



TSL SPV PLC (RC 1659158)

OFFER FOR SUBSCRIPTION (BY WAY OF BOOK BUILDING)

OF ₦12,000,000,000

10 YEAR 10% SERIES 1 SENIOR GUARANTEED FIXED RATE INFRASTRUCTURE BONDS DUE 2030

UNDER THE ₦50,000,000,000 TSL SPV PLC BOND ISSUANCE PROGRAMME

BOOKBUILDING OPENS: 21 August 2020

BOOKBUILDING CLOSES: 11 September 2020



RC: 1368639

This Pricing Supplement is prepared for the purpose of Rule 279(3) (6) & (7) of the Rules and Regulation of the Securities and Exchange Commission (the "Commission" or "SEC") in connection with the ₦50,000,000,000.00 Bond Issuance Programme established by TSL SPV PLC (the "Issuer"). This Pricing Supplement is supplemental to, and should be read in conjunction with, the Shelf Prospectus dated 6 October 2020 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 Pricing Supplement.

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 as amended and / or supplemented from time to time. Offer is valid for High Net-worth Individuals and Qualified Institutional Investors. **Risks related to this offer can be found on page 35 of the Shelf Prospectus.** This Pricing Supplement has been delivered to the Commission to be registered and made available for download on the respective websites of the Commission (<http://sec.gov.ng>) and the Co-Obligor (<http://tslimited.com/>), throughout its validity period. Copies of this Pricing Supplement may also be obtained free of charge from the offices of the Issuer and 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"). The Bonds now being issued will upon admission to an exchange qualify as a security in which Trustees may invest under the Trustee Investments Act (Cap T22) Laws of the Federation of Nigeria, 2004. The Bonds also qualify as a security under Section 20(1)(g) of the Personal Income Tax Act, Cap P8, LFN, 2004 as well as Section (19)(2) of the Companies Income Tax Act, Cap C21, LFN, 2004.

The Directors of the Issuer collectively and individually accept 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 (having made all reasonable enquiry), 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.

Issuing Houses and Book-runners



Stanbic IBTC Capital (Lead)
RC 1031358



ARM Securities Limited
RC 125242

This Pricing Supplement is dated 6 October 2020

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FINAL TERMS OF THE SERIES 1 BONDS

| | | |
|-----|----------------------------------|--|
| 1. | Issuer: | TSL SPV PLC |
| 2. | Co-Obligor | Transport Services Limited |
| 3. | Description of the Bond: | 10 year 10% senior guaranteed fixed rate infrastructure bonds due 2030 |
| 4. | Series Number: | 1 |
| 5. | Specified Currency: | Nigerian Naira ("₦") |
| 6. | Aggregate Nominal: | ₦12,000,000,000 |
| 7. | Issue Price: | At par. ₦1,000 per unit of the Bond |
| 8. | Gross proceeds: | ₦12,000,000,000 |
| 9. | Net proceeds: | ₦11,795,004,950 |
| 10. | Denominations: | The Bonds will be issued in denominations of ₦1,000 and integral multiples of ₦1,000 in excess thereof, subject to the Minimum Acceptable Subscription |
| 11. | Minimum Acceptable Subscription: | ₦10,000,000 (i.e. 10,000 units at ₦1,000 per unit) and multiples of ₦1,000 thereafter. Bids below the Minimum Acceptable Subscription will be disregarded unless they form part of a cumulative bid from the same investor that is greater than the Minimum Acceptable Subscription. Final allotment to respective bidders may be less than the Minimum Acceptable Subscription if bids must be pro-rated for any reason |
| 12. | Issue Date: | 6 October 2020 |
| 13. | Coupon Commencement Date: | Coupon shall accrue from the allotment date |
| 14. | Tenor: | 10 (ten) years |
| 15. | Maturity Date: | 6 October 2030 |
| 16. | Principal Moratorium: | 24 months |
| 17. | Coupon Basis: | Fixed Rate |
| 18. | Coupon Rate: | 10% p.a |
| 19. | Source of Repayment: | The Issuer shall pay the Coupon and repay the Principal Amount Outstanding from the Payment Account |
| 20. | Redemption/Payment Basis: | Bonds shall be amortised semi-annually each year commencing 24 (twenty-four) months after the Issue Date until the Maturity Date (each a "Redemption Date"); Interest payments to be made semi-annually |

21. Status: The Bonds shall constitute direct, unconditional, senior and unsecured 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 the principal and any interest thereon, shall at all times rank at least equally with all other senior and unsecured obligations of the Issuer present and future, but in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights
22. Guarantor: Infrastructure Credit Guarantee Company Limited ("InfraCredit"), a private company limited by shares and incorporated under the laws of Nigeria with registration number 1368639
- InfraCredit has been assigned an AAA long-term Naira currency national scale rating by Augusto & Co. and GCR
23. Guarantee: The Bonds are backed by the unconditional and irrevocable guarantee of the Guarantor, by way of continuing guarantee, of the due and punctual observance by the Issuer of all of its payment obligations in respect of all scheduled principal amounts and coupon due and payable by the Issuer under the terms of the Deed of Guarantee.
- In the case of a claim under the Guarantee in respect of the Bonds, payments of all amounts due under the Guarantee shall be made no later than the applicable scheduled payment date and in any case, no later than the last day of any grace period granted to the Issuer, and only in the scheduled repayment instalments specified in the Amortisation Schedule on page 17
- In the event of a default on the Bonds, the Guarantee cannot be accelerated unless the Guarantor in its sole discretion elects to do so by notice in writing to the Bond Trustee. If no such election is made, the Guarantor will continue to be liable to make timely payments of the Guaranteed Amounts in accordance with the Amortisation Schedule
24. Listing(s): An application will be made to list the Bonds on the FMDQ Securities Exchange or The NSE

