

This document is important and you are advised to carefully read and understand its contents. If you are in any doubt about its contents or the action to take, kindly consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately. **THIS PROSPECTUS AND THE SECURITIES, WHICH IT OFFERS HAVE BEEN REGISTERED BY THE SECURITIES AND EXCHANGE COMMISSION. THE INVESTMENTS AND SECURITIES ACT (ISA) NO 29 OF 2007, PROVIDES FOR CIVIL AND CRIMINAL LIABILITIES FOR THE ISSUE OF A PROSPECTUS WHICH CONTAINS FALSE OR MISLEADING INFORMATION. THE REGISTRATION OF THIS PROSPECTUS AND THE SECURITIES WHICH IT OFFERS DOES NOT RELIEVE THE PARTIES OF ANY LIABILITY ARISING UNDER THE ACT FOR FALSE OR MISLEADING STATEMENTS OR FOR ANY OMISSION OF A MATERIAL FACT IN THIS PROSPECTUS. INVESTORS ARE ADVISED TO NOTE THAT LIABILITY FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS PROVIDED IN SECTIONS 85 AND 86 OF THE ISA. "INVESTING IN THIS OFFER INVOLVES RISKS. FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS PLEASE REFER TO THE SECTION ON "RISK FACTORS" COMMENCING ON PAGES 111 - 112 OF THE SHELF PROSPECTUS.** INVESTMENT IN THE BONDS IS STRICTLY FOR QUALIFIED INSTITUTIONAL INVESTORS AND HIGH NETWORTH INDIVIDUALS AS DEFINED UNDER RULE 321 OF THE RULES AND REGULATIONS OF THE SECURITIES & EXCHANGE COMMISSION.



MIXTA REAL ESTATE PLC

RC: 645036

[INCORPORATED WITH LIMITED LIABILITY IN THE FEDERAL REPUBLIC OF NIGERIA]

Offer for Subscription
(By way of Book Build)
of

₦1,820,000,000 17.75% Series 2, Tranche B Senior Secured Fixed Rate Bonds Due 2023
UNDER THE ₦30,000,000,000 MEDIUM TERM NOTE PROGRAMME
Issue Price: ₦1,000

Offer Open: September 6, 2018

Offer Close: September 19, 2018

This Red Herring Prospectus ("Prospectus") is prepared for the purpose of Part F Rule 280 and Rule 323(5) of the Rules and Regulation of the Securities & Exchange Commission (the "Commission") and the listing requirements of FMDQ OTC PLC ("FMDQ") and the Nigerian Stock Exchange (the "NSE") in connection with the ₦30,000,000,000 Mixta Real Estate PLC Medium Term Note Programme (the "Programme"). This Prospectus is supplemental to, and should be read in conjunction with the Shelf Prospectus dated December 15, 2016, and any other supplements to the Shelf Prospectus to be issued by the Issuer. Terms defined in the Shelf Prospectus have the same meaning when used in this Prospectus. To the extent that there is any conflict or inconsistency between the contents of this Prospectus and the Shelf Prospectus, the provisions of this Prospectus shall prevail. This Prospectus may be used to offer and sell the Bonds only if accompanied by the Shelf Prospectus. Copies of the Shelf Prospectus can be obtained from the Issuing Houses.

This Prospectus contains particulars in compliance with the requirements of the Commission for the purpose of giving information with regard to the Securities being issued hereunder (the "Series 2 Bonds" or "Bonds"). An application has been made to the Board Listings and Quotations Committee of the FMDQ for the admission of the Bonds to its Daily Quotation List, and an application has been made to the Council of the NSE for the admission of the Bonds to the Daily Official List. The Bonds now being issued qualify as a security in which Trustees may invest under the Trustee Investments Act, (Cap T22) Laws of the Federation of Nigeria, 2004 and also qualifies as securities in which Pension Fund Assets can be invested under the Pensions Reform Act No 4 of 2014.

The Issuer accepts full responsibility for the accuracy of the information contained in this Prospectus. The Issuer declares that it has taken reasonable care to ensure that 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 and that save as disclosed herein, no other significant new factor, material mistake or inaccuracy relating to the information included in the Shelf Prospectus has arisen or has been noted, as the case may be, since the publication of the Shelf Prospectus. Furthermore, the material facts contained herein are true and accurate in all material respects and the Issuer confirms that, having made all reasonable enquiries, to the best of its knowledge and belief, there are no material facts, the omission of which would make any statement contained herein misleading or untrue.

LEAD ISSUING HOUSE/BOOK RUNNER
FBNQUEST MERCHANT BANK LIMITED

RC: 264978

JOINT ISSUING HOUSES/BOOK RUNNERS
ARM SECURITIES LIMITED

RC: 125242

CORONATION MERCHANT BANK LIMITED

RC: 207138

FSDH MERCHANT BANK LIMITED

RC:199528

STANBIC IBTC CAPITAL LIMITED

RC: 1031358

VETIVA CAPITAL MANAGEMENT LIMITED

RC: 485600

THIS PROSPECTUS IS DATED SEPTEMBER 27, 2018

This Prospectus will be available on the following websites from September 6, 2018, to September 19, 2018:

www.mixtanigeria.com; www.sec.gov.ng

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DEFINITION OF TERMS

“Allotment Date”	Date on which the Bonds are allotted to investors
“Board” or “Directors”	Board of Directors of the Company
“Bonds”	The Series 2, Tranche B Bonds being issued in accordance with the terms of the Shelf Prospectus and Pricing Supplement
“Book Building”	A process of price and demand discovery through which a Book Runner seeks to determine the price at which securities should be issued, based on demand from Qualified Institutional Investors and High Net Worth Individuals as permitted under SEC Rules 320 - 322
“Book Runner”	The Issuing House(s) duly appointed by the Issuer to receive and collate bids (the “Book”) from investors in respect of the Bonds being sold by way of Book Building
“Business Day”	Any day except Saturdays, Sundays and public holidays declared by the Federal Government of Nigeria
“Completion Meeting Date” or “Signing Ceremony Date”	The date on which all parties to the issue execute the final Offer documents approved by the SEC
“Coupon Commencement Date”	The first date from which coupon on the Series 2, Tranche B Bonds will accrue being September 27, 2018
“Coupon Payment Date(s)”	The date(s) on which coupon falls due for payment to the Bondholders, being March 27 and September 27 of each year up to and including the Maturity Date
“Coupon Period”	The period from (and including) a Coupon Payment Date (or the Coupon Commencement Date) to (but excluding) the next Coupon Payment Date
“Coupon Rate”	17.75% per annum
“CSCS” or “the Clearing System”	Central Securities Clearing Systems PLC
“Daily Official List”	The daily official publication of the NSE, detailing price movements and information on all securities quoted on the NSE
“Daily Quotation List” or “DQL”	The daily official publication of the FMDQ, containing market/model prices and yields, and the values traded on all securities listed and quoted on the FMDQ
“Debt Issuance Programme” or the “Programme”	The ₦30,000,000,000 Medium Term Note Programme pursuant to which the Issuer may issue series of Bonds from time to time, the maximum aggregate value outstanding of which shall not exceed ₦30,000,000,000
“Debt Securities”	Any securities, which include registered bonds, promissory notes, certificates, debentures and other obligations authorized to be issued under the Programme by Mixta Nigeria
“Deed of Third Party Legal Mortgage”	The deed of third party legal mortgage between Toll Systems Development Company Limited (as the Mortgagor), the Issuer and the Security Trustee, by which the Mortgagor created a security interest in the form of a legal mortgage over the Secured Asset for the benefit of the holders of the Tranche B bonds
“Estate Valuers”	Knight Frank Nigeria Partnership

