

## PRICING SUPPLEMENT

This document is important, and you are advised to carefully read and understand its contents. If you are in any doubt about its contents or the action to take, kindly consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately. THIS PROSPECTUS AND THE SECURITIES WHICH IT OFFERS HAVE BEEN REGISTERED BY THE SECURITIES AND EXCHANGE COMMISSION. THE INVESTMENTS AND SECURITIES ACT (ISA) NO 29 OF 2007, PROVIDES FOR CIVIL AND CRIMINAL LIABILITIES FOR THE ISSUE OF A PROSPECTUS WHICH CONTAINS FALSE OR MISLEADING INFORMATION. THE REGISTRATION OF THIS PROSPECTUS AND THE SECURITIES WHICH IT OFFERS DOES NOT RELIEVE THE PARTIES OF ANY LIABILITY ARISING UNDER THE ACT FOR FALSE OR MISLEADING STATEMENTS OR FOR ANY OMISSION OF A MATERIAL FACT IN THIS PROSPECTUS. INVESTORS ARE ADVISED TO NOTE THAT LIABILITY FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS PROVIDED IN SECTIONS 85 AND 86 OF THE ISA. INVESTING IN THIS OFFER INVOLVES RISKS FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS PLEASE REFER TO THE SECTION ON "RISK FACTORS" COMMENCING ON PAGE 91 TO 94 OF THE SHELF PROSPECTUS.

**INVESTMENT IN THE BONDS IS STRICTLY FOR QUALIFIED INSTITUTIONAL INVESTORS AND HIGH NETWORTH INDIVIDUALS AS DEFINED UNDER RULE 321 OF THE RULES AND REGULATIONS OF THE SECURITIES & EXCHANGE COMMISSION (AS AMENDED).**



**CORONATION**  
MERCHANT BANK

**Coronation MB Funding SPV PLC**

RC 1524786

(INCORPORATED WITH LIMITED LIABILITY IN THE FEDERAL REPUBLIC OF NIGERIA)

**₦25,000,000,000 6.25% Fixed Rate Series 1 Subordinated Unsecured Bonds Due 2025**

**Under the ₦100,000,000,000 Bond Issuance Programme**

Issue Price: ₦1,000 per Unit

Payable in full on Application

**Book Building Opens: 22 October 2020**

**Book Building Closes: 30<sup>th</sup> October 2020**

This Pricing Supplement or Supplementary Prospectus ("Prospectus") is prepared for the purpose of Part F Rule 280 and Rule 323(5) of the Rules and Regulation of the Securities & Exchange Commission (the "Commission") and the listing requirements of FMDQ Securities Exchange ("FMDQ") and The Nigerian Stock Exchange (the "NSE") in connection with the ₦100,000,000,000 Coronation MB Funding SPV PLC (the "Company" or the "Issuer") Bond Issuance Programme (the "Programme"). This Prospectus is supplemental to and should be read in conjunction with the Shelf Prospectus dated January 23, 2019 and any other supplements to the Shelf Prospectus to be issued by the Issuer. Terms defined in the Shelf Prospectus have the same meaning when used in this Prospectus. To the extent that there is any conflict or inconsistency between the contents of this Prospectus and the Shelf Prospectus, the provisions of this Prospectus shall prevail. This Prospectus 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 the Issuing Houses.

This Prospectus 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"). An application has been made to the Board Listings and Quotations Committee of the FMDQ for the admission of the Bonds to its Daily Quotation List, and an application has been made to the Council of the NSE for the admission of the Bonds to the Daily Official List. The Bonds now being issued qualify as a security in which Trustees may invest under the Trustee Investments Act (Cap T22) Laws of the Federation of Nigeria, 2004 and also qualifies as securities in which Pension Fund Assets can be invested under the Pensions Reform Act No 4 of 2014.

The Board of the Issuer and Coronation Merchant Bank Limited (the "Sponsor") jointly and individually accept full responsibility for the accuracy of the information contained in this Prospectus. The Board of the Issuer and the Sponsor declare that they have taken reasonable care to ensure that the information contained in this Prospectus is, to the best of their 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. Furthermore, 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.

\*Investors may confirm the clearance of the prospectus and registration of the securities with the Securities and Exchange Commission by contacting the Commission on [sec@sec.gov.ng](mailto:sec@sec.gov.ng) or +234(0)94621100; +234(0) 94621168\*

### LEAD ISSUING HOUSE



RC 264978

### JOINT ISSUING HOUSES



RC 1381308

RC 444999

RC 217005

This prospectus is dated 30<sup>th</sup> November 2020 and will be available on the following websites during the Validity Period  
[www.coronationmb.com](http://www.coronationmb.com); [www.sec.gov.ng](http://www.sec.gov.ng)

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## DEFINITION OF TERMS

Except where expressed otherwise, the following definitions apply throughout this document.

"Applicable Pricing Supplement" or "Pricing Supplement"	This Pricing Supplement which shall provide final terms and conditions of a Series 1 Bonds under the Programme
"Allotment Date"	Date on which the Bonds are allotted to investors following the approval of the allotment proposal by the Commission
"Bid" or "Order"	A Participant's offer to invest in the bonds during the Book Building
"Board" or "Directors"	Board of Directors of the Bank or the Issuer as the case may be
"Bonds" or "Series 1 Bond"	The debt instruments that are to be issued by the Issuer further to this Pricing Supplement under the terms of the Shelf Prospectus dated January 23, 2019
"Bondholder" or "Holder"	Any registered owner or beneficial owner of Bond units or other Debt Securities to be issued under the Programme
"Book Building"	A process of price and demand discovery by which an issuing house/ book runner attempts to determine at what price a public offer should be made, based on demand from qualified institutional and high net worth investors, as stipulated by Rule 321 of the SEC Rules and Regulations
"Business Day"	Any day except Saturdays, Sundays and public holidays declared by the Federal Government of Nigeria on which banks are open for business in Nigeria
"CBN"	Central Bank of Nigeria
"Clearing Price"	The final Coupon Rate approved by the Issuer following review of Orders received during Book Building
"Coupon"	The interest paid on the Bond periodically, expressed as a percentage of the face value
"Coupon Commencement Date"	The date from which interest on the Bonds will begin to accrue
"Coupon Payment Date"	The date on which a Coupon falls due for payment to the Bondholders, being 30 <sup>th</sup> May and 30 <sup>th</sup> November each year.
"Coupon Rate"	Interest rate payable to Bondholders or Holders
"CSCS" or the "Clearing System"	Central Securities Clearing Systems PLC, the operator of the securities depository, the Central Securities Clearing Systems
"CSD"	CSCS
"Face Value"	The par value of a Bond
"Federal Government" or "FGN" or "the Government"	Federal Government of Nigeria
"Fixed Rate Bonds"	A Bond on which the rate of interest it yields for the Bondholder is fixed at the time of issue and will not change during the life of the Bond

## DEFINITION OF TERMS

"FMDQ"	FMDQ Securities Exchange Limited, a securities exchange and self-regulatory organisation licensed by the Securities and Exchange Commission to provide a platform for, amongst others, listing, quotation, registration and trading of debt securities.
"High Net Worth Individual"	An individual whose aggregate net worth of investment assets (excluding personal homes, automobiles and furniture) exceeds ₦100 million, in addition to possession of evident capacity, expertise and sophistication to undertake high risk investment activities as defined by the June 2017 amendment to Rule 321 of the SEC Rules and Regulations, 2013
"IFRS"	International Financial Reporting Standards
"ISA or "the Act""	Investments and Securities Act, No 29, 2007
"Issuer"	Coronation MB Funding SPV PLC
"Issue Date"	The date on which the relevant Series of the Debt Securities are issued and coincides with the Settlement Date
"Issue Price"	The price of issue of the Debt Securities under the relevant Series as specified in the Applicable Pricing Supplement
"Issuing Houses"	The Lead Issuing House and the Joint Issuing Houses
"Joint Issuing Houses"	Chapel Hill Denham Advisory Limited Futureview Financial Services Limited United Capital PLC
"Joint Trustees"	UTL Trust and Management Services Limited (Lead Trustees) Coronation Trustees Limited Custodian Trustees Limited DLM Trust Company Limited
"Lead Issuing House"	FBNQuest Merchant Bank Limited
"Lead Trustees"	UTL Trust and Management Services Limited
"LFN 2004"	Laws of the Federation of Nigeria 2004
"Maturity Date"	The date as specified in each Applicable Pricing Supplement on which the principal amount is due for redemption
"Naira", "NGN" or "₦"	The Nigerian Naira
"Nigeria"	The Federal Republic of Nigeria
"Notes"	Notes as referred to herein and any other debt instruments issued by the Sponsor to the Issuer
"NSE" or "the Exchange"	The Nigerian Stock Exchange
"Offer Period"	The period during which investors may submit their Bids
"OTC"	Over the Counter
"Participant" or "Qualified"	Qualified Institutional Investors and High Net Worth Individuals, in line with Rule 321 of the SEC Rules and Regulations (as