FINAL TERMS OF THE SERIES 1 BONDS

25. Use of proceeds:¹

The proceeds of the Series 1 Bond Issuance, which are estimated at ₦11,795,004,950, after deducting issue costs (including VAT) of ₦204,995,050 representing 1.7% of the issue, shall be applied as follows:

| | Description | Amount (₦) | % | Time to completion |
|---|--|--------------------------|------------|--------------------|
| 1 | Refinance existing short-term debt | 11,002,537,290 | 91.7 | Immediate |
| 2 | Capital expenditure for the acquisition of additional vehicles for TSL fleet | 192,467,660 | 1.6 | Immediate |
| 3 | Funding of reserve account | 600,000,000 | 5.0 | Immediate |
| 4 | Estimated Cost of Offer | 204,995,050 ² | 1.7 | Immediate |
| | | 12,000,000,000 | 100 | |

26. Offer Period

21 August 2020 – 11 September 2020

Provisions relating to coupon (if any) payable

27. Fixed Rate Bond Provisions:

- i. Coupon Payment Date(s)/Payment Dates: 6 April and 6 October (Semi-annual)
- ii. Coupon Amount(s): See "Amortisation Schedule" on page 17
- iii. Day Count Fraction: 30 / 360
- iv. Business Day Convention: Modified Following: Where a Coupon 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
- v. Business Day: Any day (other than a Saturday, Sunday or a Federal Government of Nigeria declared public holiday) on which commercial banks are open for general business in Lagos, Nigeria
- vi. Other terms relating to method of calculating Coupon for Fixed Rate Bonds: N/A

General provisions applicable to the Bonds

28. Form of Bonds:

Dematerialised

¹ See page 16 for detailed description of Use of Proceeds

² This amount is an estimate and may vary based on actual expenses incurred

FINAL TERMS OF THE SERIES 1 BONDS

- | | | |
|-----|------------------------------------|---|
| i) | Form of Dematerialised Bonds: | Electronic registration on the Central Securities Clearing System PLC platform |
| ii) | Registrar: | Meristem Registrars and Probate Services Limited |
| 29. | Trustee: | FBNQuest Trustees Limited |
| 30. | Record Date: | No Bondholder may require the transfer of a Bond to be registered during the period of 15 (fifteen) days ending on the due date for any payment of principal or Coupon on that Bond |
| 31. | Other terms or special conditions: | Not applicable |

Distribution, clearing and settlement provisions

- | | | |
|-----|-------------------------|---|
| 32. | Issuing Houses: | Stanbic IBTC Capital Limited (Lead); ARM Securities Limited; |
| 33. | Method of Distribution: | Book Building to Qualified Institutional Investors and High Net Worth Individuals as defined by Rule 321 of the SEC Rules and Regulations, 2013 as amended from time to time |
| 34. | Underwriting: | Not applicable |
| 35. | Clearing System: | Central Securities Clearing System PLC |
| 36. | Rating: | |
| i) | Co-Obligor: | Bbb (Agusto) |
| ii) | Issue: | Aaa (Agusto), AAA (DataPro) |
| | | An issue rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. |
| 37. | Terms of Settlement | Kindly refer to Payment Instructions under Appendix 2 |

Provisions regarding redemption / Maturity

- | | | |
|-----|---|--------------------------------|
| 38. | Redemption at the Option of the Issuer (Call Option): | Applicable in whole or in part |
|-----|---|--------------------------------|

FINAL TERMS OF THE SERIES 1 BONDS

If applicable:

- | | | |
|-------|---|--|
| (i) | Optional Redemption Date(s) (Call) | 6 October 2025 being the fifth anniversary of the Issue Date, and thereafter on each Payment Date up to and including 6 October 2027 being the 7 th anniversary of the Issue Date |
| (ii) | Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s) | The Principal Amount Outstanding of the Series 1 Bonds together with Coupon accrued up to but excluding the date of redemption |
| (iii) | Minimum period of notice (if different from Condition 7.2 of the Final Terms (<i>Early Redemption at the option of the Issuer (Call Option)</i>)) | Not less than 20 (twenty) days and not more than 60 (sixty) days to the Bondholders and the Bond Trustee (which notice shall be irrevocable and binding on the Issuer) |
| (iv) | If redeemable in part: | To be specified in the Optional Early Redemption notice |
| | (A) Minimum Redemption Amount(s) | To be specified in the Optional Early Redemption notice |
| | (B) Higher Redemption Amount(s) | To be specified in the Optional Early Redemption notice |
| (v) | Other terms applicable on Redemption | Not Applicable |

General

- | | |
|---|---|
| 39. Total Bonds in Issue (excluding current issue): | Not Applicable |
| 40. Taxation: | See "Tax Considerations" on page 58 of the Shelf Prospectus dated 6 October 2020 |
| 41. Risk Factors: | See Risk Factors on page 35 – 38 of the Shelf Prospectus dated 6 October 2020 |
| 42. Governing Law: | The Bonds will be governed by and construed in accordance with the laws of the Federal Republic of Nigeria |
| 43. Board approval for issuance of Bonds obtained | 24 February 2020 |
| 44. Selling restrictions: | Strictly to Qualified Institutional Investors and High Net worth Individuals as stipulated by Rule 321 of the SEC Rules and Regulations |
| 45. Details of Indebtedness: | As at 31 March 2020, the Issuer had no indebtedness while as at 31 December 2019, |

total indebtedness of the Co-Obligor stood at ₦10.86 billion³

46. Claims and Litigation:

The Directors of the Issuer and the Solicitors to the Transaction (based on the information made available), confirm that they are not aware of any claim or litigation pending against the Issuer or threatened, which (i) materially or adversely affects the Issuer's ability to fulfil its obligations under the transaction; and/or; (ii) affects the validity of the transaction or restricts the proceedings or actions of the Issuer with respect to the transaction

47. Other disclosures:

The following agreements have been entered into and are considered material to the Series 1 Bonds:

(i) A vending agreement dated 6 October 2020 between TSL SPV PLC, ARM Securities Limited and Stanbic IBTC Capital Limited

(ii) A series 1 trust deed dated 6 October 2020 between TSL SPV PLC, Transport Services Limited and FBNQuest Trustees Limited

There have been no merger / take-over offers by third parties in respect of the Issuer's securities; or merger / take-over offers by the Issuer in respect of another company's securities

Extracts of the resolution can be inspected at the offices of the Issuer and Issuing houses

Material adverse change statement

Except as disclosed in this document and in the Shelf Prospectus dated 6 October 2020, there has been no significant change in the financial or trading position of the Issuer since 6 October 2020 and no material adverse change in the financial position or prospects of the Issuer since 6 October 2020.

