

RED HERRING PROSPECTUS – FOR PRICE DISCOVERY PURPOSES

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INVESTING IN THIS OFFER CONTAINS RISKS. FOR INFORMATION ABOUT CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" ON PAGES 63 TO 65 OF THE SHELF PROSPECTUS ISSUED IN CONNECTION WITH THE PROGRAMME.



ARDOVA PLC (RC 4119)

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

**₦11,444,000,000 13.30% SERIES 1 (TRANCHE A) BONDS DUE 2028
UNDER THE ₦60,000,000,000 BOND ISSUANCE PROGRAMME**

**ISSUE PRICE: ₦1,000 PER UNIT PAYABLE IN FULL ON APPLICATION
APPLICATION LIST OPENS: 07 OCTOBER 2021
APPLICATION LIST OPENS: 18 OCTOBER 2021**

THIS PRICING SUPPLEMENT IS PREPARED PURSUANT TO RULES 279(3)(B) AND 321 OF THE RULES AND REGULATIONS OF THE SEC, 2013 (AS AMENDED), THE LISTING REQUIREMENTS OF THE FMDQ SECURITIES EXCHANGE LIMITED ("FMDQ") AND THE RULES AND REGULATIONS OF THE NIGERIAN EXCHANGE LIMITED ("NGX") IN CONNECTION WITH THE ISSUANCE OF UP TO ₦22,000,000,000 BONDS UNDER THE ₦60,000,000,000 BOND ISSUANCE PROGRAMME ESTABLISHED BY ARDOVA PLC (THE "ISSUER" OR "ARDOVA"). THIS PRICING SUPPLEMENT IS SUPPLEMENTAL TO AND SHOULD BE READ IN CONJUNCTION WITH THE SHELF PROSPECTUS, DATED THE 12 NOVEMBER, 2021 AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME AND WITH ALL DOCUMENTS WHICH ARE INCORPORATED THEREIN BY REFERENCE. ANY CAPITALISED TERMS DEFINED IN THE SHELF PROSPECTUS HAVE THE SAME MEANING WHEN USED IN THIS PRICING SUPPLEMENT EXCEPT OTHERWISE EXPRESSLY STATED. TO THE EXTENT THAT THERE IS ANY CONFLICT OR INCONSISTENCY BETWEEN THE CONTENTS OF THIS PRICING SUPPLEMENT AND THE SHELF PROSPECTUS, THE PROVISIONS OF THIS PRICING SUPPLEMENT SHALL PREVAIL.

THIS PRICING SUPPLEMENT MAY BE USED TO OFFER AND SELL THE BONDS ONLY IF ACCOMPANIED BY THE SHELF PROSPECTUS AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME. A COPY OF THIS PRICING SUPPLEMENT HAS BEEN DELIVERED TO THE COMMISSION FOR REGISTRATION. A COPY OF THE PRICING SUPPLEMENT WILL ALSO BE MADE AVAILABLE FOR DOWNLOAD ON THE RESPECTIVE WEBSITES OF THE COMMISSION (WWW.SEC.GOV.NG) AND THE ISSUER (WWW.ARDOVAPLC.COM), THROUGHOUT ITS VALIDITY PERIOD. COPIES OF THIS PRICING SUPPLEMENT AND THE SHELF PROSPECTUS CAN BE OBTAINED AT NO COST AT THE OFFICES OF THE ISSUER AND THE ISSUING HOUSES. THE OFFER IS OPEN TO HIGH NET-WORTH INVESTORS AND QUALIFIED INSTITUTIONAL INVESTORS, AS DEFINED IN THE RULES AND REGULATIONS OF THE SEC.

THE BONDS DESCRIBED HEREIN ARE ISSUED ON AND ARE SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE SHELF PROSPECTUS AS AMENDED AND/OR SUPPLEMENTED BY THE TERMS AND CONDITIONS CONTAINED IN THIS PRICING SUPPLEMENT. THE REGISTRATION OF THE SHELF PROSPECTUS AND THIS PRICING SUPPLEMENT SHALL NOT BE TAKEN TO INDICATE THAT THE COMMISSION ENDORSES OR RECOMMENDS THE SECURITIES WHICH FORMS THE SUBJECT MATTER HEREOF OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THE SHELF PROSPECTUS OR THIS PRICING SUPPLEMENT. NO SECURITIES WILL BE ALLOTTED OR ISSUED ON THE BASIS OF THE SHELF PROSPECTUS READ TOGETHER WITH THIS PRICING SUPPLEMENT/SUPPLEMENTARY PROSPECTUS LATER THAN THREE YEARS AFTER THE DATE OF THE ISSUE OF THE SHELF PROSPECTUS UNLESS THE VALIDITY PERIOD (AS SUBSEQUENTLY DEFINED) IS EXTENDED BY THE COMMISSION. THIS PRICING SUPPLEMENT CONTAINS PARTICULARS IN COMPLIANCE WITH THE REQUIREMENTS OF THE COMMISSION FOR THE PURPOSE OF GIVING INFORMATION WITH REGARD TO THE SECURITIES BEING ISSUED HEREUNDER (THE "SERIES 1 (TRANCHE A) BONDS" OR "BONDS"). APPLICATION HAS BEEN MADE TO THE [FMDQ AND THE NGX FOR THE ADMISSION OF THE BONDS TO THE DAILY QUOTATIONS LIST AND THE DAILY OFFICIAL LIST, RESPECTIVELY]. THE BONDS ALSO QUALIFY AS A SECURITY IN WHICH TRUSTEES MAY INVEST UNDER THE TRUSTEE INVESTMENTS ACT CHAPTER T22, LAWS OF THE FEDERATION OF NIGERIA 2004.

THE DIRECTORS ACCEPT RESPONSIBILITY FOR THE INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT AND DECLARE THAT HAVING TAKEN REASONABLE CARE TO ENSURE THAT THE INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT IS, TO THE BEST OF THEIR KNOWLEDGE, IN ACCORDANCE WITH THE FACTS AND DOES NOT OMIT ANYTHING LIKELY TO AFFECT THE IMPORT OF SUCH INFORMATION AND THAT SAVE AS DISCLOSED HEREIN, NO OTHER SIGNIFICANT NEW FACTOR, MATERIAL MISTAKE OR INACCURACY RELATING TO THE INFORMATION INCLUDED IN THE SHELF PROSPECTUS AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME HAS ARISEN OR HAS BEEN NOTED, AS THE CASE MAY BE, SINCE THE PUBLICATION OF THE SHELF PROSPECTUS AS AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME. IT IS A CIVIL WRONG AND A CRIMINAL OFFENCE UNDER THE ISA TO ISSUE A PROSPECTUS WHICH CONTAINS FALSE OR MISLEADING INFORMATION. INVESTORS ARE ADVISED TO NOTE THAT LIABILITY FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PRICING SUPPLEMENT IS PROVIDED FOR IN SECTIONS 85 AND 86 OF THE ISA.

INVESTORS MAY CONFIRM THE CLEARANCE OF THE PROSPECTUS AND REGISTRATION OF THE SECURITIES WITH THE SECURITIES AND EXCHANGE COMMISSION BY CONTACTING THE COMMISSION ON SEC@SEC.GOV.NG OR +234(0)94621100; +234(0) 94621168.

Lead Issuing House/Bookrunner



Joint Issuing House/Bookrunner



THIS PRICING SUPPLEMENT IS DATED 12 NOVEMBER, 2021

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DEFINITION OF TERMS

The following definitions apply throughout this document except where otherwise stated:

"Allocation Confirmation Notices"	The notification to each Applicant confirming the Bonds allocated to the Applicant following the conclusion of the Book Build and determination of the relevant clearing price
"Allotment"	The issue of Bonds to successful investors pursuant to the relevant Pricing Supplement
"Allotment Date"	The date on which Bonds are allotted to successful investors
"Arдова" or the "Company" or the "Issuer"	Arдова Plc
"Applicant"	A Qualified Investor who offers to purchase the Series 1 (Tranche A) Bonds and submits Commitment Form(s) to the Book Runner
"Auditors"	Deloitte and Touche
"Bid Coupon Rates"	The coupon rate or price at which an Applicant offers to purchase the Series 1 (Tranche A) Bonds
"Board" or "Board of Directors" or "Directors"	Board of Directors of Arдова in the relevant context, comprising those persons whose names appear on page 6 of this Pricing Supplement
"Bonds"	The Series 1 (Tranche A) Bonds issued in accordance with the terms of the Shelf Prospectus and this Pricing Supplement
"Bondholder" or "Holder"	Any registered owner of the Series 1 (Tranche A) Bonds
"Book Building"	As defined in SEC Rule 321, 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 the demand from Qualified Investors
"Clearing Price"	The final Coupon Rate for the Series 1 (Tranche A) Bonds agreed among the Issuer and Issuing Houses following the Book Build
"Coupon" or "Coupon Rate"	The interest paid on the Series 1 (Tranche A) Bonds periodically, expressed as a percentage of the face value of the Series 1 (Tranche A) Bonds
"Coupon Commencement Date"	The Issue Date for the Series 1 (Tranche A) Bonds, from which Coupon on the Series 1 (Tranche A) Bonds will begin to accrue
"Coupon Payment Date"	The date on which any Coupon falls due for payment to the Bondholders as specified in this Pricing Supplement
"CSCS"	Central Securities Clearing System, operated by Central Securities Clearing System Plc
"CSD" or "Depository"	CSCS or FMDQ Depository Limited
"Daily Official List"	The daily publication of the Exchange detailing price movements and information on all securities quoted on The Exchange
"Daily Quotation List"	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
"DataPro"	DataPro Limited
"Exchange"	FMDQ, The Nigerian Exchange Limited and/or relevant securities exchange
"Fixed Rate Bonds"	Bonds in respect of which Coupon is to be calculated and paid on a fixed rate basis

