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4 November 2019

ARDSHINBANK CJSC AND DILIJAN FINANCE B.V. ANNOUNCE RESULTS OF THE TENDER OFFER AND CONSENT SOLICITATION AND THE MEETING IN RESPECT OF THE U.S.\$100,000,000 12.000% AMORTISING LOAN PARTICIPATION NOTES DUE 2020 ISSUED BY DILIJAN FINANCE B.V. FOR THE SOLE PURPOSE OF FINANCING A LOAN TO ARDSHINBANK CJSC

Capitalised terms used in this announcement but not defined herein have the meaning given to them in the tender offer and consent solicitation memorandum dated 4 October 2019 (the "**Memorandum**").

On 4 October 2019, Ardshinbank CJSC (the "**Offeror**"), or in the case of the Proposal only, Dilijan Finance B.V. (references herein to the "**Offeror**" shall be deemed to be references to Ardshinbank CJSC, except in the context of the Proposal, in which case such references shall be deemed to be references to Dilijan Finance B.V.) announced its invitation to holders (the "**Holder**s") (subject to certain offer and distribution restrictions) of the U.S.\$100,000,000 12.000% Amortising Loan Participation Notes due 2020 (the "**Notes**") to tender any and all of such Notes held by the Holders for purchase by the Offeror (the "**Tender Offer**") and, concurrently, to consent to amend by Extraordinary Resolution the Conditions and the related Loan Agreement, as described in the Memorandum, to provide for the mandatory early redemption of the Notes (the "**Proposal**" and, together with the Tender Offer, the "**Offer**").

The Offer was made on the terms and subject to the conditions set forth in the Memorandum.

Results of the Proposal

Dilijan Finance B.V. (the "**Issuer**") and the Offeror hereby give notice to Noteholders that the Extraordinary Resolution set out in the Notice of Meeting dated 4 October 2019 was duly passed at the Meeting, which was held today. The effectiveness and implementation of the Extraordinary Resolution is subject to the execution of the Supplemental Trust Deed and the Amendment Deed on today's date, as described in the Memorandum.

As of the Expiration Deadline, being 11:59 p.m. (New York City time) on 1 November 2019, the Issuer and the Offeror had received valid Tender Instructions and Voting Instructions in favour of the Proposal as set out below:

<u>Outstanding principal amount</u>	<u>Tender Instructions or Voting Instructions in favour of the Proposal received (in principal amount of Notes)</u>	<u>Percentage of the outstanding Notes in respect of which Voting Instructions in favour of the Proposal were received</u>
U.S.\$79,380,000 ⁽¹⁾	U.S.74,800,000	94.23%

Notes:

- (1) Excludes U.S.\$10,310,000 of Notes held by the Offeror and its subsidiaries. Notes held by the Offeror and its subsidiaries were not included for purposes of determining the quorum for the Meeting. The Offeror and its subsidiaries were not able to submit Voting Instructions in respect of the Notes held by or on behalf of them.

Results of the Tender Offer

The Offeror hereby informs Noteholders that as at the Expiration Time, the aggregate principal amount of the Notes validly tendered and accepted for purchase by the Offeror amounted to U.S.\$71,300,000. The Offeror will purchase all Notes validly tendered in the Tender Offer on the Settlement Date, as set out in the table below.

Aggregate original principal amount	Amortisation Factor	Aggregate principal amount outstanding	Aggregate principal amount tendered on or prior to Early Participation Deadline	Total Consideration per U.S.\$1,000 principal amount of Notes tendered on or prior to Early Participation Deadline ⁽¹⁾	Principal amount tendered after Early Participation Deadline and on or prior to Expiration Deadline	Tender Offer Consideration per U.S.\$1,000 principal amount of Notes tendered after Early Participation Deadline and on or prior to Expiration Deadline ⁽¹⁾	Voting Instructions Received in favour of the Proposal on or prior to Early Participation Deadline (in principal amount of Notes)	Early Consent Fee per U.S.\$1,000 principal amount of Notes	Voting Instructions Received in favour of the Proposal after Early Participation Deadline (in principal amount of Notes)
U.S.\$100,000,000	0.5	U.S.\$79,380,000	U.S.\$71,300,000	U.S.\$1,050	U.S.\$0	U.S.\$1,040	U.S.\$3,500,000	U.S.\$10	U.S.\$0

Note:

(1) The Amortisation Factor will be reflected in the calculation of amounts payable to Noteholders.