³ Borrowings as at 31 December 2019

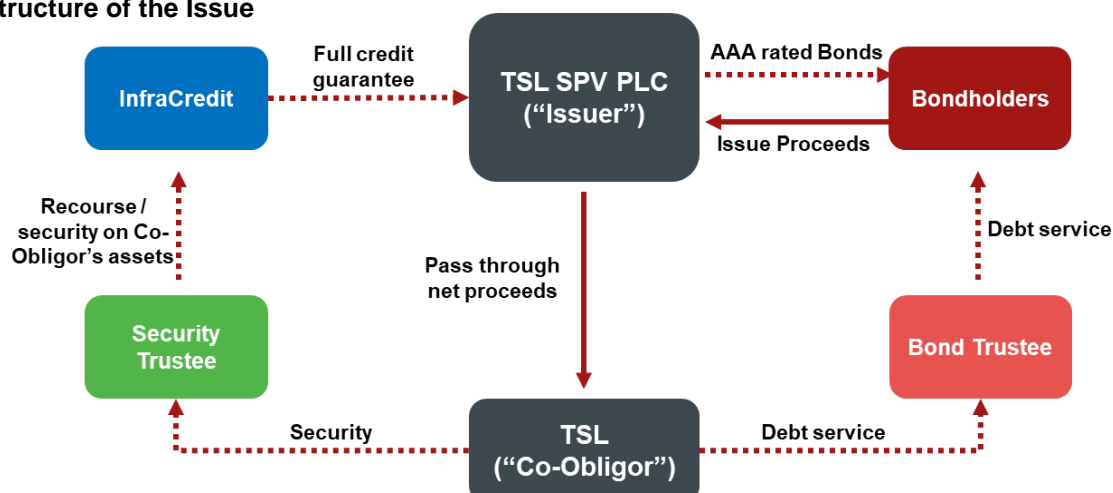
Guarantee

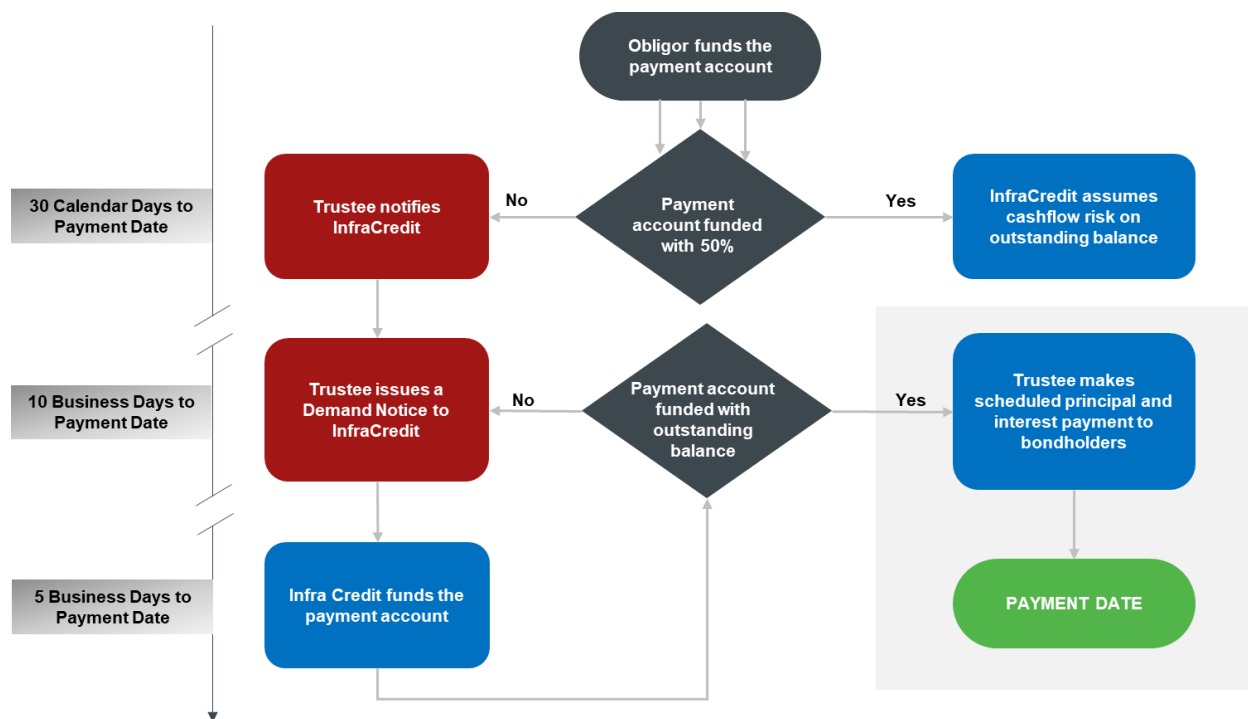
The Series 1 Bonds are backed by the unconditional and irrevocable guarantee of the Guarantor, by way of continuing guarantee, of the due and punctual observance by the Issuer of all of its payment obligations in respect of all scheduled principal amounts and scheduled coupon due and payable by the Issuer under the terms of the Deed of Guarantee (the “Guarantee”).

