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**The Commonwealth of The Bahamas Announces an Offer to Purchase for Cash Six Series of its Notes**

**Press Release**

November 7, 2024 — The Commonwealth of The Bahamas (the “**Government**”) announced today the commencement of an offer to purchase for cash, at a price to be determined pursuant to a modified Dutch auction, its outstanding series of notes listed in the table below (each a “**Series**” and collectively, the “**Notes**”) upon the terms and subject to the conditions described in the offer to purchase dated November 7, 2024 (the “**Offer to Purchase**”). The Government has offered to purchase for cash up to an aggregate consideration amount, with respect to all Series, of U.S.\$210,000,000 (the “**Maximum Aggregate Consideration Amount**”), excluding accrued but unpaid interest, which will also be paid on the Notes accepted for purchase pursuant to the Offer (as defined below). The Maximum Aggregate Consideration Amount is subject to increase or decrease at the Government’s sole and absolute discretion at any time, on the terms and subject to the satisfaction of the Financing Condition (as defined below) and the other conditions set forth in the Offer to Purchase (the “**Offer**”).

Capitalized terms used in this announcement but not defined have the meanings given to them in the Offer to Purchase.

The Notes have an aggregate principal amount outstanding as set forth in the table below. In the event that the aggregate principal amount of the Notes of such Series validly tendered exceeds the Maximum Series Acceptance Amount (as defined below), the Government may accept the Notes of such Series on a pro rata basis such that the aggregate principal amount of Notes accepted for purchase (if any) is no greater than the Maximum Series Acceptance Amount of such Series, subject to the proration procedures described in the Offer to Purchase.

All documentation relating to the Offer including the Offer to Purchase and any amendments or supplements thereto will be available to holders of the Notes (the “**Noteholders**”) via the Transaction Website for the Offer accessible at: <https://projects.sodali.com/bahamas>, subject to eligibility confirmation and registration.

The Government is making the Offer only in those jurisdictions where it is legal to do so. See “*Certain Legal Restrictions*” in the Offer to Purchase.

*Summary of the Offer*

Description of the Notes <sup>(1)</sup>	CUSIP / ISIN	Current Outstanding Aggregate Principal Amount	Minimum Purchase Price <sup>(2)</sup>
6.000% Notes due 2028	P06518AG2 / USP06518AG23 (Reg S) 056732AJ9 / US056732AJ97 (144A)	U.S.\$750,000,000	U.S.\$947.50 ("2028 Notes Minimum Purchase Price")
9.000% Notes due 2029	P06518AJ6 / USP06518AJ61 (Reg S) 056732AM2 / US056732AM27 (144A)	U.S.\$250,000,000	U.S.\$1,035.00 ("9.000% 2029 Notes Minimum Purchase Price")
6.950% Notes due 2029	P06518AE7 / USP06518AE74 (Reg S) 056732AG5 / US056732AG58 (144A)	U.S.\$300,000,000	U.S.\$946.25 ("6.950% 2029 Notes Minimum Purchase Price")
8.950% Notes due 2032	P06518AH0 / USP06518AH06 (Reg S) 056732AL4 / US056732AL44 (144A)	U.S.\$825,000,000	U.S.\$1,023.75 ("2032 Notes Minimum Purchase Price")
6.625% Notes due 2033	P06518AC1 / USP06518AC19 (Reg S) 056732AE0 / US056732AE01 (144A)	U.S.\$200,000,000	U.S.\$876.25 ("2033 Notes Minimum Purchase Price")
7.125% Notes due 2038	P06518AD9 / USP06518AD91 (Reg S) 056732AF7 / US056732AF75 (144A)	U.S.\$100,000,000	U.S.\$845.00 ("2038 Notes Minimum Purchase Price")

(1) The 6.000% Notes due 2028, the 9.000% Notes due 2029, the 6.950% Notes due 2029, the 8.950% Notes due 2032 and the 7.125% Notes due 2038 are admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange. The 6.625% Notes due 2033 are admitted to trading on the Luxembourg Stock Exchange.

(2) Per U.S.\$1,000 principal amount of the Notes. The Government will also pay an amount equal to interest accrued and unpaid on the Notes accepted for purchase pursuant to the Offer, from (and including) the interest payment date for such Notes immediately preceding the Settlement Date to (but excluding) the Settlement Date.

The Offer and withdrawal rights will expire at 5:00 p.m., New York City time, on November 14, 2024, unless extended, reopened or earlier terminated by the Government in its sole and absolute discretion (the "Expiration Deadline"). No tenders submitted after the Expiration Deadline will be valid. Tenders of Notes may be withdrawn any time at or prior to the Expiration Deadline by following the procedures described in the Offer to Purchase. The deadlines set by custodians, Direct Participants and Clearing Systems will be earlier than the Expiration Deadline. Noteholders should contact the Intermediary through which they hold their Notes as soon as possible to ensure proper and timely delivery of Tender Instructions.