Settlement

The Offeror will pay Accrued Interest in respect of the Notes accepted for purchase, as well as the Total Consideration or the Tender Offer Consideration (as the case may be) on the Settlement Date, which will be 5 November 2019. The Offeror will also pay the Early Consent Fee for Notes in respect of which Voting Instructions in favour of the Proposal were received on or prior to the Early Participation Deadline. All Notes purchased by the Offeror in the Tender Offer will be delivered to the Registrar for cancellation. No Notes purchased pursuant to the Tender Offer will be reissued or resold. The Tender Offer has now expired and no further Notes can be tendered for purchase pursuant to the Tender Offer.

Early Redemption of outstanding Notes

Subject to the execution of the Supplemental Trust Deed and the Amendment Deed on today's date to implement the Extraordinary Resolution as described in the Memorandum, the Offeror hereby announces that all of the Notes which remain outstanding following the Settlement Date will be redeemed at the Early Redemption Amount (which will be U.S.\$1,040 per U.S.\$1,000 principal amount of Notes outstanding (prior to the application of the Amortisation Factor)), together with Accrued Interest, on the Early Redemption Date, which is expected to be 7 November 2019.

The Dealer Managers and Solicitation Agents for the Offer are:

Citigroup Global Markets Limited

Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Attention: Liability Management Group
Telephone: +44 20 7986 8969
Email: liabilitymanagement.europe@citi.com

Renaissance Securities (Cyprus) Limited

Arch. Makariou III, 2-4,
Capital Center, 9th Floor,
Nicosia, 1065, Republic of Cyprus

Attention: Debt Capital Markets Syndicate
Email: SyndicateDCM@rencap.com

The Tender and Tabulation Agent in respect of the Offer is:

Citibank N.A., London Branch

Citigroup Centre
Canada Square
Canary Wharf

London E14 5LB
United Kingdom
Attention: Exchange Team - Agency and Trust
Telephone: +44 20 7508 3867
Email: citiexchanges@citi.com

This announcement is made by:

Ardshinbank CJSC

G. Lusavorich Street, buildings 13 and 13/1,
0015 Yerevan,
Republic of Armenia

Dilijan Finance B.V.

200 Prins Bernhardplein,
1097 JB, Amsterdam,
the Netherlands

DISCLAIMER

This announcement must be read in conjunction with the Memorandum. This announcement and the Memorandum contain important information which should be read carefully. If you are in any doubt as to the contents of this announcement or the Memorandum, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, legal adviser, accountant or other independent financial adviser. This announcement is for informational purposes only.

None of the Dealer Managers, the Tender and Tabulation Agent or the Trustee (or their respective affiliates, directors, officers, employees or agents) make any representation or recommendation whatsoever regarding this announcement, the Memorandum or the Offer. The Tender and Tabulation Agent is the agent of the Offeror and owes no duty to any Holder. None of the Issuer, the Borrower, the Dealer Managers, the Tender and Tabulation Agent or the Trustee (or their respective affiliates, directors, officers, employees or agents) makes any recommendation as to whether or not the Holders should participate in the Offer or refrain from taking any action in the Offer with respect to any of Notes, and none of them has authorised any person to make any such recommendation.

General

Neither this announcement, the Memorandum nor the electronic transmission thereof constitutes an offer to purchase, or the solicitation of an offer to tender or sell, or to exercise any voting rights with respect to, any Notes to or from, or by, any person located or resident in any jurisdiction where such offer or solicitation is unlawful, and tenders of Notes by Holders originating from any jurisdiction in which such offer or solicitation is unlawful will not be accepted. The Offer is not being made, directly or indirectly, in any jurisdiction where to do so would impose any obligations on the Issuer or the Borrower in such jurisdiction, including any requirement to qualify as a foreign corporation or other entity or as a dealer in securities in any such jurisdiction, file any general consent to service of process in any such jurisdiction, subject itself to taxation in any such jurisdiction if it is not otherwise so subject, make any filing with any regulatory body in any such jurisdiction or otherwise have any document approved by, or submitted to, any regulating body in such jurisdiction. In those jurisdictions where the securities laws or other laws require the Offer to be made by a licensed broker or dealer and any Dealer Manager or any of its respective affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made on behalf of the Offeror by such Dealer Manager or affiliate (as the case may be) in such jurisdiction and the Offer is not made in any such jurisdiction where either a Dealer Manager or any of its affiliates is not licensed. Neither the delivery of the Memorandum nor any purchase of Notes shall, under any circumstances, create any implication that there has

been no change in the affairs of the Issuer or the Borrower since the date hereof, or that the information herein is correct as of any time subsequent to the date hereof.

