

**THIS DOCUMENT IS FOR GUIDANCE PURPOSES FOR PRICE DISCOVERY PROCESS ONLY**

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ CAREFULLY.**

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. BEFORE SUBSCRIBING, FOR GUIDANCE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, BANKER OR INDEPENDENT INVESTMENT ADVISER, REGISTERED BY THE SECURITIES & EXCHANGE COMMISSION (“SEC” OR “THE COMMISSION”). INVESTING IN THIS OFFER INVOLVES RISKS. FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 54 OF THE SHELF PROSPECTUS.

Pricing Supplement to the Shelf Prospectus dated 17 December 2019



**EAT & GO FINANCE SPV PLC RC 1567102**  
(Incorporated as a Special Purpose Vehicle by Eat ‘N’ Go Limited)

**Offer for the Subscription of**  
**₦11,500,000,000 Series 1 14.25% Fixed Rate Senior Unsecured Bonds Due 2026**  
**Issue Price: ₦1,000 per unit**  
**Payable in full on Application**

Book building	
Opens	29 November 2019
Closes	10 December 2019

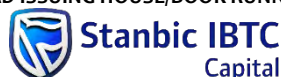
This Pricing Supplement is prepared for the purpose of Rule 279(3) of the Rules and Regulation of the Securities & Exchange Commission in connection with the ₦15,000,000,000 Bond Issuance Programme established by Eat & Go Finance SPV Plc (the “Issuer”). This Pricing Supplement is supplemental to, and should be read in conjunction with, the Shelf Prospectus dated 17 December 2019 and any other supplements to the Shelf Prospectus to be issued by the Issuer.

To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Shelf Prospectus, the provisions of this Pricing Supplement shall prevail. This Pricing Supplement may be used to offer and sell the Bonds only if accompanied by the Shelf Prospectus. Copies of the Shelf Prospectus can be obtained from any of the Issuing Houses.

The registration of the Shelf Prospectus and this Pricing Supplement shall not be taken to indicate that the Commission endorses or recommends the securities or assumes responsibility for the correctness of any statements made or opinions or reports expressed in the Shelf Prospectus or this Pricing Supplement. No Securities will be allotted or issued on the basis of the Shelf Prospectus, read together with this Pricing Supplement, later than three years after the date of the issue of the Shelf Prospectus. This Pricing Supplement contains particulars in compliance with the requirements of the Commission for the purpose of giving information with regard to the Securities being issued hereunder (the “Series 1 Bonds” or “Bonds”). Application will be made to FMDQ Securities Exchange PLC and / or the Nigerian Stock Exchange for the admission of the Bonds to its platform(s). The Bonds now being issued will upon admission to the platform(s) qualify as a security in which Trustees may invest under the Trustee Investments Act (Cap T22) Laws of the Federation of Nigeria, 2004.

The Issuer accepts full responsibility for the accuracy of the information contained in this Pricing Supplement. The Issuer declares that having taken reasonable care to ensure that such is the case, the information contained in this Pricing Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information and that save as disclosed herein, no other significant new factor, material mistake or inaccuracy relating to the information included in the Shelf Prospectus has arisen or has been noted, as the case may be, since the publication of the Shelf Prospectus. Further, the material facts contained herein are true and accurate in all material respects and the Issuer confirms that, having made all reasonable enquiries, to the best of its knowledge and belief, there are no material facts, the omission of which would make any statement contained herein misleading or untrue.

**LEAD ISSUING HOUSE/BOOK RUNNER:**



**STANBIC IBTC CAPITAL LIMITED RC: 1031358**

**JOINT ISSUING HOUSE/BOOK RUNNER:**



**CHAPEL HILL DENHAM ADVISORY LIMITED RC: 1381308**

**THIS PRICING SUPPLEMENT IS DATED THE 17<sup>th</sup> DAY OF DECEMBER, 2019**

**This Pricing Supplement will be available on the following websites**

[www.sec.gov.ng](http://www.sec.gov.ng) [www.eatngo-africa.com](http://www.eatngo-africa.com)

## TABLE OF CONTENTS

---

Table of Contents .....	2
Parties to the Offer.....	3
Material Adverse Change Statement .....	5
Summary of the Offer.....	6
Use of Proceeds.....	11
Indicative Transaction Timeline .....	12
Coupon Payment Schedule .....	13
Appendix A: Extract from Series I Trust Deed.....	14
Appendix B: Extract from Issue Rating Reports .....	16
Appendix C: Incorporation by Reference.....	19
Appendix D: Procedures for Application and Allotment .....	20
Appendix E: Commitment Form.....	23

**PARTIES TO THE OFFER**

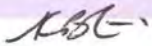

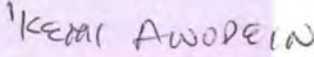
**DIRECTORS OF THE SPONSOR**

Charbel Antoun (Director)		Jean-Claude Meyer (Director)	
C&C towers 10 <sup>th</sup> floor,1684 Sanusi Fafunwa street Victoria Island Lagos		20 Elias Close Victoria Island Lagos	
Sebastien Clamorgan (Director)		Kory Spiroff (Director)	
Saifi 605 Rue Mar Maroun Aehraeia		43390 Paradise Road Chassell, MI, 49916 United States of America	
Marwan Dalloul (Director)		Oyinkan Alakija (Company Secretary)	
Spears Street Sanayeh Dalfa Building, Beirut Lebanon		Lofty Heights Building Ganiyu Bola Hussein Close Lekki Phase 1 Lagos	

**DIRECTORS OF THE ISSUER**

Charbel Antoun (Director)		Patrick McMichael (Director)	
C&C towers 10 <sup>th</sup> floor,1684 Sanusi Fafunwa street Victoria Island Lagos		Plot 1715 Idejo Street Victoria Island Lagos	
	Oyinkan Alakija (Company Secretary)		
	Lofty Heights Building Ganiyu Bola Hussein Close Lekki Phase 1 Lagos		

**PROFESSIONAL PARTIES**

<b>Lead Issuing House/ Book Runner</b>	
STANBIC IBTC CAPITAL LIMITED	
I.B.T.C Place Walter Carrington Crescent Victoria Island Lagos	
<b>Joint Issuing House/ Book Runner</b>	
CHAPEL HILL DENHAM ADVISORY LIMITED	
1 <sup>st</sup> Floor, 45 Saka Tinubu Street Victoria Island Lagos	 