## DEFINITION OF TERMS

"Investor"	amended), who participate in the Book Building process
"Participation Amount"	The Bid amount indicated on the Commitment Form
"PFAs"	Pension Fund Administrators licensed by the National Pension Commission
"Pricing Date"	The date on which the Coupon Rate on the Bond is determined
"Principal Amount"	The nominal amount of each Debt Security
"Professional Parties"	Professionals engaged by the Issuer to facilitate the registration and issuance of the Bonds
"Programme"	The ₱100,000,000,000 Bond Issuance Programme described in the Shelf Prospectus dated January 23, 2019 and any other Supplement pursuant to which the Issuer may issue several separate Series or Tranches of Debt Securities from time to time with varying maturities, terms and conditions variable rates of interests; provided however that the aggregate value does not exceed ₱100,000,000,000
"Programme Trust Deed"	The deed entered into by the Issuer and the Trustees dated January 23, 2019 which empowers the Trustees to hold, administer and manage the Debt Service Account (where applicable) in respect of each series of Bonds issued pursuant to the Programme, and appoints the Trustees to act on behalf of Bondholders
"Qualified Institutional Investor"	A purchaser of securities that is financially sophisticated, which includes Banks, Fund Managers, PFAs, Insurance Companies, Investment/Unit Trusts, Multilateral and Bilateral Institutions, Registered and/or Verifiable Private Equity Funds, Registered and/or verifiable Hedge Funds, Market Makers, Staff Schemes, Trustees/Custodians, Stock Broking Firms and any other category as the Commission may determine as stipulated by Rule 321 of the SEC Rules and Regulations
"Rating Agencies"	Agusto & Co. Limited ("Agusto") DataPro Limited ("DataPro")
"Redemption Amount"	The aggregate Principal Amount outstanding in respect of the Bonds on the Maturity Date
"Register"	The record maintained by the Registrar detailing the particulars of Bondholders and respective Bonds held by each Bondholder
"Registrar"	United Securities Limited ("USL")
"SEC" or the "Commission"	Securities and Exchange Commission
"SEC Rules and Regulations" or "SEC Rules"	The Rules and Regulations of the SEC 2013 (or as amended from time to time), issued by the SEC pursuant to the ISA
"Series"	A Tranche together with any further Tranche or Tranches which are (i) expressed to be consolidated and form a single series and (ii) are identical in all respects except for their respective Issue Dates, and/or Issue Prices

**DEFINITION OF TERMS**

"Share Trustee"	ARM Trustees Limited
"Shelf Prospectus"	The document dated January 23, 2019 issued in accordance with the Rules and Regulations of the Commission, which details the aggregate size and broad terms and conditions of the Programme
"Sponsor"	Coronation Merchant Bank Limited
"Series 1 Trust Deed"	The deed supplementing or modifying the provisions of the Programme Trust Deed entered into by the Issuer and the Trustees and empowering the Trustees in relation to the Series 1 bonds.
"Terms and Conditions"	The terms and conditions of the Bonds as set out in this Shelf Prospectus
"Tranche"	In relation to any particular Series, all Debt Securities which are identical in all respects (including as to listing)
"Trustees Act"	Trustee Investments Act, Chapter T22, Laws of the Federation of Nigeria 2004



**PARTIES TO THE ISSUE**

Issuer	
<b>Coronation MB Funding SPV PLC</b> 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi, Lagos	
<b>Board of Directors &amp; Company Secretary of the Issuer</b>	
<b>Mohammed Abubakar Sadiq (Director)</b> 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi, Lagos	<b>Michael Abiodun Thomas (Director)</b> 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi, Lagos
<b>Adegunwa Ayodele (Director)</b> 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi, Lagos	<b>Cornelia Utuk (Company Secretary)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
Sponsor	
<b>Coronation Merchant Bank Limited</b> 10, Amodu Ojikutu Street Victoria Island Lagos	
<b>Board of Directors of the Sponsor</b>	
<b>Babatunde Folawiyo (Chairman)</b> 10, Amodu Ojikutu Street Victoria Island Lagos	<b>Adebajo Adedapo Adegbohunbe (Managing Director/CEO)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
<b>Adamu M. Atta (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos	<b>Babatunde Dabiri (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
<b>Evelyn Oputu (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos	<b>Larry Ettah (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
<b>Suzanne Iroche (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos	<b>Idaere Gogo Ogan (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
<b>Olubunmi Fayokun (Non-Executive Director)</b> 10, Amodu Ojikutu Street Victoria Island Lagos	<b>Cornelia Utuk (Company Secretary)</b> 10, Amodu Ojikutu Street Victoria Island Lagos
PROFESSIONAL PARTIES	
<b>Lead Issuing House</b> <b>FBNQuest Merchant Bank Limited</b> 10, Keffi Street South-West, Ikoyi Lagos	
<b>Taiwo Okeowo</b>	

**PARTIES TO THE ISSUE**

Joint Issuing Houses			
<b>Chapel Hill Denham Advisory Limited</b> 45, Saka Tinubu Street Victoria Island Lagos <i>Kedrick</i> <i>Keini Awodan</i>		<b>Futureview Financial Services Limited</b> 22, Oju Olobun Street Off Idejo Street Victoria Island Lagos <i>Keini Awodan</i> <i>Dunni</i>	
<b>United Capital PLC</b> 3rd and 4th Floor Afriland Towers 07/105 Broad Street Lagos Island Lagos <i>Aminda Awe</i> <i>Sunny</i>			
Trustees			
<b>UTL Trust Management Services Limited</b> ED Building (2 <sup>nd</sup> Floor) 47 Marina Street Lagos Island, Lagos <i>Olufunke Aiyepol</i>		<b>Coronation Trustees Limited</b> 10 Amodu Ojikutu Street Victoria Island Lagos <i>[Signature]</i>	
<b>Custodian Trustees Limited</b> 16A Commercial Avenue Sabo, Yaba Lagos JUSTIN ANPE <i>[Signature]</i>		<b>DLM Trust Company</b> 10 <sup>th</sup> Floor, Elephant House 214 Broad Street Marina, Lagos <i>[Signature]</i> <i>Kemal</i>	
<b>Advised by:</b>  Udo Udoma & Belo Osagie St Nicholas House, 10th, 12th & 13th Floors Catholic Mission St, Lagos Island Lagos		Wigwe & Partners 2A Obafemi Anibaba Off Admiralty, Lekki Phase 1 Lagos	
Solicitors to the Issuer			
<b>The New Practice</b> 49 Raymond Njoku Street Ikoyi, Lagos		<b>Baba Alokolaro</b> <i>[Signature]</i>	
Solicitors to the Issue			
<b>Aluko &amp; Oyebo</b> 1, Murtala Mohammed Drive (Formerly Bank Road) Ikoyi, Lagos		<i>[Signature]</i> <i>[Signature]</i> <i>[Signature]</i>	
Stockbrokers to the Issue			
<b>Afrinvest Securities Limited</b> 27 Gerard Road, Ikoyi, Lagos, Nigeria Aker Aledojin <i>[Signature]</i>	<b>Coronation Securities Limited</b> 10 Amodu Ojikutu Street Victoria Island Lagos <i>[Signature]</i> <i>[Signature]</i> <i>[Signature]</i>	<b>UCML Capital Limited</b> 7 Fatai Durosinmi Etti Crescent, off Ligali Ayorinde Street Victoria Island, Lagos <i>[Signature]</i> <i>[Signature]</i> <i>[Signature]</i>	<b>Vetiva Securities Limited</b> 266B Kofe Abayomi Street Victoria Island Lagos Sana Esomb <i>[Signature]</i>
Reporting Accountants			



**PARTIES TO THE ISSUE**

<p><b>Ernst &amp; Young</b> 10<sup>th</sup> Floor - UBA House 57 Marina Lagos</p> <p><i>Olufemi Alabi</i></p>	
<p><b>Rating Agencies</b></p>	
<p><b>Agusto &amp; Co. Limited</b> UBA House (5th Floor) 57 Marina Lagos Island Lagos</p> <p><i>ADEBIYI OLUKOYA</i> <i>AO Olukeya</i></p>	<p><b>DataPro Limited</b> Ashakun House, 16/17 Lake Street Off Broad Street, Apapa Lagos Island Lagos</p> <p><b>ADEOYE OLADELE</b> <i>AO</i></p>
<p><b>Registrars</b></p>	
<p><b>United Securities Limited</b> 9 Amodu Ojikutu Street Victoria Island Lagos</p> <p><i>Bukola James - Cole</i> <i>Bjcole</i></p>	
<p><b>Receiving Bank</b></p>	
<p><b>Access Bank PLC</b> 14/15 Prince Alaba Abiodun Oniru Road Victoria Island Lagos</p> <p><i>Omolade Osibo</i> <b>OMOLADE OSIBO</b></p>	
<p><b>Sponsor's Audit Committee</b></p>	
1. Suzanne IROCHE	- Chairperson
2. Babatunde DABIRI	- Member
3. Larry ETTAH	- Member
4. Evelyn OPUTU	- Member
5. Idaere OGAN	- Member
6. Olubunmi FAYOKUN	- Member

## **DOCUMENTS INCORPORATED BY REFERENCE**

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The following is a list of documents that have been filed with the SEC and are incorporated by reference in this Prospectus:

- The Shelf Prospectus dated January 23, 2019;
- The Programme Trust Deed dated January 23, 2019;
- The Series 1 Trust Deed dated November 30, 2020
- The Share Trust Deed dated January 23, 2019;
- The Nominee Agreement dated January 23, 2019;
- The Reporting Accountant Report on the three years audited financial statements for the years ended 31 December 2017, 2018 & 2019;
- The Master Notes Purchase Agreement dated January 23, 2019;
- The Series 1 Bond Rating Reports by Agosto & Co. Limited and Data Pro Limited; and
- The Sponsor's audited financial statements for the years ended 31 December – 2015, 2016, 2017, 2018 & 2019

A copy of any or all the documents listed above, or portions thereof are incorporated by reference herein, and will be made available for viewing without charge, to each person to whom a copy of this Pricing Supplement has been delivered, upon the verbal or written request of such person. In addition, such documents or portions thereof will be available from the offices of the Issuing Houses, as stated below from 8:00am till 5:00pm on Business Days, during the Offer Period:

**FBNQuest Merchant Bank Limited**  
10 Keffi Street  
South-West Ikoyi  
Lagos

**Chapel Hill Denham Advisory Limited**  
.45, Saka Tinubu Street  
Victoria Island  
Lagos

**Futureview Financial Services Limited**  
22, Oju Olobun Street  
Off Idejo  
Victoria Island  
Lagos

**United Capital PLC**  
3rd and 4<sup>th</sup> Floor Afriland Towers  
97/105 Broad Street  
Lagos Island  
Lagos

**TERMS OF THE OFFER**

Issuer:	Coronation MB Funding SPV PLC
Sponsor:	Coronation Merchant Bank Limited
Description of the Bond:	Five (5) Year 6.25% Fixed Rate Subordinated Unsecured Bond Due 2025
Series Number:	1
Specified Currency:	Naira ("₦")
Aggregate Nominal:	₦25,000,000,000.00
Issue Price:	At par (100%) at ₦ 1,000 per unit of the Bond
Net proceeds:	₦24,727,020,087.50
Minimum Subscription:	Minimum of ₦ 10,000,000 (i.e. 10,000 units @ ₦1,000/unit) and multiples of ₦ 1,000,000 thereafter
Tenor:	Five (5) years
Issue Date	30 <sup>th</sup> November 2020
Allotment Date:	20 <sup>th</sup> November 2020
Coupon Commencement Date	Coupon shall accrue from the issue date
Maturity Date:	30 <sup>th</sup> November 2025
Principal Moratorium:	Not Applicable
Coupon Basis:	Fixed Rate
Coupon:	6.25% p.a. payable semi-annually in arrears
Principal Redemption Basis:	Bullet payment at maturity
Source of Repayment:	The Bonds shall be redeemed from the Sponsor's operational cash flows
Status:	The Bonds are direct and Subordinated obligations of the Issuer and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Issuer under the Bonds and in respect of principal and any coupon on the Bonds shall at all times rank at least equally with all unsecured subordinated obligations of the Issuer, present and future except for obligations mandatorily preferred by law applying to companies generally
Payment Undertaking:	Undertaking by the Sponsor to fulfil all of its payment obligations under the Master Notes Purchase Agreement as well as the Issuer's payment obligations in relation to the Bonds issued under the Programme as stipulated in the Deed of undertaking executed by the Sponsor
Negative Pledge:	For as long as any of the Bonds are outstanding, the Issuer and Sponsor shall not and shall procure that none of its Affiliates shall: <p style="margin-left: 40px;">(a) create (without the written consent of the Trustee, such consent not to be unreasonably withheld) any mortgage, charge, pledge, lien or any Encumbrance upon the whole or any part of its present or future undertaking, business, assets or revenue to secure any indebtedness, unless the Sponsor/Issuer's obligations under the Bonds are secured equally and rateably with the said obligations or have the benefit of such other security, guarantee, indemnity or other arrangement as the Trustee in its absolute discretion shall</p>

**APPENDIX C: DECLARATION BY THE SPONSOR**

	deem not to be materially less beneficial to the Bondholders; and
	(b) directly or indirectly secure any other Financial Indebtedness represented by bonds or any other debt securities which are, or are capable of being, traded or listed on any stock exchange or over-the-counter or similar securities market without a prior notification to the Trustee
Listing(s):	Application for listing of the Bonds will be made to the FMDQ Securities Exchange and/or The Nigerian Stock Exchange
<b>PROVISIONS RELATING TO COUPON PAYABLE</b>	
Fixed Rate Bond Provisions:	
(i) Coupon Payment Date(s)/Payment Dates:	Interest on the Bonds will be payable on 30 <sup>th</sup> May and 30 <sup>th</sup> November of each year commencing on 31 <sup>st</sup> May 2021 until the Maturity Date (each a "Coupon Payment Date")
(ii) Coupon Amount(s):	See Appendix B
(iii) Day Count Fraction:	Actual/Actual (actual numbers of days in a month/ actual number of days in the year)
(iv) Business Day Convention:	Where the day on which a payment is due to be made is not a Business Day, that payment shall be effected on the next succeeding Business Day unless that succeeding Business Day falls in the next calendar month in which case, such coupon payment date shall be brought to the immediately preceding Business Day
(v) Other terms relating to method of calculating Coupon for Fixed Rate Bonds:	Not Applicable
(vi) Floating Rate Bond Provisions:	Not Applicable
(vii) Zero Coupon Note Provisions:	Not Applicable
(viii) Index Linked Coupon Note Provisions:	Not Applicable
(ix) Dual Currency Note Provisions:	Not Applicable
(x) Automatic/ Optional Conversion from one Coupon Payment Basis to another:	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
Optional Early Redemption:	
(i) Call Option:	Not Applicable
(ii) Call Price:	Not Applicable
(iii) Put Option:	Not Applicable
Scheduled Amortization:	Not Applicable
Redemption Amount(s):	Not Applicable
Scheduled Redemption Dates:	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE BONDS</b>	
Form of Bonds:	Dematerialized
Registrar:	United Securities Limited
Joint Trustee:	Coronation Trustees Limited DLM Trust Company Limited Custodian Trustees Limited

**APPENDIX C: DECLARATION BY THE SPONSOR**

	UTL Trust Management Services Limited
Record Date:	No Bondholder may require the transfer of a Bond to be registered during the period of fifteen (15) days ending on the due date for any payment of principal or Coupon on the Bond
Other terms or special conditions:	See "Terms and Conditions of the Programme" on pages 24 -34 of the Shelf Prospectus
Payment Agent	Access Bank PLC
<b>DISTRIBUTION, CLEARING AND SETTLEMENT PROVISIONS</b>	
Method of Distribution:	Offer for subscription by Book Building
Underwriting:	Not Applicable
Delivery:	Delivery against payment following clearance by the Securities and Exchange Commission
Form of Bonds:	The Series 1 Bonds will be issued in registered (dematerialized) form. The issue and ownership of the Series 1 Bonds will be effected and evidenced by the particulars of the Series 1 Bonds being entered in the Series 1 Bond Register by the Registrar and the Series 1 Bonds being electronically credited in the CSCS accounts of the Series 1 Bondholder
Clearing System:	Central Securities Clearing System PLC
Selling Restrictions:	Strictly to Qualified Institutional Investors and High Networth Individuals as stipulated by Rule 321 of the SEC Rules and Regulations
Offer Period:	See abridged timetable on page 15
<b>GENERAL</b>	
Rating:	
(i) Sponsor:	'A+' by Agosto & Co. Limited
(ii) Issue:	'A' by Agosto & Co. Limited 'A+' by Data Pro Limited
Taxation:	See "Tax Considerations" on page 90 of the Shelf prospectus dated January 23, 2019
Risk Factors:	See "Risk Factors" on pages 91- 94 of the Shelf Prospectus dated January 23, 2019
Governing Law:	The Bonds will be governed by, and construed in accordance with the laws of the Federal Republic of Nigeria
<b>Appendices</b>	
A	Indicative Abridged Timetable
B	Bond Repayment Schedule
C	Extract of the Bond Rating Report
D	Procedure for Application and Allotment
E	Commitment Form

## USE OF PROCEEDS

The net issue proceeds of ₦ 24,727,020,087.50 after deducting offer costs of ₦ 272,979,912.50, i.e., 1.0919% of the gross issue proceeds will be utilized by the Issuer for the purchase of five (5)-year 6.25% Subordinated Unsecured Notes issued by Coronation Merchant Bank Limited (" the Sponsor") on similar terms through a private placement programme constituted by the Master Notes Purchase Agreement.

S/N	Details	Amount ( ₦ )	Percentage	Timeline
1.	Purchase of 5 year 6.25% Subordinated Unsecured Notes issued by the Sponsor	24,727,020,087.50	98.9081%	Immediate
2.	Offer costs	272,979,912.50	1.0919%	Immediate
	Gross Proceeds	25,000,000,000.00	100%	

The Sponsor will deploy the proceeds from its notes towards funding risk assets.



**APPENDIX A: ABRIDGED INDICATIVE TIMETABLE**

<b>Date</b>	<b>Activity</b>	<b>Responsibility</b>
20-Oct-20	Receive SEC approval of the Pricing Supplement and approval to commence Book Building	Issuing Houses
22-Oct-20	Commence Book Building	Book Runners
30-Oct-20	Conclude Book Building	Book Runners
02-Nov-20	Determine coupon rate and aggregate amount of Bonds to be issued	Issuing Houses
11-Nov-20	Received SEC approval to upscale offer size	Issuing Houses
11-Nov-20	Dispatch allotment notices to investors	Book Runners
12-Nov-20	Update Offer documents and file with the SEC	Issuing Houses
13-Nov-20	Effect payment for allotment	Investors
23-Nov-20	Receive SEC No Objection to conduct signing ceremony	Issuing Houses
30-Nov-20	Conduct signing of offer documents	All Parties
30-Nov-20	Remit net issue proceeds to the Issuer	Receiving Bank
02-Dec-20	File executed Offer Documents and the Basis of Allotment with SEC	Issuing Houses
10-Dec-20	Receive SEC 'No Objection' to the Basis of Allotment	Issuing Houses
11-Dec-20	Publish allotment announcement	Issuing Houses
16-Dec-20	Credit CSD accounts of investors	Registrars
18-Dec-20	File for listing of the bonds	Issuer
25-Dec-20	Listing of the Bonds	Issuer/ Sponsor
31-Dec-20	File Post Completion Report with SEC	Issuing Houses