DEFINITION OF TERMS

“Face Value”	The par value of the Series 2, Tranche B Bonds
“FBNQMB” or “Lead Issuing House/Book Runner”	FBNQuest Merchant Bank Limited
“Federal Government” or “FGN”	Federal Government of Nigeria
“Fixed Rate Bonds”	Bonds in respect of which interest is to be calculated and paid on a fixed rate basis
“FMDQ”	FMDQ OTC PLC
“High Net Worth Individual”	An individual investor with a net worth of at least ₦300,000,000, excluding automobiles, homes and furniture as defined by Rule 321 of the SEC Rules and Regulations
“Holder” or “Bondholder”	A person in whose name Bonds are registered in the Bonds Register
“ISA” or the “Act”	Investments & Securities Act, No 29 of 2007
“Issuer” or the “Company” or “Mixta Nigeria”	Mixta Real Estate PLC
“Issue Date”	[September 27, 2018]
“Issuing Houses”	The Lead Issuing House and the Joint Issuing Houses
“Joint Issuing Houses/Book Runners”	ARM Securities Limited Coronation Merchant Bank Limited FSDH Merchant Bank Limited Stanbic IBTC Capital Limited Vetiva Capital Management Limited
“LFN”	Laws of the Federation of Nigeria 2004
“Maturity Date”	[September 27, 2023]
“Naira”, “NGN” or “₦”	The Nigerian Naira
“NAV”	Net Asset Value
“Nigeria”	The Federal Republic of Nigeria and the “Nigerian” shall be construed accordingly
“NSE”	The Nigerian Stock Exchange
“Offer”	The offer for subscription for the ₦1,820,000,000 17.75% Series 2, Tranche B Senior Secured Fixed Rate Bonds Due 2023
“Payment Account”	The dedicated bank account to be managed by the Trustees into which the Issuer shall make payments in such sums in accordance with the terms of the Trust Deed. The bank account shall form part of the trust property and shall be applied by the Trustees towards the payment of interest and repayment of principal of the Bonds
“Payment Amount”	The coupon amount and principal repayment due at the Coupon Payment Date
“Pension Act”	Pension Reform Act, 2014

DEFINITION OF TERMS

“PFAs”	Pension Fund Administrators
“Pricing Date”	The date on which the book build closes and the date on which the price at which the Bonds will be issued will be determined
“Pricing Supplement”	The supplemental prospectus which contains the issue details including the price, amount, issue date and maturity date of the Series 2, Tranche B Bonds
“Professional Parties”	Professionals engaged by the Issuer to facilitate the registration and issuance of the Bonds
“Programme”	The Medium Term Note Programme established by the Shelf Prospectus dated December 15, 2016, pursuant to which the Issuer may issue several separate Series or Tranches of Bonds from time to time with varying maturities and variable rates of interest, provided however that the aggregate value does not exceed ₦30,000,000,000
“Programme Trust Deed”	The deed entered into by the Issuer and the Trustees dated January 17, 2017 which empowers the Trustees to hold, administer and manage the Debt Service Reserve Account (where applicable) in respect of each series of Bonds issued pursuant to the Programme, and appoints the Trustees to act on behalf of bondholders
“Principal Amount”	₦1,820,000,000 (One Billion Eight Hundred and Twenty Million Naira)
“Registrars”	Capital Market Operator appointed by the Issuer and authorized by the SEC to maintain the register of Bondholders
“Qualified Institutional Investor”	A purchaser of securities that is financially sophisticated. These include Banks, Fund Managers, Pension Fund Administrators, Insurance Companies, Investment/Unit Trusts, Multilateral and Bilateral Institutions, Registered and/or Verifiable Private Equity Funds, Registered and/or verifiable Hedge Funds, Market Makers, Staff Schemes, Trustees/Custodians, Stock Broking Firms and any other category as the Commission may determine as stipulated by Rule 321 of the Rules and Regulations of the Commission
“Rating Agency”	Agusto & Co Limited
“Receiving Bank”	Capital Market Operator authorized to receive application monies from investors/receiving agents in respect of the Series 2, Tranche B Bond Offer
“Record Date”	The date on which the list of Bondholders is extracted from the Register for the purposes of making coupon payments, being a day which is twenty-one (21) days immediately preceding the date on which the coupon falls due for payment
“Red Herring Prospectus”	This preliminary prospectus for the purpose of determining the price and volume of bonds to be issued which will be superseded by the Pricing Supplement upon close of the Book Building process
“Rules and Regulations”	The Rules and Regulations 2013 of the SEC (as amended from time to time), issued by the SEC pursuant to the ISA
“SEC” or “the Commission”	Securities & Exchange Commission
“Secured Asset”	means the parcel of land located within Lakowe Village in Ibeju Lekki Local Government Area of Lagos State measuring approximately 76.007 hectares which is more properly delineated in area marked Parcel B on Survey Plan No. LS/D/BK 335/A & B annexed to the Deed of Legal Mortgage and which forms a part of all

DEFINITION OF TERMS

that parcel of land measuring approximately 1561.20 hectares which is more properly delineated on Survey Plan No. LS/D/LKJ/1396 annexed to the Certificate of Occupancy dated 27th October, 2003 and registered as No. 17 at Page 17 in Volume 2003T at the Lagos State Lands Registry, Alausa – Ikeja Lagos valued at ₦6,808,209,000 (Six billion, eight hundred and eight million, two hundred and nine thousand naira only) by the Estate Valuers on 4 July 2018.

In accordance with the Tranche B Bond Trust Deed, the Deed of Legal Mortgage, upon execution, shall be perfected and stamped to secure an amount which represents 10% of the Principal Amount. In addition, the Issuer shall, prior to execution of the Trust Deed, provide the Security Trustee with the required sum (to be held in an escrow account) for the purpose of up-stamping the Deed of Legal Mortgage to the full value of the total Principal Amount of the Tranche B Bonds, in the event of an enforcement scenario and shall increase the escrowed amount if and when required by the Security Trustee pursuant to the prevalent perfection regime at the relevant time.

“Security Trustee”	FBNQuest Trustees Limited
“Settlement Date”	The date by which an investor must pay for the Bonds delivered by the Issuer. In a book build, the same date as the Allotment Date
“Shelf Prospectus” or “SP”	The document issued in accordance with the Rules and Regulations of the Commission, which details the aggregate size and broad terms and conditions of the Programme
“Supplemental Trust Deed” or “Series 2 Tranche B Trust Deed”	The deed supplementing or modifying the provisions of the Programme Trust Deed entered into by the Issuer and the Trustees on [September 27, 2018] and empowering the Trustees to represent the interest of bondholders, amongst other things, in respect of the Series 2, Tranche B Bonds
“Terms and Conditions”	The terms and conditions of the Bonds as set out in the Shelf Prospectus
“Trustees”	FBNQuest Trustees Limited, Coronation Trustees Limited, Stanbic IBTC Trustees Limited, UTL Trust Management Services Limited and Vetiva Trustees Limited, their successors and permitted assigns or any other person(s) for the time being acting as the trustees appointed to represent and oversee the interests of Bondholders and to invest, manage and administer the Payment Account established under the Supplementary Trust Deed. The Solicitors to the Trustees for the Series 2, Tranche B Bonds are Udo Udoma & Belo-Osagie.
“Trustee Act”	Trustee Investments Act Cap T22, LFN 2004

ABRIDGED TIMETABLE

Date	Activity	Responsibility
September 5, 2018	Receive SEC approval of the Red Herring Prospectus	Lead Issuing House
September 6, 2018	Commence Book Building	Book Runners
September 19, 2018	Conclude Book Building	Book Runners
September 19, 2018	Determine coupon rate and aggregate amount of Bonds to be issued	Book Runners
September 19, 2018	Dispatch Allotment Confirmation Letters to investors	Book Runners
September 21, 2018	Update documents and file with the SEC	Lead Issuing House
September 27, 2018	Effect Payment for Allotted Bonds	Allottees/Receiving Bank
September 27, 2018	Completion Meeting/Execution of Offer Documents	All Parties
October 2, 2018	File executed Offer Documents and the Allotment Proposal with SEC	Lead Issuing House
September 28, 2018	Remit net issue proceeds to the Issuer	Receiving Bank/Lead Issuing House
October 8, 2018	Receive 'No Objection' on the Allotment Proposal	Lead Issuing House
October 10, 2018	Publish Allotment Announcement	Lead Issuing House
October 17, 2018	Credit CSCS Account of Allottees	Registrars
October 17, 2018	File Declaration of Compliance and General Undertaking with FMDQ and the NSE	Lead Issuing House
October 31, 2018	Listing of the Bonds	Lead Issuing House
October 31, 2018	File Post Allotment report	Lead Issuing House