Trustee

STANBIC IBTC TRUSTEES LIMITED

The Wealth House  
Plot 1678, Olakunle Bakare Clos  
Off Sanusi Fafunwa Street  
Victoria Island  
Lagos

*[Signature]*  
CHARLES OMOERA

Advised by:  
SEFTON FROSS  
20B Kingsley Emu Street  
Lekki Phase 1  
Lagos

Solicitor to the Issue

TEMPLARS

5<sup>th</sup> Floor, The Octagon,  
13A, A. J. Marinho Drive,  
Victoria Island,  
Lagos

*[Signature]*  
CHIKE  
OBIANWU

Solicitor to the Issuer

TEMPLARS

5<sup>th</sup> Floor, The Octagon,  
13A, A. J. Marinho Drive,  
Victoria Island,  
Lagos

*[Signature]*  
CHIKE  
OBIANWU

Auditor

PRICEWATERHOUSECOOPERS

Landmark Towers,  
5b Water Corporation Road  
Victoria Island,  
Lagos

*[Signature]*  
*[Signature]*

Reporting Accountant

ERNST & YOUNG

10<sup>th</sup> and 13<sup>th</sup> Floors, UBA House  
57 Marina  
P.O Box 2442, Marina  
Lagos

*[Signature]*  
Onwale  
Aleksis

Rating Agencies

GLOBAL CREDIT RATING COMPANY

11th Floor, New Africa House,  
31, Marina,  
Lagos

*[Signature]*  
Alley  
Okunola Hafeez

AGUSTO & CO LIMITED

5th Floor, UBA House  
57 Marina  
Lagos

*[Signature]*  
*[Signature]*

Receiving Bank

STANBIC IBTC BANK PLC

I.B.T.C Place  
Walter Carrington Crescent  
Victoria Island  
Lagos

*[Signature]*  
*[Signature]*

Registrars

AFRICA PRUDENTIAL REGISTRARS PLC

220B, Ikorodu Road  
Palmgrove  
Lagos

*[Signature]*  
*[Signature]*

## **MATERIAL ADVERSE CHANGE STATEMENT**

---

### **MATERIAL ADVERSE CHANGE STATEMENT**

Except as disclosed in this document and in the Shelf Prospectus dated 17 December 2019, there has been no significant change in the financial or trading position of the Issuer since 31<sup>st</sup> December 2018 and no material adverse change in the financial position or prospects of the Issuer since 31<sup>st</sup> December 2018.

### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Shelf Prospectus referred to above, contains all information that is material in the context of the issue of the Bonds.

Signed on behalf of the Issuer:



Company Secretary/Director

OVINJAN ARAKIJAJA



Director

PATRICK McMICHAEL

## SUMMARY OF THE OFFER

---

In this Pricing Supplement, unless otherwise expressly defined herein or a contrary indication appears, terms used in the Shelf Prospectus, the Programme Trust Deed and the Series 1 Trust Deed shall have the same meaning when used in this Pricing Supplement. In addition, unless the context otherwise requires:

1. Issuer: Eat & Go Finance SPV Plc
2. Sponsor: Eat 'N' Go Limited
3. Description: 7 Year 14.25% Fixed Rate Senior Unsecured Bonds Due 2026
4. Series Number: 1
5. Tranche Number: Not Applicable
6. Specified Currency: Naira (“~~N~~”)
7. Aggregate Principal Amount of Bonds in Series: Up to ~~N~~11,500,000,000
8.
  - Issue Price: At par (100%) at ~~N~~1,000 for each Bond
  - Gross Proceeds: ~~N~~11,500,000,000
  - Net Proceeds: ~~N~~11,286,118,375.00
9. Subscription: Minimum of ~~N~~10,000,000 and integral multiples of ~~N~~1,000
10.
  - Issue Date: 17 December 2019
  - Interest Commencement Date (if different from Issue Date) 17 December 2019
11. Tenor: 7 (seven) years
12. Maturity Date: 17 December 2026 (being the 7<sup>th</sup> year anniversary from the Issue Date)
13. Principal Moratorium: the period beginning on (and including) the Issue Date and ending on the date falling 24 (twenty four) months from the Issue Date
14. Interest Basis: Fixed Rate
15. Coupon: 14.25%
16. Redemption/Payment Basis: Amortising based on the repayment schedule below.

See 'Fixed Rate Bond Provisions' and 'Provisions relating to Redemption' below.

17. Purpose of Issue: The Issuer shall utilise the proceeds to subscribe for the intercompany bond, as well as the cost and expenses of the issue.
18. Status: The Bonds will constitute direct, unsecured and unsubordinated obligations of the Issuer and will rank pari passu amongst themselves and rank at least pari passu with all other unsecured and unsubordinated obligations assumed by the Issuer other than those mandatorily preferred by law and are of general application.
- The Bonds shall have the benefit of the irrevocable and unconditional undertaking to pay and indemnity provided by the Sponsor under the Deed of Covenant and the Trustee shall hold the benefit of the payment obligation of the Issuer and the Sponsor on trust for the Series 1 bondholders in accordance with the terms and conditions of the Programme Trust Deed, the Deed of Covenant and this Series 1 Trust Deed.
19. Undertaking to pay: The Bonds are backed up by the full faith and credit by the Sponsor (Eat 'N' Go Limited).
20. Source of repayment: Cashflow from the operations of the Sponsor to be maintained in the Debt Service Account by the Trustee, through the Intercompany Bond to be issued by the Sponsor and purchased by the Issuer on or about the Closing Date of the Series 1 Bond Issue
21. Listing(s)/Quotation: FMDQ Securities Exchange PLC and / or the Nigerian Stock Exchange
22. Method of Distribution: By way of a Book Build to Qualified Institutional Investors and High Net Worth Individuals
23. Offer Period: See Timetable on Page 12
- FIXED RATE NOTE PROVISIONS:**
24. Coupon Rate: 14.25% per annum payable semi-annually in arrears
25. Coupon Commencement Date: Coupon shall accrue from the issue date
26. Coupon Payment Date(s): the date marking the sixth (6th) month anniversary of the Issue Date and every six months thereafter up to and including the Maturity Date on which Coupon is to be paid

