If you are in any doubt about the contents of this document or any action to be taken, it is recommended that you consult your Stockbroker, Banker, Solicitor, Accountant or any other professional adviser duly registered under the Investment and Securities Act (No. 29 of 2007). For information concerning certain Risk Factors which should be considered by prospective Qualified Institutional Investors and High Net-worth Individuals, please refer to the section on risk factors on pages 47 to 52 in this Prospectus.

FEDERAL GOVERNMENT OF NIGERIA
Pursuant to the Local Loans (Registered Stock and Securities) Act, CAP. L17, LFN 2004

Offer for Subscription

Of

₦15,000,000,000
7 Year 14.50% Fixed Rate Bonds due 2026

Book Open: June 03, 2019
Book Close: June 10, 2019

Supported by:

THE WORLD BANK IBRD • IDA

UKaid

LEAD FINANCIAL ADVISER / BOOKRUNNER

CHAPEL HILL DENHAM ADVISORY LIMITED RC 1381308

JOINT FINANCIAL ADVISERS / BOOKRUNNERS

CapitalAssets RC 286096

RMB NIGERIA Rand Merchant Bank Nigeria Limited RC 1031371

Stanbic IBTC Capital RC 1031358

The Issuer accepts full responsibility for the accuracy of the information contained in this Prospectus. The Issuer declares that having taken reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information. 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.

THIS PROSPECTUS IS DATED JUNE 13, 2019

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DISCLAIMER

"In respect of any Notes issued with a specific use of proceeds, such as a Green Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor"

The final terms relating to any specific Series of Notes may provide that it will be the Issuer's intention to apply the proceeds from an offer of those Notes specifically for projects and activities that promote climate-friendly and other environmental purposes **("Green Projects")**. Prospective investors should have regard to the information set out in the relevant final terms regarding such use of proceeds and must determine for themselves the relevance of such information for the purpose of any investment in such Notes together with any other investigation such investor deems necessary. In particular, no assurance is given by the Issuer that the use of such proceeds for any Green Projects will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Green Projects. Furthermore, it should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green" or "sustainable" or an equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as "green" or "sustainable" or such other equivalent label nor can any assurance be given that such a clear definition or consensus will develop over time. Accordingly, no assurance is or can be given to investors that any projects or uses the subject of, or related to, any Green Projects will meet any or all investor expectations regarding such "green", "sustainable" or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any Green Projects.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any external reviews (such as opinions, certifications, verifications or ratings) provided by any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of any Notes and in particular with any Green Projects to fulfil any environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such external review is not, nor shall be deemed to be, incorporated in and/or form part of this Prospectus. Any such external review is not, nor should be deemed to be, a recommendation by the Issuer or any other person to buy, sell or hold any such Notes. Any such external review is only current as of the date that external review was initially issued. Prospective investors must determine for themselves the relevance of any such external review and/or the information contained therein and/or the provider of such external review for the purpose of any investment in such Notes. Currently, the providers of such external reviews are not subject to any specific regulation or other regime or oversight.

In the event that any such Notes are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any Stock Exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Green Projects. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. No representation or assurance is given or made by the Issuer or any other person that any such listing or admission to trading will be obtained in respect of any such Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the Notes.

While it is the intention of the Issuer to apply the proceeds of any Notes so specified for Green Projects in, or substantially in, the manner described in the relevant final terms, there can be no assurance that the relevant project(s) or use(s) the subject of, or related to, any Green Projects will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such Green Projects; nor can there be any assurance that such Green Projects will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under the Notes.

Any such event or failure to apply the proceeds of any issue of Notes for any Green Projects as aforesaid and/or withdrawal of any such external review or any such external review attesting that the Issuer is not complying in whole or in part with any matters for which such external review is providing and/or any such Notes no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of such Notes and also potentially the value of any other Notes which are intended to finance Green Projects and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

1. Responsibility Statement

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the best of the knowledge and belief of the Issuer, the information contained in this Prospectus is true and accurate in every material respect and is not misleading in any material respect and this Prospectus, insofar as it concerns such matters, does not omit to state any material fact necessary to make such information not misleading. The opinions, assumptions, intentions, projections and forecasts expressed in this Prospectus with regard to the Issuer are honestly held by the Issuer, have been reached after considering all relevant circumstances and are based on reasonable assumptions.

Important Notice
No person has been authorised to give any information or to make any representation other than those contained in or consistent with this document in connection with the offering of the Notes (the "Offering") and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, constitute a representation or create any impression that there has been no change in the affairs of the Issuer since the date hereof. This document may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such an offer or solicitation is not authorised or is unlawful, including Nigeria.

Neither the Financial Advisers nor any of their directors, affiliates, advisers or agents have made an independent verification of the information contained in this Prospectus and no representation or warranty, express or implied, is made by the Financial Advisers or any of their directors, affiliates, advisers or agents with respect to the accuracy or completeness of such information. Nothing contained in this Prospectus is to be construed as, or shall be relied upon as, a promise, warranty or representation, whether to the past or the future, by the Financial Advisers or any of their directors, affiliates, advisers or agents in any respect. The contents of this Prospectus are not to be construed as and should not be relied on as legal, business or tax advice.
This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Financial Advisers or the Book Runners that any recipient of this Prospectus should purchase any of the Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus nor any other information supplied in connection with the Offering constitutes an offer or invitation by or on behalf of the Issuer. Neither the delivery of this Prospectus nor the offering, sale or delivery of the Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Offering is correct as of any time subsequent to the date indicated in the document containing the same.

2. Presentation of Economic and Other Information

Annual information presented in this Prospectus is based upon the calendar year (which is the fiscal year for the Issuer), unless otherwise indicated. Certain figures included in this Prospectus have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be the sum of the figures which precede them. Statistical information reported herein has been derived from official publications of, and information supplied by, a number of agencies and ministries of the Issuer including the CBN, the DMO and the NBS (each as defined below). Some statistical information has also been derived from information publicly made available by the International Monetary Fund (the "IMF"), the International Bank for Reconstruction and Development (the "World Bank") and other third parties. Where information has been so sourced the source is stated where it appears in this Prospectus. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Similar statistics may be obtainable from other sources, but the date of publication, underlying assumptions, methodology and, consequently, the resulting data may vary from source to source. In addition, statistics and data published by one ministry or agency may differ from similar statistics and data produced by other agencies or ministries due to differing underlying assumptions, methodology or timing of when such data is reproduced. Certain historical statistical information contained herein is provisional or otherwise based on estimates that the Issuer and/or its agencies believe to be based on reasonable assumptions. The Issuer's official financial and economic statistics are subject to internal review as part of a regular confirmation process. Accordingly, financial and economic information may be subsequently adjusted or revised. While the Government does not expect such revisions to be material, no assurance can be given that material changes will not be made. Nigeria has attempted to address some inadequacies in its national statistics through the adoption of the Statistics Act of 2007, which established the National Statistical System ("NSS") and created the NBS (which came into existence as a result of the merger of the Federal Office of Statistics and the National Data Bank) as its coordinator. The strategic objectives of the system include building capacity for providing high quality statistical information, promoting standardization in statistics production and ensuring high quality and reliability of statistical information. The NSS is also responsible for building sustainable capacity across Nigeria for the production and use of statistical data, to promote cooperation, coordination and rationalization among users and providers of statistics and to ensure optimal utilization of resources. The NBS is also charged with implementation of the National Strategy for the Development of Statistics. According to the IMF's report on its 2009 Article IV consultation with Nigeria, the enactment of the Statistics Act of 2007 has led to a number of improvements in data management in Nigeria including better information sharing between data producing and collecting agencies. However, Nigeria still faces a number of challenges in gathering statistical data such as inadequate data coverage, inadequate information on sub-national public finances, lack of regularly available data on economic activity and large errors and omissions in the balance of payments data, all of which continue to hinder compilation of timely and consistent data. In addition, in late-2007 the Government made some revisions to the national accounts which led to some discontinuities in the non-oil GDP. Certain statistical information included in this Prospectus may have been recently revised. Following the IMF Article IV consultation in 2010, certain historical figures included in the balance of payments were adjusted as a result of the review of additional sources of data available to the CBN, including data from the Nigeria Customs Services, the Ministry of Finance, the NNPC and the NBS. Although all of the balance of payment information presented in this Prospectus have been revised to be presented on a consistent basis, the data contained herein may be different from data contained in other official sources.

Rounding

Certain numerical figures included in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown in totals in certain tables may not be the arithmetic aggregation of the figures which precede them.

Forward Looking Statements

Certain statements included herein and in any Prospectus may constitute forward looking statements that involve a number of risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Such forward looking statements can be identified by the use of forward looking terminology such as “believes”, “expects”, “may”, “are expected to”, “intends”, “will”, “will continue”, “should”, “would be”, “seeks”, “approximately” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology.

Prospective investors should be aware that forward looking statements are not guarantees of future development of the country as this may differ materially from those made in or suggested by the forward looking statements contained in this Prospectus.

The FGN does not undertake any obligation to update or revise any forward looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward looking statements attributable to the Issuer or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus

3. Notice to Prospective Investors

This Prospectus has been prepared by the Financial Advisers / Book Runners in connection with the ₦15 billion Green Bond Issuance of the FGN, for the purpose of giving information to prospective investors in respect of the Green Bonds and other securities described herein. Neither the approval nor prior notification of the SEC is required. Therefore, the securities listed herein have not been registered with the Commission. The receipt of this Prospectus or any information contained in it or supplied with it or subsequently communicated to any person, does not constitute investment advice from the Financial Advisers to any prospective investor. Each prospective investor should make its own independent assessment of the merits or otherwise of subscribing for the securities offered herein and should take its own professional advice in connection with any prospective investment by it.

No person has been authorised to give any information, or to make any representation not contained in, or not consistent with, this Prospectus, or any other information supplied in connection with the Issuance and, if given or made, such information must not be relied on as having been authorised by the FGN.

The FGN accepts full responsibility for the accuracy of the information contained herein and has taken reasonable care to ensure that the material facts contained herein are true and accurate in all material respects and confirm, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no material facts, the omission of which, would make any material statement herein misleading or untrue.

However, the delivery of this Prospectus does not at any time imply that the information contained herein concerning the FGN is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Issuance is correct as of any time subsequent to the date indicated in the document containing same.

Additional information may be obtained through the offices of the Financial Advisers/Book Runners as specified on page 12 of this Prospectus on any Business Day during the period of the respective opening and closing dates of the issuance of instruments under this Bond Issuance.

Prospective Investors should rely only on the information in this Prospectus and other Offer Documents. In agreeing to purchase Notes in the Issuance, each investor acknowledges that he or she is relying only on the contents of this Prospectus and not on any other information or representation concerning the FGN, the Notes or the offer for the Notes.

4. Definition of Terms

"Bonds"	Any Notes/Bonds which may be issued by the Federal Government of Nigeria on a continuing basis in accordance with the terms of this Prospectus
"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
"CAGR"	Compound Annual Growth Rate
"CBN"	Central Bank of Nigeria
"CGT"	Capital Gains Tax
"CITA"	Companies Income Tax Act Cap C21, LFN, 2007
"Coupon"	Refers to the specified rate of interest on a Note
"Conditions"	The terms and conditions of the Notes as set out on pages 33-39 of this Prospectus.
"CSCS" or the "Clearing System"	Central Securities Clearing Systems Plc
"Daily Official List"	The official publication of The Nigerian Stock Exchange which appears daily, detailing price movements and information for all securities quoted on the Exchange
"Dealers"	Such dealer(s) appointed from time to time either generally in respect of the issuance of Green Bonds or in relation to a particular Series of Bonds issued under this Prospectus
"DMO"	Debt Management Office, established by the Debt Management Office Act No.18, 2003.
"DNV GL"	an international accredited registrar and classification society headquartered in Norway
"ECA"	Excess Crude Account
"Eligible Projects"	Projects where funding is from the Federal Government of Nigeria that in whole or in part, promote the transition to low-emission economy and climate resilient growth, including both climate mitigation and adaptation.
"Financial Advisers" or "Book Runners"	Lead and Joint Financial Advisers or Book Runners
"FGN"	Federal Government of Nigeria
"FMF"	Federal Ministry of Finance

"FMEnv"	Federal Ministry of Environment
"FMoT"	Federal Ministry of Transportation
"GBG"	Green Bond Guidelines
"Green Bonds" or "Green Notes"	Any type of bond instrument where the proceeds will be exclusively applied to finance or re-finance in part or in full new and/or existing eligible Projects and which are aligned with the four core components of the GBG.
"ICCC"	Inter-ministerial Committee on Climate Change
"iNDCs"	intended Nationally Determined Contributions
"ISA"	Investments and Securities Act, No 29, 2007
"Issue"	The issuance of N15,000,000,000 7 year, Fixed Rate Green Bonds
"Issue Price"	14.50%
"Issuer"	Federal Government of Nigeria
"LFN"	Laws of the Federation of Nigeria
"Maturity Date"	January 13, 2026
"MDAs"	Ministries, Departments and Agencies
"MTEF"	Medium Term Expenditure Framework
"MoBNP"	Ministry of Budget & National Planning
"Naira" , "NGN" or "₦"	The Nigerian Naira
"NDCs"	Nationally Determined Contributions
"Notes"	Any Notes/Bonds which may be issued by the Federal Government of Nigeria on a continuing basis in accordance with the terms of this Prospectus
"Noteholder"	The several persons who are for the time being holders of Notes being the several persons whose names are entered in the Register as holders thereof, and the expressions **Noteholder, holder of Notes, Bondholder**, and **holder** and related expressions shall be construed accordingly
"NSE"	The Nigerian Stock Exchange
"OAGF"	Office of the Accountant General of the Federation
"OTC"	Over-the-Counter Market

“Paying Agent”	Central Bank of Nigeria
“Prospectus”	This document taken in its entirety
“Qualified Investors”	Any financially strong and sophisticated investor deemed to require less protection from issuers than other public investors, and includes fund managers, pension fund administrators, insurance companies, unit trusts, multilateral and bilateral institutions, staff schemes, trustees, custodians and stockbroking firms, High Net Worth Individuals, or such other persons as described by Rule 321 of the SEC Rules and Regulations (as amended)
“Register”	In respect of the Issue, the books kept by the Central Bank of Nigeria as applicable into which shall be entered the names and addresses of each Noteholder and the particulars, transfers and redemption of the Instruments held by each Noteholder to evidence the registration of and dealings in such Instruments
“Registrar”	Means the Central Bank of Nigeria or any market operator appointed by the Issuer to maintain the register of Noteholders;
“SEC” or “Commission”	Securities and Exchange Commission
“Settlement Bank”	Central Bank of Nigeria
“Settlement Date”	The date by which the investor must pay for the Notes delivered by the Issuer, which will be deemed to be the Issue Date of the Notes
“UNFCCC”	United Nations Framework Convention on Climate Change
“Validity Period”	An indefinite period commencing from the date of this Prospectus, until determined by the DMO

5. Parties to the Issuance

Parties	
Authorising Ministry	Federal Ministry of Finance Ahmadu Bello Way Central Business District Abuja
Sponsoring Ministry	Federal Ministry of Environment Block C, Mabushi Abuja
Issuing Agency	Debt Management Office NDIC Building (1st Floor) Plot 447/448 Constitution Avenue Central Business District Abuja
Lead Financial Adviser/Book Runner	Chapel Hill Denham Advisory Limited 45 Saka Tinubu Street Victoria Island, Lagos
Joint Financial Adviser/Book Runner	Capital Assets Limited Bookshop House (9th Floor) 50/52 Broad Street, Lagos
Joint Financial Adviser/Book Runner	Rand Merchant bank Nigeria Limited Wings, East Tower (3rd Floor) 17A Ozumba Mbadiwe Street Victoria Island, Lagos
Joint Financial Adviser/Book Runner	Stanbic IBTC Capital Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island, Lagos
Solicitors	Austen Peters & Co. The Penthouse Floor Foreshore Towers 2A Osborne Road Ikoyi, Lagos
Solicitors	S.P.A. Ajibade & Co. Suite 201, SPAACO House 27A Macarthy Street Lagos Island, Lagos

Listing Exchange	The Nigerian Stock Exchange 2/4 Customs Street Marina, Lagos
Listing Exchange	FMDQ OTC Plc 35 Idowu Taylor Street Victoria Island, Lagos

6. Particulars of the Offer

The following summary does not purport to be complete and is qualified in its entirety by the remainder of this Prospectus. Words and expressions defined in Definitions and Terms and Conditions of the Notes shall have the same meaning in this summary.

