



## THE REPUBLIC OF ANGOLA

### Global Medium Term Note Programme

Under this Global Medium Term Note Programme (the “**Programme**”), the Republic of Angola (the “**Issuer**”, the “**Republic**” or “**Angola**”) may from time to time issue notes (the “**Notes**”) in registered form and denominated in any currency agreed between the Issuer and the relevant Dealer (as defined below).

The Notes may be issued on a continuing basis to one or more of the Dealers specified under “*Overview of the Programme*” and any additional Dealer appointed under the Programme from time to time by the Issuer (each a “**Dealer**” and together the “**Dealers**”), which appointment may be for a specific issue or on an ongoing basis. References in this Base Offering Circular to the “**relevant Dealer**” shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe such Notes.

An investment in Notes issued under the Programme involves certain risks. For a discussion of these risks see “*Risk Factors*”.

Application may be made to the United Kingdom Financial Conduct Authority (the “**FCA**”) for Notes issued under the Programme to be admitted to the official list of the UK Listing Authority (the “**Official List**”) and to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Notes to be admitted to trading on the London Stock Exchange’s main market. For the purposes of any such application, the Issuer is an exempt issuer pursuant to Article 1(2) of Regulation (EU) 2017/1129 as it forms part of United Kingdom (“**UK**”) domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (as amended, the “**UK Prospectus Regulation**”). Accordingly, this Base Offering Circular has not been reviewed or approved by the FCA and has not been approved as a base prospectus by any other competent authority under the UK Prospectus Regulation. Notes admitted to the Official List and admitted to trading on the London Stock Exchange’s main market will not be subject to the prospectus requirements of the UK Prospectus Regulation, but will be issued in accordance with the listing rules of the London Stock Exchange.

References in this Base Offering Circular to Notes being listed (and all related references) shall mean that such Notes have been admitted to trading on the London Stock Exchange’s main market and have been admitted to the Official List. The London Stock Exchange’s main market is a UK regulated market for the purposes of Regulation (EU) No. 600/2014 on markets in financial instruments as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”).

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and certain other information which is applicable to each Tranche (as defined under “*Terms and Conditions of the Notes*”) of Notes will be set out in a pricing supplement document (the “**Pricing Supplement**”).

Copies of Pricing Supplements in relation to Notes to be listed on the London Stock Exchange will also be published on the website of the London Stock Exchange through a regulatory information service.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or any U.S. State securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or transaction not subject to, the registration requirements of the Securities Act and in accordance with all applicable securities laws of any state of the United States and any other jurisdiction. See “*Form of the Notes*” for a description of the manner in which Notes will be issued. The Notes are subject to certain restrictions on transfer, see “*Transfer and Selling Restrictions*”.

The Issuer has been rated B- (Stable) by S&P Global Ratings Europe Limited (“**S&P**”), B- (Stable) by Fitch Ratings Ireland Ltd (“**Fitch**”) and B3 (Stable) by Moody’s Investors Service Limited (“**Moody’s**”). Each of S&P and Fitch is established in the European Union (the “**EU**”) and registered under Regulation (EC) No. 1060/2009 (as amended) (the “**EU CRA Regulation**”) and as such is included in the list of credit rating agencies published by the European Securities and Markets Authority (“**ESMA**”) on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation. Moody’s is established in the United Kingdom and registered under the UK CRA Regulation (as defined below). As such, Moody’s appears on the latest update of the list of registered credit rating agencies on the UK Financial Conduct Authority’s Financial Services Register. The ratings issued by S&P and Fitch are endorsed by S&P Global Ratings UK Limited and Fitch Ratings Ltd, respectively, each of which is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the “**UK CRA Regulation**”). A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

**Arranger**  
**Deutsche Bank**

**Dealers**

**Citigroup**

**Deutsche Bank**

The date of this Base Offering Circular is 20 December 2024.

## RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Base Offering Circular and the Pricing Supplement for each Tranche of Notes issued under the Programme. To the best of the knowledge of the Issuer the information contained in this Base Offering Circular is in accordance with the facts and the Base Offering Circular makes no omission likely to affect the import of such information.

Certain information under the heading “*Book-entry Clearance Systems*” has been extracted from information provided by the clearing systems referred to therein. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the relevant clearing systems, no facts have been omitted which would render the reproduced information inaccurate or misleading.

This Base Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated in it by reference. See “*Documents Incorporated by Reference*”. This Base Offering Circular shall be read and construed on the basis that those documents are incorporated and form part of this Base Offering Circular.

None of the Arranger or any of the Dealers has independently verified the information contained or incorporated by reference herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability (whether arising in tort or contract or otherwise) is accepted by the Arranger or any of the Dealers, or any director, officer, employee, agent or affiliate (as defined in Rule 405 of the Securities Act) of any such person, as to the accuracy or completeness of the information contained or incorporated by reference in this Base Offering Circular or any other information provided by the Issuer in connection with the Programme. To the fullest extent permitted by law, none of the Arranger or any of the Dealers accepts any responsibility for the contents of this Base Offering Circular or for any other statement, made or purported to be made by the Arranger or any of the Dealers or on their behalf in connection with the Issuer or the issue and offering of the Notes. Each of the Arranger and the Dealers accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Base Offering Circular or any such statement.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Base Offering Circular or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger or any of the Dealers.

Neither this Base Offering Circular nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of this Base Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Base Offering Circular nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer, the Arranger or any of the Dealers to any person to subscribe for or to purchase any Notes.

None of the Arranger, any of the Dealers or the Issuer makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

Neither the delivery of this Base Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained in it concerning the Issuer is correct at any time subsequent to its date or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger and the Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life

of the Programme or to advise any investor in Notes issued under the Programme of any information coming to their attention.

## GENERAL INFORMATION

This Base Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Base Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer, the Arranger and the Dealers do not represent that this Base Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Arranger or the Dealers which is intended to permit a public offering of any Notes or distribution of this Base Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Base Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Base Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Base Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Base Offering Circular and the offer or sale of Notes in the United States, the United Kingdom, the Republic of Angola, Singapore, the People's Republic of China (the "**PRC**") and the Hong Kong Special Administrative Region of the PRC ("**Hong Kong**"), see "*Transfer and Selling Restrictions*".

If a jurisdiction requires that an offer of Notes described herein be made by a licensed broker or dealer (including, but not limited to, the United States) and the Arranger or any Dealer or any affiliate of the Arranger or applicable Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Arranger or such Dealer or such affiliate on behalf of the Issuer or holders of the applicable Notes in such jurisdiction.

The Notes may not be a suitable investment for all investors. Generally, investment in emerging markets such as the Republic of Angola is only suitable for sophisticated investors who fully appreciate the significance of the risks involved in, and are familiar with, investing in emerging markets. Potential investors are urged to consult their own legal and financial advisers before making an investment in any Notes.

Such risks include, but are not limited to, higher volatility and more limited liquidity in respect of any Notes, a narrow export base, budget deficits, lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Emerging markets can also experience more instances of corruption by government officials and misuse of public funds than more mature markets, which could affect the ability of governments to meet their obligations under issued securities.

Potential investors should also note that emerging markets such as the Republic of Angola are subject to rapid change and that the information set out in this Base Offering Circular may become out-dated relatively quickly.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

- (i) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained in this Base Offering Circular or any applicable supplement;

- (ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- (iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understands thoroughly the terms of the Notes and is familiar with the behaviour of financial markets; and
- (v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

### **MiFID II PRODUCT GOVERNANCE / TARGET MARKET**

The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”) any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

### **UK MiFIR PRODUCT GOVERNANCE / TARGET MARKET**

The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. A distributor should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

## PRODUCT CLASSIFICATION PURSUANT TO SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE

With respect to each issuance of Notes, the Issuer may make a determination about the classification of such Notes for purposes of Section 309B(1)(a) of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “SFA”). The Pricing Supplement, in respect of any Notes, may in such cases, include a legend entitled “Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore” that will state the product classification of the applicable Notes pursuant to Section 309B(1) of the SFA; however, unless otherwise stated in the applicable Pricing Supplement, all Notes shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the Monetary Authority of Singapore (the “MAS”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products). This notification or any such legend included in the applicable Pricing Supplement will constitute notice to “relevant persons” for purposes of Section 309B(1)(c) of the SFA.

## U.S. INFORMATION

The Notes have not been registered with, recommended by or approved or disapproved by the United States Securities and Exchange Commission or any other securities commission or other regulatory authority in the United States, nor have the foregoing authorities approved this Base Offering Circular or confirmed the accuracy or determined the adequacy of the information contained in this Base Offering Circular. Any representation to the contrary is unlawful.

This Base Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs (as defined under “*Form of the Notes*”) for informational use solely in connection with the consideration of the purchase of certain Notes issued under the Programme. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

The Notes may be offered or sold within the United States only to QIBs in transactions exempt from registration under the Securities Act in reliance on Rule 144A under the Securities Act (“**Rule 144A**”) or any other available exemption. Each U.S. purchaser of Notes is hereby notified that the offer and sale of any Notes to it may be being made in reliance upon the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A.

Each purchaser or holder of Notes represented by a Rule 144A Global Note or any Notes issued in registered form in exchange or substitution therefor (together “**Legended Notes**”) will be deemed, by its acceptance or purchase of any such Legended Notes, to have made certain representations and agreements intended to restrict the resale or other transfer of such Notes as set out in “*Transfer and Selling Restrictions*”. Unless otherwise stated, terms used in this paragraph have the meanings given to them in “*Form of the Notes*”.

## STABILISATION

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) acting as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

## ENFORCEMENT OF CIVIL LIABILITIES

### The Republic of Angola

The Issuer has agreed that any claim, dispute or difference of whatever nature arising under, out of or in connection with the Notes (including a claim, dispute or difference regarding its existence, termination or validity or any non-contractual obligations arising out of or in connection with the Notes) (a “**Dispute**”), shall be referred to and finally settled by arbitration in accordance with the LCIA Rules (the “**Rules**”), with the seat of arbitration being in London, England, and the language of arbitration being English. However, the Issuer has also agreed that at any time before any Noteholder has nominated an arbitrator to resolve any Dispute or Disputes pursuant to the above (i.e., through *Arbitration*), the Noteholders, at their sole option, may elect by notice in writing (an “**Election Notice**”) to the Issuer that such Dispute(s) shall instead be resolved in the courts as stated below. Following any such election, no arbitral tribunal shall have jurisdiction in respect of such Dispute(s).

The Issuer has further agreed for the benefit of the Noteholders that in the event that any of the Noteholders serves an Election Notice in respect of any Dispute(s) pursuant to the above, the English courts shall have exclusive jurisdiction to hear and determine any such Dispute(s) arising from or connected with the Notes (the “**Proceedings**”) and that the Issuer may not commence proceedings for the determination of any such Dispute(s) in any other jurisdiction. The Issuer has agreed that if any of the Noteholders serves an Election Notice, the courts of England shall be the most appropriate and convenient courts to settle a dispute and, accordingly, that it will not argue to the contrary. Further, the Issuer has agreed that following the service of an Election Notice by the Noteholders, nothing in the above shall (or shall be construed so as to) limit the right of the Noteholders to bring Proceedings for the determination of any Dispute(s) in the courts of England or in any other court of competent jurisdiction, nor shall the bringing of such Proceedings in any one or more jurisdictions preclude the bringing of Proceedings by the Noteholders in any other jurisdiction (whether concurrently or not) if and to the extent permitted by law. The Issuer has appointed Sociedade Nacional De Combustiveis De Angola Ltd. (“**Sonangol UK**”) of Merevale House, Brompton Pl, Knightsbridge, London SW3 1QE as its agent on whom process may be served in any action arising out of or based on the Notes in an English court and has further undertaken that, in the event of Sonangol UK ceasing so to act or ceasing to be located in England, it will appoint another person as its agent for service of process in England in respect of any Proceedings. Angolan courts have exclusive jurisdiction to resolve any dispute in connection with property located in Angola. If the enforcement proceedings involve seizure of the Issuer’s assets located in Angola, such proceedings must be brought before Angolan courts. If proceedings in relation to the Notes are commenced against the Republic in Angola, any process must be served on the Attorney General of Angola.

Article 41 of the Angolan Civil Code provides that the creation, perfection and enforcement of contracts between the parties, as well as the contractual liability arising from such contracts are governed by the law chosen by the parties, provided that such election has an effective link with a relevant element of the contract or is otherwise supported by a *bona fide* interest of the parties. However, Article 22 of the Angolan Civil Code provides that a foreign law elected in accordance with those rules will not be upheld if it involves a violation of a fundamental principle of Angolan public order or breaches a mandatory Angolan principle or rule, even if the foreign law is validly chosen. The capacity, powers and authority to enter into an agreement and bind the Angolan parties, as well as any related mandatory approvals, authorisations and permits, are subject to Angolan law. The Angolan conflict of law provisions also determine that the creation, assignment and cancellation of rights of possession, ownership and other related rights, including guarantees, over movable or immovable property are governed by the *lex rei sitae*. In view of the above, the choice of the laws of England to govern the Notes may be deemed valid, binding and enforceable against the Issuer and in any proceeding for the enforcement of its obligations under the Notes in Angola, the Angolan courts would give effect thereto, subject to the compliance with the above requirements.

The Issuer is a sovereign state. To the extent that the Issuer may in any jurisdiction claim for itself or its assets or revenues immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process in respect of any Proceedings and to the extent that such immunity

(whether or not claimed) may be attributed in any such jurisdiction to the Issuer or its assets or revenues, the Issuer has agreed not to claim and has irrevocably waived such immunity to the full extent permitted by the laws of such jurisdiction (and consented generally for the purposes of the United Kingdom State Immunity Act 1978 to the giving of any relief or the issue of any process in connection with any Proceeding). The execution, offer, issue and delivery of the Notes and the execution and delivery of the Agency Agreement and of the Deed of Covenant (as defined herein) of each series of Notes, and the performance by the Issuer of its obligations thereunder and the exercise of its rights thereunder constitute private and commercial acts rather than governmental or public acts. The waiver shall otherwise constitute a limited and specific waiver for the purposes of the Agency Agreement, the Deed of Covenant and the Notes. Furthermore, certain issues relating to the authorisation and issuance of the Notes have involved exercise by the Angolan authorities of their sovereign or legislative powers. As a matter of Angolan law, the Issuer cannot, and does not, waive its rights to interpret, *inter alia*, decrees of the National Assembly or Government authorising issuance of the Notes, the Agency Agreement or the Deed of Covenant. Further, under the Terms and Conditions, the Issuer has not waived immunity from execution or attachment in respect of: (a) assets that have been expressly recognised as belonging to the public domain of Angola (*domínio publico*), which may not be sold, encumbered or pledged in any way in accordance with the laws of Angola; (b) assets which constitute private domain assets expressly assigned to a public purpose (*domínio privado indisponível do Estado*) in accordance with Article 823 of the Angolan Civil Procedure Code (*Código de Processo Civil*) and Law 18/10 of 6 August, as amended by Law No. 11/17 of 6 July (the “**Public Assets Law**”), which are not available for enforcement unless the same is in respect of a debt guaranteed by a registrable security; (c) military assets belonging to Angola and assets or property under the control of a military authority or defence agency of Angola; (d) assets belonging to any diplomatic mission or consulate of Angola that do not otherwise belong to the public domain (*domínio publico*) or fall under Article 823 of the Angolan Civil Procedure Code (*Código de Processo Civil*) and the Public Assets Law; (e) assets of the BNA or other monetary authority of Angola which are assigned to a public purpose; (f) properties belonging to the cultural heritage of Angola or which are a part of its archives and are not intended for sale; or (g) assets that form part of an exhibition of scientific, cultural or historical interest and which are not intended for sale. Furthermore, the Issuer has not consented to service or waived sovereign immunity with respect to actions brought against it under the U.S. federal securities laws or any state securities laws. In the absence of a waiver of immunity by the Issuer with respect to such actions, it may not be possible to obtain a judgement in such an action brought in a U.S. court against the Issuer unless such court were to determine that the Issuer is not entitled under the Foreign Sovereign Immunities Act of 1976 of the United States to sovereign immunity with respect to such action.

In respect of foreign arbitral awards, since 2017 Angola is part to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the “**NY Convention**”). Therefore, any foreign arbitral awards against the Issuer in relation to the Agency Agreement, the Deed of Covenant or the Notes will be recognised and enforced by the Angolan courts provided that the requirements imposed by the NY Convention and applicable laws of Angola are satisfied, and that:

- (a) within the framework of the reciprocity principle, the arbitral award has been made in the territory of another contracting party to the NY Convention (as it is the case of England) and which is recognised by Angola;
- (b) the party applying for recognition and enforcement submits its application together with a duly authenticated original award or a duly certified copy thereof and the original or duly certified copy of the written agreement between the parties undertaking to submit to arbitration;
- (c) the above documents are translated into Portuguese language by a certified translator and legalised at the Angolan Embassy in the country where the award was made; and
- (d) after the recognition by the Angolan Supreme Court, the enforcement request is submitted and conducted by the common jurisdiction courts following the proceedings set out in the Civil Procedure Code.

Any judgment against the Issuer in relation to the Agency Agreement, the Deed of Covenant or the Notes in the English courts will only be recognised and enforced in Angola after such judgment has been validated and recognised by the Angolan Supreme Court but provided that the above mentioned requirements are met, recognition and enforcement of the award shall not be refused except in specific circumstances provided for in the NY Convention, namely if: (a) the parties to the arbitration convention are under some incapacity, or the said convention is not valid under the law to which the parties have subjected it; (b) the party against whom the award is invoked was not given proper notice of the appointment of the arbitrator or of the arbitration proceedings or was otherwise unable to present his case; (c) the award deals with a difference not contemplated by or not falling within the terms of the submission to arbitration, or it contains decisions on matters beyond the scope of the submission to arbitration; (d) the composition of the arbitral authority or the arbitral procedure was not in accordance with the arbitration convention or, failing such convention, was not in accordance with the law of the country where the arbitration took place; or (e) the award has not yet become binding on the parties, or has been set aside or suspended by a competent authority of the country in which, or under the law of which, that award was made.

Recognition and enforcement of an arbitral award may also be refused if the competent authority in the country where recognition and enforcement is sought finds that: (a) the subject matter of the difference is not capable of settlement by arbitration under the laws of Angola; or (b) the recognition or enforcement of the award would be contrary to the public policy of Angola.

Angola is not party to the Hague Convention Abolishing the Requirement of Legalisation for Foreign Public Documents. Therefore, as a matter of Angolan law, any document executed by the Issuer outside Angola must be notarised, translated into Portuguese language and legalised at the Angolan Embassy in the country of execution to be entirely enforceable before Angolan courts. Likewise, any document executed by the Republic in Angola must be notarised and legalised in Angola in order to be enforceable outside Angola. Each of the Agency Agreement, Deed of Covenant and Notes have been translated into Portuguese, notarised and legalised. Physical copies of these documents in English are available to holders of the Notes from the Fiscal Agent.



## PRESENTATION OF FINANCIAL STATISTICAL AND OTHER INFORMATION

Annual information presented in this Base Offering Circular is based upon 1 January to 31 December periods (which is the fiscal year for the Republic), unless otherwise indicated. Certain figures included in this Base Offering Circular have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be the sum of the figures which precede them.

Statistical information reported herein has been derived from official publications of, and information supplied by, a number of agencies and ministries of Angola including by the Banco Nacional de Angola (the “**BNA**”), the Ministry of Economy and Planning, the Ministry of Mineral Resources and Petroleum, the Ministry of Finance, *Sociedade Nacional de Combustíveis de Angola* (“**Sonangol**”) the Angolan National Agency of Petroleum and Gas (“**ANPG**”) and the Angolan National Institute of Statistics. Some statistical information has also been derived from information made publicly available by the International Monetary Fund (the “**IMF**”), the International Bank for Reconstruction and Development (the “**World Bank**”), the Organisation of Petroleum Exporting Countries (“**OPEC**”) and other third parties. Where information has been so sourced, the source is stated where it appears in this Base Offering Circular. The Republic confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Similar statistics may be obtainable from other sources, but the date of publication, underlying assumptions, methodology and, consequently, the resulting data may vary from source to source. In addition, statistics and data produced by a ministry or an agency of the Republic may differ from similar statistics and data produced by other agencies or ministries due to differing underlying assumptions or methodology. Certain historical statistical information contained herein is provisional or otherwise based on estimates that the Republic and/or its agencies believe to be based on reasonable assumptions. Statistical information for the 2023 fiscal performance indicators presented in this Base Offering Circular is expected to be approved once the 2025 national budget is approved, a draft of which was approved by the Angolan Parliament in November 2024. Statistical information as at and for the first six months ended 30 June 2024, the nine months 30 September 2024 and as at 31 December 2024 are, in each case, estimated. The Republic’s official financial and economic statistics are subject to internal review as part of a regular confirmation process. Accordingly, financial and economic information may be subsequently adjusted or revised and such adjustments or revisions will not be reflected in this Base Offering Circular. While the Republic does not expect revisions to be material, no assurance can be given that material changes will not be made. See “*Risk Factors – Risks relating to Angola’s financial condition from external events, exposures or factors - Statistics published by Angola and appearing in this Base Offering Circular may be more limited in scope and published less frequently and differ from those produced by other sources.*”

### The IMF’s General Data Dissemination Standards

The Republic participates in the IMF’s General Data Dissemination System (“**GDDS**”) which is designed to guide all member countries in the provision of their economic and financial data to the public. Data covered includes the real, fiscal, financial and the external sectors as well as socio-demographic data.

By participating in the GDDS, the Republic has undertaken to:

- (e) use the GDDS as a framework for statistical development;
- (f) designate a country coordinator; and
- (g) provide metadata to the IMF describing the current practices and plans for short- and long-term improvements in these practices.

A summary of the methodology under which the Republic prepares its metadata is found on the internet under the IMF’s Dissemination Standards Bulletin Board. The Republic’s metadata may be found on the IMF’s website at <https://dsbb.imf.org/e-gdds/country/AGO/category>. Information obtained from the above

mentioned website and any other website referred to in this Base Offering Circular is not incorporated by reference in this Base Offering Circular, and is therefore not part of this Base Offering Circular.

Unless otherwise specified, all references in this Base Offering Circular to (i) “**Angolan Kwanza**”, “**Kwanza**” and “**AOA**” are to the lawful currency of Angola, (ii) “**U.S. dollars**”, “**USD**” and “**U.S.\$**” are to the lawful currency of the United States of America, and (iii) “**euro**”, “**Euro**” “**EUR**” or “**€**” are the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended. References to “**SDR**” are to the Special Drawing Right, a unit of account having the meaning ascribed to it from time to time by the Rules and Regulations of the IMF.

The BNA’s end of period foreign exchange reference rate for U.S. dollars on 31 October 2024 was AOA 909.05 = U.S.\$1.00 and the BNA’s end of period foreign exchange reference rate for euro on 31 October 2024 was AOA 986.23 = €1.00.

All references in this Base Offering Circular to GDP are to nominal GDP, unless otherwise stated. Nominal GDP figures are based on current prices. All references in this Base Offering Circular to GDP growth are to real GDP growth, unless otherwise stated. Real GDP and expenditure numbers relating to the Republic in this Base Offering Circular are based on 2002 constant prices.

In line with recommendations from the UN Statistical Commission that countries rebase GDP every five years, the Instituto Nacional De Estatísticas (the “**INE**”) is working to rebase the national accounts from the current 2002 base year to 2019. This rebasing will also include updates to the measurement of the non-observed economy. The GDP rebasing (from base year 2009 to 2015) and the revised time series (back to 2002) are expected to be disseminated this year. The 2019 rebasing is anticipated to incorporate methodological improvements and new data sources, including new producer price index data. As of the date of this Base Offering Circular, the rebasing exercise is still ongoing. Consequently, some of the statistics contained in this Base Offering Circular for 2019, 2020, 2021, 2022, 2023, and 2024 may be estimated or provisional figures subject to later revision.

The Republic’s GDP for any given year in this Base Offering Circular is calculated at market prices which includes indirect taxes on products. Sectoral contribution to GDP, whether expressed as percentage contribution to GDP of a sector of the economy or real GDP growth of such sector, is calculated at factor cost which excludes indirect taxes on products, unless otherwise stated. Comparison of statistical information calculated in accordance with different methodologies may not be possible.

The language of this Base Offering Circular is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

## FORWARD LOOKING STATEMENTS

This Base Offering Circular contains statements that may be considered to be “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “projects”, “expects”, “intends”, “may”, “will”, “seeks” or “should” or, in each case, their negative or other variations or comparable terminology or in relation to discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements are statements that are not historical facts, including statements about the Republic’s beliefs and expectations. These statements are based on current plans, estimates and projections and, therefore, undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made. Although the Republic believes that beliefs and expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such beliefs and expectations will prove to have been correct.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those expressed in any forward-looking statement. The information contained in this Base Offering Circular identifies important factors that could cause such differences, including, but not limited to, the following:

- (a) Adverse external factors, such as:
  - (i) changes in international commodity prices, particularly oil, or prevailing interest rates, which could adversely affect the Republic’s balance of payments, external reserves and budgetary expenditures;
  - (ii) changes in the monetary policy applicable to the members of the IMF which could affect inflation and/or growth rates;
  - (iii) recession or low economic growth in Republic’s trading partners or changes in the terms on which international financial institutions provide financial assistance to the Republic or fund new or existing projects, which could decrease exports, adversely affect the Republic’s economy and, indirectly, reduce tax and other public sector revenues, so adversely affecting the Republic’s budget;
  - (iv) the impact of changes in the credit rating of the Republic;
  - (v) civil strife, wars, insurrections, and terrorism;
  - (vi) adverse events in other emerging market countries, which could dampen foreign investment or adversely affect the trading price of the Notes; or
  - (vii) the impact of climate change.
- (b) Adverse domestic factors, such as:
  - (i) a decline in foreign direct investment, increases in domestic inflation, high domestic interest rates, exchange rate volatility or an increase in the level of domestic and external debt, which could lead to lower economic growth or a decrease in the Republic’s international reserves; or
  - (ii) trade and political disputes between the Republic and its trading partners and other political factors in the Republic, which could affect the timing and structure of economic reforms, the climate for foreign direct investment and the pace, scale and timing of privatisations.

The sections of this Base Offering Circular entitled “*Risk Factors*”, “*The Republic of Angola*” and “*The Economy*” contain a more complete discussion of the factors that could adversely affect the Republic. In light of these risks, uncertainties and assumptions, the forward-looking events described in this Base Offering Circular may not occur.

Any forward-looking statements contained in this Offering Circular speak only as at the date of this Base Offering Circular. The Republic does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by law or applicable regulations. All subsequent written and oral forward-looking statements attributable to the Republic or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Base Offering Circular.

## EXCHANGE RATE HISTORY AND CONTROLS

Angola's currency is the Kwanza.

For ease of presentation, certain financial information included in this Base Offering Circular is presented as translated into U.S. dollars.

The Kwanza's average exchange rate against the U.S. dollar depreciated by 69.9 per cent. between 2013 and 2016. In order to stabilise the exchange rate of the Kwanza, the BNA fixed the exchange rate at AOA 166 per U.S. dollar in April 2016 and maintained the fixed rate until December 2017 pursuant to the Crisis Recovery Program. See "*Monetary System – Money supply – The Government's main strategies for the development of the banking sector*". While the measure brought about stability of the Kwanza, it also led to increased pressure on Angola's foreign currency reserves and an increase in the difference between the official and the parallel rate which increased to approximately AOA 474.2 per U.S. dollar at the end of 2016. Maintaining the fixed rate of exchange contributed to a decrease in the rate of inflation in Luanda from 42.0 per cent. at the end of 2016 to 26.3 per cent. at the end of 2017 and a decrease in the rate of inflation in Angola from 41.1 per cent. at the end of 2016 to 23.7 per cent. in 2017. Following the decrease in the rate of inflation, in order to ease pressure on Angola's foreign exchange reserves, in January 2018, the BNA abolished the fixed rate of exchange of the Kwanza and lifted restrictions in the foreign exchange market which led to further depreciation of the Kwanza. The significant declines in oil prices in recent years, as well as local oil production pressures adversely impacted the value of the Kwanza.

Since January 2018, the BNA has been holding auctions to sell foreign currencies to commercial banks and the flexibility of these auctions has been increasing, with the goal of allowing the BNA to gradually withdraw from being the main supplier in the FX market. For example, in an effort to improve the predictability of the auctions in 2020, the BNA began announcing the monthly indicative amounts to be auctioned in the three months period to come. Steps were also taken to allow a number of market players, such as oil and mineral companies, to trade directly with banks, aided by the 2020 adoption of Bloomberg's FXGO online foreign exchange trading platform. This allowed companies (notably, petroleum firms; in particular, block operators) to participate in foreign exchange auctions. The BNA gave a demonstration of the trading platform to major petroleum companies in Angola in the first quarter of 2020, and the system was fully functioning in the country by the second quarter of 2020. This all contributed towards the total amount of foreign exchange sold by BNA to commercial banks decreasing to U.S.\$2.3 billion between January and May 2021 - a reduction of around 38 per cent. compared to the same period in 2019. However, the BNA still maintains certain restrictions which limit the effective participation of banks in the foreign exchange auctions. For example, by limiting the amounts that can be bid, the discretionary elimination of bids deemed by the BNA to be speculative, and the requirement for banks to return unsold foreign exchange to the BNA. Such restrictions hindered and may continue to hinder the development of an interbank foreign exchange market and prevent the development of effective market-based price information development.

Further sharp depreciation occurred in 2020 principally as a result of the Covid-19 pandemic, which depressed oil prices, with the Kwanza-US dollar exchange rate dropping to AOA 675.161 to U.S.\$1.0 in October 2020. However, the Kwanza-US dollar exchange rate has broadly stabilised since November 2020 as oil prices recovered and exchange rate flexibility served as a valuable shock absorber. As a result of the increased supply of foreign exchange owing to improved oil prices and limited interventions by the BNA, the Kwanza remained broadly stable in nominal terms through 2020 and strengthened by 18.24 per cent. during the year 2021, with the Kwanza-US dollar exchange rate at an average of AOA 554.98 per U.S.\$1.0 and AOA 629.02 per EUR1.0 on 31 December 2021.

The Kwanza's average exchange rate against the U.S. dollar subsequently depreciated by 49.3 per cent. between December 2021 and December 2023. Despite a recovery from year-end 2020 through September 2022, where the Kwanza remained largely stable in nominal terms through and strengthened against the U.S. dollar by 51.7 per cent., depreciation against the U.S. dollar increased to 64.5 per cent. over 2023. This was the result of a significant reduction in U.S. dollars in the exchange market and the irregular sales of foreign currencies by the treasury throughout the year, following unexpected reductions in oil production over the same periods. Through 2024 the Kwanza has remained comparatively stable, reaching a high of

AOA 940.11 per U.S.\$1.0 in September 2024 before stabilising at the level of AOA 910 per U.S.\$1.0 in the final quarter of 2024.

See “*Risk Factors – Further depreciation in the value of the Kwanza could have a material adverse effect on Angola’s economy*”.

As at 11 December 2024, the Kwanza-US dollar exchange rate was AOA 912.39 to U.S.\$1.0. No representation is made that the Kwanza or U.S. dollar amounts in this Base Offering Circular could have been converted in U.S. dollar or Kwanza, as the case may be, at any particular rate or at all.

The tables below set forth the exchange rate history for the years and months indicated unless otherwise stated, expressed in Kwanza per U.S. dollar and Kwanza per Euro, not adjusted for inflation:

	AOA per U.S.\$			AOA per Euro		
	<i>Mid</i>	<i>Bid</i>	<i>Offer</i>	<i>Mid</i>	<i>Bid</i>	<i>Offer</i>
2013 .....	96.48	96.24	96.72	128.47	128.16	128.78
2014 .....	98.55	98.38	98.73	130.09	129.86	130.32
2015 .....	121.05	120.44	121.65	133.72	133.07	134.37
2016 .....	164.02	163.20	164.84	182.94	182.05	183.83
2017 .....	165.92	165.09	166.74	185.39	184.49	186.30
2018 .....	258.67	258.28	259.06	303.82	303.34	304.30
2019 .....	374.84	372.02	377.66	419.07	415.98	422.16
2020 .....	584.49	578.36	590.62	671.64	665.56	677.71
2021 .....	618.59	618.59	618.59	731.65	731.65	731.65
2022 .....	462.86	465.14	460.57	489.04	491.47	486.61
2023 .....	685.02	685.02	685.02	741.21	741.21	741.20

	AOA per U.S.\$			AOA per Euro		
	<i>Mid</i>	<i>Bid</i>	<i>Offer</i>	<i>Mid</i>	<i>Bid</i>	<i>Offer</i>
January 2024 .....	828.77	828.77	828.77	903.69	903.69	903.69
February 2024 .....	828.48	828.48	828.48	894.43	894.43	894.43
March 2024 .....	831.98	831.98	831.98	904.17	904.17	904.17
April 2024 .....	833.07	833.07	833.07	892.43	892.43	892.43
May 2024 .....	842.49	842.49	842.49	911.47	911.47	911.47
June 2024 .....	852.47	852.47	852.47	919.47	919.47	919.47
July 2024 .....	870.80	870.80	870.80	944.42	944.42	944.42
August 2024 .....	912.35	912.35	912.35	1,009.59	1,009.59	1,009.59
September 2024 .....	940.11	940.11	940.11	1,051.70	1,051.70	1,051.70
October 2024 .....	909.05	909.05	909.05	986.23	986.23	986.23

Source: National Bank of Angola (BNA)

## Exchange Rate Controls

Law No. 5/97 of 27 June 1997 (the “**Exchange Law**”) establishes Angola’s exchange controls and regulates both foreign exchange operations and foreign exchange trade. The Exchange Law defines foreign exchange operations as:

- (a) the acquisition and disposal of foreign currency;
- (b) the opening and operation of foreign currency bank accounts in Angola;
- (c) the opening and operation of Kwanza bank accounts in Angola held by non-Angolan residents;
- (d) the opening and operation of bank accounts in Angola in foreign currency by Angolan residents and non-residents;
- (e) the settlement of transactions in foreign currency, as well as current and capital transactions; and
- (f) the acquisition and disposal of gold coins, gold bars and non-crafted gold.

The Exchange Law prescribes that all operations in foreign currency require the intermediation of an Angolan financial institution that is authorised to engage in foreign exchange trading.

The authorisation framework for each transaction type is described in a decree that sets out, in more general terms, the procedure to be followed in order to obtain authorisation and the conditions attached to such authorisation. A regulation issued by the BNA describes the type of documentation (for each category of transaction) that needs to be submitted to the commercial bank so that the operation may be executed by the bank.

In respect of any transaction, a request must be presented before the commercial bank concerned, which will, in view of the documentation presented, assess if the transaction is legal and legitimate pursuant to the terms of the law.

However, in respect of (a) the receipt by Angola of payments for Notes and (b) payments of principal and interest under the Notes, any transactions relating to receipts and transfers abroad of any kind ordered by Angolan state bodies are exempt from licensing by the BNA, which means that no further foreign exchange authorisation is required.

On 1 March 2023, the BNA issued Notice 3/2023 to align Angola's restrictions on foreign bank transfers with international standards for the prevention of money laundering and terrorist financing. This sets out a limit of U.S.\$250,000 as the maximum amount which can be transferred outside of Angola per tax resident in a single year.

## TABLE OF CONTENTS

OVERVIEW OF THE PROGRAMME .....	16
RISK FACTORS .....	20
DOCUMENTS INCORPORATED BY REFERENCE .....	50
FORM OF THE NOTES .....	51
FORM OF PRICING SUPPLEMENT .....	53
TERMS AND CONDITIONS OF THE NOTES .....	60
USE OF PROCEEDS .....	91
THE REPUBLIC OF ANGOLA .....	92
THE ECONOMY .....	141
THE EXTERNAL SECTOR .....	198
PUBLIC FINANCE .....	208
PUBLIC DEBT .....	231
MONETARY SYSTEM .....	259
BOOK-ENTRY CLEARANCE SYSTEMS .....	274
SUBSCRIPTION AND SALE .....	287
TRANSFER AND SELLING RESTRICTIONS .....	288
GENERAL INFORMATION .....	294



## OVERVIEW OF THE PROGRAMME

The following is an overview of certain information contained elsewhere in this Base Offering Circular. The following overview does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Base Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement.

Words and expressions defined in “*Form of the Notes*” and “*Terms and Conditions of the Notes*” shall have the same meanings in this Overview.

<b>Issuer</b>	The Republic of Angola
<b>Issuer Legal Entity Identifier</b>	549300QHR2R3J8JSGK83
<b>Risk Factors</b>	There are certain factors that may affect the Issuer’s ability to fulfil its obligations under Notes issued under the Programme. In addition, there are certain factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme and risks relating to the structure of a particular Series of Notes issued under the Programme. All of these are set out under “ <i>Risk Factors</i> ”.
<b>Description</b>	Global Medium Term Note Programme
<b>Arranger</b>	Deutsche Bank AG, London Branch
<b>Dealers</b>	Citigroup Global Markets Limited Deutsche Bank AG, London Branch and any other Dealers appointed in accordance with the Programme Agreement.
<b>Certain Restrictions</b>	Each issue of Notes denominated in a currency in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements from time to time (see “ <i>Transfer and Selling Restrictions</i> ”) including the following restrictions applicable at the date of this Base Offering Circular.  Notes having a maturity of less than one year will, if the proceeds of the issue are accepted in the United Kingdom, constitute deposits for the purposes of the prohibition on accepting deposits contained in Section 19 of the Financial Services and Markets Act 2000, as amended (“ <b>FSMA</b> ”) unless they are issued to a limited class of professional investors and have a denomination of at least £100,000 or its equivalent, see “ <i>Transfer and Selling Restrictions</i> ”.
<b>Fiscal Agent and FX Agent</b>	Deutsche Bank AG, London Branch
<b>Registrar and Transfer Agent</b>	Deutsche Bank Luxembourg S.A.
<b>Registrar and Paying and Transfer Agent</b>	Deutsche Bank Trust Company Americas

<b>Distribution</b>	Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
<b>Currencies</b>	Subject to any applicable legal or regulatory restrictions, the Notes may be denominated in any currency agreed between the Issuer and the relevant Dealer.
<b>Maturities</b>	The Notes will have such maturities as may be agreed between the Issuer and the relevant Dealer, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the Issuer or the relevant Specified Currency.
<b>Issue Price</b>	Notes may be issued on a fully-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
<b>Form of Notes</b>	The Notes will be issued in registered form as described in “ <i>Form of the Notes</i> ”.
<b>Fixed Rate Notes</b>	Fixed interest will be payable on such date or dates as may be agreed between the Issuer and the relevant Dealer and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer and the relevant Dealer.
<b>Zero Coupon Notes</b>	Zero Coupon Notes will be offered and sold at a discount to their principal amount and will not bear interest.
<b>Redemption</b>	<p>The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than following an Event of Default) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the relevant Dealer.</p> <p>Notes having a maturity of less than one year may be subject to restrictions on their denomination and distribution, see “<i>Certain Restrictions - Notes having a maturity of less than one year</i>” above.</p>
<b>Denomination of Notes</b>	The Notes will be issued in such denominations as may be agreed between the Issuer and the relevant Dealer save that the minimum denomination of each Note will be such amount as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency, see “ <i>Certain Restrictions - Notes having a maturity of less than one year</i> ” above, and save that the minimum denomination of each Note will be €100,000 (or, if the Notes are denominated in a currency

other than euro, the equivalent amount in such currency).

The minimum denomination of each Legended Note will be U.S.\$200,000 or its approximate equivalent in other Specified Currencies.

**Taxation**

All payments in respect of the Notes will be made without deduction for or on account of withholding taxes imposed by any Tax Jurisdiction as provided in Condition 8. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances provided in Condition 8, be required to pay additional amounts to cover the amounts so deducted.

**Negative Pledge**

The terms of the Notes will contain a negative pledge provision as further described in Condition 4.

**Events of Default**

The terms of the Notes will permit the acceleration of the Notes following the occurrence of certain events of default as further described in Condition 10.

**Status of the Notes**

The Notes constitute the direct, unconditional and unsecured obligations of the Issuer and (subject as provided in Condition 4 (*Negative Pledge*)) rank and will rank *pari passu*, without any preference among themselves, and with all other unsecured External Indebtedness of the Issuer, from time to time outstanding, provided, however, that the Issuer shall have no obligation to effect equal or rateable payment(s) at any time with respect to any such other External Indebtedness and, in particular, shall have no obligation to pay other External Indebtedness at the same time or as a condition of paying sums due on the Notes and vice versa.

**Meetings of Noteholders, Modification and Waivers**

The terms of the Notes contain a “collective action” clause, which permits defined majorities to bind all Noteholders. If the Issuer issues debt securities that contain collective action clauses in substantially the same form as the collective action clause in the terms of the Notes, the Notes would be capable of aggregation for voting purposes with any such debt securities, thereby allowing “cross-series” modifications to the terms and conditions of all affected Series of Notes (even, in some circumstances, where majorities in certain Series did not vote in favour of the modifications being voted on).

See Condition 14 and “*Risk Factors—The Notes contain “collective action” clauses under which the terms of the Notes and/or multiple series of debt securities issued by the Issuer, including the Notes, may be amended, modified or waived without the consent of all the holders of the Notes or all the holders of any other series of debt securities being aggregated, as the case may be.*”

**Rating**

Series of Notes issued under the Programme may be rated or unrated. Where a Series of Notes is rated, such

rating will be disclosed in the applicable Pricing Supplement and will not necessarily be the same as the rating assigned to the Issuer. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

**Listing**

Application may be made for Notes issued under the Programme to be listed on the London Stock Exchange.

Notes may be listed or admitted to trading, as the case may be, on other or further stock exchanges or markets agreed between the Issuer and the relevant Dealer in relation to the Series. Notes which are neither listed nor admitted to trading on any market may also be issued.

The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and/or admitted to trading and, if so, on which stock exchanges and/or markets.

**Governing Law**

The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, English law.

**Selling Restrictions**

There are restrictions on the offer, sale and transfer of the Notes in the United States, the United Kingdom, the Republic of Angola, Singapore, the PRC and Hong Kong and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes, see “*Transfer and Selling Restrictions*”.

**United States Selling Restrictions**

Regulation S, Category 1 and/or Rule 144A, as specified in the applicable Pricing Supplement.

## **RISK FACTORS**

*The Issuer believes that the following factors may affect Angola's economy and the Issuer's ability to fulfil its obligations under Notes issued under the Programme. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes issued under the Programme are also described below. These factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. The Issuer believes that the factors described below represent the principal risks inherent in investing in Notes issued under the Programme, but the inability of the Issuer to pay principal, interest or other amounts on or in connection with any Notes may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding Notes issued under the Programme comprise an exhaustive list of the risks inherent in investing in such Notes, and the Issuer may be unable to pay amounts due on the Notes for reasons not described below. Prospective investors should also read the detailed information set out elsewhere in this Base Offering Circular prior to making any investment decision.*

### **FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING RISKS ASSOCIATED WITH ANGOLA**

#### **Risks relating to Angola's global position as an emerging market issuer**

***Investing in securities involving emerging markets generally involves a higher degree of risk than investing in securities in more developed markets.***

Investing in securities involving emerging markets, such as Angola, generally involves a higher degree of risk than investments in securities of corporate or sovereign issuers from more developed countries. These higher risks include, but are not limited to, higher volatility and more limited liquidity in respect of the Notes, political risk, social unrests, terrorism and obstacles to effectively combating the financing of terrorism, inflation, currency volatility, exchange controls, instability in neighbouring countries and surrounding regions, corruption, money-laundering, a narrow export base, budget deficits, delays in reform and transformation agendas, lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Emerging market countries can also experience more instances of corruption by government officials and misuse of public funds than do more mature markets, which could adversely affect the country and the perception of doing business therein, all of which can affect the ability of governments to meet their financial commitments domestically and internationally, including but not limited to obligations under issued securities. As a consequence, an investment in securities issued by Angola, such as the Notes, carries risks that are not typically associated with investing in securities issued in more developed markets.

Angola's economy is susceptible to adverse developments similar to those suffered by other emerging market countries. Investors should also note that emerging markets such as Angola are subject to rapid change and that the information set out in this Base Offering Circular may become outdated relatively quickly. Accordingly, investors should exercise particular care in evaluating the risks involved and must decide for themselves whether, in light of those risks, their investment in the Notes is appropriate. Investing in emerging markets, such as Angola, is only suitable for sophisticated investors who fully appreciate the significance of the risks involved and investors are urged to consult their own legal and financial advisers before making an investment in the Notes.

Emerging markets, including Angola, have been and may continue to be significantly affected by the state of the global economy, including by volatility in global commodity prices and any material increase in the cost of essential imports. Additionally, disruptions in the international capital markets, central bank intervention, global trade disputes and changing regulatory environments can lead to reduced liquidity and increased credit risk premiums for certain market participants and result in a reduction of available financing. Countries located in emerging markets may be particularly susceptible to these disruptions and changes and also to reductions in the availability of credit or increases in financing costs, which could result in them experiencing financial difficulty and an increase in the perceived risks associated with investing in such countries. Furthermore, countries located in emerging markets may be disproportionately subject to geopolitical conflicts and tensions. See *"Geopolitical and other challenges and uncertainties, including due to the ongoing conflicts between Russia and Ukraine as well as Israel, Hamas and Iran could adversely affect the global economy and Angola's financial condition"*.

Furthermore, because international investors' reactions to events occurring in one emerging market country sometimes appear to demonstrate a "contagion" effect, in which an entire region or class of investment is disfavoured by international investors, Angola could be adversely affected by negative economic or financial developments in other emerging market countries. For example, according to the International Monetary Fund (2024 Regional Economic Outlook: Sub-Saharan Africa), 19 out of 35 of the region's low-income countries are at a high risk of debt distress or are already in distress. As of the date of this Base Offering Circular, both Zambia and Ghana have recently undergone extensive sovereign debt restructurings. Any possible defaults or forced restructuring in other African nations could affect the market's perception of Angola and have consequential and adverse effects on Angola's economy.

Any of the aforementioned risks could have a negative effect on the Angolan economy, and on Angola's ability to meet its debt obligations, including its ability to meet its obligations under the Notes.

Investors should also note that emerging markets, such as Angola, are subject to rapid changes and that the information set out in this Base Offering Circular may become outdated relatively quickly.

### **Risks relating to Angola's financial condition from external events, exposures or factors**

#### ***Angola's economy is highly dependent on oil production and vulnerable to decreases in global market prices for oil.***

Despite economic diversification efforts to increase Angola's non-oil and gas sector contribution to GDP, which was 40 per cent. in the mid-1980s and 70.3 per cent. in 2023, the Angolan economy and its revenues have been, and are expected to continue to be, significantly dependent on the oil and gas sector which, in 2023, represented 29.7 per cent. of total GDP, 94.0 per cent. of export earnings and 12.5 per cent. of total revenues. For 2022, the oil and gas sector represented 29.6 per cent. of GDP, 94.9 per cent. of export earnings and 14.8 per cent. of total revenues.

Global oil prices have fluctuated in the past and will continue to fluctuate in the future. International oil price volatility is due to many factors, including global demand, changes in governmental regulations, general economic conditions, international conflicts, competition from alternative energy sources and weather. For example, in April 2020, the price of Brent crude oil fell to U.S.\$23.0 per barrel as a result of the Covid-19 pandemic before rebounding to U.S.\$83.0 per barrel in October 2021. Furthermore, as a result of the military conflict between Ukraine and Russia, the price of Brent crude oil surged to U.S.\$133.18 per barrel in March 2022 before dropping to U.S.\$76.64 as at December 2023. As at 30 June 2024, the price of Brent crude oil remained stable at U.S.\$83.06. In Angola, declining production has also been caused by a natural decline in oil fields, marked degradation of production systems, reduced operating efficiency, delays in the start-up of new projects, and temporary suspensions of platform operations in order to optimise technical and human resources.

The volatility in oil prices that began in mid-2014, has had a significant impact on Angola's recent fiscal performance. A budget deficit (on an accrual basis) of 1.9 per cent. of Angola's GDP for the year ended 31 December 2020 was recorded. As a result of the higher oil prices and increased oil and non-oil revenues in 2021, Angola recorded a fiscal surplus (on an accrual basis) of 3.1 per cent. of GDP in 2021 as opposed to the anticipated fiscal deficit of 2.3 per cent. of GDP estimated in the 2021 National Budget. The 2022 National Budget targeted an overall budget surplus of AOA 1.5 billion or 0.003 per cent. of Angola's GDP, assuming an overall average oil price of U.S.\$59 per barrel of oil. The higher than budgeted average oil price in 2022 (U.S.\$101.0 per barrel) led to the increase in oil tax revenue by 26.0 per cent. and a surplus of 2.7 per cent. of GDP. The 2023 National Budget targeted an overall budget surplus of AOA 559.8 billion or 0.9 per cent. of Angola's GDP, assuming an overall average oil price of U.S.\$75 per barrel of oil. As was the case in 2022, average oil prices were higher in 2023 than budgeted (U.S.\$81.6 per barrel), however the lower than predicted production, led to a deficit of 0.1 per cent. of GDP. The 2024 National Budget targets an overall budget surplus of AOA 17.4 billion or 0.02 per cent. of Angola's GDP, assuming an overall average oil price of U.S.\$65 per barrel of oil. See "*Public Finance*".

Any decline in oil prices below the level assumed in the 2024 National Budget may materially and adversely affect Angola's revenues which, in turn, may materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

In addition to oil prices, Angola's revenues depend on oil production volumes. The Angolan oil sector produced 1.47 million barrels, 1.38 million barrels, 1.27 million barrels, 1.14 million barrels, 1.07 million barrels, and 1.10 million barrels of oil per day ("**bbl/d**") in 2018, 2019, 2020, 2021, 2022 and 2023, respectively. The 2024 National Budget estimates that the oil sector will slightly decrease production in 2024 and produce 1.06 million barrels of oil per day with an estimated average price of U.S.\$65.00 per barrel. As at 30 September 2024, 1.13 million barrels of oil were produced by the Angolan oil sector. An inability to grow or maintain oil production levels or any future oil production decreases caused as a result of a failure to maintain existing infrastructure or by a failure to attract the substantial levels of investment in exploration and development of Angola's oil resources that Angola requires, may result in lower economic growth in Angola and decreases in Angola's revenues. See "*The Economy – Primary Industry Sectors – Oil Industry – Development of regulatory framework*". Volatility in the amount of oil produced in Angola directly impacts Government revenues, as does the price of oil. This may, in turn, materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

In recent years Angola has not achieved its production targets and crude oil production declined in 2018, 2019, 2020, 2021 and 2022, with a minor production increase in 2023. Covid-19 pandemic-related shutdowns, under-investment in the sector by operators, technical problems and a steep decline in rates of production at older deepwater fields have resulted in lower than expected production levels. The technical problems experienced relate to water injection systems, gas cooling, and floating, production, storage and offloading ("**FPSO**") units associated with some projects. Such technical problems have caused lengthy maintenance work and disruption to supply in respect of some fields. Furthermore, bureaucracy in the concession and bidding process, together with high realisation periods between the auction of oil blocks and production commencing at sites, adversely impacts oil production capacity.

The Organization of the Petroleum Exporting Countries ("**OPEC**") members have historically entered into agreements to reduce their production of crude oil. Such agreements have sometimes increased global crude oil prices by decreasing the global supply of crude oil. As of 1 January 2024, Angola is no longer a member of OPEC and is not affected by any such agreements in determining the supply of oil. Leaving OPEC may be perceived by investors as a sign of financial or operational challenges, such as the inability to meet OPEC's production quotas, which could raise concerns about Angola's oil sector's health and future profitability. In addition, operating outside of OPEC could lead to challenges in managing production levels and securing competitive oil prices, potentially impacting government revenues and economic stability. Furthermore, there is a risk that the incoming U.S. administration could impact global oil prices through its energy policies, such as promoting increased domestic oil production, easing industry regulations, and reshaping geopolitical relations with key oil-producing nations, potentially influencing supply and market dynamics.

Growth in the Angolan economy is dependent on continued economic diversification, growth in the non-oil economy and continued focus of the government of Angola (the "**Government**") on economic and monetary reform. Any decline in global market prices for oil or in Angola's crude oil production rate would negatively impact Angola's revenues, which could require significant reductions in public spending and could materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola's economy and its ability to repay its debt, including the Notes.

***Geopolitical and other challenges and uncertainties, including due to the ongoing conflicts between Russia and Ukraine as well as Israel, Hamas and Iran could adversely affect the global economy and Angola's financial condition***

The global economy and geopolitical landscape have been under strain following increased tensions between nations. On 24 February 2022, Russian military forces invaded Ukraine, and sustained conflict and disruption in the region is likely to continue for the foreseeable future. This conflict has led to significant market and other disruptions, including significant volatility to commodity prices and to the supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences. The situation evolved rapidly and the United States, the

European Union, the United Kingdom, and other countries implemented sanctions and export controls against Russia, that continue to be in place and may increase as the conflict perdures. Angola cannot ensure that additional sanctions, export controls or other measures will not be implemented against Russia, Belarus and other countries, regions, officials, individuals, or industries in the respective territories.

On 7 October 2023, Hamas militants infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Thereafter, Hamas militants launched extensive rocket attacks on the Israeli population and industrial centres located along the Israeli border with the Gaza Strip. Shortly following the attack, Israel's security cabinet declared war against Hamas. On 30 July 2024, Israeli military forces killed Ismael Haniyeh, the Hamas leader, via a drone strike carried out on Iranian soil. Following the beginning of Israel's military operation in the Gaza Strip, Hezbollah militants have routinely engaged in missile attacks originated from Lebanese soil generating several civilian casualties. Israel, in response, engaged in missile and drone strikes primarily targeting military and industrial centres in Lebanon. Following the escalation of hostilities between Israel and Hezbollah, prominent individuals within the Israeli military forces have been considering the possibility of an all-out war between the two countries. The intensity and duration of Israel's current war against Hamas and Hezbollah is difficult to predict, as are such war's economic implications on the global geopolitical landscape. According to the World Bank, a prolonged Israel, Hamas and Hezbollah conflict and an escalation of the conflict in the region could trigger substantial energy supply disruptions.

On 13 April 2024, Iran launched extensive drone and rocket attacks on the Israeli population and industrial centres located across the country. The attack was largely neutralized by Israeli aerial defences and the support of allied states. On 18 April 2024, explosions were heard in the city of Isfahan in Iran, in what is believed to be a limited retaliatory strike by Israel. While the international community has advocated for a de-escalation of the tensions, the possibility of a full-fledged regional war arising from the current Iran-Israel conflict persists.

Angola has no way to predict the progress or outcome of the conflicts or related impacts in Ukraine, Russia, Belarus or the Middle East as those conflicts, and any resulting government reactions, are beyond the Angola's control. The extent and duration of any such military action, sanctions and resulting market disruptions, particularly in connection with commodities markets where Angola is highly exposed, could be significant and may have a substantial impact on the global economy and Angola's financial condition for an unknown period of time. Any of the abovementioned factors may adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

***Angola is located in a region that has been subject to ongoing political and security concerns.***

Angola is located in a region which has, at times, experienced political instability. Wars, social unrest, epidemics, illegal immigration and/or increased fragility in other countries bordering, or close to, Angola are common. In particular, the ongoing civil war in the Democratic Republic of Congo ("**DRC**") and the 'state of siege' in place in eastern DRC, principally on account of ongoing paramilitary activities, poses a threat to stability in the region and there can be no assurance that a political solution to the civil war is obtainable or sustainable. For example, following a contested election in December 2024 where President Félix Tshisekedi was re-elected, hostilities between the military and various non-state backed armed groups, particularly the M23 rebels group, a Rwandan-backed paramilitary group, and the Allied Democratic Forces ("**ADF**"), an Islamic State affiliated group, resumed. As of March 2024, and according to the UN, the number of displaced people in the DRC as a result of the ongoing civil war reached 7.2 million.

Moreover, African states' governments, particularly in the sub-Saharan region, are highly volatile and, often, leadership changes are driven by social unrest and carried out by the armed forces. For example, since August 2020 there have been several *coups d'état* in sub-Saharan Africa, including in Mali (August 2020 and May 2021), in Guinea in September 2021, in Burkina Faso (January and September 2022) and in Niger (July 2023). Such regional threats and fragility among Angola's neighbouring countries may have a material adverse effect on Angola's economy and its ability to engage in international and regional trade which, in turn, may materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes. See "*The Republic of Angola - International and other territorial disputes*".



***Angola may face a lack of continued access to foreign direct investment for several reasons.***

Foreign direct investment (“**FDI**”), which comprises equity capital and other capital inflows into Angola, as well as reinvested oil revenues, has decreased over the last decade, peaking at U.S.\$16.5 billion in 2014 to U.S.\$6.3 billion in 2020. In recent years this has started to increase, achieving U.S.\$6.5 billion, U.S.\$7.0 billion and U.S.\$8.8 billion in 2021, 2022, 2023, respectively. As of 30 June 2024, FDI flows to Angola were approximately U.S.\$4.7 billion. FDI has, in recent years, been impacted by the Covid-19 pandemic and the associated challenging global economic environment. Absent progress in the economic reform agenda and a decrease in the perceived risks associated with investing in Angola, including those described in this Base Offering Circular, as is common with other emerging markets, FDI may decline further, which could adversely affect Angola’s economy and limit sources of funding for infrastructure and other projects that are dependent on significant investment from the private sector. This could, in particular, have an adverse impact on the Angolan economy. If existing levels of FDI continue to decrease, this could significantly impede progress of sectors important to the Angolan economy and its growth, and slow down or halt its economic development.

***Angola is both an importer and an exporter of commodities and, as such, is exposed to fluctuations in global commodity prices.***

Angola is both an importer and an exporter of commodities. Global commodity prices are volatile and highly cyclical. Therefore, fluctuations in commodity prices may result in increasing trade deficit and lower GDP growth, which may, in turn, result in a material adverse effect on Angola’s ability to perform its obligations under the Notes. See “*Geopolitical and other challenges and uncertainties, including due to the ongoing conflicts between Russia and Ukraine as well as Israel, Hamas and Iran could adversely affect the global economy and Angola’s financial condition*”.

***Risks relating to Angola’s financial condition from internal events, exposures or factors***

***The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes.***

The Government has estimated that it needs to raise U.S.\$30.1 billion (13.7 per cent. of budgeted GDP) in 2024 from revenues, borrowings, and other sources to fund its expenditure, including its debt service obligations in 2024. Of this amount, U.S.\$17.9 billion is budgeted to come from revenues and U.S.\$12.2 billion is expected to come from debt financings. In 2023, Angola raised approximately U.S.\$12.7 billion of debt, of which approximately U.S.\$8.3 billion was raised in the domestic market and approximately U.S.\$4.4 billion was raised from the external sector. Angola’s total debt (excluding Sonangol debt) outstanding as at the end of 2023 was U.S.\$63.7 billion (U.S.\$16.9 billion of domestic debt and U.S.\$46.8 billion of external debt), which accounted for 70.4 per cent. of 2023 GDP, an increase from 60.4 per cent. of GDP in 2022.

In addition, the Republic may raise additional debt to fund capital expenditure or health related expenditure plans that were not included in the 2024 National Budget. The Government expects that debt servicing (interest and principal repayments) will account for approximately U.S.\$11.8 billion in 2024 (U.S.\$1.8 billion in 2023), of which approximately 43.1 per cent. (410.1 per cent. in 2023) would account for domestic debt and 56.9 per cent. (310.1 per cent. in 2023) would account for external debt. Angola’s total debt service to total revenues ratio reached 95.9 per cent. in 2023, compared to 56.2 per cent. in 2022, 67.9 per cent. in 2021, 114.4 per cent. in 2020, 86.7 per cent. in 2019 and 102.2 per cent. in 2018, and is expected to reach 93.6 per cent. for the year ending 31 December 2024 and 85 per cent. for the year ending 31 December 2025. Furthermore, the average maturity of Angola’s public debt profile was 7.5 years and, as at 31 December 2023, approximately 15.2 per cent. (or approximately U.S.\$9.7 billion) of public debt was due to mature in less than one year, which if the Government is unable to refinance would result in a material adverse effect on the Angolan economy and its ability to meet its obligations under the Notes.

Recent debt reprofiling initiatives lowered Angola’s aggregate external debt servicing obligations in the short-term; however, such arrangements were limited and time-bound, applying to payments due in respect of certain external debt obligations between 1 May 2020 and 31 December 2021. For example, as a result of the escalation of global economic pressures caused by the Covid-19 pandemic and the global oil supply

shock, Angola availed itself of the G20/Debt Service Sustainability Initiative (the “**DSSI**”) by signing a Memorandum of Understanding with the Paris Club G20/DSSI Secretariat on 31 August 2020 (the “**MOU**”) and two amendments to the MOU on 7 January 2021 and 27 July 2021. Pursuant to the MOU, the representatives of the Paris Club creditor countries provided Angola with a time-bound suspension of debt service due from 1 May 2020 until 31 December 2021. Amounts re-profiled benefit from a one-year grace period for the amount suspended during this period, followed by three years of repayments for amounts subject to the 2020 suspension and five years for amounts subject to the 2021 suspension.

In addition and following the instructions from the G20/DSSI Secretariat, Angola negotiated with certain of its other bilateral creditors, being those sovereign entities that have financing arrangements in place with Angola but are not part of the G20, in order to obtain equal or better treatment than the one granted by the terms and conditions of the DSSI. These negotiations resulted in deferral of principal payments from May 2020 through May 2023. Furthermore, in May 2024, Angola and the CDB agreed for Angola to prepay debts scheduled to mature in September 2024. See “*Public Debt – External Public Debt – CDB Facilities*”. Angola continued – and continues – to make interest payments on such re-profiled bilateral debt, the principal amounts of which were not amortised.

Access to the DSSI for the period 1 May 2020 through 31 December 2021, together with Angola’s debt re-profiling with certain other bilateral creditors, defers in aggregate approximately U.S.\$6.4 billion of debt service payments through the periods indicated. See “*Public Debt – External Public Debt – Composition of Angola’s external debt*”.

The Government’s current policy is that capital expenditures be funded by a combination of its own resources and by external indebtedness, which may lead to a significant increase in external indebtedness and higher related interest costs, as the Government seeks to fund significant capital expenditure plans.

Any significant future borrowings beyond sustainable thresholds, including domestic debt to finance Angola’s fiscal deficit, borrowing under credit agreements entered into with lenders and the issuance of further external debt in the international capital markets (including any Notes offered issued under the Programme), could increase Angola’s risk of external debt distress, including risks related to the Notes. The terms and conditions of the Notes (the “**Conditions**”) do not restrict additional unsecured borrowing by the Republic.

Over recent years, the Republic’s debt profile has been characterised by a material increase in the ratio of public debt (in Kwanza terms) to GDP, principally due to lower nominal GDP, additional borrowing to fund fiscal deficits and depreciation of the Kwanza against the U.S. dollar. The ratio of public sector debt to GDP and debt service to revenue ratio are expected to remain high for the medium-term thereby constraining Angola’s ability to absorb significant shocks (in particular, related to a decrease in the price of oil) or incur borrowings beyond the IMF’s EFF programme projections. Should the Republic incur relatively high levels of debt through continued borrowing or suffer from decreasing GDP, it may materially and adversely affect Angola’s ability to meet its obligations under the Notes.

As at 31 December 2023, 25.9 per cent. of Angola’s total external Government debt (excluding Sonangol) consisted of oil pre-payment facilities, whereby debt servicing and repayment of a loan is made from a designated offshore account into which Angola’s receivables from a particular oil sales contract are deposited. That account further provides credit support in respect of that particular loan, providing the relevant creditor with a degree of security not enjoyed by Noteholders. Pursuant to the Medium Term Debt Strategy 2024-2026 (as defined below), Angola has undertaken to restrict financing based on commodity collaterals, including oil-collateralised medium-term financing. See “*Public Debt – External Public Debt – Composition of Angola’s external debt*”. Any failure to adequately manage Angola’s current and future debt, including new borrowings beyond sustainable levels, may adversely impact Angola’s economy and its ability to repay its debt, including the Notes and/or to refinance its debt.

Further, as at 31 December 2023, existing arrears of the Government stood at approximately U.S.\$3.6 billion or 2.6 per cent. of GDP. The Government intends to clear its existing arrears over the medium term, with approximately U.S.\$6.6 billion being cleared in 2024 and plans to settle a further U.S.\$252 million included in the 2024 National Budget. The Government has committed to strengthening public financial management systems via clearing the existing stock of domestic payments arrears and avoiding their future recurrence; enforcing budget ceilings and avoiding reallocation of spending without National Assembly approval;

strengthening budget oversight by the National Assembly and the Audit Court; holding budget officers more personally accountable for unauthorised expenditure and enhancing transparency by publishing in-year and annual fiscal reports and improving government finance statistics. If the Government does not implement any such strategies or they fail to have the intended effect, new arrears may accumulate.

***Angola has on occasion been in breach of covenants or default under certain existing financing agreements and has sought waivers and/or amendments to remain compliant. If Angola is unable to remain in compliance with its existing or future financing agreements (including loan agreements and terms and conditions of bonds) and is unsuccessful in amending the relevant covenants or obtaining waivers, lenders in such facilities may accelerate their loans, which could result in a cross acceleration on the Notes.***

Angola has entered into certain financing agreements that include, *inter alia*, covenants regarding the use of proceeds and the repayment of amounts borrowed under such financing agreements. Angola has been in breach of the use of proceeds covenant under the IBRD Facility due to an administrative error (see “*Composition of Angola’s external debt - Bitá water production, transmission and distribution facilities and system*”). Angola is also a party to an arbitration in relation to a syndicated facility entered into with certain lenders. The facility was performed in accordance with its terms until each of the lenders became subject to international sanctions, the effect of which was to restrict the parties’ ability to perform the facility in accordance with its terms. One lender has recently commenced arbitral proceedings claiming that an event of default has occurred and that it is entitled to full repayment of its portion of the loan. There is no evidence that that lender has the required majority lender consent of 66 2/3rds and therefore, any demand or action taken by that lender in its own name contravenes the terms of the loan documentation. As such, Angola denies that the lender is entitled to accelerate the loan or pursue the claim and intends to defend the arbitration. (see “*Composition of Angola’s external debt – Other defaults*”).

Angola is working towards remedying these breaches and/or defaults, but if Angola is not able to comply with the terms of its agreements, amend its financing agreements and/or repay or prepay its existing loan facilities, new waivers or amendments for non-compliance will have to be obtained in respect of the existing breaches or any future non-compliance. There can be no assurance that Angola will be able to obtain waivers for non-compliance that may be required from time-to-time or on a repeated basis in the future. If Angola fails to obtain any required waiver, Angola could be in default of the applicable financing agreement, which could give the relevant lender or financing provider the right to accelerate or redeem the relevant facility or security instrument.

Any such acceleration or redemption could trigger cross-default provisions in Angola’s financing agreements, including Notes issued under the Programme, which could, in turn, require Angola to repay, restructure or refinance certain of its outstanding indebtedness. There can also be no assurance that Angola would be able to repay or complete any such required restructuring or refinancing. Any of the foregoing may adversely impact Angola’s ability to repay its debt, including the Notes and/or to refinance its debt.

***If the Government is unable to achieve budgetary targets and maintain Angola’s fiscal surplus, Angola’s economic growth may be adversely affected.***

If the Government is unable to control expenditure, the Government expects that, going forward, the financing of Angola’s deficit may lead to increased external indebtedness. If the Republic is not able to raise sufficient debt to address any deficit, it may be forced to cut capital and/or current expenditures impacting GDP growth. Increasing fiscal uncertainty may also serve to discourage foreign investment in Angola. Furthermore, in response to changing macro-economic conditions, Angola has in the past, and may in the future, revise the budgets that are approved by its National Assembly. For example, the 2019 National Budget and 2020 National Budget were each revised after they were originally approved and published. There is no assurance that the budgeted targets of the Government will not change or that they will be achieved. See “*Angola’s economy is highly dependent on oil production and vulnerable to decreases in global market prices for oil*”.

As of the date of this Base Offering Circular, higher interest rates and a strong U.S. dollar has made other financing options available to the Government more expensive and has contributed to increased fiscal uncertainty which may also serve to discourage foreign investment in Angola. If the Government is not able

to implement policies to achieve budgetary targets and limit any future fiscal deficit, it may result in a material adverse impact on the Angolan economy.

***Angola has concentrated debt exposure to China which is also the single largest importer of Angolan oil. Any adverse developments with the Chinese economy may impact the future ability of Angola to increase its borrowings.***

In 2023, outstanding bilateral and commercial external debt due to China and Chinese commercial banks amounted to U.S.\$21.1 billion, representing 45.0 per cent. of total external borrowing. Furthermore, since 2006, China has been the largest single importer of Angolan oil. In 2023, China accounted for 56.8 per cent. of Angola's crude oil exports amounting to U.S.\$17.9 billion. Following the Covid-19 pandemic and the real estate crisis, sparked by the collapse of Evergrande in 2021, and spreading throughout the Chinese financial system, the Chinese economy slowed down significantly trimming demand for raw materials, including Angolan oil. Further disruptions to economic stability or growth in China, further fluctuations in demand for crude oil from China or any rupture in economic or political relations between Angola and China or between China and other nations, could have an adverse effect on the Angolan economy, which, in turn, may materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

***Challenges in the implementation of economic and financial reforms and the lack of available financing may have a negative effect on the performance of the Angolan economy.***

In order to ensure the sustainable growth of Angola's economy, the Government has been implementing a wide range of economic, financial and banking system reforms, and improvements of the legal, tax and regulatory environment, including the following:

#### *National Development Plan 2023-2027*

The National Development Plan 2023-2027 was published by the Government on 30 November 2023 (the "**NDP 2023-2027**"). See "*The Republic of Angola – National Development Plan 2023-2027*".

#### *Other Government programmes and initiatives*

As part of the Government's social and economic agenda, various other policy initiatives have been adopted or are planned, including the following:

- Policy measures and actions to reform the customs regime, promote private sector investments, diversify the economy away from the oil sector, to broaden the tax base and to facilitate access to credit to further foster private investment in Angola by both local and foreign investors. The staged introduction of value added tax commenced in October 2019, after delays in implementation.
- Removing personal income tax exemptions for certain taxpayers and the introduction of a new electric energy sales tariff.
- A privatisation programme over the next three years of up to 172 state-owned enterprises (the "**PROPRIV**"), including Sonangol, the national airline ("**TAAG**"), Unitel, Angola Telecom and the national diamond company (Endiama), in order to raise revenue, drive efficiency, support the broader economic strategy and encourage private investment in the Angolan economy. There have been delays in the implementation of PROPRIV on account of Covid-19 interruption. As part of the PROPRIV, subsidiaries of certain state-owned enterprises including Sonangol, will be partially or fully privatised. The current intention is for a portion of the shares of the relevant state-owned enterprises to be listed on the Angolan stock exchange, or "*Bolsa de Dívida e Valores de Angola*" ("**BODIVA**"). See also "*The Economy – Privatisation and Public-Private Companies*".
- Pursuant to Law No. 5/19 (the "**Petroleum Activities Law 2019**"), the ANPG, created by Presidential Decree 49/19, has the exclusive rights and powers for the exploration and production of oil in Angola, which formerly belonged to Sonangol pursuant to the Petroleum Activities Law 2004. The ANPG also has the prerogative to grant exploration and production rights to petroleum companies, providing this is subsequently approved in a Concession Decree. Companies designated in Concession Decrees are permitted to engage in the exploration and production of petroleum in

partnership with the ANPG. However, Sonangol has preferential rights to receive a minimum participative interest of 20 per cent. in all new oil concessions and to be designated as producer in all oil concessions if it can demonstrate the sufficient technical and financial capabilities. The ANPG also has the prerogative to grant permission to trade oil on behalf of Angola. The ANPG has granted this exclusive right to Sonangol, and to receive funding of up to 20 per cent. in all exploration activities in which it does not act as producer. The transfer of authority over exploration and production of oil in Angola from Sonangol to ANPG represents a positive development as Angola continues to work towards increasing oil and gas production and increasing transparency within exploration processes. These reforms of Angola's oil and gas regulation framework pose potential risks during the current transitional period.

- As part of its efforts to improve the quality of life of the population, the Government developed the Integral Plan for the Intervention of Municipalities (*Plano Integrado de Intervenção nos Municípios*) in 2019 (the “PIIM”), which aims to devolve the Government's administrative responsibilities and consequently increase the autonomy of Angolan municipalities so that they form a key role in identifying and responding to the needs of local communities. The 2021 National Budget earmarked approximately U.S.\$2 billion for the PIIM, while the 2022 National Budget has set aside U.S.\$0.46 billion. See “*Public Finance – Fiscal Reforms in the period 2018-2022 – Integral Plan for the Intervention of Municipalities*”.

Continued pursuit of medium-term and long-term objectives, including those set forth above and in the NDP 2023-2027, will depend on a number of factors including continued political support in Angola and across multiple government ministries, adequate funding, the outcome of policy reviews, improved security, power sector reform, availability of human capital and significant coordination. In order to fund these plans, the Government's capital expenditure in 2023 was U.S.\$3.05 billion and is budgeted at U.S.\$2.60 billion in 2024 (excluding capital expenditure by Sonangol) in the 2024 National Budget. The significant funding requirements for these plans have been challenging to meet and may continue to do so, and the funding requirements for these initiatives may lead to an increase in Angola's outstanding debt. If fiscal resources prove inadequate, it may not be possible to pursue adequately all of the public capital projects set forth in the NDP 2023-2027.

The economic and other assumptions underlying the objectives set forth in the NDP 2023-2027, including with respect to oil prices and production, GDP growth, inflation, external debt, and the fiscal deficit may be delayed, or may not be met at all, which would undermine Angola's ability to achieve the stated objectives. Failure to achieve one or more of the objectives or complete certain public capital projects set forth in the NDP 2023-2027 may render it difficult to achieve other stated objectives, and Angola's ability to achieve its strategic objectives may be affected by many factors beyond its control. Moreover, some planned reforms may disadvantage certain existing stakeholders, who may seek to curtail such reforms. If the Government is not able to fund or implement the medium-term objectives contained in the NDP 2023-2027, or if there is a delay in such funding or implementation, then the Government may not be able to meet the long-term strategic objectives set forth in the NDP 2023-2027, which could result in an adverse effect on the economy of Angola and its ability to meet its obligations under the Notes.

***Angola's economic growth targets may not be achievable if it fails to rebuild and rehabilitate its infrastructure efficiently.***

The maintenance and strengthening of Angola's economic growth and the success of its initiatives to diversify its economy will depend upon it having adequate infrastructure. Good quality roads, bridges and railway networks, efficient ports, and airports, as well as reliable power sources, developed telecommunication technologies and extensive water supply throughout Angola are critical preconditions to greater private sector investment and increased economic productivity. Despite the reconstruction efforts, Angola's infrastructure is still damaged, destroyed, undeveloped or absent as a result of the 27-year long Civil War. Angola is reliant on foreign funding, technical assistance, and investment to rebuild, rehabilitate and expand its infrastructure. Infrastructure projects in Angola require funding from the Government's own funds, from creditors, both external and domestic, and from FDI.

The Government has been making significant investments in energy-related infrastructure development, with the Baynes Binational Hydropower Project (with an expected cost of U.S.\$1.2 billion, to be jointly

financed by Angola and Namibia). Furthermore, in January 2021, DP World secured a 20-year concession to operate the multi-purpose terminal of the port of Luanda, in which it plans to invest approximately U.S.\$190 million over the course of the concession. Going forward, the Government plans to invest in various infrastructure projects in the energy production, transmission and distribution sector, the water supply and sanitation sector, the road, rail, maritime and airport sectors, the telecommunications sector, as well as modernizing national infrastructure and improving management of natural resources in alignment with the NDP 2023-2027 priorities and goals. As part of revitalizing the rail network throughout Angola, the United States has committed approximately U.S.\$250 million to link key African mines to Angola's shorelines. In 2023 Sonangol, in partnership with Gemcorp, secured U.S.\$335 million to finance the construction of the Cabinda refinery.

Further, there is private sector participation for the prospective construction and development of a refinery in Cabinda. See *"The Economy – Primary Industry Sectors – Oil Industry – Mid-stream and down-stream services"*. If funding for such infrastructure projects cannot be raised, Angola may have to reduce the number and/or scale of the projects in which it plans to invest.

The relatively low price of exported crude oil, supply disruptions (both domestic and internationally) and business activity closures and volatility in the foreign exchange market, has placed pressure on the Angolan construction and real estate sectors pushing up the price of imports and adversely impacting job creation in these sectors. Construction comprised 5.4 per cent. of Angola's GDP in 2023, continuing a downward trend since 2019 (10.7 per cent.). If Angola is not able to fund new opportunities in the construction and real estate sectors it may have to reduce the number and/or scale of the projects in which it plans to invest, which could result in continued loss of jobs. See *"The Economy – Primary Industry Sectors – Construction"*.

Although in recent years Angola has made significant investments to rebuild, rehabilitate and develop its infrastructure, Angola's inability for any reason to achieve adequate progress in these initiatives, as it has experienced in the past (due to factors such as delayed deadlines for the completion of projects, delays in commencing work, disruption of work and significant cost overruns), the Government's decision to delay projects in the event of sub-optimal fiscal performance or an inability to raise the sum required to fund the rebuilding, rehabilitation and development (regardless of whether Angola has committed to spend such amounts), could materially affect its ability to diversify its economy and meet its economic growth targets which, in turn, may materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.

***Failure to adequately address actual and perceived risks of corruption may adversely affect Angola's economy.***

According to Transparency International, an international non-governmental organisation that monitors and publicises corporate and political corruption, Angola was ranked 121<sup>st</sup> out of the 180 countries surveyed in 2023 as compared to 136<sup>th</sup> out of 180 countries in 2021. In addition, independent international organisations have identified corruption and misuse of funds by public officials as significant challenges facing Angola. For example:

- i) Mr. Manuel Vicente, who served as Angola's vice president between 2012 and 2017, was charged in Portugal with corruption and accused of bribing a high-ranking Portuguese prosecutor. The prosecution was transferred to Angola in 2018, and proceedings are currently before Angolan courts. See *"The Republic of Angola – International Relations – Portugal"*;
- ii) in January 2022, the Angola's Attorney General's Office launched an investigation into certain real estate transactions involving the Angolan Transport Minister, Ricardo Viegas d'Abreu;
- iii) Isabel dos Santos, the daughter of former president José Eduardo dos Santos, is subject to various Angolan and non-Angolan proceedings relating to her tenure as chairwoman of Sonangol. Isabel dos Santos was removed from her role as chairwoman of Sonangol by President Lourenço in November 2017. As part of the ongoing investigation certain personal and corporate bank accounts relating to Isabel dos Santos have been frozen and she has been ordered to surrender certain assets held indirectly in Sonangol. Furthermore, the United States has placed certain visa restrictions on Isabel dos Santos as part of its global anti-corruption measures. In December 2022, Angola's Supreme Court has ordered the preventive seizure of assets worth approximately U.S.\$1.0 billion

held by Isabel dos Santos, citing that authorities had gathered enough evidence in connection with the alleged embezzlement and money laundering allegations involving the daughter of the former president of Angola. In December 2023, a UK court granted a worldwide freezing order on Isabel dos Santos' assets in connection with embezzlement charges brought forward by Unitel (an Angolan telecom company) stemming from business dealings involving the company and the daughter of the former president. In November 2024, the UK imposed sanctions against her, resulting in the freezing of her assets in the UK;

- iv) in April 2021, former Angolan minister Manuel Rabelais was sentenced to fourteen years in prison on charges of money laundering and misappropriation of public funds between 2016 and 2017;
- v) in February 2022, Carlos Manuel de São Vicente, former head of AAA Seguros – a now-defunct Angolan insurance company, was put on trial for allegedly laundering U.S.\$900 million in relation to the sale of insurance to Sonangol in 2020. On 24 March 2022, he was reportedly sentenced to nine years in prison by the District Court of Luanda, and ordered to pay compensation of approximately U.S.\$500 million;
- vi) in April 2023, Supreme Court Chief Justice, Joel Leonardo, became the subject of an official investigation by the Attorney General's Office under suspicion of multiple acts of corruption, nepotism, and abuse of office. The Chief Justice's office was closed and searched by the Attorney General Office's staff and the Supreme Court Plenary decided to suspend Joel Leonardo from his functions until the end of the investigation. Earlier that year the then-president of the Court of Auditors, Exalgina Gamboa, resigned her post and is currently facing trial under charges of corruption; and
- vii) in August 2024, the former Governor of Luanda, Higino Carneiro was placed under investigation for alleged money laundering and mismanagement of capital, amongst other financial improprieties, during his tenure as Governor.

Since 2010, Angola has introduced a series of laws and regulations to deal with corruption and promote good governance, with the passing of Law No. 5/20 of 27 January 2020 – Prevention and Combating against Money Laundering, the Financing of Terrorism, and the Proliferation of Weapons of Mass Destruction – most recently amended by Law No. 11/2024 of 4 July 2024, and the creation of a National Asset Recovery Service to recover assets financed illegally through public funds, including by freezing bank accounts linked to the related individuals and undertaking – with technical assistance of the World Bank – a National Risk Assessment Programme. See *“The Republic of Angola – Anti-money laundering, anti-bribery, anti-corruption and anti-terrorism measures”*. However, there is currently limited data on how effective existing measures have been in preventing corruption in Angola, and there can be no assurances that such measures will be effective in the future in recovering assets, combating corruption, anti-money laundering and the financing of terrorism in Angola.

Furthermore, December 2020 reforms to the public procurement and contracts regime pursuant to Law No. 41/20 of 23 December (the **“Public Contracts Law”**) represents an evolution when compared to the previous Public Contracts Law, aiming to simplify the Angolan system and make it more flexible. See *“The Republic of Angola – Public procurement procedures”*.

In October 2024, Angola announced a high-level political commitment to work with the Financial Action Task Force (the **“FATF”**) (and the Eastern and Southern Africa Anti-Money Laundering Group the (**“ESAAMLG”**)) to strengthen the effectiveness of its anti-money laundering/counter-terrorist financing regime after being placed on the “grey list”. It remains to be seen how such measures will be successfully enacted. See *“The Republic of Angola – Anti-money laundering, anti-bribery, anti-corruption and anti-terrorism measures”*.

Corruption has many implications for a country, including increasing the risk of political instability, distorting decision-making processes, and adversely affecting its international reputation. Failure to address these issues, corruption, and any future allegations of, or perceived risk of, corruption in Angola could have an adverse effect on the political stability of Angola, on Angola's ability to attract foreign investment and on the Angolan economy, which, in turn, may have a material adverse effect on Angola's ability to meet its debt obligations, including those under the Notes.

***Angola's banking sector faces challenges such as high rates of NPLs, which could have an adverse impact on the banking sector as a whole and may impact the ability of Angola to diversify its economy away from oil.***

While there are a total of 23 banks operating in Angola, banking assets are highly concentrated in six major banks across the country, with the six banks accounting for 69.7 per cent. of deposits and 63.6 per cent. of loans as at 31 December 2023. On 27 November 2024, Access Bank completed its acquisition of Standard Chartered's shareholding in subsidiaries across multiple African countries, including Angola. The Angolan banking sector may continue to consolidate in the future as investment into Angola grows. (see "*External Sector – Foreign Direct Investment*").

The health of the banking sector has recently deteriorated driven by slower economic growth and vulnerabilities in the financial sector persist. In 2017, two banks *Banco de Poupança e Crédito* ("BPC"), which is the largest public bank, and *Banco Angolano de Negócios e Comércio* ("BANC") were undercapitalised and needed to meet prudential requirements. NPLs, as a percentage of total gross loans across the banking sector have decreased substantially from 40.2 as at 31 December 2021 to 15.9 per cent. as at 31 December 2023. Such issues with the banking sector have, and may continue to, materially and adversely affect the liquidity, business activity and financial conditions of banking customers, which, in turn, may hinder business activity generally and Angola's attempts to diversify its economy.

Failure of the BNA to properly supervise Angolan banks, of such banks to control the level of their NPLs and to comply with prudential standards or for the Government and the BNA to mitigate the adverse impact of the loss of U.S. dollar CBR status could result in a material adverse effect on Angola's banking sector, which, in turn, could impact the ability of Angola to diversify its economy away from oil.

***Angola's oil and mining sectors may create environmental hazards.***

Angola's oil and mining sectors represent a significant section of Angola's economy. Oil exploration and extraction and mining activities create and increase the risk of environmental hazards, in particular, in the case of oil exploration and extraction, of oil spills and pollution of both onshore and offshore environments and, in the case of mining, the silting of rivers due to erosion of mine soil waste and residue minerals washed into the rivers. In July 2021, it was reported that tailing dam leaks from the Catoca diamond mine in Angola – which have since been repaired – polluted water, causing fatalities and illness in neighbouring DRC. As with all other mining and oil exploration countries, there can be no guarantee that an incident causing significant environmental damage in Angola will not occur, which could have an adverse effect on the stability and growth of the oil and mining industries in Angola, on the Angolan economy and external investment sentiment. See "*The Economy – Environment*" for a discussion of the programmes designed to improve the Angolan environmental regime.

***Challenges in diversifying its economy may constrain Angola's economic growth.***

In recent years, Angola has been diversifying its economy away from the oil sector by expanding other economic sectors, such as agriculture, construction, financial services and mining, and is currently planning a number of economic and fiscal measures to further progress this economic diversification strategy. However, in 2023, the oil and gas sector represented 94.7 per cent. of Angola's exports, 12.5 per cent. of total revenues and accounted for 29.7 per cent. of its GDP, largely level with the equivalent figures in 2022. Deficiencies in infrastructure levels, lack of private investment, shortages of skilled labour, a developing financial sector and a challenging business environment, including, but not limited to, the length of time required (and complexity of the processes) to start and close a business and difficulties in enforcing contracts present challenges to the implementation by Angola of an economic diversification strategy. See "*– Angola's economic growth targets may not be achievable if it fails to rebuild and rehabilitate its infrastructure efficiently*". No assurances can be given that Angola will succeed in continuing to diversify its economy on a timely basis or at all. If Angola does not successfully further diversify its economy, its economic growth may be limited, which, in turn, may materially and adversely affect Angola's financial condition and its ability to meet its obligations under the Notes.



### ***Challenge in ensuring continued political and social stability.***

The People's Movement for the Liberation of Angola ("MPLA") has been the ruling party in Angola since Angola obtained independence in 1975 and the administration of former President José Eduardo dos Santos had been in power since 1979 through October 2017. The MPLA was elected by a large margin in Angola's 2008 general elections, the first such elections after the end of the Civil War.

On 24 August 2022, a nationwide election took place that resulted in the MPLA winning 51 per cent. of the popular vote and 124 out of 220 seats in the national assembly (the "**National Assembly**"). Mr. João Lourenço of the MPLA being re-elected President. The 2022 national election was considered the most contested since the end of the Civil War with UNITA, the main opposition party, mounting a concrete threat to the MPLA long-lasting leadership. UNITA also challenged the result of the national election in court, but such complaint was dismissed by the Constitutional Court.

In addition, legislation was approved by the National Assembly in 2019 to establish the framework for Angola's first local elections, which were scheduled to be held in 2020 but were postponed due to a delay in drafting the relevant supporting legislation on account of the Covid-19 pandemic. A new schedule for holding local elections has not yet been announced.

If the political climate in Angola were to change significantly, it could lead to political and social instability, which, in turn, may materially adversely affect the Angolan economy, Government revenues or foreign reserves and, as a result, have a material adverse effect on Angola's ability to make payments under the Notes.

### ***There are risks related to security in Angola.***

In spite of the Government's efforts, continued criminal activity, unrest and political conflicts in the country may lead to lower oil production, deter foreign direct investment and lead to increased political instability. For instance, while the Government does not consider them to represent a serious threat to the territorial integrity or political stability of Angola, the Front for the Liberation of the Province of Cabinda ("**FLEC**"), a Cabindan separatist movement, claimed responsibility for shooting at a bus transporting the Togo national football team to Cabinda for the start of the 2010 Africa Cup of Nations, which was hosted by Angola. Since the death of FLEC leader Nzita Tiago in June 2016, there has been conflict between various factions of FLEC fighting for control of the group, as well as skirmishes and military ambushes in Cabinda as a result of FLEC's continuing campaign for the independence of the Province of Cabinda. See "*The Republic of Angola – History – Province of Cabinda*". Peace negotiations between the Government and FLEC begun to intensify in 2021, with several leading figures in the Angolan military and legislature advocating for a peaceful solution to the conflict, however, such conflicts, a breakdown in peace negotiations, an increase in the activity of FLEC (or other separatist groups), could have a material adverse effect on Angola's economy and, therefore, on Angola's ability to meet its debt obligations, including those under the Notes.

### ***Further depreciation in the value of the Kwanza could have a material adverse effect on Angola's economy.***

The Kwanza's average exchange rate against the U.S. dollar has historically – and more recently on account of the impact of the Covid-19 pandemic and foreign exchange liberalisation policies – experienced significant depreciation.

For example, the Kwanza's average exchange rate against the U.S. dollar depreciated by 49.3 per cent. between December 2021 and December 2023. Despite a recovery from year-end 2020 through September 2022, where the Kwanza remained largely stable in nominal terms through and strengthened against the U.S. dollar by 51.7 per cent., depreciation against the U.S. dollar increased to 64.5 per cent. over 2023. This was the result of a significant reduction in U.S. dollars in the exchange market and the irregular sales of foreign currencies by the treasury throughout the year, following unexpected reductions in oil production over the same periods. As at 11 December 2024, the Kwanza's exchange rate against the U.S. dollar was AOA 912.39 to U.S.\$1.0. See "*Exchange Rate History and Controls*".

Despite the recent stabilisation of the Kwanza in 2024, its significant depreciation history, and any further depreciation in the future, could have a material adverse effect on Angola's rate of inflation as a result of higher import prices and rising demand for exports and inflate the cost of servicing Angola's existing U.S.

dollar denominated debt and Angola's existing debt indexed to the U.S. dollar. Moreover, the significant declines in oil prices in recent years, as well as local oil production pressures adversely impacted the value of the Kwanza and may do so again in the future.

The Government and the BNA have targeted foreign exchange liberalisation policies as part of its economic reform agenda. However, the BNA still maintains certain restrictions which limit the effective participation of banks in the foreign exchange auctions. For example, by limiting the amounts that can be bid, the discretionary elimination of bids deemed by the BNA to be speculative, and the requirement for banks to return unsold foreign exchange to the BNA. Such restrictions may hinder the development of an interbank foreign exchange market and prevent the development of effective market-based price information development. Further depreciation may occur in the near future as the official and parallel rates move towards convergence.

As of 31 December 2023, Angola had AOA 3,158.6 billion outstanding under its domestic debt indexed to the U.S. dollar, compared to AOA 3,612.7 billion in 2022, AOA 4,210.8 billion in 2021, AOA 3,278.3 billion in 2020, AOA 4,628.1 billion in 2019, AOA 3,407.7 billion in 2018. All of Angola's outstanding domestic debt indexed to the U.S. dollar remains exposed to any further devaluation of the Kwanza in relation to the U.S. dollar. See “– *High inflation could have a material adverse effect on Angola's economy*” and “– *The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola's economy and its ability to repay its debt, including the Notes*”.

Any of the aforementioned risks could have a negative effect on the Angolan economy, and on Angola's ability to meet its debt obligations, including those under the Notes.

***High inflation could have a material adverse effect on Angola's economy.***

Whilst Angola has recently suffered from high inflation, in recent years inflation in Angola has decelerated significantly, decreasing from a recent high of 27.0 per cent. at the end of 2021 to 20.0 per cent. at the end of 2023. As at October 2024, the year-to-year inflation in Angola stood at 29.17 per cent. These rates of inflation reflected supply disruptions subsequent to Covid-19 (both domestic and internationally), the rising interest rate environment globally, the rise in food prices in international markets, constraints in the international trade logistics chain and adverse weather conditions. In the past, Angola has also experienced very high levels of inflation due to economic instability caused by the Civil War. For example, in 2000, Angola's inflation rate reached 268 per cent. For more information on historical inflation rates, see “*Monetary System – Inflation*”.

The 2024 National Budget estimates that Angola's rate of inflation will reach 15.3 per cent. at the end of 2024. Annual inflation in 2023 has increased from 2022, but remained aligned with historical averages in recent years, reflecting policies of the Government and the BNA's work to tighten monetary policy. However, any further economic shocks and/or prolonged adverse weather conditions cause shortages of food (for example) may cause upward inflationary pressure. As of the date of this Base Offering Circular, Angola's annual rate of inflation for 2024 is expected to be 27 per cent., increasing on the budgeted amount for 2024 largely due to irregularities in food supplies.

Although Angola's monetary policies are aimed at containing inflation, there can be no assurance that the inflation rate will not continue to rise in the future. Significant inflation could have a material adverse effect on Angola's economy and Angola's ability to meet its debt obligations, including those under the Notes.

***Angola's legal and judicial system is relatively underdeveloped and may not always function adequately.***

Angola moved away from socialism in 1991 and was involved in a 27-year long Civil War until 2002, during which it lacked an adequate economic regulatory framework and effective legal enforcement. Since the end of the Civil War, Angola has moved away from a centrally planned economy into a decentralised market economy. Angola is still in the process of developing the legal framework required to support a strong market economy and, as a result, regulation of the economy remains underdeveloped. Possible ambiguities in legislation may create opportunity for authorities to interpret applicable legislation, which in turn may lead to unpredictable decisions. Also, the lack of any established system of precedent means that the risks involved in doing business in Angola could be more pronounced than in jurisdictions with more

developed legal systems. Furthermore, inconsistent legislation and the lack of administrative guidance on its interpretation create an uncertain environment for investment and business activities. Angola's judiciary may not be completely independent from political, social, and commercial forces, and governmental authorities generally have a high degree of discretion, leaving significant opportunities for arbitrary Government action. The absence of a sophisticated legal and regulatory framework to support a free market economy and inadequacies in the functioning of Angola's judiciary could adversely affect Angola's ability to attract future or retain current investments, which, in turn, may materially and adversely affect Angola's financial condition and its ability to repay any Notes issued under the Programme.

***Health risks could adversely affect Angola's economy.***

Tuberculosis, malaria, yellow fever, dengue fever and typhoid fever are major healthcare challenges in Angola with life expectancy in Angola remaining one of the lowest in the world, according to the World Bank. Incidence of tuberculosis (per 100,000 people) peaked in 2009 at 385, falling to 325 in 2023, according to the WHO. Due to low levels of basic sanitation and the low quality of the water supply, Angola has struggled to tackle malaria, which remains the single largest cause of child mortality in the country and is considered to be Angola's greatest public health problem. Angola also faces a risk of epidemics of yellow fever, cholera, rabies and African haemorrhagic fever, as well as other serious diseases spreading from neighbouring countries, including the DRC. (See "*Republic of Angola – Population, education, health and housing – Health*").

Angola is currently experiencing short supplies and delayed distributions of certain essential medication, including drugs used to treat tuberculosis and malaria, antibiotics generally, and antiretroviral for the treatment of HIV. Angola's public healthcare system experiences significant delays in healthcare decision-making processes, including for project approvals and with respect to the payment for and distribution of essential healthcare supplies, including medicines. Angola's Ministry of Health estimates that approximately 1 per cent. of the drugs it distributes do not reach their intended destination due to the lack of adequate electronic information management systems, human resources, and current information on the consumption of drugs. Angola is also currently experiencing a shortage of qualified doctors and has in the past failed to train sufficient numbers of doctors and nurses to adequately support its public health system. The operational efficiency of many of Angola's healthcare facilities is also significantly impaired by lack of effective power supplies, particularly outside of urban areas.

Furthermore, droughts and adverse weather events more generally (in a context of already high poverty rates) as has been experienced since May 2024 across Angola and the wider Southern African region (see – is causing food insecurity and the migration of communities, which has required Government intervention (see "*– The impact of climate change has negatively affected Angola in the past and may negatively affect it in the future*").

No assurance can be given that infant and maternal mortality rates will improve; nor that the diseases currently present in Angola will decline in prevalence; nor that Angola will not experience outbreaks (or epidemics) of more serious diseases, including a resurgence of the Covid-19 pandemic. If infant and maternal mortality rates worsen and/or the prevalence of diseases (including malaria) in Angola increases, no assurance can be given that these factors will not have a material adverse effect on the economy of Angola and, therefore, on Angola's ability to meet its debt obligations, including those under the Notes.

***A significant decline in the level of foreign reserves as a result of the BNA's major role as a main supplier of foreign currency to domestic residents for imports purposes could materially impair Angola's ability to service its external debt, including the Notes.***

Given the fluctuations in Angola's gross foreign reserves, which increased slightly from U.S.\$14.66 billion in December 2022 to U.S.\$14.73 billion in December 2023 but have otherwise decreased U.S.\$16.17 billion in December 2018, its high dependence on oil exports and the fact that Angola pays for its key imports, such as food and refined petroleum, in U.S. dollars, the Kwanza will remain vulnerable to external shocks which could lead to a sharp decline in its value. As of 31 December 2023, gross foreign reserves were U.S.\$14.73 billion, equivalent to 7.1 months of import cover. As of 30 June 2024, the total gross foreign exchange reserves were U.S.\$14.5 billion, equivalent to 8.0 months of imports of goods and services. See "*The External Sector – Foreign Reserves*".

The BNA monitors the Angolan banking system's current account, with a view to maintaining minimum reserves totalling six months of imports. Since the drop in oil prices in 2014, and on account of the economic and monetary pressures following the Covid-19 pandemic and the subsequent interest rate environment, Angola has recently experienced a lack of U.S. dollars in circulation due to falling oil prices, operational issues with oil production, increased debt payments denominated in U.S. dollars and rising demand for U.S. dollars domestically. The reduced U.S. dollar liquidity has negatively affected imports to Angola due to the fact that many imports are paid for in U.S. dollars. If Angola experiences current account deficits, it may deplete its foreign exchange reserves, which, in turn, may result in Angola not being able to meet its debt obligations, including those under the Notes. If the Government is unable to raise additional debt and diversify its economy to increase revenue, it may be required to access its foreign reserves to fund its expenditure. See also “– *The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola's economy and its ability to repay its debt, including the Notes*”.

To the extent that the Government uses BNA deposits (as such deposits are described under “*The External Sector – Foreign Reserves*” and “*Monetary System*” below) to fund any fiscal deficit and/or to service its debt obligations, its foreign reserves will decrease accordingly.

***Angola is highly dependent on foreign imports, in particular food and refined petroleum.***

Angola is highly dependent on foreign imports, primarily food and refined petroleum. The Civil War and a failure to maintain systematic and continuous agricultural practices post-independence, led to a decrease in agricultural activity in Angola. Consequent shortfalls in food production have meant that, in recent years, it has needed to rely on food imports to satisfy domestic food requirements. While the Government is focused on developing the agricultural sector, the country will continue to rely heavily on food imports in the near future. A reduced focus on the growth of the agricultural sector and/or adverse weather conditions may affect Angola's internal production of food and, therefore, increase its dependence upon foreign imports. Angola's high reliance on food imports in an environment of rising prices may lead to significant increases in inflation, which could have a negative impact on the economy.

While Angola produces significant amounts of crude oil, mainly due to a lack of refining capacity, it imports between approximately 70 per cent. and 80 per cent. of the refined petroleum it consumes. Angola currently has only one oil refinery, *Refinaria De Luanda*, which meets between 20 per cent. and 30 per cent. of Angola's refined petroleum needs and has experienced several maintenance-related shutdowns. One oil refinery is under construction in Lobito and two further oil refineries are subject to tenders and development in Cabinda and Soyo. Significant investment is required in order to bring such refineries online and no assurances can be provided as to when they will do so. See “*The Economy – Primary Industry Sectors – Oil Industry – Midstream and downstream services*”. As a result, continued volatility in the price of refined petroleum could have an adverse effect on Angola's economy. Sonangol is currently the only entity in Angola which can import petroleum products, and which are subsidised. Despite the intention to gradually eliminate gasoline and oil subsidies, these increased to 5.3 per cent. of GDP in 2023 (4.6 in 2022), with an environment of rising prices, the Government may need to maintain or create new subsidies, which may result in unplanned budgetary outlays and inflation.

Any such budgetary outlays, public pressure to provide or maintain certain subsidies or excessive inflation may adversely impact Angola's economy and its ability to make payments under the Notes.

***Stability and growth in Angola may be threatened if the Government fails to address high levels of poverty, inequality in income and unemployment.***

Poverty levels in Angola remain high. In 2023 and according to World Bank estimates as of 2018, 16.5 million Angolans, or 52.9 per cent. of the population, lived on less than \$3.65 per day (which is the international poverty line for lower-middle income countries). This includes 9.7 million (31.1 per cent.) living below the international poverty line of \$2.15 per day. This situation worsened significantly during the pandemic, with 33.6 per cent. of the population, nearly 11.1 million people, living on less than \$2.15 per day in 2020.

Furthermore, Angola remains subject to high levels of income inequality, with starkly worse conditions in rural areas, where 53 per cent. of the population lives on incomes below the poverty line relying on

subsistence farming and, particularly in the south, living through severe multi-year droughts. The United Nations Development Programme in its 2022 Human Development Report estimates that Angola's human development index was 0.59, ranking it 158<sup>th</sup> out of 204 countries worldwide on an income equality basis as of 2022. Moreover, in accordance with World Bank estimates, unemployment in the country was 14.6 per cent. in 2023. See “– *A significant portion of the Angolan economy is not recorded*”.

Historically, strike action in Angola – particularly in the public sector – has been rare. However, labour disputes and strike actions have gradually become more prevalent on account of the changed economic landscape resulting from inflation and higher interest rates, as well as the long-lasting impact of the Covid-19 pandemic. For example, in March 2024, government workers went on a three-day strike in order to push for a higher minimum wage.

If Angola continues to suffer from these or increased levels of poverty, income inequality and unemployment, they could become a source of political and social instability. Failure to combat income inequality can limit the shock absorption capacity of the Angolan economy. Furthermore, challenges in reducing poverty, income inequality and unemployment may individually or in the aggregate have negative effects on the Angolan economy and, as a result, a material and adverse effect on Angola's ability to meet its debt obligations, including those under the Notes.

***Angola's growth prospects are vulnerable to the performance of the power sector.***

Despite possessing important energy resources and the ongoing energy sector reforms to significantly increase Angola's energy production capacity in the medium-term, the lack of sufficient, affordable and reliable energy supply remains a serious impediment to Angola's economic growth and development. Only 44 per cent. of Angola's population is estimated by the Government to have access to the state-owned electricity supply in 2023, although it is estimated that some additional users have access to small private and local electricity sources, leaving an estimated 18 million Angolans without access to electricity. Insufficient power generation, aging or insufficient infrastructure, inadequate funding, weak distribution networks and overloaded transformers result in high cost of electricity, frequent power outages, high transmission and distribution losses and poor voltage output. For instance, of those customers served by the National Electricity Distribution Company (*Empresa Nacional de Distribuição de Electricidade*) (the “**ENDE**”) the majority of electricity users are unmetered, and the power sector experiences a high level of illicit connections and other fraud, which has resulted in a lack of revenue collection by electricity suppliers and consequent losses for the sector. While the Government has adopted several measures to deal with these fraud issues, such as the development of electronic electricity meters, there is no assurance that the sector will not continue to experience fraud issues. The sector experiences technical and commercial losses amounting to 37 per cent. of the energy produced (4 per cent. from transport, 11 per cent. from distribution, and 22 per cent. from collection), making the sector dependent on Government financing to subsidise income not received due to such losses.

In 2023, approximately 14.6 per cent. of Angola's electricity was generated by thermal power plants, including diesel power plants. These power plants are expensive to operate and since 2015, the Government has eliminated diesel subsidies. In the future, in addition to satisfying a large proportion of Angola's energy needs, diesel power plants are expected to play an important part in balancing power supply in the event of significant future fluctuations in demand for power after the hydroelectric modernisation programme has been completed. See “*The Economy – Energy – Power Generation – Hydroelectric generation facilities*” for a discussion of Angola's ongoing energy reforms. Under its Action Plan for the Energy and Water Sector 2018-2022, the Government planned to invest U.S.\$13.5 billion (U.S.\$9.2 billion of which related to ongoing projects) in the power sector between 2018 and 2022, raised from a combination of the Government's own funds, FDI and domestic and external debt. If additional funding cannot be raised or should other sectors of the economy take priority, Angola may have to reduce the number and/or scale of its investments in the power sector.

While the Government is committed to continuing to implement policies to develop the skills of the labour force by improving the quality of education across the board, developing specialist courses, introducing the opportunity for part-time and temporary work and working in partnership with the private sector to develop employment opportunities and provide on-the-job training, there remains a lack of highly-skilled workers

to manage and work in the power sector. A continued lack of skilled personnel in the power sector could hinder Angola's ability to establish a sufficient, affordable, and reliable energy supply.

If Angola is unable to provide a regular and adequate supply of electricity to its citizens and businesses, this could have an adverse effect on Angola's economy, which, in turn, could have a material and adverse effect on Angola's ability to meet its debt obligations, including those under the Notes.

***The impact of climate change has negatively affected Angola in the past and may negatively affect it in the future.***

The impact of climate change has negatively affected Africa, including Angola, in the past and may negatively affect it in the future. Climate change is a threat to the Angolan economy, the achievements of the Government's sustainable development goals and the country's development. A global increase in the mean temperature is likely to lead to changed precipitation patterns, rising sea levels and more frequent extreme weather events, such as prolonged droughts and flooding. Angola's economy is dependent on climate sensitive sectors, for example agriculture, tourism, and energy. A change in climate may have several consequences, including (but not limited to) lower agriculture productivity, damage to coastal infrastructure, fragile ecosystems, impact on health and biodiversity, financial market disruption, lower GDP and altered migration patterns.

Angola has historically been affected by a variety of natural disasters, including floods, droughts and locust swarms. Natural disasters such as floods may lead to casualties, the destruction of crops and livestock, the outbreak of waterborne disease, and the destruction of infrastructure such as roads and bridges. Droughts may negatively affect the supply of agricultural commodities and the food supply in general. From July to December 2021, Angola suffered from a severe drought – the worst in 40 years. Similarly, from May 2024, Angola and the wider Southern African region experienced high temperatures and below average rainfall, leading to record mid-season dry spells. The evolving drought has compounded existing crop yields and the wider agricultural sector. The poor harvests severely affected people's access to food in this region, which is highly dependent on agriculture, and also adversely affected the nutrition situation. The United Nations estimates that more than 2.8 million people are food insecure as of August 2024. In 2022, Angola was ranked 160<sup>th</sup> out of 187 countries on the Notre Dame Global Adaptation Initiative index. The Notre Dame Global Adaptation Initiative is used to measure a country's vulnerability to climate change and its readiness to improve its resilience. A similar study by the IMF ranked Angola 158<sup>th</sup> out of 185 countries, based on 2021 data.

The occurrence of any of the aforementioned risks could have a negative effect on the Angolan economy, and on Angola's ability to meet its debt obligations, including those under the Notes.

***A significant portion of the Angolan economy is not recorded.***

A significant portion of the Angolan economy is composed of the informal, or shadow, economy. The informal economy is not recorded, resulting in a lack of revenue for the Government, ineffective regulation, unreliability of statistical information (including the understatement of GDP and the contribution to GDP of various sectors) and inability to monitor or otherwise regulate a large portion of the economy. Lack of effective regulation and enforcement in this sector also gives rise to other issues, including health and safety issues. In 2021, the Government launched the Informal Economy Reconversion Program (the "PREI") to promote the transition from the informal economy to the formal and record economy. The PREI aims to bring up to 65 per cent. of the informal economy's revenue into the recorded economy. The INE anticipates conducting a wider survey of the informal economy to better assess economic calculations.

Consequently, the statistical data contained in this Base Offering Circular should be treated with caution by prospective investors.

***Statistics published by Angola and appearing in this Base Offering Circular may be more limited in scope and published less frequently and differ from those produced by other sources.***

A range of Ministries and institutions produce statistics relating to Angola and its economy, including the INE (in respect of the real economy and other social figures), the BNA (in respect of monetary and financial statistics and those relating to the external sector) and the Ministry of Finance (in respect of fiscal statistics), all of which are members of the Angolan national statistics system. The Republic's official GDP data

presented in this Base Offering Circular for the years ended 2018, 2019, 2020, 2021, 2022, 2023 and six months ended 30 June 2024 is produced by the Ministry of Economy and Planning. Angola's 2024 budgeted GDP data is set out in the 2024 National Budget. The Ministry of Economy and Planning prepares projections of GDP derived from the supply of goods and services in Angola, while the Angolan National Institute of Statistics is responsible for preparing preliminary and final GDP data based on both the supply and the demand for goods and services in Angola.

While Angola intends to adhere to the IMF's General Data Dissemination Standards, the estimated and projected financial and statistical data contained in this Base Offering Circular may be more limited in scope and published less frequently than in the case of other countries, for example those in Western Europe and the United States, and adequate monitoring of key fiscal and economic indicators may be difficult. Estimated and projected financial and statistical data appearing in this Base Offering Circular has, unless otherwise stated, been obtained from public sources and documents. Similar statistics may be obtainable from other sources, but the underlying assumptions, methodology and, consequently, the resulting data may vary from source to source.

There may be material differences between preliminary or estimated statistical data set forth in this Base Offering Circular and actual results, and between the statistical data set forth in this Base Offering Circular and corresponding data previously published by or on behalf of Angola.

Consequently, the statistical data contained in this Base Offering Circular should be treated with caution by prospective investors.

***Estimated and projected financial and statistical data may be based on imprecise or incorrect assumptions and, along with historical financial statistical data, are subject to periodic review and revision.***

Assumptions used in order to calculate projected or estimated financial and statistical data may differ from those used by other sources, including the NDP 2023-2027, and may be subject to revision. Statistical information reported herein derived from information supplied by agencies and ministries of the Republic may differ from statistical information presented in the NDP 2023-2027 due to differing underlying assumptions or methodologies. Some statistics, including some of those for 2023, are estimated figures that are subject to later review. Executed and approved statistical information for the 2023 fiscal performance indicators presented in this Base Offering Circular as estimated data is only expected to be approved in preliminary form once the 2023 National Budget is approved. Prospective investors should be aware that estimates relating to GDP, balance of payments and other aggregate figures cited in this Base Offering Circular may become outdated relatively quickly. (See "*Presentation of Financial Statistical and Other Information*"). Although significant improvements have been made in the compilation of financial and statistical data, errors and omissions in historical and estimated and projected data may persist as data collection is not always complete, which may result in such figures being revised in future periods. In addition, the significant size of the informal economy in Angola means that statistics may overstate or understate the indicators to which they pertain.

***Angola is a sovereign state. Consequently, it may be difficult for investors to realise upon arbitral awards or to obtain or realise upon judgments of courts in England or any other country against Angola.***

Angola is a sovereign state and has agreed to resolve disputes by arbitration in accordance with rules and procedures of the LCIA, seated in London, England. Angola has also agreed that in the event that any of the Noteholders serves an Election Notice in respect of any Dispute(s) as described above under "*Service of Process and Enforcement of Civil Liabilities*", the courts of England shall have jurisdiction to resolve such Dispute(s). It may be difficult for Noteholders to obtain judgment against Angola in a foreign or Angolan court or to enforce arbitral awards or judgments against Angola made by a tribunal or obtained in courts outside of Angola, including the courts of England. Angola's waiver of sovereign immunity described above under "*Service of Process and Enforcement of Civil Liabilities*" will have the fullest scope permitted under the State Immunity Act of 1978 of the United Kingdom and is intended to be irrevocable for the purposes of such Act. In any proceedings related to the Angolan laws, rules, regulations, or decrees enacted to approve and regulate the issuance of the Notes, the Republic may be entitled to claim immunity from suit as said statutes imply the exercise of powers of a sovereign state. The waiver shall otherwise

constitute a limited and specific waiver for the purposes of the Fiscal Agency Agreement and the Deed of Covenant and the Notes. Under the Conditions, the Republic has not waived immunity from execution or attachment in respect of: (a) assets that have been expressly recognised as belonging to the public domain of the Republic (*domínio publico*), which may not be sold, encumbered or pledged in any way in accordance with the laws of the Republic; (b) assets which constitute private domain assets expressly assigned to a public purpose (*domínio privado indisponível do Estado*) in accordance with Article 823 of the Angolan Civil Procedure Code (*Código de Processo Civil*) and Law No. 18/10 of 6 August 2010, as amended by Law no. 11/17 of 6 July - the Public Assets Law, which are not available for enforcement unless the same is in respect of a debt guaranteed by a registrable security; (c) military assets belonging to the Republic and assets or property under the control of a military authority or defence agency of the Republic; (d) assets belonging to any diplomatic mission or consulate of the Republic that do not otherwise belong to the public domain (*domínio publico*) or fall under Article 823 of the Angolan Civil Procedure Code (*Código de Processo Civil*) and Law No. 18/10 of 6 August 2010, as amended by Law no. 11/17 of 6 July - the Public Assets Law; (e) assets of the BNA or other monetary authority of the Republic which are assigned to a public purpose; (f) properties belonging to the cultural heritage of the Republic or which are a part of its archives and are not intended for sale; or (g) assets that form part of an exhibition of scientific, cultural or historical interest and which are not intended for sale. LCIA arbitral awards against the Republic in relation to the Fiscal Agency Agreement, the Deed of Covenant or the Notes will not be recognised and enforced by the Angolan courts unless the requirements imposed by applicable laws and procedures of the Republic of Angola are satisfied, and subject to the conditions described under “*Service of Process and Enforcement of Civil Liabilities*”. Judgments against the Republic in relation to the Fiscal Agency Agreement, the Deed of Covenant or the Notes in the English courts will only be recognised and enforced in Angola after such judgment has been validated and recognised by the Angolan Supreme Court. The enforcement of foreign judgments in Angola is subject to a number of conditions, limitations and procedures broadly described under “*Service of Process and Enforcement of Civil Liabilities*”. Among other things, a judgment obtained in the English courts would only be recognised and enforced by an Angolan court without re-litigation and re-examination of the merits of such judgment provided that such judgment did not violate any public policy principles of Angolan law and was compliant with the provisions of the Angolan Procedural Code, including Article 1096, which provides, *inter alia*, that where a foreign judgment is handed down against an Angolan, the same must not offend provisions of Angolan private law when the decision should have been determined under Angolan law pursuant to Angolan conflict of law rules. Additionally, before any judgment obtained in a foreign court can be enforced in the courts of Angola, it must be translated into the Portuguese language (and such translation certified by a competent body) and legalised by an Angolan consulate. Any breach or non-compliance with these limitations, provisions and procedures may prevent the recognition of foreign courts judgements or orders, making it difficult for investors to obtain or realise judgments of courts outside the Republic.

***A claimant may not be able to enforce a court judgment against certain assets of Angola in certain jurisdictions.***

There is a risk that, notwithstanding the waiver of sovereign immunity by Angola, a claimant will not be able to enforce a court judgment against certain assets of Angola in certain jurisdictions (including the imposition of any arrest order or attachment or seizure of such assets and their subsequent sale) without Angola having specifically consented to such enforcement at the time when the enforcement is sought.

The foreign exchange reserves of Angola are controlled and administered by the BNA, which conducts monetary and supervisory activities independently from the Government and acts as banker and fiscal agent to the Government. Accordingly, such reserves would not be available to satisfy any claim or judgment in respect of the Notes.

A judgment by an Angolan court will ordinarily be awarded in Kwanza, but may be awarded in a foreign currency, depending on the underlying type of contract or transaction. Similarly, when enforcing a foreign judgment awarded in a currency other than Kwanza, an Angolan court may convert such award into Kwanza in order to calculate the Angolan justice tax, a tax that is charged on legal proceedings in Angola. In that event, there may be a discrepancy between the rate of exchange used by the Angolan court to convert such award into Kwanza, and the rate of exchange which may be obtained in the market to convert such award from Kwanza back into another currency. A Noteholder who is awarded a judgment may therefore incur a



loss as a result of such exchange rate differences. A currency indemnity has been included in the Conditions (see Condition 17 (*Currency Indemnity*)), however, the cost of enforcement of such condition may nevertheless result in a loss by such Noteholder.

The Angolan courts have a wide discretion in determining whether or not to enforce a foreign judgement on the grounds set out in the Angolan Civil Procedure Code (Código de Processo Civil), including on grounds related to matters of public policy.

## **FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING THE MARKET RISKS ASSOCIATED WITH NOTES ISSUED UNDER THE PROGRAMME**

### **Risks related to the structure of a particular issue of Notes**

A range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of the most common such features:

#### ***The liquidity of the Notes may be limited and trading prices may fluctuate.***

The Notes have no established trading market. While application may be made for Notes to be issued under the Programme to be admitted to the Official List and to trading on the London Stock Exchange's main market, any one or more of the Dealers may make a market in the Notes, they are not obligated to do so and may discontinue any market making, if commenced, at any time without notice. There can be no assurance that a secondary market will develop for the Notes or, if a secondary market therein does develop, that it will continue or be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer.

#### ***Fluctuations in exchange rates and interest rates may adversely affect the value of the Notes.***

The Issuer will pay principal and interest on the Notes in U.S. dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than U.S. dollars. These include the risk that exchange rates may significantly change (including changes due to devaluation of the U.S. dollar or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the U.S. dollar would decrease the Investor's Currency-equivalent yield on the Notes, the Investor's Currency equivalent value of the principal payable on the Notes and the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities (including where the investor is domiciled) may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal. In addition, investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return.

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do

so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

***Notes which are issued at a substantial discount or premium may experience price volatility in response to changes in market interest rates.***

The market values of securities issued at a substantial discount (such as Zero Coupon Notes) or premium to their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for more conventional interest-bearing securities. Generally, the longer the remaining term of such securities, the greater the price volatility as compared to more conventional interest-bearing securities with comparable maturities.

***Notes denominated in Renminbi are subject to additional risks.***

Set out below is a description of the principal risks which may be relevant to an investor in Notes denominated in Renminbi:

***Renminbi is not completely freely convertible; there are still significant restrictions on remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of Renminbi Notes***

Renminbi is not completely freely convertible at present. The government of the PRC (the “**PRC Government**”) continues to regulate conversion between Renminbi and foreign currencies despite significant reduction over the years by the PRC Government of control over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items. However, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are being adjusted from time to time to match the policies of the PRC Government.

Although from 1 October 2016, the Renminbi has been added to the Special Drawing Rights basket created by the IMF, and policies for further improving accessibility to Renminbi to settle cross-border transactions in foreign currencies were issued, there is no assurance that the PRC Government will continue to gradually liberalise control over cross border remittance of Renminbi that the schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or out of the PRC. Despite the Renminbi internationalisation pilot programme and efforts in recent years to internationalise the currency, there can be no assurance that the PRC Government will not impose interim or long-term restrictions on the cross-border remittance of Renminbi. In the event that funds cannot be repatriated outside the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of the Issuer to source Renminbi to satisfy its obligations under Renminbi Notes.

***There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of Renminbi Notes and the Issuer’s ability to source Renminbi outside the PRC to service such Renminbi Notes***

As a result of the restrictions imposed by the PRC Government on cross border Renminbi fund flows, the availability of Renminbi outside the PRC is limited.

While the People’s Bank of China (“**PBOC**”) has: (i) established Renminbi clearing and settlement mechanisms for participating banks in various countries through settlement agreements (the “**Settlement Agreements**”) with financial institutions in a number of financial centres and cities (the “**RMB Clearing Banks**”), including but not limited to Hong Kong; (ii) established the Cross-Border Inter-Bank Payments System to facilitate cross-border Renminbi settlement; and (iii) is further in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions, the current size of Renminbi-denominated financial assets outside the PRC is limited.

There are restrictions imposed by the PBOC on Renminbi business-participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from the

PBoC, although PBOC has gradually allowed participating banks to access the PRC's onshore inter-bank market for the purchase and sale of Renminbi. The RMB Clearing Bank only have limited access to onshore liquidity support from the PBOC for the purpose of squaring open positions of participating banks for limited types of transactions, including open positions resulting from conversion services for corporations relating to cross border trade settlement, and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In cases where the participating banks cannot source sufficient Renminbi through the above channels, they will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Agreements will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Renminbi Notes. To the extent the Issuer is required to source Renminbi outside the PRC to service the Renminbi Notes, there is no assurance that the Issuer will be able to source such Renminbi on satisfactory terms, if at all. If Renminbi is not available in certain circumstances as described in the terms and conditions applicable to Renminbi Notes, the Issuer can make payments in U.S. dollars and other currencies as set out in the terms and conditions of the Notes.

*Investment in Renminbi Notes is subject to exchange rate risks*

The value of Renminbi against the U.S. dollar and other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions and by many other factors. In August 2015, the PBOC implemented changes to the way it calculates the midpoint against the U.S. Dollar to take into account market-maker quotes before announcing the daily midpoint. This change, among others that may be implemented, may increase the volatility in the value of the Renminbi against other currencies. In May 2017, the PBoC further decided to introduce counter-cyclical factors to offset the market pro-cyclicality, so that the midpoint quotes could adequately reflect the PRC's actual economic performance. However, the volatility in the value of the Renminbi against other currencies still exists. All payments of interest and principal with respect to Renminbi Notes will be made in Renminbi unless otherwise specified. As a result, the value of these Renminbi payments in U.S. dollar terms may vary with the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against the U.S. dollar or other foreign currencies, the value of investment in U.S. dollar or other applicable foreign currency terms will decline.

*Investment in the Renminbi Notes is subject to currency risk.*

If the Issuer is not able, or it is impracticable for it, to satisfy its obligation to pay interest and principal on the Renminbi Notes as a result of a Renminbi Currency Event (as defined in Condition **Error! Reference source not found.** (*Renminbi Currency Event*)), the Issuer shall be entitled, on giving notice as soon as practicable to the investors in accordance with the Conditions stating the occurrence of the Renminbi Currency Event, giving details thereof and the action proposed in relation thereto, to settle any such payment in the Relevant Currency (as specified in the applicable Pricing Supplement) converted using the Spot Rate for the relevant Determination Date (as defined in the Conditions) of any such interest or principal, as the case may be.

*An investment in Renminbi Notes is subject to interest rate risks*

The PRC Government has gradually liberalised the regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by PRC law and regulations and prevailing market conditions. The Renminbi Notes may carry a fixed interest rate. Consequently, the trading price of such Renminbi Notes will vary with fluctuations in interest rates. If a holder of Renminbi Notes tries to sell any Renminbi Notes before their maturity, they may receive an offer that is less than the amount invested.

*Payments in respect of Renminbi Notes will only be made to investors in the manner specified in the terms and conditions of the relevant Notes*

Investors may be required to provide certification and other information (including Renminbi account information) in order to be allowed to receive payments in Renminbi in accordance with the Renminbi clearing and settlement system for participating banks in Hong Kong. All Renminbi payments to investors in respect of the Renminbi Notes will be made solely (i) for so long as the Renminbi Notes are represented by Global Notes held with the common depositary for Euroclear and Clearstream, Luxembourg or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing Euroclear and/or Clearstream, Luxembourg rules and procedures, or (ii) for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. Other than described in the terms and conditions of the Notes, the Issuer cannot be required to make payment by any other means (including in any other currency or in bank notes, by cheque or draft or by transfer to a bank account in the PRC).

*Gains on the transfer of the Renminbi Notes may become subject to income taxes under PRC tax laws.*

Under the prevailing PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Renminbi Notes by a non-PRC tax resident enterprise or individual holders may be subject to PRC enterprise income tax (“EIT”) or PRC individual income tax (“IIT”) if such gain is regarded as income derived from sources within the PRC. The PRC Enterprise Income Tax Law levies EIT at the rate of 20 per cent. of the gains derived by such non-PRC tax resident enterprise holder from the transfer of Renminbi Notes but its implementation rules have reduced the EIT rate to 10 per cent. The PRC Individual Income Tax Law levies IIT at a rate of 20 per cent. of the gains derived by such non-PRC tax resident individual holder from the transfer of Renminbi Notes.

However, uncertainty remains as to whether the gains realised from the transfer of Renminbi Notes by a non-PRC tax resident enterprise or individual holders would be treated as income derived from sources within the PRC and become subject to the EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules.

Notwithstanding the above, certain tax treaties between PRC and the jurisdiction in which such non-PRC tax resident enterprise or individual holders of Renminbi Notes reside in terms of tax residency may contain provisions that would reduce or exempt the relevant EIT or IIT. For example, according to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, for holders who are residents of Hong Kong, including enterprise holders and individual holders, an exchange of Renminbi Notes is not listed as a taxable transaction in the PRC.

Therefore, if non-PRC tax resident enterprise or individual holders are required to pay PRC income tax on gains derived from the transfer of Renminbi Notes, unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC tax resident enterprise or individual holders of Renminbi Notes reside that reduces or exempts the relevant EIT or IIT, the value of their investment in Renminbi Notes may be materially and adversely affected.

*There may be PRC tax consequences with respect to investment in the Renminbi Notes*

In considering whether to invest in the Renminbi Notes, investors should consult their individual tax advisers with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdictions. The value of the Noteholder’s investment in the Renminbi Notes may be materially and adversely affected if the Noteholder is required to pay PRC tax with respect to acquiring, holding or disposing of and receiving payments under those Renminbi Notes.

### **Risks related to Notes generally**

Set out below is a description of material risks relating to the Notes generally:

*An investment in the Notes may not be suitable for all investors.*

Generally, investment in emerging markets such as Angola is only suitable for sophisticated investors who fully appreciate the significance of the risks involved in, and are familiar with, investing in emerging markets. Investors are urged to consult their own legal and financial advisers before making an investment.

Such risks include, but are not limited to, higher volatility and more limited liquidity in respect of the Notes, a narrow export base, budget deficits, a lack of adequate infrastructure necessary to accelerate economic growth and changes in the political and economic environment. Emerging markets can also experience more instances of corruption by government officials and misuse of public funds than do more mature markets, which could affect the ability of governments to meet their obligations under issued securities.

Investors should also note that emerging markets such as Angola are subject to rapid change and that the information set out in this Base Offering Circular may become outdated relatively quickly.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained in this Base Offering Circular or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

***The Notes contain “collective action” clauses under which the terms of the Notes and/or multiple series of debt securities issued by the Issuer, including the Notes, may be amended, modified or waived without the consent of all the holders of the Notes or all the holders of any other series of debt securities being aggregated, as the case may be.***

The terms and conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally, including material changes to the terms and conditions of the Notes and the waiver of, or the rescission of, any acceleration following an Event of Default, commonly referred to as “collective action” clauses. These provisions permit defined majorities voting at a meeting or executing written or electronic consents to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and/or Noteholders who voted in a manner contrary to the majority. The relevant provisions also permit, in relation to reserved matters, multiple series of notes, including the Notes, to be aggregated for voting purposes (*provided that* each such series also contains the collective action clauses in the terms and conditions of the Notes).

Any modification or actions relating to reserved matters, including in respect of payments and other important terms, may be made to the Notes with the consent of the holders of 75 per cent. of the Notes present and voting at a duly convened meeting (with the quorum for such a meeting being two or more persons holding or representing in the aggregate not less than 75 per cent. (or, in the case of an adjourned meeting, not less than one-third) of the principal amount of the Notes for the time being outstanding). Any modification or actions relating to reserved matters may also be made to multiple series of notes, including the Notes, with the consent of both (i) the holders of 66⅔ per cent. of the aggregate principal amount outstanding of all series of notes being aggregated and (ii) the holders of 50 per cent. in aggregate principal amount outstanding of each series of notes being aggregated.

In addition, under certain circumstances, including the satisfaction of the Uniformly Applicable (as defined in Condition 14.3) condition in the terms and conditions of the Notes, any such modification or action relating to reserved matters may be made to multiple series of debt securities, including the Notes, with the consent of 75 per cent. of the aggregate principal amount outstanding of all series of debt securities being

aggregated only, without requiring a particular percentage of the holders in any individual affected series of debt securities to vote in favour of any proposed modification or action. Any modification or action proposed by the Issuer may, at the option of the Issuer, be made in respect of some series of debt securities only and, for the avoidance of doubt, the provisions may be used for different groups of two or more series of debt securities simultaneously. At the time of any proposed modification or action, the Issuer will be obliged, *inter alia*, to specify which method or methods of aggregation will be used by the Issuer.

There is a risk therefore that the terms and conditions of the Notes may be amended, modified or waived in circumstances whereby the Noteholders voting in favour of an amendment, modification or waiver may be Noteholders of a different series of debt securities, and, as such, less than 75 per cent. of the Noteholders would have voted in favour of such amendment, modification or waiver. In addition, there is a risk that the provisions allowing for aggregation across multiple series of debt securities may make the Notes less attractive to purchasers in the secondary market on the occurrence of an Event of Default or in a distress situation. Further, any such amendment, modification or waiver in relation to the Notes may adversely affect their trading price.

In the future, the Issuer may issue debt securities which contain or amend the terms and conditions of any existing debt securities to include collective action clauses in the same form as the collective action clauses in the terms and conditions of the Notes. If so, the Notes would be capable of aggregation with any such future debt securities.

***Legal investment considerations may restrict certain investments.***

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent the Notes are legal investments for it, the Notes can be used as collateral for various types of borrowing and other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

***Other capital markets instruments based on Angolan sovereign credit exist and others may be issued in the future.***

The Issuer has in the past incurred external debt in the form of loan participation notes (“LPNs”), although all such LPNs are no longer outstanding. There may in the future be new LPNs (or other capital markets instruments) similar to previous LPNs issued on the basis of the Angolan sovereign credit.

The Conditions contain a negative pledge (the “**Negative Pledge**”) pursuant to which, so long as any Notes remain outstanding, the Issuer is restricted, subject to certain exceptions specified therein, from creating or permitting to subsist any Lien (as defined in the Conditions) upon the whole or any part of its existing or future assets or revenues to secure any Public External Indebtedness (as defined in the Conditions) of the Issuer or any other Person (as defined in the Conditions) unless, at the same time or prior thereto, the obligations of the Issuer under each series of Notes are secured equally and rateably therewith or have the benefit of such other arrangements as may be approved by Noteholders of the relevant series of Notes (see Condition 4). However, the Negative Pledge does not restrict the Issuer from creating or permitting to subsist any such Lien to secure External Indebtedness (as defined in the Conditions) of the Issuer in respect of which a third party has issued LPNs or any other form of capital markets debt instrument. While the Government has stated it has no intention to do so, there can be no assurance that the Issuer will not, in the future, grant security in respect of External Indebtedness which is then repackaged by a third party into the capital markets by way of an LPN or any other form of capital markets debt instrument. Additionally, such other External Indebtedness may have terms that are more favourable to the holders of those debt securities than are contained in the Conditions, including upon an event of default.

Any new Angolan capital markets debt issued by way of an LPN or other capital markets instruments (whether secured or unsecured), could have a material adverse impact on the trading price of the either series of Notes issued under the Programme.

***The Issuer may enter into derivative and repo financing transactions from time to time, which may impact the value of the Issuer’s existing and future Notes.***

The Issuer has in the past, and may in the future, raise financing by entering into structured derivative and/or repurchase, or repo, transactions. In connection with such transactions the Issuer may issue domestic bonds and/or international bonds, including Notes issued under the Programme (any such securities, the “**Reference Securities**”) which are issued without receipt of any issuance proceeds by Angola. Under the relevant related financing transaction, Angola will transfer such Reference Securities in return for a financing amount. Such Reference Securities are transferred to the financing counterparty with full legal title, thereby permitting the financing counterparty to trade the bonds or Notes freely in the market. Additionally, in certain circumstances, Angola may be required under the terms of the financing agreement to pay down the financing amount and/or deliver additional collateral.

If the counterparty to the financing transaction defaults, Angola will be exposed to the creditworthiness of such counterparty. If the Issuer defaults on the terms of the financing agreement or if the Reference Securities issued in connection with a financing transaction are traded in the market by the financing counterparty (which, in most circumstances, it will be legally entitled to do), it may have a material adverse effect on the value of the Issuer’s existing and future Notes. See “*Public Debt – TRS*” for further details.

When entering into these transactions, Angola intends to classify the financing amount received as external debt, and any Reference Securities that are transferred in exchange for the financing amount will be classified as contingent liabilities until such time that the financing transaction terminates. Accordingly, upon initial transfer to the financing counterparty, the Reference Securities will not be included in the calculation of Angola’s total external debt. If, upon termination of the financing agreement, Angola does not receive all of the originally transferred Reference Securities back and subsequently cancel them, then the principal amount of the Reference Securities that remain outstanding will be reclassified as debt of the Issuer. No assurances can be provided that the IMF or others will not take a different view about the calculation of Angola’s total debt. See “*Risk Factors— The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes.*”

***The Issuer is not required to effect equal or rateable payment(s) with respect to the Notes or any other unsecured and unsubordinated obligations, and is not required to pay other unsecured and unsubordinated obligations at the same time or as a condition of paying sums on the Notes and vice versa.***

The Notes rank and will rank at least *pari passu* in right of payment with all other unsecured and unsubordinated obligations of the Issuer from time to time outstanding, save only for such obligations as may be preferred by mandatory provisions of applicable law. However, the Issuer will have no obligation to effect equal or rateable payment(s) at any time with respect to any other unsecured and unsubordinated obligations and, in particular, will have no obligation to pay other unsecured and unsubordinated obligations at the same time or as a condition of paying sums due on the Notes and *vice versa*. See Condition 3 for further details.

***A claimant may not be able to enforce a court judgment against certain assets of Angola in certain jurisdictions.***

There is a risk that, notwithstanding the waiver of sovereign immunity by Angola, a claimant will not be able to enforce a court judgment against certain assets of Angola in certain jurisdictions (including the imposition of any arrest order or attachment or seizure of such assets and their subsequent sale) without Angola having specifically consented to such enforcement at the time when the enforcement is sought.

The foreign exchange reserves of Angola are controlled and administered by the BNA, which conducts monetary and supervisory activities independently from the Government and acts as banker and fiscal agent to the Government. Accordingly, such reserves would not be available to satisfy any claim or judgment in respect of the Notes.

A judgment by an Angolan court will ordinarily be awarded in Kwanza, but may be awarded in a foreign currency, depending on the underlying type of contract or transaction. Similarly, when enforcing a foreign judgment awarded in a currency other than Kwanza, an Angolan court may convert such award into Kwanza

in order to calculate the Angolan justice tax, a tax that is charged on legal proceedings in Angola. In that event, there may be a discrepancy between the rate of exchange used by the Angolan court to convert such award into Kwanza, and the rate of exchange which may be obtained in the market to convert such award from Kwanza back into another currency. A Noteholder who is awarded a judgment may therefore incur a loss as a result of such exchange rate differences. A currency indemnity has been included in the Conditions (see Condition 17), however, the cost of enforcement of such condition may nevertheless result in a loss by such Noteholder.

The Angolan courts have a wide discretion in determining whether or not to enforce a foreign judgement on the grounds set out in the Angolan Civil Procedure Code (*Código de Processo Civil*), including on grounds related to matters of public policy.

***Investors who hold less than the minimum Specified Denomination may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued.***

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a nominal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed or issued) and would need to purchase a nominal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination.

If such Notes in definitive form are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

***Holders of Notes held through DTC, Euroclear and Clearstream, Luxembourg must rely on procedures of those clearing systems to effect transfers of Notes, receive payments in respect of Notes and vote at meetings of Noteholders.***

Notes issued under the Programme will be represented on issue by one or more Global Notes that may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg or may be deposited with a custodian for DTC (each as defined under “*Form of the Notes*”). Except in the circumstances described in each Global Note, investors will not be entitled to receive Notes in definitive form. Each of DTC, Euroclear and Clearstream, Luxembourg and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Note held through it. While the Notes are represented by a Global Note, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by Global Notes, the Issuer will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note.

Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the Notes so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies.

### **Risks related to the market generally**

Set out below is a description of material market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:



***The Notes may be issued with original issue discount for United States federal income tax purposes.***

If the Notes are issued with original issue discount, in addition to the stated cash interest on the Notes, U.S. Holders (as defined under “*Taxation—U.S. Federal Income Taxation*”) will be required to include the amounts representing the original issue discount in gross income on a constant yield basis in advance of receipt of the cash payments to which such income is attributable. For a discussion of certain tax consequences of an investment in the Notes, see “*Taxation—U.S. Federal Income Taxation*”.

***An active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell his Notes.***

The trading market for the Notes will be influenced by economic and market conditions in Angola and, to varying degrees, interest rates, currency exchange rates and inflation rates in other countries, such as the United States, European Union Member States and elsewhere. Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If Notes are traded after their initial issuance, they may trade at a discount to their offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the economic and political condition of Angola.

***If an investor holds Notes which are not denominated in the investor’s home currency, he will be exposed to movements in exchange rates adversely affecting the value of his holding. In addition, the imposition of exchange controls in relation to any Notes could result in an investor not receiving payments on those Notes.***

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the “**Investor’s Currency**”) other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation in the value of the Investor’s Currency relative to the Specified Currency would decrease (1) the Investor’s Currency-equivalent yield on the Notes, (2) the Investor’s Currency equivalent value of the principal payable on the Notes and (3) the Investor’s Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Issuer to make payments in respect of the Notes. As a result, investors may receive less interest or principal than expected, or no interest or principal.

***The value of Fixed Rate Notes may be adversely affected by movements in market interest rates.***

Investment in Fixed Rate Notes involves the risk that if market interest rates subsequently increase above the rate paid on the Fixed Rate Notes, this will adversely affect the value of the Fixed Rate Notes.

***Credit ratings assigned to the Issuer or any Notes may not reflect all the risks associated with an investment in those Notes.***

The Issuer has been rated B- (Stable) by Fitch, B- (Stable) by S&P and B3 (Stable) by Moody’s. In addition, one or more independent credit rating agencies may assign credit ratings to the Notes. Ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless

the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by the European Securities and Markets Authority (“**ESMA**”) on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the “**UK CRA Regulation**”). As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Base Offering Circular.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents which have previously been published and has been filed with the FCA shall be incorporated in, and form part of, this Base Offering Circular:

- (a) the Terms and Conditions of the Notes contained on pages 49 to 89 (inclusive) in the Base Prospectus dated 15 November 2019 prepared by the Issuer in connection with the Programme; and
- (b) the Terms and Conditions of the Notes contained on pages 61 to 91 (inclusive) in the Base Offering Circular dated 31 March 2022 prepared by the Issuer in connection with the Programme.

Following the publication of this Base Offering Circular, a supplement may be prepared by the Issuer. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Offering Circular or in a document which is incorporated by reference in this Base Offering Circular. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Offering Circular.

Copies of documents incorporated by reference in this Base Offering Circular can be obtained from the specified office of the Fiscal Agent for the time being in London and will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Offering Circular.

The Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Offering Circular which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Offering Circular or publish a new Base Offering Circular for use in connection with any subsequent issue of Notes.

## FORM OF THE NOTES

The Notes of each Series will be in registered form, without interest coupons attached. Notes will be issued both outside the United States in reliance on the exemption from registration provided by Regulation S under the Securities Act (“**Regulation S**”) and within the United States in reliance on Rule 144A or another exemption from, or transaction not subject to, the registration requirements of the Securities Act.

The Notes of each Tranche offered and sold in reliance on Regulation S, which will be sold outside the United States, will initially be represented by a global note certificate in registered form (a “**Regulation S Global Note**”).

The Notes of each Tranche offered and sold in the United States may only be offered and sold in private transactions to “qualified institutional buyers” within the meaning of Rule 144A under the Securities Act (“**QIBs**”). The Notes of each Tranche sold to QIBs will be represented by one or more global note certificates in registered form (a “**Rule 144A Global Note**” and, together with a Regulation S Global Note, each a “**Global Note**”).

Global Notes will either (i) be deposited with a custodian for, and registered in the name of a nominee of, the Depository Trust Company (“**DTC**”) or (ii) be deposited with a common depository (the “**Common Depository**”), and registered in the name of the nominee of the Common Depository of, Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream, Luxembourg**”), as specified in the applicable Pricing Supplement. Persons holding beneficial interests in Global Notes will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of definitive Notes in fully registered form and, in the case of Regulation S Global Notes, outside the United States and its possessions.

Payments of principal, interest and any other amount in respect of the Global Notes will, in the absence of provision to the contrary, be made to or to the order of the person shown on the relevant Register (as defined in Condition 6.2) as the registered holder of the Global Notes. None of the Issuer, any Paying Agent, Transfer Agent or Registrar will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the Notes in definitive form will, in the absence of provision to the contrary, be made to the persons shown on the relevant Register on the relevant Record Date (as defined in Condition 6.2) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Global Note will be exchangeable (free of charge), in whole but not in part, for definitive Notes without interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, “**Exchange Event**” means that (i) an Event of Default has occurred and is continuing, (ii) in the case of Notes registered in the name of a nominee for DTC, either DTC has notified the Issuer that it is unwilling or unable to continue to act as depository for the Notes and no alternative clearing system is available or DTC has ceased to constitute a clearing agency registered under the Exchange Act and no alternative clearing system is available, or (iii) in the case of Notes registered in the name of a nominee of a common depository for Euroclear and Clearstream, Luxembourg, the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system is available. The Issuer will promptly give notice to Noteholders in accordance with Condition 13 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, DTC, Euroclear and/or Clearstream, Luxembourg or any person acting on their behalf (acting on the instructions of any holder of an interest in such Global Note) may give notice to the relevant Registrar requesting an exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the relevant Registrar.

### Transfer of Interests

Interests in a Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Global Note. No beneficial owner of an interest in a

Global Note will be able to transfer such interest, except in accordance with the applicable procedures of DTC, Euroclear and Clearstream, Luxembourg, in each case to the extent applicable.

The Notes are also subject to the restrictions on transfer set forth therein and will bear a legend regarding such restrictions, see “*Transfer and Selling Restrictions*”.

### **General**

Any reference herein to Euroclear and/or Clearstream, Luxembourg and/or DTC shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

A Note may be accelerated by the holder thereof in certain circumstances described in Condition 10. In such circumstances, where any Note is still represented by a Global Note and the Global Note (or any part thereof) has become due and repayable in accordance with the Terms and Conditions of such Notes and payment in full of the amount due has not been made in accordance with the provisions of the Global Note then from 8.00 p.m. (London time) on such day holders of interests in such Global Note credited to their accounts with Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, will become entitled to proceed directly against the Issuer on the basis of statements of account provided by Euroclear, Clearstream, Luxembourg and/or DTC on and subject to the terms of a deed of covenant (the “**Deed of Covenant**”) dated 15 November 2019 and executed by the Issuer. In addition, holders of interests in such Global Note credited to their accounts with DTC may require DTC to deliver definitive Notes in registered form in exchange for their interest in such Global Note in accordance with DTC’s standard operating procedures.

## FORM OF PRICING SUPPLEMENT

**[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET]** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET]** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients only, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (the “SFA”)]** – [In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the “**CMP Regulations 2018**”), the Issuer has determined the classification of the Notes to be capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and Specified Investment Products (as defined in the Singapore Monetary Authority (the “**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

[Date]

### THE REPUBLIC OF ANGOLA

**Legal entity identifier (LEI): 549300QHR2R3J8JSGK83**

**Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]  
under the  
Global Medium Term Note Programme**

### PART A – CONTRACTUAL TERMS

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the base offering circular dated 20 December 2024 [and the supplement[s] to it dated [●] [and [●]] ([together, ]the “**Base Offering Circular**”). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Base Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Offering Circular. The Base Offering Circular has been published on the website of the London Stock Exchange.]

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the [base prospectus dated 15 November 2019]/[base offering circular dated 31 March 2022] which is incorporated by reference in the Base Offering Circular (as defined below). This

document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the base offering circular dated 20 December 2024 [and the supplement[s] to it dated [●] [and [●]] ([together, ]the “**Base Offering Circular**”), including the Conditions incorporated by reference in the Base Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Offering Circular. The Base Offering Circular has been published on the website of the London Stock Exchange.]

1. Issuer: The Republic of Angola
2. (a) Series Number: [●]  
(b) Tranche Number: [●]  
(c) [Date on which the Notes will be consolidated and form a single Series:] [The Notes will be consolidated and form a single Series with [●] on the Issue Date][Not Applicable]
3. Specified Currency or Currencies: [●]
4. Aggregate Nominal Amount:  
(a) Series: [●]  
(b) Tranche: [●]
5. Issue Price: [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [●]]
6. (a) Specified Denominations: [●] and integral multiples of [●] in excess thereof  
(b) Calculation Amount (in relation to the then outstanding principal amount of the Notes): [●]
7. (a) Issue Date: [●]  
(b) Interest Commencement Date: [[●]/[Issue Date/Not Applicable]]
8. Final Maturity Date: [●]/[Interest Payment Date falling in or nearest to [●]]
9. Amortisation Date(s): [[●],[●]][ and [●]]/[Not Applicable]
10. Interest Basis: [[●] per cent. Fixed Rate]  
[Zero Coupon]  
*(further particulars specified below)*
11. Redemption/Payment Basis: [Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Final Maturity Date at their Final Redemption Amount]  
  
[Subject to any purchase and cancellation or early redemption, the Notes will be partially redeemed on each Amortisation Date at the applicable Amortisation Amount and shall be finally

- redeemed on the Final Maturity Date at their final Amortisation Amount]
12. Change of Interest Basis: [●] [Not Applicable]
13. Renminbi Currency Exchange: [Applicable/Not Applicable]
14. Relevant Currency: [U.S. dollars] [specify other currency – see Condition 6.7]
15. Put/Call Options: [Investor Put]  
[Issuer Call]  
[Clean-up Call]  
[(further particulars specified below)]  
[Not Applicable]
16. Status of the Notes: Senior

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

17. Fixed Rate Note Provisions [Applicable/Not Applicable]
- (a) Rate(s) of Interest: [●] per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): [●] in each year up to and including the Final Maturity Date
- (c) Fixed Coupon Amount(s): [[●] per Calculation Amount][Not Applicable]
- (d) Broken Amount(s): [[●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]][Not Applicable]
- (e) Day Count Fraction: [30/360] [Actual/Actual (ICMA)] [Actual/365 (Fixed)] [●]
- (f) Determination Date(s): [[●] in each year][Not Applicable]
18. Zero Coupon Note Provisions [Applicable/Not Applicable]
- (a) Accrual Yield: [●] per cent. per annum
- (b) Reference Price: [●]
- (c) Day Count Fraction in relation to Early Redemption Amounts: [30/360]  
[Actual/360]  
[Actual/365]

#### **PROVISIONS RELATING TO REDEMPTION**

19. Issuer Call: [Applicable/Not Applicable]
- (a) Optional Redemption Date(s): [●]
- (b) Optional Redemption Amount: [[●] per Calculation Amount]
- (c) If redeemable in part:



- (i) Minimum Redemption Amount: [[●] per Calculation Amount]
- (ii) Maximum Redemption Amount: [[●] per Calculation Amount]
- (d) Notice periods: Minimum period: [15] days  
Maximum period: [30] days
- 20. Investor Put: [Applicable/Not Applicable]
  - (a) Optional Redemption Date(s): [●]
  - (b) Optional Redemption Amount: [●] per Calculation Amount
  - (c) Notice periods: Minimum period: [15] days  
Maximum period: [30] days
- 21. Final Redemption Amount: [[●] per Calculation Amount][Not Applicable]
- 22. Early Redemption Amount payable on event of default: [●] per Calculation Amount
- 23. Amortisation Amount(s): [[●] per [●] in nominal amount of each Note on the Amortisation Date falling on [●]]  
[[●] per [●] in nominal amount of each Note on the Amortisation Date falling on [●]]  
[[●] per [●] in nominal amount of each Note on the Amortisation Date falling on the Final Maturity Date]  
[Not Applicable]

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 24. Form of Notes: [Regulation S Global Note(s) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]]  
[Rule 144A Global Note(s) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg]]
- 25. Additional Financial Centre(s): [Not Applicable/give details]

#### **[THIRD PARTY INFORMATION]**

[*Relevant third party information*] has been extracted from [*specify source*]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [●], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of **The Republic of Angola:**

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading [Application [has been] [is expected to be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the UK Listing Authority with effect from [●].]
- (ii) Estimate of total expenses related to admission to trading: [●]

### 2. RATINGS

- Ratings: [The Notes to be issued [have been/are expected to be] rated:
- [Moody's]
- [S&P]
- [Fitch]
- [[Each of] [S&P] [and] [Fitch] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the “EU CRA Regulation”) and as such is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation.]
- [[Moody's] is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 (as amended) as such regulation is part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018. As such, Moody's appears on the latest update of the list of registered credit rating agencies on the UK Financial Conduct Authority's Financial Services Register.]
- [The Notes are unrated]

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.]

### 4. REASONS FOR THE OFFER

[See “Use of Proceeds” wording in Base Offering Circular.] [[●].]

### 5. YIELD (Fixed Rate Notes only)

Indication of yield: [●]

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6. OPERATIONAL INFORMATION

- (i) ISIN: [●]
- (ii) Common Code: [●]
- (iii) CFI Code: [●], as updated as set out on [See] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN [Not Applicable] [Not Available]
- (iv) FISN: [●], as updated as set out on [See] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN [Not Applicable] [Not Available]
- (v) CUSIP: [●]
- (vi) Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): [Not Applicable]/ [●]
- (vii) Delivery: Delivery [against/free of] payment
- (viii) Names and addresses of additional Paying Agent(s) (if any): [●]
- (ix) Name and address of Calculation Agent: [●][Not Applicable]

## 7. DISTRIBUTION

- (i) Method of distribution: [Syndicated/Non-syndicated]
- (ii) If syndicated, names of Managers: [Not Applicable]/ [●]
- (iii) Date of Subscription Agreement: [●]
- (iv) Stabilisation Manager(s) (if any): [Not Applicable]/ [●]
- (v) If non-syndicated, name of relevant Dealer: [Not Applicable]/ [●]
- (vi) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Not Applicable
- (viii) Singapore Sales to Institutional Investors and Accredited Investors only [Applicable] [Not Applicable]  
(Should always be "Applicable" unless there is an intention for sales into Singapore to investors other than Institutional Investors and Accredited Investors)
- (ix) U.S. Selling Restrictions: [Reg S Compliance Category 1; Rule 144A]

## TERMS AND CONDITIONS OF THE NOTES

*The following are the Terms and Conditions of the Notes which will be incorporated by reference into each Global Note (as defined below) and each definitive Note, in the latter case only if permitted by the relevant stock exchange or other relevant authority (if any) and agreed by the Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, such definitive Note will have endorsed thereon or attached thereto such Terms and Conditions. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each Global Note and definitive Note. Reference should be made to the applicable Pricing Supplement which will specify which of such terms are to apply in relation to the relevant Notes.*

This Note is one of a Series (as defined below) of Notes issued by the Republic of Angola (the “**Issuer**”) pursuant to the Agency Agreement (as defined below).

References herein to the “**Notes**” shall be references to the Notes of this Series and shall mean:

- (a) in relation to any Notes represented by a global Note (a “**Global Note**”), units of each Specified Denomination in the Specified Currency;
- (b) any Global Note; and
- (c) any Notes in definitive form (“**Definitive Notes**”).

The Notes have the benefit of an amended and restated fiscal agency agreement (such fiscal agency agreement as amended and/or supplemented and/or restated from time to time, the “**Agency Agreement**”) dated 31 March 2022 and made between the Issuer, Deutsche Bank AG, London Branch as fiscal agent and principal paying agent (the “**Fiscal Agent**”, which expression shall include any successor fiscal agent) and as foreign exchange agent (the “**FX Agent**”, which expression shall include any successor foreign exchange agent), Deutsche Bank Luxembourg S.A. as registrar in respect of the Notes other than Legended Notes (as defined below) (the “**Regulation S Registrar**”, which expression shall include any successor registrar) and as transfer agent in respect of the Notes other than Legended Notes (the “**Regulation S Transfer Agent**”, which expression shall include any successor transfer agent), Deutsche Bank Trust Company Americas as registrar in respect of the Legended Notes (the “**Rule 144A Registrar**”, which expression shall include any successor registrar and, together with the Regulation S Registrar, the “**Registrars**”), as paying agent in respect of the Legended Notes (together with the Fiscal Agent, the “**Paying Agents**”, which expression shall include any additional or successor paying agents) and as transfer agent in respect of the Legended Notes (the “**Rule 144A Transfer Agent**”, which expression shall include any successor transfer agent and, together with the Regulation S Transfer Agent, the “**Transfer Agents**”). The Fiscal Agent, the Registrars, the Paying Agents, the FX Agent and the Transfer Agents are together referred to as the “**Agents**”.

The final terms for this Note (or the relevant provisions thereof) are set out in Part 1 of the Pricing Supplement attached to or endorsed on this Note which supplement these Terms and Conditions (the “**Conditions**”). References to the “**applicable Pricing Supplement**” are, unless otherwise stated, to Part 1 of the Pricing Supplement (or the relevant provisions thereof) attached to or endorsed on this Note.

Any reference to “**Noteholders**” or “**holders**” in relation to any Notes shall mean the persons in whose name the Notes are registered and shall, in relation to any Notes represented by a Global Note, be construed as provided below. Any reference to “**Amortising Notes**” is to Notes that amortise in accordance with the provisions of the applicable Pricing Supplement.

As used herein, “**Tranche**” means Notes which are identical in all respects (including as to listing and admission to trading) and “**Series**” means a Tranche of Notes together with any further Tranche or Tranches of Notes which (a) are expressed to be consolidated and form a single series and (b) have the same terms and conditions or terms and conditions which are the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue.

The Notes are constituted by and the Noteholders are entitled to the benefit of the deed of covenant (such deed of covenant as modified and/or supplemented and/or restated from time to time, the “**Deed of Covenant**”) dated 15 November 2019 and made by the Issuer. The original of the Deed of Covenant is held by the common depositary for Euroclear (as defined below) and Clearstream, Luxembourg (as defined below).

Copies of the Agency Agreement and the Deed of Covenant (i) are available for inspection or collection during normal business hours at the specified office of each of the Paying Agents or (ii) may be provided by email to a Noteholder following their prior written request to any Paying Agents and provision of proof of holding and identity (in a form satisfactory to the relevant Paying Agent). If the Notes are to be admitted to trading on the main market of the London Stock Exchange plc the applicable Pricing Supplement will be published on the website of the London Stock Exchange plc through a regulatory information service. The Noteholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, the Deed of Covenant and the applicable Pricing Supplement which are applicable to them. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement.

Words and expressions defined in the Agency Agreement or used in the applicable Pricing Supplement shall have the same meanings where used in the Conditions unless the context otherwise requires or unless otherwise stated and *provided that*, in the event of inconsistency between the Agency Agreement and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

In these Conditions:

“**euro**” means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

“**Hong Kong**” means the Hong Kong Special Administrative Region of the Peoples’ Republic of China.

“**PRC**” means the People’s Republic of China which, for the purpose of these Terms and Conditions, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan.

“**Renminbi**” and “**CNY**” means the lawful currency of the PRC.

## 1 **Form, Denomination and Title**

The Notes are in registered form without coupons attached and, in the case of Definitive Notes, serially numbered, in the currency (the “**Specified Currency**”) and the denominations (the “**Specified Denomination(s)**”) specified in the applicable Pricing Supplement, provided that:

- (g) Specified Denomination(s) shall not be less than €100,000 or its equivalent in another currency;
- (h) interests in the Legended Notes (as defined below) shall be held in amounts of not less than U.S.\$200,000 or its equivalent in other currencies; and
- (i) Notes (including Notes denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA will have a minimum denomination of £100,000 (or its equivalent in another currency).

This Note may be a Fixed Rate Note or a Zero Coupon Note, or a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement.

Subject as set out below, title to the Notes will pass upon registration of transfers in accordance with the provisions of the Agency Agreement. The Issuer and any Agent will (except as otherwise required by law) deem and treat the registered holder of any Note as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous

loss or theft thereof) for all purposes but, in the case of any Global Note, without prejudice to the provisions set out in the next succeeding paragraph.

For so long as any of the Notes is represented by a Global Note held on behalf of Euroclear Bank SA/NV (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream, Luxembourg**”), each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or of Clearstream, Luxembourg as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the registered holder of the relevant Global Note shall be treated by the Issuer and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the expressions “**Noteholder**” and “**holder of Notes**” and related expressions shall be construed accordingly.

For so long as The Depository Trust Company (“**DTC**”) or its nominee is the registered owner or holder of a Global Note, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by such Global Note for all purposes under the Agency Agreement and those Notes except to the extent that in accordance with DTC’s published rules and procedures any ownership rights may be exercised by its participants or beneficial owners through participants.

Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of DTC, Euroclear and Clearstream, Luxembourg, as the case may be. References to DTC, Euroclear and/or Clearstream, Luxembourg shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in Part 2 of the applicable Pricing Supplement.

## **2 Transfers of Notes**

### **2.1 Transfers of Interests in Global Notes**

Transfers of beneficial interests in Global Notes will be effected by DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and, in turn, by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of transferors and transferees of such interests. A beneficial interest in a Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for Definitive Notes or for a beneficial interest in another Global Note of the same series only in the authorised denominations set out in the applicable Pricing Supplement and only in accordance with the rules and operating procedures for the time being of DTC, Euroclear or Clearstream, Luxembourg, as the case may be, and in accordance with the terms and conditions specified in the Agency Agreement. Transfers of a Global Note registered in the name of a nominee for DTC shall be limited to transfers of such Global Note, in whole but not in part, to another nominee of DTC or to a successor of DTC or such successor’s nominee.

### **2.2 Transfers of Definitive Notes**

Subject as provided in paragraphs 2.1 above and 2.5 and 2.6 below, upon the terms and subject to the conditions set forth in the Agency Agreement, a Definitive Note may be transferred in whole or in part (in the authorised denominations set out in the applicable Pricing Supplement). In order to effect any such transfer (a) the holder or holders must (i) surrender the Definitive Note for registration of the transfer of the Definitive Note (or the relevant part of the Definitive Note) at the specified office of the relevant Registrar or Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or his or their attorney or attorneys duly authorised in writing and (ii) complete and deposit such other certifications as may be required by the relevant Registrar or Transfer Agent and (b) the relevant Registrar or Transfer Agent must, after due and careful enquiry, be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer, the Registrars and the Transfer

Agents may from time to time prescribe (the initial such regulations being set out in Schedule 7 to the Agency Agreement). Subject as provided above, the relevant Registrar or Transfer Agent will, within three business days (being for this purpose a day on which banks are open for business in the city where the specified office of the relevant Registrar or Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail, to such address as the transferee may request, a new Definitive Note of a like aggregate nominal amount to the Definitive Note (or the relevant part of the Definitive Note) transferred. In the case of the transfer of part only of a Definitive Note, a new Definitive Note in respect of the balance of the Definitive Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

### **2.3 Registration of Transfer upon Partial Redemption**

In the event of a partial redemption of Notes under Condition 7, the Issuer shall not be required to register the transfer of any Note, or part of a Note, called for partial redemption.

### **2.4 Costs of Registration**

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration.

### **2.5 Transfers of Interests in Legended Notes**

Transfers of Legended Notes or beneficial interests therein may be made:

- (a) to a transferee who takes delivery of such interest through a Regulation S Global Note, upon receipt by the Registrars or any Transfer Agent of a written confirmation substantially in the form set out in the Agency Agreement, amended as appropriate from the transferor to the effect that such transfer is being made in accordance with Regulation S; or
- (b) to a transferee who takes delivery of such interest through a Legended Note where the transferee is a person who the transferor reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, without certification; or
- (c) otherwise pursuant to the Securities Act or an exemption therefrom, subject to receipt by the Issuer of such satisfactory evidence as the Issuer may reasonably require, which may include an opinion of U.S. counsel, that such transfer is in compliance with any applicable securities laws of any State of the United States,

and, in each case, in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.

Upon the transfer, exchange or replacement of Legended Notes, or upon specific request for removal of the Legend, the relevant Registrar shall deliver only Legended Notes or refuse to remove the Legend, as the case may be, unless there is delivered to the Issuer such satisfactory evidence as may reasonably be required by the Issuer, which may include an opinion of U.S. counsel, that neither the Legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the Securities Act.

### **2.6 Exchanges and Transfers of Definitive Notes Generally**

Holders of Definitive Notes may exchange such Notes for interests in a Global Note of the same type at any time.

### **2.7 Definitions**



In these Conditions, the following expressions shall have the following meanings:

“**Legended Note**” means Notes (whether in definitive form or represented by a Global Note) sold in private transactions to QIBs in accordance with the requirements of Rule 144A which bear a legend specifying certain restrictions on transfer (a “**Legend**”);

“**QIB**” means a “qualified institutional buyer” within the meaning of Rule 144A;

“**Regulation S**” means Regulation S under the Securities Act;

“**Regulation S Global Note**” means a Global Note representing Notes sold outside the United States in reliance on Regulation S;

“**Rule 144A**” means Rule 144A under the Securities Act;

“**Rule 144A Global Note**” means a Global Note representing Notes sold in private transactions to QIBs in accordance with the requirements of Rule 144A; and

“**Securities Act**” means the United States Securities Act of 1933, as amended.

### 3 **Status of the Notes**

The Notes are issued as the direct, unconditional and unsecured obligations of the Issuer and (subject as provided in Condition 4) rank and will rank *pari passu*, without preference among themselves, with all other unsecured External Indebtedness of the Issuer, from time to time outstanding, provided, however, that the Issuer shall have no obligation to effect equal or rateable payment(s) at any time with respect to any such other External Indebtedness and, in particular, shall have no obligation to pay other External Indebtedness at the same time or as a condition of paying sums due on the Notes and vice versa.

### 4 **Negative Pledge**

#### 4.1 **Negative Pledge**

So long as any Note remains outstanding (as defined in the Agency Agreement) the Issuer shall not create, incur assume or permit to arise or subsist any Lien (as defined below) (other than a Permitted Lien (as defined below)) upon the whole or any part of its existing or future assets or revenues to secure any Public External Indebtedness (as defined below) of the Issuer or any other Person (as defined below) in respect thereof unless, at the same time or prior thereto, the Issuer’s obligations under the Notes are secured equally and rateably therewith or have the benefit of such other arrangement as may be approved by an Extraordinary Resolution, Electronic Consent or a Written Resolution (each as defined in Condition 14.1) of Noteholders. For the avoidance of doubt, any such approval shall not constitute a Reserved Matter (for the purposes of and as defined in Condition 14.5).

#### 4.2 **Certain Definitions**

In these Conditions:

- (a) “**External Indebtedness**” means all Indebtedness denominated or payable, or which at the option of the relevant creditor or holder thereof may be payable in a currency other than the lawful currency of the Issuer.
- (b) “**Guarantee**” means any guarantee of or indemnity in respect of Indebtedness.
- (c) “**Indebtedness**” means all obligations, and Guarantees in respect of obligations, for the payment or repayment of money borrowed or raised (whether or not evidenced or represented by bonds, debentures, notes or other similar instruments).

- (d) **“Lien”** means any lien, pledge, hypothecation, mortgage, security interest, charge or other encumbrance or arrangement having a similar legal and economic effect including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction.
- (e) **“National Bank”** means the National Bank of Angola (BNA).
- (f) **“Permitted Lien”** means:
  - (i) any Lien upon property to secure Public External Indebtedness or any Guarantee of Public External Indebtedness incurred for the purpose of financing the acquisition or construction of such property and any renewal and extension of such Lien which is limited to the original property covered thereby and which secures any renewal or extension of the original secured financing;
  - (ii) any Lien existing on property at the time of its acquisition (and not created in contemplation of such acquisition) to secure Public External Indebtedness or any Guarantee of Public External Indebtedness and any renewal and extension of such Lien which is limited to the original property covered thereby and which secures any renewal or extension of the original secured financing, provided that the principal amount of the Public External Indebtedness secured thereby is not increased;
  - (iii) any Lien securing Public External Indebtedness or any Guarantee of Public External Indebtedness incurred for the purpose of financing all or part of the costs of the acquisition, construction, development of a project (including any renewal or extension thereof provided that the principal amount secured by any such additional encumbrance does not exceed the principal amount outstanding and secured by the original encumbrance), provided that (a) the holders of such Public External Indebtedness or Guarantee expressly agree to limit their recourse to the assets and/or revenues (including, without limitation, insurance proceeds) of such project as the principal source of repayment of such Public External Indebtedness and (b) the property over which such Lien is granted consists solely of such assets, revenues or claims which arise from the operation, failure to meet specifications, exploitation, sale or loss of, or failure to complete, or damage to, such properties;
  - (iv) any Lien on any assets securing Public External Indebtedness which arises pursuant to any order or attachment, distraint or similar legal process arising in connection with court proceedings so long as the execution or other enforcement thereof is effectively stayed and the claims secured thereby are being contested in good faith by appropriate proceedings; and
  - (v) any Lien arising by operation of law, provided that such Lien is not created or permitted to be created by the Issuer to secure any Public External Indebtedness or Guarantee of Public External Indebtedness.
- (g) **“Person”** means any individual, company, corporation, firm, partnership, joint venture, association, unincorporated organisation, trust or any other juridical entity, including, without limitation, a state or agency of a state (including the Ministry of Finance of the Republic of Angola) or other entity (including the National Bank), whether or not having separate legal personality.
- (h) **“Public External Indebtedness”** means External Indebtedness which (i) is in the form of, or represented by, bonds, notes, or other securities thereof, in each case with a stated maturity of more than one year from the date of issue, and (ii) is, or is capable of being, quoted, listed or ordinarily purchased and sold on any stock exchange, automated trading system or over the-counter or on any other securities market.

## 5 Interest

### 5.1 Calculation of Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest on its then outstanding principal amount from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Rate(s) of Interest. Interest will be payable in arrear on the Interest Payment Date(s) in each year up to (and including) the Final Maturity Date.

If the applicable Pricing Supplement provides for Fixed Coupon Amounts, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on (but excluding) such date will amount to the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in the Conditions, “**Fixed Interest Period**” means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

If the applicable Pricing Supplement does not provide for Fixed Coupon Amounts, or if interest is required to be calculated for a period other than a Fixed Interest Period in respect of any Fixed Rate Note, such interest shall be calculated by applying the Rate of Interest to the then outstanding principal amount of such Fixed Rate Notes, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention.

“**Day Count Fraction**” means, in respect of the calculation of an amount of interest, in accordance with this Condition 5.1:

- (a) if “Actual/Actual (ICMA)” is specified in the applicable Pricing Supplement:
  - (i) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the “**Accrual Period**”) is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; or
  - (ii) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:
    - (A) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and
    - (B) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year;
- (b) if “30/360” is specified in the applicable Pricing Supplement, the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360;

- (c) if “Actual/365 (Fixed)” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365; and
- (d) such other day count fraction as specified in the applicable Pricing Supplement.

In these Conditions:

“**Determination Period**” means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

“**sub-unit**” means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

## 5.2 **Accrual of Interest**

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date for its redemption unless payment of principal is improperly withheld or refused. In such event, interest will continue to accrue until whichever is the earlier of:

- (a) the date on which all amounts due in respect of such Note have been paid; and
- (b) five days after the date on which the full amount of the moneys payable in respect of such Note has been received by the Fiscal Agent and notice to that effect has been given to the Noteholders in accordance with Condition 13.

## 6 **Payments**

### 6.1 **Method of Payment**

Subject as provided below:

- (a) payments in a Specified Currency other than euro or Renminbi will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively); and (b) payments in euro will be made by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee; and
- (b) payments in Renminbi will be made by transfer to a Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong.

Payments will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 8.

### 6.2 **Payments in respect of Notes**

Payments of principal (other than Amortisation Amounts prior to the final Amortisation Amount) in respect of each Note (whether or not in global form) will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Note at the specified office of any of the Paying Agents. Such payments will be made by transfer to the Designated Account (as defined below) of the holder (or the first named of joint holders) of the Note appearing in the relevant register of holders of the Notes maintained by the relevant Registrar (each, a “**Register**”) at the close of business on the fifteenth calendar day before the relevant due date (the “**Record Date**”). For these purposes, “**Designated Account**” means the account (which, in the case of a payment in Japanese yen to a non-resident of Japan, shall be a non-resident account and in the case of payment in Renminbi

means a Renminbi account maintained by or on behalf of Noteholders with a bank in Hong Kong maintained by a holder with a Designated Bank and identified as such in the Register and “**Designated Bank**” means (in the case of payment in a Specified Currency other than euro or Renminbi) a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively) and (in the case of a payment in euro) any bank which processes payments in euro and (in the case of payment in Renminbi) a bank in Hong Kong.

Payments of interest and payments of instalments of principal (other than the final Amortisation Amount) in respect of each Note (whether or not in global form) will be made by transfer on the due date to the Designated Account of the holder (or the first named of joint holders) of the Note appearing in the Register at the close of business on the Record Date. Payment of the interest due in respect of each Note on redemption and the final Amortisation Amount will be made in the same manner as payment of the principal amount of such Note.

No commissions or expenses shall be charged to the holders by any Agent in respect of any payments of principal or interest in respect of Notes.

All amounts payable to DTC or its nominee as registered holder of a Global Note in respect of Notes denominated in a Specified Currency other than U.S. dollars shall be paid by transfer by the Fiscal Agent to an account in the relevant Specified Currency of the FX Agent on behalf of DTC or its nominee for conversion into and payment in U.S. dollars unless the participant in DTC with an interest in such Notes has elected to receive any part of such payment in that Specified Currency in the manner specified in the Agency Agreement and in accordance with the rules and procedures for the time being of DTC.

None of the Issuer or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

### 6.3 **General Provisions Applicable to Payments**

The holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear, Clearstream, Luxembourg or DTC as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear, Clearstream, Luxembourg or DTC, as the case may be, for his share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note.

### 6.4 **Payment Day**

If the date for payment of any amount in respect of any Note is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, “**Payment Day**” means any day which (subject to Condition 9) is:

- (a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:
  - (i) in the case of Definitive Notes only, the relevant place of presentation;
  - (ii) each Additional Financial Centre (other than the real time gross settlement system operated by the Eurosystem or any successor system (“**T2**”)) specified in the applicable Pricing Supplement;
  - (iii) if T2 is specified as an Additional Financial Centre in the applicable Pricing Supplement, a day on which T2 is open; and

- (b) either (1) in relation to any sum payable in a Specified Currency other than euro or Renminbi, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New Zealand dollars shall be Sydney and Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 is open;
- (c) in relation to any sum payable in Renminbi, a day on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong; and
- (d) in the case of any payment in respect of a Global Note denominated in a Specified Currency other than U.S. dollars and registered in the name of DTC or its nominee and in respect of which an accountholder of DTC (with an interest in such Global Note) has not elected to receive any part of such payment in a Specified Currency other than U.S. dollars, a day on which commercial banks are not authorised or required by law or regulation to be closed in New York City.

## 6.5 Interpretation of Principal and Interest

Any reference in the Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

- (a) any additional amounts which may be payable with respect to principal under Condition 8;
- (b) the Final Redemption Amount of the Notes or, if applicable, any outstanding Amortisation Amount(s) of the Notes;
- (c) the Early Redemption Amount of the Notes;
- (d) the Optional Redemption Amount(s) (if any) of the Notes;
- (e) in relation to Zero Coupon Notes, the Amortised Face Amount (as defined in Condition 7.5); and
- (f) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in the Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 8.

## 6.6 Renminbi Account

All payments in respect of any Note in Renminbi will be made solely by credit to a registered Renminbi account maintained by or on behalf of the payee at a bank in Hong Kong in accordance with applicable laws, rules, regulations and guidelines issued from time to time (including all applicable laws and regulations with respect to the settlement of Renminbi in Hong Kong).

## 6.7 Renminbi Currency Event

If Renminbi Currency Event is specified in the applicable Pricing Supplement and a Renminbi Currency Event, as determined by the Issuer acting in good faith, exists on a date for payment of any principal or interest (in whole or in part) in respect of any Note, the Issuer's obligation to make a payment in Renminbi under the terms of the Notes may be replaced by an obligation to pay such amount (in whole or in part) in the Relevant Currency and converted using the Spot Rate for the relevant Determination Date as promptly notified by the Calculation Agent (as specified in the applicable Pricing Supplement) to the Issuer and the Paying Agents.

Upon the occurrence of a Renminbi Currency Event, the Issuer shall give not less than three nor more than 30 Business Days' prior the due date for payment irrevocable notice to the Noteholders in accordance with Condition 14 stating the occurrence of the Renminbi Currency Event, giving details thereof and the action proposed to be taken in relation thereto.

In the event of a Renminbi Currency Event, any payment of U.S. dollars will be made by transfer to a U.S. dollar denominated account maintained by the payee with, or by a U.S. dollar denominated cheque drawn on, a bank in New York City; and the definition of "**Payment Day**" in Condition 6.4 shall mean any day which is a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in: (A) in the case of Definitive Notes only, the relevant place of presentation; and (B) London and New York City.

For the purpose of this Condition 6 and unless stated otherwise in the applicable Pricing Supplement:

**"Determination Business Day"** means a day (other than a Saturday or Sunday) on which commercial banks are open for general business (including dealings in foreign exchange) in Hong Kong, London and New York City;

**"Determination Date"** means the day which is two Determination Business Days before the due date of the relevant payment under the Notes;

**"Governmental Authority"** means any *de facto* or *de jure* government (or any agency or instrumentality thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of Hong Kong;

**"Local Time"** means the time of day in the jurisdiction in which the Calculation Agent, appointed in connection with that series of Notes, is located;

**"Relevant Currency"** means United States dollars or such other currency as may be specified in the applicable Pricing Supplement;

**"Renminbi Currency Events"** means any one of Renminbi Illiquidity, Renminbi Non-Transferability and Renminbi Inconvertibility;

**"Renminbi Illiquidity"** means the general Renminbi exchange market in Hong Kong becomes illiquid as a result of which the Issuer cannot obtain sufficient Renminbi in order to satisfy its obligation to pay interest or principal (in whole or in part) in respect of the Notes, as determined by the Issuer acting in good faith and in a commercially reasonable manner following consultation with two independent foreign exchange dealers of international repute active in the Renminbi exchange market in Hong Kong;

**"Renminbi Inconvertibility"** means the occurrence of any event that makes it impossible for the Issuer to convert any amount due in respect of the Notes into Renminbi in the general Renminbi exchange market in Hong Kong, other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date of the first Tranche of the relevant Series and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation);

**"Renminbi Non-Transferability"** means the occurrence of any event that makes it impossible for the Issuer to deliver Renminbi between accounts inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong or from an account outside Hong Kong to an account inside Hong Kong (including where the Renminbi clearing and settlement system for participating banks in Hong Kong is disrupted or suspended), other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority (unless such law, rule or regulation is enacted after the Issue Date of the first Tranche of the relevant Series and it is impossible for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation); and

**“Spot Rate”** means, unless specified otherwise in the applicable Pricing Supplement, the spot CNY/U.S.\$ exchange rate for the purchase of U.S. dollars with Renminbi in the over-the-counter Renminbi exchange market in Hong Kong for settlement in two Determination Business Days, as determined by the Calculation Agent at or around 11 a.m. (Local Time) on the Determination Date, on a deliverable basis by reference to Reuters Screen Page CNHFIX01, or if no such rate is available, the Calculation Agent shall determine the Spot Rate at or around 11 a.m. (Local Time) on the Determination Date as the most recently available CNY/U.S. dollar official fixing rate for settlement in two Determination Business Days reported by the State Administration of Foreign Exchange of the PRC, which is reported on the Reuters Screen Page CNY=SAEC. Reference to a page on the Reuters Screen means the display page so designated on the Reuter Monitor Money Rates Service (or any successor service) or such other page as may replace that page for the purpose of displaying a comparable currency exchange rate.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 6.7 by the Calculation Agent, will (in the absence of wilful default, fraud or manifest error) be binding on the Issuer, the Agents and all Renminbi Noteholders.

## **7 Redemption and Purchase**

### **7.1 Redemption at Maturity**

Other than Amortising Notes, which shall be redeemed in accordance with Condition 7.9, unless previously redeemed or purchased and cancelled as specified below, the then principal amount outstanding of each Note will be finally redeemed by the Issuer at its Final Redemption Amount specified in the applicable Pricing Supplement in the relevant Specified Currency on the Final Maturity Date specified in the applicable Pricing Supplement.

### **7.2 Redemption at the Option of the Issuer (Issuer Call)**

If Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, having given not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all or some only of the Notes then outstanding on any Optional Redemption Date and at the Optional Redemption Amount(s) specified in the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date. Any such redemption must be of a principal amount not less than the Minimum Redemption Amount and not more than the Maximum Redemption Amount, in each case as may be specified in the applicable Pricing Supplement.

In the case of a partial redemption of Notes, the Notes to be redeemed (**“Redeemed Notes”**) will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually by lot, not more than 30 days prior to the date fixed for redemption and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream, Luxembourg and/or DTC. In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 13 not less than 15 days prior to the date fixed for redemption.

### **7.3 Redemption at the Option of the Noteholders (Investor Put)**

If Investor Put is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 13 not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement, the Issuer will, upon the expiry of such notice, redeem such Note on the Optional Redemption Date and at the Optional Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Optional Redemption Date.



To exercise the right to require redemption of this Note the holder of this Note must, if this Note is in definitive form and held outside Euroclear and Clearstream, Luxembourg, deliver, at the specified office of the relevant Registrar at any time during normal business hours of the relevant Registrar falling within the notice period, a duly completed and signed notice of exercise in the form (for the time being current) obtainable from any specified office of the relevant Registrar (a “**Put Notice**”) and in which the holder must specify a bank account to which payment is to be made under this Condition and the principal amount thereof to be redeemed and, if less than the full principal amount of the Definitive Notes so surrendered is to be redeemed, an address to which a new Definitive Note in respect of the balance of such Definitive Notes is to be sent subject to and in accordance with the provisions of Condition 2.2.

If this Note is represented by a Global Note or is in definitive form and held through Euroclear, Clearstream, Luxembourg or DTC, to exercise the right to require redemption of this Note the holder of this Note must, within the notice period, give notice to the Fiscal Agent of such exercise in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg and DTC (which may include notice being given on his instruction by Euroclear, Clearstream, Luxembourg, DTC or any common depositary for Euroclear or Clearstream, Luxembourg to the Fiscal Agent by electronic means) in a form acceptable to Euroclear, Clearstream, Luxembourg and DTC from time to time.

Any Put Notice or other notice given in accordance with the standard procedures of Euroclear, Clearstream, Luxembourg and DTC by a holder of any Note pursuant to this Condition 7.3 shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and is continuing, in which event such holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this Condition 7.3 and instead to declare such Note forthwith due and payable pursuant to Condition 10.

#### 7.4 **Clean-up Call**

In the event that at least 80 per cent. of the aggregate nominal amount of the Notes of any Series (which, for the avoidance of doubt, includes any further Notes issued pursuant to Condition 16) have been redeemed or purchased (other than as a result of the Issuer having exercised a partial call of the Notes pursuant to Condition 7.2 at a redemption price higher than as specified immediately below), the Issuer may, at any time prior to the scheduled Final Maturity Date, on giving not less than 15 nor more than 30 days’ irrevocable notice to the Noteholders in accordance with Condition 13, redeem all (but not less than all) of the Notes outstanding at a redemption price equal to 100 per cent. of the principal amount of such Notes outstanding together with interest accrued to, but excluding, the date of such redemption.

#### 7.5 **Early Redemption Amounts**

For the purpose of Condition 10:

- (a) each Note (other than a Zero Coupon Note) will be redeemed at its Early Redemption Amount; and
- (b) each Zero Coupon Note will be redeemed at an amount (the “**Amortised Face Amount**”) calculated in accordance with the following formula:

$$\text{Early Redemption Amount} = \text{RP} \times (1 + \text{AY})^y$$

where:

**RP** means the Reference Price;

**AY** means the Accrual Yield expressed as a decimal; and

**y** is the Day Count Fraction specified in the applicable Pricing Supplement which will be one of (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from (and including) the Issue Date of the

first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360), or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360), or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365), or (iv) on such other calculation basis as may be specified in the applicable Pricing Supplement.

#### **7.6 Purchases**

The Issuer may at any time purchase Notes at any price in the open market or otherwise. All Notes so purchased will be surrendered to the relevant Registrar for cancellation. Any Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of such meetings.

#### **7.7 Cancellation**

All Notes which are redeemed will forthwith be cancelled. All Notes so cancelled and any Notes purchased and cancelled pursuant to Condition 7.6 above shall be forwarded to the Fiscal Agent and cannot be reissued or resold.

#### **7.8 Late payment on Zero Coupon Notes**

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Condition 7.1, 7.2, 7.3 or 7.4 above or upon its becoming due and repayable as provided in Condition 10 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 7.5(b) above as though the references therein to the date fixed for the redemption or the date upon which such Zero Coupon Note becomes due and payable were replaced by references to the date which is the earlier of:

- (a) the date on which all amounts due in respect of such Zero Coupon Note have been paid; and
- (b) five days after the date on which the full amount of the moneys payable in respect of such Zero Coupon Notes has been received by the Fiscal Agent and notice to that effect has been given to the Noteholders in accordance with Condition 13.

#### **7.9 Redemption by Amortisation**

Unless previously redeemed or purchased and cancelled as provided in this Condition 7 (*Redemption and Purchase*), each Amortising Note which provides for Amortisation Dates (as specified in the applicable Pricing Supplement) and Amortisation Amounts (as specified in the applicable Pricing Supplement) will be partially redeemed on each Amortisation Date at the applicable Amortisation Amount. In the case of any early redemption in part in accordance with Condition 7.2, the principal amount of any Amortising Note redeemed shall reduce *pro rata* the principal amount of each Amortisation Amount of such Amortising Note falling due after the relevant redemption date.

In these Conditions, references to “principal” shall, unless the context requires otherwise, be deemed to include any Amortisation Amount and references to the “due date” for payment shall, unless the context requires otherwise, be deemed to include any Amortisation Date.

### **8 Taxation**

All payments of principal and interest in respect of the Notes by or on behalf of the Issuer will be made without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature (“**Taxes**”) imposed or levied by or on behalf

of any Tax Jurisdiction unless such withholding or deduction for or on account of any present or future Taxes is required by law. In such event, the Issuer will pay such additional amounts as may be necessary in order that the net amounts received by the holders of the Notes after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes, as the case may be, in the absence of such withholding or deduction; except that no such additional amounts shall be payable in relation to any payment of principal and interest in respect of any Note:

- (a) presented for payment in the Republic of Angola; or
- (b) the holder of which is liable for such Taxes in respect of such Note by reason of his having some connection with a Tax Jurisdiction other than the mere holding of such Note; or
- (c) presented for payment more than 30 days after the Relevant Date (as defined below) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in Condition 6.4).

As used herein:

- (i) the “**Relevant Date**” means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been received by the Fiscal Agent on or before such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 13; and
- (ii) “**Tax Jurisdiction**” means the Republic of Angola or any political subdivision or any authority thereof or therein having power to tax.

## 9 **Prescription**

The Notes will become void unless claims in respect of principal and/or interest are made within a period of 10 years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 8) therefor.

## 10 **Events of Default**

If any of the following events (“**Events of Default**”) shall have occurred and be continuing:

### (a) **Non-Payment**

- (i) the Issuer fails to pay any principal on any of the Notes when due and payable and such failure continues for a period of 15 Business Days; or
- (ii) the Issuer fails to pay any interest on any of the Notes or any amount due under Condition 8 (*Taxation*) when due and payable, and such failure continues for a period of 30 days; or

### (b) **Breach of Other Obligations**

the Issuer does not perform or comply with any one or more of its other obligations in the Notes or the Agency Agreement, which default is incapable of remedy or is not remedied within 45 days following the service by any Noteholder on the Issuer of notice requiring the same to be remedied; or

### (c) **Cross-acceleration**

- (i) any other External Indebtedness of the Issuer becomes due and payable prior to the stated maturity thereof by reason of default, or

(ii) any such External Indebtedness is not paid at maturity; or

(iii) any Guarantee of such External Indebtedness is not honoured when due and called upon,

and, in the case of (ii) or (iii), that failure continues beyond any originally applicable grace period and, in the case of (i), (ii) or (iii), *provided that* the aggregate amount of the relevant External Indebtedness in respect of which one or more of the events mentioned in this paragraph (c) have occurred equals or exceeds U.S.\$25,000,000 or its equivalent; or

(d) **Moratorium**

a moratorium on the payment of principal of, or interest on, any External Indebtedness of the Issuer shall be declared by the Issuer; or

(e) **IMF Membership**

the Issuer shall cease to be a member of the IMF or shall cease to be eligible to use the general resources of the IMF; or

(f) **Validity**

(i) the validity of the Notes shall be contested by the Issuer; or

(ii) the Issuer shall deny any of its obligations under the Notes (whether by a general suspension of payments or a moratorium on the payment of debt or otherwise); or

(iii) it shall be or become unlawful for the Issuer to perform or comply with all or any of its obligations set out in the Notes or the Agency Agreement, including, without limitation, the payment of interest on the Notes, as a result of any change in law or regulation in the Issuer or any ruling of any court in the Issuer whose decision is final and unappealable or for any reason such obligations cease to be in full force and effect; or

(g) **Consents**

if any authorisation, consent of, or filing or registration with, any governmental authority necessary for the performance of any payment obligation of the Issuer under the Notes, when due, ceases to be in full force and effect or remain valid and subsisting, then the holders of at least 25 per cent. in aggregate principal amount of the Notes then outstanding may, by notice in writing to the Issuer (with a copy to the Fiscal Agent), declare the then principal amount outstanding of all the Notes to be immediately due and payable, whereupon they shall become immediately due and payable at their Early Redemption Amount together with accrued interest (if any) to the date of repayment without further action or formality. Notice of any such declaration shall promptly be given to all other Noteholders by the Issuer in accordance with Condition 13.

If the Issuer receives notice in writing from holders of at least 50 per cent. in aggregate principal amount of the Notes then outstanding to the effect that the Event of Default or Events of Default giving rise to any above mentioned declaration of acceleration is or are cured following any such declaration and that such holders wish the relevant declaration to be withdrawn, the Issuer shall give notice thereof to the Noteholders (with a copy to the Fiscal Agent), whereupon the relevant declaration shall be withdrawn and shall have no further effect but without prejudice to any rights or obligations which may have arisen before the Issuer gives such notice (whether pursuant to these Conditions or otherwise). No such withdrawal shall affect any other or any subsequent Event of Default or any right of any Noteholder in relation thereto.

## 11 Replacement of Notes

Should any Note be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the relevant Registrar upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes must be surrendered before replacements will be issued.

## 12 Agents

The initial Agents are set out above. If any additional Paying Agents are appointed in connection with any Series, the names of such Paying Agents will be specified in Part 2 of the applicable Pricing Supplement.

The Issuer is entitled to vary or terminate the appointment of any Agent and/or appoint additional or other Agents and/or approve any change in the specified office through which any Agent acts in accordance with the terms of the Agency Agreement, *provided that*:

- (a) there will at all times be a Fiscal Agent and a Registrar;
- (b) so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, there will at all times be a Transfer Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority;
- (c) so long as any of the Global Notes payable in a Specified Currency other than U.S. dollars are held through DTC or its nominee, there will at all times be a FX Agent; and
- (d) there will at all times be a Paying Agent in a jurisdiction other than the Republic of Angola.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in Condition 6.3. Notice of any variation, termination, appointment or change in Paying Agents will be given to the Noteholders promptly by the Issuer in accordance with Condition 13.

In acting under the Agency Agreement, the Agents act solely as agents of the Issuer and do not assume any obligation to, or relationship of agency or trust with, any Noteholder. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor agent.

## 13 Notices

All notices regarding the Notes will be deemed to be validly given if sent by first class mail or (if posted to an address overseas) by airmail to the holders (or the first named of joint holders) at their respective addresses recorded in the Register and will be deemed to have been given on the fourth day after mailing and, in addition, for so long as any Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published in a daily newspaper of general circulation in the place or places required by those rules.

Until such time as any definitive Notes are issued, there may, so long as any Global Notes representing the Notes are held in their entirety on behalf of Euroclear and/or Clearstream, Luxembourg and/or DTC, be substituted for such publication in such newspaper(s) or such mailing the delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg and/or DTC for communication by them to the holders of the Notes and, in addition, for so long as any Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published in a daily newspaper of general circulation in the place or places required by those rules. Any such notice shall

be deemed to have been given to the holders of the Notes on the second day after the day on which the said notice was given to Euroclear and/or Clearstream, Luxembourg and/or DTC.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Definitive Note) with the relative Note or Notes, with the relevant Registrar. Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Fiscal Agent through Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, in such manner as the Fiscal Agent and Euroclear and/or Clearstream, Luxembourg and/or DTC, as the case may be, may approve for this purpose.

## **14 Meetings of Noteholders, Modification and Waiver**

### **14.1 Convening Meetings of Noteholders; Conduct of Meetings of Noteholders; Written Resolutions**

- (a) The Issuer may convene a meeting of the Noteholders at any time in respect of the Notes in accordance with the Agency Agreement. The Issuer will determine the time and place of the meeting (which need not be a physical place and instead may be by way of a conference call, including by use of a videoconference platform). The Issuer will notify the Noteholders of the time, place and purpose of the meeting not less than 21 and not more than 45 days before the meeting.
- (b) The Issuer will convene a meeting of Noteholders if the holders of at least 10 per cent. in principal amount of the outstanding Notes (as defined in the Agency Agreement and described in Condition 14.9 below) have delivered a written request to the Issuer setting out the purpose of the meeting. The Issuer will determine the time and place of the meeting and will notify the Noteholders within 10 days of receipt of such written request of the time and place of the meeting, which shall take place not less than 21 and not more than 45 days after the date on which such notification is given.
- (c) The Issuer will set the procedures governing the conduct of any meeting in accordance with the Agency Agreement. If the Agency Agreement does not include such procedures, or additional procedures are required, the Issuer will set such procedures as are customary in the market and in such a manner as to facilitate any multiple series aggregation, if in relation to a Reserved Matter the Issuer proposes any modification to the terms and conditions of, or action with respect to, two or more series of debt securities issued by it.
- (d) The notice convening any meeting will specify, *inter alia*:
  - (i) the date, time and location of the meeting;
  - (ii) the agenda and the text of any Extraordinary Resolution to be proposed for adoption at the meeting;
  - (iii) the record date for the meeting, which shall be no more than five business days before the date of the meeting;
  - (iv) the documentation required to be produced by a Noteholder in order to be entitled to participate at the meeting or to appoint a proxy to act on the Noteholder's behalf at the meeting;
  - (v) any time deadline and procedures required by any relevant international and/or domestic clearing systems or similar through which the Notes are traded and/or held by Noteholders;
  - (vi) whether Condition 14.2, or Condition 14.3, or Condition 14.4 shall apply and, if relevant, in relation to which other series of debt securities it applies;

- (vii) if the proposed modification or action relates to two or more series of debt securities issued by the Issuer and contemplates such series of debt securities being aggregated in more than one group of debt securities, a description of the proposed treatment of each such group of debt securities;
  - (viii) such information that is required to be provided by the Issuer in accordance with Condition 14.6;
  - (ix) the identity of the Aggregation Agent and the Calculation Agent (each as defined in this Condition 14 and 15), if any, for any proposed modification or action to be voted on at the meeting, and the details of any applicable methodology referred to in Condition 14.7; and
  - (x) any additional procedures which may be necessary and, if applicable, the conditions under which a multiple series aggregation will be deemed to have been satisfied if it is approved as to some but not all of the affected series of debt securities.
- (e) All information to be provided pursuant to Condition 14.1(d) shall also be provided, *mutatis mutandis*, in respect of Written Resolutions and Electronic Consents (as defined in Condition 14.12).
- (f) A “**record date**” in relation to any proposed modification or action means the date fixed by the Issuer for determining the Noteholders and, in the case of a multiple series aggregation, the holders of debt securities of each other affected series that are entitled to vote on a Multiple Series Single Limb Extraordinary Resolution or a Multiple Series Two Limb Extraordinary Resolution, or to sign a Multiple Series Single Limb Written Resolution or a Multiple Series Two Limb Written Resolution.
- (g) An “**Extraordinary Resolution**” means any of a Single Series Extraordinary Resolution, a Multiple Series Single Limb Extraordinary Resolution and/or a Multiple Series Two Limb Extraordinary Resolution, as the case may be.
- (h) A “**Written Resolution**” means any of a Single Series Written Resolution, a Multiple Series Single Limb Written Resolution and/or a Multiple Series Two Limb Written Resolution, as the case may be.
- (i) Any reference to “**debt securities**” means any notes (including the Notes), bonds, debentures or other debt securities issued by the Issuer in one or more series with an original stated maturity of more than one year.
- (j) “**Debt Securities Capable of Aggregation**” means those debt securities which include or incorporate by reference this Condition 14 and Condition 15 or provisions substantially in these terms which provide for the debt securities which include such provisions to be capable of being aggregated for voting purposes with other series of debt securities.

#### 14.2 **Modification of this Series of Notes only**

- (a) Any modification of any provision of, or any action in respect of, the Notes, these Conditions, the Agency Agreement and/or the Deed of Covenant may be made or taken if approved by a Single Series Ordinary Resolution, a Single Series Extraordinary Resolution or a Single Series Written Resolution as set out below.
- (b) For the purposes of a meeting of Noteholders convened in respect of this Series of Notes only and for the purposes of passing a Single Series Ordinary Resolution and/or a Single Series Extraordinary Resolution (each as defined below) (a “**Single Series Meeting**”), at any such Single Series Meeting any one or more persons present in person holding Notes or proxies or representatives and holding or representing in the aggregate not less than 50 per cent. in

principal amount of the Notes for the time being outstanding shall (except for the purposes of passing a Single Series Extraordinary Resolution) form a quorum for the transaction of business and no business (other than the choosing of a chairman) shall be transacted at any such Single Series Meeting unless the requisite quorum be present at the commencement of business. The quorum at any such Single Series Meeting convened for the purpose of passing a Single Series Extraordinary Resolution shall be one or more persons present in person holding Notes or being proxies or representatives and holding or representing in the aggregate not less than 66⅔ per cent. of the principal amount of the Notes for the time being outstanding.).

- (c) If within 15 minutes from the time fixed for any such Single Series Meeting a quorum is not present, the Single Series Meeting shall, if convened upon the requisition of Noteholders, be dissolved. In any other case, it shall stand adjourned for such period, being not less than 14 days nor more than 42 days, as may be determined by the chairman either at or after the Single Series Meeting. At such adjourned Single Series Meeting, one or more persons present in person holding Notes or being proxies or representatives (whatever the principal amount of Notes so held or represented) shall form a quorum and may pass any resolution and decide upon all matters which could properly have been dealt with at the Single Series Meeting from which the adjournment took place had a quorum been present at the Single Series Meeting, *provided that* at any adjourned Single Series Meeting at which is to be proposed a Single Series Extraordinary Resolution, the quorum shall be one or more persons so present in person holding Notes or being proxies or representatives and holding or representing in the aggregate not less than 33⅓ per cent. in the principal amount of Notes for the time being outstanding.
- (d) A **“Single Series Ordinary Resolution”** means a resolution passed at a Single Series Meeting duly convened and held in accordance with the procedures prescribed by the Issuer pursuant to Conditions 14.1, 14.2(b) and 14.2(c) in respect of any matter other than a Reserved Matter, by a majority of at least 66⅔ per cent. of the votes cast.
- (e) A **“Single Series Extraordinary Resolution”** means a resolution passed at a Single Series Meeting duly convened and held in accordance with the procedures prescribed by the Issuer pursuant to Conditions 14.1 and 14.2(b) in respect of a Reserved Matter by a majority of at least 75 per cent. of the votes cast.
- (f) A **“Single Series Written Resolution”** means a resolution in writing signed or confirmed in writing by or on behalf of the holders of:
  - (i) in the case of a Reserved Matter, at least 75 per cent. of the aggregate principal amount of the outstanding Notes; or
  - (ii) in the case of a matter other than a Reserved Matter, at least 66⅔ per cent. of the aggregate principal amount of the outstanding Notes.

Any Single Series Written Resolution may be contained in one document or several documents in the same form, each signed or confirmed in writing by or on behalf of one or more Noteholders.

- (g) Any Single Series Ordinary Resolution, Single Series Extraordinary Resolution duly passed or Single Series Written Resolution approved shall be binding on all Noteholders, whether or not they attended such Single Series Meeting, whether or not they voted in favour thereof and whether or not they signed or confirmed in writing any such Single Series Written Resolution, as the case may be.

#### 14.3 Multiple Series Aggregation – Single Limb Voting

- (a) In relation to a proposal that includes a Reserved Matter, any modification to the terms and conditions of, or any action with respect to, two or more series of Debt Securities Capable of Aggregation may be made or taken if approved by a Multiple Series Single Limb Extraordinary



Resolution or by a Multiple Series Single Limb Written Resolution as set out below, *provided that* the Uniformly Applicable condition is satisfied.

- (b) A “**Multiple Series Single Limb Extraordinary Resolution**” means a resolution considered at separate meetings of the holders of each affected series of Debt Securities Capable of Aggregation, duly convened and held in accordance with the procedures prescribed by the Issuer pursuant to Condition 14.1, as supplemented if necessary, which is passed by a majority of at least 75 per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate).
- (c) A “**Multiple Series Single Limb Written Resolution**” means each resolution in writing (with a separate resolution in writing or multiple separate resolutions in writing distributed to the holders of each affected series of Debt Securities Capable of Aggregation, in accordance with the applicable documentation) which, when taken together, has been signed or confirmed in writing by or on behalf of the holders of at least 75 per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate). Any Multiple Series Single Limb Written Resolution may be contained in one document or several documents in substantially the same form, each signed or confirmed in writing by or on behalf of one or more Noteholders or one or more holders of each affected series of Debt Securities Capable of Aggregation.
- (d) Any Multiple Series Single Limb Extraordinary Resolution duly passed or Multiple Series Single Limb Written Resolution approved shall be binding on all Noteholders and holders of each other affected series of Debt Securities Capable of Aggregation, whether or not they attended any meeting, whether or not they voted in favour thereof, whether or not any other holder or holders of the same series voted in favour thereof and whether or not they signed or confirmed in writing any such Multiple Series Single Limb Written Resolution, as the case may be.
- (e) The “**Uniformly Applicable**” condition will be satisfied if:
  - (i) the holders of all affected series of Debt Securities Capable of Aggregation are invited to exchange, convert, or substitute their debt securities, on the same terms, for (i) the same new instrument or other consideration or (ii) a new instrument, new instruments or other consideration from an identical menu of instruments or other consideration; or
  - (ii) the amendments proposed to the terms and conditions of each affected series of Debt Securities Capable of Aggregation would, following implementation of such amendments, result in the amended instruments having identical provisions (other than provisions which are necessarily different, having regard to the currency of issuance).
- (f) It is understood that a proposal under Condition 14.3(c) above will not be considered to satisfy the Uniformly Applicable condition if each exchanging, converting, substituting or amending holder of each affected series of Debt Securities Capable of Aggregation is not offered the same amount of consideration per amount of principal, the same amount of consideration per amount of interest accrued but unpaid and the same amount of consideration per amount of past due interest, respectively, as that offered to each other exchanging, converting, substituting or amending holder of each affected series of Debt Securities Capable of Aggregation (or, where a menu of instruments or other consideration is offered, each exchanging, converting, substituting or amending holder of each affected series of Debt Securities Capable of Aggregation is not offered the same amount of consideration per amount of principal, the same amount of consideration per amount of interest accrued but unpaid and the same amount of consideration per amount of past due interest, respectively, as that offered to each other exchanging, converting, substituting or amending holder of each affected series of Debt Securities Capable of Aggregation electing the same option from such menu of instruments).

- (g) Any modification or action proposed under Condition 14.3(a) may be made in respect of some series only of the Debt Securities Capable of Aggregation and, for the avoidance of doubt, the provisions described in this Condition 14.3 may be used for different groups of two or more series of Debt Securities Capable of Aggregation simultaneously.

#### 14.4 **Multiple Series Aggregation – Two Limb Voting**

- (a) In relation to a proposal that includes a Reserved Matter, any modification to the terms and conditions of, or any action with respect to, two or more series of Debt Securities Capable of Aggregation may be made or taken if approved by a Multiple Series Two Limb Extraordinary Resolution or by a Multiple Series Two Limb Written Resolution as set out below.
- (b) A “**Multiple Series Two Limb Extraordinary Resolution**” means a resolution considered at separate meetings of the holders of each affected series of Debt Securities Capable of Aggregation, duly convened and held in accordance with the procedures prescribed by the Issuer pursuant to Condition 14.1, as supplemented if necessary, which is passed by a majority of:
  - (i) at least 66⅔ per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate); and
  - (ii) more than 50 per cent. of the aggregate principal amount of the outstanding debt securities in each affected series of Debt Securities Capable of Aggregation (taken individually).
- (c) A “**Multiple Series Two Limb Written Resolution**” means each resolution in writing (with a separate resolution in writing or multiple separate resolutions in writing distributed to the holders of each affected series of Debt Securities Capable of Aggregation, in accordance with the applicable bond documentation) which, when taken together, has been signed or confirmed in writing by or on behalf of the holders of:
  - (i) at least 66⅔ per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate); and
  - (ii) more than 50 per cent. of the aggregate principal amount of the outstanding debt securities in each affected series of Debt Securities Capable of Aggregation (taken individually).

Any Multiple Series Two Limb Written Resolution may be contained in one document or several documents in substantially the same form, each signed or confirmed in writing by or on behalf of one or more Noteholders or one or more holders of each affected series of Debt Securities Capable of Aggregation.

- (d) Any Multiple Series Two Limb Extraordinary Resolution duly passed or Multiple Series Two Limb Written Resolution approved shall be binding on all Noteholders and holders of each other affected series of Debt Securities Capable of Aggregation, whether or not they attended any meeting, whether or not they voted in favour thereof, whether or not any other holder or holders of the same series voted in favour thereof and whether or not they signed or confirmed in writing any such Multiple Series Two Limb Written Resolution, as the case may be.
- (e) Any modification or action proposed under Condition 14.4(a) may be made in respect of some series only of the Debt Securities Capable of Aggregation and, for the avoidance of doubt, the provisions described in this Condition 14.4 may be used for different groups of two or more series of Debt Securities Capable of Aggregation simultaneously.

## 14.5 **Reserved Matters**

In these Conditions, “**Reserved Matter**” means any proposal:

- (a) to change the dates, or the method of determining the dates, for payment of principal, interest or any other amount in respect of the Notes, to reduce or cancel the amount of principal, interest or any other amount payable on any date in respect of the Notes or to change the method of calculating the amount of principal, interest or any other amount payable in respect of the Notes on any date;
- (b) to change the currency in which any amount due in respect of the Notes is payable or the place in which any payment is to be made;
- (c) to change the majority or quorum required to pass a Single Series Ordinary Resolution, an Electronic Consent, an Extraordinary Resolution, a Written Resolution or any other resolution of Noteholders or the number or percentage of votes required to be cast, or the number or percentage of Notes required to be held, in connection with the taking of any decision or action by or on behalf of the Noteholders or any of them;
- (d) to change this definition, or the definition of “Electronic Consent”, “Extraordinary Resolution”, “Single Series Ordinary Resolution”, “Single Series Extraordinary Resolution”, “Multiple Series Single Limb Extraordinary Resolution”, “Multiple Series Two Limb Extraordinary Resolution”, “Written Resolution”, “Single Series Written Resolution”, “Multiple Series Single Limb Written Resolution” or “Multiple Series Two Limb Written Resolution”;
- (e) to change the definition of “debt securities” or “Debt Securities Capable of Aggregation”;
- (f) to change the definition of “Uniformly Applicable”;
- (g) to change the definition of “outstanding” or to modify the provisions of Condition 14.9;
- (h) to change the legal ranking of the Notes;
- (i) to change any provision of the Notes describing circumstances in which Notes may be declared due and payable prior to their scheduled Final Maturity Date, set out in Condition 10;
- (j) to change the law governing the Notes, the courts to the jurisdiction of which the Issuer has submitted in the Notes, any of the arrangements specified in the Notes to enable proceedings to be taken or the Issuer’s waiver of immunity, in respect of actions or proceedings brought by any Noteholder, as set out in Condition 19;
- (k) to impose any condition on or otherwise change the Issuer’s obligation to make payments of principal, interest or any other amount in respect of the Notes, including by way of the addition of a call option;
- (l) to modify the provisions of this Condition 14.5;
- (m) except as permitted by any related guarantee or security agreement, to release any agreement guaranteeing or securing payments under the Notes or to change the terms of any such guarantee or security; or
- (n) to exchange or substitute all the Notes for, or convert all the Notes into, other obligations or securities of the Issuer or any other person, or to modify any provision of these Conditions in connection with any exchange or substitution of the Notes for, or the conversion of the Notes into, any other obligations or securities of the Issuer or any other person, which would result

in the Conditions as so modified being less favourable to the Noteholders which are subject to the Conditions as so modified than:

- (i) the provisions of the other obligations or debt securities of the Issuer or any other person resulting from the relevant exchange or substitution or conversion; or
- (ii) if more than one series of other obligations or debt securities results from the relevant exchange or substitution or conversion, the provisions of the resulting series of debt securities having the largest aggregate principal amount.

#### 14.6 **Information**

Prior to or on the date that the Issuer proposes any Extraordinary Resolution or Written Resolution pursuant to Condition 14.2, Condition 14.3 or Condition 14.4, the Issuer shall publish in accordance with Condition 15, the following information:

- (a) a description of the Issuer's economic and financial circumstances which are, in the Issuer's opinion, relevant to the request for any potential modification or action, a description of the Issuer's existing debts and a description of its broad policy reform programme and provisional macroeconomic outlook;
- (b) if the Issuer shall at the time have entered into an arrangement for financial assistance with multilateral and/or other major creditors or creditor groups and/or an agreement with any such creditors regarding debt relief, a description of any such arrangement or agreement;
- (c) a description of the Issuer's proposed treatment of external debt securities that fall outside the scope of any multiple series aggregation and its intentions with respect to any other debt securities and its other major creditor groups; and
- (d) if any proposed modification or action contemplates debt securities being aggregated in more than one group of debt securities, a description of the proposed treatment of each such group, as required for a notice convening a meeting of the Noteholders in Condition 14.1(d)(vii).

#### 14.7 **Claims Valuation**

For the purpose of calculating the par value of the Notes and any affected series of debt securities which are to be aggregated with the Notes in accordance with Condition 14.3 and Condition 14.4, the Issuer may appoint a calculation agent (the "**Calculation Agent**"). The Issuer shall, with the approval of the Aggregation Agent and any appointed Calculation Agent, promulgate the methodology in accordance with which the Calculation Agent will calculate the par value of the Notes and such affected series of debt securities. In any such case where a Calculation Agent is appointed, the same person will be appointed as the Calculation Agent for the Notes and each other affected series of debt securities for these purposes, and the same methodology will be promulgated for each affected series of debt securities.

#### 14.8 **Manifest Error, etc.**

The Notes, these Conditions, the Deed of Covenant and the provisions of the Agency Agreement may be amended by the Issuer and the Agents without the consent of the Noteholders either (i) for the purpose of curing any ambiguity or of curing, correcting or supplementing any manifest or proven error or any other defective provision contained herein or therein or (ii) in any other manner which is, in the sole opinion of the Issuer, not materially prejudicial to the interests of the Noteholders. Any such modification shall be binding on the Noteholders and shall be notified by the Issuer to the Noteholders as soon as practicable thereafter in accordance with Condition 13.

#### 14.9 **Notes controlled by the Issuer**

For the purposes of (a) determining the right to attend and vote at any meeting of Noteholders, the right to give an Electronic Consent, or the right to sign or confirm in writing, or authorise the signature of, any Written Resolution, (b) this Condition 14 and (c) Condition 10, any Notes which are for the time being held by or on behalf of the Issuer or by or on behalf of any person which is owned or controlled directly or indirectly by the Issuer or by any public sector instrumentality of the Issuer shall be disregarded and be deemed not to remain outstanding, where:

- (a) “**public sector instrumentality**” means the National Bank, any other department, ministry or agency of the government of the Republic of Angola or any corporation, trust, financial institution or other entity owned or controlled by the government of the Republic of Angola or any of the foregoing; and
- (b) “**control**” means the power, directly or indirectly, through the ownership of voting securities or other ownership interests or through contractual control or otherwise, to direct the management of or elect or appoint a majority of the board of directors or other persons performing similar functions in lieu of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.

A Note will also be deemed to be not outstanding if the Note has previously been cancelled or delivered for cancellation or held for reissuance but not reissued, or, where relevant, the Note has previously been called for redemption in accordance with its terms or previously become due and payable at maturity or otherwise and the Issuer has previously satisfied its obligations to make all payments due in respect of the Note in accordance with its terms.

In advance of any meeting of Noteholders, or in connection with any Electronic Consent or Written Resolution, the Issuer shall provide to the Fiscal Agent a copy of the certificate prepared pursuant to Condition 15.5, which includes information on the total number of Notes which are for the time being held by or on behalf of the Issuer or by or on behalf of any person which is owned or controlled, directly or indirectly, by the Issuer or by any public sector instrumentality of the Issuer and, as such, such Notes shall be disregarded and deemed not to remain outstanding for the purposes of ascertaining the right to attend and vote at any meeting of Noteholders or the right to sign, or authorise the signature of, any Written Resolution in respect of any such meeting. The Fiscal Agent shall make any such certificate available for inspection during normal business hours at its specified office and, upon reasonable request, will allow copies of such certificate to be taken.

The Fiscal Agent is not responsible, nor shall it incur any liability for monitoring or ascertaining as to whether any certificate required by this Condition 14.9 is provided, nor shall it be required to review, check or analyse any certificate produced nor shall it be responsible for the contents of any certificates or incur any liability in the event that the content of such certificate is inaccurate or incorrect.

#### 14.10 **Publication**

The Issuer shall publish all Extraordinary Resolutions and Written Resolutions which have been determined by the Aggregation Agent to have been duly passed in accordance with Condition 15.8.

#### 14.11 **Exchange and Conversion**

Any Extraordinary Resolutions or Written Resolutions which have been duly passed and which modify any provision of, or action in respect of, the Conditions may be implemented at the Issuer's option by way of a mandatory exchange or conversion of the Notes and each other affected series of debt securities, as the case may be, into new debt securities containing the modified terms and conditions if the proposed mandatory exchange or conversion of the Notes is notified to Noteholders at the time notification is given to the Noteholders as to the proposed modification or action. Any such exchange or conversion shall be binding on all Noteholders.

#### 14.12 **Written Resolutions and Electronic Consents**

A Written Resolution may be contained in one document or in several documents in like form, each signed by or on behalf of one or more of the Noteholders.

For so long as any Notes are in the form of a global Note held on behalf of one or more of Euroclear, Clearstream, Luxembourg, DTC or any other clearing system (the “**relevant clearing system(s)**”), then:

- (a) Approval of a resolution proposed by the Issuer given by way of electronic consent communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures (i) by or on behalf of all Noteholders who for the time being are entitled to receive notice of a meeting of Noteholders or (ii) (where such holders have been given at least 21 days’ notice of such resolution) by or on behalf of:
  - (i) in respect of a proposal that falls within paragraphs (c), (d) and (e) of Condition 14.2, the persons holding at least 75 per cent. of the aggregate principal amount of the outstanding Notes in the case of a Reserved Matter or at least 66⅔ per cent. of the aggregate principal amount of the outstanding Notes, in the case of a matter other than a Reserved Matter;
  - (ii) in respect of a proposal that falls within paragraphs (b) and (c) of Condition 14.3, the persons holding at least 75 per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate);
  - (iii) in respect of a proposal that falls within paragraphs (b) and (c) of Condition 14.4, (x) the persons holding at least 66⅔ per cent. of the aggregate principal amount of the outstanding debt securities of all affected series of Debt Securities Capable of Aggregation (taken in aggregate); and (y) the persons holding more than 50 per cent. of the aggregate principal amount of the outstanding debt securities in each affected series of Debt Securities Capable of Aggregation (taken individually),

(in the case of (i), (ii) and (iii), each an “**Electronic Consent**”) shall, for all purposes (including Reserved Matters) take effect as (i) a Single Series Extraordinary Resolution (in the case of (i) above), (ii) a Multiple Series Single Limb Extraordinary Resolution (in the case of (ii) above) or (iii) a Multiple Series Two Limb Extraordinary Resolution (in the case of (iii) above), as applicable.

The notice given to Noteholders shall specify, in sufficient detail to enable Noteholders to give their consents in relation to the proposed resolution, the method by which their consents may be given (including, where applicable, blocking of their accounts in the relevant clearing system(s)) and the time and date (the “**Relevant Date**”) by which they must be received in order for such consents to be validly given, in each case subject to and in accordance with the operating rules and procedures of the relevant clearing system(s).

If, on the Relevant Date on which the consents in respect of an Electronic Consent are first counted, such consents do not represent the required proportion for approval, the resolution shall, if the party proposing such resolution (the “**Proposer**”) so determines, be deemed to be defeated. Alternatively, the Proposer may give a further notice to Noteholders that the resolution will be proposed again on such date and for such period as shall be agreed with the Issuer (unless the Issuer is the Proposer). Such notice must inform Noteholders that insufficient consents were received in relation to the original resolution and the information specified in the previous paragraph. For the purpose of such further notice, references to “**Relevant Date**” shall be construed accordingly.

An Electronic Consent may only be used in relation to a resolution proposed by the Issuer which is not then the subject of a meeting that has been validly convened above, unless that meeting is or shall be cancelled or dissolved.

- (b) Where Electronic Consent has not been sought, for the purposes of determining whether a Written Resolution has been validly passed, the Issuer shall be entitled to rely on consent or instructions given in writing directly to the Issuer (a) by accountholders in the relevant clearing system(s) with entitlements to any global Note and/or (b) where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person identified by that accountholder as the person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, the relevant clearing system(s) and, in the case of (b) above, the relevant clearing system(s) and the accountholder identified by the relevant clearing system(s). Any such certificate or other document (i) shall be conclusive and binding for all purposes and (ii) may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear's EUCLID or Clearstream, Luxembourg's Creation Online system) in accordance with its usual procedures and in which the accountholder of a particular nominal or principal amount of the Notes is clearly identified together with the amount of such holding. The Issuer shall not be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

All information to be provided pursuant to paragraph (d) of Condition 14.1 shall also be provided, *mutatis mutandis*, in respect of Written Resolutions and Electronic Consents.

A Written Resolution and/or Electronic Consent (i) shall take effect as an Extraordinary Resolution and (ii) will be binding on all Noteholders, whether or not they participated in such Written Resolution and/or Electronic Consent, even if the relevant consent or instruction proves to be defective.

## 15 **Aggregation Agent; Aggregation Procedures**

### 15.1 **Appointment**

The Issuer will appoint an aggregation agent (the "**Aggregation Agent**") to calculate whether a proposed modification or action has been approved by the required principal amount outstanding of Notes, and, in the case of a multiple series aggregation, by the required principal amount of outstanding debt securities of each affected series of debt securities. In the case of a multiple series aggregation, the same person will be appointed as the Aggregation Agent for the proposed modification of any provision of, or any action in respect of, these Conditions or the Agency Agreement in respect of the Notes and in respect of the terms and conditions or bond documentation in respect of each other affected series of debt securities. The Aggregation Agent shall be independent of the Issuer.

### 15.2 **Extraordinary Resolutions**

If an Extraordinary Resolution has been proposed at a duly convened meeting of Noteholders to modify any provision of, or action in respect of, these Conditions and other affected series of debt securities, as the case may be, the Aggregation Agent will, as soon as practicable after the time the vote is cast, calculate whether holders of a sufficient portion of the aggregate principal amount of the outstanding Notes and, where relevant, each other affected series of debt securities, have voted in favour of the Extraordinary Resolution such that the Extraordinary Resolution is passed. If so, the Aggregation Agent will determine that the Extraordinary Resolution has been duly passed.

### 15.3 **Written Resolutions**

If a Written Resolution has been proposed under the terms of these Conditions to modify any provision of, or action in respect of, these Conditions and the terms and conditions of other affected series of debt securities, as the case may be, the Aggregation Agent will, as soon as reasonably practicable after the relevant Written Resolution has been signed or confirmed in writing, calculate

whether holders of a sufficient portion of the aggregate principal amount of the outstanding Notes and, where relevant, each other affected series of debt securities, have signed or confirmed in writing in favour of the Written Resolution such that the Written Resolution is passed. If so, the Aggregation Agent will determine that the Written Resolution has been duly passed.

#### **15.4 Electronic Consents**

If approval of a resolution proposed under the terms of these Conditions to modify any provision of, or action in respect of, these Conditions and the terms and conditions of other affected series of debt securities, as the case may be, is proposed to be given by way of Electronic Consent, the Aggregation Agent will, as soon as reasonably practicable after the relevant Electronic Consent has been given, calculate whether holders of a sufficient portion of the aggregate principal amount of the outstanding Notes and, where relevant, each other affected series of debt securities, have consented to the resolution by way of Electronic Consent such that the resolution is approved. If so, the Aggregation Agent will determine that the resolution has been duly approved.

#### **15.5 Certificate**

For the purposes of Condition 15.2, 15.3 and Condition 15.4, the Issuer will provide a certificate to the Aggregation Agent up to three days prior to, and in any case no later than, with respect to an Extraordinary Resolution, the date of the meeting referred to in Condition 14.2, Condition 14.3 or Condition 14.4, as applicable, and, with respect to a Written Resolution, the date arranged for the signing of the Written Resolution.

The certificate shall:

- (a) list the total principal amount of Notes outstanding and, in the case of a multiple series aggregation, the total principal amount of each other affected series of debt securities outstanding on the record date; and
- (b) clearly indicate the Notes and, in the case of a multiple series aggregation, debt securities of each other affected series of debt securities which shall be disregarded and deemed not to remain outstanding as a consequence of Condition 14.9 on the record date identifying the holders of the Notes and, in the case of a multiple series aggregation, debt securities of each other affected series of debt securities.

The Aggregation Agent may rely upon the terms of any certificate, notice, communication or other document believed by it to be genuine.

#### **15.6 Notification**

The Aggregation Agent will cause each determination made by it for the purposes of this Condition 15 to be notified to the Issuer as soon as practicable after such determination. Notice thereof shall also promptly be given to the Noteholders.

#### **15.7 Binding Nature of Determinations; No Liability**

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition 15 by the Aggregation Agent and any appointed Calculation Agent will (in the absence of manifest error) be binding on the Issuer, the Agents and the Noteholders and (subject as aforesaid) no liability to any such person will attach to the Aggregation Agent or the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

#### **15.8 Manner of Publication**

The Issuer will publish all notices and other matters required to be published pursuant to this Condition 15, including any matters required to be published pursuant to Condition 10 and Condition 14;



- (a) through Euroclear, Clearstream, Luxembourg and DTC and/or any other clearing system in which the Notes are held; and
- (b) in such other places and in such other manner as may be required by applicable law or regulation.

## 16 **Further Issues**

The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further notes having terms and conditions the same as the Notes or the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue and so that the same shall be consolidated and form a single Series with the outstanding Notes; *provided that* any additional Notes having the same CUSIP, ISIN or other identifying number of outstanding Notes or any Series must be fungible with such outstanding Notes for U.S. federal income tax purposes if either the outstanding Notes or the additional Notes were or are issued under Rule 144A.

## 17 **Currency Indemnity**

If any sum due from the Issuer in respect of the Notes, or any order or judgment given or made in relation thereto has to be converted from the currency (the “**first currency**”) in which the same is payable under these Conditions or such order or judgment into another currency (the “**second currency**”) for the purpose of (a) making or filing a claim or proof against the Issuer, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Notes, the Issuer shall indemnify each Noteholder on the written demand of such Noteholder addressed to the Issuer and delivered to the Issuer or to the specified office of the Fiscal Agent, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which such Noteholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof.

This indemnity constitutes a separate and independent obligation of the Issuer and shall give rise to a separate and independent cause of action.

## 18 **Contracts (Rights of Third Parties) Act 1999**

No person shall have any right to enforce any term or condition of this Note under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

## 19 **Governing Law and Jurisdiction**

### 19.1 **Governing Law**

The Notes and the arbitration agreement at Condition 19.2 (*Arbitration*) (including any non-contractual obligations arising out of or in connection therewith) are governed by, and shall be construed in accordance with, English law.

### 19.2 **Arbitration**

Subject to Conditions 19.3 (*Noteholders’ Option*) and 19.4 (*Jurisdiction*), the Issuer agrees that any claim, dispute or difference of whatever nature arising under, out of or in connection with the Notes (including a claim, dispute or difference regarding its existence, termination or validity or any non-contractual obligations arising out of or in connection with the Notes) (a “**Dispute**”), shall be referred to and finally settled by arbitration in accordance with the LCIA Rules (the “**Rules**”) as in force at the Issue Date and as modified by this Condition, which Rules shall be deemed incorporated into this Condition. The number of arbitrators shall be three, one of whom shall be nominated by the

claimant(s), one by the respondent(s) and the third of whom, who shall act as Chairman, shall be nominated by the two party-nominated arbitrators, *provided that* if the third arbitrator has not been nominated within 30 days of the nomination of the second party-nominated arbitrator, such third arbitrator shall be appointed by the LCIA Court. The parties may nominate and the LCIA Court may appoint arbitrators from among the nationals of any country, whether or not a party is a national of that country. The seat of arbitration shall be London, England and the language of arbitration shall be English. Sections 45 and 69 of the Arbitration Act 1996 shall not apply.

### 19.3 **Noteholders' Option**

At any time before any Noteholder has nominated an arbitrator to resolve any Dispute or Disputes pursuant to Condition 19.2 (*Arbitration*), the Noteholders, at their sole option, may elect by notice in writing (an “**Election Notice**”) to the Issuer that such Dispute(s) shall instead be resolved in the manner set out in Condition 19.4 (*Jurisdiction*). Following any such election, no arbitral tribunal shall have jurisdiction in respect of such Dispute(s).

### 19.4 **Jurisdiction**

In the event that any of the Noteholders serves an Election Notice in respect of any Dispute(s) pursuant to Condition 19.3 (*Noteholders' Option*), the Issuer agrees for the benefit of the Noteholders that the courts of England shall have exclusive jurisdiction to hear and determine any such Dispute(s) and that the Issuer may not commence proceedings (“**Proceedings**”) for the determination of any such Dispute(s) in any other jurisdiction. Subject to Condition 19.2 (*Arbitration*), following the service of an Election Notice by the Noteholders, nothing in this Condition shall (or shall be construed so as to) limit the right of the Noteholders to bring Proceedings for the determination of any Dispute(s) in the courts of England or in any other court of competent jurisdiction, nor shall the bringing of such Proceedings in any one or more jurisdictions preclude the bringing of Proceedings by the Noteholders in any other jurisdiction (whether concurrently or not) if and to the extent permitted by law.

### 19.5 **Appropriate Forum**

For the purpose of Condition 19.4 (*Jurisdiction*), the Issuer irrevocably waives any objection which it might now or hereafter have to the courts of England being nominated as the forum to hear and determine any Proceedings and agrees not to claim that any such court is not a convenient or appropriate forum.

### 19.6 **Service of Process**

The Issuer agrees that the process by which any Proceedings are commenced in England pursuant to Condition 19.4 (*Jurisdiction*) may be served on it by being delivered to Sociedade Nacional De Combustiveis De Angola Ltd., marked for the immediate attention of the President and CEO, currently located at Merevale House, Brompton Place, London SW3 1QE. If such person is not or ceases to be effectively appointed to accept service of process on behalf of the Issuer, the Issuer shall, on the written demand of the Noteholders, appoint a further person in England to accept service of process on its behalf and, failing such appointment within 14 days, the Noteholders shall be entitled to appoint such a person by written notice to the Issuer. Nothing in this paragraph shall affect the right of any Noteholder to serve process in any other manner permitted by law.

### 19.7 **Enforcement of Judgments; Waiver of Immunity**

The Issuer agrees that any award made pursuant to Condition 19.2 (*Arbitration*) or final judgment in any Proceeding commenced in a court to the jurisdiction of which the Issuer is or may be subject may be enforced in that or any other such court by appropriate Proceedings. To the extent that the Issuer may in any jurisdiction claim for itself or its assets, property or revenues (irrespective of their use or intended use) immunity from jurisdiction, suit, enforcement, execution, attachment (whether in aid of execution, before the making of a judgment or award or otherwise) or other legal process, including in relation to the enforcement of any arbitration award, and to the extent that such immunity (whether

or not claimed) may be attributed in any such jurisdiction to the Issuer or its assets, property or revenues, the Issuer agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction. The Issuer does not waive any immunity with respect to: (a) assets that have been expressly recognised as belonging to the public domain of the Issuer (*dominio publico*), which may not be sold, encumbered or pledged in any way in accordance with the laws of the Republic of Angola; (b) assets which constitute private domain assets expressly assigned to a public purpose (*dominio privado indisponivel do Estado*) in accordance with Article 823 of the Angolan Civil Procedure Code (*Codigo de Processo Civil*) and Law 18/10 of 6 August 2010, as amended by Law no. 11/17 of 6 July (the “**Public Assets Law**”), which are not available for enforcement unless the same is in respect of a debt guaranteed by a registrable security; (c) military assets belonging to the Republic of Angola and assets or property under the control of a military authority or defence agency of the Republic of Angola; (d) assets belonging to any diplomatic mission or consulate of the Republic of Angola that do not otherwise belong to the public domain (*dominio publico*) or fall under Article 823 of the Angolan Civil Procedure Code (*Codigo de Processo Civil*) and the Public Assets Law; (e) assets of the National Bank or other monetary authority of the Republic of Angola which are assigned to a public purpose; (f) properties belonging to the cultural heritage of the Republic of Angola or which are a part of its archives and are not intended for sale; or (g) assets that form part of an exhibition of scientific, cultural or historical interest and which are not intended for sale. The Issuer reserves the right to plead sovereign immunity under the U.S. Foreign Sovereign Immunities Act of 1976 with respect to actions brought against it in any court of, or in, the United States of America under any United States federal or state securities law

## **USE OF PROCEEDS**

Unless otherwise stated in the relevant Pricing Supplement, the Republic will use the net proceeds of the issue of Notes for its general budgetary purposes.

## THE REPUBLIC OF ANGOLA

### Location and Geography

Angola occupies 1,246,700 square kilometres of southern Africa, bordered by the DRC and the Republic of the Congo in the north, Namibia in the south and Zambia in the east, with its 1,650 kilometre west coast on the Atlantic Ocean. Angola is divided into a coastal strip from Cabinda to Namibe, an interior highland, savannahs in the interior south and southeast and a rainforest in the north.

Angola's climate varies considerably. The north, from Cabinda to Zaire, has a damp tropical climate. The zone from Luanda to Namibe and the eastern strip have a moderate tropical climate. Damp conditions prevail south of Namibe, dry conditions in the central plateau zone and a desert climate in the southern strip between the plateau and the border with Namibia. There are two seasons, and the average temperature is 20 degrees centigrade with temperatures being warmer along the coast and cooler in the central plateau.

Angola has an abundance of natural resources, being one of the largest crude oil producers in sub-Saharan Africa (*Source: OPEC Annual Statistical Bulletin 2023*), and the second largest rough diamond producer in value in sub-Saharan Africa with the potential to become one of the leading global diamond producers (*Source: Kimberley Process Statistics Annual Global Survey 2023 Rough Diamond Production*).

### History

The Portuguese founded Angola as a colony during the fifteenth century, and the modern-day capital, Luanda, was founded in 1575. Colonial rule by Portugal continued into the twentieth century and, in 1951, the colony was renamed the Overseas Province of Angola. The 1950s produced the first significant wave of Angolan nationalism and, in 1961, the conflict known as the National Liberation War began when the Portuguese regime refused to accede to the nationalists' demands for independence for Angola. The principal protagonists in the National Liberation War were the People's Movement for the Liberation of Angola ("MPLA"), founded in 1956, the National Front for the Liberation of Angola (the "FNLA"), formed in 1961, and the National Union for the Total Independence of Angola ("UNITA"), founded in 1966. In 1974, a coup d'état in Portugal's capital city of Lisbon overthrew the Portuguese authoritarian regime headed by Marcelo Caetano, and, in January 1975, an agreement was reached to grant Angola its independence from Portugal.

However, prior to Angola officially becoming independent on 11 November 1975, fighting had erupted within the country. A transitional government in Angola quickly collapsed, thus leading to the outbreak of the Angolan Civil War (the "**Civil War**"). The Civil War featured a conflict between the two main political parties, the socialist MPLA, led by Agostinho Neto, and the western-supported UNITA, led by Jonas Savimbi. The other faction engaged in the conflict was FLEC, an association of separatist militant groups), which fought for the independence of Cabinda province.

The MPLA, supported predominantly by funding from the Soviet Union and approximately 50,000 Cuban troops, fought against UNITA, which was supported by the United States, South Africa, and several other African nations (including Zaire (now the DRC), which helped UNITA to expand its control to the diamond-rich north-eastern region). The enduring pattern was that the MPLA controlled urban areas, while UNITA held most of the rural regions.

The United States, the Soviet Union and several other countries took direct and indirect part in the Civil War. In 1990, after a long period of negotiations, the MPLA and UNITA signed a peace agreement, *Acordos de Bicesse*, pursuant to which the first democratic elections were held in 1992. During these elections, the MPLA won the majority of the parliamentary seats and the first round of the presidential elections. The second round never took place. Further clashes ensued and Mr. Savimbi died fighting with government troops in 2002.

Following the death of Mr. Savimbi in February 2002, military commanders for UNITA and the Government met in Cassamba and agreed to a ceasefire, signing a memorandum of understanding to end the Civil War on 4 April 2002. UNITA's new leadership recognised the MPLA's political party as Angola's governing party and officially demobilised its armed forces in August 2002.

By the time the 27-year Civil War was formally brought to an end in 2002, an estimated 1.5 million people had been killed and approximately 10 million landmines had been laid across Angola. More than four million members of Angola's population had been internally displaced. The vast majority of Angola's roads, railways and bridges had been destroyed, and economic losses of approximately U.S.\$40 billion had been caused. Since the end of the Civil War in 2002, the Government has made substantial progress in its consolidation of peace, destroying vast amounts of weaponry, de-mining substantial amounts of roads and railway lines and reintegrating thousands of former soldiers into civil society.

Political stability in Angola has now improved. The MPLA has declared social democracy to be its official ideology. The country held legislative elections in September 2008, in which the MPLA won 81.6 per cent. of the popular vote. The National Assembly approved a new constitution in January 2010, which abolished the need for presidential elections leaving the President to be the leader of the party with the biggest share of the vote in parliamentary elections. The President may serve for a maximum of two consecutive five-year terms. See “– *Political System*” below. The latest parliamentary elections took place in 2022 under the 2010 Constitutional Law (defined below), resulting in another victory for the MPLA, which won 124 of the 220 seats available in the National Assembly. The incumbent President, João Lourenço, was elected for a second five-year term. These elections were the closest in Angolan history between the MPLA and UNITA (as compared to the 2017 parliamentary elections) where the MPLA secured only 51 per cent. of the total votes.

In 2000, shortly before the Civil War ended, the Government laid down a long-term strategy for the comprehensive social and economic development of Angola for the period from 2000 to 2025, which became known as *Angola 2025* (the “**2025 Strategy**”). In April 2019, the Ministry of Economy and Planning announced that the key objectives of the 2025 Strategy would not be met due to adverse conditions of the global economy, changes in the economic and political circumstances since the time in which the 2025 Strategy was conceived and volatility in the price of oil. As a replacement for the 2025 Strategy, Angola, in 2019, announced a framework of an Angola 2050 Strategy (the “**2050 Strategy**”) as a revision of and time extension to the 2025 Strategy. Aligned with the opening statements of Angola's Voluntary National Review on the Implementation of the 2030 Agenda for Sustainable Development (the “**VNR**”), published in March 2021, the 2050 Strategy sets out the following priorities: (i) a society that values and boosts its human capital, with an emphasis on education and technical-vocational training, health and youth; (ii) a modern and competitive infrastructure, prioritising the energy and water sectors, mobility, housing and telecommunications; (iii) a diversified and prosperous economy, focusing on agriculture, livestock, fisheries, forestry, manufacturing, mineral resources and tourism; (iv) a resilient and sustainable ecosystem, focusing on the environment, water management and forestry; and (v) a fair nation with equal opportunities, prioritising justice and human rights, national defence, social protection, gender quality, and social inclusion. The VNR was published as part of Angola's implementation of the United Nations Agenda 2030 and the Sustainable Development Goals (“**SDGs**”), which encompass three aspects of sustainability: social, economic and environmental – emphasising the principle of “leaving no one behind” and the eradication of poverty.

### ***Province of Cabinda***

Angola is divided into 21 provinces. See “– *Local Authorities*” below.

With an area of approximately 7,270 square kilometres, the northern Angolan province of Cabinda is unique in being separated from the rest of the country by a strip, some 60 kilometres wide, of the DRC along the lower Congo River. Consisting largely of tropical forest, Cabinda's major product is oil. Cabinda's petroleum production from its considerable offshore reserves now accounts for more than half of Angola's oil output, with the balance coming largely from deepwater fields in the Lower Congo basin. Angola has limited production from onshore fields, as onshore exploration and production have been limited in the past because of the conflict. Most of the oil along Cabinda's coast was discovered under Portuguese rule by the Cabinda Gulf Oil Company (“**CABGOC**”) from 1968 onwards. Offshore oil production continued to grow off the coast of Cabinda throughout the 27 years of the Civil War. Since Portugal ceded sovereignty of Angola, the territory of Cabinda has been a focus of separatist guerrilla actions opposing the Government (which has deployed its military forces, the *Forças Armadas Angolanas*). However, the division of FLEC, the original Cabindan separatists, into smaller factions has significantly weakened the separatist opposition to the Government.

On 1 August 2006, Government representatives and Antonio Bento Bembe, former president of the Cabindan Forum for Dialogue and Vice-President and Executive Secretary of FLEC, signed a memorandum of understanding in an attempt to end the 29-year long Cabindan war. However, many faction leaders in Cabinda considered Bembe's signing illegitimate and rejected the agreement, which only granted Cabinda relative autonomy, not independence. Furthermore, FLEC claimed responsibility for shooting at a bus transporting the Togo national soccer team to Cabinda for the start of the 2010 Africa Cup of Nations hosted by Angola carried out on 8 January 2010. Three people were killed including two support members of the Togolese team, with several others reportedly injured. The DRC responded in support of the Government by labelling FLEC as a "terrorist organisation" and has stripped FLEC members of their refugee status in the DRC. Since the death of FLEC leader Nzita Tiago in June 2016, there has been conflict between various factions of FLEC fighting for control of the group. Although there were minor clashes between the Angolan military and FLEC in 2020, peace negotiations between the Government and FLEC begun to intensify in 2021, with several leading figures in the Angolan military and legislature advocating for a peaceful solution to the conflict.

The Government does not consider the remnants of the Cabindan separatist movement to represent a serious threat to the territorial integrity or political stability of Angola.

### **National Development Plan 2023-2027**

In November 2023, the President approved a new national development plan, the NDP 2023-2027, which sets forth a comprehensive agenda of socio-economic reforms with the goal of achieving fundamental medium-term economic, social, and structural changes in Angola. The NDP 2023-2027 covers national, sectoral and provisional development and acts as a medium-term planning and policy instrument as the Government works towards implementing the 2050 Strategy.

The NDP 2023-2027 represents Angola's third national development plan, is forward-looking, and its development entailed consultation from various Government departments, including the active participation of provincial governments and representatives from the private and civil sectors. The key focuses of the NDP 2023-2027 are: (i) the development of internal human capital, bearing on the potential of rising population with an average age under 30 years old to be the main driver of GDP growth; and (ii) food security, in order to reduce the country's dependency on food imports and diversify the economic sector via the development of a sturdy agricultural sector.

The NDP 2023-2027 goals are aimed to be achieved via the implementation of the following seven strategic pillars: (i) peace building, strengthening democratic state and the rule of law, good governance, state reform and decentralisation; (ii) harmonious territorial development; (iii) human development and well-being; (iv) reducing poverty and social inequality; (v) infrastructure for development; (vi) ensuring sustainable, diversified and inclusive economic development and food security; and (vii) ensuring the stability and territorial integrity of Angola, and strengthening its role in the international and regional context.

The seven strategic pillars in the NDP 2023-2027 are organised into 16 specific policies and 50 action-programmes, to be implemented by specific Government departments, with the execution of such programmes subject to monitoring and evaluation by the Ministry of Economy and Planning. The action-programmes may be financed through public investment or promoted by the private sector. It is expected that the action-programmes will be implemented through approximately 284 priorities aimed at achieving 170 objectives and 198 specific goals.

The seven strategic pillars of the NDP 2023-2027 are summarised as follows:

#### ***Peace Building, Strengthening Democratic State and the Rule of Law, Good Governance, State Reform and Decentralisation***

This strategic pillar focuses on strengthening the democratic state as the cornerstone of effective good governance. The various policies and programmes envisaged under this strategic pillar include the following:

- continuing the fight against all forms of corruption in public and economic life in order to strengthen the effectiveness of Government and promote confidence in the state;

- promoting transparency and access to information for Angolans to ensure and maintain accountability;
- strengthening the efficient and effective operations and functions of the justice system, with a focus on guaranteeing fundamental rights, property rights and the enforcement of contracts, as well as defining clear rules for the functioning of markets;
- decentralising the administration of public services;
- introducing “smart” (electronic) Government services (such as interactive and online portals), which will foster innovation, increase efficiency of Government spending and promote access to information and Government services; and
- introducing a culture of evaluation through the review of the Government’s goals, plans and performance to increase transparency and to ensure that the implementation of Government policy results in improvements to the economy and general welfare.

### ***Harmonious Territorial Development***

This strategic pillar focuses on the implementation of urban planning mechanisms that ensure basic services and infrastructure for all Angolans, as well as the expansion of the provision of affordable and dignified housing. The various policies and programmes envisaged under this strategic pillar include the following:

- introducing policies that foster the production of adequate and affordable housing and reduce the infrastructural deficit;
- decentralising territorial planning and urban management at the level of municipalities; and
- augmenting the number of public infrastructure and social equipment as well as carrying out the required maintenance activities.

### ***Human Development and Well-being***

This strategic pillar represents the key focus of the NDP 2023-2027. It centres around improving the lives and well-being of Angolans and creating the essential conditions for social and economic development. The various policies and programmes envisaged under this strategic pillar include the following:

- creating opportunities for young people, through ensuring the education sector conforms to international standards and implementing policies to link the education sector with the labour market;
- harnessing education and life-long learning with the aim of promoting the economy and the general welfare of Angolans;
- improving access to healthcare and promoting active engagement in sport and leisure activities; and
- promoting cultural heritage to foster dialogue among all sections of society.

### ***Reducing Poverty and Social Inequality***

This strategic pillar focuses on certain social reforms aimed at promoting sustainable population growth, while: (i) reducing extreme poverty; (ii) reducing income and wealth disparities across different segments of the population; and (iii) providing equal opportunities irrespective of gender. The various policies and programmes envisaged under this strategic pillar include the following:

- expanding the already existing social subsidies programme and providing up-skilling and retraining programmes to facilitate job transitions;
- protecting the rights of children and enhancing the role of the elderly in society;



- establishing a private social security system as well as boosting tax collection capabilities by establishing a monitoring system to detect tax evasion; and
- fostering a culture of gender equality and opportunity in areas such as education, health and the economy.

### ***Infrastructure for Development***

This strategic pillar focuses on prioritising infrastructure development and investment in areas of broad national and economic utility. The various policies and programmes envisaged under this strategic pillar include the following:

- promoting investment in energy infrastructure aimed at increasing productivity, reducing energy shortages and improving supply and access to energy;
- in respect of the telecommunications sector, improving access and service quality, reducing prices and progressing the integration of the Angolan telecommunications sector in regional markets;
- promoting investment to finance new, and the expansion of existing, transportation infrastructure with a view to: (i) create a more efficient logistics network; (ii) promote jobs creation; and (iii) render Angola a leading export hub;
- introducing policies aimed at: (i) promoting risk prevention and mitigation in connection with natural disasters; (ii) preventing air, soil and water pollution; and (iii) preserving biodiversity;
- actively managing water resources to promote health, tourism and general welfare; and
- promoting private participation and investment in infrastructure financing and development.

### ***Ensuring Sustainable, Diversified and Inclusive Economic Development and Food Security***

The diversification of the economic sector and the concurrent development of internal human capital and the achievement of food security represent the key focus of the NDP 2023-27. This strategic pillar focuses on an ambitious programme of economic reforms, aimed at promoting economic stability, diversification and inclusion. The various policies and programmes envisaged under this strategic pillar include the following:

- diversifying the Angolan economy away from oil, while acknowledging the importance of the fossil fuels industry to the country's economy. This is expected to be achieved through various measures, including, but not limited to, promoting activities aimed at the production of goods for domestic consumption, which will in turn promote job creation and a reduction of Angola's trade deficit, as well as the development of national supply chains;
- investing in the agriculture, fisheries and livestock sectors, and related infrastructure, to promote production self-sufficiency, reduce dependency on food imports and increase food resilience;
- broadening the tax base and facilitating the integration of participants into regional and international markets;
- improving the business environment, and the functioning of state and legal systems that impact business decisions and investment, as well as promoting the private sector;
- effectively and strategically managing Angola's regional and international commercial, economic and diplomatic reputation; and
- promoting private financing through institutional, regulatory and administrative reforms.

## ***Ensuring the Stability and Territorial Integrity of Angola, and Strengthening its Role in the International and Regional Context***

This strategic pillar focuses on securing the nation and citizens through continued development of the armed forces and carrying out diplomatic initiatives to promote Angola. The various policies and programmes envisaged under this strategic pillar include the following:

- improving the security conditions in Angola to promote economic activity, including securing the border and immigration reform;
- strengthening multilateral relationships with international financial institutions (including, the World Bank, the African Development Bank (“**AfDB**”) and the IMF) to facilitate a diversification of funding sources for public and private investment, and expanding bilateral relationships with international and regional partners (including the United Nations and the African Union); and
- promoting trade with the G20 members and with regional partners to expand export markets and knowledge sharing.

### ***Implementation of NDP 2023-2027***

The Government has launched a number of programmes and initiatives that generally seek to achieve the aims and objectives of the NDP 2023-27, which, for example, include the following:

- Anti-corruption initiatives: notably the National Strategy for the Prevention and Repression of Corruption approved by presidential decree in 2024, following a series of reforms to improve anti-corruption and anti-money laundering laws. See also “– *Anti-money laundering, anti-bribery, anti-corruption and anti-terrorism measures*”;
- Restructuring and re-sizing the public corporate sector: in 2019, the Government launched the PROPRIV Privatisation Programme, initially set to expire in 2022, but renewed until 2026. As of 30 September 2023, 98 assets have been privatised under the programme, generating revenues of approximately U.S.\$1.0 billion. The Government privatised Banco de Comércio e Industria (the 13<sup>th</sup> largest bank by total assets) in 2021. In an IPO in June 2022, Sonangol and Endiama (the state-run national diamond company) divested their 10 per cent. share in Banco Angolano de Investimentos. Sonangol further divested 25 per cent. of the share capital it owned in Banco Caixa Angola in September 2022. Further plans to privatise include the restructuring of TAAG Angola Airlines E.P., the national airline. Furthermore, in November 2024, the Government launched the public offering of 30 per cent. of the share capital of the Angola Debt and Securities Exchange (BODIVA). The privatisation is expected to be completed by the end of 2024. See also “– *Privatisation and Public-Private Companies*”;
- Privatising the national oil company: Sonangol is part of the PROPRIV Privatisation Programme and is intended to be privatised under the Sonangol Restructuring Process. The Government aims to complete the privatisation of Sonangol by 2027. It will be privatised in stages, with the subsidiaries operating in industries such as real estate, tourism, health and education being privatised first. See also “– *Privatisation and Public-Private Companies*”;
- Broadening the tax base: Law No. 14/23, enacted on 28 December 2023, revised Angola’s value added tax (VAT) law. It includes the provision that the sale of goods are taxable when the buyer has its headquarters, residence, or permanent establishment in Angola, or when payment occurs within the national territory, regardless of where the goods are shipped from. For information on the Government’s initiatives to strengthen revenue collection and to broaden the tax base, see “*Public Finance – Taxation*”;
- Economic diversification and reduced reliance on oil revenue: the Government is implementing the Support Programme for Production, Diversification of Exports and Replacement of Imports (*Programa de Apoio à Produção, Diversificação das Exportações e Substituição de Importações*) (the “**PRODESI**”), which contains seven key initiatives to reduce imports, increase self-sufficiency and diversify Angolan exports, with the aim of significantly decreasing its historical over-reliance

on oil export revenues. 798 projects were approved, as of 2021. The Government further announced PRODESI 2.0 in September 2023, to focus on supporting national businesses, in particular small and medium businesses. See “*Public Finance – Fiscal Reforms in the period 2018-2022 - Support Programme for Production, Diversification of Exports and Replacement of Imports*”;

- Updating employment legislation, to legislate on issues such as remote work and women’s rights: the New General Labour Law, approved by Law No. 12/23 reconciles administrative procedure and labour law with international standards as well as to the constitutional reform that took place in 2010. It improves the rights of teleworkers, employees with children and caring responsibilities, and introduces longer periods for maternity leave and sick leave. See also “– *The New General Labour Law*”; and
- Reducing unemployment: the Action Plan for the Promotion of Employability (“**PAPE**”) was launched in October 2019, initially purposed to reduce unemployment resulting from the Covid-19 pandemic. As in prior years, in 2024, PAPE programmes continue to include incentives for entrepreneurship, provide small loans and support for rural trade, with the aim of benefiting 24,000 people and providing 30,300 direct jobs. In addition, three professional training centres have been built in Namibe, Bié and Moçâmedes under PAPE, with a further five in the process of being rehabilitated.

### 2030 Agenda for Sustainable Development

The VNR, published in March 2021, is part of Angola’s implementation of the United Nations Agenda 2030 and the SDGs, which encompass three aspects of sustainability: social, economic and environmental – emphasising the principle of “leaving no one behind” and the eradication of poverty. The Government, through the NDP 2018-2022 and the subsequent NDP 2023-2027, has so far responded to the SDGs in an integrated way, identifying them in their prioritisation areas to the relations with the United Nations Agenda 2030. The VNR sets out key measures which have contributed towards the achievement of the SDGs in Angola:

- In relation to SDG 1 (No Poverty), the Government has committed to: (i) implementing a number of programmes under the NDP 2023-2027 which aim to eradicate poverty, such as the Integrated Programme for Local Development and Combating Poverty, which aims to integrate Angolans into income-generating activities throughout the economy; and (ii) supporting Angolans with disabilities through travel support and technological assistance.
- In relation to SDG 2 (Zero Hunger), the Government has committed to: (i) increasing the productivity of the agricultural sector by promoting the sustainable transformation of subsistence production and the progressive increase of market-oriented production; and (ii) creating a National Strategy for Food Security, which will aim to address malnutrition in Angola by 2030.
- In relation to SDG 3 (Good Health and Well-being), the Government has committed to: (i) extending the number of health units offering vaccinations for various diseases; (ii) creating mental health centres in several provinces; and (iii) increasing the number of healthcare professionals throughout the country.
- In relation to SDG 4 (Quality Education), the Government has committed to: (i) creating a regulatory framework for children with disabilities; (ii) building new schools across the country; and (iii) increasing the number of trained teachers in both primary and secondary education.
- In relation to SDG 5 (Gender Equality), the Government has committed to: (i) promoting employment and income-generating activities for women; and (ii) training family counsellors and gender activists.
- In relation to SDG 6 (Clean Water and Sanitation), the Government has committed to: (i) improving and expanding Angola’s water supply networks for the population and economic activities; and (ii) cooperating with bordering nations in relation to transboundary basins, which provide a key source of drinking water for Angola’s population.

- In relation to SDG 7 (Affordable and Clean Energy), the Government has committed to: (i) expanding access to electricity in both urban and rural areas; (ii) consolidating and optimising the electricity sector; and (iii) implementing new legal frameworks for renewable energy.
- In relation to SDG 8 (Decent Work and Economic Growth), the Government has committed to: (i) improving working conditions and efficiencies; (ii) promoting youth employment and gender equality through the 2050 Strategy; and (iii) introducing a trade support programme in conjunction with the EU.
- In relation to SDG 9 (Industry, Innovation and Infrastructure), the Government has committed to: (i) implementing a national science, technology and innovation policy and strategy; (ii) developing telecommunications and information technology infrastructure; and (iii) intervening in the manufacturing industry sector through the NDP 2023-2027.
- In relation to SDG 10 (Reduced Inequalities), the Government has committed to: (i) introducing tax policies favourable to the most vulnerable groups in Angolan society; (ii) promoting active labour market policies to strengthen professional skills and employment opportunities; and (iii) reducing regional asymmetries in employment.
- In relation to SDG 11 (Sustainable Cities and Communities), the Government has committed to: (i) making major investments in urban infrastructure; (ii) expanding Angola's housing stock; and (iii) creating favourable conditions for the participation of the private sector in the creation of new homes.
- In relation to SDG 12 (Responsible Consumption and Production), the Government has committed to: (i) improving waste disposal and waste recovery systems at both a local and national level; and (ii) initiating a food re-education campaign to promote locally sourced food products and reduce the number of items which are not produced in the country, and which need to be imported.
- In relation to SDG 13 (Climate Action), the Government has committed to: (i) promoting sustainable charcoal through a value chain approach; (ii) integrating climate resilience into agricultural and agro-pastoral production systems through soil fertility management; and (iii) implementing a disaster recovery and drought framework.
- In relation to SDG 14 (Life below Water), the Government has committed to: (i) identifying a possible marine conservation area in Angola; (ii) carrying out ecological assessments on Luanda Bay; and (iii) finding ways to adjust fishing capacity depending on the availability of resources.
- In relation to SDG 15 (Life on Land), the Government has committed to: (i) combatting illegal wildlife trade; (ii) expanding and strengthening Angola's protected area system; and (iii) promoting sustainable charcoal in Angola through a value chain approach.
- In relation to SDG 16 (Peace, Justice and Strong Institutions), the Government has committed to: (i) reforming the justice system; (ii) fighting against corruption; and (iii) recognising the role of civil society by permitting the Social and Economic Council, composed of 45 civil society members, to advise the President.
- In relation to SDG 17 (Partnerships for the Goals), the Government has committed to: (i) improving Angola's role in the international and regional context through key ministries; (ii) legislating to improve the quality and coordination of statistics; (iii) developing the population census as well as civil registries; and (iv) stabilising tax collection systems.

In November 2021, the Ministry of Economy and Planning began a process of identifying Angola's needs through the SDG framework, holding a workshop to discuss how to build policies around business models, health, jobs, and social protection. In May 2024, the Government approved an Operational Framework for Sustainable Finance (the "**Framework**") through Presidential Decree 106/23, of 2 May 2023. The Framework was developed in the context of Angola's commitment to the United Nations Sustainable Development Goals (SDG) and closely follows international standards and best practices, including the

Green Bond Principles, the Social Bond Principles and the Sustainability Bond Guidelines of the International Capital Market Association (ICMA) and the Loan Market Association (LMA).

## Population, Education, Health and Housing

### Population

Data from an official census in Angola in 2014 (the “**2014 Census**”), the first such census since 1970, indicates a total population of 24.3 million and a population density of approximately 20 inhabitants per square kilometre. No official census has been conducted since the 2014 Census.

The World Bank estimates that Angola’s population was approximately 33.08 million in 2022 (*Source: The World Bank, World Development Indicators (2022)*). It is estimated that Angola’s population has been growing on a yearly basis at more than 3.0 per cent. since 2014. This high growth rate is caused primarily by the high fertility rate (5.3. children per woman of childbearing age) and a drop in childhood mortality rates (from 194 to 53 deaths per thousand live births between 2008 and 2023). At the current growth rate, Angola’s population could double in the next 20 years. According to the 2014 Census, Angola also has a very young population with only 2.3 per cent. of the population over 65 years and 65 per cent. under the age of 25. In 2014, the population of Angola had an estimated average age of 18 years.

As at the end of 2014, millions of Angolans, who were internally displaced in the course of the Civil War, have been resettled since the end of the Civil War in 2002, and others have returned to the country.

According to the 2014 Census, the largest city in Angola is Luanda, the capital, with a population of approximately 6.5 million. The next largest cities, Lubango, Huambo, Benguela, Lobito and Malanje, are substantially smaller. According to the 2014 Census, it was estimated that approximately 62 per cent. of Angola’s population lived in urban areas. This is mainly attributable to a large proportion of the rural population having fled the countryside during the Civil War, leading to the expansion of shanty town areas in major cities, particularly in Luanda.

The official language of Angola is Portuguese. There are three major ethnic groups in Angola, which together account for approximately 75.0 per cent. of the population: Ovimbundu (37.0 per cent.), Mbundu (25.0 per cent.) and Bakongo (13.0 per cent.) (*Source: The CIA World Factbook 2024, Angola*). The Umbundu-speaking Ovimbundu, concentrated in the fertile central and northern highlands, made up approximately 37.0 per cent. of the population in the 1980s. In the same period, the Mbundu, who speak Kimbundu, live in the north and north-west, particularly in Luanda, and have experienced the strongest Portuguese influence, made up approximately 25.0 per cent. of the population. The Bakongo, who speak Kikongo, made up approximately 13.0 per cent. of the population. The other main ethnic groups include the Tchokwe/Lunda, Ganguela, Nhaneca-Humbe, Herero and Ambo. Some 2.0 per cent. of the population are mixed-race mestiços and 1.0 per cent. are European, concentrated mainly in the urban areas. In 2014, there were a significant number of non-Angolan nationals legally living in Angola, most of whom were Chinese, Portuguese and Brazilian.

The table below sets forth selected comparative statistics for the years indicated:

	<i>Angola</i>	<i>Nigeria</i>	<i>South Africa</i>	<i>United States</i>
GDP per capita (current U.S.\$) (2022) <sup>1 2</sup> .....	2,232.2	2,162.63	6,766.4	76,329.5
GDP growth (annual %) (2022) .....	3.0	3.2	1.91	1.9
Population growth (annual %) (2022) .....	3.1	2.3	0.8	0.3
Life expectancy at birth, total (years) (2022) ....	61.6	52.6	63.2	76.3
Mortality rate, infant (per 1,000 live births) (2021) .....	63.3	70.6	26.4	5.4

<sup>1</sup> GDP per capita is gross domestic product divided by mid-year population. GDP is the sum of gross value added by all resident producers in the economy plus any product taxes and minus any subsidies not included in the value of the products. It is calculated without making deductions for depreciation of fabricated assets or for depletion and degradation of natural resources. Data are in current U.S. dollars.

<sup>2</sup> The statistics for Angola included in this table are those of the World Bank. The Government’s own GDP and related statistics are different.

*Source:* The World Bank, World Development Indicators 2022 (GDP per capita (current U.S.\$); GDP Growth (annual percentage); Population Growth (annual percentage); Life Expectancy at Birth, total (years); Mortality Rate, infant (of under 5s per 1,000 live births)).

The Government's most recent survey of social indicators in 2018-19 found that 41 per cent. of the population lived below the poverty line (on U.S.\$2.00 per day), a significant proportion of which lived in extreme poverty (on less than U.S.\$1.25 per day), although that proportion had declined substantially from 68 per cent. in 2001. As a result of the Civil War, much of Angola's population became and remains concentrated in the coastal regions of Angola. Only 48.2 per cent. of Angolans are estimated by the World Bank to have access to electricity, leaving approximately 18 million people without such access. In rural areas, approximately 7.3 per cent. of residents have access to electricity. Consequently, more than half of Angolans use solid biomass and waste to meet heating and cooking needs.

## Education

The Civil War significantly undermined Angola's education system, particularly in rural areas. Provision of education remained generally poor in rural areas, as it was difficult to attract teachers and most classrooms were destroyed during the conflict. Since the end of the Civil War, the Government has sought to revive and improve education in Angola at all levels. Building more educational establishments has been a major part of the Government's education strategy and has resulted in an increase in classrooms, schools, teachers, and student numbers since the end of the Civil War in 2002.

As a result of a government-led mass literacy drive in the post-independence period, adult literacy rose from 15 per cent. in 1974 to 36 per cent. in 1985 and 60 per cent. at the end of the Civil War in 2002. In 2006, the Government launched a ten-year literacy strategy with the aim of increasing adult literacy to 91 per cent. by 2016. In order to achieve this, Angola recruited new literacy teachers to teach over 500,000 students. In addition, the Government substantially increased the number of secondary and higher education students. Adult literacy in Angola increased from 79.0 per cent. in 2021 to an estimated 87.5 per cent. in 2022 and 96.0 per cent. in 2023. In 2023, an estimated 9.0 million students were enrolled in Angola's education system. The attendance rate for primary education in Angola reached 64 per cent. and 23 per cent. for the first cycle of secondary education in 2023. A significant gap remains with respect to literacy rates between women (44 per cent. in 2018) and men (74 per cent. in 2018).

The table below sets forth historical information on the number of students enrolled in each segment of Angola's education system in 2021, 2022 and 2023.

	<b>2021</b> (No. of students)	<b>Change from previous year</b> (%)	<b>2022</b> (No. of students)	<b>Change from previous year</b> (%)	<b>2023</b> (No. of students)	<b>Change from previous year</b> (%)
Basic literacy .....	795,779	1.1	821,547	3.2	720,253	(12.3)
Special education .....	46,369	13.7	36,688	(20.9)	36,688	0.0
Primary school .....	5,193,440	2.6	5,367,434	3.4	5,665,268	5.5
Secondary school I .....	1,551,015	4.8	1,620,570	4.5	1,685,016	4.0
Secondary school II .....	894,855	1.7	953,808	6.6	908,799	(4.7)
<b>TOTAL .....</b>	<b>8,481,458</b>	<b>2.8</b>	<b>8,800,047</b>	<b>3.8</b>	<b>9,016,024</b>	<b>2.5</b>

Source: Ministry of Education.

Further to Angola's aforementioned improvements to the education system, the NDP 2023-2027 establishes a strategic plan for the long-term development of Angola's education system by contemplating investments in the following programmes: (i) expanding and modernising the teaching system; (ii) training programmes for teaching staff; (iii) improving higher education and developing scientific and technological research; (iv) implementing a comprehensive youth development programme; (v) promoting innovation and technology transfer; and (vi) an employment, entrepreneurship and vocational programme.

One of the overall objectives of the NDP 2023-2027 is to establish an equitable and accessible education system geared towards: (i) creating equal opportunities for people to access education and training; (ii) effecting a reduction of youth and adult illiteracy rates; (iii) developing pre-school education; (iv) implementing compulsory and free primary education for all Angolan citizens; (v) developing technical and vocational education; (vi) developing the provision of qualified and highly qualified personnel necessary

for the development of the economy; (vii) promoting innovation and knowledge development; and (viii) training teachers with a profile adapted to the new curricula and methods of teaching and learning.

Within the framework of the NDP 2023-2027, the Ministry of Education and the Ministry of Higher Education, Science, Technology and Innovation act as responsible bodies and, among other aims, target:

- the creation of new foundation training courses for teachers across different levels of the education system;
- greater use of community centres, day-care centres and kindergartens;
- an increase in primary and secondary school enrolment; and
- an improvement in the participation rate in the technical and vocational educational system.

Angola's education system comprises a four-year period of compulsory primary school education, followed by secondary school composed of two cycles beginning at age 11, when students complete a compulsory four-year cycle. Following this, students may enrol in higher education. Higher education comprises four to six-year courses, depending on the selected specialty. Angola has 20 universities. Education at all levels within the state education system is free, although there are shortages of qualified teaching personnel and insufficient school places. Such shortages are currently being assessed by the NDP 2023-2027 strategic plan. The country has introduced the option of tuition fee-based private education at the primary school, secondary school and university levels.

In higher education, particular emphasis is made on offering training in those fields which the Government considers to be key for Angola's future development, including teachers, nurses, doctors, civil engineers and lawyers, as well as managerial personnel in the education, medical and civil engineering sectors. In order to overcome the current shortage of qualified personnel, Angola has engaged a significant number of Cuban teachers, nurses, doctors and civil engineers to work in the country until the current shortages in these professions can be remedied.

The Government and Sonangol also grant a number of full or partial scholarships for Angolan students to pursue studies abroad, particularly in Brazil, France, India, Portugal, Russia, South Africa, the United Kingdom and the United States.

In December 2021, the Government and the World Bank signed a financing agreement in the amount of U.S.\$250 million to support Angola's efforts to combat learning poverty amongst children. In December 2023 the World Bank approved a 10-year program to support Angola's tertiary education system. The first stage of the Tertiary Education, Science, and Technology project ("**TEST**") provides U.S.\$150 million to enhance and expand Angola's pre-service teacher training sector, improve the quality of programmes in strategic priority areas, and strengthen governance within the education system. TEST has three proposed stages amounting to U.S.\$550 million. The programme aims to increase the number of highly qualified graduates with labour market-aligned skills in strategic priority areas.

Moreover, the 2024 National Budget commits a higher proportion of spending on education, representing 15.5 per cent. of total primary fiscal expenditure to education and 6.3 per cent. of the 2024 National Budget (AOA 1,573.3 billion). This represents an increase of 1.3 per cent. when compared with the education commitment included in the 2023 National Budget.

## ***Health***

Angola has a comprehensive free national healthcare system financed by Angola's state budget. Each of Angola's 21 provinces has a minimum of one state hospital, with a higher number of state hospitals in more populated areas. In recent years, the private healthcare sector has also begun to develop. Although it represents an insignificant share of the healthcare sector, private healthcare is gaining popularity, particularly among employees of large companies and Government entities, whose private medical insurance premiums are subsidised by their employers. In addition, medical care is provided through a variety of projects sponsored by NGOs, particularly in relation to the treatment and prevention of Covid-19, malaria, HIV/AIDS and other infectious diseases. In November 2021, the President inaugurated the Cardinal Dom Alexandre do Nascimento Hospital Complex for Cardiopulmonary Diseases in Luanda.

Construction of the complex cost an estimated U.S.\$214.4 million and has capacity for over 300 beds. In January 2023, the Angolan Ministry of Finance secured funding of approximately EUR225 million and EUR149 million, respectively, for the construction of three hospitals as well as a new specialist burns hospital. Furthermore, in April 2024, the President, inaugurated the first phase of the Main Military Hospital comprising an institute for higher education and research and equipped with modern technology to provide specialized assistance to military personnel and their families. Construction of the complex cost an estimated U.S.\$96.3 million and it has capacity for 160 beds.

### *Public Health Concerns*

Due to low levels of basic sanitation and the low quality of the existing water supply, Angola has struggled to effectively manage and prevent malaria. While a series of programmes have been initiated with a view to improving water supply, these have had limited success due to the large size of the country and the low population concentration in rural areas. See *“The Economy – Water supply”*. Malaria is the single largest cause of child mortality in Angola, and the greatest public health problem. As a result of the Government’s efforts, the situation improved year-on-year, until 2018. The Government launched Angola’s National Malaria Control Programme 2012-2020 (*“PNCM”*) in 2012 with a target of reducing deaths caused by malaria by 60 per cent. The PNCM contemplated measures aimed at prevention, diagnosis, treatment and social mobilisation. The implementation of the PNCM improved both laboratorial and clinical diagnosis, as well as the early treatment of patients. During the 2010-2014 period, the number of cases of malaria reported nationwide decreased as a result of the PNCM, with data from 2015 illustrating that the number of deaths caused by malaria decreased by 26.1 per cent. as compared to 2012. However, in the first six months of 2018, more than 1.5 million cases of malaria – resulting in 3,853 deaths – were reported, with the provinces of Cuanza Norte, Bengo and Huambo being the most endemic regions. In May 2018, the Luanda administration and the Ministry of Health launched a Contingency Plan for Malaria Control aimed at reducing morbidity and mortality from malaria. In 2021, the Government launched the National Malaria Strategic Programme 2021-2024 (*“NMSP”*) with the aim of reducing malaria-related morbidity and mortality by 40 and 50 per cent. respectively. By intensifying the measures conceived under the PNCM, the NMSP proved largely successful as the rate of mortality and morbidity significantly fell since its implementation. Data from 2022 illustrates that the number of deaths caused by malaria decreased by 9 per cent. compared to 2021 figures.

In July 2021, the Government, through the Ministry of Health and the United Nations Development Program, launched a new Global Fund Grant for 2021-2024, investing U.S.\$103.2 million in the national health system to help fight against HIV, malaria, tuberculosis and Covid-19. The NDP 2023-2027 has acknowledged malaria as a notable public health problem in Angola and has set the reduction of the incidence of malaria as one of its health priorities through increased prevention, use of nets and insecticides, appropriate treatment and the introduction of the malaria vaccine. See *“Risk Factors – Health risks could adversely affect Angola’s economy”*. Anti-malaria treatment is not always available in the health network and is not yet standardised in all health units, particularly in rural areas, but the NMSP together with the NDP 2023-2027 have provided, and aims to continue to provide, improvements to the current framework. In addition to malaria, epidemics of cholera, rabies and African haemorrhagic fevers are common diseases in several parts of the country.

In December 2015, an outbreak of yellow fever was detected in Luanda. From January 2016, Angola experienced a rapid increase in the number of reported yellow fever cases. The outbreak was notable due to its largely urban nature, prompting the vaccination of millions of Angolans in the first half of 2016. In August 2016, the outbreak was contained and there have been no further confirmed cases since July 2016. The country has since remained vigilant, with approximately 16 million people having been vaccinated as at September 2016. Monitoring and preventing the international spread of the virus remains a priority and visitors over nine months of age are currently required to present evidence of yellow fever vaccination upon entry into Angola.

Many provinces have high incidents of tuberculosis and high HIV/AIDS prevalence rates. The Civil War closed many transport routes which prevented a more rapid spread of HIV/AIDS, thus helping Angola to achieve the lowest rate of HIV prevalence in continental southern Africa. However, since the end of the Civil War in 2002 there has been an increase in HIV prevalence. It has been estimated that 310,000 people



were living with HIV/AIDS in 2022, representing approximately 1.0 per cent. of the population (*Source: UNAIDS, Angola*).

The Global Fund for AIDS, Tuberculosis and Malaria (the “**GFATM**”) was founded in 2002 as a partnership organisation between governments, private sector entities and victims of these diseases. The aim of the GFATM is to accelerate the end of AIDS, tuberculosis and malaria as epidemic diseases, and it raises and invests approximately U.S.\$4.0 billion per year to support programmes run by local experts in selected countries. Since 2004, the GFATM has committed over U.S.\$400.0 million and disbursed approximately U.S.\$390.4 million to Angola. Between 2023-2025, the GFATM has agreed to provide Angola with more than U.S.\$125.9 million to combat these diseases, with more than U.S.\$57.0 million, U.S.\$20.9 million and U.S.\$48.0 million designated for HIV/AIDS, tuberculosis and malaria support, respectively. According to GFATM, the results of its operations in Angola are: (i) approximately 151,900 people underwent antiretroviral therapy to combat HIV in 2022 and 108,900 people underwent the same therapy in 2020; (ii) in 2022, approximately 65,735 were treated for tuberculosis; and (iii) approximately 0.2 million, 0.3 million and 2.9 million insecticide-treated mosquito nets were distributed in order to prevent malaria in 2020, 2021 and 2022, respectively. On 21 July 2021, the Government, through the Ministry of Health and the United Nations Development Program (“**UNDP**”), launched the new GFATM grant for 2021-2024. The investment of U.S.\$103.2 million in the Angolan health system to help fight against HIV, malaria, tuberculosis and Covid-19 in the country targeted the provinces of Cuanza Sul and Benguela within the framework of the new sub-national approach of the GFATM. The grant aimed at: (i) keeping HIV prevalence at approximately 1.1 per cent. in the general population, reducing new infections, increasing antiretroviral treatment coverage, and reducing infections in children of HIV-positive mothers to 4.0 per cent. by 2023; (ii) reducing the tuberculosis incidence rate from 355 to 320 per 100,000 inhabitants and the mortality rate to 40 per 100,000 inhabitants, by 2023; and (iii) reducing the mortality rate from 26 to 19 per 100 inhabitants and the positivity rate to 35.0 per cent. by 2023 while ensuring that at least 90.0 per cent. of the population in the two provinces use long-lasting insecticidal nets and 100.0 per cent. of suspected cases receives testing and treatments. As of November 2023, HIV prevalence in Angola was 0.95 per cent. and the rate of mother-to-child HIV transmission was approximately 15.0 per cent. Annual new infections decreased by 46.0 per cent. between 2012 and 2022, from approximately 28,000 to 15,000, while AIDS-related deaths decreased by 24.0 per cent. over the same period, from 17,000 to 13,000.

As of 2020, as a result of Angola’s gross national income increasing beyond the low-income countries threshold, Angola no longer qualifies as a member of Gavi - the vaccine alliance launched in 2002 with the goal of creating equal access to new and underused vaccines for children in the world’s poorest countries. However, Angola is one of four former Gavi eligible countries selected to apply for targeted support to mitigate backsliding in vaccine coverage.

The United States President’s Emergency Plan for AIDS Relief (“**PEPFAR**”) is a United States government initiative designed to address the global AIDS epidemic and help treat those suffering from the disease. Through PEPFAR, the United States seeks to strengthen the global capacity to prevent, detect and respond to new and existing risks posed by AIDS. At the time of its inception in 2003, PEPFAR supported the treatment of 50,000 people in sub-Saharan Africa, and now supports over 13.3 million people with lifelong antiretroviral treatment. PEPFAR’s two key outcomes for Angola are: (i) improved quality and coverage of testing and antiretroviral therapy services through institutional capacity building and the use of high quality models; and (ii) supporting high quality key and priority (military) populations to achieve an 80 per cent. support coverage in selected locations. According to PEPFAR’s 2024 fact sheet, “*The United States and Angola: Partnering for Prosperity*”, the United States has invested approximately U.S.\$263.0 million to support the country’s fight against HIV.

Although life expectancy in Angola remains one of the lowest in the world, it has increased to 61.6 years in 2021 from 47.1 years in 2000. There has also been a gradual decline in the mortality rate for infants under the age of one. In 2019, there were 7,500 deaths in every 100,000 live births for children under the age of five in Angola. This figure decreased to 6,940 deaths in every 100,000 live births for children under the age of five in Angola in 2021.

Access to clean, piped water remains limited in certain areas. In 2005, the Government launched a programme called “*Aguas para todos*” (the “**Water for all Programme**”). Under this program, water plants were built throughout the country to extend access to clean water to the most rural areas. The Water for all

Programme facilitated the construction of 3,313 Water Points and 1,154 Small Water Supply Systems, adding to the 338 small systems that existed on the date of deployment of the Water for all Programme. The NDP 2023-2027 sets out the Expansion and Modernisation Programme for the Water Sector. The programme has three overarching objectives: (i) to build and rehabilitate water supply and sanitation infrastructures; (ii) to ensure the sustainability of water services; and (iii) to implement an integrated water resources management model. To achieve these objectives, the programme aims to: (a) build four water distribution systems and five water supply and distribution systems; (b) produce a master plan for Angola's water supply system; (c) construct a training centre in Luanda; and (d) develop a microcredit model to finance small works to ensure access to safe drinking water and sanitation systems, among other initiatives. The NDP 2023-2027 target is to: (i) increase the water supply from 1,344 hectometers in 2022 to 2,469 hectometers in 2027; (ii) increase the water storage capacity from 317 cubic meters per capita in 2022 to 350 cubic meters per capita in 2027; (iii) increase the percentage of the population using basic drinking water services from 57.0 per cent. in 2022 to 61.0 per cent. in 2027; (iv) increase the percentage of the population using basic sanitation services from 52.0 per cent. in 2022 to 55.0 per cent. in 2027; and (v) reduce the density of hydrometric stations from 21,500 squared kilometres per station to 13,508 squared kilometres per station. For further information, see "*The Economy – Water supply*".

In July 2019, the World Bank approved a package worth U.S.\$1.3 billion to support Angola in its efforts to improve water services (in addition to other objectives), including improving access to and the operation of the Luanda Bita Water Supply Project and, in 2022, a further package of U.S.\$450.0 million was provided to finance the improvement of water supply services and the strengthening of water resources management for climate resilience within Angola.

Some of the Government's principal strategies for further development of healthcare in Angola include increasing the number of health professionals and health units, strengthening the supply chain of medicines and medical resources, expanding access to, and improving the quality of, sexual and reproductive health services and expanding and integrating information systems within health management. In recent years, the Government obtained external financing to build new municipal hospitals, central hospitals, specialised hospitals and new medical centres throughout Angola.

### ***Housing***

Social housing forms a central part of the Government's key strategic priorities. In 2009, the Government launched an initiative known as "*Casa para todos*" ("**Housing for all**"), with the goal to provide the Angolan population with one million new homes. Under the Housing for all initiative, the Government provides private individuals and companies that wish to construct houses with the appropriate land and infrastructure (water, sewage and electricity) as well as a construction kit containing key building materials and tools. It is expected that 105,000 houses will be built by private companies, and 85,000 houses will be built under public-private partnerships with contractors (with the Government also paying for the required infrastructure) on land provided by the Government. Further to the Housing for all initiative, the NDP 2023-2027 also acknowledges housing deficit issues and the need for formulating and planning a broad strategy that ensures housing for all Angolan citizens. In the NDP 2023-2027, the Government pledged to build a series of new urban areas and respective infrastructure to relocate the most vulnerable segments of the population currently living in areas exposed to environmental risks. The Government grants various forms of financial assistance to Angola's poorest citizens to enable them to raise finance to purchase a home, including by providing guarantees in respect of money borrowed to purchase a property, interest subsidies and/or credit lines.

The Urban Lease Act (approved by Law No. 26/15 of 23 October 2015) set out new rules for Angola's rental sector. It requires all rental payments to be made in Kwanza and states that landlords cannot require more than six months' rent in advance from their tenant. Lease terms can range from six months to 30 years. It was previously common practice in Angola for landlords to ask for at least a year's rent as an upfront cash deposit which made property leasing prohibitively expensive and almost impossible for the large majority who did not have easy access to bank credit. It was a major obstacle for small and medium-sized businesses, especially those based in Luanda, where a shortage of rental properties has resulted in expensive rental prices. The requirement for rents to be paid in Kwanza is in line with the Government's de-dollarisation policy and is expected to lead to more transactions in the local Angolan currency. The Urban Lease Act also includes protection for tenants and defined landlord responsibilities in respect of repairs and

maintenance. The post-Civil War construction boom has greatly increased the housing stock available, with the 2009 National Housing Policy delivering 43,861 houses between 2015 and 2021. However, the rental market remained speculative and poorly controlled, and large number of expatriate oil workers requiring accommodation in Luanda also contributed to significant price inflation.

## Political System

On gaining independence from Portugal in 1975, there have been three constitutions in Angola which came into force in 1975, 1992 and 2010, respectively. The 1975 constitution established a unitary republic with a presidential form of government and single party political system. The constitutional law approved in 1992 followed negotiations between the Government and opposition parties, including UNITA. The 1992 constitution changed the single party political system into a multiparty system, provided for the direct election of the President and integrated economic reform legislation adopted in 1988. The 1992 constitution also aimed to implement some of the terms and conditions of the *Acordos de Paz* (General Peace Agreement) entered into by the Government and UNITA. In September 1992, under supervision of the UN, Portugal, Russia and the United States, Angola held its first multiparty elections, both presidential and legislative. Although the second round of the presidential election process in 1992 was not completed due to the withdrawal of the opposing candidate, former President José Eduardo dos Santos won the single largest proportion of votes in the first round. The second legislative elections took place in September 2008.

The National Assembly approved a new constitution in January 2010 (the “**2010 Constitutional Law**”) which names the President of Angola as Head of State, Head of the Executive and Commander-in-Chief of the Angolan Armed Forces. The 2010 Constitutional Law abolished the need for presidential elections, leaving the President to be the leader of the party with the biggest share of votes in parliamentary elections (which are held every five years). The President is limited to two five-year terms by the 2010 Constitutional Law. The 2010 Constitutional Law abolished the position of prime minister and instead provides for the position of an elected Vice-President. The Vice-President is the person voted second on the list of candidates of the majority party in the National Assembly, a position currently held by Esperança da Costa since September 2022. Vice-President da Costa, elected to the Central Committee of the MPLA in 2019, previously served as Secretary of State of Fishing. Under the 2010 Constitutional Law, should the office of the President become vacant (through resignation, removal, death or incapacity), the Vice-President would perform the duties of the President through the end of the term the ex-President would otherwise have served with full Presidential powers. The National Assembly retains the right to remove the President (or, if applicable, the Vice-President) from office, but this decision must be approved by the Supreme Court and, in certain circumstances specified by the 2010 Constitutional Law, the Constitutional Court. See “– *Judicial Branch*” below. The President has the power to appoint judges to the Constitutional Court and the Supreme Court and to appoint the head of the Court of Audits, which is responsible for reviewing public expenditure. See “– *Executive Branch*” below.

The Supreme Court judges are appointed by the President upon recommendation of the Supreme Judicial Council, which is an 18-member body presided over by the President. Constitutional Court judges are appointed in the following way: four judges are appointed by the President, four judges are elected by the National Assembly by a two-thirds majority, two judges are elected by the Supreme Judicial Council and one judge is elected through a public tender process. The President of the Court of Audits, the Vice-President of the Court of Audits and the remaining judges are each appointed by the President. Each member of the Court of Audits is appointed for a seven-year term.

The 2012 election was the first to be held under the 2010 Constitutional Law, during which former President José Eduardo dos Santos’ presidency was renewed for another five-year term. The most recent elections were held in August 2022. Of the 220 seats, 130 were elected from closed lists by proportional representation, and the remaining 90 were elected in 18 five-seat constituencies. The MPLA remained the majority party, taking 124 of the 220 seats available, with João Manuel Gonçalves Lourenço - the incumbent President – re-elected as president. The main opposition party, UNITA, won 90 seats, marking a significant upsurge compared to the 2017 elections and making the 2022 elections the most contested in Angolan history. UNITA, led by Adalberto Costa, proved to be particularly popular amongst the younger generations, the oil-rich enclave of Cabinda and the residents of Luanda. The remaining seats were split between the Social Renewal Party, the FNLA and the Humanist Party of Angola, each securing two seats. As opposed to the 16 seats won in the 2017 elections, the Convergence Angola Salvation Wide-Electoral

Coalition received only 0.8 per cent. of the total votes and lost all the seats previously held. The August 2022 election registered a 44.8 per cent. voter turnout, a much lower figure compared with the 76.1 per cent. of the 2017 elections. UNITA disputed the results and challenged them in court, but the Constitutional Court dismissed the appeal.

Angola's constitutional arrangement vests sovereignty in the Angolan people, who exercise political power through elections for their choice of representatives. The voting age in Angola is 18, and parliamentary candidates must be aged at least 35 to stand for office. Angola has a bill of rights.

In March 2021, President Lourenço used his executive powers to ask the National Assembly to initiate a review of the country's 2010 Constitution. In June 2021, Angola's National Assembly approved a number of amendments to the 2010 Constitutional Law via the Constitution Revision Law. These reforms increase the number of articles in the 2010 Constitutional Law from 244 to 249, with 44 articles being amended and seven new ones included. Key changes include:

- conferring independence on Angola's central bank, the National Bank of Angola (Article 100). This provision, implemented via Law No. 24/21 (the "**BNA Law**"), was passed by the National Assembly on 1 September 2021. The BNA Law removes the Government's ability to issue directives to the governing bodies of the BNA and states that the BNA is independent at all operational levels;
- restricting the status of the lower courts as a body of power (Article 176);
- enshrining the "public calamity situation" as a new constitutional state of emergency (an alternative to the currently constitutionally enshrined states of war, siege, and emergency), which is more suited to address health crises and subject to less parliamentary control (Article 58-A);
- clarifying the rules on presidential and vice-presidential eligibility, disqualification and replacement (Articles 110, 132 and 132-A);
- allowing Angolan citizens living abroad to vote in general elections (Articles 143 & 144);
- revoking the principle of "gradualism" provided in the 2010 Constitution for the implementation of municipalities within Angola, which stated that preparations for municipal elections would be done incrementally over a period ending in 2035 (formerly Article 242);
- restricting presidential powers to day-to-day management of the economy in the run up to a general election (Article 116-A);
- establishing a specific time period for the general elections – in the third week of August in the year of term expiry (Article 112); and
- clarifying the institutional relationship between parliament and the executive branch on the issue of parliamentary oversight of the Government, removing interpretative difficulties that existed in the 2010 Constitution (Article 162).

On 31 October 2024 the President initiated a reshuffle of the Interior Ministry, dismissing the Minister of the Interior, Eugénio César Laborinho, amongst other posts. Manuel Homem, the then Governor of Luanda, was then appointed as the Interior Minister.

### ***The President***

Under the current 2010 Constitutional Law, the President is Angola's Head of State, the Holder of the Executive Power and the Commander-in-Chief by virtue of being the leader of the party with the biggest share of the vote in parliamentary elections. Presidential candidates are elected by their party. The President may be re-elected for a maximum of two five-year mandates, successive or interposed. Incumbent President João Manuel Gonçalves Lourenço stood as the presidential candidate for the MPLA in the 2022 elections and was re-elected.

The President, in his capacity as Head of State, is responsible for, among other things:

- calling general and local elections under the terms established in the 2010 Constitutional Law;
- appointing and discharging the Ministers of State, Ministers and Secretaries of State;
- appointing the presiding judge and other judges of the Constitutional Court, the Supreme Court, the Audit Court and the Supreme Military Court;
- appointing and discharging the Governor and Deputy Governors of the Angolan National Bank;
- calling referendums under the terms of the 2010 Constitutional Law;
- declaring a state of war and making peace, in consultation with the National Assembly;
- declaring a state of siege, a state of emergency or a “public calamity situation”, in consultation with the National Assembly;
- representing the Republic in international relations; and
- signing and ratifying international treaties, conventions, agreements and other instruments.

The President, as Holder of the Executive Power, leads the Executive Branch and among other things, is responsible for:

- defining the political orientation of Angola;
- directing Angola’s national policy;
- submitting Angola’s proposed state budget to the National Assembly;
- defining Angola’s organisational structure and establishing the composition of executive power;
- requesting from the National Assembly authorisation to legislate under the terms of the 2010 Constitutional Law;
- initiating legislation on the basis of proposals presented to the National Assembly;
- directing and guiding the work of the Vice-President, Ministers of State, Ministers and Provincial Governors; and
- drawing up regulations required for the execution of laws.

The President, in his capacity as Commander-in-Chief, is responsible for, among other things:

- serving as Commander-in-Chief of the Angolan armed forces;
- assuming high command of the Angolan armed forces in the event of war;
- appointing and discharging the Chief of the General Staff of the Angolan Armed Forces and its deputy, in consultation with the National Security Council; and
- appointing and discharging the remaining commanders and heads of the Armed Forces, as well as the General Commander of the National Police Force and its deputy, in consultation with the National Security Council.

Under the 2010 Constitutional Law, the President, as the Holder of the Executive Power (assisted by the Vice-President, Ministers of State, Ministers and Secretaries of State), formulates and implements the general policy of Angola and heads the public administration.

With the purpose of modernising and rationalising Angola’s central administration and improving the level of efficiency and effectiveness in the provision of services to its citizens, the number of Governmental ministries was reduced from 28 to 23 (including the Secretary of the Council of Ministers and the Director

of the Office of the President of the Republic) under Legislative Presidential Decree No. 5/20 of 15 April 2020. Currently, there are 42 Secretaries of State and 23 Governmental ministries including:

- the Ministry of National Defence;
- the Ministry of Interior;
- the Ministry of Foreign Affairs;
- the Ministry of Economy and Planning;
- the Ministry of Finance;
- the Ministry of Mineral Resources, Petroleum & Gas;
- the Ministry of Public Administration, Labour and Social Security;
- the Ministry of Industry and Trade; and
- the Ministry of Energy and Water.

Legislative Presidential Decree No. 5/20 also reduced the number of Governmental management and leadership positions from 559 to 313, allowing for a financial saving of over AOA 1.0 billion per year.

### ***Legislative branch***

Under the 2010 Constitutional Law, the Angolan Parliament, known as the National Assembly, consists of one house composed of 220 representatives, who are each elected by universal, direct, equal, secret and periodic ballot for a five-year term, in accordance with a system of proportional representation at the national and provincial levels. Political parties or coalitions of political parties nominate the parliamentary candidates. Members of the judiciary, the armed forces and Chairmen of the Board of state-owned corporations in office cannot be elected to the National Assembly.

The National Assembly is responsible for, among other things, amending and approving the constitutional laws of Angola; approving laws (except laws relating to the composition, organisation and workings of the Executive Branch, which is within the exclusive power of the President); approving the state budget; enacting laws on matters such as nationality, fundamental rights, freedoms of citizens, the status and legal capacity of persons; elections; approval of the regulatory codes applicable to public and governmental officials and local government; the definition of crimes, criminal procedures, penalties and security measures; associations and political parties; concessions relating to natural resources; the transfer of ownership of state property; the definition of territorial waters; the monetary system; the organisation of the judiciary and the status of judges and the organisation of national defence and the armed forces.

The National Assembly may delegate to the President the power to enact legislation (in the form of Legislative Presidential Decrees and Provisional Legislative Presidential Decrees) on matters such as the general organisation of public administration; the participation of traditional chiefs and citizens in local government; the status of civil servants and civil liability of the public administration; the regimes of the public domain; nationalisation; expropriation; requisition and privatisation of nationalised or expropriated property; user charges; bases of the systems of education; health and social welfare; ownership of land; lease and tenancy; and protection of nature, the ecological equilibrium and the cultural heritage.

The National Assembly approves the national development plans and budgets; consults with the President on the declaration of states of emergency and war, as well as peace accords; approves international treaties and the participation of Angola in international organisations and defines the administrative division within Angola. The National Assembly also has powers to order the impeachment of the President on the basis of corruption or treason.

### ***Judicial Branch***

The 2010 Constitutional Law provides for an independent judiciary.

Under the 2010 Constitutional Law, the high courts of Angola comprise the Constitutional Court, the Supreme Court, the Audit Court and the Supreme Military Court. The administration of the courts is under the jurisdiction of the Supreme Court and the military is under the jurisdiction of the Supreme Military Court. The court system consists of the Supreme Court at the appellate level plus provincial and municipal courts (District Courts) of original jurisdiction under the authority of the Supreme Court. The Supreme Court serves as the appellate division for questions of law and fact. In recent years, the following legislation was enacted impacting the military:

- Law No. 26/19 of 25 September 2019, Organic Law of the Supreme Military Court, which established the composition, organisation, functioning and jurisdiction of the highest military jurisdiction;
- Law No. 24/19 of 23 September 2019, Organic Law on the Statute of Military Judicial Magistrates, which confirmed that the Military Judicial Magistrates, does not form part of the Superior Council of the Judicial Magistracy;
- Law No. 25/19 of 23 September 2019, Organic Law of the Courts of Military Jurisdiction, which regulates the composition, organisation, functioning and competence of military courts, the Supreme Military Court and the Regional Military Court; and
- Law No. 1/16 of 10 February 2016, which established a Court of Appeal to sit between the District Courts and the Supreme Court. Budgetary constraints have limited the functioning of the Court of Appeal since its establishment but, in January 2019, Presidential Decree No. 28/19 approved a programme for the implementation of the aforementioned law that aimed to have the Court of Appeals functioning by the end of 2019. As part of the implementation of Law No. 1/16, the district courts in Benguela, Lobito, Sumbe, Lubango, Caconda, Matala, Caxito, Cazengo, Cambambe, Moecemedes, Tombwa, Mbanza Congo, Soyo and Cuanhama were inaugurated and commenced operation. The Luanda, Benguela and Lubango Courts of Appeal, as prescribed by Presidential Decree No. 28/19, opened in 2020. The Court of Appeal will be assigned much of the responsibility and jurisdiction currently assigned to the Supreme Court, with the Supreme Court adopting an appellate role in respect of Court of Appeal decisions on matters of law.

In order to facilitate the effective operations and functions of the District Courts, 169 judicial magistrates and more than 120 public prosecutors were sworn in.

In January 2019, the National Assembly approved the implementation of a new Criminal Code which addresses Angola's need for criminal sentences to reflect standards of modern doctrines and criminal law. The Code of Criminal Procedure came into force in February 2021.

The Constitutional Court, which was established in 2008, is responsible for the administration of justice in legal and constitutional matters. Judges of the Constitutional Court are appointed for a non-renewable seven-year term and enjoy the same guarantees of independence, security of tenure, impartiality and immunity as judges of the other courts in Angola's judicial system. Judges of the Constitutional Court are only removable from office in the event of permanent physical disability, acceptance of an office legally incompatible with the office of a judge of the Constitutional Court or as a result of disciplinary proceedings. If the judges of the Constitutional Court are removed from office in these circumstances, or otherwise die in, or resign from office, they must be replaced.

The Audit Court, which was introduced under the 1992 Angolan constitution, is the supreme supervisory body responsible for overseeing the legality of public finances and performing several auditing functions for the Executive Branch, public institutions and the public sector. See “– *Public procurement procedures – Supervision and Audit of Public Procurement*” below.

The Public Prosecutor's Office is part of the Attorney-General's Office and is responsible for representing the Republic of Angola before the courts, defending the democratic principles established under the 2010 Constitutional Law and formulating penal procedure. The Attorney-General's Office represents the Republic of Angola, defends the rights of individuals and corporate bodies, adjudicates on the legality of the exercise of the judicial function and oversees the implementation of penalties.

The Public Prosecutor is responsible for laying charges and bringing prosecutions under Angola's anti-money laundering, anti-bribery, anti-corruption and anti-terrorism legislation. See “– *Anti-money laundering, anti-bribery, anti-corruption and anti-terrorism measures*”. In January 2018, more than 2,000 employees in Angola's Public Prosecutor's Office took action over pay and training issues. See “*The Economy – Employment and Labour*”.

The 2010 Constitutional Law provides defendants with the presumption of innocence, the right to a defence and the right to appeal. Legal reform in 1991 established the right to public trials, a system of bail and recognised the accused's right to counsel. Trials are open to the public, although, judges have the discretion to close proceedings in certain circumstances. There is a lack of trained lawyers in rural parts of the country because of the mass migration to the cities that occurred during the Civil War, though since the end of the Civil War in 2002 there has been a considerable increase in the number of lawyers throughout Angola. All magistrates in Angola hold a law degree.

Since the end of the Civil War in 2002, Angola has been taking steps to improve its judiciary, including in cooperation with the UN and the AU. The expansion and improvement of the quality of legal training has been one of the Executive's priorities. At the end of the Civil War, only one university (in the capital city Luanda) was offering full legal training while legal training is now offered in universities across the country. In addition, all law graduates may either attend the National Institute of Legal Studies for training as judges or prosecutors or undergo an internship of at least 18 months with a law firm registered with the Angolan Bar Association in order to be admitted to legal practice. Extensive continuing professional development education programmes are also now being offered to Angola's judges and public prosecutors, as well as to lawyers practicing at the Angolan bar. Angola has recently significantly increased the salaries of members of the judiciary with a view to increasing the independence of Angola's judiciary and attracting highly-qualified legal professionals to serve as judges. Additionally, Angola has actively promoted the use of alternative dispute resolution methods domestically, including extra-judicial arbitration and mediation, and introduced training programmes for mediators and arbitrators. On 16 June 2016, Angola ratified and became the 176<sup>th</sup> contracting state of the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (New York, 1958), which provides common legislative standards for recognition of arbitration agreements and enforcement of foreign and non-domestic arbitral awards.

Further to Angola's efforts to improve its judicial system, the NDP 2023-2027 fosters the widespread adoption of out-of-court dispute resolution mechanisms to reduce the number of cases brought via the official court system and promote a more effective access to justice. Following the footsteps of the NDP 2018-2022, the NDP 2023-2027 is prioritising a swift implementation of the “Judiciary Map”, which will involve: (i) building and equipping two family courts and four county courts; (ii) re-modelling, adapting and equipping ten buildings to house common jurisdiction courts in certain judicial provinces; and (iii) continuing the process of digitalising services and records.

In January 2022, the National Assembly approved the Organic Law Proposal on the Organisation and Functioning of the Common Jurisdiction Courts, which legislates for the use of itinerant judges in order to reduce the number of pending cases within Angola. The law also readjusts the various judicial regions in Angola and amends the competency and remit of the district courts.

In February 2024, the National Assembly approved an amendment to the Organic Law of the Court of Appeal, standardizing the salaries of the members of the Public Prosecutor's Office irrespective of the court of assignment. The law intends to amend the prior regime pursuant to which magistrates assigned to the Court of Appeal would receive higher salaries in comparison with magistrates assigned to different courts.

### ***Political Parties***

The two main political parties in Angola are the MPLA and UNITA.

The MPLA has ruled Angola since independence in 1975. The MPLA was the sole political party recognised under Angolan law from 1975 until 1990. Once a firmly socialist party, since the early 1990s, the MPLA has espoused a form of democratic socialism. The MPLA still heavily emphasises the role of the state in developing Angola, and the Government is overseeing a multi-billion-dollar programme of public investment in infrastructure. See “*The Economy – Infrastructure*”.



In the 2008 legislative elections, there were 80 registered parties in Angola, of which 18 were admitted participating in the elections. Only five won parliamentary seats, namely MPLA, UNITA, the Social Renewal Party (*Partido da Renovação Social*), FNLA and the coalition Nova Democracia. The MPLA received 81.6 per cent. of the popular vote, followed by UNITA with 10.4 per cent. The MPLA held 191 seats in the National Assembly, leaving 16 seats to UNITA and the remaining 13 seats spread among the other parties (including the FNLA). Following the 2008 elections, those parties that won less than 0.5 per cent. of the vote were automatically dissolved by law.

In the 2012 legislative elections, 27 parties applied to compete in the elections, but only five won parliamentary seats. The MPLA remained the majority party, taking 175 of the 220 seats available. UNITA won 32 seats and its splinter party, the Convergence Angola Salvation Wide-Electoral Coalition won eight seats, with the Social Renewal Party and the FNLA taking the remaining five seats.

In the 2017 legislative elections, all of the parliamentary seats were taken by the same five parties as those in the 2012 elections, with MPLA taking a majority of 150 out of the total 220 seats. UNITA and the Convergence Angola Salvation Wide-Electoral Coalition won 51 and 16 seats, respectively, and the Social Renewal Party and the FNLA won two seats and one seat, respectively.

In the 2022 legislative elections, the MPLA remained the majority party, taking 124 of the 220 seats available. UNITA, in stark contrast with the 2017 elections, won 90 seats, making the 2022 elections the most contested in Angolan history. The remaining seats were split between the Social Renewal Party, the FNLA and the Humanist Party of Angola, each securing two seats. As opposed to the 16 seats won in the 2017 elections, the Convergence Angola Salvation Wide-Electoral Coalition received only 0.8 per cent. of the total votes and lost the seats previously held.

### ***Local Authorities***

According to the new Law on Political and Administrative Organization (Law No. 14/24 of 5 September 2024), Angola is now divided into 21 provinces which are organised into 326 municipalities. The provinces of Angola are Bengo, Benguela, Bié, Cabinda, Cubango, Cuango, Icolo e Bengo, North Kwanza, South Kwanza, Cunene, Huambo, Huíla, Luanda, North Lunda, South Lunda, Malanje, Moxico, Moxico Leste, Namibe, Uíge and Zaire.

Governors for each province are currently appointed by the President. Municipal governmental bodies are appointed by the relevant provincial governor. Angola's Ministry of Territorial Administration has been consulting on holding the first local elections in Angola pursuant to which those elected would hold executive powers. Although President João Lourenço has pledged to hold such elections, an initial attempt was postponed amid the Covid-19 pandemic and as of the date of this Base Offering Circular, a date to hold such local elections has not been established.

As outlined in both the 2023 National Budget and 2024 National Budget, the Government is prioritising a programme of financial decentralisation and the institutionalisation of Angola's municipalities. A number of legal instruments enacted in previous years, including the PIIM (see "*The Republic of Angola - National Development Plan 2023-2027*"), aim at granting local municipalities greater autonomy in the process of tax and revenue collection and expenditure. As part of this programme, the Government created the Citizen's Website (*Portal do Município*), which enables Angola's municipalities to provide over 490 local services in a simplified manner, such as tax and revenue collection.

### ***Legal Framework***

The Angolan legal system is based on the continental European legal system. Before Angola's independence from Portugal, Portuguese laws were in full force and effect in Angola. Since independence, Angola has established its own legal framework, although the Portuguese legal heritage has remained influential. Since the end of the Civil War in 2002, Angola has sought to significantly improve its legal system to promote the economic and social development of the country. During this period, Angola's laws and regulations were drafted taking into account recent legislative developments in a number of developed jurisdictions, including major European countries, particularly in such areas as financial services, commercial, property and consumer protection laws.

## ***Armed Forces***

The Angolan Armed Forces (*Forças Armadas Angolanas*) (the “**FAA**”) was created in 1991 by the amalgamation of the MPLA’s Armed Forces for the Liberation of Angola (“**FAPLA**”), UNITA’s Armed Forces for the Liberation of Angola and the FNLA’s Army for the National Liberation of Angola. The FAA’s main objective is to guarantee national sovereignty, independence and territorial integrity of the country. In addition to the above, the FAA is also responsible for both external and domestic security, including border security and occasional small-scale actions against FLEC in Cabinda. The FAA was headed by General António Egídio de Sousa Santos from April 2018 to January 2023. On 20 January 2023 Chief of Staff Altino Carlos José dos Santos replaced General de Sousa Santos. The Chief of Staff of the FAA reports to the Ministry of National Defence.

Military service is compulsory by law for all men aged between 20 and 45, and men can volunteer from the age of 18. Women aged between 20 and 45 can also volunteer. The obligatory term of military service is two years. The FAA’s personnel is currently estimated by the Government to be approximately 150,000. The FAA has three components – the Army, the Navy (entirely staffed by volunteers) and the Air Force.

In addition to the FAA, the Angolan National Police are an autonomous paramilitary unit under the responsibility of the Ministry of the Interior. The Angolan National Police are described in the constitution as a national, permanent, regular and nonpartisan police institution. The constitution also provides for state intelligence and security bodies, which presently include the State Intelligence and Security Service as the domestic intelligence body of Angola.

## ***International Relations***

From 1975 until 1989, Angola’s international relations were controlled by the dominant political party, the socialist MPLA. The MPLA were aligned with the Eastern bloc, receiving weaponry from the USSR and troops from Cuba. Since the end of the Civil War in 2002, the MPLA has focused on improving relationships with Western countries, cultivating links with other Portuguese-speaking countries and asserting its own national interest in Central Africa through military and (more frequently) diplomatic interventions. In 1993, it established formal diplomatic relations with the United States and ratified the Southern African Development Community (“**SADC**”) as a vehicle for improving ties with its largely Anglophone neighbours to the south. Angola has sought to further develop its international relations and raise further direct investment through its annual *Feira Internacional de Luanda* trade fair (“**FIDL**”). The 38<sup>th</sup> and most recent FIDL was held in Luanda from 18 to 22 July 2023. The 38<sup>th</sup> FIDL featured 1,202 exhibitors, including 128 international participants from countries such as Portugal, Italy, Indonesia, Turkey, Germany, Japan, and the United States. This marked a significant increase from the 37<sup>th</sup> edition in July 2022, which hosted 629 exhibitors from 15 countries and attracted over 32,000 visitors. In 2021 the Government sent a delegation to the second Intra-African Trade Fair, held between 15 and 21 November in South Africa, and secured approximately U.S.\$4.0 billion in intended investments in Angola.

In 2018, the Government established PRODESI, which contains seven key initiatives to reduce imports, increase self-sufficiency and diversify Angolan exports, with the aim of significantly decreasing its historical over-reliance on oil export revenues. One key initiative focuses on improving the Angolan business environment which includes, among other things, expanding international trade by facilitating economic conditions to attract foreign investment, reduce costs in order to boost exports and connect Angolan businesses with global consumers (see “*External Sector – Foreign Direct Investment*”). Following the footsteps of the NDP 2018-2022, the NDP 2023-2027 has recognised PRODESI as a programme to accelerate the diversification of the national economy and has committed to promote the production of priority sectors and goods to assist with the diversification of the economy and exports.

See “*External Sector – Foreign Direct Investment*” and “*Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

As of the date of this Base Offering Circular, Angola maintains diplomatic relations with approximately 150 countries.

Angola’s principal foreign policy objectives are:

- to preserve and strengthen its national sovereignty;
- to protect the rights of Angolan citizens abroad;
- to promote peace, security and global stability;
- to promote international cooperation and regional integration; and
- to promote the sovereign equality of states.

As a matter of its external policy, Angola follows the principle of peaceful co-existence and resolution of international disputes by peaceful means. Angola does not use its troops in military conflicts outside Angola. Angola has sought to contribute to the establishment of peace through diplomatic means in several regional conflicts, including in Côte d'Ivoire and Guinea-Bissau.

Angola maintains strategic partnerships principally with the following countries:

### ***United States***

Angola established diplomatic relations with the United States in 1993. Angola is currently the third largest U.S. trading partner in sub-Saharan Africa and the United States is a significant market for Angolan oil exports (*Source*: United States Department of State, Bureau of African Affairs 2024). Since the discovery in 1996 of large deepwater oilfields offshore mainland Angola, the country has assumed rising strategic importance for the United States, which is seeking to improve its relations with African states in the Gulf of Guinea and diversify its oil suppliers away from the Middle East.

Angola and the United States maintain a Trade and Investment Framework Agreement which aims to diversify the movement of goods between the two countries, strengthening bilateral cooperation in trade and intensifying international economic relations. Relations are cordial between Angola and the United States. In particular, a number of significant protocols are in place regarding cooperation between the two countries in relation to areas including: the provision of technical assistance by the United States to Angola in connection with the development of legislation, the judicial system and agriculture; promoting trade, including an increase of commercial airline traffic between the countries; increasing foreign investment into Angola; the mobilisation of funding for Angola from United States financial institutions; investments by Sonangol in the Gulf of Mexico and the provision of technical assistance to Angola on the production of bio- fuels, which Angola exports. Further, U.S. assistance focuses on strengthening Angola's public health machinery, financing professional military education opportunities for Angolans through the International Military Education and Training programme, and providing technical assistance to Angola's financial sector.

In addition, USAID has signed a memorandum of understanding with Chevron and the Cooperative League of the United States to assist Angola in diversifying its economy by revitalising small and medium-scale commercial farming and promoting agricultural development that is environmentally friendly, socially just and economically sustainable. See "*The Economy – Agriculture*". USAID promotes the increased provision of better healthcare in Angola. However, no funding has yet been made available under this arrangement.

The African Growth and Opportunity Act ("**AGOA**"), which has been in force since May 2000, is designed to enhance market access to the United States for qualifying sub-Saharan countries. Qualification depends on countries fulfilling certain criteria, such as undertaking efforts to improve the rule of law, human rights and core labour standards, which Angola has met. After completing an initial 15-year period of validity, AGOA was extended on 29 June 2015 for a further ten years through 2025 (*Source*: AGOAP, 2015). In 2023, as per the 2024 Biennial Report on the Implementation of AGOA, U.S. imports under AGOA totalled U.S.\$9.7 billion, a U.S.\$3.0 billion increase compared with 2021, with Angola being the fifth largest exporter. According to the United States Census Bureau, U.S trade in goods with Angola has declined between 2016 and 2023. U.S. exports to Angola have decreased by 52.8 per cent. from a total of U.S.\$1.25 billion in 2016 to U.S.\$0.59 billion in 2023. U.S. imports from Angola have decreased by 59.1 per cent. from a total of U.S.\$2.86 billion in 2016 to U.S.\$1.17 billion in 2023. In January 2018, the BNA lifted restrictions in the foreign exchange market and abolished the fixed rate of exchange of the Kwanza to the

U.S. dollar. See “*Risk Factors – Further depreciation in the value of the Kwanza could have a material adverse effect on Angola’s economy*”.

In July 2019, the United States and Angola signed a Memorandum of Understanding on Security and Public Order which has enabled law enforcement cooperation, opened new avenues for training, and accelerated information sharing between the U.S. Departments of State and Justice on the one hand, and the Angolan State Security and Information Service and Ministry of Interior on the other.

In October 2021, the United States Ambassador to Angola, Nina Maria Fite, met with President Lourenço. It was agreed that the United States would support the Government in implementing future projects in the areas of economic development and security.

In June 2023, the Export-Import Bank of the United States (“**U.S. EXIM**”) approved a U.S.\$900.0 million loan to the Ministry of Energy and Water towards the construction of two photovoltaic solar energy power plants in Angola. See “*Public Debt – External Public Debt – Composition of Angola’s external debt*”. The announcement followed a commitment by the United States government at the May 2023 G7 summit to support such infrastructure developments in Angola. The U.S. EXIM loan is the second funding arrangement in a short time span from the United States towards Angola’s energy sector, after a U.S.\$2.0 billion solar park investment by an American firm in 2022.

Furthermore, the United States have already earmarked financial support to finance the rail expansion connecting landlocked Zambia to Angola’s Lobito port, through the DRC and Angola (the “**Lobito Corridor**”). See “*The Economy – Primary Industry Sectors – Infrastructure – Railways*”.

In December 2024, U.S. President Joseph R. Biden Jr. visited Angola, marking the first visit ever by a sitting U.S. president to Angola, and the first visit of a U.S. president to sub-Saharan Africa since 2015.

## **Portugal**

Portugal ruled Angola for 400 years, ending with Angola’s independence in 1975. Since Angola moved away from a centralised economic model in 1991, relations with its former colonial power have significantly improved. Portugal and Angola have become key trading partners. In particular, Angola imports significant amounts of construction materials from Portugal and a number of Portuguese construction companies are active in Angola, particularly in the public works sector. See “*The External Sector – Imports*”.

In 2015, the two countries entered into an agreement for the promotion and reciprocal protection of investment. This agreement relates to areas such as support for the promotion of secondary education in Angola; a cooperative protocol for energy regulators of the two countries; support for the Angolan agricultural sector and provision of a Portuguese credit line designed to promote Portuguese private investment in Angola.

Separately, there are arrangements designed to provide technical research support to Angolan universities and to grant university scholarships for Angolan students to study in Portugal.

In June 2015, an economic cooperation initiative between Portugal and Angola, the *Observatório de Investimentos*, was launched with the aim of boosting bilateral economic flows by facilitating and improving investment flows between both countries. As a result of meetings held in February and July 2019, the *Observatório de Investimentos* approved the *Matriz de Acompanhamento*, a document outlining procedures to protect investments in projects between the two countries. The necessary conditions have been met in order for Portugal and Angola to enter into an agreement to protect reciprocal investments and to bring current and future investments between these countries under the protection of the *Observatório de Investimentos* initiative. On 18 March 2020, the Government published the Letter of Approval No. 1/20, validating the *Observatório de Investimentos*. The Agreement will remain in force for successive periods of 10 years, automatically renewable.

In June 2023, Portugal and Angola signed 13 bilateral cooperation agreements, in a pledge to strengthen their reciprocal economic and financial ties. In accordance with the 2023-2027 Strategic Cooperation Programme, the most notable among such agreements, Portugal pledged to increase the amount of credit lines available to Portuguese corporates investing in Angola from EUR1.5 billion to EUR2.0 billion as well

as to cooperate with the Angolan authorities in formulating policies in connection to ports, food security and space and in line with European standards.

### **Brazil**

Brazil was the first country to recognise the independence of Angola in 1975 and commercial, cultural and economic ties dominate the relations between Angola and Brazil, which were both part of the Portuguese Colonial Empire. Brazil has been one of Angola's major trade partners, lenders and contributors to the inflow of foreign direct investment. More than 35 Brazilian companies operate in Angola, principally engaged in rebuilding Angola's infrastructure, as well as in the energy, water supply, construction and telecommunications sectors. Brazilian companies are major suppliers of equipment for use in the agriculture, transport and education sectors as well as for utilisation by police and security companies.

The government of Brazil and the BNDES have historically been lenders to Angola, but as of 31 December 2023, there is no principal amount outstanding to Brazil or BNDES. Following the Petrobras corruption scandal in Brazil, BNDES significantly restricted credit to some of Brazil's leading contractors, including Odebrecht SA, was awarded a series of significant contracts in Angola, and in 2016, the BNDES suspended its funding for projects involving Brazilian contractors active in the country, causing delays to the development of infrastructure projects (for example, the Laúca Hydroelectric Plant). See *"Risk Factors – Risk Factors Relating to Angola – Angola's economic growth targets may not be achievable if it fails to rebuild and rehabilitate its infrastructure efficiently."*

Brazil and Angola also cooperate extensively in the area of education, with a significant number of Angolan students attending Brazilian universities on student exchange programmes sponsored by the Brazilian government.

Angola plans to attract further Brazilian investment in the agri-business sector with the aim of making the country more self-sufficient and reducing imports of agricultural produce.

In February 2018, the Angolan and Brazilian governments signed a protocol of understanding pursuant to which Brazil would grant U.S.\$2 billion of credit for the development of public investment projects in Angola involving Brazilian contractors and exporters. Brazilian banks were expected to benefit from the credit available under this protocol of understanding which would guarantee financing provided by Brazilian banks for the purpose of financing projects in Angola involving Brazilian contractors and exporters. The signing of the protocol of understanding was the culmination of a visit to Angola by a senior Brazilian government delegation which focused on the promotion of financial relations between the two countries. In September 2018, Angola's Government submitted a number of projects related to the construction and rebuilding of hospitals, and water and energy supply systems, among others. Despite the signature of the protocol of understanding with Brazil, such credit has not been utilised.

In September 2021, Sonangol signed an Engineering, Procurement, Construction and Commissioning contract with Odebrecht SA and DAR Angola to construct Barra do Dande Oceanic Terminal in Bengo province, approximately 60 kilometres from Luanda. In addition, the London-based investment fund Gemcorp, which is financing the future 60,000-bbl/d Cabinda refinery plant, has hired Odebrecht SA to carry out part of the work.

In August 2023 President Lourenço and Luiz Inácio Lula da Silva, the president of Brazil, signed seven memoranda of understanding in order to revamp bilateral cooperation between the two countries. These protocols encourage cooperation in a vast array of sectors, including tourism, health and agriculture and serve as a launchpad for capacity building and commerce. In the transport sector, Angola's national airline carrier TAAG has increased the number of weekly flights between Luanda and São Paulo from four to six, in order to promote business travel and tourism.

### **Cuba**

Angola and Cuba have enjoyed close diplomatic ties from the early stages of Angola's independence in 1975. Over the years and up to the present, Cuba has sent thousands of doctors and teachers to work in Angola, and many Angolans have studied in Cuba. There are currently more than 2,000 Cuban nationals working in Angola (mostly in health and education) and an estimated 1,700 Angolans students in Cuba, of

which 600 are studying medicine. Angola's state-owned airline, TAAG, runs flights between Luanda and Havana, the capital of Cuba.

In June 2019, President Lourenço made an official visit to Cuba to strengthen political and economic ties between the two countries. The Angolan President also met his counterpart, Miguel Diaz-Canel, and held a meeting with Angolan students based in Cuba. During the visit, eight memoranda of understanding were signed in areas such as health, education and justice. Angola's President called for the two countries to increase their trade and economic co-operation.

In August 2023, the Cuban president, Miguel Diaz-Canel, made an official visit to Angola during which he met President Lourenço confirming the feeling of friendship and mutual trust that underscores the bilateral ties between the two countries. President Diaz-Canel renewed his willingness to contribute to the development of human capital in Angola as well as to deepen commercial and financial ties in mutually beneficial sectors, including direct investments and international trade.

## **China**

Angola has seen a significant expansion of its relations with China since 2003. China accounts for a growing share of oil exports, and, in 2008, Angola became China's single largest supplier of crude oil. In accordance with Observatory of Economic Complexity, in 2022, China accounted for 54.5 per cent. of Angola's crude oil exports, a steep decline from the 71.0 per cent. in 2021, but nonetheless still retaining the uncontested position of Angola main trading partner in connection with crude oil. Despite borrowing significant amounts under export credit lines from Chinese lenders, the Government does not consider that it is becoming over-dependent on China and it intends to maintain a diversified funding base. As of 31 December 2022 and 31 December 2023, China and Chinese commercial banks held 39.9 per cent. and 36.1 per cent., respectively, of Angola's total external Government debt (including Sonangol). This has further decreased as of 30 June 2024, declining to 32.98 per cent.

See *“Risk Factors – Angola has concentrated debt exposure to China and any adverse developments within the Chinese economy may impact the future ability of Angola to increase its borrowings”* and *“Public Debt – External Public Debt – Composition of Angola's external debt”*. The Chinese president has commented that China is seeking to replicate its Sino-Angolan relations in other parts of Africa.

There are protocols in place between China and Angola relating to the provision of expertise by China in relation to the economic and financial sector, infrastructure, energy, mining, justice and health. Chinese companies have established themselves in the construction, telecommunications, commerce, power and mining sectors of Angola.

China has recently developed more than 6,200 kilometres of railways in Africa, including the Lobito-Luao railway in Angola. The 1,344-kilometre project across Angola was initiated in 2015 and the railway, which links the city of Lobito (on the western coast) and the city of Luau (bordering the DRC), is the second longest railway built by a Chinese company in Africa. It is expected to be linked with the Angola-Zambia railway and the Tanzania-Zambia railway in the future. In 2017, the Bank of China opened its first branch in Luanda in order to promote Chinese investment and lending in Angola. Chen Siqing, president of the Bank of China, stated that the establishment of the Luanda branch will effectively promote bilateral economic and trade exchanges. The branch focuses on information consultations for businesses, business promotion, customer support and risk prevention. The bank also serves Chinese enterprises investing in Angola, and Angolan enterprises entering the Chinese markets.

In January 2018, a Chinese delegation led by Foreign Minister Wang Yi visited Angola to meet with President Lourenço in order to strengthen bilateral relations between the two countries. During the visit, China signed an agreement with Angola to abolish visas for ordinary passports. The agreement has streamlined visa mechanisms for travellers engaged in business, academia, scientific research, culture, sports and for those in need of medical treatment.

In July 2019, Angola then-Foreign Minister Manuel Domingos Augusto met with Chinese State Councillor and Foreign Minister Wang Yi. During the visit, the Chinese delegation stated China's aim to continue to encourage Chinese enterprises and financial institutions to cooperate with Angola, provide assistance within its capability and facilitate Angola's economic diversification. Angolan Foreign Minister Manuel Domingos

Augusto also acknowledged China's long-term support to Angola's development and voiced Angola's willingness to continue pragmatic cooperation. In August 2021, Angolan Finance Minister Vera Daves told a meeting of Chinese entrepreneurs that Angola would continue to invest in collaborative projects with China.

In December 2023, China and Angola signed an investment protection agreement allowing Angolan firms tariff-free access to China's consumer market. In March 2024, President Lourenço alongside the Minister of Agriculture travelled to Beijing to meet with the president of China, Xi Jinping. The Chinese president expressed his support to the Angolan effort to modernise the agricultural and industrial sectors as well to diversify the economy away from the fossil fuel industry and he pledged financial support to implement key infrastructure projects in Angola to achieve such objectives.

### ***Russia***

Relations between the countries have continued to develop, with Russian petroleum and diamond production companies seeking to expand through new international mining opportunities. Russia, along with the United States and China, consistently seeks to secure rights to explore and extract Angola's resources.

Presently, Russia and Angola have a number of co-operation projects in progress across a number of sectors including defence, education, health, telecommunications and finance.

Since 2009, Russia has provided assistance to enable Angola to join the international space community. The Angosat project, agreed in 2009 and costing approximately U.S.\$280 million, included the construction and launch of Angola's first telecommunications satellite, Angosat-1, as well as establishing on-ground infrastructure in Luanda. Angosat-1 launched in December 2017 but suffered certain technical failures and is no longer operational. A replacement for Angosat-1, known as Angosat-2 was built in Russia and launched in October 2022. Angosat-2 is currently fully operational and provides Angolans with access to satellite-based technologies in sectors including media, education and healthcare.

In addition, in early 2019, President Lourenço conducted a state visit to Moscow and, in October 2019, also attended the inaugural Russia-Africa summit. A memorandum of understanding was signed between URALCHEM, the Russian nitrogen and phosphate fertiliser producer, and Grupo Opaia SA, an Angolan civil engineering company, for the creation of a joint ammonia and urea production complex in Angola, with URALCHEM responsible for procuring the project financing. Construction of the complex was scheduled to be completed in 2023, at a projected cost of up to U.S.\$1.3 billion, but as of the date of this Base Offering Circular, the project remains unfinished. As of March 2022, Mr. Mazepin, URALCHEM's ultimate beneficial shareholder, is subject to American and European sanctions following Russia's invasion of Ukraine, and, as such, it is likely that URALCHEM has been prevented in raising the required funds for the project.

In January 2023, the Russian Foreign Minister, Sergey Lavrov met President Lourenço in Luanda in order to revamp strategic cooperation between the two countries in various sectors. Angola's Foreign Minister, Tete Antonio, who met with his Russian counterpart in a separate meeting, declared that Angola and Russia will implement cooperation mechanisms to identify new areas for bilateral relations, identifying the manufacturing and the agro-industrial sectors as key priorities.

### ***European Union***

Angola's partnership with the European Union (the "EU") was originally based on the ACP-EU Cotonou Partnership Agreement (the "**Cotonou Agreement**") which aimed to reduce poverty by developing the Angolan economy and integrating it into the global economy. After its expiry in 2020, the Cotonou Agreement was succeeded by a new 'post-Cotonou' agreement, initialled in April 2021 between the EU and the Organisation of African, Caribbean and Pacific States.

The EU is currently Angola's largest aid donor under the European Development Fund and has contributed EUR210 million between 2014-2020 to improve vocational training and higher education, sustainable agriculture and water and sanitation.

In April 2018, the EU and the United Nations Conference on Trade and Development launched a four-year U.S.\$6.9 million programme aimed at assisting Angola in diversifying its economy.

In December 2020, the EU provided EUR20.0 million to support the Informal Economy Conversion Programme in Angola, which aims to reduce Angola's informal sector and consequently reduce social issues such as unemployment and hunger.

In March 2021, the EU contributed U.S.\$950,000 to the United Nations Conference on Trade and Development's Train for Trade II programme, which aims to diversify Angola's exports and reduce its dependency on oil for economic growth.

In June 2021, the EU and Angola launched negotiations for a first-ever Sustainable Investment Facilitation Agreement ("SIFA"), seeking to promote sustainable and responsible investment, as well as climate and energy transformation. The agreement was signed on 17 November 2023, the European Parliament gave its consent on 7 February 2024 and, on 4 March 2024, the Council of Europe formalized the entry into the SIFA. The agreement is based on good governance and cooperation, and focuses on achieving the following goals: (i) facilitating investment by enhancing the transparency and predictability of investment measures; (ii) simplifying procedures, encouraging e-government and enhancing public-private dialogue; (iii) promoting sustainable development and responsible investment; (iv) contributing to Angola's economic diversification; (v) helping SMEs that face difficulty investing abroad; and (vi) supporting Angola's effort to attract and retain investment by improving the investment climate for both foreign and local investors. The SIFA also integrates environmental, climate and labour rights commitments in the EU-Angola relationship through dedicated provisions, including: (i) a commitment not to weaken environmental or labour laws and standards for the sake of attracting investment; (ii) a commitment on the effective implementation of international labour and environmental agreements, including the Paris Agreement; (iii) the promotion of corporate social responsibility and responsible business practices; and (iv) the strengthening of bilateral cooperation on investment-related aspects of climate change and gender equality.

In January 2022, the EU agreed to provide Angola with EUR275.0 million in financing for the purpose of diversifying the Angolan economy and enhancing human capital.

In January 2023, the EU provided EUR850,000 in financing for the purposes of financing human rights projects in Angola. The financing will cover four projects with durations spanning two to three years.

In May 2023, Angola signed new agreements with the EU worth EUR120.0 million. The agreements are part of the Multi-Annual Indicative Programme for 2021-27, an EU policy framework with Angola. These new agreements are targeted at reviving agriculture, formalising the economy and strengthening Angola's public finance management.

## ***India***

Both Angola and India are part of the Non-Aligned Movement, a group of approximately 120 nation states that are not formally aligned with or against any major power bloc. Being a member of the African Union, Angola supports India's candidature for a permanent seat in a reformed Security Council. India has an embassy in Luanda and Angola has an embassy in New Delhi.

India is one of Angola's principal trading partners in relation to crude oil exports. In accordance with the Observatory of Economic Complexity, between 2013 and 2022, oil exports to India, while decreasing in absolute terms, remained significant due to Angola's production of a large quantity of lower grade heavy crude oil (from Blocks 14, 15 and 17), for which India (along with China) has the majority of appropriate refineries worldwide. Between 2013 and 2022, crude oil exports to India decreased, from U.S.\$6.8 billion in 2013 to U.S.\$1.8 billion in 2023, primarily driven by the decrease in oil prices during this period. However, overall bilateral trade between India and Angola in the period between 2020 and 2023 has shown a healthy growth trend increasing from U.S.\$2.1 billion to U.S.\$4.2 billion. Moreover, the Government is in the process of diversifying its foreign investment partnerships, which are expected to be reflected in the medium term by rising FDI inflows from India (along with Russia and South Africa) in particular. To increase confidence in foreign investment, the Government has been negotiating a Foreign Investment Promotion and Protection Agreement with India, among other countries. In March 2018, India sent a senior diplomatic mission (including a minister of the Indian government) to Luanda to identify new areas of cooperation between India and Angola, as well as to strengthen other sectors through the signing of cooperation agreements relating principally to technical, economic and health care cooperation. The Indian delegation attended a reception organised by the Angola-India Chamber of Commerce and Industry (formed



in October 2017 with the aim of strengthening economic cooperation between the two countries) and was also welcomed by members of the Government. The first collaborative business event between Angola and India, called “Business Opportunities between India and Angola”, was jointly organised by the Angola-India Chamber of Commerce, Confederation of Indian Industry, and the Agency of Private Investment, Promotion and Exporters on 3 September 2020.

India has in the past extended credit to the Government for certain projects, including the rehabilitation of CFM (Railway Company of Mocamedes) Railway, the first major government-to-government initiative between the two countries, and EXIM Bank of India and the State Bank of India have extended credit to Angola for agricultural equipment, Indian tractors, the import of capital equipment from India, the establishment of an industrial park and a cotton ginning and spinning plant. In May 2021, India offered the Government a line of credit of U.S.\$100 million for defence procurement.

In August 2023, in order to boost their bilateral relationship, Angola and India held the inaugural Foreign Office Consultations in Luanda, carrying out a comprehensive review of ongoing cooperation in trade and economic relations, defence, energy, agriculture, development partnership, health and pharmaceuticals, science and technology, culture and people-to-people ties. In addition, the two sides exchanged views on regional and international issues of mutual interest, including cooperation in the United Nations and other multilateral forums, climate change, the International Solar Alliance and sustainable development.

### ***United Kingdom***

Economic, diplomatic and cultural relations between Angola and the United Kingdom have increased over recent years. The United Kingdom is currently undertaking diverse initiatives in order to assist Angola in matters related to trade, conservation and economic development, illegal wildlife trade and environmental awareness.

In 2018, UK Export Finance (“**UKEF**”), the United Kingdom’s export credit agency, provided EUR450 million of export credit support for the first time in Angola to assist UK firms to build three new hospitals and upgrade two power stations, improving healthcare and power provision in Angola. Further, in July 2019, the United Kingdom announced a U.S.\$73 million direct loan to the Government to finance an agriculture project to develop the economy and reduce the amount spent on importing food every year. The project will cover a variety of activities such as providing power lines, training farmers, improving roads and rehabilitating farms neglected during the Civil War in the Camabatela Planalto region. In September 2019, HRH, The Duke of Sussex, visited Angola, meeting with President Lourenço and other senior politicians to discuss trade and health initiatives and cooperation. In 2019, Baroness Northover conducted her 10<sup>th</sup> visit to Angola as the Prime Minister’s Trade Envoy in support of the development of a new, revitalised and deeper partnership between the two countries, aiming to secure trade, promote new jobs opportunities and sustainable development.

In August 2021, the Prime Minister’s Trade Envoy to Angola visited Luanda to discuss “greening” the Angolan economy, climate change, financial inclusion and infrastructure to support Angola’s low-carbon development.

In December 2023, the UKEF provided loan guarantees enabling British exporter Innovo Group to secure a EUR415.0 million contract for essential sustainable infrastructure projects (such as roads, public lighting, and commercial infrastructure) in the Benguela Province of Angola. This sustainable initiative, including 23 distinct projects, is set to bolster 11,000 local jobs in various sectors such as construction through 2028.

### ***United Arab Emirates***

The United Arab Emirates and Angola have started to develop commercial relationships in the recent years. These relationships were consolidated in January 2019, when President João Lourenço and other Angolan members of the Government attended the Abu Dhabi Sustainability Week (the “**ADSW**”). In the ADSW, Angola’s Minister of Energy and Waters, and Sheikh Ahmed bin Dalmook Juma al-Maktou, a member of the ruling family of the emirate of Dubai, signed a memorandum of understanding relating to the construction of a power production in the Angolan eastern province of Moxico, and other infrastructure and development projects.

In late July 2019, Sheikh Ahmed Dalmook visited Luanda and met with Angola's President in order to discuss possible investments in infrastructure projects. As a result of this meeting, the UAE pledged to invest private funds of up to U.S.\$2.0 billion to develop projects in the gas, electricity production and agricultural sectors. Further, in November 2019, Sheikh Ahmed Dalmook led a delegation from the United Arab Emirates to discuss investment opportunities, particularly in the agricultural sector.

On 29 April 2021, Presidential Decree 107/21 was published, enacting the Agreement on the Promotion and Reciprocal Protection of Investments between the Government of the Republic of Angola and the Government of the United Arab Emirates (the "**PRPI**"). The PRPI aims to strengthen the economic relations between the Government of the Republic of Angola and the Government of the United Arab Emirates by creating private investment-friendly conditions in both states, affording private investors from both the UAE and Angola greater protection when implementing their investments in the territory of the relevant state. The Agreement will remain in force for 10 years and may be extended for equal periods.

In May 2021, the Angolan national diamond company, Endiama, and the Angola-UAE Chamber of Commerce and Industry signed an agreement to promote the Angolan diamond industry in the UAE.

On 14 October 2021, the Dubai Chamber of Commerce and Industry signed a memorandum of understanding with the Angola-UAE Chamber of Commerce and Industry, to facilitate knowledge sharing and cooperation between the two chambers. Under the terms of the memorandum, the two chambers will promote trade in their respective countries, exchange information on trade opportunities and investment potential, organise prospective business missions, study trips, commercial events, trade fairs, exhibitions, seminars and training sessions for the mutual benefit of their members.

In 2022 and 2023, major UAE state-owned companies signed agreements with Angolan authorities furthering economic cooperation between the two countries, including: (i) Masdar, who signed a concession agreement with Angola's Ministry of Energy and Water to build and operate a 150 megawatt solar power project to deliver energy to 90,000 homes; (ii) Abu Dhabi Ship Building won its largest export order to date to supply small warships and patrol boats to the Angolan Navy; and (iii) Dubai Investments and E20 Investment, an Abu Dhabi agribusiness investment company, who signed a deal to develop 3,750 hectares of agricultural land to produce 28,000 tonnes of rice and 5,500 tonnes of avocados over an 18-month period.

## ***Japan***

Japan and Angola have developed strong diplomatic and commercial relationships in recent years. Angola exports liquefied natural gas ("**LNG**") to Japan from its LNG facility in Soyo and imports from Japan. In August 2019, President Lourenço visited Japan to participate in the Seventh Tokyo International Conference on African Development. President Lourenço and the Japanese government signed a technical cooperation agreement to strengthen trade and investment between the countries and agreed to resume negotiations for a foreign Investment Promotion and Protection Agreement.

On 11 January 2019, Angola entered into a general agreement with Japan Bank for International Cooperation ("**JBIC**") for up to ¥57.8 billion for the development of the Port of Naimbe and the redevelopment of the Sacomar Iron Ore Export Terminal in Angola. See "*Public Debt – External Public Debt – Composition of Angola's external debt – ICBC Facilities*".

In August 2023, Angola and Japan signed a bilateral investment treaty in order to foster mutual protection of Japanese and Angolan corporates operating in Angola and Japan, respectively, as well as to police unlawful technology transfers. The treaty includes an international arbitration clause, creating wide-ranging and enforceable rights for Japanese investors in Angola. In February 2024 H.E. Mr. José De Lima Massano, Minister of State for Economic Coordination of Angola met with Yoko Kamikawa, the former Minister of Foreign Affairs, who expressed her intention to provide the financing to shore up the transmission system in southern Angola in order to improve the electricity access in that part of the country. The ministers also concurred in promoting the strengthening of business relations under the framework of the Japan-Angola investment agreement signed in 2023.

## **DRC**

Angola (joined by Namibia and Zimbabwe) conducted military interventions in the DRC to support the existing government in the country from 1998 to 2003, to defend Angola's borders and prevent the spread of further discord from the DRC into Angola. Since that time, relations between the two countries have improved. In March 2018, it was announced that rail traffic between Angola and the DRC would resume after a 34-year interruption.

As described under “– *International and other territorial disputes*” below, in October 2009, agreements aiming to resolve a long-standing dispute over the movement of illegal DRC immigrants were signed by the leaders of Angola and the DRC.

Clashes between internal militia groups within the DRC have now displaced more than 1.3 million people from the DRC. According to the UNHCR, as at 31 July 2024, there were approximately 22,971 refugees and asylum seekers in Angola. See “*Risk Factors – Angola is located in a region that has been subject to ongoing political and security concerns*”.

In recent years, Angola has taken an active stance in promoting peace within the sub-Saharan region and in July 2022, in light of the ongoing instability on the eastern border of the DRC, representatives from Angola, the DRC and Rwanda gathered in the Angolan capital to sign the Luanda Roadmap for Peace (the “**Road Map**”). The Road Map sought to open dialogue and normalise relations between the DRC and Rwanda, create the conditions for refugees to return to their homes, and facilitate the withdrawal of the M23 rebel group from occupied territories. The Road Map provides for the cantonment of M23 rebel groups as well as for an Angolan military intervention to secure cantonment zones and help with the disarmament of the rebels.

## **Namibia**

Angola contributed decisively to the implementation of UN Security Council Resolution 435/78 that led to the independence of Namibia from South Africa in 1990.

In 1999, Namibia and Angola signed a mutual defence pact as Namibia sought to support the MPLA in the ongoing Civil War. The ruling party in Namibia, the South West Africa People's Organisation, and the MPLA shared common ideological ground, which has resulted in co-operation between the countries from the 1960s.

During the Civil War, a large number of Angolans sought refuge in Namibia. In 2001, there were an estimated 25,000 Angolan refugees in Namibia. Since the end of the Civil War, the majority of Angolan refugees in Namibia have been repatriated (*Source*: UNHCR Statistical Yearbook of 2015).

Angola and Namibia have entered into several agreements on reciprocal protection and promotion of investments, trade and economic cooperation that seek to create favourable business conditions for both countries and to promote and facilitate bilateral trade. The countries continue to be significant trading partners. The countries also cooperate on key infrastructure and resource projects, including water cooperation and resource management and the development of infrastructure.

## **Zambia**

During the Civil War, Zambia maintained a neutral position although it had an interest in seeing an end to the Civil War in order to promote better trade and cooperation between the two countries. Relations between Zambia and Angola were historically strained due to reports that Zambian citizens were supporting UNITA and UNITA military activities along their common border.

Approximately 220,000 Angolans sought refuge in Zambia during the Civil War but this number had fallen to approximately 19,000 in 2021. Some Angolans also chose to repatriate to Zambia.

Angola and Zambia have signed two bilateral agreements in February 2015 on water and railway transport, which are expected to facilitate the movement of people (particularly in rural areas) and goods and boost

trade, particularly in relation to the development of the Shangombo-Rivungu canal, a ten-kilometre waterway which links western Zambia to the south-eastern part of Angola. The Benguela as well as the Lobito Corridor projects have also strengthened cooperation between the two nations. See “*The Economy – Primary Industry Sectors – Infrastructure – Railways*”.

In June 2023 the Angolan Minister of Telecommunications, Information Technology and Social Communication, Mário de Oliveira, and the Zambian Minister of Science and Technology, Felix Mutati, signed a memorandum of understanding to further information technology cooperation between the two countries, in the context of the 3<sup>rd</sup> edition of Angola’s International Information and Communication Technology Forum. The memorandum of understanding is intended to foster cooperation in connection with the digital transformation, artificial intelligence, space technology and establishing direct cross-border optical fibre backbone connectivity between the two countries.

### ***Botswana***

On 13 October 2015, Angola and Botswana signed a memorandum of understanding to boost co-operation in various areas, including agriculture, energy, water, telecommunications and trade. This initiative was aimed to foster reciprocal cross-border investments in several fields, including the mining sector. In May 2021, the President of Botswana, Mokgweetsi Masisi, met with the President, João Lourenço, in Luanda to discuss cooperation in the areas of tourism, education, culture, geology and mining. In July 2023, President Lourenço met President Masisi in Gaborone and renewed his willingness to implement a vast programme of bilateral cooperation covering a variety of sectors, including energy, transportation, health, animal breeding and mining.

### ***International and other territorial disputes***

#### ***Disputes with DRC***

There has been a longstanding diplomatic dispute between the DRC and Angola regarding boundaries in the lower half of the Gulf of Guinea, a border area which is rich in oil and diamonds. In 2007, a bilateral meeting between representatives of both countries was held with the intention of resolving this dispute. A team from the former colonial powers, Portugal and Belgium, demarcated the border of approximately 2,500 kilometres, which was ratified by the African Union. However, the DRC has since made claims in relation to oil deposits in the Gulf of Guinea that were allocated to Angola under the 2007 demarcation. The Government believes that there is no merit in those continuing claims. In 2009, another meeting between representatives of both countries was held, in which the parties reaffirmed their commitment to respecting the borders established during the colonial period. Angola and the DRC remain engaged in dealing with the delimitation and delineation of the disputed maritime areas, in accordance with the 1982 United Nations Convention on the Law of the Sea.

Thousands of illegal diamond miners and DRC illegal immigrants have been deported from Angola in the past and the DRC subsequently retaliated by expelling thousands of Angolan immigrants from the country. An agreement is in place between Angola and the DRC to prevent further reprisals.

In total, the Government estimates that, between 2004 and 31 December 2017, more than 462,000 DRC citizens were expelled from Angola as a result of both administrative and judicial proceedings. Since October 2018, Angolan authorities have enforced stricter migrations rules and started expelling Congolese nationals considered to be residing illegally in Angola. In 2020, Congolese authorities reported the arrival of over 21,000 Congolese in the province of Kasai after being expelled from Angola. See “– *History – Province of Cabinda*” above.

In September 2021, DRC’s Environment Minister stated that the DRC would request an unspecified sum of damages from Catoca, the operators of Angola’s largest diamond mine, after a leak from an Angolan diamond mine into the Tshikapa River in July 2021 was claimed to have led to the death of twelve Congolese citizens, with a further 4,400 falling ill. Catoca, which is jointly owned by Angolan state diamond company Endiama and Oman’s Madden International, said it had built two dykes to filter sediment out of the water and that the leak had been sealed.

On 30 and 31 March 2023 in Dundo, Angola, the International Organization for Migration sponsored a cross-border forum with the participation of 75 officials from Angola and the DRC in order to: (i) address migratory flows; (ii) combat illegal border crossings; and (iii) prevent future border disputes between the two countries. The National Director of Human Rights of Angola and the ambassador of the DRC in Angola agreed to enhance cooperation in connection with border patrolling.

## **Membership of Organisations**

### *United Nations*

Angola has been a member of the UN since 1976 and the WTO since 1996. In the 2003-2004 term, Angola assumed its first mandate as a non-permanent seat on the UN Security Council and served its second mandate as a non-permanent member for the 2015–2016 term.

Angola supports the purposes and principles of the United Nations Charter, including the maintenance of international peace and security, the development of friendly relations among nations, the achievement of international cooperation on economic, social, cultural and humanitarian issues and the protection of human rights and fundamental freedoms. As a member of the UN, Angola has been working closely with all member states to enhance the UN's effectiveness, particularly in preventing and resolving conflicts around the world with an emphasis on Africa.

Angola is a member of all key agencies of the United Nations, including the Food and Agriculture Organisation (“**FAO**”), the United Nations Industrial and Development Organisation (“**UNIDO**”), the International Labour Organisation (“**ILO**”) and the WTO, among others. Angola works closely with all members of the international community to promote social and economic progress and sustainable development.

On 11 February 2021, the UN General Assembly unanimously adopted Resolution A/75/57 on the request for the extension of the preparatory period for graduation of the Republic of Angola to a Middle Income Country (“**MIC**”). The resolution recognises the recent economic difficulties faced by Angola as a result of falling oil prices and the Covid-19 pandemic and grants a moratorium period of three additional years until 2024 for the preparation and presentation of Angola's transition strategy to a MIC from a Least Developed Country (“**LDC**”). On 13 December 2023, the UN General Assembly adopted Resolution A/78/29 postponing Angola's graduation to a MIC to an undefined later date, amid its slow and ongoing economic recovery following the Covid-19 pandemic.

### *World Bank*

Angola has been a member of the World Bank since 1989. Angola extensively cooperates with the World Bank and formerly benefitted from a ‘country partnership framework’ (a systematic, evidence-based and focused programme aimed at ending extreme poverty), which covered the period from 2010 to 2013. Among other things, the World Bank has implemented a first Water Sector Institutional Development Project and is currently implementing a second Water Sector Institutional Development Project as well as in the implementation of the Small Holder Agriculture Development Project and the Social Fund Project for Municipal Development and Local Delivery of Public Goods in Angola. In the past, Angola has obtained funding from the International Development Association (the “**IDA**”), a development institution of the World Bank Group designed for assistance to less developed countries. However, since 1 July 2014, Angola is no longer eligible for IDA funding as a result of its economic growth.

In July 2019, Angola and the World Bank entered into three agreements to promote cooperation and to establish in Angola representative offices of IDA, the International Finance Corporation and the Multilateral Investment Guarantee (two other organisations related to the World Bank). Further to that, the World Bank and Angola also entered a U.S.\$2.0 million *Project Preparation Advance Agreement* intended to create an office in charge of developing a future U.S.\$250.0 million electricity supply project.

Also in July 2019, the World Bank approved a package worth U.S.\$1.3 billion to support Angola in its efforts to promote more inclusive growth, improve water services, and strengthen the national social protection system. The approved package will finance projects, including in relation to: (i) Growth and Inclusion Development Policy Operation, a U.S.\$500 million loan to support Angola to achieve more

sustainable and inclusive growth by strengthening the macro-financial and institutional environment and protecting the poor and vulnerable; (ii) Luanda Bita Water Supply Project, a U.S.\$500.0 million guarantee aimed at improving access to clean water services in selected areas of Luanda by mobilising commercial financing for the Government; and (iii) Strengthening the National Social Protection System Project (Cash Transfer), a U.S.\$320.0 million loan to provide temporary income support to poor households in selected areas of Angola and to strengthen the delivery of social security services. In April 2022 the World Bank approved a U.S.\$300.0 million loan to Angola following two other loans totalling U.S.\$67.0 million that were approved in late March of the same year. The loans were earmarked to support fiscal reforms in the country. In addition to these general purpose loans, in 2022 and 2023, the World Bank provided funding for and invested in specific projects in Angola in various sectors, including, climate resilience and water security, developing micro, small and medium enterprises in non-oil value chains as well as increasing cultural productivity. In 2021 and 2022, the World Bank implemented the Second and Third Angola Growth and Inclusion Development Policy Financing Operation, respectively, aimed to support the Government of Angola in achieving a more sustainable and inclusive growth through a macro-financial and institutional environment that is conducive to private sector led growth. As of December 2023, the World Bank's financial commitment in Angola was valued at an estimated U.S.\$3.9 billion. It is expected that in 2025, the World Bank will continue to support Angola with an estimated U.S.\$500 million to be provided under the Development Policy Operation programme.

### *IMF*

Angola has been a member of the IMF since 1989. On 23 November 2009, the IMF approved a 27-month stand-by arrangement facility to Angola under the IMF Stand-By Arrangement Programme which allows IMF members to access general funds. Angola's U.S.\$1.4 billion stand-by arrangement, which expired in March 2012, aimed to assist Angola to cope with the effects of the global economic crisis, including restoring Angola's macroeconomic balances and replenishing its international reserves, thus helping to rebuild confidence in the Kwanza and mitigating the repercussions of the adverse terms of trade shocks linked to the global crisis.

In April 2018, the Government and the IMF announced that Angola had requested a PCI as part of the IMF's technical policy coordination programme. In December 2018, the IMF approved a three-year EFF in an amount of SDR 2.673 billion (approximately U.S.\$3.7 billion) to support Angola's economic reform programme – (the “**IMF Programme**”). In June 2021, the IMF's Executive Board approved the Government's request for: (i) an augmentation of access of SDR 540 million (approximately U.S.\$765 million as of June 2021) to support the Government's efforts to mitigate the impact of Covid-19 and sustain structural reforms implementation; and (ii) modification of some performance criteria, indicative targets, and structural benchmarks. Critical pillars of the IMF Programme included:

- protecting fiscal sustainability as a result of volatility in oil prices;
- promoting debt sustainability to reduce the debt-to-GDP ratio;
- increasing exchange rate flexibility to restore external competitiveness and facilitate market-based price formation;
- making structural reforms in respect of taxes and subsidies; and
- introducing supportive monetary policy to reduce inflation.

Other pillars of the IMF Programme included strengthening the banking system, enabling a positive business environment and improving governance in the BNA and across civil society institutions.

As of the date of this Base Offering Circular, SDR 3.2134 billion (approximately U.S.\$4.5 billion), which is equivalent to the total amount of the EFF, had been disbursed to Angola under the IMF Programme.

On 29 August 2023, the IMF Executive Board concluded the Post Financing Assessment (“**PFA**”) and confirmed that Angola's capacity to repay under the IMF Programme is adequate, despite elevated risks. The Executive Board stressed the importance of maintaining focus on medium-term structural reforms in order to reduce oil dependency and the economic volatility arising from overreliance on the sector. The July

2024 PFA consultation reaffirmed these priorities, highlighting progress made in fiscal consolidation, debt management, and revenue mobilisation, alongside the stabilisation of inflation. These efforts, combined with diversification and improved monetary policy, are critical to enhancing Angola's economic resilience and achieving sustainable growth. Pursuant to the PFA, the implementation of diversification plans and the macroeconomic and financial policies conceived under the NDP 2023-27 should represent Angola's top priorities to achieve economic diversification, strengthen governance, improve the business environment, and promote private investment.

In March 2024, the IMF published its periodic Article IV consultations. The IMF staff emphasized the need for continued fiscal consolidation and structural reforms to maintain macroeconomic stability and foster resilient growth. It also highlighted Angola's banking sector vulnerabilities, the failure to achieve the economic diversification targets (stressing the vulnerabilities stemming from overreliance on the oil sector) and the uncertainty of debt markets access for Angola.

### *OPEC*

Angola has been a member of OPEC since January 2007. Angola joined OPEC because, given the significance of the oil sector to the Angolan economy, the Government considered it important for Angola to have a voice in an organisation that has a substantial influence on oil prices. Angola held the OPEC presidency in 2009 and 2021.

In December 2023, Angola withdrew from OPEC amid its unwillingness to meet OPEC's new quota impositions, alleging a clash with the country's plans to stabilize crude production above one million barrels a day. Angola's exit from OPEC, effective from 1 January 2024, came after the organization imposed a much lower output limit compared to prior years while Angola was making efforts to boost investment after many years of underinvestment and production decline.

### *SADC*

The SADC was founded in 1992 as a successor to the Southern African Development Coordinating Conference (the "SADCC") founded in 1980. Angola was a founding member of the SADCC in 1980 and later, in 1993, ratified the SADC. Angola is a member of the body that coordinates policy, defence and security and has been involved in the process of regional integration within the SADC. As at the date of this Base Offering Circular, Angola is also in the process of joining the EU-SADC Economic Partnership Agreement.

### *African Union*

Angola is one of 55 members of the African Union, the successor of the Organisation of African Unity. The African Union is modelled on the EU and has had a parliament since March 2004, when the Pan African Parliament was created. In addition, the African Union aims to have a central bank, a court of justice, a common defence policy and a single currency. The African Union's constitution requires member states to pledge 0.5 per cent. of their GDP to fund the African Union. This level of funding will allow the African Union to double its staff and make headway with the implementation of the New Partnership for Africa's Development ("NEPAD"). NEPAD is a vision and strategic framework for Africa, designed to address issues such as escalating poverty levels and underdevelopment in Africa. However, few member states comply with the funding requirement. As a result, the expansion plans have not been implemented and the African Union has been reliant on donor support. In addition, many African Union members are reluctant to make the necessary concessions regarding their sovereignty. However, Angola has benefited from recent NEPAD initiatives including the Fund for the Empowerment of African Women, which disbursed EUR1.3 million to Angola in 2021, the Central African Interconnection Transmission Line Project, and the Comprehensive Africa Agriculture Development Programme. The African Union is, however, prepared to sanction military interventions, through its Peace and Security Council. In 2004, it sent 7,000 troops to Sudan on a peacekeeping mission in the Darfur region. In 2007, the African Union sent peacekeeping troops to Mogadishu, Somalia. In July 2016, at the 27<sup>th</sup> African Union Summit in Rwanda, a decision was adopted to direct all African Union members to implement a 0.2 per cent. levy on eligible imports to further fund the African Union. The purpose of the decision, which took effect in January 2017, was, in part, to provide reliable and predictable funding for continental peace and security through the African Union's Peace Fund.

Angola is also committed to the African Union's Agenda 2063: a long-term 50-year strategic framework aiming to develop collective prosperity within Africa.

### *ECCAS*

Angola is a member of the Economic Community of Central African States (the "ECCAS"). The organisation was set up in 1985 but was dormant between 1992 and 1997 before becoming active again in 1998. Eleven central African states are members. The organisation focuses on economic, political and cultural development and cooperation; the maintenance of peace, security and stability, the elimination of tariffs on exports between member states and other barriers to commerce, the establishment of a common tariff and foreign policy; the elimination of barriers to the free movement of goods, capital and services, the harmonisation of national policies in areas such as industry, energy and agriculture and the creation of a development and cooperation fund. The ECCAS also operates as a driving force for NEPAD in Central Africa. In June 2021, ECCAS members including Angola approved a Renewable Energy Roadmap, which aims to establish a vibrant common market for renewable energy and energy efficiency products and services. Further, the Renewable Energy Roadmap brought about the creation of the Centre for Renewable Energy and Energy Efficiency for Central Africa, which will be hosted in Luanda.

### *Others*

Angola is a member of a significant number of other international organisations and development institutions including, but not limited to, the AfDB, African Countries Diamond Producers Association and the Community of the Portuguese Language Countries, of which Angola held the rotating presidency for 2021 to 2023.

In June 2024, Angola became the first member of the African Union to ratify the statute of the African Court of Justice and Human Rights.

### **Legal proceedings**

The Republic is not a party to any pending or threatened legal proceedings which could have a material adverse impact on the Republic or its ability to satisfy its payment obligations under the Notes.

### **Anti-money laundering, anti-bribery, anti-corruption and anti-terrorism measures**

According to Transparency International's Corruption Perception Index 2023, Angola was ranked 121<sup>st</sup> out of the 180 countries surveyed. Since 2011, Angola has enacted several new laws to reduce corruption and to combat money laundering, bribery and terrorism. Such legislation has had success in reducing corruption, with the World Bank's Worldwide Governance Indicators indicating that, in 2022, Angola's control over corruption has improved from the 3.9<sup>th</sup> percentile to the 30.6<sup>th</sup> percentile.

Law No. 3/10 of 29 March 2010, the Probity Law (some of whose provisions were revoked by Law No. 38/20 of 11 November which approved the Angolan Criminal Code) was the first law addressing anti-corruption measures in Angola, reflecting the need and the concern on the part of Angola to promote accountability and transparency. The law codifies the duties of loyalty, impartiality, probity and others of a professional and public nature, regulates the legal regime applicable to the receipt of offers by public officials and sets forth acts of improbity and the consequence for those who commit such acts.

In 2011, Law No. 34/11 of 12 December 2011 was approved to combat money laundering and the financing of terrorism. This law established measures to counter the laundering of the proceeds of illegal activities and terrorism financing. In 2017, Law No. 19/17 of 25 August 2017 came into force and established additional measures to prevent and restrict the financing activities of terrorist movements, organisations, elements and measures that support national security.

On 27 January 2020, the Angolan National Assembly enacted a new law on Prevention and Combating against Money Laundering, the Financing of Terrorism, and the Proliferation of Weapons of Mass Destruction, by way of Law No. 5/20 of 27 January 2020 (the "AML/CFT Law"). The AML/CFT Law revoked Law No. 34/11 of 12 December 2011. In general, the AML/CFT Law has strengthened the prevention and control duties applicable to the entities subject to the law. Measures include:



- Expanding the definition of “ultimate beneficial owner” to encompass, notably, all persons that hold, directly or indirectly, a controlling interest in a company, including the control of the share capital, voting rights or have significant influence in the company;
- A definition of “politically exposed persons” encompassing any national or foreign person that holds or has held a public office in Angola, or in any other country or jurisdiction, or in any international organisation;
- An autonomous duty to carry out mandatory risk assessment. The relevant entities must implement any measures and controls deemed appropriate to identify, evaluate, understand and mitigate money laundering, the financing of terrorism, and the proliferation of weapons of mass destruction; and
- An identification and due diligence duty for occasional transactions executed via wire transfers in an amount of more than U.S.\$1,000, in national or foreign currency.

Most recently, in July 2024, Law No. 11/24 of 4 July 2024 was enacted, amending Law No. 5/20, of 27 January 2020. The main changes included the following:

- reinforcing the obligations of due diligence and identification of subject entities, in order to assess and identify the level of risk, in accordance with the characteristics, size and complexity of the relevant institution;
- tighter regulation of transactions with virtual assets by the related service providers;
- strengthening information and documentation relating to beneficial owners and their registration;
- strengthening compliance duties relating to interbank transfer operations and their beneficiaries (in particular, cross-border electronic transfers – entities will have to confirm the completeness and accuracy of the information regarding the originator and beneficiary of the transfer); and
- specifying what is covered by the offence of money laundering, allowing the competent authorities to freeze assets without prior notice, under the terms of Article 88 of Law No. 5/20.

In February 2023, the National Strategy on Anti-Money Laundering for the 2023-27 period was published and complemented by an action plan aligned with the recommendations included in the first mutual evaluation report of the Republic of Angola (referenced below) published by the Eastern and Southern Africa Anti-Money Laundering Group in June 2023.

Law No. 1/12 of 12 January 2012 on the Designation and Implementation of International Legal Acts provides for procedures to freeze terrorist funds and the other assets of persons designated by the United Nations Security Council Committee, in accordance with Resolution 1267 of the United Nations Security Council, as well as for the freezing of funds and assets from entities listed on the Angolan designation list. Following the passing of Law No. 1/12, the Regulation on the Designation and Execution of Legal Acts was passed by way of Presidential Decree 214/13 of 13 December 2013. This law appoints the National Designation Committee which coordinates the process of implementation of international and national designation and the process for the listing of persons on, and removal from, the Angolan designation list.

Law No. 2/14 of 10 February 2014 (revoked by Law No. 39/20 of 11 November 2020 which approved the Angolan Criminal Procedure Code, and which, in turn, was amended by Law No. 14/22, of 25 May 2022) used to regulate searches and seizures in the criminal law context in Angola, including in the domain of money laundering and the financing of terrorism. In February 2016, Angola was removed from FATF list of countries with strategic deficiencies in their anti-money laundering and combating financial terrorism regime.

Further, Law No. 3/14 of 10 February 2014 on offences connected to money laundering was approved. This law criminalises money laundering and the financing of terrorism in accordance with the FATF 49 recommendations. However, Law No. 3/14 was replaced by the new Criminal Code, approved by Law No. 38/20 of 11 November 2020, and Criminal Procedure Code, approved by Law No. 39/20 of 11 November 2020, that came into force in February 2021 and was subsequently amended in May 2022.

The Codes consolidate the country's criminal legislation – previously dispersed in several laws and regulations – into a single Code, in line with internationally accepted principles. The new Codes are a direct result of the structural reform of the Angolan justice system that has been taking place over the last couple of years, replacing outdated statutes such as the 1886 Criminal Code and the 1929 Criminal Procedure Code.

The Code includes changes such as:

- Introducing the concept of corporate criminal liability;
- Introducing corruption offences for the private sector, with similar penalties to equivalent public sector offences;
- Harsher penalties for active and passive corruption of public officials;
- The prohibition of cash payments and the holding of cash above certain thresholds; and
- Modernising and broadening criminal offences involving fraud.

Law No. 13/15 of 19 June 2015 on international judicial cooperation in criminal matters regulates international cooperation, including extradition, the transfer of proceedings to a foreign court, execution of criminal sentences, transfer of persons condemned to imprisonment and mutual legal assistance in criminal matters.

In the context of Capital Repatriation, the following laws were approved:

- Law No. 9/18 of 26 June, established the terms and conditions for the repatriation of financial resources located abroad, the legal effects of a fiscal, exchange or criminal nature of the voluntary repatriation of said financial resources and the sanctioning regime of the coercive repatriation of illicit resources kept abroad;
- Law No. 15/18 of 26 December, established the conditions for the compulsory repatriation of financial assets and the loss of property in favour of the state, resulting from conviction in criminal proceedings, regardless of whether they are located abroad or in Angola; and
- To ensure the implementation of Law No. 9/18, Presidential Decree No. 289/18, was approved, and established the terms and conditions for the application of repatriated resources, voluntarily and coercively.

In June 2011, Angola acceded to the United Nations International Convention for the Suppression of the Financing of Terrorism. Angola also acceded to the United Nations Convention against Corruption in August 2006 and signed the African Union Convention on Preventing and Combating Corruption in January 2007. In 2005, Angola ratified the Southern African Development Community Protocol against Corruption.

Presidential Decree 212/13 of 13 December 2013 created the Financial Information Unit (*Unidade de Informação Financeira*), an independent body established in order to combat money laundering and the financing of terrorism in Angola by, among other things, receiving, collating and analysing data regarding suspicious financial transactions in Angola. Presidential Decree 212/13 was replaced by Presidential Decree 2/18 of 11 January 2018, which forms the new legal basis for the Financial Information Unit and creates a Supervision Committee responsible for assisting the President in defining the guidelines, priorities and strategies of Angola regarding the implementation of anti-money laundering and counter-terrorist financing measures (amended by Presidential Decree no. 125/21, of 17 May 2021). The Financial Information Unit, previously under the supervision of the BNA, is now directly supervised by the President of Angola who is assisted by a Supervision Committee composed of different Ministries and Secretaries of the President.

Presidential Order 239/14 of 22 December 2014 created a working group tasked with considering the adoption by Angola of the Extractive Industries Transparency Initiative (“EITI”), which provides a global standard for the good governance of oil, gas and mineral resources and seeks to address the key governance issues in the extractive sectors. Representatives of the Ministry of Finance and Ministry of Mineral Resources and Petroleum are represented on the working group, along with the Governor of the BNA and the President's Secretary for Economic Matters. In September 2020, the Government announced its

intention to join the EITI and Angola officially joined the organization in June 2022, becoming EITI's 57<sup>th</sup> member country and the 28<sup>th</sup> in Africa. In December 2023, a first report for the 2021 fiscal year was published outlining certain legal and institutional reforms to be undertaken by Angola to achieve reconciliation and disclosure of information consistent with EITI standards, in light of a second EITI report to be published in September 2024.

In 2019 and 2020, Angola carried out a National Risk Assessment Programme with the technical assistance of the World Bank. The aim of this programme is for Angola to implement a comprehensive National Risk Assessment, a risk-based action plan, and detailed working papers. This will help Angola to take suitable anti-money laundering and countering financing of terrorism actions. The Government has yet to publish its findings. See *“Monetary System – The Banking System – The Government's main strategies for the development of the banking sector”*.

Focusing on the banking sector, the National Assembly approved BNA's Notice No. 14/20 of 22 June 2020 on Rules for Preventing and Combating Money Laundering and Terrorism Financing, as well as BNA's Instruction No. 20/20 of 9 December 2020, the Money Laundering Prevention Report, Terrorism and Proliferation Financing, Risk Assessment, Computer Tools and Applications, which was amended by the BNA's Instruction No. 04/21 of 24 February 2021.

On 22 March 2024, the BNA (by way of Order 2/24) adopted the regulations for implementation of Law No. 5/20 of 27 January 2020, on the Prevention and Combating of Money Laundering, Terrorist Financing and Proliferation of Weapons of Mass Destruction applicable to financial institutions. Key measures include:

- banks must engage in a risk assessment process every 12 months (or 24 months in certain cases);
- banks must suspend any operation or freeze an account if: (i) the operation is considered suspicious; or (ii) it involves a person or entity which is part of a blocked, sanctions or restricted list. banks cannot open anonymous accounts or accounts under fictitious names;
- banks must keep and preserve information for any operation (or related operations) equal to or higher than U.S.\$15.000;
- in case of corporate clients, the ultimate beneficiary owner of such client must always be identified;
- in addition to the identity information on the clients, banks must also obtain or assess the following additional elements: (i) source of the client's funds and wealth; (ii) proof that the funds were obtained in a legitimate manner; (iii) the client's reputation and background; (iv) information on the client's family relatives and business partners;
- risk management procedures are reinforced for clients/operations involving: (i) high risk jurisdictions, (ii) private banking clients, and (iii) politically exposed persons;
- banks must immediately report to the BNA Financial Information Unit any operation involving a crime of money laundering, terrorist financing or proliferation of weapons of mass destruction or any other crime;
- banks must create internal channels for receiving reports and complaints regarding the above crimes;
- each bank must have a compliance officer;
- in case the bank decides to terminate the relationship with a client, it must: (i) immediately stop any operation or transfer related to that client; and (ii) close the account and request the client to transfer the funds to another bank or withdraw the funds within 30 days; and
- banks must submit an annual report to the BNA on their policies and procedures to prevent and manage risks associated with money laundering, terrorist financing and proliferation of weapons of mass destruction.

Presidential Order 17/15 of 20 February 2015 created a technical group that is tasked with developing a National Observatory on Terrorism was updated on 28 May 2019 by way of Presidential Order 87/19. At present, the National Observatory on Terrorism is coordinated by the Minister of the Interior in conjunction with the Director of the *Serviço de Inteligência e Segurança de Estado*, the General Director of the *Serviço de Inteligência Externa*, the Secretaries of State for Foreign Relations and for the National Defence, in addition to a representative of the Security Office for the President, a representative of the Angolan Attorney General, a representative of the Ministry of Telecommunications and Information Technology and the Ministry of the Environment, respectively.

In October 2024, Angola announced a high-level political commitment to work with FATF and ESAAMLG to strengthen the effectiveness of its anti-money laundering/counter-terrorist financing regime. Since the adoption of its mutual evaluation report in June 2023 (the “MER”), Angola has made progress on some of the MER’s recommended actions including enhancing national cooperation and coordination, international cooperation and the use of financial intelligence by competent authorities. Angola continues to work with the FATF to implement its FATF action plan by: (i) enhancing its understanding of money-laundering and terrorism financing risks; (ii) improving risk-based supervision of non-financial banking entities and designated non-financial businesses and professions; (iii) ensuring competent authorities have adequate, accurate and timely access to beneficial ownership information and that breaches to obligations are adequately addressed; (iv) demonstrating an increase in money laundering investigations and prosecutions; (v) demonstrating the ability to identify, investigate and prosecute terrorism-financing; and (vi) demonstrating an effective process to implement targeted financial sanctions without delay. Since the adoption of its MER in June 2023, Angola has made progress on some of the MER’s recommended actions including enhancing national cooperation and coordination, international cooperation and the use of financial intelligence by competent authorities. Angola continues to work with the FATF to implement its FATF action plan. On 25 October 2024, the FATF included Angola, amongst other countries, on the FATF list of “Jurisdictions Under Increased Monitoring” (often referred to as the “grey list”).

There are investigations currently underway in Angola in connection with various allegations of corruption against public officials. For example:

- Mr. Manuel Vicente, who served as Angola’s vice president between 2012 and 2017, was charged in Portugal with corruption and accused of bribing a high-ranking Portuguese prosecutor. The prosecution was transferred to Angola in 2018, and proceedings are currently before Angolan courts. See “*The Republic of Angola – International Relations – Portugal*”;
- in January 2022, the Angola’s Attorney General’s Office launched an investigation into certain real estate transactions involving the Angolan Transport Minister, Ricardo Viegas d’Abreu;
- Isabel dos Santos, the daughter of former president José Eduardo dos Santos, is subject to various Angolan and non-Angolan proceedings relating to her tenure as chairwoman of Sonangol. Isabel dos Santos was removed from her role as chairwoman of Sonangol by President Lourenço in November 2017. As part of the ongoing investigation certain personal and corporate bank accounts relating to Isabel dos Santos have been frozen and she has been ordered to surrender certain assets held indirectly in Sonangol. Furthermore, the United States has placed certain visa restrictions on Isabel dos Santos as part of its global anti-corruption measures. In December 2022, Angola’s Supreme Court has ordered the preventive seizure of assets worth approximately U.S.\$1.0 billion held by Isabel dos Santos, citing that authorities had gathered enough evidence in connection with the alleged embezzlement and money laundering allegations involving the daughter of the former president of Angola. In December 2023, a UK court granted a worldwide freezing order on Isabel dos Santos assets in connection with embezzlement charges brought forward by Unitel (an Angolan telecom company) stemming from business dealings involving the company and the daughter of the former president. In November 2024, the UK imposed sanctions against her, resulting in the freezing of her assets in the UK;
- in April 2021, former Angolan minister Manuel Rabelais was sentenced to fourteen years in prison on charges of money laundering and misappropriation of public funds between 2016 and 2017;

- in February 2022, Carlos Manuel de São Vicente, former head of *AAA Seguros* – a now-defunct Angolan insurance company, was put on trial for allegedly laundering U.S.\$900 million in relation to the sale of insurance to Sonangol in 2020. On 24 March 2022, he was reportedly sentenced to nine years in prison by the District Court of Luanda, and ordered to pay compensation of approximately U.S.\$500 million;
- in April 2023, Supreme Court Chief Justice, Joel Leonardo, became the subject of an official investigation by the Attorney General’s Office under suspicion of multiple acts of corruption, nepotism and abuse of office. The Chief Justice’s office was closed and searched by the Attorney General Office’s staff and the Supreme Court Plenary decided to suspend Joel Leonardo from his functions until the end of the investigation. Earlier that year the then-president of the Court of Auditors, Exalgina Gamboa, resigned her post and is currently facing trial under charges of corruption; and
- in August 2024, the former Governor of Luanda, Higino Carneiro was placed under investigation for alleged money laundering and mismanagement of capital, amongst other financial improprieties, during his tenure as Governor.

In July 2024, the National Strategy for the Prevention and Repression of Corruption (“**ENAPREC**”) was approved by Presidential Decree No. 169/24. This decree aims to create an inter-institutional environment which facilitates legislative solutions and administrative measures to tackle corruption. ENAPREC’s general objective is to: (i) become a reference instrument in the prevention, detection and repression of corruption; (ii) mitigate the impact of corruption; (iii) promote a culture of transparency, integrity, good governance and accountability; (iv) promote a culture of zero tolerance for corruption; and (v) reinforce corruption policies made by the Government.

Angola is a member of the ESAAMLG, the purpose of which is to combat money laundering by implementing FATF Recommendations. This includes co-ordination with other international organisations that focus on anti-money laundering and develop institutional and human resource capacities to deal with anti-money laundering issues. ESAAMLG was launched in August 1999 and was formally established upon signature of the Memorandum of Understanding by its first seven members. In June 2023, the ESAAMLG issued the first Mutual Evaluation Report of the Republic of Angola assessing the country’s AML/CFT prevention system and outlining its vulnerabilities. Key recommendations include: (i) promoting the understanding of money laundering and terrorist financing across all stakeholders to inform the implementation of an AML/CFT strategy and policies on a risk-based approach; (ii) developing a country-wide AML/CFT policy and action plan to address the identified money laundering and terrorist financing risks; (iii) enhancing the law enforcement training and capacity to deal with the identified money laundering and terrorist financing risks; and (iv) broadening and re-orienting the scope of money laundering and terrorist financing reporting obligations, investigations and prosecutions to target the most significant sources of illicit proceeds.

Following an evaluation of Angola’s anti-money laundering and counter-terrorist financing regime, the FATF produced a post-evaluation implementation plan and progress report in June 2015, which made a series of recommendations. In February 2016, at a plenary meeting, FATF congratulated Angola for the significant progress made in addressing strategic anti-money laundering and counter-terrorist financing deficiencies earlier identified by FATF and Angola was removed from the FATF’s list of countries with strategic deficiencies in their anti-money laundering and combating financial terrorism regime. It was announced that Angola would no longer be subject to FATF’s monitoring under its ongoing global anti-money laundering and counter-terrorist financing compliance process. As FATF formalised the announcement, it further welcomed Angola’s progress: FATF noted that Angola has established the legal and regulatory framework to meet its commitments in its anti-money laundering action plan to address deficiencies identified between 2010 and 2013. These include: (i) adequately criminalising money laundering and terrorist financing; (ii) establishing an adequate legal framework and procedures for the seizure and confiscation of funds related to money laundering and the identification and freezing of terrorist assets; (iii) establishing a fully operational and effectively functioning financial intelligence unit; (iv) improving customer due diligence measures; (v) ensuring that an appropriate legal basis exists to provide anti-money laundering and counter-terrorist financing related mutual legal assistance; and (vi) ratifying the UN Convention for the Suppression of the Financing of Terrorism and the UN Convention on Transnational

Organised Crime. Angola will now continue to work with ESAAMLG to continue to address issues identified in its anti-money laundering mutual evaluation report.

In March 2018, President Lourenço created a Directorate for Combating Corruption Crimes (the “**Directorate**”) within Angola’s Criminal Investigation Service which is overseen by Angola’s Ministry of Interior. In June 2018, the Government created a specialised unit within the office of the Angolan Attorney General to investigate corruption allegations and to combat economic crime. The unit is equipped with specialised training, legal, technical and human resources. Direct phone lines and email addresses permit the public to report concerns and suspicious activity. The new unit and the Directorate closely coordinate to investigate and prosecute corruption and economic crime allegations.

To tackle bribery and corruption, the Government has implemented the Integrated System of State Finance Management (the “**SIGFE**”). The SIGFE intends to improve transparency and accountability regarding the execution of the budget by formally recording the Government’s expenditure and revenue and by preparing monitoring reports.

On 26 June 2018, the Law on the Repatriation of Financial Resources entered into force (Law No. 9/2018 of 26 June 2018). This law established the terms and conditions for the repatriation of funds held outside of Angola by individuals and legal entities with a registered office in Angola, including the granting of a 180-day (effective from 26 June 2018) exemption from criminal proceedings and any obligation or liability to pay tax in respect of funds voluntarily repatriated to an Angolan bank account. Criminal liability is not exempted in connection with terrorism financing and money laundering offences. Although no funds were voluntarily repatriated during the criminal exemption period, the Government (acting through the Directorate of Repatriation of Financial Resources) has succeeded in repatriating approximately U.S.\$4.0 billion.

## **Public procurement procedures**

### *Public Contracts Law 2020*

Public procurement in Angola is governed by Law No. 41/20 of 23 December 2020 (the “**Public Contracts Law 2020**”) and applies to public entities, including the Presidency of the Republic, central and local government authorities, Angolan representative entities functioning outside its territory, the National Assembly, the courts and the public prosecutor’s office, public institutions, public funds, public associations, state-owned companies and any entity funded by the Government via the national budget. The Public Contracts Law 2020 establishes certain procedures in relation to tendering for public contracts, which include contracts for public works, leasing or acquiring moveable property, acquiring services provided by a contracting public entity, public-private enterprises, and defence, security and internal order bodies, and other contracts entered into by public entities that are not subject to a special legal regime.

The Public Contracts Law 2020 prescribes six key procedures for awarding contracts, namely: (i) direct/simplified contracting; (ii) limited tender by invitation; (iii) restricted tender by previous qualification; (iv) open/public tenders; (v) establishing electronic procedures; and (vi) establishing emergency tender procedure, each of which are described below.

### *Direct/simplified contracting*

Under Articles 141-147 of the Public Contracts Law 2020, direct contracting is permitted if the estimated total contract amount does not exceed AOA 18 million. Direct contracting is permitted for contracts valued above this amount, under the Public Procurement Law and in particular based upon the material criterion set under Articles 27 to 30, as long as they are authorised by specified Government officials as follows: President (no value limit); Vice-President (contracts up to AOA 364 million); cabinet ministers (contracts up to AOA 182 million); ministers, provincial governors, and managers of other public services (contracts up to AOA 726 million) and regional administrators (contracts up to AOA 72 million). Under the Public Contracts Law 2020, all the aforementioned public officials are entitled to use the direct contracting procedure to approve contract tenders if it meets one of the following requirements:

- there are too few contractors, suppliers or service-providers to bid because of a lack of technical or artistic expertise, or because the contract relates to the protection of exclusive rights or copyright;

- a public tender process (or a restricted tender process limited to qualified candidates with specialised expertise) has been followed previously but no candidate submitted a proposed bid and no award was granted. In such instances, the minimum technical and financial requirements of the public or restricted tender process must be adhered to by the contractor appointed by the public official and the technical and financial requirements defined in the previous tender may only have been subjected to minor changes;
- in case of early termination of a contract concluded following a tender procedure due to a default of the contractor, whenever the execution of the contract remained incomplete;
- in case of a public works contract, service provision, acquisition or lease of movable goods under a framework agreement concluded with a single entity; or
- in case of external funding, where as a result of negotiation it is not possible to promote competition between different entities and whenever there are limitations defined by the funding entity with regards to the appointment of the contractor.

#### *Limited tender by invitation*

Limited tender by invitation Under Articles 134-151 of the Public Contracts Law 2020, tenders by invitation are only allowed for contracts with an estimated value lower than AOA 182 million. In order to be considered for tender, an Angolan company must be registered on the centralised Government databank, and a minimum of three entities must be invited to participate in the tender.

#### *Restricted tender by previous qualification and open/public tenders*

Restricted tenders by previous qualification and open/public tenders are required for contracts valued above AOA 182 million. If the contracting public entity deems it convenient, it can also adopt either of these two procedures when the estimated contract amount is lower than such threshold. Under Articles 115-133 of the Public Contracts Law 2020, bidders must be pre-qualified in order to participate in a restricted tender. Under Article 117 of the Public Contracts Law 2020, the tender must be announced in the *Diário da República* (Angolan Gazette), in the Public Procurement Website (*Portal da Contratação Pública*) and the *Jornal de Angola* (the Government's daily national newspaper) or another widely circulated newspaper. Cabinet ministers are permitted to authorise tenders for up to AOA 500 million. For open tenders above AOA 500 million, the Ministry responsible for the tender must operate through the President's procurement office.

The new requirement to publicly announce tenders represents a key amendment introduced by the previous public procurement framework (Law No. 9/16 of 16 June 2016 ("**2016 Public Procurement Law**")), as the previous law did not have such a requirement. Given that Sonangol typically operates in joint ventures with private oil producing entities, state-owned Sonangol is now required to formally disclose a vast number of its contracts which are significant procurement tenders, as well as listing these opportunities on its corporate website.

Article 54 and Annex III of the Public Contracts Law 2020 states that foreign companies are only allowed to compete directly on tenders above AOA 182 million for leases and acquisitions of movable goods and services, and which are valued above AOA 500 million for public works and for tenders following direct/simplified contracting procedures irrespective of the contract amount based upon the material/substantive criterion set under Articles 27 to 30 of the Public Contracts Law 2020. For tenders valued below this amount, foreign companies are only permitted to participate in government procurements as suppliers or subcontractors to principal Angolan entities if, due to the technical specifications of the services to be provided, it is reasonably foreseeable that no Angolan individuals or legal entities are able to appropriately provide such services.

#### *Electronic procedures*

The newly established electronic procedures may only be applied in relation to the procurement of goods or services valued less than AOA 72 million.

The procurement is based on a digital catalogue and is fully supervised by the *Serviço Nacional de Contratação Pública* via an auction manager.

### *Emergency tender procedure*

Emergency tender procedure applies where public expenditure is urgent, strictly necessary and the deadlines or formalities specified for entry into the relevant contract cannot be complied with as a result of an unpredictable event that cannot be attributed to the contracting party entity.

### *Public Procurement Process*

Once a particular contracting public sector entity identifies a project that is to be carried out, it must submit a proposal to the Ministry of Finance which ensures that the proposed project accords with the strategy and priorities of the Government (as set forth in the NDP 2023-2027) and, if so, allocates budget for a feasibility study, which identifies costs and timing for the project. The relevant contracting public sector entity sponsoring the project can thereafter commence a public procurement process to select a contractor in accordance with the Public Contracts Law 2020.

A public tender procedure requires the publication of a notice in the Official Gazette and in a widely-read national newspaper. All entities that meet the requirements of the notice or tender programme may bid. In the case of a restricted tender process involving qualified candidates with specialised expertise for a particular project, once the relevant notices have been published, a second process takes place in order to ascertain the technical and financial capabilities of the entities that have offered to take part in the restricted tender process. Only the entities deemed by the contracting public sector entity sponsoring the project to have suitable qualifications then proceed to submit their final bids.

Once a contractor is selected, the relevant contracting public sector entity then submits details of the public procurement process and the contractor to the National Service of Public Procurement (the “NSPP”). If the NSPP approves the project, the Ministry of Finance then allocates budget for the cost and timing of such project. Once the project is budgeted, it is then submitted to the Audit Court for approval. Once the Audit Court confirms that the costs of the project are in line with budgetary provision, verification is provided confirming that the Public Contracts Law 2020 has been complied with and subsequently the project can be implemented. See “– *Supervision and Audit of Public Procurement*” below for a description of the supervisory and auditing role that both the NSPP and Audit Court perform in relation to the public procurement process in Angola.

### *Public Official Approval of Public Procurement*

Public officials are entitled to approve contract tenders in circumstances where the usual public procurement regime described above does not apply, but (unlike the Presidential approval described above which relates to contract tenders of any value) such approvals relate to contracts the value of which are set forth as follows:

- Ministers of State may approve contracts valued at up to AOA 182 million; and
- other ministers, provincial governors and heads of public institutions, public companies and public funds may approve contracts valued at up to AOA 72 million.

### *Supervision and Audit of Public Procurement*

Angola’s 2010 Public Procurement Law created the NSPP (previously known as the Public Procurement Office) in 2010. The NSPP supervises and audits the application of the Public Contracts Law 2020. Its director general is appointed by and reports to the Minister of Finance. While the NSPP is separate from the Ministry of Finance and is an autonomous institution, its director general can be dismissed by the Minister of Finance in cases of non-compliance with rules of conduct and where there have been conflicts of interest.

Angola’s Audit Court, introduced under the 1992 Angolan constitution, is the supreme supervisory body responsible for overseeing the legality of public finances (including the Public Contracts Law 2020) and performing several auditing functions with respect to public institutions and the public sector. Audit Court judges are appointed by the President for a seven-year term and their independence is guaranteed under the 2010 Constitutional Law. See “– *Political System – Judicial Branch*”.



Angola's Audit Court is a member of the International Organization of Supreme Audit Institutions ("INTOSAI") (an organisation currently consisting of 188 national institutions – as well as the European Court of Auditors – whose members are the primary external auditors of the United Nations) and INTOSAI's regional working group in Africa, called the African Organisation of Supreme Audit Institutions ("AFROSAI").

In addition to receiving information from the NSPP regarding compliance with the Public Contracts Law 2020, before authorising the budgeted expenditure, the Audit Court also independently confirms compliance with the Public Contracts Law 2020. The Audit Court employs staff with requisite technical, financial and public projects expertise to check and verify budgeted expenditures made in respect of public projects, as well as to conduct ongoing surveillance of the physical progress of public projects. Audit Court staff are independent of the Government, being outside of Angola's civil service and recruited and remunerated directly by the Audit Court (which is largely funded through the proceeds of fines and visa issuances). The Audit Court has the legal power, acting independently of Government, to require relevant public officials to repay funds and to prosecute and punish public officials that violate Angola's Public Contracts Law 2020.

In its supervision and auditing of Angola's public procurement, the Audit Court has full and unfettered access to the Government's financial management system (known as "SIGFE"), an integrated system for the financial management of government resources which tracks all government revenue and expenditure at both the national and provincial level. SIGFE contains details of the Government's programme of expenditures, the nature and costs of projects to be executed, financing agreements in place and budgetary classifications. SIGFE is configured such that identified resources for public projects cannot be assigned to other expenditures. With access to SIGFE, the Audit Court performs both preventative evaluation (the assessment of the legality of the public expenditure and the public sector contracts relating thereto, as well as the conformity to the budget) and sequential evaluation (the assessment of the public expenditure relative to the public expenditure and contracts the Audit Court assesses pursuant to its preventative evaluation).

Law 19/19 of 14 August 2019 implemented changes into the existing Law of the Audit Court, including a new type of evaluation, with the aim of auditing entities that are under its jurisdiction, directly or through auditing companies or technical consultants.

Upon receiving Audit Court approval, all invoices for public sector expenditure are settled in the SIGFE, with payments made directly to the relevant contractor (and not to the contracting public sector entity or any other intermediary).

The debt management unit within the Ministry of Finance has responsibility for the operation and oversight of SIGFE, and the IMF and World Bank each has the right to request and receive information from SIGFE for the purpose of preparing country reports on Angola.

### ***Funding of Public Projects***

Public sector projects valued at less than U.S.\$10 million are funded from Angola's internal resources. In such instances, the contracting public sector entity approaches the Treasury directly to receive a financial commitment to the project. Once such commitment is received, the project can commence and, as invoices are rendered, they are submitted to the Treasury for verification before they are settled directly with the relevant contractor. The Treasury uses third-party technical project experts to verify such invoices, as well as to monitor the progress of such projects.

Projects valued at greater than U.S.\$10 million may be funded either from Angola's internal resources or with external funding. If the project is to be funded from internal resources, it must be approved by the President's Cabinet. Once approved, a Presidential Decree is passed and published in the Official Gazette, at which point the project is budgeted by the Ministry of Finance and then is subject to Audit Court approval, before funding by the Ministry of Finance is given. See "*Supervision and Audit of Public Procurement*" above.

If a project has a value of over U.S.\$10 million and is to be funded from external sources, the debt management unit of the Ministry of Finance must review the project proposal to ensure all approvals have been given and that the project is budgeted. External lenders are then approached to secure financing on a competitive basis. Once financing is secured, the project details and financing arrangements are recorded

in SIGFE and the project commences. All payments are made directly to contractors through SIGFE only after Audit Court approval. See “– *Supervision and Audit of Public Procurement*” above.

### **The Competition Law**

On 19 April 2018, the Angolan Parliament approved the competition law (the “**Competition Law**”), which establishes the legal framework for competition in Angola and creates the Competition Regulatory Authority (*Autoridade Reguladora da Concorrência* or “**ARC**”), which enforces it. The Competition Law was approved through Law No. 5/18, which was published in the Official Gazette on 10 May 2018.

In January 2019, Angola’s President appointed Eugénia Chela Pontes Pereira as president of the ARC and José Renato Peres together with Ana Zulmira da Silva Ramalheira as administrator. The chairman of the board of directors of ARC is Eugénia Pereira and other members of the board are Ana Ramalheira and Nelson Lembe.

The Competition Law has a wide scope, as it applies to private companies, state-owned companies, corporate groups, partnerships and any other legal persons or *de facto* undertakings, even if temporary by nature, and covers all economic activities conducted by such entities, on either a permanent or an interim basis, in Angola or affecting or being able to affect Angola. The law prohibits agreements and practices which restrict competition, both between competitors (“horizontal” practices – such as for example price-fixing cartels) and between companies and their suppliers or customers (“vertical” practices).

The Competition Law also prohibits abusive practices by dominant undertakings (including, among others, the refusal to grant access to essential infrastructure, predatory pricing and the unjustified termination of a business relationship), as well as the abuse by one or more companies of the state of economic dependence of their suppliers or customers.

Prohibited practices and the implementation of concentrations without clearance are punishable with heavy sanctions, which include fines that may amount to 10 per cent. of the annual turnover of the companies involved, but also economic penalties, prohibition to participate in public procurement procedures for up to three years and the compulsory split-up of companies, transfer of control, sell of shares to third parties or any other corporate restructuring act deemed necessary for purposes of eliminating any harmful effects on competition.

### **The Tax Benefits Code**

On 14 May 2022, the Tax Benefits Code (“**TBC**”) – Law No. 8/22 – entered into force. The TBC provides for general rules on the application of and eligibility for tax benefits in Angola, the consolidation of various tax benefits and some new benefits, as well as the repeal of any contradictory benefits under existing laws and decrees. Key measures include:

- the investment income tax is reduced by 50 per cent. for five years on profits attributed to shareholders of commercial or civil companies under a commercial form as well as on profits repatriated that are attributable to permanent establishments of non-residents in Angola from shares that are traded on an Angolan regulated market;
- tax breaks in connection with environmentally conscious activities and/or purchases such as purchases of electric vehicles and environmentally friendly buildings as well as with the production and sale of clean energy;
- tax breaks in relation to investments in collective investments vehicles (*i.e.* investment funds) entailing: (i) reduced corporate income tax rate of 10 per cent. for securities investment funds; (ii) reduced corporate income tax rate of 15 per cent. for real estate investment funds; (iii) 50 per cent. reduction in property tax on the transfer of real estate and ownership of non-rented real estate for a period of one year as from the date of acquisition of the real estate; and (iv) exemption from stamp duty due on capital increases. In addition, income received or made available to participants in collective investments vehicles from redemptions and profit distributions, as well as capital gains from the disposal of units, is exempt from the investment income tax;

- tax breaks for investments made under the Private Investment Law;
- tax breaks for companies operating in Angola’s free trade zone; and
- tax breaks in connection with certain capital contributions and corporate restructurings.

### **The Insurance and Reinsurance Activity Law**

On 7 July 2022 Law no. 18/22 – the Insurance and Reinsurance Activity Law (“**IRAL**”) – entered into effect, replacing Law no. 1/00. The IRAL harmonised concepts and unified a set of special legislation which, until then was considered scattered and its main objectives are to reinforce the protection of policyholders, insured and beneficiaries. To do so, it defines rules to ensure prudent management of insurance and reinsurance companies, and to prevent and repress actions contrary to the law. Its main tenets are:

- redefining conditions for accessing the insurance and reinsurance markets in Angola;
- establishing risk management, internal control and internal auditing policies for insurance and reinsurance companies as well as identifying the internal and external supervisory bodies responsible for implementing and enforcing these;
- providing more flexibility for insurance and reinsurance companies to change their corporate structures via mergers and demergers;
- introducing certain insurance activities aimed at protecting people and property, through insurance aimed at the low-income population;
- introducing recovery measures for insurance and reinsurance companies in distress and a voluntary wind-up mechanism;
- strengthening the supervisory and regulatory power of the Angolan Insurance Regulation and Supervision Agency, which now regulates the insurance market autonomously; and
- introducing specific penalty arrangements for the insurance industry.

The supervision of insurance and reinsurance companies based in Angola and the activity of branches of foreign insurance and reinsurance companies in Angola is carried out by the Angolan Insurance Regulation Agency designated as (“**ARSEG**”), which was created by Presidential Decree 141/13 of 27 September 2013 (amended by Presidential Decree no. 190/13, of 19 November 2013). In 2019, the Angolan President appointed the current President of the Board of Directors of ARSEG, Elmer Serrão, as well as administrators Filomena Manjata and Jesus Teixeira.

### **The New Code of Administrative Procedure**

On 30 August 2022, the new Angolan Code of Administrative Procedure (the “**CPA**”) – Law No. 31/22 – came into force repealing Law Decree No. 16-A/95 as subsequently amended in 2016. The new CPA aligns the administrative procedural rules with the constitutional reform that took place in 2010. Key measures include:

- General Principles – 23 new principles were added, including: the rule of law; the principles of constitutionality; legality, of the state of administrative necessity; of equality; of good faith; of prior hearing; of good administration; due process; administrative transparency.
- Administrative procedure – new developments may be identified in this area, as well as a trend towards deepening and densifying existing regimes:
  - i) the inquisitorial principle, as well as a provision on the general duties of those concerned; and

- ii) procedural rules that place the private individual in a more equal position vis-à-vis the public administration were introduced.
- Administrative activity:
  - i) the possibility for interested parties to submit complaints or appeals to the competent body, with a view to modification, suspension, revocation or declaration of invalidity of administrative regulations which directly harm the parties' legally protected rights and interests;
  - ii) clarification that, in addition to public administration bodies, private entities can also carry out administrative acts, provided they are duly legitimised to do so and in the pursuit of the public interest;
  - iii) it is expressly stated that administrative acts that restrict rights and freedoms or constitutional guarantees do not have retroactive effects;
  - iv) in some situations, the duty to state reason be dispensed with, when the law does not provide otherwise;
  - v) it has been clarified that an administrative act that can be annulled is legally effective until it is declared null and void or suspended by an administrative decision or appropriate protective measure;
  - vi) the new concept and regime of irregularities, determining that they do not affect the substance of the administrative act;
  - vii) the possibility of adopting administrative reaction in the face of illegal omissions by the Administration; and
  - viii) it is now possible that the revocation of public administration can act on the grounds of supervening technical and scientific knowledge or objective changes.

### **The New General Labour Law**

On 26 March 2024 Law No. 12/23 — the New General Labor Law (“**NGLL**”) — entered into effect replacing Law No. 7/2015 and introducing a variety of changes affecting employment contracts, leaves, work hours and employee protections, among other things. Notable aspects of the NGLL include:

- fixed-term contracts for new and renewed employment contracts may only be used in specific situations set out in the NGLL, such as for replacing an employee on leave or meeting a temporary exceptional increase in business activity. A valid reason for the fixed-term nature of the employment contract must be included in writing in the contract otherwise, it will be deemed to be for an indefinite term. The maximum trial period for a fixed-term contract is reduced from 60 to 30 days;
- the NGLL introduces a new type of employment contract for teleworkers who work from home, a satellite office, a community work centre or other remote locations. Teleworkers generally have the same rights and duties as other workers. The employer must respect the worker's privacy, in effect guaranteeing the employee's right to “disconnect” from work;
- employees with children under the age of five and those caring for disabled or chronically ill children or dependent parents have the right to flexible working hours. The employee may choose, subject to certain restrictions, the start and end times of his or her daily work;
- the NGLL retains the core maternity leave entitlement of three months (employer-paid, reimbursed by social security) and introduces up to 180 days of “pre-maternity” leave (also employer-paid,

reimbursed by social security) for high-risk pregnancies. In addition, mothers may take up to four weeks of unpaid leave after maternity leave ends. Likewise, fathers are entitled to unpaid paternity leave of seven workdays (in addition to the pre-existing one-day of paid leave);

- female employees are no longer entitled to an additional day of paid annual leave for each child under the age of 14;
- employees unable to work due to illness or accident or due to the provision of urgent necessary assistance to a household member in the event of illness or accident are entitled to six months of employer-paid leave (previously, two months of employer-paid sick leave), reimbursable by social security;
- the NGLL has eliminated provisions under the prior labour law that linked certain entitlements — such as compensation for shift, night, on-call and overtime work as well as paid sick leave and severance — to employer size (based on head count). The minimum compensation now payable by all employers is: (i) 120 per cent. of base salary for shift, night and on-call work; (ii) 150 per cent. for the first 30 overtime hours in a month; and (iii) 175 per cent. for additional overtime. Likewise, the amount of severance payable as a result of individual or collective redundancies is no longer based on the size of the employer but solely on the employee's base salary and years of service. All employees made redundant are now entitled to one month's pay per year of service for each of the first five years plus 50 per cent. of monthly pay per additional year of service; and
- the threshold number for redundancies to be considered a collective dismissal (and so subject to associated notification and consultation requirements) is reduced to five (from 20).

Presidential Decree No. 154/24, of 17 July 2024, set a new National Minimum Wage at AOA 70,000 per month, revoking the previous decree. This amount applies to all companies operating in Angola, with the exception of micro-enterprises and start-ups, which will have to pay a minimum of AOA 50,000.

After 12 months from the commencement of the Presidential Decree, the National Minimum Wage which applies to companies in general, with the exception of micro-enterprises and start-ups, will rise to AOA 100,000.

## THE ECONOMY

### Overview

Before independence in 1975, Angola, as a Portuguese Overseas Colonial province, had a diversified and prosperous economy. Its infrastructure was relatively well developed. Angola was self-sufficient in food and agricultural products and had an export-oriented economy. The mining sector, in particular diamonds and iron ore, and the manufacturing sector, which focused on light industry and consumption goods were, together with the agricultural sector, the main drivers of Angola's economic activity, while oil production and exports were gradually increasing. In 1973, Angola's GDP was comprised of trade (including exports) (24 per cent.), services (15 per cent.), agriculture (12 per cent.), manufacturing (12 per cent.), public administration (11 per cent.) and extractive industries (mining) (10 per cent.), with other industries making up the remaining 16 per cent. In 1974, GDP per capita was U.S.\$639 and exports comprised agriculture (including coffee, cotton and sugar) (44 per cent.), extractive industries (40 per cent.), and fishing (6 per cent.), with other exports making up the remaining 10 per cent.

However, Angola's largely successful pre-independence economy was based on significant social imbalances. Only a small minority of Angola's population – mainly Portuguese settlers and their descendants – enjoyed relatively high levels of education, were engaged in skilled employment, owned businesses and were involved in governance. Colonial policy denied those who did not assimilate into the Portuguese culture access to education and the civil service. A large proportion of agricultural workers were, in essence, slaves, or "contratados".

Following independence, from 1974 to 1976, many Portuguese settlers left Angola, resulting in the departure of the majority of Angola's skilled workforce at that time. During the Civil War, production in all economic sectors virtually came to a halt, except for the petroleum sector. As a result, a well-diversified and largely self-sufficient economy became dependent on oil production and its associated revenues.

Angola's current economic structure, which is dependent on the oil industry, is the legacy of three major political events during the past 40 years that severely disrupted Angola's economic activity. These events were: (i) the turbulent transitional period prior to independence in 1974-75 that led to the outbreak of Civil War; (ii) the sharp decline of crude oil prices in 1985-86; and (iii) the escalation of the Civil War following the 1992 general elections. The oil sector (with most oil output obtained offshore and largely unaffected by the Civil War) became the single most important sector for the Angolan economy. Its contribution to Angola's GDP increased from approximately 12 per cent. in the mid-1970s, to approximately 50-60 per cent. from the mid-1980s. As of 31 December 2023, despite a material increase in the contribution of the non-oil and gas economic sectors to the economy since the end of the Civil War in 2002, the oil and gas sector is still estimated to have represented 29.7 per cent. of total GDP. Moreover, for 2023, the oil and gas sector was estimated to constitute 86.2 per cent. of export earnings and 59.0 per cent. of total Government revenues. The 2024 National Budget estimates that the oil and gas sector will represent 53.4 per cent. of total Government revenues in 2024.

Angola recorded a GDP contraction in 2018 of 1.3 per cent. There was further GDP contraction in 2019 and 2020 by 0.7 per cent. and 5.6 per cent., respectively, as a result of the strains imposed by the Covid-19 pandemic on Angola's finances, principally caused by a sharp decline in oil prices in 2020, in itself the result of a material drop in demand for and consumption of oil. In 2021 and 2022, real GDP recovered as a result of a rebound in oil prices, growing at 1.2 per cent. and 3.0 per cent., respectively, but in 2023 GDP growth slowed down again surging by 1.0 per cent. The 2024 National Budget estimates that there will be a real GDP growth of 2.8 per cent. in 2024.

In 2018, the Government established the PRODESI, which contains seven key initiatives to reduce imports, increase self-sufficiency and to diversify Angolan exports, with the aim of significantly decreasing its historical over-reliance on oil export revenues. The Government has set out a number of key productive areas in which it intends to invest and foster public-private partnerships, and further initiatives to boost domestic production in order to mitigate its current expenditure on the import of basic goods. One key initiative focuses on improving the Angolan business environment which includes, among other things, expanding international trade by facilitating economic conditions to attract foreign investment, reduce costs in order to boost exports and connect Angolan businesses with global consumers (see "*External Sector* –

*Foreign Direct Investment*”). The NDP 2018-2022, and the ensuing NDP 2023-2027, have recognised PRODESI as a programme to accelerate the diversification of the national economy and have committed to promote the production of priority sectors and goods to assist with the diversification of the economy and exports. See “*Public Finance – Fiscal Reforms in the period 2018-2022 - Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

The major structural changes in the Angolan economy that ensued following independence and during the Civil War may be summarised as follows:

- an increasing reliance on oil production and exports;
- a greater dependence on imports, deterioration in the balance of payments and exchange rate instability;
- an increase in Government intervention in the economy and the repression of economic activity in the financial and private sector;
- macroeconomic instability, in particular rampant inflation as the Government monetised large fiscal deficits; and
- shortages of basic products following the introduction of price controls.

Angola’s dependence on the oil sector left it vulnerable to the global decline in oil prices during 1985 and 1986. The sharp fall in oil-related revenues led the Government to default on its obligations to the Paris Club, an informal group of creditor governments from major industrialised countries, formed in 1956, which meets every month in Paris to agree on restructuring debtor countries’ debts. Angola’s lack of access to international financial markets led the Government to rely on inflationary finance and, later, to resort to oil pre-payment foreign currency loans as the country’s only source of foreign exchange funding. See “*Public Debt – External public debt*”.

At the end of the Civil War in 2002, Angola had approximately 4.28 million displaced people, the country’s basic infrastructure had been destroyed and the Government held significant external debt arrears. GDP per capita was U.S.\$806. Following the end of the Civil War in 2002, the Government embarked on the reconciliation and reconstruction of the country. Policies focused on the social and economic integration of those who had been displaced in the conflict, the reconstruction of the country’s basic infrastructure and the restoration of macroeconomic stability. Peace and political stability have become entrenched in Angola and there has been significant progress in the reconstruction of Angola’s basic infrastructure, including notable improvements in the delivery of essential public services. In addition, Angola has made significant strides towards macroeconomic stabilisation as reflected by the improvements in fiscal and external performance and the normalisation of its relations with external creditors.

### ***Recent Economic Performance***

Angola’s real GDP in 2022 increased by 3.0 per cent. compared to an increase of 1.2 per cent. in 2021, as a result of high oil prices stemming from the Russian invasion of Ukraine. However, in 2023, the economy slowed down amid the normalisation of oil prices to U.S.\$75 per barrel from a peak of U.S.\$105 per barrel. In 2022, the oil and non-oil sectors expanded by 0.5 per cent. and 3.9 per cent., respectively, whereas, in 2023, the oil sector contracted by 2.4 per cent., while the non-oil sector grew by 2.2 per cent. GDP growth for 2023 was approximately 1.0 per cent., driven primarily by non-oil and gas GDP growth of 2.2 per cent., partially offsetting the contraction in oil and gas GDP of 2.4 per cent. The 2024 National Budget estimates a real GDP growth of 2.8 per cent. in 2024. The Government estimates that annual non-oil real GDP will grow by 4.6 per cent. in 2024, as a result of the enhanced economic diversification endeavours, primarily driven by the high growth rate of the agriculture, livestock, and forests sectors, offsetting an annual oil and gas sector real GDP decline by 2.6 per cent. in 2024 due to an expected net decrease in oil production of approximately 200,000 bbl/d. As of the date of this Base Offering Circular, GDP is expected to grow by 3.31 per cent. in 2024, with non-oil GDP exceeding the budgeted figures above, growing by 5.1 per cent. while oil GDP will contract by 1.0 per cent. in 2024.

Angola's GDP per capita is one of the highest amongst sub-Saharan African economies, at U.S.\$2,654 in 2023. GDP growth has generally suffered since 2014, fuelled by the Covid-19 pandemic and declining growth in the oil and gas sector resulting from volatility in the price of oil. Annual non-oil GDP increased by an average of 4.0 per cent. between 2019 and 2022, whereas annual oil and gas sector real GDP decreased by an average of 6.7 per cent. during the same period.

In 2021, Angola has replenished its stock of international reserves, previously depleted due to the Covid-19 pandemic, as a result of the continuing flexibility of the foreign exchange rate, the continued recovery of oil prices and the allocation of Special Drawing Rights by the IMF to member countries, which benefited Angola with a cash inflow of approximately U.S.\$0.8 billion as at 31 December 2023. Gross foreign exchange reserves were U.S.\$14.7 billion (as those available as at 31 December 2022), equivalent to 7.1 months of import cover as at 31 December 2023.

Angola's external Government debt (excluding Sonangol debt) was approximately 51.7 per cent. of GDP in 2023 and 42.8 per cent. of GDP in 2022 compared to 61.2 per cent. in 2021. Angola's banking system has evolved and grown rapidly since the end of the Civil War. As of 2023, there were a total of 23 banks authorised by the National Bank of Angola, of which two are wholly-state owned. The Government has pursued several measures to strengthen the banking sector through more proactive BNA oversight and to further develop and expand Angola's banking sector. These include: (i) the BNA Law (Law No. 24/21 of 1 September 2021), which increases the BNA's operational autonomy; (ii) the Public Finance Sustainability Law (Law No. 37/20 of 30 October 2020), which reorganises Angola's fiscal framework and introduces a new process of fiscal planning, monitoring and transparency; and (iii) the Financial Institutions Law (Law No. 14/21 of 19 May 2021), which updates and modernises the legal framework for Angola's financial institutions. See "*Monetary System – The Central Bank of Angola and The Banking System*".

Advances have been made in particular in the reconstruction of the country's basic infrastructure, the majority of which was severely damaged or destroyed during the Civil War. At the end of the Civil War in 2002, there were only 5,000 kilometres of usable roads in Angola. Between 2018 and 2023, the Government invested approximately U.S.\$23.7 billion in infrastructure projects (an average of 4.2 per cent. of Angola's GDP during the same period). An extensive refurbishment programme has been undertaken in respect of Angola's three largest ports, building of a second international airport near Luanda, and continued implementation of a programme for the extensive upgrade and refurbishment of Angola's domestic airports. To date, works on the airports of Ondjiva (Cunene Province), Cuito (Cuito Bié province), Luena (Moxico province), Saurimo (Lunda-Sul Province), Cabinda (Cabinda Province), Dundo (Lunda Norte Province) and Soyo (Zaire Province) have been completed.

Although absorption capacity constraints remain, the Government's policy of prioritising key projects and partnerships with international investors has resulted in an increased realisation of investment plans. Absorption capacity and the implementation of investment plans compare favourably with most sub-Saharan countries, boasting capital expenditure reaching 24.3 per cent. of budgeted expenditure in 2023 and 48.5 per cent. in 2022. See "*– Infrastructure*" below. See "*The External Sector – Foreign Direct Investment*".

The normalisation of Angola's relations internationally, both politically and economically, has resulted in an increase in FDI and access to external, non-concessional funding.

Angola's economic performance has improved in recent years following the Covid-19 pandemic despite the longer-term decline in oil prices that commenced in mid-2014. Despite ongoing and increased diversification and significant progress towards macroeconomic stability, Angola's economy remains dependent on the oil sector. With average crude oil production of an estimated 1.1 million barrels per day in 2023, Angola is one of the largest crude oil producers in sub-Saharan Africa and is amongst the world's top 15 oil-producing nations, according to OPEC (*Source: OPEC Annual Statistical Bulletin 2023*). In 2023, the oil and gas sector was estimated to have accounted for 29.7 per cent. of GDP. Moreover, in 2023, the oil and gas sector was estimated to constitute 86.2 per cent. of export earnings and 59.0 per cent. of total Government revenues. Despite the economic and fiscal pressures caused by the Covid-19 pandemic, coupled with the volatility of oil price and geopolitical tensions, Angola resumed economic growth in 2021 and 2022 with a real GDP growth rate of 1.2 per cent. and 3.0 per cent., respectively. The economy slowed



down in 2023, but the GDP still grew by 1.0 per cent. year-on-year. The 2024 National Budget estimates a real GDP growth rate of 2.8 per cent.

The table below sets forth a summary of Angola's key economic ratios for the years indicated:

	2018	2019	2020	2021	2022	2023
<b>GDP<sup>1</sup> and inflation</b>						
Real GDP growth (%), of which: .....	(1.3)	(0.7)	(5.6)	1.2	3.0	1.0
Oil and gas sector (%) .....	(9.3)	(6.5)	(6.7)	(11.5)	0.5	(2.4)
non-oil and gas sectors (%) .....	2.6	1.9	(5.2)	5.9	3.9	2.2
GDP per capita (U.S.\$) .....	3,387	2,681	1,742	2,243	3,408	2,654
Nominal GDP at market price (kwanza bn) ..	25,628	30,330	31,701	44,536	52,184	61,993
Nominal GDP at factor cost (kwanza bn), of which: .....	25,105	30,304	33,060	31,176	43,974	61,993
Oil and gas sector (kwanza bn) .....	3,843	9,455	8,131	14,583	15,422	18,382
Inflation year-end (Angola) (%) .....	18.6	16.9	25.1	27.0	13.9	20.0
M3 growth (%) .....	20.4	29.9	24.5	(9.3)	(1.4)	37.8
<b>Oil</b>						
Production ('000 bbl/d) .....	1,478.9	1,383.1	1,271.0	1,124.5	1,136.7	1,097.7
Average oil export price (U.S.\$/b) .....	70.6	65.2	41.3	71.2	101.8	81.6
<b>Fiscal account</b>						
Revenues (% of GDP) .....	22.9	21.6	22.3	24.7	25.6	21.2
of which oil (% of GDP) .....	14.5	13.0	11.4	14.9	14.8	12.5
Total expenditures (% of GDP) .....	20.8	20.7	24.2	20.7	24.5	24.0
Overall balance, accrual basis (% of GDP) <sup>2</sup> ..	2.1	0.9	(2.0)	4.0	1.0	(2.8)
Overall balance, cash basis (% of GDP) <sup>3</sup> .....	(0.7)	0.0	(1.1)	5.6	1.0	1.2
Total Government debt (% of GDP) .....	71.7	83.4	117.6	92.0	60.4	70.4
Total Government debt service (% Revenues) ..	102.2	86.7	114.4	67.9	56.2	95.9
<b>External sector</b>						
Exports FOB (% of GDP) .....	41.1	42.9	38.6	46.6	44.4	40.8
of which oil (% of GDP) .....	39.8	41.2	36.1	44.2	42.1	38.3
Imports FOB (% of GDP) .....	15.9	17.5	17.6	16.4	15.3	16.7
Current account balance (% of GDP) .....	7.5	6.3	1.6	11.7	10.4	4.7
<b>Foreign Exchange rate</b>						
Kwanza to U.S.\$ (Average) .....	258.7	374.8	584.5	618.6	462.9	685.0
<b>External debt and foreign reserves</b>						
External Government debt (U.S.\$bn) .....	43.1	45.0	45.9	46.8	48.3	46.8
External Government debt (% of GDP) .....	43.5	55.6	84.7	65.0	42.8	51.7
External Government debt service (% Exports) .....	18.6	23.1	23.2	14.4	0.0	24.6
Gross international reserves (U.S.\$bn) .....	16.2	17.2	14.9	15.5	14.7	14.7
Gross international reserves to months of imports .....	7.5	9.3	11.8	9.9	6.2	7.1

<sup>1</sup> GDP data presented in this table for 2018, 2019, 2020, 2021, 2022, and 2023 is produced by the Ministry of Economy and Planning.

<sup>2</sup> Fiscal surplus / (deficit) on an accrual basis measures the cost of the Government's annual operations and represents the amount by which the Government's expenses exceed its revenues in a given fiscal year. The accrual deficit records costs that are known to have occurred in a particular period (as opposed to recording the resulting cash payments) and includes assumptions for interest rates, inflation and wage growth, among other things. The accrual deficit provides information on the longer-term implications of current Government operations.

<sup>3</sup> Fiscal surplus / (deficit) on a cash basis represents the amount by which the Government's cash outlays exceed its cash receipts in a given fiscal year. The cash deficit closely approximates to the Government's short-term borrowing needs.

Source: Ministry of Finance, Ministry of Economy and Planning and National Bank of Angola (BNA). See "Public Finance – Fiscal Reforms in the period 2018-2022", and the "– 2024 National Budget" for a description of the Government's 2024 National Budget.

In April 2018, the Government and the IMF announced that Angola had requested a Policy Coordination Instrument as part of the IMF's technical policy coordination programme. In December 2018, the IMF approved a three-year Extended Fund Facility in an amount of SDR 2.7 billion (approximately U.S.\$3.7 billion) to support Angola's economic reform programme, which ended in 2021.

On 29 August 2023, the IMF Executive Board concluded the Post Financing Assessment ("PFA") following the conclusion of the IMF programme and confirmed that Angola's capacity to repay the IMF as adequate, despite elevated risks. The Executive Board stressed the importance of maintaining focus on medium-term structural reforms in order to reduce oil dependency and the economic volatility arising from overreliance on the sector. Pursuant to the PFA, the implementation of diversification plans and the macroeconomic and financial policies conceived under the NDP 2023-27 should represent Angola's top priorities to achieve economic diversification, strengthen governance, improve the business environment and promote private investment.

The July 2024 PFA consultation reaffirmed these priorities, highlighting progress made in fiscal consolidation, debt management, and revenue mobilisation, alongside the stabilisation of inflation. These efforts, combined with diversification and improved monetary policy, are critical to enhancing Angola's economic resilience and achieving sustainable growth.

In March 2024, the IMF published its periodic Article IV consultations. The IMF staff emphasized the need for continued fiscal consolidation and structural reforms to maintain macroeconomic stability and foster resilient growth. It also highlighted Angola's banking sector vulnerabilities, the failure to achieve the economic diversification targets (stressing the vulnerabilities stemming from overreliance on the oil sector) and the uncertainty of debt markets access for Angola.

On 13 March 2023, the 2023 National Budget was published. The key features or projections (as the case may be) of the 2023 National Budget included: (i) an assumed daily average oil price of U.S.\$75.0 per barrel with daily oil production at 1,180,000 barrels; (ii) a continuation of economic growth, with a predicted real GDP growth of 3.3 per cent. for the year ended 31 December 2023; (iii) growth in both the oil and non-oil sectors, at 3.0 per cent. and 3.4 per cent., respectively, for the year ended 31 December 2023; (iv) an expected inflation rate of 14.4 per cent.; and (v) a fiscal surplus of 2.7 per cent. of GDP for the year ended 31 December 2023.

On 29 December 2023, the 2024 National Budget was published. The key features or projections (as the case may be) of the 2024 National Budget include: (i) an assumed daily average oil price of U.S.\$65.0 with daily oil production at 1,060,000 barrels; (ii) a continuation of economic growth, with a predicted real GDP growth of 2.8 per cent. for the year ending 31 December 2024; (iii) GDP growth drive solely by growth in the non-oil sector of 4.6 per cent., which offsets a fall in the non-oil sector of 2.6 per cent., for the year ending 31 December 2024; (iv) an expected inflation rate of 15.3 per cent. for the year ending 31 December 2024; and (v) a fiscal surplus of 6.3 per cent. of GDP for the year ending 31 December 2024. See “*Public Finance – The 2024 National Budget*”.

### ***The Government's Principal Economic Strategies***

Since the 2002 Peace Accord that ended the Civil War, the key to Angola's reconstruction and economic success has been the rapid progress in implementing the Government's 2025 Strategy. In 2019 Angola announced a framework of an Angola 2050 Strategy, as a replacement for the 2025 Strategy which revised the goals and extended the time allowed to achieve them.

A more detailed plan for the development of Angola's economy was laid down in the national programme adopted in December 2012 (the “**National Development Plan 2013-2017**”). The National Development Plan 2013-2017 was the first medium-term plan drawn up after Angola's 2010 Constitutional Law took effect. The National Development Plan 2013-2017 focused in particular on energy and water supplies, education, health and the diversification of the Angolan economy.

Between 2013 and 2017, the Government spent U.S.\$26.2 billion (of which U.S.\$1.3 billion was spent in 2017) on various infrastructure projects identified in the National Development Plan 2013-2017, including those in the energy generation, transmission and distribution, water supply and sanitation, road, rail, maritime and airport and telecommunications sectors. See “– *Infrastructure*” below and “*Risk Factors – Angola's economic growth targets may not be achievable if it fails to rebuild and rehabilitate its infrastructure efficiently*”.

Following the implementation of an initial medium-term plan for the development of Angola's economy covering the period between 2018 and 2022, on 28 September 2023 the NDP 2023-2027 was approved by the Cabinet Council and was published on 23 November 2023 through the Presidential Decree No. 226/23 of 30 November 2023. For a discussion on the principal strategic pillars of the NDP 2023-2027, see “*The Republic of Angola – National Development Plan 2023-2027*”.

### ***Gross Domestic Product***

GDP is a measure of the total value of final products and services produced in a country in a specific year. Nominal GDP measures the total value of final production in current prices. Real GDP measures the total value of final production in constant prices of a particular year, thus allowing historical GDP comparisons

that exclude the effect of inflation. Real GDP figures are based on constant 2002 prices. The Republic's official GDP data presented in this Base Offering Circular for 2020, 2021, 2022 and 2023 is produced by the Ministry of Economy and Planning. The Ministry of Economy and Planning prepares projections of GDP derived from the supply of goods and services in Angola, while the Angolan National Institute of Statistics is responsible for preparing preliminary and final GDP data based on both the supply and the demand for goods and services in Angola.

Prior to 2014, Angola experienced high real GDP growth rates since the end of the Civil War in 2002, driven mostly by the production and export of oil. In recent years, Angola's real GDP growth has been impacted by the Covid-19 pandemic and volatility in oil prices, offsetting the growth of the non-oil and gas sector (agriculture, construction and services, in particular). Following a recession triggered by the Covid-19 pandemic, real GDP resumed trending upwards posting year-on-year growth rates of 1.2 per cent. in 2021 and 3.0 per cent. in 2022, driven by abnormally high oil prices. In 2023, the economy slowed down following the normalization of oil prices, but still grew by 1.0 per cent. year-on-year driven by the growth of the non-oil and gas sector. In 2022 and 2023, non-oil and gas real GDP increased by 3.9 per cent. and 2.2 per cent., respectively. The oil and gas sector real GDP increased by 0.5 per cent. in 2022 but decreased by 2.4 per cent. in 2023. GDP is expected to continue to grow in 2024, with real GDP forecast to grow by 2.8 per cent., primarily via a surge of non-oil and gas sector GDP by 4.6 per cent., offsetting a plunging oil and gas sector GDP (2.6 per cent.). The nominal GDP (market price) was estimated by the Ministry of Economy and Planning at AOA 25,628 billion in 2018, AOA 30,330 billion in 2019, AOA 31,701 billion in 2020, AOA 44,536 billion in 2021, AOA 52,184 billion in 2022 and AOA 61,993 billion in 2023. The nominal GDP (market price) denominated in U.S. dollars was estimated by the Ministry of Economy and Planning at U.S.\$99.1 billion in 2018, U.S.\$80.9 billion in 2019, U.S.\$54.2 billion in 2020, U.S.\$72.0 billion in 2021, U.S.\$112.7 billion in 2022, and U.S.\$90.0 billion for 2023.

### ***GDP by Sector***

The table below provides information regarding Angola's nominal GDP (factor cost) by sector for the years indicated unless otherwise stated:

	2018	2019	2020	2021	2022	2023
					<i>(Kwanza billions)</i>	
Oil and gas GDP (factor cost) .....		7,653	9,518	8,855	14,583	18,382
Non-oil and gas GDP (factor cost) .....		17,975	20,812	22,847	29,953	43,611
<b>Total nominal GDP (factor cost)</b>	25,628	30,330	31,701	44,536	52,184	61,993
					<i>(% GDP)</i>	
<b>Primary sector</b>	<b>8.6</b>	<b>7.9</b>	<b>9.9</b>	<b>11.5</b>	<b>13.7</b>	<b>14.9</b>
Agriculture .....	5.6	5.3	7.0	7.4	8.9	9.8
Livestock and fishing .....	3.0	2.5	3.0	4.1	4.8	5.1
<b>Secondary sector</b>	<b>47.9</b>	<b>49.8</b>	<b>45.7</b>	<b>47.5</b>	<b>45.2</b>	<b>45.3</b>
Extractive industries, of which .....	30.6	32.4	29.7	34.1	30.9	31.1
Oil and gas .....	29.9	31.4	27.9	32.7	29.6	29.7
Diamonds and other extractive industries .....	0.8	1.0	1.7	1.3	1.3	1.4
Manufacturing industries .....	6.1	6.1	7.1	6.5	7.4	8.0
Construction .....	10.7	10.7	8.2	6.2	6.1	5.4
Energy .....	0.5	0.6	0.7	0.7	0.7	0.8
<b>Tertiary sector</b>	<b>43.2</b>	<b>42.1</b>	<b>44.4</b>	<b>40.9</b>	<b>41.2</b>	<b>39.6</b>
Non-commercial services <sup>2</sup> .....	7.6	6.8	4.7	4.0	2.3	2.2

<sup>1</sup> GDP data presented in this table for 2018, 2019, 2020, 2021, 2022 and 2023 is produced by the Ministry of Economy and Planning.

<sup>2</sup> Principally comprising financial services and the insurance sector (see "*Monetary System – The Angolan Banking System*"), as well as tourism and food and beverage services.

<sup>3</sup> Principally comprising private education and private healthcare services.

Source: Ministry of Economy and Planning

The table below provides information regarding Angola's real GDP growth rates with a breakdown between oil and gas and non-oil and gas sectors for the years indicated unless otherwise stated:

	2018	2019	2020	2021	2022	2023
					%	
Oil and gas GDP <sup>1</sup> .....	(9.3)	(6.5)	(6.7)	(11.5)	0.5	(2.4)
Non-oil and gas GDP .....	2.6	1.9	(5.2)	5.9	3.9	2.2
Real GDP growth .....	(1.3)	(0.7)	(5.6)	1.2	3.0	1.0

<sup>1</sup> GDP data presented in this table for 2018, 2019, 2020, 2021, 2022 and 2023 is produced by the Ministry of Economy and Planning.

Source: Ministry of Economy and Planning; National Institute of Statistics

See also “*The External Sector – Fiscal Performance – 2023 National Budget*” and “*– 2024 National Budget*” for a description of the Government’s 2023 National Budget and 2024 National Budget.

## Primary Industry Sectors

### Oil Industry

#### Overview

The oil industry is Angola’s single most important economic sector and oil is the most important Angolan export. In 2023, the oil sector accounted for 86.2 per cent. of Angola’s exports and accounted for 29.7 per cent. of Angola’s GDP. In turn, Angola’s dependence on oil revenue has made its economy susceptible to crude oil price volatility.

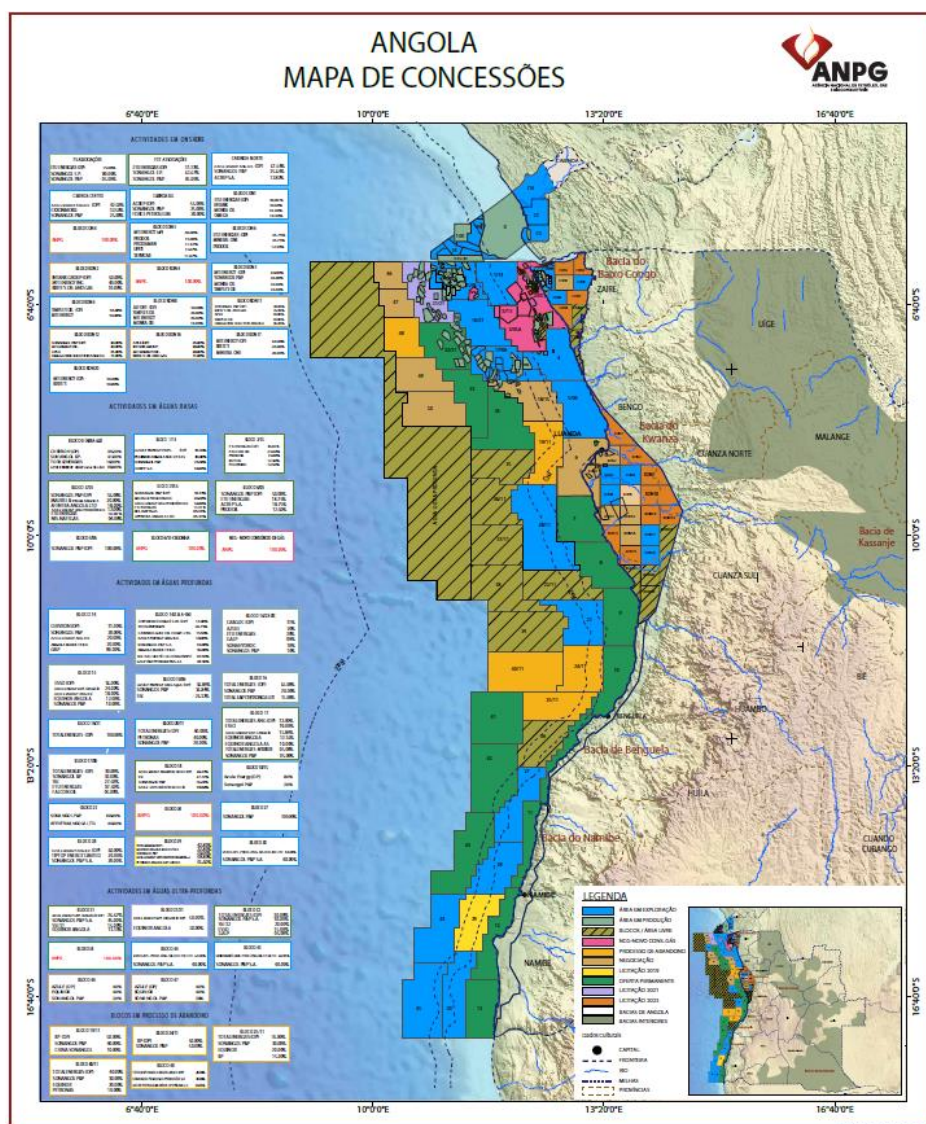
In 2022, Angola was the second largest crude oil producer in sub-Saharan Africa and the fourteenth largest producer in the world (*Source: OPEC Annual Statistical Bulletin 2022*). According to the Ministry of Mineral Resources and Petroleum, Angola produced a total of 1,099.5 million barrels of oil in 2023, compared to 1,136.7 million barrels of oil in 2022. In 2023, Angola’s state-owned oil company, Sonangol, produced 73.7 million barrels (as national concessionaire and as investor), equivalent to 18.5 per cent. of total production. In 2020, Angola produced an average of 1.2 million bbl/d, 0.2 million bbl/d less than its target of 1.4 million bbl/d, while in 2021 Angola produced an average of 1.1 million bbl/d, 0.1 million bbl/d short of its target of 1.2 million bbl/d. In 2022, Angola produced an average of 1.1 million bbl/d, slightly higher than its production target of 1.1 million bbl/d. Angola produced 1.0 million bbl/d in 2023, falling short of the 1.1 million bbl/d that was previously predicted. The Ministry of Mineral Resources and Petroleum estimated that Angola’s proven and probable oil reserves stood at 1.7 and 2.5 billion barrels, respectively, in 2023, with deepwater offshore reserves constituting 64.2 per cent. of this total. See “*Reserves*” below. Investment in the oil sector has been significant with companies investing in excess of U.S.\$4.5 billion in oil exploration and development expenditure in 2023 alone and a total of approximately U.S.\$22.0 billion for the period from 2018 to 2023. See “*Investment*” below. Angola’s oil production grew by an annual average of 13.4 per cent. from 2002 to 2008 as production started from multiple deepwater fields that were discovered in the 1990s. Angola’s oil production contracted by an average of approximately 8.0 per cent. per year in the six-year period 2018 to 2023 and, except in 2015 and 2022, has been declining year-on-year since 2014. See “*Production*” below. The first deepwater field to come online was the Chevron-operated Kuito field (Block 14) in 1999.

Angola’s current oil reserves are divided, for exploration and production purposes, into license areas or “Blocks”. Under the Petroleum Activities Law, 2019 (as defined below), the National Oil, Gas and Biofuels Agency (“**ANPG**”), created by Presidential Decree No. 49/19 of 6 February 2019, has replaced Sonangol as the national concessionaire (“**National Concessionaire**”), for all oil and gas exploration and production activities. Any company that wishes to carry out petroleum operations in Angola outside the scope of a survey license may only do so with the approval and supervision of the National Concessionaire, subject to the prior consent of the Government pursuant to a concession decree (a “**Concession Decree**”). The Blocks are licensed for exploration and production activities under production sharing agreements (“**PSAs**”), unincorporated joint venture agreements (“**JVs**”) or risk service contracts (“**RSCs**”). The power to negotiate and execute such arrangements on behalf of Angola belongs to ANPG. See “*Current principal commercial and fiscal terms of oil production*” below.

Sonangol P&P, a Sonangol subsidiary, operates as an exploration and production company that participates in the PSAs and JVs along with petroleum companies which were permitted to engage in the exploration and production of petroleum in association with Sonangol E.P. The oil company associates of Sonangol

E.P. are typically major international petroleum companies and include Chevron, ESSO Angola, BP, Total, Statoil and Eni. China's national oil companies Sinopec and the China National Offshore Oil Corporation ("CNOOC") participate in Angola's oil production industry and provide development assistance as well as oil-based loans and trade. China Sonangol, established in 2004, in which Sonangol E.P. has a 30 per cent. interest, and Sinopec have a joint venture company called Sonangol Sinopec International ("SSI"), which is a non-operator shareholder in three major producing deepwater projects.

Set forth below is a map showing Angola's oil Blocks and companies engaged in exploration and production activities on those Blocks. (Source: ANPG 2023).



Source: ANPG 2023

## Reserves

The Ministry of Mineral Resources and Petroleum estimates that Angola's proven oil reserves stood at 1,759.6 billion barrels, and that Angola's proven and probable reserves stood at 2,573.4 billion barrels in 2023. In accordance with estimates by OPEC (which uses different methodology and sources for reserve estimation), Angola's proven crude oil reserves as at 31 December 2022 stood at 2.5 billion barrels. Angola uses the PRMS methodology to estimate its proven and probable reserves.

The following table sets forth provisional information regarding Angola's proven and probable reserves as at 31 December 2023:

Block	Proven (1P)	Proven and Probable (2P)
	(million barrels)	
Block 0.....	278.0	417.0
Block 2/05.....	13.0	44.0
Block 3/05.....	56.0	60.0
Block 3/05 A .....	-	-
Block 4/05.....	21.0	57.0
Block 14.....	64.0	83.0
Block 14//A-IMI .....	-	-
Block 15.....	191.0	259.0
Block 15/06.....	73.0	280.0
Block 16.....	-	-
Block 17.....	673.0	861.0
Block 17/06.....	24.0	40.0
Block 18.....	76.0	99.0
Block 20/11 .....	-	-
Block 31.....	51.0	71.0
Block 32.....	233.0	296.0
FS/FST Onshore Blocks.....	6.2	6.0
Cabinda South.....	0.40	0.4
<b>Total.....</b>	<b>1,759.6</b>	<b>2,573.4</b>

Source: ANPG 2023

Angola's deepwater offshore reserves account for 64.2 per cent. of proven and probable reserves, shallow water offshore reserves account for 35.5 per cent. of proven and probable reserves and onshore reserves account for 0.3 per cent. of proven and probable reserves.

### Exploration

During the Civil War, onshore exploration activities were limited and the majority of discoveries were made offshore in the Lower Congo basin. However, from 2004 onwards, onshore exploration, including in Cabinda South and the Kwanza basin, resumed. In 1979, Angola's oil exploration areas were divided into 14 Blocks. Over the years, various new Blocks, both onshore and offshore, have been opened up to exploration and, currently, there are 16 offshore Blocks and four onshore Blocks covering a total surface area of 70,101.4 square kilometres.

Most of Angola's current resources are located in the offshore parts of the Lower Congo and Kwanza basins. Most exploration and production activities have been located in the offshore part of the Lower Congo basin, but the onshore and offshore Kwanza basin is receiving more attention from international oil companies ("IOCs") and Sonangol because of its pre-salt formations, which are estimated to hold large quantities of hydrocarbon resources.

The table below sets forth the historical data for exploration expenditure on Angola's oil Blocks from 2018 to 31 December 2023. Exploration expenditure includes expenditure up to the point of declaration of commercial discovery and excludes capital expenditure incurred subsequent to the declaration of commercial discovery, during the development stage (such as capital expenditure on infrastructure and wells and labour costs):

Block	Operator	2018	2019	2020	2021	2022	2023
					(U.S.\$ millions)		
18	BP Exploration Angola	(1.1)	54.4	(54.8)	0.8	0.3	0.0
19		0.0					
24		0.6					
31		6.3	3.1	11.2	0.8	9.4	27.5
20/11	Cobalt International Energy	(0.1)					
21/09		0.5					
09/09		0.0					
0	Chevron	18.7	56.8	15.4	10.5	5.6	35.3
14		0.0	0.0	0.0	0.0	3.2	45.3
36/11	ConocoPhillips Angola						
37/11							
15/06		(315.0)	312.3	(75.2)	204.1	358.0	(33.0)
35/11	ENI Angola SPA	(0.1)	(0.2)		0.5	1.0	1.2
CABN		1.4	33.3	4.8	2.0	19.4	32.6
CABC				1.1	12.9	16.4	1.4
Bloco 1/14					16.5	1.5	4.3

Block	Operator	2018	2019	2020	2021	2022	2023
Bloco 28				0.0	2.1	47.9	(2.8)
15		0.0	0.0	0.0	15.3	3.9	6.7
Bloco 30	ESSO Exploration Angola			1.7	10.1	1.6	2.1
Bloco 44				1.1	17.7	2.4	2.9
Bloco 45				2.0			
EQAP	Angola LNG Limited						
16							
23	Maersk Oil Angola						
8							
CABS	Pluspetrol Angola Corporation	0.0	1.1	12.4	(0.3)		
18							
26	Petrobrás Angola						
06/06							
38/11							
39/11	Statoil Angola						
22/11	Repsol Angola	1.9					
CABS	ROC Oil Company	0.0					
GB2	Sonangol Gás Natural	(5.7)					
02_05		0.0					
3/05A	Sonangol Pesquisa & Produção	0.0	0.0	0.0	0.0		
3/05		0.0	0.0	0.0	0.0		
04/05		0.0	35.7	(2.1)	(3.7)	(1.4)	3.5
CABN							
27						2.6	1.4
5/06						5.1	2.0
16		5.7	3.4	4.1	1.0	0.9	2.6
17		2.1	3.9	8.1	5.0	40.4	6.7
17_06		1.4	8.2	12.4	6.7	10.2	2.6
20/11				18.8	142.7	11.3	164.8
21/09				8.3	49.2	58.0	25.1
25/11	TOTAL E&P Angola	1.9					
29						4.2	3.4
32		7.3	14.5	79.6	50.3	6.4	5.4
33		0.0					
40		2.2					
48		13.4	15.9	14.4	34.3	2.8	0.7
1/06	Tullow Angola BV						
5/06	Vaalco Angola Kwanza						
2/05					0.7	0.3	
FST	Somol						
CON 1							
KON 1	Alfort Petroleum						
<b>Total .....</b>		<b>-258.6</b>	<b>542.5</b>	<b>63.2</b>	<b>580.0</b>	<b>613.0</b>	<b>343.0</b>

Source: ANPG 2023

As the former National Concessionaire, Sonangol announced an invitation for bids for part of its stakes in oil exploration Blocks 21/09 and 20/11 offshore. In April 2018, Sonangol announced an invitation for bids for part of its stakes in oil exploration Blocks 21/09 and 20/11 offshore. The bids seek a participatory interest of up to 40 per cent. In December 2019, Total signed a sale and purchase agreement with Sonangol to acquire interests in Blocks 21/09 and 20/11 offshore of 80 per cent. and 50 per cent., respectively.

In October 2019, the ANPG (as the successor National Concessionaire) announced the terms of reference in respect of ten frontier Blocks located in Namibe (nine Blocks) and Benguela basin (one Block). In January 2020, the ANPG announced that Eni and Total had been granted operational control of two of the ten frontier Blocks, with Eni taking a 60 per cent. stake in Block 28 and Total a 46 per cent. stake in Block 29. Separately, Angola's state-owned Sonangol was awarded a 35 per cent. stake of Block 27. In 2020, the ANPG saw a largely successful bid round, with nine onshore Blocks being awarded to investors after 46 different proposals were submitted. In November 2021, the ANPG concluded a licensing round of eight offshore Blocks followed by an additional licensing round for 12 Blocks located in the Lower Congo and Kwanza basins in January 2024. The next licensing round is scheduled in 2025 where ten Blocks located in the Kwanza and Benguela basins will be auctioned.

The table below sets forth the historical data for development costs on Angola's oil Blocks for 2018 to 2023:

Block	Operator	2018	2019	2020	2021	2022	2023
Cabinda South .....	Pluspetrol Angola	(0.2)	-	-	-	-	-
FS/FST .....	Somol	3.8	2.4	0.5	14.0	22.1	14.7
Block 0 .....	Chevron	360.1	333.0	290.4	576.0	658.6	712.8
Block 2/05 .....	Sonangol P&P	-	-	-	-	22.2	-
Block 2/05 .....	Somol	3.6	4.5	5.5	31.0	-	37.0
Block 2/85 .....	Sonangol P&P	-	-	-	-	-	-
Block 3/85 .....	Total E&P Angola	-	-	-	-	-	-
Block 3/91 .....	Total E&P Angola	-	-	-	-	-	-
Block 3/05 .....	Sonangol P&P	30.8	31.0	52.1	65.0	74.1	75.4
Block 3/05-A .....	Sonangol P&P	2.9	0.2	5.8	23.0	16.8	7.9
Block 4/05 .....	Sonangol P&P	6.7	0.4	1.2	2.0	0.7	2.6
							341.91
Block 14 .....	Chevron	218.7	127.5	96.9	245.0	199.3	99.3
Block 15 .....	Esso Exploration Angola	151.6	104.4	123.1	149.0	457.1	578.6
Block 15/06.....		939.0	658.5	549.0	640.0	972.3	2351.0
Block 16.....	ENI Angola	-	-	-	-	-	-
Block 17 .....		-	660.3	838.9	783.0	958.9	1441.6
Block 17/06 .....	Total E&P Angola	-	-	-	-	42.9	170.1
Block 18 .....	BP Angola	20.2	11.9	258.7	309.0	0.6	54.6
Block 20/11 .....		-	-	-	-	-	-
Block 21/09.....	Total E&P Angola	-	-	-	-	-	-
Block 27.....		-	-	-	-	-	-
Block 31 .....	BP Angola	33.5	(60.6)	14.0	206.0	111.9	(3.1)
Block 32 .....	Total E&P Angola	2,349.2	1,368.6	543.7	370.0	398.3	479.0
<b>Total</b> .....		<b>4,119.8</b>	<b>3,242.1</b>	<b>2,779.7</b>	<b>3,413.0</b>	<b>3,936.0</b>	<b>6,266.0</b>

Source: ANPG 2023

For an update on exploration strategies for the years 2024-2029 see “*Development of regulatory framework*” below.

### Production

Angola produced a total of 400.7 million barrels of oil in 2023 (or 1.10 million barrels of oil per day), an increase of 2.5 per cent. in comparison to the 391.0 million barrels of oil in 2022 (or 1.07 million barrels of oil per day). 2022 production represented a decrease of 5.9 per cent. in comparison to the 415.4 million barrels of oil it produced in 2021 (or 1.14 million barrels per day), a decrease of 10.5 per cent. in comparison to the 464.1 million barrels of oil it produced in 2020 (or 1.27 million barrels per day). In 2024, in accordance with OPEC’s statistics, Angola was the 15<sup>th</sup> largest oil producer in the world.

The Government is hoping to stabilise oil production at one million bbl/d from 2023-2027. In July 2020, the ANPG released its Exploration Strategy 2020-2025 for the exploration of hydrocarbons. This strategy seeks to optimise Angola’s hydrocarbon exploration between 2020 and 2025 through the analysis of the country’s full hydrocarbon potential, specifically within its onshore interior basins and offshore maritime platforms. Angola’s oil production plans are no longer tied to the OPEC’s output plan as in December 2023 the country withdrew from OPEC due to its unwillingness to meet OPEC’s new quota impositions, alleging a clash with the country’s plans to stabilize crude production above one million barrels a day.

Angola’s oil production declined from 2018 to 2023, as a result of a natural decline in oil fields, marked degradation of production systems, reduced operating efficiency, delays in the start-up of new projects and temporary suspensions of platform operations. In 2023, oil production was 1088.0 thousand bbl/d (1.09 million bbl/year), according to the 2024 National Budget. This was significantly below the projected production of 1180.0 thousand bbl/d (1.18 million bbl/ year) in the 2023 National Budget. The 2023 figures also reflected emergency stops of oil rigs, as well as maintenance and troubleshooting problems.

The 2024 National Budget estimates a decrease in average daily oil production to 1060.0 thousand bbl/ d (1.06 million bbl/ year). This reflects an overall expected fall in the oil and gas sector real GDP of 2.6 per cent. in 2024. See “*Risk Factors – Angola’s economy is highly dependent on oil production and vulnerable to decreases in global market prices for oil*”.

The following table sets forth the 16 leading world crude oil producers by country, between 2018 and 2023:



	2018	2019	2020	2021	2022	2023
	(million barrels/d)					
Saudi Arabia <sup>1</sup> .....	10.3	9.8	9.2	9.1	10.6	9.6
Russia .....	10.5	10.6	9.5	9.6	9.8	10.9
United States .....	11.0	12.2	11.3	11.3	11.9	12.9
Iraq .....	4.4	4.5	4.0	4.0	4.5	4.1
China .....	3.8	3.8	3.9	4.0	4.1	4.1
Iran .....	3.6	2.4	2.0	2.4	2.6	2.9
United Arab Emirates .....	3.0	3.1	2.8	2.7	3.1	2.9
Kuwait <sup>1</sup> .....	2.7	2.7	2.4	2.4	2.7	2.6
Brazil .....	2.6	2.8	2.9	2.9	3.0	3.7
Venezuela .....	1.5	1.0	0.6	0.6	0.7	0.8
Mexico .....	1.8	1.7	1.7	1.7	1.6	1.7
<b>Angola<sup>2</sup> .....</b>	<b>1.5</b>	<b>1.4</b>	<b>1.3</b>	<b>1.1</b>	<b>1.1</b>	<b>1.1</b>
Norway .....	1.5	1.4	1.7	1.8	1.7	1.8
Nigeria .....	1.6	1.7	1.5	1.3	1.1	1.2
Kazakhstan .....	1.5	1.5	1.5	1.5	1.5	2.0
Canada .....	1.3	1.3	1.2	1.2	1.2	1.3

<sup>1</sup> Figures include share of production from Neutral Zone.

<sup>2</sup> The statistics for Angola included in this table are those of OPEC for the years 2018 to 2022. For the year 2023 the statistics for Angola are the Government's.

Source: OPEC Statistical Bulletin, 2023. OPEC may use methodology and sources for compilation of production data other than the methodology and sources used by the Ministry of Mineral Resources and Petroleum, and OPEC data may differ from the data produced by the Ministry of Mineral Resources and Petroleum.

The following table sets forth information regarding Angola's oil production by Block, for the years 2018 to 2023:

Block	2018	2019	2020	2021	2022	2023
Block 0.....	245.6	218.8	193.1	165.8	148.1	139.0
Block 2.....	1.2	2.9	2.5	4.5	7.1	10.3
Block 3.....	23.2	22.8	19.7	17.1	18.6	20.2
Block 4.....	4.8	4.3	3.9	3.1	2.9	2.4
Block 14.....	63.1	50.5	50.4	51.8	46.8	51.3
Block 14K.....	7.7	4.8	2.1	1.2	1.1	0.9
Block 15.....	235.4	214.9	182.2	149.8	139.5	144.6
Block 15/06.....	135.0	129.0	112.2	102.4	104.3	95.6
Block 16.....	—	—	—	—	—	—
Block 17.....	529.4	417.8	388.2	364.3	385.9	344.4
Block 17/06.....	—	—	—	—	—	—
Block 18.....	81.3	52.7	50.2	44.6	62.7	64.9
Block 21/09.....	—	—	—	—	—	—
Block 31.....	109.9	78.3	69.9	53.5	60.5	69.2
Block 32.....	36.4	170.6	191.2	161.5	152.7	152.7
FS/FST Onshore Blocks .....	4.9	4.9	5.3	4.6	4.0	3.7
Cabinda South.....	1.0	0.6	0.7	0.6	0.4	0.3
<b>Total .....</b>	<b>1,478.9</b>	<b>1,372.8</b>	<b>1,271.5</b>	<b>1,124.5</b>	<b>1,136.7</b>	<b>1,099.5</b>

Source: Ministry of Mineral Resources and Petroleum and Sonangol

Angola produces 14 types of crude, most of which are medium viscosity. Cabinda Blend, which is a medium viscosity and low sulphur content (32.5° API and 0.13 per cent. sulphur), is the standard type of crude for evaluation of crude produced in Angola and is used for reference purposes internationally. Nemba Blend type crude produced in both Block 0 and Block 14 has the highest gravity (39.7° API and 0.23 per cent. sulphur) with low viscosity and low sulphur content. Dalia type crude produced in Block 17 has medium viscosity (22.7° API and 0.49 per cent. sulphur) and is considered to be semi-acidic type. The closest international price reference for Angolan crude is the Brent Crude Oil Index.

The following table sets forth information regarding Angola's current oil producing projects, operators and loading:

Operator	Partners	Location	Projects	Crude Streams	Leading Ports	2022 Loadings (bbl/d)	2023 (bbl/d)
ExxonMobil	BP, Eni, Statoil	Block 15 deepwater	Kizomba A (Clochas, Hungo, Marimba, Mavacola)	Hungo	Kizomba A FPSO	41,913	59,371
			Kizomba B (Bavuca, Clochas, Dikanza, Kakocha, Kissange, Mavacola)	Kissanje	Kizomba B FPSO	51,095	43,774
			Kizomba C (Mondo Saxi Batuque	Mondo; Saxi Batuque	Mondo FPSO	17,927	19,187
			Takula, Malongo, Mafumeira Norte		Saxi Batuque FPSO	28,576	22,276
			Nemba, Tombua, Landana	Cabinda		96,301	87,415
Chevron	Sonangol, Total, Eni Chevron, Sonangol P&P, Eni, Galp, Total Chevron, Sonangol P&P, Eni, Galp, Total, SNCP	Block 0- Area B offshore	Kuito, BBLT (Benguela-Belize-Lobito-Tomboco)			60,558	62,528
		Block 14 deepwater			Malongo terminal	38,012	40,298
		Block 14K deep water		Nemba	Plataforma BBLT	1,078	910
BP	Sonangol Sinopec International (SSI)	Block 18 deepwater	Lianze Greater Plutonio (Plutonio, Galio, Cromio, Paladop, Cobalto)	Plutonio	Plutonio FPSO	62,690	64,875
			PSVM (Plutão, Saturno, Vênus, Marte)	Saturno Dalia	PSVM FPSO	62,562	69,288
			Dalia Pazflor (Perpetua, Zinia, Hortensia, Acacia)		Dalia FPSO	115,480	102,881
			Girassol, Jasmin, Rosa	Pazflor	Pazflor FPSO	82,466	74,133
				Girassol	Girassol FPSO	84,450	72,872
Total	Statoil, ExxonMobil, BP	Block 17 deepwater	Clov (Cravo, Lirio, Orquidea and Violeta)	CLOV	CLOV FPSO	103,522	94,549
Eni	Sonangol, SSI, Falcon	Block 15/06 deepwater	West Hub <sup>1</sup> East Hub	NA NA	N'Goma FPSO Olombendo	51,541 52,781	53,762 41,870
Pluspetrol	Sonangol, Force Petroleum, Cubapetroleo	123-5 Cabinda onshore	Cabinda C (South)	Cabinda	Malongo terminal	440	280
Somoil	Chevron, Sonangol	Onshore	Soyo	Palanca	Palanca Terminal	3,969	3,732

Operator	Partners	Location	Projects	Crude Streams	Leading Ports	2022 Loadings (bbl/d)	2023 (bbl/d)
Sonangol	Total, Chevron, Petrobras, Somoil, Kotoil, Poliedro, BTG	Block 2/85 offshore	Essungo	Palanca	Palanca Terminal	7,130	3,732
	Pactual		Palanca, Cobo, Pambi, Oombo, Nunc Sul	Palanca	Palanca terminal	18,625	19,210
	Total, Eni, Inpex, Mitsui, Naftagas, Naftaplin, Mitsubishi, Somoil, Svenska Statoil, Somoil, Angola Consulting Resources	Block 3 offshore					
		Block 3/05A offshore	Caco-Gazela	Palanca	Palanca terminal	0	968
	Total, Sonangol, SSI, Galp, Esso	Block 4/05 offshore	Gimboa	Gimboa	Gimboa FPSO	2,888	2,432
<b>Total</b>	Total, Sonangol, SSI, Galp, Esso	Block 32	Gindungo	Gindungo		33,368	26,409
<b>Total</b>		Block 32	Mostarda			119,338	126,296
<b>Total</b>						<b>1,136,711</b>	<b>1,099,611</b>

Source: APNG- 2023

One of the latest projects to start production is the Cabaça North development project, in Block 15/06, operated by Eni. The Lianzi field, operated by Chevron Congo, is located in a unitised offshore zone between Angola and the Republic of Congo (Brazzaville), and it is the first cross-border development of its kind in the region.

Three deepwater fields – the Kaombo Project (230,000 bbl/d of crude oil), the UM8 field (5,000 bbl/d of crude oil) and the Ochigufu field (22,000 bbl/d of crude oil) – began production in 2018. The UM8 field and the Ochigufu field also commenced oil production in early 2018, one and a half years after the presentation of the plan of development. Construction delays in 2018 contributed to the Kaombo Project starting production in early 2019 on the Kaombo Sul, marking the second floating production storage and offloading unit. The project is located on Block 32, 260 kilometres off the coast of Luanda, in water depths ranging from 1,400 to 2,000 metres.

In 2021, a flurry of oil developments began in Angola after numerous projects were postponed in 2020 as a result of the Covid-19 pandemic. Total resumed drilling operations for the first time since 2018 and announced the execution of a sale and purchase agreement with Sonangol for Blocks 20/11 and 21/09 in the Kwanza Basin. ExxonMobil and Sonangol were awarded risk service agreements for Blocks 39, 44 and 45 in the Namibe Basin. BP started implementing its drilling programme for the development campaign at Block 18, its first operated development in Angola since 2012. Oil production at Block 18 is expected to reach 30,000-40,000 bbl/d. Eni announced that it plans on investing U.S.\$7 billion over the next four years together with its joint venture partners. Moreover, in April 2021, Eni announced that it had made a new oil discovery in its Block 15/06 concession and began production from this location – Cuica field – in July 2021. Oil production at Eni's Block 15/06 concession is expected to reach 10,000 bbl/d. Furthermore, on 11 March 2022, Eni and BP signed an agreement to form a new jointly-owned independent company in Angola through the combination of the two companies' Angolan operations. The company was named Azure Energy and it is expected to be Angola's largest private oil producer.

In September 2021, the ANPG launched the Permanent Offer Programme (the "POP"), which aims to increase oil and gas exploration in Angola. The POP enables the ANPG to negotiate multiple petroleum-based resources available in Angola throughout the year without the need of a tender announcement. Specifically, the POP permits continued negotiations between operators and the ANPG on fields where the concession period will expire or on concessions that were not included in the concession's strategy. Moreover, the POP allows the ANPG to proactively promote and negotiate oil and gas concessions

independently from the rules and regulations of the Concession Allocation Strategy, which was approved by Presidential Decree No. 52/19 of 18 February 2019.

In January 2022, TotalEnergies (“**Total**”) signed an agreement to sell, jointly with Inpex, Block 14 B.V. to Somoil. Total held a 50.0 per cent. stake in Block 14 B.V. while Inpex held 49.99 per cent. In March 2022, Eni informed that, based on the data collected, it estimated that the Ndungu 2 well would yield between 800 and 1000 million barrels of oil equivalent. This represents the largest accumulation discovered in Block 15/06 since its award. In May 2022, the ANPG awarded the exploration of Block 16/21 and Block 31/21, located in the Lower Congo Maritime Basin, to Total and Eni. In June 2022, the ANPG, Total Angola and its partners in connection with Block 17 (Equinor, ExxonMobil, BP and Sonangol P&P) invested U.S.\$850.0 million for the launch and development of the CLOV Phase 3, in Block 17. This investment is supposed to: (i) provide an extension of the subsea production network; and (ii) connect Block 17 with the floating production and storage unit CLOV to develop additional production from existing fields in order to reach a peak of 30,000 barrels per day. In August 2022, the ANPG, Somoil and their partners from Block 2/05 (Falcon Oil, Kotoil, Poliedro, Prodoil and Acrep) signed an addendum to the production sharing contract in force, with a view to extend the length of the concession, maintain the bloc’s economic-fiscal balance and re-define the rights and obligations of the parties in relation to the petroleum operations to be carried out.

In November 2022, ExxonMobil Angola and its Block 15 partners confirmed a new discovery in the Bavuca Sul-1 exploration well, which is part of the Block 15 redevelopment project, expected to produce around 40,000 barrels of oil per day. In January 2023, Somoil concluded an agreement with Total and Inpex to acquire a 20.0 per cent. stake in Block 14 and 10.0 per cent. in Block 14K. Somoil also acquired a 2.5 per cent. interest in Block 17/06 from PTT Exploration and Production. The ANPG approved Afrenta request to acquire two interests of 4.0 per cent. each in Blocks 3/05 and 3/5 A. In February 2023, Chevron and its Block 0 partners announced the beginning of oil production in the Lifua field, through the Lifua-A installation. In March 2023, Azule Energy, via its wholly-owned subsidiary Eni Angola, and together with its partners in Block 15/06, Sonangol P&P and SSI Fifteen Limited, was awarded the main contracts for the development of the Agogo Integrated West Hub Development Project, one of the major upstream projects being developed in the coming years in Angola. The Agogo Integrated West Hub will produce hydrocarbons from the Agogo and Ndungu fields via both the existing Ngoma FPSO and the new Agogo FPSO that will be operational from mid-2026, reaching a peak production of 175,000 barrels of oil per day. In May 2023 the ANPG, Total EP Angola and Sonangol P&P signed an agreement in principle for the first development project in the Kwanza Basin. In September 2023, the ANPG announced that Total EP Angola finalized the sale of its 40 per cent. stake in Block 20/11 in the Kwanza Basin to Petronas Angola E&P LTD, a company of the Petronas business group, for U.S.\$400.0 million. In October 2023, the ANPG signed three addenda to risk service contracts with the consortium of contractors for Blocks 30, 44 and 45, constituted by Esso (60.0 per cent.) and Sonangol P&P (40.0 per cent.). The addendum supplements the contracts signed in 2020 and provides for an increase in the volume of research activities in this maritime area located in deep waters in the Namibe Basin. In November 2023, the ANPG and Azule Energy signed risk services contracts for offshore Blocks 46 and 47 as well as Block 18/15 in partnership with Equinor and Sonangol P&P. Azule Energy will operate the three blocks, with a 40.0 per cent. interest in Blocks 46 and 47 and 80.0 per cent. in Block 18/15. Sonangol P&P holds a 20.0 per cent. stake in each block and Equinor a 40.0 per cent. stake in Blocks 46 and 47.

The following table sets forth information regarding upcoming crude oil projects in Angola:

Project	Plateau output (,000 bbl/d)	Operator	Estimated	Location	FID <sup>1</sup>	Notes
Cameia	45	Total	2025	Block 21/09 offshore deepwater	No	Expected to produce a maximum of 50,000 bbl/d of crude oil. Expected to produce a maximum of 19,000 bbl/d of crude oil.
Agidigbo	13	Eni	2025	Block 15/06 deepwater	No	Expected to produce a maximum of
ACCE	35	Total	2026	Block 32 deepwater	No	Expected to produce a maximum of

Project	Plateau output (,000 bbl/d)	Operator	Estimated	Location	FID <sup>1</sup>	Notes
Mostarda Este Fase 2	36	Total	2026	Block 32 deepwater	No	40,000 bbl/d of crude oil. Expected to produce a maximum of 16,000 bbl/d of crude oil. The field was declared commercial in 2011 and is expected to produce a maximum of 85,000 bbl/d of crude oil.
Chissonga	80	Total	2026	Block 16 deepwater	No	Expected to produce a maximum of 100,000 bbl/d of crude oil.
Agogo Full Field	100	Total	2026	Bloco 15/06 ultra deepwater	No	Expected to produce a maximum of 80,000 bbl/d of crude oil.
PAJ	50	BP	2026	Block 31 ultra deepwater	No	Expected to produce a maximum of 23,000 bbl/d of crude oil.
Golfinho	23	Total	2027	Block 20/11 deepwater	No	

<sup>1</sup> Companies have made a final investment decision ("FID") to develop the project.

Source: APNG-2023

### Onshore exploration

Most exploration activity is conducted offshore at depths of more than 1,200 metres (3,937 feet). Exploration activities in Angola's onshore have been limited over the past decades because of the Civil War. Over the past few years, onshore exploration has resumed, but at a slower pace compared with offshore activities.

Recent onshore exploration activity is mostly conducted in the Lower Congo basin onshore area in the Cabinda North and South Blocks. Sonangol, with China Sonangol, carried out exploration activity at Cabinda North. Exploration at the onshore Cabinda South Block was initially led by Roc Oil Company based in Australia, but was later taken over by Pluspetrol Angola, a subsidiary of Argentine group Pluspetrol, with partners Sonangol and Cubapetroleo. Exploration at the Cabinda South Block initially commenced in 2007, and production started in late 2013.

Somoil, a privately-owned Angolan company, is pursuing exploration activities in the onshore Soyo areas. Somoil typically produces small quantities of oil (less than 5,000 bbl/d), which is blended and exported with oil produced at the Sonangol-operated fields. Somoil is the only privately-owned company based in Angola that operated oil fields in the country.

In August 2023, the ANPG and Sonangol began preparatory drilling and evaluation actions for Block KON11, in the onshore Kwanza Basin, located in Cabo Ledo Commune, in Luanda. The execution of the Block's operations, which has been inactive since 1996, is the responsibility of a consortium formed by Sonangol (30.0 per cent.), as operator, Brite's Oil & Gas (25.0 per cent.), the Simples Group Oil (20.0 per cent.), and Atlas Petroleum Exploration Worldwide (20.0 per cent.), as well as Omega Risk Solutions Angola (5.0 per cent.). The well has an estimated volume of six million barrels in its reservoir. Oil exploration operations began in September 2023.

In September 2023, Sonangol and Corcel Plc started drilling operations in the Tobias Field, located in the onshore Kwanza Basin which has been inactive since 1998. As of February 2024, two oil wells have been drilled, Tobias-13 and Tobias-14, and they are currently in the testing stage to gauge whether drilling operation should continue or be halted.

In October 2023, the ANPG launched a public tender for the bidding of 12 onshore oil Blocks, following the implementation of the Oil Concession Strategy (as defined below). These Blocks are located in the: (i) Lower Congo onshore Basin (CON 2, CON 3, CON 7 e CON 8); and (ii) Kwanza onshore Basin (Blocks KON 1, KON 3, KON 7, KON 10, KON 13, KON 14, KON 15 and KON 19).

#### *Pre-salt exploration*

The first pre-salt discoveries in Angola were the Denden 1 well in Block 9 in 1983, operated by Cities Services at the time, and the Baleia 1A well in Block 20 in 1996, operated by Mobil (now ExxonMobil) at the time. Maersk Oil made the first recent pre-salt discovery in the Kwanza basin in late 2011 with the Azul well on Block 23. Maersk continues to study the results of the well and plans to appraise it.

Multiple pre-salt well discoveries have been made in Blocks 20 and 21 (Cameia, Mavinga, Lontra, Bicuar, and Orca) in the form of liquid and gas. Pre-salt discovery in the Cameia field in Angola is the only commercially viable discovery to date. The Cameia-Golfinho conventional oil development will involve the drilling of approximately five wells and includes FPSO and subsea trees. The project is currently in approval stage and is expected to start commercial production in 2026. In September 2023, Total started drilling operations in Block 20/11 in the Kwanza Basin offshore. Given the proximity to the Cameia field, it is likely that the current well is targeting a similar pre-salt carbonate structure.

#### *Development of regulatory framework*

Oil was first discovered in Angola in the 1950s, but significant production did not begin until the late 1960s, when oil was discovered offshore in the province of Cabinda. The early oil industry in Angola was regulated by colonial Portuguese law, under which initially taxes and later also royalties were payable to Portugal.

Following Angola's independence in November 1975, a restructuring of the regulatory framework took place. The major change was the creation of the state oil company, Sonangol. Under a 1978 Angolan law governing operations in the petroleum sector, Sonangol was granted exclusive rights for the exploration and production of oil in Angola and, in addition, the power to grant, on behalf of Angola pursuant to Concession Decrees, exploration and production rights to other petroleum companies, which were permitted to engage in the exploration and production of petroleum in partnership with Sonangol. This position was confirmed in Law No. 10/04 of 12 November 2004, for Petroleum Activities Law (the "**Petroleum Activities Law 2004**") which maintained the fundamental principle of state ownership of petroleum resources and the regime of a sole concessionaire.

Since 2004, various legislation has been enacted to regulate the oil and gas industries in Angola, including the introduction of a specific tax regime for this sector and regulations regarding customs, training for workers, refining, transportation and the storage of oil products. For instance, on 18 May 2018, Presidential Legislative Decree No. 7/18 was published in the Official Gazette. It approved further rules on the legal and tax regime applicable to the activities of prospecting, exploration, measurement, development production and sale of natural gas in Angola, and is aimed at encouraging the exploration of natural gas whilst ensuring flexibility and adaptability.

In February 2018, the President approved the creation of the National Institute for the Regulations of Oil Derivatives (*Instituto Regulador dos Derivados do Petróleo*, the "**IRDP**") by Presidential Decree No. 133/18 of 18 May 2018 (originally created by Presidential Decree No. 133/13 of 5 September 2013 which was later revoked and replaced). The IRDP's internal protocols are set out by Executive Decree No. 51/19 of 6 February 2019. The primary functions of the IRDP are: (i) to protect the rights and interest of consumers in relation to prices and the quality of service; (ii) promote competition within the industry; (iii) arbitrate and resolve disputes arising within the scope of the oil derivatives sector; (iv) supervise the quality of products sold in the domestic market in order to guarantee the non-circulation of products with specifications prohibited by law; (v) carry out routine laboratory analyses; (vi) regulate and supervise the import processes of oil products, following all of its stages; (vii) issue an opinion on tariffs and prices applicable to activities regulated by the sector; (viii) regulate the commercial relationship between the different actors involved in the sector; (ix) regulate the distribution and marketing of natural gas in the internal market; (x) incorporate relevant international practices in the regulation of oil derivatives; and (xi) liaise with relevant international organisations.

The new framework for the downstream sector in Angola was established by Presidential Decree No. 208/19 of 1 July 2018. Under this Presidential Decree, refining of crude oil, import, reception, supply, storage, transportation, distribution, marketing and export and petroleum products are now subject to the free competition principle and further rules aimed at the promotion and defence of competition provided for in the Competition Law.

Through the enactment of Presidential Decree No. 49/19 of 6 February 2019, the ANPG was created and its by-laws approved. In lieu of Sonangol, ANPG was created as the new National Concessionaire whose main goal is to regulate, supervise and promote the execution of oil and biofuel activities in Angola.

In April 2019, and following the creation of the ANPG by the Petroleum Activities Law 2019, the Government introduced modifications to the Petroleum Activities Law 2004 in order to provide a transparent and efficient coordination of the exploration of oil resources in the country in addition to, creating favourable conditions to attract foreign investment to the Angolan oil sector. As per the Petroleum Activities Law 2019, the ANPG has the exclusive rights and power, which formerly belonged to Sonangol in the Petroleum Activities Law 2004, for the exploration and production of oil in Angola. The ANPG also has the prerogative to grant exploration and production of oil in Angola.

The ANPG also has the prerogative to grant permits for the exploration and production rights to petroleum companies, providing this is subsequently approved by means of a Concession Decree. Companies designated in Concession Decrees are permitted to engage in the exploration and production of production of petroleum in partnership with the ANPG.

Pursuant to the Petroleum Activities Law 2019, Sonangol (directly or through an affiliate company) has preferential rights to receive a minimum participative interest of 20 per cent. in all new oil concessions to be designated as producer in all oil concessions if technical and financial capacities are demonstrated in accordance with the internationally accepted practices in the oil industry.

As an integral part of the recent Petroleum Activities Law 2019, and the new 2019 regulatory oil scheme described above, Angola passed the Presidential Decree No. 52/19 of 18 February 2019 and established a 2019-2025 General Strategy for oil concessions (the “**2019-2025 Oil Concessions Strategy**” or the “**Oil Strategy**”) that aims at increasing oil and gas production in the country. Pursuant to the 2019-2025 Oil Concessions Strategy, oil concessions shall be granted public tenders, limited public tenders and direct negotiations.

In a public tender process, the National Concessionaire shall partner with other entities to execute projects in a specific area. In such a process, Sonangol will have the right to 20.0 per cent. minimum interest in all new concessions and to receive up to a 20.0 per cent. financing in all exploration concessions in which it does not act as producer. The ANPG also has the prerogative to grant permission to trade oil on behalf of Angola. The ANPG has granted this exclusive right to Sonangol. Pursuant to the 2019-2025 Oil Concessions Strategy, concessions by way of public tenders were applied to approximately 10 Blocks in 2019 located in Bacia de Benguela; to approximately nine Blocks in 2021 located in Bacia Terreste do Congo and Bacia Terreste do Cuanza and to approximately 12 Blocks in 2023 located in Bacia do Congo and Bacia Cuanza.

In limited public tender processes, concessions shall be granted over areas that are of strategic interest for Angola and only for companies previously selected by the National Concessionaire. Pursuant to the 2019-2025 Oil Concessions Strategy, limited public tenders applied to concessions in respect of approximately six offshore Blocks and two Blocks in free areas in 2021 and to approximately ten more Blocks in 2025.

In direct negotiation processes, a Concession Decree shall grant the National Concessionaire authority to enter into commercial contracts with companies that possess proven experience in oil exploration and production in similar geological areas. Initial negotiations for those contracts shall be approved by the Ministry of Mineral Resources and Petroleum. Pursuant to the 2019-2025 Oil Concessions Strategy, direct negotiation processes applied to approximately six Blocks in the first half of 2019.

The 2019-2025 Oil Concessions Strategy also promotes the exploration and analysis of new areas by entering into contracts with different companies. This includes areas such as the internal Bacias do Etosha, Okavango and Cassange and the offshore zones of Bacia do Namibe. According to the Oil Strategy, all the internal Bacias are expected to be divided in Blocks in 2022 and included in tenders in the year 2023. Further

Blocks that have been returned to the Government from the 2012 pre-salt exploration campaign shall be given in concession in 2025. The Oil Strategy also encourages the collection of data of the Bacia do Congo in order to determine the productive potential around the already identified areas. To achieve these objectives, the 2019-2025 Oil Strategy allows the opening of new public tenders not listed therein provided the approval of the Ministry of Mineral Resources and Petroleum is granted.

On 20 October 2020, Presidential Decree No. 271/20 was published, approving the new Legal Regime of Local Content in the Oil Sector (the “**RJCLSP**”), revoking Order No. 127/03 of 25 November 2003. The RJCLSP aims to promote measures and encourage the participation, in the oil sector, of commercial companies in which citizens and national companies have a stake. The RJCLSP sets forth new rules applicable to the procurement of goods and services for petroleum operations and obligations relating to the recruitment, employment and training of Angolan citizens. Violation of the obligations set forth in the statute constitutes an administrative offence punishable by fines of between U.S.\$50,000 and U.S.\$300,000. Offenders may also be subject to the accessory penalties, which include a ban on business activity for one to two years, a suspension of the authorisation to operate, or a prohibition on entering into new contracts.

While the existing regulatory framework functions across all elements of the oil and gas sector, the Government is currently considering introducing new regulations to cater specifically for the natural gas sector and the development and exploration of marginal fields.

In addition, Presidential Decree No. 249/21 of 5 October 2021 introduces further rules and procedures for the awarding of petroleum concessions under a permanent offer regime. Under the new rules, Blocks offered but not awarded, free areas relinquished to the Government, and concessions awarded to the ANPG in its capacity as National Concessionaire may be integrated into the permanent offer regime. Moreover, the rules set out the procedures applicable to direct negotiations and limited tenders, as well as the eligibility requirements for acquiring the status of associate of ANPG, as operator and non-operator.

On 20 November 2024, Presidential Decree No. 8/24 was enacted (the “**Incremental Production Decree**”). The Incremental Production Decree creates a new legal and tax framework to promote additional investments in certain offshore production blocks. The Incremental Production Decree reflects Angola’s attempt to increase oil and gas exploration activities to boost production which have continued to decline in recent years since its peak.

#### *Description of Sonangol’s corporate structure*

Sonangol is currently a shareholder in almost all oil and natural gas production and exploration projects in Angola, with the exception of two deepwater producing projects, and Sonangol operates Angola’s only oil refinery, Refinaria De Luanda. Sonangol owns 75 subsidiaries (as stated in its audited financial statements for the year ended 31 December 2023), most of which operate throughout the oil and natural gas industry, performing functions such as exploration, production and marketing of crude oil, storage and marketing of petroleum derivatives.

Sonangol’s key subsidiaries include the following:

- Sonangol Pesquisa e Produção (“**P&P**”), which undertakes exploration and production activities for Sonangol in Angola;
- Sonaref, which runs refining operations in Angola; and
- Sonagás, which runs Angola’s natural gas sector. Sonagás was formed in 2004 and is tasked with the exploration, evaluation, production, storage and transport of Angola’s natural gas and natural gas products. Sonagás is working with Sonangol P&P to establish a regulatory environment including taxation (to help increase research and development in the natural gas sector of Angola).

Sonangol is becoming increasingly involved in international ventures, and currently has interests in Brazil, Cuba, São Tome and Príncipe, Venezuela, Iraq and in the Gulf of Mexico. In early 2012, Sonangol pulled out of Iran’s South Pars-12 natural gas project after U.S. sanctions on Iran were tightened. Sonangol was also forced to halt operational activities in Iraq in 2012 because it had been experiencing repeated attacks on the oil fields it was operating (Qaiyarah and Najmah) as a result of militant violence in Iraq’s northwest



Ninawa Province. After the Iraqi government reclaimed the area in 2016, the security environment improved and in February 2018 Sonangol announced that it would resume oil operations in Iraq. Sonangol continues to explore opportunities around the globe as it aims to establish itself as a major international player. As of December 2023, Sonangol is involved in approximately 30 assets worldwide.

In May 2019, Angola passed the Privatisation Law (as defined below), in order to reduce the Government's participation in the economy as a direct producer of goods and services and to promote favourable conditions to private enterprise, foreign investments and the acquisition of specific know-how that is beneficial to the companies in the public sector. The Privatisation Law is complemented by the PROPRIV (as defined below), which as regards Sonangol, lays out a 2019-2022 schedule, extended through 2026, for the privatisation of the Sonangol Subsidiary Companies (as defined under “- *Privatisation and Public-Private Companies*”). As per the PROPRIV, Sonangol shall also be privatised through an initial public offering process expected in 2027. See “- *Privatisation and Public-Private Companies*”.

#### *Current principal commercial and fiscal terms of oil production*

The ANPG (as the successor National Concessionaire to Sonangol) has three principal commercial arrangements for the exploration for, and production of, oil:

- PSAs;
- JVs; and
- RSCs,

each of which is more fully described below.

- *PSAs* – Since 1978, when the first PSAs were implemented, PSAs have become the most commonly used type of arrangement for exploration for, and production of, oil in Angola. PSAs provide significant benefits to Angola because, unlike under JV arrangements, all capital costs associated with exploration, development and production are incurred by the contractors (typically, major international oil companies), which minimises the burden on Angola for development of the industry, but still gives Angola ownership of the resources. Where the contractor retains a stake in a PSA, it will incur costs pro rata to this stake in its capacity as a contractor. In addition, the contractor companies are typically able to provide the projects with the benefit of modern and advanced oil exploration and extraction techniques, which is particularly useful with the predominance of deepwater reserves. The terms of each PSA vary according to the different circumstances of the relevant area, including the difficulty of extracting oil and the size of the relevant reserves. Up until the mid-1990s, Sonangol generally took around a 25 per cent. stake as a contractor in the PSAs; more recently, its stake has tended to be closer to 20 per cent. The general terms such PSAs typically provide are as follows:
  - *Production and profit sharing*: Production from the particular concession area is used firstly for the recovery of production costs (including a yearly surface rental of U.S.\$300 per square kilometre payable by the contractors). Cost recovery is generally fixed at 50 per cent. of revenues from the total production, with variations up to 65 per cent. for some deeper water Blocks and in circumstances where development expenditures have not been recovered within four years. The remainder of the oil so produced (i.e. profit oil) is then divided as profit between the contractors and the National Concessionaire. Since 1991, the split has been calculated quarterly based on the contractors' rate of return in respect of the relevant Block (with the National Concessionaire's share increasing as the contractors' rate of return increases), having previously been based on cumulative production in the relevant development area with specified profit splits applicable to each tier. While it was National Concessionaire, 90 per cent. of Sonangol's revenues derived from the sale of its share of profit oil and was remitted to Angola, with Sonangol retaining 10 per cent. to cover its costs relating to acting as Angola's oil sector concessionaire.
  - *Bonuses*: Signature bonuses (one-time fees for the assignment and securing of licenses paid irrespective of success for the contractor or licensee) and commercial discovery and

production bonuses are payable by the contractor group, which vary depending on the type of concession to which the PSA relates, with deepwater and more promising concessions being subject to higher signature and production bonuses. The bonuses are neither cost recoverable nor tax deductible and are collected from the contractors by National Concessionaire and are passed on to Angola.

- *Taxes and royalties:* Goods and production imported and exported under PSAs are exempt from import and export duties. No royalties are payable by contractors under PSAs. However, petroleum income tax is charged on the contractors' share of profit oil (at 50 per cent.) less any price cap excess fee (see below), where applicable. This tax is paid directly by the contractors to the state revenue. There are also minor taxes due, including payroll and training taxes.
- *Price cap:* A price cap mechanism, which incorporates an annual inflation index rate based on the UN price index, sets a limit on the excess fee due to ANPG in its capacity as concessionaire under the PSA and only applies to cumulative production profit share under the PSA.
- *Other duties:* PSAs normally impose social development, training of local personnel and environmental duties on the contractors, and the Government is entitled to request that the contractors supply 50 per cent. of total production from the concession to Sonangol at market price in order to satisfy Angola's domestic oil consumption requirements.
- *Depreciation:* Depreciation rate is 25 per cent. on a straight-line basis.
- *JVs* – JVs are used for concessions in Congo onshore and Block 0 and the typical principal provisions of such JVs are as follows:
  - *Participation:* Sonangol acts as a joint venture partner of foreign oil companies in Congo onshore (where it holds approximately 80 per cent. in the joint venture, with CABGOC holding a minority interest) and in Block 0 (where Sonangol initially held 51 per cent. and since 1991, 41 per cent. in joint ventures). All costs are shared according to the partners' respective participation interests.
  - *Bonuses:* Signature and production bonuses are payable, and not tax deductible.
  - *Taxes and royalties:* Import and export duties are not payable, but royalties are charged at 20 per cent. Corporate income tax from petroleum revenue is payable at the rate of 65.8 per cent. Additional profits are also taxed at a rate of 70 per cent. Other minor taxes such as training taxes are payable.
  - *Depreciation:* Depreciation rate is 16.7 per cent. on a straight-line basis.
  - *Other duties:* JV agreements normally impose social development, training of local personnel and environmental duties.
- *RSCs* – In 2009, Angola re-introduced into its oil industry RSCs. Two RSCs were granted to Cobalt International Energy in 2009 for pre-salt concessions in Blocks 9/09 and 21/09, and their terms differ significantly from those granted previously. Cobalt International Energy sold its interest in Block 21/09 to Sonangol effective 1 January 2015. In October 2020, ExxonMobil signed RSCs with the APNG for three Blocks in the unexplored Namibe Basin offshore southern Angola. ExxonMobil will operate Blocks 30, 44 and 45 with a 60 per cent. stake. Sonangol Pesquisa e Produção will hold the other 40.0 per cent. In November 2023, the ANPG and Azule Energy signed RSCs contracts for offshore Blocks 46 and 47 as well as Block 18/15 in partnership with Equinor and Sonangol. Azule Energy will operate the three Blocks, with a 40.0 per cent. interest in Blocks 46 and 47 and 80 per cent. in Block 18/15. Sonangol holds a 20 per cent. stake in each Blocks and Equinor a 40 per cent. stake in Blocks 46 and 47. See “– Primary Industry Sectors – Oil Industry – Exploration”. Principal provisions of the 2023 RSCs are as follows:

- *Costs:* All costs are borne by the consortium of contractors, and at their own risk in the event that no oil is eventually discovered. However, the contractors recover costs through the sale of the oil if exploration proves successful.
- *Ownership of oil and payment to consortium:* All produced oil belongs to the National Concessionaire but the National Concessionaire must pay the consortium an agreed fee, in the form of part of the oil production.
- *Taxes and royalties:* Tax and royalties terms are similar to those used under JV arrangements. Import and export duties are not payable, but royalties are charged at 20 per cent. Corporate income tax from petroleum revenue is payable at the rate of 65.75 per cent. Additional profits are also taxed at a rate of 70 per cent. Other minor taxes such as training taxes are payable.
- *Depreciation:* The depreciation rate is 16.66 per cent. on a straight line basis, which is the same as for JV arrangements.

Based on the above structures of arrangements used in the oil industry, Angola's revenues derived from oil production activities comprise principally of: (i) taxes collected from foreign contractors and from Sonangol operating in its capacity as an oil production company; (ii) 93.0 per cent. of ANPG's share of profit oil under PSAs (Sonangol retained 5 per cent. of its profit oil on account of its costs incurred in acting in its capacity as the concessionaire in 2019 and retained 5 per cent. starting in 2020); and (iii) bonuses and royalties payable to ANPG in respect of upstream contracts. In addition, as the company is wholly-owned by Angola, Sonangol pays dividends to Angola as its sole shareholder.

The table below sets forth information concerning revenues of Angola derived from oil production activities in Angola for the years indicated:

	2018	2019	2020	2021	2022	2023
		(U.S.\$ billions)				
Oil tax revenue, of which:	15.2	4.0	2.0	2.6	5.0	2.7
From Sonangol .....	10.0	0.2	0.0	0.0	0.0	0.0
From foreign operators .....	5.2	3.8	2.0	2.6	5.0	2.7
Dividends from Sonangol .....	0.0	0.0	0.0	0.0	0.0	0.0
Revenue from Concessionaire (ANPG)	0.0	7.5	4.8	4.7	4.9	6.3
<b>Total .....</b>	<b>15.2</b>	<b>11.5</b>	<b>6.8</b>	<b>7.2</b>	<b>9.9</b>	<b>8.9</b>

Source: Ministry of Finance

### Sonangol

- *History* – There were only two producing regions in Angola prior to independence, being the Cabinda concession (Block 0, operated by CABGOC) and the onshore concession operated by Fina (known as FS and FST). Both of these concessions had been initially awarded by the Portuguese colonial authorities which had control of Angola at the time. In June 1976, Sonangol was established by the new Government. Sonangol took 51 per cent. interests in each of these concessions under contract reorganisations conducted in 1978, although its stake in Cabinda offshore (Block 0) was reduced to 41 per cent. in 1991. As stated above, and until the Petroleum Activities Law 2019 was passed, under an Angolan law governing operations in the petroleum sector, which was passed in 1978, Sonangol was granted the exclusive rights to exploration for, and production of, petroleum in Angola and, in addition, the right to contract with domestic and international petroleum companies to permit them to engage in the exploration and production of petroleum in partnership with Sonangol, subject to the consent of the Government.
- *Governance* – Sonangol is managed by its board of directors, consisting of seven executive directors and four non-executive directors. All directors, including the Chairman, are appointed by the President of the Republic.
- *Revenues* – Sonangol derived its revenues from four main sources: (i) from its participation as a contractor in PSAs; (ii) from its participation in JVs; (iii) from revenues from RSCs; and (iv) from non-upstream activities including logistics and supply chain, retail and marketing, shipping,

aviation and telecommunications. According to its 2023 annual results, Sonangol registered a net profit of AOA 930,022,111,920 in 2023, compared to AOA 838,084,213,348 in 2022.

Sonangol does not undertake any quasi-fiscal operations on behalf of the Government.

Sonangol has seven separate commercial divisions operated through subsidiaries, each generating their own income. These subsidiaries are engaged in exploration and production of oil; gas; logistics and supply; retail and marketing; shipping; aviation and telecommunications. Although in the long-term, Sonangol's intention is to spin-off its non-core activities, the current lack of relevant services in the market makes Sonangol rely on those services from its subsidiaries.

- *Funding* – Sonangol's outstanding external debt as of 31 December 2023 is U.S.\$2.6 billion, a 43.0 per cent. decrease from 2018, when its outstanding external debt stood at U.S.\$4.5 billion. Sonangol has borrowed from the syndicated loan market, for which loans Credit Agricole Corporate and Investment Bank (formerly CALYON), Standard Chartered Bank, China Development Bank, Industrial and Commercial Bank of China and BNP Paribas have acted as agents. As of 31 December 2023, Sonangol's total liabilities stood at U.S.\$2.6 billion, with debt repayments at U.S.\$1.8 billion. In 2023 Sonangol's new debt borrowing from commercial banks totalled U.S.\$1.65 billion. In 2023, Sonangol, in partnership with Gemcorp, secured U.S.\$335 million to finance the construction of the Cabinda refinery.

Historically, Sonangol's borrowing policy was based on dedicated revenue streams deriving from its sales of crude oil accruing to it from its oil interests in Angola. Since 2006, however, Sonangol's borrowings have assumed a more typically corporate structure. Borrowings are contracted by Sonangol's wholly-owned subsidiary, Sonangol Finance Limited ("SFL"), under guarantee of Sonangol, supported by oil receivables sale and purchase agreements between Sonangol and SFL. Since the Government established a policy of not borrowing against its future oil sales revenues, Sonangol has discontinued its former policy of hedging against changes in oil prices.

- *Investments and international operations* – Sonangol has a number of financial investments from which it derives dividend income. Investments outside of Angola include direct and indirect shareholdings, including Millennium BCP, GALP and Carlyle Energy Fund III. Sonangol's investments in Angola include, among others, shareholdings in Banco Económico, Banco Africano de Investimentos, Manubito and Banco Caixa Geral Tota de Angola. Sonangol's telecommunications subsidiary also owns a 50 per cent. shareholding in Unitel.

In addition to petroleum production activities in Angola, Sonangol holds a number of concessions internationally. These include concessions in the Gulf of Mexico, Iraq and Brazil. In addition to being engaged in the petroleum industry, the Sonangol corporate group holds equity interests in a variety of industries including telecommunications and banking.

Sonangol intends to invest across its business U.S.\$8.0 billion between 2024 and 2027 through a combination of Sonangol's own cash flow, debt financing from commercial banks, as well as via the disposal of certain of its non-core assets. As at 30 June 2024, Sonangol had raised approximately U.S.\$2.1 billion in debt financing from commercial banks, in alignment with the expected funding requirements for 2024.

Sonangol's historic investment programme principally consists of costs associated with building facilities for the exploration and production of oil, LNG and natural gas.

The following table sets forth Sonangol's historic investment programme for the years indicated:

Description	2020	2021	2022	2023
	(U.S.\$ millions)			
Exploration and production.....	524	919	1,149	1,750
Refining and shipping.....	66	48	174	220
Distribution and transportation .....	11	24	115	57
Non-core activities.....	31	3	12	38
<b>Total.....</b>	<b>633</b>	<b>995</b>	<b>1,450</b>	<b>2,065</b>

Source: Sonangol

The following table sets forth Sonangol's projected investment programme for the years indicated:

Description	2024	2025	2026	2027
	(U.S.\$ millions)			
Exploration and production (crude oil and natural gas).....	957	1,198	1,199	1,379
Refining and shipping.....	890	754	773	605
Logistics and distribution of refined products.....	131	36	28	16
Non-core activities.....	23	12	0	0
<b>Total.....</b>	<b>2,000</b>	<b>2,000</b>	<b>2,000</b>	<b>2,000</b>

Source: Sonangol

#### *Midstream and downstream services*

- Transportation – Oil produced offshore is directly exported by tanker from Floating Production, Storage and Offloading systems (“FPSOs” or “FSOs”). Oil produced in the shallow water of Cabinda and onshore is transported by pipeline to onshore terminals and then exported overseas by tanker.
- Refining – Angola has one operating oil refinery, which was built in 1955 outside Luanda and has a capacity of 65,500 bbl/d. It currently meets between only approximately 20 per cent. and 30 per cent. of Angola's refined petroleum needs and has experienced several maintenance-related shutdowns.

In order to reduce dependency from imports of refined oil, Angola started planning the construction of a second refinery at Lobito in the Benguela province in December 2012. KBR Inc., the NYSE listed U.S. engineering, procurement and construction company, was awarded the contracts to provide project management services for the design and construction of the refinery after the completion of front-end engineering and design in early 2023. KBR Inc. has been operating in Angola since 1968 and has executed a significant number of projects in the region. In October 2023, Sonangol awarded the engineering, procurement and construction contract for the refinery to China National Chemical Engineering Co. Ltd., following a memorandum of understanding signed in June 2023. Construction is estimated to take 40 months, but as of the date of the Base Offering Circular, a timeline in connection with official construction works has not been revealed yet. The Lobito refinery was originally estimated to cost Sonangol U.S.\$6.4 billion, of which U.S.\$6.3 billion has been invested as at 31 December 2023, mainly in tangible fixed assets for the implementation of the project. Financing for the Lobito refinery is being provided by Sonangol, as the investor in this refinery. The Lobito refinery is expected to initially process 120,000 bbl/d, increasing to 200,000 bbl/d within a year of becoming operational. The new refinery is expected to run on Angola's crude oil with refined products sold to domestic and international markets. In July 2021, Sonangol issued a public tender to select entities that will acquire a stake in the Lobito refinery. Based on such tender private investors will own 70.0 per cent. of the project whereas the remaining 30.0 per cent. will be owned by Sonangol. Sonangol has already carried out several phases of the project, including the economic feasibility study, reassessment of the feed, dredging of Lobito bay, preparation of the terraces and conduct of the heavy load road.

In October 2019, Angola commenced an international public tender for the construction of the Soyo refinery, which was awarded to a consortium led by U.S. company Quanten in March 2021. The Soyo refinery is expected to be wholly-owned by Sonangol. Sonangol and Gemcorp Capital LLP, a London-based investment management firm, are also in the process of constructing a refinery in Cabinda, which is due to become operational before the end of 2024. In July 2023 Sonangol and Gemcorp secured U.S.\$335 million to finance the construction of the refinery. The Cabinda refinery is expected to process 60,000 bbl/d once completed and have a positive impact on job creation in the region. Gemcorp Capital LLP holds a 90.0 per cent. stake in the project and Sonangol owns the remaining 10.0 per cent.

- Marketing and retail – Sonangol markets its own oil through its three trading offices in London, Houston and Singapore. Oil is marketed and sold on a cargo by cargo basis, at market prices.

### Angolan consumption of refined petroleum products

Angola imported approximately U.S.\$3.6 billion in fuel sources in 2023, most of which is comprised of refined petroleum products. Angola imports approximately 70 per cent. to 80 per cent. of the refined petroleum products it consumes. In June 2023, the Government announced the gradual removal of subsidies in connection with oil refined products, such as gasoline and diesel. The 2024 National Budget provides for the elimination of the remaining subsidies on gasoline and diesel while retaining the ones on illuminating and cooking oil to remain in place. The phasing-out of subsidies on petroleum products is being undertaken to generally reduce the country's fiscal burden and redirect resources toward broader economic priorities. The phased removal is expected to continue through 2025, allowing time for gradual adjustment in energy prices for households and businesses.

### Exports

For over 15 years, China has been the largest importer of Angola's oil. China is currently the fastest growing market for Angolan oil, accounting for 57.0 per cent. of Angola's crude oil exports in 2023. The United States (2.5 per cent. in 2023), India (5.7 per cent. in 2023) and South Africa (0.9 per cent. in 2023) are also major destinations for Angolan oil. However, U.S. imports of Angolan crude oil continue to decline because of increased U.S. production of similar quality crude grades. Angola's crude oil exports to the United States accounted for 2.5 per cent. of Angola's total crude oil exports in 2023, compared to 3.2 per cent. in 2018.

Most Angolan crude oil is medium-to-light in density, but some grades (such as Dalia, Pazflor and Hungo), are heavy grades. A large proportion of Angola's oil production is exported because Angola's domestic refining capacity is limited.

The table below sets forth certain information regarding the composition of Angola's crude oil exports for the years indicated, unless otherwise stated, by country:

	2018	2019	2020	2021	2022	2023
	<i>(U.S.\$ billions)</i>					
China .....	23.7	21.2	12.9	19.9	21.6	17.9
United States.....	1.2	0.9	0.3	0.4	0.2	0.4
Canada.....	0.7	0.0	0.1	0.4	1.2	0.7
France.....	0.6	0.5	0.4	0.1	2.4	1.3
India.....	3.2	2.8	1.1	2.0	3.7	1.8
South Africa .....	1.1	0.4	0.2	0.5	0.3	0.3
The Netherlands.....	0.1	0.1	0.2	0.1	1.9	1.9
Spain.....	1.2	1.1	0.4	0.2	1.8	2.4
Chile .....	0.0	0.2	0.1	0.5	0.4	0.0
Taiwan.....	0.2	0.2	0.3	0.1	0.7	0.1
Brazil.....	0.0	0.0	0.0	0.0	0.0	0.0
Others .....	4.6	4.0	2.3	3.5	6.2	4.7
<b>Total .....</b>	<b>36.5</b>	<b>31.4</b>	<b>18.3</b>	<b>27.9</b>	<b>40.3</b>	<b>31.4</b>

Source: Ministry of Mineral Resources and Petroleum

### Investment

Investment in the oil sector amounted to U.S.\$4.6 billion in 2023 and U.S.\$3.7 billion in 2022 and totalled U.S.\$22.2 billion for the period from 2018 to 2023.

The following table sets forth the investment in the oil sector for the periods indicated:

	2018	2019	2020	2021	2022	2023
	<i>U.S.\$ millions)</i>					
Exploration .....	(257.4)	542.5	63.2	63.2	579.6	613.1
Development .....	4,119.8	3,242.1	2,779.7	2,779.7	3119.4	3938.6
Administration & Services (A&S) .....	788.8	66.1	17.0	17.0	32.2	34.9
<b>Total .....</b>	<b>4,651.2</b>	<b>3,850.7</b>	<b>2,859.9</b>	<b>2,859.9</b>	<b>3,731.2</b>	<b>4,587.1</b>

Source: Ministry of Mineral Resources and Petroleum and Sonangol

In 2023, oil companies' investment increased to U.S.\$3.9 billion in the exploration and development of new fields compared to U.S.\$3.1 billion in 2022 and U.S.\$2.8 billion in 2021. The Government expects that between 2024 and 2026 investment in the exploration and development of new fields will further increase.

Nevertheless, the Government intends to shift away from its reliance on oil revenues and diversify the Angolan economy by focussing on the expansion of other sectors, such as agriculture and tourism. In 2018, the Government established the PRODESI, which contains seven key initiatives to reduce imports, increase self-sufficiency and diversify Angolan exports, with the aim of significantly decreasing its historical over-reliance on oil export revenues. See “*Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

### *Natural Gas*

Alongside its oil reserves, Angola has significant reserves of natural gas. Most of Angola’s natural gas production is associated gas at oil fields. However, currently, natural gas is reinjected into oil wells to enhance oil recovery. See “– *Environment*” for a discussion of the Government’s restrictions on the flaring of natural gas. The Government seeks to make the extraction of natural gas economically viable and built a major LNG plant at Soyo, in the Zaire region of Angola. This project has been established jointly by Sonangol, Chevron, BP, Eni and Total. The plant cost approximately U.S.\$10 billion in total, representing the largest single investment in Angola’s history. It exported its first cargo in June 2013 to Brazil, and further to Japan, China and South Korea. The plant was built with a capacity to process 110,000 bpd, producing 5.2 million tons per year of LNG, as well as natural gas plant liquids (such as petrol, benzene, jet fuel and kerosene), thus helping Angola reduce imports of fuel products.

In 2023, 100.1 thousand barrels of oil equivalent per day (“**BOEPD**”) of natural gas were produced in Angola compared to the 118.1 BOEPD produced in 2022 (16 thousand BOEPD less than the 2022 production target of 134.1 thousand BOEPD). In 2021, 120.5 BOEPD of natural gas were produced in Angola (7.4 thousand BOEPD more than the 2021 production target of 113.4 thousand BOEPD), compared to 144,042 BOEPD of natural gas in 2020.

The Presidential Legislative Decree No. 7/18 of 18 May 2018 established the inaugural legal and fiscal regime applicable to the activities of research, evaluation, development, production and the sale of natural gas in Angola. The purpose of this Decree is twofold, promoting the exploitation of natural gas, whilst ensuring the flexibility and adaptability to allow the economic viability of future products. This Decree provides both the National Concessionaire and investor companies, the joint rights to develop, produce and sell natural gas both in the domestic and international markets. In addition, the Decree establishes the tax regime applicable to activities carried out under this legislation (although, the Petroleum Activities Law, the Law on Taxation of Petroleum Activities and other relevant petroleum legislation continues to apply in any matters not provided for in Presidential Legislative Decree 7/18).

In November 2019, the ANPG created the New Gas Consortium (“**NGC**”) for the exploration and production of natural gas in Angola, operated by Eni in partnership with BP, Chevron, Total and Sonangol. The NGC will develop the existing non-associated gas fields in Blocks 1, 2 and 3 and sell the gas to Angola LNG in Soyo. The NGC represents the first upstream natural gas partnership in Angola.

In July 2022, the NGC finalized the decision to invest in the Quiluma and Maboqueiro gas project in Angola – the first non-associated gas development project in the country. The project includes two offshore platforms and a gas processing plant connected to the platforms via an LNG cargo. Project execution activities began in 2022, with first gas planned for 2026 and an expected production of 330 million standard cubic feet per day at plateau.

### *Mining*

While oil represents the single most important mineral resource produced in Angola, the country has significant reserves of other minerals. Prior to gaining independence, Angola had been a significant producer of diamonds, iron ore, gold and copper. The country’s mining infrastructure was severely disrupted during the Civil War, but, towards the end of the Civil War, the diamond industry in particular began to recover. The Government is currently seeking to expand and diversify its mining sector, which it sees as playing an important part in reducing Angola’s reliance on the oil sector. The mining sector real GDP grew 0.7 per cent. in 2018, and 8.5 per cent. in 2019, while it contracted by 12.3 per cent. in 2020. In 2021, 2022 and 2023, the mining sector real GDP increased by 10.4 per cent., 0.5 per cent. and 12.4 per cent., respectively.

In addition to improving revenue streams from the mining sector, the Government considers the expansion of the mining sector to be an important tool in improving employment rates across Angola, particularly in rural areas. In contrast to the oil sector, which is capital-intensive but does not require a large number of employees, the mining sector is significantly more labour-intensive. Furthermore, unlike the oil sector, employment in the mining sector does not require a high level of skill, thus a significantly broader segment of Angola's population is eligible for employment in mining.

Before independence, Portuguese mining companies embarked on a wide-scale comprehensive geological survey of Angola's mineral resources. This work was interrupted by the Civil War. Countries neighbouring Angola, such as the DRC, Namibia and Zambia have significant proven reserves of a variety of mineral resources, including diamonds, copper, gold, manganese and phosphate.

Mining activities are ruled in Angola by the Mining Code, approved by Law 31/11 of 23 September 2011. This contains most of the rules governing the mining industry and mineral operations, from exploration to processing and marketing of all types of minerals.

On 26 May 2020, the Government enacted the Presidential Decree No. 143/20, which establishes the New Governance Model for the Mining Sector with the aim of reducing the state direct participation in mining activities, optimising the role of private agents, allowing the concentration of strategic function in the Ministry of Natural Resources and promoting transparency in the mining industry. In accordance with the New Governance Model for the Mining Sector, the President is the general supervisor of its implementation and the Ministry of Mineral Resources is tasked with: (i) formulating the policy, legislation and strategy of the mining sector; (ii) ensuring the intersectoral articulation for the correct implementation of such policies and strategy; (iii) coordinating and supervising the activities of the mining sector; (iv) promoting the local minerals and the mining value chain; and (v) guaranteeing the rights of investors in the sector and approving the multiannual and annual plans for the mining sector of Angola. The New Governance Model for the Mining Sector also provides that the Ministry of Finance shall supervise and monitor the mining sector's fiscal framework, audit its accounts and collect taxes and other revenue derived from mining activities. Moreover, under the New Governance Model for the Mining Sector decree, the government enacted Decree 161/2020 on 5 June 2020, which creates the National Mineral Resources Agency (the "ANRM") and conferred upon it the power to, among other: (i) plan, prepare and launch mining concessions; (ii) negotiate and manage concession agreements on behalf of the Government; (iii) monitor the implementation of activities under the concession agreements; (iv) publicly certify and test concessionaires and mining activities; and (v) monitor the quality and content of minerals. The ANRM is now the only regulatory entity for mining activities in Angola. The Government is planning for ANRM to replace the state-owned corporation managing iron ore production in Angola, Ferrangol.

As part of the PRODESI, an international tender for the acquisition of rights to exploit diamonds, iron and phosphate in five regions in Angola was launched in October 2019. In May 2020, the Government announced the winners of the international tender, with phosphate concessions awarded to the Australia-based Minbos Resources and the Angolan company Cimenfort Industrial. The diamond concessions were awarded to the U.S. company Ishangol LLC, the Brazilian B&A consortium, and Somipa, an Angolan company.

In February 2021, Pensana Rare Earths received approval for the Longonjo Rare Earths Project, giving the firm a mining title renewable for up to 35 years on a project area situated approximately 300 kilometres from Lobito. The deposit consists of neodymium and praseodymium, which are used in the manufacture of batteries for electric vehicles and wind farms.

In April 2022, De Beers Grop, a subsidiary of Anglo American, signed two mining investment contracts in connection with undisclosed lots located in the north-east part of Angola for the exercise of mineral rights covering all stages of diamond resource development, from exploration to mining, spanning a period of 35 years. Each concession area will be held by a separate new joint venture company formed by De Beers Group and Endiama, Angola's state-owned diamond company. De Beers Group will hold a substantial majority in the new companies, with Endiama having the ability to incrementally increase its equity share over time in line with certain conditions outlined in a shareholder agreement.



In June 2022, Angola was admitted to the international Extractive Industries Transparency Initiative, a voluntary initiative with the goal of enhancing revenue transparency by verifying and publicising the revenues paid to government members by extractive companies, in order to reduce corruption, support the country's transparency and accountability reform agenda, improve the investment climate and support efforts towards improved domestic resource mobilisation.

In February 2023, a more flexible foreign exchange regime was provided for the mining sector with the enactment of the Angolan National Bank's Order 2/2023 of 9 February 2023, which revoked Order 13/2020 of 29 May 2020, and, in particular: (i) extended the scope of application of the foreign exchange regime to the mining sector in general; (ii) made it possible for External Investing Entities (a concept defined in the Order and which includes not only direct investors, but also Angolan or foreign registered special purpose vehicles) to open and operate bank accounts abroad, including escrow accounts, without the need for previous authorisation of the Angolan National Bank; (iii) made it possible for External Investing Entities to secure financing abroad, also without the need of previous authorisation from the Angolan National Bank; and (iv) established the terms upon which bank accounts in foreign currency domiciled in Angola may be operated, namely for the purposes of paying capital, interest and charges relating to loans or debt in foreign currency contracted in the country or abroad and reimbursement of shareholder loans originating outside the country.

In November 2023, Ivanhoe Mines, a Canadian mining conglomerate, was granted an exploration license of an area spanning 22,195 square kilometres in the Moxico and Cuando Cubango provinces of Angola. The mining investment contract, officially granting the prospecting rights, was signed with the ANRM during the 2023 Angolan Mining Conference held in Luanda on 23 November 2023. The extensive package of prospecting rights covers a greenfield copper exploration ground. Ivanhoe's exploration activities commenced in 2024.

In January 2024, Rio Tinto, one of the largest mining conglomerates worldwide, signed a U.S.\$5.7 billion mining investment contract with ANRM. The agreement assigned mineral rights to Rio Tinto for a period of 35 years in connection with a 9,887 squared kilometres area in Angola's Moxico province and outlines Rio Tinto's exploration focus on basic metals, including copper, cobalt, zinc, titanium, and aluminium.

Under the NDP 2023-2027, the Government intends to support producers in the mining sector to increase the production of diamonds, gold, ferrous metals and ornamental rocks. To capture the potential of Angola's mining resources, the Government plans to update the inventory of mineral resources and to draw up new maps to increase geological knowledge of the country. The overall policy goal is to increase the investment volume in the mining sector, excluding diamonds, to U.S.\$2.0 billion by 2027 and U.S.\$24.3 billion by 2050.

The NDP 2023-2027 also sets out the Government's objective to promote social responsibility in the sector, through training and implementing new projects, and to strengthen environmental sustainability, through regulating safety standards and implementing forest projects to rehabilitate degraded mining areas.

### ***Diamonds***

Mining for diamonds commenced in Angola in the early twentieth century. Angola continues to possess considerable diamond reserves, particularly in the Lunda Norte and Lunda Sul provinces, and the Government estimates that Angola's total diamond reserves amount to 114 million carats. In 2013, a significant diamond deposit – now the site of the Luaxe mine – was discovered between the provinces of Lunda Norte and Lunda Sul. Angolan diamond production amounted to an estimated 9.7 million carats in 2023 (2.7 million carats less than the 2023 production goal of 12.4 million carats), 8.8 million carats in 2022 (1.3 million carats less than the 2022 production goal of 10.1 million carats), 8.7 million carats in 2021 (0.4 million carats less than the 2021 production goal of 9.1 million carats), 7.9 million carats in 2020 (0.4 million carats more than the 2020 production goal of 8.3 million carats), and 9.1 million carats in 2019. It is projected that diamond production will reach 14.6 million carats by the end of 2024, with 9.4 million carats already having been produced as at 30 September 2024. The diamond sector represented 1.4 per cent. of GDP in 2023, as compared to 1.3 per cent. of GDP in 2022, 1.3 per cent. of GDP in 2021, 1.6 per cent. of Angola's GDP in 2020, 1.3 per cent. of Angola's GDP in 2019 and 0.8 per cent. of GDP in 2018. Total

diamond production in 2023 generated a revenue of U.S.\$1.5 billion. An objective of the NDP 2023-2027 is to double diamond production by 2028.

World diamond prices declined by approximately 20-30 per cent. in 2007-2008, mainly as a result of the global financial crisis. As a result, the Government introduced a policy providing that, should diamond prices fall below the point at which production under the relevant concession would be loss-making (the “breakeven price”), the Government would purchase diamonds from Angolan mines at the break-even price to ensure continued employment in the Angolan mining sector. However, since the policy was introduced, world diamond prices have not fallen below the break-even price and Angola has not needed to purchase any diamonds on this basis.

Both local and foreign companies are allowed to operate in the diamond sector. However, in order to explore for diamonds in Angola, companies must, by law, partner with the state-owned mining company, Endiama. Endiama’s interest in each project must not be less than 10 per cent. In addition to being engaged in diamond production, Endiama acts as the agent of the Government in granting rights to diamond mining projects to third parties. In doing so, Endiama holds competitive tenders in respect of mining fields nominated by the Government and grants concessions on behalf of the Government to the successful bidders for such tenders. Endiama is one of the state-owned companies scheduled to be privatised under the PROPRIV, with Endiama’s current roles of regulator and concessionaire being transferred to ANRM.

In addition to the Mining Code, which sets the main framework for the mining industry, there is specific legislation on diamonds exploration and trade and polishing. This is found within Presidential Decree No. 85/19 of 21 March 2019 (the Regulation of Semi-Industrial Diamond Mining), Presidential Decree No. 175/18 of 27 July 2018 (the Diamond Trade Policy) and Presidential Decree No. 35/19 of 31 January 2019 (the Technical Regulation on the Marketing of Rough Diamonds).

Major mining companies operating in Angola’s mining sector, apart from Endiama, include Rio Tinto (United Kingdom), Ivanhoe Mines (Canada), Anglo American (United Kingdom / South Africa) and Madden International (Oman). In most mining projects, they act as investors and/or project operators. Participation of local private companies in the mining sector remains limited to the investor role, with the operator role typically taken by a major international mining company (which may or may not also act as an investor in the same project).

Angola’s major mining projects include the following:

- *Catoca Mine.* The Catoca diamond mine is located in the Lunda Sul province and covers an area of 370 square kilometres. It is owned by a consortium comprising Endiama (which holds a 41.0 per cent. interest in the project), Madden International (also 41.0 per cent.) and LL International Holding B.V (18.0 per cent.). Most recently, due to the sanctions imposed by the U.S. and other western countries, which created difficulties for the Angolan diamond industry and for the credibility of Angolan diamonds in the international market, Alrosa sold its participation in Catoca to Oman-based investment fund, Madden International. The Catoca mine produced 5.6 million carats of diamonds in 2022 and 6.9 million carats of diamonds in 2023. The mine’s production is 35 per cent. gem quality, compared to a global average of 20 per cent.
- *Cuango Mine.* The Cuango diamond mine is located in Lunda Norte province, between the municipalities of Cuango and Xá-Muteba, alongside the Cuango River, and covers an area of 3,000 square kilometres. It is owned by a consortium comprising Endiama (41.0 per cent.), ITM Mining (38.0 per cent.) and Sociedade Mineira de Lumanhe (21.0 per cent.). The Cuango mine produced 269.3 thousand carats of diamonds in 2022 and 237.2 thousand carats of diamonds in 2023.
- *Chitotolo Mine.* The Chitotolo diamond mine is located in Lunda Norte Province, in the Nzagi region and covers an area of 5,400 square kilometres. It is owned by a consortium comprising Endiama (45 per cent.), ITM Mining (40 per cent.) and Sociedade Mineira de Lumanhe (15 per cent.). The Chitotolo mine produced 250.1 thousand carats of diamonds in 2022 and 321.8 thousand carats of diamonds in 2023. The mine’s production is 80 per cent. gem quality, compared to the global average of 20.0 per cent.

- *Luaxe Mine.* The Luaxe diamond mine, which covers approximately 1,195 square kilometres, is located in Lunda Norte Province, north of Lunda Sul and 20 kilometres from the Catoca Mine. The mine produced 5,684 thousand carats of diamonds in 2022 and 6,935 million carats in 2023.
- *Luele Mine.* The Luele diamond mine, the largest diamond project in the country, is located in the northeast of Angola, Lunda Sul province, and was first discovered in 2013, during geological research carried out by Sociedade Mineira de Catoca. The latter owns a 50.5 per cent. stake in the project, Endiama controls 25.0 per cent., Falcão owns 19.5 per cent., an unnamed pension fund has a 4.0 per cent. shareholding, and the Geological Institute of Angola controls the remaining 1.0 per cent. Preliminary studies indicated that the Luele mine contains an amount of ore equal to 647 million tons, to result in a production of 628 million carats throughout the 60 years' useful life of the mine. The Luele mine was inaugurated in November 2023.

In November 2023, the country hosted the Angola Mining Conference 2023 (“**AMC 23**”) “Mineral Resources: Development, Sustainability and Challenges”. The key theme of AMC 23 revolved around the need to foster the country's economy and create more jobs as well as expanding the country's tax base, at a time when the international community is actively seeking critical minerals and Angola boasts a well diversified portfolio of mineral resources. Technological matters, particularly the ones related to exploration operation techniques, were also highlighted at the AMC 23 conference.

In June 2020, the Government announced plans to further develop its industry specific market infrastructure and plans to optimise and widen its services to the global diamond trade through the establishment of an Angolan Diamond Hub and an Angolan Diamond Bourse. The Angolan Diamond Hub will include a Gemmological Academy, a Technological Research Centre and will be embedded in a free trade zone. The diamond exchange in Luanda is expected to begin experimental operations in 2026.

In September 2019, a third diamond cutting factory opened in Angola, with a reported production capacity to process 5,000 carats per month. The aforementioned factory is located in an area of 458 square metres, in the district of Maianga in Luanda.

As a country that has suffered from conflict financed by diamonds in the past, Angola is taking steps to achieve full compliance with the Kimberley Process Certification Scheme (an international government, industry and civil society initiative to stem the flow of rough diamonds used by rebel movements to finance wars against legitimate governments) in the foreseeable future. The Kimberley Process was introduced by the United Nations in 2003 to certify the origin of rough diamonds, providing an assurance to purchasers that in buying diamonds certified under the Scheme, they are not financing war and human rights abuses. This was a consequence of the 1998 U.N. Security Council Resolution 1173, in which it imposed sanctions against UNITA, requiring all UN member states to prohibit the import of Angolan diamonds unless they bore a certificate of origin issued by the Government. Angola has participated in the Kimberley Process since its inception and has chaired the working group for the Artisan Alluvial Producers since 2006. Angola received its first peer review of compliance in 2005 and its second peer review of compliance in December 2009. Angola has not been sanctioned under the Scheme.

Angola chaired the Kimberley Process Certification Scheme and hosted the annual Kimberley Process meeting in Luanda in June 2015 and November 2015. Angola is currently the seventh-largest diamond producing country by volume, producing 8.7 million carats in 2022, based on statistics from the Kimberley Process. Angola's inaugural rough diamond tender (the “**Tender**”) took place in Luanda in January 2019. The Tender marked the beginning of a new era for the Angolan mining industry, being the first Angolan production for sale offered via competitive tender under the new diamond marketing policy as amended by the Presidential Decree No. 175/18 of 27 July 2018 (the “**Policy**”). The Policy is among measures introduced by the Government with the intention of increasing foreign direct investment into Angola's diamond sector. The Tender achieved a total sales price of U.S.\$16.7 million, representing an average price of \$33,530 per carat, a price reflecting the highly competitive bidding from a reported 31 leading international diamond traders and large stone manufacturer that participated in the Tender. Since 2019, SODIAM, Angola's national diamond trading company, has conducted nine tenders, the latest taking place on 19 April 2024, generating revenues for approximately U.S.\$214 million.

SODIAM, in cooperation with Endiama and the Kimberley Process Commission, performs the functions of a public trading body. Furthermore, SODIAM manages Angola's strategic diamond reserves and acts as a buyer and reseller of 15 to 20 per cent. of Angola's authorised diamond production quota.

The Government intends to support diamond production, under the NDP 2023-2027, through carrying out exploratory projects and speeding up the production of new projects. The Government further aims to increase diamond-cutting capacity by building new factories and plants, underlining the policy goal of increasing investment volume in the diamond sector to U.S. \$0.4 billion in 2027 and U.S. \$3.8 billion by 2050.

## **Agriculture**

### *Crops*

Prior to Angola gaining independence and the outbreak of the Civil War, much of Angola's arable land was farmed. Angola was self-sufficient for food crops and was an exporter of certain crops such as coffee, cotton and sugar, with coffee being Angola's major export prior to the discovery of its oil reserves. Angola, by 1973, was the world's second-largest coffee producer. However, the 27-year Civil War and a failure to maintain systematic and continuous agricultural practices post-independence, led to a decrease in agricultural activity and Angola's consequent shortfalls in food production have meant that, in recent years, it has needed to rely on food imports to satisfy domestic food requirements.

Currently, one of the Government's priorities is to significantly improve the agricultural sector in order to reduce Angola's dependency on imports from other countries to a minimum and to reduce agriculture's susceptibility to natural conditions, including Angola's rainy season that lasts four to five months each year. Angola's agricultural production grew during the 2022/2023 season in comparison to the 2021/2022 period, just as it had also increased during the 2020/2021 and 2019/2020 agricultural seasons in comparison to the 2018/2019 period. The most fertile areas are located in and around the centre of Angola, such as in the Huíla, Huambo, Malanje and Bié provinces, where there is abundant rainfall between September and April. Under the PRODESI, the Government identified a number of agroindustrial products for which investment will be prioritised in order to diversify Angola's exports and replace imports with domestically produced goods which make up the basic food basket. These include, among others, industrialised crops and livestock such as rice, sugar, beans, maize, manioc flour, wheat, soy bean, palm oil, chicken and eggs, beef, goats, pigs, coffee, bananas and salt. See *"The External Sector – Trade Policy"* and *"Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports"*.

While it currently constitutes a limited proportion of Angola's GDP, agriculture is, nonetheless, one of the biggest and fastest growing non-mineral sector of Angola's economy, expected grow by 1.6 per cent. in 2024.

From July to December 2021, Angola suffered from a severe drought – the worst in 40 years. More than 1.3 million people in the three south-western provinces of Cunene, Huila and Namibe faced severe hunger according to a recent Integrated Phase Classification analysis carried out by the Ministry of Agriculture and Fisheries, which categorises food insecurity. The poor harvests severely affected people's access to food in this region, which is highly dependent on agriculture, and also adversely affected the nutrition situation. The World Food Programme ("WFP") estimates that the drought impacted 114,000 children under the age of five and that the number of Angolans facing severe hunger will reach 1.58 million between October 2021 and March 2022. However, over the longer term, the Government has had success in its aim to eradicate hunger, with the prevalence of malnutrition declining from 52.2 per cent. in 2004-2006 to 19 per cent. in 2017-2019. The 2023/24 drought followed already poor agricultural harvests which further negatively impacted household livelihoods. Southern and eastern Angola – particularly Cuando Cubango, Cunene, Huíla, and Moxico provinces – were significantly affected. As a result, livelihoods have been eroded by poor agricultural production, loss of livestock, lack of water for humans and livestock, declines in asset holdings, and displacement of people and animals. (See *"Risk Factors – Risks relating to Angola's financial condition from external events, exposures or factors – The impact of climate change has negatively affected Angola in the past and may negatively affect it in the future"*).

The table below sets forth information regarding Angola's agricultural production in the crop periods indicated, with a breakdown by product:

Products	2017/2018	2018/2019	2019/2020	2020/2021	2021/2022	2022/2023
			(tons per crop year)			
Corn .....	2,762,619	2,818,684	2,972,177	2,970,208	3,089,902	3,214,698
Millet/ Sorghum .....	101,214	69,500	78,973	76,928	79,370	81,687
Rice .....	9,699	10,102	10,567	10,514	10,563	39,830
Beans .....	323,648	325,828	344,762	341,080	358,209	366,865
Ground nut .....	212,091	211,776	223,976	222,332	226,172	233,483
Soya .....	35,266	37,350	37,961	37,317	37,374	44,640
Cassava .....	8,730,517	9,000,432	9,592,870	9,866,553	10,547,506	11,240,420
Potato .....	458,217	455,249	480,560	486,371	502,204	505,622
Sweet potato .....	1,688,123	1,680,146	1,749,832	1,788,342	1,873,002	1,997,930
Commercial coffee .....	6,510	4,369	6,050	5,152	5,209	6,229

Source: Ministry of Agriculture

Agricultural production in Angola is currently mostly carried out by small-holders and community co-operatives in which approximately three million households are involved (equal to approximately nine million people or 46 per cent. of Angola's population).

Small-holder farms, on which Angola's agricultural sector is currently based, have much lower production efficiency levels and scale than those in more developed countries. Under the National Development Plan 2013-2017, the Government aimed to increase production efficiency through an increased and wider use of fertilisers, agricultural machinery and seed production and the construction of irrigation systems.

In 2023, the agriculture sector represented 9.8 per cent. of GDP, compared to 8.9 per cent. in 2022, 7.4 per cent. in 2021, 7.0 per cent. in 2020, 5.3 per cent. in 2019 and 5.6 in 2018. Real GDP growth of the agriculture sector has constantly been on a growing trajectory, albeit at a decreasing rate after peaking in 2021 at 4.7 per cent. Real GDP in the agriculture sector grew by 2.6 per cent. in 2023 and the 2024 National Budget estimates that it will increase by a further 1.6 per cent. in 2024. The Government launched several programmes for the construction of irrigation systems with the assistance of export credit lines from China, Brazil and Spain, with a number of large-scale irrigation systems already completed and in operation in the Bengo (Caxito) province next to Luanda, the Cuanza Sul province in the centre of Angola, the Huíla province in the south and the Moxico province in the east of Angola. Additionally, the Government launched a U.S.\$350 million agricultural loan guarantee programme under which it guarantees loans granted by Angolan commercial banks to small-holder businesses. U.S.\$150 million of this will be lent by local banks with interest payments being subsidised by the Government. The remaining U.S.\$200 million will be lent by the Angolan Development Bank ("**BDA**"), for development of commercial farming.

In January 2018, the BDA announced that it would be investing U.S.\$101.0 million to the *Projecto de Desenvolvimento da Cadeia de Valor*, in the Province of Cabinda ("**DCVAPC**"). The key objectives of the DCVAPC Project are to increase food security, nutrition and farmer's income, through increasing agricultural production and value creation, along with increasing the income of small and medium-sized enterprises involved in the supply, production, processing, storage and marketing of selected products in a sustainable way. The DCVAPC project will be implemented in the 4 municipalities of the province of Cabinda, namely: Belize, Buco-Zau, Cacongo and Cabinda, with a total population estimated at approximately 688,000 inhabitants. The direct beneficiaries are 51,000 small economically active owners living in the rural areas of four municipalities in the province of Cabinda, who are already participating or being encouraged to participate in agriculture.

There are several smaller programmes aimed at developing the agricultural sector that are being implemented in Angola, including programmes being implemented with the technical collaboration of the U.N. Food and Agriculture Organization, other programs being implemented with the support of U.S. Aid and the European Community. Other examples include, but are not limited to:

- In November 2020, Agence Française de Développement ("**AFD**") partnered with the International Fund for Agricultural Development of the United Nations ("**IFAD**") and the Arab Bank for Economic Development in Africa to grant the Government a U.S.\$150 million loan to address the

challenges of the productivity and resilience of family farming in Angola. The Smallholder Resilience Enhancement Project (“**SREP**”) will be implemented in arid, semi-arid and sub-humid agroecological areas in seven provinces – Bengo, Zaire, Uige and Cuanza Norte in the north, and Benguela, Cunene and Namibe in the south over a period of six years.

- In September 2021, the United Nations Central Emergency Response Fund granted Angola U.S.\$425,000 for an emergency Project: Mitigation and Resilience to 2021 Drought’s Impact to Agriculture Livelihoods from Small Farmers in Southern Angola. The project’s main aim is to mitigate the impact of the 2021 drought on the agricultural livelihoods of small farmers in Cunene, Huila, and Huambo regions by providing them with climate-smart agricultural inputs, technologies, and knowledge. In total, 12,350 persons will benefit, including 1,735 women and 7,625 girls, and including 2,956 people with disabilities.
- In December 2023, the AfDB granted Angola AOA 78.4 million (approximately U.S.\$96.5 million). The Angola Agriculture Sector Reform Program – Sector Budget Support, is designed as a precursor of larger sector reforms and policy-based operations that will enable the Government and AfDB to invest in four planned agriculture interventions under the Dakar II Country Agriculture and Food Compact. The programme will deepen reforms towards more efficient agricultural markets, while strengthening governance and capacity of agriculture public institutions, encouraging the private sector to participate in agricultural markets and thus contributing to raise cereal and oil seed production in the country. The programme aims to achieve its objective through: (i) enhancing food production, productivity and building resilience of smallholder farmers; (ii) strengthening the national input supply and delivery system for smallholder farmers, including support to the implementation of the National Seed Policy and regulatory framework, equitable access to input supply and distribution system to address inclusivity and equity in accessing agricultural inputs and farm mechanization services; and (iii) enhancing agriculture sector capacity for effective management and accountability to foster sustainability for sector growth, including building capacity to undertake agricultural research to enable adoption of climate smart technologies that are aimed at bringing more rural land into production. In September 2024, AfDB pledged approximately U.S.\$150 million in support of Angola’s planned reforms to its economy. The reforms include diversifying away from oil, promoting the private sector, tackling the country’s debt burden, reducing poverty, achieving food and energy security, and creating youth employment.

In March 2018, the World Bank invested U.S.\$70 million in the Family Farm and Trading Development Project (“**MOSAP II**”). MOSAP II aims to improve the competitiveness of agricultural and cattle raising products of Angola and stimulate agribusiness in the country. The project covers 175,000 families in 80 communes and 26 municipalities of the provinces of Bié, Huambo and Malange. Pursuant to the NDP 2023-2027, the implementation of the Project to Support the Development of Family Agriculture and Commercialization (“**MOSAP III**”) represents a strategic priority in order to boost the agriculture sector. Mirroring the aims of MOSAP II, the project will expand in scope covering more than 600,000 smallholder farmers and applying nationwide.

The aforementioned programmes aim at improving productivity of smallholder businesses and improving social infrastructure in rural communities. A recent example of such initiative is the approval of a new Integrated Programme for the Development of Rural Commerce in late August 2019, for the 2019/20 agricultural season by the *Conselho de Ministros* (the executive’s highest-decision making body). This new programme will be led by the private sector and overseen by the Ministry of Commerce in conjunction with other ministries. Increasing private sector influence in the agricultural sector is seen as a positive step and should aid in improving competition, quality and efficiency. The Civil War resulted in a large number of landmines being left throughout much of rural Angola, impacting agricultural growth and development. The Government, with technical assistance from international organisations, is carrying out de-mining projects to be able to normalise and expand the agricultural sector. See “*The External Sector – Trade Policy*”.

In October 2019, a memorandum of understanding was signed between URALCHEM - the Russian nitrogen and phosphate fertiliser producer - and Grupo Opaia SA an Angolan civil engineering company - for the creation of a joint ammonia and urea production complex in Angola. Construction of the complex was scheduled to be completed in 2023, at a projected cost of up to U.S.\$1.3 billion, but as of the date of this

Base Offering Circular, the complex has not been completed yet. URALCHEM is responsible for procuring financing for the project.

In 2019, the Government established the Credit Support Programme (*PAC-Programa de Apoio ao Crédito*), which is aimed to support PRODESI. The Credit Support Programme provides funding for investment projects that contribute directly or indirectly to the domestic production of 54 products, the majority of which are agricultural goods. By June 2021, 1,431 projects were received of which, 795 were approved in an amount of U.S.\$1.1 billion.

In July 2020, the Government approved the Integrated Plan for the Acceleration of Agriculture and Family Fisheries (“**PIAAPF**”), which dedicated a budget and created national targets for family farming within Angola in order to make the sector a more competitive one. The PIAAPF also aims to definitively end Angola’s dependence on imported food products, fulfilling the objectives set out in the Integrated Rural Trade and Development Programme.

In July 2023, the Government approved the National Grain Plan (“**PLANAGRÃO**”) 2023-2027 with the aim to boost national production of maize, wheat, soybeans and rice. Focusing on its implementation in the east of the country, the objective is to increase the current production from 613,180 tons, observed in 2021, to 6,104,282 tons of grain in 2027. This programme is valued at an estimated KZ 2.8 billion, of which KZ 1.6 billion will be provided by Development Bank of Angola for the financing of private investment projects.

The NDP 2023-2027 sets out Angola’s aims to: (i) increase the self-sufficiency of agricultural producers; (ii) promote and organise cooperatives; (iii) map and value large agricultural units and clusters; (iv) promote food resilience; and (v) improve agricultural research and development. The Government intends to support family farming in particular, through building infrastructure, providing technical assistance, and using cooperatives to integrate family farmers into food value chains. The NDP 2023-2027 also aims to improve commercial agriculture through developing and providing infrastructure to improve irrigation. The overall policy goal is to increase the contribution of agriculture to the GDP to 12.1 per cent. in 2027 and 14.1 per cent. in 2050.

### ***Livestock***

Angola’s livestock production consists principally of poultry, goats and cattle farming. Following a period where this sub-sector declined due to a decrease in commercial farming activity levels and a deterioration of facilities and services, starting in 2023, the Government has made significant investments to fuel the growth of the livestock sector - as part of Angola’s effort to diversify its economy away from oil exports.

In 2023, the Government launched the National Plan for the Promotion and Development of Livestock (“**PLANAPECUARIA**”). The programme is expected to increase production to 109.4 thousand tons of beef, 123.4 thousand tons of pork, 310.1 thousand tons of goat/sheep meat and 244.3 thousand tons of poultry as well as to increase egg production to 3,164 million units and produce 16.7 million litres of milk. The programme is expected to cost KZ 135.0 billion.

### ***Fisheries***

Angola has 1,650 kilometres of coastline. Currently, fishing does not significantly contribute to the Angolan economy because Angolan fisheries are small, family run businesses. However, Angolan waters are rich in a variety of sea products, including prawn, fish, mussels and squid. In the 2018 to 2020 period, total fishing production decreased by an average of 8.5 per cent. per year, with most of the fishing production consumed domestically, before surging significantly in the 2021 to 2023 period (recording a peak increase of 46.4 per cent. in 2021) as a result of the standardization of the recording process of quantities caught. Real GDP in the fisheries and derivatives sector grew by 2.8 per cent. in 2023 and the 2024 National Budget estimates that real GDP in the sector will increase by 6.0 per cent. in 2024.

The Government intends to increase the protection and production of this resource, particularly by replacing and restoring fishing boats; improving fishing infrastructure, such as the ports in Luanda, Zaire, Namibe and Kwanza-Sul; establishing codes of conduct for fisheries, aquaculture and aquatic environment; preventing unauthorised fishing in its waters; formalizing workers in the industry; and enhancing the

provision of credit for cooperatives in the fishing industry via the Credit Support Project, which provides Government-guaranteed debt. The Government investigates fish stocks on an annual basis and imposes an annual moratorium on fishing activities, the length of which depends on the Government's assessment of depletion of this reserve.

Under the PRODESI, the Government identified a number of fishery and aquaculture products for which investment will be prioritised in order to diversify Angola's exports and replace imports with domestically produced goods which make up the basic food basket. These include, among others, crustaceans, molluscs, and derivatives such as fishmeal and fish oils. See *"Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports"*.

In July 2023 the Government launched the National Plan for the Promotion of Fisheries (**"PLANAPESCA"**), aiming at food self-sufficiency, the reduction of economic vulnerability and the increase of internal productive capacity. The programme has earmarked approximately U.S.\$300 million, to be rolled out in five years, and intends to support entrepreneurial fishing as well as increasing the production and transformation of fish and salt, boosting trade and tax revenues.

Under the NDP 2023-2027, the Government intends to attract more private investment into the fisheries sector, through identifying high potential areas for projects. The Government also plans to strengthen fisheries infrastructure, especially through constructing and rehabilitating fishing ports, and plans to implement a legal framework to ensure regulation and control in the fisheries sector. The overall policy goal is to increase the contribution of the fisheries sector to the GDP to 5.4 per cent. in 2027 and 5.5 per cent. in 2050.

### **Construction**

Construction is a major growth industry in Angola, driven by the efforts to rebuild the country following the end of the Civil War. The industry is very competitive and driven by the provision of bilateral infrastructure financing agreements, which specify the nationalities of the contractors. The main companies are from Brazil, China, Portugal, Spain and South Africa, with a number of well-established local companies. In recent years, the construction industry share of GDP has decreased, accounting for 5.4 per cent. of GDP in 2023, compared to 6.1 per cent. of GDP in 2022, 6.2 per cent. of GDP in 2021, 8.2 per cent. of GDP in 2020, 10.7 per cent. of GDP in 2019 and 10.7 per cent. in 2018. The average real GDP growth in the construction industry from 2018 to 2023 was 3.99 per cent., recording high year-on-year volatility in the 2019 to 2021 period as a result of the economic slowdown triggered by the Covid-19 pandemic. In 2023 real GDP in the construction sector decreased by 1.5 per cent. but the 2024 National Budget estimates that the construction sector will grow by 3.2 per cent. in 2024. See *"– Infrastructure"* and *"The Republic of Angola – Population, Education, Health and Housing"*.

Under the PRODESI, the Government identified a number of measures to support development in the construction sector. As part of its initiative to improve the business environment, the Government intends to facilitate businesses obtaining building permits by improving the availability of information on construction sector regulations, reviewing approval procedures, introducing compulsory defects against latent defects and improving the professional qualifications of public officials in various areas. Additionally, the Government has identified various construction related products for which investment will be prioritised in order to diversify Angola's exports and facilitate the replacement of imported goods. These include, for example, wood and cork products (such as plywood) for building carpentry, cement, plastics and glass. See *"Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports"*. Pursuant to the NDP 2023-2027, the Government intends to embark on an ambitious housing programme as well as on a various public infrastructure rehabilitation projects.

### **Infrastructure**

Angola has made and continues to make significant investments with a view to rebuilding its infrastructure, which was severely damaged during the Civil War, and to substantially upgrading key infrastructure facilities that survived. The Government considers this of vital importance not only to service its current economic needs, but also to achieve further sustainable economic growth and diversification of its economy.



Angola's total capital expenditure on infrastructure projects (both construction infrastructure projects and other infrastructure projects) was U.S.\$7 billion in 2023, U.S.\$10.6 billion in 2022, U.S.\$6.6 billion in 2021, U.S.\$3.9 billion in 2020, U.S.\$4.3 billion in 2019 and U.S.\$7.6 billion in 2018, accounting for 5.0 per cent., 6.7 per cent., 5.6 per cent., 5.6 per cent., 3.7 per cent. and 4.6 per cent. of Angola's GDP in those years, respectively. Angola's capital expenditure on construction infrastructure projects is principally focused on water and public health, construction and urban projects (including integrated infrastructure, sea ports, airports and drainage), energy, telecommunications, information technology and transport projects. Angola's capital expenditure on other infrastructure projects is principally focused on defence, education, housing, health and security projects.

In 2022, total capital expenditure on construction infrastructure projects was U.S.\$10.6 billion, of which 6.2 per cent. was allocated to the water sector, 1.8 per cent. to the energy sector and 12.7 per cent. for the road infrastructure sector. Angola's capital expenditure on other infrastructure projects was U.S.\$4.6 billion, of which 1.7 per cent. was allocated for the economic sector (agriculture, environment, trade, manufacturing and fisheries), 0.5 per cent. for the defence, security and public order sectors, 3.5 per cent. for the social sector (education, housing and community services, health, public services and economic sectors), and 0.4 per cent. for general public services.

In 2023, total capital expenditure on construction infrastructure projects was U.S.\$4.3 billion. Of this U.S.\$4.3 billion, U.S.\$1.6 billion was budgeted for construction infrastructure projects, of which 18.5 per cent. is allocated to road infrastructure, 8.4 per cent. is allocated for the water sector, 6.7 per cent. for the energy sector, 0.4 per cent. for the telecommunication sector and 22 per cent. for the transport sector.

Angola's 2023 capital expenditure on other infrastructure projects was U.S.\$2.7 billion, of which 31.2 per cent. was allocated for the economic sector, 9.2 per cent. for the defence sector, 9.3 per cent. for housing sector and community services, 7.8 per cent. of the health sector, 1.0 per cent. for the sector of security and public order and the general public services sector and 1.0 per cent. for the education sector.

The funding of Angola's infrastructure projects is derived from oil proceeds and external financing, including bilateral financing agreements with countries including China and Portugal. Such agreements often require a large proportion of works to be contracted to companies from the financing countries. See *"Risk Factors – Failure to adequately address actual and perceived risks of corruption may adversely affect Angola's economy"* and *"Risk Factors – Angola's economic growth targets may not be achievable if it fails to rebuild and rehabilitate its infrastructure efficiently."*

Under the PRODESI, the Government identified a number of measures to support infrastructure development. As the lack of infrastructure in key areas is contributing to the high cost of productive activity, the Government has prioritised supporting the development of physical infrastructure in areas which it has designated as priority productive areas. These include, among others, telecommunications, healthcare, education, utilities and transport infrastructure. One of the Government's key initiatives is to consolidate physical infrastructure by promoting public-private partnerships in these fields, encouraging the creation of marketing networks, and strengthening industrial development centres and special economic and free-trade zones. See *"Public Finance – Fiscal Reforms in the period 2018-2022 - Support Programme for Production, Diversification of Exports and Replacement of Imports"*.

## **Roads**

In 2005, the Government commenced concerted efforts to clear landmines from, and rebuild and repair, Angola's road network, which had suffered significant damage during the Civil War. Post-independence and prior to the Civil War, Angola had a road network comprising 8,953 kilometres of useable roads. Improving road safety and the re-establishment of the road network remains a key priority for the Government in its efforts to improve Angola's infrastructure, and there are a number of programmes in place to rebuild roads and bridges so as to re-establish the main road routes around the country.

Angola's road network has gradually been built up to a total of 76,000 kilometres. The completion of these actions have improved the movement of people and goods, connecting all of Angola's 18 provincial capital cities and has improved the link between the provincial capitals and municipalities.

Construction of roads and bridges is managed by the Angolan Roads Institute (“**INEA**”) which is supervised by the Ministry of Construction and Public Works. Road construction is carried out mainly by international construction companies. Road construction is financed mainly by export credit lines and from Angola’s public funds. The logistics platform network is fundamental to support the economic leverage and diversification in Angola, namely through the facilitation of transport support services and logistics operations that will reduce input costs. The Ministry of Transport intends to expand the logistic infrastructure to include, but not limited to the Luanda-Malanje Corridor and the Lobito Corridor.

In an effort to develop Angola’s various types of transport infrastructure, the Government approved the U.S.\$30 billion National Master Plan for the Transport and Road Infrastructure Sector (“**NSTIR 2019-2038**”) through Presidential Decree No. 157/21 of 16 June 2021.

As part of the implementation of the Construction and Rehabilitation Program of the Road Stitches, provided for in the 2023 National Budget, several major road development projects began in 2023, including:

- construction of National Road EN 110, section Caconda/ Chicomba/Cuvelai (101 kilometres);
- construction of National Road EN 280, section Quipungo/ Cuvelai/Matala/ Frexiel (70 kilometres);
- rehabilitation of National Road EN 140/EN 295, section Caiundo/Savate/Cuangular/Catuite (524 kilometres);
- rehabilitation of National Road EN 150, section Sanza Pombo/ CuiloPombo/Quimbianda/Buengas (89 kilometres).

In connection with the implementation of the Public Private Partnership programme the following projects began in 2023:

- construction of the new bridge over the Kwanza River;
- construction of highway in the North/South Corridor with priority for the North/South axes (Soyo/Santa Clara-1,400 kilometres);
- rehabilitation, operation and maintenance of the National Road 160; and
- rehabilitation, operation and maintenance of the National Road 250.

Pursuant to the 2024 National Budget, the rehabilitation of the National Road 230, section Shah Muteba/Cangola, (63 kilometres), in the province of Lunda Norte - Lot 4 was completed in 2023 and the following projects were scheduled to begin in 2023:

- construction of road infrastructures for access to Dr. Antonio A. Neto International Airport; and
- rehabilitation of the stretch of road river Pezo/Saurimo, in an extension of 81 km - Lot 9, in the province of Lunda Sul.

AOA 100.7 billion has been allocated to road transport in the 2024 National Budget, 0.41 per cent. of total budget expenditure.

In June 2023, the Government secured a U.S.\$305.0 million loan facility with Deutsche Bank to support the construction and rehabilitation of the National Road EN230 road project. The loan is guaranteed by the African Trade Insurance Agency. The project is set to increase connectivity between the Luanda and one of the country’s most challenged provinces, improving access to the port of Luanda and the Luanda Railway.

Under the NDP 2023-2027, the Government intends to continue to improve and expand road infrastructure – through constructing new roads, developing road regulations, and rehabilitating existing roads. The Government plans to focus on rural networks to allow the better flow of agricultural goods.

## ***Railways***

Similarly to Angola's road network, the Angolan rail network suffered significant deterioration during the Civil War, but efforts have been made to commence its rebuilding and reorganisation since 2007, when the Government began a repair and refurbishment program. This programme aimed to fully rebuild the three main railway lines in Angola, being the Benguela ("CFB"), Luanda ("CFL"), and Mocamedes ("CFM") railways, with budgets for each line of U.S.\$1.8 billion, U.S.\$532 million and U.S.\$931 million, respectively. The lines, which are connected, cross Angola from west to east, with a total length of approximately 2,700 kilometres and serve the main agricultural and mining areas.

The main line is the Benguela line, which links central southern Angola to the DRC and Zambia and ends on the coast at the port of Lobito, upon which substantial work has been carried out in order to make the line fully operational once more. In August 2021, Angola's Ministry of Transport began preparations to launch a tender to operate, maintain and improve the Lobito Atlantic Railway, formerly known as the Benguela Railway, which was awarded in October 2022 to the Lobito Atlantic Railway Consortium, composed by Trafigura, Mota-Engil and Vecturis, under a 30-year concession. Angola is expected to generate revenue through concession payments of approximately U.S.\$1 billion by the end of the concession. In February 2024, Ivanhoe and Trafigura signed agreements to transport copper via the Lobito Atlantic Railway from the DRC to Angola's port of Lobito. The agreement provides Ivanhoe Mines with the right to transport between 120,000 and 240,000 tonnes of blister-anode or concentrate per year from Kamoakakula copper mine to the Lobito port. Trafigura pledged to ramp up annual export capacity of the Lobito Atlantic Railway to one million tonnes per annum before the end of the decade.

The United States has committed approximately U.S.\$250 million to revitalize the rail line linking key African mines to Angola's shorelines. The Lobito Railways will be connected to Zambia via a 259 kilometres link between Luacano and the Jimbe border post. The estimated cost of the project is U.S.\$1.3 billion. In 2023, Africa Finance Corporation was appointed lead developer on the Zambia Lobito rail project in collaboration with the United States Government, the European Union, the African Development Bank and the governments of Angola, the Democratic Republic of Congo and Zambia. The project involves the construction of approximately 800km greenfield rail line connecting the Benguela rail line in Luacano, Angola, to the existing Zambia Railways Line in Chingola, Zambia. In December 2024, the United States announced U.S. \$560 million in additional funding, including commitments expected to generate over U.S.\$200 million in additional private sector capital, for infrastructure projects along the Lobito Corridor. This brings the total for investments from the United States to over than U.S.\$4 billion and total funding in excess of U.S.\$6 billion when including international investment and regional development banks.

In 2024, AFC signed concession agreements with the governments of Angola and Zambia for the financing, construction, ownership and operation of the transformational railway project. This was a significant milestone for the Zambia Lobito Rail Project.

In July 2021, the Angolan Transport Minister announced the Government's intention to start building a light rail line in Luanda in 2022, which will cover an estimated distance of 149 kilometres and cost U.S.\$3.5 billion. The line is expected to start at Porto de Luanda and travel through the centre of Luanda. German transportation company Siemens Mobility will build the light rail under a Public-Private Partnership. The project, as of the date of this Base Offering Circular, is under development.

The reconstruction of Angola's railway network is managed by CFL (Luanda Railway Company), CFB (Benguela Railway Company) and CFM (Mocamedes Railway Company), state-owned companies responsible for the Benguela, Luanda, and Mocamedes lines, respectively. These companies report to the Ministry of Transport and Ministry of Economy and Planning. The reconstruction of the railways is mainly being carried out by Chinese railway construction companies, with equipment supplied and financed by the Export-Import Bank of China and the Government. A concession contract for CFB to operate rolling stock on the Benguela line was approved by the Government and a concession for CFM to operate rolling stock on the Mocamedes line is currently being considered by the Government.

In addition to being responsible for the reconstruction of railways, CFB, CFL and CFM own railway rolling stock and are monopoly providers of cargo and passenger railway transportation services on the Benguela, Luanda, and Mocamedes lines, respectively.

In line with the Government's plans to expand the railway network, the Benguela railway line was handed over to the Government by the developers of the railway line in October 2019. The 1,344 kilometres railway line runs through Angola and between the city of Lobito and the municipality of Baía Farta, and this in turn has the ability to create beneficial commercial opportunities for sectors such as agriculture.

Pursuant to the 2024 National Budget, rehabilitation works in connection with the Cacuso Zenza Railway section have begun.

### **Ports**

Angola has six ports: Luanda, Lobito, Namibe, Cabinda, Porto Amboim and Soyo. Of these, Luanda, Lobito, Namibe and Cabinda are of strategic importance for Angola's economy as it currently relies heavily on imports. Accordingly, the ports primarily cater for imports into Angola, with export activity being limited.

Luanda is the biggest port, handling approximately 14.2 million tons of cargo in 2021 and 16 million tons of cargo in 2022. Luanda port underwent a U.S.\$130 million refurbishment program, which was completed in 2014. Prior to this, Luanda port was highly congested with the waiting time averaging ten days or more. In January 2021, DP World secured a 20-year concession to operate the multi-purpose terminal of the port of Luanda, in which it plans to invest approximately U.S.\$190 million over the course of the concession. The Government plans to build a second commercial port in the vicinity of Luanda, the port of Barra do Dande (approximately 30 kilometres north of Luanda), with the capacity to handle 3.2 million tons of cargo a year. In 2017, the Government announced that it was considering issuing a guarantee for the construction of the Barra do Dande port and the issue of such a guarantee was authorised pursuant to the Presidential Decree No. 207/17 of 20 September 2017 up to a total amount of U.S.\$1.5 billion. To date, the Government has not issued such a guarantee, however, in 2018, the Government issued an international tender for a U.S.\$1.5 billion concession for the construction of the Barra do Dande port and set up a body comprising members of the Maritime and Port Institute of Angola and the Ministries of Transport, Finance and Public Works to supervise the tender process for the scheme. In September 2021, Sonangol, Odebrecht Engineering and Construction and DAR Angola emerged as winners of the international tender process and signed an Engineering, Procurement, Construction and Commissioning ("**EPCC**") contract to construct the Barra do Dande port by 2022 in a project valued at U.S.\$547.8 million. The port will serve as the central platform for storing petroleum-based product reserves and play a key role in distributing petroleum-based products in the southern African region. The Barra do Dande port is expected to have a fuel storage capacity of 580,000 cubic metres of refined productions. Luanda port is owned by Angola, but the concession for the operation of its terminals is held by eight private companies. As of the date of this Base Offering Circular, the construction of the Barra do Dande port is on hold due to a lack of government funding and a significant slowdown in cargo flows resulting from the country's economic challenges.

The second-largest port is Lobito, which was refurbished in 2014 in anticipation of the completion of the Lobito Atlantic Railway for the export of copper and other minerals from Zambia and the DRC, in a U.S.\$1.2 billion program. Lobito port now has the capacity to handle 2.9 million tons of cargo a year including the export of refined oil products. In 2022, the CITIC and SPG Consortium won the international public tender for the concession of the multipurpose terminal in Lobito Port. The CITIC and SPG Consortium performed an initial payment to the Government of U.S.\$100 million and outlined an investment plan of U.S.\$76 million to be carried out over the 20-year concession.

Namibe is currently Angola's third-largest port. Namibe port is mostly used for transportation of mining products, including exports of granite and iron ore as well as transportation of fuel to Angola's southern provinces. Namibe underwent a U.S.\$3.0 billion refurbishment programme completed in 2015 and has the capacity to handle 1.4 million tons of cargo a year. In 2022, the Angola Ministry of Transport in association with Toyota Tsusho Corporation and TOA Corporation undertook additional modernisation works in connection with the Namibe port. The project aims to revitalise the economy in the south of the country, generate employment and diversify industry, as well as, increasing the potential of the port for becoming a gateway for imports and exports to and from landlocked countries in the African continent. The project is expected to achieve completion by the end of 2024 and involves the rehabilitation of the Sacomar iron ore export terminal as well as the expansion of the Namibe container terminal.

Cabinda is a relatively small port, through which a variety of cargo is currently transported. However, Cabinda port capacity is insufficient for the growing needs of Cabinda's cargo traffic, the majority of which is currently transported through Pointe Noire in the Republic of Congo. The Government is currently constructing a breakwater to expand this port and to increase its capacity in order to satisfy the transportation needs of the Cabinda enclave. The Government has assumed approximately 85.0 per cent. of the debt of the works contract signed between Caio Porto and the China Road and Bridge Corporation for the construction of a new port at Caio in Cabinda. This port, named 'Porto de Caio', is expected to increase Angola's trade by at least 30.0 per cent. and the construction of the first Caio Deep Water Terminal pier is currently under construction.

Air travel played a key role in Angola's recent history as it was the primary method of transportation during the Civil War. The air network is, as a result, well-established.

Angola currently has two international airports, in Luanda, and domestic airports in all provincial capital cities.

The 4 de Fevereiro International Airport, serving both international and domestic flights, has five gates and two runways of 3,700 and 2,600 metres each and has a boarding capacity of 5.6 million passengers. On 11 March 2019, a presidential decree was issued authorizing the modernization and expansion of the existing airport and on 9 November 2019, the Minister of Transportation signed a memorandum of understanding with the UAE to develop various projects, including the renovation and modernization of the 4 de Fevereiro International Airport. Approximately U.S.\$300.0 million was expected to be allocated for the entire expansion project in the 2020 National Budget, but the 2022 National Budget only provided funds for the renovation of the runways.

The new international airport, the Dr. António Agostinho Neto International Airport, was built at Bom Jesus, in the eastern Luanda province. The facility was built on an area of 1,324 hectares, made up of two double runways and is prepared to receive a range of aeroplanes. The new airport has 31 concourses, 19 of which are for international services and 11 for domestic services, with two modern runways and three terminal buildings. The new international airport was inaugurated on 10 November 2023 and is expected to become operational in a phased manner, initially allowing only cargo services and gradually expanding to provide domestic and international passenger flights. The airport has boarding capacity of 15 million passengers, which is five times the capacity of 4 de Fevereiro Airport, being the third largest in Africa in terms of passenger capacity. The infrastructure includes a dedicated railway station linking the airport to the centre of Luanda, as well as other road access, and is set to be instrumental in driving a new focus on tourism, the export of agricultural and industrial products and the creation of a logistics base.

The new airport was fully funded by Government funds, despite entering in 2018 into a U.S.\$1.3 billion term loan agreement with ICBC for partially financing the project. The facility remained undrawn. See "*Public Debt – External Public Debt – Composition of Angola's external debt – ICBC Facilities*". The project was completed by China National Aero-Technology International Engineering Corporation (AVIC-Eng) and in October 2023 an international tender was launched in connection with the operations services of the airport. The Government intends to build a new airport city around the new international airport covering an area of 110 squared kilometres expecting to cost U.S.\$3.0 billion.

In addition, the Government is carrying out an extensive airport refurbishment programme that covers all of Angola's domestic airports. Refurbishment work on the airports of Catumbala, Benguela, Cabinda, Huambo, Namibe, Luena, Saurimo, Soyo, Uíge, Luau, Menongue and Kuito Kuanavale was completed in 2012. However, further refurbishment work is currently required in respect of several airports for which a permanent maintenance programme is not in place, including the airports at Huambo, Lubango, Cabinda and Benguela. The Government's airport refurbishment programme did not extend to the modernisation of equipment, which requires the further allocation of funds, as well as for the modernisation of passenger and freight terminals, runways and aerial navigation support equipment. The programme provides for the conversion of two domestic airports into airports able to accept international air traffic – Catumbela in the centre of Angola's shoreline and Huambo in the central region of Angola. In November 2024, after a long procedure, Catumbela airport has been awarded international certification, meaning the airport is now ready to receive international flights.

After two years of modernisation and refurbishment at a cost of U.S.\$45.0 million, Angola reopened Joaquim Kapango Airport in Cuito City. The modernisation project extended the runway to 2,500 metres and gives Joaquim Kapango Airport a boarding capacity of 360 passengers per day.

All airports in Angola are operated by a state-owned company, Sociedade Gestora de Aeroportos S.A. (“SGA”) (which was established as the successor of ENANA E.P. in all the matters related to operation of airports in Angola by Presidential Decree 207/19 dated 1 July 2019). The national airline is TAAG – Linhas Aéreas de Angola, E.P. which provides both international and domestic flights. A number of major international airlines operate flights in and out of Luanda, including Air France, KLM, TAP Air Portugal, South African Airways, Ethiopian Airlines, China Airways, Lufthansa and, starting in March 2020, Qatar Airways.

In 2019, the Government carried out the separation of *Empresa de Navegação Aérea e Gestão de Aeroportos* (“ENANA”), creating two new companies: (i) *Sociedade de Gestão de Aeroportos* (“SGA SA”), an airport management company that operates all airports in Angola according to Presidential Decree 207/19 dated 1 July 2019; and (ii) *Empresa Nacional de Navegação Aérea* (“ENNA EP”) a national air navigation company. This separation was complemented by the transformation of the National Civil Aviation Institute into the Civil Aviation Authority and the creation of the Air Incident and Incident Prevention Authority.

The NDP 2023-2027 sets out a plan to improve the country’s public aviation service. The Government aims to improve the efficiency of the management of airports – through: (i) increasing the transparency of the financing of airports; (ii) limiting government subsidies to routes which are commercially unviable; and (iii) developing a strategic management plan to improve Angolan airports’ long-term profitability. The NDP 2023-2027 also addresses the restructuring plan for TAAG Angola Airlines, aiming in the short term to improve the financial performance of the airline, and in the long-term at its privatisation – in line with PROPRIV.

### Telecommunications

The Government has invested heavily in the telecommunications sector in recent years with 0.4 per cent. of total Government capital expenditure in 2023 being directed towards telecommunication infrastructure. Approximately 78.4 per cent. of Angola’s population has either fixed-line or cellular telephone service. The table below sets forth the number of telecommunications subscribers at the end of the periods indicated:

	2018	2019	2020	2021	2022	2023
			<i>(Number of subscribers, millions)</i>			
Telephone, of which: .....	13.6	15.4	15.4	47.4	72.8	75.8
Fixed-line.....	0.4	0.4	0.4	0.4	0.3	0.3
Cellular .....	13.2	15.0	15.0	47.1	72.5	75.5
Broadband .....	5.9	7.0	6.4	20.7	30.5	33.1

Source: Ministry of Information Technology and Telecommunications

Under the PRODESI, the Government identified a number of measures to support the development of the telecommunications infrastructure. The Government intends to promote public-private partnerships in order to develop the construction and management of telecommunications infrastructure, in an effort to boost the export of products and services in this sector. The Government intends to make telecommunications services more accessible and to improve quality, particularly for corporate and small and medium-sized enterprise (“SME”) customers, in part by introducing more operators. See “*Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

The NDP 2023-2027 sets out the Government’s aim of improving digital inclusion across the country, through: (i) expanding the national broadband network; (ii) expanding internet access; (iii) implementing Digital Terrestrial Television; and (iv) modernizing and expanding radio and television infrastructure. The overall policy goal is to increase network coverage 3G to 93.0 per cent. in 2027, and by 2050 to have achieved network coverage 5G for 100.0 per cent. of the population.

#### Fixed line communication

In 2023, Angola had approximately 300,000 fixed line subscribers.

Angola's fixed line sector is dominated by the state-owned fixed line operator Angola Telecom ("AT"). In 2023, 250,000 fixed line subscriptions were active, continuing the decrease since the peak of 900,000 in 2016 following the growth of mobile networks. Please see "*Mobile network*" below for further information. The majority of the Angolan fixed line is held by Angola Telecom, with the remainder of the market being shared by two small telecommunication companies – Mundo Startel and Mstelcom, which started providing fixed line telephone services following demonopolisation of the sector in 2002.

#### *Mobile network*

Angola's mobile network has grown rapidly since its inception in 1993. Angola had approximately 75.5 million mobile telephone subscribers as of 31 December 2023, compared to 72.5 million as of 31 December 2022 and 47.1 million as of 31 December 2021, a sharp rise compared to the 14 million users average recorded in the 2018 to 2020 period. There are currently only three mobile network operators in Angola – Unitel, Movitel and Angola Telecom. Angola Telecom has a smaller market share of subscribers compared to Unitel and Movitel. Movitel and Unitel currently provide Angola with a GSM-based mobile network.

Pursuant to the PROPRIV, it is intended that AT, Unitel (including the Government's share) and Angola Cables S.A., the company operating international IP and communication submarine cables in Angola, together with several other companies in the telecommunications and information technology industry, will be privatised. These privatisations will be carried out through public tenders and listings on the Angolan Stock Exchange. Please see "*Privatisation and Public-Private Companies*" for further information on the PROPRIV. In June 2023, the Government cancelled plans to privatise AT in light of the strategic nature of the asset and is now focusing on restructuring the company.

In August 2024, the President approved, by Presidential Dispatch no. 195/24 of 23 August 2024, the privatisation of 15 per cent. of the share capital of Unitel, S.A through an IPO.

An international tender for Angola's fourth telecommunications operator was launched in May 2019 and after the licence to Telstar-Telecomunicações rescinded in early 2019. A new public tender for this fourth operator was launched a second time and won by the Lebanese company Africell Global Holding Ltd.

The South Atlantic 3/West Africa Cable ("WACS") is a submarine communications cable linking Portugal and Spain to South Africa, with connections to several West African countries along the route. It was built by a consortium of operators that currently has 36 shareholders, including Vodafone, MTN and France Telecom. None of the members of the consortium currently operate in Angola. Therefore, so as to benefit from the reduced costs and better quality of using WACS as opposed to satellite, the Government has paid for the integration of Angola into the WACS system.

On 23 November 2021, Presidential Order 200/21 approved the development of the 3.3 to 3.7 GHz frequency band necessary for the development of 5G technology in Angola. In December 2021, the Angolan telecommunications regulator, *Instituto Angolano das Comunicações* ("INACOM"), granted the 5G operation licenses to Africell, Movitel and Unitel.

#### *Internet services*

Internet services began in Angola in 1994. Internet services are provided by AT, Mundo Startel, TV Cabo and Mercury Telecom, with mobile internet services being provided by Movitel and Unitel. Numbers of subscribers increased significantly in the 2020 to 2023 period, growing from 6.4 million subscribers in 2020 to 33.1 million subscribers as of 31 December 2023.

TV Cabo and Unitel are among the companies to be privatised through the PROPRIV (as defined below). See "*Mobile network*" above and "*Privatisation and Public- Private Companies*" for further information.

#### *Telecommunications regulator*

The Instituto Angolano das Comunicações was created in June 1999 to act as Angola's Communication regulator. It is, in turn, overseen by the Ministry of Telecommunications and Information Technology.

## ***Financial services***

### ***Banking***

See “*Monetary System – The Angolan Banking System*”.

### ***Insurance***

At the end of the Civil War in 2002, there was only one insurance company. There are now five major insurance companies in Angola with over 30 countrywide as of 31 December 2023. The largest is the state-owned ENSA which is expected to be privatised pursuant to the PROPRIV. See “*Privatisation and Public-Private Companies*” for further information). ENSA possessed a monopoly in the Angolan insurance market until 2000, when AAA was registered as the first private Angolan insurance company post-independence. ENSA, SAHAM Seguros (2005), NOSSA Seguros (2005), Fidelidade (2010 as Universal Seguros) and Global Seguros (2006) are the five main competitors in the Angolan insurance market.

The insurance market was overhauled in 2022, following the implementation of the Insurance and Reinsurance Activity Law. For more information, see “*The Republic of Angola – The Insurance and Reinsurance Activity Law*”.

### ***Manufacturing***

Angola’s manufacturing sector accounted for 7.3 per cent. of GDP in 2023, having increased from 4.8 per cent. in 2014. In order to revamp the sector, the Government under the NDP 2023-2027 launched the Manufacturing Industry Promotion Program which focuses on: (i) re-designing the normative framework governing the sector; (ii) modernising industrial infrastructure; and (iii) promoting the “Made in Angola” label. The overall policy goal is to increase the contribution of the manufacturing sector to GDP from 3.9 per cent. in 2022 to 6.8 per cent. in 2027. The NDP 2023-2027 aims to also increase the number of jobs in the manufacturing industry to 623,000 per year by 2027 and 2.06 million in 2050.

Currently, the Government is focusing the industry on expanding its manufacturing of building materials and chemicals, due to the construction boom following the end of the Civil War. Investments in agro-industry, textiles, clothing and paper are also fostering the emergence of a diversified and competitive industrial structure that can increasingly meet the needs of the population and generate employment. Additionally, in 2018, the Government established the PRODESI, which contains seven key initiatives to reduce imports, increase self-sufficiency and diversify Angolan exports, with the aim of significantly decreasing its historical over-reliance on oil export revenues. See “*Public Finance – Fiscal Reforms in the period 2018-2022 - Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

### ***Building materials***

With the current and expected level of construction, particularly in the infrastructure and housing sectors, the Government views the construction materials industry as one of the most significant growth segments of the industrial sector. National reconstruction has been a key priority of the Government which continues to focus on creating conditions and supporting projects aimed at the production of building materials to meet the reconstruction needs of Angola.

Angola has faced construction materials shortages in the past. For example, historically the supply of locally produced cement, which is one of the main construction materials used, accounted for approximately 30 per cent. of the aggregate consumption of cement in Angola, with the balance being mainly imported from China, Turkey and other countries. However, since 2013, the Government has taken significant steps to develop Angola’s domestic construction materials sector and to encourage private sector participation in the sector. As a result of the Government’s support of private sector investment in the building materials sub-sector over the last five years, in 2018 almost all building materials used in Angola were produced domestically and domestic production of building materials resulted in a surplus during the course of 2018. However, the depressed price of oil and the Covid-19 pandemic contributed to the cost of a bag of cement more than doubling in Angola over the course of 2020, while construction materials, many of which are still imported from China, were quick to sell out. As of December 2023, the cost of building materials



remains high. The year-on-year increase of the Construction Materials Price Index amounted to 11.3 per cent. with ready-mixed concrete surging by 16.4 per cent.

The Government is currently assessing the existing production chains in the Angolan building materials sector to identify where it is necessary to attract further private investment, such as the production of ceramic products (including sanitary ware).

### ***Food and beverages***

Alcoholic and soft drink beverages constituted one of the largest sub-sectors within Angola's manufacturing sector. Beer beverages were dominated by the national beer, "Cuca". Under the PRODESI, the Government identified the need to boost the domestic production of goods and services in order to reduce imports, increase self-sufficiency and to diversify Angolan exports. The Government intends to prioritise investments in the infrastructure and the business environment of alcoholic and non-alcoholic beverages. See "*Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports*".

### ***Packaging (light) industry***

The remainder of Angola's manufacturing segment is made up of the production of plastics, glass and plastic bottles, paper packages (boxes and crates principally used in the agricultural and beverage industries), detergents, clothing, hygiene and cleaning products, metal products (steel pipes, window frames, wood products and furniture) and books.

### ***Employment and Labour***

The labour market in Angola can be divided into three segments: the public sector, the private formal sector (including state-owned companies) and the informal sector. The informal sector is made up of unofficial economic activities that are outside mainstream industry and commerce. Available data on the labour market is limited because a significant part of Angola's workforce is employed in the informal sector and the surveys of the labour market that are made on a regular basis do not include the informal sector. See "*Risk Factors – A significant portion of the Angolan economy is not recorded*". The Government is the biggest formal employer in the country. See also "*The Republic of Angola – The New General Labour Law*".

As of 31 December 2023, approximately 98,584 people were employed in the public sector, as compared to approximately 102,219 people in 2022.

Angola has strict local content requirements in its oil and natural gas industry. The Government aims to increase the number of Angolans in management positions and Angolans hired as local contractors. Government regulations require independent oil companies ("IDOCs") operating in Angola to employ a minimum of 70 per cent. local Angolans in their projects. IDOCs are also required to use local banks for all their transactions and contribute to training programmes in Angola. The table below sets forth information regarding the number of jobs created in each division of the public and private sectors for the years indicated:

	2018	2019	2020	2021	2022	2023
<b>Private Sector</b>						
Commerce.....	4, 932	23,718	16,757	7,397	28,843	26,997
Agriculture.....	1, 888	2,565	2,003	851	3,250	3,278
Fishing.....	-	1,477	660	299	1,177	1,275
Transport.....	17,207	3,718	1,785	962	5,026	6,905
Mining Industry.....	2,071	5,066	2,348	951	8,259	7,372
Manufacture.....	3,236	6,164	3,951	1,993	8,264	7,105
Energy and Water.....	-	-	-	-	-	-
Urbanisation and Construction.....	19,529	13,878	9,300	5,050	20,638	21,861
Hospitality and Tourism.....	3,327	7,029	3,010	2,167	8,713	8,256
Education.....	485	7,084	3,074	1,296	7,024	5,415
Health.....	-	3,769	1,352	964	3,257	1,425
Telecommunications and ICT's.....	2,128	-	-	-	-	-
Public Administration and State Reform.....	881	9,612	5,175	1,894	7,768	6,404
Land Use Planning and Housing.....	-	-	-	-	-	-
Higher Education, Science and Technology.....	432	-	-	-	-	-

	2018	2019	2020	2021	2022	2023
Inland .....	-	-	-	-	-	-
Culture .....	-	-	-	-	-	-
Security Firms .....	-	-	-	-	-	-
Subtotal .....	<b>56,116</b>	<b>84,080</b>	<b>49,415</b>	<b>23,824</b>	<b>102,219</b>	<b>96,293</b>
<b>Public Sector</b>						
Public Officials .....	-	31,875	-	-	-	-
Education .....	-	19,266	-	-	-	-
Health .....	-	7,667	-	-	-	1,519
Other .....	-	4,942	-	-	-	772
Job Creation Projects .....	-	-	-	-	-	-
Subtotal .....	<b>0</b>	<b>63,750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2,291</b>
Outras actividades de serviços colectivos, sociais e pessoais	-	47,939	32,133	16,224	63,224	60,765
Actividades Financeiras	-	1,666	1,560	326	1,829	2,199
Organismos internacionais e outras instituições extra-territoriais	-	240	147	277	525	320
Famílias com empregados domesticos	-	1,838	444	243	779	651
Actividades Imobiliarias, Alugueres e Serviços Prestados ás Empresas	-	16,144	8,071	3,636	17,576	20,042
Não Identificado	-	1,127	1,325	1,159	6,926	9,239
Total .....	<b>56,116</b>	<b>216,784</b>	<b>93,095</b>	<b>45,689</b>	<b>193,078</b>	<b>191,800</b>

Source: Ministry of Public Administration, Labour and Social Security

The Government believes there are a substantial number of people of working age that are engaged in part-time employment and a substantial number that are employed in the informal economy. The Government hopes that the diversification of the economy sectors and the external investment in Angola will reduce unemployment and increase employment in the formal economy.

In 2011, a study into the informal sector in the Province of Luanda was carried out at the request of the National Bank of Angola. The study concluded that out of the estimated population of 5.1 million inhabitants, 1.8 million were working in the informal sector. However, no study has been carried out on a country-wide basis.

The right to form unions and to strike is guaranteed under Angola's constitutional laws. However, there are only a small number of trades unions and trade union membership in Angola is limited due both to a limited formal economy and a high unemployment rate. Currently, the main Angolan trade unions are SIPEQMA, STOSPA and SAECGOC which operate in the oil and gas sector. Within the non-oil and gas sector, UNTA and SIMA – for maritime employees – are the most active trade unions. Historically, strike action in Angola – particularly in the public sector - has been rare. However, in April 2018, Angolan teachers commenced a strike to encourage more investment in the education system and higher pay (see “*The Republic of Angola – Population, Education, Health and Housing – Education*”). In January 2018, more than 2,000 employees in Angola's Public Prosecutor's Office took action over pay and training issues and, on 28 May 2018, the Angolan Justice Officers' Union commenced a five day strike of Angolan court staff after government-union negotiations over revised contract terms and salaries broke down. The strike ended on 1 June 2018. In April 2021, the Luanda Urban Public Transport Company commenced a strike over salary changes. In November 2021, teachers affiliated with the Union of Higher Education Teachers began a nationwide strike to demand improved working conditions, higher salaries and subsidies. On 20 March 2024, public servants affiliated with the Forca Sindical, the Confederacao Sindical, the General Central of Independent and Free Unions of Angola started a nationwide strike over unmet demands in connection with higher salaries. The strike ended on 22 March 2024. Strikes have also been scheduled between 22 April and 30 April 2024 as well as between 3 June to 14 June 2024.

Increasing employment among young Angolans and reintegrating workers into the labour market represents one of the Government's priorities under the NDP 2023-2027. The Government intends to achieve this by improving the quality of education across the board, developing specialist courses aimed at developing skills in those industries in which there is a lack of skilled workers, providing incentives for newly established local businesses and entrepreneurship, introducing the opportunity for part-time and temporary work and working in partnership with the private sector to develop employment opportunities and provide on-the-job training. See “*The Republic of Angola - The National Development Plan 2023-2027*”.

In order to boost local employment, in May 2015, Angola passed the Lei Geral do Trabalho. This law reduces redundancy payments and cuts statutory overtime rates and sick pay. It also abolishes the

requirement for employers to notify provincial authorities when they wish to terminate an employee's employment.

In October 2019, the Ministry of Public Administration, Labour and Social Security launched PAPE, which seeks to reduce unemployment resulting from the economic crisis brought about by the Covid-19 pandemic. The AOA 21 billion nationwide-plan covers 243,000 people, mainly young people and women, with beneficiaries receiving cash payments in Kwanzas equivalent to U.S.\$1,000 to U.S.\$5,000.

Angola provides a social security system to public and private employees, to which employees and employers must contribute 3 per cent. and 8 per cent. of the employee's salary, respectively.

To be eligible to receive a pension under the social security system, a person must either have worked and contributed to national social insurance for 35 years or must have reached 60 years of age and must have had a minimum of 15 years of contributions.

Pension payments are capped at a maximum of 35 times the minimum wage. Pensions provided to the families of military personnel and to working mothers are treated separately.

In 2019, the Government collaborated with the World Bank to deliver the Project to Strengthen the National Social Protection System ("PSNSPS"), which aims to provide temporary income support to poor households in selected areas of Angola and to strengthen the delivery mechanisms for a permanent social safety net system. As part of the PSNSPS, the World Bank provided the Government with a loan of U.S.\$320 million. This loan, in conjunction with U.S.\$100 million from the Government, has helped create the first cash transfer initiative in Angola ("Kwenda"). Kwenda provides vulnerable households with access to human development services, such as health and education, and economic inclusion activities. The project aims to reach 1.6 million families across Angola and has predominantly facilitated transfers to women.

Pursuant to the Multi-Annual Indicative Programme 2021-2027, a policy document outlining mutual goals and areas of cooperation, the EU pledged to provide training and technical support to micro, small and medium enterprises, with a special focus on youth and women run enterprises, to address market access constraints related to limited production, management and marketing capacity as well as to facilitate access to lending to strengthen its productivity and growth, which will subsequently enhance employment opportunities. In terms of expertise, the EU will work with private actors to promote sustainable value chains and innovation, social enterprises and voluntary cooperatives and associations of smallholders, as well as those working in partnership with start-ups and social impact investors, on responsible consumption, sustainable business practices and corporate social responsibility.

In June 2023, the World Bank approved the Accelerating Economic Diversification and Job Creation Project. The project is worth an estimated U.S.\$300 million and aims to increase private investment and climate-resilient growth of micro, small and medium enterprises in non-oil value chains, particularly in the Lobito Corridor which has the potential to play a central role in Angola's economic diversification and transformation. The Lobito Corridor, served by the Lobito Atlantic Railway, runs 1,344 kilometres from the Lobito port to Luau, on the border with the DRC, and crosses four provinces (Benguela, Huambo, Bie, and Moxico) which are home to eight million people or 25 per cent. of Angola's population. These four provinces are important agriculture areas, with value chains in cereals (maize, soybeans, wheat, and rice), tubers, beans, vegetables, and fruits. The project will benefit an estimated 12,000 firms, creating direct and indirect jobs as a result of project activities, and help Angola transition from an oil-driven and state-led development model to a private sector-led model that is also inclusive and climate resilient.

The Government's contribution to the social security system was an estimated AOA 409.0 billion in 2022 (U.S.\$0.5 billion) and AOA 549.4 billion in 2023 (U.S.\$0.6 billion). The 2024 National Budget allocates an AOA 291.0 billion contribution to the social security system for 2024 (U.S.\$ 0.3 billion).

Pursuant to the NDP 2023-2027, the Government plans on implementing a Programme for Employment, Entrepreneurship, and Vocational Training and a National Employment Plan. The objectives of the Government include: (i) improving employment centres and services; (ii) creating a project of professional traineeships; (iii) expanding vocational training; (iv) and encouraging entrepreneurship and self-

employment. The overall policy goal is to reduce the unemployment rate, from 30.0 per cent. recorded in 2022 to 25.0 per cent. in 2027 and 20.0 per cent. in 2050.

### ***Environment***

Angola faces a number of environmental issues, including those arising from climate change, waste management, deforestation, soil degradation, droughts, desertification, a decrease in biodiversity, the alteration of water courses, water pollution, population growth and the negative effects of the mining and oil industries. During the Civil War, many of these long-standing environmental problems were not addressed and many of them were aggravated. The Ministry of Environment, established in 2008 and charged with ensuring the preservation of Angola's environment and the promotion of sustainable development, has adopted a number of policies and programmes to tackle these problems pursuant to a government-approved National Environmental Management Plan.

All proposed projects that could potentially negatively impact Angola's environment must be submitted to the Ministry of Environment for evaluation before an environment license is granted for the project. Angola has a multi-sectorial environmental commission, constituting technical experts from each ministry, to encourage the open discussion of environmental issues. There are also various steering committees, such as for climate change and national oil spillages. The president of these committees is the Minister of Environment, who may then approach the relevant ministry or the Council of Ministers if an issue remains unresolved.

There is only one controlled landfill site, the Mulenvos Sanitary landfill, in Angola established in 2004 in Luanda. Waste in the other provinces of Angola is dumped unsystematically, causing health and safety issues together with the degradation of the local environment. On 10 August 2017, the Luanda provincial government has entered into a concession agreement to build further landfill sites in other provinces of Angola. In January 2022, Griner Engenharia S.A., an Angolan construction company, won the tender to re-qualify the Mulenvos Sanitary landfill into a waste recovery centre. The Ministry of the Economy and Planning estimates that 45.0 per cent. of the 3.3 tonnes of solid waste produced in Luanda on a yearly basis has reusable potential and can be turned into industrial raw material.

The decrease in biodiversity is an issue in Angola. This is largely attributable to deforestation for the sale of timber and the production of biomass. It is estimated that 80.0 per cent. of Angolans depend on biomass (e.g. charcoal) for their daily needs, such as cooking and fuel. There are currently six national parks and eight national reserves in Angola.

Angola is addressing the environmental issue caused by the flaring of natural gas. Flaring is where gas is burnt off as a by-product of oil production, which has damaging consequences for the biodiversity in the environment. In 2007, the Government issued Decree No. 59/07 of 13 July 2007 (revoked and replaced by Presidential Decree No. 117/20 of 22 April) that restricted flaring unless it was necessary for safety purposes. Non-flared gas is re-injected into oil wells to enhance oil recovery or transported to the LNG plant at Soyo, which transforms unused gas to make it commercially usable and exports it. See "*Primary Industry Sections – Oil Industry – Natural Gas*".

The Environment Fund, approved by the Council of Ministers in January 2010, has the authority to institute financial incentives to discourage companies in Angola from damaging the environment. The Environment Fund provides financial support to promote environmental conservation; fosters the sound management of environmental protection in sensitive areas, as well as the rehabilitation and restoration of degraded areas; supports technical scientific activities relating to clean technologies and sustainable development and supports the activities of various environmental associations and civil society participation in environmental initiatives. The Ministry of Environment has administrative oversight of the Environment Fund and is also committed to increasing the general awareness of environmental issues and environmental compliance in Angola.

In September 2022, the Government approved the National Strategy for Climate Change 2022-2035, which created a strategy for Angola to reach the emissions targets set out in the Paris Agreement and the Sustainable Development Goals. The strategy will inform the development of the National Emissions Plan as well as the National Adaptation Plan for Climate Change. Further, the strategy aims to contribute to the fight against poverty, increase employment levels and diversify Angola's economy.

On 13 April 2023, the Government and the Global Green Growth Institute (“GGGI”) launched the first global Blue Skies & Net Zero 2050 Campaign in Africa aimed at raising public awareness on air pollution and tackling the climate crisis in Africa. During the event, Mr. Luis Constantino, the National Director for Climate Action and Sustainable Development, presented Angola’s National Strategy for Climate Change and noted that the campaign aligned with the Government’s strategy aimed at reducing the carbon intensity of electric energy production as well as complementary actions in the field of sustainable management of forests, transport, and agriculture.

Angola has received environmental loans from a number of bilateral and multilateral providers, including the EU, United Nations Environment Program, the Global Environment Facility, the African Development Fund and the United Nations Development Program.

The NDP 2023-2027 outlines Angola’s goal to develop its economy in a sustainable way, in line with the UN’s Sustainable Development Goals. This includes the implementation of the National Plan for Adaptation to Climate Change (“PNAAC”), a system to regulate the quality of air, water, and soil, and strengthen the country’s resilience to climate change. The Government further plans to preserve national biodiversity and to introduce a circular economy model for waste.

### ***Energy***

The supply of electricity varies across Angola, with availability being notably higher in urban rather than rural areas. While Angola has extensive hydroelectricity resources capable of supplying sufficient power for the country’s needs, the Civil War damaged much of the electricity infrastructure needed to deliver electricity to a significant portion of Angola’s population. The Government, with financial assistance from, amongst others, China, has made significant improvements to its power sector, increasing installed electricity capacity from 4,898GWh 2018 to 6,202GWh in 2023. In 2023, electricity production in Angola was 15,542GWh, an increase of 18.8 per cent. compared with electricity production in 2018. According to World Bank data, approximately 45.7 per cent. of Angola’s population has access to the state-owned electricity supply, although it is estimated that some additional users have access to small private electricity sources leaving an estimated 17 million Angolans without access.

During the months of December to May, Angola typically experiences energy shortages. To reduce these energy shortages, Angola is investing in the construction of hydroelectric power generation facilities. See *“The Economy – Power Generation – Hydroelectric generation facilities”*.

Energy is one of the Government’s key priorities. In 2014, Angola implemented a Power Sector Reform Support Programme (“PSRSP”), pursuant to which it restructured its power sector, improved the power sector regulatory environment, improved private sector participation in the power sector, improved budgetary transparency and improved efficiencies in procurement.

The PSRSP unbundled the generation, transmission and distribution systems in Angola previously carried out through state-owned enterprises, National Electricity Enterprise (“ENE”) and Electricity Distribution Company of Luanda (“EDEL”). Previously ENE managed and operated most of Angola’s transmission system and its power generation plant outside of Luanda, whereas EDEL previously operated the distribution system in Luanda. Under Angola’s electricity sector transformation program, both ENE and EDEL were dissolved and three new utility companies were created: (a) Empresa Pública de Produção de Electricidade (“PRODEL”), focused on power production; (b) Rede Nacional de Transporte de Electricidade (“RNT”), the new national transmission company and sole purchaser of electricity; and (c) ENDE, the new national distribution company.

Angola’s power generation, transmission and distribution network underwent a wide-scale refurbishment, modernisation and expansion process under the PSRSP. The Government had originally planned to invest U.S.\$23.0 billion in the power sector through 2018 under the PSRSP. However, due to the adverse effect the decrease in oil price has had on Angola’s revenues between 2014 and 2018, funding under the PSRSP was revised downwards by 40.0 per cent. and was budgeted at U.S.\$10.8 billion between 2014 through 2018. Under the PRSP, the Government aimed to increase power output and the volume of power generation at the existing and newly built hydro- and diesel-power generation plants as well as diversifying Angola’s energy generation capabilities, through the establishment of a small-scale hydrothermal generation facilities programme as well as researching the feasibility of solar and wind power generation.

The Government's medium-term plan is to increase energy installed capacity in Angola to 9.9 GW by 2025 from 4.8 GW in 2018, including by increasing hydropower capacity and investment in renewable energy, particularly solar and wind energy. The significant modernisation and expansion of Angola's power transmission facilities aims at establishing a single national power grid, which is intended to be integrated into the regional power pool covering Southern Africa and to bring electricity to Angola's remote rural regions. The Ministry of Energy is responsible for the overall policy in the energy sector.

Currently, Angola does not have a national electricity grid and instead relies on three principal independent systems that provide electricity to different parts of the country: the Northern, Central and Southern Systems. The Government hopes to link the three independent grids as part of a national grid system and eventually link its grid with neighbouring Southern African Power Pool ("**SAPP**") members. Angola is a member of SAPP, a group of African countries that includes Botswana, the Democratic Republic of the Congo (DRC), Lesotho, Malawi, Mozambique, Namibia, South Africa, Swaziland, Tanzania, Zambia and Zimbabwe. The SAPP is designed to promote cooperation among member countries with the aim of creating a common electricity market that can provide reliable and affordable electricity to the citizens of SAPP's member countries.

In accordance with the NDP 2023-2027, the Government intends to: (i) expand the on-grid and off-grid systems; (ii) achieve a rate of electricity access across the population of at least 50.0 per cent., through further regional energy integration; and (iii) expand coverage to ensure all municipal offices have electricity.

In September 2019, UKEF announced that U.S.\$172 million would be released to fund new development projects in Angola. The project is part of the Government's efforts to improve electricity supply with the intention of providing 7,000 homes with electricity. In 2015, the General Electricity Law was amended by Law No. 27/15 of 14 December 2015 which is intended to facilitate private sector involvement in the production, distribution and sale of electricity by creating the necessary mechanisms to allow private companies to take part in the industry's activities alongside and in close cooperation with the relevant public companies.

Furthermore, Presidential Decree No. 256/11 of 29 September 2011 approved the Policy and Strategy for the National Energy Safety. In accordance with the approved strategy, the Government is committed to reforming the energy sector, and amongst others, the Government is focused on:

- restructuring public companies;
- developing a strategic and regulatory framework for renewable energies;
- reinforcing powers of the Regulatory Institute of the Electric and Waters Sector ("**IRSEA**");
- revising the legal framework for the electricity sector;
- defining an attractive model for private investment and development of its legal framework; and
- progressively eliminating electricity price subsidies.

The Angolan electricity system is divided into two separate segments:

- the Public Electricity System ("**PES**"), which encompasses the Electricity National and Transmission Network ("**NTN**") and all generation and distribution infrastructures tied to the NTN; and
- the Non-Tied Electricity System, which encompasses non-tied producers, self-producers and non-tied customers (collectively, non-tied agents).

The producers tied to the PES are public service concessionaires or licence holders who have the obligation to sell electricity to the NTN concessionaire. Under its capacity as a 'single buyer', the NTN concessionaire is required to acquire all power generated by tied producers. To do so, tied producers and the NTN concessionaire must enter into power purchase agreements, which set out the terms and conditions of their commercial relations.

Without prejudice to the necessities of the PES, the non-tied agents are committed to the role of strengthening the competitive regime on the supply and consumer markets of the Angolan electric system. Hence, non-tied producers and customers are entitled to establish bilateral agreements, freely negotiated between the parties, governing the terms and conditions of the supply of electricity, provided that the terms and conditions of such agreements comply with the Regulation for the Licensing and Security of Electric Facilities and the Networks Access Regulation, as well as the rules and procedures put into force by the IRSEA.

With the reform of the General Electricity Law, non-tied producers who wish to sell their electricity to the PES are no longer required to enter into generation concession agreements or request the award of a power generation licence. The commercial relationships established under the regime of the PES are therefore regulated, with contractual terms and sale prices administratively set, as opposed to relations between non-tied agents, whose contractual terms and prices can be freely established by the parties.

Prior to the implantation of a new tariff table in July 2019, electricity prices were heavily subsidised by the Government, with the Government subsidising approximately 60 per cent. of the operational cost of electricity in Angola. With the coming into force of the new tariff table, the operational costs of the sector, other than fuel for electricity generation, are covered by the final customer at an average indicated price of U.S.\$3.32/KWh. See “*Public Finance – Budget Framework and Process*”.

The equivalent U.S.\$ amounts are based on an exchange rate set at U.S.\$1 as equivalent to AOA 385.00.

### ***Power generation***

The table below sets forth information regarding generation of electricity in Angola for the periods indicated:

	2018	2019	2020	2021	2022	2023
	<i>(Production in GWh)</i>					
99vHydro.....	10,374	10,804	12,436	11,118	12,210	13,282
Thermal.....	2,702	3,003	1,614	3,143	2,745	2,260
<b>Total.....</b>	<b>13,076</b>	<b>13,807</b>	<b>14,050</b>	<b>14,261</b>	<b>14,955</b>	<b>15,542</b>

Source: Ministry of Energy and Water

In 2023, the amount of electricity generated in Angola was 15,542GWh, approximately 85.4 per cent. of which was generated by hydroelectric plants and the remaining 14.6 per cent. by thermal power plants. Most power generation facilities are owned and operated by PRODEL (the successor entity to ENE), and only a small share of power generation facilities have been subject to concessions on the basis of build-operate-transfer schemes.

### ***Hydroelectric generation facilities***

In 2023, approximately 85.4 per cent. of Angola’s electricity output was generated by hydroelectric plants, primarily from hydroelectric dams on the Kwanza, Catumbela and Cunene Rivers. The Government estimates that Angola’s potential hydroelectric generating capacity is at least ten times Angola’s current installed capacity. The current structure of Angola’s hydroelectric power generation sector is heavily reliant on its pre-independence infrastructure, when the Portuguese carried out a comprehensive plan for power generation throughout Angola. Angola has a number of large operating hydroelectric power plants with current aggregate generation capacity of 13,282GWh as of 31 December 2023. Angola has been investing significantly in developing its hydroelectric power plants, with works on the Laúca hydroelectric power station (2,070MW capacity) completed in 2017, Capanda hydroelectric power plant (520MW capacity) in 2007, the Matala hydroelectric power plant (40.8MW capacity) in June 2015, the Mabubas facility (25.6MW capacity) which has been operational since 2013 and the Lomaum facility (50MW capacity) which was commissioned in 2015. There are, in addition, further plants that are under development, construction or are being refurbished and/or modernised, and the principal such plants are detailed below. See “*Risk Factors – Angola’s growth prospects are vulnerable to the performance of the power sector*”.

- *Luachimo hydroelectric power plant.* Construction on the Luachimo hydroelectric power plant commenced in 2017. The Luachimo dam is located on the Luachimo River, near Dundo village in

Lunda-North Province and was originally built in the 1950s. The Luachimo hydroelectric power plant was inaugurated on 17 May 2024 and boasts an expected capacity of 34MW. The total cost of the development of the plant was U.S.\$212 million and it was principally being financed by Industrial and Commercial Bank of China Limited. Works on the facility were carried out primarily by China Gezhouba Group Corporation, a subsidiary of China Energy Engineering Corporation.

- *Matala hydroelectric power plant.* Matala hydroelectric power plant is located in Huíla province in the south west of Angola. In addition to generating electricity, the Matala dam plays an important role in agricultural irrigation. The Matala plant has a current capacity of 40.8MW. It was built by the Portuguese prior to independence, in 1958, and certain upgrade works were completed in June 2015. The Government further upgraded the Matala plant by rehabilitating and modernising the electro mechanic equipment as well as the substation. Works on the Matala upgrade were carried out by Elecnor, a Spanish company, and were completed in 2022.
- *Chicapa hydroelectric power plant.* Chicapa hydroelectric power plant is a build-operate-transfer project built by a consortium of mining companies comprising Endiama, Madden International, Odebrecht and PRODEL (the successor entity to ENE) as part of the Catoca diamond mining project – primarily to supply power to Catoca mine, with excess capacity intended to be supplied to the Saurimo village grid. The Chicapa plant is located in Lunda Sul province in the east of Angola and has current capacity of 16MW. The Government also plans to build Chicapa II, a new hydro power station which is expected to have an installed capacity of 31.2MW with an estimated cost of U.S.\$178.5 million.
- *Caculo Cabaça hydroelectric power plant.* On 11 June 2015, a consortium led by China Gezhouba Group Corporation entered into an engineering, procurement and construction contract with the Government for the construction of the Caculo Cabaça hydroelectric power plant. The Caculo Cabaça plant will be located on the middle reaches of the Cuanza River and, when completed, is expected to have a capacity of 2,171MW. The project is expected to cost approximately U.S.\$4.5 billion. In November 2021, a banking syndicate comprising Commerzbank and UniCredit agreed to provide a loan of U.S.\$1.06 billion for the construction of Caculo Cabaça hydroelectric power plant. See “*Public Debt—External Public Debt*”. Works on the facility began in May 2023 with completion expected by 2026.
- *Baynes Binational Hydropower Project.* Construction work on the Baynes Binational Hydropower Project began in July 2024. The project’s capacity is estimated to be 878MW and it is expected to cost U.S.\$1.2 billion to be jointly financed by Angola and Namibia.

### *Thermal power generation*

In 2023, approximately 14.6 per cent. of Angola’s electricity was generated by thermal power plants. There are currently over 250 diesel power plants with an average generation capacity of 1.7MW from which 54 are located in isolated systems not covered by the national grid. Most of them are owned and operated by PRODEL (the successor entity to ENE).

In the future, in addition to satisfying a large proportion of Angola’s energy needs in those localities, diesel power plants are expected to play an important part in balancing power supply in the event of significant future fluctuations in demand for power after the hydroelectric modernisation programme has been completed.

### *Renewable Energy*

The commitment to increasing the role of renewable energy in Angola’s power generation is a priority for the Government, and the Government targets that 800MW of power will come from renewable energy by 2025 (from 6.43MW in 2018). Angola has a promising solar energy resource in the form of the Laúca reservoir, and it is planned that solar energy will play a role in supporting existing and new thermal power plants. In line with this approach, the government has embarked on several solar projects, including:

- the construction of seven solar plants in six different provinces (Benguela, Moxico, Luanda Sul, Bié, Huambo, and Luanda Norte) with a combined capacity of 370MW;



- the development of a solar plant in Lubango with a capacity reaching up to 80MWac/100MWp, along with two other solar power plants;
- the electrification of 61 communities in the provinces of Malanje, Bié, Moxico, Lunda Norte, and Lunda Sul, achieved through the installation of hybrid photovoltaic generation systems with lithium-ion battery storage;
- the electrification of 26 municipal headquarters and 56 communities in the provinces of Cunene, Huíla, Cuando-Cubango, and Namibe. This project includes the construction of 65 solar mini-grids, generating approximately 220MW of energy, with energy storage capacity of 287MWh;
- the construction of two solar power plants in Catete (104MW) and Laúca (400MW); and
- the construction of a 90MWp grid-connected photovoltaic power plant in Cabinda, along with a 25MWp battery storage system.

In October 2021, Sonangol, Eni and ANPG signed a memorandum of understanding for the production of sustainable renewable energy in Angola, as part of the Government's strategy to accelerate the energy transition process in the country. U.S.\$150 million were invested in over 150 acres of land throughout the country to establish agricultural hubs to produce the primary materials for biofuel production. As of 31 December 2023, there was only one operational biomass project in Angola, which generates an average of 30MW of electricity from sugarcane industry waste in the province of Malanje. In 2022, the management of the Mulenvos Landfill was privatised under a public-private partnership to transform the landfill into a waste valorization centre. An additional landfill project, the Catenguenha Landfill in the Huambo Province, is currently in the works. Sonangol is also planning the development of eight off-grid hybrid projects where solar units are combined with diesel-operated power plants in order to reduce their diesel usage.

Pursuant to studies conducted by the Ministry of Energy and Water, Angola has the potential to generate 4GW in wind power. Accordingly, as of the date of this Base Offering Circular, there are two major wind projects under construction: the Gastao Wind Farm, a 30MW onshore wind power project planned in Cuanza Norte, expected to generate 66,704MWh electricity and to be completed by the end of 2024; and the Kiwaba Nzoji Wind Farm, a 104MW onshore wind power project planned in Malanje, expected to be completed in 2033.

In his speech at the 26<sup>th</sup> United Nations Conference on Climate Change (“**COP 26**”) in November 2021, President João Lourenço pledged that Angola would increase its use of ‘green’ non-polluting energy sources so that by 2025, green energy sources would constitute 70 per cent. of the national energy grid. As of December 2023, such green energy sources constitute 62 per cent. of the national energy grid.

In May 2023, the Government approved the General Guidelines for the Development of the Rural Electrification Plan through Executive Decree No. 78/23. The main objective of this plan is to bring electricity to remote areas of the country that currently lack access to the national power grid and are not expected to be connected within the next ten years. The guidelines encompass short, medium, and long-term goals. Short-term objectives include:

- adopting a political and regulatory framework that encourages private sector participation in electrification through installation, operation, maintenance, and energy commercialization;
- implementing fiscal incentives to boost private sector investment in electrification;
- implementing risk mitigation measures for investments;
- developing a public tender pilot project for the installation of mini-grids by private operators to validate the model for replication; and
- establishing a planning unit (National Electrification Agency) to execute programs for mini-grids and solar kits in identified areas, ensuring future public tenders are well-planned and providing guidance to potential private operators and financial partners.

As for medium and long-term objectives, the focus lies in developing large-scale public tender (consolidating lots of mini-grids for bidding) to achieve universal access to electricity between 2025 and 2030.

## ***Electricity transmission***

Angola's power transmission system comprises three independent transmission systems in each of the northern, central and southern regions of Angola. Since the end of the Civil War, the Government has worked on the rebuilding and refurbishment of each of the systems and, in 2007, commenced works on connecting the three independent systems into a national grid network and further integrating Angola's national grid into the regional power pool which covers Southern Africa. This involves the installation of new power transmission lines of more than 4,500 kilometres long across Angola, of which 4,448 kilometres was completed in 2017. The entire project is expected to be completed by 2025 and involves strengthening Lauca's and Caculo Cabaça's infrastructure and to connect the northern, central and southern electricity grids. The first phase of this programme is being financed mainly through export credit lines from Brazil, China, Portugal and Spain.

In February 2021, the World Bank approved a loan of U.S.\$250 million for a project aimed at extending Angola's national electricity grid and accelerating the electrification process in several regions of Angola. This project is also financed by the French Development Agency. The project will focus mainly on the provinces of Luanda, Benguela, Huambo and Huila. The extension of the network will make it possible to connect 196,500 households to the grid.

In March 2021, the AfDB committed U.S.\$350 million to finance the construction of a 343-kilometre, 400 kV central-south transmission line that will connect the north and south transmission grids in Angola and allow for the distribution of clean energy between the two regions. Transmission capacity will increase by 2,250MW and eliminate the need for polluting, diesel-powered generators in southern provinces. The project, once operational in 2023, will avert the consumption of 46.8 billion litres of diesel per year in the south, cutting 80 megatonnes of CO<sub>2</sub> emissions.

In November 2024, the Angolan National Assembly approved amendments to the General Electricity Law, with the purpose of ending the monopoly on the transport of electrical energy and to enable private investment, with "rapid expansion" in the country and regional interconnection. The legislative measure was announced by the Angolan Secretary of State for Energy and aims to "guarantee the participation of the private sector in a public service concession regime", stated a government official.

Pursuant to the NDP 2023-2027, the Government intends to build further transmission lines and substations, financed through private funding.

## ***Power distribution***

Electricity is currently distributed through the state-controlled electricity network by RNT and, in provincial capitals, ENDE. The electrification rate varies significantly throughout the country and can range from 67.5 per cent. in Luanda to 8.1 per cent. in Bié. At the end of December 2023, the electrification rate in Angola reached 43.4 per cent. (a 9.3 per cent. increase since 2018).

The provision of electricity is subsidised in Angola. However, the Government has been working to gradually reduce power subsidies. See "*Public Finance – Budget Framework and Process*". Following a Government review of electricity tariffs, a new tariff regime was implemented in June 2019. Pursuant to its Action Plan for the Energy and Water Sector 2023-2027, the Government will focus on private sector participation in the management and maintenance of dispersed infrastructure, including by licensing distribution activity in isolated systems to private sector participants.

## ***Water Supply***

The table below sets forth information regarding the supply of water in Angola for the periods indicated, unless otherwise stated:

Supply	2018	2019	2020	2021	2022	2023
Production of drinking water in the provincial offices .....	590,320	590,320	590,320	324,803	319,017	335,716
Production of drinking water in Luanda Province	499,979	516,054	532,129	515,948	565,200	641,597
<b>Total</b>	<b>1,090,299</b>	<b>1,106,374</b>	<b>1,122,449</b>	<b>840,751</b>	<b>884,217</b>	<b>977,313</b>

The Ministry of Energy and the Secretary of State for Water are responsible for overall policy in the water sector. In eight out of 18 of Angola's provinces, the production, treatment and distribution of water is managed by the local governments. In the other provinces, it is provided by state-owned water companies.

Safe drinking water is less readily available in Angola's rural regions than in urban areas. However, a number of Angolan and international initiatives have sought to address this key issue in recent years and work continues to ensure the supply of safe drinking water in rural areas throughout Angola. From 2018 to 2023, Angola's supply of water decreased by 10.4 per cent, from 1,090 cubic metres per day to 977 cubic metres per day.

Supply of safe, clean water to the population is one of the Government's key social policy priorities, along with social housing and electricity. To promote supply of safe, clean water to those areas where the water distribution network has yet to be built or expanded, the Government has implemented and continues to promote the creation of suitable communal water distribution points. Under the Action Plan for the Energy and Water Sector 2023-2027, the Government intends to increase access to water by continuing to develop the water supply systems in urban and rural areas, sustainably manage the water sector and by building systems for the collection and treatment of wastewater in all provincial capitals of Angola. Under the Action Plan For the Energy and Water Sector 2023-2027 the Government intends to maximise access to water by continuing to strengthen the supply capacity of water to Luanda through the Bitá and Quilonga systems and through rural parts of Angola and intends that the urban population with access to water will increase to 85 per cent. in urban areas by 2027 (and 80 per cent. in rural areas) from an average rate of water supply coverage of 63 per cent. in 2014. Water supply in Angola is subsidised. See "*Public Finance – Budget Framework and Process*".

The number of people with access to clean water has increased, principally as a result of the improved water supply to Luanda through the Quilonga and Bitá water systems.

On 30 March 2022, the World Bank approved a U.S.\$300 million loan, co-financed by the French Development Agency through a euro-denominated loan equivalent to U.S.\$150 million, under the Climate Resilience and Water Security in Angola Project ("**RECLIMA**") to support the Government to improve water supply and strengthen water resource management for greater climate resilience in selected areas in Angola. RECLIMA will finance physical investments in urban and rural areas as well as institutional development activities to increase water security and help manage climate extremes, from the national and basin levels to the municipal level. The project will be implemented in the provinces of Zaire, Benguela, Huila, Cuanza Sul, Cuando Cubango, Cunene, Namibe and Luanda benefiting nearly 1.2 million people. The RECLIMA project has three components. The first component includes rehabilitating and expanding water supply services in urban and peri-urban areas, as well as maintenance and repair of rural water supply systems. The second component will support selected provinces and their municipalities with water resources development investments that include community-level infrastructure investments to increase reliable access to water resources through the rehabilitation and construction of sand dams, cisterns, small reservoirs, piped water supply, boreholes, protected wells, and soil and water conservation measures in selected watersheds. The third component consists of supporting project management and inter-institutional coordination. In October 2023, the African Development Bank signed two loan agreements with the Government to improve access to climate-resilient and sustainable sanitation services in four coastal towns serving a combined population of 1.4 million. The agreements - a U.S.\$75 million loan from the African Development Bank and U.S.\$49.4 million from the Africa Growing Together Fund - will benefit Benguela, Baía Farta, Catumbela and Lobito, in western Angola. The Africa Growing Together Fund is a U.S.\$2 billion facility sponsored by the People's Bank of China and administered by the African Development Bank. The Coastal Towns Inclusive Sanitation Project is part of the Angolan Government's efforts to improve water and sanitation service delivery in the country, in line with its Strategy 2050 which promotes sustainable and climate-resilient water and sanitation infrastructure and service provision.

The Government believes that as a result there has been a significant reduction in fatalities caused by the use of untreated water over the past several years. Under the Action Plan for the Energy and Water Sector 2023-2027, the Government plans to invest in excess of U.S.\$4 billion to further develop Angola's water supply infrastructure between 2023-2027.

Pursuant to the NDP 2023-2027, the Government intends to build and strengthen water supply and sanitation infrastructure, in particular expanding the water supply system to municipal headquarters and in key cities. The Government plans to increase investment in the water sector. This includes the development of a microcredit model, in partnership with financial institutions to fund projects which ensure access to safe water, particularly in rural areas. The Government also intends to implement an integrated water resource management model to ensure the efficient use of water and equity in the distribution of water, including building dams and channels in key areas.

### **Privatisation and Public-Private Companies**

In 1994, Angola introduced a new privatisation law (the “**Privatisation Law 1994**”) that sought to increase the efficiency and productivity of, and competition in, Angola’s economy through a wider participation in business and enterprise by, in particular, Angolan individual investors and small businesses. The Privatisation Law 1994 provided for privatisation through a public tender, although in certain circumstances companies under the Privatisation Law 1994, could be privatised through a direct private sale to a restricted circle of investors, as happened with the privatisations of CUCA and NGOLA (beverage companies), Liangol (a coffee company), Manauto 4 (a transportation company) and Vidrul (a glass factory). Angola also adopted the Private Enterprise Law which was intended to serve as the legal basis for the operation of privatised companies. However, the privatisation legislation remained largely dormant in subsequent years largely because no implementing regulations were adopted and the Civil War distracted the Government’s privatisation efforts. In 2001, the Government set out a PROPRIV and adopted privatisation strategies for the period from 2001 to 2005, naming approximately 102 businesses or business units as designated for full or partial privatisation (including through management privatisation) during that period (the “**2001-2005 Programme**”). However, the Government’s 2001-2005 Programme remained largely uncompleted.

In August 2009, the Council of Ministers of Angola established the Institute for the Public Sector Enterprises (“**ISEP**”) under the auspices of the Ministry of Economy and Planning, with the purpose of reviving the privatisation process. Shortly after its establishment, following a public tender, ISEP produced a study of Angola’s privatisation experience in the period 1989-2009, which was approved by the Government in 2011. It was intended that the study will form the basis for the Government’s efforts to develop a privatisation programme for the short to medium term. Between 2013 and 2017, 29 small companies were privatised which generated approximately U.S.\$23.4 million in Government revenues.

In February 2018, through Presidential Order No. 19/18 of 20 February 2018, a committee was established with the purpose of preparing and implementing a privatisation process on the Angolan Stock Exchange for certain public companies. This committee was coordinated by the Minister of State for the Economic and Social Development and included the Minister of Finance, Minister of Planning and Economy, Secretary of the Angolan President for the Economic Affairs, Secretary of State for the Treasury and Finance, Chairman of ISEP, Chairman of the Capital Markets Commission, and BODIVA’s chairman of the executive committee. The Ministry of Finance was appointed by Presidential Decree No. 141/18 of 7 June 2018 to proceed with and support the Government in the regulation and execution of the privatisation process, as well as with the process related to the management of public-private companies. As a result of that Decree, the name of ISEP was changed to the *Instituto de Gestao de Activos e Pariticipacoes do Estado* (“**IGAPE**”). The IGAPE carries out the function of managing Angola’s interests in public-private companies, as well as the execution of the privatisation process and the supervision of public funds and is directed by the Ministry of Finance.

In May 2019, to facilitate the privatisation of certain Angolan companies and to ensure that privatisations are carried out through a clear and competitive process, Angola passed Law No. 10/19 of 14 May 2019 establishing a new privatisation process (the “**Privatisation Law 2019**”) and Law No. 11/19 of 14 May 2019 governing the management of public-private partnerships companies (the “**Public-private Partnerships Law**”).

The Privatisation Law 2019 applies to the privatisations of assets and stock holdings of Angola as well as those of other public entities. The assignment of rights for the discovery and exploitation of resources that were formally restricted to the Government on the grounds of public interest are also a subject of privatisation under the Privatisation Law 2019. Privatisations can only be performed by decision of Angola’s President as a public tender or via a process on the Angolan Stock Exchange. Under the

Privatisation Law 2019, certain restricted public tenders addressed to qualified bidders only can also be used.

On 5 August 2019, Presidential Decree No. 250/19 approved a mandatory privatisation programme to complement the PROPRIV. The PROPRIV was partially carried out as a part of the NDP 2018-2022 strategic objectives, will be finalized within the framework of the NDP 2023-2027, and has been designed in collaboration with the World Bank, in order to guarantee transparency and as a further step in Angola incorporating international practices into the process.

The PROPRIV lays out a schedule for the privatisation of wholly or partially publicly owned companies from 2019 to 2022. In 2022, PROPRIV was extended to 2026. Its aim is to reduce the Government's participation in the economy as a direct producer of goods and services and to promote favourable conditions to private initiatives, foreign investments and the acquisition of specific know-how that is beneficial to the companies in the public sector. Simultaneously with the execution of the PROPRIV, the Government will seek to strengthen its role as regulator and coordinator of Angola's development, allowing more opportunity for the private sector to promote growth in the Angolan economy.

As part of the PROPRIV, approximately 175 companies will be fully or partially privatised through public tenders, 11 companies through bids in the Angolan Stock Exchange and nine companies through initial public offerings. The method of each privatisation, its date and the specific amount to be privatised shall be specified in complementary Presidential Decrees to be issued. The specific portion of each company to be privatised shall also be specified in said Presidential Decrees.

The list of companies and assets to be privatised has since been updated. This list includes some companies and assets which the Government wishes to be transferred to the private sector but excludes other companies and assets which the Government now wishes to remain under Angolan State control.

The PROPRIV extends to a range of diverse industries including mining and natural resources, telecommunications and technology, finance, transportation and hotels and tourism. For example, the PROPRIV covers Banco Económico S.A., Endiama and TAAG Angola Airlines.

The schedule starting with the execution of the PROPRIV began in 2019 to 2020 in which most of the simple privatisation processes, mainly executed through public tenders. Pursuant to the PROPRIV, approximately 161 companies will be privatised through public tender during this initial stage, including companies such as Biocom, Textang II and Africa Textil.

In 2023, Presidential Decree No. 78/23 of 28 March 2023 approved an extension of the PROPRIV execution period for another three years and included new state assets and participations in PROPRIV. The extension intends to complete the restructuring processes of companies and assets of national reference, subsidiary companies and assets of Sonangol and Special Economic Zone industrial units, and include new assets such as ENDIAMA (diamond), BODIVA (stock market), TAAG (national airline), Aldeia Nova, S.A. (agriculture), Nova Cimangola, S.A. (cement industry) MUNDIAL Seguros (insurance) or TV Zimbo (TV broadcaster).

Presidential Decree no. 26/24 of 11 January 2024 includes in the PROPRIV more assets recovered under Law no. 15/18 of 26 December 2018 — on Coercive Repatriation and Extended Loss of Assets. It also includes assets of significant importance such as the state's participation in banks such as Standard Bank Angola and BFA, as well as the major telecom operator Unitel, as per Presidential Dispatch no. 148/24, of 5 July 2024, Decree Presidential Dispatch no. 194/24 of 23 August 2024, and Presidential Dispatch no. 195/24 of 23 August 2024.

As a result of changing national targets concerning the number of assets and companies to be privatised under PROPRIV, the following regulations were passed in 2021 in order to support the privatisation programme: Presidential Decree No. 44/21 of 19 February 2021; Presidential Decree No. 182/21 of 28 July 2021; and Presidential Dispatch No. 134/21 of 25 August 2021.

From 2019 to 2021, the Government raised AOA 850 billion (approximately U.S.\$1.45 billion, when calculated with the average exchange rate for 2021 of AOA 584.15 per U.S.\$1.0) from the sale of 73 assets under the PROPRIV. In 2021 alone, 34 out of the 50 planned privatisations were completed – an execution

rate of over 60 per cent. In January 2022, the Government announced plans to privatise 63 companies in the first six months of 2022, including ENSA, the state insurer, and BAI S.A.

The PROPRIV also details a restructuring process for Sonangol and the subsidiary companies totally or partially owned by Sonangol (the “**Sonangol Subsidiary Companies**”) as a separate independent process (the “**Sonangol Restructuring Process**”). Pursuant to the Sonangol Restructuring Process, a majority of Sonangol Subsidiary Companies will be privatised in different stages.

Most of Sonangol Subsidiary Companies operating in industries such as real estate, tourism, health and education will be privatised first and those operating in the oil industry will be privatised at a later stage. The Sonangol Restructuring Process contemplates that a part of Sonangol shares will be privatised through an initial public offering process expected in 2027, subject to further specifications in the relevant Presidential Decrees.

Under the NDP 2023-2027, as well as finalising the PROPRIV, the Government intends to further promote public-private partnerships as a source of funding for infrastructure, public services, and construction projects. The Government intends to train public representatives to ensure that these partnerships are feasible, fair for both parties, and to reduce associated costs. Private partners will be attracted through developing a portfolio of projects suitable for potential partnerships, sharing information about these on international platforms, and strengthening institutional and media communication about existing projects.

## THE EXTERNAL SECTOR

### Balance of Payments

Preliminary data indicated that a surplus of U.S.\$4.2 billion (4.7 per cent. of 2023 GDP) was recorded in Angola's current account for 2023, reduced from U.S.\$11.8 billion (10.4 per cent. of GDP) in 2022, primarily reflecting a decline in crude oil prices. The 2022 current account surplus was, conversely, an increase on the current account surpluses recorded for 2021, of U.S.\$8.4 billion (11.7 per cent. of GDP), and 2020, of U.S.\$0.9 billion (1.6 per cent. of GDP), as a consequence of higher oil revenues. In 2019 and 2018, Angola registered a current account surplus of U.S.\$5.1 billion (6.3 per cent. of GDP) and U.S.\$7.4 billion (7.5 per cent. of GDP), respectively, caused primarily by the combined effects of supportive oil prices, stabilized production outputs and import reduction measures. Angola's capital and financial account recorded deficits in 2018 (of U.S.\$7.8 billion), 2019 (U.S.\$3.2 billion), 2020 (U.S.\$3.4 billion) and 2021 (U.S.\$6.2 billion), primarily driven by a decrease in net FDI contributions which accounted for an outflow of U.S.\$1.7 billion in 2019, U.S.\$2.0 billion in 2020 and U.S.\$3.3 billion in 2021. The preliminary deficit of the capital and financial account for 2022 was U.S.\$7.8 billion and U.S.\$4.0 billion for 2023.

Capital account contributions are insignificant in Angola. This is due to the absence of forgiveness of Angola's debt by foreign countries and low levels of donor aid.

Angola's balance of payments accounts are compiled and disseminated by the BNA. The table below sets forth certain information regarding Angola's balance of payments for the years indicated:

	2018	2019	2020	2021	2022	2023
	<i>(U.S.\$ billions)</i>					
<b>Current account .....</b>	<b>7.4</b>	<b>5.1</b>	<b>0.9</b>	<b>8.4</b>	<b>11.8</b>	<b>4.2</b>
Trade balance .....	25.0	20.6	11.4	21.8	32.8	21.8
Exports FOB .....	40.8	34.7	20.9	33.6	50.0	36.9
of which oil and gas sector .....	39.4	33.4	19.6	31.8	47.5	34.7
of which non-oil and gas sector .....	1.3	1.4	1.4	1.4	2.5	2.2
Imports FOB .....	(15.8)	(14.1)	(9.5)	(11.8)	(17.3)	(15.1)
Services (net) .....	(9.5)	(7.7)	(5.5)	(7.0)	(11.2)	(8.5)
Income (net) .....	(7.8)	(7.5)	(4.9)	(5.8)	(8.7)	(8.5)
Current transfers (net) .....	(0.3)	(0.2)	(0.1)	(0.6)	(1.1)	(0.5)
<b>Capital and Financial Account .....</b>	<b>(7.8)</b>	<b>(3.2)</b>	<b>(3.4)</b>	<b>(6.2)</b>	<b>(7.8)</b>	<b>(4.0)</b>
Capital account .....	—	—	—	—	—	—
Financial account .....	(7.8)	(3.2)	(3.4)	(6.2)	(7.8)	(4.0)
FDI (net) .....	(6.5)	(1.7)	(2.0)	(3.3)	(6.6)	(2.1)
Medium and long term capital (net) .....	3.5	1.6	(0.9)	1.3	1.2	(5.9)
Disbursements .....	10.3	9.0	5.2	9.5	8.2	3.6
of which oil companies .....	1.0	1.5	1.5	2.0	2.1	—
Amortisations .....	(6.8)	(7.3)	(6.0)	(8.2)	(7.0)	(9.5)
of which oil companies .....	(1.4)	(1.5)	(2.4)	(2.2)	(2.1)	(1.8)
Other Capital (net) .....	(4.8)	(3.1)	(0.5)	(4.2)	(2.4)	4.0
Errors and omissions .....	(0.2)	(0.9)	(0.9)	(2.1)	(2.9)	0.7
<b>Overall balance .....</b>	<b>(0.5)</b>	<b>1.0</b>	<b>(3.4)</b>	<b>0.1</b>	<b>1.0</b>	<b>0.9</b>
Financing .....	0.5	(1.0)	3.4	(0.1)	(1.0)	(0.9)
Variation of reserves .....	0.9	(1.0)	2.8	(0.9)	(1.0)	(1.1)
Arrears .....	(0.4)	0.0	0.0	0.3	—	—
Rescheduling .....	—	—	—	0.5	—	0.1
Debt forgiveness .....	—	—	—	—	—	—

Source: National Bank of Angola (BNA)

### Foreign trade

The following table below sets forth an overview of Angola's trade balance for the years stated:

	2018	2019	2020	2021	2022	2023
	<i>(U.S.\$ billions)</i>					
<b>Exports</b>						
Crude Oil .....	36.5	31.4	18.3	27.9	40.3	31.4
Refined Oil .....	0.4	0.5	0.3	0.4	0.7	0.4

	2018	2019	2020	2021	2022	2023
Gas (including LNG).....	2.4	1.5	1.0	3.6	6.5	2.8
Diamonds .....	1.2	1.2	1.1	1.5	1.9	1.6
Other.....	0.2	0.1	0.3	0.2	0.6	0.6
<b>Total exports.....</b>	<b>40.8</b>	<b>34.7</b>	<b>20.9</b>	<b>33.6</b>	<b>50.0</b>	<b>36.9</b>
<b>Imports</b>						
Current consumption goods.....	9.3	8.0	5.9	7.3	11.8	9.5
Intermediate consumption goods .....	1.7	1.6	1.3	1.5	2.0	1.9
Capital goods.....	4.9	4.5	2.4	2.8	3.5	3.7
<b>Total imports.....</b>	<b>15.8</b>	<b>14.1</b>	<b>9.5</b>	<b>11.5</b>	<b>17.3</b>	<b>15.1</b>

Source: National Bank of Angola (BNA)

Between 2018 and 2023, the total value of exports decreased by 9.6 per cent., from U.S.\$40.8 billion to U.S.\$36.9 billion, principally driven by lower volumes of oil exports, during which time the value of crude oil exports decreased by 14.0 per cent. from U.S.\$36.5 billion to U.S.\$31.4 billion. In 2023, the value of exports decreased by 26.2 per cent. when compared to 2022, with oil exports decreasing by 27.2 per cent. while other exports decreased by 12.0 per cent.

Between 2018 and 2023, there was an increase of 57.1 per cent. in the total value of non-oil and gas exports which had a total value of approximately U.S.\$1.4 billion in 2018 and U.S.\$2.2 billion in 2023. Non-oil and gas exports represented 6.0 per cent. of total Angolan exports in 2023, a 2.6 percentage point increase over the 3.4 per cent. participation recorded in 2018.

Between 2018 and 2023, the total value of imports decreased from U.S.\$15.8 billion to U.S.\$15.1 billion, a decrease of 4.4 per cent. Since the end of the Civil War, Angola has developed into a consumer society. In addition, the ongoing gradual recovery in the agricultural and manufacturing sectors keeps the economy highly dependent on imports of foods and consumption goods.

### Exports

For a description of Angola's crude oil exports indicated by country, see "*The Economy, Primary Industry Sectors-Oil Industry- Exports*".

The following table sets forth Angola's exports of goods in value terms by product for the years indicated:

	2018	2019	2020	2021	2022	2023
<b>Crude Oil (U.S.\$ billions) .....</b>	<b>36.5</b>	<b>31.4</b>	<b>18.3</b>	<b>27.9</b>	<b>40.3</b>	<b>31.4</b>
Volume (million barrels).....	517.6	504.8	463.9	394.0	395.7	386.4
Price (U.S.\$).....	70.6	65.2	41.0	70.7	101.8	81.3
<b>Refined Oil (U.S.\$ billions).....</b>	<b>0.4</b>	<b>0.5</b>	<b>0.3</b>	<b>0.4</b>	<b>0.8</b>	<b>0.4</b>
Volume (in metric tons) .....	914.3	1,030.0	874.9	692.8	1,016.5	751.4
Price (U.S.\$/metric ton).....	473.9	448.6	292.8	526.3	733.2	572.7
<b>Gas (including LNG) (U.S.\$ billions) .....</b>	<b>2.4</b>	<b>1.5</b>	<b>1.0</b>	<b>3.6</b>	<b>6.5</b>	<b>2.8</b>
Volume (thousand barrels) .....	48,766.8	50,185.5	46,916.5	39,551.8	39,565.8	42,026.9
Price (U.S.\$/barrel).....	50.0	30.0	22.0	91.4	163.6	67.1
<b>Diamonds (U.S.\$ billions) .....</b>	<b>1.2</b>	<b>1.2</b>	<b>1.1</b>	<b>1.6</b>	<b>2.0</b>	<b>1.6</b>
Volume (in thousand carats).....	7,993.4	8,534.6	8,535.3	8,716.6	8,745.5	9,974.1
Price (U.S.\$/carats).....	144.1	142.3	125.3	177.8	222.5	157.6
<b>Other exports (U.S.\$ billions).....</b>	<b>0.2</b>	<b>0.1</b>	<b>0.3</b>	<b>0.2</b>	<b>0.6</b>	<b>0.6</b>
<b>Total Exports (U.S.\$ billions).....</b>	<b>40.8</b>	<b>34.7</b>	<b>20.9</b>	<b>33.6</b>	<b>50.0</b>	<b>36.9</b>

Source: National Bank of Angola (BNA)

The following table sets forth the percentage share of Angola's key export products in total for the years indicated unless otherwise stated:

2018	2019	2020	2021	2022	2023
	(%)				



	2018	2019	2020	2021	2022	2023
Crude Oil .....	89.7	90.4	87.4	83.0	80.5	85.2
Refined oil .....	1.1	1.3	1.2	1.1	1.5	1.2
Gas .....	6.0	4.3	4.9	10.8	12.9	7.6
Diamonds .....	2.8	3.5	5.1	4.6	3.9	4.3
Other exports .....	0.5	0.4	1.4	0.6	1.2	1.7
<b>Total .....</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Source: National Bank of Angola (BNA)

Oil remains by far Angola's single major export. In 2023, China, Portugal, India, the United Arab Emirates, the United States, the United Kingdom, Korea and Togo were Angola's principal trading partners in the country's export of oil. Between 2018 and 2023, oil exports to China and India, while decreasing in absolute terms, remained significant due to Angola's production of a large quantity of lower grade heavy crude oil (from Blocks 14, 15 and 17), for which China and India have the majority of appropriate refineries worldwide.

Between 2018 and 2023, crude oil exports to China decreased from U.S.\$23.7 billion in 2018 to U.S.\$17.9 billion in 2023, crude oil exports to the United States decreased from U.S.\$1.2 billion in 2018 to U.S.\$0.4 billion in 2023, crude oil exports to India decreased from U.S.\$3.2 billion in 2018 to U.S.\$1.8 billion in 2023, crude oil exports to Canada remained consistent at U.S.\$0.7 billion in 2018 and 2023, crude oil exports to South Africa decreased, from U.S.\$1.1 billion in 2018 to U.S.\$0.3 billion in 2023, crude oil exports to France increased from U.S.\$0.6 billion in 2018 to U.S.\$1.3 billion in 2023, crude oil exports to the Netherlands increased from U.S.\$0.1 billion in 2018 to U.S.\$1.9 billion in 2023 and crude oil exports to Spain increased from U.S.\$1.2 billion to U.S.\$2.4 billion. The overall decrease in oil exports was primarily driven by low production outputs.

Under the PRODESI, the Government identified that sustained and robust development of the economic sector relies on the diversification of productive sectors and, as such, has initiated an executive programme to diversify national production in the areas of food and agroindustry, mineral resources, oil and natural gas, forestry, textiles, clothing and footwear, and tourism and leisure. See *“Public Finance – Fiscal Reforms in the period 2018-2022 – Support Programme for Production, Diversification of Exports and Replacement of Imports”*.

### Imports

The table below sets forth the source of Angola's imports (including oil) for the periods indicated, by country:

2018	2019	2020	2021	2022	2023
China 2.2	China 2.0	China 1.5	China 1.7	China 2.7	China 2.3
Portugal 2.1	France 1.9	Portugal 1.3	Portugal 1.4	Portugal 1.9	Portugal 1.6
Singapore 1.8	Portugal 1.8	Brazil 0.6	India 0.7	Korea 1.7	India 1.1
Belgium 1.0	Belgium 0.9	India 0.4	Togo 0.7	Netherlands 1.2	U.A.E. 1.0
Togo 1.0	Korea 0.7	U.S. 0.5	Brazil 0.6	India 1.1	U.S. 0.8
U.S. 0.7	U.S. 0.6	South Africa 0.4	U.K. 0.6	Belgium 0.8	U.K. 0.7
Brazil 0.7	Brazil 0.6	U.K. 0.5	U.S. 0.5	U.A.E. 0.8	Korea 0.7
South Africa 0.6	Africa 0.5	France 0.3	Italy 0.5	Brazil 0.7	Togo 0.7
India 0.5	India 0.5	Norway 0.4	Netherlands 0.4	U.K. 0.6	Brazil 0.5
U.K. 0.5	U.K. 0.5	Italy 0.3	Belgium 0.4	U.A.E. 0.6	Netherlands 0.5
Others 4.7	Others 4.1	Others 3.3	Others 4.2	Others 5.2	Others 4.9
<b>Total 15.8</b>	<b>Total 14.1</b>	<b>Total 9.5</b>	<b>Total 11.8</b>	<b>Total 17.3</b>	<b>Total 15.1</b>

Source: National Bank of Angola (BNA)

Since 2018, and reflecting Angola's expansion of its commercial relations internationally, the origins of Angola's imports has diversified, with imports from India, the United Arab Emirates, Korea and the Netherlands increasing significantly. Angola's largest import partners in 2023 were China (15.4 per cent),

Portugal (10.9 per cent.), India (7.2 per cent), the United Arab Emirates (7.0 per cent.), the United States (5.5 per cent.), the United Kingdom (4.9 per cent.), Korea (4.7 per cent.), Togo (4.7 per cent.) and Brazil (3.5 per cent.).

The gradual recovery in the production of agriculture and manufactured products and the effects of Angola's infrastructure investment programme mean that Angola must import most consumption and investment goods. However, the consolidation of the peace process and the Government's economic policies are expected to support progress towards import substitution.

Given a lack of U.S. dollars in circulation (see "*Monetary System – The Central Bank of Angola (the 'BNA')*"), the Ministry of Finance has sold U.S. dollars to Angolan banks throughout 2023 and 2024. Despite this, a demand backlog persists such that U.S. dollar liquidity remains constrained. U.S. dollar illiquidity has negatively affected imports to Angola due to the fact that many imports were paid for in U.S. dollars. See "*Risk Factors – A significant decline in the level of external reserves as a result of the BNA's major role as a main supplier of foreign currency to domestic residents for imports purposes could materially impair Angola's ability to service its external debt, including the Notes*".

The following table sets forth Angola's imports of goods in value terms by product for the years indicated:

	2018	2019	2020	2021	2022	2023
	(U.S.\$ billions)					
Machinery and electrical equipment	3.1	2.8	2.2	2.8	3.3	3.5
Fuel	2.4	1.9	0.9	1.9	4.0	3.6
Foods	3.2	2.6	2.1	2.1	2.9	1.9
Construction materials	1.0	0.9	0.7	0.9	1.1	1.1
Vehicles	0.7	0.7	0.7	0.8	1.4	1.3
Chemicals products	1.2	1.0	0.8	1.0	1.5	1.1
Miscellaneous	0.6	0.5	0.5	0.6	0.7	—
Plastics, rubber and leather	0.6	0.6	0.5	0.6	0.7	0.6
Textiles and clothing	0.4	0.4	0.3	0.5	0.5	0.4
Beverages and vinegar	0.2	0.1	0.1	0.1	0.1	0.1
Aircraft and vessels	1.8	1.7	0.2	0.1	0.1	0.2
Paper and their derivatives	0.3	0.5	0.3	0.3	0.5	—
Mineral products	0.0	0.0	0.0	0.0	0.0	0.1
Wood and charcoal	0.0	0.0	0.0	0.0	0.0	0.1
Others	0.5	0.2	0.1	0.1	0.1	1.0
<b>Total</b>	<b>15.8</b>	<b>14.1</b>	<b>9.5</b>	<b>11.8</b>	<b>17.3</b>	<b>15.1</b>

Source: National Bank of Angola (BNA)

Under the PRODESI, the Government identified that, alongside its key aim of diversifying Angolan exports, the replacement of imports is crucial to its strategy of rebalancing the economic sector. The Government aims to focus investment, develop infrastructure and improve the business environment in specific product sectors identified as having strong import replacement potential, including food and agroindustry, mineral resources, oil and natural gas, forestry, textiles, clothing and footwear, and tourism and leisure. See "*Public Finance – Fiscal Reforms in the period 2018-2022- Support Programme for Production, Diversification of Exports and Replacement of Imports*".

## Foreign Direct Investment

Under Angola's socialist regime during the Civil War, FDI in any sector in Angola was permitted only on the condition that the foreign investor formed a joint venture with an Angolan company, with the Angolan entity holding at least 51 per cent. of the shares of the joint venture. Furthermore, it was compulsory for foreign investors to keep 75 per cent. of their revenues in Angolan banks. Since the 1980s, Angola has moved towards a more free-market economy and restrictions on FDI have gradually diminished. The Government acknowledges the key importance of encouraging FDI, not only in the oil sector but most importantly in agriculture, construction, infrastructure and manufacturing.

As part of Angola's efforts to diversify its economy and promote foreign direct investment, the previous legal framework applicable to private investments (Law No. 10/18 of 26 June 2018) was amended and republished by Law 10/21 of 22 April 2021 (the "**FIL**"). The FIL introduced reforms to the prior foreign investment regime including, *inter alia*, the following:

- a "contractual regime" of investment, which permits investors to negotiate with the Government regarding the conditions for the implementation of foreign direct investment projects, as well as the incentives and benefits applicable under the private investment agreement to its investment;
- tax incentives are no longer included in the FIL. Investors under any investment regime will be entitled to benefits as set out in the Tax Benefits Code. The Tax Benefits Code came into force on 14 May 2022. See "*Public Finance – Taxation*";
- the complete implementation of private investments has been eliminated as a condition for the repatriation of private investor funds, such as dividends;
- private investors are exempted from the requirement to obtain provisional licenses and other administrative authorisations for purposes of implementing their foreign direct investment projects, as the Private Investment Registration Certificate is deemed to be sufficient for the development of the projects. Further, in investment projects where approvals, authorisations or any other administrative acts or formalities are required, those public entities and authorities involved must comply with the schedule of execution or otherwise their consent/authorisation for the particular project will be deemed granted;
- the use of internal credit resources for investors is no longer tied to the actual implementation of the respective project; and
- foreign investors operating outside the scope of the FIL are able to register their investments with the relevant authorities to access the rights and benefits granted by the FIL, except for any tax benefits.

Foreign investment is also regulated by Presidential Decree no. 250/18 of 30 October 2018, as amended by Presidential Decree no. 271/21 of 11 June 2021, which regulates the FIL and established the procedures for registration of a private investment project.

Additionally, BNA Order No.11/21 of 23 December 2021, established the procedures for foreign exchange transactions by non-residents related to foreign investment in entities without shares admitted to trading on regulated markets, foreign investment in securities and derivative instruments, any divestment of the assets and income from the aforementioned investments. This order aims to make the undertaking of foreign exchange operations simpler, especially in relation to FDI. This order exempts several foreign investment operations from obtaining authorisation from the BNA, namely, investments made in the acquisition of shares in unlisted Angolan companies, or in securities and derivatives.

In March 2018, the *Agência de Investimento Privado e Promoção das Exportações* ("**AIPEX**") – the Agency for Private Investment and Promotion of Exports – was established (through Presidential Decree No. 81/18 of 19 March 2018) responsible for all aspects of private investment, the promotion of exports and international business partnerships, with the aim of increasing the competitiveness of the economy. This new agency for private investment and export replaces AIPEX-Angola (the Angolan agency for the promotion of investment and exports), UTIP (the former Technical Unit for Private Investment) and the Unidade Técnica de Apoio ao Investimento Privado. Moreover, supported by a computer platform that ensures interoperability between Angola's different public administration services, the Investment One-Stop Shop (the "**OSS**"), established by Presidential Decree 167/20 of 15 June 2020, is managed by AIPEX. Specifically, AIPEX will be tasked with securing from such public administration services, on behalf of the investor, any authorisations and services required for the implementation of the investment project within the deadlines set out in the implementation schedule agreed between AIPEX and the investor. Any requests, communications and notices between investors and the relevant public administration services must now be made on the OSS via AIPEX, who is the investor's sole contact during the process.

Further to Angola's efforts to encourage FDI, in May 2019, the Government passed the Privatisation Law 2019 and the Public-Private Companies Law. Pursuant to the Privatisation Law 2019 and the Public-Private Companies Law, rules have been put into place to facilitate investment in the Angolan economy and to ensure that the privatisation of certain Angolan companies is carried out in a fair and transparent way. See also "*The Economy - Privatisation and Public-Private Companies*". In August 2020, the National Assembly also approved the State Owned Enterprises Law, which sought to improve internal control, governance structure, professionalism, internal and external audit functions, and disclosure practices of State Owned Enterprises.

In June 2021, the Government approved the National Plan to Improve the Business Environment, whose objective is for Angola to reach at least 160<sup>th</sup> in the World Bank's 2022 Doing Business Report. The plan covers reforms in ten areas with an emphasis on the following actions:

- creation of a digital platform for the incorporation of companies;
- cancelling the requirement for a business license in relation to companies whose sector of activity is not considered strategic;
- simplifying the process of obtaining Land Registry title by reformulating procedures under existing land law and creating a national land management system;
- expanding the coverage of the BNA's Central Credit Information and Registration Office;
- introducing a new insolvency law and corresponding regulation; and
- creating a branch dedicated to micro-enterprises and SMEs within the Angolan Stock Exchange.

Moreover, on 1 September 2021, the National Assembly ratified the International Convention on the Settlement of Investment Disputes between States and Nationals of Other States (the "**ICSID Convention**"), by which Angola accepted that, in certain situations, foreign investors may have a right to bring an international investment arbitration against Angola, thereby providing foreign investors with access to enforceable investment arbitration under the auspices of the World Bank. The ICSID Convention was ratified by the President 21 September 2022 before coming into force on 21 October 2022.

On 12 October 2020, the National Assembly passed Law no. 35/20, the Free Trade Zones Law, which set forth the possibility of creating free trade zones within Angola with a number of incentives and benefits. The Free Trade Zones Law has enabled the Government to transform the Luanda-Bengo Special Economic Zone ("**ZEE**") into a free trade zone, in an attempt to encourage foreign investment. On 10 November 2021, the ZEE launched the *Guiché de Apoio ao Investidor* (the "**GAI**"), or Investor Support Office, for investors. Amongst other things, the GAI aims to facilitate access for national and foreign investors and eliminate bureaucratic obstacles that might hinder the activities of those who wish to access Angola's privatised assets, or those businesses already established within the ZEE. See also "*Risk Factors - Angola may face a lack of continued access to foreign direct investment for several reasons*".

### ***Regulation and monitoring of FDI***

The definition and promotion of domestic investment and FDI policy rests with the President in his capacity as holder of executive power, assisted by the Ministerial Departments. The FIL sets forth, *inter alia*, the requirements for domestic investment and FDI in Angola, and provides for tax and customs incentives for private investment projects approved under the FIL.

The FIL formally authorises foreign investments of any amount and grants foreign investors the right to repatriate dividends. The FIL abolishes the requirement to establish compulsory partnerships with Angolan companies or citizens and the additional tax rate previously applicable to profits generated by investment projects approved under the now-revoked Law No. 14/15 of 11 August 2015.

The FIL establishes three different procedural regimes, as described in the section below.

## Admission requirements for FDI

Three different procedural regimes are provided for in the FIL: (i) the “prior declaration regime”; (ii) the “special regime”; and (iii) the “contractual regime”.

The “prior declaration regime” enables the investor to incorporate the local company prior to the submission of the investment proposal before the competent authorities and before the Private Investment Registry Certificate is obtained. Notwithstanding this, rights and benefits can only be granted to the investor pursuant to the approval of the investment project.

The FIL also provides that projects developed within priority activity sectors and within development zones shall be subject to the “special regime”, while in other sectors private investors are free to choose the applicable procedural regime. This “special regime” gives investors access to a number of financial benefits.

Finally, the “contractual regime” may be elected for investment in all sectors and allows investors to negotiate the specific conditions of their investment with the Government, including any potential incentives from which they may benefit.

See “*Encouragement of FDI*” below.

## FDI by sector and country of origin

The oil sector attracts the most significant amount of FDI. The table below sets forth a breakdown of FDI by industry sector, for the years indicated:

Industry Sector	2018	2019	2020	2021	2022	2023 <sup>1</sup>
			(U.S.\$ billions)			
Oil .....	6.9	7.5	6.2	6.3	6.8	8.7
Diamonds .....	0.2	0.2	0.1	0.1	0.1	
Industry .....	0.1	0.1	0.0	0.0	0.0	
Commerce .....	0.1	0.1	0.0	0.0	0.0	
Provision of Services .....	0.2	0.1	0.0	0.2	0.0	0.1
<b>Total .....</b>	<b>7.6</b>	<b>8.1</b>	<b>6.3</b>	<b>6.5</b>	<b>7.0</b>	<b>8.8</b>

<sup>1</sup> Breakdown of non-oil sector FDI for 2023 is not available.

Source: National Bank of Angola (BNA)

From 2018 to 2023, Angola accumulated approximately U.S.\$36.8 billion in FDI, of which U.S.\$35.4 billion derived from the oil sector. The most significant volumes of FDI in Angola’s oil sector have historically come from the United States (with Chevron and its subsidiary CABGOC acting as the operators on four out of Angola’s 16 currently producing oil Blocks, and ExxonMobil acting as the operator of one), France (with Total acting as the operator for three oil Blocks), the United Kingdom (with BP acting as the operator of two oil Blocks) and Italy (with ENI acting as the operator of one oil Block).

In 2022, 28.9 per cent. of FDI in the oil sector originated from the United States, 21.7 per cent. originated from France, 21.3 per cent. originated from Italy, 17.2 per cent. originated from the United Kingdom and 10.8 per cent. originated from Norway. In 2023, 33.8 per cent. of FDI in the oil sector originated from Italy, 25.0 per cent. originated from the United States, 19.6 per cent. originated from France, 12.8 per cent. originated from the United Kingdom and 8.8 per cent. originated from Norway.

The table below sets out the FDI country of origin in the oil sector in Angola from 2018 to 2023:

Country	2018	2019	2020	2021	2022	2023	2022	2023
							(% of total Oil FDI)	
			(U.S.\$ millions)					
United States .....	1,692.6	1,921.6	1,528.5	1,472.3	1,863.8	2,167.2	28.9	25.0
France .....	1,490.6	1,499.1	1,352.9	1,240.6	1,400.6	1,704.1	21.7	19.6
United Kingdom .....	810.1	929.2	951.0	924.7	1,105.7	1,112.7	17.2	12.8
Norway .....	519.5	689.4	632.5	538.1	696.8	760.5	10.8	8.8
Italy .....	962.9	1,125.6	834.9	1,028.2	1,372.6	2,931.3	21.3	33.8
China .....	1,088.3	—	—	—	—	—	—	—
Denmark .....	—	—	—	—	—	—	—	—
Portugal .....	249.9	—	—	0.5	—	—	—	—

Country	2018	2019	2020	2021	2022	2023	2022	2023
							(%) of	
							total Oil FDI	
Other.....	188.2	3,592.0	3,022.9	–	–	–	–	–
<b>Total.....</b>	<b>7,000.2</b>	<b>9,757.0</b>	<b>8,322.8</b>	<b>13,731.7</b>	<b>6,439.5</b>	<b>8,675.7</b>	<b>100.0</b>	<b>100.0</b>

Source: ANPG

### ***Encouragement of FDI***

Since the end of the Civil War in 2002, the Government has particularly encouraged foreign investment in those areas that would contribute to diversification of Angola's economy, including diamond and other minerals, agriculture, fisheries and livestock, water and forest resources, transport and telecommunications, education and technical professional training, health, civil construction and public works. Angola has been divided into two foreign investment zones that are granted different tax incentives. Angola maintains a non-oil tax regime that is one of the lowest in the region.

Tax incentives are no longer included in the PIL. Investors under any investment regime will be entitled to benefits as set out in the Tax Benefits Code. See “*Public Finance – Taxation*”.

Once FDI status is attributed to a particular project and after its implementation, the investor is granted the right to repatriate dividends once the full investment has been made. In any event, such repatriation of dividends remains subject to Angola's foreign exchange legislation.

The Government is committed to providing competitive conditions for FDI in Angola. In particular, the Government intends to significantly grow FDI for non-oil sectors by 2027.

The FIL was enacted as part of the Government's effort to boost non-oil production in the private sector. The Government introduced amendments to the previous legal framework applicable to private investments which aim to reduce the administrative burdens around imports and exports, lower taxes and create new incentives for investment in specifically identified priority sectors and geographical locations. See “*Public Finance – Fiscal Reforms in the period 2018-2022- Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

Since 2002, Angola has inserted international arbitration clauses into all contracts with foreign investors, to increase efficiency and independence of resolution of any disputes and encourage investor confidence. Angola is also seeking to further simplify the conditions for admission of FDI into Angola and to shorten the review period of FDI projects, namely through the establishment of different procedural regimes in the FIL and through the establishment of an online application procedure. Furthermore, the Government is confident that Angola's still significant needs for infrastructure investment will serve to encourage more FDI in Angola. See “*Economy – Infrastructure*”.

To increase confidence in foreign investment, Angola has entered into Foreign Investment Promotion and Protection Agreements with China, Turkey, Brazil, Russia, Portugal, Germany, Cape Verde, Italy, Japan, the United Arab Emirates. Additionally, on 4 March 2024, Angola entered into the EU-Angola Sustainable Investment Facilitation Agreement, aiming to make the investment process easier and more sustainable by promoting transparency, streamlining procedures and encouraging responsible business practices.

### **Foreign Reserves**

The decline in oil revenues in 2014 and an increase in dollarisation (i.e. the alignment of Angola's economy to the U.S. dollar) resulted in a decrease in gross foreign exchange reserves since 2014, as the BNA intervened in the foreign exchange market to avert a sharp depreciation of the Kwanza and as the BNA introduced a fixed rate of exchange of AOA 166 per U.S.\$1.0 in April 2016 to stabilise the exchange rate of the Kwanza and maintained the fixed rate until December 2017. Since 9 January 2018 (the date the BNA abolished the fixed exchange of the Kwanza to the U.S. dollar and lifted certain restrictions in the foreign exchange market) through 31 December 2023, the Kwanza depreciated by 78 per cent. against the U.S. dollar. See “*Exchange Rate History*”. Since January 2018, the BNA has been holding auctions to sell foreign currencies to commercial banks: however, it maintains certain restrictions which limit the effective participation of banks in these auctions. For example, by limiting the amounts than can be bid, the discretionary elimination of bids deemed by the BNA to be speculative, and the requirement for banks to

return unsold foreign exchange to the BNA. Such restrictions hindered the development of an interbank foreign exchange market and prevent effective market-based price information development. In 2019, the BNA eliminated its trading band that kept the Kwanza's value in a fixed range, removed the ceiling on advanced payments for the import of goods, raised the annual cap of private transfers (with the exception of those under Health and Education) to U.S.\$120,000 and introduced caps on fees and expenses charged for transactions in a foreign currency. In line with the foreign exchange liberalisation measures, and with the purpose to further normalise its market, the BNA ceased to purchase foreign currency from oil companies, which as of January 2020 sell their foreign currency directly to commercial banks via a multilateral platform. The foreign exchange threshold position for commercial banks remains at the historic 5 per cent. following this briefly being reduced to 2.5 per cent. through 2020 and 2021. See “*Monetary System – Money supply – The Government's main strategies for the development of the banking sector*”.

Despite the severe economic shocks as a result of the Covid-19 pandemic and the international economic environment, international reserves remained at acceptable levels in 2020 due in part to the more flexible exchange rate and the recovery of oil prices in international markets. As at 31 December 2022, the total gross foreign exchange reserves were U.S.\$14.7 billion, equivalent to 6.2 months of imports of goods and services.

During 2023, Angola accumulated international reserves as a result of the continuing flexibility of the foreign exchange rate, the recovery of oil prices and the allocation of Special Drawing Rights by the IMF to member countries, benefiting Angola with a cash inflow of around U.S.\$14.7 billion. As at 31 December 2023, gross foreign exchange reserves were U.S.\$14.7 billion (unchanged when compared to those available as at 31 December 2022), equivalent to 7.1 months of import cover. As of 30 June 2024, the total gross foreign exchange reserves were expected to be U.S.\$14.5 billion, equivalent to 8.0 months of imports of goods and services.

The table below sets forth certain information regarding Angola's gross accumulated foreign exchange reserves as at the dates and for the years indicated and as at 30 June 2024:

	2018	2019	31 December		2022	2023	June 30 2024
			2020	2021			
Total gross Foreign Exchange Reserves (U.S.\$ billions)	16.2	17.2	14.9	15.5	14.7	14.7	14.5
Gross Foreign Exchange Reserves months of import cover	7.5	9.3	11.8	9.9	6.2	7.1	8.0

Source: National Bank of Angola (BNA)

The table below sets forth certain information regarding the components of Angola's gross and net foreign exchange reserves as at the dates and for the years indicated:

	2018	2019	31 December		2022	2023
		(U.S.\$ billions)	2020	2021		
Monetary gold .....	0.8	0.9	1.1	1.1	1.1	1.2
SDR holdings .....	0.3	0.3	0.3	1.2	1.0	0.8
Foreign exchange .....	0.0	0.0	0.0	0.1	0.1	0.1
BNA deposits .....	6.6	7.7	5.9	7.3	5.8	5.5
Securities .....	7.4	7.6	6.8	5.2	6.0	6.5
Reserve position in the IMF .....	0.2	0.2	0.2	0.2	0.2	0.2
Shares and other equity .....	0.9	0.5	0.5	0.5	0.5	0.6
<b>Total gross reserves assets.....</b>	<b>16.2</b>	<b>17.2</b>	<b>14.9</b>	<b>15.5</b>	<b>14.7</b>	<b>14.7</b>
<b>Liabilities related to reserves.....</b>	<b>5.5</b>	<b>5.5</b>	<b>6.1</b>	—	—	—
<b>Total net reserve assets.....</b>	<b>10.6</b>	<b>11.7</b>	<b>8.8</b>	<b>15.5</b>	<b>14.7</b>	<b>14.7</b>

Source: National Bank of Angola (BNA)

The National Bank of Angola continues to monitor the banking system's current account, with a view to maintaining minimum reserves totalling six months of imports.

## Trade Policy

The Ministries of Economy, Commerce and Industry are the Government departments responsible for formulation, monitoring and implementation of Angola's trade policy.

Angola is a full member of the WTO and is an advocate of free trade. Angola has signed bilateral trade agreements with a number of different countries including Brazil, China, Portugal and other members of the SADC.

The SADC protocol on Trade, which intended to establish a free trade area in the SADC Region, attained zero duty on 85 per cent. of intra-regional trade amongst partner states in 2008. Thirteen out of sixteen SADC member states are part of the SADC's free trade area. Angola joined the SADC's free trade area in August 2019.

Since 2000, when implementation of the SADC Protocol on Trade started, intra-SADC trade has grown from approximately U.S.\$13.2 billion in 2000 to U.S.\$13.2 billion in 2023, representing an increase of approximately 490 per cent.

Prior to independence and the Civil War, Angola engaged in more diversified and balanced foreign trade. In addition to exporting crude oil, its main export item, Angola exported agricultural products (such as coffee, cotton and maize). The Civil War significantly undermined Angola's economy, particularly Angola's non-oil sectors. As a result, Angola became significantly more reliant on its foreign trade of exporting oil and on importation of non-oil goods, including those that were produced locally and exported prior to independence. Since the end of the Civil War, Angola has been diversifying its exports away from oil to significantly increase its non-oil exports pursuant to the Government's strategy to increase Angola's share of foreign trade, as well as the principal target market for such products.

Angola signed the Tripartite Free Trade Area Agreement between the Common Market for Eastern and Southern Africa, the East African Community and the SADC in June 2015. The Tripartite Free Trade Area Agreement came into force following Angola's ratification on 25 June, with the requisite threshold of 14 ratifications out of the 29 member states then having been met.

Additionally, Angola participated in the negotiations on the African Continental Free Trade Area Agreement ("AfCFTA"), signed the legal instruments establishing the AfCFTA in March 2018 in Rwanda during the summit of the African Union and ratified it in October 2020. The AfCFTA intends to create a single market for goods and services across the continent, including aiming at the full liberalization of tariffs and restrictions imposed by Angola by 2034. Angola has participated in the negotiations on the AfCFTA and has now ratified the agreement.

Also in January 2015, Joint Executive Decree No. 2/15 of 8 January 2015 established a restriction on the importation of cement without the authorisation of the Cement Sector Commission, though certain categories of cement were exempt from the prohibition, and the provinces of Cunene, Cabinda and Cuando Cubango have specific quotas under the decree. This prohibition was introduced as a result of the fact that in 2014, domestic production of cement was approximately 8.7 million tons of cement, exceeding domestic demand by 6.7 million tons.

In addition, on 12 October 2021, Angola's National Assembly passed the Free Trade Zones Law (Law 35/20, the "FTZL"), which provides for the creation of Free Trade Zones with the purpose of attracting foreign investment and trade. The Free Trade Zones will be open to any kind of company, joint venture or group of companies whose purpose is to carry out industrial, agricultural technological, commercial and service activities and will provide benefits to investors operating in them, such as a reduction of the tax benefits, accelerated depreciation and incorporation, and reduction of applicable rates, depending on the activity. The specific benefits arising from operation under the FTZL will be determined in the relevant investment contract with the Government.



## PUBLIC FINANCE

### Overview

Angola's high dependence on the oil sector means that Angola's economy and public finances remain exposed to oil price fluctuations. Prior to the prolonged decrease in oil prices starting in the middle of 2014, oil revenue represented by far the largest proportion of fiscal revenue and accounted for 78.9 per cent. of fiscal revenue in 2013. Following the sustained decrease in oil price over subsequent years, the proportion of oil revenue to total fiscal revenue then decreasing, reaching troughs of 52.8 per cent. in 2016 and 54.7 per cent. in 2020. However, it has increased to a stable level subsequent to the rising oil prices following the oil price shock of 2020 – reaching 64.1 per cent. in 2021, 63.1 per cent. in 2022 and 61.8 per cent. in 2023, respectively. *See “Risk Factors - Factors which are material for the purpose of assessing risks associated with Angola - Angola's economy is highly dependent on oil production and vulnerable to decreases in global market prices for oil”.*

Non-oil tax revenues accounted for 38.2 per cent. of the total revenue in 2023, largely similar to the 36.9 per cent. in 2022 and 35.9 per cent. in 2021. This represents a significant decrease from the levels in earlier years, peaking at 45.3 per cent. in 2020, before declining to 35.9 per cent. in 2021 and 36.9 per cent. in 2022, respectively, following the fiscal measures adopted in the 2020 National Budget. On the expenditure side, 79.5 per cent. of resources were allocated to current expenditure and 20.5 per cent. to capital expenditure in 2023.

Angola has experienced fiscal deficits in recent years, with an annual average surplus (on an accrual basis) of 0.2 per cent. of GDP in the period 2020 to 2023 and with an annual average surplus (on a cash basis) of 0.8 per cent. of GDP in the period 2020 to 2023. The average spot price of crude oil was U.S.\$40.99 per barrel in 2020, U.S.\$70.70 per barrel in 2021, U.S.\$101.78 per barrel in 2022 and U.S.\$81.31 per barrel in 2023. Whether the rise in oil prices had a significant impact on Angola's fiscal performance, Angola's fiscal deficit increased between 2020 (2.0 per cent. of GDP) and 2023 (2.8 per cent. of GDP). The fiscal balance for the years 2021 and 2022 presented a surplus of 4.0 and 1.0 per cent. of GDP, respectively, which reflect the improvements to fiscal management, including the General Tax Administration's (“GTA”) establishment of a functioning database, centralisation of tax collection, which has allowed for the consolidation of previously fragmented audit functions, and the digitalisation of collection. A multiphase plan of reform to reduce Angola's significant fuel subsidies was initiated in 2023 and will continue through 2025. However, in 2023, as a result of declines in oil production, leading to lower oil export revenues, Angola had a fiscal deficit of 2.8 per cent. of GDP. This overlapped with a significant acceleration in the depreciation of the exchange rate following the drop in oil production and revenues. During 2023, the non-oil revenues grew at 6.4 per cent. against the budgeted growth of 3.4 per cent. as a result of lower intensity in the non-oil economic activity of Angola. As a result of the reductions in oil production, exchange depreciation a slowdown in the non-oil sector and higher depreciation of external debt in 2023, Angola recorded a fiscal deficit of 2.8 per cent. of GDP in 2023 as opposed to the anticipated fiscal surplus of 0.9 per cent. of GDP estimated in the 2023 National Budget.

### Budget Framework and Process

#### *Framework*

Angola is a unitary state comprising 21 provinces and 326 municipalities. The administration of the provinces and municipalities are extensions of the central Government, and there are currently no provincial or municipal taxes due to the fact that the administrative and fiscal decentralisation provided for under the Angolan Constitution has yet to be implemented.

The structure of Angola's budget has been designed so that, in principle, the general Government budget is the final level of consolidation. Angola's national budgets include the budgets of the central Government, local governments, autonomous funds (including the National Institute for Social Security and the Social Security Fund), indirect administrative public institutions and subsidies and transfers from the central Government to state owned entities and public utility institutions. The relations between the Government and public enterprises are recorded through the consolidated flows of subsidies, transfers, investment financing and taxes.

Angola's national institutions are administrative public institutions with autonomy, established by the central Government either as regulatory bodies, public policy institutions or public service providers. The autonomous funds are also administrative public institutions with autonomy, established by the central Government in the pursuit of specific economic and social policy objectives, to finance private activities, either through the provision of loans at below market interest rates or through social and capital subsidies. Autonomous funds and government agencies are entitled to have independent budgets, though few of them have their own sources of revenues, with their main source of funding being transfers from the central Government.

The public sector is comprised of central Government, local government, autonomous funds and government agencies, non-financial public enterprises and financial public enterprises. In addition to the state-owned oil and diamond companies (Sonangol and Endiama, respectively), there are a number of other state-owned enterprises including with respect to finance (e.g. banking and insurance), services and utilities (e.g. telecommunications), transport (e.g. airlines, airports, ports, railways and roads) and national services (e.g. postal delivery services and trade).

Angola's central bank, the BNA, is a public monetary institution. However, since the BNA's aim is not to generate profits, Angolan law requires that any loss it makes must be covered by Government issued bonds. If BNA generates a profit, any such amount must be transferred to the Government treasury.

All revenues from taxes on employment income, excise, stamp duty, property, motor vehicles, and other minor non-tax revenues (mainly emoluments on service charges provided by municipalities) are allocated by the central Government back to the local government for expenditure in the province in which such taxes were collected.

A proportion of the Government's expenditure consists of subsidies. The table below sets out the subsidies provided by Angola split across the water, transport and energy sectors for the years indicated:

Sector	2018	2019	2020	2021	2022	2023
			<i>(% of GDP)</i>			
Price subsidies.....	0.2	0.1	0.0	2.8	3.8	3.7
Water sector.....	0.2	0.0	0.0	0.0	0.0	0.0
Transport Sector.....	0.0	0.0	0.0	0.0	0.0	0.0
Energy sector <sup>1</sup> .....	0.0	0.1	0.0	2.8	3.8	3.7
Non-price subsidies.....	0.2	0.1	0.1	0.0	0.1	0.1
<b>Total subsidies.....</b>	<b>0.4</b>	<b>0.2</b>	<b>0.1</b>	2.8	3.9	3.8

<sup>1</sup> Energy sector subsidies include (and have included in the past) refined oil and electricity tariffs, among others.

Source: Ministry of Finance

The Government's policy is to gradually reduce the overall levels of subsidies that it provides, while still maintaining a minimum level of subsidies for those in society who continue to require them. The level of total subsidies has increased from 0.4 per cent. of GDP in 2018 to approximately 5.3 per cent. of GDP in 2023, driven primarily by market variables in determining the price of petrol and diesel which increased from 0.0 per cent. of GDP in 2018 to 3.8 per cent. of GDP in 2022 and 3.8 for 2023. Certain electricity and water subsidies were eliminated from June 2019. The rate of inflation in Angola reached 25.1 per cent. at the end of 2020, 27.0 per cent. at the end of 2021, 13.9 per cent. at the end of 2022 and 20.0 per cent. at the end of 2023. The 2023 figure of 20.0 per cent. is higher than the 11.1 per cent. foreseen in the 2023 National Budget. The 2024 National Budget estimates that inflation will decrease to 15.3 per cent. in 2024. For the six months ended 30 June 2024, the year-to-year inflation in Angola was 31.0 per cent.

In addition, the Government has sought to adopt prudent budgeting practices. The Government has adopted conservative oil price assumptions for budgeting purposes and oil revenues in excess of those budgeted for are deposited in a separate account at the BNA as precautionary savings.

### ***Budget process***

The budget process formally starts with the issue of a circular by the Minister of Finance requesting all Government bodies (excluding public enterprises) to submit their proposed budgets (including estimates of their revenue sources and expenditures) within the limit set by the Ministry of Finance, based on the preliminary projections of the Government's total revenue for the forthcoming year. Each body's proposal

for capital expenditure must match the amount included in the PIP, prepared by the Ministry of Economy and Planning.

The Ministry of Finance then consolidates the proposed budgets and begins the discussion process with the budget units. Once this is completed, the Ministry of Finance submits its proposed budget (the “**Budget**”) to the Economic Commission for review, which must, by law, be approved by the President by 30 September. Following approval, the Budget is submitted to the National Assembly by 31 October. The National Assembly must approve the Budget by 15 December of that year. If it fails to do so, the budget of the current year will continue to apply into the new fiscal year until a new budget is approved, no later than 31 March. Any amendments to the Budget Law also need to be ultimately approved by the National Assembly.

In response to changing macroeconomic conditions, Angola has in the past, and may in the future, revise the budgets that are approved by its National Assembly. For example, National Budgets of 2016, 2019 and 2020 were all revised after having been approved and published. See “*Risk Factors – Risk Factors Relating to Angola – If the Government is unable to achieve budgetary targets and maintain Angola’s fiscal surplus, Angola’s economic growth may be adversely affected*”.

## **Taxation**

All taxes in the Angola tax system qualify as national taxes. There are currently no provincial or municipal taxes, because the administrative and fiscal decentralisation provided for in Angola’s constitutional laws has yet to be implemented. The target year for the implementation of the administrative and fiscal decentralisation was 2020; however, the implementation did not take place and is unlikely to occur before 2023. While a date for these reforms has not been set, the President has pledged the Government’s commitment to administrative and fiscal decentralisation. Such decentralisation will cause structural changes yet to be determined in the Angolan tax system.

The Angolan tax system includes the following key taxes on income and non-economic activity.

- (i) Personal income tax ranges between 10 per cent. and 25 per cent. of the amount above a fixed rate, which varies from AOA 3 thousand to AOA 3 million calculated over a base salary ranging from AOA 100,000 to AOA 10 million and is levied on income of individuals working as employees. The taxation of income for individuals working as employees include certain items listed in the IRT Code, such as, vacation allowance, 13<sup>th</sup> month bonus, housing allowances and severance payments, which have ceased to be specifically excluded from taxation due to the amendments introduced at first by Law 28/19 of 25 September 2019, and further amendments introduced subsequently by Law 28/20 of 22 July 2020. Personal income taxation exemptions to individuals above 60 years of age and military and para-military staff ceased in 2020 based on Law 28/20 of 22 July 2020. Self-employed individuals are taxed at a 6.5 per cent. rate.
- (ii) Employers’ social security contributions are governed by Executive Decree No. 38/08 of 14 March 2008. Employers are required to pay 8 per cent. on the gross payroll, whereas employees pay 3 per cent. of their salaries.
- (iii) Value Added Tax (introduced by Law 7/19 of 24 April 2019), with a standard rate of 14 per cent. was introduced on 1 October 2019, replacing a consumption tax. Since 1 January 2021, all businesses with an annual turnover (or equivalent annual revenue) of the Kwanza equivalent of U.S.\$250,000 will be covered by the VAT regime. A simplified VAT regime was introduced in the 2021 National Budget, which provides that any independent professional not subject to a contract of employment earning between AOA 10 million and AOA 350 million is subjected to a 7 per cent. VAT. There are nil ratings for foodstuffs and other essentials, and exemptions and specific regimes in place for certain sectors, including the oil, financial and real estate sectors. A 5 per cent. rate applies to some specific agricultural means and related internal operations, as defined in the 2021 National Budget. A luxury goods tax was also introduced from 1 October 2019 with rates on a sliding scale. Subsequently, Law No. 7/19, was amended by Law No. 14/23 of 28 December 2023, which introduced the following VAT rates: (i) 14 per cent. general rate for imports, goods transfers, and services; (ii) 7 per cent. for those under the Simplified VAT Regime and for hotel and restaurant services; (iii) 5 per cent. for imports and transfers of certain widely consumed food products and

agricultural supplies listed in Annexes I/II; and (iv) 1 per cent. for imports and transfers in Cabinda Province, except for goods listed in Annex III, which are subject to the general rate.

- (iv) Stamp duty is levied over certain specific acts, documents, agreements and transactions in securities, as set forth in the Stamp Duty General Chart (as approved by Presidential Legislative Decree No. 3/14 of 21 October 2014). Interest on treasury bills, treasury bonds and central bank securities and marketable securities sold over regulated markets are exempt from stamp duty.
- (v) Motor vehicles pay a fixed amount, depending on the engine power of the vehicle as defined by Law 24/20 of 13 July 2020.
- (vi) Capital gains tax, levied on dividends, interest from financial investments and royalties, with rates that range from 10 per cent. to 15 per cent. (established by Presidential Legislative Decree No. 2/14 of 20 October 2014). As to any interest paid in Angola, interest is regarded as investment income and, therefore, subject to Investment Income Tax (“IT”). This tax is typically assessed through withholding at a 10 to 15 per cent. rate on the gross interest paid on a wide variety of debt instruments, securities and on other types of investment or capital income, including, interest on loans, interest on other debt instruments, interest on deposit accounts, dividend distributions, royalties, etc. There is a specific 5 per cent. rate for interest, premium or redemption or refund and other forms of remuneration of corporate bonds, treasury bills, central bank bonds and treasury securities listed on regulated markets with a maturity equal to or greater than three years. Article 9.1(o) of Presidential Legislative Decree No. 2/14 has been replaced by Law No. 5/16 of 17 May 2016, in order to establish a new and separate tax regime for gambling related activities.
- (vii) The transfer and acquisition of real estate is subject to a 2 per cent. Property Transfer Tax, as set by Law 20/20 of 9 July 2020, which revoked Legislative Diploma No. 230 of 18 May 1931 and also Law No. 16/11 of 21 April 2011 (plus 0.3 per cent. Stamp Duty over the amount of Property Tax due). Transactions subjects to the Property Transfer Tax are exempt from VAT. Transfer and acquisition of land for construction is subject to a 0.6 per cent. rate. Non-urban property transfer or acquisition is subject to a fixed rate of AOA 10.397 per hectare. The first transfer of property is exempted from property tax when the property value is below AOA 3 million and the purchase is for residency purposes.
- (viii) The ownership of both urban and non-urban real estate is annually subject to an Urban Properties Tax, as set out in Law 20/20 of 09 July 2020 (which revoked the Legislative Diploma No. 4044 of 13 October 1970 and Law No. 18/11 of 21 April 2011) of 15 per cent. on rental income or 0-0.5 per cent. on the property’s rateable valuation, as applicable. Unoccupied real estate property or land without any activity pays a higher tax of 50 per cent.
- (ix) Corporate income tax, known as “Industrial Tax”, is levied at a rate of 10 per cent. for agriculture, aquaculture, poultry, fishing and forestry, and 25 per cent. for other activities, except the banking and finance sectors, which are subject to a tax of 35 per cent. (Law No. 26/20 of 20 July 2020, which amended Law 19/14 of 22 October 2014). 6.5 per cent. industrial withholding tax is levied on provisional assessment on income from the provision of services. A final withholding tax on fees from services provided by non-residents without a permanent establishment in Angola had been increased from 6.5 per cent. to 15 per cent. but has since been reduced back down to 6.5 per cent. Therefore, there no longer exists two separate rates in relation to withholding tax for services provided in Angola. 2 per cent. industrial withholding tax is levied on provisional assessment on income from the sale of goods.
- (x) Duties are levied on imports (as per Presidential Legislative Decree No. 10/13 of 22 November 2013, as amended by Presidential Legislative Decree No. 5/15 of 21 September 2015), as follows: (i) customs duties (rates vary between 2 per cent. and 50 per cent.); (ii) 1.0 per cent. Stamp Duty on customs clearance document; (iii) fees payable for services actually provided by customs agencies. Among other minor charges, General Customs Fees (*Emolumentos Gerais Aduaneiros*), at a rate of 0.1 per cent. to 2 per cent. apply. Exports are generally exempt from customs duties, except for Stamp Duty and fees payable for services provided by customs agencies, as outlined under ii) and iii) of this paragraph. However, the Presidential Legislative Decree No. 10/19,

published on 29 November 2019, approved the new Customs Schedule, which is harmonised with the World Customs Organization, and revoked, amongst others, the Presidential Legislative Decree no. 3/18 of 9 May 2018, which in turn had revoked the Presidential Legislative Decree No. 10/13 of 22 November 2013 and the Presidential Legislative Decree No. 5/15 of 21 September 2015 which was recently replaced by the Presidential Legislative Decree 1/24 of 3 January 2024, approving the new Customs Tariff for Import and Export Rights and revokes Presidential Legislative Decree 10/19 of 29 November 2019.

- (xi) The Special Consumption Tax was introduced by Law 8/19 of 24 April 2019 and amended by Law no. 18/19 of 13 August. Law 16/21 of 19 July 2021 approved the new Special Consumption Tax Law and revoked Law 8/19 of 24 April 2019 and Law no 18/19 of 13 August. The special consumption is an autonomous tax category which is applicable to, but not limited to, alcohol beverages, sweetened drinks, jewellery, tobacco (and its derivatives), fireworks, luxury art objects, cars, luxury vehicles boats, plastic blags and general items that represent luxury or are considered as dangerous or that may potentially damage the environment. Today, it also covers oil products. The special consumption tax rates vary from 2 per cent. to 50 per cent. and exemptions apply to goods exported either by the producer himself or the entity designated for this purpose.
- (xii) The Special Contribution for Foreign Exchange Operations (the “CEOC”) was introduced by Law no. 15/23 of 29 December 2023. CEOC applies to transfers in foreign currencies outside of Angola. It shall be due, for example, on, transfers related with agreements for the rendering of services of technical assistance, provision of services, consultancy, management or unilateral transactions. The applicable rates are of 2.5 per cent. for individuals and 10 per cent. for other legal persons. Payments of health and education expenses, when made directly into the accounts of either the healthcare or education institutions, as well as transfers of dividends, repayment of loan capital and associated interest are deemed exempt from the CEOC. The CEOC is only applicable to individuals or companies domiciled or headquartered in Angola that rely on a financial banking institution to request a transfer of funds for the payment of contracts subject to the CEOC.

The oil industry is governed by a specific tax regime (which was systematised by Law No. 13/04 of 24 December 2004, as amended by Law 6/19 of 18 April). This regime includes the following taxes:

- petroleum production tax, with rates ranging from 10 per cent. to 20 per cent.;
- petroleum income tax, with a rate of 50 or 65.75 per cent.; and
- petroleum transaction tax, with a rate of 70 per cent.

Under PSAs, the Government is entitled to receive a share of the oil produced; after the investor deducts the costs relating to oil recovery (capital expenditures and operational expenditures). See “*Economy – Oil industry – Current principal commercial and fiscal terms of oil production*”.

The Presidential Legislative Decree of 7/18 of May 2018 created a special tax regime for the exploration and development of natural gas, which includes the following rates:

- petroleum production tax, at the rate of 5 per cent; and
- petroleum income tax, with a rate of 25 per cent.

The petroleum income tax rate shall however be 15 per cent. for non-associated gas projects in which the volume of proven reserves certified by an independent entity, until the General Development and Production Plan is approved is equal to or lower than 2 trillion cubic feet (2 TCF). The Petroleum production tax does not apply to the exploration and development of natural gas.

A special regime has been established for the Angola LNG project under the Decree-Law No. 10/07 of 3 October 2007, whereby the gas tax is only due at the exportation stage and not before production.

There is also a specific tax regime for mining production (set by Law No. 31/11 of 23 September 2011), which includes royalties with rates that range from 2 per cent. to 5 per cent. and an income tax of 25 per cent.

Based on the data from 2018 to 2023, tax revenue was, on average, 21.5 per cent. of GDP, constituting 13.5 per cent. of GDP for oil revenue, and 8.0 per cent. of GDP for non-oil tax revenue.

Under the PRODESI, the Government identified as a key aim the improvement of the business environment, which includes (among other things) simplifying tax payments, introducing value added tax and strengthening communication with taxpayers, in order to increase the tax collection base. Another key aim is to encourage further private investment, which includes creating tax incentive legislation to promote the economic interest of domestic production in sectors with a high potential for import replacement, and increasing economic diplomacy, in order to define and implement agreements designed to avoid double taxation. See “*Public Finance – Fiscal Reforms in the Period 2018-2022 - Support Programme for Production, Diversification of Exports and Replacement of Imports*”.

## Fiscal Performance

Despite higher oil production and prices and a stronger performance of the economy in 2024 compared to 2023, Angola’s fiscal balance in both 2023 and 2024 was less robust than had been previously expected. In 2023, expenditure in fuel subsidies increased significantly despite the partial reform implemented in that year. Interest payments were also higher than anticipated in the budget for the year.

The following tables set forth the revenue, expenditure and fiscal balance of the Government for the six fiscal years indicated (in Kwanza and U.S. dollars), and for 2024 as provided in the 2024 National Budget:

	2018	2019	2020	2021	2022	2023	2024 National Budget
	(Kwanza billions)						
<b>Revenue</b> .....	<b>5,860.0</b>	<b>6,547.4</b>	<b>7,054.4</b>	<b>10,995.0</b>	<b>13,335.7</b>	<b>13,130.8</b>	<b>14,709.8</b>
Current revenue .....	5,859.3	6,544.7	7,049.5	10,973.1	13,332.8	13,122.6	14,696.9
Tax revenue.....	5,408.0	6,074.8	6,605.3	10,323.8	12,211.7	12,529.0	13,050.3
Oil .....	3,714.9	3,952.5	3,612.3	6,615.3	7,706.1	7,740.7	7,859.2
Non-oil.....	1,693.1	2,122.4	2,993.0	3,708.5	4,505.6	4,788.3	5,191.1
Social security contributions.....	194.1	311.4	320.2	350.1	409.0	549.4	567.7
Grants .....	1.5	2.9	4.0				4.2
Other revenue.....	255.7	155.6	119.9	299.2	712.1	44	1,074.7
Capital revenue .....	0.7	2.7	4.9	21.9	2.9	8	12.9
<b>Expenditures</b> .....	<b>5,318.6</b>	<b>6,286.9</b>	<b>7,673.8</b>	<b>9,206.7</b>	<b>12,799.6</b>	<b>14,890.9</b>	<b>14,692.2</b>
Current expenditures.....	4,130.1	5,160.2	5,901.7	6,726.7	9,326.4	11,843.4	12,083.8
Personnel.....	1,538.7	1,999.1	2,067.1	2,094.5	2,360.2	2,722.3	3,061.7
Goods and services.....	883.5	844.2	965.3	1,645.6	2,054.2	1,816.2	2,651.0
Interest payments due.....	1,212.4	1,744.5	2,278.3	2,444.5	2,277.2	4,088.5	4,558.3
Of which: External .....	592.1	947.5	1,268.3	1,241.7	1,126.0	2,545.7	2,808.5
Domestic.....	620.3	797.0	1,010.0	1,202.8	1,151.1	1,542.8	1,749.8
Transfers .....	495.5	572.4	591.0	542.1	2,634.8	3,216.4	1,812.8
Of which: subsidies.....	86.4	78.6	47.8	62.3	2,070.9	2,366.6	879.5
Capital expenditures .....	1,188.5	1,126.7	1,772.1	2,479.9	3,473.2	3,047.6	2,608.4
<b>Overall balance (accrual basis)<sup>1</sup></b> .....	<b>541.4</b>	<b>260.5</b>	<b>(619.5)</b>	<b>1,788.3</b>	<b>536.1</b>	<b>(1,760.2)</b>	<b>17.4</b>
<b>Change in arrears (net)</b> .....	<b>(729.9)</b>	<b>(256.5)</b>	<b>282.1</b>	<b>718.7</b>	<b>1,249</b>	<b>2,528</b>	<b>0.0</b>
Domestic.....	(729.9)	140.8	(149.4)	211.9	1,979	2,879	0.0
External interest.....	0.0	(397.4)	431.5	506.8	(730)	(351)	0.0
<b>Overall balance (cash basis)<sup>2</sup></b> .....	<b>(188.6)</b>	<b>4.0</b>	<b>(337.4)</b>	<b>2,507.0</b>	<b>1,785</b>	<b>768</b>	<b>17.4</b>
<b>Financing</b> .....	<b>212.4</b>	<b>942.0</b>	<b>1,142.8</b>	<b>(627.7)</b>	<b>2,160</b>	<b>4,025</b>	<b>(17.4)</b>
Domestic financing (net).....	(559.6)	175.7	835.7	(640.5)	2,304	4,499	(655.8)
Bank.....	(353.5)	526.0	1,171.2	(548.9)	(135)	(522)	(298.7)
Non-bank .....	(206.1)	(350.4)	(335.5)	(91.6)	2,439	5,021	(357.1)
External financing (net) .....	772.0	766.4	307.1	12.7	(144)	(474)	(357.1)
Assets .....	0.0	0.0	0.0	(971.9)	(150)	657	3,832.7
Liabilities .....	772.0	766.4	307.1	984.7	6	(1,132)	(4,189.7)
Foreign loans (net).....	772.0	766.4	307.1	984.7	736	(781)	638.4
Disbursements .....	2,227.4	2,829.2	1,937.4	2,831.4	2,899	3,021	0.0
Amortisation.....	(1,455.3)	(2,062.8)	(1,630.4)	(1,846.7)	(2,162)	(3,803)	638.4
<b>Memorandum items:</b>							
Inflation (year-to-year) (%) .....	18.6	16.9	25.1	27.0	13.9	20.0	15.3
Average exchange rate (AOA/U.S.\$).....	258.7	374.8	584.5	618.6	462.9	685.0	822.5
Oil production (million barrels).....	539.8	504.8	463.9	415.1	414.9	400.6	388.0
Average oil export price (U.S.\$/barrel)	70.6	65.2	41.3	70.8	101.8	81.6	65.0

	2018	2019	2020	2021	2022	2023	2024 National Budget
			<i>(Kwacha billions)</i>				
Nominal GDP (AOA billion).....	25,628	30,625	33,041	44,536	52,184	61,993	73,232.7

<sup>1</sup> Overall balance on an accrual basis measures the cost of the government's annual operations and represents the amount by which the government's expenses exceed its revenues in a given fiscal year. The accrual deficit records costs that are known to have occurred in a particular period (as opposed to recording the resulting cash payments) and includes assumptions for interest rates, inflation and wage growth, among other things. The accrual deficit provides information on the longer-term implications of current government operations.

<sup>2</sup> Overall balance on a cash basis represents the amount by which the government's cash outlays exceed its cash receipts in a given fiscal year. The cash deficit closely approximates to the government's short-term borrowing needs.

Source: Ministry of Finance

	2018	2019	2020	2021	2022	2023	2024 National Budget
	<i>U.S.\$ Billions</i>						
<b>Revenue</b> .....	<b>22.7</b>	<b>17.5</b>	<b>12.1</b>	<b>17.8</b>	<b>28.8</b>	<b>19.2</b>	<b>17.9</b>
Current revenue .....	22.7	17.5	12.1	17.7	28.8	19.2	17.9
Tax revenue.....	20.9	16.2	11.3	16.7	26.4	18.3	15.9
Oil.....	14.4	10.5	6.2	10.7	16.6	11.3	9.6
Non-oil .....	6.5	5.7	5.1	6.0	9.7	7.0	6.3
Social security contributions .....	0.8	0.8	0.5	0.6	0.9	0.8	0.7
Grants.....	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other revenue .....	1.0	0.4	0.2	0.5	1.5	0.1	1.3
Capital revenue .....	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>Expenditures</b> .....	<b>20.6</b>	<b>16.8</b>	<b>13.1</b>	<b>14.9</b>	<b>27.7</b>	<b>21.7</b>	<b>17.9</b>
Current expenditures.....	16.0	13.8	10.1	10.9	20.1	17.3	14.7
Personnel.....	5.9	5.3	3.5	3.4	5.1	4.0	3.7
Goods and services.....	3.4	2.3	1.7	2.7	4.4	2.7	3.2
Interest payments due.....	4.7	4.7	3.9	4.0	4.9	6.0	5.5
<i>Of which:</i> External.....	2.3	2.5	2.2	2.0	2.4	3.7	3.4
Domestic.....	2.4	2.1	1.7	1.9	2.5	2.3	2.1
Transfers.....	1.9	1.5	1.0	0.9	5.7	4.7	2.2
<i>Of which:</i> subsidies .....	0.3	0.2	0.1	0.1	4.5	3.5	1.1
Capital expenditures .....	4.6	3.0	3.0	4.0	7.5	4.4	3.2
<b>Overall balance (accrual basis)<sup>1</sup></b> .....	<b>2.1</b>	<b>0.7</b>	<b>(1.1)</b>	<b>2.9</b>	<b>1.2</b>	<b>(2.6)</b>	<b>0.0</b>
<b>Change in arrears (net)</b> .....	<b>(2.8)</b>	<b>(0.7)</b>	<b>0.5</b>	<b>1.2</b>	<b>2.7</b>	<b>3.7</b>	<b>0.0</b>
Domestic .....	(2.8)	0.4	(0.3)	0.3	4.3	4.2	0.0
External interest.....	0.0	(1.1)	0.7	0.8	(1.6)	(0.5)	0.0
<b>Overall balance (cash basis)<sup>2</sup></b> .....	<b>(0.7)</b>	<b>0.0</b>	<b>(0.6)</b>	<b>4.1</b>	<b>3.9</b>	<b>1.1</b>	<b>0.0</b>
<b>Financing</b> .....	<b>0.8</b>	<b>2.5</b>	<b>2.0</b>	<b>0.1</b>	<b>4.7</b>	<b>5.9</b>	<b>1.3</b>
Domestic financing (net) .....	(2.2)	0.5	1.4	(1.0)	4.9	7.7	<b>(0.8)</b>
Bank.....	(1.4)	(0.2)	2.9	(0.8)	(0.3)	(0.8)	(0.4)
Non-bank .....	(0.8)	(0.2)	(2.2)	0.1	5.3	7.3	(0.4)
External financing (net) .....	3.0	2.0	0.5	0.0	(0.3)	(0.7)	<b>0.8</b>
Assets .....	0.0	0.0	0.0	(1.6)	(0.3)	1.0	<b>0.0</b>
Liabilities .....	3.0	2.0	0.5	1.6	1.6	(1.7)	<b>0.8</b>
Foreign loans (net).....	3.0	2.0	0.5	1.6	1.6	(1.1)	<b>0.8</b>
Disbursements.....	8.6	7.5	3.3	4.6	6.3	4.4	<b>7.5</b>
Amortisation .....	(5.6)	(5.5)	(2.8)	(3.0)	(4.7)	(5.6)	<b>(6.7)</b>

<sup>1</sup> Overall Balance on an accrual basis measures the cost of the government's annual operations and represents the amount by which the government's expenses exceed its revenues in a given fiscal year. The accrual deficit records costs that are known to have occurred in a particular period (as opposed to recording the resulting cash payments) and includes assumptions for interest rates, inflation and wage growth, among other things. The accrual deficit provides information on the longer-term implications of current government operations.

<sup>2</sup> Overall Balance on a cash basis represents the amount by which the government's cash outlays exceed its cash receipts in a given fiscal year. The cash deficit closely approximates to the government's short-term borrowing needs.

Source: Ministry of Finance



The table below sets forth the fiscal-to-GDP ratios (in (%) terms) of the Government's fiscal operations from 2018 to 2023 and for 2023 as provided in the 2023 National Budget.

	2018	2019	2020	2021	2022	2023	2024 National Budget
	% of GDP						
<b>Revenue .....</b>	<b>22.9</b>	<b>21.6</b>	<b>22.3</b>	<b>24.7</b>	<b>25.6</b>	<b>21.2</b>	<b>20.1</b>
Current revenue .....	22.9	21.6	22.2	24.6	25.5	21.2	20.1
Tax revenue .....	21.1	20.0	20.8	23.2	23.4	20.2	17.8
Oil .....	14.5	13.0	11.4	14.9	14.8	12.5	10.7
Non-oil .....	6.6	7.0	9.4	8.3	8.6	7.7	6.8
Social security contributions .....	0.8	1.0	1.0	0.8	0.8	0.9	0.8
Grants .....	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other revenue .....	1.0	0.5	0.4	0.7	1.4	0.1	1.5
Capital revenue .....	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>Expenditures .....</b>	<b>20.8</b>	<b>20.7</b>	<b>24.2</b>	<b>20.7</b>	<b>24.5</b>	<b>24.0</b>	<b>20.1</b>
Currents expenditures .....	16.1	17.0	18.6	15.1	17.9	19.1	16.5
Personnel .....	6.0	6.6	6.5	4.7	4.5	4.4	4.2
Goods and services .....	3.4	2.8	3.0	3.7	3.9	2.9	3.6
Interest payments due .....	4.7	5.8	7.2	5.5	4.4	6.6	6.2
Of which: External .....	2.3	3.1	4.0	2.8	2.2	4.1	3.8
Domestic .....	2.4	2.6	3.2	2.7	2.2	2.5	2.4
Transfers .....	1.9	1.9	1.9	1.2	5.0	5.2	2.5
Of which: subsidies .....	0.3	0.3	0.2	0.1	4.0	3.8	1.2
Capital expenditures .....	4.6	3.7	5.6	5.6	6.7	4.9	3.6
<b>Overall balance (accrual basis)<sup>1</sup> .....</b>	<b>2.1</b>	<b>0.9</b>	<b>(2.0)</b>	<b>4.0</b>	<b>1.0</b>	<b>(2.8)</b>	<b>0.02</b>
<b>Change in arrears (net) .....</b>	<b>(2.8)</b>	<b>(0.8)</b>	<b>0.9</b>	<b>1.6</b>	<b>2.4</b>	<b>4.1</b>	<b>0.0</b>
Domestic <sup>2</sup> .....	(2.8)	0.5	(0.5)	0.5	3.8	4.6	0.0
External interest <sup>2</sup> .....	0.0	(1.3)	1.4	1.1	(1.4)	(0.6)	0.0
<b>Overall balance (cash basis)<sup>3</sup> .....</b>	<b>(0.7)</b>	<b>0.0</b>	<b>(1.1)</b>	<b>5.6</b>	<b>3.4</b>	<b>1.2</b>	<b>0.0</b>
<b>Financing .....</b>	<b>0.8</b>	<b>3.0</b>	<b>3.5</b>	<b>0.2</b>	<b>4.1</b>	<b>6.5</b>	<b>0.0</b>
Domestic financing (net) .....	(2.2)	(0.4)	1.1	4.4	7.3	(0.9)	7.8
Bank .....	4.4	7.3	(0.9)	7.8	4.4	7.3	(0.9)
Non-bank .....	(0.3)	(0.8)	(0.4)	(0.1)	(0.3)	(0.8)	(0.4)
External financing (net) .....	3.0	3.4	2.3	1.2	(0.3)	(0.8)	0.9
Assets .....	0.0	0.0	0.0	(2.2)	(0.3)	1.1	0.0
Liabilities .....	3.0	3.4	2.3	3.3	0.0	(1.8)	0.9
Foreign loans (net) .....	3.0	3.4	0.9	2.2	1.4	(1.3)	0.9
Disbursements .....	8.7	10.6	5.9	6.4	5.6	4.9	8.4
Amortisation .....	(5.7)	(7.2)	(5.0)	(4.1)	(4.1)	(6.1)	(7.6)

<sup>1</sup> Overall balance on an accrual basis measures the cost of the government's annual operations and represents the amount by which the government's expenses exceed its revenues in a given fiscal year. The accrual deficit records costs that are known to have occurred in a particular period (as opposed to recording the resulting cash payments) and includes assumptions for interest rates, inflation and wage growth, among other things. The accrual deficit provides information on the longer-term implications of current government operations.

<sup>2</sup> Certain change in arrears data is only prepared on an annual basis.

<sup>3</sup> Overall balance on a cash basis represents the amount by which the government's cash outlays exceed its cash receipts in a given fiscal year. The cash deficit closely approximates to the government's short-term borrowing needs.

Source: Ministry of Finance.

## The 2025 National Budget

In November 2024, the Angolan Parliament approved the draft law for the 2025 National Budget. The Government anticipates a budget deficit of 1.65 per cent. of GDP in 2025, slightly higher than 2024's projected 1.46 per cent. deficit. The 2025 National Budget also sees economic growth accelerating to 4.1 per cent. in 2025, from 3.3 per cent. in 2024, with faster growth predicted for non-oil sectors. External financing needs are seen at AOA 7.09 trillion in 2025, up from the 6.17 trillion in 2024. Internal financing needs are estimated at AOA 7.55 trillion, up from 3.83 trillion in 2024.

## The 2024 National Budget

The 2024 National Budget was approved by the National Assembly on 13 December 2023 and published on 29 December 2023. The 2024 National Budget has three macroeconomic priorities: (a) strengthening the

income of families, workers and boosting their access by people; (b) further investment into the economy and into companies; and (c) making the general state budget more sustainable. In line with these objectives, the key features or projections (as the case may be) of the 2024 National Budget include: (a) an estimated GDP growth of 0.4 per cent., driven by an expansion of non-oil GDP of 4.6 per cent. and a decline oil and gas production by 2.6 per cent.; (b) a conservative oil price assumption of U.S.\$65.00 per barrel with an average daily production rate of 1,060,000 barrels; (c) an inflation rate of 16.6 per cent. through the year 2024; (d) a reduction in the government debt ratio to 69.2 per cent. of GDP; and (e) an increase issuance of public debt securities to cover the financing needs under the 2023 National Budget.

### ***Revenue***

Given the macroeconomic assumptions, total fiscal revenue under the 2024 National Budget was estimated at AOA 14,703.7 billion, representing an increase of 10.0 per cent. of the budgeted figure included in the 2023 National Budget. From the total revenue, oil revenue is expected to represent AOA 7,859.2 billion (a decrease of 0.1 per cent. when compared to the budgeted oil revenue included in the 2023 National Budget for 2023) and non-oil revenue AOA 5,191.1 billion (an increase of 18.5 per cent. when compared to the budgeted non-oil revenue included in the 2023 National Budget for 2023).

### ***Expenditure***

Total expenditure under the 2024 National Budget was estimated at AOA 14,692.3 billion, which represents an increase of 13.9 per cent. from the budgeted expenditure for the year 2023. From this figure, current expenditure was budgeted to account for AOA 12,083.9 billion and capital expenditure for AOA 3,473.2 billion, representing an increase of 13.9 per cent. and 33.4 per cent., respectively, when compared to the budgeted figures included in the 2023 National Budget for 2023.

The projected allocation of total budget expenditure to Government function was: 49.1 per cent. for the Social Sector; 11.9 per cent. for the Economic Sector; 17.2 per cent. for Defence, Security and Public Order; and 21.8 per cent. for General Public Services.

## **The 2023 National Budget**

The 2023 National Budget was approved by the National Assembly on 13 February 2023 and published on 13 March 2023. The 2023 National Budget has five macroeconomic priorities: (a) mitigating the increase in consumer prices; (b) diversifying the economy; (c) increasing public investment to accelerate GDP and jobs growth; and (d) mitigating supply chain costs. In line with these objectives, the key features or projections (as the case may be) of the 2023 National Budget include: (a) an estimated GDP growth of 3.3 per cent., driven by an expansion of both oil GDP by 2.8 per cent. and non-oil GDP of 3.42 per cent.; (b) a conservative oil price assumption of U.S.\$75.00 per barrel with an average daily production rate of 1,180,000 barrels; (c) an inflation rate of 11.1 per cent. through the year 2023; (d) increase in dividends paid to the state by public companies; and (e) further reductions in the cost of public debt securities.

### ***Revenue***

Given the macroeconomic assumptions, total fiscal revenue under the 2023 National Budget was estimated at AOA 13,371.3 billion, representing an increase of 14.9 per cent. of the budgeted figure included in the 2022 National Budget. From the total revenue, oil revenue is expected to represent AOA 7,933.0 billion (an increase of 29.7 per cent. when compared to the budgeted oil revenue included in the 2022 National Budget for 2022) and non-oil revenue AOA 4,382.1 (a decrease of 4.8 per cent. when compared to the budgeted non-oil revenue included in the 2022 National Budget for 2022).

### ***Expenditure***

Total expenditure under the 2023 National Budget was estimated at AOA 12,902.2 billion, which represents an increase of 10.8 per cent. from the budgeted expenditure for the year 2022. From this figure, current expenditure was budgeted to account for AOA 9,769.4 billion and capital expenditure for AOA 3,132.8 billion.

The projected allocation of total budget expenditure to Government function was: 43.7 per cent. for the Social Sector; 17.7 per cent. for the Economic Sector; 15.6 per cent. for Defence, Security and Public Order; and 22.9 per cent. for General Public Services.

### ***Performance***

Revenue for 2023 was AOA 13,131 billion, 12.8 per cent. higher than budgeted under the 2022 National Budget. Expenses amounted to AOA 14,891 billion, which is 15 per cent. higher than the AOA 12,902.2 billion budgeted in the 2023 National Budget.

The 2023 National Budget was prepared using an assumed oil price of U.S.\$75.0 per barrel as compared to an average oil price of U.S.\$81.6 per barrel for 2023. Despite the higher than budgeted oil price in 2023, oil tax revenue decreased by 2.4 per cent. as the average daily production rate of 1,098,000 barrels was 7 per cent. below the budgeted amount. Non-oil tax revenue was 9.2 per cent. above the budgeted amount.

### **The 2022 National Budget**

The 2022 National Budget was approved by the National Assembly on 15 December 2021 and published on 30 December 2021. The 2022 National Budget has four priorities: (a) controlling the pandemic and preserving the reactivation of economic activity; (b) improving the fiscal fundamentals to strengthen the macroeconomic stability of Angola; (c) supporting the economy and preserving income and consumption to promote economic growth; and (d) stimulating public investment to incentivise the creation of new jobs and achieve economic growth. In line with these objectives, the key features or projections (as the case may be) of the 2022 National Budget include: (a) an estimated GDP growth of 2.4 per cent., driven by an expansion of non-oil GDP of 3.1 per cent. and oil GDP by 1.6 per cent.; (b) a conservative oil price assumption of U.S.\$59 per barrel with an average daily production rate of 1,147,910 barrels; (c) an inflation rate of 18.0 per cent. through the year 2022; (d) tax cut incentives for the industrial and the tourism sectors; and (e) primary fiscal expenditure growth of approximately 35 per cent. and a financial expenditure growth of 19 per cent.

### ***Revenue***

Given the macroeconomic assumptions, total fiscal revenue under the 2022 National Budget is estimated at AOA 11,637.4 billion, representing an increase of AOA 1,162.4 billion as compared to the estimated figure for 2021. Oil tax revenue is expected to increase by AOA 76 billion from the 2021 estimated figure, increasing to AOA 6,118.0 billion. Non-oil tax revenue is expected to increase by AOA 679 billion from the 2021 estimated figure, increasing to AOA 4,611.8 billion. Oil tax revenue is expected to represent 32.6 per cent. of total revenue, and non-oil tax revenue is expected to represent 24.6 per cent. of total revenue.

### ***Expenditure***

Total fiscal expenditure under 2022 National Budget is an estimated AOA 11,635 billion, which represents an increase of 26.8 per cent. compared to the 2021 National Budget and 11.2 per cent. compared to the closing 2021 fiscal accounts.

The projected allocation of total budget expenditure to Government function is: 19.02 per cent. for the Social Sector; 7.5 per cent. for the Economic Sector; 0.3 per cent. for General Economic, Commercial and Labour Affairs; 8.1 per cent. for Defence, Security and Public Order; and 14.4 per cent. for General Public Services.

The 2022 National Budget recognises that the volume of domestic arrears accumulated over the past few years presents a significant burden on Angola's productive economy and demonstrates weakness in the public finance management system, adversely affecting the economy. In 2022, the Government aims to reduce the build-up of arrears and free up liquidity for corporate treasuries, generating a positive impact on the economy.

The 2022 National Budget presents an overall fiscal surplus of AOA 1.5 billion, which constitutes 0.003 per cent. of GDP, in contrast with the expected deficit of 2.3 per cent. of GDP in the 2021 National Budget.

### ***Performance***

Revenue for 2022 was AOA 13,335.7 billion, 14.6 per cent. higher than budgeted under the 2022 National Budget. Likewise, expenses amounted to AOA 12,799.6 billion, which is 10 per cent. more than the AOA 11,635 billion budgeted in the 2022 National Budget.

The 2022 National Budget was prepared using an assumed oil price of U.S.\$59.0 per barrel as compared to an average oil price of U.S.\$101.0 per barrel for 2022. The higher than budgeted oil price in 2022 led to the increase in oil tax revenue by 26.0 per cent. while non-oil tax revenue was 2.4 per cent. below the budgeted amount.

### **The 2021 National Budget**

The 2021 National Budget (which was finalised and published in December 2020) was prepared using an assumed oil price of U.S.\$39 per barrel, a conservative price in order to mitigate the volatility of the oil prices caused by Covid-19-related economic and demand pressures.

### ***Revenue***

Given the macroeconomic assumptions, total fiscal revenue under the 2021 National Budget was estimated at AOA 8,104.9 billion, representing an increase of 32.3 per cent. of the budgeted figure included in the 2020 National Budget. From the total revenue, oil revenue is expected to represent AOA 4,059.4 billion (an increase of 37.5 per cent. when compared to the budgeted oil revenue included in the 2020 National Budget for 2020) and non-oil revenue AOA 3,428.2 billion (an increase of 42.2 per cent. when compared to the budgeted non-oil revenue included in the 2020 National Budget for 2020).

### ***Expenditure***

Total expenditure under the 2021 National Budget was estimated at AOA 9,086.6 billion, which represents an increase of 22.9 per cent. from the budgeted expenditure for the year 2020. From this figure, current expenditure was budgeted to account for AOA 7,562.5 billion and capital expenditure for AOA 1,524.1 billion, representing an increase of 27.5 per cent. and 4.2 per cent., respectively, when compared to the budgeted figures included in the 2020 National Budget for 2020.

The projected allocation of total budget expenditure to Government function was: 40.1 per cent. for the Social Sector; 15.4 per cent. for the Economic Sector; 13.6 per cent. for Defence, Security and Public Order; and 25.3 per cent. for General Public Services.

### ***Performance***

Revenue for 2021 was AOA 10,475.0 billion, 29.2 per cent. higher than budgeted under the 2021 National Budget. Expenses amounted to AOA 8,991.9 billion, which is 1 per cent. less than the AOA 9,086.6 billion budgeted in the 2021 National Budget.

This better-than-expected performance, resulting in a fiscal account surplus of 3.1 per cent. of GDP (as opposed to the budgeted 2.3 per cent. deficit), can be explained by the higher international oil prices and economic recovery experienced during 2021.

### **National Development Plan in the period 2023-2027**

In line with the long-term vision represented by the “Long-Term Strategy Angola 2050”, the National Development Plan 2023-2027 (“**NDP 2023-2027**”) opens a new era in the formulation of public policies and aims at strengthening two priority development pillars, namely: developing human capital, and raising food security levels. The NDP 2023-2027 is being implemented through seven strategic areas highlighted below.

- (i) Consolidating peace and democratising the rule of law, pursuing the reform of the state, justice, public administration, media and freedom of expression and civil society;
- (ii) Promoting the balanced and harmonious development of the territory;
- (iii) Promoting the development of human capital, expanding access to health services, technical and scientific knowledge and skills, promoting culture and sport and stimulating entrepreneurship and innovation;
- (iv) Reducing social inequalities, eradicating hunger and extreme poverty, promoting gender equality and solving multidimensional and transversal challenges to improving the quality of life of populations;
- (v) Modernizing the country's infrastructure and preserving the environment;
- (vi) Ensuring sustainable, inclusive and private sector-led economic diversification and food security; and
- (vii) Ensuring the defence of sovereignty, integrity and national security, and promoting the image and role of Angola in the regional and international context.

The NDP 2023-2027 is being implemented for the five-year period leading up to and including 2027, and oriented to the strengthening of the two priority development pillars to positively influence public choices, namely:

- (i) Developing human capital, raising the level of qualification of Angolans to provide them with more and better opportunities to increase their living standards. Healthy and qualified Angolans will build a better future for communities, future generations and for the country.
- (ii) Raising levels of food security, improving access to balanced food, increasing national production and employment, reducing foreign dependency, and reducing social inequalities to ensure Angolans have an improved quality of life to realize their potential.

With this approach, the NDP 2023-2027 is geared toward accelerating the sustainable socio-economic impact of public policies in areas that contribute to the strengthening of two priority development pillars, either through the improvement of the business environment, which will allow generating employment opportunities, especially for young people and women. This is achieved through improvements in the efficiency of public spending management in order to free up resources for inclusive policies and the most vulnerable communities.

Angola is projected to have more than 38 million inhabitants by 2027, with a large proportion being young and half being female. An emphasis on supporting the youth and women is one of the overarching themes for projects in the coming years to build a more just and inclusive society. For these reasons, a focus on public investment that contributes to the empowerment of youth, gender equality and the empowerment of women is critical.

The approach towards the NDP 2023-2027 is backed by clear and objective commitments, supported by metrics will be evaluated to keep a commitment to inclusion, objectivity and transparency.

### **Fiscal Reforms in the period 2018-2022**

In order to reform the economy and business environment, the Government launched the following framework initiatives, which together with the NDP 2018-2022, continue to form strategic pillars of Angola's reform agenda: Macroeconomic Stability Program; the programme for state reform and strengthening of institutional capacity; the programme for the promotion of exports and substitution of imports; the Public Finance Sustainability Law; the Plan for the Intervention of Municipalities, the improvement of the quality of services in the areas of education, higher education and health; the infrastructure construction and rehabilitation program; and the programme for local development and the fight against poverty. In addition to these, the Government has also taken several measures that entail a

fiscal impact as a result of its implementation of the NPD 2018-2022. For a description thereof, see “*The Republic of Angola – National Development Plan 2018-2022 – Implementation of NPD 2018-2022*”.

The Fiscal Responsibility Law of 2020 was approved by the National Assembly in August 2020, in order to enhance transparency, accountability, and sustainability in public financial management. It establishes limits on Government borrowing and public debt to ensure fiscal discipline and reduce macroeconomic risks. The law also includes provisions to improve budgetary practices, such as setting clear targets for fiscal balances and debt ratios, and requires regular reporting on fiscal performance to strengthen oversight. This legislation is part of broader reforms aimed at addressing Angola's fiscal vulnerabilities, reducing dependency on oil revenue, and fostering economic stability. It underscores the Government's commitment to aligning fiscal policies with international best practices and long-term development goals. However, since 2023, the Government's adherence to the Fiscal Responsibility Law of 2020 has been less strict than as anticipated. See “*The Republic of Angola – Fiscal Performance*”.

### ***Macroeconomic Stability Programme***

The Government launched a macroeconomic stability programme, PEM, in March 2018 which is an executive macroeconomic adjustment initiative designed to realign Angola's economy with the new environment in which oil prices are substantially lower than they were prior to 2014. The PEM provides a framework for the Revised 2019 National Budget and for the NDP 2018-2022. See “*The Republic of Angola- National Development Plan 2018-2022*”. The Government has continued to implement many facets of the PEM, which has the financial and technical support of the IMF through the Extended Fund Facility which has since completed, with all funds fully disbursed.

The PEM recognised that, as a result of the prolonged drop in oil prices since 2014, Angola has experienced significant imbalances within the structure of its public finances. The drop in tax revenue, as an inevitable consequence of the oil price depression, has not been met with a proportional decrease in public expenditure. As a result, this has led to systemic fiscal deficits which are currently serviced by domestic and external debt. An increase in domestic interest rates has reduced the potential for economic growth which, coupled with continued dependence on imported goods and services, has placed substantial pressure on the balance of trade. The PEM therefore set out the Government's consolidated economic policy response to address these factors, and ultimately to reunify the foreign exchange market, reduce inflation rates and to promote private investment, so as to stimulate Angola's economy and improve social indicators.

### ***Exchange Rate Policy***

Under the PEM, the Government reduced opportunities for arbitrage in foreign exchange markets and to balance the foreign exchange market.

- (iii) Reduction in opportunities for arbitrage in foreign exchange markets.

The Government reduced opportunities for arbitrage in foreign exchange markets by, among others, defining a new governance and currency allocation model for the banking and financial sector and removing the BNA's Foreign Exchange Control Department from this role; and forming a team to establish a foreign exchange enforcement programme to identify priority areas (e.g. foreign technical assistance and control of exports) and assessing the adequacy of the current regulatory framework.

- (iv) Balanced the foreign exchange market.

The Government balanced the foreign exchange market by, among other measures, adopting an exchange rate fluctuation regime managed within a bracket compatible with Angola's inflation target; and intervening in the foreign exchange market to counterbalance appreciation or depreciation pressures and ensure relative stability.

These measures resulted in a nominal increase in expenditure, as well as increasing nominal revenue in the short term and increasing production in the long term. Exchange rate adjustments will have an inflationary impact, and the PEM recognises the need to consider these effects further before taking such action. The BNA's analysis on exchange rate adjustment impacts suggest that such measures could lead to sustainability

constraints for smaller institutions which have relatively higher foreign exchange exposure. In the long term, however, greater alignment between formal and informal rates would significantly reduce the scope for foreign exchange arbitrage.

#### *Fiscal Sector – Public Expenditure*

Pursuant to the PEM, the following objectives were identified to sustainably promote competitiveness and economic development:

- (v) Ensure that all Governmental obligations and expenditure are accurately budgeted and that all incurred expenditure (paid or unpaid) is recorded timely and accurately, to allow for the control and prevention of arrears.
- (vi) Create conditions for strengthening countercyclical policy instruments.

Reviewing the institutional and legal framework of reserve accounts funded by petroleum resources; defining short- and medium-term fiscal rules to ensure a countercyclical approach and an approach to sustain the deficits; ensuring the use of a realistic exchange rate, foreign exchange revenue and expenditure assumptions in the budget for 2018 and in subsequent years; and defining a deficit assumption for the same.

- (vii) Implement a multi-annual, cautious and realistic budgetary approach including the assessment of foreign exchange revenues and expenditure and approving legislation to provide for a five-year fiscal budget.
- (viii) Align the requirements of short-term public investment programmes with Angola's economic development and diversification policy.

Eliminating any projects lacking execution capacity; aligning the public investment programme portfolios with the multi-annual fiscal framework; redefining the policy for including projects within public investment programme portfolios to align these with economic development policies; assessing the possibility of new approaches for financing public investment programme portfolios; and guaranteeing budget resource allocation for the relevant departments.

- (ix) Foster competition in open public tenders required for all public expenditure, supported by a robust information technology platform.

Identifying obstacles to the wider use of public tenders and proposing a resolution plan; analysing gaps in current computer solutions for public tenders; proposing an effective structure for punitive application of public tender rules; proposing legislation to force holders of public office, directors and managers to declare the companies over which there exist conflicts of interest when such individuals contract with public sector organisations; introducing due diligence procedures into the public tender process; and creating a database of final beneficiaries for companies entering into contracts with the executive and public corporate sector.

- (x) Streamline and improve the quality of the Government's expenditure.

Readjusting the price of refined products, water and electricity in light of projected levels of consumption; propose regulations for progressive alignment of such prices with market prices; optimising the budgets for diplomatic and consular missions; re-registering military and paramilitary staff, civil servants and civil agents; and creating a framework for privatising corporate property and Sonangol's restructuring strategy.

#### *Fiscal Sector – Public Revenue*

The PEM has identified the following objectives to improve fiscal revenues:

- (xi) Increase the robustness of tax revenues.

Increasing taxes on alcoholic drinks, night clubs, gambling and lotteries, luxury items and services; reviewing exemption arrangements, settling customs debts and eliminating arrangements for later settlement of customs obligations in order to increase import taxes; increasing tax rates on imported luxury consumer goods; and introducing VAT from 1 October 2019 on a staged basis.

- (xii) Improve the accuracy of revenue projections made with respect to the Kwanza and U.S. dollar, with a view to supporting medium-term budget planning and improving treasury management.

Appraising the underlying assumptions and estimated revenues; identifying opportunities to improve revenue projection capacity; creating an expert team to review and improving the revenue forecast on a quarterly basis.

- (xiii) Optimise the oil and gas sector's fiscal regime.

Reviewing the fiscal arrangements covering oil sector activities; defining laws on the exploration, production and sale of gas; and settling fiscal debts in the oil sector.

#### *Fiscal Sector – Debt*

The PEM sets out the following aims to manage its financings sustainably:

- (xiv) Maintain accurate oversight of total debt (including Angola's arrears and private external debt), as well as debt service forecasts.

Completing a survey of non-recorded debt; creating a specialised department to collect and manage statistical data regarding external private debt; and consolidating debt and producing integrated forecasts for debt service.

- (xv) Optimise levels of public debt and debt servicing.

Significantly reducing the forecasted budgetary deficit; negotiating the refinancing of debt with main bilateral partners; implementing the necessary actions for issuing Eurobonds; developing a strategy based on medium-term fiscal frameworks using a minimum five-year horizon; securing investors for long-term national currency bonds; and reviewing the Public-Private Partnership Law (Law No. 02/11 of 14 January 2011, revoked by Law 11/19 of 14 May) in order to mobilise private sector resources.

- (xvi) Develop new segments of the internal debt market.

Evaluating the current public debt auction system; updating legislation to enable the participation of foreign exchange non-residents; adopting an issuing model to facilitate price discovery by potential investors; and form regulations to incentivise banks to trade in treasury bonds in the secondary market.

#### *Monetary Policy*

Under the PEM, the BNA increased the reserves commercial banks are required to maintain to reduce the market's liquidity driving an increase in interest rates with the aim of reducing consumption and relieving inflationary pressures. The PEM sets out the following targets and measures which, in the long term, seek to strengthen monetary policy transmission mechanisms:

- (xvii) Ensure the stabilisation of the rate of inflation and a corresponding sustainable trajectory to reduce inflation.
- (xviii) Improving capacity to forecast and manage liquidity; guaranteeing the BNA's autonomy in utilising monetary policy instruments; and estimating the ideal rate of growth in line with stabilisation and diversification objectives.
- (xix) Increase the robustness of monetary policy instruments.



- (xx) Reviewing mechanisms for compliance with reserve requirements; realigning the BNA's base interest rates; and reassessing the foreign exchange position of commercial banks with regards to legally required own funds.
- (xxi) Target a greater availability of credit for the real economy during the stabilisation phase.

Supporting the BDA, the Angola Invests Programme and granting credit to non-oil and gas sectors; creating agricultural insurance; fostering access to credit in the non-oil and gas extraction sectors; and reviewing reserve requirement ratios and base interest rates in proportion to the amount of credit extended for longer-term production activities.

These measures are aimed at controlling inflation and ensuring adequate levels of liquidity in the financial system. See "*Monetary System*".

### *Financial Sector*

The Angolan financial system, particularly in the banking sector, has been subject to stricter legal and regulatory requirements through the BNA as its supervisory and regulatory body, with a view to improving overall stability. The PEM set out measures to continue and reaffirm this by addressing deficiencies identified by the IMF in its Financial Sector Assessment Program, and eliminating constraints which have previously led to the breakdown of banking relationships in Angola. The targets and measures set out in the PEM include:

- (xxii) Maintain a stable and solvent financial sector through the promotion of the stability of individual financial institutions.

Redefining and strengthening prudential and behavioural supervision; and ensuring the advancement of consumer protection legislation.

- (xxiii) Ensure that the financial sector complies with existing legislation and regulations.

Ensuring efficacy of supervision by implementing a more intrusive and transparent, risk-based approach; and monitoring the activities of each financial institution rigorously and ensuring the law is applied and enforced effectively.

- (xxiv) Ensure effective implementation of the legal and regulatory framework on anti-money laundering and counter terrorist financing issues, in light of the FATF recommendations (including strengthening the BNA's cybersecurity pillars by implementing innovative processes and technologies, and using artificial intelligence).

Ensuring that the Financial Information Unit supervision committee is effective; improving relations with banks by creating paths for mitigating risks; increasing minimum own capital requirements for commercial banks; and improving anti-money laundering and counter terrorist financing supervision, particularly regarding politically exposed persons.

- (xxv) Implement domestic capital and stock exchange markets.

Studying the current size and movement of the secondary public debt market; promoting the stock market by floating key companies; implementing necessary regulatory adjustments to enable the issuance of corporate bonds; assessing the vulnerability of each commercial bank; updating the insurance regulatory and supervisory framework; implementing new supervision mechanisms; and defining a medium-term strategy to develop capital markets.

- (xxvi) Develop a legal and regulatory framework to address failure in the banking sector.

Ensuring that legislation and regulations enshrine objective criteria for assessing and supporting decisions to resolve failing banks, governance structures for resolving entities created to acquire NPLs from banks, methodologies for implementing and monitoring processes, and exit clauses for returning resolved banks back to private ownership.

(xxvii) Increase the impact of the financial sector in the economy, in order to support economic development and diversification policy.

Implementing financial education programmes; implementing simplified bank account programmes; and reviewing savings incentives and mechanisms.

For a discussion on the strategic pillars of the NDP 2018-2022, see “*The Republic of Angola – National Development Plan 2018-2022*”.

### ***Support Programme for Production, Diversification of Exports and Replacement of Imports***

In 2018, the Government established PRODESI, which recognises that a long-standing dependence of the national economy on the oil sector is a driving factor in the structural imbalances existing within the economic sector, namely in imports, exports and tax collection. The Government has initiated an executive programme under the PRODESI to expand Angola’s export market, replace imported goods and improve tax collection to maintain public accounts.

The NDP 2018-2022 recognises PRODESI as a programme to accelerate the diversification of the national economy and has committed to promote the production of priority sectors and goods to assist with the diversification of the economy and exports. As of July 2021, the PRODESI has supported 795 projects with a total value of AOA 660 billion, while a further 95 projects are under negotiation. The approved projects have also generated more than 60,000 jobs. See “*The Economy – Primary Industry Sectors*” on how the PRODESI has performed since its enactment. Moreover, as of December 2021, over 25,000 domestic producers were registered under the PRODESI’s National Production Disclosure Portal.

Under the PRODESI the Government has identified a set of priority sectors in which it aims to improve the business environment, encourage private investment, develop and consolidate physical infrastructure, strengthen the Government’s organisation and digital infrastructure, increase economic diplomacy, train and develop human resources, and promote the establishment of public-private partnerships.

The Government-identified resources available to achieve the aims set out in the PRODESI include resources made available through BDA credit lines, bilateral credit lines initially established to meet public investment programmes, foreign direct investment resources, private equity funds of the FSDEA, and domestic and foreign financial market resources.

The PRODESI aims to drive the following growth rates set out under the National Development Plan 2018-2022:

- (i) annual average growth of non-petroleum GDP exceeding 5 per cent.;
- (ii) annual average growth of agricultural GDP exceeding 7 per cent.;
- (iii) annual average growth of manufacturing GDP exceeding 4 per cent.;
- (iv) annual average growth of energy GDP exceeding 8 per cent.;
- (v) an increase from 5 per cent. to 15 per cent. of the relative weight of non-oil exports to total exports;
- (vi) a 75 per cent. increase in the average annual foreign direct investment, compared to the annual average recorded in the period from 2009-2015; and
- (vii) an improvement of at least 20 places in the international business environment ranking of the Doing Business Report prepared by the World Bank.

### ***Strengthening production in priority goods and services***

The PRODESI is primarily focused on improving the diversification of the national economy by promoting domestic production in specifically identified non-oil sectors with strong import replacement potential. The PRODESI sets out a number of actions designed to accelerate economic diversification, whether through import replacement or the increase of exports, which will be aimed primarily at the following priority goods and services:

- (i) in the field of agroindustry and fisheries, industrialised crops and livestock which are part of the basic food basket such as rice, sugar, beans, maize, flour, soy bean, palm oil, dried meat, cotton, sugar cane, strawberries, chicken and eggs, beef, goats, pigs, seeds, tubers, coffee, bananas, and salt, fishery and aquaculture products including crustaceans, molluscs and derivative products such as fishmeal and fish oils, and prepared seeds for permanent and temporary crops for propagation;
- (ii) in the fields of mineral resources and petroleum, coke, refined products and various fuels, ornamental rocks, gold; quartz, minerals for chemical industry and the manufacture of fertilisers, limestone and natural plaster, and natural sands;
- (iii) in the field of industry, industrialised basic goods such as pastas, soaps, milk powders, beverage industries, textiles and clothing products (including the development of cotton production), non-metallic minerals (cement, lime and gypsum, ceramic products, marble and similar rock works), glass, and glass articles and containers, basic metals including iron, steel, non-ferrous metals and ferro-alloys, wood and cork products such as plywood, building carpentry, wood packaging, baskets and mats), basic pharmaceutical products and preparations (including veterinary products), recycled waste such as paper, plastic and glass, mineral or chemical fertilisers, industrial gases, and assembly of household appliances, agricultural equipment, motor vehicles and components, and bicycles; and
- (iv) in the fields of hospitality and tourism, accommodation, catering, and travel agencies, tour operators and related services.

In addition to the abovementioned priority goods and services, the Government has identified the following geographical locations in which investment should be focused at the outset:

- (v) “development poles” i.e. areas in which development potential already exists, including Luanda (concentrated international infrastructure and home to main economic groups, companies and international institutions), the Benguela-Lobito hub (secondary international nucleus with industrial, logistics and tourism potential), Huambo and Cuito (main logistics platform of Angola and strong agricultural and industrial presence), Cabinda (integral industrial and commercial hub), Soyo (petrochemical and steel hub), Luena-Luau (increasingly urban, commercial and cultural centre), and Menongue (logistics potential);
- (vi) “development hubs” i.e. areas which interconnect the main urban centres and where development processes are already underway, including the Luanda-Malanje corridor, the Porto Amboim-Benguela corridor, the corridor Lobito-Huambo-Cuito-Luena-Luau (which follows the route of the Benguela railway), and the Soyo corridor (Mbanza Congo-Maquela do Zombo-Quimbele-Sanza Pombo) (potential line for mineral resource exploration); and
- (vii) “equilibrium poles” i.e. remote and less demographically dense areas where opportunities for development are still low but where bases for new development must be established and employment promoted.

#### *Cross-sectional initiatives for diversifying exports, replacing imports and strengthening tax collection*

The PRODESI sets out key cross-sectional initiatives which include measures designed to bring about economic diversification. The cross-sectional initiatives support domestic production and impact most (if not all) economic activities, and have been grouped into seven categories which are detailed, along with their respective measures, below.

##### *Cross-sectional initiative I – Improving the business environment*

Measures aimed at improving the business environment include creating a new legal and regulatory framework for managing private investment; facilitating the issuance of business permits; facilitating acquisition of electricity; improving property registration; facilitating access to credit; improving investor protection; simplifying and improving tax payments; increasing international trade; promoting compliance with contractual obligations; and promoting the resolution of insolvencies and bankruptcies.

##### *Cross-sectional initiative II – Encouraging private investment*

Measures designed to encourage private investment include the creation of financial products to suit the needs of active business enterprises; structuring program-oriented credit lines, guarantee funds and investment funds; the creation of financial products aimed at coverage of foreign exchange, physical delivery/settlement and transaction price risk; encouraging the creation of credit insurance to protect commercial risks of non-payment; increasing financial support for the export of services, primarily in IT and communication technology services; establishing funding mechanisms for specific projects; updating the Angola Invests Programme with a renewed focus on import replacement and export diversification; creating fiscal incentive and tax incentive legislation to promote economic interest in domestic export-oriented production including expeditious incentive mechanisms; implementing a prioritisation mechanism for allocating foreign exchange resources to the priority areas; and defining and implementing agreements designed to avoid double taxation.

#### *Cross-sectional initiative III – Consolidating physical infrastructure*

This initiative aims to consolidate physical infrastructure limited to priority areas of productive activity. Measures designed to achieve this aim include reconciliation of public investment programmes and public-private partnerships in the fields of energy, water, communication, transport, ports and airports, and telecommunications with operational and logistical support; encouraging the creation of marketing networks; and strengthening industrial development centres, special economic zones and free-trade zones.

#### *Cross-sectional initiative IV – Strengthening the Government's organisational and digital capital*

This initiative is designed to remove constraints on the Government's bureaucratic procedures and accelerate delivery of public services, as well as promoting the quality of private sector products and services. Measures designed to implement this initiative include more rigorous control of governmental employees' actions and simplification of administrative procedures; creating a commodity exchange in Angola; and strengthening the role of the National Quality System and quality certifications.

#### *Cross-sectional initiative V – Intensifying economic diplomacy*

Measures designed to intensify economic diplomacy include renewing the "Made in Angola" brand (distinguishing national products by marking them with the words "Made in Angola" and certifying them by the National Quality Certification System); establishing and promoting Angola's productive capacity to raise awareness of national products, reference prices, companies, export processes and support infrastructures; and enhancing diplomatic and commercial efforts abroad by disseminating the priority programmes for diversification of exports, developing new economic and trade partnerships with strategic countries, and promoting roadshows for domestic products in foreign markets to bring about an increase in foreign market shares and to attract foreign investment.

#### *Cross-sectional initiative VI – Training and qualifying human resources*

Measures designed to train and qualify human resources include creating bachelor and post-graduate degrees in international trade, marketing, business management and economic diplomacy; promoting training through technical and professional education; and promoting the training and qualification of entrepreneurs and business owners (particularly in younger sections of the population).

#### *Cross-sectional initiative VII – Promoting the establishment of strategic, national and international business partnerships and public-private partnerships*

Measures designed to achieve this initiative include preparing a legal and regulatory framework for business partnerships and business cooperation systems, including technical, financial and fiscal incentives; reinforcing and updating the legal framework around public-private partnerships and assessing different models; preparing a general programme of public private partnerships and maintaining close control over the Government's future responsibilities in this area; promoting the articulation of public-private partnerships; and streamlining the Public-Private Partnership Office of the Ministry of Economy and Planning.

#### *Governance and control*

In order to achieve the successful implementation of these cross-sectional initiatives and the aims of the PRODESI generally, the Government has set out five key governance conditions which are: (i) ensuring strong political coordination of the PRODESI and its integration; (ii) coordinating specific measures of the PRODESI in order to avoid duplication of efforts; (iii) ensuring clear and objective accountability for implementing the PRODESI by setting targets, timetables and defining those responsible for implementation; (iv) implementing tools to monitor the implementation of the PRODESI and reporting mechanisms to ensure transparency at all levels; and (v) ensuring efficient external communication with different stakeholders.

To this end, the PRODESI will be lead and managed by the Economic Commission of the Council of Ministers, which will be responsible for high-level monitoring of the program. Interministerial coordination will be managed by the Interministerial Commission of the PRODESI, composed of the Minister for Economy and Planning (coordinator) and the Ministers for Justice and Human Rights, Finance, Agriculture and Forestry, Fisheries and Sea, Mineral Resources and Petroleum, Industry, Tourism, Telecommunications and IT, Trade, Transport, Construction, Energy and Water, as well as the Governor of the BNA. Executive coordination of the PRODESI will fall on the Ministry of Economy and Planning, and technical coordination will be carried out by the Technical Unit of the PRODESI (consisting of the Secretaries of State of Ministries present in the Interministerial Commission and the Deputy Governor of the BNA) (“UTPRODESI”).

UTPRODESI will be advised by a team specialised in implementing and monitoring the cross-sectional initiatives and periodic progress reports will be defined on their implementation (including quantitative targets and degrees of execution of approved milestones). Finally, UTPRODESI will define an external communication strategy for PRODESI to the main national and international stakeholders (business associations, international official bodies including embassies, potential foreign investors and Angolan citizens).

### ***Public Finance Sustainability Law***

In August 2020, the National Assembly unanimously passed the Law on Sustainability of Public Finance (*Lei da Sustentabilidade das Finanças Públicas*). This puts in place various concrete fiscal rules, for example, enshrining the objective of consistently and systematically reducing, over the long-term, the country’s ratio of debt to GDP. The eventual aim is that this ratio will reach 60 per cent. Similarly, the law implements a requirement to reduce the level of non-oil primary fiscal deficit over the next five years with the aim of setting it at or below 5 per cent. of GDP.

There are also features of the Law on Sustainability of Public Finance that aim to increase government transparency in order to fight against corruption, tax evasion and money laundering. This includes the requirement to produce and publish a variety of documentation, either for inspection by the National Assembly or the wider public. The law also creates the Public Accounts Committee, a body with the aim of strengthening the effectiveness of medium-term public finance management instruments and improving transparency.

In addition, new tax rules will be implemented by the law. For example, “correction plans” must be added to the General State Budget in the case of a failure to control the primary tax deficit. Another feature of the law with tax implications includes the creation of the Fiscal Stabilisation Fund aimed at smoothing out the volatility of tax expenditures by mitigating fluctuations in the economic cycle.

### ***Plan for the Intervention of Municipalities***

In September 2019, the Government established an Integrated Plan for the Intervention of Municipalities, (the “PIIM”), to materialise public investment actions and to provide funds to support expenses for development and basic activities in Angolan municipalities. The PIIM prioritises social actions and has the purpose of reducing the rural exodus and promoting a more inclusive economic, social and regional growth.

This plan also aims to increase the autonomy of Angola’s 164 municipalities in the scope of the policy of deconcentration and decentralisation of competences and to improve the quality of life across the country.

Under this plan, projects to be developed in different municipalities can receive financial support by following a set of steps that involve the standardisation of invoices and their presentation before the

authorities of the PIIM. Further, under the PIIM, Angola's National Service for Public Contracts (*Serviço Nacional de Contratação Pública*) has worked together with public contract units of the municipalities and the Ministry of Reform and Territorial Administration (*Ministério da Administração do Território e Reforma*) in order to include all those public contract units to the PIIM and identify officers in the municipalities to monitor the execution of the projects at a local level.

Up to February 2020, 196 eligible projects were registered under the PIIM and 90 of those projects already had and allocated budget for municipalities in the provinces of Bié, Cuanza-Sul, Cunene, Huambo, Huila, Luanda, Lunda Norte and Lunda Sul.

### **Fundo Soberano de Angola**

In November 2008, the Government established a commission to prepare strategies and legislation to establish the FSDEA, which will be funded via surplus oil revenues. The creation of the fund occurred through the Presidential Decree No. 48/11 of 9 March 2011 and the fund was renamed as Fundo Soberano de Angola through the Presidential Decree No. 89/13 of 19 June 2013, which also approved its constitutional documents. In 2019, the Presidential Decree 212/19 of 15 July revoked the previous Presidential Decree and approved the new Organic Statute of the Sovereign Fund of Angola, which was later amended by Presidential Decree No. 218/24 of 21 October 2024. At creation, FSDEA was the second largest investment fund in sub-Saharan Africa.

FSDEA is a sovereign wealth fund which aims to protect Angola from the consequences of unpredictable oil revenues and ensure that a large proportion of oil revenue is saved for future generations if and when output from non-renewable resources starts to decline. FSDEA is focused on Angola's social and economic development, including educational, clean water, healthcare and energy projects. FSDEA is funded by proceeds of license fees, bonuses and royalties relating to exploration and production rights to non-renewable mineral deposits, which are currently expended as part of Angola's annual budget, as well as by a transfer to the FSDEA of some of the financial investments made by Sonangol on behalf of the Government in Sonangol's capacity as the Government's investment vehicle. See "*The Economy – Primary industry sectors – Oil Industry – Sonangol – Investments and international operations*". The Government transferred a total of U.S.\$5 billion into the FSDEA between 2013 and 2014.

As of 31 December 2023 and 30 June 2024, the total assets of the fund were U.S.\$3.8 billion and U.S.\$3.9 billion, respectively. The assets of the FSDEA are not included in the calculation of the Republic's foreign reserves.

Since 2014, no capital has been paid into the FSDEA by the Government. José Filomeno dos Santos, the son of former Angolan president José Eduardo dos Santos, formerly headed the FSDEA. José Filomeno dos Santos has been convicted and imprisoned for fraud, embezzlement, criminal association, trafficking of influence and money-laundering in Angola relating to a U.S.\$500 million fraud from the BNA while in office. He was removed from the chairmanship of the FSDEA by President Lourenço in January 2018 and the U.S.\$500 million has been returned to the Government through a process involving the English courts. Following the removal of José Filomeno dos Santos, the FSDEA is run by a board of directors comprised of Carlos Alberto Lopes (who serves as chairman), Laura Alcântara Monteiro, Alcides Horácio Frederico Safeca, Pedro Sebastião Teta, Valentina de Sousa Matias Filipe and Ismael Abraão Gaspar Martins. See "*Risk Factors – Failure to adequately address actual and perceived risks of corruption may adversely affect Angola's economy.*"

The FSDEA is committed to adhering to the Santiago Principles, a voluntary set of principles and practices jointly developed by the IMF and the International Working Group of Sovereign Wealth Funds ("SWFs"). The Santiago Principles aim to promote transparency in relation to institutional frameworks, governance and operations of SWFs, leading to a more open and stable investment environment.

The Santiago Principles are based on the following objectives for SWF:

- to help maintain a stable global financial system and free flow of capital and investment;

- to comply with all applicable regulatory and disclosure requirements in the countries in which they invest;
- to invest on the basis of economic and financial risk and return-related considerations; and
- to have in place a transparent and sound governance structure that provides for adequate operational controls and risk management.

In February 2021, the Government announced a tender for the acquisition specialised services from an independent auditor to conduct a full audit on FSDEA's business and activities.

The FSDEA's assets were previously managed by Quantum Global Investment Management, headed by Jean-Claude Bastos de Morais, a former partner of José Filomeno dos Santos, the son of former president José Eduardo dos Santos. It was reported that in April 2018, the Mauritius Supreme Court froze several bank accounts and suspended the business licenses of seven of the funds of Quantum Global Investment Management. The FSDEA terminated the asset management agreement with Quantum on 17 April 2018. On 4 May 2018, the FSDEA appointed Investec Asset Management as its interim asset manager for its liquid asset portfolio and intends to appoint permanent replacement asset managers through an international tender process.

Legal proceedings in Mauritius and in the High Court of the United Kingdom ensued. In March 2019, it was reported that the FSDEA and Quantum Global Investment Management had entered into a global settlement agreement whereby the parties agreed to discontinue all damages and commercial claims and not to bring further legal proceedings against the other.

## PUBLIC DEBT

The Government raises debt both domestically and externally. The Republic defines domestic and external debt as follows:

- domestic debt comprises debt placed in the domestic market and includes Kwanza-denominated, U.S. dollar-denominated and U.S. dollar index-linked debt placed domestically; and
- external debt comprises debt placed outside of Angola, in any currency other than Kwanza.

Angola's public debt does not reflect debt of the BNA or debt of state-owned companies (such as Sonangol). Additionally, non-governmental indebtedness guaranteed by Angola is not included in Angola's public debt data unless the guarantee has been called on.

The following table sets forth the total Government debt (excluding debt incurred by Sonangol) as at the dates indicated with a breakdown between domestic and external debt:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
			<i>(U.S.\$ billions)</i>				
<b>Domestic .....</b>	<b>27.9</b>	<b>22.5</b>	<b>17.9</b>	<b>19.4</b>	<b>19.9</b>	<b>16.9</b>	<b>15.6</b>
General Government debt (central Government) .....	27.9	22.5	17.9	19.4	19.9	16.9	15.6
Of which:							
Short-term .....	1.9	0.5	1.6	0.8	0.9	2.3	3.0
Medium and long-term .....	26.0	22.0	16.3	18.6	19.0	14.6	12.6
<b>External .....</b>	<b>43.1</b>	<b>45.0</b>	<b>45.9</b>	<b>46.8</b>	<b>48.3</b>	<b>46.8</b>	<b>45.6</b>
Of which:							
Short-term .....	0.1	0.1	0.1	0.1	0.1	0.1	0.1
Medium and long-term .....	43.0	44.9	45.8	46.7	48.2	46.7	45.5
<b>Total .....</b>	<b>71.0</b>	<b>67.5</b>	<b>63.8</b>	<b>66.2</b>	<b>68.1</b>	<b>63.7</b>	<b>61.2</b>

Source: Ministry of Finance

The following table sets forth the total Government debt (excluding debt incurred by Sonangol) as a percentage of its GDP as at the dates indicated with a breakdown between domestic and external debt:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
			<i>% of GDP</i>				
<b>Domestic .....</b>	<b>28.2</b>	<b>27.8</b>	<b>33.0</b>	<b>27.0</b>	<b>19.9</b>	<b>16.9</b>	<b>16.9</b>
General Government debt (central Government) .....	28.2	27.8	33.0	27.0	17.6	18.7	16.9
Of which:							
Short-term .....	1.9	0.6	2.9	1.1	0.8	2.6	3.2
Medium and long-term .....	26.2	27.2	30.0	25.9	16.8	16.1	13.7
<b>External .....</b>	<b>43.5</b>	<b>55.6</b>	<b>84.7</b>	<b>65.0</b>	<b>42.8</b>	<b>51.7</b>	<b>49.5</b>
Of which:							
Short-term .....	0.1	0.1	0.1	0.1	0.1	0.1	0.1
Medium and long-term .....	43.4	55.5	84.5	64.9	48.2	46.7	49.3
<b>Total .....</b>	<b>71.7</b>	<b>83.4</b>	<b>117.6</b>	<b>92.0</b>	<b>68.1</b>	<b>63.7</b>	<b>66.4</b>

Source: Ministry of Finance

The following table sets forth Angola's total public debt (including debt incurred by Sonangol, Angola's state-owned oil company, whose indebtedness is not guaranteed by Angola but which is included in public debt data as a matter of course) as at the dates indicated with a breakdown between domestic and external debt:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
			<i>(U.S.\$ billions)</i>				
<b>Domestic<sup>1</sup> .....</b>	<b>27.9</b>	<b>22.5</b>	<b>17.9</b>	<b>19.4</b>	<b>19.9</b>	<b>16.9</b>	<b>15.6</b>
General Government debt (central Government) .....	27.9	22.5	17.9	19.4	19.9	16.9	15.6
Of which:							
Short-term .....	1.9	0.5	1.6	0.8	0.9	2.3	3.0
Medium and Long term .....	26.0	22.0	16.3	18.6	19.0	14.6	12.6



	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
	(U.S.\$ billions)						47.8
<b>External</b> .....	<b>47.6</b>	<b>49.9</b>	<b>50.2</b>	<b>51.1</b>	<b>52.5</b>	<b>49.5</b>	
<i>Of which:</i>							
Short-term.....	0.1	0.1	0.1	0.1	0.1	0.1	0.1
Medium and long-term.....	47.5	49.8	50.1	51.0	52.4	49.4	47.7
<i>Of which:</i> Sonangol <sup>2</sup> .....	4.5	5.0	4.3	4.1	4.1	2.6	2.1
TAAG guaranteed debt.....	0.2	0.2	0.2	0.2	0.2	0.1	0.1
<b>Total</b> .....	<b>75.5</b>	<b>72.4</b>	<b>68.1</b>	<b>70.6</b>	<b>72.4</b>	<b>66.4</b>	<b>63.4</b>

1 Domestic debt of state-owned companies is not provided because their debt is accounted for as supply of goods and services.

2 Sonangol's debt as at 31 December 2023 reflects payments of arrears for oil products.

Source: Ministry of Finance

The following table sets forth Angola's total public debt (including debt incurred by Sonangol, Angola's state-owned oil company, which indebtedness is not guaranteed by Angola but which is included in public debt data as a matter of course) as a percentage of its GDP as at the dates indicated with a breakdown between domestic and external debt:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
	% of GDP						
<b>Domestic</b> <sup>1</sup> .....	<b>28.2</b>	<b>27.8</b>	<b>33.0</b>	<b>27.0</b>	<b>17.6</b>	<b>18.7</b>	<b>16.9</b>
General Government debt (central Government) .....	28.2	27.8	33.0	27.0	17.6	18.7	16.9
<i>Of which:</i>							
Short-term.....	1.9	0.6	2.9	1.1	0.8	2.6	3.2
Medium and Long term.....	26.2	27.2	30.0	25.9	16.8	16.1	13.7
<b>External</b> .....	<b>48.0</b>	<b>61.7</b>	<b>92.6</b>	<b>71.0</b>	<b>46.6</b>	<b>54.7</b>	<b>51.8</b>
<i>Of which:</i>							
Short-term.....	0.1	0.1	0.2	0.1	0.1	0.1	0.1
Medium and long-term.....	47.9	61.6	92.4	69.9	46.5	54.6	51.7
<i>Of which:</i> Sonangol <sup>2</sup> .....	4.5	6.1	7.9	5.7	3.6	2.9	2.2
TAAG guaranteed debt.....	0.2	0.2	0.3	0.3	0.1	0.2	0.1
<b>Total</b> .....	<b>76.2</b>	<b>89.5</b>	<b>125.5</b>	<b>98.0</b>	<b>64.2</b>	<b>73.4</b>	<b>68.7</b>

1 Domestic debt of state-owned companies is not provided because their debt is accounted for as supply of goods and services.

2 Sonangol's debt as at 31 December 2023 reflects payments of arrears for oil products.

Source: Ministry of Finance

It is estimated that Sonangol debt as at 30 June 2024 equalled U.S.\$2.1 billion.

The table below sets forth certain information regarding Angola's public debt service for the years indicated:

	2018	2019	2020	2021	2022	2023	2024
							Budget
	(U.S.\$ billions)						
<b>Domestic debt service</b> .....							
Principal.....	13.1	5.0	7.2	5.3	6.5	7.4	7.7
Interest.....	2.5	2.2	1.7	1.9	2.5	1.9	2.2
Total domestic debt service.....	15.6	7.1	9.0	7.2	9.0	9.3	10.0
<b>External debt service</b> .....							
Principal.....	7.0	7.1	5.0	5.2	7.0	7.1	5.1
Interest.....	2.3	2.7	2.3	2.0	2.6	3.8	3.2
Total external debt service.....	9.2	9.8	7.3	7.2	9.5	10.9	8.3
<b>Total debt service</b> .....	<b>24.8</b>	<b>16.9</b>	<b>16.2</b>	<b>14.4</b>	<b>18.5</b>	<b>20.2</b>	<b>18.3</b>

Source: Ministry of Finance

Angola's total government debt service to total revenues ratio reached approximately 95.9 per cent. in 2023, compared to 56.2 per cent. in 2022, 67.9 per cent. in 2021, 114.4 per cent. in 2020, 86.7 per cent. in 2019, and 102.2 per cent. in 2018, and is expected to reach 93.6 per cent. for the year ending 31 December 2024 and 85 per cent. for the year ending 31 December 2025.

The table below sets forth certain information regarding the Government's debt service for the years indicated:

	2018	2019	2020	2021	2022	2023	2024 Budget
	(U.S.\$ billions)						
<b>Domestic debt service .....</b>							
Principal .....	13.1	5.0	7.2	5.3	6.5	7.4	7.7
Interest .....	2.5	2.2	1.7	1.9	2.5	1.9	2.2
Total domestic debt service .....	15.6	7.1	9.0	7.2	9.0	9.3	10.0
<b>External debt service .....</b>							
Principal .....	5.5	5.6	2.8	3.0	4.9	5.6	4.8
Interest .....	2.1	2.5	2.0	1.8	2.3	3.4	3.2
Total external debt service .....	7.6	8.0	4.9	4.8	7.2	9.1	8.0
<b>Total debt service .....</b>	<b>23.2</b>	<b>15.1</b>	<b>13.8</b>	<b>12.1</b>	<b>16.2</b>	<b>18.4</b>	<b>18.0</b>

Source: Ministry of Finance

The following table sets forth non-governmental indebtedness which has been guaranteed by Angola for the years indicated but which has not been called on. These guarantees are both in Kwanza and U.S. dollars. The BNA has not issued any guarantees. Indebtedness guaranteed by Angola is not included in Angola's public debt figures unless the guarantee has been called on:

	2018	2019	31 December 2020	2021	2022	2023
	(U.S.\$ billions)					
Angola Cables, S.A. guaranteed debt .....	0.219	0.221	0.216	0.216	0.207	0.190
Banco de Poupança e Crédito guaranteed debt .....	0.120	0.120	0.105	0.090	0.075	0.060
Biocom guaranteed debt .....	0.109	0.070	0.051	0.060	0.137	0.083
Sodiam + Adenda .....	0.129	0.110	0.110	0.110	0.110	0.110
Taag (Msn 907-578 (TEI), Msn 43252 (TEI)) .....	0.121	0.103	0.095	0.087	0.060	0.055
Taag (Msn 40805 (TEG) e Msn 40806 (TEH)) .....	0.110	0.082	0.068	0.056	0.016	0.003
Taag (Aeronaves Dash-8) .....	0.000	0.000	0.024	0.078	0.088	0.081
Batas Holding .....	0.002	0.001	0.000	0.000	0.000	0.000
Carrinho Empreendimento S.A. .....	-	-	-	-	0.010	0.039
Carrinho Empreendimento S.A. .....	-	-	-	-	0.000	0.006
<b>Total guarantees .....</b>	<b>0.810</b>	<b>0.708</b>	<b>0.670</b>	<b>0.698</b>	<b>0.693</b>	<b>0.582</b>

Source: Ministry of Finance

## External Public Debt

### Background

During the Civil War, Angola accumulated significant amounts of overdue bilateral, multilateral and commercial bank debt, with arrears owed to creditors including Paris Club creditors. These arrears significantly affected Angola's ability to obtain further financing, either from multilateral agencies or on non-concessional terms. As a result, during the early 2000s a large part of the financing obtained was from oil pre-payment loans (i.e. debt servicing and repayment of the loan would be made from a designated offshore account into which Angola's oil receivables would be deposited. That account would further provide credit support in respect of the relevant loan (such loans referred to in this Base Offering Circular as "**Oil Pre-payment Facilities**"). Following the end of the Civil War, the Government sought to normalise its relations with external creditors through the repayment of principal and interest arrears.

In 2002, the Government signed an agreement with Portugal to eliminate the significant arrears that had accumulated with Portuguese banks and suppliers. Subsequently, at the end of 2006, Angola agreed with its Paris Club creditors to repay U.S.\$2.3 billion of the principal and accrued regular interest arrears by June 2007. In December 2007, Angola further agreed to settle U.S.\$1.8 billion of penalty arrears in three instalments. Angola paid the last instalment of U.S.\$400 million, as agreed with the Paris Club creditors, in January 2010. The normalisation of Angola's relations with the Paris Club creditors has facilitated the opening of bilateral credit lines and new export credit facilities for Angola since January 2008, which has allowed Angola to attract significant further funding and to begin to move away from the contracting of Oil Pre-payment Facilities. However, Angola continues to obtain part of its funding on an oil pre-payment basis where the pricing terms of such funding are more favourable.

As at 30 June 2024, Angola's outstanding external Government debt (excluding Sonangol debt) was U.S.\$45.6 billion, compared with U.S.\$46.8 billion as at 31 December 2023, U.S.\$48.26 billion as at 31 December 2022, U.S.\$46.8 billion as at 31 December 2021, U.S.\$45.9 billion as at 31 December 2020, U.S.\$45.0 billion as at 31 December 2019 and U.S.\$43.1 billion as at 31 December 2018. Its aggregate

external debt has risen since 2010 when Angola, having largely cleared its external debt arrears which previously prevented it from attracting non-oil pre-payment financing, began to attract significant volumes of external financing, which has been primarily utilised to finance the rebuilding and expansion of Angola's infrastructure.

Between 2021 and 30 June 2024, loans from foreign commercial banks generally constituted the principal component of Angola's external Government debt (excluding Sonangol debt) and accounted for 53.3 per cent. (U.S.\$23.0 billion) in 2018, 49.9 per cent. (U.S.\$22.4 billion) in 2019 and 47.2 per cent. (U.S.\$21.7 billion) in 2020, 46.1 per cent. (U.S.\$21.6 billion) in 2021, 44.2 per cent. (U.S.\$21.3 billion) in 2022, 43.0 per cent. (U.S.\$20.1 billion) in 2023 and 41.7 per cent. (U.S.\$19.0 billion) as at 30 June 2024. The increase in debt owed to commercial banks reflects the normalisation of the Government's relations with international creditors which has also facilitated Government access to commercial loan lending as opposed to oil pre-payment facilities.

Between 2018 and 30 June 2024, bilateral debt constituted an important share of Angola's external Government debt (excluding Sonangol debt) and accounted for 8.3 per cent. (U.S.\$3.8 billion) as at 30 June 2024, 9.3 per cent. (U.S.\$4.3 billion) in 2023, 9.9 per cent. (U.S.\$5.2 billion) in 2022 and 10.7 per cent. (U.S.\$5.5 billion) in 2021, as compared to 11.5 per cent. (U.S.\$5.8 billion) in 2020, 12.0 per cent. (U.S.\$6.0 billion) in 2019 and 15.3 per cent. (U.S.\$7.3 billion) in 2018. As at 30 June 2024, Angola's bilateral debt stood at U.S.\$3.8 billion, constituting 8.3 per cent. of Angola's external Government debt (excluding Sonangol debt). This decrease in bilateral debt comes as a result of Angola's access to alternative sources of external financings, such as the international capital markets. The composition of Angola's major bilateral creditors, however, has changed over time. Until the mid-2000s, Angola's principal bilateral creditors were Brazil, Spain, Portugal and France. Since 2010, China has become Angola's major bilateral creditor, primarily due to a significant volume of Chinese export credit financing for infrastructure projects across Angola, in which Chinese construction and infrastructure companies are extensively engaged. As at 30 June 2024, Angola's outstanding external public debt (including Sonangol) due to China and Chinese commercial banks amounted to U.S.\$15.8 billion. Angola's second and third largest bilateral creditors in the last three years were Canada and Portugal, with outstanding principal bilateral amounts of U.S.\$0.3 billion and U.S.\$0.1 billion, respectively, as at 30 June 2024.

As a result of the escalation of global economic pressures caused by the Covid-19 pandemic and the global oil supply shock, Angola availed itself of the DSSI by signing a MOU with the Paris Club G20/DSSI Secretariat on 31 August 2020 and two amendments to the MOU on 7 January 2021 and 27 July 2021. Pursuant to the MOU, the representatives of the Paris Club creditor countries provided Angola with a time-bound suspension of debt service due from 1 May 2020 until 31 December 2021. Amounts re-profiled benefitted from a one-year grace period for the amount suspended during this period, followed by three years of repayments for amounts subject to the 2020 suspension and five years for amounts subject to the 2021 suspension.

In addition, and following the instructions from the G20/DSSI Secretariat, Angola negotiated with certain of its other bilateral creditors, specifically those sovereign entities that have financing arrangements in place with Angola but are not part of the G20, in order to obtain equal or better treatment than the one granted by the terms and conditions of the DSSI. These negotiations resulted in the deferral of principal payments from May 2020 through May 2023. Angola continued – and continues – to make interest payments on such re-profiled bilateral debt, the principal amounts of which were not amortised.

Access to the DSSI for the period 1 May 2020 through 31 December 2021, together with Angola's debt re-profiling with certain other bilateral creditors, deferred in aggregate approximately U.S.\$6.4 billion of debt service payments through the periods indicated. See “ – *Composition of Angola's external debt*” below.

Multilateral debt has, historically, constituted an insignificant share of Angola's external debt. Most recently, however, this began to change as a result of Angola entering into the EFF with the IMF. The outstanding principal amount of multilateral debt stood at U.S.\$9.5 billion as at 30 June 2024, an increase of U.S.\$0.8 billion when compared to the U.S.\$8.7 billion reported as at the end of the year 2022. In 2021, multilateral debt increased to U.S.\$8.2 billion from the U.S.\$5.6 billion reported as at the end of the year 2020, mainly as a result of draw-downs under the three-year EFF in an amount of SDR 2.673 billion

(approximately U.S.\$3.7 billion or 361 per cent. of Angola's quota at the time of approval by the IMF in December 2018, to support Angola's economic reform programme). In 2020, as part of the third review of the IMF Programme, the IMF approved additional access under the EFF of SDR 540 million (approximately U.S.\$765 million) to support the Government's efforts to mitigate the impact of Covid-19 and sustain its structural reform agenda. Moreover, in July 2021, as part of the fifth review of the IMF Programme, the IMF approved the immediate disbursement of an estimated U.S.\$772 million to Angola. As part of the sixth review of the IMF Programme, the IMF approved a further and final immediate disbursement of an estimated U.S.\$748 million to Angola.

From 2015, the share of Angola's external debt (excluding Sonangol) represented by international Eurobonds has increased from zero in 2014 to 19.9 per cent. as at 30 June 2024. In 2015, Angola issued its debut international Eurobonds, due 2025 for the amount of U.S.\$1.5 billion to partially finance public infrastructure projects. The Ministry of Finance appointed Aurecon Angola Lda ("**Aurecon**"), an international engineering and design consultancy, as technical adviser for the infrastructure projects, and to advise and report to the Ministry of Finance on the progress and payments in respect thereof. Aurecon's contract for technical advisory services was not renewed by the Ministry of Finance when it expired on 28 September 2019. The infrastructure projects' progress, and payments in respect thereof, are monitored solely by the relevant contracting ministry and the Treasury Department and Technical Unit for Project Monitoring ("**UTAP**") within in the Ministry of Finance. UTAP has administrative autonomy and responsibility for monitoring public infrastructure project processes, including providing specialised technical, financial and legal support. In 2018, Angola issued two series of international Eurobonds due 2028 and 2048, each in the amount of U.S.\$1.75 billion, for general budgetary purposes. In November 2019, Angola issued U.S.\$1.75 billion of Eurobonds due 2029 and U.S.\$1.25 billion of Eurobonds due 2049, in each case under its global medium term note programme established in November 2019. In March 2022 Angola issued U.S.\$1.75 billion of Eurobonds due 2032 for general budgetary purposes under such programme and concurrently held a tender offer to repurchase U.S.\$635.6m (face value) of the Eurobonds due 2025. The aggregate outstanding principal amount of international Eurobonds as at the date of this Base Offering Circular is U.S.\$9.1 billion.

The following table sets forth certain information regarding Angola's outstanding external debt (including debt incurred by Sonangol) as at the dates indicated:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
				(U.S.\$ billions)			
<b>Bilateral</b> .....	7.3	6.0	5.8	5.5	5.2	4.3	3.8
Paris Club .....	1.6	0.8	0.8	0.8	0.8	0.8	0.5
Others .....	5.7	5.2	4.9	4.7	4.4	3.6	3.4
<b>Multilateral</b> .....	3.2	4.2	5.6	8.2	8.7	9.2	9.5
<b>Commercial banks</b> .....	27.5	27.4	26.0	25.9	25.5	22.8	21.2
<b>Suppliers</b> .....	4.7	4.3	4.8	3.5	4.0	4.0	4.2
<b>Eurobonds</b> .....	5.0	8.0	8.0	8.0	9.1	9.1	9.1
<b>Total</b> .....	<b>47.6</b>	<b>49.9</b>	<b>50.2</b>	<b>51.1</b>	<b>52.5</b>	<b>49.5</b>	<b>47.8</b>

Source: Ministry of Finance

Angola published its Medium Term Debt Strategy 2024-2026 in December 2023. The Medium Term Debt Strategy was prepared with the support of the World Bank and the IMF and is a three-year strategy with a focus on fiscal consolidation, debt sustainability and non-oil economic diversification. Key themes include: (i) promoting the domestic market and extending the maturity of the internal market; (ii) prioritising the attraction of semi-concessional financing, with the aim of improving the cost and maturity of debt; and (iii) the active management of liabilities. See "*Risk Factors – The Government has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola's economy and its ability to repay its debt, including the Notes*".

On 29 November 2024, Moody's revised its estimates of Angola's primary surplus to 2.8 per cent. of GDP over 2024-2026, from around 7 per cent. estimated previously. Its estimate factored in the delay in the reform of most of Angola's fuel subsidies for 2025.

The Public Finance Sustainability Law (Law No. 37/20 of 30 October 2020 (the “FSL”) reorganises Angola’s fiscal framework, putting in place fiscal rules and mandating a new process of fiscal planning, monitoring and transparency. Besides requiring a higher level of fiscal planning and fiscal and debt transparency, the framework introduces the non-oil primary balance as the key fiscal policy variable and aims to achieve a non-oil primary deficit of no more than 5.0 per cent. of GDP by 2025. The FSL contains a ‘Debt Rule’, which targets a long-term debt level of 60.0 per cent. of GDP or below and requires the Government to propose concrete measures to achieve this target as part of the annual budget process.

The following table sets forth certain information regarding Angola’s public outstanding external debt (excluding debt incurred by Sonangol) as at the dates indicated:

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
				(U.S.\$ billions)			
<b>Bilateral</b> .....	7.3	6.0	5.8	5.5	5.2	4.3	3.8
Paris Club .....	1.6	0.8	0.8	0.8	0.8	0.8	0.5
Others .....	5.7	5.2	4.9	4.7	4.4	3.6	3.4
<b>Multilateral</b> .....	3.2	4.2	5.6	8.2	8.7	9.2	9.5
<b>Commercial banks</b> .....	23.0	22.4	21.7	21.6	21.3	20.1	19.0
<b>Suppliers (by country of origin)</b> .....	4.7	4.3	4.8	3.5	4.0	4.0	4.2
<b>Eurobonds</b> .....	5.0	8.0	8.0	8.0	9.1	9.1	9.1
<b>Total</b> .....	<b>43.1</b>	<b>45.0</b>	<b>45.9</b>	<b>46.8</b>	<b>48.26</b>	<b>46.8</b>	<b>45.6</b>

Source: Ministry of Finance

External Government debt (excluding Sonangol debt) increased from 43.5 per cent. of GDP in 2018 to 49.5 per cent. of GDP as at 30 June 2024. In U.S. dollar nominal terms, Angola’s external Government debt has increased since 2018, due to easier access to external funding through bilateral credit and export lines and the country’s large financing needs for infrastructure investment, in particular in the face of the decline in oil revenues and the impact of Covid-19 on Angola’s fiscal and economic position.

### *Composition of Angola’s external debt*

Angola’s public external debt comprises debt under bilateral loans from foreign countries (including members of the Paris Club), debt owed to multilateral agencies such as the World Bank, AfDB and OPEC, commercial bank debt and long-term debt in foreign currencies owed by Angola to suppliers and contractors. Angola’s public external debt does not include U.S. dollar denominated debt or U.S. dollar index-linked debt placed in the domestic market. It is estimated that approximately 80 per cent. of Angola’s debt is denominated in, or linked to, the U.S. dollar. Such debt levels are naturally highly vulnerable to the depreciation of the Kwanza. See “Public Debt”.

In the past, Angola’s external debt indicators have improved as a direct result of fast economic growth, the build-up of foreign exchange reserves and the repayment of arrears. Between 2018 and 2023, the estimated external Government debt service-to-exports ratio, the key indicator of short-term external liquidity, increased from 18.6 per cent. in 2018 to 24.6 per cent. in 2023. Angola’s external debt continued to rise in U.S. dollar terms between 2018 and 2023.

The table below sets forth information regarding outstanding external Government debt as at the dates indicated. The table contains references only to those financing facilities under which amounts were outstanding as at the relevant dates. As at those dates, Angola was entitled to draw down, but had not drawn, further funds under those and other facilities.

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
				(U.S.\$ billions)			
<b>Bilateral</b> .....	<b>7.3</b>	<b>6.0</b>	<b>5.8</b>	<b>5.5</b>	<b>5.2</b>	<b>4.3</b>	<b>3.8</b>
China.....	5.0	4.6	4.4	4.2	3.9	3.2	2.8
Brazil .....	0.8	0.0	0.0	0.0	0.0	0.0	0.0
Portugal.....	0.5	0.4	0.4	0.4	0.3	0.3	0.1
Others .....	0.9	1.0	1.2	0.9	0.9	0.9	3.8
<b>Multilateral</b> .....	<b>3.2</b>	<b>4.2</b>	<b>5.6</b>	<b>8.2</b>	<b>8.7</b>	<b>9.2</b>	<b>9.5</b>
Common Fund for Commodities.....	0.0	0.0	0.0	0.0	0.0	0.0	0.0
African Development Bank.....	1.0	1.0	1.1	1.1	1.1	1.0	1.1

	2018	2019	31 December		2022	2023	30 June
			2020	2021			2024
	<i>(U.S.\$ billions)</i>						
IBRD (World Bank).....	0.5	1.1	1.2	2.0	2.8	3.5	4.0
African Development Fund (AfDB).....	0.1	0.1	0.1	0.1	0.1	0.1	0.1
International Fund for Agriculture Development .....	0.0	0.0	0.0	0.0	0.1	0.1	0.1
IMF .....	1.0	1.5	2.6	4.5	4.3	4.1	3.9
International Development Association (World Bank) ...	0.5	0.5	0.5	0.5	0.4	0.3	0.3
OPEC FUND	0.0	0.0	0.0	0.0	0.0	0.0	0.0
BEI	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>Commercial banks (by lender) .....</b>	<b>23.0</b>	<b>22.4</b>	<b>21.7</b>	<b>21.6</b>	<b>21.3</b>	<b>20.1</b>	<b>19.0</b>
China Development Bank	14.9	14.2	13.6	13.6	12.3	10.2	8.8
Industrial and Commercial Bank of China	1.7	2.6	2.9	3.1	4.0	3.9	3.8
Standard Chartered Bank	0.1	0.4	0.5	0.6	0.7	1.0	1.6
ING Holding Bank	0.2	0.2	0.1	0.4	0.6	0.6	0.6
JBIC	0.6	0.5	0.4	0.4	0.2	0.2	0.2
Others	5.5	4.6	4.1	3.5	3.5	4.2	4.1
<b>Suppliers (by country of origin) .....</b>	<b>4.7</b>	<b>4.3</b>	<b>4.8</b>	<b>3.5</b>	<b>4.0</b>	<b>4.0</b>	<b>4.3</b>
Israel .....	2.4	2.2	2.2	1.7	2.5	2.5	2.8
Ireland .....	0.8	0.8	1.2	0.6	0.5	0.6	0.6
USA .....	0.6	0.5	0.0	0.3	0.2	0.1	0.2
Egypt.....	0.3	0.3	0.3	0.2	0.2	0.1	0.1
Others .....	0.6	0.6	1.2	0.7	0.6	0.7	0.5
<b>Eurobonds.....</b>	<b>5.0</b>	<b>8.0</b>	<b>8.0</b>	<b>8.0</b>	<b>9.1</b>	<b>9.1</b>	<b>9.1</b>
<b>Total external Government debt .....</b>	<b>43.1</b>	<b>45.0</b>	<b>45.9</b>	<b>46.8</b>	<b>48.3</b>	<b>46.8</b>	<b>45.7</b>
Of which TAAG guaranteed debt .....	0.2	0.2	0.3	0.3	0.1	0.1	0.1

Source: Ministry of Finance

As at 31 December 2023, funding in the aggregate amount of approximately U.S.\$10.7 billion was available to Angola to be drawn down under its existing financing facilities.

A proportion of Angola's outstanding external Government debt (excluding Sonangol) consists of Oil Pre-payment Facilities, and comprised (as a percentage of total outstanding public external debt) 52.3 per cent. in 2018, 44.8 per cent. in 2019, 42.3 per cent. in 2020, 35.9 per cent. in 2021, 30.8 per cent. in 2022, 25.9 per cent. as at 31 December 2023 and 22.5 per cent. as at 30 June 2024. As part of the IMF's review of Angola's compliance with the EFF, the IMF has consistently required Angola to reduce the component of public external debt consisting of Oil Pre-payment Facilities as such facilities reduce the flexibility of Angola to manage oil revenues, including in response to price shocks, and introduce a rigidity in the seniority structure of Angola's public external debt, making it more difficult to diversify its creditors base. Since the conclusion of the IMF's EFF Programme, the Government has not contracted any new oil-based facilities and has kept oil-backed disbursements under existing credit facilities below ceilings agreed in the IMF's performance criteria.

The table below sets forth the percentage accounted for by debt in U.S. dollars out of Angola's external, domestic and total Government debt as at the dates indicated:

	31 December					30 June	
	2018	2019	2020	2021	2022	2023	2024
External Government debt in U.S. dollars/total external Government debt .....	89.0%	88.0%	97.0%	82.0%	83.0%	81.0%	82.5%
Domestic debt in U.S. dollars / total domestic debt .....	13.6%	15.7%	18.3%	21.7%	18.2%	18.7%	21.9%
Total Government debt in U.S. dollars / total Government debt.....	59.4%	64.2%	74.7%	64.5%	63.8%	64.1%	67.1%

Source: Ministry of Finance

Since 2012, Angola has entered into several financing facility agreements either for general budgetary purposes or for the financing of specific projects. Projects intended to be financed under these facilities are intended to be executed over a period of several months or years and, accordingly, drawdown of funds under these new facilities will be subject to the timing of commencement and implementation of those projects. Additionally, certain public entities (such as the BNA) may also raise debt. See "Monetary System – Financing of the BNA".

Set forth below is a description of all of Angola's existing external debt financing with a facility amount at or above U.S.\$500 million or which otherwise constitutes material external debt financing of Angola:

- ***Gemcorp Facility***

In June 2015, Angola entered into a U.S.\$250 million term facility agreement with Gemcorp Capital LLP as arranger, Commerzbank International S.A. as agent, and Avenir II B.V. as original lender. The original lender was funded through the issuance of privately placed notes. The facility is to be used solely for Angola's general budgetary requirements and is for a term of 30 years on an unsecured basis, with an option for the lenders to request repayment after eight years. As of 30 June 2024, no debt was outstanding under this facility.

Under the terms of the facility agreement, the lenders were prohibited, save in certain specified circumstances, from issuing certain derivative instruments linked to or related to their interests under the facility agreement. This prohibition has expired. See *"Risk Factors- Other capital markets instruments based on Angolan sovereign credit exist and others may be issued in the future."*

On 2 September 2016, Angola entered into an up to U.S.\$200 million revolving facility agreement with Gemcorp Capital LLP as arranger and Gemcorp Fund I Limited as original lender. The original lender was funded through the issuance of privately-placed notes. The commitment is for U.S.\$200 million and the agreement provides for an option to upsize to a total commitment of U.S.\$600 million from the closing date of the facility until June 2019. This facility was amended and restated on 12 September 2019, which included an extension of the Availability Period and Gemcorp Fund I Limited assuming a Facility Upsize Commitment of U.S.\$250.0 million. The facility was due to expire on 2 September 2024. As at the date of this Base Offering Circular, Angola is in the process of extending this facility so that it will continue to 2 September 2029.

The facility is to be used solely for financing the purchase of food, pharmaceutical and medical devices and basic consumer goods by Angolan importers from Kingbird Commodities S.A., the commodity trading arm of Gemcorp Group, which includes Gemcorp Capital LLP. Each loan drawn under the facility is for a term of six months and on each six-monthly repayment date, each outstanding loan is repayable in full. Angola may re-borrow any part of a loan which is repaid, and re-utilise any part of the facility which is repaid, during the availability period. The availability period applicable to the facility ends in June 2024. All amounts outstanding under the facility have been repaid by the final maturity date, which is 2 September 2024. As of 30 June 2024, no debt was outstanding under this facility.

On 14 November 2019, Angola entered into an up to U.S.\$400 million term facility agreement with Gemcorp Capital LLP as arranger and Gemcorp Fund I Limited as original lender. The facility is to be used for the financing of the construction of civil works and the transmission lines to the Lauca hydro-electric power plant project in Angola. The availability period applicable to the facility ended 45 days after the date of the facility agreement. The facility has a term of seven years from the date of utilisation. Debt outstanding under this facility with Gemcorp was U.S.\$171.4 million as of 30 June 2024.

- ***CEXIM Facilities***

Angola, as borrower, has entered into a series of four master loan facility agreements (each an "MLFA") with The Export-Import Bank of China ("CEXIM"). Each facility is an Oil Pre-payment Facility, and is structured as a framework agreement under which individual loan agreements ("ILAs") are entered into. Under all four MLFAs, Angola and CEXIM have entered into a total of four ILAs:

On 2 March 2004, Angola entered into a MLFA with CEXIM as lender for up to U.S.\$2.0 billion. The facility is split between a U.S.\$1.0 billion phase I facility and a U.S.\$1.0 billion phase II facility. Availability of the phase II facility was subject to confirmation by the lender on or prior to the date falling five years after satisfaction of the conditions precedent to the MLFA and was made available

by CEXIM during that period. The MLFA is a framework agreement under which Angola and CEXIM may conclude ILAs for the purpose of financing up to 90 per cent. of the contract price owing to certain contractors in respect of certain contracts. The MLFA was fully drawn as of 31 December 2017.

On 19 July 2007, Angola entered into a second MLFA with CEXIM as lender for up to U.S.\$500.0 million. This MLFA is a framework agreement under which Angola and CEXIM may conclude ILAs for the purpose of financing up to 90 per cent. of the contract price owing to certain contractors in respect of certain contracts. As of 31 December 2017, the MLFA had been fully drawn and the availability period for further drawdowns has since expired.

On 28 September 2007, Angola entered into a third MLFA with CEXIM as lender for up to U.S.\$2.0 billion. The facility is split between a U.S.\$1.0 billion phase I facility and a U.S.\$1.0 billion phase II facility, under which Angola and CEXIM may conclude ILAs for the purpose of financing up to 90 per cent. of the contract price owing to certain contractors in respect of certain contracts. As of 31 December 2017, this MLFA had been fully drawn and the availability period for further drawdowns has since expired.

On 18 November 2009, Angola entered into a fourth MLFA with CEXIM as lender which was amended on 8 June 2011 to provide that the amount available under the MLFA is a function of the number of barrels of oil per day sold by Sonangol to Chinese importers designated by CEXIM. The amount available under this MLFA increases from a minimum of U.S.\$3.0 billion to a maximum of U.S.\$6.0 billion, with increments of U.S.\$1.0 billion, depending on the number of barrels per day sold by Sonangol to CEXIM's designated importers. The MLFA is a framework agreement under which Angola and CEXIM may conclude ILAs for the purpose of financing up to 90 per cent. of the contract price owing to certain contractors in respect of certain contracts and/or in respect of projects consented to by the lender. As of 30 June 2024, U.S.\$605.7 million was outstanding under this MLFA. The availability of further drawdowns depends on the matter set forth herein.

In accordance with Angola's 2015 National Budget (see "*Public Finance – The 2015 National Budget*"), Angola significantly decreased its 2016 capital expenditure programme, which resulted in a reduction in the number and/or scale of certain public investment projects in which it had planned to invest in accordance with its prior budget. Consequently, on 9 June 2015, Angola and CEXIM entered into amendments in respect of all four above-mentioned MLFAs in order to realign repayments of drawn amounts under certain ILAs with the revised schedules of progress and/or completion of certain specified public investment projects, the timing and/or scale of which was altered when the revised 2015 National Budget was adopted in March 2015.

On 25 September 2015, Angola entered into a U.S.\$509.4 million facility agreement with CEXIM in order to finance construction of the 'Nzeto Soyo' road. As of 30 June 2024, U.S.\$244.9 million was outstanding under this facility.

On 29 November 2016, Angola entered into a U.S.\$758.7 million facility agreement with CEXIM. The purpose of the facility is to finance (i) up to 85 per cent. of the contract price owing to Caioporto, S.A., a special purpose vehicle for the development and construction of the new Port of Caio in Cabinda, Angola, and (ii) up to 85 per cent. of the premium for the export credit insurance policy issued by the China Export and Credit Insurance Corporation. The facility has a tenor of 15 years and Angola is not required to make any repayments under the facility until the end of the disbursement period which ends 60 months after the effective date of the facility. The facility is not secured but is insured by the China Export and Credit Insurance Corporation. The facility is currently undrawn.

As a result of Angola's decision to avail itself of the DSSI, the MLFAs and ILAs entered into with CEXIM and the facilities described above are currently under DSSI treatment and payments due by Angola under these finance agreements have been suspended from 1 May 2020 until 31 December



2021. For further information on the DSSI, please refer to “*External Public Debt. Background*” of this Base Offering Circular.

On 17 December 2021, Angola entered into a U.S.\$79.7 million facility agreement with CEXIM in order to finance the second phase of the Government’s Public Security Project.

Angola has entered into the following facilities with CEXIM backed by the China Export and Credit Insurance Corporation: (i) U.S.\$690.2 million for the construction of the infrastructure of Corumba Street; and (ii) U.S.\$760.4 million for the construction of the transport system for Luachimo. As of 30 June 2024, no debt was outstanding under either facility.

- ***Development Bank of Southern Africa Facility***

On 16 December 2013, Angola, as borrower, entered into a term loan facility agreement with Development Bank of Southern Africa Limited (“**DBSA**”) (as arranger, agent and original lender) of up to U.S.\$1.5 billion. The agent role has since been transferred to Banco Bilbao Vizcaya Argentaria, S.A. The purpose of the facility was to finance the rehabilitation of a 535 kilometre stretch of the National Road EN180 (Dundo – Saurimo – Luena) and a 556 kilometre stretch of the National Road EN225 in Angola. The facility is for a term of ten years from the date of utilisation. Debt outstanding under this facility was U.S.\$211.3 million as of 30 June 2024.

- ***CDB Facilities***

On 19 November 2009, Angola, as borrower, and China Development Bank Corporation (“**CDB**”) as lender entered into a U.S.\$1.5 billion common terms agreement. The common terms agreement is a master agreement under which Angola and CDB may conclude individual facility agreements for the purpose of financing the contract price owing to certain approved contractors and suppliers in respect of certain approved social and economic infrastructure projects in Angola, primarily in the areas of basic social housing, agriculture, roads and railways, schools and hospitals, water and energy production, and transportation and telecommunication, as agreed by CDB and Angola. The term and amount of each facility is set out in each relevant individual facility agreement. As of 30 June 2015, the facility is no longer available, with no outstanding debt as of 30 June 2024 under the individual facility agreements entered into under this common terms agreement.

On 9 May 2014, Angola, as borrower, and CDB as lender entered into a U.S.\$2.5 billion master facility agreement. The facility agreement is a master agreement under which Angola and CDB may conclude individual facility agreements for the purpose of financing up to 85 per cent. of the contract price owing to certain approved contractors in respect of certain approved infrastructure projects in Angola, primarily in the areas of housing, transportation, agriculture, roads and railways, hospitals, schools, telecommunication, water and electricity, sanitation and other human livelihood areas agreed by CDB and Angola. Each facility will be for a minimum of U.S.\$10 million and have a term of ten years. The amount under the master facility agreement has not been drawn down in full and as at 30 June 2024 no debt was outstanding. The availability period for drawdowns under this master facility agreement ended in 2021.

On 9 December 2015, Angola, as borrower, and CDB, as lender, entered into a U.S.\$15 billion facility agreement. The facility is an Oil Pre-payment Facility with repayments being serviced through receivables from a designated oil contract. The pricing structure of this facility allows Angola to benefit from an upside in an increase in the price of oil. The loan is for a term of 12 years and the availability period expired on 9 December 2017. The loan is for multiple purposes including financing approved projects in Angola, prepaying certain facilities between Sonangol and CDB and financing certain of Sonangol’s strategic projects. The facility was drawn in full. In 2016, disbursements amounting to U.S.\$10 billion from China Development Bank were contributed as capital by the Government to Sonangol. Debt outstanding under this facility was U.S.\$8.8 billion as of 30 June 2024.

In March 2024, a delegation led by President João Lourenço visited China. During this trip, Angola reached an agreement with CDB on the accounting of the prepayment of debt service, so that prepaid amounts would reduce subsequent debt service, in addition to only reducing payments at maturity. The repayment schedule otherwise remains unaltered. In May 2024, Angola and the CDB agreed for Angola to prepay debts scheduled to mature in September 2024. As a result, funds held in the escrow were reduced and monthly payments were reduced by between U.S.\$150 million and U.S.\$200 million.

Debt outstanding under facilities with CDB was U.S.\$8.8 billion as of 30 June 2024.

In December 2020, Angola entered into an agreement with CDB in order to reprofile certain payments under certain of these finance agreements. See *“Risk Factors – Risks relating to Angola’s financial condition from internal events, exposures or factors – The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes”*.

- **LUMINAR Finance Facilities**

On 24 June 2021, Angola and Luminar entered into an unsecured U.S.\$2,284,95,101 term facility agreement in respect of the restructuring and refinancing of previously existing facilities. After signing this term facility agreement, LUMINAR shall procure the termination of the oil delivery agreement between Sonangol and its designated off-taker. As of 30 June 2024, U.S.\$888.7 million was the amount outstanding under this term facility agreement.

On 24 June 2021, Angola and Luminar entered into a master framework agreement in relation to credit agreements of up to U.S.\$3,152,998,438. The purpose of these credit agreements will be financing or refinancing infrastructure projects and related services (including any subcontracting arrangements) in Angola (including, but not limited, to projects in the energy, natural resources, education, agriculture and agro processing, water, sanitation, technology and communication, real estate and healthcare sectors of the Angolan economy); and financing or refinancing projects forming part of the public investment programme of Angola. Under this master framework agreement, Angola has assumed the obligation to utilise funds by no later than 31 December 2021 for an aggregate amount of U.S.\$374,420,922.07; by no later than 31 December 2022 for an aggregate amount of U.S.\$263,395,494.17; and by no later than 31 December 2023 for an aggregate amount of U.S.\$239,876,109.19. However, due to budgetary issues, the funds to be utilised by 31 December 2021 were not disbursed by this deadline. Instead, Angola and Luminar agreed through a side letter that U.S.\$877 million would be disbursed in three tranches in 2021, 2022 and 2023. In January 2022, U.S.\$447 million was disbursed to Angola under this arrangement.

- **AfDB Facility**

On 28 July 2014, Angola and African Development Bank (“AfDB”) entered into a U.S.\$1 billion term loan agreement. The purpose of the facility is to assist in financing a reform support programme for Angola’s power sector and enhance the transparency of and efficiency in public finance management. The facility is for a term of 20 years, which includes an initial grace period of five years during which Angola is not required to repay the principal amount of the loan. The facility is not secured. As of 30 June 2024, U.S.\$733.3 million was outstanding under the facility.

- **Société Générale Facility**

On 8 April 2015, Angola entered into a framework agreement with Société Générale (as agent and original lender) for up to U.S.\$500 million subject to conclusion of individual credit agreements. The loans may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract. The term of each loan under an individual credit agreement concluded under the framework agreement is to be agreed in the relevant individual credit agreement. The facilities are not secured but will be supported by insurance policies from the relevant Export Credit Agency in the jurisdiction of the supplier. The first credit agreements

concluded under this framework were for a total amount of EUR63.0 million. The facilities are for medical ambulances, motorcycles, inflatable rafts and transport vans. Five credit agreements have been concluded under this framework totalling EUR405 million. Further details of the credit agreements are as follows:

- Credit 1A and 1B amounting to EUR63.0 million
- Credit 2A and 2B amounting to EUR111.0 million
- Credit 3A and 3B amounting to EUR55.0 million;
- Credit Agreement 4A, 4B and 4C amounting to EUR109.0 million; and
- Credit Agreement 5A and 5B amounting to EUR67 million.

Debt outstanding under this facility was the equivalent to U.S.\$141.8 million as of 30 June 2024.

On 6 September 2021, Angola entered into a second framework agreement with Société Generale (as agent and original lender) for up to an uncommitted amount of EUR500 million subject to conclusion of individual credit agreements. The loans may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract. The term of each loan under an individual credit agreement concluded under the framework agreement is to be agreed in the relevant individual credit agreement. The facilities are not secured and can be supported by insurance policies from the relevant Export Credit Agency in the jurisdiction of the supplier. As of the date of this Base Offering Circular, no credit agreements have been entered into under this framework agreement.

- ***ICBC Facilities***

On 9 June 2015, Angola and Industrial and Commercial Bank of China Limited (“ICBC”) as arranger, agent and original lender entered into a U.S.\$837.5 million facility agreement. The purpose of the facility is to finance up to 85 per cent. of the contract price owed to certain contractors in respect of the contract for the construction and installation of the Soyo I Combined Cycle Power Plant. The facility is for a term of up to 15 years, which includes an initial grace period of five years during which Angola is not required to repay the principal amount of the loan. The facility is not secured but is insured by China Export & Credit Insurance Corporation. The availability period applicable to the facility ended in June 2020.

On 5 December 2016, Angola and ICBC as arranger, agent and original lender and The Export-Import Bank of China, Bank of China Limited, Beijing Branch, China Construction Bank Corporation, Beijing Branch, China Minsheng Banking Corp., Ltd., and Ping An Bank Co., Ltd., China (Shanghai) Pilot Free Trade Zone Branch as original lenders entered into a U.S.\$4.1 billion facility agreement. The purpose of the facility is to finance up to 85 per cent. of the contract price owing to certain contractors in respect of the construction contract for the Caculo Cabaça hydroelectric station, which comprises the temporary river diversion works, the main construction works and the electromechanical equipment supply. The facility is for a term of up to 15 years. The facility is not secured but is insured by the China Export and Credit Insurance Corporation. The facility is fully disbursed. The availability period applicable to the facility ends in December 2022.

On 8 December 2016, Angola and ICBC as arranger, agent and original lender entered into an up to U.S.\$550 million facility agreement. The purpose of the facility is to finance up to 85 per cent. of (i) the contract price owing to CITIC Construction (Angola), Co. Limitada, a subsidiary of CITIC Group, a Chinese state-owned investment company, in respect of the contract for the design and construction of 10,000 social homes and related infrastructure in Kilamba New City, and (ii) 85 per cent. of the premium for the export credit insurance policy issued by the China Export and Credit Insurance Corporation. The facility is for a term of up to 13 years, and Angola is not required to make any repayments under the facility until the end of the availability period which ended in December 2019. The facility is not secured but is insured by China Export & Credit Insurance Corporation. The facility is currently undrawn.

Angola has entered into a U.S.\$1,281.9 million term loan agreement dated 9 May 2018 with ICBC as arranger, agent and original lender. The purpose of the facility is to finance up to 85 per cent. of the contract price owing to certain contractors in respect of the contract for the design, construction and supply of equipment for the Bom Jesus International Airport. The facility is expected to be for a term of 15 years, which includes an initial grace period of 18 months during which Angola is not required to repay the principal amount of the loan. The facility is not secured but is expected to be insured by China Export and Credit Insurance Corporation. The facility is currently undrawn.

In addition to the above financings, Angola and ICBC have entered into approximately 30 other facility agreements for the funding of various infrastructure projects in Angola. Debt outstanding under facilities with ICBC amounted to U.S.\$3.8 billion as of 30 June 2024.

On 8 November 2024, Angola was notified of a late payment related to the principal and accrued interest due on 21 October 2024, under a financing agreement entered into with ICBC and a syndicate of Chinese and other lenders for the Caculo Cabaça Hydroelectric Power Station. The overdue amounts were subsequently paid on 23 October 2024 (principal), and 28 October 2024 (interest). All payments (including the default interest charged by the lenders) have now been paid, and the lenders are in the process of confirming to Angola that no further action is required to be taken.

During 2020 and 2021, Angola entered into a number of agreements with ICBC under which certain ICBC facilities were reprofiled. See *“Risk Factors – Risks relating to Angola’s financial condition from internal events, exposures or factors – The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes”*.

- ***Santander Facility***

On 17 November 2015, Angola entered into a framework agreement with Banco Santander, S.A. (as agent and original lender) for up to U.S.\$500 million which may be utilised subject to the conclusion of individual credit agreements in the forms specified by the framework agreement. The purpose of the facility is to finance private or public investment projects and any credit insurance premium payable to the relevant export credit agency. The individual credit agreements may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract. If in Euros, the value in U.S. dollars of the total commitment under any individual credit agreement will be determined on the EUR/USD spot rate of exchange rate in the London foreign exchange market on the date of the relevant credit agreement. The facilities are not secured but will be insured by the relevant export credit agency in the jurisdiction of the supplier. No individual credit agreements have been concluded under this facility and the U.S.\$500 million remains available for draw down.

- ***KfW Facility***

On 13 May 2016, Angola entered into a framework agreement with KfW IPEX-Bank GmbH (as agent and original lender) and KfW for up to U.S.\$500 million which may be utilised subject to the conclusion of individual loan agreements in the form specified by the framework agreement. The purpose of the individual loans includes the financing of export contracts. The loans may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract, but the framework agreement also allows for loans to be made in other currencies. The term of each loan is to be agreed in the relevant individual loan agreement. The facilities are not secured but will be insured by the relevant export credit agency in the jurisdiction of the supplier.

The first loan agreement under this framework was concluded on 27 December 2016 with KfW IPEX-Bank GmbH, Development Bank of Southern Africa Limited, Banco Bilbao Vizcaya Argentaria, S.A. and San Sebastian Inversiones, S.A. as lenders for U.S.\$81.7 million. The facility is for the renewal of a runway at Dundo airport in Angola.

The second loan agreement under this framework was concluded on 30 May 2018 with KfW IPEX-Bank GmbH as lender for EUR13,5 million. The facility is for the construction of the Angolan embassy in Germany.

On 20 February 2020, Angola entered into a second framework agreement with KfW IPEX-Bank GmbH (as agent and original lender) and KfW for up to U.S.\$1,500 million which may be utilised subject to the conclusion of individual loan agreements in the form specified by the framework agreement. The purpose of the individual loans includes the financing of export contracts. The loans may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract, but the framework agreement also allows for loans to be made in other currencies. The term of each loan is to be agreed in the relevant individual loan agreement. The facilities are not secured but may be insured by the relevant export credit agency in the jurisdiction of the supplier. As of the date of this Base Offering Circular, no individual loan agreements have been entered into under this framework agreement.

There was no debt outstanding under facilities with KfW as of 30 June 2024.

- ***GE Facility***

On 21 August 2017, Angola, TMF Global Services (UK) Limited as agent and GE Capital EFS Financing, Inc. as original lender entered into an up to U.S.\$1.1 billion term facility agreement. The purpose of the facility is to finance payments due from AEnegia S.A. to GE Global Parts & Products GmbH, GE Packaged Power, Inc. and/or any affiliates thereof for equipment and services to be delivered or rendered under certain supplier contracts and from the Ministry of Energy and Water of Angola, Empresa Pública de Produção de Electricidade and Empresa Nacional de Distribuição de Electricidade to AEnegia S.A. for equipment and services to be delivered or rendered under certain on-sale contracts. The term of the loan is seven years from 30 August 2017. The facility is not secured and the availability period ended on 16 March 2018. Debt outstanding under this facility was U.S.\$46.0 million as of 30 June 2024.

- ***Crédit Agricole Corporate and Investment Bank***

Angola has entered into a U.S.\$500,000,000 framework agreement with Crédit Agricole Corporate and Investment Bank (“CACIB”) dated 25 May 2018. Under this framework agreement, Angola and CACIB may conclude: (i) ECA Credit Agreements for the purpose of financing payments to certain contractors in respect of certain contracts for which an ECA Policy has been issued; (ii) Tied Commercial Loan Agreements for the purpose of financing payments to certain contractors in respect of certain contracts which are also being financed by an ECA Credit Agreement and which may also benefit from a Risk Mitigation Cover; and (iii) Commercial Loan Agreements for the purpose of financing payments to certain contractors in respect of certain contracts which are not financed by an ECA Credit Agreement and which benefit from MIGA Cover or Risk Mitigation Cover. Currently, no drawdowns have been completed under this framework agreement.

- ***World Bank***

In July 2015, the World Bank agreed to provide Angola with a U.S.\$450 million loan and in order to assist Angola in its introduction of a fiscal policy that allows it to continue its efforts to diversify the economy and achieve a sustainable reduction in poverty. Angola is not required to begin making repayments of the loan until 1 October 2025, and the final maturity date of the loan is 1 October 2044.

On 12 April 2019, Angola and the World Bank signed an agreement whereby the International Bank for Reconstruction and Development agreed to provide Angola with a U.S.\$25 million loan for the support of an Agricultural Productivity Programme for Southern Africa Project. The project aims to increase the availability of improved agricultural technologies by supporting technology generation and dissemination activities associated with agricultural commodities. The project will support agricultural research and the development of regional priorities, community farming systems and development sub-projects which enable scaling up of innovation in this field and the

expansion of seed multiplication capacity in the country. Angola is not required to make repayments until 15 January 2024 and the final maturity date is 15 July 2038.

On 23 July 2019, Angola and the World Bank entered into an agreement whereby the International Bank for Reconstruction and Development agreed to provide Angola with a U.S.\$320.0 million loan to provide temporary income support to poor households in selected areas in Angola in order to strengthen the delivery mechanism for providing a permanent social safety net system. This project would fund and support the development of a unique social registry of poor and vulnerable household and an information management system for obtaining and monitoring household income and welfare information as well as implementing disbursements of social benefits via a cash transfer system. As of year-end 2021, the Government has registered an estimated 450,000 households out of their year-end 2022 goal of 1.6 million, with an initial focus on households in more remote areas. This lower-than-expected figure reflects the difficulties of creating a registry in a large country during the Covid-19 pandemic. Approximately 100,000 households have received payments thus far, highlighting challenges related to limited bank and mobile money penetration. The facility would also support individual selected beneficiaries to increase their income-generating capacity including, *inter alia*, by providing training in financial management skills and numeracy, provision of block grants, health fairs and programmes for teens and youth as well as implementation of other human development programmes. Angola is not required to make repayments until 15 September 2027 and the final maturity date is 15 March 2049.

Angola also has the flexibility to convert the loan or any portion of the loan (withdrawn or undrawn) from U.S. dollars to an approved currency in accordance with the International Bank for Reconstruction and Development General Conditions for Loans dated 12 March 2012.

On 14 May 2021, Angola and the World Bank entered into an agreement whereby the International Bank for Reconstruction and Development agreed to provide Angola with a U.S.\$700 million loan to assist Angola with a programme of objectives, policies and actions. This project would fund and support the improvement of fiscal management and sustainability; the strengthening of the regulatory and legal framework for banking supervision and resolution; improve the accountability of the state-owned enterprise sector and the delivery of public services; enhance the efficiency of the petroleum sector and the transparency of fuel subsidiaries; implement an effective competition policy framework and reduce the number of goods subject to price controls; create a social protection system for the poor; and enable digital financial services and promote financial inclusion. Angola is not required to make repayments until 15 August 2024 and the final maturity date is 15 August 2041.

On 13 July 2021, Angola and the World Bank entered into an agreement whereby the International Bank for Reconstruction and Development agreed to provide Angola with a U.S.\$250 million loan to improve the operational performance of the electricity sector utilities and increase electricity access in the cities of Luanda, Benguela, Lubango and Huambo. This project would fund the support for electricity access expansion and improvement of the revenue collection; electricity service improvement; improvement of Angola's national electricity company (*Prodel*) capacity and strengthening sustainable management of generation plants; and provide project management support and contingency emergency response. Angola is not required to make repayments until 15 August 2026 and the final maturity date is 15 February 2046.

On 13 July 2021, Angola and the World Bank entered into a second agreement whereby the International Bank for Reconstruction and Development agreed to provide Angola with a U.S.\$ 250 million loan to empower Angolan youth, especially girls, and to improve learning quality for all. This project would fund the improvement to the access to adolescents to health services and information; equip adolescents with second chance education and life skills; keep girls in school; and reduce Angola's learning poverty by expanding and rehabilitating education supply and supporting high quality teaching. Angola is not required to make repayments until 15 June 2026 and the final maturity date is 15 December 2040.

As at 30 June 2024, the total outstanding amount owed by the Government to the World Bank across all its facilities was U.S.\$3.97 billion.

- ***Standard Chartered Bank***

On 14 November 2018, Angola entered into an approximately EUR380 million facility agreement supported by UK Export Finance with lenders including UK Export Finance as direct lender and Standard Chartered Bank (Taiwan) Ltd, DekaBank Deutsche Girozentrale and Lloyds Bank plc. The purpose of the facilities is to finance the contract between the Ministry of Health and ASGC UK, a UK exporter, for the development, construction and equipping of three (3) new hospitals - the Mother and Child Hospital and Paediatric Haematology Institute, both based in Luanda, and the Cabinda General Hospital (including an emergency services unit) as well as the export credit insurance policy issued by UK Export Finance. These new hospitals will create more than 500 new hospital beds and provide much-needed healthcare to heavily populated areas of Angola, including specialised mother and childcare and a haematology unit. The haematology unit will provide a range of specialist services including radiology, intensive care and a paediatric ward. The facility is not secured but is insured by UK Export Finance.

Debt outstanding under this facility was U.S.\$275.1 million as of 30 June 2024.

On 11 December 2024, Angola entered into a new U.S.\$500,000,000 short-term (12 month) facility with Standard Chartered Bank as mandated lead arranger. The loan will be used for financing year-end budgetary requirements including financing eligible infrastructure projects and trade support, as well as the costs and expenses payable in connection with the facility.

- ***Bita water production, transmission and distribution facilities and system***

On 23 June 2021, Angola entered into an U.S.\$910 million term loan facility agreement (the “**IBRD Facility**”) with Standard Chartered Bank as facility agent and Standard Chartered Bank, BNP Paribas, Crédit Agricole Corporate and Investment Bank as Initial Mandated Lead Arrangers and Société Générale as Mandated Lead Arranger. The purpose of this facility is to finance the development by Angola’s water public company (*Empresa Pública de águas de Luanda (EPAL)*) of the Bita water production, transmission and distribution facilities and system in order to supply water in currently unserved urbanised and urbanising areas of South Luanda.

The financing structure for this project also includes a U.S.\$167,240,873 facility (the “**Bpi Facility**”), entered into on 24 June 2021, led by Standard Chartered Bank, which will be used to finance certain design build contracts with the support of Bpi France Assurance Export. The facility amount is split into a Term A facility of U.S.\$104,842,391 with a term of 13.25 years and a Term B facility of U.S.\$62,398,482 with a term of 13 years.

The Bita water production project is to be partially guaranteed by the World Bank (acting through the International Bank for Reconstruction and Development) and partially insured by the African Trade Insurance Agency. Upon completion, the Bita project will be one of the largest drinking water projects in the African continent.

In December 2024, Angola was notified that payments to contractors (Centro Cerro, Saint Gobain PAM, and Suez) which were to be financed under the Bpi Facility, were mistakenly financed using funds from the IBRD Facility. This administrative error has resulted in a technical breach of the financing agreements. All parties are aware of the issue and are cooperating to resolve this technical default.

- ***HSBC***

On 6 December 2017, Angola entered into an approximately EUR70 million facility agreement to finance the upgrade of two power substations in Viana and Gabela, Angola to be carried out via a supply contract entered into between IQA Operations Group Ltd., UK as UK Exporter and the Ministry of Energy and Waters. This facility was led by HSBC and guaranteed by the UKEF. The upgrade, which includes the reinforcement of the existing power transformation capacity,

construction of new connections and other connection works, shall take place over the course of two years, significantly reducing North West Angola's dependence on oil-generated power. Debt outstanding under this facility was U.S.\$40.9 million as of 30 June 2024.

- **IMF**

On 7 December 2018, the IMF approved a three-year Extended Arrangement under the EFF in place in an amount of SDR 2.673 billion (about U.S.\$3.7 billion or 361 per cent. of Angola's quota at the time of the approval) to support Angola's economic reform programme. The EFF provided by the IMF was intended to fund Angola's Macroeconomic Stabilisation Programme. In 2020, as part of the third review of the IMF Programme, the IMF approved additional access under the EFF of SDR 540 million (approximately U.S.\$765 million) to support the Government's efforts to mitigate the impact of Covid-19 and sustain its structural reform agenda.

As at the date of this Base Offering Circular, SDR 3.2134 billion (approximately U.S.\$4.5 billion), which is equivalent to the total amount of the EFF, had been disbursed to Angola under the IMF Programme. Repayments under the IMF Programme are scheduled to begin in 2025. See also "*The Republic of Angola – Membership of Organisations*".

Reforms currently being implemented as part of the IMF Extended Arrangement in Angola include the following:

- implementing a strategic restructuring and recapitalisation plan for the second largest state-owned bank without further reliance on public funds;
- complete the verification of all payment arrears accumulated; and
- the passage of the BNA Law, which ensured greater central bank autonomy, a stronger mandate, and strict limits on monetary financing of the budget.

- **JBIC**

On 11 January 2019, Angola entered into a general agreement with Japan Bank for International Cooperation ("**JBIC**") for up to ¥57.8 billion which may be utilised subject to the conclusion of contract loan agreements in the form specified by the general agreement. The purpose of the contract loans includes the financing of export contracts in connection with the comprehensive development of the Namibe Port expansion and Sacomar Iron Ore Export Terminal redevelopment in Angola. The loans may be denominated in U.S. dollars or Yen. The term of each loan is to be agreed in the relevant contract loan agreement. The facilities are not secured but a portion of the facilities is insured by Nippon Export and Investment Insurance. The first two loan agreements under this general agreement were concluded on 28 March 2019 with JBIC, Sumitomo Mitsui Banking Corporation and The Hong Kong and Shanghai Banking Corporation Limited, Tokyo Branch as lenders for a total of ¥28 billion and U.S.\$263 million. Debt outstanding under this facility was U.S.\$18.7 million as of 30 June 2024.

- **ODDO BHF Aktiengesellschaft**

On 23 December 2020, Angola entered into an approximately EUR177 million facility agreement and into an approximately EUR159 million facility agreement with ODDO BHF Aktiengesellschaft as arranger, agent and original lender. Both facilities have a term of 9.5 years, after the first repayment date, and both facilities are supported by Euler Hermes Aktiengesellschaft as an insurance cover provider. The purpose of the facilities is to finance the contracts between the Ministry of Health and VAMED Engineering Deutschland GmbH for the construction and equipping of a general hospital (turnkey) in Cacuaco and for the construction and equipping of a general hospital (turnkey) in Viana, in both cases comprising *inter alia*, the design, construction, equipment, services and training of staff of the Cacuaco general hospital and of the Viana general hospital.

Debt outstanding under these facilities was U.S.\$256.3 million as of 30 June 2024.



- **ING Bank N.V.**

On 13 April 2020, Angola entered into seven export credit facility agreements with ING (whose participating interest is to be transferred to Aktiebolaget Svensk Exportkredit the Swedish Export Credit Corporation, prior to first utilisation) backed by Exportkreditnämnden (the Swedish Export Credits Guarantee Board) for an aggregate amount of up to approximately EUR560 million to be used for the development and construction of seven solar power plants in the municipalities of Biópio, Benguela, Bailundo, Cuito, Lucapa, Luena and Saurimo. The agreements with ING reflect Angola's strategy of diversifying funding sources for public investment projects and expanding bilateral relationships with international and regional partners. See *"The Republic of Angola – National Development Plan 2018-2022 – Strengthening Angola's International and Regional Presence"*.

In relation to the aforementioned projects, Angola also entered into a draw down payment facility agreement with the DBSA on 13 April 2020 for an amount of up to EUR79,505,500.44.

Aggregate debt outstanding under the seven export credit facility agreements with ING was U.S.\$526.4 million as of 30 June 2024. No debt was outstanding under the draw down payment facility agreement with the DBSA as of 30 June 2024.

- **BBVA**

On 10 December 2014, Angola entered into an uncommitted framework agreement with BBVA as lender for up to EUR500 million which may be utilised subject to the conclusion of individual credit contracts under this framework agreement. The purpose of the individual credit contracts is to finance export contracts with Spanish sellers of good and services. The loans may be denominated in U.S. dollars or Euros. The term of each loan is to be agreed in the relevant individual loan agreement. The facilities are not secured but can be insured by the relevant export credit agency in the jurisdiction of the supplier.

The first individual credit contract under this framework has yet to be concluded. Under this first individual credit contract, BBVA will act as lender for an amount of U.S.\$13.3 million. The individual credit agreement is for the purpose of building a hospital in Quimbele. Debt outstanding under the individual credit contracts under this framework agreement was the equivalent to U.S.\$112.7 million as of 30 June 2024.

On 20 April 2020, Angola entered into another uncommitted framework agreement with BBVA as Agent for up to EUR500 million which may be utilised subject to the conclusion of individual export facility agreements. The purpose of the individual export facility agreements is to finance export contracts. The export facility agreements may be denominated in U.S. dollars or Euros, depending on the currency of the underlying commercial supply contract, but the framework agreement also allows for loans to be made in other currencies. The facilities are not secured but can be insured by the relevant export credit agency in the jurisdiction of the supplier. On 21 April 2021, MOF and BBVA entered into two individual export facility agreements under this framework agreement for an amount of approximately EUR47.49 million and EUR126.4 million and with the purpose of financing the acquisition of air buses. Debt outstanding under the export facility agreements under this framework agreement was the equivalent to U.S.\$153.9 million as of 30 June 2024.

- **Commerzbank**

On 22 August 2018, Angola entered into a basic framework loan agreement for ECA financings for an uncommitted amount of up to EUR500 million with Commerzbank as agent, mandated lead arranger and original lender which may be utilised subject to the conclusion of individual loan agreements. The purpose of the individual loan agreements is to finance export contracts. The individual loan agreements may be denominated in U.S. dollars or Euros. On 5 October 2018, Angola and Commerzbank, among others, entered into the two individual loan agreements for an

amount of approximately EUR38 million and EUR55 million. Both individual loan agreements are covered by Hermes Aktiengesellschaft.

Debt outstanding under the individual loan agreements under this framework agreement was the equivalent to U.S.\$61 million as of 30 June 2024.

- ***Deutsche Bank***

On 7 November 2003, Angola has entered into an uncommitted framework agreement with Deutsche Bank, S.A.E (as amended on 5 October 2005, 2 July 2007 and 18 August 2015). The framework agreement may be utilised to establish the terms and conditions under which sums may be made available to Angola pursuant to an individual loan agreements (“**ILAs**”). The purpose of each ILA is to finance export contracts and each ILA may be for a value in an amount equal to 100 per cent. of the value of the export contract being financed by the ILA. As of 30 June 2024, the outstanding amount under these ILAs was equivalent to EUR99.8 million dollars.

Following Presidential approval to enter into a framework agreement for an amount up to EUR1 billion, Deutsche Bank, S.A.E. as Coordinating Mandated Lead Arranger, Banco de Desenvolvimento de Angola (“**BDA**”) as Borrower and the Ministry of Finance as Guarantor entered into the Framework Export Credit Agreement on 8 May 2019. The individual loan agreements under this framework are principally intended to finance private sector projects in Angola, in line with Angola’s strategy to boost private sector development. Under this framework, a number of individual loan agreements have been entered into, including a EUR 57,450,000 12-year lending facility to support food production in January 2023.

- ***First Bank of Abu Dhabi***

On 24 January 2023, Angola entered into a facility agreement with the First Abu Dhabi Bank P.J.S.C. as mandated lead arranger, bookrunner, original lender and agent. The total commitments under the facility are EUR844,645,000 with the purpose of the facility being to part fund the purchase price under a commercial contract entered into for the purpose of financing: (i) the purchase of three BR71 MkII Vessels, six Interceptor Type A, three Interceptor Type B assets and vessels and six UAV; (ii) ILS Services, spare parts and technical assistance; and (iii) training services. The loan is not secured but is guaranteed by the Government of Abu Dhabi. Debt outstanding under this facility was U.S.\$106.4 million as of 30 June 2024.

- ***Kommunalkredit Austria AG***

Angola entered into a Euler Hermes backed term loan facility agreement for EUR1,198,107,239 which was led by Kommunalkredit Austria AG as lead arranger on 29 November 2022. In connection with this facility, Angola entered a tied commercial term loan for EUR91,985,043.55 on 7 February 2023 with Standard Chartered Bank and the African Export-Import Bank as mandated lead arrangers, Standard Chartered Bank as the bookrunner, structuring bank and green loan coordinator and the African Export-Import Bank as agent. The facilities are in place for the purpose of financing multiple phases of the Angolan Rural Solar Electrification Project, being the development of a complete solution for sustainable electrification of 60 communities in five provinces in Angola (Bié, Luanda-Norte, Lunda-Sul, Malanje and Moxico) by means of hybrid photovoltaic generation systems with lithium-ion batteries storage system (48 communities) and the expansion of the electrical grid with new distribution grids (12 communities). The availability period under the Euler Hermes-backed facility and the tied commercial loan are 4 and 3 years respectively from the date of the agreements. As of 30 June 2024, no debt was outstanding under these two facilities.

- ***CATIC***

On 21 June 2023, Angola, as borrower, entered into a framework agreement with China National Aero-Technology Import and Export Corporation (“**CATIC**”). The total commitments under the framework agreement are \$500 million. The framework agreement has been entered into to finance

the payments required under commercial contracts for the supply of equipment and technical assistance services to the Ministry of National Defence and Homeland Veterans of Angola. Angola will enter into a credit agreement for up to 85 per cent. of the corresponding commercial contract. As of 30 June 2024, the aggregate debt outstanding is U.S.\$500 million under the framework.

- ***Export-Import Bank of the United States (“US EXIM”)***

Angola has entered into three transactions with ING Capital, Deutsche Bank and Africa Finance Corporation each with either direct loans from US EXIM or with US EXIM acting as a guarantor to fund essential infrastructure projects. The projects include: (i) the development of the Luanda Power Park, consisting of 104 megawatt photovoltaic solar power plant to be constructed near the community of Catete and the Malanje Power Park consisting of a 400 megawatt photovoltaic solar power plant; (ii) the FM radio transmission project which aims to upgrade and expand the analog FM radio transmission capacity of the Republic of Angola via 45 transmitter and studio sites in various locations across the country; and (iii) the design, engineering, procurement, and construction of 186 prefabricated bridges and associated infrastructure in Angola. The approximate aggregate value of these three transactions with US EXIM is U.S.\$1.5 billion. As of 30 June 2024, no debt was outstanding under these facilities.

- ***Standard Bank of South Africa Limited***

On 2 October 2024, Angola and The Standard Bank of South Africa Limited (“SBSA”) entered into a U.S.\$500 million financing transaction. The financing transaction is a one-year tenor amortising financing documented by way of a long form confirmation dated 3 October 2024 incorporating by reference the terms of the ISDA 2002 Master Agreement published by the International Swaps and Derivatives Association, Inc. Under the financing transaction, Angola transferred to SBSA USD denominated bonds issued by Angola with a market value of U.S.\$500 million (the “**Reference Securities**”) against an initial payment by SBSA to Angola of U.S.\$500 million. Angola paid an amount representing an upfront prepaid fixed rate of interest and Angola will make interim repayments to SBSA on a monthly basis. On the dates falling on the sixth and ninth anniversary of the effective date of the financing transaction, SBSA will return 25 per cent. of the face value of the Reference Securities to Angola. The remaining Reference Securities will be returned to Angola on receipt by SBSA of the final exchange payment amount.

- ***Other financings***

Since January 2022, Angola has raised approximately U.S.\$9 billion of debt to fund critical and essential infrastructure projects across the country such as the building of hospitals and airports, the rehabilitation of roads, the electrification of rural areas, water management including the supply and distribution of potable water, drought prevention projects, increasing water security, managing climate extremes, development of the agriculture sector, the building and development of renewable energy projects including solar, battery storage and hydropower plants, design.

The debt has been raised predominantly through ECA covered financings with cover provided for by, amongst others, Euler Hermes, UK Export Finance, SACE and BPI. The majority of Angola’s loans are with international banks such as Standard Chartered Bank, HSBC Bank and ING Bank.

- ***TRS***

On 16 December 2024, Angola and J.P. Morgan Securities plc (“JPM”) entered into a one-year total return swap transaction (the “**TRS**”) documented by way of a confirmation (the “**Confirmation**”) and an ISDA 2002 Master Agreement (and schedule thereto) (the “**ISDA Master Agreement**” and together with the Confirmation, the “**Agreement**”). The Agreement is subject to English law and resolution of any disputes by international arbitration.

Under the TRS, Angola will transfer to JPM a nominal amount of notes (rated B- (Stable) by Fitch, B- (Stable) by S&P and B3 (Stable) by Moody’s) of U.S.\$1,200,000,000 issued by Angola under the Programme (the “**TRS Notes**”), which are issued without receipt of any issuance proceeds by

Angola, and in return receive from JPM a financing amount of U.S.\$600,000,000 (the “**Financing Amount**”). Ownership of the TRS Notes will pass to JPM on a full title transfer basis and the TRS provides that JPM has the right to sell or otherwise dispose of its ownership interest in the TRS Notes.

The Issuer intends to classify the Financing Amount received as external debt, and the TRS Notes that are issued in exchange for the Financing Amount will be classified as contingent liabilities until such time that the TRS terminates. If upon termination (through an event of default or otherwise), the Issuer does not receive all of the TRS Notes back and cancel them, then the principal amount of any TRS Notes that remain outstanding will be reclassified as debt of the Issuer.

Accordingly, on issue, the TRS Notes will not be included in the calculation of Angola’s total external debt. In the event that both the Financing Amount and the TRS Notes are included in the calculation of total debt, \$1,800,000,000 of debt would be included in Angola’s total external debt stock. See “*Risk Factors— The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes.*”

Additionally, in certain circumstances, Angola may be required under the terms of the TRS to pay down the Financing Amount and/or deliver additional collateral.

The Agreement and the TRS were approved pursuant to a Presidential Dispatch dated 9 December 2024. In the future, Angola may seek to enter into one or more additional total return swap transactions with diverse counterparties. See “*Risk Factors - Risks related to Notes generally - The Issuer may enter into derivative and repo financing transactions from time to time, which may impact the value of the Issuer’s existing and future Notes*” for further details.

- ***Other defaults***

Angola is a party to an arbitration in relation to a syndicated facility entered into with certain lenders. The facility was performed in accordance with its terms until each of the lenders became subject to international sanctions, the effect of which was to restrict the parties’ ability to perform the facility in accordance with its terms. One lender has recently commenced arbitral proceedings claiming that an event of default has occurred and that it is entitled to full repayment of its portion of the loan. There is no evidence that that lender has the required majority lender consent of 66 2/3rds and therefore, any demand or action taken by that lender in its own name contravenes the terms of the loan documentation. As such, Angola denies that the lender is entitled to accelerate the loan or pursue the claim and intends to defend the arbitration.

### ***New Facilities***

In addition to the above, Angola is currently negotiating a number of new facilities, some of which are in advanced stages of negotiation and include, but are not limited to, the following

- ***Gemcorp***

Angola is currently negotiating a framework agreement arranger by Gemcorp for up to U.S.\$2 billion in connection with the financing or refinancing: (i) projects to combat drought in Angola; (ii) projects for the construction, rehabilitation, expansion or improvement of the Angolan water supply system; (iii) institutional, operational and commercial projects in connection with the Angolan public water companies; and (iv) operation and maintenance projects in connection with the public water sector in Angola.

### ***Sources and Needs for 2023 and 2024***

The following table sets forth Angola’s financing sources and needs for 2023 and the projected financing sources and needs for 2024:

Financial Plan	2023	2024 National Budget
(U.S.\$ billions)		
<b>Sources</b>		
(1) Fiscal Revenue .....	19.2	17.9
(2) Total Debt Borrowing .....	21.6	12.2
Domestic Debt .....	17.2	4.7
External Debt .....	4.4	7.5
(3) Others <sup>1</sup> .....	5.4	0.0
Sales – Share and Other Equity .....	0.0	0.0
Deposits .....	0.6	0.0
<b>Projected Sources of Funding ((1) + (2)+(3))</b>	<b>46.1</b>	<b>30.1</b>
<b>Uses</b>		
(i) Fiscal Primary Expenditure .....	15.8	12.3
(ii) Total Interest .....	6.0	5.5
(iii) Total debt repayment (exclusive of interest) .....	19.6	11.8
Domestic Debt .....	14.0	5.1
External Debt .....	5.6	6.7
(iv) Others <sup>2</sup> .....	4.8	0.4
Accounts Payables / Receivables .....	3.7	0.0
Treasury operations .....	1.0	0.0
Acquisition – Share and other Equity .....	0.1	0.4
<b>Projected Funding Requirements ((i) + (ii)+(iii) +(iv))</b>	<b>46.1</b>	<b>30.1</b>
1	Deposits, revenue from sale of shares, other equity and accounts payable, including overpaid fiscal revenue.	
2	Deposits, the cost of acquiring shares, other equity and the cost of servicing accounts receivables, which includes receivables from Sonangol	

Source: Ministry of Finance

In 2024, the Government estimates that it needs to raise from revenues, borrowings and other sources U.S.\$30.1 billion (34.0 per cent. of budgeted GDP) to fund its expenditure, including its debt service obligations in 2024. The Government estimates these resources will be obtained as follows: U.S.\$17.9 billion from fiscal revenue and U.S.\$12.2 billion from debt borrowing (U.S.\$4.7 billion from domestic debt borrowing and U.S.\$7.5 billion from external debt borrowing). In 2023, Angola raised approximately U.S.\$4.4 billion of debt from the external sector. Angola's total debt (excluding Sonangol debt) outstanding as at 30 June 2024 was U.S.\$61.2 billion (U.S.\$15.6 billion of domestic debt and U.S.\$45.6 billion of external debt), which would account for 66.4 per cent. of GDP for the period ending 30 June 2024, a decrease from 70.4 per cent. of GDP in 2023. The Government may incur debt to fund the balance of its budgeted expenditure and/or it may use BNA deposits (as such deposits are described under “*The External Sector – Foreign Reserves*” and “*Monetary System*”). To the extent that the Government uses BNA deposits to fund its expenditure, its foreign reserves will decrease accordingly. The Government also has the ability to further reduce its budgeted capital expenditure programme for projects, which may reduce its 2024 funding gap. See “*Risk Factors – The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola's economy and its ability to repay its debt, including the Notes*” and “*Risk Factors – A significant decline in the level of external reserves as a result of the BNA's major role as a main supplier of foreign currency to domestic residents for imports purposes could materially impair Angola's ability to service its external debt, including the Notes*”.

### **Projected Debt Service Obligations: 2024–2034 and onwards**

The following table sets forth estimated projected obligations in respect of principal and annual payments of interest on Angola's current outstanding Government domestic and external indebtedness for each of the years indicated below, excluding projected obligations by Sonangol under its loans and excluding any indebtedness raised after 31 December 2023.

	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034 and onwards
(U.S.\$ billions)											
Domestic debt principal repayments ..	7.7	1.9	2.7	1.5	2.9	1.0	0.7	0.4	0.5	0.8	1.4
Domestic debt interest repayments .....	2.2	1.4	1.3	0.6	0.8	0.2	0.3	0.1	0.2	0.1	0.1
<b>Total domestic debt repayments .....</b>	<b>10.0</b>	<b>3.3</b>	<b>3.9</b>	<b>2.0</b>	<b>3.7</b>	<b>1.2</b>	<b>1.1</b>	<b>0.5</b>	<b>0.7</b>	<b>0.9</b>	<b>1.5</b>
External debt principal repayments .....	4.8	6.3	5.5	5.1	6.3	5.9	3.4	1.8	3.0	1.0	8.3
External debt interest repayments .....	3.2	3.3	2.9	2.4	2.0	1.6	1.2	1.0	0.8	0.5	5.2
<b>Total external debt repayments .....</b>	<b>8.0</b>	<b>9.7</b>	<b>8.4</b>	<b>7.5</b>	<b>8.2</b>	<b>7.5</b>	<b>4.5</b>	<b>2.8</b>	<b>3.8</b>	<b>1.6</b>	<b>13.5</b>
<b>Total debt repayment .....</b>	<b>18.0</b>	<b>13.0</b>	<b>12.3</b>	<b>9.6</b>	<b>11.9</b>	<b>8.7</b>	<b>5.6</b>	<b>3.3</b>	<b>4.6</b>	<b>2.5</b>	<b>15.0</b>

Source: Ministry of Finance and National Bank of Angola (BNA)

The following table sets forth estimated projected obligations in respect of principal and annual payments of interest on Angola's current outstanding public domestic and external indebtedness for each of the years indicated below, excluding any indebtedness raised after 31 December 2023.

	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034 and onwards
	<i>(U.S.\$ billions)</i>										
Domestic debt principal repayments ...	7.7	1.9	2.7	1.5	2.9	1.0	0.7	0.4	0.5	0.8	1.4
Domestic debt interest repayments.....	2.2	1.4	1.3	0.6	0.8	0.2	0.3	0.1	0.2	0.1	0.1
<b>Total domestic debt repayments .....</b>	<b>10.0</b>	<b>3.3</b>	<b>3.9</b>	<b>2.0</b>	<b>3.7</b>	<b>1.2</b>	<b>1.1</b>	<b>0.5</b>	<b>0.7</b>	<b>0.9</b>	<b>1.5</b>
External debt principal repayments .....	5.1	7.1	6.1	5.5	6.4	6.0	3.4	1.8	3.1	1.0	8.3
External debt interest repayments.....	3.2	3.5	2.9	2.5	2.0	1.6	1.2	1.0	0.8	0.5	5.2
<b>Total external debt repayments.....</b>	<b>8.3</b>	<b>10.5</b>	<b>9.0</b>	<b>7.9</b>	<b>8.4</b>	<b>7.6</b>	<b>4.6</b>	<b>2.8</b>	<b>3.9</b>	<b>1.6</b>	<b>13.5</b>
<b>Total debt repayment.....</b>	<b>18.3</b>	<b>13.8</b>	<b>13.0</b>	<b>9.9</b>	<b>12.1</b>	<b>8.8</b>	<b>5.7</b>	<b>3.4</b>	<b>4.6</b>	<b>2.5</b>	<b>15.0</b>

Source: Ministry of Finance and National Bank of Angola (BNA)

### • *Relations with the IMF*

Angola joined the IMF on 19 September 1989. On 23 November 2009, the IMF's Executive Board approved a 27-month Stand-By Arrangement with Angola (the "SBA") which enabled Angola to borrow up to SDR 858.9 million (approximately U.S.\$1.4 billion) from the general resources account of the IMF to assist Angola to cope with the effects of the global economic crisis. Angola's SDR expired in March 2012 and was not subsequently renewed. While in place, the IMF-supported economic programme aimed to restore Angola's macroeconomic balances and replenish its international reserves which together helped to rebuild confidence in the Kwanza. While the goal of the programme was to mitigate the repercussions of trade shocks linked to the global crisis, the programme also included a reform agenda aimed at medium-term structural changes to foster the non-oil sector growth.

In April 2018, the Government and the IMF announced that Angola had requested PCI as part of the IMF's technical policy coordination programme.

In December 2018, the IMF approved a three-year EFF in an amount of SDR 2.673 billion (approximately U.S.\$3.7 billion or 361 per cent. of Angola's quota) to support Angola's economic reform programme - the IMF Programme. Critical pillars of the IMF Programme included:

- protecting fiscal sustainability as a result of volatility in oil prices;
- promoting debt sustainability to bring the debt-to-GDP ratio down;
- increasing exchange rate flexibility to restore external competitiveness and facilitate market-based price formation;
- making structural reforms in areas of tax and subsidies; and
- introducing supportive monetary policy to reduce inflation.

As at 30 June 2024, SDR 3.2134 billion (approximately U.S.\$4.5 billion), which is equivalent to the total amount of the EFF, had been disbursed to Angola under the IMF Programme.

On 29 August 2023, the IMF Executive Board concluded the Post Financing Assessment ("PFA") and endorsed that Angola's capacity to repay under the IMF Programme is adequate, despite elevated risks. The Executive Board stressed the importance of maintaining focus on medium-term structural reforms in order to reduce oil dependency and the economic volatility arising from overreliance on the sector. Pursuant to the PFA, the implementation of diversification plans and the macroeconomic and financial policies conceived under the NDP 2023-27 should represent Angola's top priorities to achieve economic diversification, strengthen governance, improve the business environment and promote private investment.

In March 2024, the IMF published its periodic Article IV consultations. The IMF emphasized the need for continued fiscal consolidation and structural reforms to maintain macroeconomic stability and foster resilient growth. It also highlighted Angola's banking sector vulnerabilities, the failure to achieve the economic diversification targets (stressing the vulnerabilities stemming from an overreliance on the oil sector) and the uncertainty of debt market access for Angola.

Further, the EFF standard continuous performance criteria provides for following:

- not to impose new or intensify existing restrictions on the making of payments and transfers for current international transactions;
- not to introduce new or intensify existing multiple currency practices;
- not to conclude bilateral payments agreements that are inconsistent with the IMF's Articles of Agreement (Article VIII); and
- not to impose new or intensify existing import restrictions for balance of payments reasons.

Angola is in active discussions with the IMF regarding potential engagement programmes, but has not yet decided whether to enter into a new programme. Angola continues to maintain contact with the IMF for ongoing monitoring and technical assistance, under Article IV consultations.

As of the date of this Base Offering Circular, Angola continues to coordinate with the IMF for the purposes of ongoing monitoring under Article IV. Angola is actively engaging with the IMF as part of these discussions and to determine future engagements. No decision as of the date of this Base Offering Circular has been made in relation to future IMF facilities or financial assistance.

*See "Risk Factors – Challenges in the implementation of economic and financial reforms and the lack of available financing may have a negative effect on the performance of the Angolan economy".*

### ***Domestic Public Debt***

In the past, in addition to external borrowing supported by oil proceeds from the sale of crude oil by Sonangol, the Government borrowed from the BNA, a practice that ended in 1999. In 2003, Angola started issuing domestic treasury bonds, largely securitisation instruments of domestic arrears to suppliers of goods and services. In 2003, the Government issued domestic bills and bonds for the first time to raise liquidity and to fund specific projects. Historically, domestic debt was a minor component in Angola's overall debt, amounting to less than 25.0 per cent. of total public sector debt until 2008. With the phasing out of loans supported by oil proceeds from the sale of crude oil by Sonangol and with Government policies directed at strengthening the domestic financial markets, the issuance of domestic debt has become a more important source of Government financing.

As of 30 June 2024, the Government's outstanding principal amount of treasury bills amounted to approximately U.S.\$1.3 billion.

As of 30 June 2024, Angola's total outstanding domestic Government debt was AOA 13,305.8 billion (U.S.\$15.6 billion). The table below sets forth information regarding the Government's outstanding domestic debt as at the dates indicated unless otherwise stated:

	2018		2019		2020		2021		2022		2023		30 June 2024	
					(Billions)									
	AOA	U.S.\$	AOA	U.S.\$	AOA	U.S.\$	AOA	U.S.\$	AOA	U.S.\$	AOA	U.S.\$	AOA	U.S.\$
<b>Short-term bills</b>	<b>581.5</b>	<b>1.9</b>	<b>225.4</b>	<b>0.5</b>	<b>1,030.8</b>	<b>1.6</b>	<b>453.1</b>	<b>0.8</b>	<b>465.1</b>	<b>0.9</b>	<b>1,138.8</b>	<b>1.4</b>	<b>1,096.5</b>	<b>1.3</b>
12 months	323.5	1.1	221.2	0.5	317.5	0.5	412.6	0.7	217.8	0.4	755.7	0.9	940.1	1.1
6 months	174.6	0.6	4.2	0.0	292.8	0.5	40.6	0.1	153.1	0.3	177.3	0.2	156.4	0.2
3 months	83.5	0.3	0.0	0.0	420.5	0.6	0.0	0.0	94.2	0.2	205.9	0.2	0.0	0.0
<b>Long-term bonds</b>	<b>7,699.8</b>	<b>25.1</b>	<b>10,224.7</b>	<b>21.4</b>	<b>10,376.7</b>	<b>16.0</b>	<b>10,193.4</b>	<b>18.4</b>	<b>9,295.0</b>	<b>18.5</b>	<b>11,684.7</b>	<b>14.1</b>	<b>10,338.4</b>	<b>12.1</b>
12 months	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
24 months	454.18	1.5	772.9	1.6	971.6	1.5	1,545.8	2.8	875.0	1.7	1,194.0	1.4	232.1	0.3
36 months	1,755.9	5.7	2,572.0	5.4	1,298.6	2.0	918.2	1.7	738.1	1.5	1,037.2	1.3	282.3	0.3
48 months	724.5	2.4	932.1	2.0	1,645.4	2.5	1,653.4	3.0	2,289.7	4.5	2,323.6	2.8	1,475.4	1.7
60 months	1,340.4	4.4	1,645.3	3.4	1,662.7	2.6	1,812.7	3.3	1,378.5	2.7	1,869.9	2.3	1,864.2	2.2
72 months	118.8	0.4	151.4	0.3	199.2	0.3	152.9	0.3	676.9	1.3	1,272.2	1.5	1,764.7	2.1
84 months	1,334.7	4.3	2,056.6	4.3	2,766.3	4.3	2,305.1	4.2	975.2	1.9	884.0	1.1	1,169.2	1.4
96 months	47.0	0.2	73.0	0.2	99.4	0.2	84.2	0.2	365.3	0.7	539.5	0.7	814.9	1.0
108 months	2.2	0.0	3.5	0.0	4.7	0.0	4.0	0.0	3.7	0.0	52.0	0.1	57.3	0.1
120 months	1,102.1	3.6	1,197.8	2.5	1,218.0	1.9	1,206.4	2.2	1,519.1	3.0	2,115.1	2.6	2,132.9	2.5
132 months	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	148.1	0.2
144 months	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0		0.0
240 months	252.5	0.8	252.5	0.5	250.0	0.4	250.0	0.5	222.9	0.4	193.5	0.2	193.5	0.2
288 months	567.6	1.8	567.6	1.2	260.7	0.4	260.7	0.5	250.6	0.5	203.5	0.2	203.5	0.2
<b>Loan Facilities</b>	<b>285.3</b>	<b>0.9</b>	<b>284.0</b>	<b>0.6</b>	<b>204.7</b>	<b>0.3</b>	<b>139.4</b>	<b>0.3</b>	<b>252.4</b>	<b>0.5</b>	<b>1,209.2</b>	<b>1.5</b>	<b>1,870.9</b>	<b>2.2</b>
<b>Total domestic debt</b>	<b>8,566.6</b>	<b>27.9</b>	<b>10,734.1</b>	<b>22.5</b>	<b>11,612.2</b>	<b>17.9</b>	<b>10,785.9</b>	<b>19.4</b>	<b>10,012.5</b>	<b>19.9</b>	<b>14,032.7</b>	<b>16.9</b>	<b>13,305.8</b>	<b>15.6</b>

Source: Ministry of Finance and the National Bank of Angola (BNA)

The Government finances the budget deficit through the following internal public debt instruments placed in the domestic market.

(i) *Medium- to long-term AOA-denominated Government bonds (Obrigações do Tesouro)*

*Obrigações do Tesouro* are medium to long-term AOA-denominated Government bonds which have been issued by the Ministry of Finance since July 2003 and placed in the domestic monetary markets. *Obrigações do Tesouro* are typically issued on a weekly basis between the last week of January and December of each year. *Obrigações do Tesouro* for an aggregate principal amount of AOA 10,338.4 billion were outstanding (equivalent to U.S.\$12.1 billion) as at 30 June 2024, AOA 11,684.7 billion were outstanding (equivalent to U.S.\$14.1 billion) as at 31 December 2023 and AOA 9,295.0 (equivalent to U.S.\$18.5 billion) as at 31 December 2022 were outstanding. *Obrigações do Tesouro* are capable of being issued with maturities of between 2 and 20 years. *Obrigações do Tesouro* can be repaid before their stated maturity (subject to certain conditions), although the Government has never exercised this right. *Obrigações do Tesouro* normally carry a fixed rate of interest. Interest is payable semi-annually. In 2023, the Ministry of Finance issued *Obrigações do Tesouro* with maturities ranging between 2 and 10 years with coupon rates ranging between 4.5 and 21.0 per cent.

(ii) *Short-term AOA-denominated Treasury Bills (Bilhetes do Tesouro)*

*Bilhetes do Tesouro* are short-term AOA-denominated treasury bills which have been issued by the Ministry of Finance since October 2003 and placed in the monetary market. *Bilhetes do Tesouro* are typically issued on a weekly basis between the last week of January and December of each year. *Bilhetes do Tesouro* for an aggregate principal amount of AOA 1,096.5 billion (equivalent to U.S.\$1.3 billion) as at 30 June 2024, AOA 1,138.8 billion (equivalent to U.S.\$1.4 billion) as at 31 December 2023 and AOA 465.1 billion (equivalent to U.S.\$0.9 billion) as at 31 December 2022 were outstanding. *Bilhetes do Tesouro* typically have a maturity of between 91 and 364 days. *Bilhetes do Tesouro* can be repaid before their stated maturity (subject to certain conditions), although the Government has never exercised this right. *Bilhetes do Tesouro* are issued at a discount and bear no interest.

(iii) *U.S. dollar-denominated Treasury bonds (USD Obrigações do Tesouro)*



*USD Obrigações do Tesouro* are medium- to long-term U.S. dollar-denominated Government bonds which have been issued by the Ministry of Finance solely to Angolan investors since July 2003. *USD Obrigações do Tesouro* were issued between 2005 and 2010 and again in 2014 and 2015. *USD Obrigações do Tesouro* for the aggregate principal amount of U.S.\$2.9 billion as at 31 December 2023 and U.S.\$3.4 billion as at 31 December 2022 were outstanding. *USD Obrigações do Tesouro* normally have a maturity of between two and 10 years. *USD Obrigações do Tesouro* can be repaid before their stated maturity (subject to certain conditions), although the Government has never exercised this right. *USD Obrigações do Tesouro* typically carry a floating rate of interest. Interest is payable semi-annually.

## Debt Management Policy

The Government was unable to establish a comprehensive debt management policy until the end of the Civil War. The Government has since established a Debt Management Unit and formulated a debt management policy. Angola published its latest annual debt plan, the 2024 Annual Debt Plan, on 12 December 2023.

The Government's principal debt management policies for 2024 consist of the following:

- prioritising concessional finance;
- prioritising medium-long term debt instruments;
- continuing with the strategy of carrying out early redemptions of securities issued in the domestic market;
- reducing the concession of public guarantees;
- increasing the number of Preferred Treasury Bonds Operators (“OPTT”);
- implementing a debt service buffer; and
- expanding the investor base in the domestic market.

These policies depend on the conditioning factors which the Government has set out. These include the considerable commitment of tax revenues to service government debt and the preference of commercial banks (the main investors in the internal market) in allocating their liquidity in currency auctions. The success of the debt management policies may also be restricted by: challenges in raising funds due to competition with securities issued by the Central Bank, difficulties in obtaining new financing due to exposure to country risk, the limitation of the investor base, and the effect of interest rate hikes on the debt service.

In December 2023, the Government published its Medium Term Debt Strategy 2024-2026 in respect of new financing; and to perform a more reasonable management of cost and risk of the debt portfolio. Similar to the previous strategy (2022-2024), this document was prepared with support of the Medium Term Debt Management Strategy, developed by the World Bank and the IMF, aiming at helping governments in the decision-making on how the financing needs may be provided at the lowest cost and risk, consistent with the macroeconomic structure and the available sources of financing.

The key pillars of the Medium Term Debt Strategy 2024-2026 are the following:

- improving the methodology and criteria for contracting new financing;
- fostering the domestic market and extending the maturity of the internal market;
- giving priority to attracting semi-concessional financing with the aim of improving the cost and maturity of debt;
- engaging in active liability management;

- promoting sustainable financing, from an environmental, social and governance perspective, as a way of achieving the Sustainable Development Goals and balancing public finances; and
- no engagement in financing based on commodity collaterals;
- limit the concentration of debt service in the short term; and
- changing the debt maturity profile in line with the balance between external and internal financing.

The Government's debt management policies between 2021 and 2023 have been based on the following key pillars:

#### **2021**

- prioritise medium and long-term instruments;
- reduce the stock of indexed securities and oil-guaranteed debt;
- early redemptions of Treasury bonds through fiscal compensation;
- implementation of the DSSI;
- increase the number of OPTT into the market; and
- prioritise concessional financing.

#### **2022**

- mitigate refinancing, interest rate and oil price risk;
- maintenance of the strategy of eliminating exchange rate indexed bonds;
- improve the maturity profile of the public debt;
- placing domestic currency securities with longer maturities of two to ten years;
- increase the interest rates of the OT-MN in order to reduce the difference between the yields practised in the primary and secondary market, as well as the discounts that occur in the secondary market;
- maintenance of the strategy outlined in 2020;
- implementation of liability management measures to mitigate debt risks; and
- increase in the investor base.

#### **2023**

- prioritise concessional finance;
- prioritise medium-long term debt instruments;
- continue with the strategy of carrying out early redemptions of securities issued in the domestic market;
- reduce the concession of public guarantees;
- increase the number of OTTP; and
- implementation of debt service buffer/ reserve.

See “*Risk Factors - The Republic has significantly increased borrowings in recent years, and high levels of debt or failure to adequately manage its debt or to re-finance its debt could have a material adverse effect on Angola’s economy and its ability to repay its debt, including the Notes*”.

## MONETARY SYSTEM

### The Central Bank of Angola (the “BNA”)

The Central Bank of Angola, previously one of two major Angolan banks, had its name changed to *Banco Nacional de Angola* after independence in 1975, and inherited the responsibilities of a central bank, bank of issue and commercial bank, the only legal holder of foreign currency and responsibility for all foreign transactions. Further reforms restricted the BNA’s role to monetary policy, issuing bank, banker of the Government and reserve bank, effectively transforming the BNA into a pure central bank. The BNA is also responsible for supervising financial institutions domiciled in Angola.

The BNA was legally established by Law 69/76 of 10 November 1976. Following the approval of the Law on the Legal Framework of Financial Institutions (see “– *The Banking System*” below) and the approval of the Amendments to the Constitution of the Republic of Angola through Law 18/21 of 16 August 2021 (see “*The Republic of Angola – Political System*”), which, among others, reinforces the constitutional position of the BNA, as a central bank, through the institutionalisation of its autonomy from the Government. On 20 October 2021 the new BNA Law came into force (Law No. 24/21 of 20 October 2021).

The BNA Law is based on the IMF’s staff recommendations to the Government, as well as upon the recommendations of the Southern African Development Community Committee of Central Bank Governors, in line with the SADC Central Bank Model Law, to: (i) define a precise mandate for the BNA to focus on price stability; (ii) limit monetary financing of the Government; (iii) increase the BNA’s operational autonomy; (iv) strengthen oversight of the BNA’s executive management; and (v) improve the BNA’s overall governance.

Accordingly, the BNA Law grants institutional, functional, administrative, financial and patrimonial independence to BNA. It introduces adjustments to the institutional legal framework, protecting the BNA from the interference or influence of any entities, including the Government, in relation to its internal structure, functioning, decision-making and exercise of powers as the central bank and currency issuer, defining general guidelines that regulate its activity. In this regard, the members of the BNA’s decision-making bodies are now provided with safeguards regarding their ability to take decisions without external influence, which translates into specific requirements for their appointment and a minimum mandate duration - now differentiated from the mandate duration of the Executive branch. For instance, the governor of the BNA is appointed by the President for an initial six-year term, renewable once for a further six years.

The BNA Law defines price stability as the main mission of the BNA. For these purposes, the BNA Law provides the Monetary Policy Committee with the power to select the appropriate policy instruments to preserve the value of the Kwanza.

In addition, the BNA Law also tasks the BNA with protecting the stability of the financial system, with a specific collegiate committee responsible for defining the different policy guidelines and strategies for the mitigation of systemic risk.

Furthermore, the BNA is now exercising the role of national macro-prudential supervision authority, coordinating actions with the other regulators of the financial system: the Insurance Regulatory Agency, Pension Fund, and Capital Market Commission.

Under the BNA Law, the BNA continues to be the foreign exchange authority, manager of international reserves, financier of last resort, supervisor and administrator of the Angolan payment system, and regulator and supervisor of banking and certain non-banking financial institutions.

The BNA loosened monetary policy in 2023, proactively responding to a significant decline in inflationary pressures and to support economic activity as average oil prices declined. The current macroeconomic framework reflects a lower growth environment, with real GDP growth being 1 per cent. in 2023, transitioning into sustained positive growth in the medium term. Given the structure of the Angolan economy, with significant dependence on oil revenues, the BNA continues to face challenges in monetary policy. Since 9 January 2018 (the date the BNA abolished the fixed exchange of the Kwanza to the U.S. dollar and lifted certain restrictions in the foreign exchange market) through 31 December 2023, the Kwanza

depreciated by 78 per cent. against the U.S. dollar. As the gap between the official and parallel rates widened in 2019, in October 2019, the BNA eliminated its trading band that kept the Kwanza's value in a fixed range which caused the depreciation of the Kwanza against the U.S. dollar to accelerate. Between June 2019 and June 2020, the average depreciation of the nominal exchange rate reached 41.0 per cent. due to the effects of the Covid-19 pandemic and restricted money supply. Beginning in 2021, the value of the Kwanza against the U.S. Dollar appreciated by 22 per cent. up until May 2023. From May 2023 to July 2023, the value of the Kwanza against the U.S. Dollar fell by 55 per cent., before remaining broadly stable throughout the rest of 2023. The BNA authorities and staff agreed that interventions should take place only to limit excessive volatility. See *“Exchange Rate History”*. Further depreciation may occur again in the near future as the official and parallel rates continue to move towards convergence. See *“Risk Factors – Risk Factors Relating to Angola – A significant decline in the level of external reserves as a result of the BNA's major role as a main supplier of foreign currency to domestic residents for imports purposes could materially impair Angola's ability to service its external debt, including the Notes”*.

Since January 2018, the BNA has been holding auctions to sell foreign currencies to commercial banks and the flexibility of these auctions has been increasing, with the goal of allowing the BNA to gradually withdraw from being the main supplier in the FX market. For example, in an effort to improve the predictability of the auctions in 2020, the BNA began announcing the monthly indicative amounts to be auctioned in the forthcoming three-month periods. Steps were also taken to allow a number of market players, such as oil and mineral companies, to trade directly with banks, aided by the 2020 adoption of Bloomberg's FXGO online foreign exchange trading platform. This allowed companies (notably petroleum firms; in particular, block operators) to participate in foreign exchange auctions. The BNA gave a demonstration of the trading platform to major petroleum companies in Angola in the first quarter of 2020, and the system was fully functioning in the country by the second quarter of 2020. This contributed towards the total amount of foreign exchange sold by BNA to commercial banks decreasing to U.S.\$2.3 billion between January and May 2021 - a reduction of around 38 per cent. compared to the same period in 2019. Progress in developing the domestic FX market is expected to help limit the spread between the official and parallel exchange rates. In 2022, with foreign currency in limited supply, the BNA made available U.S.\$1.17 billion to the markets. Following the depreciation in the value of the Kwanza against the U.S. Dollar from May 2023 to July 2023, Angola's annual inflation rate reached 31 per cent. in June 2024, its highest level since 2017. Angola undertook its first sale of foreign currency in May 2024, which was also the BNA's first foreign currency intervention since August 2023.

In December 2019, the BNA issued Order 13/19 authorising IOCs to sell U.S. dollars to Angolan commercial banks via a multilateral platform that guarantees the proper levels of competition. The BNA has since ceased purchasing foreign currency from oil companies. The de-dollarisation of the economy has, however, continued with the enactment of BNA Order No. 17/20 on 3 August 2020, as later repealed and replaced by Order No. 5/21, enacted on 14 April 2021. As per Order No. 5/21 of 14 April 2021, Angolan companies must pay expatriate personnel salaries into Angolan bank accounts, thus obliging the expatriate workforce to open Kwanza-denominated accounts with banking institutions based in Angola. The regime provides for certain exemptions, notably in relation to the oil industry, which is instead regulated by sector-specific legislation to similar effect.

The BNA's objectives for 2024 are outlined in its most recent strategic plan, namely Libongo 2023-2028. The plan's strategic pillars are: (i) monetary stability; (ii) stability of the financial system; (iii) innovation and sustainability; and (iv) organisational development and robustness. The BNA's board members were appointed following the general election in 2022. Manuel António Tiago Dias is the Governor of the BNA and Maria Juliana de Carvalho Van-Dúnem de Fontes Pereira and Pedro Rodrigo Gonçalves de Castro e Silva are the vice-governors of the BNA. Miguel Bartolomeu Miguel, Álvaro Teixeira Costa Fernão, Clarisse dos Anjos Mendes Figueira, Daniela Naulila de Almeida Simão, Hermenegildo Oseias Fernando Cachimbombo, Jaime Joaquim Pedro Fortunato and Luís Manuel Neves are board members of the BNA.

## **Monetary Policy**

Monetary policy is conducted by the BNA's monetary policy committee (“MPC”) which was established in 2011, conducting its first meeting in October of that year. The MPC consists of the Governor, the Deputy

Governors and the Directors of the BNA. The MPC meets every other month and sets the BNA midpoint rate, the liquidity providing rate and the liquidity absorption rate.

In 2012, the BNA entered into a protocol (the “**Fiscal and Monetary Policy Protocol**”) with the Ministry of Finance in respect of the management of Angola’s fiscal and monetary policy in order to provide the necessary institutional and operational coordination required for macroeconomic measures to be efficiently implemented. Presidential Decree No. 358/17 of 28 December 2017 (revoked by Presidential Decree 310/19 of 23 October, which set the rules concerning the organisation and functioning of the Specialised Commissions of the Council of Ministers), revoked the Presidential Order No. 34/15 of 30 April 2015 in order to improve coordination on macroeconomic measures between the Ministry of Finance and the BNA and established new specialised committees.

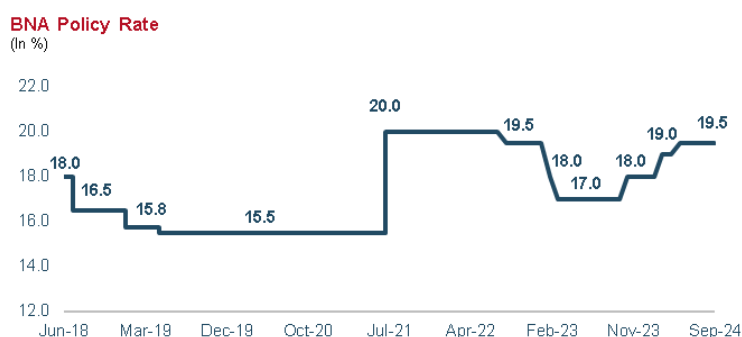
The monetary base, which comprises the notes and coins in circulation and deposits at the BNA made by financial institutions, is the variable used by the BNA to conduct monetary policy. The BNA monitors liquidity in the markets and restores imbalances to the desired levels through open market transactions.

The BNA loosened monetary policy in 2023, proactively responding to a significant decline in inflationary pressures and to support economic activity as average oil prices declined. The current macroeconomic framework reflects a lower growth environment, with real GDP growth being 1 per cent. in 2023, transitioning into sustained positive growth in the medium term. Given the structure of the Angolan economy, with significant dependence on oil revenues, the BNA continues to face challenges in monetary policy. In response to recent inflationary pressure caused by weather-related shocks, the BNA initiated a gradual tightening of the monetary stance using open-market operations in the first quarter of 2021 and increased reserve requirement ratios to contain excess liquidity. Annual inflation fell from 2021 to 2023, beginning at 25.8 per cent. in 2021 before falling to 21.4 per cent. and 16.6 per cent. in 2022 and 2023, respectively. Inflation rose again in 2024, reaching 26.0 per cent. in March 2024 following a reduction in fuel subsidies and ongoing devaluation of the Kwanza against the U.S. Dollar.

The BNA maintained its discount window stably at 20 per cent. from 2016 to 2021, before lowering the rate by 50 basis points in 2022 to 19.5 per cent., and then further reducing the rate by 150 basis points in 2023 to 18 per cent. The discount window was raised to 19.5 per cent. in March 2024, and then again to 20.5 per cent. in May 2024.

Broad money (M3) decreased by 9.4 per cent. in 2021 but increased by 12.3 per cent. in 2022 and by 39.1 per cent. in 2023. At the beginning of 2024, the BNA midpoint rate was 18 per cent. At its meeting of 15 March 2024, the BNA raised the BNA midpoint rate by 100 basis points to 19 per cent., before raising the rate again to 19.5 per cent. following its meeting of 17 May 2024. The BNA midpoint rate was held at 19.5 per cent. following the meeting of 19 July 2024, with the BNA citing a projected slowdown in the pace of price growth in the economy resulting from a relative improvement in the supply of essential consumer goods and liquidity control.

The chart below shows the evolution of the BNA benchmark rate for the dates and the periods indicated:



Source: National Bank of Angola (BNA)

The Government will continue to restrain non-priority spending and work to enhance the quality of spending. In 2020, a medium-term fiscal framework (“**MTFF**”) and its related fiscal strategy per the new

requirements under the FSL was introduced. The pilot MTFF framework was completed in June 2020 and revised in November 2020 to anchor the 2021 National Budget and guide the 2022 National Budget preparation. The 2024 National Budget is consistent with the medium-term objective of promoting growth, while preserving debt sustainability. More specifically, over the short- to medium-term, the authorities intend to continue to implement fiscal reforms intended to increase non-oil revenues. The MTFF framework includes a debt objective and an operational objective for the non-oil primary deficit (“**NOPFD**”). Alongside these medium-term fiscal targets, it internalises the implications of public investment decisions for the medium-term. The Government will develop a comprehensive domestic arrears management plan that will rely on a real-time arrears surveillance system to mitigate against domestic arrears accumulation. Consistent with the MTFF, Angola has approved the National Development Plan 2023-2027 (the “**NDP**”), which reflects a focus on regional economic integration, human capital development, food security and socioeconomic progress.

Further, to safeguard financial stability, the BNA is promoting the prudent recognition of bank loan loss provisions in line with expected credit losses, as well as the early recognition and active management of NPLs by commercial banks. With the measures taken, the banking system’s NPL ratio has continued to fall but still remains high. The combined NPL ratio of 21 reporting banks reached 15.9. per cent. of total loans as at 31 December 2023, up from 14.4 per cent. in 2022. As at September 2024, the NPL ratio was 24 per cent. This high figure is primarily caused by two banks – with these banks excluded, the NPL ratio drops to approximately 12 per cent. The NPL ratio of these reporting banks are concentrated amongst two banks which, once excluded, lowers the combined NPL ratio of the remaining 19 reporting banks to 12 per cent. Moreover, after the completion of the recapitalisation and restructuring process of the BPC, the Government finalised the privatisation process for the Banco de Comércio e Indústria (“**BCI**”), which was sold to Grupo Carrinho Empreendimentos SA for AOA 16.5 billion in December 2021. The Government is also finalising the restructuring of Banco Económico (“**BE**”) following the promulgation and publication of the new FIL (see “– *The Banking System*” below). Moreover, the Government is committed to addressing the remaining governance and operational challenges raised by the Transfer Agent for Recredit – Gestão de Activos, SA (“**Recredit**”), the state-owned enterprise charged with purchasing BPC’s underperforming assets and NPLs in order to optimise its prudential ratios, and revive and streamline its operational capacity. Recredit’s mandate to carry out these activities runs from 2019 to 2029, as per Presidential Order no. 133/19.

See “– *Major Banks, Banking Sector Concentration and Competition*” below.

Further, the BNA continues with a transition towards a market-clearing exchange rate regime. This regime has served Angola well, as it plays a significant shock-absorbing role and allows for the better allocation of resources and foreign exchange.

## Inflation

The following table sets forth certain information regarding inflation for the years indicated and the year-to-year inflation as at 30 June 2024:

Inflation, year-end	2018	2019	2020	2021	2022	2023	30 June 2024
Angola.....	18.6%	16.9%	25.1%	27.0%	13.9%	20.0%	31.0%

Source: National Bank of Angola (BNA)

Inflationary pressures increased in recent years due in part to a combination of the Covid-19 pandemic, food inflation, constraints in the international trade logistics chain and adverse weather events in 2020-2021. The rate of inflation in Angola as at the end of 2021 was 27.0 per cent. as a result of, among other issues, adverse weather conditions and the Covid-19 pandemic. At 30 June 2024, the year-to-year inflation in Angola was 31.0 per cent. The 2024 National Budget’s inflation target is 15.3 per cent.

The BNA benchmark interest rate was increased by 50 basis points to 19.5 per cent. in May 2024, and kept steady in July 2024. This is an increase on the interest rate of 17 per cent. from March 2023, which was increased to 18 per cent. in November 2023, and further to 19 per cent. in March 2024. This was motivated by the prospect of a slowdown in the rate of price growth and an improvement in the supply of essential goods. The table below sets out certain T-Bill and T-Bond rates as at 31 December 2022:

	Maturity of 182 days			Maturity of 364 days		
T-Bill .....	9.45%			11.00%		

Source: National Bank of Angola (BNA)

	Maturity of two years	Maturity of three years	Maturity of four years	Maturity of five years	Maturity of six years	Maturity of seven years	Maturity of eight years	Maturity of nine years	Maturity of ten years
T-Bonds									
Non-adjustable T-Bonds ( <i>Obrigações do Tesouro não reajustáveis</i> ) .....				15.00%	16.00%	16.25%	16.50	16.60%	17.00%
Foreign Currency T Bonds ( <i>Obrigações do Tesouro em moeda externa</i> ) .....		3.70%	4.20%	4.70%	5.20%	5.70%			

Source: National Bank of Angola (BNA)

The table below sets out certain T-Bill and T-Bond rates as at 31 December 2023:

	Maturity of 182 days			Maturity of 364 days		
T-Bill .....	11.13%			16.62%		

Source: National Bank of Angola (BNA)

	Maturity of two years	Maturity of three years	Maturity of four years	Maturity of five years	Maturity of six years	Maturity of seven years	Maturity of eight years	Maturity of nine years	Maturity of ten years
T-Bonds									
Non-adjustable T-Bonds ( <i>Obrigações do Tesouro não reajustáveis</i> ) .....	16.50%		18.50%		19.50%	-	20.00%		21.00%
Foreign Currency T Bonds ( <i>Obrigações do Tesouro em moeda externa</i> ) .....	-	4.50%	4.80%	5.10%	5.40%	-	6.00%		

Source: National Bank of Angola (BNA)

Rapid disinflation has been one of Angola's major achievements towards macroeconomic stabilisation in recent years. Inflation reached 268 per cent. in 2000, reflecting the monetisation of budget deficits and rapid growth in reserve money and broad money. In 2003, the BNA adopted a new anti-inflationary policy which resulted in the rapid decline of inflation in Luanda to 7.5 per cent. for the year 2014. Assisted by increasing foreign exchange inflows, the BNA was able to neutralise rapid growth in the money supply through intervening in the foreign exchange markets in support of the Kwanza and selling a range of liquidity instruments, such as treasury bills and Government bonds. The Government has also made significant investments in infrastructure, taking advantage of Angola's natural resources, manufacturing and construction industries, as well as strengthening Angola's foreign investment and strategically developing Angola's human resources, all of which have had anti-inflationary effects on the Angolan economy. From 2014, the year-end rate of inflation in Luanda increased to 42.0 per cent. in 2016 primarily due to an increase in prices for food and medicine as a result of a lower supply of foreign exchange resources and high levels of arrears in the external payments banking system. Since 2016, the BNA has introduced liquidity control measures to reduce inflation by implementing measures to stabilise the exchange rate and by increasing the foreign currency supply to importers, resulting in the growth of essential food supply, which contributed to a decrease of the rate of inflation in Luanda by the end of 2019 to 17.1 per cent. from 42.0 per cent. at the end of 2016. A combination of the Covid-19 pandemic, food inflation and adverse weather events in 2020-2021 increased inflation in Angola, reaching 25.1 per cent. at year-end 2020 and 27.0 per cent. by year-end 2021. The inflation rate at year-end 2023 was 20.0 percent., up from the inflation rate in 2022 of 13.9 per cent., but a decrease on the 2020 and 2021 figures.

The BNA has tightened its reserve money target (with monetary aggregate growth slowing from late 2020) and adjusted some of its instruments to further liberalise monetary conditions. This liberalisation, along



with the lagged pass-through from a more stable nominal exchange rate, is expected to bring inflation down gradually in 2024.

## Money supply

The following table sets forth certain information regarding Angola's money supply as at the dates indicated:

	2018	2019	2020	2021	2022	2023
		(AOA millions)				
<b>Foreign assets (net)</b>	<b>4,218,118</b>	<b>7,020,593</b>	<b>7,310,499</b>	<b>5,912,818</b>	<b>6,104,786</b>	<b>10,614,151</b>
Foreign assets .....	6,727,279	10,366,577	12,246,252	10,464,354	9,360,047	15,753,183
Foreign liabilities .....	2,509,161	3,345,984	4,935,752	4,551,537	3,255,261	5,139,032
<b>Claims on the government (net)</b>	<b>2,667,848</b>	<b>2,674,631</b>	<b>6,143,017</b>	<b>4,678,812</b>	<b>4,706,564</b>	<b>5,829,155</b>
Claims on government.....	5,376,408	6,263,373.4	8,614,918	7,466,114	7,206,045	8,712,725
Liabilities to government.....	2,708,560	3,588,742	2,471,901	2,787,302	2,499,481	2,883,570
of which: in foreign currency .....	1,569,881	2,384,832	1,144,059	1,188,014	450,602	1,179,517
<b>Claims on other resident sectors</b>	<b>3,703,241</b>	<b>4,519,669</b>	<b>4,378,367</b>	<b>4,642,018</b>	<b>4,432,813</b>	<b>5,896,212</b>
Claims on other financial corporations.....	12,986	11,364	210,845	262,118	285,325	330,009
of which: in foreign currency .....	60	97	6,554	1,739	5,669	2,435
Claims on the public sector, excl. central government.....	96,789	152,299	131,801	119,714	91,271	340,833
of which: in foreign currency .....	4,918	55,519	41,116	35,150	57,382	230,316
Claims on other resident sectors .....	3,593,466	4,356,00	4,035,721	4,260,186	4,056,217	5,225,370
of which: in foreign currency .....	877,774	1,120,026	941,189	768,597	613,782	1,096,065
<b>Shares and other equity</b>	<b>3,088,148</b>	<b>4,152,859</b>	<b>6,479,310</b>	<b>5,130,002</b>	<b>6,472,737</b>	<b>10,937,845</b>
<b>Other assets/liabilities (net)</b>	<b>(352,932)</b>	<b>(143,117)</b>	<b>(1,349,909)</b>	<b>(1,414,617)</b>	<b>(2,584,114)</b>	<b>(4,242,277)</b>
<b>Broad money (M3)</b>	<b>7,853,991</b>	<b>10,205,151</b>	<b>12,702,483</b>	<b>11,518,313</b>	<b>11,355,540</b>	<b>15,643,949</b>
Currency outside depository corporations .....	373,035	418,992	404,595	401,789	494,518	664,285
Transferable deposits.....	3,713,810	4,506,582	5,939,266	5,318,626	5,282,123	8,021,479
Other deposits .....	3,757,762	5,274,831	6,353,875	5,792,832	5,578,899	6,958,185
Securities other than shares .....	9,383	4,746	4,746	5,066	0	0
Repurchase agreements .....	1	0	0	0	0	0

Source: National Bank of Angola (BNA)

## The Banking System

Angola's banking system has evolved and grown rapidly since the end of the Civil War in 2002. The banking system has transformed from being dominated by two state-owned banks to currently comprising 23 commercial banks authorised by the BNA, of which only two are wholly state-owned. Similarly to most emerging markets, Angolan banks focus on deposit-taking, have a relatively low but increasing loan-to-deposit ratio, and have a high proportion of deposits invested in treasury bills. The banking sector as a whole closed 2020 with net losses, mainly as a result of two large troubled public banks: *Banco Económico* and *Banco de Poupança e Crédito*. As a result, banks' capital fell, although the system capital ratio remains above 20 per cent. The capital adequacy ratio in 2023 for all banks was 30.1 per cent. The system's NPL ratio has continued to fall, at 15.9 per cent. of total loans as at 31 December 2023 and 14.4 per cent. of total loans as at 31 December 2022. The following table shows the NPL ratio for the years indicated:

	2018	2019	31 December 2020	2021	2022	2023
		(%)				
<b>NPL ratio</b>	<b>28.3</b>	<b>32.5</b>	<b>18.4</b>	<b>40.2</b>	<b>14.4</b>	<b>15.9</b>

There are currently no moratoria measures in place related to the Covid-19 pandemic. At year-end 2023, the banking sector's investments stood at AOA65.8 billion, an 18.6 per cent. increase as compared with year-end 2022. The Government is actively pursuing several measures to further develop Angola's banking sector, aimed at, among other things, increasing competition, expanding lending activities and the range of banking products, and making financial services more accessible to a wider part of Angola's population and

businesses. This includes privatising *Banco de Comércio e Indústria* (the 13<sup>th</sup> largest bank by total assets) in 2021 through BODIVA and, amidst the backdrop of PROPRIV, aiming to privatise several SOEs, including Sonangol's non-core assets (See “*The Economy - Privatisation and Public-Private Companies*”). As part of PROPRIV, in June 2022, Banco Angolano de Investimentos (“**BAI**”) was the first domestic bank to enter Angola's stock exchange following the IPO of 10 per cent. of its share capital owned by Sonangol (the state-run national oil company) and Endiama (the state-run national diamond company). Sonangol further divested the 25 per cent. of the share capital it owned in Banco Caixa Angola in September 2022.

The banking sector saw a return on equity of 21.2 per cent. and a return on assets of 2.9 per cent. as at December 2023. The capital adequacy ratio of the banking sector as a whole was 30.1 per cent. in December 2023.

On 30 October 2020, Law No. 37/20 was approved - the Public Finance Sustainability Law - which reorganised Angola's fiscal framework and introduced a new process of fiscal planning, monitoring and transparency.

On 19 May 2021, the National Assembly approved Law No. 14/21, the FIL, which introduces a new legal framework for financial institutions operating in Angola. The FIL came into force on the same day of its approval by the National Assembly and revoked Law No. 12/15 of 17 June 2015. The main objective of the FIL is to update and modernise the legal framework for Angola's financial institutions, complementing Law No. 12/15's programme on the regulatory adequacy of the financial system, by the implementation of international best practices on effective regulation and harmonious supervision of the financial system. The FIL aims to respond to the challenge of the stability of the financial system.

The FIL's objectives are based upon the IMF's staff recommendations to the Government and it provides comprehensive legislation for banks that includes prudential, resolution and macroprudential frameworks. The FIL regulates: (i) the process of establishing and engaging in the activity of a financial institution in Angola; (ii) the supervisory activities of the different governmental bodies tasked with it; (iii) the framework for corrective intervention and resolution processes through the creation of a Resolution Fund; and (iv) the sanctioning, dissolving and liquidating regimes of financial institutions.

The main changes introduced by the FIL include:

- The discontinuation of the “universal banking” concept in the Angolan financial system and return of the specialised banking model which had existed in Angola prior to 1999.
- While the supervision of the financial system continues to be conducted by three regulatory bodies (the BNA, CMC and ARSEG), the Council of Supervisors of the Financial System was created to replace the previously active National Council for Financial Stability (“**CNEF**”), and is tasked with coordinating the different functions of each supervisory body and acting as a consultant to the BNA in its capacity as a national macroprudential authority.
- The creation of a Board of Supervisors of the Financial System (“**BSFS**”), over which the Governor of the BNA presides. The President of ARSEG and the President of the CMC also sit on the BSFS, as well as those sitting on the Boards of Directors for each of these supervisory bodies. Further, representatives of the Deposit Guarantee Fund and the Resolution Fund sit on the BSFS, as well as a representative of the Ministry of Finance.
- An expansion in the scope of supervisor powers through the exercise of macro-prudential supervision, reinforced micro-prudential supervision, and behavioural supervision, thereby addressing the concern of protecting customers, depositors and the financial system.
- The definitions given to rules which apply to institutions with a systemic risk profile.
- The institutionalisation of the legal regime for the dissolution and liquidation of banking and other financial institutions, replacing the existing bankruptcy process for financial institutions that had previously been under the jurisdiction of the courts. The new legal regime aims to provide swift action in both the bankruptcy process and the process by which the BNA can cancel the operational license of financial institutions.

- Providing the BNA with broad powers to intervene in financial institutions under its jurisdiction in cases of non-compliance, or imminent or serious risk of non-compliance, in relation to requirements to maintain authorisation to carry out activities and such non-compliance generates a systemic risk.
- The creation of a Resolution Fund, an entity with administrative autonomy whose main function shall be to provide financial support for resolution measures adopted by the resolution authority. The Resolution Fund will be capitalised by the banks operating in Angola.
- Enhancing the role and responsibility of the non-executive directors of financial institutions, and the mandatory formation of specialised risk, control, evaluation and remuneration committees in banking financial institutions with the specific purpose of preventing and remedying any conflicts of interest, as well as strengthening the corporate governance structure of financial institutions.
- The expansion of the powers of the various supervisory bodies (BNA, CMC and ARSEG) in order to ensure officers of financial institutions comply with fitness requirements.
- The creation of a set of adequacy requirements for officers of the management and supervisory bodies of financial institutions including: (i) fitness; (ii) qualification and/or professional experience; (iii) independence; and (iv) availability. Such requirements are to be complemented by BNA guidelines and are intended to contribute to the sound and prudent management of the different entities.

In order to implement the FIL, the BNA is in the process of introducing secondary legislation for the resolution framework, prioritising those elements which are key for immediate resolution implementation. Similar progress is expected in the coming months regarding the macroprudential framework, which is key to addressing systemic risks while supporting economic recovery.

The following table sets forth the combined balance sheet of Angola's commercial banks as at the dates indicated:

	2020	2019	2020	2021	2022	2023
	<i>(AOA millions)</i>					
<b>Assets</b>						
Currency holdings.....	161,721.5	168,827.8	202,718.6	221,816.4	203,720.1	221,123.8
Deposits with non-residents .....	1,167,558.9	1,593,047.8	2,057,296.1	1,578,648.8	1,432,097.5	2,307,222.7
Deposits with depository corporations ..	1,241,356.1	1,752,189.7	1,930,096.5	2,732,789.4	3,056,487.3	3,310,024.5
National Bank of Angola .....	1,210,118.0	1,723,587.0	1,873,333.9	2,632,647.9	3,018,378.0	3,234,178.8
Other depository corporations.....	31,238.2	28,602.7	56,762.6	100,141.5	38,109.3	75,845.6
Debt securities.....	4,321,865.6	5,075,017.2	7,235,543.0	6,014,354.3	5,946,776.2	7,652,512.3
Loans .....	4,633,717.2	5,863,734.6	5,718,551.2	6,033,541.1	5,957,940.1	7,859,895.0
Non residents .....	148,120.3	126,786.5	70,361.7	25,557.1	15,314.4	1,107.5
Central government .....	370,120.9	326,774.8	326,342.7	304,417.5	285,674.0	383,196.1
Public sector excluding central government.....	94,412.3	152,194.3	131,634.4	119,549.2	89,751.0	337,629.3
National Bank of Angola .....	84,078.1	177,061.9	265,224.3	656,649.0	1,123,755.3	1,714,313.4
Other depository corporations and other financial corporations .....	441,387.6	826,108.7	1,046,603.2	830,077.2	548,149.4	496,436.9
Private sector .....	3,495,598.0	4,254,808.3	3,878,384.9	4,097,291.1	3,895,296.0	4,927,211.9
Shares and other equity .....	31,027.9	21,323.9	24,271.7	28,732.8	55,465.3	65,828.2
Other Assets.....	2,153,511.4	3,905,624.1	4,555,301.0	3,915,991.3	4,002,459.9	3,070,872.0
<b>Total assets.....</b>	<b>13,710,758.6</b>	<b>18,379,765.1</b>	<b>21,723,778.0</b>	<b>20,525,874.1</b>	<b>20,654,946.5</b>	<b>24,487,478.4</b>
<b>Liabilities</b>						
Liabilities included in Broad Money						
M3 .....	7,480,955.8	9,786,159.3	12,297,887.4	11,116,524.1	10,861,021.6	14,979,664.1
Transferable deposits .....	3,713,810.2	4,506,582.0	5,939,266.3	5,318,626.4	5,282,123.0	8,021,479.3
Other deposits.....	3,757,761.9	5,274,831.3	6,353,875.1	5,792,832.0	5,578,898.6	6,958,184.9
Securities other than shares.....	9,382.6	4,746.0	4,746.0	5,065.7	0.0	0.0
Repurchase agreements .....	1.0	0.0	0.0	0.0	0.0	0.0

	2020	2019	2020	2021	2022	2023
Liabilities excluded from Broad money M3 .....	1,947,893.4	2,265,935.6	2,133,822.2	2,742,536.0	3,069,430.9	2,864,735.9
Loans .....	552,075.6	758,904.8	729,978.6	469,249.4	299,272.5	840,053.5
Shares and other equity .....	1,663,775.5	1,456,107.1	1,711,131.7	1,598,086.5	2,693,403.9	2,621,133.8
Other liabilities .....	2,066,058.4	4,112,658.2	4,850,958.2	4,599,478.2	3,731,817.6	3,181,891.1
<b>Total liabilities .....</b>	<b>13,710,758.6</b>	<b>18,379,765.1</b>	<b>21,723,778.0</b>	<b>20,525,874.1</b>	<b>20,654,946.5</b>	<b>24,487,478.4</b>

Source: National Bank of Angola (BNA)

### ***Major banks, banking sector concentration and competition***

As of 2023, there were a total of 23 banks in Angola authorised by the National Bank of Angola. Two of the banks were state-owned, 18 were national private banks, five were subsidiaries of foreign banks and one was a foreign branch. There were 113 authorised non-bank financial institutions, comprising of 66 exchange offices, 27 microcredit companies, two credit unions, one financial leasing company, two payment service providers and 15 entities authorised to transfer money abroad.

The use of banking facilities has become increasingly attractive to members of the public in Angola as a result of the introduction of debit card use in private transactions – 49 per cent. of adult respondents to an October 2020 survey conducted by the BNA had access to a transactional bank account. However, the mortgage market is yet to develop (with only 17 per cent. of respondents undertaking mortgage and credit housing borrowing) due to problems with recording and registering property ownership and a reluctance on the part of the banking sector to develop this market. Moreover, 62.2 per cent. of the population does not have access to credit.

Banking activity is concentrated in Luanda with 55 per cent. of all agencies and bank branches being located in the city. The number of bank branches per-person across Angola increased significantly from 1.81 branches per 100,000 adults in 2004 up to a peak of 10.44 branches per 100,000 adults in 2015. This number has since declined but remains high relative to the 2004 rate with 8.75 branches per 100,000 adults in 2020.

The BNA created a database in 2011 in connection with which banks provide certain information regarding borrowers and their financing arrangements. This information is shared among banking institutions in Angola and is intended to operate as a local credit rating system. Concentration in the banking sector is high with six major banks accounting for 69.7 per cent. of deposits and 63.6 per cent. of loans as at the end of December 2023. The six major banks are: *Banco Angolano de Investimentos* (“**BAI**”), *Banco do Fomento Angola* (“**BFA**”), *Banco de Poupança e Crédito* (“**BPC**”), *Banco Internacional de Crédito* (“**BIC**”), *Standard Bank Angola* (“**SBA**”) and *Banco Millennium Atlântico* (“**BMA**”). BMA emerged from the merger of *Banco Privado Atlântico* and *Banco Millennium Angola* in April 2016.

BAI, Angola’s largest bank by deposits, is, as of the exit of government shareholders in the June 2022 IPO, wholly owned by private investors. As at 31 December 2023, BAI held 21 per cent. of deposits and 11.7 per cent. of loans in Angola’s banking sector. BAI concentrates on corporate banking but has been expanding into the retail segment of the banking sector.

BFA, Angola’s second largest bank by deposits, was formerly a wholly owned subsidiary of the Portuguese bank, BPI, which in 2007 sold 49 per cent. of its shares in BFA to Angola’s largest mobile telephone operator, Unitel. In 2017, Unitel became the largest shareholder of BFA after it purchased a further two per cent. of shares in BFA and increased its holding of BFA shares to 51.9 per cent. As at 31 December 2023, BFA held 16.3 per cent. of deposits and 6.8 per cent. of loans in Angola’s banking sector. BFA provides both corporate and retail banking services.

In 2023, BFA was included in the scope of the Privatisation Programme for 2023-2026. In August 2024, by Presidential Dispatch no. 194/24, of 23 August 2024, the President of Angola authorised the privatisation of 15 per cent. of the 51.9 per cent. that the state holds indirectly in BFA, through telecoms operator Unitel.

The privatisation will be made through the Initial Public Offering on the Angolan Debt and Stock Exchange (BODIVA).

BPC, the third largest bank by deposits, is, following restructuring, 63.98 per cent. owned by the Ministry of Finance, 33.49 per cent. owned by the Institute for Management of State Assets and Holdings (IGAPE), 1.90 per cent. owned by the National Institute of Social Security (INSS) and 0.63 per cent. owned by the Social Security Fund of the Armed Forces (CSSFAA). As at 31 December 2023, BPC held 6.7 per cent. of deposits and 7.6 per cent. of loans in Angola's banking sector. BPC concentrates on both corporate and retail banking. In addition to providing banking services to private companies and individuals, BPC counts most Government institutions and agencies as its customers. For instance, BPC offers cash management services to the treasury account. The Government has no current intention of privatising BPC in the near future.

As at 31 December 2023, BPC's NPLs relative to total loans was 12.0 per cent. This is down from 80.6 per cent. in 2021 and 33.1 per cent. in 2022. BPC's return on assets has improved to 6.6 per cent., up from -0.1 per cent. in 2022 and -3.8 per cent. in 2021. The return on equity has improved to 116.4 per cent. in 2023, up from -1.9 per cent. in 2022 and -107.3 per cent. in 2021.

As of 2022, BIC was 25 per cent. owned by Sociedade de Participações Financeiras, Lda, 20 per cent. owned by Fernando Leonídio Mendes Teles, and 17.5 per cent. owned by Finisantor Holding Limited Telesgest B.V. As at 31 December 2023, BIC held 8.2 per cent. of deposits and 19.0 per cent. of loans in Angola's banking sector. BIC concentrates on retail banking services.

SBA is a private bank which provides corporate, investment, and retail banking. As at 31 December 2023, SBA accounted for 7.0 per cent. of deposits and 6.0 per cent. of loans in Angola's banking sector. It belongs to Standard Bank, an international bank head quartered in South Africa, which is Africa's biggest bank by assets. SBA was authorised to operate in Angola by the NBA in 2010. Standard Bank Group Limited currently owns 51 per cent. of the shareholding and the Angolan State owns the remaining 49 per cent., due to the seizure of the referred shares of former shareholder AAA Activos in 2020.

By Presidential Dispatch no. 148/24 of 5 July 2024, the President approved a sale of as much of 34 per cent. of the state's share of SBA, of which 10 per cent. was through an IPO. Standard Bank has the right to buy an additional 24 per cent. stake in SPA.

BMA is a private national bank. As at 31 December 2023, BMA accounted for 10.5 per cent. of deposits and 10.9 per cent. of loans in Angola's banking sector. Banco Económico was formed in October 2014 when the Portuguese parent (Banco Espírito Santo, once the second largest private bank in Portugal) of Banco Económico's predecessor (Banco Espírito Santo de Angola) received a EUR4.4 billion bailout by the Portuguese central bank in August 2014. As part of the bailout arrangements, Banco Espírito Santo was split into two new entities: Novo Banco, which retained the deposits and healthy assets of Banco Espírito Santo and received a large capital injection from the Portuguese central bank, while problematic exposures, including its Angolan subsidiary Banco Espírito Santo de Angola, were retained in Banco Espírito Santo. Banco Espírito Santo was then placed into administration and managed by a bankruptcy administrator. Angola similarly appointed BNA administrators to manage Banco Espírito Santo de Angola.

Banco Económico is owned by Sonangol, Geni Novas Tecnologias, S.A., and Novo Banco. As at 31 December 2021, Banco Económico held 9.8 per cent. of deposits and 4.6 per cent. of loans in Angola's banking sector. Banco Económico offers both corporate and retail banking services, but is primarily focused on investment banking activity to support the Angolan economy, including the financing of large national projects in Angola and the development of Angola's capital markets.

The following table sets forth the capital adequacy ratio, the asset quality profiles, and the profitability of each of the six major banks in Angola for the years ended 2019, 2020, 2021, 2022, and 2023:

	2019	2020	2021	2022	2023
<b>Capital Adequacy Ratio</b>					
BAI.....	20.5	18.7	36.6	29.6	31.7
BFA.....	58.3	57.0	44.4	38.8	35.2
BPC.....	(3.8)	28.0	124.9	10.4	12.9
BIC.....	20.3	25.3	31.7	30.1	46.4
BMA.....	14.6	12.2	20.5	18.4	14.6
SBA.....	21.8	38.0	41.0	28.1	24.6

Asset Quality (NPLs relative to total loans)<sup>(1)</sup>

	2019	2020	2021	2022	2023
BAI.....	15.4	13.7	11.1	14.1	19.0
BFA.....	2.8	4.2	0.6	4.4	2.6
BPC.....	94.5	78.0	80.6	33.1	12.0
BIC.....	5.8	8.9	12.7	14.6	16.5
BMA.....	13.0	13.5	16.4	16.6	23.3
SBA.....	1.0	0.1	0.0	0.0	0.0
<b>Asset Quality (NPLs relative to own funds)<sup>(2)</sup></b>					
BAI.....	20.5	18.7	18.5	18.8	22.9
BFA.....	58.3	57.0	0.7	5.1	3.4
BPC.....	(377.0)	28.0	361.3	41.9	47.6
BIC.....	20.3	25.3	22.9	29.3	20.2
BMA.....	14.6	12.2	56.5	56.8	77.5
SBA.....	0.0	0.1	0.019.0	0.0	0.0
<b>Return on Capital (ROE)<sup>(3)</sup></b>					
BAI.....	44.5	23.7	45.4	26.3	37.1
BFA.....	30.4	18.3	39.6	33.1	33.0
BPC.....	(370.5)	(439.4)	(107.3))	(1.9)	116.4
BIC.....	25.4	4.8	10.5	10.1	12.8
BMA.....	20.6	9.1	3.8	1.8	4.7
SBA.....	40.7	34.7	53.0	36.2	33.5
<b>Return on Assets (ROA)<sup>(4)</sup></b>					
BAI.....	5.2	2.6	5.1	3.8	5.4
BFA.....	6.3	3.6	6.1	5.7	5.3
BPC.....	(18.7)	(22.7)	(3.8)	(0.1)	6.6
BIC.....	4.8	1.1	2.5	2.2	2.8
BMA.....	2.1	0.9	0.4	0.2	0.5
SBA.....	6.3	5.0	8.3	6.2	5.4

<sup>1</sup> Calculated as overdue bad debt divided by total own loans.

<sup>2</sup> Calculated as overdue bad debt minus provision for overdue bad debt, divided by own funds.

<sup>3</sup> Calculated as net income divided by the average of total own funds.

<sup>4</sup> Calculated as net income divided by the average of total assets.

Source: National Bank of Angola (BNA)

The Government views increased competition in the banking sector as one of its priorities for the sector. The BNA actively encourages the expansion of the banking sector's customer base into medium to lower-income segments of Angola's population, which are currently significantly underrepresented amongst Angolan banking customers. The Government estimates that between 50.0 per cent. and 60.0 per cent. of the economically active population currently has access to a bank account, which is supported by a BNA survey in October 2020 finding that 49 per cent. of adult respondents had access to a transactional bank account.

In addition to stakes in two commercial banks, Angola owns the entire share capital of a development bank, the BDA. BDA was previously funded through the allocation by the Government of 5 per cent. of oil and 2 per cent. of diamond revenues, which BDA uses to subsidise lending to the private sector. On 8 September 2014, Presidential Decree No. 241/14 was approved and the obligation to transfer a percentage of oil and diamond revenues was terminated.

The stability of the banking system is monitored by the BNA's Stability Committee. The level of NPLs for the industry as a whole has been declining, but remains high at 15.9 per cent. in 2023, as compared to 14.4 per cent. in 2022, 40.2 per cent. in 2021 and 18.4 per cent. in 2020. This is still above the December 2014 rate of 11.0 per cent. This overall downward trend is expected to continue, and the banking sector is considered to be stable by the BNA's Stability Committee. The committee considers that Angola's banking sector is well-equipped to handle the current economic situation in Angola, aided by the recent increase in the oil price. While the current situation is similar in nature to that experienced by Angola in 2009, the Angolan banking sector is considered more resilient than in 2009 mainly due to the de-dollarisation of the Angolan economy that has taken place since 2009, which has resulted from, among other things, the introduction of legislation allowing borrowers to repay U.S. dollar-denominated loans in Kwanza, and the fact that loans to consumers may no longer be made in U.S. dollars.

## ***Deposit taking***

As at 31 December 2023, total deposits exceeded AOA 17,800 billion (U.S.\$26.0 billion), up from AOA 13,930 billion (U.S.\$30.1 billion) as at 31 December 2022. Bank deposits continue to represent a relatively small but growing portion of Angola's GDP as compared to more developed economies: 28.8 per cent. of GDP in 2023, 26.7 per cent. of GDP in 2022, 31.1 per cent. of GDP in 2021, and 45.5 per cent. of GDP in 2020.

## ***Lending***

The lending segment of Angola's banking sector has grown moderately over the last few years and remains rather limited as compared to more developed economies. The Angolan banking sector had AOA 7,860 (U.S.\$8.58 billion) of loans outstanding as at 31 December 2023, compared to AOA 5,946 billion (U.S.\$6.41 billion) on 31 December 2022, AOA 6,034 billion (U.S.\$6.50 billion) on 31 December 2021, AOA 4,634 billion (U.S.\$4.99 billion) on 31 December 2020, AOA 3,840 billion (U.S.\$4.14 billion) on 31 December 2017 and AOA 3,712 billion (U.S.\$4 billion) on 31 December 2016.

The loan to deposit ratio of Angolan banks has improved in recent years, amounting to 44.0 per cent. in 2023, 42.8 per cent. in 2022, 43.6 per cent. in 2021 and 39.6 per cent. in 2020. The corporate segment dominates lending activities, representing 71.6 per cent. of total loans compared to 17.5 per cent. for the retail segment in 2020. Oil and gas companies which dominate Angola's economic sectors, finance their operations outside of Angola and their contribution to the expansion of Angola's banking sector is therefore limited.

The expansion of Angola's bank lending within the retail segment has historically been hindered by the lack of a reliable and centralised credit reference system. In 2010, the Government established a central credit reference agency, which was fully operational by 2011, to resolve this issue. A limitation on the expansion of retail lending is that a majority of potential borrowers only have limited assets that are acceptable to banks as collateral. Lending is mostly asset-based with a small mortgage market in part due to the lack of a reliable system for the registration of property rights.

## ***Income-generating banking activities***

As at 31 December 2023, the average interest rate payable on treasury bills was 11.13 per cent. (182 days) and 16.62 per cent. (364 days) and on Non-adjustable Government Bonds (*Obrigações do Tesouro não reajustáveis*) was 16.5 per cent. (2 years), 18.5 per cent. (4 years), 19.5 per cent. (6 years) and 20.0 per cent. (8 years). The average interest rate on corporate loans was 16.7 per cent. in domestic currency and 11.3 per cent. in foreign currency. Average rates of interest payable on retail and corporate deposits were 9.0 per cent. in domestic currency and 1.4 per cent. in foreign currency, thus the net interest income was driven by banks investing low rate deposits in risk-free Government securities and relatively low risk corporate loans. Fee and commission income was mainly driven by income from foreign exchange transactions and fees on lending activities.

## ***The Government's main strategies for the development of the banking sector***

The Government's current priorities in the banking sector are to improve competition in the sector, make banking products and services more accessible to a wider proportion of Angola's population, expand the lending segment of the banking sector and improve the regulatory framework for the banking sector.

The Government considers making financial products and services more accessible to a wider proportion of Angola's population to be important for the overall growth and development of the economy as well as an important strategy for addressing the social imbalances in Angolan society. To achieve this, the Government is encouraging new entrants into the banking market who are capable of offering suitable financial products and services to a wider population, particularly those on medium to lower incomes. Such financial products include, among other things, microfinance loans.

The Government's principal measures aimed at the expansion of the lending sector include introducing legislation establishing a unified property register, which is expected to encourage a greater use of secured lending and lower the cost of borrowing through the improvement of competition in the banking sector.

These measures are expected to result in more than three million properties being registered by 2026 and over 27 land registry offices being installed in all provincial capitals and in some municipalities.

The Government continues to work on the further improvement of banking laws and regulations. Further regulatory changes are being prepared by the Government aimed at improving corporate governance in banks, developing consumer protection regulations applicable specifically to the banking sector, establishing stronger rules towards lending in foreign currency, better regulation of electronic banking and the regulation of financial leasing activities which would enable companies not registered as banks to offer financial leasing services.

In December 2020, Law No. 40/20 of 16 December (Angola Payment System Law) was enacted, repealing Law No. 5/05 of 29 July 2005. Law No. 40/20 establishes the legal regime applicable to the supervision, regulation, management and operation of Angola's payments system. The purpose of Law No. 40/20 is to adapt Angola's legal framework to the actual volume of transactions in the Angolan market and between Angola and international markets, and to the evolution of financial products which have forced a modernisation of the payments system, promoting greater safety, effectiveness, and reliability. Law No. 40/20 also defines the proceeding which permits the establishment of the entities which intervene in the payments system and rules related to their activity, intervention, supervision, and control.

A new securities and collateral law was enacted in April 2021, supporting development of infrastructure to promote sound credit-risk management standards, with the objective of adopting an international valuation standard for securities and collateral held by banks. This should also enhance the insolvency and enforcement frameworks. Further, the FIL, passed on 19 May 2021, aims to support the development of micro-finance institutions in Angola.

Notable progress has also been made with public financial management reforms, required following the approval of the FSL by the National Assembly in August 2020. The Government is now in the process of improving the efficiency and transparency of its public procurement regime (see "*The Republic of Angola – Anti-money Laundering, anti-bribery, anti-corruption and anti-terrorism measures*" and "*The Republic of Angola – Public Procurement Procedures*"). The Government is also committed to strengthening accountability by publishing the initial project appraisal report for all new public investment projects above AOA 10 billion.

See also "*The Central Bank of Angola (the "BNA")*" for a description of the new BNA Law which implemented significant governance changes within the BNA. Following these changes, the BNA has put in place complementary guidelines on effective bank board and effective credit-risk management practices and updating asset-classification and provisioning rules.

### ***Banking Regulatory Authority***

The BNA acts as the supervisory authority in the banking sector. Since the end of the Civil War, Angola has taken significant steps to improve its banking regulations to bring them in line with internationally acceptable practices of banking regulation and supervision. Angola enacted several important pieces of banking legislation and has introduced regulations based on the provisions of Basel II. Angola has adopted internal controls and corporate governance regulations relating to the market discipline provisions of Basel III and is currently regulating for risk management, also based on the provisions of Basel III. Angola also enacted new accounting standards for banks which came into force from 2010 and which, in general, comply with the International Financial Reporting Standards. The BNA has implemented a project to adopt the International Standards for Auditing and Accounting in the Angolan accounting profession. By the end of 2017 all 29 banks then operating in Angola adopted the International Financial Reporting Standards.

The current minimum capital adequacy requirement is 10.0 per cent. and the actual current capital adequacy ratio maintained by the banking system as a whole is in excess of 18.0 per cent. (at 30.1 per cent. in 2023 and 20.5 per cent. in 2022). Furthermore, Angolan banks are required to have a minimum share capital of AOA 15 billion, as of October 2022, under Notice 17/ 2022.

Banks are required to monitor their liquidity on a daily basis and are not permitted to have liquidity gaps in excess of 90 days. The BNA has adopted on 30 August 2016 a regulation relating to liquidity risk that is in



line with the recommendations in Basel III and which introduced, over a period of 36 months, the requirement to comply with liquidity coverage ratios and, over a period of 48 months, the requirement to comply with net stable funding ratios.

There is also a requirement to have a minimum of 22 per cent. of the bank's deposits held as cash with the BNA as a minimum reserve requirement.

In early 2020, the BNA enacted legislation in respect of minimum share capital for non-banking financial institutions, including credit guarantee companies that were subject to significant regulation during 2020.

On 5 July 2021, the BNA enacted Notice no. 08/2021 on Prudential Requirements, which contemplates elements of Basel II and III, and establishes general prudential requirements that financial institutions must comply with in relation to: (i) own funds requirements regarding fully quantifiable elements, uniform and standardised elements of credit risk, market risk, operational risk, settlement risk and leverage; (ii) limits to large exposures; (iii) liquidity requirements relating to fully quantifiable, uniform and standardised elements of liquidity risk; (iv) reporting and public disclosure requirements; and (v) risk governance. Furthermore, Notice no. 08/2021 incorporates elements of Basel II and III by providing for capital adequacy ratios, namely:

- Minimum own fund requirements (Article 9);
- Combined reserves requirement (Article 11);
- Conservation reserve (Article 12);
- Countercyclical reserve (Article 13);
- Systemically important institutions reserve (Article 14); and
- Additional own funds guidelines (Article 15).

Furthermore, as per Directive no. 04/DSB/DRO/2021 of 21 May 2021, financial institutions must report to the BNA in relation to all accounting, statistical and management information within set deadlines.

On 26 January, the BNA enacted Notice no. 01/2023 which established new rules for opening, maintenance, movement and closing of bank accounts. This allows bank accounts to be opened remotely and via third parties, restricts access to account holders undergoing bankruptcy or insolvency proceedings, prohibits granting credit on accounts denominated in foreign currency in favour of non-exporting entities unless provided for in specific regulations, and restricts debit transactions from accounts which have not had debit transactions for two or more years.

See also "*The Banking System*" above in relation to the implementation of FIL which took significant steps to update and modernise the legal framework for Angola's financial institutions. The BNA is committed to strengthening its oversight of the financial sector, including its risk-based bank supervision, with prudential rules that appropriately reflect the balance sheet risks of foreign currency lending. The Government continues to expand its on-site and off-site supervision activities; to regularly discuss balance sheet developments and contingency plans with bank managers, including the impact of exchange rate changes that have already taken place on bank books, and to review the implementation of Angola's banking resolution framework.

### ***Financing of the BNA***

The BNA, as a public entity, can raise debt and, as at 31 December 2023, the total amount of debt outstanding by the BNA was AOA 80.5 million. The debt of the BNA is not reflected in Angola's public debt figures.

### **Angolan Stock Exchange**

In 2005, the Government established a regulator to oversee the development of Angola's capital markets, the *Comissão de Mercado de Capitais* ("CMC"). In March 2014, the Angolan stock exchange, BODIVA,

was established. BODIVA has a management board which is responsible for ensuring the transparency, efficiency and security of transactions, encouraging the participation of small investors and competition between operators.

BODIVA began trading government bonds in May 2015 and has since experienced rapid growth. In 2020, BODIVA had more than 25 members (predominantly banks) and over 15,000 investors with accounts. The total volume of negotiations within the public debt market increased to over AOA 1 trillion in 2020, up 35.8 per cent. from 2019 (a rise from over AOA 100 billion in 2015). This growth has continued throughout 2021. In the second quarter of 2021, BODIVA managed a total of AOA 345 billion, constituted by 1,525 transactions, representing an increase of 9.95 per cent. since 2019.

The BODIVA markets will continue to be a vital part of the PROPRIV privatisation programme (see “*The Economy - Privatisation and Public-Private Companies*”). It is targeted that at least 15 state assets, including Sonangal, Mota-Engil, TV Cabo and Banco de Comercio Industria will be privatised via the BODIVA markets. On 19 December 2014, BODIVA launched two secondary public debt trading markets: the *Mercado de Registo de Títulos de Tesouro* (the treasury securities registration market, or “**MRTT**”) and the *Mercado por Grosso de Títulos do Tesouro* (the wholesale treasury securities market, or “**MGTT**”). The MGTT is designed for trading among specialists (for their own account or on behalf of clients) such as banks, brokers and dealers. The MRTT is designed to record over-the-counter transactions that have previously been agreed between market participants, thus providing information about asset values to the market. It enables individuals and institutional investors to operate in the regulated market with the registration of purchase and sale of Treasury securities, which were previously entirely private transactions.

There are a number of initiatives and projects currently active on the market, including a new regulation on the classification, constitution and certification of micro, small and medium-sized enterprises (Presidential Decree no. 94/21 of 19 April 2021), and the registration of a new automated BODIVA trading platform. In 2021, BCI (*Banco de Comércio e Indústria*) was privatized through BODIVA. This transaction constituted the first stock exchange auction made through BODIVA.

The Government is in the process of carrying out a review of existing regulations which apply to the regulated market with the aim of: increasing SME participation in the market; clarifying the role of the sponsor; and making admission requirements for entry into the regulated market more flexible.

## BOOK-ENTRY CLEARANCE SYSTEMS

The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream, Luxembourg (together, the “**Clearing Systems**”) currently in effect. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. Neither the Issuer nor any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. Information in this section has been derived from the Clearing Systems.

### BOOK-ENTRY SYSTEMS

#### DTC

DTC has advised the Issuer that it is a limited purpose trust company organised under the New York Banking Law, a member of the Federal Reserve System, a “**banking organisation**” within the meaning of the New York Banking Law, a “**clearing corporation**” within the meaning of the New York Uniform Commercial Code and a “**clearing agency**” registered pursuant to Section 17A of the Exchange Act. DTC holds securities that its participants (“**Direct Participants**”) deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Direct Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. DTC is a wholly-owned subsidiary of The Depository Trust and Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC System is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**” and, together with Direct Participants, “**Participants**”). More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org) but such information is not incorporated by reference in and does not form part of this Base Offering Circular.

Under the rules, regulations and procedures creating and affecting DTC and its operations (the “**DTC Rules**”), DTC makes book-entry transfers of Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC’s book-entry settlement system (“**DTC Notes**”) as described below and receives and transmits distributions of principal and interest on DTC Notes. The DTC Rules are on file with the Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes (“**Owners**”) have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Notes, the DTC Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC’s records. The ownership interest of each actual purchaser of each DTC Note (“**Beneficial Owner**”) is in turn to be recorded on the Direct Participant’s and Indirect Participant’s records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct Participant or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the DTC Notes will be made to Cede & Co., or such other nominee as may be requested by an authorised representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Issuer or the relevant agent (or such other nominee as may be requested by an authorised representative of DTC), on the relevant payment date in accordance with their respective holdings shown in DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not of DTC or the Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Issuer, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct Participants and Indirect Participants.

Under certain circumstances, including if there is an Event of Default under the Notes, DTC will exchange the DTC Notes for definitive Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which will be legended as set forth under "*Transfer and Selling Restrictions*".

A Beneficial Owner shall give notice to elect to have its DTC Notes purchased or tendered, through its Participant, to the relevant agent, and shall effect delivery of such DTC Notes by causing the Direct Participant to transfer the Participant's interest in the DTC Notes, on DTC's records, to the relevant agent. The requirement for physical delivery of DTC Notes in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the DTC Notes are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered DTC Notes to the relevant agent's DTC account.

DTC may discontinue providing its services as depositary with respect to the DTC Notes at any time by giving reasonable notice to the Issuer or the relevant agent. Under such circumstances, in the event that a successor depositary is not obtained, DTC Note certificates are required to be printed and delivered.

The Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depositary). In that event, DTC Note certificates will be printed and delivered to DTC.

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Notes from DTC as described below.

None of the Issuer, the Fiscal Agent, the FX Agent or any other Paying Agent, Transfer Agent or Registrar will have any responsibility for the performance by DTC or its Participants of its obligations under the rules and procedures governing their operations.

### **Euroclear and Clearstream, Luxembourg**

Euroclear and Clearstream, Luxembourg each holds securities for its customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between their respective accountholders. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream, Luxembourg customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an accountholder of either system.

None of the Issuer, the Fiscal Agent, the FX Agent or any other Paying Agent, Transfer Agent or Registrar will have any responsibility for the performance by Euroclear, Clearstream, Luxembourg or their respective Participants of their respective obligations under the rules and procedures governing their operations.

### **BOOK-ENTRY OWNERSHIP OF AND PAYMENTS IN RESPECT OF DTC NOTES**

The Issuer may apply to DTC in order to have any Tranche of Notes represented by a Global Note accepted in its book-entry settlement system. Upon the issue of any such Global Note, DTC or its custodian will credit, on its internal book-entry system, the respective nominal amounts of the individual beneficial interests represented by such Global Note to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Global Note will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Note, the respective depositaries of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in a Global Note accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments in U.S. dollars of principal and interest in respect of a Global Note accepted by DTC will be made to the order of DTC or its nominee as the registered holder of such Note. In the case of any payment in a currency other than U.S. dollars, payment will be made to the FX Agent on behalf of DTC or its nominee and the FX Agent will (in accordance with instructions received by it) remit all or a portion of such payment for credit directly to the beneficial holders of interests in the Global Note in the currency in which such payment was made and/or cause all or a portion of such payment to be converted into U.S. dollars and credited to the applicable Participants' account.

The Issuer expects DTC to credit accounts of Direct Participants on the applicable payment date in accordance with their respective holdings as shown in the records of DTC unless DTC has reason to believe that it will not receive payment on such payment date. The Issuer also expects that payments by Participants to beneficial owners of Notes will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not the responsibility of DTC, the Fiscal Agent, the FX Agent, any Registrar or the Issuer. None of the Issuer, the Fiscal Agent, the FX Agent or any other Paying Agent, Transfer Agent or Registrar will have

any responsibility or liability for any aspect of the records relating to or payments made on account of ownership interests in any Global Note or for maintaining, supervising or reviewing any records relating to such ownership interests. Payment of principal, premium, if any, and interest, if any, on Notes to DTC is the responsibility of the Issuer.

## **TRANSFERS OF NOTES REPRESENTED BY GLOBAL NOTES**

Transfers of any interests in Notes represented by a Global Note within DTC, Euroclear and Clearstream, Luxembourg will be effected in accordance with the customary rules and operating procedures of the relevant clearing system. The laws in some States within the United States require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer Notes represented by a Global Note to such persons may depend upon the ability to exchange such Notes for Notes in definitive form. Similarly, because DTC can only act on behalf of Direct Participants in the DTC system who in turn act on behalf of Indirect Participants, the ability of a person having an interest in Notes represented by a Global Note accepted by DTC to pledge such Notes to persons or entities that do not participate in the DTC system or otherwise to take action in respect of such Notes may depend upon the ability to exchange such Notes for Notes in definitive form. The ability of any holder of Notes represented by a Global Note accepted by DTC to resell, pledge or otherwise transfer such Notes may be impaired if the proposed transferee of such Notes is not eligible to hold such Notes through a Direct Participant or Indirect Participant in the DTC system.

Subject to compliance with the transfer restrictions applicable to the Notes described under “*Transfer and Selling Restrictions*”, cross-market transfers between DTC, on the one hand, and directly or indirectly through Clearstream, Luxembourg or Euroclear accountholders, on the other, will be effected by the relevant Clearing System in accordance with its rules and through action taken by the Registrars, the Transfer Agents and any custodian (“**Custodian**”) with whom the relevant Global Notes have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream, Luxembourg and Euroclear and transfers of Notes of such Series between participants in DTC will generally have a settlement date two business days after the trade date (T+2). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Clearstream, Luxembourg or Euroclear and DTC participants will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Clearstream, Luxembourg and Euroclear, on the other, transfers of interests in the relevant Global Notes will be effected through the Registrars, the Transfer Agents and the Custodian receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

DTC, Clearstream, Luxembourg and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Global Notes among participants and accountholders of DTC, Clearstream, Luxembourg and Euroclear. However, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Issuer, the Agents or any Dealer will be responsible for any performance by DTC, Clearstream, Luxembourg or Euroclear or their direct or indirect participants or accountholders of their obligations under the rules and procedures governing their operations nor will the Issuer, any Agent or any Dealer have any liability for any aspect of the records relating to or payments made on account of beneficial interests in the Notes represented by Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial interests.

## TAXATION

### The Republic of Angola

The “*Imposto sobre a aplicação de capitais*” or “Capital Investment Tax” applies to income resulting from the application of capital, including (*inter alia*) payments of interest, redemption premiums or repayment premiums and to other forms of remuneration of bonds, participation titles or other similar titles issued by any company at the following rates (Articles 27.2, 27.3 and 29 of the Angolan Investment Income Tax – Presidential Legislative Decree No. 2/14 of 20 October 2014):

- a. a 10 per cent. withholding tax over interest / redemption premiums or repayment premiums and to certain other forms of remuneration of bonds; or
- b. a 5 per cent. withholding tax in respect of (*inter alia*) the same type of interest, redemption premiums or repayment premiums and to certain other forms of remuneration of bonds, provided that these bonds are traded or admitted to negotiation on regulated markets and its issue has a maturity date equal to or exceeding three years.

Accordingly, payments of interest redemption premiums and repayment premiums under the Notes are, pursuant to applicable legislation, subject to a 5 per cent. withholding tax, in respect of which Angola will have a gross-up obligation pursuant to the Condition 8 of the Notes. Pursuant to Condition 8, all payments of principal and interest in respect of the Notes must be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by Angola or any regional or local subdivision or any authority thereof or therein having power to tax (together “**Taxes**”), unless such withholding or deduction is required by law. In that event, and subject to certain exceptions, Angola must pay such additional amounts as will result in the receipt by the holders of Notes of such amounts as would have been received by them had no such withholding or deduction been required. See “– *Terms and Conditions of the Notes – Taxation*”.

Article 6 of Legislative Presidential Decree No. 3/14 of 21 October 2014 – Amendment and Republication of the Stamp Duty Code provides that the Republic is exempt from paying stamp duty.

### U.S. Federal Income Taxation

The following is a summary of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Notes by a U.S. Holder, and, to the extent described below, a non-U.S. Holder (each as defined below). This summary deals only with purchasers of Notes that are U.S. Holders or non-U.S. Holders, acquire such Notes for cash at their initial issuance and at their issue price (as defined below), and will hold the Notes as capital assets (generally, property held for investment).

The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Notes by particular investors. In particular, this summary does not discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (including, without limitation: (i) financial institutions; (ii) insurance companies; (iii) dealers or traders in stocks, securities, or currencies or notional principal contracts; (iv) regulated investment companies; (v) real estate investment trusts; (vi) tax-exempt organisations; (vii) partnerships, pass-through entities, or persons that hold Notes through pass-through entities; (viii) investors that hold Notes as part of a straddle, hedge, conversion, constructive sale or other integrated transaction for U.S. federal income tax purposes; (ix) U.S. Holders that have a functional currency other than the U.S. Dollar and (x) U.S. expatriates and former long-term residents of the United States) all of whom may be subject to tax rules that differ significantly from those summarised below. This summary does not address U.S. federal estate, gift or alternative minimum tax considerations, Medicare contribution tax on net investment income considerations, non-U.S., state or local tax considerations, or the application of special tax accounting rules as a result of any item of gross income with respect to the Notes being taken into account on an applicable financial statement.

As used herein, the term “**U.S. Holder**” means a beneficial owner of Notes that is for U.S. federal income tax purposes, (i) a citizen or individual resident of the United States, (ii) a corporation, or other entity treated

as a corporation, created or organised in or under the laws of the United States or any State thereof, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source, or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or that is otherwise treated as a United States person. A “**Non-U.S. Holder**” is a beneficial owner of Notes that is neither a U.S. Holder nor a partnership.

If a partnership (including any entity or arrangement, domestic or foreign, treated as a partnership for U.S. federal income tax purposes) is the beneficial owner of the Notes, the U.S. federal income tax treatment of a partner in such partnership generally will depend upon the status of the partner and the activities of the partnership. Any such partner or partnership should consult their tax advisers as to the U.S. federal income tax consequences to them of the acquisition, ownership and disposition of Notes.

This summary is based on the tax laws of the United States including the Internal Revenue Code of 1986, as amended, (the “**IRC**”), its legislative history, existing and proposed regulations promulgated thereunder, rulings published by the U.S. Internal Revenue Service (the “**IRS**”) and court decisions, all as currently in effect and all of which are subject to change at any time, possibly with retroactive effect. There can be no assurance that the IRS will not take a different position concerning the tax consequences of the acquisition, ownership or disposition of the Notes or that any such position would not be sustained.

**INVESTORS SHOULD CONSULT THEIR TAX ADVISERS TO DETERMINE THE TAX CONSEQUENCES TO THEM OF ACQUIRING, OWNING AND DISPOSING OF NOTES, INCLUDING THE APPLICATION TO THEIR PARTICULAR SITUATION OF THE U.S. FEDERAL INCOME TAX CONSIDERATIONS DISCUSSED BELOW.**

The Issuer generally intends to treat Notes issued under the Programme as debt, unless otherwise indicated in the applicable Pricing Supplement. The IRS is not bound by the Issuer’s characterisation of the Notes and could seek to recharacterise them. Any such recharacterisation could materially affect the timing or character of the income required to be recognised by U.S. Holders for U.S. federal income tax purposes. Prospective investors are urged to consult with their tax advisers as to the likelihood and likely effect of any such recharacterisation. The remainder of this summary assumes that the Notes discussed herein are properly characterised as indebtedness for U.S. federal income tax purposes.

This summary should be read in conjunction with any discussion of U.S. federal income tax consequences in the applicable Pricing Supplement. To the extent there is any inconsistency in the discussion of U.S. tax consequences to holders between this Base Offering Circular and the applicable Pricing Supplement, holders should rely on the tax consequences described in the applicable Pricing Supplement instead of this Base Offering Circular.

***U.S. Holders***

***Payment of Interest***

**General**

Interest on a Note held by a U.S. Holder, including the payment of any additional amounts whether payable in U.S. dollars or a currency other than U.S. dollars (“**foreign currency**”), other than interest on a “Discount Note” that is not “qualified stated interest” (each as defined below under “*Original Issue Discount — General*”), will be taxable to such U.S. Holder as ordinary income at the time it is received or accrued, in accordance with the U.S. Holder’s method of accounting for tax purposes. Interest paid by the Issuer on the Notes and original issue discount (“**OID**”), if any, accrued with respect to the Notes (as described below under “*Original Issue Discount — General*”) and payments of any additional amounts generally will constitute income from sources outside the United States subject to the rules regarding the foreign tax credit allowable to a U.S. Holder (and the limitations imposed thereon). Prospective purchasers should consult their tax advisers concerning the foreign tax credit implications of the payment of any foreign taxes with respect to the Notes (if applicable).

***Original Issue Discount***



## General

The following is a summary of the principal U.S. federal income tax consequences to a U.S. Holder of the ownership of Notes issued with OID. The following summary does not discuss Notes that are characterised as “contingent payment debt instruments” for U.S. federal income tax purposes. In the event that the Issuer issues contingent payment debt instruments, the applicable Pricing Supplement will describe the material U.S. federal income tax consequences thereof.

A Note, other than a Note with a term of one year or less (a “**Short-Term Note**”), will be treated as issued with OID (a “**Discount Note**”) if the excess of the Note’s “stated redemption price at maturity” (as defined below) over its issue price is equal to or greater than a *de minimis* amount (0.25 per cent. of the Note’s stated redemption price at maturity multiplied by the number of complete years to its maturity). An obligation that provides for the payment of amounts other than qualified stated interest before maturity (an “**instalment obligation**”) generally will be treated as a Discount Note if the excess of the Note’s stated redemption price at maturity over its issue price is equal to or greater than 0.25 per cent. of the Note’s stated redemption price at maturity multiplied by the weighted average maturity of the Note. A Note’s weighted average maturity is the sum of the following amounts determined for each payment on a Note (other than a payment of qualified stated interest): (i) the number of complete years from the issue date until the payment is made multiplied by (ii) a fraction, the numerator of which is the amount of the payment and the denominator of which is the Note’s stated redemption price at maturity. Generally, the “**issue price**” of a Note under the applicable Pricing Supplement will be the first price at which a substantial amount of such Notes included in the issue of which the Note is a part is sold to persons other than bond houses, brokers, or similar persons or organisations acting in the capacity of underwriters, placement agents, or wholesalers. The “**stated redemption price**” at maturity of a Note is the total of all payments provided by the Note that are not payments of “qualified stated interest”. A “**qualified stated interest**” payment generally is any one of a series of stated interest payments on a Note that are unconditionally payable in cash or in property (other than in debt instruments of the Issuer) at least annually at a single fixed rate (with certain exceptions for lower rates paid during some periods), applied to the outstanding principal amount of the Note. Solely for the purposes of determining whether a Note has OID, the Issuer will be deemed to exercise any call option that has the effect of decreasing the yield on the Note, and the U.S. Holder will be deemed to exercise any put option that has the effect of increasing the yield on the Note. If a Note has *de minimis* OID, a U.S. Holder must include the *de minimis* amount in income as stated principal payments are made on the Note, unless the U.S. Holder makes the election described below under “ — *Election to Treat All Interest as Original Issue Discount*”. A U.S. Holder can determine the includible amount with respect to each such payment by multiplying the total amount of the Note’s *de minimis* OID by a fraction equal to the amount of the principal payment made divided by the stated principal amount of the Note.

U.S. Holders of Discount Notes must include OID in income calculated on a constant yield method before the receipt of cash attributable to the income, and generally will have to include in income increasingly greater amounts of OID over the life of the Discount Notes. The amount of OID includible in income by a U.S. Holder of a Discount Note for a taxable year is the sum of the daily portions of OID with respect to the Discount Note for each day during the taxable year or the portion of the taxable year in which the U.S. Holder holds the Discount Note (“**accrued OID**”). The daily portion is determined by allocating to each day in any accrual period a *pro rata* portion of the OID allocable to that accrual period. Accrual periods with respect to a Note may be of any length selected by the U.S. Holder and may vary in length over the term of the Notes as long as (i) no accrual period is longer than one year and (ii) each scheduled payment of interest or principal on the Note occurs on either the final or first day of an accrual period. The amount of OID allocable to an accrual period equals the excess of (a) the product of the Discount Note’s adjusted issue price at the beginning of the accrual period and the Discount Note’s yield to maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) over (b) the sum of the payments of qualified stated interest on the Note allocable to the accrual period. The “**adjusted issue price**” of a Discount Note at the beginning of any accrual period is the issue price of the Note increased by (x) the amount of accrued OID for each prior accrual period and decreased by (y) the amount of any payments previously made on the Note that were not qualified stated interest payments.

Additional rules applicable to Discount Notes that are denominated in or determined by reference to a currency other than the U.S. dollar are described in “Foreign Currency Notes” below.

#### Acquisition Premium

A U.S. Holder that purchases a Discount Note for an amount less than or equal to the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, but in excess of its adjusted issue price (any such excess being “**acquisition premium**”) and that does not make the election described below under “— *Election to Treat All Interest as Original Issue Discount*”, is permitted to reduce the daily portions of OID by a fraction, the numerator of which is the excess of the U.S. Holder’s adjusted basis in the Note immediately after its purchase over the Note’s adjusted issue price, and the denominator of which is the excess of the sum of all amounts payable on the Note after the purchase date, other than payments of qualified stated interest, over the Note’s adjusted issue price.

#### Election to Treat All Interest as Original Issue Discount

A U.S. Holder may elect to include in gross income all interest that accrues on a Note using the constant yield method described above under “— *General*”, with certain modifications. For purposes of this election, interest includes stated interest, OID, *de minimis* OID, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortisable bond premium (described below under “*Original Issue Discount — Amortisable Bond Premium*”) or acquisition premium. If a U.S. Holder makes this election for the Note, then, when the constant yield method is applied, the issue price of the Note will equal the U.S. Holder’s adjusted basis immediately after its acquisition of the Note, the issue date of the Note will be the date of acquisition, and no payments on the Note will be treated as payments of qualified stated interest. This election generally will apply only to the Note with respect to which it is made and may not be revoked without the consent of the IRS. However, if the Note has amortisable bond premium, the U.S. Holder will be deemed to have made an election to apply amortisable bond premium against interest for all debt instruments with amortisable bond premium, other than debt instruments the interest on which is excludible from gross income, held as of the beginning of the taxable year to which the election applies or any taxable year thereafter. If the election to apply the constant yield method to all interest on a Note is made with respect to a Market Discount Note, the electing U.S. Holder will be treated as having made the election discussed below under “— *Market Discount*” to include market discount in income currently over the life of all debt instruments with market discount held or thereafter acquired by the U.S. Holder. U.S. Holders should consult their tax advisers concerning the propriety and consequences of this election.

#### Short-Term Notes

In general, an individual or other cash basis U.S. Holder of a Short-Term Note is not required to accrue OID (calculated as set forth below for the purposes of this paragraph) for U.S. federal income tax purposes unless it elects to do so (but should be required to include any stated interest in income as the interest is received). Accrual basis U.S. Holders and certain other U.S. Holders are required to accrue OID on Short-Term Notes on a straight line basis or, if the U.S. Holder so elects, under the constant yield method (based on daily compounding). In the case of a U.S. Holder not required and not electing to include OID in income currently, any gain realised on the sale or other disposition of the Short-Term Note will be ordinary income to the extent of the OID accrued on a straight line basis (or a constant yield basis if an election is made to accrue the OID under the constant yield method) through the date of sale or other disposition. U.S. Holders who are not required and do not elect to accrue OID on Short-Term Notes will be required to defer deductions for interest on borrowings allocable to Short-Term Notes in an amount not exceeding the deferred income until the deferred income is realised.

For purposes of determining the amount of OID subject to these rules, all interest payments on a Short-Term Note are included in the Short-Term Note’s stated redemption price at maturity. A U.S. Holder may elect to determine OID on a Short-Term Note as if the Short-Term Note had been originally issued to the U.S. Holder at the U.S. Holder’s purchase price for the Short-Term Note. This election shall apply to all obligations with a maturity of one year or less acquired by the U.S. Holder on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the IRS.

#### Market Discount

A Note, other than a Short-Term Note, that is not acquired at its original issue generally will be treated as purchased at a market discount (a “**Market Discount Note**”) if the Note’s stated redemption price at maturity or, in the case of a Discount Note, the Note’s revised issue price, exceeds the amount for which the U.S. Holder purchased the Note by at least 0.25 per cent. of the Note’s stated redemption price at maturity or revised issue price, respectively, multiplied by the number of complete years to the Note’s maturity (or, in the case of a Note that is an instalment obligation, the Note’s weighted average maturity). If this excess is not sufficient to cause the Note to be a Market Discount Note, then the excess constitutes *de minimis* market discount. For this purpose, the revised issue price of a Note generally equals its issue price, increased by the amount of any OID that has accrued on the Note and decreased by the amount of any payments previously made on the Note that were not qualified stated interest payments.

Any gain recognised on the maturity or disposition of a Market Discount Note (including any payment on a Note that is not qualified stated interest) will be treated as ordinary income to the extent that the gain does not exceed the accrued market discount on the Note. Alternatively, a U.S. Holder of a Market Discount Note may elect to include market discount in income currently over the life of the Note. This election shall apply to all debt instruments with market discount acquired by the electing U.S. Holder on or after the first day of the first taxable year to which the election applies. This election may not be revoked without the consent of the IRS. A U.S. Holder of a Market Discount Note that does not elect to include market discount in income currently generally will be required to defer deductions for interest on borrowings incurred to purchase or carry a Market Discount Note that is in excess of the interest and OID on the Note includible in the U.S. Holder’s income, to the extent that this excess interest expense does not exceed the portion of the market discount allocable to the days on which the Market Discount Note was held by the U.S. Holder.

Market discount will accrue on a straight line basis unless the U.S. Holder elects to accrue the market discount on a constant yield method. This election applies only to the Market Discount Note with respect to which it is made and is irrevocable.

#### Amortisable Bond Premium

A U.S. Holder that purchases a Note for an amount in excess of its principal amount, or for a Discount Note, its stated redemption price at maturity, may elect to treat the excess as “amortisable bond premium”, in which case the amount required to be included in the U.S. Holder’s income each year with respect to interest on the Note will be reduced by the amount of amortisable bond premium allocable (based on the Note’s yield to maturity) to that year. Special rules apply for determining the amortisation of bond premium on Notes that provide for certain alternative payment schedules and Notes that provide for certain contingencies. Any election to amortise bond premium shall apply to all bonds (other than bonds the interest on which is excludable from gross income for U.S. federal income tax purposes) held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and is irrevocable without the consent of the IRS. See also “*Original Issue Discount — Election to Treat All Interest as Original Issue Discount*” above. A U.S. Holder that does not elect to take bond premium (other than acquisition premium) into account currently may recognise a capital loss when the Note matures.

#### *Sale or Other Disposition of Notes*

A U.S. Holder’s tax basis in a Note generally will be its cost, increased by the amount of any OID or market discount included in the U.S. Holder’s income with respect to the Note and the amount, if any, of income attributable to *de minimis* OID and *de minimis* market discount included in the U.S. Holder’s income with respect to the Note, and reduced by (i) the amount of any payments to the U.S. Holder that are not qualified stated interest payments, and (ii) the amount of any amortisable bond premium applied to reduce interest on the Note.

A U.S. Holder generally will recognise gain or loss on the sale or other disposition of a Note equal to the difference between the amount realised on the sale or other disposition and the tax basis of the Note. Except to the extent described above under “*Original Issue Discount — Market Discount*” or “*Original Issue Discount — Short-Term Notes*” or attributable to accrued but unpaid interest or changes in exchange rates (as discussed below), gain or loss recognised on the sale or other disposition of a Note will be capital gain or loss and generally will be treated as from U.S. sources for purposes of the U.S. foreign tax credit limitation. In the case of a U.S. Holder that is an individual, estate or trust, the maximum marginal federal

income tax rate applicable to capital gains is currently lower than the maximum marginal rate applicable to ordinary income if the Notes are held for more than one year. The deductibility of capital losses is subject to significant limitations. U.S. Holders should consult their own tax advisors concerning the creditability or deductibility of any non-U.S. income tax imposed on the disposition of Notes in their particular circumstances.

### *Foreign Currency Notes*

#### Interest

If an interest payment is denominated in, or determined by reference to, a foreign currency, the amount of income recognised by a cash basis U.S. Holder will be the U.S. dollar value of the interest payment, based on the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars.

An accrual basis U.S. Holder may determine the amount of income recognised with respect to a Note denominated in, or determined by reference to, a foreign currency (a “**Foreign Currency Note**”) in accordance with either of two methods.

Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period that spans two taxable years of a U.S. Holder, the part of the period within the taxable year). Under the second method, an accrual basis U.S. Holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year). Additionally, if a payment of interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. Holder may instead translate the accrued interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. Holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. Holder, and will be irrevocable without the consent of the IRS.

Upon receipt of an interest payment (including a payment attributable to accrued but unpaid interest upon the sale or other disposition of a Foreign Currency Note) denominated in, or determined by reference to, a foreign currency, the U.S. Holder will recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference, if any, between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

#### OID

OID for each accrual period on a Discount Note that is denominated in, or determined by reference to, a foreign currency, will be determined in the foreign currency and then translated into U.S. dollars in the same manner as stated interest accrued by an accrual basis U.S. Holder, as described above under “*Foreign Currency Notes — Interest*”. Upon receipt of an amount attributable to OID (whether in connection with a payment of interest or the sale or other disposition of the Foreign Currency Note), a U.S. Holder may recognise exchange gain or loss (taxable as ordinary income or loss) equal to the difference between the amount received (translated into U.S. dollars at the spot rate on the date of receipt) and the amount previously accrued, regardless of whether the payment is in fact converted into U.S. dollars.

#### Market Discount

Market discount on a Note that is denominated in, or determined by reference to, a foreign currency, will be accrued in the foreign currency. If the U.S. Holder elects to include market discount in income currently, the accrued market discount will be translated into U.S. dollars at the average exchange rate for the accrual period (or portion thereof within the U.S. Holder’s taxable year). Upon the receipt of an amount attributable to accrued market discount, the U.S. Holder may recognise U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for accrued interest or OID. A U.S. Holder that does not elect to include market discount in income currently will recognise, upon the

disposition or maturity of the Note, the U.S. dollar value of the amount accrued, calculated at the spot rate on that date, and no part of this accrued market discount will be treated as exchange gain or loss.

#### Amortisable Bond Premium

Amortisable bond premium (including acquisition premium) on a Foreign Currency Note will be computed in units of the foreign currency, and any such bond premium that is taken into account currently will reduce interest income in units of the foreign currency.

On the date amortisable bond premium offsets interest income, a U.S. Holder may recognise U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the amount of offset multiplied by the difference between the spot rate in effect on that date, and the spot rate in effect on the date the Foreign Currency Notes were acquired by the U.S. Holder. A U.S. Holder that does not elect to take amortisable bond premium (other than acquisition premium) into account will recognise a capital loss when the Foreign Currency Note matures.

#### Sale or Other Disposition of Foreign Currency Notes

A U.S. Holder's tax basis in a Foreign Currency Note will be determined by reference to the U.S. dollar cost of the Foreign Currency Note. The U.S. dollar cost of a Foreign Currency Note purchased with foreign currency generally will be the U.S. dollar value of the purchase price on the date of purchase or, in the case of Foreign Currency Notes traded on an established securities market, as defined in the applicable U.S. Treasury regulations, that are purchased by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the purchase.

A U.S. Holder generally will recognise gain or loss on the sale or other disposition of a Foreign Currency Note equal to the difference between the amount realised on the sale or other disposition and its tax basis in the Foreign Currency Note. The amount realised on a sale or other disposition for an amount in foreign currency will be the U.S. dollar value of this amount on the date of sale or other disposition or, in the case of Foreign Currency Notes traded on an established securities market, as defined in the applicable Treasury regulations, sold by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the sale. Such an election by an accrual basis U.S. Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

A U.S. Holder will recognise U.S. source exchange rate gain or loss (taxable as ordinary income or loss) on the sale or other disposition of a Foreign Currency Note equal to the difference, if any, between the U.S. dollar values of the U.S. Holder's purchase price for the Note (or, if less, the principal amount of the Foreign Currency Note) (i) on the date of sale or other disposition, or, in the case of Foreign Currency Notes traded on an established securities market, as defined in the applicable U.S. Treasury regulations, sold by a cash basis U.S. Holder (or an accrual basis U.S. Holder that so elects), on the settlement date for the sale and (ii) the date on which the U.S. Holder acquired the Foreign Currency Note. Any such exchange rate gain or loss (including any exchange gain or loss with respect to the receipt of accrued but unpaid interest) will be realised only to the extent of total gain or loss realised on the sale or other disposition.

#### Disposition of Foreign Currency

Foreign currency received as interest on a Note or on the sale or other disposition of a Note will have a tax basis equal to its U.S. dollar value at the time the interest is received or at the time of the sale or other disposition. Foreign currency that is purchased generally will have a tax basis equal to the U.S. dollar value of the foreign currency on the date of purchase. Any gain or loss recognised on a sale or other disposition of a foreign currency (including its use to purchase Notes or upon exchange for U.S. dollars) will be U.S. source ordinary income or loss.

#### Disclosure Requirements

U.S. Treasury regulations meant to require the reporting of certain tax shelter transactions ("**Reportable Transactions**") could be interpreted to cover transactions generally not regarded as tax shelters, including certain foreign currency transactions. Under the U.S. Treasury regulations, if the Notes are denominated in a foreign currency, a U.S. Holder may be required to treat a foreign currency exchange loss from the Notes

as a reportable transaction if this loss exceeds the relevant threshold in the Treasury regulations (U.S.\$50,000 in a single taxable year, if the U.S. Holder is an individual or trust, or higher amounts for other non-individual U.S. Holders, and to disclose its investment by filing IRS Form 8886 with the IRS. A penalty in the amount of up to a maximum of U.S.\$10,000 in the case of a natural person and U.S.\$50,000 in all other cases generally is imposed on any taxpayer that fails to timely file an information return with the IRS with respect to a transaction resulting in a loss that is treated as a reportable transaction. Persons considering the purchase of such Notes should consult with their tax advisers to determine the tax return obligations, if any, with respect to an investment in such Notes, including any requirement to file IRS Form 8886 (Reportable Transaction Disclosure Statement).

#### *Foreign Financial Asset Reporting*

Certain U.S. Holders that own “specified foreign financial assets” that meet certain U.S. Dollar value thresholds generally are required to file an information report with respect to such assets with their tax returns. A “specified foreign financial asset” includes any depositary or custodial accounts at foreign financial institutions, non-publicly traded debt or equity interest in a foreign financial institution, and, to the extent not held in an account at a financial institution, (i) stocks or securities issued by non-U.S. persons, (ii) any financial instrument or contract held for investment that has an issuer or counterparty which is not a U.S. person, and (iii) any interest in a non-U.S. entity. Penalties may be imposed for the failure to disclose such information regarding specified foreign financial assets. The Notes generally will constitute specified foreign financial assets subject to these reporting requirements unless the Notes are held in an account at certain financial institutions. U.S. Holders are urged to consult their tax advisers regarding the application of these disclosure requirements to their ownership of the Notes.

#### *Non-U.S. Holders*

Subject to the discussion below under “*Backup Withholding and Information Reporting*”, a Non-U.S. Holder generally should not be subject to U.S. federal income or withholding tax on any payments on the Notes and gain from the sale, redemption or other disposition of the Notes unless: (i) that payment and/or gain is effectively connected with the conduct by that Non-U.S. Holder of a trade or business in the U.S. (and, if a treaty applies, such payment is attributable to the conduct of a trade or business through a permanent establishment or fixed base in the United States); or (ii) in the case of any gain realised on the sale or other disposition of a Note by an individual Non-U.S. Holder, that Holder is present in the U.S. for 183 days or more in the taxable year of the sale or other disposition and certain other conditions are met.

#### *Backup Withholding and Information Reporting*

In general, payments of principal, interest and accrued OID on, and the proceeds of a sale, redemption or other disposition of, Notes, payable to a U.S. Holder by a U.S. or certain U.S.-related paying agents or intermediaries will be reported to the IRS and to the U.S. Holder as may be required under applicable regulations. Backup withholding will apply to these payments (including payments of OID) if the U.S. Holder fails to provide an accurate taxpayer identification number or certification of exempt status or otherwise comply with the applicable backup withholding requirements. Certain U.S. Holders are not subject to backup withholding.

Non-U.S. Holders may be required to comply with applicable certification procedures to establish that they are not U.S. Holders in order to avoid the application of such information reporting requirements and backup withholding.

Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a holder will be allowed as a credit against the holder’s U.S. federal income tax liability and may entitle the holder to a refund, *provided that* the required information is timely furnished to the IRS in the manner required. Certain holders (including, among others, corporations) are not subject to information reporting or backup withholding.

U.S. Holders and Non-U.S. Holders should consult their tax advisers as to their qualification for exemption from information reporting and/or backup withholding.

## **The proposed financial transactions tax (FTT)**

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**participating Member States**”). However, Estonia has since stated that it will not participate.

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances. The issuance and subscription of Notes should, however, be exempt.

Under the Commission’s Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

## SUBSCRIPTION AND SALE

The Arranger and the Dealers have, in an amended and restated programme agreement (such programme agreement as modified and/or supplemented and/or restated from time to time, the “**Programme Agreement**”) dated 31 March 2022, agreed with the Issuer a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under “*Form of the Notes*” and “*Terms and Conditions of the Notes*”. In the Programme Agreement, the Issuer has agreed to reimburse the Arranger and the Dealers for certain of their expenses in connection with the establishment and any future update of the Programme and the issue of Notes under the Programme and to indemnify the Arranger and the Dealers against certain liabilities incurred by them in connection therewith.

In connection with any offering of Notes, one or more Dealer(s) might purchase and sell Notes in the secondary market. These transactions might include overallotment, syndicate covering transactions and stabilisation transactions. Overallotment involves the sale of Notes (or beneficial interests therein) in excess of the principal amount of Notes to be purchased by the Dealer(s) in an offering, which creates a short position for the applicable Dealer(s). Covering transactions involve the purchase of the Notes in the open market after the distribution has been completed in order to cover short positions. Stabilisation transactions consist of certain bids or purchases of Notes made for the purpose of preventing or retarding a decline in the market price of an investment in the Notes while the offering is in progress. Any of these activities might have the effect of preventing or retarding a decline in the market price of an investment in the Notes. They might also cause the price of the Notes to be higher than the price that otherwise would exist in the open market in the absence of these transactions. The applicable Dealer(s) might conduct these transactions in the over-the-counter market or otherwise. If a Dealer commences any of these transactions, it might discontinue them at any time. Under English law, stabilisation activities may only be carried on by the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) and only for a limited period following the Issue Date of the relevant Tranche of Notes.

All or certain of the Dealers, the Arranger and their respective affiliates are full service financial institutions engaged in various activities, which might include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealers, the Arranger or their respective affiliates might have performed investment banking and advisory services for the Issuer and its affiliates from time to time for which they may have received fees, expenses, reimbursements and/or other compensation. The Dealers, the Arranger or their respective affiliates might, from time to time, engage in transactions with and perform advisory and other services for the Issuer and its affiliates in the ordinary course of their business. Certain of the Dealers, the Arranger and/or their respective affiliates have acted and expect in the future to act as a lender to the Issuer and/or otherwise participate in transactions with the Issuer.

In the ordinary course of their various business activities, the Dealers, the Arranger and their respective affiliates might make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and might at any time hold long and short positions in such securities and instruments. Such investment and securities activities might involve securities and instruments of the Issuer. In addition, certain of the Dealers, the Arranger and/or their respective affiliates hedge their credit exposure to the Issuer pursuant to their customary risk management policies. These hedging activities might have an adverse effect on the future trading prices of an investment in the Notes.

The Dealers, the Arranger and their respective affiliates might also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and might hold, or recommend to clients that they acquire, long and/or short positions in such securities or instruments.

The Dealers are entitled in certain circumstances to be released and discharged from their obligations under the Subscription Agreement prior to the closing of the issue of the Notes, including in the event that certain conditions precedent are not delivered or met to their satisfaction on the Issue Date. In this situation, the issuance of the Notes may not be completed. Investors will have no rights against the Issuer or Dealers in respect of any expense incurred or loss suffered in these circumstances.



## TRANSFER AND SELLING RESTRICTIONS

### Transfer Restrictions

***As a result of the following restrictions, purchasers of Notes in the United States are advised to consult legal counsel prior to making any purchase, offer, sale, resale or other transfer of such Notes.***

Each purchaser of Notes (other than a person purchasing an interest in a Global Note with a view to holding it in the form of an interest in the same Global Note) or person wishing to transfer an interest from one Global Note to another or from global to definitive form or *vice versa*, will be required to acknowledge, represent and agree, and each person purchasing an interest in a Global Note with a view to holding it in the form of an interest in the same Global Note will be deemed to have acknowledged, represented and agreed, as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

- (a) that either: it, and any account on whose behalf it is acting, is (a) a QIB, purchasing (or holding) the Notes for its own account or for the account of one or more QIBs and it is aware that any sale to it is being made in reliance on Rule 144A or (b) outside the United States;
- (b) that the Notes are being offered and sold in a transaction not involving a public offering in the United States within the meaning of the Securities Act, and that the Notes have not been and will not be registered under the Securities Act or any other applicable U.S. State securities laws and, accordingly, the Notes may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- (c) that, unless it holds an interest in a Regulation S Global Note and is a person located outside the United States, if in the future it decides to resell, pledge or otherwise transfer the Notes or any beneficial interests in the Notes, it will do so, prior to the expiration of the applicable required holding period determined pursuant to Rule 144 of the Securities Act from the later of the last Issue Date for the Series and the last date on which the Issuer or an affiliate of the Issuer was the owner of such Notes, only (i) to the Issuer or any affiliate thereof, (ii) inside the United States to a person whom the seller and any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A, (iii) outside the United States in compliance with Rule 903 or Rule 904 under the Securities Act, (iv) pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available) or (v) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable U.S. state securities laws;
- (d) it will, and will require each subsequent holder to, notify any purchaser or transferee, as applicable, of the Notes from it of the restrictions referred to in paragraph (c) above, if then applicable;
- (e) it understands that before any interest in Notes represented by a Rule 144A Global Note may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in a Regulation S Global Note, it will be required to provide to each of the Issuer, the Transfer Agents and the Registrars a written confirmation substantially in the form set out in the Agency Agreement, amended as appropriate to the effect that such offer, sale, pledge or other transfer is being made in accordance with Regulation S;
- (f) that Notes initially offered and sold in the United States to QIBs in reliance on Rule 144A will be represented by one or more Rule 144A Global Notes and that Notes offered and sold outside the United States in reliance on Regulation S will be represented by one or more Regulation S Global Notes;
- (g) that the Notes, other than the Regulation S Global Notes, will bear a legend to the following effect unless otherwise agreed to by the Issuer, subject as provided in Condition 2.5:

“THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT AS SET FORTH IN THE FOLLOWING SENTENCE. BY ITS ACQUISITION HEREOF, THE HOLDER (A) REPRESENTS THAT IT IS A “QUALIFIED INSTITUTIONAL BUYER” (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) (“**QIB**”), PURCHASING THE SECURITIES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ONE OR MORE QIBs; (B) AGREES THAT IT WILL NOT RESELL OR OTHERWISE TRANSFER THE SECURITIES EXCEPT IN ACCORDANCE WITH THE AGENCY AGREEMENT AND, PRIOR TO EXPIRATION OF THE APPLICABLE REQUIRED HOLDING PERIOD DETERMINED PURSUANT TO RULE 144 OF THE SECURITIES ACT FROM THE LATER OF THE LAST ISSUE DATE FOR THE SERIES AND THE LAST DATE ON WHICH THE ISSUER OR AN AFFILIATE OF THE ISSUER WAS THE OWNER OF SUCH SECURITIES OTHER THAN (1) TO THE ISSUER OR ANY AFFILIATE THEREOF, (2) INSIDE THE UNITED STATES TO A PERSON WHOM THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A (3) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 903 OR RULE 904 UNDER THE SECURITIES ACT, (4) PURSUANT TO THE EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (5) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ANY OTHER JURISDICTION; AND (C) IT AGREES THAT IT WILL DELIVER TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR REALES OF THE SECURITY.

THIS SECURITY AND RELATED DOCUMENTATION (INCLUDING, WITHOUT LIMITATION, THE AGENCY AGREEMENT REFERRED TO HEREIN) MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, WITHOUT THE CONSENT OF, BUT UPON NOTICE TO, THE HOLDERS OF SUCH SECURITIES SENT TO THEIR REGISTERED ADDRESSES, TO MODIFY THE RESTRICTIONS ON AND PROCEDURES FOR REALES AND OTHER TRANSFERS OF THIS SECURITY TO REFLECT ANY CHANGE IN APPLICABLE LAW OR REGULATION (OR THE INTERPRETATION THEREOF) OR IN PRACTICES RELATING TO REALES OR OTHER TRANSFERS OF RESTRICTED SECURITIES GENERALLY. THE HOLDER OF THIS SECURITY SHALL BE DEEMED, BY ITS ACCEPTANCE OR PURCHASE HEREOF, TO HAVE AGREED TO ANY SUCH AMENDMENT OR SUPPLEMENT (EACH OF WHICH SHALL BE CONCLUSIVE AND BINDING ON THE HOLDER HEREOF AND ALL FUTURE HOLDERS OF THIS SECURITY AND ANY SECURITIES ISSUED IN EXCHANGE OR SUBSTITUTION THEREFOR, WHETHER OR NOT ANY NOTATION THEREOF IS MADE HEREON).”;

- (h) that the Notes which are registered in the name of a nominee of DTC will bear an additional legend to the following effect unless otherwise agreed to by the Issuer:

“UNLESS THIS GLOBAL NOTE IS PRESENTED BY AN AUTHORISED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION, (DTC), TO THE ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY REGISTERED NOTE ISSUED IN

EXCHANGE FOR THIS GLOBAL NOTE OR ANY PORTION HEREOF IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUIRED BY AN AUTHORISED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORISED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON OTHER THAN DTC OR A NOMINEE THEREOF IS WRONGFUL IN AS MUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

THIS GLOBAL SECURITY MAY NOT BE EXCHANGED, IN WHOLE OR IN PART, FOR A SECURITY REGISTERED IN THE NAME OF ANY PERSON OTHER THAN THE DEPOSITORY TRUST COMPANY OR A NOMINEE THEREOF EXCEPT IN THE LIMITED CIRCUMSTANCES SET FORTH IN THIS GLOBAL SECURITY, AND MAY NOT BE TRANSFERRED, IN WHOLE OR IN PART, EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS SET FORTH IN THIS LEGEND. BENEFICIAL INTERESTS IN THIS GLOBAL SECURITY MAY NOT BE TRANSFERRED EXCEPT IN ACCORDANCE WITH THIS LEGEND.”;

- (i) if it is outside the United States, that if it should resell or otherwise transfer the Notes it will do so only in accordance with all applicable U.S. State securities laws; and it acknowledges that the Regulation S Global Notes will bear a legend to the following effect unless otherwise agreed to by the Issuer:

“THIS SECURITY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT IN ACCORDANCE WITH THE AGENCY AGREEMENT AND PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT.”;

and

- (j) that the Issuer and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of such acknowledgements, representations or agreements made by it are no longer accurate, it shall promptly notify the Issuer and the Manager or, as the case may be, the relevant Dealer; and if it is acquiring any Notes as a fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

## **Selling Restrictions**

### ***United States***

The Notes 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 may not be offered or sold within the United States except pursuant to an exemption from, or transaction not subject to, the registration requirements of the Securities Act.

The Notes are being offered and sold outside the U.S. in accordance with Regulation S. Dealers may arrange for the resale of Notes to QIBs pursuant to Rule 144A and each such purchaser of Notes is hereby notified that the Dealers may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A.

An offer or sale of any Notes within the United States by any Dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

### ***Prohibition of Sales to EEA Retail Investors***

Unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each other Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the EEA. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
- (b) a customer within the meaning of Directive (EU) 2016/97 (as amended) where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

### ***United Kingdom***

#### ***Prohibition of sales to United Kingdom Retail Investors***

Unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each other Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Base Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the EEA. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law of the UK by virtue of the EUWA; or
- (b) 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 (as amended), 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 the domestic law of the UK by virtue of the EUWA.

#### ***Other regulatory restrictions***

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

### ***Republic of Angola***

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that no offers or sales of any Notes will be made in Angola except in compliance with applicable rules and regulations.

### ***Singapore***

Unless the Pricing Supplement in respect of Notes specifies “Singapore Sales to Institutional Investors and Accredited Investors only” as “Not Applicable”, each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Base Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Base Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (b) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

If the Pricing Supplement in respect of Notes specifies “Singapore Sales to Institutional Investors and Accredited Investors only” as “Not Applicable”, each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Base Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed nor will it circulate or distribute, this Base Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Any reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

### ***People’s Republic of China***

Each of the Dealers has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that neither it nor any of its affiliates has offered, sold or delivered or will offer, sell or deliver any of the Notes (or beneficial interests therein) to any person for reoffering or resale, or redelivery, in any such case, directly or indirectly, in the PRC (excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan) in contravention of any applicable laws.

### ***Hong Kong***

Each of the Dealers has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes (or beneficial interests therein) other than: (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”) and any rules made under the SFO or (ii) in other circumstances that do not result in the document being a “prospectus” as

defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “C(WUMP)O”) or that do not constitute an offer to the public within the meaning of the C(WUMP)O, and

- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes (or beneficial interests therein) that are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

### ***General***

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree that it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Base Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer nor any of the other Dealers shall have any responsibility therefor.

None of the Issuer and the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

## **GENERAL INFORMATION**

### **Authorisation**

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the establishment of the Programme and the issue of Notes thereunder prior to the date of this Base Offering Circular.

### **Listing of Notes**

It is expected that each Tranche of Notes which is to be admitted to the Official List and to trading on the London Stock Exchange's main market will be admitted separately as and when issued, subject only to the issue of one or more Global Notes initially representing the Notes of such Tranche.

### **Documents Available**

For the period of 12 months following the date of this Base Offering Circular, copies of the following documents will, when published, be available for inspection from the specified office of the Paying Agents for the time being in London or may be provided by e-mail to a Noteholder following their prior written request to the Paying Agents and provision of proof of holding and identity (in a form satisfactory to the Paying Agents):

- (a) the budget for the current fiscal year;
- (b) the Agency Agreement, the Deed of Covenant and the forms of the Global Notes and the Notes in definitive form;
- (c) a copy of this Base Offering Circular; and
- (d) any future offering circulars, prospectuses, information memoranda, supplements and Pricing Supplements to this Base Offering Circular and any documents incorporated therein by reference.

The Base Offering Circular, any supplements thereto and any Pricing Supplements will also be available on the website of the Ministry of Finance: [www.minfin.gov.ao](http://www.minfin.gov.ao).

### **Clearing Systems**

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg (which are the entities in charge of keeping the records). The appropriate Common Code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream, Luxembourg will be specified in the applicable Pricing Supplement. In addition, the Issuer may make an application for any Notes in registered form to be accepted for trading in book-entry form by DTC. If the Notes are to clear through an additional or alternative clearing system the appropriate information will be specified in the applicable Pricing Supplement.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium. The address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of DTC is 55 Water Street, New York, New York 10041, United States of America.

### **Conditions for determining price**

The price and amount of Notes to be issued under the Programme will be determined by the Issuer and each relevant Dealer at the time of issue in accordance with prevailing market conditions.

### **Significant Change**

Since 31 December 2023, except as otherwise disclosed in this Base Offering Circular, there has been no significant change in relation to the Issuer's public finances, balance of payments and trade, respectively.

## **Litigation**

The Issuer is not, nor has it been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this Base Offering Circular which may have, or have had in such period, a significant effect on the financial position of the Issuer.

## **Dealers transacting with the Issuer**

Certain of the Dealers and their affiliates from time to time have performed, and in the future will perform, banking, investment banking, advisory, consulting and other financial services for the Issuer and its affiliates, for which they may receive customary advisory and transaction fees and expenses reimbursement.

In addition, in the ordinary course of their business activities, the Dealers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or the Issuer's affiliates (including the Notes). Certain of the Dealers or their affiliates that have a lending relationship with the Issuer may hedge their credit exposure to the Issuer consistent with their customary risk management policies. Such Dealers and their affiliates may hedge such exposure by entering into transactions that consist of either the purchase of credit default swaps or the creation of short positions in securities (potentially including any Notes issued under the Programme). Any such short positions could adversely affect future trading prices of Notes. The Dealers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.



**THE ISSUER**

**The Republic of Angola**  
Ministry of Finance Building  
Largo da Mutamba  
Luanda  
Republic of Angola

**THE ARRANGER**

**Deutsche Bank AG, London Branch**  
21 Moorfields  
London EC2Y 9DB  
United Kingdom

**DEALERS**

**Citigroup Global Markets Limited**  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

**Deutsche Bank AG, London Branch**  
21 Moorfields  
London EC2Y 9DB  
United Kingdom

**FISCAL AGENT AND FX AGENT**

**Deutsche Bank AG, London Branch**  
21 Moorfields  
London EC2Y 9DB  
United Kingdom

**REGISTRAR, PAYING AGENT AND  
TRANSFER AGENT**

**Deutsche Bank Trust Company Americas**  
Trust and Agency Services  
One Columbus Circle, 4<sup>th</sup> Floor  
New York, NY 10014

**REGISTRAR AND TRANSFER AGENT**

**Deutsche Bank Luxembourg S.A.**  
2 Boulevard Konrad Adenauer  
L-1115 Luxembourg  
Grand Duchy of Luxembourg

**LEGAL ADVISERS**

*To the Issuer as to English and U.S. law*

**Norton Rose Fulbright LLP**  
3 More London Riverside  
London SE1 2AQ  
United Kingdom

*To the Dealers as to English and U.S. law*

**White & Case LLP**  
5 Old Broad Street  
London EC2N 1DW  
United Kingdom

*To the Issuer as to Angolan law*

**Dentons LEAD Advogados**  
Rua do Dubai, Via AL 15, R/C  
Talatona, Luanda  
Republic of Angola

*To the Dealers as to Angolan law*

**AVM Advogados**  
Largo 17 de Setembro, nº 3 3.º andar  
Edifício Presidente Business Center  
Luanda  
Republic of Angola