PARTIES TO THE ISSUE

<p>The Issuer:</p>	<p>Mixta Real Estate PLC 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p>
<p>Issuer's Board of Directors:</p>	<p>Architect Eddy Eguavoen (Chairman) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mr. Kola Ashiru-Balogun (Managing Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mr. Deji Alli (Non-Executive Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mr. Daniel Font (Non-Executive Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mr. Wale Odutola (Non-Executive Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mrs. Olanike Anani (Non-Executive Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p> <p>Mr. Dafe Akpedeye (SAN) (Non-Executive Director) 8 Kasumu Ekemode Street Off Saka Tinubu Street Victoria Island Lagos</p>
<p>Company Secretary:</p>	<p>ARM Trustees Limited 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi Lagos</p>
<p>Lead Issuing House/Book Runner and Financial Adviser:</p>	<p>FBNQuest Merchant Bank Limited 10 Keffi Street S. W. Ikoyi Lagos</p>

PARTIES TO THE ISSUE

<p>Joint Issuing Houses/Book Runners:</p>	<p>ARM Securities Limited 1 Mekunwen Road Off Oyinkan Abayomi Drive Ikoyi Lagos</p> <p>Coronation Merchant Bank Limited 10 Amodu Ojikutu Street Victoria Island Lagos</p> <p>FSDH Merchant Bank Limited 5th – 8th Floor UAC House 1/5 Odunlami Street Lagos</p> <p>Stanbic IBTC Capital Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos</p> <p>Vetiva Capital Management Limited Plot 266B, Kofo Abayomi Street Victoria Island Lagos</p>
<p>Security Trustee:</p>	<p>FBNQuest Trustees Limited 10 Keffi Street South West Ikoyi Lagos</p>
<p>Trustees:</p>	<p>Coronation Trustees Limited 10 Amodu Ojikutu Street Victoria Island Lagos</p> <p>FBNQuest Trustees Limited 10 Keffi Street South West Ikoyi Lagos</p> <p>Stanbic IBTC Trustees Limited The Wealth House Plot 1678 Olakunle Bakare Close Off Sanusi Fafunwa Street Victoria Island Lagos</p> <p>UTL Trust Management Services Limited ED Building, 2nd Floor, 47 Marina Road Lagos Island Lagos</p> <p>Vetiva Trustees Limited Plot 266B, Kofo Abayomi Street Victoria Island Lagos</p>
<p>Solicitors to the Issuer:</p>	<p>Consolex Legal Practitioners 62 Awolowo Road Ikoyi Lagos</p>

PARTIES TO THE ISSUE

Solicitors to the Issue:	Banwo & Ighodalo 98 Awolowo Road S. W. Ikoyi Lagos
Reporting Accountants:	PricewaterhouseCoopers Landmark Towers 5B Water Corporation Road Victoria Island Lagos
Estate Valuers:	Knight Frank Nigeria Partnership 24 Campbell Street, P.O. Box 221, Marina, Lagos
Registrars:	United Securities Limited Plot 009 Amodu Ojikutu Street Victoria Island Lagos
Rating Agency:	Agusto & Co. Limited UBA House (5th Floor) 57 Marina Lagos
Receiving Bank:	FBNQuest Merchant Bank Limited 10 Keffi Street Off Awolowo Road Ikoyi Lagos

DOCUMENTS INCORPORATED BY REFERENCE

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

- The Shelf Prospectus dated 15 December 2016;
- The Programme Trust Deed dated 17 January 2017;
- The Agosto & Co. Limited Rating Report on the Series 2 Bond Issue;
- The Reporting Accountants' Reports on the Company's historical financial information prepared by PricewaterhouseCoopers dated 20 June 2016 and 22 May 2018;
- The audited Financial Statements of the Company for the periods ended 28 February 2013, 28 February 2014, 31 December 2014, 31 December 2015, 31 December 2016 and 31 December 2017;
- The Valuation report on the Secured Asset prepared by Knight Frank Nigeria Partnership dated 4 July 2018;
- The Series 2 Tranche B Trust Deed dated [27 September 2018];
- The Deed of Third Party Legal Mortgage dated [27 September 2018]; and
- Opinion on claims and litigation issued by Banwo & Ighodalo dated 23 March 2018.

A copy of any or all of the documents above, or portions thereof are incorporated by reference herein, and will be made available (during the Offer Opening Period) on the Company's website – www.mixtanigeria.com - and for viewing without charge, to each person to whom a copy of this Prospectus has been delivered, upon the oral or written request of such person. In addition, such documents or portions thereof will be available from the offices of the Issuing Houses, as stated below from 8:00am till 5:30pm on Business Days, during the Offer Opening Period:

FBNQuest Merchant Bank Limited

10 Keffi Street
South West Ikoyi
Lagos

ARM Securities Limited

1 Mekunwen Road
Off Oyinkan Abayomi Drive
Ikoyi
Lagos

Coronation Merchant Bank Limited

10 Amodu Ojikutu Street
Victoria Island
Lagos

FSDH Merchant Bank Limited

5th – 8th Floor, UAC House
1/5, Odunlami Street
Lagos

Stanbic IBTC Capital Limited

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

Vetiva Capital Management Limited

Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos



MIXTA REAL ESTATE PLC.
8 Kasumu Ekemode Street
Off Saka Tinubu
Victoria Island, Lagos.
Tel: +234 (1) 270 1093-6
+234(1) 270 1653
www.mixtanigeria.com

02/07/2018

DECLARATION BY THE ISSUER

This Prospectus has been prepared by the Issuing Houses on behalf of Mixta Real Estate PLC ("Mixta Nigeria" or the "Company") for the purposes of providing information to prospective investors on relevant aspects of the Company in connection with the Issue and the investment in the securities issued therein.

On behalf of Mixta Nigeria, we hereby make the following declarations:

1. We confirm that the information contained in this Prospectus is to the best of our knowledge and belief, in accordance with the facts and contains no omission likely to affect its import;
2. There has been no significant change in the financial condition or material adverse change in the financial prospects of the Company since the date of the last audited accounts, being 31 December 2017; and
3. The Company has not, during the 12 calendar months immediately preceding the date of the application to Securities and Exchange Commission for registration of this Prospectus, breached any terms and conditions in respect of borrowed monies which has resulted in the occurrence of an immediate recall of such borrowed monies.

Signed for and on behalf of Mixta Real Estate PLC
By its duly authorized representatives:

Chief Finance Officer
Benson Ajayi

**ARM TRUSTEES
LIMITED**

Company Secretary
ARM Trustees Limited

Managing Director
Kola Ashiru-Balogun

Directors: Arc. Eddy Eguavoen, (Chairman), Mr. Dafe Akpedeye (SAN) (OFI), Mr. Deji Alli,
Mr. Daniel Font (Spanish), Mr. Wale Odotola, Mrs Nike Anani, Mr. Kola Ashiru-Balogun (Managing)

RC 645036

CORPORATE GOVERNANCE

Mixta Nigeria continues to uphold its commitment to effective corporate governance principles. Accordingly, the Company is fully compliant with the SEC's Code of Corporate Governance for Public Companies.

In recognition of the different stakeholders, the Company embarks on a number of events to further foster and cascade corporate governance principles. The core values of governance; accountability, fairness, transparency and achievements are exemplified at the events. In an attempt to better discharge its oversight functions in accordance with the Code of Corporate Governance and global best practices, the Board alongside the Management team and members of the Audit Committee also hold training sessions which are geared towards improving performance and strategizing to actualize the expectation of its stakeholders.