Issuer:	The Federal Government of Nigeria
Description of the Notes:	7 Year FGN Green Bond II due 2026 at a rate of 14.50%
Aggregate Nominal Amount:	₦15,000,000,000
Tenor:	7 years
Specified Currency or Currencies:	Nigerian Naira
Unit of Issue:	₦1,000 (One Thousand Naira) per Note Unit
Minimum Subscription:	Minimum of ₦10,000,000 (i.e. 10,000 units at ₦1,000 per unit) and in multiples of ₦1,000,000 (1,000 units) thereafter
Lead Financial Adviser/Book Runner:	Chapel Hill Denham Advisory Limited
Joint Financial Advisers/Book Runners:	Capital Assets Limited Rand Merchant Bank Nigeria Limited Stanbic IBTC Capital Limited
Credit Profile:	Backed by the full faith and credit of the Federal Government of Nigeria
Issue Price:	At par. ₦1,000 (One Thousand Naira) per Note Unit
Method of Issue:	By way of a Book Build
Forms of Notes:	The Notes shall be issued in dematerialised form, with electronic registration on the Scripless Securities Settlement System of the Central Bank of Nigeria and the Central Securities Clearing System Plc's securities clearing and settlement platform
Use of Proceeds:	See pages 40-45 of this Prospectus
Coupon/Interest Rate:	14.50%
Day Count Fraction	Actual/Actual

Payment Date:	Coupon payment shall commence six months after the issuance date and every six months thereafter until maturity of the Bond, provided that where a coupon payment date falls on a non-Business Day, such payment shall be deferred to the following Business Day
Maturity of Bonds:	June 13, 2026
Status:	The Notes are direct, unconditional, general and unsecured obligations of the Federal Government of Nigeria and shall rank pari passu and without any preference among themselves and pari passu with all other outstanding unsecured and unsubordinated obligations of the Federal Government of Nigeria The Notes qualify as securities in which the Pension Fund Administrators may invest under the Pension Reform Act 2014 The Notes qualify as securities in which Trustees may invest under the Trustee Investments Act, Cap T22, LFN 2004
Security:	Senior, unsecured Notes, backed by the full faith and credit of the Federal Government of Nigeria
Rating:	The Notes are not rated by any credit rating agency. However, the Notes are a direct senior obligation of the Federal Government of Nigeria, and reflect its sovereign ratings
Redemption:	The Federal Government of Nigeria will redeem the Notes at their principal amount on the Maturity Date
Taxation:	The Notes are exempt from taxation in Nigeria. Accordingly, all payments made to Noteholders shall be free and clear of withholding or other deductions, in respect of State Governments and Federal Government Income taxes
Listing and Admission to Trading:	The Notes will be listed on The Nigerian Stock Exchange and FMDQ OTC
Registrar and Paying Agent:	Central Bank of Nigeria
Tax Consideration	The Bonds issued under this Prospectus are exempt from taxation in Nigeria. As such, all payments made to Noteholders shall be free and clear of Withholding, State and Federal Income and Capital Gains Taxes with no deductions whatsoever being made at source. In addition, proceeds from the disposal of Bonds are exempt from taxation. This summary of the tax regime has been provided for information purposes only. A prospective investor who is in any doubt as to his/her tax position or who is subject to taxation in any jurisdiction other than in Nigeria should consult his/her own professional advisers without delay as to the consequences of an investment in the Bonds in view of his/her own circumstances. Neither the Issuer, the Financial Advisers/Book Runners nor the Issuer's tax advisers shall be liable to any subscriber (in any manner whatsoever) for their having placed reliance upon the information in this section. The summary does not

purport to be comprehensive and does not constitute advice on tax to any actual or prospective investor in the Notes issued under the Prospectus. In particular, it does not constitute a representation by the Issuer or its advisers on the tax consequences attaching to a subscription or purchase of Notes issued under the Prospectus. Tax considerations that may be relevant to a decision to acquire, hold or dispose of Notes issued under the Prospectus and the tax consequences applicable to each actual or prospective purchaser of the Notes may vary.

Except as otherwise indicated, this summary only addresses Nigerian tax legislation, as in effect and in force at the date hereof, as interpreted and applied by the courts or tax authorities in Nigeria, without prejudice to any amendments introduced at a later date and implemented with or without retroactive.

7. Introduction to Green Notes – Principles & Guidelines

Background

The Nigeria Ministry of Environment is a governmental office serving the Federal Government in honoring its obligations under the United Nations Framework Convention on Climate Change. The Ministry implements programs and projects that provide the enabling environment for the achievement of the emissions targets that have been outlined in its Nationally Determined Contributions. The Ministry is in a collaboration with the Ministry of Finance.

The Nigeria Finance Minister has responsibilities pertaining to the public finance through the Debt Management Office and the administration and monitoring of state resources through the Office of the Accountant General of the Federation. Furthermore, the Ministry is responsible for developing the annual borrowing plan for the government and implements the state fiscal and financial policy.

A number of developments have increased the FGNs incentive to retain Green Bonds in its borrowing plan. The pilot issuance having funded themes in the NDCs has demonstrated the linkages with the national development plan, the Economic Recovery and Growth Plan. From impacting two of the programs in the ERGP, the second issuance will fund activities linked to 5 additional programs. These will expand contributions to achieving the NDCs as well as impacting the ERGPs GDP and jobs target.

Purpose

This Green Bond Framework has been developed to demonstrate how the Federal Ministry of Environment will periodically screen the sector strategies developed by the various Ministries Departments and Agencies for programs and projects with green credentials that will be funded by the Federal budget. These programs and projects will form the basis for issuance of Green Bonds to fund new projects or the refinancing of projects that have been identified to have climate credentials in alignment with its Green Bond Guidelines which are an adaptation of the *Green bond Principles (GBP), 2016*

Assertions from the Ministry of Finance of the Republic of Nigeria, represented by the Debt Management Office (DMO) & the Office of the Accountant General of the Federation (OAGF). The Green Bond will be considered for inclusion in the annual domestic borrowing plan as long as there are programs and projects within individual MDAs sector strategies that meet the criteria specified in the Green Bond guidelines issued by the Federal Ministry of Environment and, subject to approvals being obtained Green Bonds may be issued. The Ministry of Finance will adopt the (A) Use of Proceeds and (B) Policies and Internal Control Procedures in respect of each of (i) project evaluation and selection (ii) management of proceeds and (iii) reporting as set out in this Framework.

Framework Overview

The Federal Ministry of Environment of the Federal Republic of Nigeria with support from the Federal Ministry of Finance, through the Debt Management Office (DMO) and the Office of the Accountant General of the Federation (OAGF) has developed a framework under which it plans to finance and/or re-finance Eligible Projects in the Federal Sector Strategies via a Federal Government of Nigeria issued Green Bond.

For details on what constitutes as Eligible Projects, see "Use of Proceeds" below.
In addition to defining eligibility criteria for the framework, The Federal Ministry of Environment of the Republic of Nigeria, supported by the Minister of Finance, has committed to disclose the relevant Eligible Sector, (and specific projects if possible), utilized for the respective Green Bond to be issued at the time of (or before) issuance, where project review and evaluation have been completed and the allocation of proceeds has been determined in advance of issuance.

Use of Proceeds

With reference to the *Green Bond Principles* the proceeds of each Green Bond will be used exclusively for spending in the form of budget allocation / subsidies / projects for new financing or the re-financing of existing “Eligible Projects”.

"**Eligible Projects**" refer to funding from Federal Government of Nigeria that in whole or in part, promote the transition to low-emission economy and climate resilient growth, including both climate mitigation and adaptation.
Eligible Project must fall into a least one of the following eligible sectors defined in the next section

Mitigation

Theme	Equivalent NDC Target	Project Type
Energy Efficiency	2% per year energy efficiency (30% by 2030) Efficient gas generators	Investments in equipment, systems and services which result in more efficient use of energy
Resource Efficiency	Work towards ending gas flaring by 2030 Improve electricity grid	Investments to improve industry processes that enhance energy conversion
Renewable Energy	Work towards Off-grid solar PV of 13GW (13,000MW)	Investments in equipment, systems and services which enable renewable energy
Clean Technology	Transport shift - car to bus, car to rail transportation	Investments in manufacturing of components that support renewables

Adaptation

Theme	NDC Target	Project Type
Sustainable Forest Management	Climate smart agriculture and reforestation	Investments in initiatives that benefit sustainable agriculture, fishery, aquaculture, forestry and climate smart farm inputs such as biological crop protection or drip-irrigation

Project Evaluation and Selection

The Federal Ministry of Environment, through the Inter-Ministerial Committee on Climate Change (ICCC) will review sector strategies for MDAs that are represented on the ICCC for programs and projects that have climate credentials and are consistent with the expectations of the Green Bond guidelines. These programs and projects will be communicated to the Federal Ministry of Finance, through the Debt Management Office for inclusion in the projects that will be funded through a Green Bond.

The Federal Ministry of Finance will consider for inclusion in the Borrowing Plan resources that are equivalent to the allocations to the Eligible Projects. Such identified projects in the annual budgets of the supervising MDAs included in the budget submitted by the President of the Federal Republic of Nigeria and approved by the National Assembly will be considered for the issuance of Green Bonds. These projects are established as eligible Use of Proceeds for the issuance of a Green Bond.

Use of Proceeds will be selected from the budget allocation / subsidies / projects flagged to Ministry of Finance represented by the Debt Management Office by the Ministry of Environment, represented by the Department of Climate Change, by the following considerations:

Alignment with identified Eligible Sectors (as defined in section 1 above)

- Investment horizon
- Alignment with the disclosed development plan at the time
- Provision of evidence of impact on the economy (e.g. Economic Rate of Return, Jobs created, etc.)
- Calculation of associated emissions reduction in GHG
- Availability of information to facilitate reporting
- Other ESG / external factors related to the agencies / organizations

Projects determined as eligible will then be eligible for consideration for Green Bond issuance.

To prevent double counting of eligible green projects, Federal Ministry of Finance, represented by the Debt Management Office and the Federal Ministry of Budget and National Planning (FMBNP) will jointly review Eligible projects proposed for Green Bonds issuance .

Proceeds from the issuance of the Bond will be credited to the Green Bond Proceeds Account at the CBN. Based on the confirmation of the approved amounts for the projects from the Budget Office, the DMO will advise the OAGF to open sub-accounts for each project and transfer the amounts approved to the respective sub-accounts.

The mechanism used by Federal Ministry of Environment and the Federal Ministry of Finance, represented by the Debt Management Office, is documented below for each Eligible Sector considered for funding by a Federal Government of Nigeria Green Bond(s):

Eligible Theme	**Funding Mechanism**	**Government Agency(ies) involved in funding of the Eligible Theme**
Renewable Energy	Budget Allocation – including taxes and projected savings from implementation	Ministry of Finance, Ministry of Power Works and Housing
Afforestation	Budget Allocation – including subsidies, taxes and savings from community takeover of programs	Ministry of Finance –Ministry of Environment, Ministry of Water Resources, Ministry of Agriculture
Clean Transportation	Budget Allocation – including taxes and projected savings from improved operational activity of the service	Ministry of Finance – Ministry of the Federal Capital Territory (FCT), Ministry of Transport

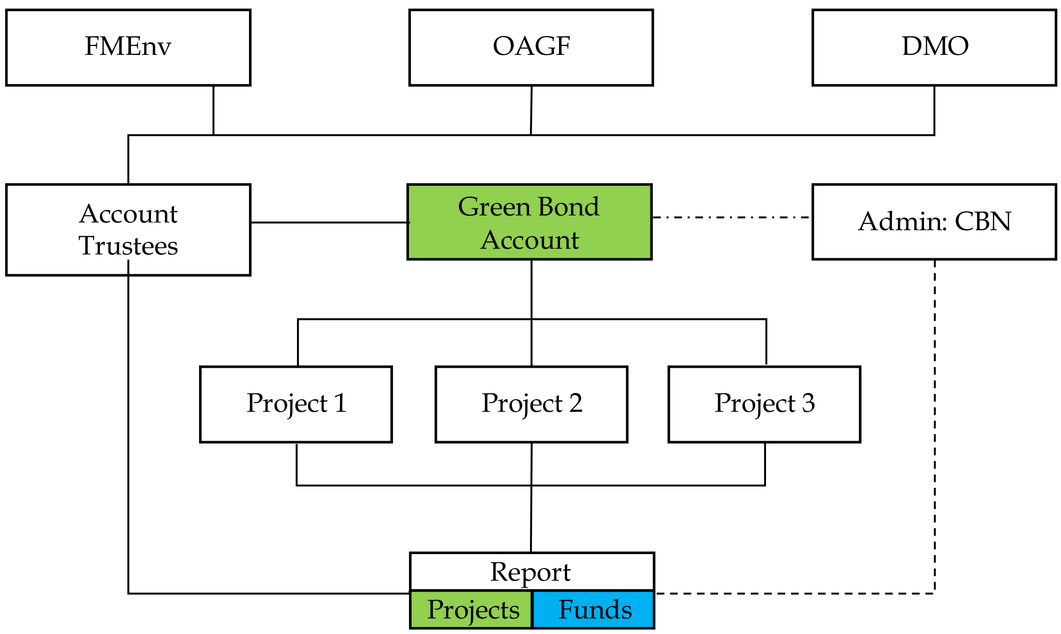
<u>Management of Proceeds</u>

All proceeds from the issued Green Bonds should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process linked to the issuer's lending and investment operations for Green Projects. So long as the Green Bonds are outstanding, the balance of the tracked proceeds will be periodically adjusted to match allocations to eligible Green Projects made during that period. The issuer should make known to investors the intended types of temporary placement for the balance of unallocated proceeds.

The DMO will have custody of the Green Bond Proceeds Account and will authorize payments from the account. Upon the approval of the Budget, the specific amounts approved for the environmental projects to be financed through a Green Bond will be confirmed by the FMEnv for the selection of Projects. This will include details of the implementing MDA and the project code.

Through the REMITA Platform, sub-accounts under the Treasury Single Account would be opened for each project to be financed with the proceeds of the Green Bond. The project sub-accounts would be linked to the Green Bond Proceeds Account from where they would be funded.

The Chart below illustrates the expected flow of resources:



Any balance of issuance proceeds, yet to be utilized for eligible Green Projects will be held in accordance with normal liquidity management policy of the Ministry of Finance, as implemented by the Office of Accountant General of the Federation. –

Any instance of misapplication or diversion of funds would result in a stop on further utilization of funds by the MDA until the issue is resolved. At the end of the fiscal year, any unutilized funds will be rolled over to the next year, as long as the project is still on-going, based on the approval of the Minister of Finance.

Payment of principal and interest on the Notes will be made from general funds and will not be directly linked to the performance of the eligible Green Projects.

<u>Reporting</u>

Implementing MDAs are to submit Quarterly implementation reports to the Climate Change Department of the FMEnv. The Climate Change Department is to ensure that the projects are implemented in line with the objective of achieving Nigeria's Nationally Determined Contributions. FMEnv will provide summaries of the reports submitted by the implementing MDAs to the DMO and OAGF.

The Federal Ministry of Environment supported by the Ministry of Finance of the Republic of Nigeria, represented by the Debt Management office and the Office of the Accountant General of the Federation, will report bi-annually, initially within one year of the issuance and until full allocation, on amounts equal to the net proceeds of the Green Bond issued, to investors:

(i) Aggregate amount allocated to the various Eligible Sectors
(ii) Remaining balance of funds which have not yet been utilized
(iii) Examples of Green Projects from each Eligible Sector(s) (subject to confidentiality disclosures)

Furthermore, Federal Ministry of Environment represented by the Climate Change Department, The Ministry of Finance, represented by the Debt Management Office and the Office of the Accountant General of the Federation, will confirm that the use of proceeds of the Green bond issuance conforms to this Green Bond Framework. The Central Bank of Nigeria will provide the periodic report on the account and the use of proceeds.

The Federal Ministry of Environment represented by its Climate Change Department, will report on the environmental and social (where relevant) impacts resulting from each Green Project allocated from the respective Green Bond.

Examples of relevant metrics could include:

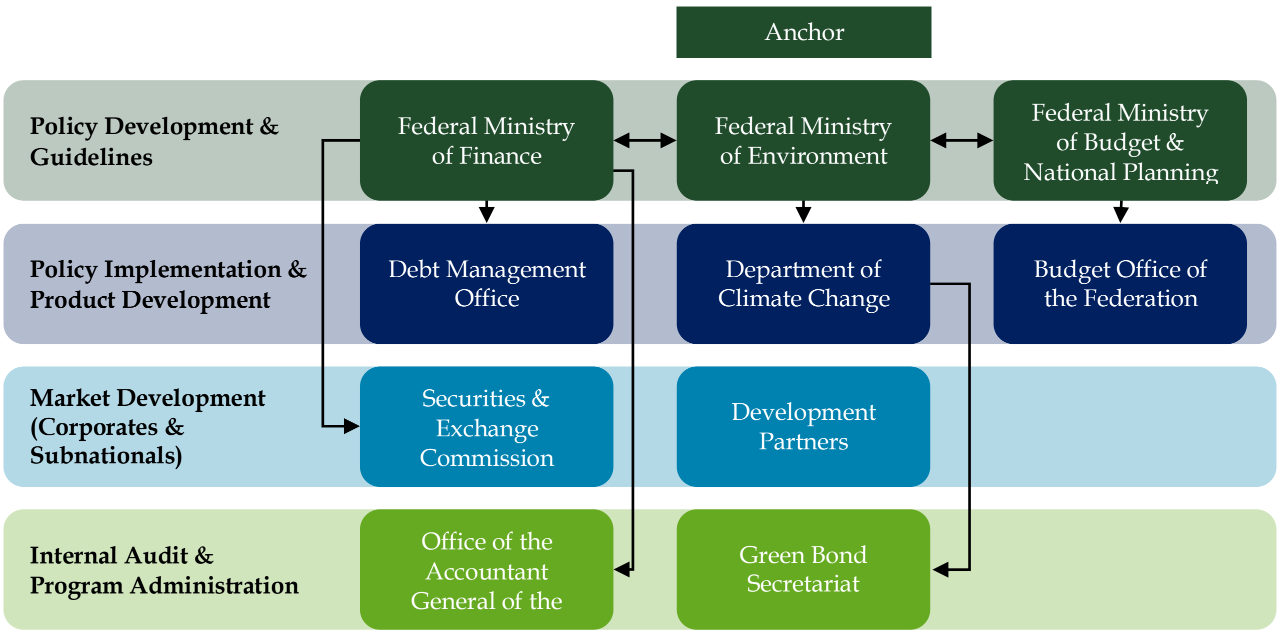
Eligible Theme	**Economic Reporting Metrics**	**Environmental Reporting Metrics**
Renewable Energy	Jobs created Taxes Generated Savings incurred Locations of facilities	Total megawatt/gigawatt capacity of energy produced (MW/GW) Total GHG emissions avoided through the project (tCO2eq)
Afforestation	Jobs created Taxes Generated Savings incurred Locations of facilities	Areas of forest (square meters/acres/hectares) planted/preserved Biodiversity information –trees and species of plants planted Total GHG emissions avoided through the projects (tCO2eq)
Clean Transportation	Jobs created Taxes Generated Savings incurred Locations of facilities	Location and number of train cabins deployed Number of passengers transferred from cars to buses Total GHG emissions avoided through the project (tCO2eq)

The reporting will be made public via annual updates on the official Ministry of Environment website

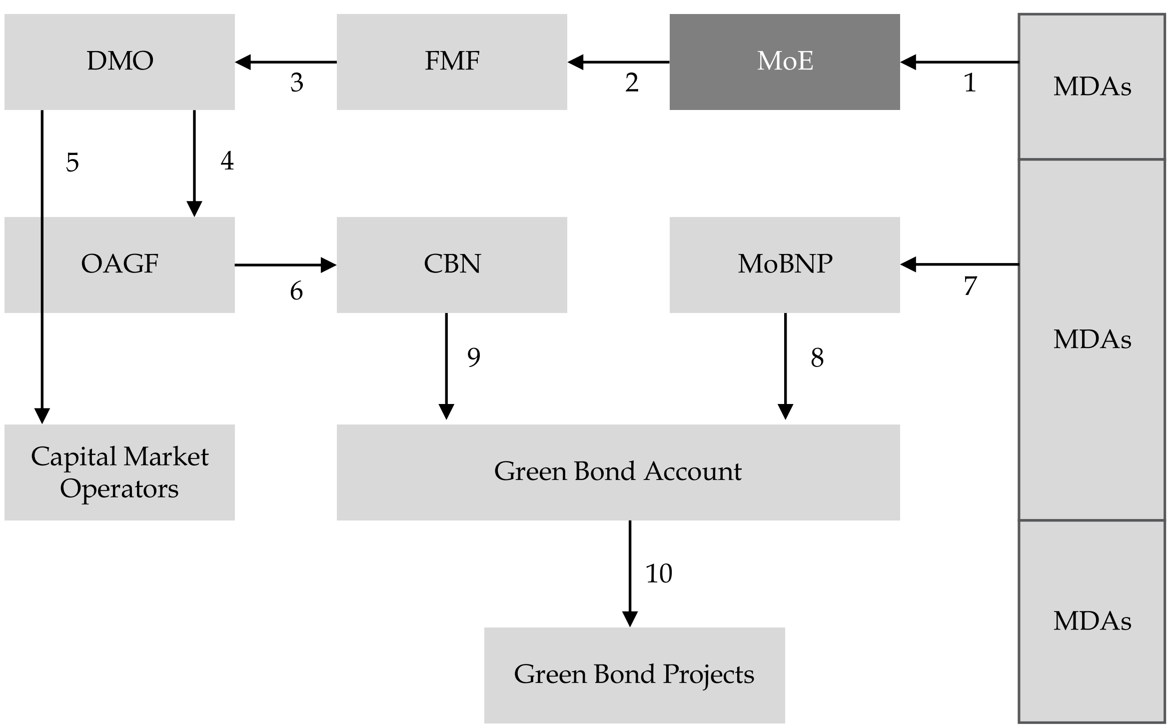
External Review
This Federal Government of Nigeria Green Bond Framework has been reviewed by Moody's in the form of a Second Party Opinion.