Description of the Issue

- The Series 1 Bonds shall be fully guaranteed by InfraCredit
- The Issuer shall issue the Series 1 Bonds to Qualified Institutional Investors and High Net Worth Individuals
- Proceeds from the Bonds will be passed-through to the Co-Obligor under the terms of the Series 1 Trust Deed; in accordance with the Use of Proceeds set out on page 16
- The Co-Obligor shall have a joint and several obligation to repay the aggregate principal amount outstanding and coupon payable on the Series 1 Bonds, and will directly, on a joint and several basis, fund the Payment Account
- The Bond Trustee pays the bond obligation (Interest and principal) to the Bondholders
- The Guarantor shall pursuant to the Deed of Guarantee, irrevocably and unconditionally guarantee to the Bond Trustee, for and on behalf of the Bondholders, by way of continuing guarantee the due and punctual observance by the Issuer of all its payment obligations in respect of all scheduled principal and/or coupon payable on the Series 1 Bonds
- The intent and purpose of the Guarantee is to ensure that the Bondholders, under all circumstances and regardless of any factual and legal circumstances, motivations and considerations on the basis of which the Issuer/Co-Obligor may fail to effect payment, shall receive the scheduled principal and coupon payable pursuant to the terms and conditions of the Bonds on the due dates in accordance with the Amortisation Schedule set out on page 17
- The Guarantee constitutes a contract in favour of the Bondholders as third-party beneficiaries entitling the Bond Trustee to require performance of the obligations undertaken by the Guarantor and to enforce such obligations against the Guarantor
- Accordingly, the Guarantor shall within the Grace Period allowed under the terms of the Trust Deed within which a potential Payment Default may be remedied, pay all amounts required under the Guarantee without any restrictions if the Issuer/Co-Obligor for any reason, fails to pay the amounts due and payable in respect of the Series 1 Bonds

Structure of the Issue





Structure of the Guarantee

The Co-Obligor shall pay or cause to be paid into the Payment Account such amounts equal in aggregate to the next scheduled Coupon and/or Redemption Amount such that the Payment Account shall be funded with (a) 50% (fifty per cent) of the next scheduled Coupon and/or Redemption Amount due payable on the Series 1 Bonds not later than one (1) month before the next Payment Date and (b) 50% (fifty per cent) of the next scheduled Coupon and/or Redemption Amount due payable on the Series 1 Bonds (less coupon accrued on the Payment Account since the last Payment Date) not later than ten (10) Business Days before the next Payment Date, bringing total funding to not less than 100% (one hundred per cent) of the scheduled Coupon and/or Redemption Amount due payable on the Series 1 Bonds on such Payment Date.

If at ten days prior to a Payment Date, the Payment Account has not been funded with the scheduled principal and/or scheduled interest due on that Payment Date, the Bond Trustee is required to issue a Demand Notice to InfraCredit.

Subsequent to receiving a Demand Notice from the Bond Trustee, InfraCredit is required to fund the Payment Account by the Payment Date to ensure bondholders are paid in accordance with the terms of the Deed of Guarantee.

DESCRIPTION OF THE GUARANTOR

Infrastructure Credit Guarantee Company Limited





Infrastructure Credit Guarantee Company Limited (“InfraCredit” or the “Guarantor”) was incorporated in Nigeria on the 20th of October 2016 (RC. No. 1368639) as a private limited company trading under the business name and style of “InfraCredit” (registered no. 2455187) with the Corporate Affairs Commission. The registered office is at 1 Adeyemo Alakija Street, Victoria Island, Lagos, Nigeria.

InfraCredit is a specialized credit enhancement facility established to support long term local currency infrastructure financing by providing guarantees to enhance the credit quality of local currency debt instruments issued to finance eligible infrastructure related assets in Nigeria. Its guarantees act as a catalyst to attract the investment interest from pension funds, insurance firms and other long-term investors, thereby deepening the Nigerian debt capital markets. InfraCredit was established by the Nigeria Sovereign Investment Authority (“NSIA”), an independent agency responsible for the management of Nigeria’s sovereign wealth fund, in collaboration with GuarantCo, a supranational funded by five G12 countries: the UK (DFID), Switzerland (SECO), Sweden (SIDA), the Netherlands (DGIS through FMO) and Australia (DFAT).

InfraCredit’s authorised share capital is N50,000,000,000 divided into 50,000,000,000 ordinary shares of N1.00 each. Its issued share capital is 21,529,000,002 ordinary shares of N1.00 each. An overview of InfraCredit’s capital structure, credit ratings and board of directors is provided below:

Capital Providers



In December 2016, InfraCredit signed a Callable Capital Funding Facility Agreement with GuarantCo (the “Callable Capital”) under the terms of which GuarantCo commits to support any guarantees issued by InfraCredit, up to a maximum value of US\$ 50 Million, of which US\$25 Million is being utilised by InfraCredit. GuarantCo is owned by the UK government and four G12 governments. The Callable Capital is an unfunded “second loss” component of InfraCredit’s capital structure and acts as a liquid credit backstop to InfraCredit’s paid in equity (the “Core Capital”). The Core Capital is a highly liquid funded component of the paid up share capital and acts as a “first loss” protection to the beneficiaries of credit guarantees. NSIA has subscribed and fully paid US\$25 Million of the Core Capital and is the initial shareholder of InfraCredit. In 2018, AFC, the leading infrastructure development finance institution in Africa, invested US\$25 million equity in InfraCredit and became a shareholder in the company alongside the NSIA. InfraCredit plans to increase its Total Capital to up to US\$200 Million (Naira Equivalent) to support its guarantee issuing capacity. In furtherance of this objective, in November 2018, KfW Development Bank (“KfW”) invested US\$35 Million in subordinated capital investment in InfraCredit. In December 2019, InfraCredit announced the successful closing of an additional US\$25 Million subordinated capital investment by KfW. The subordinated unsecured long-term capital by KfW ranks as qualifying capital for financial leverage purposes.