Each Holder participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to below, and generally, on submission of Notes for tender in the Tender Offer and submission of consent to the Proposal. Any tender of Notes for purchase pursuant to the Offer from a Holder that is unable to make these representations will not be accepted. Each of the Issuer, the Borrower, the Dealer Managers and the Tender and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, or submission of consent to the Proposal, whether any such representation given by a Holder is correct and, if such investigation is undertaken and, as a result, the Offeror determines (for any reason and, where necessary, after consultation with the Issuer) that such representation is not correct, such tender will not be accepted.

United Kingdom

The communication of this announcement, the Memorandum and any other documents or materials relating to the Offer 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, as amended (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 only be communicated to: (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**"); (ii) persons who fall within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Issuer or the Borrower; (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order; or (iv) any other persons to whom these documents and/or materials may lawfully be made under the Financial Promotion Order. Any investment or investment activity to which the Memorandum relates is available only to such persons and will be engaged in only with such persons and other persons should not rely on it.

Italy

Neither this announcement nor the Memorandum nor any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of 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 "**Financial Services Act**"), and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended, as the case may be.

A Holder located in the Republic of Italy may tender Notes 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 Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, 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 Notes or the Offer.

Belgium

In Belgium, the Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors within the meaning of Article 2, e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**"). Neither the Memorandum nor any other documentation or material relating to the Offer has been or will be submitted to

the Financial Services and Markets Authority ("*Autorité des services et marchés financiers / Autoriteit voor financiële diensten en markten*") for approval or recognition. Accordingly, in Belgium, the Offer may not be made by way of a public tender offer within the meaning of article 3, §1 of the Belgian act on public takeover offers dated 1 April 2007, as amended from time to time (the "**Belgian Takeover Act**"). Therefore, the Offer may not be promoted *vis-à-vis*, and are not being made to, any person in Belgium (with the exception of "qualified investors" within the meaning of Article 2, e) of the Prospectus Regulation that are acting for their own account and without prejudice to the application of Article 6 § 4 of the Takeover Act). The Memorandum and any other documentation or material relating to the Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to Belgium, the Memorandum has been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Offer. Accordingly, the information contained in the Memorandum may not be used for any other purpose or be transmitted to any other person in Belgium (without prejudice to the application of Article 6 § 4 of the Belgian Takeover Act).

France

The Offer is not being made, directly or indirectly, to the general public in the Republic of France. Neither the Memorandum nor any other documentation or material relating to the Offer (including memoranda, information circulars, brochures or similar documents) has been distributed to, or is being distributed to, the general public in the Republic of France. Only (i) persons that provide investment services in the field of portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) (that are not individuals) acting for their own account, in each case as defined in or pursuant to articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code Monétaire et Financier*, may participate in the Offer. The Memorandum has not been approved by, and will not be submitted for clearance to the *Autorité des marchés financiers*.

The Netherlands

In the Netherlands, the Offer will not, directly or indirectly, be made to, or for the account of, any person other than to qualified investors as referred to in Section 1:1 of the Dutch Financial Supervision Act, as amended from time to time (*de Wet op het Financieel Toezicht*, the "**FSA**"). Neither the Memorandum nor any other documentation or material relating to the Offer has been or will be submitted to the Dutch Authority for Financial Markets (*de Autoriteit Financiële Markten*, the "**AFM**") for approval. Therefore, neither the Memorandum nor any other documentation or material relating to the Offer qualify as an approved prospectus as meant in Section 5:2 FSA. Accordingly, in the Netherlands, the Offer may not be made by way of a public offer within the meaning of Section 5:2 FSA and the Offer may not be promoted and are not being made to, any person in the Netherlands (with the exception of "qualified investors" within the meaning of Section 1:1 in conjunction with Section 5:3(1)(a) FSA). The Memorandum and any other documentation or material relating to the Offer (including memoranda, information circulars, brochures or similar documents) have not been forwarded or made available to, and are not being forwarded or made available to, directly or indirectly, any such person. With regard to the Netherlands, the Memorandum has been transmitted only for personal use by the aforementioned qualified investors and only for the purpose of the Offer. Accordingly, the information contained in the Memorandum may not be used for any other purpose or be transmitted to any other person in the Netherlands.

Republic of Armenia

The Offer is not being made, directly or indirectly, in the Republic of Armenia, except in compliance with the laws and regulations of the Republic of Armenia. The Memorandum has not been and will not be submitted for clearance to nor approved by the Central Bank of Armenia.