The objective of the Second Party Opinion is to provide an independent assessment on the alignment of the Green Bond Framework with the GBP, and attest as to the positive impact of the respective Green Eligible Sectors. This verification process will be carried out periodically during the life of the bond by the Federal Ministry of Environments Department for Climate Change (DCC)

Green Bond Institutional Framework

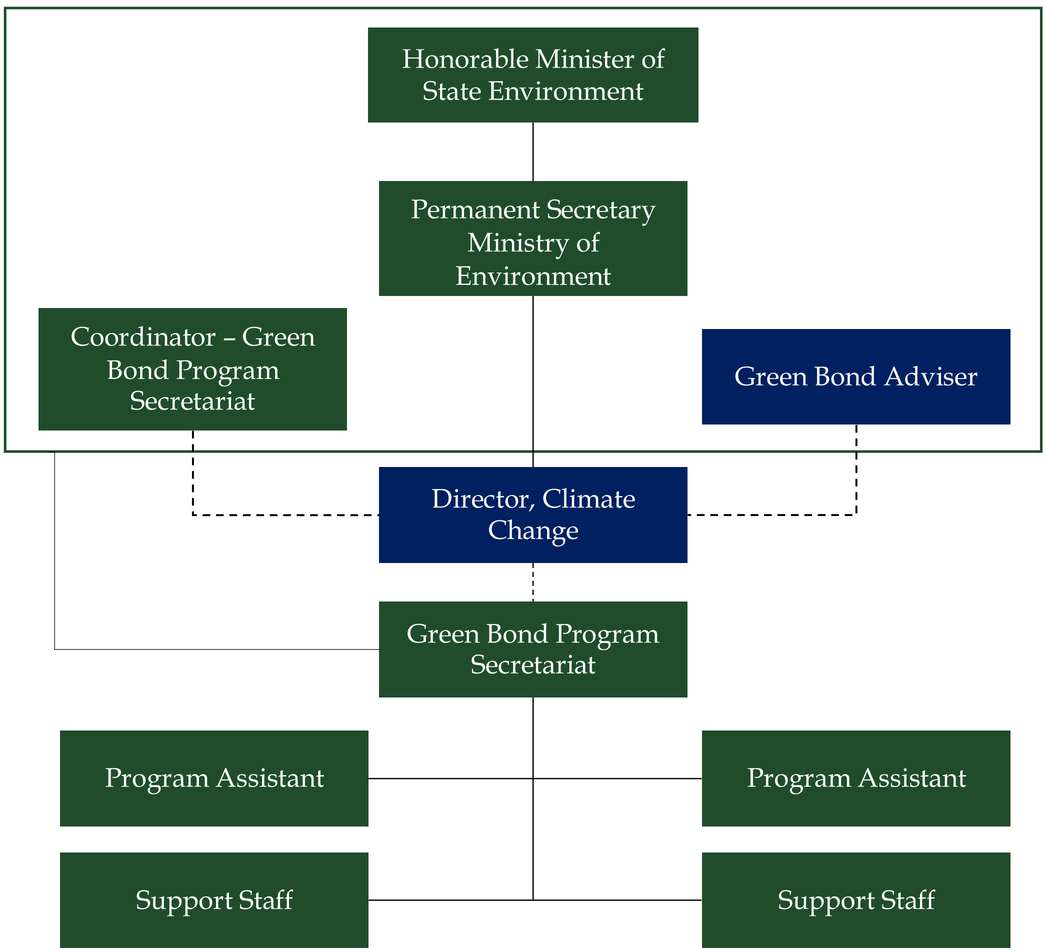


The Green Bond Process



Legend
1. MDAs through ICCC/MoE Identify projects with green credentials
2. MoE communicates to FMF the existence of a pool of green projects for funding
3. FMF instructs DMO to begin process of Green Bond issuance
4. DMO Communicates to OAGF to establish account that will hold resources
5. DMO issues notification to market of plans to issue a green bond
6. OAGF Communicates to CBN the new account details
7. MDAs inform MoBNP of projects that will be funded by the green bond
9. CBN funds green bond account with proceeds of issuance
8. MoBNP links Green Bond Account with projects
10. Green bond account disburses to the projects based on MDA requests

Framework of the Green Bond Secretariat



8. Nigeria's Commitment to Climate Change

In 2015, Nigeria prepared its intended Nationally Determined Contributions ("iNDCs") with support from the United Nations Development Programme ("UNDP") and Ricardo Energy & Environment. Following approval by President Muhammadu Buhari and submission to the United Nations Framework Convention on Climate Change ("UNFCCC"), Nigeria presented its iNDCs at the 21st Annual Conference of the Parties held in December 2015 in Paris, France.

National Context

Nigeria is the largest economy in sub-Saharan Africa, with a GDP per capita of US$1,969 reported as at December 31, 2017 (World Bank). Despite the economic growth, the Nigerian Government faces significant challenges of food insecurity, poor access to energy, poor infrastructure and high unemployment levels. The recent sharp decline in global oil prices has put significant pressure on federal budgets. The country is also very vulnerable to climate change, with the north of the country particularly affected by drought.

Nigeria has been actively engaged in international climate policy negotiations since it became a Party to the UNFCCC in 1994. Nigeria is host to a number of Clean Development Mechanism projects, as well as projects financed by the Adaptation Fund. To ensure an effective national response to the significant and multi-facetted impacts of climate change, Nigeria adopted a comprehensive strategy, as well as a number of specific policies.

Climate Change Policy Framework

In September 2012, the Federal Executive Council approved the Nigeria Climate Change Policy Response and Strategy, with the aim of fostering low-carbon, high growth economic development and building a climate resilient society through the attainment of the following objectives:

- Implement mitigation measures that will promote low carbon as well as sustainable and high economic growth;
- Enhance national capacity to adapt to climate change;
- Raise climate change related science, technology and Research & Development to a new level that will enable the country to better participate in international scientific and technological cooperation on climate change;
- Significantly increase public awareness and involve private sector participation in addressing the challenges of climate change;
- Strengthen national institutions and mechanisms (policy, legislative and economic) to establish a suitable and functional framework for climate change governance.

Nationally Determined Contributions

In November 2015, Nigeria's iNDCs were approved by President Muhammadu Buhari, after which the FGN endorsed the Paris Agreement on Climate Change in September 2016, reiterating the Nigerian Government's commitment to tackling climate change issues.

The FGN proceeded to implement Nigeria's NDCs, through various initiatives aimed at sustainably growing Nigeria's economy, while reducing carbon pollution. The policies and measures set out in the NDCs are development-focused on various sustainable themes including poverty alleviation, increase in social welfare and inclusion as well as improvement of individual well-being, which includes a healthy environment.

Key aspects of Nigeria's NDCs[1]

Aspect	Detail
Type of objective	Reduction from Business as Usual ("BAU")
Target year	2030
Implementation Period	2015 – 2030
Base data period	2010 – 2014
Summary of objective	Economic and social development: grow economy 5% per year, improve standard of living, electricity access for all
Unconditional & Conditional mitigation objectives	▪ 20% unconditional ▪ 45% conditional
Key Measures	▪ Work towards ending gas flaring by 2030 ▪ Work towards Off-grid solar PV of 13GW (13,000MW) ▪ Efficient gas generators ▪ 2% per year energy efficiency (30% by 2030) ▪ Transport shift from car to mass transit ▪ Improve electricity grid ▪ Climate smart agriculture and reforestation
Emissions per US$ (real) GDP	▪ 0.873 kg CO_2e (2015) ▪ 0.491 kg CO_2e (2030)
GDP per capita (US$)	▪ 2,950 (2014) ▪ 3,964 (2030; real 2015 US$)
Estimated emissions per capita	▪ Current: around 2 tonnes CO_2e ▪ 2030 BAU: around 3.4 tonnes CO_2e ▪ 2030 Conditional: around 2 tonnes CO_2e
Global Warming Potentials used	IPCC Fourth Assessment Report
Cost Estimate Data[2]	▪ National Cost = $142b ▪ National Benefits = $304b
Gases covered	CO_2, N_2O, CH_4
Emissions as % of global total	<1% (2010)
Historical emissions (1850-2010)	2,564.02 million tonnes

[1] *Source: Executive summary on iNDCs published by the Nigerian Federal Ministry of Environment*

[2] *Source: World Bank report "Low Carbon Development Opportunities for Nigeria" (2013)*

Under a BAU growth scenario, consistent with strong economic growth of 5% per year, Nigeria's emissions are expected to grow to around 900 million tonnes per year in 2030, translating to around 3.4 tonnes per person. The key measures below could potentially reduce emissions by around 45% compared to BAU. Much of the reduction potential identified has zero net cost or indeed achieves a net economic benefit, therefore, the outlined climate change mitigation measures are expected to provide overall benefits for the country, even before taking into account the climate benefits.

Key Mitigation Measures

Measure	Potential GHG Reduction (million tonnes / year in 2030)
Economy-wide energy efficiency	179
Efficient gas power stations	102
Work toward ending of gas flaring	64
Climate smart agriculture	74
Reduce transmission losses	26

The Economic Recovery and Growth Plan

The Economic Recovery and Growth Plan ("ERGP"), a Medium Term Plan for 2017 – 2020, developed for the purpose of restoring economic growth in Nigeria, is also consistent with the aspirations of Nigeria's Sustainable Development Goals ("SDGs") given that some of the initiatives of the ERGP address economic, social and environmental sustainability issues.

Below is an extract of the ERGP's strategies outlining the key environmental activities pioneered by the Ministry of Environment:

- Implement projects under the Great Green Wall initiative to address land degradation and desertification, and support communities adapting to climate change (e.g., plant trees)
- Raise a Green Bond to finance environmental projects
- Establish one forest plantation in each state
- Rehabilitate all forest reserves and national parks to enhance eco-tourism
- Establish a functional database on drought and desertification
- Encourage and promote the development of green growth initiatives

Programme		Environmental Protection	
47	Take targeted action to address environmental priorities	• Implement projects under the Great Green Wall initiative to address land degradation and desertification, and support communities adapting to climate change (e.g., plant trees) • Implement environmental initiatives in the Niger Delta region (e.g., continue the Ogoni Land clean-up and reduce gas flaring) • Raise a Green Bond to finance environmental projects • Establish one forest plantation in each state • Rehabilitate all forest reserves and national parks to enhance eco-tourism • Establish a functional database on drought and desertification • Encourage and promote the development of green growth initiatives	Ministry of Environment Ministry of Niger Delta Affairs Ministry of Water Resources

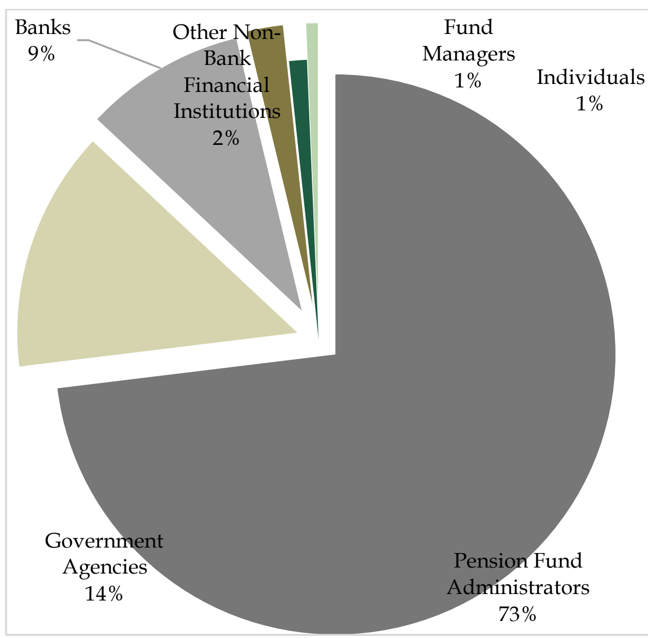
Debut FGN Green Bond Issuance

Following Nigeria's endorsement of the Paris Agreement on Climate Change on September 21, 2016, the FGN proceeded to issue a ₦10.69billion 13.48% Fixed Rate Green Bond (the "FGN Green Bond") as part of several initiatives aimed at reversing the negative effects of climate change.

DNV GL issued a second opinion on the Green Bond that included certification based on the Climate Bonds Standards. Moody's issued a GB1 (excellent) assessment of the Green Bond based on its Green Bond assessment tools

Proceeds from the issuance were channelled to finance eligible projects in the 2017 Appropriation Act, as qualified according to the Federal Ministry of Environment's Green Bond guidelines and international Green Bond taxonomies, including the Green Bond Principles and Climate Bond Initiative's (CBI) Climate Bond Standard. N8.70bn of the proceeds were utilised towards Off-Grid Solar projects and N1.99bn towards Reforestation projects contributing to an emissions reduction of 29,774Co2/t and 12,879Co2/t per annum respectively.

The debut FGN Green Bond placed Nigeria as the first country in Africa to issue a Green Bond, and created a benchmark for further issuance across the African continent.

Issuer:	Federal Government of Nigeria
Financial Adviser:	Chapel Hill Denham Advisory Limited;
Certification:	Climate Bond Certified
Ratings:	GB1 (Excellent) by Moody's Investors Service
Issue Size:	₦10.69 billion
Coupon Rate:	13.48% payable semi-annually
Par Value:	₦1,000/unit
Tenor:	Five (5) Years
Repayment:	Bullet sum at maturity
Use of Proceeds:	(i) Renewable Energy Micro-Utilities; (ii) Energising Education Programme; and (iii) Afforestation Programme
Security:	Backed by the full faith and credit of the FGN
Status:	Ranks pari passu with other FGN Debt obligations
Issue Date:	December 22, 2017
Maturity Date:	December 22, 2022
Distribution:	

Debut FGN Green Bond Issuance: Use of Proceeds

The Federal Government of Nigeria issued its pilot Sovereign Green Bond worth N10.69 billion in December 2017 to fund appropriation projects for the 2017 fiscal year. The issuance covered two sectors (i.e. Environment and Power). The project themes were Renewable Energy and Afforestation. The table below shows the breakdown for the use of proceeds.

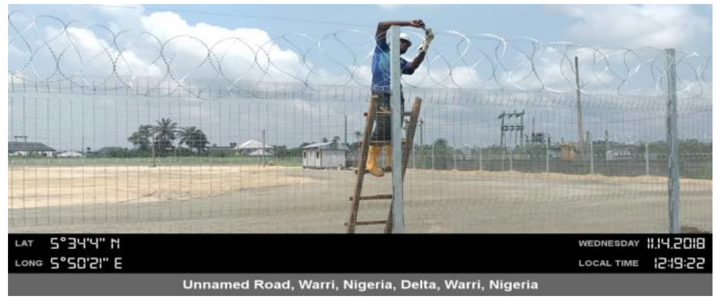
Pilot FGN Green Bond Use of Proceeds.