Adherence to corporate Governance principles as articulated in a number of corporate documents such as the annual financial report among others are also communicated to other stakeholders such as employees, host communities, suppliers, contractors etc. The Board also consistently operates in line with its responsibilities as contained in regulatory policies: Code of Corporate Governance, the Companies and Allied Matters Act and the Company's Article of Association.

SUMMARY OF THE OFFER

Issuer:	Mixta Real Estate PLC																																																
Programme Amount:	₦30,000,000,000 (Thirty Billion Naira)																																																
Series 2, Tranche B Bonds:	₦1,820,000,000 17.75% Tranche B Senior Secured Fixed Rate Bonds Due 2023																																																
Par Value:	₦1,000 per unit																																																
Issue Price:	100% of Par Value																																																
Tenor:	5 years																																																
Maturity Date:	[September 27, 2023]																																																
Currency:	The Bonds shall be denominated in Nigerian Naira (₦)																																																
Coupon Rate:	17.75% per annum																																																
Coupon Frequency:	Semi-annual, and payable in arrears on [March 27] and [September 27] of each year up to and including the Maturity Date																																																
Initial Coupon payment:	Six (6) months from date of allotment of the Bonds																																																
Offer Opens:	September 6, 2018																																																
Offer Closes:	September 19, 2018																																																
Offer Mode:	Offer for Subscription via Book Build																																																
Day Count Fraction:	Actual/Actual (actual number of days in a month and actual number of days in a year)																																																
Units of Sale:	Minimum of 10,000 units and multiple of 1,000 thereafter																																																
Redemption/Mode of Payment:	<p>The principal on the Bonds will be repaid in arrears in accordance with the following repayment schedule reflecting moratorium of two years on the principal:</p> <table border="1"> <thead> <tr> <th>Bond Obligation Repayment Interval</th> <th>Months</th> <th>Principal Amount Repaid</th> <th>Outstanding Obligation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>1 - 6</td> <td>-</td> <td>1,820,000,000</td> </tr> <tr> <td>2</td> <td>7 - 12</td> <td>-</td> <td>1,820,000,000</td> </tr> <tr> <td>3</td> <td>13 - 18</td> <td>-</td> <td>1,820,000,000</td> </tr> <tr> <td>4</td> <td>19 - 24</td> <td>-</td> <td>1,820,000,000</td> </tr> <tr> <td>5</td> <td>25 - 30</td> <td>142,000,000</td> <td>1,678,000,000</td> </tr> <tr> <td>6</td> <td>31 - 36</td> <td>142,000,000</td> <td>1,536,000,000</td> </tr> <tr> <td>7</td> <td>37 - 42</td> <td>322,000,000</td> <td>1,214,000,000</td> </tr> <tr> <td>8</td> <td>43 - 48</td> <td>322,000,000</td> <td>892,000,000</td> </tr> <tr> <td>9</td> <td>49 - 54</td> <td>446,000,000</td> <td>446,000,000</td> </tr> <tr> <td>10</td> <td>55 - 60</td> <td>446,000,000</td> <td>-</td> </tr> <tr> <td colspan="2"></td> <td>1,820,000,000</td> <td></td> </tr> </tbody> </table>	Bond Obligation Repayment Interval	Months	Principal Amount Repaid	Outstanding Obligation	1	1 - 6	-	1,820,000,000	2	7 - 12	-	1,820,000,000	3	13 - 18	-	1,820,000,000	4	19 - 24	-	1,820,000,000	5	25 - 30	142,000,000	1,678,000,000	6	31 - 36	142,000,000	1,536,000,000	7	37 - 42	322,000,000	1,214,000,000	8	43 - 48	322,000,000	892,000,000	9	49 - 54	446,000,000	446,000,000	10	55 - 60	446,000,000	-			1,820,000,000	
Bond Obligation Repayment Interval	Months	Principal Amount Repaid	Outstanding Obligation																																														
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		1,820,000,000																																															
Optional Early Redemption:	Not applicable																																																
Security:	The Tranche B Bonds are secured by the Legal Mortgage on the Secured Asset for benefit of the bondholders.																																																
Source of Repayment:	The Bonds shall be redeemed primarily from the Company's operational cash flows, and if necessary for the Tranche B Bonds, with support of the Secured Asset.																																																
Status of the Bonds:	The Tranche B Bonds constitute direct, senior and upon perfection of the Deed of Third Party Legal Mortgage, secured obligations of the Issuer and shall at all times rank pari passu without any preference among them. The payment obligations of the Issuer under the Bonds shall, save for such exceptions mandatorily preferred by law applying to companies generally, at all times rank at least equally with all other unsubordinated indebtedness and monetary obligations of the Issuer, present and future.																																																

TERMS OF THE OFFER

	The Tranche B Bonds will, upon the execution of the Deed of Third Party Mortgage, be initially secured for 10% of the Principal Amount of the Tranche B Bonds. The Issuer has provided the Security Trustee with funds that are sufficient for the Security Trustee to up-stamp the Deed of Third Party Legal Mortgage in an enforcement scenario and the Issuer shall increase the escrowed amount if and when required by the Security Trustee pursuant to the prevalent perfection regime at the relevant time.																				
Target Investors:	The subscription of the Bond is open to Qualified Institutional Investors and High Networth Individuals as defined under rule 321 of the Rules and Regulations of the Securities & Exchange Commission.																				
Quotation & Listing:	The Series 2, Tranche B Bonds will be listed on the FMDQ and the NSE and/or admitted to listing, trading and/or quotation by any other listing authority, stock exchange and/or quotation system as may be agreed between the Issuer and the Issuing Houses																				
Use of Proceeds:	<p>After the deduction of the costs and expenses of the Issue, which are estimated at ₦33.54 million representing 1.843% of the gross issue proceeds, the net proceeds amounting to ₦1.786 billion will be utilized as follows:</p> <table border="1"> <thead> <tr> <th>Purpose</th> <th>Amount =N='million</th> <th>% of net proceeds</th> <th>Estimated Completion Period</th> </tr> </thead> <tbody> <tr> <td>Refinancing of existing facilities</td> <td>1,357</td> <td>76%</td> <td>Immediate</td> </tr> <tr> <td>Affordable Real Estate – Fara Park Phase II, Ajah, Lekki-Epe Expressway, Lagos</td> <td>250</td> <td>14%</td> <td>2018</td> </tr> <tr> <td>Affordable Real Estate - Residence de la Paix (RDP) Phase I & II, Km 35 Lekki-Epe Expressway, Lagos</td> <td>179</td> <td>10%</td> <td>2018</td> </tr> <tr> <td>Total</td> <td>1,786</td> <td>100%</td> <td></td> </tr> </tbody> </table> <p>Further details are provided on page 17</p>	Purpose	Amount =N='million	% of net proceeds	Estimated Completion Period	Refinancing of existing facilities	1,357	76%	Immediate	Affordable Real Estate – Fara Park Phase II, Ajah, Lekki-Epe Expressway, Lagos	250	14%	2018	Affordable Real Estate - Residence de la Paix (RDP) Phase I & II, Km 35 Lekki-Epe Expressway, Lagos	179	10%	2018	Total	1,786	100%	
Purpose	Amount =N='million	% of net proceeds	Estimated Completion Period																		
Refinancing of existing facilities	1,357	76%	Immediate																		
Affordable Real Estate – Fara Park Phase II, Ajah, Lekki-Epe Expressway, Lagos	250	14%	2018																		
Affordable Real Estate - Residence de la Paix (RDP) Phase I & II, Km 35 Lekki-Epe Expressway, Lagos	179	10%	2018																		
Total	1,786	100%																			
Underwriting:	At the instance of the Issuer, this Offer will not be underwritten																				
Indebtedness:	<p>As at 30 June 2018, the Company is indebted to the sum of ₦36.15 billion.</p> <p>Save as disclosed above, the Company had no outstanding debentures, mortgages, loans, charges, or similar indebtedness or material contingent liabilities, other than those incurred in the ordinary course of business.</p>																				
Issue Rating:	Tranche B Bonds - 'A+ ' 2018, Agosto & Co. Limited <i>(An issue rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency)</i>																				
Issuer Rating:	'Bbb-' (valid until June 30, 2019), Agosto & Co. Limited																				
Taxation:	Under current legislation in Nigeria, the tax consequences of an investment in the Bonds to be issued under the Programme are quite broad and extensive. These include exemption from Companies Income Tax, Value Added Tax and Personal Income Tax respectively, by virtue of the Companies Income Tax (Exemption of Bonds and Short Term Government Securities) Order 2011, the Value Added Tax (Exemption of Proceeds of the Disposal of Government and Corporate Securities) Order, 2011, the Personal Income Tax (Amendment) Act 2011 and Value Added Tax (Exemption of Commissions on Stock Exchange Transactions) Order 2014.																				

