



Comunicado N° 8986
Ref.: Información recibida de
ON Petróleos de Venezuela
RegS 5,375% 12/04/2027
Código ISIN: XS0294364954
Código de especie: 92763

Buenos Aires, 18 de septiembre de 2017

Sres. Depositantes

Tengo el agrado de dirigirme a Uds., a efectos de hacerles llegar la información enviada por la Central Depositaria Internacional Euroclear Bank a esta Caja de Valores S.A., en relación a los títulos de la referencia.

Para mayor información adjuntamos el reporte recibido de la Central antes mencionada (Anexo I), así como información provista por Delaware Trust Company, en su carácter de fiduciario (Anexo II).

Ante cualquier consulta sobre el presente evento se podrán comunicar con el fiduciario designado por el emisor:

Delaware Trust Company
trust@delawaretrust.com

Señalamos que es de exclusiva responsabilidad de los Depositantes y de los tenedores de los títulos tomar o no acción al respecto; razón por la cual las condiciones del presente no podrán interpretarse como recomendaciones o sugerencias de Caja de Valores S.A. para participar en el evento.

Sin otro particular los saluda atentamente,

SEVERO RIZZO
GERENTE GENERAL

GF

ANEXO I

----- EVENT NUMBER 131988 --- FIRST NOTIFICATION -----

EVENT TYPE 299 OTHER OFFER
NOTICE TO THE HOLDERS + OUTSIDE EB
Complete

MANDATORY/VOLUNTARY INDICATOR: VOLUNTARY

-----MAIN UNDERLYING SECURITY-----

- SECURITY XS0294364954 PETROLEOS DE VEN 5.375/REGS/12/04/27
(STRAIGHT) NOMINAL USD 100 MATURITY 12/04/27
QUOTATION PCT 30.250000 ON 15/09/17

MINIMUM FOR EXERCISE: 100
MULTIPLE FOR EXERCISE: 100

----- ACTION TO BE TAKEN -----

INFORMATION ON OTHER OFFER
ELECTR.CERTIF:N/ NO CERTIFICATION REQUIRED

NO ACTION TO BE TAKEN THROUGH EUROCLEAR BANK

HOLDERS WISHING TO DISCUSS THE CONTENTS OF THE NOTICE FURTHER
SHOULD CONTACT THE PAYING AGENT VIA EMAIL AT
TRUST(AT)DELAWARETRUST.COM. RESPONDING HOLDERS MAY BE ASKED TO
VERIFY THEIR HOLDINGS

DOCUMENTATION

YOU MAY REQUEST THE CORPORATE ACTION DOCUMENT(S) EITHER VIA
E-MAIL OR VIA THE WEBSITE:

A. E-MAIL: SEND AN E-MAIL TO CADOC(S)@EUROCLEAR.COM. INDICATE IN
THE SUBJECT OF YOUR E-MAIL THE FOLLOWING REFERENCE 0131988-299

NOTE: IN THE RARE CASE THAT THE SIZE OF THE CA DOCUMENT EXCEEDS
10 MB, IT WILL NOT BE POSSIBLE TO SEND IT VIA E-MAIL. YOU WILL
RECEIVE AN E-MAIL INFORMING YOU THAT THE DOCUMENT WILL BE
AVAILABLE ONLY VIA THE WEBSITE.

B. THE EUROCLEAR WEBSITE (MY.EUROCLEAR.COM): TO ACCESS THE
DOCUMENTATION, LOG IN OR GO THROUGH TO MYEUROCLEAR AS A GUEST.
YOU CAN DOWNLOAD THE DOCUMENT(S) BY ENTERING THE CORPORATE ACTION
NOTIFICATION NUMBER 0131988 IN THE SEARCH BOX ON MY.EUROCLEAR.COM
MY APPS CORPORATE ACTIONS