## APPENDIX B: BOND REPAYMENT SCHEDULE

The payment of coupon and repayment of principal on the Bond will be made in accordance with the below repayment schedule:

Bond Obligation Payment Dates	Principal Obligation (N'000)	Semi-Annual Coupon Payment (N'000)	Principal Repayment (N'000)	Principal Obligation Outstanding (N'000)
31-May-21	25,000,000.00	781,250.00	-	25,000,000.00
30-Nov-21	25,000,000.00	781,250.00	-	25,000,000.00
30-May-22	25,000,000.00	781,250.00	-	25,000,000.00
30-Nov-22	25,000,000.00	781,250.00	-	25,000,000.00
30-May-23	25,000,000.00	781,250.00	-	25,000,000.00
30-Nov-23	25,000,000.00	781,250.00	-	25,000,000.00
30-May-24	25,000,000.00	781,250.00	-	25,000,000.00
29-Nov-24	25,000,000.00	781,250.00	-	25,000,000.00
30-May-25	25,000,000.00	781,250.00	-	25,000,000.00
28-Nov-25	25,000,000.00	781,250.00	25,000,000.00	-
<b>TOTAL</b>		<b>7,812,500.00</b>	<b>25,000,000.00</b>	

**APPENDIX C: DECLARATION BY THE SPONSOR**

26 October 2020



**DECLARATION BY THE SPONSOR**

This Prospectus has been prepared by the Issuing Houses on behalf of Coronation MB Funding SPV PLC (the "Issuer") and Coronation Merchant Bank Limited (the "Sponsor" or the "Bank") for the purposes of providing information to prospective investors on relevant aspects of the Issuer and the Sponsor in connection with the Issue and the investment in the securities issued therein.

On behalf of the Sponsor, we hereby make the following declarations:

1. We confirm that the information contained in the prospectus is to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.
2. There has been no significant change in the financial condition or material adverse in the financial prospects of the Bank since the audited financial statements for the period ended 31 December 2019.
3. The Bank has not during the twelve (12) calendar months immediately preceding the date of the application to Securities and Exchange Commission for registration of this Prospectus, breached any terms and conditions in respect of borrowed monies which has resulted in the occurrence of an immediate recall of such borrowed monies.

We hereby confirm that none of the Directors or Management of Coronation Merchant Bank Limited have been involved in any bankruptcy, insolvency, conviction or judgment in connection with matters related to fraud or dishonesty.

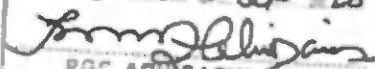
Signed for on behalf of  
**CORONATION MERCHANT BANK LIMITED**

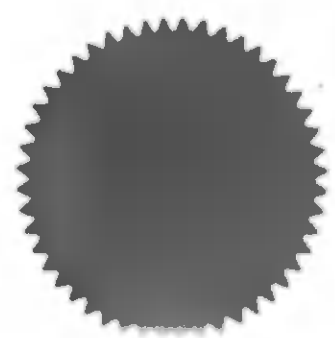
  
**CHUKWUKADIBIA OKOYE**  
CHIEF FINANCIAL OFFICER

  
**CORNELIA UTUK**  
COMPANY SECRETARY

  
**ADEBANJO ADEGBOHUNGBE**  
MANAGING DIRECTOR/CEO



THE HAND AND SEAL OF PGC ACHIGASIM, ESQ.  
IS AFFIXED TO THIS PRESENTS / DOCUMENT  
THIS 26<sup>th</sup> DAY OF Oct 2020  
  
**PGC ACHIGASIM, ESQ.**  
NOTARY PUBLIC FOR NIGERIA  
1 143 9353, 0806 984 3037



**APPENDIX C: DECLARATION BY THE SPONSOR**

22 October 2020



The Director General  
Securities & Exchange Commission  
Plot 272, Samuel Adesujo Ademulegun street  
Central Business District  
Garki  
Federal Capital Territory  
Abuja

Dear Sir,

**DECLARATION OF COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE**

In connection with the Coronation MB Funding SPV Plc ₦100,000,000,000.00 (One Hundred Billion Naira) Bond Issuance Programme and in particular the Series 1 of that Bond Issuance Programme of up to ₦25,000,000,000.00 (Twenty Five Billion Naira) only, we the undersigned hereby declare that the Bank:

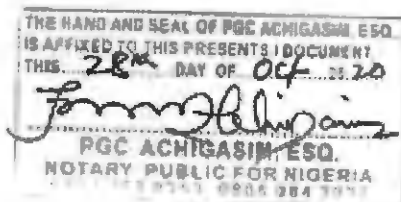
- (a) is regulated by the Central Bank of Nigeria Code of Corporate Governance 2014 (the "Code");
- (b) complies with and continues to comply with the Code;
- (c) has established internal mechanism to ensure continuous compliance with the Code through its internal control, internal audit and compliance function;
- (d) on a yearly basis ensures that an external firm of independent auditors reviews its compliance with the Code and the report of the review (Evaluation Report) is presented for deliberation at its Board of Directors meeting and Annual General Meeting;
- (e) That the summary of the Evaluation Report is hosted on its website; and
- (f) That the report is sent to the Central Bank of Nigeria on an annual basis.

Thank you.

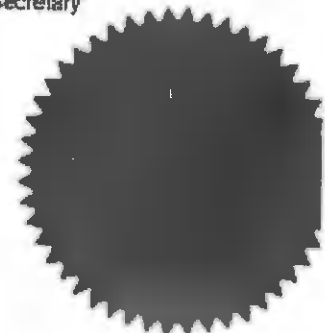
Yours faithfully,  
For: Coronation Merchant Bank Limited

  
Ibrahim Bello  
Chief Compliance Officer

  
Cornelia I. Utuk  
Company Secretary



  
Adebajo A. Adegbohunba  
Managing Director/CEO



**APPENDIX C: DECLARATION BY THE SPONSOR**

22 October 2020



The Director General  
Securities & Exchange Commission  
Plot 272, Samuel Adesujo Ademulegun street  
Central Business District  
Garki  
Federal Capital Territory  
Abuja

Dear Sir,

**DECLARATION OF NO MATERIAL ADVERSE CHANGE**

In connection with the Coronation MB Funding SPV Plc ₦100,000,000,000.00 (One Hundred Billion Naira) Bond Issuance Programme and in particular the Series 1 of that Bond Issuance Programme of up to ₦25,000,000,000.00 (Twenty Five Billion Naira) only, we the undersigned hereby declare that there has been no **Material Adverse Change** which affects:

- (a) the business, operations, performance, assets or prospects and financial condition of the Bank;
- (b) the ability of the Bank to perform any of the obligations under the Bond Issuance Programme;
- (c) any change in the domestic money, debt or capital market which would materially prejudice the ability to arrange, structure or issue the Bond;
- (d) the validity, legality or enforceability of the Bond Issuance Programme or remedies of any Bondholder under the Bond Issuance Programme; or
- (e) any right or remedy of a Bondholder in respect of a Bond Issuance Documents

Thank you.

Yours faithfully,

For: Coronation Merchant Bank Limited

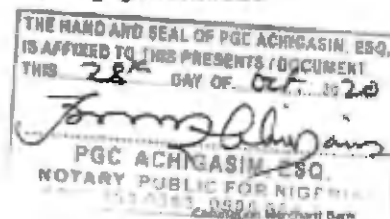
Cornelia I. Utuk  
Company Secretary

Chukwukadibia Okoye  
Chief Financial Officer

Adebayo A. Adegbohunge  
Managing Director/CEO



Directors



**APPENDIX D: DECLARATION BY THE ISSUER**



**Coronation MB Funding SPV Plc**

RC No. 1524788

**DECLARATION OF THE ISSUER**

We hereby make the following declarations on behalf of the Board of Directors of Coronation MB Funding SPV Plc. (the "Issuer") in connection with its issuance of bonds:

1. We confirm that this declaration is in relation to the ₦25 Billion Series 1 Bonds (the "Series 1 Bonds") issued under the ₦100 Billion Bond Programme (the "Programme").
2. The Issuer has made a full disclosure of all information in relation to the Programme and the Series 1 Bonds.
3. There has been no significant change in the financial condition or material adverse change in the prospects of the Issuer.
4. The information disclosed in relation to the Programme and Series 1 Bonds is true and accurate to the best of our knowledge.

Signed for and on behalf of  
Coronation MB Funding SPV Plc

By its duly authorized representatives:

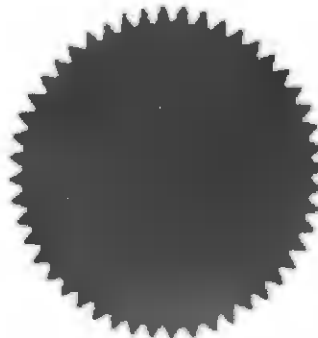
**Mr. Michael Thomas**  
Director

**Mr. Ayodele Adegunwa**  
Director

**Ms. Uruk Cornelis**  
Company Secretary



THE HAND AND SEAL OF PGC ACHIGASIM, ESQ.  
IS AFFIXED TO THIS PRESENTS DOCUMENT  
THIS 28<sup>th</sup> DAY OF Oct. 20 20  
  
PGC ACHIGASIM, ESQ.  
NOTARY PUBLIC FOR NIGERIA  
3592 353 0353, 0806 884 3011





## APPENDIX E: OTHER DISCLOSURES

### I. Authorization of the Series 1 Bond

At the Board Meeting of Coronation Merchant Bank Limited which held on Friday, the 23rd of October 2020 at the Bank's head office located at 10 Amodu Ojikutu Street Victoria Island Lagos at 10:00am, the following resolutions were proposed, duly passed and recorded in the Company's minute book as resolution No. 6.4.2.

