncertainties include, but are not limited to, market conditions and factors over which the Government has no control. The Government assumes no obligation to update these forward-looking statements and does not intend to do so, unless otherwise required by law.

Notice to Investors in the European Economic Area and the United Kingdom

Notice to EEA retail investors. The announcement contained in this press release is not being directed to any retail investors in the European Economic Area ("EEA"). As a result, no "offer" of new securities is being made to retail investors in the EEA.

This announcement is only directed to beneficial owners of Bonds who are within a Member State of the European Economic Area or the United Kingdom (each, a "Relevant State") if they are "qualified investors" as defined in Regulation (EU) 2017/1129 (as amended or superseded, the "Prospectus Regulation").

The securities 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 a Relevant State. 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), 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 Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIPs Regulation") for offering or selling securities or otherwise making them available to retail investors in a Relevant State has been prepared and therefore offering or selling securities or otherwise making them available to any retail investor in a Relevant State may be unlawful under the PRIPs Regulation. References to Regulations or Directives include, in relation to the UK, those Regulations or Directives as they form part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 or have been implemented in UK domestic law, as appropriate.

United Kingdom

For the purposes of section 21 of the Financial Services and Markets Act 2000, to the extent that this announcement constitutes an invitation or inducement to engage in investment

activity, such communication falls within Article 34 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), being a non-real time communication communicated by and relating only to controlled investments issued, or to be issued, by the Republic of Ghana.

Other than with respect to distributions by the Republic of Ghana, this announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of 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 Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement 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 announcement relates is available only to relevant persons and will be engaged in only with relevant persons. **END**

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

THE NEWS EDITOR