

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE THE DISTRIBUTION OF THIS ANNOUNCEMENT WOULD BE UNLAWFUL (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW).**

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7 OF (I) THE MARKET ABUSE REGULATION (EU) 596/2014 AND (II) THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.**

**THE KINGDOM OF SAUDI ARABIA (ACTING THROUGH THE MINISTRY OF FINANCE) ANNOUNCES TENDER OFFERS FOR ITS (I) U.S.\$3,000,000,000 2.875 PER CENT. NOTES DUE 2023, (II) U.S.\$4,500,000,000 4.000 PER CENT. NOTES DUE 2025, (III) U.S.\$2,500,000,000 2.900 PER CENT. NOTES DUE 2025 AND (IV) U.S.\$5,500,000,000 3.250 PER CENT. NOTES DUE 2026**

**18 October 2022**

The Kingdom of Saudi Arabia (acting through the Ministry of Finance) (the **Issuer**) announces today its invitation to holders of its (i) U.S.\$3,000,000,000 2.875 per cent. Notes due 2023 (the **2023 Notes**), (ii) U.S.\$4,500,000,000 4.000 per cent. Notes due 2025 (the **April 2025 Notes**), (iii) U.S.\$2,500,000,000 2.900 per cent. Notes due 2025 (the **October 2025 Notes**) and (iv) U.S.\$5,500,000,000 3.250 per cent. Notes due 2026 (the **2026 Notes**) (each a Series and together the **Notes**) to tender any and all of their Notes for purchase by the Issuer for cash (each such invitation an **Offer** and together the **Offers**). The Offers are being made on the terms and subject to the conditions contained in the tender offer memorandum dated 18 October 2022 (the **Tender Offer Memorandum**) prepared by the Issuer, and are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender and Information Agent as set out below. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

A summary of certain of the terms of the Offers appears below:

<b>Series of Notes</b>	<b>ISIN / Common Code / CUSIP (Rule 144A)</b>	<b>Aggregate Principal Amount Outstanding</b>	<b>Purchase Spread</b>	<b>Benchmark Security</b>	<b>Maximum Acceptance Amount</b>
2023 Notes	<i>Regulation S ISIN / Common Code:</i> XS1694216687 / 169421668; <i>Rule 144A ISIN / CUSIP / Common Code:</i> US80413TAD19 / 80413TAD1 / 169464634	U.S.\$3,000,000,000	0 bps	0.125 per cent. U.S. Treasury Security due 28 February 2023 (ISIN: US91282CBN02)	To be announced following pricing of the New Securities (as defined below)
April 2025 Notes	<i>Regulation S ISIN / Common Code:</i> XS1791937441 / 179193744; <i>Rule 144A ISIN / CUSIP / Common Code:</i> US80413TAG40 / 80413TAG4 / 179333902	U.S.\$4,500,000,000	55 bps	4.250 per cent. U.S. Treasury Security due 15 October 2025 (ISIN: US91282CFP14)	
October 2025 Notes	<i>Regulation S ISIN / Common Code:</i> XS2159975619 / 215997561; <i>Rule 144A ISIN / CUSIP / Common Code:</i> US80413TAS87 / 80413TAS8 / 215997693	U.S.\$2,500,000,000	55 bps	4.250 per cent. U.S. Treasury Security due 15 October 2025 (ISIN: US91282CFP14)	
2026 Notes	<i>Regulation S ISIN / Common Code:</i> XS1508675417 / 150867541; <i>Rule 144A ISIN / CUSIP / Common Code:</i> US80413TAB52 / 80413TAB5 / 150891833	U.S.\$5,500,000,000	70 bps	4.125 per cent. U.S. Treasury Security due 30 September 2027 (ISIN: US91282CFM82)	

## **Rationale for the Offers**

The Issuer is making the Offers (subject to the New Financing Condition (as defined below)) as part of the Kingdom of Saudi Arabia's effective debt management, which, among other things, includes the pro-active management of its refinancing risk and debt maturity profile.