Project Themes	MDA-Project	Commitment =N= (m)	% of Total
Renewable Energy	RRD - REMU	146.07	1.37%
	REA - EEP	8,553.60	80.01%
Afforestation	DDA - Afforestation	230.40	2.16%
	GGW - Afforestation	814.78	7.62%
	FRIN - Afforestation	719.84	6.73%
	NPS - Afforestation	225.32	2.11%
Total		**10,690.00**	**100.00%**

Debut FGN Green Bond Issuance: Energizing Education Program Progress Photos

University Petroleum Resources (Effurun Delta State) Project Site

Before Site Preparations



Installation of concertina wire on project site fence (Fencing Completed)

Equipment Foundation Works

Solar Panels being mounted

Site Internal Roads Preparations

Project Sign Board

Nnamdi Azikiwe University (Anambra State) Project Site

Before Site Preparations

After Site Preparations (Fencing Completed)

Equipment Foundation Works

Internal Roads Preparations

Debut FGN Green Bond Issuance:
<u>On-Grid Connected Hybrid Solar PV Mini-Grid Power Project in Torankawa Village, Yabo LGA, Sokoto State: Completed in January 2019</u>

Project Technical Description
The Torankawa project was initiated by the Department of Renewables and Rural Power Access (RRD) of Federal Ministry of Power, Works and Housing under the Renewable Energy Micro-Utility (REMU) programme. The project was funded with proceeds from the first Nigerian sovereign Green Bond issued by FGN under Y2017 appropriation; it cost approximately N146 million. The project will supply 24/7 power to 350 house hold and 20 small businesses covering 1,750 people.
In addition, the project will supply power to 50No 100W LED streetlight, 5No mosque and a community irrigation farm.

Project Design Philosophy:
The project is the first grid-connected hybrid solar PV mini-grid developed and energized in Nigeria, it is to provide 24/7 electricity supply, with high quality of service - measured by high voltage profile and 99% availability of supply. The project can operate both in grid connected mode or in island mode.

Generation Assets:
The project comprised of 125kVA DC/AC Inverter, 60kW solar PV modules, 216kWh battery bank and 100kVA Diesel Generator as a redundant back-up.

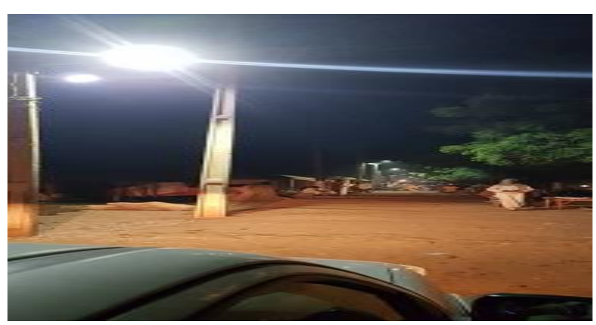
Distribution Assets:
The project scope also covers the rehabilitation of existing 4kM town distribution network (TDN) and upgrade of installation of 100 customer installations and service connections including installation of smart meters and local electronic vending system.

REMU Progress Photos

Aerial Vie of Commpleted 60kW Power Plant

Toranakwa Project Site before commencement

Torankawa Google Earth view



Debut FGN Green Bond Issuance:

<u>Afforestation</u>

The Afforestation program of the Federal Ministry of Environment (FME) was funded by the pilot Nigerian Green Bond issuance. The program was implemented by four Departments/Agencies of the Ministry which were Forestry Research Institute of Nigeria, Great Green Wall, National Parks Services and Drought and Desertification Amelioration. The Afforestation program of the FME was implemented across 25 states of the Federation. The program covered a total land area of 841.6 hectares across the selected states.

<u>FRIN Location (Niger State)</u>

<u>GGW Location (Kano State)</u>

<u>GGW Location (Kano State)</u>

9. Terms and Conditions of the Green Bond

1. **PREAMBLE**

The following are the final terms of the Notes that are the subject of this Prospectus. These terms and conditions are only applicable to the Issue.

The Notes are being issued by the Federal Government of Nigeria (as represented by the Debt Management Office ("DMO")) (the "Issuer").

2. **DEFINITIONS**

In these Conditions:

a) **"External Indebtedness"** means indebtedness expressed or denominated or payable or which, at the option of the relevant creditor may be payable in a currency other than the lawful currency from time-to-time of the Federal Republic of Nigeria;

b) "**Guarantee**" means any obligation of a person to pay the Indebtedness of another person including, without limitation: an obligation to pay or purchase such Indebtedness; an obligation to lend money or to purchase or subscribe shares or other securities or to purchase assets or services in order to provide funds for the payment of such Indebtedness; an indemnity against the consequences of a default in the payment of such Indebtedness; or any other agreement to be responsible for such Indebtedness;

c) **"Indebtedness"** means (i) any obligation (whether present or future and whether being principal, premium, interest or other amounts) for the payment or repayment of money which has been borrowed or raised (including money raised by acceptances and leasing) and (ii) any guarantee or indemnity of any such obligation;

d) **"Person"** includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organization, trust, state or agency of the state (in each case, whether or not having separate legal personality);

e) **"Registrar"** means the DMO or any market operator appointed by the Issuer to maintain the register of Noteholders; and

f) **"Security"** means any mortgage, pledge, lien, hypothecation, security interest or other charge or encumbrance including, without limitation, anything analogous to the foregoing under the laws of any jurisdiction.

3. **FORM, CURRENCY AND DENOMINATION**

3.1. The Notes are issued in registered form in denominations of Nigerian Naira and integral multiples of ₦1,000 in excess thereof, each an "Authorised Denomination". The Notes will be issued in dematerialised, electronic registration on the Central Bank of Nigeria's Scripless Securities Settlement System (S4) and transferred to the respective investors via their S4 Accounts or to the Central Securities Clearing System for onward distribution to investors with CSCS Accounts.

4. **TITLE TO THE NOTES**

4.1 *Title*

The Registrar will maintain a register in respect of the relevant Notes; title to the Notes passes only by registration in the relevant Register. The holder of any Note will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest and no person will be liable for so treating the holder. In these Conditions "**Noteholder**", and in relation to a "**Note**", "**holder**" means the person in whose name a Note is registered in the relevant Register (or, in the case of a joint holding, the first named thereof).

4.2 *Formalities Free of Charge*

Registration of transfer of Notes will be effected without charge by or on behalf of the Issuer, the Registrars, or any Transfer Agent but upon payment (or the giving of such indemnity as the relevant Registrar or any Agent may reasonably require) in respect of any tax or other governmental charges which may be imposed in relation to such transfer.

4.3 *Closed Periods*

No Noteholder may require the transfer of a Note to be registered during the period of 15 calendar days ending on the due date for any payment of principal or interest on that Note.

4.4 *Regulations*

All transfers of Notes and entries on the Registers will be made subject to the detailed regulations concerning transfer of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Registrars. A copy of the current regulations will be mailed (free of charge) by the relevant Registrar to any Noteholder upon request.

5. **REGISTRATION AND TRANSFER**

Registration

The Registrar shall enter the following particulars of every holder of Notes in the Register:

- Name and address of the Noteholder;
- Principal of the Notes held;
- Coupon payable on the Notes;
- Coupon Payment Dates of the Notes;
- Maturity Date of the Notes;
- Such other particulars as may, from time to time, be required by the Issuer; and
- Such other particulars as may, from time to time, be considered necessary by the Registrar.

The Registrar may correct errors and remedy omissions in the Register.

Transfer

Subject to Condition 4.3 (Closed Periods) and Condition 4.4 (Regulations), a Note shall not be deemed to be transferred to any other person except upon the execution of an approved instrument of transfer to the other person and upon the registration by the Registrar of the transferee as the Noteholder in the Register, provided however that a Note may not be transferred unless the principal amount of the Notes transferred and (where not all of the Notes held by a Holder are being transferred) the principal amount of the Notes not transferred, are Authorised Denominations.

Coupon which is due in respect of the Notes but which has not been paid to a Noteholder for the time being shall not be deemed to be payable to a transferee of that Note unless the instrument of transfer expressly provides for the payment of that coupon to the transferee.

6. **STATUS OF THE NOTES**

6.1. The Notes and any relative Receipts and Coupons are direct, unconditional, unsubordinated and (subject to the provisions of Condition 4) unsecured obligations of the Issuer and rank and will rank *pari passu*, without preference among themselves, with all other unsecured and unsubordinated External Indebtedness (as defined in Condition 2) of the Issuer, from time to time outstanding. The full faith and credit of the Federal Government of Nigeria is and will be pledged for the due and punctual payment of all amounts payable (including principal, coupon and other amounts) in respect of the Notes.

7. **INTEREST AND CERTIFICATES**

Interest on Notes

7.1 *Interest Rate and Interest Payment Dates*

The Notes bear interest on their outstanding principal amount from and including the **Issue Date** to but excluding the Maturity Date (as defined in Condition 10.2 (*Redemption*), at the coupon rate as specified in the Prospectus (the "**Coupon Rate**"), payable semi-annually in arrears in each year (each a "**Coupon Payment Date**"), subject as provided in Condition 8 (*Payments*). Each period beginning on (and including) the Issue Date or any Coupon Payment Date and ending on (but excluding) the next Coupon Payment Date is herein called a "**Coupon Payment Period**".

7.2 *Coupon Accrual*

Each Note will cease to bear interest from and including its due date for final redemption unless, upon due presentation, payment of the Principal in respect of the Note is improperly withheld or refused or unless default is otherwise made in respect of payment. In such event, interest will continue to accrue until whichever is the earlier of:

a) the date on which all amounts due in respect of such Note have been paid; and

b) seven days after the date on which the full amount of the moneys payable in respect of such Notes has been received by the Paying Agent and notice to that effect has been given to the Noteholders in accordance with Condition 11 (*Notices*) (except to the extent that there is any subsequent default in payment).

7.3 *Calculation of Coupon*

The amount of coupon payable in respect of each Note for any Interest Period shall be calculated by applying the Rate of Interest to the then outstanding principal amount of such Note, dividing the product by two and rounding the resulting figure to the nearest Kobo (half a Kobo being rounded upwards). If interest is required to be calculated for any period other than an Interest Period, it will be calculated on the basis of the actual days in the year.

7.4 *Alterations to these Conditions*

The Issuer reserves the right, without obtaining the consent of the Noteholders:

(a) to alter these Conditions, at any time, in respect of the method of making interest and principal payments; and

(b) to amend with effect from any Coupon Payment Date the provisions of these Conditions relating to the definition of "Banking Day" and the basis of coupon accrual in accordance with the prevailing market practice.

The Issuer shall give at least 30 days irrevocable notice to the Noteholders of any changes to be made in accordance with this Condition.

8. **PAYMENTS**

Payment Date:	June 13, 2019
Name of Account:	Chapel Hill/FGN Green Bond Series II Collection Account
Bank:	Union Bank Plc
Account number:	0113662905

Purchases will be settled via direct debit, electronic funds transfer (NIBBS, NEFT, RTGS, etc.)

8.1 Payments in Respect of Notes

Payment of principal and coupon will be made by transfer to the registered account of the Noteholder whose names appear (or to the first named in the case of joint holders) in the Register as on the Record Date to be fixed by the Issuer for this purpose from time to time. Coupon on Notes due on a Coupon Payment Date will be paid to the holder shown on the relevant Register at the close of business on the date (the "**Record Date**") being the fifteenth day before the due date for the payment of coupon. For the purposes of this Condition 8.1, a Noteholder's "**Registered Account**" means the Naira account maintained by or on its behalf with a bank that processes payments in Naira, details of which appear on the relevant Register at the close of business, in the case of principal, on the second Business Day (as defined below) before the due date for payment and, in the case of coupon, on the relevant Record Date, and a Noteholder's "**Registered Address**" means its address appearing on the relevant Register at that time.

8.2 *Designated Account*

Upon Issuance of the Green Bond, the proceeds shall be transferred to the Green Bond Proceeds Account with the Central Bank of Nigeria before allotment of the Bond to successful bidders.

8.3 *Payment on Maturity*

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its final redemption amount specified in, or determined in the manner specified on the Maturity Date.

9. **FURTHER ISSUES**

9.1 The Issuer shall be at liberty from time to time without the consent of the Noteholders to create and issue further Notes, subject to the Prospectus limit, having terms and conditions which are identical to any of the other Notes already issued under the Prospectus or the same in all respects save for their respective Issue Prices, Coupon, Issue Dates and aggregate Nominal Amounts, so that the additional Notes shall be consolidated by the Issuer to form a single issuance with the existing Notes as may be applicable.

10. **GUARANTEE**

10.1 The Notes are backed by the full faith and credit of the Federal Government of Nigeria and are charged upon the general assets of Nigeria.

11. **PURCHASE, REDEMPTION AND CANCELLATION OF NOTES**

11.1 Purchase of Notes

The Issuer may at any time purchase Notes at any price in the open market or otherwise. All Notes so purchased will be surrendered to the Paying Agent or the Registrar for cancellation.

11.2 Redemption

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its Final Redemption Amount specified or determined in the manner specified in this Prospectus on the Maturity Date.

11.3. Redemption at the Option of the Issuer (Early Redemption)

The Issuer may, having given:

a. not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 11; and

b. not less than 15 days before the giving of the notice referred to in (a), notice to the Principal Paying Agent and, in the case of a redemption of Registered Notes, the Registrar;

cause the principal outstanding on the Notes to become due in part or in whole, provided that such call option may be exercised on any Coupon Payment Date.

11.4. Redemption at the Option of the Covered Noteholders (Put Option):

The Notes are not puttable in part or in whole.

11.5. Purchases

The Issuer may at any time purchase Notes in the open market or otherwise at any price.

11.6. Cancellation

All Notes purchased as contemplated by Condition 11.5 (*Purchases*) shall be cancelled and may not be held, reissued or resold.

12. **NOTICES**

12.1 Notices to the Noteholders

All notices to the Noteholders will be valid if mailed to them at their respective addresses in the relevant Register at the time of publication of such notice by pre-paid first class mail (or any other manner approved by the Registrars (or the Paying Agent on their behalf), which may be by electronic transmission) and for so long as the Notes are listed on The Nigerian Stock Exchange and the rules of The Nigerian Stock Exchange so require, shall be sent to the Companies Announcement Office of The Nigerian Stock Exchange. Any such notice shall be deemed to have been given on the fourth business day after being so mailed.

12.2 Notices from the Noteholders

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Principal Paying Agent or the Registrar. If sent to the Issuer, such notices or communications shall be delivered to The Ministry of Finance of the Federal Government of Nigeria at Ahmadu Bello Way, Central Business District, Abuja Federal Capital Territory, Nigeria. If the Paying Agent or the Registrar shall receive any notice or demand addressed to the Issuer by a Noteholder, the Paying Agent or the Registrar shall promptly forward such notice or demand to the Issuer.

13. **WAIVER OF RIGHT OF SET-OFF**

13.1. Waiver of Set-Off: The Issuer hereby waives any right of set-off against claims of the Noteholders arising from this Green Bond as well as the exercise of any pledge, lien, right of retention or other rights which could adversely affect claims of the Noteholders (i) if such claims belong to the guaranteed assets of an insurance company within the meaning of the Insurance Act, as amended, supplemented or replaced or (ii) if such claims belong to the assets which are governed by the general principles set out in the Act or (iii) if such claims are subject to the Pension Reform Act 2014, or (iv) if such claims belong to funds which cover debt securities (and have been created on the basis of domestic legislation. The same applies mutatis mutandis in the event of composition or insolvency proceedings.

14. EVENTS OF DEFAULT

14.1. **Events of Default**

If any of the following events ("**Events of Default**") shall have occurred and be continuing:

(a) **Non-payment**

(i) the Issuer fails to pay any Principal on any of the Notes when due and payable and such failure continues for a period of 10 Business Days; or

(ii) the Issuer fails to pay any Coupon on any of the Notes or any amount due under Condition 14 (*Taxation*) when due and payable, and such failure continues for a period of 10 Business Days.

(b) **Breach of Other Obligations**

the Issuer does not perform or comply with any one or more of its other obligations under the Notes, which default is incapable of remedy or is not remedied within 45 days following the service by any Noteholder on the Issuer of notice requiring the same to be remedied; or

(c) **Validity**

(i) the validity of the Notes shall be contested by the Issuer; or

(ii) the Issuer shall deny any of its obligations under the Notes (whether by a general suspension of payments or a moratorium on the payment of debt or otherwise); or

(iii) it shall be or become unlawful for the Issuer to perform or comply with all or any of its obligations set out in the Notes, including, without limitation, the payment of interest on the Notes, as a result of any change in law or regulation in the Federal Republic of Nigeria or any ruling of any court in the Federal Republic of Nigeria, whose decision is final or for any reason such obligations cease to be in full force and effect.

(d) **Consents**

if any authorisation, consent of, or filing or registration with, any governmental authority necessary for the performance of any payment obligation of the Issuer under the Notes, when due, ceases to be in full force and effect or remain valid and subsisting, then the holders of at least 25% in aggregate principal amount of the Notes then outstanding may, by notice in writing to the Issuer (with a copy to the Paying Agent), declare all the Notes to be immediately due and payable. Upon any such declaration by Noteholders, the Notes shall become immediately due and payable at their outstanding principal amount together with accrued interest without further action or formality. Notice of any such declaration shall promptly be given to all other Noteholders by the Issuer. If the Issuer receives notice in writing from holders of at least 50% in aggregate principal amount of the Notes then outstanding to the effect that the Event of Default or Events of Default giving rise to any above mentioned declaration of acceleration is or are cured following any such declaration and that such holders wish the relevant declaration to be withdrawn, the Issuer shall, give notice thereof to the Noteholders (with a copy to the Paying Agent), whereupon the relevant declaration shall be withdrawn and shall have no further effect but without prejudice to any rights or obligations which may have arisen before the Issuer gives such notice (whether pursuant to these Conditions or otherwise). No such withdrawal shall affect any other or any subsequent Event of Default or any right of any Noteholder in relation thereto.

15. **TAXATION**

All payments of principal, interest and any other sum due in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Federal Republic of Nigeria or any political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In that event, no additional amounts shall be paid to the Noteholders as a result thereof.

16. **PRESCRIPTION**

16.1 The right to receive payment of the Principal Amount of a Bond expires 10 years after the Redemption Date. The right to receive Coupon expires 10 years after the relevant Coupon Payment Date.

17. **GOVERNING LAW AND JURISDICTION**

17.1 The Notes are governed by, and shall be construed in accordance with, the laws of the Federal Republic of Nigeria. They do not, in any event, qualify as investments for purposes of Nigeria's investment-related treaties, regardless of the definitions of such therein.