| Capital Providers | Status | Initial Capital | International Rating |
|---|--|-------------------------------------|----------------------|
|  | Sovereign Authority | US\$25 million core capital | N / A |
|  | Multilateral Development Finance Institution | US\$25 Million Core Capital | AAA |
|  | Supranational | US\$25 million callable capital | AA- / Stable |
|  | Supranational | US\$60 million subordinated capital | AAA |

DESCRIPTION OF THE GUARANTOR

Credit Ratings

InfraCredit has been accorded a 'AAA' national scale credit rating, which is the highest credit quality, by the two major domestic rating agencies, thereby reinforcing InfraCredit's credit strength as a financial guarantor. The credit ratings were assigned following a rigorous process of assessment and risk analysis which tested InfraCredit's robust capital structure, corporate governance and claims-paying ability.

| Ratings Agency | Assigned Rating | Rating Scale | Rating Class |
|--|-----------------|--------------|--------------|
|  <small>Research, Credit Ratings, Credit Risk Management</small> | AAA (Stable) | National | Long term |
|  | AAA (Stable) | National | Long term |

Board of Directors

InfraCredit's Board is composed of the following members:

| Name | Position | Address |
|------------------------|-------------------------|---|
| Uche Orji | Chairman | 4th Floor, Clans Place, 1386A Tigris Crescent, Maitama, Abuja |
| Chinua Azubike | Chief Executive Officer | 17 Sanusi Fafunwa Street, Victoria Island, Lagos, Nigeria |
| Chris Vermont | Independent Director | Hunserdowns Lane, Ardleigh, Colchester, CO7 7LZ, UK |
| Stella Ojekwe-Onyejeli | Non-Executive Director | 4th Floor, Clans Place, 1386A Tigris Crescent, Maitama, Abuja |
| Banji Fehintola | Non-Executive Director | 3a Osborne Rd, Ikoyi, Lagos |
| Sanjeev Gupta | Non-Executive Director | 3a Osborne Rd, Ikoyi, Lagos |
| Solomon Adegbe-Quaynor | Independent Director | 7 Mawena Avenue, Airport Hills, Accra, Ghana |

SERIES 1 TIMETABLE

| Date | Activity | Responsibility |
|-------------------|--|--------------------------------|
| 20 August 2020 | Receive SEC approval to commence book building | Lead Issuing House |
| 21 August 2020 | Commence book building | Issuing Houses and Bookrunners |
| 11 September 2020 | Conclude book building | Issuing Houses and Bookrunners |
| 11 September 2020 | Determine Coupon Rate and aggregate Principal Amount of Bond to be issued | Issuing Houses and Bookrunners |
| 18 September 2020 | Dispatch Allocation Confirmation Notices to Successful Participants | Issuing Houses and Bookrunners |
| 21 September 2020 | File updated Pricing Supplement and other Issue documents with SEC | Lead Issuing House |
| 28 September 2020 | Effect payment of Participation Amounts to Receiving Bank | Successful Participants |
| 6 October 2020 | Signing Ceremony | All Parties |
| 6 October 2020 | Remit net Issue proceeds to the Issuer | Receiving Bank |
| 9 October 2020 | File executed Issue documents with SEC | Lead Issuing House |
| 9 October 2020 | File Allotment Proposal with SEC | Lead Issuing House |
| 16 October 2020 | Receive SEC clearance of Allotment | Lead Issuing House |
| 19 October 2020 | Effect Allotment using approved basis of allotment from SEC | Registrar |
| 23 October 2020 | Announce Allotment | Lead Issuing House |
| 23 October 2020 | Credit CSCS Accounts of Allotees / dispatch soft copies of e-allotment advice to Bondholders' emails | Registrar |
| 6 November 2020 | Listing and commencement of trading in the Bond | Lead Issuing House |
| 6 November 2020 | Post allotment compliance report | Lead Issuing House |

1 Invitation for Participation

Eligible Investors are hereby invited to place orders in respect of the Issue through the Issuing Houses and Bookrunners.

- 1.1 The book building process opens on **21 August 2020** and closes on **11 September 2020**. **Orders must be for a minimum of ₦10,000,000 and in integral multiples of ₦1,000 thereafter.** Orders below the Minimum Acceptable Subscription will be disregarded unless they form part of a cumulative order from the same investor that is greater than the Minimum Acceptable Subscription. Final allotment to respective bidders may be less than the Minimum Acceptable Subscription if orders must be pro-rated for any reason.
- 1.2 Orders should be entered in the space provided in the prescribed commitment form in Appendix 8 attached to this Pricing Supplement.
- 1.3 **By completing 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 orders for the Bond 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 A corporate participant 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 participant is deemed to have authorised the Issuer and the Issuing Houses 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 Pricing Supplement with the SEC. The commitment form shall be considered as the application form for the purposes of registration of the Pricing Supplement with the SEC.
- 1.7 Participants shall not be entitled to withdraw/modify orders after the book building closing date.
- 1.8 The commitment form presents the participant with the opportunity to indicate up to three optional bid Coupon Rates within the price range and to specify the participation amount applicable to each option. The bid coupon rates and the participation amounts submitted by the participant in the commitment form will be treated as optional demands from the participant and **will not be aggregated.**
- 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 and the rest of the order(s), irrespective of the corresponding bid Coupon Rate(s), will become automatically invalid.
- 1.10 The Issuer in consultation with the Issuing Houses and Bookrunners 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.