FOR DETAILS, CONTACT CORPORATE ACTIONS - DRIT INFO 4245

----- EVENT DETAILS -----

INFO SOURCE: AGENT, DELAWARE TRUST COMPANY

PURSUANT TO ARTICLE 8 OF THE INDENTURE, DELAWARE TRUST COMPANY
PROVIDES NOTICE TO HOLDERS THAT DELAWARE TRUST COMPANY IS
RESIGNING AS PAYING AGENT, REGISTRAR AND TRANSFER AGENT UNDER THE
INDENTURE. DELAWARE TRUST COMPANY HAS ALSO PROVIDED NOTICE OF ITS
RESIGNATION TO THE ISSUER. IN RESPONSE, THE ISSUER HAS STATED
THAT IT WILL APPOINT A SUCCESSOR ON A PROMPT AND TIMELY BASIS AND
HAS REQUESTED THAT DELAWARE TRUST COMPANY CONTINUE AS PAYING
AGENT, REGISTRAR AND TRANSFER AGENT UNTIL THE APPOINTMENT OF A

ANEXO I

SUCCESSOR IS COMPLETED.

FOR MORE INFORMATION, PLEASE REFER TO THE DOCUMENTATION

This corporate action notification does not constitute an offer to sell or the solicitation of an offer to buy any securities by anyone in any jurisdiction.

It is not, and should not be construed or treated as, investment or financial advice. In providing this information, Euroclear Bank is not acting as agent of the issuer.

By sending an instruction to Euroclear Bank, you confirm that you (and any beneficial owner(s) for whom you act) comply with the terms and conditions of the corporate event and comply with applicable local laws or requirements, including but not limited to holding and transfer restrictions.

If holding and transfer restrictions would prohibit you (and any beneficial owner(s) for whom you act) to hold the proceeds of a corporate event in your account in Euroclear Bank, you (and any beneficial owner(s) for whom you act) must ensure to send an instruction to allow the transfer of these proceeds to an account outside the euroclear system.

=====END OF NOTICE=====



TO DEPOSITORIES, NOMINEES, CUSTODIANS, AND OTHER INTERMEDIARIES: THIS TRANSMITTAL CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. ALL DEPOSITORIES, NOMINEES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO THE BENEFICIAL OWNERS OF SUCH SECURITIES OR OTHER SUCH REPRESENTATIVES WHO ARE AUTHORIZED TO TAKE ACTION IMMEDIATELY. YOUR FAILURE TO ACT PROMPTLY IN COMPLIANCE WITH THIS PARAGRAPH MAY IMPAIR THE ABILITY OF THE BENEFICIAL OWNERS ON WHOSE BEHALF YOU ACT TO TAKE APPROPRIATE ACTIONS CONCERNING THE MATTERS DESCRIBED IN THIS NOTICE.

TO HOLDERS OF THE NOTES: YOU SHOULD READ THIS NOTICE THOROUGHLY AND CAREFULLY. YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD DISCUSS THE INFORMATION HEREIN WITH YOUR ATTORNEY AND/OR OTHER ADVISORS. IF YOU DO NOT HAVE AN ATTORNEY OR ADVISOR, YOU MAY WISH TO ENGAGE ONE. YOU SHOULD NOT RELY ON THIS NOTICE AS YOUR SOLE SOURCE OF INFORMATION.

NOTICE

**To the Holders of the Petróleos de Venezuela, S.A.
U.S. \$3,000,000,000 5.375% Notes Due 2027
and
U.S. \$1,500,000,000 5.50% Notes Due 2037**

ISIN Nos.¹

**XS0294364954
XS0294367205**

¹ The ISIN numbers are included herein solely for the convenience of the registered holders of the securities. No representation is made as to the correctness or accuracy of the ISIN numbers either as appearing on the securities or on this notice.

Reference is made to that certain Indenture dated as of April 12, 2007 (the “**Indenture**”) with respect to, among other notes, those certain \$3,000,000,000 5.375% notes due 2027 and those certain \$1,500,000,000 5.50% notes due 2037 (the “**Notes**”) by and among Petróleos de Venezuela, S.A., as issuer (the “**Issuer**”), PDVSA Petróleo, S.A., as guarantor (the “**Guarantor**”), The Bank of New York, as trustee, registrar and principal paying agent, and The Bank of New York (Luxembourg) S.A. as Luxembourg listing agent and paying agent. Capitalized terms used herein but not defined shall have the same meaning as in the Indenture.