17.2 Nigerian courts shall have exclusive jurisdiction to settle any dispute arising out of, or in connection with the Notes.

10. Use of Proceeds

FGN Green Bond Sectors, Amounts and NDC Themes

S/N	Ministry	Cost (₦'Millions)	Description
1	Federal Ministry of Environment	1,220.88	Adaptation
2	Federal Ministry of Agriculture & Rural Development	600.00	Adaptation
3	Federal Ministry of Power, Works & Housing	8,264.00	Mitigation
4	Federal Ministry of Transport	500.00	Mitigation
5	Federal Capital Territory Authority	1,597.12	Mitigation
6	Federal Ministry of Water Resources	2,818.00	Mitigation and Adaptation
	Total	**15,000.00**	

This summary note provides an overview of the proposed impact of this Green Bond issuance on the sectoral plans contained in the ERGP. The total issuance amount for this Green Bond is ₦15 billion and it draws from projects extracted from the 2018 budget, across six Ministries.

2018 FGN Green Bond Sectors and Emissions Reduction

S/N	Ministry	Reduction in CO2 Emissions tCO2	Population Impacted
1	Federal Ministry of Environment	1,403	408,500
2	Federal Ministry of Agriculture & Rural Development	1,680.00	200,000
3	Federal Ministry of Power, Works & Housing	9,311.24	1,750,800
4	Federal Ministry of Transport	3,303.30	90,000
5	Federal Capital Territory Authority	25,675.50	140,000
6	Federal Ministry of Water Resources	515	1,120,000
	Total	**41,888.04**	**3,709,300**

2018 Green Bond Sectors, ERR Range

S/N	Ministry	Economic Rate of Return (ERR) Range	ERR Tenor in Years
1	Federal Ministry of Environment	1.62%	10
2	Federal Ministry of Agriculture & Rural Development	3.77%	10
3	Federal Ministry of Power, Works & Housing	0.25% to 7.23%	5 to 10
4	Federal Ministry of Transport	7.03%	5
5	Federal Capital Territory Authority	0.67%	10
6	Federal Ministry of Water Resources	2.43%	10

2018 Green Bond Sectors and Estimated Job Creation

S/N	Ministry	Estimated Jobs
1	Federal Ministry of Environment	8,579
2	Federal Ministry of Agriculture & Rural Development	4,200
3	Federal Ministry of Power, Works & Housing	1,752
4	Federal Ministry of Transport	1,050
5	Federal Capital Territory Authority	11,175
6	Federal Ministry of Water Resources	18,445
	Total	**45,201**

Power
The strategic objectives under programme 27 of the ERGP include the increase and optimization of the existing power generating capacity of the country through rural electrification, the development of new small scale generation projects and the implementation of the National Renewable Energy and Efficiency Policy (NREEP). An allocation of N8.26 billion has been set aside in the Green Bond for projects that will generate an additional 10.85MW through renewable energy technologies (i.e. Solar Energy and Windfarm). This will contribute 9,311.24 metric tons per year in emissions reduction. It is estimated that the projects in this sector will achieve an economic rate of return of 0.25-7.23% contributing to the projected ERGP GDP growth rate. The power sector projects under the 2018 Green Bond issuance are expected to contribute a total of 1,752 jobs; 520 direct and 1,232 indirect jobs.

The Energizing Education Program under the Ministry of Power, Works & Housing was funded by 2017 GB issuance, it accounted for emissions reduction of 29,774 t/CO2. To avoid double counting, the Emissions number accounted for under the 2018 GB issuance is 1,715 t/CO2, this represents additional emissions reduction contributed by the project due to increase in capacity from 10.5MW to 12.5MW. The total emissions reduction contributed by the EEP program under the 2018 Green Bonds issuances is 31,489 t/CO2.

Federal Ministry of Power, Works & Housing

S/N	MDA	Code	New / Existing	Project Description	Capacity (MW)	Cost (N)	Emissions Contributions
1	ERD	ERGP10109681	Existing	10MW Katsina Wind Farm	10	487,000,000.37	6,613.00
2	RRD	ERGP10109763	Existing	Construction of Off-Grid Renewable Energy (Solar) Micro-Utility (REMU)	0.1	130,000,000.70	116.00
3	RRD	ERGP10114314	Existing	Solar Mini-Grids for Selected Federal Government Buildings Starting with Federal Secretariat	0.75	580,000,000.88	867.24
4	NREA	ERGP10101314	Existing	Rural Electrification Access Program in Federal Universities	12.5	7,067,000,000.50	1,715.00
					10.85	**8,264,000,002.45**	**9,311.24**

Environment
The environmental priorities contained in programme 47 of the ERGP point to the need for Nigeria to establish a forest plantation in each State, combat drought, desertification and land degradation, and enhance Eco tourism by rehabilitating forest reserves and national parks. Similar to the first bond, the second bond addresses the same themes by allocating N1.22 billion for 334 hectares in 31States and the FCT to reduce 1,403 Co2 tons per annum. These projects will provide economic returns at the rate of about 1.62% per annum. The Environment sector projects under the 2018 Green Bond issuance are expected to contribute a total of 8,579 jobs; 4,902 direct and 3,677 indirect jobs, which will contribute to the ERGP targets.

Federal Ministry of Environment

S/N	MDA	Code	New / Existing	Project Description	Capacity (HA)	Cost (N)	Emissions Contributions
1	FORESTRY	ERGP20110828	New	Afforestation/reforestation programme in nine states and Federal Capital Territory (Gombe, Kaduna, Nasarawa, Oyo, Ekiti, Ondo, Edo, Anambra, Enugu and FCT)	57	213,791,470.00	239

2	DDA	ERGP20104204	Existing	Establishment of Acacia Senegal Plantation in the frontline states to arrest land degradation and mitigate the effects of drought and climate change	21	76,460,640.00	88
3	DDA	ERGP20104207	Existing	Establishment of woodlots in the arid zone	28	103,286,491.00	118
4	NPS	ERGP19105064	Existing	Ecological restoration of degraded areas	11	39,150,000.00	46
5	NPS	ERGP19104665	Existing	Restoration of degraded areas in old Oyo National Park	8	30,450,000.00	34
6	NPS	ERGP19105583	Existing	Ecological restoration of degraded areas of Chad Basin National Park	4	16,269,000.00	17
7	NPS	ERGP19108139	Existing	Ecological restoration of degraded areas in Gashaka Gumti National Park	9	34,800,000.00	38
8	NPS	ERGP19105646	Existing	Ecological restoration of degraded areas in Cross River National Park	8	30,975,500.00	34
9	NPS	ERGP19105839	Existing	Ecological restoration of areas of Kainji Lake National Park.	9	31,800,000.00	38
10	NPS	ERGP19104728	Existing	Ecological restoration of degraded areas in Okomu National Park	6	24,360,000.00	25
11	FRIN	ERGP20104397	New	National Afforestation Programme	146	508,920,840.00	613
12	GGW	ERGP19105142	Existing	Dry lands restoration through massive afforestation	27	110,613,416.00	113
					334	**1,220,877,357.00**	**1,403**

Agriculture

The development and execution of irrigation projects and the facilitation of agricultural productivity are two of the most important aspects of the plan for the agricultural sector under programmes 9 and 10 of the ERGP. The second issuance of the Green Bond will fund agro-forestry projects which will contribute to a reduction of Nigeria's carbon emissions by 1,680 metric tons. The total cost of the agriculture sector projects to be funded under the 2018 Green Bond program is N0.6 billion. The agriculture sector project will provide economic rates of return of 3.77% per annum. The Agriculture sector projects under the 2018 Green Bond issuance are expected to contribute a total of 4,200 jobs; 2,400 direct and 1,800 indirect jobs to the ERGP target.

Federal Ministry of Agriculture & Rural Development

S/N	MDA	Code	New / Existing	Project Description	Capacity (HA)	Cost (N)	Emissions Contributions
1	FMARD	ERGP30105226	Existing	Project 1: Establishment of pilot demonstration on Agro-Forestry Farmers' Managed Regeneration (FMNR) and Conservation Agriculture (CSA) practices for improved food security and livelihoods.	400.00	600,000,000.00	1,680.00
					400.00	**600,000,000.00**	**1,680.00**

Transport (Federal Ministry of Transport)

Programmes 11 and 29 of the ERGP articulate a plan for the development of the critical infrastructure for road, rail and air infrastructure. The 2018 issuance of the Green Bond has outlined one project to fulfill the transport sector plans. The 2018 issuance of the Green Bond further addresses these issues by committing the sum of N0.5billion. The Transport project under the FMoT will contribute economic rate of returns at the rate of 7.03% per annum. The projects in this sector will reduce Nigeria's Co2 emissions by 3,303.3 metric tons per annum. This investment will create a total of 1,050 jobs; 600 direct and 450 indirect jobs which will contribute to the ERGPs target.

Federal Ministry of Transport

S/N	MDA	Code	New / Existing	Project Description	Capacity (No. of Tricycles)	Cost (N)	Emissions Contributions
1	FMOT-HQTRS	ERGP12104626	Existing	Solar powered tricycle	500	500,000,000.00	3,303.3
						500,000,000.00	**3,303.3**

Transport (Federal Capital Territory Authority)

Programmes 11 and 29 of the ERGP articulate a plan for the development of the critical infrastructure for road, rail and air infrastructure. The 2018 issuance of the Green Bonds has outlined one project to fulfill the transport sector plans. The 2018 issuance of the Green Bond further addresses these issues by committing the sum of N1.59 billion. The Transport sector project under the FCTA will provide an economic rate of return of 0.67% per annum. The project in this sector will reduce Nigeria's Co2 emissions 25,675.5 metric tons per annum. This investment will create a total of 11,175 jobs. 1,175 direct and 10,000 indirect jobs which will contribute to the ERGPs target.

Federal Capital Territory Authority

S/N	MDA	Code	New / Existing	Project Description	Capacity (No. of Passengers/ Day)	Cost (N)	Emissions Contributions
1	FCTA	ERGP13100674	Existing	Abuja Rail Mass Transit Project Lot 1 & 3	27,048	1,597,122,872.00	25,675.50
						1,597,122,872.00	**25,675.50**

Water

Programme 10 of the ERGP estimates that about 100,000 hectares of irrigable land will be opened up through 12 River Basin Development Authorities. The 2018 issuance of Green Bonds further addresses this goal by committing the sum of N2.82 billion. Under the 2018 Green Bond issuance, the projects embarked on will result in 5,950 hectares of irrigated farmland across the nation and also reduce 515 tons of Co2 emissions per annum. The Water sector projects implemented under the Green Bond will contribute economic rates of returns of 2.43% per annum, which will impact on the ERGP GDP growth target. This investment will create a total of 18,445 jobs; 5,950 direct and 12,495 indirect jobs which will contribute to the ERGPs employment target.

Federal Ministry of Water Resources

S/N	MDA	Code	New / Existing	Project Description	Capacity – Irrigated Land (HA)	Cost (N)	Emissions Contributions
1	FMoWR - HQTRS	ERGP28110819	Ongoing	Supply and installation of pressurized/centre pivot irrigation systems nationwide	350	405,000,000.00	30.00

2	FMoWR - HQTRS	ERGP28110980	Ongoing	Tada-Shonga Irrigation Project	1,600	1,571,000,000.00	42.00
3	FMoWR - HQTRS	ERGP28110712	Ongoing	Construction of Middle Ogun Irrigation Project	3,000	400,000,000.00	335.00
4	FMoWR - HQTRS	ERGP28110836	Existing	Rehabilitation of Adani Irrigation Project	1,000	442,000,000.00	108.00
					5,950	**2,818,000,000.00**	**515.00**

Having Green Bonds as part of the FGN's borrowing plan enables regular funding for NDC related projects while also ring-fencing resources for the various programs in the ERGP. The table below demonstrates that this follow-on Green Bond issuance expands beyond program 47 that was funded with the debut issuance in 2017, capturing six (6) other programs and the activities associated with them as outlined below:

ERGP Program Sector Distribution in the Green Bond Portfolio

S/N	MDAs	ERGP Program
1	Environment	47
2	Agriculture	9 & 10
3	Power	27
4	Transport	11 & 29
5	FCT	11 & 29
6	Water	11

Successful Green Bond issuances improve the FGN's ability to fulfil its commitments to the NDCs, while also delivering on some of its targets in the ERGP regarding the climate, economic, and social elements of its national strategic plan.

Sectors in the pilot Green Bond being part of the second issuance will increase their contributions to emissions targets. The table below illustrates the details of the cumulative emissions attributed to the FGN Green Bond Issuances I & II.

Emissions Component for GB1 and GB2 in Co2 Tons per annum

	2017 t/CO2	2018 t/CO2	Total t/CO2
Power	29,969	9,311	*39,280*
Afforestation	3,535	1,403	*4,938*
Transport	-	28,978.8	28,978.
Water	-	515	515
Agric	-	1,680	1,680

11. Extract from External Review

SOVEREIGN AND SUPRANATIONAL

MOODY'S
INVESTORS SERVICE

ASSESSMENT
20 May 2019

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Nigeria, Government of

Green Bond Assessment - May 2019 issuance

Summary analysis

GB1	GB2	GB3	GB4	GB5
Excellent	Very Good	Good	Fair	Poor

Summary opinion

A GB1 (Excellent) Green Bond Assessment (GBA) is assigned to the proposed green notes to be issued by the Government of Nigeria (B2 stable) in May 2019. The GB1 is supported by full allocation of proceeds to eligible green projects that qualify under domestic guidelines and the Green Bond Principles. Key considerations in our assessment include:

» Full allocation of proceeds to qualifying green project categories, including renewable energy, clean transportation and afforestation

» Comprehensive organizational structure, including a formal green bond framework, project evaluation criteria, and oversight from internal bodies and external organizations

» Robust disclosure practices providing detailed information on project descriptions, applied methodologies and intended environmental, economic and social benefits

» Transparent internal process to manage green bond proceeds at a project level and formal guidelines for the liquidity management of unallocated funds, though the separation of duties between authorizing and accounting functions could be clearer

» Commitment to ongoing reporting over the life of the bonds, and possibly beyond; timely publication of a biannual impact report for inaugural green bond issued in December 2017

Factor	Factor Weights	Score	Weighted Score
Organization	15%	1	0.15
Use of Proceeds	40%	1	0.40
Disclosure on the Use of Proceeds	10%	2	0.20
Management of Proceeds	15%	2	0.30
Ongoing Reporting and Disclosure	20%	1	0.20
Weighted Score			1.25

The transaction's weighted score, using the green bond scorecard, is 1.25. This, in turn, corresponds to a GB1 grade. We also maintain a GB1 on Nigeria's debut green bond, to which we assigned a GBA in December 2017.

12. Risk Factors

The Issuer believes that the following factors may affect the Nigerian economy and the Issuer's ability to fulfil its obligations under the Notes. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below. These factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay principal, interest or other amounts on or in connection with any Notes may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding the Notes comprise an exhaustive list of the risks inherent in investing in such Notes, and the Issuer may be unable to pay amounts due on the Notes for reasons not described below. Prospective investors should also read the detailed information set out elsewhere in this Prospectus prior to making any investment decision.

Risks Related to Nigeria

The Nigerian economy and, in particular, government revenues, are highly dependent on oil production and sales and prices of oil in global markets- Economic Risks

The oil sector plays a central role in Nigeria's economy, accounting for a substantial portion of export earnings. During 2014, 2015, 2016, 2017 and 2018 the oil sector accounted for approximately 10.4%, 9.6%, 8.53%, 8.68% and 8.74% of real gross domestic product ("GDP"), respectively, and 92.6%, 92.5%, 82.0%, 81.1% and 94.4%% of export earnings, respectively.

Oil prices are subject to wide fluctuations in response to relatively minor changes in the supply of oil, demand for oil, market uncertainty and a variety of additional factors that are beyond Nigeria's control. These factors include, but are not limited to, political conditions in the Middle East and other oil-producing regions, economic and political decisions of the Organisation of the Petroleum Exporting Countries ("**OPEC**"), of which Nigeria is a member, and other oil-producing nations' levels of crude oil production, domestic and foreign supplies of oil (including shale oil production in the United States), consumer demand, environmental conditions, domestic and foreign government regulations, transport costs, the price and availability of alternative fuels and overall economic conditions.

Many countries are actively seeking to develop alternative sources of energy and to reduce their dependence on oil as a source of energy. Any long-term shift away from fossil fuels could adversely affect oil prices and oil demand and the resulting oil revenue of Nigeria.

Nigeria's political, economic and social stability has been adversely affected by political and religious conflicts, terrorism, and social and religious tensions, any or all of which may materially and adversely impact economic conditions and growth in Nigeria- Political Risks

In recent years, Nigeria has experienced considerable unrest, terrorism and political and religious conflicts. Divisions based on geography can be magnified by religious differences, particularly between the north, which has a predominantly Muslim population, and the south, which has a predominantly Christian population. Certain northern states have adopted Sharia law since the return to civilian rule in 1999. Other than the People's Democratic Party and the All Progressives Congress, many of Nigeria's political parties are based largely upon regional allegiance. These regional affiliations have in the past contributed to, and may continue to contribute to, political and religious tension, which can also lead to social unrest.

Insurgent activities in the north-east region of the country have also resulted in social and economic damage. The destruction of farm lands and a lack of labourers to engage in farming due to security fears have adversely affected agricultural production in the region and have resulted in instances of famine. Additionally, continued security concerns have deterred humanitarian aid and in a number of cases foreign aid workers in have been subject to attack. Following an incident in July 2016, the United Nations Children's Fund ("**UNICEF**") temporarily withdrew certain aid funds.

Despite the recent successes in combating insurgent groups, the risk of insurgents regrouping remains as they have now resorted to sporadic, guerrilla-style attacks. Until the Government is able to address the root of the problems that contribute to this (such as poverty, low level of education, religious intolerance, weak enforcement of law and order and insecurity), insurgent groups are expected to continue to operate, especially in the north-eastern part of Nigeria. So long as they continue to do so, this will continue to create social, religious and political tension, which in turn can negatively impact the economy and fiscal stability, all of which could have a material adverse effect on Nigeria's economy and, therefore, on Nigeria's ability to meet its debt obligations, including those under the Notes.