Subject to satisfaction or waiver of the conditions to the Offer, including the Financing Condition, on or prior to the Settlement Date, if the Government decides to accept for purchase valid tenders of the Notes pursuant to

the Offer, the Government intends to accept an aggregate amount of Notes for purchase up to the Maximum Series Acceptance Amount of the relevant Series and the Maximum Aggregate Consideration Amount. Subject to applicable law, the Government expressly reserves the right, in its sole and absolute discretion, to purchase more or less than the Maximum Aggregate Consideration Amount or not to accept any Notes of any Series for purchase pursuant to the Offer.

### ***Purpose of the Offer***

The Government is making the Offer (subject to the conditions set forth in the Offer to Purchase, including the Financing Condition, on or prior to the Settlement Date) as part of the Government's refinancing transaction, whereby the Government has entered into a facility with Standard Chartered Bank as the lender (the "**Facility**"), all or a portion of the proceeds of which are expected to be used to conduct the Offer and fund transaction fees and expenses related to the transactions contemplated by the Facility. A portion of the proceeds of the loan under the Facility may also be used to refinance other Government indebtedness. The net savings generated by conducting the Offer (and, if applicable, refinancing of other Government indebtedness out of the proceeds of the loan under the Facility) will be applied to fund the Government's payments to a conservation trust fund for the duration of the Facility pursuant to a conservation agreement in order to promote certain Government marine conservation objectives.

### ***Tender Offer Consideration***

The Government will, on the Settlement Date, pay a purchase price for the relevant Series of Notes accepted for purchase pursuant to the Offer to be determined pursuant to a modified Dutch auction procedure as described in the Offer to Purchase and will also pay an Accrued Interest Payment in respect of such Notes of each Series.

The Government reserves the right, in its sole and absolute discretion, to modify in any manner and at any time any of the terms and conditions of the Offer.

### ***Conditions to the Offer***

Whether the Government will accept for purchase Notes validly tendered in the Offer is subject to the satisfaction or waiver of certain conditions (unless such conditions are waived by the Government, in its sole and absolute discretion), which are more fully described in the Offer to Purchase, including, among others, the disbursement of a loan on or prior to the Settlement Date under the Facility, in an amount and on terms acceptable to the Government, and satisfaction or waiver of any conditions precedent to such loan (as determined by the Government, in its sole and absolute discretion) (the "**Financing Condition**").

Even if the conditions to the Offer are satisfied, including the Financing Condition, the Government is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer.

### ***Maximum Series Acceptance Amount and Proration***

Under the modified Dutch auction procedure described in the Offer to Purchase, the Government will determine, in its sole and absolute discretion, the aggregate principal amount of Notes (if any) of each Series it will accept for purchase (subject to satisfaction or waiver of the conditions to the Offer, including the Financing Condition, on or prior to the Settlement Date) pursuant to the Offer (the "**Maximum Series Acceptance Amount**") and a single cash purchase price for each U.S.\$1,000 in principal amount of Notes at which it will purchase Notes on the Settlement Date, that have been validly tendered pursuant to the Offer, taking into account the Maximum Aggregate Consideration Amount, the Minimum Purchase Price of such Series and the aggregate principal amount of Notes so tendered and the prices at which such Notes are so tendered (or deemed to be tendered), as set out below. The Government is under no obligation to purchase any Notes pursuant to the Offer and reserves the right to accept significantly more or less (or none) of the Notes of any Series that are tendered. The Maximum Series Acceptance Amount, with respect to each Series, which could be U.S.\$0, will be determined following the

Expiration Deadline.

Once the Government has determined the Purchase Price per U.S.\$1,000 principal amount (specified to the nearest U.S.\$1.25 if above the Minimum Purchase Price) with respect to each Series, the Government will accept Tender Instructions in the following order:

- (1) *first*, all validly submitted Non-Competitive Offers, subject to possible proration in the event that such Tender Instructions have been submitted with respect to a greater aggregate principal amount than the Maximum Series Acceptance Amount of such Series;
- (2) *second*, all validly submitted Competitive Offers that specify purchase prices lower than the relevant Purchase Price will be accepted; and
- (3) *third*, all validly submitted Competitive Offers that specify purchase prices equal to the relevant Purchase Price will be accepted, subject to possible proration in the event that such Competitive Offers, when aggregated with all Tender Instructions of such Series referred to above and accepted for purchase, results in a greater aggregate principal amount than the Maximum Series Acceptance Amount of such Series.