## **Purchase Prices and Accrued Interest**

In respect of each Series, the Issuer will pay, for any Notes of that Series accepted by it for purchase pursuant to the relevant Offer, a purchase price (each a **Purchase Price**) to be determined at or around 10.00 a.m. New York City time (the **Pricing Time**) on 25 October 2022 (the **Pricing Date**) in the manner described in the Tender Offer Memorandum by reference to:

- (a) in the case of the 2023 Notes, the sum of the purchase spread of 0 bps and the relevant Benchmark Security Rate;
- (b) in the case of the April 2025 Notes, the sum of the purchase spread of 55 bps and the relevant Benchmark Security Rate;
- (c) in the case of the October 2025 Notes, the sum of the purchase spread of 55 bps and the relevant Benchmark Security Rate; and
- (d) in the case of the 2026 Notes, the sum of the purchase spread of 70 bps and the relevant Benchmark Security Rate.

The calculation of the Purchase Price will, in the absence of manifest error, be final and binding on all parties.

The Issuer will also pay an Accrued Interest Payment in respect of any Notes accepted for purchase pursuant to the relevant Offer(s).

## **New Financing Condition**

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the Offers. The acceptance for purchase by the Issuer of Notes tendered pursuant to the relevant Offer is at the sole discretion of the Issuer and tenders may be rejected by the Issuer for any reason.

The Issuer announced on 18 October 2022 its intention to issue a series of new U.S.\$-denominated fixed rate notes (the **New Notes**) under its Global Medium Term Note Programme (the **GMTN Programme**) and the issue of a series of new U.S.\$-denominated fixed rate trust certificates (the **New Trust Certificates**, and together with the New Notes, the **New Securities**) by KSA Sukuk Limited (**KSA Sukuk**) under the Trust Certificate Issuance Programme of KSA Sukuk and the Issuer (the **Trust Certificate Programme** and, together with the GMTN Programme, the **Programmes**), subject to market conditions. Whether the Issuer will accept for purchase Notes validly tendered in the relevant Offer is subject (unless such condition is waived by the Issuer in its sole discretion), without limitation, to the successful completion (in the sole determination of the Issuer) of the issue of the New Securities (the **New Financing Condition**).

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in (i) the offering circular dated 18 October 2022 (the **Offering Circular**) prepared by the Issuer in connection with the GMTN Programme and (ii) the pricing supplement relating to the New Notes (the **Pricing Supplement**), and no reliance is to be placed on any representations other than those contained in the Offering Circular. Any investment decision to purchase any New Trust Certificates should be made solely on the basis of the information contained in (i) the base prospectus to be dated on or about 18 October 2022 (the **Base Prospectus**) prepared by KSA Sukuk and the Issuer in connection with the Trust Certificate Programme and (ii) the Final Terms relating to the New Trust Certificates (the **Final Terms**), and no reliance is to be placed on any representations other than those contained in the Base Prospectus.

## **Priority allocation of the New Securities**

When considering allocation of the New Securities, the Issuer may give preference to those Noteholders who, prior to such allocation, have validly tendered or given a firm intention to any Dealer Manager that they intend to tender their Notes for purchase pursuant to the relevant Offer. Therefore, a Noteholder who wishes to subscribe for New Securities in addition to tendering its existing Notes for purchase pursuant to the relevant Offer may be eligible to receive, at the sole and absolute discretion of the Issuer, priority in the allocation of the New Securities, subject to the issue of the New Securities and such Noteholder making a separate application for the purchase of such New Securities to a Dealer Manager (in its capacity as a bookrunner of the issue of the New Securities) in accordance with the standard new issue procedures of such Dealer Manager. Any such preference will, subject to the sole and absolute discretion of the Issuer, be applicable up to the aggregate principal amount of Notes in respect of which a firm indication of its intention to tender has been given to a Dealer Manager by such Noteholder pursuant to the relevant Offer. However, the Issuer is not obliged to allocate any New Securities to a Noteholder who has indicated a firm intention to tender its Notes for purchase pursuant

to the relevant Offer and, if New Securities are so allocated, the principal amount thereof may be less or more than the principal amount of Notes tendered by such Noteholder and accepted for purchase by the Issuer pursuant to the relevant Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Securities.

All allocations of the New Securities, while being considered by the Issuer as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Noteholder validly tenders Notes pursuant to the relevant Offer, such Notes will remain subject to such tender and the conditions of the relevant Offer as set out in the Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Securities for which it has applied.