DEFINITION OF TERMS


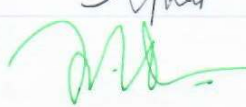
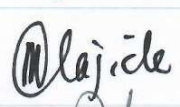

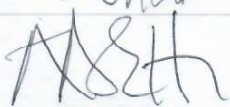
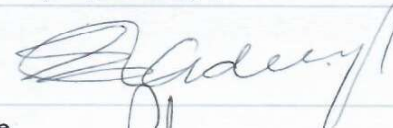
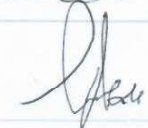
"GCR"	Global Credit Rating Company Limited
"ISA"	Investments and Securities Act No. 29 of 2007 (as amended from time to time)
"Issue"	The issue of the Series 1 (Tranche A) Bonds to Qualified Investors
"Issue Date"	The date on which the Series 1 (Tranche A) Bonds are issued
"Issue Price"	The price at which the Series 1 (Tranche A) Bonds are issued
"Issuing Houses"	The Lead Issuing House and the Joint Issuing House
"Joint Issuing House"	Stanbic IBTC Capital Limited
"Lead Issuing House"	Vetiva Capital Management Limited
"Minimum Participation Amount"	₦10,000,000.00 (Ten Million Naira), and multiples of ₦1,000 thereafter as stated on the Commitment Form. Bids below the Minimum Participation Amount will be disregarded unless they form part of a cumulative bid from the same investor that is greater than the Minimum Acceptable Subscription. Final allotment to respective bidders may be less than the Minimum Acceptable Subscription if bids must be pro-rated for any reason
"Participation Amount"	The amount an Applicant offers for the purchase of the Series 1 (Tranche A) Bonds
"Pricing Supplement"	This supplemental prospectus which contains relevant information relating to the Series 1 (Tranche A) Bonds, including but not limited to, details about the price, amount, issue date and maturity date of the Series 1 (Tranche A) Bonds
"Principal" or "Principal Amount"	The nominal amount of each Bond, as specified in the applicable Pricing Supplement
"Programme"	The ₦60,000,000,000 (Sixty Billion Naira) bond issuance programme registered with the SEC by the Issuer as described in the Shelf Prospectus
"Programme Trust Deed"	The Programme Trust Deed entered into by the Issuer and the Trustees dated 12 November, 2021
"Qualified Institutional Investor(s)"	Qualified Institutional Investors as defined in Rule 321 of the SEC Rules
"Rating Agencies"	Global Credit Rating Company Limited and DataPro Limited
"Record Date"	The date on which the list of Holders of the Bonds is extracted from the Register for the purposes of making Principal Amount and Coupon payments
"Registrar" or "Registrars"	Africa Prudential Plc or any other person so appointed by the Issuer
"Register"	The record maintained by the Registrar detailing amongst others, the particulars of Bondholders, nominal amount of Bonds held by each Bondholder and all subsequent transfers and changes in ownership of the Bonds
"SEC" or "Commission"	Securities and Exchange Commission, Nigeria
"SEC Rules"	The rules and regulations of the SEC (issued pursuant to the ISA) and as may be amended from time to time
"Series"	Tranche of Bonds (as applicable) together with any further Tranche or Tranches of Bonds which are identical in all respects except for their respective Issue Dates, Bond Maturity Dates, Coupon

DEFINITION OF TERMS

	Commencement Dates and/or Issue Prices (as applicable)
"Series Trust Deed"	The deed supplementing or modifying the provisions of the Programme Trust Deed entered into by the Issuer and the Trustees and empowering the Trustees in relation to the issuance of the Series 1 (Tranche A) Bonds
"Shelf Prospectus" or "Prospectus"	The Shelf Prospectus approved by the SEC and dated 12 November, 2021 that the Issuer filed in accordance with the SEC Rules
"The Exchange" or "NGX"	Nigerian Exchange Limited
"Trustees"	Vetiva Trustees Limited, Stanbic IBTC Trustees Limited and ARM Trustees Limited
"Validity Period"	A period not exceeding three (3) years from the date of the Shelf Prospectus, save as may be extended further to the approval of the SEC

PARTIES TO THE PROGRAMME


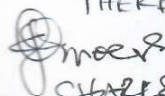
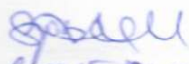
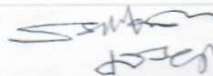
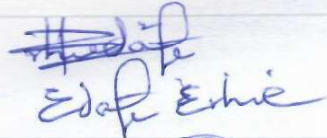


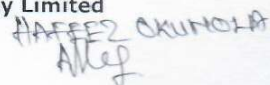

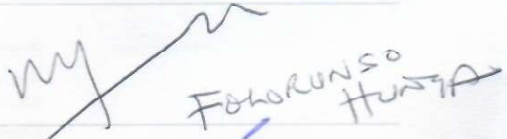

Ardova Plc Directors and Company Secretary

Chairman	AbdulWasiu O. Sowami 1, AP/Conoil Road Ijora-Apapa, Lagos	
Chief Executive Officer	Olumide Adeosun 1, AP/Conoil Road Ijora-Apapa, Lagos	
Executive Director	Moshood Olajide 1, AP/Conoil Road Ijora-Apapa, Lagos	
Non-Executive Director	Mohammed Aminu Umar 1, AP/Conoil Road Ijora-Apapa, Lagos	
Independent Non-Executive Director	Aniola Durosinmi-Etti 1, AP/Conoil Road Ijora-Apapa, Lagos	
Independent Non-Executive Director	Olusola Adeeyo 1, AP/Conoil Road Ijora-Apapa, Lagos	
Company Secretary	Oladeinde Nelson-Cole 1, AP/Conoil Road Ijora-Apapa, Lagos	

Professional Parties

Lead Issuing House	Vetiva Capital Management Limited Plot 266B, Kofo Abayomi Street Victoria Island Lagos	 Chuka Esekwa
Joint Issuing House	Stanbic IBTC Capital Limited I.B.T.C. Place, Walter Carrington Crescent Victoria Island Lagos	 Olusola Ogunro
Solicitor to the Issue	Banwo & Ighodalo 48, Awolowo Road South-West Ikoyi Lagos	 Azeem Musa-Sadiq

PARTIES TO THE PROGRAMME

Trustees	<p>Vetiva Trustees Limited Plot 266B, Kofo Abayomi Street Victoria Island, Lagos</p> <p>Stanbic IBTC Trustees Limited Wealth House Plot 1678, Olakunle Bakare Close Victoria Island, Lagos</p> <p>ARM Trustees Limited 1, Mekuwen Road Off Oyinkan Abayomi Drive Ikoyi, Lagos</p> <p>Joint Trustees Advised by: Aluko & Oyebo 1, Murtala Muhammed Drive Ikoyi, Lagos</p>	<p> THERESA ORJI</p> <p> CHARLES OMOERA</p> <p> GBOLAGBE ALORINWA</p>
Registrar	<p>Africa Prudential Plc 220B, Ikorodu Road Palmgrove, Lagos</p>	<p> JOSEPH OLORUN</p>
Reporting Accountant	<p>PricewaterhouseCoopers Landmark Towers 5B, Water Corporation Road Victoria Island, Lagos</p>	<p> EDAFE EHIN</p>
Stockbrokers	<p>Stanbic IBTC Stockbrokers Limited I.B.T.C. Place, Walter Carrington Crescent Victoria Island, Lagos</p> <p>Dominion Trust Limited 64, Norman Williams Street Ikoyi, Lagos</p>	<p> BUNMI OLORUNTIMEHIN</p> <p> OSHINOWO ADEWUGA</p>
Rating Agencies	<p>Global Credit Rating Company Limited 17th Floor, New Africa House 31, Marina Lagos</p> <p>DataPro Limited Ground Floor, Foresight House 163-165 Broad Street Lagos</p>	<p> AFEEZ OKUNOLA</p> <p> MATTHEW JESSE OLADELE</p>
Auditors	<p>Deloitte and Touche Civic Towers, Plot GA1 Ozumba Mbadiwe Road Victoria Island, Lagos</p>	<p> FOLORUNSO HUNS</p>
Receiving Bank	<p>Stanbic IBTC Bank Plc I.B.T.C. Place, Walter Carrington Crescent Victoria Island, Lagos</p>	<p> ERIC FAJEMISIN</p>

SUMMARY OF THE OFFER

Issuer:	Arдова Plc
Description of the Bond:	7 year 13.30% fixed rate senior unsecured bonds due 2028
Series Number:	1
Tranche:	A
Specified Currency:	Nigerian Naira (₦)
Aggregate Nominal Amount:	₦11,444,000,000
Issue Price:	At par, ₦1,000 per unit of the Bond
Net Proceeds:	₦11,192,385,877.70
Minimum Participation Amount:	Minimum of ₦10,000,000 (i.e. 10,000 units at ₦1,000 per unit) and multiples of ₦1,000 thereafter. Bids below the Minimum Acceptable Subscription will be disregarded unless they form part of a cumulative bid from the same investor that is greater than the Minimum Acceptable Subscription. Final allotment to respective bidders may be less than the Minimum Acceptable Subscription if bids must be pro-rated for any reason
Tenor:	7 years
Allotment Date:	18 October, 2021
Issue Date:	12 November, 2021
Coupon Commencement Date	Coupon shall accrue from the Issue Date
Maturity Date:	12 November, 2028 (being the 7 th anniversary from the issue date)
Coupon Basis:	Semi-annual, fixed rate
Coupon Rate:	13.30% p.a. payable semi-annually in arrears
Principal Redemption Basis:	Principal repayments to be amortised as from May 2023, following 18 months moratorium
Source of Repayment:	Issuer's general cash flow
Ranking:	The Series 1 (Tranche A) Bonds shall constitute direct, unsecured and senior obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves
Payment Undertaking:	N/A
Use of Proceeds:	See 'Use of Proceeds' on pages 24 and 25 of this Pricing Supplement
Listing(s):	Application for listing of the Bonds has been made to the FMDQ and/or the NGX