2. Payment Instructions

Successful participants should ensure that payment of the participation amounts is received **within 24 hours of allotment**, via the CBN Real Time Gross Settlement System ("RTGS") or the Nigerian Inter-bank System Electronic Funds Transfer ("NEFT") into the following designated issue proceeds accounts domiciled with the Receiving Banks:

| BANK | ACCOUNT NAME | ACCOUNT NUMBER |
|-----------------|--|----------------|
| Access Bank Plc | TSL SPV PLC Series 1 Bond Issue Proceeds Account | 1405804161 |

3 Allocation / Allotment

- 3.1 On the pricing date, the Issuing Houses and Bookrunners will analyse the demand generated at various price levels and, in consultation with the Issuer, finalise the Coupon Rate and the allocations to each participant. Allocation confirmation notices will be sent to successful participants thereafter.
- 3.2 The Directors of the Issuer, the Issuing Houses and 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 Allotment of Bonds will be effected only upon clearance of the Prospectus by the Commission. Allotment shall be effected by means of the following:

3.3.1 Allotment of Bonds in Electronic Form (e-Allotment)

Successful applicants are mandatorily required to specify their CSCS investor account number and CSCS clearing house number (CHN) in the spaces provided on the commitment form.

In addition to providing the above information:

- (a) Successful applicants who want their Bonds credited to a sub-account opened under a Primary Dealer should tick the applicable box and indicate the Primary Dealer's member code and name in the space provided on the commitment Form.
- (b) Successful applicants who want their Bonds credited to a standalone account are only required to tick the applicable box in the commitment form.

Participants must ensure that the name specified in the commitment form is exactly the same as the name in which the CSCS account is held. In case the application is submitted in joint names, it should be ensured that the beneficiary CSCS account is also held in the same joint names and are in the same sequence in which they appear in the commitment form. Subject to there being no issues with investor CSCS details, credit to the CSCS account of investors shall be done no later than 15 (fifteen) Business Days from the date of clearance of allotment by the SEC.

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 4.1 above in connection with the Bonds.

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 and Bookrunners, the Receiving Banks, the Trustee and the Registrar shall not have any responsibility nor will any of these specified parties undertake any liability for the same.

DETAILED USE OF PROCEEDS

The proceeds of the Series 1 Bond Issuance, which are estimated at ₦11,795,004,950, after deducting issue costs (including VAT) of ₦204,995,050 representing 1.7% of the issue, shall be applied as follows:

| | Description | Amount (₦) | % | Time to completion |
|---|--|-----------------------|------------|--------------------|
| 1 | Refinance existing short-term debt | 11,002,537,290 | 91.7 | Immediate |
| 2 | Capital expenditure for the acquisition of additional vehicles for TSL fleet | 192,467,660 | 1.6 | Immediate |
| 3 | Funding of reserve account | 600,000,000 | 5.0 | Immediate |
| 4 | Estimated Cost of Offer ⁴ | 204,995,050 | 1.7 | Immediate |
| | | 12,000,000,000 | 100 | |

Details of Indebtedness⁵

| | Lender | Facility Type | Amount (₦) |
|---|---|-------------------------------|-----------------------|
| 1 | Access Bank Plc | Term loan | 3,386,771,760.93 |
| 2 | Ecobank Plc | Various | 5,979,648,158.82 |
| 3 | FBNQuest Merchant Bank Limited | Asset based finance facility | 988,794,816.64 |
| 4 | Growth and Development Asset Management Limited | Asset backed commercial paper | 647,322,553.61 |
| | | | 11,002,537,290 |

⁴ This amount is an estimate and may vary based on actual expenses incurred

⁵ The amounts required to fully repay the bank loans may vary based on the amount due on the Issue Date

AMORTISATION SCHEDULE

The following table indicates the semi-annual amortising repayment of the Principal Amount and Coupon until maturity. The table reflects the coupon rate of 10%.

| Period | Bond obligation repayment date | Principal repayment (NGN'000) | Interest payment (NGN'000) | Principal obligation outstanding (NGN'000) |
|-------------|--------------------------------|-------------------------------|----------------------------|--|
| Interval 1 | 6 April 2021 | - | 600,000,000 | 12,000,000,000 |
| Interval 2 | 6 October 2021 | - | 600,000,000 | 12,000,000,000 |
| Interval 3 | 6 April 2022 | - | 600,000,000 | 12,000,000,000 |
| Interval 4 | 6 October 2022 | - | 600,000,000 | 12,000,000,000 |
| Interval 5 | 6 April 2023 | 750,000,000 | 600,000,000 | 11,250,000,000 |
| Interval 6 | 6 October 2023 | 750,000,000 | 562,500,000 | 10,500,000,000 |
| Interval 7 | 6 April 2024 | 750,000,000 | 525,000,000 | 9,750,000,000 |
| Interval 8 | 6 October 2024 | 750,000,000 | 487,500,000 | 9,000,000,000 |
| Interval 9 | 6 April 2025 | 750,000,000 | 450,000,000 | 8,250,000,000 |
| Interval 10 | 6 October 2025 | 750,000,000 | 412,500,000 | 7,500,000,000 |
| Interval 11 | 6 April 2026 | 750,000,000 | 375,000,000 | 6,750,000,000 |
| Interval 12 | 6 October 2026 | 750,000,000 | 337,500,000 | 6,000,000,000 |
| Interval 13 | 6 April 2027 | 750,000,000 | 300,000,000 | 5,250,000,000 |
| Interval 14 | 6 October 2027 | 750,000,000 | 262,500,000 | 4,500,000,000 |
| Interval 15 | 6 April 2028 | 750,000,000 | 225,000,000 | 3,750,000,000 |
| Interval 16 | 6 October 2028 | 750,000,000 | 187,500,000 | 3,000,000,000 |
| Interval 17 | 6 April 2029 | 750,000,000 | 150,000,000 | 2,250,000,000 |
| Interval 18 | 6 October 2029 | 750,000,000 | 112,500,000 | 1,500,000,000 |
| Interval 19 | 6 April 2030 | 750,000,000 | 75,000,000 | 750,000,000 |
| Interval 20 | 6 October 2030 | 750,000,000 | 37,500,000 | - |