All Notes not accepted as a result of proration and all tenders of Notes with an Offer Price in excess of the Purchase Price of such Series will be rejected and will be returned to the relevant Noteholder on the Settlement Date.

In the event proration of any Series of Notes is required, the Government will multiply the principal amount of Notes of such Series subject to proration by the applicable proration factor. To avoid purchases of Notes in principal amounts other than in the applicable Authorized Denomination of each series of Notes and to ensure the Government returns Notes in the applicable Authorized Denominations, if necessary, the Government will make downward adjustments to the nearest U.S.\$1,000 principal amount or, if applicable, the minimum Authorized Denomination. If application of proration will result in either (i) the relevant Noteholder transferring Notes to the Government in a principal amount of less than the applicable minimum Authorized Denomination or (ii) Notes in a principal amount of less than the applicable minimum Authorized Denomination being returned to a Noteholder, then the Government will, in its sole and absolute discretion, either reject all or accept all of such Noteholder's validly tendered Notes. Notes not accepted for purchase as a result of proration will be returned to the relevant Noteholder on the Settlement Date. Noteholders who tender less than all their Notes must continue to hold Notes in minimum Authorized Denominations.

If proration of the tendered Notes of any Series is required, the Government will determine the applicable proration factor as soon as reasonably practicable following the Expiration Deadline and, in its sole and absolute discretion, after giving effect to any increase or decrease in the Maximum Aggregate Consideration Amount.

## ***Expected Timetable of Events***

The times and dates below are indicative only.

November 7, 2024.....	<b><i>Commencement of the Offer</i></b> The Offer begins. The Government will simultaneously announce the Offer (i) through PRNewswire, (ii) through the Clearing Systems for communication to Direct Participants, (iii) on the Transaction Website and (iv) on the website of the Luxembourg Stock Exchange at <a href="https://www.luxse.com">https://www.luxse.com</a> , and distribute this Offer to Purchase.
At 5:00 p.m., New York City time, on November 14, 2024.....	<b><i>Withdrawal Deadline</i></b> The deadline for Noteholders to withdraw their validly tendered Notes, unless extended or earlier terminated by the Government, in its sole discretion. Tenders validly withdrawn by Noteholders at or before the Withdrawal Deadline will no longer be eligible to receive the Purchase Price on the Settlement Date (unless the Noteholder validly retenders such Notes on or prior to the Expiration Deadline).
At 5:00 p.m., New York City time, on November 14, 2024.....	<b><i>Expiration Deadline</i></b> The Offer expires, unless extended or earlier terminated by the Government, in its sole discretion. Noteholders may not withdraw validly tendered Notes after the Expiration Deadline.
November 15, 2024.....	<b><i>Announcement of Results</i></b> The Government will announce (i) its decision of whether to accept (subject to satisfaction or waiver of the conditions to the Offer, including the Financing Condition, on or prior to the Settlement Date) valid tenders of Notes pursuant to the Offer and, if so accepted, (ii) the Maximum Series Acceptance Amount of each Series (which could be U.S.\$0), (iii) the Purchase Price of each Series and (iv) any proration if applicable, in relation to the Notes.
November 25, 2024.....	<b><i>Settlement Date</i></b> Payment of Purchase Price and Accrued Interest Payment in respect of all Notes accepted for purchase pursuant to the Offer.

*The above dates and times are subject, where applicable, to the right of the Government, in its sole and absolute discretion, to extend, reopen, amend, waive any condition (including the Financing Condition) of and/or terminate the Offer at any time (subject to applicable law and as provided in the Offer to Purchase).*

*Noteholders are advised to check with any bank, securities broker or other Intermediary through which they hold Notes when such Intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or withdraw their instruction to participate in, the Offer before the deadlines specified in the Offer to Purchase. **The deadlines set by any such Intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines***

*specified above. See “Procedures for Participating in the Offer” in the Offer to Purchase.*

### ***Announcements***

Announcements in connection with the Offer will be made (i) through PRNewswire, (ii) through the Clearing Systems for communication to Direct Participants, (iii) on the Transaction Website and (iv) on the website of the Luxembourg Stock Exchange at <https://www.luxse.com>. Copies of all announcements, notices and press releases can also be obtained from the Information and Tender Agent, the contact details of which are on the last page of the Offer to Purchase and on the Transaction Website (subject to eligibility confirmation and registration). Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Dealer Manager for information using the contact details below.

### ***Tender Instructions***

In order to participate in, and be eligible to receive the Purchase Price of such Series (and any Accrued Interest Payment) pursuant to the Offer, Noteholders must validly tender their Notes of each Series by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction for Notes of each Series that is received by the Information and Tender Agent by the Expiration Deadline. A separate Tender Instruction must be completed on behalf of each beneficial owner with respect to each Series of Notes due to potential proration.