1. *issue the Series 1 Bonds in an amount up to N25bn under the Bank's N100bn Bond Issuance Programme.*
2. *Fix the tenor, pricing and other terms of the issuance.*
3. *The issuance will be conducted via a book-build."*

The Directors of the Issuer passed the following resolution in writing dated 23<sup>rd</sup> October 2020 to approve the issuance of the Series 1 Bonds:

1. *That further to the resolutions passed by the Board of Directors of the Company on the 14th day of September 2018 authorizing the establishment of the ₦100, 000, 000, 000.00 (One Hundred Billion Naira) Bond Issuance Programme (the "Programme"), the Company be and is hereby authorized to issue the first series of the Bonds under the Programme in an aggregate amount of ₦25, 000, 000, 000.00 (Twenty-Five Billion Naira) through a book building process or any other method at such dates, interest or coupon rates within such maturity periods and upon such terms and conditions as may be determined by the Directors and the management of the Company, subject to having obtained all relevant regulatory approvals;*
2. *Subject to obtaining the approval of the regulatory authorities, the Company is hereby authorized to absorb excess monies arising from the capital raising in (1) above in the event of an over subscription up to the maximum limit prescribed under applicable regulations.*
3. *That any Director, Management and Secretary of the Company be and are hereby authorised to do all acts and take all necessary steps and to consent to, approve, sign and or execute any agreements, deeds or any documents, appoint such professional parties and advisers, perform all such acts and do all such other things as may be necessary to give effect to the above resolutions;*
4. *That all acts carried out by the Directors and Management of the Company prior to the date of this resolution in connection with the above, be and are hereby ratified."*

### II. Shareholding Structure of the Issuer

Currently, the Issuer's authorized share capital is ₦ 1,000,000.00 comprising 1,000,000 ordinary shares of ₦ 1.00 each, and its issued and fully paid share capital is ₦ 300,000 comprising 300,000 ordinary shares of ₦ 1.00 each.

The Current shareholders of the Issuer are also the directors of the issuer and their shareholdings represent their respective direct beneficial interests in the Company;

Shareholders	Number of Shares Held	Shareholding
Mohammed Abubakar Sadiq	100,000	33.33%
Thomas Michael	100,000	33.33%
Ayodele Adegunwa	100,000	33.33%

### III. Shareholding Structure of the Sponsor

Currently, the Bank's authorized share capital is ₦ 10,000,000,000.00 comprising 10,000,000,000 ordinary shares of ₦ 1.00 each, and its issued and fully paid share capital is ₦ 5,050,546,281 comprising 5,050,546,281 ordinary shares of ₦ 1.00 each

## APPENDIX E: OTHER DISCLOSURES

### IV. Shareholders holding 5% and above

According to the register of members at 31 December 2019, the following shareholders held more than 5% of the issued share capital of the Bank

Shareholders	Number of Shares Held	Shareholding
WAPIC Insurance PLC	1,151,522,548	22.80%
Marina Securities Ltd	1,146,884,889	22.71%
Coronation Capital (Mauritius) Ltd	672,530,308	13.32%
United Securities Ltd	407,836,646	8.08%
Regali Estates Ltd	377,358,491	7.47%
Mikeade Investment Co. Ltd	283,018,868	5.60%
<b>Total</b>	<b>4,039,151,750</b>	<b>79.97%</b>

### V. Directors Beneficial Interests

As at 31 December 2019, the directors' direct and indirect interests in the issued share capital of the Bank was as follows:

Name of Director	Direct	Indirect
B. Folawiyo (Chairman)	-	226,415,094
I. Ogan (Non-ED)	-	-
L. Etah (Non-ED)	-	235,397,741
A. Atta (Non-ED)	-	-
E. Oputu (Non-ED)	-	-
B. Dabiri (Independent)	-	-
S. Iroche (Independent)	-	-
O. Fayokun (Independent)	-	-
A. Jimoh (GMD/CEO) *	103,773,585	-
A. Adegbohunbe (ED) *	-	-

\*Kindly note that A. Jimoh ceased to hold office as a Director of the Bank on the 2<sup>nd</sup> of May 2020 and A. Adegbohunbe has been appointed as the new Managing Director and Chief Executive Officer.

### VI. Summary of the Capital Structure of the Sponsor

As at 31 December 2019, the capital structure of Coronation Merchant Bank Limited was as follows:

Items	N' million
Cash and cash equivalent	53,665
Due from financial institutions	57,474
Short-term debt	38,163
Long-term debt	-
Total shareholders' equity	34,569
Guarantees	9,982

### VII. Divestment

## APPENDIX E: OTHER DISCLOSURES

In 2019, the Sponsor divested from its subsidiaries; Coronation Asset Management Limited and Coronation Securities Limited following receipt of CBN's No Objections on 11 June 2019 and 28 June 2019 respectively and SEC's No Objection on 26 June 2019 and 20 June 2019 respectively.

### VIII. Statement of Indebtedness

As at 30 June 2020, the Sponsor has an outstanding debt of  $\square 38,163,314,000$  comprising of commercial paper notes issuances while the Issuer has no outstanding debt balance or obligations. The Issuer and the Sponsor do not have any bridging loan.

### IX. Material Contracts

Apart from the Transaction Documents to which it is a party, the Issuer has not entered into any material contracts other than in the ordinary course of its business

The following agreements are considered material to the transaction:

- a) A Programme Trust Deed dated 23 January 2019 executed between Coronation MB Funding SPV PLC, Coronation Trustees Limited, Custodian Trustees Limited, DLM Trust Company Limited and UTL Trust Management Services Limited in respect of the Programme;
- b) A Master Notes Purchase Agreement dated 23 January 2019 executed between Coronation MB Funding SPV PLC, Coronation Merchant Bank Limited and Coronation Trustees Limited, Custodian Trustees Limited, DLM Trust Company Limited and UTL Trust Management Services Limited in respect of the Programme;
- c) The Series 1 Bond Trust Deed dated 30 November 2020 executed between Coronation MB Funding SPV PLC, Coronation Merchant Bank Limited and Coronation Trustees Limited, Custodian Trustees Limited, DLM Trust Company Limited and UTL Trust Management Services Limited in respect of the Programme;
- d) A Deed of Undertaking dated 30 November 2020 executed between Coronation MB Funding SPV PLC, Coronation Merchant Bank Limited and Coronation Trustees Limited, Custodian Trustees Limited, DLM Trust Company Limited and UTL Trust Management Services Limited in respect of the Programme; and
- e) A Vending Agreement dated 30 November 2020 executed between Coronation MB Funding SPV PLC, FBNQuest Merchant Bank Limited, Coronation Merchant Bank Limited, Chapel Hill Denham Advisors Limited, Futureview Financial Services Limited and United Capital PLC.

### X. Declaration

Except as otherwise disclosed in this Prospectus:

- a) No share of the Sponsor or the Issuer is under option or agreed conditionally or unconditionally to be put under option;
- b) No commissions, brokerages or other special terms have been granted by the Bank to any person in connection with the Bond Issuance Programme or sale of any securities of the Bank;
- c) Save as disclosed herein, the directors of the Bank have not been informed of any holding representing 5% or more of the issued share capital of the Bank;
- d) There are no founders' or management or deferred shares or any options outstanding in the Bank;
- e) There are no material service agreements between the Bank or any of its Directors and employees' other than in the ordinary course of business;
- f) There are no long-term service agreements between the Bank or any of its Directors and employees other than in the ordinary course of business;
- g) No Director of the Sponsor and the Issuer has had any interest, direct or indirect, in any property purchased or proposed to be purchased by the Bank in the five years prior to the date of this Prospectus.

## APPENDIX E: OTHER DISCLOSURES

- h) No prosecution has commenced against the Bank in respect of any breach of any securities or banking laws or CAMA;
- i) No action has been taken against the Sponsor or the Issuer by the NSE and FMDQ in respect of any breach of the listing requirements of the NSE and FMDQ respectively.
- j) No shareholder, Director or key management personnel has been involved in any of the following (in or outside Nigeria) to the best of the Director's knowledge as at December 31, 2019
- any bankruptcy or insolvency proceedings in any court of law;
  - any criminal proceeding; and
  - any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty.
- k) not any of the following has occurred during the preceding financial year and or the current financial year;
- merger or take-over offers by third parties in respect of the Sponsor's or Issuer's securities; and
  - merger or take-over offers by the company in respect of another company's securities;

### XI. Corporate Contact Information

- A. Contact details of the Issuer are given below:

**Coronation MB Funding SPV PLC**  
1 Mekunwen Road  
Off Oyinkan Abayomi Drive  
Ikoyi, Lagos

Website:

Email: [psseries1@coronationmb.com](mailto:psseries1@coronationmb.com)

Phone: +234 (0)1-2797640-43

- B. Contact details of the Sponsor are given below:

**Coronation Merchant Bank Limited**  
**Lagos Office (Head Office):**

10 Amodu Ojikutu Street  
Victoria Island  
Lagos

**Abuja Office:**

158 Aminu Kano Crescent  
Wuse 2  
Abuja

**Port-Harcourt Office:**

Charis Plaza by Evo road junction  
141 Olu Obasanji Road  
Port Harcourt

Website: [www.coronationmb.com](http://www.coronationmb.com)

Email: [crc@coronationmb.com](mailto:crc@coronationmb.com)

Phone: +234 (0)1-2797640-43

- C. Contact details of the Registrar are given below:

**United Securities Limited**

9, Amodu Ojikutu Street  
Victoria Island  
Lagos

Website: [www.unitedsecuritieslimited.com](http://www.unitedsecuritieslimited.com)