Any failure to adequately address actual and perceived risks of corruption may adversely affect Nigeria's economy and its political stability.

Corruption remains a significant issue in Nigeria, and Nigeria is ranked 144 out of 180 in Transparency International's 2018 Corruption Perceptions Index and 145 out of 190 in the World Bank's Doing Business 2018 report.

Nigeria has implemented and is pursuing major initiatives to prevent corruption and unlawful enrichment, and the Government led by President Buhari has been engaged in significant anti-corruption measures in line with the Buhari administration's election manifesto, including high profile arrests and investigations across different sectors and tiers of government. For example, in January 2017, the Federal High Court of Abuja ordered Royal Dutch Shell PLC ("**Shell**") and Eni SpA ("**ENI**"), among others, to temporarily forfeit assets and transfer operations of an offshore oil concession, OPL 245, to the Government, pending completion of a corruption investigation by Nigeria's Economic Financial Crimes Commission ("**EFCC**") into the circumstances surrounding the acquisition of an interest in the license to the OPL 245 bloc in 2011 by affiliates of Shell and ENI. The EFCC investigation follows allegations that the purchase involved "acts of conspiracy, bribery, official corruption and money laundering". Dutch and Italian authorities are also reportedly investigating the acquisitions of an interest in the OPL 245 bloc license.

The Government has also established a corruption advisory council and there is currently a proposition to establish a special court to handle corruption cases.

Corruption has many implications for a country, including increasing the risk of political instability, distorting decision-making processes and adversely affecting its international reputation. Failure to address these issues, continued corruption in the public sector and any future allegations of or perceived risk of corruption in Nigeria could have an adverse effect on the political stability of Nigeria and on the economy, including levels of foreign investment, which, in turn, may have a material adverse effect on Nigeria's ability to meet its debt obligations, including those under Notes issued under the Issuance.

Inability to grow the non-oil-and-gas sectors of its economy may adversely affect Nigeria's economy.

Factors such as deficient infrastructure (including inadequate power supply and transportation systems), limited availability of domestic credit, limited consumer demand, local shortages of skilled managers and workers and unimplemented government policies may constrain further development in non-oil sectors and the current rate of growth may decline in future periods. Any inability to continue to grow the non-oil sectors of its economy may constrain Nigeria's economic growth, which may in turn result in a material adverse effect on Nigeria's ability to meet its debt obligations, including those under the Notes. See " – *The Nigerian economy and, in particular, government revenues, are highly dependent on oil production and sales and prices of oil in global markets*".

Any failure to address Nigeria's significant infrastructure deficiencies could adversely affect Nigeria's economy and growth prospects. Infrastructure risks

Nigeria's public infrastructure is, in many cases, in a poor condition and the Government has identified Nigeria's aged and underdeveloped infrastructure as a major impediment to economic growth. Underinvestment has led to the deterioration and absence of basic infrastructure to support and sustain growth and economic development. These shortcomings, particularly with respect to power generation, transmission and distribution, a deteriorating road network, congested ports, obsolete rail infrastructure and aging airports have severely constrained socio-economic development in Nigeria by, among other things, leading to increased production costs and hindering competitiveness of domestic production.

Failure to improve Nigeria's infrastructure, or to realise targeted improvements, could adversely affect Nigeria's economy, competitive ranking and growth prospects, including Nigeria's ability to meet GDP growth targets and its ability to repay its obligations, including those under the Notes. Further, there is no guarantee that the Government will have sufficient funding to implement the growth plan.

Further depreciation of the Naira against other currencies and the lack of widespread availability of foreign currency could adversely impact the Nigerian economy- Foreign exchange risk

The Central Bank historically has sought to maintain the exchange rate between the Naira and the U.S. dollar within a narrow band with periodic adjustments. In recent years, the Naira has depreciated significantly against the U.S. dollar. The Central Bank's Official Rate stood at ₦155.20 to U.S.$1 as of 31 December 2013 and ₦167.50 to U.S.$1 as of 31 December 2014. In early 2015, the Central Bank instituted certain currency control policies and pegged the Naira at ₦168 to the U.S. dollar. Among other steps, in order to protect Nigeria's foreign currency reserves following depleted earnings caused by the falling price of oil, the Central Bank imposed restrictions on commercial banks' foreign exchange trading, closed the official foreign exchange auction window and channelled those transactions to the interbank market, at which point the interbank exchange rate replaced the Official Rate and became the operative exchange rate for Nigeria.

These measures resulted in the Central Bank being unable to meet the demand for foreign currency at the official rate, and many market participants suffered from restricted access to foreign currencies needed to operate their businesses and/or turned to the unofficial parallel markets, where the Naira was trading between ₦380 to ₦470 to the U.S. dollar, to obtain foreign currency. The capital control measures and currency peg also resulted in increased inflation, while foreign investment declined significantly due to concerns over devaluation and limitations on the ability to repatriate funds invested in Nigeria.

In order to address these issues, in June 2016, the Central Bank commenced the operation of a liberalised single market structure with the introduction of an autonomous inter-bank market and the ending of the Naira peg to the U.S. dollar. Under the new policy, the Central Bank could intervene in the single market (for the primary purposes of seeking to improve liquidity and manage volatility) by purchasing or selling foreign exchange at no predetermined or maximum spread through the two-way quote system. Despite these measures, there continued to be a material difference between the official rate and rates available on the unofficial parallel markets, where demand for foreign currency continues to exceed supply and delays in processing payments through the official market and a desire to source foreign currency for non-eligible retail transactions saw the unofficial parallel rate reach levels close to ₦500 to the U.S. dollar.

In February 2017, in view of the Central Bank's willingness, capability and determination to meet FX demand in the market, and in order to further increase foreign exchange availability to all end-users and ensure that a fair and verifiable exchange rate operates in the market, the Central Bank directed the Banks to meet the demand for travel allowances, school fees and medical bills within a maximum of 48 hours. Furthermore, on April 21, 2017, the Central Bank of Nigeria (CBN) announced the establishment of the Investors' and Exporters' (I&EFX) Window which aims to improve liquidity in the FX market.

While the Central Bank expects the gap between the official rate and the parallel rate to reduce as the backlog in the official system subsides, there continues to be a material difference between the two rates, and private sector activity may continue to be impacted by a lack of available foreign currency at official rates with individuals and companies having to transact at the unofficial rates provided by the parallel market.

Although the Central Bank expects to continue to direct exchange rate policy towards maintaining price stability, no assurance can be given that the exchange rate will remain stable or that the Central Bank will or will not draw on external reserves to stabilise the exchange rate or that inflation will be stable. Demand pressure continues to increase in the foreign exchange market largely due to speculative demand following declines in international crude oil prices. Any further currency fluctuations and/or fluctuations in Nigeria's external reserves may negatively affect the Nigerian economy and therefore Nigeria's ability to meet its debt obligations. See also "*A significant decline in the level of external reserves could adversely impact the Nigerian economy and impair Nigeria's ability to service its debt*".

Significant increases in levels of government debt could have a material adverse effect on Nigeria's economy and its ability to service its debt, including the Notes.
According to the Debt Management Office, as of 31 December 2018, Nigeria's external debt was U.S.$25.2 billion directly owed by the Federal Government and its parastatals including loans taken in behalf of, and on-lent by the Federal Government to, States and the Federal Capital Territory. Further, the Federal Government had U.S.$54.16 billion of domestic debt outstanding as of 31 December 2018. Despite relatively low levels of public debt, the fiscal deficit remains large, and the Government plans to continue to raise debt both domestically and externally to fund its reform programmes and to address the current fiscal deficit. Such borrowings when coupled with a continued contracting economy, elevated interest rates on domestic debt, and higher amounts of foreign currency borrowings in Naira terms if there is any further depreciation of the Naira, will increase total debt as a percentage of GDP and also debt service amounts.

Increased borrowings, whether domestic or international, including the issuance of debt to fund widening fiscal deficits, infrastructure spending and other requirements or contingent liabilities, could negatively impact Nigeria's debt sustainability analysis and sovereign credit rating and may impair the Issuer's ability to service the Notes.

Inability to collect certain revenues from ministries, departments and agencies may adversely impact the Government's revenues.
MDAs are obligated by law to remit independent revenue they generate to the Federation Account for onward allocation and distribution. Despite this requirement, the Government has faced significant challenges in collecting full remittances from the MDAs, due in part to systemic inefficiencies and the use of intermediary institutions. As at December 2017, there was a ₦886 billion shortfall in the budgeted independent revenue (comprising primarily remittances from MDAs) that the Government expected to receive annually.

The Government has taken a number of steps to address these challenges, including deploying information technology systems as part of its strategy to install controls to improve the efficiency and transparency of public finances. These include (i) the adoption of the Treasury Single Account, which is designed to centralise balances of MDAs at the Central Bank, which became mandatory in September 2015 (except for the NNPC, which is expected to participate in the near future) and (ii) the introduction of the Government Integrated Financial Management System in 2012 and the Integrated Personnel Payroll Information System in 2007.

While the Government continues to take steps to address these challenges, to the extent that the Federal Government is unable to collect projected independent revenue from the MDAs, the resulting reduction in federally collectible revenue may lead to higher budget deficits, leading to an increased debt burden on Nigeria, which may result in a material adverse effect on its ability to service Notes issued under the Prospectus.

Sustained periods of high inflation could have a material adverse effect on Nigeria's economy.
According to the CBN, Nigeria's year-on-year Consumer Price Inflation (CPI) was 8.0% and 9.6% in 2014 and 2015 respectively. However, currency depreciation and increases in some tariffs and administered prices and (particularly fuel and electricity), led to a sharp increase in inflation since 2016 with CPI averaging 15.7% in 2016. In January 2017, the year-on change in consumer price inflation had accelerated to 18.72%. Although tighter monetary policies may help to curb inflation, there can be no assurance that inflation will not continue to remain at high levels or that the rate will not rise in the future as we have seen declining trends since 2018 – inflation averaged 11.4% in 2018. Significant inflation could have a material adverse effect on Nigeria's economy and Nigeria's ability to meet its debt obligations, including those under the Notes.

A significant decline in the level of external reserves could adversely impact the Nigerian economy and impair Nigeria's ability to service its debt.
In the short- to medium-term, the level of foreign exchange reserves depends on the price of crude oil in the international market and the foreign exchange rate. The downside risks of lower crude oil prices and higher cost of imports may put significant pressure on the external reserves, exchange rate and inflation rate.

Given the fluctuations in Nigeria's external reserves, its high dependence on oil exports for foreign currency and its dependence on imports for key goods, such as petroleum products and food, in U.S. dollar terms, the Naira will remain vulnerable to external shocks that could lead to a sharp decline in its value, as has occurred since 2014. Such decline could prompt the CBN to intervene further in the currency markets in an attempt to stabilise the Naira.

Oil production in Nigeria is impacted by militant activities, vandalism and theft disrupting oil supply and transportation.

High levels of disruptions resulting from militant activities, pipeline vandalism and oil theft in the Niger Delta area have resulted in significant fluctuations in oil production in Nigeria. Average daily production in December 2018 was 1.8 million barrels per day ("**mbpd**"), compared to a budgeted estimate of 2.2 mbpd. In August 2015, the Nigerian unit of Royal Dutch Shell plc invoked a force majeure and shut down the Trans-Niger Pipeline and Nembe Creek Trunkline, each serving the Bonny Terminal, following incidents of vandalism, and militants attacked Nigeria's state-owned Trans Forcados pipeline on multiple occasions in 2016, hampering operations significantly. According to the NNPC, the corporation's pipeline network suffered a 42.9% increase in the incidents of vandalism as at October 2018 compared to September 2018.

The interruption of production operations and vandalism of oil pipelines and theft of crude oil from pipelines and tank farms has resulted in loss of revenue and may continue to do so. Disruption, or a perceived risk of disruption, by militants may result in higher occurrence of delayed or abandoned oil projects or contribute to slower growth in oil and gas production, all of which could have a negative impact on Nigeria's economy given its reliance on oil.

The regulatory environment in the Nigerian oil and gas sector is subject to significant on-going change and persistent delays in policy implementation.

Over the past several years, Nigeria has been pursuing new policies intended to restructure its upstream and deregulate its downstream oil and gas sectors, including by seeking to pass the Petroleum Industry Bill, proposed originally in 2008 but as yet not enacted. In an effort to expedite the passage of the necessary reforms, the Petroleum Industry Bill has been divided into separate bills. The Government intends to implement the first phase of regulatory reforms through the Petroleum Industry Governance Bill 2016, and will then proceed to the other bills. The Petroleum Industry Governance Bill 2016 was passed into law by the Senate on 25 May 2017. It is expected that the passage of new legislation in relation to the petroleum industry will address certain challenges in the oil and gas sector.

Nigeria may face a reduction in foreign investment.

Nigeria's total foreign direct investment ("**FDI**"), which comprises equity capital and other capital inflows, had been steadily increasing in recent years, increasing from U.S.$11.9 billion in 2011 to U.S.$18.9 billion in 2013. However, since 2014 and the global fall in oil prices, Nigeria has seen a drop in FDI, falling substantially in 2015 to U.S.$4.5 billion from U.S.$15.7 billion in 2014 compounded by heightened concerns about the economic and political stability of the country in the run up to and delay of the presidential elections in the spring of 2015. FDI declined by 48% and 28% q/q in the third and fourth quarters of 2018. With the just concluded 2019 presidential elections, Nigeria's Federal Government is set to continue initiatives aimed at increasing the flows of capital back to 2013 levels.

Any inability to return FDI to levels to pre-2014 levels and further promote FDI in the country could adversely affect the Nigerian economy, including funding for infrastructure, petroleum, power, gas and other projects requiring significant investment by the private sector.

Risks related to the market generally

Set out below is a description of material market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

An active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell his Notes

The trading market for the Notes will be influenced by economic and market conditions in Nigeria. Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If Notes are traded after their initial issuance, they may trade at a discount to their offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the economic and political condition of Nigeria.

The value of Fixed Rate Notes may be adversely affected by movements in market interest rates

Investment in Fixed Rate Notes involves the risk that if market interest rates subsequently increase above the rate paid on the Fixed Rate Notes, this will adversely affect the value of the Fixed Rate Notes.

Credit ratings assigned to the Issuer or any Notes may not reflect all the risks associated with an investment in those Notes.

Ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

13. Nigerian Economy

Overview

According to the International Monetary Fund, Nigeria was Africa's largest economy by GDP as of April 2019 at US$444.92 billion, ahead of South Africa and Egypt. Nigeria is also the most populous country in Africa, with a population of approximately 182 million in 2015 and 196 million in 2018. Following strong growth in the early part of the decade, Nigeria's economy entered a recession in the fourth quarter of 2016 owning in the low oil-price environment. It has however seen a gradual recovery since the second quarter of 2017, with a 2017 GDP annual growth rate of 0.83%. Nigeria's total real GDP for 2017 was ₦113.7 trillion (or U.S.$315.8 billion, at an average exchange rate of ₦359.99/U.S.$1).

Nigeria experienced real GDP growth rates of 4.2% in 2012, 5.5% in 2013, 6.2% in 2014, 2.8% in 2015, -1.5% in 2016, 0.83% in 2017 and a growth rate of 1.9% in 2018. The Nigerian economy is highly dependent on the oil and gas sector, which, accounted for 8.4% of real GDP in 2016, 8.7% in 2017 and 8.6% in 2018 respectively. Dependence on oil makes the economy vulnerable to oil price fluctuations, as most economic sectors in Nigeria depend on public spending which itself is dependent on oil and gas revenues.

However, GDP growth in more recent years has been supported by growth in non-oil and gas GDP, which grew by 5.9% in 2011, 5.8% in 2012, 8.4% in 2013, 7.2% in 2014 and 3.8% in 2015, although with real growth of -0.2% y/y recorded in 2016. This however grew by 0.5% in 2017 y/y and 2.0% in 2018 y/y.

The following table sets forth the contribution to real GDP and growth rate of certain sectors of the Nigerian economy for the periods indicated (based on 2010 constant basic prices):

	2013		2014		2015		2016		2017		2018	
Economic Sector	**% of GDP**	**Growth rate (%)**	**% of GDP**	**Growth rate (%)**	**% of GDP**	**Growth rate (%)**	**% of GDP**	**Growth rate (%)**	**% of GDP**	**Growth rate (%)**	**% of GDP**	**Growth rate (%)**
Agriculture	23.33	2.94	22.90	4.27	23.11	3.72	24.43	4.11	21.10	4.23	25.13	2.12
Crude Petroleum and Natural Gas	11.24	(13.07)	10.44	(1.32)	9.61	(5.45)	8.42	(13.65)	8.68	4.79	8.74	1.27
Trade	16.62	6.64	16.57	5.88	16.95	5.14	17.16	(0.24)	16.86	2.07	16.44	1.02
Manufacturing	9.22	21.80	9.95	14.72	9.54	(1.46)	9.27	(4.32)	9.18	0.14	9.20	2.09

Source: National Bureau of Statistics

Following the 1.2% contraction recorded in the first half of 2016, the Nigerian economy contracted further in the third quarter of 2016, primarily as a result of continued negative growth in the oil and gas sector owing to decreasing oil production numbers. By contrast, the non-oil sector grew slightly during the third quarter of 2016, reversing two successive quarters of negative growth, driven by the growth in the agriculture (crop production), information & communication and other services sectors. However, 2017 saw a recovery of the Nigerian economy with a positive growth figure of 0.83% primarily driven by a recovery in the oil and gas sector and sustained growth in the manufacturing and agriculture sectors.

Economic Reform Policies

The Government seeks to continue to diversify the Nigerian economy by pursuing a range of economic reforms, including power and banking sector reforms, privatisation programmes to address poor infrastructure, oil and gas reforms to reduce its dependence on the oil and gas sector as a major source of income to promote economic growth and development.