SUMMARY OF THE OFFER

Oversubscription	In the event of an oversubscription, the Issuer may issue up to an additional 15% of the qualifying book, and reserves the right to do so
PROVISIONS RELATING TO COUPON PAYABLE	
Coupon Payment Date(s)/Payment Dates:	Coupon on the Series 1 (Tranche A) Bonds will be payable semi-annually, on the 6 th and 12 th month from the issuance date
Coupon Amount(s):	As applicable for each Coupon period (Coupon accumulated between each Coupon payment) using the actual/actual day count fraction
Day Count Fraction:	Actual/actual (actual number of days in a month/ actual number of days in the year)
Business Day Convention:	Where the day on which a payment is due to be made is not a Business Day, that payment shall be effected on the next succeeding Business Day unless that succeeding Business Day falls in a different month in which case, payment shall be made on the immediately preceding Business Day
Other terms relating to method of calculating Coupon for Fixed Rate Bonds:	N/A
Floating Rate Bond Provisions:	N/A
Zero Coupon Note Provisions:	N/A
Index Linked Coupon Note Provisions:	N/A
Dual Currency Note Provisions:	N/A
Automatic/ Optional Conversion from one Coupon Payment Basis to another:	N/A
PROVISIONS RELATION TO REDEMPTION/REPAYMENT	
Call Option:	With regards to Series I (Tranche A) Bonds, a Call Option to effect early redemption of the Bonds, either in part or in whole, can be exercised by the Issuer from the expiration of 48 months from the Issue Date ("exercisable window"), in accordance with the provisions of the Series I (Tranche A) Trust Deed. Exercise of the Call option by the Issuer shall be subject to a notice period between 30 to 60 days, and the scheduled early redemption payment may only occur on a coupon or principal payment date.

SUMMARY OF THE OFFER

Call Price:	<p>A Call premium will only be triggered during the exercisable window, if the secondary market yield of the Federal Government of Nigeria 23-February-2028 bond ("benchmark") is trading at single digit (i.e. less than 10.00%). The reference date for the secondary market yield of the benchmark during the exercisable window is two (2) Business days prior to communicating the notice to bondholders.</p> <p>The secondary market yield will be obtained from FMDQ Daily Quotation List ("FMDQ DQL") or any other transparent public source if the FMDQ DQL is no longer published.</p> <ul style="list-style-type: none"> • Year 5: 101.25% of par value • Year 6: 100.75% of par value • Year 7: (before final maturity date) 100% of par value <p>The Call premium will be applied on the principal amount called on the next coupon or principal payment date.</p> <p>However, if the secondary market yield of the benchmark two (2) Business days prior to communicating the notice to bondholders is trading above single digit (i.e. 10.00% or above), the bonds will be Called at par on the next coupon or principal payment date.</p>
Put Option:	N/A
Redemption:	The Series 1 (Tranche A) Bonds shall be redeemed in full on the Maturity Date unless previously redeemed pursuant to Condition 8 of the Series 1 (Tranche A) Trust Deed
Repayment Basis	Amortizing
Final Redemption Amount	₦1,000 (One Thousand Naira) of each note
GENERAL PROVISIONS APPLICABLE TO THE BONDS	
Form of Bonds:	The Series 1 (Tranche A) Bonds will be issued in registered, dematerialized form. The issue and ownership of the Series 1 (Tranche A) Bonds will be effected and evidenced by the particulars of the Series 1 (Tranche A) Bonds being entered in the Register by the Registrar and the Series 1 (Tranche A) Bonds being electronically credited in the Depository accounts of the Bondholders
Registrar:	Africa Prudential Plc
Trustees:	Vetiva Trustees Limited, Stanbic IBTC Trustees Limited and ARM Trustees Limited
Record Date:	The date on which the list of Holders of the Bonds is extracted from the Register for the purposes of making Principal Amount and Coupon payments
Other terms or special conditions:	See "Terms and Conditions of the Bonds" on pages 27 to 30 of this Pricing Supplement

SUMMARY OF THE OFFER

Payment Agent	N/A
DISTRIBUTION, CLEARING AND SETTLEMENT PROVISIONS	
Method of Distribution:	Offer for subscription by Book Building
Underwriting:	The Offer will not be underwritten
Delivery:	Delivery after payment following clearance by the Securities and Exchange Commission
Clearing:	FMDQ Clear Limited and/or CSCS
Depository:	CSCS (Address: Stock Exchange House 2/4 Customs Street, Lagos, Nigeria) and/or FMDQ Depository Limited (53, Idowu Taylor Street, Victoria Island, Lagos)
Transfer Restrictions:	<p>There are no restrictions in Nigeria on free transferability of the securities following the listing of the Bonds other than Rule 322 of the SEC Rules, which limits sale to Qualified Institutional Investors and High Net-worth Investors.</p> <p>The Registrar may refuse to register any transfer of Bonds where the applicable legislation permits or requires the Issuer to do so or where the transfer is lodged during a closed period as stipulated under the conditions of the Series Trust Deed or the Issuer elects to redeem the Bonds in accordance with the provisions of the Series Trust Deed</p>
Transfer:	Transfer of the Series 1 (Tranche A) Bonds shall be by book entries in securities accounts held by the transferor and transferee in the Depository in accordance with the procedures of the Depository or such alternative clearing system approved by the Issuer and the Trustees, and registration of the name of the transferee in the Series 1 (Tranche A) Bond Register in respect of the Series 1 (Tranche A) Bonds then held
Offer Period:	See timetable on page 14 of this Pricing Supplement
GENERAL	
Ratings	<p>Issue Rating: A- by Global Credit Rating Company Limited and A by DataPro Limited</p> <p>Issuer Rating: A- by Global Credit Rating Company Limited and A by DataPro Limited</p> <p>A 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</p>
Date of Issue of Credit Ratings and Date of Next Review	<p>GCR rating obtained on 24 August, 2021.</p> <p>DataPro's Issue rating obtained on 30 July, 2021.</p>

SUMMARY OF THE OFFER

	Next reviews are approximately on or before the ratings expiration dates as stated on the respective ratings reports.
Indebtedness:	As at 30 June 2021, the Issuer's total borrowings amounted to approximately ₦8,452,723,000 (Eight Billion, Four Hundred and Fifty-Two Million, Seven Hundred and Twenty-Three Thousand Naira Only).
Taxation:	See tax considerations on Page 73 of the Shelf Prospectus. Pursuant to the Companies Income Tax (Exemption of Bonds and Short-Term Government Securities) Order, 2011 (the " CIT Order "), income earned from bonds issued by corporate entities in Nigeria are exempted from taxes ordinarily imposed under the Companies Income Tax Act, for a period of 10 years from the date the order became effective (being January 2, 2012). Thus, all payments of Principal, Coupon and any other sum due in respect of the Bonds prior to January 1, 2022 shall be made free and clear of, and without withholding or deduction for, or on account of any income tax. In that event, no additional amounts shall be paid to the Bondholders as a result of such deduction or withholding. In relation to Coupon payments on the Bonds made later than January 1, 2022, where the CIT Order is not extended, the Issuer may be required by law to withhold tax on Coupon payments made to corporate Bondholders.
Risk Factors:	See "Risk Factors" on pages 63 to 65 of the Shelf Prospectus.
Governing Law:	The Bonds will be governed by, and construed in accordance with the laws of the Federal Republic of Nigeria
Material Changes	Save as disclosed in the Shelf Prospectus as read together with this Pricing Supplement, the Board confirms that there has been no material adverse change in the Issuer's financial position since the end of the financial year ended 31 December, 2020.
Declarations	Except as otherwise disclosed in the Shelf Prospectus and this Pricing Supplement (a) None of the Directors is under any bankruptcy or insolvency proceedings in any court of law; (b) None of the Directors has been convicted in any criminal proceedings; (c) None of the Directors is subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty; (d) Neither the Issuer nor any of its subsidiaries has, during the twelve calendar months immediately preceding the date of application to the Commission for registration of the shelf prospectus and during the effective period of the shelf prospectus, breached any terms and conditions in respect of borrowed monies which has resulted in the occurrence of an event of default and an immediate recall of such borrowed monies. Also see Declaration by the Issuer on page 15.
Summary of Financials	This is contained in the Shelf Prospectus and hereby incorporated by reference.

CORPORATE INFORMATION OF THE COMPANY

Head Office:

Ardova Plc
1, AP/Conoil Road
Ijora-Apapa, Lagos

Website:

www.ardovapl.com

Contact telephone number and email:

+234 901 096 5168

a.olatunbosun@ardovapl.com

INDICATIVE TRANSACTION TIMELINE

Date	Activity	Responsibility
06 October, 2021	Receive SEC approval of the Red Herring Prospectus to commence Book Building	Issuing Houses
07 October, 2021	Commence Book Building	Issuing Houses / Book Runners
18 October, 2021	Conclude Book Building	Issuing Houses / Book Runners
18 October, 2021	Determine coupon rate and aggregate principal amount of Bonds to be issued	Issuing Houses / Book Runners
18 October, 2021	Dispatch Allocation Confirmation Notices to successful investors	Issuing Houses / Book Runners
20 October, 2021	Update Pricing Supplement and other offer documents and file with the SEC	Issuing Houses
09 November, 2021	Obtain SEC's No-Objection and clearance to convene signing meeting	Issuing Houses / Book Runners
12 November, 2021	Conduct signing of Offer Documents	All Parties
12 November, 2021	Effect payment of Participation Amounts to Receiving Bank	Applicants
15 November, 2021	Remit net issue proceeds to the Issuer	Receiving Banks
16 November, 2021	File executed Offer Documents and the Basis of Allotment with the SEC	Issuing Houses
26 November, 2021	Receive SEC 'No Objection' to the Basis of Allotment	Issuing Houses
30 November, 2021	Publish allotment announcement	Issuing Houses
30 November, 2021	Credit Depository accounts of investors/allottees	Registrars
06 December, 2021	Obtain approval for listing of the Bonds	Issuing Houses/Stockbrokers
06 December, 2021	Listing of the Bonds	Issuing Houses/Stockbrokers
17 December 2021	File post allotment report	Issuing Houses

N.B: These dates are indicative and are subject to change

DECLARATION BY THE ISSUER

1, AP/Conoil Road,
Ijora, Lagos, Nigeria,
+234 1 277 6100



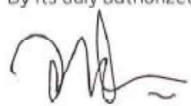
DECLARATION BY THE ISSUER

This Prospectus has been prepared on our behalf with a view of providing information and disclosures on relevant aspects of Arдова Plc (the "Company"), to prospective investors in connection with the Programme and the investment in the securities to be issued therein.

