

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT OR THE CONSENT SOLICITATION MEMORANDUM.

Celtic Resources Holdings DAC announces Consent Solicitation in respect of its outstanding U.S.\$400,000,000 4.125 per cent. notes due 2024

Dublin, 15 July 2024 – Celtic Resources Holdings DAC (the “**Issuer**”) today announces a consent solicitation (the “**Consent Solicitation**”) for holders (the “**Noteholders**”) of its outstanding U.S.\$400,000,000 4.125 per cent. notes due 2024 (the “**Notes**”) to consider and, if thought fit, pass an extraordinary resolution to be passed as written resolution in accordance with article 9 (*Written Resolution*) and 12.1.2 of schedule 3 (*Provisions for Meetings of Noteholders*) of the trust deed dated 9 October 2019 (as amended) between the Issuer and Limited liability company “Legal Capital Investor Services” (the “**Trustee**” and the “**Trust Deed**”, respectively) (including the Terms and Conditions of the Notes) (the “**Written Resolution**”) in order to approve proposed amendments to the trust deed dated 9 October 2019, as further detailed in the Consent Solicitation Memorandum (as defined below) (the “**Amendments**”).

The Consent Solicitation shall take place on the terms and subject to the conditions set forth in the consent solicitation memorandum prepared by the Issuer and dated 15 July 2024 (the “**Consent Solicitation Memorandum**”). The Consent Solicitation begins on the date of the Consent Solicitation Memorandum. The Consent Deadline for submitting Consent Instructions in respect of the Consent Solicitation is 4:00 p.m. (London time) on 26 July 2024 (as may be extended).

Capitalised terms used in this announcement, but not defined herein, have the meanings given to them in the Consent Solicitation Memorandum.

To participate in the Consent Solicitation and consent to the Amendments, a Noteholder should deliver, or arrange to have delivered on its behalf, a valid Consent Instruction to the Information and Tabulation Agent (as defined below) by no later than the Consent Deadline as more particularly described in the Consent Solicitation Memorandum. Only Noteholders who hold the Notes as of the Record Date (as set out below) may submit a Consent Instruction.

Participation in the Consent Solicitation may only be done by delivery of a Consent Instruction to the Information and Tabulation Agent. It will not be possible to participate in the Consent Solicitation by delivering electronic consents to The Depository Trust Company, Euroclear or Clearstream, Luxembourg (the “Clearing Systems”).

Once validly submitted, Consent Instructions will be irrevocable and may not be withdrawn, subject to applicable law. Please refer to the Consent Solicitation Memorandum for further information.

Neither the Trustee or “Belykh, Sotnikov and Partners” Attorneys at Law, Moscow (the “Information and Tabulation Agent”) nor any of their respective directors, officers, employees or affiliates expresses any opinion on the merits of, or makes any representation or recommendation whatsoever regarding, the Consent Solicitation or makes any recommendation whether Noteholders should give their Consent to the Amendments. The Trustee has not reviewed or approved, nor will it be reviewing or approving, any documents relating to the Consent Solicitation. None of the Trustee, the Information and Tabulation Agent or any of their respective directors, officers, employees or affiliates has verified, or assumes any responsibility for the accuracy or completeness of, any of the information concerning the Consent Solicitation, or the factual statements contained in, or the effect or effectiveness of, the Consent Solicitation Memorandum or any other documents referred to in the Consent Solicitation Memorandum or assumes any responsibility for any failure by the Issuer to disclose events that may have occurred and may affect the significance or accuracy of such information or the terms of any amendment (if any) to the Consent Solicitation.

Electronic copies of the Consent Solicitation Memorandum can be obtained by e-mail from the Information and Tabulation Agent.

