



THE REPUBLIC OF EL SALVADOR ANNOUNCES AN INVITATION FOR OFFERS TO TENDER FOR CASH ITS 2023 NOTES AND 2025 NOTES

San Salvador, El Salvador, September 12, 2022 – The Republic of El Salvador (the “Republic”), announced today the commencement of an invitation for each holder to submit offers (the “**Offers**”) to tender for cash the notes set forth in the table below (collectively, the “**Notes**”), upon the terms and subject to the conditions described in the invitation dated September 12, 2022 (the “**Invitation**”), subject to an aggregate amount not to exceed U.S.\$360,000,000 to purchase the principal amount of Notes accepted for tender and pay accrued interest and any premium with respect to such Notes (the “**Aggregate Maximum Tender Amount**”).

The Invitation will begin on the date hereof and, unless extended or earlier terminated, the Invitation and withdrawal rights will expire at 12:00 p.m., New York time on September 20, 2022 (such time, as may be extended, the “**Expiration Time**”). The settlement of validly tendered and accepted Notes is scheduled to occur on or about September 22, 2022 (the “**Settlement Date**”). The Republic reserves the right, in its sole discretion, to delay the Settlement Date without extending the Expiration Time.

Acceptance of tenders of Notes may be subject to proration if the amount to purchase the principal amount of Notes tendered and pay Accrued Interest and any premium with respect to such Notes is greater than the Aggregate Maximum Tender Amount. El Salvador reserves the right, in its sole discretion, to accept only a portion of Notes tendered in the event that the Aggregate Maximum Tender Amount is reached, not to accept any or all Offers and to extend or terminate the Invitation with respect to one or more series for any reason. There is no priority between each series of Notes and El Salvador may decide in its sole discretion the aggregate principal amount of each series of Notes to be accepted for purchase. El Salvador reserves the right, in its sole discretion, to decrease the Aggregate Maximum Tender Amount.

The following table sets forth certain terms of the Invitation:

Securities	CUSIPs, ISINs and Common Codes	Principal Amount Outstanding as of September 12, 2022	Purchase Price ⁽¹⁾
7.75% Notes due 2023 (the “ <u>2023 Notes</u> ”)	<i>Rule 144A</i> CUSIP: 283875 AK8 ISIN: US283875AK83 Common Code: 015690844 <i>Regulation S</i> CUSIP: P01012 AJ5 ISIN: USP01012AJ55	U.S.\$800,000,000	U.S.\$910.00

5.875% Notes due 2025 (the “ <u>2025 Notes</u> ”)	Common Code: 015690909 <i>Rule 144A</i> CUSIP: 283875 AR3 ISIN: US283875AR37 Common Code: 086183617 <i>Regulation S</i> CUSIP: P01012 AS5 ISIN: USP01012AS54 Common Code: 086183609	U.S.\$800,000,000	U.S.\$540.00
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- (1) Offered as Purchase Price per each U.S.\$1,000 principal amount of Notes validly tendered at or prior to the Expiration Time and accepted for purchase. The Purchase Price does not include the applicable accrued and unpaid interest to (but excluding) the Settlement Date (as defined below) (“**Accrued Interest**”). On the Settlement Date, holders will also receive Accrued Interest on Notes validly tendered and accepted for purchase.

Any holder desiring to submit Offers for Notes should (a) submit through The Depository Trust Company (“**DTC**”) pursuant to DTC’s Automated Offer Program (“**ATOP**”), and (b) request the holder’s broker, dealer, commercial bank, trust company or other nominee to effect the transaction. Notes tendered pursuant to the Invitation may only be withdrawn in accordance with the procedures specified under “The Invitation—Irrevocability; Withdrawal Rights,” prior to the Expiration Time, but not thereafter. El Salvador is making the Invitation only in those jurisdictions where it is legal to do so. There is no letter of transmittal for the Invitation.

The Republic reserves the absolute right to amend or terminate the Offer in its sole discretion, subject to disclosure and other requirements as required by applicable law. In the event of termination of the Offer, Notes tendered and not accepted for purchase pursuant to the Offer will be promptly returned to the tendering holders. The complete terms and conditions of the Offer are described in the Offer to Purchase, a copy of which may be obtained from D.F. King & Co., Inc., the tender agent and information agent (the “**Tender and Information Agent**”) for the Offer, at www.dfking.com/salvador, salvador@dfking.com, by telephone at 1 (800) 628-8532 (U.S. toll free) and (212) 269-5550 (collect), in writing at 48 Wall Street, 22nd Floor New York, New York 10005.