1. On behalf of the Board of Directors, we hereby make the following declarations to the best of our knowledge and belief;
2. We confirm that the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import;
3. There has been no significant change in the financial condition or material adverse change in the prospects of the Company as at the date of publication of this Shelf Prospectus;
4. The Company is not in breach of any terms and conditions in respect to borrowed monies which resulted in the occurrence of an event of default and an immediate recall of such borrowed monies during the twelve (12) months preceding the date of this Shelf Prospectus; and
5. No prosecution has been commenced against either the Company or any of its subsidiaries during the twelve (12) months immediately preceding the date of this Shelf Prospectus in respect of any breach or contravention of any provision of the Companies and Allied Matters Act or the listing requirements of any Securities Exchange on which the securities of the Company are listed.


SIGNED for and on behalf of
ARDOVA PLC

By its duly authorized representatives


Olumide Adeosun
Chief Executive Officer


Moshood Olajide
Chief Financial Officer


Oladeinde Nelson-Cole
Company Secretary


NOTARIZED BY MR. **IFEOMA M. EDENGENE**
THIS 5th DAY OF May 2021
Notary Public



www.ardovapl.com

Directors:
Abdulfasiu Sowami, Chairman
Olumide Adeosun, Chief Executive Officer
Moshood Olajide, Executive Director, Finance & Risk Management
Mohammed Aminu Umar, Non-Executive Director
Olusola Adedeji, Independent Non-Executive Director
Aniola Durosinmi-Etti, Independent Non-Executive Director

CONFIRMATION OF GOING CONCERN BY THE ISSUER

1, AP/Conoil Road,
Ijora, Lagos, Nigeria,
+234 1 277 6100



20 April 2021

THE MANAGING DIRECTOR

Vetiva Capital Management Limited
Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos

THE CHIEF EXECUTIVE

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

Dear Sirs,

CONFIRMATION OF GOING CONCERN STATUS OF ARDOVA PLC ("ARDOVA")

Ardoval Plc is in the process of seeking registration of its proposed ₦60 Billion Debt Issuance Programme by the Securities and Exchange Commission ("SEC").

Based on our review of the financial statement of Ardoval for the year ended 31 December, 2020, we have a reasonable expectation that Ardoval has adequate resources to continue as a going concern in the foreseeable future.

This letter has been prepared only for the purposes of compliance with the rules and regulations of the SEC.

Yours faithfully,
for and on behalf of Ardoval Plc

Olumide Adeosun
Chief Executive Officer

Moshood Olajide
Chief Financial Officer

www.ardovalplc.com

Directors:
AbdulWasiu Sowami, Chairman
Olumide Adeosun, Chief Executive Officer
Moshood Olajide, Executive Director, Finance & Risk Management
Mohammed Aminu Umar, Non-Executive Director
Olusola Adeeyo, Independent Non-Executive Director
Aniola Durosinmi-Etti, Independent Non-Executive Director

OTHER DISCLOSURES

I. Authorisation of the Series 1 Bonds

1, AP/Conoil Road
Ijora, Lagos, Nigeria
+234 1 277 6100



**THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTER ACT, NO.3 2020
PUBLIC COMPANY LIMITED BY SHARES
ARDOVA PLC RC NO. 4119
BOARD RESOLUTION**

At a meeting of the Board of Directors (the “**Board**”) of Ardova Plc (the “**Company**”) duly held on 29 April 2021 through virtual participation and hosted at the Company’s Head Office at No 1 AP/Conoil Road, Ijora, Lagos, it was resolved as follows:

- a. that following the approval of the shareholders of the Company at the Annual General Meeting held 12 April 2021, the Company be and is hereby authorized to raise capital in an aggregate amount not exceeding [N=60,000,000,000.00 (Sixty Billion Naira)] through the issuance of shares, convertible or non-convertible securities, loan notes, bonds, global depository notes and any other instrument whether as a standalone or through the establishment of a programme whether by way of a public offering, rights issue, or any other method(s), in such tranches, series or proportions, and at such date and times and on such terms and conditions including through a bookbuilding process or any other process as may be determined by the Management subject to obtaining all relevant regulatory approvals (the “**Transaction**”).
- b. that following the approval of the shareholders, the Company be and is hereby authorised to establish a debt issuance programme in an amount up to N=60,000,000,000 (Sixty Billion Naira) (“**Programme**”);
- c. that pursuant to the establishment the Programme, the Company be authorized to issue first series of bonds in the aggregate amount of up to [N=25,000,000,000.00 (Twenty Five Billion Naira)] at such time and in such tranches and on such terms and conditions as may be determined by the management of the Company (“**Management**”), subject to obtaining the relevant regulatory approvals (the “**Series 1 Bonds**”);
- d. that in the event of an oversubscription of the Series 1 Bonds, the Company is authorized to accept additional capital under the Series 1 Bonds up to an amount not exceeding fifteen percent (15%) percent of the Series 1 Bonds or such other maximum limit prescribed under the applicable regulations or approved by the relevant regulatory authority and issue the corresponding bonds to the relevant subscribers on the same terms and conditions as the Series 1 Bonds;
- e. that where the Management deems fit, the Series 1 Bonds may be underwritten on such terms and conditions as the Management may approve;

www.ardovapl.com

Directors:
Abdulwasilu Sowami, Chairman
Oluamide Adeosun, Chief Executive Officer
Moshood Olajide, Executive Director, Finance & Risk Management
Mohammed Aminu Umar, Non-Executive Director
Olusola Ariseyins, Independent Non-Executive Director
Aniola Durosinmi-Etti, Independent Non-Executive Director

OTHER DISCLOSURES



- f. that the Management be and is hereby authorised to appoint all professional parties and advisers to advise and guide it on the proposed capital raising, and perform all such acts and do all such other things as may be necessary to give effect to the above resolutions, including, subject to obtaining relevant shareholders' approval, engage the relevant regulators on behalf of the Company and comply with the directives of such regulatory authority; and
- g. that any two (2) Directors or a Director and Secretary of the Company be and are hereby authorised to do all acts and things to consent to, approve, sign and or execute all documents as may be necessary to give effect to the above resolutions.

**DATED THIS 29th DAY OF APRIL 2021
BY ORDER OF THE BOARD**

DIRECTOR

Olumide Adeosun

DIRECTOR/SECRETARY

Moshood Olajide

OTHER DISCLOSURES

II. Ownership Structure

As at the date of this Pricing Supplement, the 1,310,629,267 ordinary shares of ₦0.50 each in the issued ordinary share capital of Ardova are beneficially held as follows:

Shareholder	No. of Ordinary Shares Held	Percentage (%)
Ignite Investments and Commodities Limited	970,666,694	74.06%
Other shareholders	339,962,573	25.94%
	1,310,629,267	100.00%

Except as stated above, no other shareholder holds more than 5% of the issued share capital of Ardova.

The table below sets out a summary of the capital structure of the Company as at 30 June, 2021:

Description	₦
Cash and cash equivalents	2,844,417,852
Short Term Debt	6,962,704,000
Long Term Debt	1,490,019,000

III. Share Capital History

As at the date of this Pricing Supplement, the authorised share capital of the Company is ₦2,000,000,000.00 comprising 4,000,000,000 ordinary shares of ₦0.50 each, out of which ₦655,314,633.50 comprised of 1,310,629,267 ordinary shares of ₦0.50 each are issued and fully paid up. The changes to Ardova's authorised and issued share capital since incorporation are summarized below:

Year	Authorised (₦)		Issued & Fully Paid-up (₦)		Consideration
Date	Increase	Cumulative	Increase	Cumulative	
1978	-	6,000,000	-	6,000,000	Cash
1978/9	1,500,000	7,500,000	1,500,000	7,500,000	Cash
1980	3,750,000	11,250,000	3,750,000	11,250,000	Bonus 1:2
1982	11,250,000	22,500,000	11,250,000	22,500,000	Bonus 1:1
1984	7,500,000	30,000,000	7,500,000	30,000,000	Bonus 1:3
1986	6,000,000	36,000,000	6,000,000	36,000,000	Bonus 1:5
1988	7,200,000	43,200,000	7,200,000	43,200,000	Bonus 2:3
1990	28,800,000	72,000,000	28,800,000	72,000,000	Rights Issue
1993	14,400,000	86,400,000	-	72,000,000	-
1994	-	86,400,000	14,400,000	86,400,000	Bonus 1:4
1997	21,600,000	108,000,000	-	86,400,000	-
1999	36,000,000	144,000,000	21,600,000	108,000,000	Rights Issue
2002	4,856,000,000	5,000,000,000	-	108,000,000	-
2004	-	5,000,000,000	108,000,000	216,000,000	Rights Issue
2004	-	5,000,000,000	18,263,450.50	234,263,450.50	-
2005	-	5,000,000,000	46,852,690.50	281,116,141	Bonus 1:5