TRANSPORT SERVICES LIMITED

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

BOND RATING REPORT

N12billion Series 1 Senior Guaranteed Fixed Rate Infrastructure Bonds Due 2030 Under the N50billion TSL SPV Plc Bond Issuance Programme

References

Expires: March 2021

Abiodun Adeseyoju, FCA.
Abimbola Adeseyoju
Oladele Adeoye

SUMMARY

- Rating

AAA

- Report Type:
Bond Rating

- Client:
Transport Services Ltd

- Date Compiled
23-Mar-2020

EVALUATION

| | |
|-------------------|---|
| DataPro Rating: | AAA |
| Security Type: | N12 billion Series 1 under N50billion Bond Issuance Program |
| Maturity Profile: | Long Term (10 years) |
| Maturity Date: | Year 2030 |
| Rating Outlook: | Stable |
| Currency: | Naira |
| Rating Watch: | Applicable |

EXECUTIVE SUMMARY (CO-OBLIGOR)

| | 2019 N'000 | 2018 N'000 | 2017 N'000 | 2016 N'000 | 2015 N'000 |
|-------------------|---------------|---------------|---------------|---------------|---------------|
| Gross Earning | 10,659,635 | 9,417,228 | 10,536,589 | 11,253,497 | 7,390,206 |
| Pre Tax Profit | 1,065,181 | 1,151,344 | 2,435,782 | (2,196,054) | 441,424 |
| Equity | 2,624,847 | 1,787,483 | 2,187,118 | (1,414,235) | 1,146,412 |
| Fixed Asset | 11,775,938 | 13,692,792 | 7,467,885 | 8,525,898 | 9,662,369 |
| Total Asset | 21,959,039 | 31,761,590 | 31,753,211 | 14,655,814 | 13,241,880 |
| Total Liabilities | 19,334,192 | 29,974,097 | 30,437,763 | 15,797,049 | 12,095,468 |

RATING EXPLANATION

The long term rating of AAA indicates Lowest Risk. It shows superior financial strength, operating performance and business profile when compared to the standard established by DataPro. The issuer, in our opinion, has a very strong ability to meet its ongoing obligations.

Pro @ 2020

PARTIES TO THE OFFER

Directors and Company Secretary of the Issuer

Directors: *[Signature]*

Mr Olanrewaju Ayodeji Wright
16 Billings Way
Oregon
Ikeja
Lagos

Directors: *[Signature]*

Mr Olawale Adedayo Fatoki
16 Billings Way
Oregon
Ikeja
Lagos

Company Secretary: *[Signature]*

Ms Yetunde Niyilola Adewale
16 Billings Way
Oregon
Ikeja
Lagos

Directors and Company Secretary of the Co-Obligor

Directors: *[Signature]*

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16 Billings Way
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16 Billings Way
Oregon
Ikeja
Lagos

Company Secretary: *[Signature]*

Ms Yetunde Niyilola Adewale
16 Billings Way
Oregon
Ikeja
Lagos

Lead Issuing House

Stanbic IBTC Capital Limited
I.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos

Joint Issuing House

ARM Securities Limited
1 Mekunwen Road
Off Oyinkan Abayomi Drive
Ikoyi
Lagos

Solicitors to the Co-Obligor

Koya & Kuti Solicitors

St Peter's House
5th Floor
3 Ajele Street
Lagos

Solicitors to the Transaction

The New Practice

49 Raymond Njoku Street
Ikoyi
Lagos

Baba Alokolaro

Trustee

FBNQuest Trustees Limited

10 Keffi Street
Ikoyi
Lagos

Legal Adviser to the Trustee:

Detail Commercial Solicitors
DCS Place
8 DCS Street
Lekki Phase 1
Lagos

Reporting Accountants

Deloitte & Touche

Civic Towers Plot GA 1
Ozumba Mbadiwe Avenue
Victoria Island
Lagos

Auditor

Ernst & Young

10th & 13th Floors UBA House
57 Marina
P.O Box 2442 Marina
Lagos

Registrars

Meristem Registrars & Probate Services Limited

213 Herbert Macaulay Way
Adekunle Yaba
Lagos

Receiving Bank

Access Bank Plc

14/15 Prince Alaba Abiodun
Oniru Road
Victoria Island
Lagos

Rating Agencies

Agusto & Co Limited

5th Floor UBA House
57 Marina
Lagos

DataPro Limited

Foresight House
163/165 Broad Street
Marina

Other Information

Registered Address⁶

Transport Services Limited
Development House
6th Floor 21 Wharf Road
Apapa
Lagos

⁶ Regional offices of the Issuer and Co-Obligor can be found on the Co-Obligor's website <http://tsllimited.com/contact-us/>



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:

| | |
|---|---|
| Directors of the Issuer: | Olanrewaju Ayodeji Wright Olawale Adedayo Fatoki |
| Company Secretary of the Issuer: | Yetunde Niyilola Adewale |
| Directors of the Co-Obligor: | Olanrewaju Wright Olawale Fatoki |
| Company Secretary of the Co-Obligor: | Yetunde Adewale |
| Lead Issuing House: | Stanbic IBTC Capital Limited |
| Joint issuing Houses: | ARM Securities Limited |
| Solicitors to the Co-Obligor: | Koya & Kuti Solicitors |
| Solicitors to the Programme: | The New Practice |
| Bond Trustee: | FBNQuest Trustees Limited |
| Reporting Accountants: | Deloitte & Touche |
| Auditor: | Ernst & Young |
| Receiving Bank: | Access Bank Plc |
| Rating Agencies: | Agusto & Co Limited DataPro Limited |

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents can be inspected at the offices of the Co-Obligor at 16 Billings Way Oregun, Ikeja, Lagos, and the Issuing Houses, between 8:00am and 5:00pm on Business Days, during the validity period of the Programme and the Issue:

- (i) The Agosto & Co. and DataPro Limited issue ratings reports;
- (ii) A copy of the resolution of the Board of Directors of the Issuer, dated 24 February 2020, authorising the Issuance; and
- (iii) A copy of the resolution of the Board of Directors of the Co-Obligor, dated 30 January 2020, authorising the Issuance.