TERMS OF THE OFFER

	<p>The exemption granted by some of the Orders have time limitations and in the absence of a further extension of the waiver regime, the payments/transactions in respect of the Bonds would be subject to those taxes that were initially waived.</p>
Claims and Litigation:	<p>According to the Solicitors to the Issue, as at March 23, 2018: “Mixta Real Estate PLC (“the Company” or “Mixta Nigeria”) and five of its affiliate companies namely – Oakland Properties Limited (“OPL”); Asset & Resources Management Company Limited (“ARMCO”); Garden City Development Company Limited (“GCDCL”); Toll Systems Development Company Limited (“TSDCL”) and Summerville Golf Club Limited (“Summerville”) (“the Companies”) are in the ordinary course of business involved in fifteen (15) litigation cases and one (1) mediation¹.</p> <p>Of the sixteen (16) cases, Mixta is a defendant in three (3) cases, OPL is a defendant in one (1) case; ARMCO is a defendant in four (4) cases; while TSDCL is a defendant and counter-claimant in seven (7) cases. One (1) case was filed against Lakowe Lakes Golf & Country Estate² (an estate owned by Summerville Golf Club Limited).</p> <p>The total monetary value of the claims against Mixta Nigeria and the Companies in the sixteen (16) cases is approximately ₦996,933,421.95 (Nine Hundred and Ninety-Six Million, Nine Hundred and Thirty-Three Thousand, Four Hundred and Twenty-One Naira, Ninety-Five Kobo) while the total monetary value counter-claimed by the Companies is approximately ₦25,000,000.00 (Twenty-Five Million Naira). Please note that the amounts referred to herein do not include interest and costs, which can only be ascertained or determined after the final resolution of the cases. Ultimately, the actual liability of Mixta Nigeria and the Companies in these cases, including final awards for costs, will be as determined by the courts upon conclusion of the relevant suits.</p> <p>Based on the review of the case files provided by the Company, the Solicitors are of the opinion that Mixta Nigeria and/or the Companies are not likely to be exposed to any contingent liability. In arriving at this conclusion, we have discounted frivolous and exaggerated claims and have assumed that matters instituted against Mixta Nigeria and the Companies are being (and will continue to be) diligently defended.</p> <p>The Directors of the Company are of the opinion that none of the aforementioned cases is likely to have any material adverse effect on Mixta Nigeria and/or the Companies, and are not aware of any other pending and/or threatened claim or litigation involving Mixta Nigeria and/or the Companies other than the cases referenced above.”</p>
Events of Default:	<p>The events of default under the Bonds are as specified within the Programme Trust Deed and as modified by the Series 2, Tranche B Trust Deed. The Trustees shall notify the Commission of such event(s) of default as required by the Rules and Regulation of the Commission</p>
Governing Law:	<p>The Bonds and all related contractual documentation will be governed by, and construed in accordance with Nigerian law.</p>

¹ In total, there are sixteen (16) cases instituted against Mixta Nigeria and/or the Companies

² We note that Lakowe Lakes Golf & Country Estate, the named defendant is not a juristic person. This is a procedural matter and the Claimant is at liberty to amend or substitute Lakowe Lakes Golf & Country Estate with the proper Defendant (Summerville Golf Club Limited) in the course of the proceedings. However, there is an application by TSDC to join the suit as a defendant in the suit in order to protect the Lakowe Lakes Golf & Country Estate

USE OF PROCEEDS

After the deduction of the costs and expenses of the Issue, which are estimated at ₦33.54 million representing 1.843% of the gross issue proceeds, the net proceeds amounting to ₦1.786 billion will be utilized as follows:

Purpose	Amount =N='million	% of proceeds	Estimated Completion Period
Refinancing of existing facilities	1,357	76%	Immediate
Affordable Real Estate – Fara Park Phase II, Ajah, Lekki-Epe Expressway, Lagos	250	14%	2018
Affordable Real Estate - Residence de la Paix (RDP) Phase I & II, Km 35 Lekki-Epe Expressway, Lagos	179	10%	2018
Total	1,786	100%	

EXISTING CREDIT FACILITIES TO BE REFINANCED

- 1) Access Bank PLC ₦5,000,000,000 Term Loan secured by Tripartite Legal Mortgage on land measuring 150 hectares at KM35 Lekki-Epe expressway, Lakowe, Ibeju Lekki Local Government Area, Lagos, assignment/domiciliation of all sales proceeds on the Lakowe Lakes Project to the Company's account with Access Bank and an all assets debenture on the fixed and floating assets on Summerville Golf Club Limited.

The amount outstanding as at June 30, 2018 is ₦5,621,426,438. ₦452 million of the bond proceeds will be utilised to refinance the loan.

- 2) Mixta Real Estate PLC Series 5 ₦9,830,015,000 182-day unsecured Commercial Paper.

The amount outstanding as at June 30, 2018 is ₦9,221,341,931. ₦905 million of the bond proceeds will be utilised to refinance the Commercial Paper.

REAL ESTATE PROJECTS TO BE FINANCED

Affordable Real Estate – Fara Park Phase II, Ajah, Lekki-Epe Expressway, Lagos

Fara Park II is an affordable, well planned, mixed-use estate in Lekki, Lagos. It is a gated estate with a secure perimeter, access control and 24 hour estate security services.

Enjoy affordable living in a secure neighborhood with amenities including roads, power and water supply systems. The residential estate will consist of 2 and 3-bedroom apartments and 4-bedroom terrace homes with ample parking. All unit types are available as either Shell or Move-in Ready for a small surcharge. Fara Park II is a unique development that is well suited to middle income earners who desire quality housing, in a family-friendly and communal environment. The Estate will provide excellent infrastructure complimented by open spaces. The quality of the finishing and the quiet and serene atmosphere of Fara Park II makes it an ideal living environment. The apartments are ideal starter homes for single professionals or young families



Out of the bond proceeds, ₦250 million will be invested in the project. This is expected to be used to accelerate development works on the ongoing phase and achieve site mobilization on the house build and infrastructure for the subsequent phases as they are released into the market.

Affordable Real Estate - Residence de la Paix (RDP) Phase I & II, Km 35 Lekki-Epe Expressway, Lagos

Residence de la Paix (RDP) is modelled after the successfully executed RDP development by Mixta Senegal, and is the first affordable housing development in Mixta Nigeria’s portfolio.

Phase I was introduced in January 2016 with strong market interest in the first month of sales. All units released during the presale period have been sold out. All units are scheduled for delivery in 2018.

RDP Phase II is the continuation of the RDP development and will be located adjacent to Phase I. As it is a subsequent phase of the development, it will use most of the same approved designs of phase I. Out of the bond proceeds, ₦179 million will be invested in the RDP project for various phases of the project. This is expected to be used to accelerate development works on the ongoing phase and achieve site mobilization on the house build and infrastructure for the subsequent phases as they are released into the market.