OTHER DISCLOSURES

2006	- 5,000,000,000	113,277,778	394,393,919	Placement
2009	- 5,000,000,000	48,877,636	443,271,555	Rights Issue
2009	- 5,000,000,000	100,263,828	543,535,383	Public Offer
2013	(3,000,000,000) 2,000,000,000	-	543,535,383	-
2014	- 2,000,000,000	2,560,145	546,095,528	Underwriting of 2008/2009 Hybrid Offer
2015	- 2,000,000,000	109,219,105	655,314,633	Bonus 1:5

IV. Directors Beneficial Interest

The interests of the Directors of Ardova in the issued share capital of Ardova as recorded in the Register of Members as at the date of this Pricing Supplement and as notified by them for the purpose of Section 301 (1) of CAMA are as follows:

Name	Direct Holding	Indirect Holding	Total	Percentage (%)
1. Abdulwasiu O. Sowami	Nil	970,666,694	970,666,694	74.06%
2. Olumide Adeosun	Nil	Nil	Nil	Nil
3. Moshood Olajide	Nil	Nil	Nil	Nil
4. Mohammed Aminu Umar	Nil	Nil	Nil	Nil
5. Olusola Adeeyo	Nil	Nil	Nil	Nil
6. Aniola Durosinmi-Etti	Nil	Nil	Nil	Nil

V. Subsidiaries and Associated Companies

As at the date of this Pricing Supplement, Ardova holds equity stakes in the following companies:

Companies	Holding	Percentage (%)
1. Axles and Cartage Limited	1,000,000	100
2. AP LPG Limited	1,000,000	100
3. Bags and Kegs Limited	1,000,000	100

VI. Statement of Indebtedness

As at 30 June, 2021, the Company had bank facilities in the ordinary course of business amounting to approximately ₦8,452,723,000. The Company had no other outstanding debenture, mortgages, charges or similar indebtedness as at the referenced date. For a summary of the Company's outstanding facility agreements, see "Material Contracts" below.

VII. Claims and Litigation

The opinion of the Solicitors to the Issue, in connection with the Bond Issuance Programme by the Issuer is set out below:

Ardova is involved in thirty (30) litigation matters as of July 8, 2021.

In the context of the contemplated Transaction, the Solicitors to the Transaction set a materiality threshold of ₦75,000,000 (Seventy-Five Million Naira) (the "Materiality Threshold") with regard to the monetary reliefs claimed in the cases against the Company; and reviewed all matters determined as high risk based on their subject matter. Of the thirty (30) cases, we identified ten (10) cases which are either within and above the Materiality Threshold or are deemed as high risk based on their subject matter. The Solicitors to the Issue were only provided with case files in relation to nine (9) of the ten (10) cases and a case summary in relation to one (1) of the cases.

OTHER DISCLOSURES

Of the ten (10) cases, we note that the Company is Respondent in one (1) case in which judgment has been delivered against the Company, Appellant in three (3) cases in which judgment has been delivered against the Company and Respondent in six (6) cases in which ruling/judgment has been delivered in the Company's favor.

The total value of claims against the Company in the ten (10) cases within/above the Materiality Threshold is approximately ₦27,343,409,512.39 (Twenty-Seven Billion, Three Hundred and Forty-Three Million, Four Hundred and Nine Thousand, Five Hundred and Twelve Naira, Thirty-Nine Kobo) excluding interests and costs, which may be awarded by the courts after the final resolution of each matter.

The Solicitors to the Issue are of the opinion that the contingent liability, that may arise from the cases in respect of which case files were provided for our review and the case summary, where same are diligently defended, would not have a material adverse effect on the proposed Transaction.

Save for the foregoing, the Solicitors to the Transaction are not aware of any claim or litigation pending or threatened against the Company which may (i) materially or adversely affect the Company's ability to fulfill its obligations under the Transaction; and/or; (ii) affect the validity of the proposed Transaction or restrict the proceedings or actions of the Company with respect to the Transaction

VIII. Guarantees

As at December 31st 2020, the Company guaranteed the loan provided to its subsidiary, Axles and Cartage Limited by Stanbic IBTC Bank Plc. As at June 30th 2021, the loan balance is ₦3,874,768,332.

IX. Material Contracts

The following agreements have been entered into by the Issuer and are considered material to the Programme:

1. A Programme Trust Deed dated 12 November, 2021, between the Issuer on the one part and Vetiva Trustees Limited, Stanbic IBTC Trustees Limited and ARM Trustees Limited (acting as Joint Trustees), in connection with the Programme.
2. A Series 1 (Tranche A) Trust Deed dated 12 November, 2021, between the Issuer on the one part and Vetiva Trustees Limited, Stanbic IBTC Trustees Limited and ARM Trustees Limited (acting as Joint Trustees), in connection with the Programme.
3. A Series 1 (Tranche B) Trust Deed dated 12 November, 2021, between the Issuer on the one part and Vetiva Trustees Limited, Stanbic IBTC Trustees Limited and ARM Trustees Limited (acting as Joint Trustees), in connection with the Programme.
4. A Vending Agreement dated 12 November, 2021 between the Issuer on the one part and Vetiva Capital Management Limited and Stanbic IBTC Capital Limited on the other part in respect of the Programme.

In addition to the material contracts specified above, as at the date of this Shelf Prospectus, the Issuer has the following subsisting material contracts which are relevant in the context of the Programme as well as this Series:

1. Letter of Offer dated November 4, 2020 between the Issuer and Stanbic IBTC Bank Plc in relation to a ₦4,000,000,000.00 (Four Billion Naira) banking facility to finance the purchase of refined petroleum products.
2. Programme Trust Deed dated November 17, 2016 between the Issuer (under the name "Forte Oil Plc") and ARM Trustees Limited, FBN Trustees Limited, Union Trustees Limited, United Capital Trustees Limited, Vetiva Trustees Limited entered into in relation to a ₦50,000,000,000.00 (Fifty Billion Naira) Bond Issuance Programme established by the Issuer (the "Trust Deed").
3. Letter of Offer dated November 11, 2020 between the Issuer and First Bank of Nigeria Limited in relation to a ₦2,500,000,000.00 (Two Billion, Five Hundred Million Naira) overdraft facility, to finance stock of petroleum products.

OTHER DISCLOSURES

Other material contracts in respect of any issuance of Bonds under the Programme will be disclosed in the applicable Pricing Supplement in respect of that Series of Bonds.

X. Relationship between the Company and its Advisers

In addition to the professional relationship established between the Issuer and any of its advisers pursuant to this Programme, other relationships between the Issuer and its advisers may exist. The acquisition by Ignite Investments and Commodities Limited was funded through a bank loan from Stanbic IBTC Bank Plc. Stanbic IBTC Bank Plc and other relationship banks have direct lending relationship with Ardova Plc. Stanbic IBTC Capital Limited is also acting as financial adviser to the Group as regards the proposed acquisition of 100% equity stake in Enyo Retail and Supply Limited.

Other than the disclosure made in this Pricing Supplement, the Issuer is not related to any of its advisers (the Professional Parties) other than in the ordinary course of business.

XI. Related Party Transactions

The details of related party transactions are contained in the Financial Statements and are incorporated by reference.

XII. Mergers and Acquisitions

The Company and its acquisition vehicle, Bags & Kegs Limited, have entered into discussions with the shareholders of Enyo to acquire 100% equity stake in Enyo. This acquisition shall, when approved by the regulators, further consolidate Ardova's position as a leading integrated energy company, with increased retail outlets and customer base.

Except as disclosed above, as at the date of the Shelf Prospectus, the Directors are not aware of the following during the preceding financial year or the current financial year:

- A merger or takeover by third parties in respect of the Company's securities; and
- A merger or takeover by the Company in respect of another Company's securities.

XIII. Debt Issuances by the Company

The table below reflects the number, description and outstanding amount of any previous issuance of debt securities by the Company:

Description	Type	Outstanding Amount (₦)
1. 17.50 Ardova 2-DEC-2021	Bond	1,610,991,512.34

XIV. Consents

The under listed parties have given and not withdrawn their written consents to the mention and inclusion of their names and reports (where applicable) in the form and context in which they appear in this Pricing Supplement:

Directors	AbdulWasiu O. Sowami	<i>Chairman</i>
	Olumide Adeosun	<i>Chief Executive Officer</i>
	Moshood Olajide	<i>Executive Director, Finance & Risk Management</i>
	Mohammed Aminu Umar	<i>Non-Executive Director</i>
	Olusola Adeeyo	<i>Independent Non-Executive Director</i>
	Aniola Durosinmi-Etti	<i>Independent Non-Executive Director</i>
Company Secretary	Oladeinde Nelson-Cole	

OTHER DISCLOSURES

Lead Issuing House	Vetiva Capital Management Limited
Joint Issuing House	Stanbic IBTC Capital Limited
Solicitor to the Issue	Banwo & Ighodalo
Joint Trustees	Vetiva Trustees Limited Stanbic IBTC Trustees Limited ARM Trustees Limited Advised by: Aluko and Oyeboade
Registrar	Africa Prudential Plc
Reporting Accountant	PriceWaterhouseCoopers
Stockbroker	Stanbic IBTC Stockbrokers Limited Dominion Trust Limited
Rating Agencies	Global Credit Rating Company Limited DataPro Limited
Auditors	Deloitte and Touche
Receiving Bank	Stanbic IBTC Bank Plc

XV. Documents Available for Inspection

Copies of the following documents may be inspected at the registered office of the Issuer and at the respective offices of Issuing Houses as listed on page 23 during normal business hours (between 8:00a.m. and 5:00p.m.) on any Business Day from the date of this Pricing Supplement throughout the validity Period:

- Certificate of Incorporation of the Company;
- The Memorandum and Articles of Association of the Company;
- Board Resolution dated 25 February, 2021, authorising the Programme;
- Shareholder Resolution dated 12 April, 2021, authorising the Programme;
- The Audited Financial Statements of the Company for each of the five (5) years up to the year ended 31 December, 2020;
- The Reporting Accountants' Reports on Audited Accounts of the Company for three (3) years up to the year ended 31 December, 2020;
- The material contracts referred to on page 79 of the Shelf Prospectus;
- The schedule of claims and litigation involving the Company together with the opinion of the Solicitors to the Transaction prepared in connection therewith;
- The written consents of the Parties referred to on page 81 of the Shelf Prospectus;
- The Shelf Prospectus issued in respect of the Bond Issuance Programme;
- Letter from the SEC confirming the registration of the Prospectus;
- The Programme Trust Deed;
- The Rating Report issued by Global Credit Rating Company Limited in respect of the Issuer and Issue; and
- The Rating Report issued by DataPro Limited in respect of the Issuer and Issue.