- |     |                           |   |
|-----|---------------------------|---|
| 27. | Interest Amount(s):       | See 'Coupon Payment Schedule' in Appendix A   |
| 28. | Instalment Amount:        | The principal amount liable to be redeemed on an Instalment Repayment Date, as specified in, or determined in accordance with the amortisation schedule below;  |
| 29. | Instalment Repayment Date | the date marking the sixth (6th) month anniversary from the last day of the Moratorium Period and every six months thereafter up to and including the Maturity Date on which an Instalment Amount is to be paid;  |
| 30. | Payment Date              | each Coupon Payment Date and each Instalment Repayment Date (as applicable);  |
| 31. | Business Day:             | Modified Following: Where a Payment Date falls on a Non-Business Day, such payment shall be postponed to the next day which is a Business Day provided that if such a Business Day falls into the next calendar month, such Coupon Payment Date shall be brought forward to the immediately preceding Business Day. |
| 32. | Day Count Fraction:       | Actual/Actual (Actual number of days in a month / actual number of days in a year)  |

**PROVISIONS RELATING TO REDEMPTION**

- |     |  |  |
|-----|--|--|
| 33. | Optional Early Redemption (Call Option): | Not Applicable   |
| 34. | Optional Early Redemption (Put Option):  | Not Applicable   |
| 35. | Scheduled Redemption:                    | Not Applicable   |
| 36. | Redemption Amount(s):                    | Not Applicable   |
| 37. | Scheduled Redemption Dates:              | Not Applicable   |
| 38. | Final Redemption Amount:                 | <del>N</del> 11,500,000,000  |
| 39. | Event of Default:                        | If any of the listed Events of Default of the Programme Trust Deed occurs and is continuing, of which the Bonds in this Pricing Supplement would be entitled to the remedies specified in Condition 13 of the Programme Trust Deed |



## **DISTRIBUTION, CLEARING AND SETTLEMENT PROVISIONS**

- |     |                                    |   |
|-----|------------------------------------|---|
| 40. | Lead Issuing House/Bookrunner      | Stanbic IBTC Capital Limited  |
| 41. | Joint Issuing House/Bookrunner:    | Chapel Hill Denham Advisory Limited   |
| 42. | Selling Restrictions:              | Strictly to Qualified Institutional Investors and High Net Worth Individuals in line with SEC Rule 321.   |
| 43. | Form of Bonds:                     | Dematerialised, electronic registration on the Central Securities Clearing System Plc's securities clearing and settlement platform   |
| 44. | Form of Dematerialized Bonds:      | Registered  |
| 45. | Clearing System:                   | Central Securities Clearing System Plc  |
| 46. | Delivery:                          | Delivery against payment following clearance by regulators.   |
| 47. | Registrar:                         | Africa Prudential Registrars PLC  |
| 48. | Trustee:                           | Stanbic IBTC Trustees Limited   |
| 49. | Record Date:                       | The register shall be closed for a period of fifteen (15) days immediately preceding each Payment Date and no transfer of the Bonds shall be registered during that period. |
| 50. | Other terms or special conditions: | See "Terms and Conditions of the Bonds" on pages 26 to 41 of the Shelf Prospectus dated 17 December 2019.   |

## **GENERAL PROVISIONS APPLICABLE TO THE BONDS**

- |     |               |   |
|-----|---------------|---|
| 51. | Rating:       |   |
|     | (i) Sponsor:  | BBB (GCR), Bbb (Agusto & Co).   |
|     | (ii) Issue:   | BBB (GCR), Bbb (Agusto & Co).   |
| 52. | Underwritten: | Not Applicable  |
| 53. | Taxation:     | By virtue of the provisions of (i) the Value Added Tax (Exemption of Proceeds of the Disposal of Government and Corporate Securities) Order, 2011; (ii) the Companies Income Tax (Exemption of Bonds and Short Term Government Securities) Order, 2011; (iii) the Value Added Tax (Exemption of Commissions on Stock Exchange Transactions) Order, 2014; and (iv) PITA, corporate bonds are exempted from the imposition of VAT and CIT till January 2022, and PIT in perpetuity. In addition, any commission payable to the SEC, the NSE |

and the CSCS in connection with the Programme will be subject to the imposition of value added tax.

- 54. Risk Factors: See Risk Factors on page 54 of the Shelf Prospectus dated 17 December 2019.
- 55. Governing Law: The Bonds and the Coupons will be governed by, and construed in accordance with the laws of the Federal Republic of Nigeria.

## USE OF PROCEEDS

---

### Eat & Go Finance SPV Plc

The Issuer will lend the bond issue proceeds to the Sponsor (Eat 'N' Go Limited) via the purchase of an intercompany bond from the Sponsor.

### Eat 'N' Go Limited

The net proceeds of the intercompany bonds from Eat & Go Finance SPV Plc will be utilised as follows:

S/N	Use of Proceeds	Amount (₦)	% of Proceeds	Estimated Completion Period
1	Refinancing of the outstanding bank loans save for the facility granted by Bank of Industry pursuant to the facility agreement between the Sponsor and the Bank of Industry dated 4 January 2018	3,161,872,908.85	28.02	Immediate
2	Expansion capital for the investment in fixed assets	6,995,633,628.65	61.98	Up to 5 years
3	Debt Service Reserve Account	1,128,611,837.50	10.00	Immediate
	<b>Total</b>	<b>11,286,118,375.00</b>	<b>100.00</b>	