MIXTA REAL ESTATE PLC

Up to ₦6 Billion Bond (Series 2): Up to ₦3.5 Billion Senior Guaranteed Fixed Rate Bond Due 2023 (Tranche A) & Up to ₦2.5 Billion Senior Secured Fixed Rate Bond Due 2023 (Tranche B) Under the ₦30 Billion Medium Term Note Issuance Programme

Tranche A Rating:

Aaa

Outlook: Stable
Issue Date: July 2018
Expiry Date: January 2023

Tranche B Rating:

A+

Outlook: Stable
Issue Date: July 2018
Expiry Date: January 2023

Issuer Rating: Bbb-
Issuer Expiry Date: 30 June 2019

The Tranches A & B ratings are indicative and a final rating will be based on receipt of all duly executed transaction documents. The ratings are subject to annual renewals.

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RATING RATIONALE

- Mixta Real Estate Plc ("Mixta Nigeria", MRE, "the Issuer", or "the Company") is a leading real estate development company in Nigeria. The Company has a strong track record and a diverse real estate portfolio, with operations spanning the residential, commercial, retail and leisure sectors of the Nigerian Real Estate Industry.
- Mixta Nigeria intends to issue up to ₦6 Billion Series 2 Bonds ("Series 2 Bonds" or "Series 2 Issues") in Q3 2018 in two tranches: Up to ₦3.5 Billion Tranche A Senior Guaranteed Five-Year Fixed Rate Bond Due 2023 and Up to ₦2.5 Billion Tranche B Senior Secured Five-year Fixed Rate Bond Due 2023 under its ₦30 Billion Medium Term Note Programme. The net proceeds of the Series 2 Bonds will be used to re-finance the Company's existing borrowings as well as complete ongoing real estate projects.
- The rating assigned to the Series 2 Tranche A Bond ("Tranche A Bond" or "Tranche A Issue") reflects the rating of GuarantCo ("the Guarantor"). The guarantee covers 100% of the principal amount of up to ₦3.5 billion and a one-time coupon payment upon the execution of the Deed of Guarantee. Incorporated under the laws of Mauritius as a limited liability company, GuarantCo is a development finance institution sponsored by the development agencies and governments of the United Kingdom, Australia, the Netherlands, Sweden and Switzerland through the Private Infrastructure Development Group (PIDG) and FMO (the Dutch Development Bank). Headquartered in London, United Kingdom, GuarantCo benefits from a counter-guarantee arrangement with Barclays and KfW¹.
- In April 2018, Moody's Investors Service affirmed its "A1" rating of GuarantCo. Similarly, Fitch Ratings equally affirmed its "AA-" rating of the Guarantor in May 2018, which is indicative of GuarantCo's solid capital position as well as its established track record of providing local currency guarantees to finance private infrastructure projects in emerging markets. Agusto & Co. is of the opinion that these international foreign currency ratings of GuarantCo is equivalent to a "Aaa" long-term national scale rating.

¹ KfW is a German Government-owned development bank, based in Frankfurt.

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- The rating for the Series 2 Tranche B Bond ("Tranche B" Bond or Tranche B Issue") is supported by the mortgaged asset provided as security for the Issue upon the execution of the Deed of Third Legal Mortgage which shall be perfected and stamped to cover an initial secured amount of ₦250 million. In addition, the Issuer shall, prior to the date of execution of the Trust Deed, provide the Security Trustee with the required sum (to be held in an escrow account) for the purpose of perfecting the Deed of Third Party Legal Mortgage to the full value of the total principal amount (₦2.5 billion), in the event of an enforcement scenario.
- Based on the Valuation Report issued by Knight Frank Nigeria (Estate Surveyors & Valuers), the 76 hectares parcel of land, which will be used to secure the Tranche B Bond, had a market value of ₦6.8 billion as at 2 July 2018. Given our adjusted valuation, we have estimated that the value of the mortgaged property could only cover the aggregate principal amount plus assumed interest due upon recovery about 1.06 times in a Worst Case Scenario. However, we reckon that the coverage ratio would be 1.5 times in the Base Case Scenario.
- Mixta Nigeria has a vast land bank measuring 16 million square metres (with only about 40% currently under development). The Company's financial condition is characterised by adequate working capital, moderate leverage but low profitability. The obligations of the Series 2 Bonds shall be redeemed primarily from the Company's operating cash flows. However, in the event of default in meeting the Bonds' obligations as and when due, the Guarantee provided by GuarantCo (in the case of the Tranche A Bond) or the mortgage security (in the case of the Tranche B Bond) shall be called upon to settle such claims.
- The proposed Series 2 Tranche A Bond will attract a fixed coupon rate (to be determined via a book building process) with a tenor of five years. The Tranche A Bond's coupon shall be payable semi-annually in arrears on the coupon payment date over its duration. The principal will also be repaid half-yearly after the expiration of a two-year moratorium upon issuance. The Tranche A Issue is supported by the unconditional and irrevocable guarantee of GuarantCo ("the Guarantor"). The guarantee shall cover 100% of the principal amount (up to ₦3.5 billion) and a one-time (i.e. 6 months) coupon payment upon the execution of the Deed of Guarantee. The Bond constitutes a direct, senior and guaranteed obligation of the Issuer and shall at all times rank at least equally with all other unsubordinated indebtedness and monetary obligations (present and future) of the Issuer and the Guarantor respectively.

- The Series 2 Tranche B Bond ("Tranche B" Bond or Tranche B Issue") will equally attract a fixed coupon rate, which will be paid semi-annually in arrears over the five-year tenor of the Issue. The Tranche B Bond will also enjoy a two-year moratorium regarding principal repayments from the date of issuance, after which it will be amortised semi-annually over the remaining duration of the Issue. The Series 2 Tranche B Bond shall be secured by the execution and perfection of a Deed of Third Party Legal Mortgage between the Issuer, Toll System Development Company Limited² and FBNQuest Trustees (acting as Security Trustee on behalf of Bondholders) on the secured asset.
- The Tranche B Bond shall constitute direct, unconditional and senior debt obligation of the Issuer and, upon perfection of the Deed of Third Party Legal Mortgage, shall be secured by Mixta Nigeria. The payment obligations of the Issuer regarding principal repayments and coupon shall at all times rank equally with all other senior unsubordinated obligations of the Company.
- In line with the Tranches A and B Trust Deeds, separate payment accounts shall be opened in the name of the joint trustees for both Bonds not later than ten days after the issue date. The payment accounts shall be under the custody and administration of the joint trustees for the benefit of the Series 2 Tranches A and B Bondholders. The Issuer shall ensure that funds required to meet any of its payment obligations under the Trust Deed shall be paid into the respective payment accounts at least five business days before the next coupon payment date. The joint trustees include Coronation Trustees Ltd, FBNQuest Trustees Ltd, Stanbic IBTC Trustees Ltd, Union Trustees Ltd and Vetiva Trustees Ltd.
- Based on Agosto & Co.'s review of the Issuer's financial forecast over the duration of the Series 2 Tranches A & B Bonds, we believe that the sensitized cash flow is satisfactory, evidenced by an operating cash flow to interest payments and cash balance to total debt service ratios of 4.93 times and 1.23 times respectively over the tenor of the both Issues.
- Based on the foregoing, Agosto & Co. hereby assigns an indicative "Aaa" rating to the Series 2 Tranche A Bond and "A+" rating to the Series 2 Tranche B Bond with a **stable** outlook. We have also affirmed the Issuer's "Bbb-" rating.