Participation in the Consent Solicitation

To participate in the Consent Solicitation, a Noteholder should deliver, or arrange to have delivered on its behalf, a duly completed and signed Consent Instruction to the Information and Tabulation Agent no later than the Consent Deadline. Only Noteholders who hold the Notes as of the Record Date may submit a Consent Instruction. The delivery of a Consent Instruction will not affect a Noteholder’s right to sell or transfer the Notes. A duly executed Consent Instruction shall bind the Noteholder executing the Consent Instruction, and any subsequent registered holder or transferee of the Notes to which such Consent Instruction relates.

Noteholders should note that:

- (i) each beneficial owner should deliver, or arrange to have delivered on its behalf, a Consent Instruction in respect of such beneficial owner's Notes; and
- (ii) a beneficial owner must not deliver, or arrange to have delivered on its behalf, more than one Consent Instruction in respect of the same Notes and that any subsequent Consent Instruction delivered by a beneficial owner that has already submitted another Consent Instruction will be disregarded.

The Written Resolution will be effective if the Requisite Consents have been obtained.

Provided that the Requisite Consents have been received each Noteholder (including its successors and transferees) will be bound by the Written Resolution as of the Effective Time whether or not such noteholder consented to the Amendments and provided that the Supplemental Trust Deed has been executed and delivered, the Notes will be subject to the terms of the Trust Deed, giving effect to the Amendments. Upon satisfaction of these conditions, the Amendments will be effective, the Trust Deed as so amended will become binding on all Noteholders and their successors and transferees, whether or not such Noteholders consented to the terms of the Written Resolution and the Amendments (through the delivery of a Consent Instruction).

Only Noteholders who hold the Notes as of the Record Date may submit Consent Instructions.

A duly executed Consent Instruction shall bind the Noteholder that executed the relevant Consent Instruction and any subsequent registered holder or transferee of the Notes to which such Consent Instruction relates. In order to cause a Consent to be given with respect to Notes, the applicable Noteholder must complete and sign the Consent Instruction, and deliver it to the Information and Tabulation Agent in PDF format by e-mail at crh.consent@elwi.com. Along with completed Consent Instructions, Noteholders are required to provide proof of holding as of the Record Date. Acceptable forms of proof of holding may include (i) a Statement of Account for the Purpose of Proof of Holding (a STAC), holdings report or screenshot from Euroclear, Clearstream, Luxembourg or the DTC, or (ii) a statement of account or holdings report from a Direct Participant, each acceptable form of proof of holding confirming (a) the Euroclear or Clearstream, Luxembourg Direct Participant name and account number, (b) the full name or legal entity name of the Noteholder, (c) the security and/or ISIN held, and (d) the aggregate amount of the Notes held, or (iii) a statement of account or holdings report from such other intermediary (including brokers, depositories, custodians and sub-custodians) being the immediate custodian of the account where the relevant Notes are being held by the Noteholder submitting the Consent Instruction. Noteholders should contact their Euroclear or Clearstream, Luxembourg representative Direct Participant, bank, securities broker or other intermediary through which they hold their respective Notes immediately to obtain proof of holding.

Noteholders may contact the Information and Tabulation Agent via email at crh.consent@elwi.com if they require assistance.

All Consent Instructions that are properly completed, signed and delivered to the Information and Tabulation Agent prior to the earlier of the Effective Time and the Consent Deadline will be given effect in accordance with the specifications thereof (unless withdrawn). Noteholders who desire to consent to terms of the Written Resolution and the Amendments should complete, sign and date, the Consent Instruction included herewith and deliver it to the Information and Tabulation Agent in PDF format by e-mail at crh.consent@elwi.com.

In addition, if a Consent Instruction relates to less than the total principal amount of the Notes which such Noteholder holds through the relevant Clearing System, such principal amount of the Notes to which the Consent Instruction relates shall be specified in the Consent Instruction. If no aggregate principal amount of the Notes as to which a Consent Instruction is delivered is specified, or if none of the boxes is marked with respect to such Notes, but the Consent Instruction is otherwise properly completed and signed, the Noteholder will be deemed to have consented to the Amendment with respect to the entire aggregate principal amount of the Notes so held directly or indirectly.