Email: [info@unitedsecurities.com](mailto:info@unitedsecurities.com)

Phone: +234 (0)1-2714566

- D. Contact details of the Auditors are given below:

**PricewaterhouseCoopers**

Landmark Towers, 5b Water Corporation Rd  
Victoria Island

**APPENDIX E: OTHER DISCLOSURES**

Lagos  
 Website: [www.pwc.com/ng](http://www.pwc.com/ng)  
 Email: [ng-pwc.enquiry@pwc.com](mailto:ng-pwc.enquiry@pwc.com)  
 Phone: +234 (0)1-2711700

**XII. Consents**

The following have given and not withdrawn their written consents to the issue of this Pricing Supplement with their names and reports (where applicable) included in the form and context in which they appear:

<b>Directors of the Issuer</b>	Adegunwa Ayodele Michael Abiodun Thomas Mohammed Abubakar Sadiq
<b>Company Secretary of the Issuer</b>	Mrs. Comelia I. Utuk
<b>Directors of the Sponsor</b>	Mr. Babatunde Folawiyo Mr. Adebajo Adegbohunge Mr. Larry Ettah Mr. Babatunde Dabiri Mrs. Suzanne Iroche Ms. Evelyn Oputu Mr. Adamu Atta Mr. Idaere Gogo Ogan Ms. Olubunmi Fayokun
<b>Company Secretary of the Sponsor</b>	Mrs. Comelia I. Utuk
<b>Issuing Houses</b>	FBNQuest Merchant Bank Limited Chapel Hill Denham Advisory Limited Futureview Financial Services Limited United Capital PLC
<b>Trustees</b>	UTL Trust & Management Services Limited Coronation Trustees Limited Custodian Trustees Limited DLM Trust Company
<b>Solicitors to the Issue</b>	Aluko & Oyeboode
<b>Solicitors to the Issuer</b>	The New Practice
<b>Stockbrokers to the Issue</b>	Afrinvest Securities Limited Coronation Securities Limited UCML Capital Limited Vetiva Securities Limited
<b>Reporting Accountants</b>	Ernst & Young
<b>Rating Agencies</b>	Agusto & Co. Limited DataPro Limited
<b>Registrar</b>	United Securities Limited
<b>Receiving Bank</b>	Access Bank PLC

**XIII. Documents Available for Inspection**

Copies of the following documents may be inspected at the Issuing Houses' offices as listed on page 8 from 8.00am to 5.00pm (West African Time) on any Business Day throughout the validity of the Programme:

- a. The Certificate of Incorporation of the Issuer and the Sponsor;
- b. The Memorandum and Articles of Association of the Issuer and the Sponsor;
- c. The Board Resolution of the Sponsor dated 06 November 2017 authorising the Programme;
- d. The Board Resolution of the Issuer dated 14 September 2018 authorizing the Programme
- e. The Board Resolution of the Issuer dated 07 July 2020 authorizing the Series 1 Bond
- f. The Board Resolution of the Sponsor dated 24 August 2020 authorising the Series 1 Bond
- g. The Shelf Prospectus issued in respect of the Programme;
- h. The audited financial statements of the Sponsor for each of the years ended 31 December - 2017, 2018 and 2019;
- i. The Programme Trust Deed dated 23 January 2019;
- j. The Master Notes Purchase Agreement dated 23 January 2019;
- k. The Series 1 Bond Trust Deed dated 30 November 2020;
- l. The Deed of Undertaking dated 30 November 2020;
- m. The written consents of parties referred to on page 20;
- n. The CBN's "no objection" to the Programme;
- o. Letter from the SEC confirming registration of the Prospectus; and
- p. Letter of approval from FMDQ and the NSE for the listing of the bonds



## Coronation MB Funding SPV Plc

₦25 billion Five-Year Fixed Rate Series 1 Subordinated Unsecured Bond Issue under the ₦100 billion Bond Issuance Programme

### Rating Assigned:

**A**

**Outlook:** Stable

**Issue Date:** 30 October 2020

**Expiry Date:** 30 June 2020

**Previous Rating:** N/A

The rating is valid throughout the life of the instrument but will be subject to annual monitoring and review.

**Bond Tenor:** 5 years

**Industry:** Banking

**Analysts:**

**Mariam Dabiri**

mariamdabiri@agusto.com

**Ayolani Oluwalana, CFA**

ayolanioluwalana@agusto.com

**Agusto & Co. Limited**

UBA House (5th Floor)

57, Marina

Lagos

Nigeria

[www.agusto.com](http://www.agusto.com)

### RATING RATIONALE

Agusto & Co. hereby assigns an 'A' rating to Coronation MB Funding SPV Plc's (the Issuer) ₦25 billion Five-Year Fixed Rate Series 1 Subordinated Unsecured Bond (the Issue' or 'the Bond') guaranteed by Coronation Merchant Bank Limited (Coronation MB; 'the Sponsor' or 'the Bank'). The Issue represents Series 1 of the ₦100 billion Bond Issuance Programme registered in 2018. The rating assigned to the Issue is a notch lower than the Sponsor's stand-alone rating of 'A+' by Agusto & Co, as it is subordinated to other senior debt obligations of the Bank.

Coronation Merchant Bank Limited's rating by Agusto & Co. reflects the Sponsor's good capitalisation for the level of risk undertaken, a good liquidity profile and a nil impaired credit position. The rating is however constrained by the Bank's high funding costs and lingering concentration in the loan portfolio. The adverse impact of the COVID-19 pandemic on the Nigerian economy is also factored into the rating.

With total assets and contingents of ₦352.3 billion as at 31 December 2019, Coronation MB is Nigeria's largest merchant bank. The asset base is largely funded by purchased funds; tenor deposits, commercial papers and inter-bank takings. As at FYE 2019, the loan book stood at ₦72.7 billion, reflecting a marked year-on-year increase of 33.9%, on the back of the Bank's strategic focus on trade finance. During the year under review, Coronation MB's correspondent banking network was expanded to 17 from below 10 in 2018, to support the growing trade finance volumes. The Bank also consummated a US\$40 million trade finance guarantee with the International Finance Corporation (IFC) in March 2020, and currently has well over US\$300 million in trade lines.

Coronation MB has maintained a nil non-performing loan ratio position since 2016. However, concentration in the loan book lingers as the top 20 obligors accounted for 97% and two economic sectors represented 82.1% of the loan

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book as at FYE 2019. We draw some comfort from the fact that the bulk of these loans are short-dated and adequately collateralised. We expect asset quality to be sustained but a more cautious approach to lending will be required given the weak state of the economy.

In 2019, Coronation MB introduced cost optimisation measures to rein in rising operating expenses. However, due to a comparatively low interest spread, efforts to improve operational efficiencies were moderated. The Bank's cost-to-income ratio increased slightly to 51.6% (FY 2018: 50.9%), just at par with merchant banking segment average of 50.1% but significantly better than the estimated banking industry average of 65.9%. Coronation MB's profit before tax remained stagnant at ₦5 billion when compared to the prior year. Pre-tax return on average assets and contingents (ROA) and pre-tax return on average equity (ROE) reduced to 1.7% (FY 2018: 2.5%) and 15.4% (FY 2018: 17.2%) respectively. In the nine months ended 30 September 2020, annualised pre-tax ROA and ROE declined to 1.3% and 14.2% respectively, which we consider to be acceptable, given prevailing macroeconomic headwinds. We expect near-term profitability to be impacted by prevailing low interest rates, the currency devaluation and inflationary pressures.

The Bank's capitalisation provides good support for the current level of risks. As at 31 December 2019, capital adequacy ratio, in line with Basel II tenets, at 19.2% stood well above the regulatory minimum for merchant banks operating in Nigeria. We anticipate sustained shareholders support should a regulatory-induced recapitalisation occurs. The proposed issue, expected to be consummated in Q4 2020, is structured as tier 2 capital and will therefore provide further support to capitalisation.

We hereby attach a stable outlook to the Coronation MB Funding SPV Plc's ₦25 billion Five-Year Fixed Rate Series 1 Subordinated Unsecured Bond, reflecting our expectations that the Bank's financial condition will remain adequate to meet the bond obligations as and when due.

2020 Bond Rating

Coronation MB Funding SPV Plc ₦25 billion Five-Year Fixed Rate Series 1 Subordinated Unsecured Bond

**Strengths**

- Good capitalisation
- Good asset quality
- Good liquidity position

**Weaknesses**

- Concentration by obligor and depositors - typical of merchant banks in Nigeria
- High dependence on interest rate sensitive funds

**Challenges**

- Growing quality risk assets as the Bank contends with prevailing macroeconomic headwinds
- Maintaining asset quality as oil shocks amplifies the vulnerability of the Nigerian economy.