² Toll System Development Company Limited, which is a subsidiary of Mixta Nigeria, is the legal and beneficial owner of the secured asset



Figure 1: Mixta Nigeria's Strengths , Weakness, Opportunities & Threats



AMORTISATION SCHEDULE

Period	Principal beginning balance (₺)	Payment (₺)	Coupon (₺)	Principal (₺)	Principal Ending balance (₺)
September 2018	-	-	-	-	1,820,000,000
March 2019	1,820,000,000	161,525,000	161,525,000	-	1,820,000,000
September 2019	1,820,000,000	161,525,000	161,525,000	-	1,820,000,000
March 2020	1,820,000,000	161,525,000	161,525,000	-	1,820,000,000
September 2020	1,820,000,000	161,525,000	161,525,000	-	1,820,000,000
March 2021	1,820,000,000	303,525,000	161,525,000	142,000,000	1,678,000,000
September 2021	1,678,000,000	290,922,500	148,922,500	142,000,000	1,536,000,000
March 2022	1,536,000,000	458,320,000	136,320,000	322,000,000	1,214,000,000
September 2022	1,214,000,000	429,742,500	107,742,500	322,000,000	892,000,000
March 2023	892,000,000	525,165,000	79,165,000	446,000,000	446,000,000
September 2023	446,000,000	485,582,500	39,582,500	446,000,000	-

EXTRACT OF THE TRUST DEED

CLAUSE 2

2. THE BONDS

- 2.1 The Issuer shall issue and offer the Tranche B Bonds in an aggregate nominal amount of ₦1,820,000,000 (one billion, eight hundred and twenty million Naira) and the Bonds issued hereunder shall be constituted by this Deed without further formality.
- 2.2 The Bonds shall constitute a single class and shall be direct unconditional, fixed rate, senior and, upon perfection of the Deed of Legal Mortgage, secured obligations of the Issuer subject to the provisions of Condition 1.3(ii) of the Schedule to this Trust Deed.
- 2.3 The Bonds constitute an irrevocable obligation of the Issuer and the aggregate Principal Amount of the Bonds to be issued hereunder is limited to ₦1,820,000,000 (one billion, eight hundred and twenty million Naira).
- 2.4 The Bonds shall be issued by way of an offer for subscription through a book building process.
- 2.5 Subject to the approval of the Exchange, the Bonds shall be, and the Issuer shall ensure that the Bonds are, listed on the Exchange.
- 2.6 The Bonds will be issued in denominations of ₦1,000.00 (one thousand Naira) each with a minimum subscription of ₦10,000,000.00 (ten million Naira) and multiples of ₦1,000,000.00 (one million Naira) thereafter.
- 2.7 The tenor of the Bonds shall be for a period of 5 (five) years.
- 2.8 The Bonds shall rank *pari passu* among themselves and equally with all other existing senior and, upon perfection of the Deed of Legal Mortgage, secured obligations of the Issuer, from time to time outstanding, except for obligations mandatorily preferred by law applying to companies generally.

TERMS AND CONDITIONS

1.3 Status of the Bonds

The Bonds are direct, unconditional and senior debt obligations of the Issuer as set out in this Condition, which, upon perfection of the Deed of Legal Mortgage, will be secured by the Issuer and which shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds and in respect of principal and any Coupon thereon shall at all times rank equally with all other senior obligations of the Issuer, present and future but in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

Provided that it is hereby agreed that:

- i. the Deed of Legal Mortgage shall be initially stamped to cover an initial secured amount that represents 10% of the value of the Tranche B Bonds ("Initial Secured Amount");
- ii. the Issuer shall, prior to the date of execution of this Trust Deed provide the Security Trustee with such an amount which shall be held in escrow for the purpose of up stamping the Deed of Legal Mortgage ("Escrowed Amount"), in an enforcement scenario, from the Initial Secured Amount to the full value of the aggregate Principal Amount; and
- iii. the Issuer shall increase the Escrowed Amount if so required by the Security Trustee as a result of a change in the Applicable Law or directive of an Authority.

2.4 Payment Account

- 2.4.1 The Issuer shall establish an account called the “Payment Account” not later than ten (10) Business Days after the Issue Date which shall be opened in the name of the Trustees, i.e. **CORONATION/FBNT/ STANBIC/UTL/VETIVA TRUSTEES – MIXTA (SERIES 2 – TRANCHE B) BOND PAYMENT ACCOUNT** and shall also be under the custody and administration of the Trustees on behalf of the Bondholders.
- 2.4.2 The Issuer shall ensure that funds required to meet any of its payment obligations under this Trust Deed shall be paid into the Payment Account at least 5 (five) Business Days before the next Coupon Payment Date.

12. Events of Default

- 12.1 The Events of Default set out in Condition 17 of the First Schedule to the Programme Trust Deed are hereby incorporated and shall apply to this Trust Deed.
- 12.2 For the purpose of the Tranche B Bonds, the following events shall, in addition to Condition 12.1 above, also constitute Events of Default;

i. **Downgrade of the Issuer’s Credit Rating**

If the credit rating of the Issuer is reduced below a minimum of “BBB-” (triple B minus) or its equivalent as determined by any of the Rating Agencies.

ii. **Subsequent unenforceability of the Security**

If the Security, or any of the Obligors’ (as defined under the Deed of Legal Mortgage) obligations under the Deed of Legal Mortgage become unenforceable or unlawful in any applicable jurisdiction or contrary to any official sanction(s) to which the Obligors may be subject to from time to time for the Obligors to perform any of their obligations under the Security and no alternative security arrangement, which is satisfactory to the Trustees, is established within 20 (twenty) days from the date on which the notice of unenforceability/illegality is delivered to the Security Trustee.

iii. **Non-Completion of the Perfection of the Deed of Legal Mortgage**

If the Issuer does not complete the perfection of the Security Trustee’s legal interest created by the Deed of Legal Mortgage within twelve (12) months from the date of execution of Deed of Legal Mortgage.

PROCEDURE FOR APPLICATION AND ALLOTMENT

1. Invitation for Participation

Qualified Investors are hereby invited to participate in the Issue through any of the Issuing Houses/Book Runners.

- 1.1 The Book Build opens on September 6, 2019, and closes on September 19, 2018. Orders must be for a minimum of ₦10,000,000 (Ten million Naira) and in integral multiples of ₦1,000,000 (One million Naira) thereafter.
- 1.2 Participation Amount(s) and Bid Coupon Rate(s) (“Orders”) should be entered in the space provided in the prescribed Commitment Form attached to this Prospectus.
- 1.3 By completing and submitting the Commitment Form, each Participant hereby agrees that the Order is irrevocable and, to the fullest extent permitted by law, the obligations in respect thereof shall not be capable of rescission or termination by any Participant.
- 1.4 Participants may place order for the Bonds at any price within the price range subject to the Minimum Participation Amount and the terms and conditions stated on the Commitment Form.
- 1.5 A corporate Applicant should affix its official seal in the box provided and state its incorporation (RC) Number or, in the case of a corporate foreign subscriber, its appropriate identification/incorporation number in the jurisdiction in which it is constituted.
- 1.6 An individual Applicant should sign the declaration and write his/her full name, address and daytime telephone number on the Commitment Form. Joint applicants must all sign the Commitment Form.
- 1.7 Upon the completion and submission of the Commitment Form, the Participant is deemed to have authorized the Issuer and the Issuing Houses/Book Runners to effect the necessary changes in the Prospectus as would be required for the purposes of filing an application for the clearance and registration of the Final Pricing Supplement with the SEC. The Commitment Form shall be considered as the Application Form for the purposes of registration of the Final Pricing Supplement with the SEC.
- 1.8 Participants shall be entitled to a maximum of three bids on one (1) Commitment Form and such orders shall not be considered as multiple or separate applications.
- 1.9 The Commitment Form presents the Participant with the choice to bid for up to three optional Bid Coupon Rates within the Price Range and to specify the Participation Amount in each option. The Bid Coupon Rates and the Participation Amounts submitted by the Participant in the Commitment Form will be treated as optional demands from the Participant and will not be cumulated.
- 1.10 After determination of the Coupon Rate, the maximum Participation Amount specified by a Participant at or below the Clearing Price will be considered for allocation and the rest of the order(s), irrespective of the corresponding Bid Coupon Rate(s), will become automatically invalid.
- 1.11 The Issuer in consultation with the Book Runners reserves the right not to proceed with the Issue at any time including after the Book Building Opening Date but before the Allotment Date without assigning any reason thereof subject to notifying the Commission.

