

**Request for Submission of Tender Offers:
Bonds of Republic of Venezuela
Eligible to bonds held in Euroclear / Clearstream / DTC Accounts**

Hellwig Wertpapierhandelsbank GmbH, Frankfurt am Main, has been hired by MCAHoldCo Ltd (“MCA”) to act as an information agent in extending a *Voluntary Purchase Offering Invitation* to potential holders of Venezuela Government bonds.

Holders of the following bonds are invited to submit offers to tender the bonds at the price listed below. (Prices are Net, per 100% of the nominal value; bonds must have all coupons still attached; accrued interest will not be paid -- i.e. FLAT of accrued interest):

ISIN	Description	Coupon	Maturity	Price
US922646AT10	Republic of Venezuela	13.625	08/15/2018	6.25%
USP17625AC16	Republic of Venezuela	12.750	08/23/2022	6.25%
USP17625AE71	Republic of Venezuela	11.750	10/21/2026	6.25%
US922646AS37	Republic of Venezuela	9.250	09/15/2027	6.25%
USP17625AB33	Republic of Venezuela	9.250	05/07/2028	6.25%
USP17625AD98	Republic of Venezuela	11.950	08/05/2031	6.25%
US922646BL74	Republic of Venezuela	9.375	01/13/2034	6.25%

Deadline to submit offers: 24. September 2020, 12:00 Noon, CET.

Offers to tender bonds may be submitted until the above deadline. Acceptance of any bonds submitted for sale will be confirmed on an ongoing basis, on or before 24. September 2020, 17:00 CET.

MCA is willing to purchase **up to 10,000,000 nominal per ISIN** as part of this offer. **The minimum size for submission is 10.000 Nominal.** Custodians / Brokerages may aggregate individual requests smaller than this amount and send a cumulative instruction. Only bonds held in electronic form, free from claims or liens, can be accepted. No physical bonds will be accepted. Submitted offers will be processed in the order they are received (First-Come, First-Serve). Acceptance of tendered offers is not guaranteed. Due to active restrictions on transactions in the above listed bonds via the US Treasury Department, each transaction will be individually reviewed for adherence to **OFAC General License 3H.**

Reference: <https://www.clearstream.com/clearstream-en/products-and-services/settlement/a20072-1997902>

Acceptance of submitted offers is not guaranteed. MCA reserves the right to reject submitted offers without comment, and/or to end the purchase offer before the stated deadline. Specifically, the event may be stopped at any moment due to extraordinary events including, but not limited to, significant market events or introduction of new sanctions.

This offer is directed exclusively at Banks and other Financial Institutions who are eligible and licensed to trade such financial products. Hellwig Wertpapierhandelsbank GmbH and MCA assume and request that such recipients of this notice will, in the course of their normal customer business, inform potential holders and end customers about this event.

Offers can be accepted from counterparties who have **Euroclear, Clearstream or DTC** accounts via which to settle, and who have the right to submit offers in their own name as eligible counterparties, either from their own holdings or on behalf of their end-clients. We cannot accept offers from private (retail) customers directly – such customers must contact their bank in order to participate, and the bank must submit their instructions.

We note specifically that this offer is not directed towards holders in countries where there are restrictions which would prevent participation in this offer. Neither MCA nor Hellwig Wertpapierhandelsbank GmbH have conclusively reviewed all potential local restrictions – holders are requested to review with their legal and tax advisors whether any restrictions might prevent them from participating.

Submission of Offers shall be sent in writing via FAX or Email (using included form) to:

Hellwig Wertpapierhandelsbank GmbH
Attn: Purchase Offering Team
Tel. 0049 69 9200 26 - 160
Fax: 0049 69 9200 26 – 101
PO@Hellwigbank.com

There is a special form available to submit offers:

<http://www.hellwigbank.com/index.php/downloads-e.html>

Alternatively, there is a standard text is also available below.

For DTC holders: ATOP or DWAC settlement is not available. Instructions must be sent directly to Hellwigbank, and settlement instructed on a singular Delivery-vs-Payment basis.

In the case of questions, please contact Hellwigbank GmbH, Tel. 0049-69-920026-160, Email: PO@Hellwigbank.com

A trade agreement shall come into force when Morgan Capital Advisors (MCA Hold Co) confirms the acceptance of submitted offers via Telefax or E-mail. MCA will inform about acceptance of submitted offers on an ongoing basis.

Settlement shall occur T+3 from the date of confirmation, Delivery vs. Payment, via Clearstream Luxembourg CEDEL 25150 or DTC 0908.

Hellwig Wertpapierhandelsbank GmbH
Hochstraße 49
60313 Frankfurt am Main

HR-Nr.: HRB 49853
LEI: 529900XOJQMU4B2GCT21

Hellwig Wertpapierhandelsbank GmbH is a licensed financial securities trading bank in Germany, regulated by BaFin (Bundesanstalt für Finanzdienstleistungsaufsicht). MCA Holdco LTD is a licensed financial institution in the UK, regulated by the FCA (FCA FRN 579169)

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**This offer is translated from the original German. In the case of discrepancy, the German document shall have precedence.

Per Telefax: 0049-69-9200 26 101 or Email: PO@Hellwigbank.com

Hellwig Wertpapierhandelsbank GmbH

Attn. Purchase Offering Team

Hochstrasse 49

60313 Frankfurt am Main

Information about the submittor:

BANK NAME: _____

Address: _____

Contact Person: _____

Telephone: _____

Fax: _____

With reference to your request to submit tender offers in the following Bond:

ISIN: _____

we hereby, in our own name as a counterparty, submit an offer to tender the following nominal amount of:

Nominal: _____

At the offer price of _____ %

Net Cash consideration amount _____

Settlement: t+3 after confirmation, Delivery vs Payment

We will instruct from our: CEDEL DTC Euroclear _____

We shall deliver to: CEDEL 25150 DTC 0908

Please note: If you chose to deliver to DTC, the full account details are DTC 0908 -- A/C 236706 -- BIC: CITIUS33XXX (CITIBANK N.A.). Acceptance, confirmation and settlement will require specific inclusion and adherence to **OFAC General License 3H**. (Reference: <https://www.clearstream.com/clearstream-en/products-and-services/settlement/a19020-1493060>). Should you have questions, please ask for further details.

Place, Date

Signature and Company Stamp