COMMITMENT FORM

Bookbuilding:
OPENS: 21 AUGUST 2020



**CLOSES: 11 SEPTEMBER
2020**

TSL SPV PLC RC 1659158

OFFER FOR SUBSCRIPTION OF

**¥12,000,000,000 10 YEAR 10% SERIES 1 SENIOR GUARANTEED FIXED RATE INFRASTRUCTURE BONDS DUE 2030
UNDER THE ¥50,000,000,000 TSL SPV PLC BOND ISSUANCE PROGRAMME**

Guarantor:

RC: 1368639

Issuing Houses / Bookrunners:**Stanbic IBTC Capital Limited** RC 1031358

ARM Securities Limited RC 125242

Orders must be made in accordance with the instructions set out in the Pricing Supplement. Care must be taken to follow these instructions as orders that do not comply may be rejected. If you are in doubt as to the action to take, please consult your Stockbroker, Banker, Solicitor or an independent investment adviser for guidance immediately.

DECLARATION

- | | |
|---|---|
| <p><input checked="" type="checkbox"/> I/We confirm that I am/we are eligible to participate in this Issue in accordance with the applicable SEC Rules and Regulations.</p> | <p><input checked="" type="checkbox"/> I/We authorise the Issuer to amend the Pricing Supplement as may be required for purposes of filing a final version with the SEC without recourse to me/us and I/we use this commitment form as the application for the purpose of the Bond Issue.</p> |
| <p><input checked="" type="checkbox"/> I/We confirm that I/we have read the Shelf Prospectus and Pricing Supplement dated 6 October 2020 and that my/our order is made on the terms set out therein.</p> | <p><input checked="" type="checkbox"/> I/We note that the Issuer and the Issuing Houses/Bookrunners are entitled in their absolute discretion to accept or reject this order.</p> |
| <p><input checked="" type="checkbox"/> I/We hereby irrevocably undertake and confirm that my/our order for Bonds is equivalent to the participation amount set out below at the Coupon Rate to be discovered through the book building process.</p> | <p><input checked="" type="checkbox"/> I/We agree to accept the participation amount as may be allocated to me/us subject to the terms of the Pricing Supplement.</p> |
| <p><input checked="" type="checkbox"/> I/We authorise you to enter my/our name on the register of holders as a holder(s) of the Bonds that may be allotted to me/us and to register my/our address as given below.</p> | |

PLEASE COMPLETE ALL RELEVANT SECTIONS USING BLOCK LETTERS AND IN BLACK INK

| | | | | | | | | | | | | | | | | | | | |
|------------------------|----------------|--------------------------|--|---|--|--|--|--|---|---|---|--|--|--|--|--|--|--|--|
| GUIDE TO ORDERS | | DATE (DD/MM/YYYY) | | | | | | CONTROL No (REGISTRAR'S USE) ONLY | | | | | | | | | | | |
| Minimum Amount | ₹10,000,000.00 | | | / | | | | 2 | 0 | 2 | 0 | | | | | | | | |
| Subsequent multiples | ₹1,000 | | | / | | | | | | | | | | | | | | | |

PARTICIPANTS CAN INDICATE UP TO (3) THREE OPTIONAL BID MARGINS AND SPECIFY THE PARTICIPATION AMOUNT APPLICABLE TO EACH BID COUPON RATE. THESE WILL BE TREATED AS OPTIONAL ORDERS AND **WILL NOT BE AGGREGATED**. PLEASE TICK (✓) THE APPLICABLE BOX ON THE RIGHT.

- | | | | | | | | | | | | |
|--------------------------|---------|--------------------------|--------------|--------------------------|--------------------|--------------------------|-------------------|--------------------------|------------------------|--------------------------|-----|
| <input type="checkbox"/> | PFA | <input type="checkbox"/> | Bank | <input type="checkbox"/> | Discount House | <input type="checkbox"/> | Fund Manager | <input type="checkbox"/> | Investment/ Unit Trust | <input type="checkbox"/> | HNI |
| <input type="checkbox"/> | PE Fund | <input type="checkbox"/> | Staff Scheme | <input type="checkbox"/> | Trustee/ Custodian | <input type="checkbox"/> | Insurance Company | <input type="checkbox"/> | Stockbroker | | |

ORDER 1

| | | | | | | | | |
|----------------------|--|--|--|--|--|--|--|-----------------|
| Participation Amount | | | | | | | | Bid Coupon Rate |
| N | | | | | | | | % |
| In Words: | | | | | | | | |

ORDER 2

| | | | | | | | | | | | |
|----------------------|--|--|--|--|--|--|--|--|--|-----------------|--|
| Participation Amount | | | | | | | | | | Bid Coupon Rate | |
| N | | | | | | | | | | % | |
| In Words: | | | | | | | | | | | |

ORDER 3

| | | | | | | | | | | | |
|-----------------------------|--|--|--|--|--|--|--|--|--|------------------------|----------|
| Participation Amount | | | | | | | | | | Bid Coupon Rate | |
| N | | | | | | | | | | | % |
| In Words: | | | | | | | | | | | |

Surname/Corporate Name

[illegible]

Other Names (for Individuals only)

[illegible]

Joint Applicant's Surname and other Names

[illegible]

Contact Person (for Corporate Applicant) / Next of Kin (for Individual Applicant)

[illegible]

Address in Full

Allotment Preference

CSCS Investor Account No (Electronic Allotment)

CSCS Clearing House No (CHN)

Bank Details (For E-Payments)

Signature

2nd Signature (Corporate/Joint)

Company Seal/RC Number
(Corporate)

| |
|--|
| |
|--|

Name/Designation of Authorised Signatory (Corporate Applicant only)

[illegible]