Wilmington Trust Company has succeeded The Bank of New York’s role as trustee under the Indenture (the “**Trustee**”). Delaware Trust Company has succeeded to certain other roles of The Bank of New York under the Indenture including Principal Paying Agent (in such Principal Paying Agent role, the “**Paying Agent**”).

* * *

Pursuant to Article 8 of the Indenture, Delaware Trust Company hereby provides notice to Holders that Delaware Trust Company is resigning as Paying Agent, Registrar and Transfer Agent under the Indenture. Delaware Trust Company has also provided notice of its resignation to the Issuer. In response, the Issuer has stated that it will appoint a successor on a prompt and timely basis and has requested that Delaware Trust Company continue as Paying Agent, Registrar and Transfer Agent until the appointment of a successor is completed.

* * *

Holders wishing to discuss the contents of this notice further should contact the Paying Agent via email at trust@delawaretrust.com. Responding Holders may be asked to verify their holdings.

In addressing inquiries that may be directed to it, the Paying Agent may conclude that a specific response to a particular inquiry from an individual Holder is not consistent with equal and full dissemination of information to all Holders. To protect the interests of all Holders, the Paying Agent may condition any response to inquiries by Holders upon the execution and delivery of a confidentiality agreement and may determine not to disclose certain information.

Holders and other persons interested in the Notes should not rely on the Paying Agent, its counsel, or any other advisors that may be retained by the Paying Agent, as their sole source of information. Although this notice contains a summary of certain information, this notice is not a complete summary or statement of such information, of relevant law, or of relevant legal procedures and the Paying Agent makes no representation and accepts no responsibility or liability as to the completeness or accuracy of the information provided herein. Holders should carefully consider the implications of the matters described in this notice and consult with their own legal and financial advisors.

Please note that this notice is not intended and should not be construed as investment, accounting, financial, legal, tax, or other advice by or on behalf of the Paying Agent, or its directors, officers, affiliates, agents, attorneys, or employees. Each person or entity receiving this notice should seek the advice of its own advisors in respect of the matters set forth herein.

Please be further advised that the Paying Agent reserves all of the rights, powers, claims, and remedies available to it under the Indenture and applicable law. No delay or forbearance by the Paying Agent in exercising any right or remedy accruing upon the occurrence of a default, or otherwise under the terms of the Indenture, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or acquiescence therein.

The Paying Agent expressly reserves all rights in respect of the Indenture including, without limitation, its right to recover in full its fees and costs (including, without limitation, fees and costs incurred or to be incurred by it in performing its duties, indemnities owing or to become owing to it, compensation for its time spent, and reimbursement for fees and costs of counsel and other agents it employs in performing its duties or to pursue remedies) and its right, prior to exercising any rights or powers in connection with the Indenture at the request or direction of any Holder, to receive security or indemnity satisfactory to it against all costs, expenses, and liabilities which might be incurred in compliance therewith, and all rights that may be available to it under applicable law or otherwise.

Prior to any distribution to Holders, to the extent permitted under the Indenture, funds held by the Paying Agent may be used first for payment of the fees and costs incurred or to be incurred by the Paying Agent in performing its duties, as well as for any indemnities owing or to become owing to the Paying Agent. This includes, but is not limited to, compensation for Paying Agent time spent, and the fees and costs of counsel and other agents it employs, to pursue remedies or other actions, including the resolution of the issues described in this notice.

Recipients of this notice are cautioned that this notice is not evidence that the Paying Agent will recognize the recipient as a Holder.

Dated: September 15, 2017

Delaware Trust Company, as Paying Agent, Registrar and Transfer Agent

cc:

Wilmington Trust Company, as Trustee
1100 North Market Street
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration: PDVSA

Petróleos de Venezuela, S.A., as Issuer
PDVSA Petróleo, S.A., as Guarantor
Avenida Libertador
Edificios Petróleos de Venezuela, Torre Este
La Campiña
Caracas 1050, Venezuela
Attention: Chief Financial Officer