The Republic has engaged Deutsche Bank Securities Inc. to act as the dealer manager (the “**Dealer Manager**”) in connection with the Invitation. Questions regarding the terms of the Invitation may be directed to Deutsche Bank Securities Inc. by telephone at +1-212-250-2955 (collect) or +1-866-627-0391 (U.S. Toll-free).

Disclaimer

This announcement is not an offer to purchase or the solicitation of an offer to sell the Notes. The invitation for each holder to submit Offers is only being made pursuant to the Invitation. Holders of Notes should read the Invitation carefully prior to making any decision with respect to tendering Notes because it contains important information.

The distribution of materials relating to the Invitation, and the transactions contemplated by the Invitation, may be restricted by law in certain jurisdictions. The Invitation is made only in those jurisdictions where it is legal to do so. The Invitation is void in all jurisdictions where it is prohibited. If materials relating to the Invitation come into your possession, you are required to inform yourself of and to observe all of these restrictions. The materials relating to the Invitation do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. The Invitation does not constitute an offer to buy or a solicitation of an offer to sell any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. In any jurisdiction in which the Invitation is required to be made by a licensed broker or dealer and in which the Dealer Manager or any of its affiliates is so licensed, it shall be deemed to be made by the Dealer Manager or such affiliates on behalf of El Salvador. See "Certain Legal Restrictions" and "Jurisdictional Restrictions" in the Invitation.

El Salvador will make (or cause to be made) all announcements regarding the Invitation by press release issued to an international news service, which is expected to be PR Newswire or another appropriate international news service, (the "**News Service**"), and will subsequently publish such announcement on the website of the Luxembourg Stock Exchange (www.bourse.lu).

NONE OF EL SALVADOR, THE DEALER MANAGER OR THE INFORMATION AND TENDER AGENT MAKES ANY RECOMMENDATION THAT ANY HOLDER TENDER OR REFRAIN FROM TENDERING ALL OR ANY PORTION OF THE PRINCIPAL AMOUNT OF SUCH HOLDER'S NOTES, AND NO ONE HAS BEEN AUTHORIZED BY ANY OF THEM TO MAKE SUCH A RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISIONS WHETHER TO TENDER NOTES, AND, IF SO, MUST DECIDE ON THE PRINCIPAL AMOUNT OF NOTES TO TENDER.

Important Notice

The distribution of the Invitation and the transactions contemplated hereby may be restricted by law in certain jurisdictions. Persons into whose possession this Invitation come are required by El Salvador and the Dealer Manager to inform themselves of and to observe any of these restrictions. Each person accepting the Invitation shall be deemed to have represented, warranted and agreed (in respect of itself and any person for whom it is acting) that it is not a person to whom it is unlawful to make an Invitation pursuant to this Invitation (including under the applicable securities laws referenced below), it has not distributed or forwarded this Invitation or any other documents or materials relating to the Invitation to any such person, and it has (before offering the Notes for exchange) complied with all laws and regulations applicable to it for the purposes of its participation in the Invitation.

This Invitation does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which an offer or solicitation is not authorized or in which the person making an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or solicitation. Neither El Salvador nor the Dealer Manager accepts any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

In any jurisdiction in which the Invitation is required to be made by a licensed broker or dealer and in which the Dealer Manager or any of its affiliates is so licensed, it shall be deemed to be made by the Dealer Manager or such affiliates.

European Economic Area

The Invitation is not intended to be offered, or otherwise made available to and should not be offered or otherwise made available to any retail investor in the European Economic Area (“EEA”). 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”); or (ii) a customer within the meaning of Directive 2016/97/EC (as amended, the “Insurance Distribution Directive”), 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 Article 2 (e) of Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them or the Invitation available to retail investors in the EEA has been prepared and therefore making the Invitation or offering or selling the Notes or otherwise making them or the Invitation available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

United Kingdom

The Invitation is not intended to be offered, or otherwise made available to and should not be offered or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them or the Invitation available to retail investors in the UK has been prepared and therefore making the Invitation or offering or

selling the Notes or otherwise making them or the Invitation available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The communication of this Invitation and any other offer material relating to the Invitation 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 UK 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 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 only be communicated to persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “Financial Promotion Order”), (ii) who fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) who 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, including this Invitation, may otherwise lawfully be communicated in accordance with the Financial Promotion Order (such persons together being “relevant persons”). Any investment or investment activity to which this Invitation or these other documents and/or materials relate are available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this Invitation or these other documents and/or materials or any of its or their contents.