## INDICATIVE TRANSACTION TIMELINE

Date	Activity	Responsibility
14 November 2019	File Pricing Supplement with the SEC and FMDQ	Lead Issuing House
27 November 2019	Obtain the SEC's clearance of the Pricing Supplement and approval to commence Book Building	Lead Issuing House
29 November 2019	Commence Book Building	Issuing Houses/ Book Runners
10 December 2019	Conclude Book Building/Determination of Clearing Price and Allocation of Bonds	Issuing Houses/ Book Runners
10 December 2019	Dispatch Allotment Confirmation Letters	Issuing Houses/ Book Runners
11 December 2019	Update Issue documents and submit to SEC	Lead Issuing House
13 December 2019	Obtain SEC Clearance of documents and No-objection to convene Signing Ceremony	Lead Issuing House
17 December 2019	Hold Signing Ceremony/Investors fund allotted Bonds	All Parties
17 December 2019	Remit Net Bond Proceeds to the Issuer	Receiving Bank
19 December 2019	File executed Issue documents and Basis of Allotment with SEC	Lead Issuing House
23 December 2019	Credit CSCS accounts of bond holders	Registrar
23 December 2019	Obtain SEC's No-objection of Allotment Announcement	Lead Issuing House
26 December 2019	Publish Allotment Announcement in at least 2 national dailies	Issuing Houses/ Book Runners
2 January 2020	Listing of the Series I Bonds	Lead Issuing House
9 January 2020	File Post Compliance Report with SEC	Lead Issuing House

**\*NB: These dates are indicative and are subject to change.**

## COUPON PAYMENT SCHEDULE

Period	Coupon payment (₺)	Principal repayment (₺)	Principal amount outstanding (₺)
1. Interval 1	819,546,738.15		11,500,000,000.00
2. Interval 2	819,375,000.00		11,500,000,000.00
3. Interval 3	816,958,398.83		11,500,000,000.00
4. Interval 4	821,619,863.01		11,500,000,000.00
5. Interval 5	817,130,136.99	1,150,000,000.00	10,350,000,000.00
6. Interval 6	739,457,876.71	1,150,000,000.00	9,200,000,000.00
7. Interval 7	653,704,109.59	1,150,000,000.00	8,050,000,000.00
8. Interval 8	575,133,904.11	1,150,000,000.00	6,900,000,000.00
9. Interval 9	491,728,042.89	1,150,000,000.00	5,750,000,000.00
10. Interval 10	409,687,500.00	1,150,000,000.00	4,600,000,000.00
11. Interval 11	326,783,359.53	1,150,000,000.00	3,450,000,000.00
12. Interval 12	246,485,958.90	1,150,000,000.00	2,300,000,000.00
13. Interval 13	163,426,027.40	1,150,000,000.00	1,150,000,000.00
14. Interval 14	82,161,986.30	1,150,000,000.00	-

## APPENDIX A: EXTRACT FROM SERIES I TRUST DEED

---

### ESTABLISHMENT AND FUNDING OF TRANSACTION ACCOUNTS

The information in this section is a summary of the certain provisions of the Series 1 Trust Deed. This summary should be read in conjunction with and is qualified in its entirety by reference to all the provisions of the Series 1 Trust Deed. A copy of the Series 1 Trust Deed is available for inspection at the registered office of the Trustee.

#### 1.1 Debt Service Reserve Account

- 1.1.1 The Issuer shall procure that on or about the Issue date, the Sponsor shall deposit the Minimum Reserve Balance into the Debt Service Reserve Account.
- 1.1.2 Where there is a shortfall in the amount standing to the credit of the Debt Service Account five (5) Business Days before a Payment Date (**Funding Date**), the Trustee may withdraw the shortfall from the Debt Service Reserve Account and the Obligors shall, (upon notification to the Issuer by the Trustee), replenish or cause to be replenished, the Debt Service Reserve Account.
- 1.1.3 Where funds are withdrawn from the Debt Service Reserve Account in accordance with this Pricing Supplement, the Obligors shall, upon notification to the Issuer by the Trustee, replenish or cause to be replenished, the Debt Service Reserve Account within five (5) Business Days after the relevant Payment Date, such that the amount standing to the credit of the Debt Service Reserve Account shall not be less than the Minimum Reserve Balance.
- 1.1.4 The Obligors shall, at least Five (5) Business Days before the Maturity Date of the Series 1 Bonds (**Maturity Funding Date**):
  - (i) transfer all amounts standing to the credit of the Debt Service Reserve Account into the Debt Service Account; and
  - (ii) pay to the Debt Service Account the Balance (if any) of the Principal Amount Outstanding.

#### 1.2 Debt Service Account

- 1.2.1 For as long as the Series 1 Bonds remain outstanding, the Sponsor shall, on or before the 5<sup>th</sup> day of the relevant calendar month, pay one fifth of the Debt Service Amount into the Debt Service Account.
- 1.2.2 The Obligors shall ensure that at least five (5) Business Day before a relevant Payment Date, the Debt Service Account is fully funded with the Debt Service Amount for that Payment Date. If the Debt Service Account is not fully funded with the Debt Service Amount for that Payment Date in accordance with this Pricing Supplement, the Trustee may withdraw the shortfall from the Debt Service Reserve Account in accordance with paragraph 1.1.2.
- 1.2.3 The Trustee shall, in conjunction with the Registrar, pay the Debt Service Amount from the Debt Service Account to the Bondholders entitled to same in clear funds on the relevant Payment Date.



- 1.2.4 The Trustee shall at the expense of the Obligors notify the Issuer if it has not, by close of business on the Funding Date received the full amount required for payment to Series 1 Bondholders that it has not received the full amount required for payment to Series 1 Bondholders.
- 1.2.5 Upon payment of the Debt Service Amount from the Debt Service Account to the Bondholders on the relevant Payment Date in accordance with paragraph 1.2.3 above, the Obligors shall make or cause to be made, such monthly payments into the Debt Service Account, such that at least five (5) Business Days before each Payment Date, the amounts standing to the credit of the Debt Service Account shall not be less than the Debt Service Amount due on the Series 1 Bonds on the next Payment Date.

### **1.3 Investment of monies in the Transaction Accounts**

- 1.3.1 Moneys in the Transaction Accounts shall be invested as soon as practicable upon receipt in Authorised Investments as selected by the Trustee provided that (i) the maturity date or the date on which such Authorised Investments may be redeemed at the option of the holders thereof shall coincide as nearly as practicable with (but in no event be later than) the date(s) on which moneys in the Debt Service Reserve Account from which the investments were made will be required for the purposes thereof; and (ii) the Trustee shall select Authorised Investments in accordance with prudent investment standards.
- 1.3.2 Investment of amounts comprised in the Transaction Accounts shall be made in the Trustee's name.
- 1.3.3 The return on any investment made pursuant to this clause shall be invested by the Trustee so as to form a part of the Transaction Account from which it was invested.