Table 1: Financial Information

	31 December 2018	31 December 2019	30 September 2020*
Total Assets & Contingents	₦255.2 billion	₦352.3 billion	₦460.7 billion
Net Earnings	₦10.6 billion	₦10.4 billion	₦8.2 billion
Pre-tax Return on Average Assets & Contingents (ROA)	2.5%	1.7%	1.5%**
Pre-tax Return on Average Equity (ROE)	17.2%	15.4%	14.2%**

\*Unaudited

\*\*Annualised



DataPro

Coronation MB Funding SPV Plc

2020 Bond Rating

# CORONATION MB FUNDING SPV PLC

This report is provided by DataPro subject to the terms & conditions stipulated in our Terms of Engagement

## BOND RATING REPORT

Up to N25b Series 1 Bond under the N100b Bond Issuance Programme

### References

Expires April, 2021

Abiodun Adesoyaju, FCA  
Abimbola Adesoyaju  
Oladele Adeoye

### EVALUATION

DataPro Rating: **A+**  
Security Type: **Up To N25 billion Series 1 under the N100billion Bond Issuance Programme**  
Maturity Profile: **Medium Term (5 years)**  
Maturity Date: **Year 2025**  
Rating Outlook: **Stable**  
Currency: **Naira**  
Rating Watch: **Applicable**

#### SUMMARY

Rating:

**A+**

Report Type:  
Bond Rating

Issuer:  
Coronation  
MB Funding  
SPV Plc

Date  
Compiled  
3-May-20

### EXECUTIVE SUMMARY (Forecast)

	2021 N'000	2022 N'000	2023 N'000	2024 N'000	2025 N'000
Gross Earnings	42,864,336	52,956,761	61,648,545	73,145,671	87,692,316
Profit Before Tax	8,125,115	12,632,052	15,640,262	21,251,197	27,793,025
Shareholders Funds	48,016,745	52,882,217	58,694,960	66,411,301	76,536,655
Total Deposit Liabs	185,916,313	209,015,289	234,901,329	263,120,731	278,204,433
Loans & Advances	104,082,742	142,189,447	173,619,562	210,634,528	269,910,552
Total Assets	408,682,485	474,650,267	536,796,143	599,297,160	667,095,086

Note: Figures quoted above are the Sponsor's financial highlights

### RATING EXPLANATION

The long term rating of **A+** indicates **Low Risk**. It shows very good financial strength when compared with the standards established by DataPro. In our opinion the Issuer has very good ability to meet obligations under the Issue.

This report does not represent an offer to trade in securities. It is a reference source and not a substitute for your own judgment. As far as we are aware, this report is based on reliable data and information, but we have not verified this or obtained an independent verification in this office. We provide no guarantee with respect to accuracy or completeness of the data relied upon, and therefore the conclusions derived from the data. This report has been prepared at the request of, and for the purpose of, our client only and neither we nor any of our employees accept any responsibility on any ground whatsoever, including liability in negligence, to any other person. Finally, DataPro and its employees accept no liability whatsoever for any direct or consequential loss of any kind arising from the use of this document in any way whatsoever.

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## APPENDIX H: EXTRACT OF REPORTING ACCOUNTANT'S REPORT



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Lagos, Nigeria

Tel: +234 (01) 631 4500  
Fax: +234 (01) 463 0481  
Email: [services@ey.com](mailto:services@ey.com)  
[www.ey.com](http://www.ey.com)

The Directors  
Coronation Merchant Bank Limited  
10 Amodu Ojikutu Street  
Victoria Island  
Lagos, Nigeria

Gentlemen,

### ACCOUNTANTS' REPORT ON THE AUDITED FINANCIAL STATEMENTS OF CORONATION MERCHANT BANK LIMITED FOR THE YEARS ENDED 31 DECEMBER 2019, 2018 AND 2017

#### Report on the Financial Statements

We have reviewed the audited financial statements of Coronation Merchant Bank Limited ("the Bank") which comprise the statements of financial position as at 31 December 2019, 2018 and 2017, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended 31 December 2019, 2018 and 2017, and a summary of significant accounting policies and other explanatory information, for the proposed N25 billion bond issuance programme through the Coronation MB SPV PLC ("the Offer"). PricewaterhouseCoopers ("PwC") were the auditors of the Bank for the years ended 31 December 2019, 2018 and 2017, and unmodified audit opinions were issued by the auditors for the those years ended 31 December 2019, 2018 and 2017.

The auditor, PwC, identified the following Key Audit Matters in the independent auditor's report for the audit of the years ended 31 December 2018 and 2019:

- 2019: Impairment of loans and advances
- 2018: -Impairment charge on financial assets  
-Recoverability of deferred tax assets  
-Valuation of goodwill

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the applicable financial reporting framework and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

#### Accountant's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements. We conducted our review in accordance with the International Standard on Review Engagement (ISRE) 2400, Engagements to Review Historical Financial Statements. ISRE 2400 requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

## APPENDIX H: EXTRACT OF REPORTING ACCOUNTANT'S REPORT

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### ACCOUNTANTS' REPORT ON THE AUDITED FINANCIAL STATEMENTS OF CORONATION MERCHANT BANK LIMITED FOR THE YEARS ENDED 31 DECEMBER 2019, 2018 AND 2017 - Continued

#### Conclusion

A review of financial statements in accordance with ISRE 2400 is a limited assurance engagement. The accountant performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not present fairly, in all material respects, the financial position of Coronation Merchant Bank Limited as at 31 December 2019, 2018 and 2017, and their financial performance and cash flows for the years ended 31 December 2019, 2018 and 2017, in accordance with applicable financial reporting framework.

This report is solely for the use of the Directors of Coronation Merchant Bank Limited and other relevant parties. No part of this report may be quoted or circulated outside these parties without the prior written approval of Ernst & Young.

Yours faithfully,

Oluwasayo Elumaro  
FRC/2012/KAN/00000000139  
For: Ernst & Young  
Lagos, Nigeria  
Date: 10 August 2020







22 October 2020

The Managing Director  
Coronation Merchant Bank Limited  
10, Amodei Ojebata street  
Victoria Island  
Lagos-Nigeria

Dear Sir,

**CONFIRMATION OF THE GOING CONCERN STATUS OF CORONATION MERCHANT BANK**

Coronation Merchant Bank Limited ("the Bank") seeks to raise N25 billion as the first tranche of N100 billion bond issuance programme. The proceeds of the bond is to be utilised to support the Bank's risk asset creation.

Based on our audit of the financial statements of the Bank for the five years ended 31 December 2015, 31 December 2016, 31 December 2017, 31 December 2018 and 31 December 2019, we confirm that nothing came to our attention that caused us to believe that the Bank will not continue as a going concern in the foreseeable future. Therefore, we consider it appropriate that the Directors of the Bank have prepared the financial statements for the year ended 31 December 2020 on a going concern basis.

This letter has been prepared solely for the purposes of compliance with the rules and regulations of the Nigerian Securities and Exchange Commission.

Yours faithfully,

For: PricewaterhouseCoopers

**Chidi Ojechi**  
Partner

**PricewaterhouseCoopers Chartered Accountants**  
Landmark Towers, 58 Water Corporation Road, Victoria Island, Lagos, Nigeria  
T: +234 1 271 1700, www.pwc.com/ng TIN: 0155/037-0008

Members of the network include: PwC USA, PwC Canada, PwC Mexico, PwC Argentina, PwC Australia, PwC Brazil, PwC Chile, PwC Colombia, PwC Costa Rica, PwC Czech Republic, PwC Denmark, PwC Germany, PwC Hong Kong, PwC India, PwC Indonesia, PwC Israel, PwC Italy, PwC Japan, PwC Korea, PwC Malaysia, PwC Mexico, PwC New Zealand, PwC Norway, PwC Pakistan, PwC Peru, PwC Philippines, PwC Poland, PwC Portugal, PwC Singapore, PwC South Africa, PwC South Korea, PwC Spain, PwC Switzerland, PwC Taiwan, PwC Thailand, PwC Turkey, PwC United Kingdom, PwC United States of America, PwC Vietnam, PwC Zimbabwe.

**ALUKO &  
OYEBODE**

[www.aluko-oyebode.com](http://www.aluko-oyebode.com)

24 August 2020

Chapel Hill Denham Advisory Limited  
1st Floor, 43 Saka Tinubu Street  
Victoria Island  
Lagos

United Capital Plc  
12th Floor, UBA House  
37, Marine  
Lagos

FBNQuest Merchant Bank Limited  
10 Keffi Street, off Awolowo Road  
South-West Ikoyi  
Lagos

Futureview Financial Services Limited  
22, Oju Olobun Street  
Off Idejo, Victoria Island  
Lagos

Dear Sirs,

**RE: ISSUANCE OF ₦25,000,000,000.00 SERIES 1 BONDS DUE 2025 UNDER THE CORONATION MB FUNDING SPV PLC ₦100,000,000,000.00 BOND ISSUANCE PROGRAMME**

We act as Solicitors in connection with the proposed issuance of ₦25,000,000,000.00 (Twenty Five Billion Naira) Series 1 Bonds by Coronation MB Funding SPV Plc (the "Issuer") under an existing ₦100,000,000,000.00 (One Hundred Billion Naira) Bond Issuance Programme (the "Transaction").

We have provided herein our opinion on the status of pending litigation in which Coronation Merchant Bank Limited (the "Sponsor") is involved in.

The Sponsor in the ordinary course of business is presently involved in 5 (five) cases, 1 (one) of which was instituted by the Sponsor and 4 (four) of which were instituted against the Sponsor.

The total amount, including general damages, claimed against the Sponsor in the 4 (four) cases instituted against it is estimated at ₦2,196,999,687.37 (Two Billion, One Hundred and Ninety Six Million, Nine Hundred and Ninety Nine Thousand, Six Hundred and Eighty Seven Naira, Thirty Seven Kobo), whilst the sum of ₦240,000,000.00 (Two Hundred and Forty Million Naira) is counter claimed by the Bank. The total amount claimed in the suit instituted by the Sponsor is estimated at ₦228,333,479.26 (Two Hundred and Twenty Eight Million, Five Hundred and Thirty Three Thousand, Four Hundred and Seventy Nine Naira, Twenty Six Kobo) while the sum of ₦343,787,494.21 (Three Hundred and Forty Three Million, Seven Hundred and Eighty Seven Thousand, Four Hundred and Ninety Four Naira, Twenty One Kobo) is counter claimed against the Bank.