Noteholders should note that the pricing and allocation of the New Securities is expected to take place prior to the Expiration Deadline for the Offers, and any Noteholder who wishes to subscribe for New Securities in addition to tendering their Notes for purchase pursuant to the relevant Offer should therefore provide, as soon as practicable and prior to the pricing and allocation of the New Securities, to any Dealer Manager, an indication of its firm intention to tender its Notes for purchase (or that it has validly tendered its Notes) and the principal amount of the Notes that it intends to tender (or has tendered) pursuant to the relevant Offer.

### **Tender Instructions**

In order to participate in, and be eligible to receive the Purchase Price (and Accrued Interest Payment) pursuant to, the relevant Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender and Information Agent by 5.00 p.m. (New York City time) on 24 October 2022 (the **Expiration Deadline**). The deadlines set by any intermediary or Clearing System will be earlier than this deadline. See "*Procedures for Participating in the Offers*" in the Tender Offer Memorandum.

**Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of the relevant Series of no less than the minimum denomination of each Series (being U.S.\$200,000), and may be submitted in integral amounts of U.S.\$1,000 thereafter. A separate Tender Instruction must be completed on behalf of each beneficial owner and in respect of each Series.

### **Maximum Acceptance Amount and Scaling**

The Issuer proposes to accept Notes validly tendered for purchase pursuant to the relevant Offer(s) up to a maximum aggregate principal amount to be announced by the Issuer following pricing of the New Securities (the **Maximum Acceptance Amount**), subject to the right of the Issuer, in its sole and absolute discretion and for any reason, to increase or decrease the Maximum Acceptance Amount (the final aggregate principal amount of Notes accepted for purchase pursuant to the Offers is referred to in this announcement as the **Final Acceptance Amount**). The Issuer will determine the allocation of the Final Acceptance Amount between the Notes of each Series in its sole discretion, and reserves the right to accept significantly more or significantly less than (or none of) the Notes of one or more Series as compared to the Notes of one or more of the other Series. The final aggregate principal amount of the Notes of each Series (if any) accepted for purchase pursuant to the relevant Offer is referred to in this announcement as a **Series Acceptance Amount**.

If the Issuer decides to accept valid tenders of Notes of a Series for purchase pursuant to the relevant Offer and the aggregate principal amount of the Notes of such Series validly tendered is greater than the relevant Series Acceptance Amount, the Issuer intends to accept such Notes for purchase (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) on a pro rata basis such that the aggregate principal amount of such Notes accepted for purchase is no greater than the relevant Series Acceptance Amount. See "*Further Information and Terms and Conditions - Scaling of Tenders*" in the Tender Offer Memorandum.

### **Indicative Timetable for the Offers**

#### **Events**

#### **Times and Dates**

#### ***Commencement of the Offers***

Offers announced. Tender Offer Memorandum available (subject to distribution restrictions) from the Tender and Information Agent. 18 October 2022

## **Events**

### ***Announcement of Maximum Acceptance Amount***

Maximum Acceptance Amount announced.

### ***Expiration Deadline***

Final deadline for receipt of valid Tender Instructions by the Tender and Information Agent in order for Noteholders to be able to participate in the Offers.

### ***Announcement of Indicative Results***

Announcement of a non-binding indication of the Final Acceptance Amount (which may be more or less than the Maximum Acceptance Amount) and each Series Acceptance Amount (subject in each case to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date), and any applicable Scaling Factor.

### ***Pricing Time***

Calculation of the Benchmark Security Rate, the Purchase Yield and the Purchase Price for each Series accepted for purchase.

### ***Announcement of Results***

Announcement of (i) the Issuer's decision of whether to accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) valid tenders of Notes pursuant to the Offers and, if so accepted, (ii) the Final Acceptance Amount, (iii) each Series Acceptance Amount and, in respect of the Notes of each Series accepted for purchase, (iv) any Scaling Factor (if applicable), (v) the Benchmark Security Rate, (vi) the Purchase Yield and (vii) the Purchase Price.

### ***Settlement Date***

Subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date, expected Settlement Date for the Offers.

## **Times and Dates**

Following pricing of the New Securities (currently expected to be on 18 October 2022)

5.00 p.m. (New York City time) on 24 October 2022

As soon as reasonably practicable on 25 October 2022

At or around 10.00 a.m. (New York City time) on 25 October 2022

As soon as reasonably practicable after the Pricing Time

27 October 2022

The deadlines set by any intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified above and in the Tender Offer Memorandum.