### **1.4 Management of the Transaction Accounts**

- 1.4.1 The Trustee shall manage Debt Service Account and the Debt Service Reserve Account in accordance with the Applicable Law, the Programme Trust Deed and the Series 1 Trust Deed.

## Eat & Go Finance SPV Plc - N15bn Bond Issuance Programme (N11.5bn Series 1 Bonds)

Nigeria Corporate Bond Analysis – New Issuance Report

November 2019

Security class	Rating scale	Indicative rating*	Rating outlook	Expiry date
Series 1 Senior Unsecured Bonds: N11.5bn	National	BBB <sub>(NG)</sub>	Stable	March 2020

### Key Transaction counterparties:

**Issuer:** Eat & Go Finance SPV Plc  
**Sponsor/Guarantor/Co-Obligor:** Eat N' Go Limited  
**Lead Issuing House:** Stanbic IBTC Capital Limited  
**Joint Issuing House:** Chapel Hill Denham Advisory Limited  
**Trustee:** Stanbic IBTC Trustees Limited  
**Solicitors to the Trustee:** Sefton Fross  
**Solicitor to the Issue:** Templars  
**Key Transaction Documentation:** Programme Trust Deed, Deed of Guarantee, Shelf Prospectus, Series 1 Trust Deed, Series 1 Pricing Supplement  
**Registrars:** Africa Prudential Registrars Plc

### Summary of Transaction:

Asset class	Senior unsecured
Programme limit	N15bn
Series 1 Bonds	N11.5bn
Tenor	7 years
Maturity Date	December 2026
Interest rate	14.25%
Interest basis	Fixed, payable semi-annually
Principal moratorium	24 months
Principal redemption basis	Semi-annual on an amortising basis, to commence following the expiration of the moratorium
Negative pledge	Yes

### Related methodologies/research:

Global Master Criteria for rating Corporate entities, updated February 2018;  
 Eat N' Go Limited rating reports, 2018-19  
 Glossary of terms/ratios, February 2018

### GCR contacts:

**Primary Analyst:**  
 Adekemi Adebambo  
 Senior Analyst  
 adekemi@globalratings.net

### Committee Chairperson

Dave King  
 king@globalratings.net

Analyst location: Lagos, Nigeria  
 +23 41 904-9462

www.globalratings.com.ng

**The final ratings will be accorded upon receipt of satisfactorily signed and executed final transaction documents and legal opinion.**

### Transaction summary

Eat & Go Finance SPV Plc ("EGF") was incorporated in March 2019 as a Special Purpose Vehicle to provide funding to the Sponsor, Eat N' Go Nigeria Limited ("ENG" or "the Company"), through the issuance of Bonds to the public. EGF has filed an application with Securities and Exchange Commission ("SEC") to issue Bonds into the Nigerian capital market, under a N15bn Bond Issuance Programme ("the Programme" or "BIP"). Under the Programme, the Bonds will be issued in series, with an initial N14.25bn expected to be raised in December 2019. The Series 1 Senior Unsecured Bonds ("Series 1 Bonds" or "the Bonds") have a seven-year tenor with expected maturity in December 2026. The Bonds will constitute direct, unconditional, senior and unsecured obligations of the Issuer. Pursuant to the Deed of Guarantee, ENG, will provide an irrevocable and unconditional guarantee to the Trustee on behalf of the bondholders.

GCR has accorded *indicative public*, a national scale long-term credit rating of 'BBB<sub>(NG)</sub>' to the Series 1 Bonds, and not the entire Programme. The indicative ratings accorded to the Series 1 Bonds relate to ultimate payment of principal and interest (as opposed to timely, akin to an expected loss rating, which is a function of probability of default and loss severity).

### Summary rating rationale

- The 'BBB<sub>(NG)</sub>' indicative, public, national scale long term credit ratings accorded to the Series 1 Bonds is equalised to the rating of ENG, as the Guarantee offers timely and full coverage of all payments due to the bondholders, under the Bonds.
- Eat N' Go Limited, the Issuer and the Trustee (acting on behalf of the bondholders) have entered into a guarantee agreement pursuant to which ENG, in its capacity as Guarantor, irrevocably and unconditionally guarantees the punctual and full payment of all debts and obligations owed by the Issuer under the Programme. Pursuant to the Deed of Guarantee, ENG undertakes that if the Issuer does not pay any of the obligations, it will immediately perform the payment obligations of the Issuer as if it were the primary obligor. In addition, GCR has received a draft legal opinion which confirms *inter alia* that ENG's Guarantee is irrevocable, unconditional and enforceable in line with its terms.
- The Programme Trust Deed ("PTD") does not offer Bondholders any security over fixed assets but does feature a negative pledge, a debt service reserve account, and other covenants to protect the interest of Bondholders.
- Eat N' Go Limited has developed a strong position in the Nigerian Quick Service Restaurant sector, underpinned by well-established international brands, major alliances with suppliers, experienced management team as well as strong shareholder and franchisor support. GCR downgraded ENG's national scale long term rating to BBB<sub>(NG)</sub> in November 2019.
- ENG has to comply with certain financial covenants on an existing commercial debt which include an EBITDA to interest cover of 3.5x and a net debt to EBITDA covenant of 3x. Management has confirmed that part of the bond proceeds will be utilised to fully settle the applicable loan. However, the bond issuance will also include a net debt to EBITDA covenant of 4x, which could be tested if the very strong earnings projections do not materialise. This could lead to a downgrade of the Sponsor and the bond ratings.



## EAT & GO FINANCE SPV PLC

Up to ₦11.5 Billion 14.25% Fixed Rate Senior Unsecured Bond Due 2026 (Series 1) Under the ₦15 Billion Bond Issuance Programme

### Issue Rating:

# Bbb\*

Outlook: Stable  
 Issue Date: 11 December 2019  
 Expiry Date: 31 October 2020

*\*This issue rating is indicative and subject to change at any time. However, a final rating will be based on receipt of all duly executed contractual agreements.*

*The final issue rating is subject to annual renewals on the anniversary of the Bond.*

Sponsor's Rating: Bbb  
 Expiry Date: 30 June 2020

INSIDE THIS REPORT	
Rating Rationale	1
Sponsor's Profile	4
Transaction Structure	6
Financial Forecast	11
Outlook	13
Rating Definition	14

**Analysts:**  
 Ikechukwu Iheagwam  
 ikechukwu@agusto.com

Isaac Babatunde  
 isaacbabatunde@agusto.com

**Agusto & Co. Limited**  
 UBA House (5th Floor)  
 57, Marina  
 Lagos, Nigeria  
[www.agusto.com](http://www.agusto.com)

Satisfactory quality with moderate credit risk; adequate capacity to pay returns and principal on local currency debt in a timely manner.

