

Schedule 8

Form of Transfer Certificate

Citibank N.A., London Branch
Citigroup Centre, 6th Floor
25 Canada Square
London E14 5LB
United Kingdom

as transfer agent

The Republic of Côte d'Ivoire
U.S.\$1,100,000,000 7.625 per cent. Amortizing Sustainability Notes due 2033

Transfer Certificate

We refer to the agency agreement dated 30 January 2024 (as amended or supplemented from time to time, the (“**Agency Agreement**”) in relation to the U.S.\$1,100,000,000 7.625 per cent. Amortizing Sustainability Notes due 2033 (the “**Notes**”) of the Republic of Côte d'Ivoire (the “**Issuer**”) and made between the Issuer, Citibank N.A., London Branch as fiscal agent (the “**Fiscal Agent**”), paying agent (the “**Paying Agent**” and together with any other paying agent which may be appointed from time to time hereunder, the “**Paying Agents**”) and transfer agent and transfer agent (the “**Transfer Agent**” and together with any other transfer agent which may be appointed from time to time hereunder, the “**Transfer Agents**”) and Citibank Europe plc as registrar (the “**Registrar**”). Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S under the United States Securities Act of 1933 (the “**Securities Act**”).

We, as transferor (the “**Transferor**”) of U.S.\$[●] in principal amount of our beneficial interest in Notes represented by the Restricted (*delete as appropriate*) Global Note Certificate, hereby request a transfer of (*tick one of the following boxes*):

1. ☐ our beneficial interest in the *Restricted Global Note Certificate* to a purchaser wanting to receive a beneficial interest in the Unrestricted Global Note Certificate.

In connection with such request, and in respect of such Notes, we, the Transferor, hereby certify that such Notes are being transferred in accordance with the transfer restrictions set forth in the Offering Circular relating to the Notes dated 26 January 2024 and any legend on the Restricted Global Note Certificate and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction and that we are transferring our beneficial interest in such Note(s) (*tick one of the following boxes*):

(A) ☐ to the Republic or an affiliate of the Republic;

or

(B) ☐ in an offshore transaction meeting the requirements of Rule 903 or Rule 904 under the Securities Act in accordance with Regulation S under the Securities Act and, accordingly we certify that:

- (i) the offer was not made to a person in the United States and either (1) at the time the buy order was originated, the buyer was outside the United States, or the Transferor and any person acting on its behalf reasonably believe that the buyer was outside the United States or (2) (in the case of transactions complying with Rule 904) the transaction was executed in or on or through the facilities of a designated offshore

securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was prearranged with a buyer in the United States;

- (ii) no directed selling efforts have been made in contravention of the requirements of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

or

- (C) ☐ pursuant to an exemption from registration provided by Rule 144 under the Securities Act, if available.

If none of the foregoing boxes is checked, the Registrar shall not be obliged to inform the DTC Custodian and the Common Depositary of the transfer of the beneficial interests in the Restricted Global Note Certificate contemplated by this transfer certificate.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

Yours faithfully,

[**Transferor**]

For and on behalf of

Date: [●]