USE OF PROCEEDS

The estimated net issue proceeds of the Series 1 Bond - being ₦24,743,740,187.50 following the deduction of the offer costs of ₦556,259,812.50 representing 2.199% of the gross issue proceeds - will be utilized for the purposes stated below:

S/N	Project Description	Amount to be funded from Bond Proceeds (₦)	Amount Spent by the Company to be reimbursed from the Issue Proceeds (₦)	% of Bond Proceeds to be Allocated (%)	Estimated Completion Period
1.	Retail Expansion Projects	13,500,000,000		53.36%	18 months
	<ul style="list-style-type: none"> Acquisition of a company (including the replenishment or repayment of monies already utilized towards, or in preparation for the acquisition) 	12,500,000,000	173,655,127.25	49.41%	
	<ul style="list-style-type: none"> Purchase of standalone retail outlets and expansion of existing outlets via renovation, rebranding, LPG and non-fuel revenue add-ons, as well as development of cleaner fuel and renewable energy projects¹ 	1,000,000,000	665,821,973.75	3.95%	
2.	Upgrade of existing infrastructures ¹ <ul style="list-style-type: none"> Renovation, rebranding and expansion of existing product storage facilities including terminals, tanks and warehouses Construction of new product storage facilities including tanks and warehouses as well as supporting infrastructure and accessories Renovation, rebranding and expansion of lube blending plant as well as supporting infrastructure and accessories 	6,000,000,000	-	23.72%	18 months
3.	Working capital requirements	4,668,747,087.50	-	18.45%	12 months
4.	Provision for debt service reserve account funding	574,993,100	-	2.27%	Immediate
5.	Other costs and expenses	556,259,812.50		2.20%	Immediate
	Total	25,300,000,000	839,477,101.00	100%	

¹ Please see further information on the next page

USE OF PROCEEDS

Further Details on Use of Proceeds

Retail Expansion Projects

The Company intends to carryout revamp works, covering replacement of canopy, underground tanks, pumps, electrical works and rebranding, across a number of retail stations. The average cost per station ranges between ₦120 million and ₦150 million. The identified projects are presented below:

S/N	Facility	Location	Description of Works	Total Budget (₦) ²	Amount Spent by the Company to be reimbursed from the Issue Proceeds (₦) (A)	Balance to be funded from the Issue Proceeds (₦) (B)	Total Cost to be funded from Issue Proceeds (₦) (A+B)
1.	Nicon Station	Opp. Nicon Hilton, Abuja	Complete revamp	149,685,431.12	88,431,432.43	61,253,998.69	149,685,431.12
2.	Warewa Station	Lagos-Ibadan Expressway	Complete revamp	78,451,655.00	78,451,655.00	-	78,451,655.00
3.	Ikotun Station	Ikotun Roundabout, Lagos	Complete revamp	132,491,758.75	132,491,758.75	-	132,491,758.75
4.	LASU Station	Lagos State University, Lagos	New build	145,888,045.00	145,888,045.00	-	145,888,045.00
5.	Awolowo Station	Awolowo Road, Ikoyi, Lagos	Complete revamp	151,369,148.61	70,514,490.00	80,854,658.61	151,369,148.61
6.	Shomolu Station	Ikorodu Road, Lagos	Complete revamp	188,639,302.16	2,627,894.63	186,011,407.53	188,639,302.16
7.	Admiralty Station	Lekki Phase One, Lagos	Complete revamp	150,152,510.07	-	6,057,961.42	6,057,961.42
8.	Several Stations	Several locations	Purchase of pumps	333,627,263.77	147,416,697.94	-	147,416,697.94
	Total			1,330,305,114.48	665,821,973.75	334,178,026.25	1,000,000,000.00

Upgrade of Existing Infrastructures

Arдова intends to utilize a portion of the funds raised under this Series towards renovation and upgrade of existing facilities, as well as construction of new facilities. Further details are presented below:

S/N	Facility	Location	Description of Works	Status	Total Budget (₦) ²	Amount to be Funded from Issue Proceeds (₦)
1.	Ijora Terminal	Ijora, Lagos	Renovation, rebranding and expansion of facility	Planned	9,600,000,000.00	4,500,000,000.00
2.	LPG Storage Facility	Clubhouse Road, Kano	Construction of 330MT transit storage facility for LPG	Planned	800,000,000.00	500,000,000.00
3.	Lube Blending Plant	Ijora, Lagos	Renovating and rebranding of lube blending plant	Planned	1,000,000,000.00	1,000,000,000.00
	Total				11,400,000,000.00	6,000,000,000.00

² These budget amounts represent best estimates based on Management's judgement of the scope of work and current costs. The eventual cost could be impacted by external factors at the time of execution, hence be different.

COUPON AND PRINCIPAL AMORTISATION SCHEDULE

Series I (Tranche A) Bonds

The table below represents the repayment schedule for the ₦11,444,000,000 13.30% Series I Tranche A Bonds Due 2028:

Period	Bond Obligation Repayment Dates	Semi-annual Interest Payment	Principal Repayment	Total Repayment
Period 1	12 May 2022	758,940,997.26	-	758,940,997.26
Period 2	12 Nov 2022	767,281,008.22	-	767,281,008.22
Period 3	12 May 2023	754,770,991.78	-	754,770,991.78
Period 4	12 Nov 2023	767,281,008.22	1,040,363,636.36	1,807,644,644.58
Period 5	12 May 2024	689,946,361.15	1,040,363,636.36	1,730,309,997.51
Period 6	12 Nov 2024	627,775,370.36	1,040,363,636.36	1,668,139,006.72
Period 7	12 May 2025	548,924,357.66	1,040,363,636.36	1,589,287,994.02
Period 8	12 Nov 2025	488,269,732.50	1,040,363,636.36	1,528,633,368.87
Period 9	12 May 2026	411,693,268.24	1,040,363,636.36	1,452,056,904.61
Period 10	12 Nov 2026	348,764,094.65	1,040,363,636.36	1,389,127,731.01
Period 11	12 May 2027	274,462,178.83	1,040,363,636.36	1,314,825,815.19
Period 12	12 Nov 2027	209,258,456.79	1,040,363,636.36	1,249,622,093.15
Period 13	12 May 2028	137,989,272.23	1,040,363,636.36	1,178,352,908.59
Period 14	12 Nov 2028	69,752,818.93	1,040,363,636.36	1,110,116,455.29

EXTRACTS OF THE SERIES 1 (TRANCHE A) TRUST DEED

2. PURPOSE AND APPLICATION OF THE BONDS

The net proceeds of the Bonds (after deduction of statutory fees and all other SEC approved expenses) shall be maintained in a designated account established by the Issuer and applied towards purposes stated in the Pricing Supplement.

3. FORMS OF THE BONDS

- 3.1 The Bonds shall constitute a single class and shall be senior, direct, unconditional and unsecured obligations of the Issuer and shall rank pari passu without any preference among themselves and all unsecured senior creditors of the Issuer and at least pari passu with the claims of all holders of both present and future unsecured and unsubordinated obligations of the Issuer.
- 3.2 The aggregate amount of the Series 1 Tranche A Bonds shall be a sum, up to ₦11,444,000,000.00 (Eleven Billion, Four Hundred and Forty-Four Million Naira Only) and it shall have a par value of ₦1,000.00 each.
- 3.3 The Bonds shall be issued in units of 1,000 each with Coupon payable semi-annually in arrears.
- 3.4 The minimum subscription shall be 10,000 units and thereafter, the Bonds shall be subscribed in multiples of 1,000 units.
- 3.5 The tenor of the Bonds shall be from the Issue Date to the Maturity Date.

4. PAYMENT OF COUPON

The Issuer shall pay the Coupon payable in respect of the Bonds on the Coupon Payment Date in accordance with the provisions of Condition 6 in the Schedule of this Deed.

6. COVENANTS, REPRESENTATIONS AND WARRANTIES

- 6.1 For as long as the Series 1 Tranche A Bonds remain outstanding, the Issuer shall not except with the written consent of the Trustees, (such consent not to be unreasonably withheld, delayed or conditioned), sell, transfer, lend or otherwise dispose of the whole or part (being in the aggregate substantial in relation to the Issuer) of its undertaking or assets, (except in the ordinary course of trading operations or to a subsidiary of the Issuer).

PROVIDED that for the purposes of this provision "substantial" shall mean 10% or more of the value of the undertaking or of the assets of the Issuer in aggregate.

- 6.2 The Issuer represents and warrants to the Bondholders that each of the covenants in Clause 14 (Covenants of the Issuer) of the Programme Trust Deed is valid and in full force and effect as of the date of this Trust Deed.
- 6.3 The Issuer hereby restates the representations and warranties in Clause 20 (Representations and Warranties) of the Programme Trust Deed.
- 6.4 The Issuer represents and warrants to the Bondholders that no Event of Default has occurred or is continuing.
- 6.5 The Issuer shall open a DSRA which shall be operated by the Trustees in the manner set out in Condition 5 of the Schedule to this Deed.
- 6.6 The Issuer represents and warrants to the Bondholders that it shall use all reasonable endeavors to ensure that the Bonds are, upon issue, listed or quoted on the FMDQ and/or The Nigerian Exchange Limited, and that such quotation or listing is maintained until the Maturity Date.