### RATING RATIONALE

- Agusto & Co. hereby assigns an indicative "Bbb" rating to Eat & Go Finance SPV Plc's ("the Issuer" or "SPV") up to ₦11.5 Billion 7-Year 14.25% Fixed Rate Senior Unsecured Bond Due 2026 (Series 1). The Issue rating is hinged principally on the irrevocable and unconditional guarantee provided by Eat N' Go Limited through the pledging of its operating cash flow as the primary source of repayment. Therefore, the assigned rating mirrors the standalone rating of Eat N' Go Limited issued by Agusto & Co.
- In March 2019, Eat N' Go Limited ("the Sponsor", "Eat N' Go", "ENG" or "the Company") sponsored the incorporation of a special purpose vehicle, Eat & Go Finance SPV Plc, to finance the Sponsor's funding requirements, by issuing debt instruments to the general public. The Issuer is a non-operational special purpose company set up as a separate and distinct entity from the Sponsor.
- The SPV intends to issue up to ₦11.5 Billion Fixed Rate Bond in Q4'2019. The Series 1 Bond (which will have a seven-year tenor from date of issuance) will attract a fixed coupon rate to be determined through a book-building process payable semi-annually in arrears over the seven-year period, while the principal will be redeemed biannually following a two-year moratorium.
- The proceeds of the Series 1 Bond will be used to purchase the Intercompany Bond to be issued by the Sponsor in line with the terms and conditions stated in the Master Intercompany Bonds Purchase Agreement (MIBPA). Eat N' Go Limited shall, in turn, apply the Series 1 net Bond proceeds to refinance outstanding bank loans, expand business operations through establishment of new retail outlets and fund the Debt Service Reserve Account to cover one coupon payment of the Series 1 Bond.
- The Series 1 Bond is a senior, unsubordinated obligation of the Issuer and rank pari passu among themselves and equally with all other existing senior obligations of the Issuer, from time to time outstanding, except for obligations mandatorily preferred by law applying to companies generally. The Series 1 Bond shall have the benefit of a guarantee and indemnity provided by the Sponsor under the Deed of Guarantee and the Bond Trustee shall hold the benefit of the payment obligation for the Series 1 Bondholders.

**This Bond Rating Report should be read in conjunction with Agusto & Co's 2019 Corporate Rating Report for Eat N' Go Limited**

The copyright of this document is reserved by Agusto & Co. Limited. No matter contained herein may be reproduced, duplicated or copied by any means whatsoever without the prior written consent of Agusto & Co. Limited. Action will be taken against companies or individuals who ignore this warning. The information contained in this document has been obtained from published financial statements and other sources which we consider to be reliable but do not guarantee as such. The opinions expressed in this document do not represent investment or other advice and should therefore not be construed as such. The circulation of this document is restricted to whom it has been addressed. Any unauthorized disclosure or use of the information contained herein is prohibited.

**TRANSACTION PARTIES**

**Issuer:**

*Eat & Go Finance SPV Plc*

**Sponsor/Guarantor:**

*Eat N' Go Limited*

**Lead Issuing House/Book Runner:**

*Stanbic IBTC Capital Limited*

**Joint Issuing House/Book Runner:**

*Chapel Hill Demham Advisory Limited*

**Bond Trustee:**

*Stanbic IBTC Trustees Limited*

**Solicitors to the Issue/Issuer:**

*Templars*

**Solicitors to the Trustee:**

*Sefton Fross*

**Registrar:**

*African Prudential Registrars*

**Reporting Accountant:**

*Ernst & Young*

**Receiving Bank:**

*Stanbic IBTC Bank Plc*

**KEY TRANSACTION STRUCTURE**

**Bond Tenor:**

*Series 1: 7 years, with semi-annual payment of coupon and bi-annual repayment of principal after 2 years of principal moratorium.*

**Bond Status:**

*Series 1 Bond is a senior, direct, unsecured and unsubordinated obligation of the Issuer.*

**Aggregate Bond Sum:**

*Up to ₦11.5 billion*

**Use of Series 1 Bond Proceeds:**

*The net proceeds will be used by the Issuer to purchase the Intercompany Bond to be issued by the Sponsor pursuant to the terms and conditions in the Master Intercompany Bonds Purchase Agreement.*

**Source of Repayment:**

*Operating cash flow of Sponsor. The Sponsor shall pay one-fifth of the Debt Service Amount into a Debt Service Account on a monthly basis toward meeting the Series 1 Bond obligations*

**Debt Service Reserve Account:**

*The Sponsor shall fund the Debt Service Reserve Account up to the Minimum Reserve*

- In accordance with the Series 1 Trust Deed and Pricing Supplement, the Sponsor irrevocably and unconditionally pledges to repay the coupon and outstanding principal amount from its operating cash flow.
- Eat N' Go Limited is a leading player in the Nigerian Quick Service Restaurant (QSR) Industry, with operations in over 100 retail outlets across eight states in the Country and processes over 4 million orders per annum. Eat N' Go has the sole and exclusive franchise rights with Domino's Pizza International for its pizza food chain (Domino's Pizza) and Kahala Brands LLC, for its ice cream (Cold Stone Creamery) and dairy products (Pinkberry) in Nigeria. The franchise agreements for Domino's Pizza, Cold Stone Creamery and Pinkberry will expire September 2021, February 2032 and August 2027 respectively and each of the agreements are subject to an extension of an additional 10 years.
- In the financial year ended 31 December 2018 (FYE 2018), Eat N' Go Limited's financial condition was characterized by good cash flow, moderate leverage, strong leadership in the QSR Industry in Nigeria as well as its qualified and experienced management team. However, the Company's financial performance was tempered by low profitability, inadequate working capital and financing structure which requires improvement. Agosto & Co. has assigned Eat N' Go Limited a "Bbb" rating, which expires 30 June 2020.
- Eat N' Go Limited is in the process of constructing a new commissary in the outskirts of Lagos (to be completed by December 2019) to increase the Company's capacity to serve its teeming customers in Lagos and neighbouring states. The introduction of new products such as the Smallie Pizza, Chairman Pizza, Signature cakes and Greek Yoghurt, amongst others in H1'2019 is expected to further appeal to different genres of consumers and ultimately stimulate patronage. In our view, the implementation of these initiatives and planned investments should translate to improvement in ENG's financial condition in the short to medium term.
- Based on Agosto & Co.'s review of the Sponsor's financial forecast over the duration of the Series 1 Bond, we believe that the sensitised cumulative operating cash flow is sufficient to cover total interest payment and total debt obligations 2.86 times and 1.14 times respectively over the tenor of the Issue. In our opinion, the Issuer, strongly supported by the irrevocable and unconditional guarantee provided by Eat N' Go Limited has adequate capacity to meet the obligations on the Issue as and when due.
- Based on the aforementioned, Agosto & Co. hereby assigns a stable outlook to the Eat & Go Finance SPV Plc's Series 1 Bond.