All questions as to the validity, form and eligibility (including time of receipt) regarding the consent procedures will be determined by the Issuer in its sole discretion, which determination will be conclusive and binding. The Issuer reserves the right to reject any or all Consent Instructions that are not in proper form or the acceptance of which could, in the opinion of the Issuer, or its counsel, be unlawful. The Issuer also reserves the right, to waive any defects or irregularities in connection with deliveries of particular Consent Instructions. Unless waived, any defects or irregularities in connection with deliveries of Consent Instructions must be cured within such time as the Issuer determines. None of the Issuer or any of its affiliates, the Trustee, the Information and Tabulation Agent or any other person shall be under any duty to give any notification of any such defects or irregularities or waiver, nor shall any of them incur any liability

for failure to give such notification. Deliveries of Consent Instructions will not be deemed to have been made until any irregularities or defects therein have been cured or waived.

Indicative Timetable

The following table sets out the expected dates and times of the key events relating to the Consent Solicitation. The times and dates below are indicative only and are subject to change, including as a result of market conditions.

<i>Event</i>	<i>Time and Date</i>
<i>Commencement of the Consent Solicitation</i> The Consent Solicitation is announced. The Consent Solicitation Memorandum becomes available from the Information and Tabulation Agent.	15 July 2024
<i>Record Date</i> The date as of which the Noteholders eligible to submit Consent Instructions are determined.	15 July 2024
<i>Effective Time</i> The Issuer anticipates that, promptly after the receipt of the Requisite Consents at or prior to the Consent Deadline, it will give notice that the Requisite Consents have been achieved.	The time at which the Requisite Consents have been obtained (which, for the avoidance of doubt, may be at or prior to the Consent Deadline).
<i>Announcement of Results</i> Announcement that the Requisite Consents to implement the Amendments have been obtained and, accordingly, the Written Resolution has been passed.	As soon as reasonably practicable after the Effective Time.
<i>Consent Deadline</i> The final deadline for the submission of Consent Instructions. The Consent Solicitation will be terminated on the Consent Deadline (subject to the right of the Issuer to extend, re-open, amend and/or terminate the Consent Solicitation, subject to applicable law and the provisions of the Trust Deed).	26 July 2024 (4:00 p.m. (London time))
<i>Amendments</i> Execution and delivery of the Supplemental Trust Deed.	As soon as reasonably practicable after the Consent Deadline
<i>Amendments Effectiveness Announcement</i> Announcement that the Amendments have come into effect.	As soon as reasonably practicable after the Amendments Signing Date

The above times and dates are subject to the right of the Issuer to extend, re-open, amend and/or terminate the Consent Solicitation (subject to applicable law, the provisions of the Trust Deed and as provided in the Consent Solicitation Memorandum). Noteholders are advised to check with any bank, securities broker, custodian or other intermediary through which they hold Notes whether such intermediary needs to receive instructions from a Noteholder before the deadlines set out above in order for that Noteholder to be able to participate in the Consent Solicitation.

Unless stated otherwise, announcements in connection with the Consent Solicitation will be made by publication through the website of Euronext Dublin. Copies of all announcements, notices and press releases can be obtained from the Information and Tabulation Agent. Noteholders are urged to contact the Information and Tabulation Agent for the relevant announcements during the course of the Consent Solicitation using the contact details on the last page of the Consent Solicitation Memorandum.

Questions and requests for assistance in connection with the Consent Solicitation, and/or the delivery of a Consent Instruction should be directed to the Information and Tabulation Agent. All documentation relating to the Consent Solicitation, together with any updates, may be procured at request from the Information and Tabulation Agent at crh.consent@elwi.com.

The Information and Tabulation Agent:

“Belykh, Sotnikov and Partners” Attorneys at Law, Moscow

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