8. BENEFIT OF THE TRUST DEED

Nothing in this Trust Deed or in the Bonds, express or implied, shall give to any person, other than the Parties hereto and their successors hereunder and the Bondholders, and, where specified herein, the beneficial owners of Bonds, any benefit or any legal or equitable right, remedy or claim under this Trust Deed.

SCHEDULE 1 - TERMS AND CONDITIONS OF THE SERIES 1 TRANCHE A BONDS

1. CURRENCY, FORM, DENOMINATION AND TITLE

1.1 Currency, Form and Denomination

The Bonds are issued in registered form and in denominations of N1,000.00 each.

The Bonds will be delivered to the Bondholders in dematerialised (uncertificated, book-entry) form which shall be registered with a separate securities identification code with the CSD. The Bondholders may deal in the Bonds in accordance with the CSD procedures and guidelines.

1.2 Title

Title to the Bonds will pass only by registration in the Register, subject to the rules of the CSD.

Statements issued by the CSD as to the aggregate number of such Bonds standing to the credit of the CSD account of any person shall be conclusive and binding for all purposes save in the case of manifest error and such person shall be treated by the Issuer, the Trustees and the Registrar as the legal and beneficial owner of such aggregate number of Bonds for all purposes.

2. STATUS OF THE BONDS

2.1 Ranking

The Bonds are senior, direct, unconditional and unsecured obligations of the Issuer, and shall rank pari passu without any preference among themselves and all unsecured senior creditors of the Issuer and at least pari passu with the claims of all holders of both present and future unsecured and unsubordinated obligations of the Issuer.

2.2 Issues of Securities

The Bonds carry no right to participate in any offering of securities by the Issuer and the Issuer reserves the right to issue securities to any person in any manner.

2.3 Voting Rights

Bondholders will not have any right to vote at general meetings of the Issuer.

2.4 Negative Pledge

For so long as any Bonds remains outstanding, the Issuer shall not create or permit to subsist any charge, mortgage, lien, pledge or other security interest upon any of its assets or any other indebtedness guaranteed by it, represented by bonds or any other debt securities which are, or are capable of being traded or listed on any securities exchange or over-the-counter or similar securities market, without the prior written consent of the Trustees (such consent not to be unreasonably withheld). Where the Trustees so consent, the Issuer shall at the same time as the creation of such indebtedness grant to the Trustees (for the benefit of the Bondholders) the same or equivalent security as is granted in relation to the indebtedness.

5. DEBT SERVICE RESERVE ACCOUNT

5.1 Establishment of Debt Service Reserve Account

The Issuer shall on or before the Issue Date of the Series 1Tranche A Bonds open with the Account Bank, the DSRA in the name and under the control of the Trustees.

5.2Funding of Debt Service Reserve Account

5.2.1The Debt Service Reserve Account shall be funded by the Issuer in accordance with the provisions of this Deed.

5.2.2The initial funding of the DSRA for Series 1 Tranche A Bonds will be deducted from the Issue proceeds and shall be 2.2727% of the Issue proceeds from Series 1 Tranche A Bonds ("Minimum Balance").

5.2.3The Issuer shall further irrevocably authorise its Chief Financial Officer or any officer for the time being in charge of the finances of the Issuer to deduct, as a first charge on the Issuer's cashflows and deposit into the DSRA on a monthly basis, a sum equivalent to one-sixth of the Coupon Payment and Principal repayment (post moratorium) for the Series 1 Tranche A Bonds

due on the next Coupon Payment Date, and shall be applied by the Trustees towards the payment of coupon, principal (post moratorium), premium (if any) and the redemption of Bonds.

5.2.4 In the event that actual balance in the DSRA is less than the Minimum Balance and monthly instalments, the Issuer shall ensure that the Minimum Balance is replenished within a period of 3 (three) months. The initial funding amount shall remain the Minimum Balance in the DSRA for Series 1 Tranche A Bonds, to the extent that the Minimum Balance is not greater than the sum of the Coupon Payment and Principal repayment (post moratorium) due on the next Coupon Payment Date.

5.2.5 The Trustees shall utilise the funds in the DSRA for the purposes of effecting payments on the Series 1 Tranche A Bonds to the Bondholders as and when due, in accordance with the Pricing Supplement.

5.2.6 The Trustees shall at the expense of the Issuer immediately notify the Issuer:

- a. if they have not by close of business on the relevant payment date received the full amount required for payment to the Series 1 Tranche A Bondholders, that they have not received the full amount required for payment to the Series 1 Tranche A Bondholders; or
- b. if they have received the full amount of any sum payable in respect of the Bonds, that they have received the full amount required for payment to the Series 1 Tranche A Bondholders and the Issuer is accordingly discharged of its payment obligations then due.

5.2.7 The Trustees shall be responsible for the payment of the amount due in respect of the Principal Amount and Coupon Payment and shall ensure that the sum equal to the Coupon Amount, net of all transaction costs, is transferred to the Registrar for payment to the Bondholders on the next Coupon Payment Date.

5.2.8 Following the payment of the Final Instalment Amount, the Trustees shall, not later than Ten (10) Business Days after the Maturity Date, remit all remaining funds in the DSRA to the Issuer provided that all the Issuer's payment obligations under the Series 1 Trust Deeds have been fulfilled.

5.3 Permitted Investment

Any monies standing to the credit of the DSRA may, at the discretion of the Trustees, be invested by the Trustees in their name or under their legal control in Permitted Investments and in accordance with the Trustee Investments Act and Clause 15.7 of the Programme Trust Deed. PROVIDED HOWEVER that the Trustees shall, while any Bonds are outstanding, render accounts on a half-yearly basis to the Issuer.

5.4 If at any time prior to the date specified in this Trust Deed, the Issuer redeems the Series 1 Tranche A Bonds under the provisions of Condition 8, the Trustees shall remit to the Issuer such monies received from the Issuer for the credit of the Debt Service Reserve Account which are over and above the amount necessary to meet all future Coupon payments and Principal Amount redemptions, at par, PROVIDED THAT, subject to Clause 13 of the Programme Trust Deed, the Trustees in their absolute discretion may withhold such sums as deemed necessary to maintain a cushion against Coupon fluctuations.

7. PAYMENTS

Subject to the option exercisable by the Issuer under Conditions 8.2 and 8.3, the manner of payment of redemption of the Bonds shall be as set out below:

7.1 Payments in respect of the Bonds

Payment of the Coupon and the Principal Amount will be made by direct credit to the designated bank account of the Bondholder or by a certified cheque mailed to the registered address of the Bondholder if a bank account is not specified for this purpose.

Payments of the Principal and Coupon due otherwise than on a Coupon Payment Date will only be made, in the case of redemption in whole or in part of the Bonds represented thereby. Coupon on Bonds due on a Coupon Payment Date will be paid to the Bondholder shown on the Register

of Bondholders at the close of business on the date (the "Record Date") being the fifteenth day before the relevant Coupon Payment Date.

For the purposes of this Condition, a Bondholder's designated bank account means the bank account maintained by or on behalf of said Bondholder with a bank duly licenced by the Central Bank of Nigeria (if the Bondholder is resident in the Federal Republic of Nigeria) or, and in the case of transfer to a bank account held by a non-resident investor, the applicable licencing authority in the place where such bank account is maintained. The bank account details for the credit of payments shall be as indicated on the Application Form completed by the Bondholder at the point of subscription to the Bonds or as advised in writing to the Registrar before the close of business (in the case of Principal and Coupon due otherwise than on a Coupon Payment Date, on the second Business Day (as defined in condition 7.4) before the due date for payment and, in the case of Coupon due on a Coupon Payment Date, on the Record Date) and a Bondholder's registered address means its address appearing on the Register of Bondholders on that date.

7.2 Moratorium on Principal Repayments

Principal repayments in respect of the Bonds shall be subject to an 18 (eighteen) months moratorium.

7.3 Payments subject to applicable Laws

Payments in respect of the Bonds are subject in all cases to any fiscal or other Laws and regulations applicable in the place of payment, but without prejudice to the provisions of Condition 9.

7.4 No commissions

No commissions or expenses shall be charged to the Bondholders in respect of any payments made in accordance with this condition.

7.5 Payment on Business Days

Where payment is to be made by transfer to a bank account, payment instructions for value on the due date or, if that is not a Business Day (as defined below), for value on the first following day which is a Business Day will be initiated by the Issuer or the Trustees and, where payment is to be made by cheque, the cheque will be mailed, on the Business Day preceding the due date for payment. However, payment made by cheque will only be available in extreme circumstances where transfer to a bank account is unavailable.

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a Business Day or if a cheque mailed in accordance with this Condition arrives after the due date for payment.

In this Condition, Business Day means a day (other than a Saturday, Sunday or public holiday declared by the Federal Government of Nigeria) on which banks are open for business in Nigeria.

7.6 Appointment of Registrars

The Issuer reserves the right, subject to the consent of the Trustees (such consent not to be unreasonably withheld), at any time to vary or terminate the appointment of the Registrar and to appoint other Registrars, provided that where another Registrar is appointed, it shall not be a subsidiary of the Issuer and that there will at all times be a SEC-registered Registrar who shall effect payments on behalf of the Issuer having a specified office in the Federal Republic of Nigeria so long as the Bonds remain outstanding.

Notice of any termination or appointment and of any changes in specified offices shall be given to the Bondholders promptly by the Issuer in accordance with the provisions of Condition 13.

8. REDEMPTION

8.1 Redemption at Maturity

Principal repayments on the Bonds shall be amortised evenly as from May 2023, following an 18 (eighteen) months moratorium.