The Directors of the Sponsor are of the opinion that the aforementioned cases are not likely to have any material adverse effect on the Sponsor or the Transaction and are not aware of any other pending and/or threatened claims or litigation, which may be material to the Transaction.

Based on our review of the facts of the suits provided in the litigation schedule provided by the Sponsor, we are of the opinion that the aforementioned suits would not adversely affect the Transaction.

A schedule of claims and litigation in which the Sponsor is involved is available for inspection at the registered office of the Sponsor.

Yours faithfully,  
ALUKO & OYEBODE



Ayodeji Oyetunde  
Partner

1 Murtala Muhammed Drive  
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**ALUKO &  
OYEBODE**

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24 August 2020

Chapel Hill Denham Advisory Limited  
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57, Marina  
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FBNQuest Merchant Bank Limited  
10 Keffi Street, off Awolowo Road  
South-West Ikoyi  
Lagos

Futureview Financial Services Limited  
22, Oju Olubun Street  
Off Idejo, Victoria Island  
Lagos

Dear Sirs,

**RE: ISSUANCE OF ₦25,000,000,000.00 SERIES 1 BONDS DUE 2025 UNDER THE CORONATION MB FUNDING SPV PLC ₦100,000,000,000.00 BOND ISSUANCE PROGRAMME**

We act as Solicitors in connection with the proposed issuance of ₦25,000,000,000.00 (Twenty Five Billion Naira) Series 1 Bonds by Coronation MB Funding SPV Plc (the "Issuer") under an existing ₦100,000,000,000.00 (One Hundred Billion Naira) Bond Issuance Programme (the "Transaction").

The Issuer is not engaged (whether as defendant or otherwise) in any claims, legal actions, suits, arbitration, alternative dispute resolution proceedings or other proceedings (collectively, "Claims") nor is the Issuer aware that there are any such Claims being threatened or pending.

As a result of this and based on our review of the facts provided by the Issuer, we are of the opinion that there are no Claims in existence or threatened which would have a material effect on the financial position or operations of the Issuer.

Yours faithfully,  
ALUKO & OYEBODE



Ayodeji Oyetunde  
Partner

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**APPENDIX L: MANAGEMENT ACCOUNT OF THE SPONSOR**

CORONATION MERCHANT BANK STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED AUGUST 31, 2020			
	Notes	YTD N'000 31-Aug-20	YTD N'000 31-Aug-19
Gross Earnings		17,973,714	21,800,177
Interest income	5	14,673,029	17,351,169
Interest expense	6	(10,605,777)	(14,403,945)
<b>Net interest income</b>		<b>4,067,251</b>	<b>2,947,225</b>
Impairment charges/writebacks	7	(120,777)	21,889
<b>Net interest income after impairment charge on financial assets</b>		<b>3,946,474</b>	<b>2,969,114</b>
Fee and commission income	8	1,077,024	1,022,353
Fair value gains/(loss) on trading securities	9	(195,544)	(24,029)
Income from trading	10	1,872,406	2,615,967
Other income	11	546,799	834,716
Operating expenses	12	(3,826,857)	(4,139,268)
Profit before tax		<b>3,420,303</b>	<b>3,278,853</b>
Tax	29	(116,418)	(763,030)
Profit after tax		<b>3,303,885</b>	<b>2,515,822</b>
<i>Other comprehensive income (OCI) net of income tax</i>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net fair value gains/(losses) on available for sale financial assets		1,380,683	(289,793)
<b>Other comprehensive income for the period (net of tax)</b>		<b>1,380,683</b>	<b>(289,793)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>4,684,568</b>	<b>2,226,030</b>

APPENDIX M: PROCEDURE FOR APPLICATION AND ALLOTMENT

CORONATION MERCHANT BANK  
STATEMENT OF FINANCIAL POSITION  
AS AT AUGUST 31, 2020

	Notes	YTD N'000 31-Aug-20	YTD N'000 31-Aug-19
<b>Assets</b>			
Cash and bank balances	13	7,066,402	34,251,950
Due from financial institutions	14	54,640,759	60,408,894
Loans and advances to customers at amortised cost	15	96,539,430	53,692,650
Trading assets at FVTPL	16	7,875,674	(6,194,007)
Investment securities	17	54,574,980	49,531,357
Derivative financial assets at FVTPL	18	190,581	985,556
Other assets	19	107,386,705	9,967,955
Intangible assets	20	809,343	658,643
Property, plant and equipment	21	6,585,796	6,161,176
Right of use assets	22	59,555	-
Deferred tax	23	5,611,495	4,998,887
Assets held for sale	24	5,000	5,000
<b>Total assets</b>		<b>341,345,719</b>	<b>214,468,061</b>
<b>Liabilities</b>			
Due to customers	25	154,463,340	110,253,586
Due to other Banks	26	35,705,318	35,750,566
Commercial paper liabilities	27	33,073,317	12,014,719
Derivative financial liabilities	28	180,454	944,934
Income tax payable	29	100,378	478,046
Other liabilities	30	80,236,200	74,748,631
<b>Total liabilities</b>		<b>303,759,007</b>	<b>184,190,482</b>
<b>Equity</b>			
Share Capital		5,050,546	5,050,546
Share premium		3,655,348	3,655,348
Statutory reserve		7,608,740	6,844,066
Fair value reserve		2,250,829	(838,797)
Credit risk reserve		2,460,504	1,308,070
Retained earnings		16,560,745	14,258,346
<b>Shareholders' Fund *</b>		<b>37,586,712</b>	<b>30,277,579</b>
<b>Total liabilities and Equity</b>		<b>341,345,719</b>	<b>214,468,061</b>
<b>Off Balance Sheet</b>	31	<b>103,140,155</b>	<b>81,321,620</b>

Banjo Adegbohunge  
Managing Director

Chukwukadibia Okoye  
Chief Financial Officer

## APPENDIX M: PROCEDURE FOR APPLICATION AND ALLOTMENT

### Appendix M: Procedure for Application and Allotment

#### 1. Invitation for Participation

Qualified Investors are hereby invited to participate in the Issue through any of the Issuing Houses/Book Runners, who are also acting as Receiving Agents for the Offer

- 1.1. The Book Build opens on 22 October 2020 and closes 30 October 2020 Orders must be for a minimum of ₦ 10,000,000 (Ten Million Naira) and in integral multiples of ₦ 1,000,000 (One Million Naira) thereafter
- 1.2. Participation Amount(s) and Bid Coupon Rate(s) ("Orders") should be entered in the space provided in the prescribed Commitment Form attached to this Pricing Supplement.
- 1.3. By completing and submitting the Commitment Form, each Participant 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. Participants may place an Order for the Bonds at any price within the price range subject to the Minimum Subscription and the terms and conditions stated in this Pricing Supplement.
- 1.5. A corporate Participant is required to affix its official seal in the box provided and state its incorporation number (RC); and or, in the case of a corporate foreign subscriber, its appropriate identification/incorporation number in the jurisdiction in which it is constituted.
- 1.6. An individual Participant should sign the declaration and write his/her full name, address and daytime telephone number on the Commitment Form. Joint Participants must all sign the Commitment Form.
- 1.7. Upon the completion and submission of the Commitment Form, the Participant is deemed to have authorized the Issuer and the Issuing Houses/Book Runners 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.
- 1.8. Participants shall be entitled to one (1) bid per Commitment Form
- 1.9. After determination of the Coupon Rate, the maximum Participation Amount specified by a Participant at or below the Clearing Price will be considered for allocation; any Order above this price will become automatically invalid.
- 1.10. The Issuer in consultation with the Book Runners reserves 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 Participants should ensure that payment of the Participation Amounts is received on the Settlement Date via the Real Time Gross Settlement ("RTGS") or NIBSS Electronic Fund Transfer ("NEFT") into the following designated Issue Proceeds Account domiciled with the Receiving Bank:

Bank	Account Name
Access Bank Nigeria PLC	Coronation MB Funding Series 1 Bond 1426864229

#### 3. Allocation

- 3.1 On the Pricing Date, the Issuing Houses will analyse the demand of submitted bids and in consultation with the Issuer, finalize the allocations to each Participant. Allocation Notices will be sent to successful Participants thereafter
- 3.2 The members of the Board of Directors of the Issuer and the Issuing Houses 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.

## **APPENDIX M: PROCEDURE FOR APPLICATION AND ALLOTMENT**

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- 3.3 Upon clearance of the Basis of Allotment by the SEC, delivery of the Bonds shall be effected in dematerialized (uncertificated) form. Participants are mandatorily required to specify their Identification Number (IDN), Verification Number (BVN), CSCS or FMDQ-D Account Number, the name of their Stockbroking Firm, CHN or BPID in the spaces provided on the Commitment Form.
- 3.4 Participants will receive the Bonds in dematerialized form and are mandatorily required to specify their CSD Account Number, the name of their Stockbroking Firm, their Member Code and Clearing House Number in the spaces provided on the Commitment Form.
- 3.5 Participants must ensure that the name specified in the Commitment Form is exactly the same as the name in which the CSD Account Number is held. In case the application is submitted in joint names, it should be ensured that the beneficiary's CSD Account is also held in the same joint name and are in the same sequence in which they appear in the Commitment Form.

### **4. Bank Account Details**

- 4.1 Participants 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 Participants 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 the Commitment Form above in connection with the Bonds.
- 4.3 Failure to provide correct bank account details could result in delays in the credit of investors.
- 4.4 The Issuer, the Sponsor, the Joint Trustees and the Registrar shall not have any responsibility and will not be held liable for delays in payments due to incorrect bank account details provided.