The Government's reform plans are based on Vision 20:20, a long-term strategic economic transformation plan developed by the Nigerian government in 2009 for stimulating Nigeria's economic growth. Vision 20:20 articulates Nigeria's broad economic growth strategies and is designed to be implemented using a series of more detailed medium-term national development plans. Vision 20:20 has been further developed through the First NIP, the Transformation Agenda, the Medium Term Expenditure Framework ("**MTEF**") and the proposed NERGP.

Vision 20:2020
In May 2009, the Government launched Vision 20:20, a long-term strategic plan which aims for Nigeria to become one of the 20 largest economies in the world by 2020. The three key pillars of Vision 20:20 are:

- optimising the key sources of economic growth;
- guaranteeing the productivity and wellbeing of the Nigerian people; and
- fostering sustainable economic development.

The First NIP
In May 2010, the Government adopted the First NIP for the years 2010-2013. The First NIP was a medium-term plan for implementing the first stage of Vision 20:20 and the first of three expected national implementation plans. In early 2011, the Government announced the Transformation Agenda, which prioritised the key projects and programmes in Vision 20:20 and the First NIP for the four following years. See "*Transformation Agenda*".

The First NIP had six main areas of focus:

- Physical Infrastructure – focusing on power, transport and housing;
- Productive Sector – focusing on the key sectors of economic growth such as agriculture, oil and gas and manufacturing;
- Human Capital and Social Development – focusing on the social sectors of the economy, namely, education, health, labour, employment and productivity;
- Building a Knowledge-Based Economy – building a knowledgeable workforce and ensuring widespread access to information, internet and communication technology;
- Governance and General Administration – focusing on electoral reform and combating corruption; and
- Regional Geopolitical Zone Development – fostering accelerated, sustainable social and economic development among regions in Nigeria by encouraging economic competition.

Transformation Agenda
Following his election in 2011, former President Goodluck Jonathan introduced the Transformation Agenda, which was based on the goals of the Vision 20:20 and the First NIP. A key challenge in implementing the First NIP was a lack of coordination among the various goals. The Transformation Agenda included pillars addressing (1) the macroeconomic framework, (2) governance, (3) human capital development, (4) the productive sector and (5) infrastructure. The Transformation Agenda fell short of its goals due to lower than expected global growth and the steep fall in petroleum prices beginning in 2014.

Medium Term Expenditure Framework (MTEF)
Under the Fiscal Responsibility Act, the Federal Government is required to prepare a Medium Term Expenditure Framework for the subsequent three financial years, not later than four months before the commencement of the next financial year. The current MTEF (2017-2019), which was adopted by the Senate in January 2017, is a planning tool that details specific strategies to achieve defined objectives and highlights the key assumptions behind revenue projections and fiscal targets for the period from 2017 to 2019.

National Economic Recovery and Growth Plan (NERGP)
The current administration intends to continue with the implementation of the Vision 20:20 master plan for Nigeria's economic development and has developed a Strategic Implementation Plan upon which the Medium Term Expenditure Framework was anchored. In this regard, the Government has prepared a more comprehensive economic plan — the NERGP — which is also based on achieving the goals for Vision 20:20. The NERGP, which was inaugurated in April 2017 is a more specific economic policy document, with an emphasis on implementation, monitoring and evaluation of the Government's economic goals. Although it was initially intended to focus mainly on the

implementation of medium term growth plans; the NERGP will also serve to identify short-term initiatives to strengthen the economy.

In broad terms, the NERGP has five thematic areas, being: (1) macroeconomic policy, (2) economic diversification and growth drivers, (3) competitiveness, (4) social inclusion and jobs, and (5) governance and other enablers. The goal is to have an economy with low inflation, stable exchange rates and a diversified inclusive growth. These initiatives are expected to address the country's low competiveness, improve the business environment, as well as attract investment in infrastructure. Jobs and social inclusion are also part of key deliverables of the NERGP.

With the goal of developing the skills of public services, the NERGP contemplates developing institutional capacity in budgeting, planning, policy analysis, financial management, procurement, human resources management, and leadership. With the goal of improving public service productivity, the NERGP contemplates implementing e-government across Government bodies, starting with a pilot scheme in selected MDAs.

Furthermore, on February 21, 2018, the Federal Government of Nigeria through the Presidential Enabling Business Environment Council ("***PEBEC***"), unveiled the reform initiatives aimed at driving the third phase of its **60-Day National Action Plan on the Ease of Doing Business in Nigeria. T**he National Action Plan, an initiative of the current administration of President Muhammadu Buhari, is an initiative by the PEBEC. The PEBEC is a body set up in July 2016 and chaired by the Vice President, Prof. Yemi Osinbajo, aimed at providing critical reforms in order to make Nigeria a progressively easier place to do business.

Gross Domestic Product
The following table below provides information regarding Nigeria's nominal GDP for the periods indicated:

	For the year ended 31 December					
	2013	2014	2015	2016	2017	2018
Real GDP (constant prices) (millions of ₦)...................	63,218,722	67,152,786	69,023,930	67,984,197	68,496,918	69,810,022
Nominal GDP (current prices) (millions of ₦)........	80,092,563	89,043,615	94,144,960	101,598,482	114, 899, 249	129,112,625
Naira/U.S. dollar (annual/period average)(1)	155.25	156.47	192.64	253.18	339.55	305.56
GDP (current prices, millions of U.S. dollars)..................	461,361	515,894	569,078	488,709	401,289	422, 544

(1) For 2013-2014, CBN Official Rate; for 2015-2018, CBN interbank exchange rate.
Source: National Bureau of Statistics, Central Bank of Nigeria

Nigeria's economic performance was largely driven by the non-oil sector. Agriculture, Trade, Information Technology and Manufacturing were key in stimulating GDP growth. In particular, the Telecoms industry recorded double-digit growth over the last three quarters. On the other hand, the Oil & Gas sector experienced a decline echoing the global trend in oil prices over the last year.

GDP Rebasing
Historically, Nigeria prepared real GDP on the basis of 1990 constant basic prices and nominal GDP on the basis of the current basic prices of that year. In November 2011, the NBS announced its intention to change the GDP base year to 2010, a process that was completed in 2014. Rebasing enables the Government to have a better understanding of the general structure of the economy, the sectoral growth drivers, and sectors towards which investment and resources should be channelled in order to grow the economy, create jobs, improve infrastructure and reduce poverty. For example, Nigeria's GDP estimates prior to the rebasing exercise completed in 2014 did not adequately reflect the increasing contributions of sectors such as retail trade and the entertainment industry which had grown significantly in terms of total value and employment generation since the previous rebasing exercise of 1990. The UN Statistical Commission recommends that countries rebase GDP every five years to ensure that national accounts statistics present the most accurate reflection of the economy as possible.

Appendix: Summary of Projects

Sector	Environment

Forest, which is an aggregation of trees in a given area can occur naturally or planted through known techniques like Afforestation and Reforestaion. Afforestation is the process of planting trees, or sowing seeds in a barren land devoid of any trees to create a forest. Reforestation is the reestablishment of forest cover, either naturally (by natural seeding, coppice, or root suckers) or artificially (by direct seeding or planting). Forests either ocurring naturally or created can contribute to carbon capture and sequestration, with overall improvement of biodiversity.

2 NO HUNGER

8 GOOD JOBS AND ECONOMIC GROWTH

15 LIFE ON LAND

Green Bonds Nigeria

Project Name	FME Afforestation Program
Project Details	

The Afforestation program of the Federal Ministry of Environment (FME) is to be funded through the Nigerian Green Bond and will be implemented by six of its Departments/Agencies of the Ministry which are FRIN, FDF, DDA, GGW, NPS and CCD. The program is expected to meet certain qualifying criteria such as strategic approach, the coverage and impact of the program (in terms of population impacted and jobs created), contribution to ecosystem which have been highlighted in a more detailed document. The Afforestation program of the FME in 2018 cycle is to be implemented across 31 states of the Federation. It is focused on actively engaging the members of the communities in the planting, maintenance, protection of forest land on a sustainable basis. The program covers a total land area of 334 hectares across the selected states and will be implemented during the 2018 budget year. The cost estimates of the Afforestation program is put at N1,220,877,357.00

Lead MDA(s)	Federal Ministry of Environment
Partner MDA	Federal Ministry of Finance
FY18 Budget Code	FRIN - ERGP20104397, FDF - ERGP20110828 GGW - ERGP19105142 NPS - ERGP19105064, ERGP19104665, ERGP19105583, ERGP19108139, ERGP19105646, ERGP19105839, ERGP19104728 DDA - ERGP20104204, ERGP20104207
Project Start Date	2019
Project End	2019
Theme	Adaptation
Type	Sustainable Forest Management

Financial Profile		**IRR**	NM

The cost estimates of the Afforestation program sum up to N1,220,877,357. The forecast revenue for year 1 is N61,050,000 and total operational cost for year 1 is N95,858,001.The projections most of the trees start fruiting from year 3-5 and do not reach peak production until 5 years. However, Moringa and Jatropha start fruiting from the very first year of planting if under irrigation. The model also took into condideration that yield per hectare, land area differ for each plant type. The average market price of each tree type is used to calculate the total revenue of each plant type for 5 years. The model assumes that if the community takes over the plantation once it starts fruiting, the annual cost of maintenance of the enterprise will gradually shift from the government to the community resulting in saving those resources that can be deployed to other activity.

Economic Profile		**ERR**	1.62%
		Jobs Created	8,582
		Population Impacted	408,500

It is estimated that the Afforestation program will impact a population of 408,700 people across the pilot states and create a total of 8,582 jobs. The positive impact the program aims to achieve include but not limited to provision of shelter, provision of food for consumption, skill development in agriculture and processing of raw materials to finished goods, empowerment of women, youths and the indigenous people, marketing and distribution of finished goods, etc.

Environmental Profile		**tCO2/Year**	1,403

The amount of emissions reduction expected to be achieved from the Afforestation program across the 31 states is estimated at 1,403 tonnes of CO2. Afforestation projects have lots of beneficial impacts on the environment. Through photosynthesis, trees play an important role in fighting against the greenhouse effect, which is a big contributing factor causing climate change around the world. Desertification and soil erosion is a big problem in parts of Nigeria, trees and their roots have a significant role in binding the soil together and preventing the proccess of desertification or soil erosion, which can cause regions to become dry watselands.

Safeguards Profile		**Gender Impact**	3,004
		Youth Impact	2,575

The Safeguard report states that the project will be gender inclusive as it would engage women and youth in land preparation, nursery establishment, planting, harvesting, processing and marketing. Community engagement in the workforce would result in an increase in employment and wealth. Wealth generated through labour engagements and skills acquisition would directly impact on the quality of life of indigenous people. Female empowerment is important as most rural women are engaged in agriculture. Community engagement in land acquisition, relocation, planting and maintenance will ensure sustainability.

Sector	**Agriculture**

The Land and Climate Management Programme is an initiative of the Federal Ministry of Agriculture and Rural Development (FMARD). The programme aims to provide adaptation measures to address the issues of Climate Change in Nigeria through the establishment of pilot demonstration sites of Agro-Forestry Farmers Managed Natural Regeneration (AFMNR) and Climate Smart Agriculture (CSA) Practices for improved food security and livelihood. This initiative will involve the planting of Agro-Forestry Crops and economic trees across.

Project Name	**<u>Land and Climate Management Programme</u>: Establishment of pilot demonstration sites of Agro-Forestry Farmers Managed Natural Regeneration (AFMNR) and Climate Smart Agriculture (CSA) Practices for improved food security and livelihood.**

Project Details

The Pilot Demonstration on Agro-Forestry Farmers' Managed Natural Regeneration (AFMNR) And Climate Smart Agriculture (CSA) Practices for Improved Food Security and Livelihoods project will engage with local farmers across 20 locations to plant and develop 400 hectares of agro-forestry plantations. The objective is to empower the local farmer by engaging with them and demonstrating how to apply climate smart agro-forestry activities towards achieving higher production and reducing the emissions from farm activities. It will also focus on the planting of indigenous species. The program will be spread across the six geopolitical zones of Nigeria. The cost estimates for the project is put at N600,000,000.00.

Lead MDA(s)	Federal Ministry of Agriculture & Rural Development
Partner MDA	Federal Ministry of Environment, Federal Ministry of Finance
FY18 Budget Code	ERGP30105226
Project Start Date	2019
Project End	2019
Theme	Adaptation
Type	Sustainable Forest Management

Financial Profile		**IRR**	NM

The cost estimates of the project sums up to N 600,000,000. The forecast revenue for year 1 is N14,844,000.00 and total operational cost for year 1 is N20,000,000.00. The projection is on the assumption that most of the trees start fruiting from year 3-5 and do not reach peak production until 5 years. The projections also took into condideration that yield per hectare, land area differ for each economic plant type. The average market price of each economic tree type is used to calculate the total revenue of each plant type for 5 years. The model assumes that if the community takes over the plantation once it starts fruiting, the annual cost of maintenance of the enterprise will gradually shift from the government to the community resulting savings.

Economic Profile		**ERR**	3.77%
		Jobs Created	4,200
		Population Impacted	200,000

It is estimated that the Agriculture program will impact a population of 200,000 people across the pilot states and create a total of 2,400 jobs. The positive impact the program aims to achieve include but not limited to provision of shelter, provision of food for consumption, skill development in agriculture and processing of raw materials to finished goods, empowerment of women, youths and the indigenous people, marketing and distribution of finished goods, etc. This projected Economic Rate of Return for this program is 6.08%.

Environmental Profile		**tCO2/Year**	1,680

The amount of emissions reduction expected to be achieved from this across the 20 states is estimated at 1,680 tonnes of CO_2. Afforestation projects have lots of beneficial impacts on the environment. Through photosynthesis, trees play an important role in fighting against the greenhouse effect, which is a big contributing factor causing climate change around the world. Desertification and soil erosion is a big problem in parts of Nigeria, trees and their roots have a significant role in binding the soil together and preventing the proccess of desertification or soil erosion, which can cause regions to become dry watselands.

Safeguards Profile		**Gender Impact**	960
		Youth Impact	480

Safeguards assessment of the Agriculture programme will be in compliance with the World Bank performance standards. The World Bank performance standards assist non-bank entities manage and improve their environment and social performance through an outcomes-based approach. With 2,400 direct and 1,800 indirect jobs created from this program, 120 direct jobs for each location is relatively low and so labour issues must focus on gender inclusion, avoid child labour and build capacity where necessary to meet gender equality in labour distribution. With the agricultural program covering 400 hectares of land, land acquisition from individual or community may be necessary. The agricultural program integrated the requirement for a Memorandum of Understanding (MOU) with land owners and communities. This approach would line up with the WB performance standards 7 (Indigenous People).

Sector Name	Power

The current policy drive being championed by the Federal Ministry of Power, Works and Housing (FMPWH) and the Office of the Vice President have focused on ensuring (a) in-cremental, stable and uninterrupted power, and (b) also making sure that energy sources are diversified and has a initiated program - the Power Sector Recovery Programme - with key objectives of improving power supply reliability to meet growing demand, strengthen the sec-tor's institutional framework and increase transparency, implement clear policies that pro-mote and encourage investor confidence in the sector; and establish a contract-based elec-tricity market. Also, in pursuing these policies, the policy makers mandated the Rural Electri-fication Agency (REA) to develop a decentralised approach to power generation, distribution and metering to underserved and rural communities.

No of Projects	Four (4)

Project Details

1. Energizing Education Project (EEP)- seeks to provide uninterrupted power supply to 37 federal universities and 7 teaching hospitals.

2. Renewable Energy Micro Utility (REMU) Project- focused on providing power for street lights in the FCT. The project has a capacity of 100KW and a yearly energy production of 292,000KWH.

3. Katsina Wind Farm Power Project (KWF)- conceived as part of the federal government's programme towards the diversification of the country's energy mix and also impact on the over-all energy output. The project has a 10MW capacity with a yearly production of 16,700,000KW.

4. Solar Mini-Grids for Federal Secretariat-The Solar Mini-Grids (SMG) for Selected Federal Government Buildings Programme seeks to develop off-grid independent power plant ("IPP") project for the generation and provision of adequate power supply for the Federal Secretariat, FCT, Abuja. The project has a capacity of 750KW and a yearly energy production of 2,190,000KWH.

Lead MDA	Federal Ministry of Power, Works and Housing (FMPW&H)	
Partner MDA(s)	Federal Ministry of Environment, Federal Ministry of Finance, Federal Ministry of Education	
FY18 Budget Code	EEP - ERGP10101314 KWF - ERGP10109681	REMU - ERGP10109763 SMG - ERGP10114314
Project Start Date	EEP -2017 KWF - 2012	REMU - 2019 SMG - 2019
Project End	EEP- 2019 KWF - 2019	REMU - 2019 SMG - 2019
Theme	Mitigation	
Type	Renewable	

Financial Profile		IRR Range	NM

1. EEP- The entire Programme is estimated to cost $235,179,000. This Programme will be funded by the Federal Government. To commence implementation of the programme, 7 solar PV plants across 7 universities have been selected with a total generation capacity of 12.5 MW at an estimated cost of NGN23.6 billion. The tariff for educational institutions varies between N25 to N45/kwh across the country under the 2015 MYTO. Hence an average estimate of N36/kwh is assumed for each university to cover the cost of operations.

2.REMU- The project is estimated to cost N130,000,000. The yearly energy forecast for the project is 292,000Kwh. Generated energy will be paid for by the FCT Trafic department. Tariff of N60.00 per kWh is adopted.

3. Katisina Wind farm - The yearly energy forecast for the project is 16,700,000 Kwh. Tariff of N35 per Kwh is adopted for the energy to be consumed and paid for by consumers. The estimated annual revenue is N587, 500,000.00 per annum.

4. The SMG project for the Federal Secretariat is estimated to cost N580, 000,000.88. The yearly energy forecast for the Federal Secretariat is 2,190,000KWh. Generated energy will be paid for by the beneficiary. Tariff of N60.00 per kWh is adopted for the REMU for the Federal Secretariat.