**Tender Instructions will be irrevocable upon expiration of the Offer.** However, any tender may be withdrawn or revised prior to the Expiration Deadline by withdrawing the tender in accordance with the procedures established by, and within the respective deadlines of, DTC. If a Noteholder has requested that a custodian submit a tender on its behalf and such Noteholder would like to withdraw or revise its tender, such Noteholder should contact that custodian and request it to withdraw or revise the tender prior to the Expiration Deadline.

Tender Instructions for Notes of each Series must be submitted in respect of a principal amount of Notes of no less than the minimum Authorized Denomination as specified in the Offer to Purchase, and may thereafter be submitted in integral multiples thereof.

### ***Disclaimer***

This announcement does not contain the full terms and conditions of the Offer. The terms and conditions of the Offer are contained in the Offer to Purchase, and are subject to certain legal restrictions more fully described therein.

### ***Further Information***

The Government has engaged Standard Chartered Bank to act as the dealer manager (the “**Dealer Manager**”) and appointed Sodali & Co as the information and tender agent (the “**Information and Tender Agent**”) in connection with the Offer.

Questions regarding the terms of the Offer may be directed to the Dealer Manager by email at: [liability\\_management@sc.com](mailto:liability_management@sc.com). All documents related to the Offer can be found on the Transaction Website: <https://projects.sodali.com/bahamas>, subject to eligibility confirmation and registration. Questions regarding the tender of the Notes may be directed to the Information and Tender Agent by e-mail to [bahamas@investor.sodali.com](mailto:bahamas@investor.sodali.com) or by telephone at +1 203 658 9457 (U.S.) or +44 20 4513 6933 (UK).

### ***No Recommendation***

The relevant Purchase Price, if paid by the Government with respect to the Notes of any series accepted for purchase, will not necessarily reflect the actual value of such Notes. Noteholders should independently analyze the value of the Notes of each Series and make an independent assessment of the terms of the Offer. None of the Government, the Dealer Manager or the Information and Tender Agent has or will express any opinion as to whether the terms of the Offer are fair. None of the Government, the Dealer Manager or the Information

and Tender Agent makes any recommendation that Noteholders should submit an offer to sell or tender Notes of any Series or refrain from doing so pursuant to the Offer, and no one has been authorized by any of them to make any such recommendation.

### **Certain Legal Restrictions**

Neither this announcement nor the Offer to Purchase constitute an offer to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or for there to be such participation under applicable securities laws. The distribution of the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession the Offer to Purchase comes are required by the Government, the Dealer Manager and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

In addition, each Noteholder participating in the Offer will also be deemed to give certain representations as set out in “*Noteholders’ Representations, Warranties and Undertakings*” of the Offer to Purchase. Any tender of Notes for purchase from a Noteholder that is unable to make these representations will not be accepted. Each of the Government, the Dealer Manager and the Information and Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Government determines (for any reason) that such representation is not correct, such tender shall not be accepted. The acceptance of any tender shall not be deemed to be a representation or a warranty by the Government, the Dealer Manager or the Information and Tender Agent or any of their respective directors, officers, employees, agents or affiliates that it has undertaken any such investigation and/or that any such representation to any person underwriting any such Notes is correct.

### **United Kingdom**

The communication of the Offer to Purchase and any other documents or materials relating to the Offer are not being made, and such documents and/or materials have not been approved, by an Authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing creditors of the Government within Article 43(2) of the FSMA (Financial Promotion) Order 2005, as amended, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

### **Forward-Looking Statements**

This announcement may contain forward-looking statements which represent the Government’s expectations or beliefs concerning future events that involve risks and uncertainties. Forward-looking statements are statements that are not historical facts. These statements are based on the Government’s current plans, estimates, assumptions and projections. Therefore, you should not place undue reliance on them. Forward-looking statements speak only as of the date they are made, and the Government undertakes no obligation to update them in light of new information or future events, including changes in the Government’s economic policy or budgeted expenditures, or to reflect the occurrence of unanticipated events. These statements involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance of the Government to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to: (i) the Government’s financial condition, including its ability to increase revenues and reduce expenditures; (ii) declines in the tourism or financial services industries; (iii) extreme weather conditions, particularly hurricanes and tropical storms; (iv) difficult conditions in the Bahamian economy, as well as the global economy; (v) the fixed foreign exchange regime that is focused on maintaining parity with the U.S. dollar and requires the Government to

maintain adequate levels of foreign currency reserves; and (vi) other factors identified in the Offer to Purchase. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions.