

# **Final Terms**

for

Golar LNG Limited 7.75% senior unsecured bonds USD 500,000,000 2024/2029

Hamilton (Bermuda), 13 March 2025

Terms used herein shall be deemed to be defined as such for the purpose of the conditions set forth in the Base Prospectus clauses 2 Definitions and 13.3 Definitions, these Final Terms and the attached Bond Terms.

MIFID II product governance / Professional investors and eligible counterparties (ECPs) only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds 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 Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and eligible counterparties only (ECPs) target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, 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 Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a **distributor**) should take into consideration the manufacturers' 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 Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation (as defined below). Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended) (the PRIIPs Regulation) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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

This document constitutes the Final Terms of the Bonds described herein pursuant to the Regulation (EU) 2017/1129 and must be read in conjunction with the Base Prospectus dated 13 March 2025.

The Base Prospectus dated 13 March 2025 constitute a base prospectus for the purposes of the Regulation (EU) 2017/1129 (the "Base Prospectus").

Final Terms include a summary of each Bond Issue.

These Final Terms and the Base Prospectus are available on the Issuer's website <a href="https://www.golarlng.com">https://www.golarlng.com</a>, or on the Issuer's visit address, 2nd Floor, S.E. Pearman Building, 9 Par-la-Ville Road, Hamilton HM11, Bermuda, or their successor (s).

## 1 Detailed information about the security

Generally:

ISIN code: NO0013331223

The Loan/The Bonds: Golar LNG Limited 7.75% senior unsecured bonds USD 500,000,000

2024/2029

Borrower/Issuer: Golar LNG Limited is registered with the Registrar of Companies in

Bermuda with registration number 30506. The Company's LEI code is

213800C2VSFZG3EZLO34

Group: Means the Issuer and its subsidiaries from time to time

Security Type: Unsecured open bond issue with fixed rate

Borrowing Limit – Tap Issue: USD 500,000,000, whereas

200,000,000 available as a

tap issue

Borrowing Amount 1st tranche: USD 300,000,000 1st tranche

Denomination – Each bond: USD 200,000 - each and ranking pari

passu among themselves

Securities Form: As set out in the Base Prospectus clause 13.1.

Publication: As specified in the Base Prospectus section 13.4.2.

Issue Price: As defined in the Base Prospectus section 13.3

Issue price 100 %

Disbursement Date/Issue Date: As defined in the Base Prospectus section 13.3

Issue date 19 September 2024

Maturity Date: As defined in the Base Prospectus section 13.3

Maturity Date 19 September 2029

**Interest Rate:** 

Interest Bearing from and Including: Issue date

Interest Bearing To: As defined in the Base Prospectus section 13.3

Maturity Date 19 September 2029

Interest Rate:

Bond Issue with fixed rate (as defined in the Base Prospectus section

13.3): 7,75 % p.a.

Day Count Convention: As defined in the Base Prospectus section 13.3

Day Count Fraction - Secondary

Market:

As specified in the Base Prospectus section 13.5.1.a

Interest Payment Date: As defined in the Base Prospectus section 13.3 and specified in the

Base Prospectus section 13.5.1 (fixed rate)

Interest Payment Date: 19 March and 19 September each year

The first Interest Payment Date is 19 March 2025

#Days first term: 181 days

Yield: As defined in the Base Prospectus section 13.3.

The Yield is 7.719 % p.a.

Business Day: As defined in the Base Prospectus section 13.3.

**Amortisation and Redemption:** 

Redemption: As defined in the Base Prospectus section 13.3 and as specified in the

Base Prospectus section 13.4.3 and 13.5.1.

The Maturity Date is 19 September 2029

Redemption Price is 100 %

Call Option: As defined in the Base Prospectus section 13.3.

Date: 19-09-2024 - 18-09-2027 Price: Make Whole
Date: 19-09-2027 - 18-03-2028 Price: 103.100
Date: 19-03-2028 - 18-09-2028 Price: 102.325
Date: 19-09-2028 - 18-03-2029 Price: 101.550
Date: 19-03-2029 - 18-09-2029 Price: 100

Call Notice Period: 10 Business Days

Put Option: As defined in the Base Prospectus section 13.3.

No Put Option

Early redemption option due to a tax

event:

As defined in the Base Prospectus section 13.3.

Early redemption option due to a tax event) at

(a) a price equal to 100 per cent. of the Nominal Amount; or

(b) the Redemption Price if the Issuer does not, on or before the Target Observation Date, deliver written evidence (to the Bond Trustee's satisfaction) that an applicable Sustainability Performance Target has been met, as confirmed by the External Verifier in accordance with

customary procedures.