Economic Profile		*Excludes EEP impact	
		ERR Range	0.25% to 7.23%
		Jobs Created	1,752
		Population Impacte	1,750,800

1. **EEP -** The ERR for this project is 0.25%. It is estimated to impact a population of 114,484 individuals which include students and staff of the seven (7) universities. It is also estimated to provide a total of 4580 jobs from initial construction and operation and maintenance activities. Note that to avoid double counting, the economic impacts numbers accrued to EEP will not be counted in the 2018 impact numbers as it is a continuation from the 2017 GB issuance.

2. **REMU -** The ERR of this project is positive at 7.23% over a projected ten-year period. The estimated population to be impacted is 300,000 representing the estimated number of people to be impacted by the powering of the street lights in the FCT. The project is estimated to create 24 direct Jobs and 122 indirect jobs.

3. **Katisna Wind farm -** The ERR for this project is 3.18%. It is estimated to impact a population of over 1,450,000 across communities in seven local governments of Katsina State. It is expected to create 472 direct jobs and 1100 indirect jobs.

4. **SMG for Federal Secretariat building -** The ERR of this project is 2.35%. It is estimated to impact a population of 800 persons who are staff working at the Federal Secretariat. It is expected to create about 24 direct jobs and 10 indirect jobs.

Environmental Profile		tCO_2/Year	9,311

1.EEP- To avoid double counting, the Emissions number 27,774 tCO_2 accrued from the Energizing Education Project under the ministry of power will not counted in 2018 emissions contributions as it is a continuation from 2017 GB issuance. Under the 2018 issuance, EEP contributes an additional 3,715 tCO_2 due to increase in capacity from 10MW in 2017 to 12.5MW in 2018.

2. REMU- The Renewable Energy Micro Utility project intended to provide power for FCT street lights will result in emissions reduction of 195 tCO_2 per annum. It will replace the diesel generators currently used.

3. Katsina IPP- Wind energy is a green energy source. It significantly reduces carbon emissions as it does not pollute the environment after the construction phase because the elec-tricity production process does not involve any emissions of climate gases whatso-ever. It will result in emissions reduction of 6,613 tCO_2 per annum.

4. SMG for Federal Secretariat Building: The SMG project will replace the current diesel generators used to power the federal Secretariat building hence replacing GHG emitting sources with a clean and safe source of energy. This project is estimated to result in emissions reduction of 1,041 tCO_2 per annum. Solar power reduces reliance on fossil fuels such as oil, coal and natural gas. When fossil fuels are used to create electricity, they produce harmful gas emissions that affect the safety of air, water and soil.

Safeguards Profile		Gender Impact	246
		Youth Impact	121

Both women and young adults will benefit under these Programmes. Also the EPP Programme includes the installation and operation of a training center for final year electrical engineering students, who will gain hands on practical experience in the operation and maintenance of the university IPPs.

Sector Name	**Transport**

Effective transportation network and infrastructure will result in sustainable growth of cities, having direct benefits to people, businesses, the environment, and the overall economy. The Federal Government of Nigeria has identified the Transport sector as one of the key pillars in the Economic Recovery and Growth Plan (ERGP). Programmes 11 and 29 of the ERGP articulate a plan for the development of the critical infrastructure for road, rail and air infrastructure. The 2018 issuance of the Green Bond has outlined two projects under the Federal Ministry of Transport and the Federal Capital Territory Administration to fulfill the transport sector plans. A total of N2,097,122,872 will be set aside for the two projects.

No of Projects	Two (2)

Project Details

1. **Solar Powered Tricycle and Amphibious Vehicle**: This is an initiative of FMoT aimed at replacing fossil fuel powered tricycles with Solar Powered Tricycles. The pilot program will procure 500 units of solar powered tricycles which will be bought by the Amalgamated Commercial Motorcycle Owners and Riders Association of Nigeria (ACOMORAN).
2. The **Abuja Mass Transit Project (Rail)** for the Federal Capital Territory (FCT) is proposed to provide an improved, efficient and sustainable Rail transportation service. The EXIM Bank of China is expected to provide 80% of the project cost of overall Abuja rail project while the FCTA wil provide 20%. The Green Bond fund is the amount in FCTA 2018 budget to be used for design completion and sight clearance as two major components in Lot 1B and Lot 3. Apart from the financial and socio economic benefits of the new Rail service, the improved service is expected to see an increase in vehicle shift from car, taxi and mini-buses to the Rail contributing to emissions reduction.

Lead MDA	Federal Ministry of Transport, Federal Capital Territory Administration	
Partner MDA(s)	Federal Ministry of Environment, Federal Ministry of Finance	
FY18 Budget Code	Solar Powered Tricycles - ERGP12104626	Abuja Mass Transit - ERGP13100674
Project Start Date	Solar Powered Tricycles - 2019	Abuja Mass Transit - 2017
Project End	Solar Powered Tricycles - 2019	Abuja Mass Transit - 2023
Theme	Mitigation	
Type	Renewable, Clean Technology/Energy Efficiency	

Financial Profile		**IRR Range**	NM

1. **Solar Powered Tricycles:** The project is estimated to cost N500,000,000. The 500 units of these vehicles are to be imported fully built up and sold to the ACOMORAN which will in turn sell them off to their members. The association will pay for the vehecles in three instalments, and simple interest of 8% will be applied to initial investment.
2. **Abuja Mass Transit (Rail):** The cost of this phase of the project which will be funded by FCTA is N1,597,122,872. The project will be implemented over a 7 year period at estimated total cost of N455.64 billion (N45.86 billion from FCTA). Revenue from the raill services will come from three main sources: passenger fares, commercial ventures on the stations and rail line and advertising/branding on trains. The estimated number daily passengers on completion is 47,080 and each passenger will pay fare of N150. The estimated annual revenue from passengers fare is N2.57 billion.

Economic Profile		**ERR Range**	0.67% to 7.03%
		Jobs Created	12,225
		Population Impacted	360,000

1. **Solar Powered Tricycles** - The ERR of this project is positive at 7.03% over a projected three - year period. The estimated population to be impacted is 90,000. The project is estimated to create 600 direct Jobs and 450 indirect jobs.
2. **Abuja Mass Transit (Rail)** - The ERR for this project is 0.67%. There are an estimated 900,000 people living within the catchment area covered by the rail lines on completion. 30% of that population will use the rail services on regular basis. These are either as civil servants, private sector employees or individuals with commercial interests. Provision of the rail services which should attract approximately 270,000 of that population to rail services.

Environmental Profile		**tCO2/Year**	28,979

1. The **Solar Powered Tricycle program** - Intended to deliver 500 vehecles powered by Solar will result in emissions reduction of 3,303.30 tCO_2 per annum. It will replace the 500 fossil fuel tricycles currently in operation.
2. The **Abuja Mass Transit (Rail)** - Upon completion this project is expected to result in emissions reduction of 25,675.5 tCO_2 per annum. The use of trains would reduce GHG emissions on the roads by conveying a higher number of passengers in one train. This will reduce the need for commuters to use their private cars, or the informal public transport. Less funds would be spent on fuelling cars leading to less dependence on fossil fuels. This would help natural ecosystems, save natural habitats from effects of oil and its extraction.

Safeguards Profile		**Gender Impact**	770
		Youth Impact	385

Both women and young adults will benefit under these Programmes. For the **Solar Powered Tricycle program** - The first 500 units of these vehicles would be imported, fully built up and sold to the Associ-ation of Amalgamated Commercial Motorcycle and Tricycle, Owners, Repairers and Riders Association of Nigeria (ACOMORAN). ACOMORAN would in turn sell the tricycles to their members. Sale of these units must comply with gender-inclusive provisions: 30 percent to men, 30 percent women and 40 percent to youths. The **Abuja Mass Transit (Rail)** is estimated to create a total of 1200 direct jobs. Job created will take a gender-inclusive approach. It is expected that 480 woman will be imployed and 240 youth will also be imployed by this project.

Program Name	**Irrigation Program**

Programme 10 of the Economic Recovery and Growth Plan (ERGP) has an objective to use irrigable land and river basin infrastructure effectively to enable year-round agricultural production, and targets that 100,000 hectares of irrigable land will be opened up through 12 River Basin Development Authorities by 2020. Also, the program targets expanding the use of dams for commercial farming and aquaculture. In alignment with the ERGP, the Federal Ministry of Water Resources proposes three (4) projects from the 2018 appropriation to be funded by the 2018 issuance of the FGN Green Bond.

Project Name	**1. SUPPLY AND INSTALLATION OF PRESSURIZED/CENTRE PIVOT IRRIGATION SYSTEMS NATIONWIDE** **2. TADA-SHONGA IRRIGATION PROJECT** **3. CONSTRUCTION OF MIDDLE OGUN IRRIGATION PROJECT** **4. REHABILITATION OF ADANI IRRIGATION PROJECT**

Project Details

1. **Supply and Installation of Center Pivot Irrigation System (CPIS):** This project will install small and medium irrigation units ranging from 20 to 70 hectares per Sprinkler in areas with ample water (wells, dams or river) as quick-win measure to address the national food security and provision of rural job opportunities. The cost of this project is N405,000,000.00
2. **Tada-Shonga Rice Irrigation Project:** It is located within two villages named after the Project called Tada and Shonga situated in Edu Local Government Area of Kwara State, North Central of Nigeria. The planned activities include; 32Km Dyke (flood protection embankment) to surround the project Irrigation area, 1,600 hectares of irrigation Development for phase 1, 7Km Main Access road with 32Km perimeter road, 4Nos of Irrigation Pumping Stations+1 Drainage Pumping Station. The cost of this project is N1,571,000,000.00
3. **Middle Ogun Irrigation Project:** The Middle Ogun Irrigation Project is located within the Oke-Ogun area near Iseyin town in the North-western corner of Oyo State. This project will result in the irrigation of 3000 hectares. The cost of this project is N400,000,000.00
4. **Rehabilitation of Adani Rice Irrigation Project:** The irrigation project covers an area of 1,000Ha in Uzo-Uwani local Government Area of Enugu State. The cost of this project is N442,000,000.00

Lead MDA(s)	Federal Ministry of Water Resources	
Partner MDA	Federal Ministry of Finance, Federal Ministry of Environment	
FY18 Budget Code	CPIS - ERGP28110819 MIDDLE OGUN - ERGP28110712	TADA-SHONGA - ERGP28110980 ADANI - ERGP28110836
Project Start Date	CPIS - 2009 MIDDLE OGUN - 2006	TADA-SHONGA - 2010 ADANI - 2007
Project End	CPIS - 2020 MIDDLE OGUN - 2021	TADA-SHONGA - 2021 ADANI - 2020
Theme	Adaptation	
Type	Irrigation	

Financial Profile	**IRR** NM

The cost estimates of the Irrigation program sum up to N 2,818,000,000. The estimated irrigation land coverage is 5,950ha, and forecast revenue per hectare of irrigated land is N7,500. This will result in revenue of N42,625,000.00 for year 1 and total operational cost for year 1 is N13,387,500.00. The irrigation land will be used by farmers for all season farming. The irrigated land will be used to cultivate rice, maize, millet, tomatoe, and other crops. The harvested crops will be sold to market. The government will provide storage and preservation facilities to guarantee prices of the crop. The farmers will provide proportion of the selling price of the crops for these facilities.

Economic Profile	**ERR**	2.43%
	Jobs Created	18,445
	Population Impacte	1,190,000

The impact of the Irrigation Project will contribute to the increase in the food security and agricultural income. The program will contribute to Nigerias goal of increasing agriculture GDP per capita and the area under irrigation. It is estimated that the Irrigation program will impact a population of 1,190,000 people across the pilot states and create a total of 18,3445 jobs; 5,950 direct and 12,495 indirect jobs. The program will ensure effective irrigation of farmlands in the various locations to enable year-round agricultural production. This will result in adequate provision of food for consumption, empowerment of women, youths and the indigenous people, marketing and distribution of farm produce, etc. The ERR for the Irrigation program is 2.43%

Environmental Profile	**tCO2/Year**	515

The amount of emissions reduction expected to be achieved from the Irrigation program across the various locations is estimated at 515 tonnes of CO2. Though the crops planted only provide partial emissions sequence which based on IFC standard is neglegible and usualy not captured, the irrigation projects will result in the convertion of current diesel powered pumps to Solar energy the will result in emissions reductions. Desertification and soil erosion is a big problem in parts of Nigeria, trees and their roots have a significant role in binding the soil together and preventing the proccess of desertification or soil erosion, which can cause regions to become dry watselands.

Safeguards Profile	**Gender Impact**	2,380
	Youth Impact	1190

Both women and young adults will benefit under this Irrigation Programme. It is estimated that a total of 5,950 direct jobs will be created. Wealth generated through labour engagements and skills acquisition would directly impact on the quality of life of indigenous people. Female empowerment is important as most rural women are engaged in agriculture. Community engagement in land acquisition, relocation, planting and maintenance will ensure sustainability.

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Subscription Form

To:
Director-General,
Debt Management Office, Abuja.

DEBT MANAGEMENT OFFICE
NIGERIA

SUBSCRIPTION FORM FOR THE FEDERAL GOVERNMENT OF NIGERIA GREEN BOND

Applications must be made in accordance with the instructions set out on the back of this application form. Care must be taken to follow these instructions as applications that do not comply with the instructions may be rejected. If you are in any doubt, please consult your Financial or Legal Adviser for guidance.

In response to the advertisement in both print and electronic media, I/We hereby offer my/our subscription for FGN Green Bond

A	Guide to Application	Date: D D M M Y Y Y Y	Bid Interest Rate (%)	E-allotment Details Applicant S4/CSCS A/C No.
	Minimum Value: ₦ 10,000,000.00 **Multiples therefore:** ₦ 1,000,000.00	**Value of Green Bonds Applied For ₦**		
B	Amount in Words:			

1. Individual Applicants (to be completed in block letters)

Fill Name (Surname first)……………………………………………………
(State titles if any e.g. Mr., Mrs., Miss.)
Occupation:…………………………………Phone No……………………
Next of Kin……………………………………………………………………
Contact Address………………………………………………………………
Full Postal Address……………………………………………………………
E-mail Address…………………………………………………………………
Name of Bank/Branch…………………………………………………………
Bank Account No………………………………BVN……………………
(For interest payment purpose)
Usual Signature…………………………………Date……………………

Residency classification of Applicant (tick the appropriate box)
Resident ☐ Non-Resident ☐
(Residency classification of Applicant must be indicated)

2. Joint Applicants (to be completed in block letters)

Full name (Surname first)……………………………………………………
(State titles if any e.g. Mr., Mrs., Miss.)
Occupation:…………………………………Phone No……………………
Next of Kin……………………………………………………………………
Contact Address………………………………………………………………
Full Postal Address……………………………………………………………
E-mail Address…………………………………………………………………
Name of Bank/Branch…………………………………………………………
Bank Account No………………………………BVN……………………
(For interest payment purpose)
Usual Signature…………………………………Date……………………

Residency classification of Applicant (tick the appropriate box)
Resident ☐ Non-Resident ☐

(Residency classification of Applicant must be indicated)

3. Corporate Applicants (to be completed in block letters)

Company's Name………………………………………………………………
Type of Business………………………………………………………………
Contact Address………………………………………………………………
Full Postal Address……………………………………………………………
E-mail Address…………………………………………………………………
Contact Person……………………………… Telephone No………………
Signature………………………………Signature……………………………
Name of Bank/Branch…………………………………………………………
Bank Account No………………………………BVN……………………
(For interest payment purpose)

C Thumb print of illiterate applicant

Witness:
I…………………………………………………………………have given detailed explanation to this applicant in the language understood by him and consequently the applicant has a clear understanding of the transaction he/she has entered into.

Signature…………………………………………………

E Investor Category of Applicant (tick the appropriate box)

Individual ☐ **Bank** ☐ **Corporate** ☐
Co-operative Society ☐ **Foreign Investor** ☐
Government Agencies ☐ **Staff Scheme** ☐
Non-Bank Financial Institution ☐ **Others** ☐

Please affix company seal and RC Number

D Authorized Dealer

NAME OF FINANCIAL ADVISER:
……………………………………………………………………
FINANCIAL ADVISER CODE: ……………………………………

Stamp of Financial Adviser

F OFFICIAL USE

Amount Applied for ₦

Amount Allotted ₦

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

1. Applications must be made only on the official form as prescribed by the Debt Management Office
2. Applications must be for a minimum of ₦10,000,000.00 and thereafter, in multiples of ₦1,000,000.00. The value of the Green Bonds applied for should be entered in the appropriate box.
3. The Application Form, when completed, should be lodged with the Financial Advisers.
4. The Financial Adviser will provide Allotment details to successful applicants who shall be required to pay for Allotments latest by the Settlement Date to the Bank Account indicated by the Financial Adviser. Payment may be in any form acceptable to the Financial Adviser.
5. Applicants should note that **No Charges or Fees would be paid by investors.**
6. For the purpose of this application, residency classification refers to the country where the Applicant(s) permanently resides as at the time of filling the Application Form, Applicant(s) must indicate his/their residency classification in the appropriate box provided.
7. For joint applications, information on the Applicants should be provided in the appropriate boxes. However, all correspondence will be addressed to the first named Applicant.
8. An application form from a group of individuals should be made in the names of those individuals with no mention of the names of the group.
9. An application by a firm, which is not registered under the Companies and Allied Matters Act, should be made either in the name of the proprietor or in the names of the individual partners. In neither case should the name of the firm be mentioned.
10. An application from a corporation must bear the corporate body’s seal and be signed in accordance with the company’s signature mandate by duly authorized officials. A corporate stamp may be used where the corporate seal is not available.
11. An application from a pension or provident fund must be in line with the guidelines of the National Pension Commission with regard to the custody of the pension assets.
12. An application by an illiterate person should bear his right thumb print on the Subscription Form and be witnessed by an official of the Financial Adviser at which the application is lodged, who must first have explained the meaning and effect of the application to the illiterate person in his own language. The witness should indicate his name and signature in the appropriate box.
13. The applicant should not print his signature. If he is unable to sign in the normal manner he should be treated for the purpose of this offer as an illiterate and his right thumb should be clearly impressed on the Subscription Form.