## **APPENDIX C: INCORPORATION BY REFERENCE**

---

The following documents which have been published, and have been filed with the SEC, shall be incorporated, in form and in part of, this Pricing Supplement:

- a) The Reporting Accountants report prepared by Ernst & Young on the Sponsors audited financial statements dated 16 August 2019 for the years ended 31 December 2018, 2017 and 2016.
- b) The audited financial statements of the Sponsor for the years ended 2018.
- c) Shelf Prospectus dated 17 December 2019.

Copies of the documents incorporated by reference will be available for inspection during the normal business hours on any weekday (except public holidays), from 17 December 2019 to Friday 17 December 2022, at the registered office of Eat 'N' Go Limited, Lagos, and the offices of the Issuing Houses.

## **APPENDIX D: PROCEDURES FOR APPLICATION AND ALLOTMENT**

---

### **1. Invitation for Participation**

Qualified Investors are hereby invited to participate in the Issue through any of the Bookrunners.

- 1.1 The Book Building Period opened on 29 November 2019 and closed on 10 December 2019. Orders must be for a minimum of ₦10,000,000 (Ten Million Naira) and in integral multiples of ₦1,000 (One Thousand Naira) thereafter.
- 1.2 Participation amount(s) and bid coupon rate(s) should be entered in the space provided in the prescribed commitment form attached to this Pricing Supplement. Photocopies or scanned copies of the Commitment Form will not be accepted.
- 1.3 By completing and submitting the commitment form, each Bidder hereby agrees that the order is irrevocable and, to the fullest extent permitted by law, the obligations in respect thereof shall not be capable of rescission or termination by any Participant.
- 1.4 Bidders may place orders for the Bonds at any price within the price range subject to the minimum participation amount and the terms and conditions stated on the Commitment Form.
- 1.5 Corporate Bidders should affix its official seal in the box provided and state its incorporation (RC) number or, in the case of a corporate foreign subscriber, its appropriate identification/incorporation number in the jurisdiction in which it is constituted.
- 1.6 Upon the completion and submission of the commitment form, the Bidder is deemed to have authorised the Issuer and the Issuing Houses/Bookrunners to effect the necessary changes in the Pricing Supplement as would be required for the purposes of filing an application for the clearance and registration of the final Pricing Supplement with the SEC. The commitment form shall be considered as the application form for the purposes of registration of the final Pricing Supplement with the SEC.
- 1.7 Bidders shall not be entitled to withdraw/modify orders after the book building close date.
- 1.8 Bidders may submit multiple orders on different commitment forms after the submission of a commitment form to any Bookrunner. Submission of a second or multiple commitment forms to either the same or to another Bookrunner will be treated as separate applications.
- 1.9 Bidders shall be entitled to a maximum of three orders on one (1) commitment form and such orders shall not be considered as multiple or separate applications.
- 1.10 The commitment form presents the Bidder with the choice to bid for up to three optional bid coupon rates within the price range and to specify the participation amount in each option. The bid coupon rates and the participation amounts submitted by the Bidder in the commitment form will be treated as optional demands from the Bidder and will not be cumulated.
- 1.11 After determination of the coupon rate, the maximum participation amount specified by a Bidder at or below the clearing price will be considered for allocation and the rest of the order(s), irrespective of the corresponding bid coupon rate(s), will become automatically invalid.



- 1.12 The Issuer in consultation with the Bookrunners reserve the right not to proceed with the Issue at any time including after the book building opening date but before the allotment date without assigning any reason thereof subject to notifying the Commission.

## 2. Payment Instructions

Successful Bidders should ensure that payment of the participation amount is received on the Signing Ceremony date via the CBN RTGS or the Nigerian Inter-bank System Electronic Funds Transfer (“NEFT”) into the following designated Offer Proceeds Accounts domiciled with the following Receiving Banks:

Bank	Account Name	Account No.	Sort Code
Stanbic IBTC Bank PLC	Eat & Go Finance SPV Bond Proceeds	0034592015	221150014

## 3. Allocation/Allotment

- 3.1 On the Pricing Date, the Issuing Houses/Bookrunners will analyse the demand generated at various price levels and, in consultation with the Issuer, will finalise the Coupon Rate and the allocations to each Bidder. Allocation Confirmation Notices will be sent to successful Participants thereafter.
- 3.2 The Directors of Eat & Go SPV Plc and the Issuing Houses/Bookrunners reserve the right to accept or reject any application in whole or in part for not complying with the terms and conditions of the Issue.
- 3.3 Upon clearance of the Final Prospectus by the SEC, Allotment shall be effected by means of the following:

### **Allotment of Bonds in Dematerialised (Electronic) Form**

Bidders will receive the Bonds in dematerialised form and are **mandatorily required to specify their CSCS Account Number, the name of their Stockbroking Firm and the Clearing House Number (CHN) in the spaces provided on the commitment form.** Allotment of Bonds in dematerialised form shall be effected not later than 15 (fifteen) Business Days from the Allotment Date.