**Obligations:** 

Issuer's special obligations during the

term of the Bond Issue:

As specified in the Base Prospectus section 13.4.7.

Listing:

Listing of the Bond Issue/Marketplace: As defined in the Base Prospectus section 13.3 and specified in the

Base Prospectus section 13.4.5.

Exchange for listing of the Bonds: Oslo Børs

Any restrictions on the free transferability of the securities:

As specified in the Base prospectus section 13.4.10.

Restrictions on the free transferability of the securities: none

Purpose/Use of proceeds: As specified in the Base Prospectus section 13.4.1.

The Issuer will use the Net Proceeds from the Initial Bond Issue for capital

expenditure, refinancing of debt and/or general corporate purposes.

Prospectus and Listing fees: As defined in the Base Prospectus section 13.3 and specified in the Base

Prospectus section 13.4.5.

Listing fees: NOK 69,550

Market-making: As defined in the Base Prospectus section 13.3.

No market-making agreement has been entered into.

Approvals: As specified in the Base Prospectus section 13.4.9.

Date of the Board of Directors' approval: 13 March 2025.

Bond Terms: As defined in the Base Prospectus section 13.3 and specified in the

Base Prospectus section 13.4.7.

By virtue of being registered as a Bondholder (directly or indirectly) with the CSD, the Bondholders are bound by the Bond Terms and any other Finance Document, without any further action required to be taken or formalities to be complied with by the Bond Trustee, the Bondholders,

the Issuer or any other party.

Status and security: As specified in the Base Prospectus section 13.4.5.

Securities Depository will go through the Norwegian Central Securities

Depository

Bondholders' meeting/

Voting rights:

As defined in the Base Prospectus section 13.3.

Availability of the Documentation: <a href="https://www.golarlng.com">https://www.golarlng.com</a>

Global Coordinator(s): DNB Markets AS and Pareto Securities AS as joint Coordinators and

Bookrunners.

Joint Lead Manager(s): Clarksons Securities AS and Fearnley Securities AS as Joint

Bookrunners

Bond Trustee: As defined in the Base prospectus section 13.3.

Paying Agent: As defined in the Base prospectus section 13.3.

The Paying Agent is DNB Bank ASA with visiting address Dronning

Eufemias gate 30, 0191 OSLO

Securities Depository / CSD: As defined in the Base Prospectus section 13.3 and specified in the

Base Prospectus section 13.4.5.

Calculation Agent: Nordic Trustee AS

Listing fees: Prospectus fee for the Base Prospectus including template for Final

Terms is NOK 98,000.

### 3 Additional information

#### Advisor

The Issuer has mandated DNB Bank ASA and Pareto Securities AS as Global Coordinators and Joint Bookrunners, and Clarksons Securities AS and Fearnley Securities AS as Joint Bookrunners for the issuance of the Loan. The Global Coordinators and Joint Bookrunners have acted as advisors to the Issuer in relation to the pricing of the Loan.

The Global Coordinators and Joint Bookrunners will be able to hold position in the Loan.

#### Interests and conflicts of interest

The involved persons in the Issuer or offer of the Bonds have no interest, nor conflicting interests that are material to the Bond Issue.

#### Rating

There is no official rating of the Loan.

#### Listing of the Loan:

As defined in the Base Prospectus section 13.3

The Prospectus will be published in Norway. An application for listing at Oslo Børs will be sent as soon as possible after the Issue Date. Each bond is negotiable.

### Statement from the Global Coordinators and Joint Bookrunners

DNB Bank ASA and Pareto Securities AS as Global Coordinators and Joint Bookrunners, and Clarksons Securities AS and Fearnley Securities AS as Joint Bookrunners have assisted the Issuer in preparing the prospectus. The Global Coordinators and Joint Bookrunners have not verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made, and the Global Coordinators and Joint Bookrunners expressively disclaim any legal or financial liability as to the accuracy or completeness of the information contained in this prospectus or any other information supplied in connection with bonds issued by the Issuer or their distribution. The statements made in this paragraph are without prejudice to the responsibility of the Issuer. Each person receiving this prospectus acknowledges that such person has not relied on the Global Coordinators and Joint Bookrunners nor on any person affiliated with them in connection with its investigation of the accuracy of such information or its investment decision.

Oslo, 13 March 2025

DNB Bank ASA (www.dnb.no)

Clarksons Securities AS (www.clarksons.com)

Pareto Securities AS (www.paretosec.com)

Fearnley Securities AS (www.fearnleysecurities.com)