2. Payment Instructions

Successful Applicants should ensure that payment of the Participation Amounts is received on the **Completion Meeting Date** via the Real Time Gross Settlement (“RTGS”) or NIBSS Electronic Fund Transfer (“NEFT”) into the following designated Issue Proceeds Account domiciled with the Receiving Bank:

Account Name	Bank	Account Number	Narration
Mixta Nigeria Series 2 Bond Issue Proceeds Account	FBNQuest Merchant Bank Limited	1100001494	[Investor Name]/Mixta Nigeria Bond


3. Allocation/Allotment

- 3.1 On the Pricing Date, the Issuing Houses will analyse the demand of submitted bids and in consultation with the Issuer, finalise the allocations to each Applicant. Allocation Confirmation Notices will be sent to successful Applicants thereafter.
- 3.2 The members of the Board of Directors of Mixta Nigeria and the Issuing Houses reserve the right to accept or reject any application in whole or in part for not complying with the terms and conditions of the Issue.
- 3.3 Upon clearance of the Final Prospectus by the SEC, allotment shall be effected in dematerialised (uncertificated) form. Participants will receive the Bonds in dematerialised form and are mandatorily required to specify their CSCS Account Number, the name of their Stockbroking Firm and the Clearing House Number ("CHN") in the spaces provided on the Commitment Form. Allotment of Bonds in dematerialised form shall be effected not later than 15 (fifteen) Business Days from the Allotment Date, subject to the provision of accurate / correct information.

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

4. Bank Account Details

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

BID/COMMITMENT FORM																							
LEAD ISSUING HOUSE/BOOK RUNNER				FBNQUEST MERCHANT BANK LIMITED RC:264978				Book Building Opens Thursday, September 06, 2018				Book Building Closes Wednesday, September 19, 2018											
JOINT ISSUING HOUSES/BOOK RUNNERS																							
ARM SECURITIES LIMITED RC: 125242				CORONATION MERCHANT BANK LIMITED RC:207138																			
FSDH MERCHANT BANK LIMITED RC: 199528			STANBIC IBTC CAPITAL LIMITED RC: 1031358			VETIVA CAPITAL MANAGEMENT LIMITED RC: 485600																	
 <p style="text-align: center;">MIXTA REAL ESTATE PLC Offer for Subscription via Book Building N1,820,000,000 Fixed Rate Senior Secured Bond Due 2023 (Being Tranche B, Series 2 Bonds under the Mixta Real Estate PLC N30 Billion Medium Term Note Programme) Issued at N1,000 Per Unit</p>																							
Orders must be in accordance with the instructions set out in this Red Herring Prospectus. Care must be taken to follow these instructions as applications that do not comply may be rejected. If you are in any doubt, please consult your Stockbroker, Accountant, Banker, Solicitor or any professional adviser for guidance.																							
Please complete all relevant sections of this form USING BLOCK LETTERS WHERE APPLICABLE																							
Participant's status (please tick)		Date(dd/mm/yy):						Control No. (for Registrars Use only)															
		<table border="1" style="margin: auto;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>																					
High net worth individual		DECLARATION:																					
Fund managers		<input checked="" type="checkbox"/> I/We confirm that I am/we are qualified persons to participate in this Bond issue in accordance with applicable SEC rules and regulations																					
Pension fund administrators																							
Insurance companies		<input checked="" type="checkbox"/> I/We confirm that I/we have read the Red Herring Prospectus dated September 27, 2018, and that my/our order(s) is/are set on the terms set therein.																					
Investment/Unit trusts																							
Multilateral/Bilateral Institution		<input checked="" type="checkbox"/> I/We irrevocably undertake and confirm my/our order(s) for the Bonds equivalent to my/our Participation Amount(s) set out below at the coupon rate to be discovered through the book building																					
Market makers																							
Staff scheme		<input checked="" type="checkbox"/> I/We authorize Issuer to amend the Red Herring Prospectus as may be required for filing of the final Prospectus with the SEC without recourse to me/us and use this Commitment Form as the Application Form for the purpose of this Issue																					
Trustees/custodians																							
Stockbroking firms		<input checked="" type="checkbox"/> I/We note that the Issuer and the Issuing Houses/Book Runners are entitled in their absolute discretion to accept or reject this order.																					
Resident Corporate Investors																							
Private Equity Funds		<input checked="" type="checkbox"/> I/We agree to accept the participation amount as may be allocated to me/us subject to terms in this Red Herring Prospectus																					
Hedge funds																							
Banks		<input checked="" type="checkbox"/> I/We authorize you to enter my/our name(s) in the Register of Holders as holders of the Bonds that may be allotted to me/us and to register my/our address as given below.																					
Participation details (the participation amounts(s)) and Bid Coupon rates(s) being offered must be set out in the boxes below)																							
Participants have the option to make maximum of three orders on the Commitment Form and such options shall not be considered as multiple applications. All orders must be for a minimum of N10,000,000 (Ten Million Naira) and multiples of N1,000,000 (One Million Naira) thereafter																							
ORDER 1																							
Participation amount (minimum of N10,000,000 and multiples of N1,000,000 thereafter)										BID COUPON RATE													
IN FIGURES																							
IN WORDS																							
ORDER 2																							
Participation amount (minimum of N10,000,000 and multiples of N1,000,000 thereafter)										BID COUPON RATE													
IN FIGURES																							
IN WORDS																							
ORDER 3																							
Participation amount (minimum of N10,000,000 and multiples of N1,000,000 thereafter)										BID COUPON RATE													
IN FIGURES																							
IN WORDS																							

COMMITMENT FORM REVERSE SIDE

GUIDE TO APPLICATION	
Number of Bonds applied for	Amount payable
100,000 Minimum	N(10,000,000)
Subsequent Multiples	N(1,000,000)

Number of Units applied for	_____
Value of Units applied for	_____
Cheque Details	_____
Value of Cheque/Bank draft	_____
Name of Bank /branch	_____
Cheque Number	_____
CSCS	_____
CHN	_____

PLEASE COMPLETE IN BLOCK LETTERS AND IN BLACK

A APPLICANTS DETAILS

Surname/Corporate Name:

Other Names (for Individual Applicant Only):

Full Postal Address:

City: **State:**

Land Phone Number: **Mobile (GSM) Phone:**

Email Address:

Contact Person (For corporate applicant)/Next of Kin (For individual applicant)

FOR REGISTRARS USE ONLY
CONTROL NUMBER

Number of Bonds Applied for

Number of Bonds Allotted

Amount Paid
<u>N</u> _____
Value of Bonds Allotted
<u>N</u> _____
Amount to be Returned
<u>N</u> _____
Cheque No/Transfer Details

Stamp of Issuing House

PARTICIPANT'S CSCS ACCOUNT NO

PARTICIPANT'S CHN NO

Name of Stockbroking Firm

B. SIGNATORY(IES) (CORPORATE ONLY)

1. Name (Surname first)

Designation: _____ Signature & Date: _____

2. Name (Surname First)

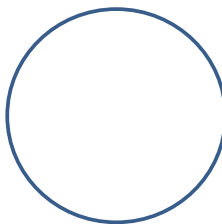
Designation: _____ Signature & Date: _____

C. BANK DETAILS

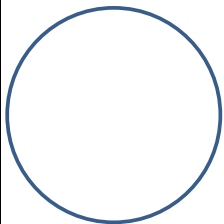
Name of bank/branch

Account number

INCORPORATION NUMBER & COMPANY SEAL OF CORPORATE APPLICANT



STAMP OF RECEIVING AGENT



united securities >>>

Registrars' office: 10 Amodu Ojikutu Street,
 Off Bishop Oluwole Street Victoria Island,
 Lagos
 Tel; 01-2714566-7
info@unitedsecuritieslimited.com