**Bidders are mandatorily required to specify their Bank Verification Number, CSCS Account Number(s) and CHN (for a Bond Account) in the spaces provided on the commitment form.**

- 3.4 Upon the allotment, the issue proceeds in respect of the book building shall be remitted to the Issuer within 24 hours, while the allotment will be filed with the SEC within 2 working days after the Completion Board Meeting date i.e. Allotment Date.

Bidders must ensure that the name specified in the commitment form is exactly the same as the name in which the CSCS Account Number is held. In case the application is submitted in joint names, it should be ensured that the beneficiary’s CSCS Account is also held in the same joint names and are in the same sequence in which they appear in the commitment form.

**4. Bank Account Details**

- 4.1 Bidders are required to indicate their bank account details in the space provided on the commitment form for the purposes of future payments of Coupon and the Principal Amount.
- 4.2 Bidders are advised to ensure that bank account details stated on the commitment form are correct as these bank account details shall be used by the Registrar for all payments indicated in 4.1 above in connection with the Bonds.
- 4.3 Failure to provide correct bank account details could result in delays in credit of such payments or the issuance of cheques/warrants which shall be sent by registered post to the specified addresses of the affected investors. The Issuer, the Issuing Houses, the Receiving Bank, the Trustee and the Registrar shall not have any responsibility nor will any of these specified parties undertake any liability for the same.

## APPENDIX E: COMMITMENT FORM

Book Building  
Opening Date  
[●]

Book Building  
Closing Date  
[●]



**Eat & Go Finance SPV Plc**

**Offers**

**₦[●]**

**7-Years [●]% Fixed Rate Bond Due [●] 2026**

**Issued At Par At ₦1,000 Per Unit**

**LEAD ISSUING HOUSE/BOOK RUNNER:**



**STANBIC IBTC CAPITAL LIMITED RC: 1031358**

**JOINT ISSUING HOUSE/BOOK RUNNER:**

**CHAPEL HILL DENHAM**

**Chapel Hill Denham Advisory Limited RC 1381308**

Orders must be made in accordance with the instructions set out in this Prospectus. Care must be taken to follow these instructions as applications that do not comply may be rejected. If you are in any doubt, please consult your Stockbroker, Accountant, Banker, Solicitor or any professional adviser for guidance.

Please complete all relevant sections of this Form USING BLOCK LETTERS WHERE APPLICABLE												
PARTICIPANT STATUS (PLEASE TICK <input type="checkbox"/> )			DATE (DD/MM/YYYY)				CONTROL NO. (FOR REGISTRARS' USE ONLY)					
<input type="checkbox"/>	High Net Worth		/	/	2	0	1	9				
<input type="checkbox"/>	Fund Managers	<b>DECLARATION</b> <input type="checkbox"/> I/We hereby confirm that I am/we are Qualified persons to participate in this Bond Issue in accordance with applicable SEC Rules and Regulations. <input type="checkbox"/> I/We confirm that I/we have read the Prospectus dated 17 December, 2019 and that my/our Order(s) is/are made on the terms set therein <input type="checkbox"/> I/we hereby irrevocably undertake and confirm my/our Order(s) for the Bonds equivalent to my/our Participation Amount(s) set out below at the Coupon Rate to be discovered through the Book Building Process										
<input type="checkbox"/>	Pension Fund											
<input type="checkbox"/>	Insurance Companies											
<input type="checkbox"/>	Investment/Unit Trusts											
<input type="checkbox"/>	Multilateral/Bilateral											
<input type="checkbox"/>	Market Makers											
<input type="checkbox"/>	Staff Schemes											
<input type="checkbox"/>	Trustees/Custodians											
<input type="checkbox"/>	Stock-broking Firms											
<input type="checkbox"/>	Resident Corporate											
<input type="checkbox"/>	Non-Resident Investors											
<input type="checkbox"/>	Hedge Funds											

Banks	<input type="checkbox"/> I/We authorise the Issuer to make the necessary changes in the Prospectus for filing of the Final Prospectus with the SEC without intimation to me/us and use this Commitment Form as the Application Form for the purpose of this Issue. <input type="checkbox"/> I/We note that the Issuer and the Issuing Houses/Book Runners are entitled in their absolute discretion to accept or reject this Order. <input type="checkbox"/> I/We agree to accept the Participation Amount as may be allocated to me/us subject to the terms in this Prospectus <input type="checkbox"/> I/We authorise you to enter my/our name on the Register of Holders as holders of the Bonds that may be allotted to me/us and to register my/our address as given below
-------	--

**PARTICIPATION DETAILS (The Participation Amount(s) and the Bid Coupon Rate(s) being offered must be set out in the boxes below).**

Participants have the option to make a maximum of three orders on the Commitment Form and such options shall not be considered as multiple applications. All orders must be for a minimum of ₦10 million and in multiples of ₦1,000 thereafter.

**ORDER 1**

PARTICIPATION AMOUNT (minimum amount ₦10 million and in multiples of ₦1,000 thereafter)													BID COUPON RATE	
IN FIGURES														
IN WORDS														

**ORDER 2**

PARTICIPATION AMOUNT (minimum amount ₦10 million and in multiples of ₦1,000 thereafter)													BID COUPON RATE	
IN FIGURES														
IN WORDS														

**ORDER 3**

PARTICIPATION AMOUNT (minimum amount ₦10 million and in multiples of ₦1,000 thereafter)													BID COUPON RATE	
IN FIGURES														
IN WORDS														

**PLEASE TURN OVER TO COMPLETE THIS FORM**

**COMMITMENT FORM (REVERSE SIDE)**

**PARTICIPANT DETAILS (INDIVIDUAL/CORPORATE/JOINT) (Please use one box for one alphabet leaving one box blank between first and second)**

**SURNAME/CORPORATE NAME**



<b>NAME OF AUTHORISED SIGNATORY</b> <i>(Corporate only):</i>	<b>NAME OF AUTHORISED SIGNATORY</b> <i>(Corporate/Joint):</i>	
<b>DESIGNATION</b> <i>(Corporate only):</i>	<b>DESIGNATION</b> <i>(Corporate only):</i>	
<b>STAMP OF BOOK RUNNER</b>		
<b>(ISSUER/ISSUING HOUSE/STOCKBROKERS TO THE ISSUE ONLY)</b>		
<b>STAMP OF RECEIVING AGENT</b>		