## **Announcement of Results**

The final results of the Offers (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) are expected to be announced, as soon as reasonably practicable following the Pricing Time on the Pricing Date. The Issuer will announce (i) the Final Acceptance Amount, (ii) each Series Acceptance Amount and, in respect of the Notes of each Series accepted for purchase (iii) any Scaling Factor (if applicable), (iv) the Benchmark Security Rate, (v) the Purchase Yield and (vi) the Purchase Price.

## **General**

The complete terms and conditions of the Offers are set forth in the Tender Offer Memorandum, which is available (subject to distribution restrictions) on request from the Tender and Information Agent. Noteholders are urged to read the Tender Offer Memorandum carefully. BNP Paribas, HSBC Bank plc and Goldman Sachs International are acting as Dealer Managers for the Offers and Kroll Issuer Services Limited is acting as Tender and Information Agent.

Questions and requests for assistance in connection with the Offers may be directed to the Dealer Managers.

### ***The Dealer Managers***

**BNP Paribas**

**HSBC Bank plc**

16, boulevard des Italiens  
75009 Paris  
France

Telephone: +33 1 55 77 78 94  
Attention: Liability Management Group  
Email: liability.management@bnpparibas.com

8 Canada Square  
London E14 5HQ  
United Kingdom

Telephone: +44 (0)20 7992 6237  
Attention: Liability Management, DCM  
Email: liability.management@hsbcib.com

*In the United States:*  
Toll-free: +1 (888) HSBC-4LM  
Collect: +1 (212) 525-5552

**Goldman Sachs International**

Plumtree Court  
25 Shoe Lane  
London EC4A 4AU  
United Kingdom

Telephone: +44 (0)20 7552 6157  
Attention: Liability Management Group  
Email: liabilitymanagement.eu@gs.com

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender and Information Agent.

***The Tender and Information Agent***

**Kroll Issuer Services Limited**

The Shard  
32 London Bridge Street  
London  
SE1 9SG  
United Kingdom

Telephone: +44 (0) 20 7704 0880  
Attention: Arlind Bytyqi  
Email: ksa@is.kroll.com  
Tender Offer Website: <https://deals.is.kroll.com/ksa>

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offers. None of the Issuer, the Dealer Managers or the Tender and Information Agent makes any recommendation whether Noteholders should tender Notes pursuant to any Offer.

This announcement is released by the Kingdom of Saudi Arabia (acting through the Ministry of Finance) and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of (i) the Market Abuse Regulation (EU) 596/2014 (**EU MAR**) and (ii) the Market Abuse Regulation (EU) 596/2014 (**UK MAR**) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, encompassing information relating to the Offers described above. For the purposes of EU MAR and UK MAR and Article 2 of (i) Commission Implementing Regulation (EU) 2016/1055 and (i) Commission Implementing Regulation (EU) 2016/1055 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, this announcement is made by Hani Almedaini, Chief Executive Officer at National Debt Management Centre.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in the United States or any other jurisdiction. securities referred to in this announcement may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the **Securities Act**). The securities referred to in this announcement have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and such securities may not be offered, sold or delivered, directly or indirectly, 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 securities laws.

#### **OFFER AND DISTRIBUTION RESTRICTIONS**

*This Announcement and the Tender Offer Memorandum does not constitute an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this Announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this Announcement and the Tender Offer Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.*

*No action has been or will be taken in any jurisdiction in relation to the New Securities that would permit a public offering of securities and the minimum denomination of the New Securities will be U.S.\$200,000.*

#### **France**

This Announcement and the Tender Offer Memorandum and any other document or material relating to the Offers have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. This Announcement and the Tender Offer Memorandum has not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

#### **Italy**

None of the Offers, this Announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. Each Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Italian Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase in the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Italian Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes and/or the Offers.

#### **United Kingdom**

The communication of this Announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. 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 as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

#### **General**

This Announcement and the Tender Offer Memorandum does not constitute an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offers will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

Nothing in this Announcement, the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to sell or the solicitation of an offer to buy the New Securities in the United States or any other jurisdiction.

Each Noteholder participating in an Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offers*". Any tender of Notes for purchase pursuant to an Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Issuer, the Dealer Managers and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to an Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender shall not be accepted.