8.2 Redemption for Taxation Reasons

If the Issuer satisfies the Trustees immediately before the giving of the notice referred to below that:

- (a) as a result of any change in, or amendment to, the laws or regulations of a relevant jurisdiction, or any change in the application or official interpretation of the laws or regulations of a relevant jurisdiction, which change or amendment becomes effective after the Issue Date:
- (i) on the next Coupon Payment Date, the Issuer would be unable, for reasons outside its control, to procure payment by the Registrar and in making payment itself would be required to pay such additional amounts; or
- (ii) with respect to any payment by the Issuer of Principal or Coupon on the Bonds on the next Coupon Payment Date, the Issuer would be required to make any withholding or deduction for, or on account of, any taxes imposed or levied by or on behalf of Nigeria or any political subdivision or any authority thereof or therein having power to tax; and
- (b) the requirement cannot be avoided by the Issuer taking reasonable measures available to it, the Issuer may not less than 48 (forty-eight) months from the Issue Date, at its option, having given not less than 30 (thirty) nor more than 60 (sixty) days' notice to the Bondholders in accordance with the provisions of Condition 13 (which notice shall be irrevocable), redeem all the Bonds, but not some only, at any time at their Principal Amount together with Coupon accrued to but excluding the date of redemption, provided that no such notice of redemption shall be given earlier than 90 (ninety) days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts, where a payment in respect of the Bonds is then due. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Trustees a certificate signed by 2 (two) of its Directors stating that the requirement referred to in (a) above will apply on the next Coupon Payment Date and cannot be avoided by the Issuer taking reasonable measures available to it, and the Trustees shall be entitled to accept the certificate as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Bondholders.

8.3 Optional Early Redemption

Call Option: On any date after 48 (forty eight) months after the Issue Date, such date being a Coupon Payment Date, in respect of the Series 1 Tranche A Bonds, the Issuer shall on any one or more occasions be entitled to redeem the whole or any part of the Series 1 Tranche A Bonds outstanding at the redemption prices to be determined by the Issuer, plus accrued and unpaid interest upon giving to the Trustees not more than sixty (60) days' nor less than thirty (30) days' written notice (expiring on a day fixed for the payment of Coupon thereon) of its intention to do so. At the expiration of such notice, the Issuer shall be bound to redeem the Series 1 Tranche A Bonds in respect of which such notice has been given and to pay any Coupon that shall have accrued thereon. PROVIDED THAT any Series 1 Tranche A Bonds redeemed pursuant to this Condition shall be redeemed as between the Series 1 Tranche A Bondholders on a pro rata basis.

EXTRACT FROM THE INDEPENDENT REPORT OF THE REPORTING ACCOUNTANTS

The financial information set out in this Shelf Prospectus has been extracted from the audited annual financial statements of the Company and is available at the specified office of the Company, as well as its official website. This section should be read and construed in conjunction with the audited interim financial statement(s) published subsequently for the financial years prior to the issuance of Instruments under the relevant Pricing Supplement. The Financial Statements of the Company for the years ended December 31, 2018, 2019 and 2020 are hereby incorporated by reference and are available for inspection.

Extract from the Independent Report of the Reporting Accountants covering the 3-year period from December 31, 2018 to December 31, 2020:



6 July 2021

Independent assurance report to:

The Board of Directors
Ardova Plc
1 AP/Consolid Road
Ikoru-Apapa
Lagos

and:

The Directors
Vetiva Capital Management Limited
Plot 266B, Kofe Abayomi Street
Victoria Island
Lagos

Dear Sirs:

We have reviewed the accompanying statements of financial position for the years ended 31 December 2018, 31 December 2019 and 31 December 2020, the statements of profit or loss and other comprehensive income, the statements of changes in equity, the statements of cash flows for the years then ended, the statement of significant accounting policies and other explanatory notes (together "the financial information"). The financial information for the years ended 31 December 2018 and 2019 is based on the audited financial statements of Ardova Plc (the "Company"). The financial information for the year ended 31 December 2020 is based on the audited financial statement of Ardova Plc and its subsidiary (the "Group").

Directors Responsibility

The Directors are responsible for the preparation and fair presentation of the financial statements on which the financial information is based, in accordance with the basis of accounting described in the financial information and for such internal control as is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Directors are also responsible for the contents of the prospectus in which this report is included.

Our Responsibility

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

A review of financial information in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The review primarily consists of making inquiries of management and others as appropriate, applying analytical procedures and evaluating the evidence obtained. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance

PricewaterhouseCoopers Chartered Accountants
Landmark Towers, 5B Wafar Corporation Road, Victoria Island, Lagos, Nigeria
T: +234 1 271 1700, www.pwc.com/ng



with International Standards on Auditing. Accordingly, we do not express an audit opinion on this financial information.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information does not present fairly, in all material respects the state of the financial position of Ardova Plc as at the dates stated and of its profit or loss and cash flows for the years then ended, in accordance with the accounting policies.

Basis of Accounting

Without modifying our conclusion, we draw attention to the statement of significant accounting policies included in the financial information which describes the basis of accounting. The financial information is prepared for inclusion in the prospectus to be issued in connection with the proposed capital raising transaction. As a result, the financial information may not be suitable for another purpose.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Edele Ehie", with a stylized flourish at the end.

For: PricewaterhouseCoopers
Chartered Accountants
Lagos, Nigeria

6 July 2021

Engagement Partner: Edele Ehie
PRC/2013/ICAN/ 00000001143

Ardova Plc

Financial information: 2018 - 2020

Statement of profit or loss and other comprehensive income

	Note	Group 31 December 2020 N'000	Company 31 December 2019 N'000	Company 31 December 2018 N'000
Revenue	2	181,938,679	176,550,766	134,706,306
Cost of sales	3	(169,808,131)	(165,269,049)	(123,376,240)
Gross profit		12,130,548	11,281,717	11,330,066
Other income	4	955,356	4,307,468	1,859,809
Selling and distribution expenses	5	(2,233,371)	(2,280,966)	(2,245,688)
Administrative expenses	6	(7,192,811)	(8,324,024)	(7,551,157)
Net impairment reversals/(losses) on financial assets	17.4	477,245	(59,749)	(443,944)
Operating profit		4,136,967	4,924,446	2,949,086
Finance income	7	270,949	4,555,095	1,181,038
Finance costs	7	(1,502,426)	(4,825,394)	(3,101,580)
Net finance costs		(1,231,477)	(270,299)	(1,920,542)
Profit before minimum and income taxation		2,905,490	4,654,147	1,028,544
Minimum tax	8a(i)	-	(513,861)	-
Income tax expense	8a	(1,047,521)	(225,146)	(397,073)
Profit for the year		1,857,969	3,915,140	631,471
Other comprehensive income		-	-	-
Total comprehensive income for the year		1,857,969	3,915,140	631,471
Earnings per share				
Basic/ diluted (In Naira)	9	1.42	3.00	0.48

The accompanying notes form an integral part of these financial information.

EXTRACT FROM THE INDEPENDENT REPORT OF THE REPORTING ACCOUNTANTS

Ardova Plc

Financial information: 2018 - 2020

Statement of financial position

		Group 31 December 2020 N'000	Company 31 December 2019 N'000	Company 31 December 2018 N'000
Note				
Assets				
Property, plant and equipment	10	15,220,348	11,116,680	8,789,910
Right of use assets	11	1,325,861	1,376,470	-
Investment property	12	1,481,097	1,506,546	1,531,995
Intangible assets	13	43,567	72,753	143,811
Deferred tax asset	15	639,180	783,157	577,571
Employee benefit - non current	22	-	36,735	95,364
Receivable from trucks disposals	10	4,591	-	-
Investment in mobile power	14	50,890	-	-
Inventories	16	14,553,608	12,834,373	9,528,146
Trade and other receivables	17	28,490,908	16,677,971	28,611,871
Employee benefit - current	22	-	610,302	-
Restricted cash	18	30,127	19,707	-
Cash and cash equivalents	19	3,006,283	1,984,260	1,154,269
Assets held for sale	20	-	-	10,296,796
Total assets		64,846,460	47,018,954	60,729,733
Equity and liabilities				
Equity				
Share capital	21	655,314	655,314	655,314
Share premium	21	8,071,943	8,071,943	8,071,943
Other reserves		(5,041)	(5,041)	(7,752)
Retained earnings		10,687,652	8,829,683	6,418,039
Treasury stocks	21	(1,388,574)	(1,388,574)	(1,388,574)
Total equity		18,021,294	16,163,325	13,748,970
Liabilities				
Deferred tax liabilities	15	1,211,164	1,463,956	1,490,742
Employee benefit obligations	22	-	262,902	-
Trade and other payables	24	35,481,426	22,823,177	26,473,272
Current income tax liabilities	8d	1,175,592	976,632	296,217
Term loans and import facilities	23	2,289,627	-	2,071,463
Medium term bond	23	2,847,762	5,232,189	7,175,523
Bank overdraft	19	3,819,595	116,773	9,473,546
Total liabilities		46,825,166	30,855,629	46,980,763
Total equity and liabilities		64,846,460	47,018,954	60,729,733

The accompanying notes form an integral part of these financial information.

Ardova Plc
Financial information: 2018 - 2020
Statement of changes in equity

	Share capital N'000	Share premium N'000	Other reserves N'000	Retained earnings N'000	Treasury shares N'000	Total equity N'000
Company						
At 1 January 2018	655,314	8,071,943	(7,752)	5,805,859	(1,388,574)	13,136,790
Effect of adoption of IFRS 9	-	-	-	(19,291)	-	(19,291)
At 1 January 2018 (restated)	655,314	8,071,943	(7,752)	5,786,568	(1,388,574)	13,117,499
Profit for the year	-	-	-	631,471	-	631,471
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	631,471	-	631,471
At 31 December 2018	655,314	8,071,943	(7,752)	6,418,039	(1,388,574)	13,748,970
Company						
At 1 January 2019	655,314	8,071,943	(7,752)	6,418,039	(1,388,574)	13,748,970
Bonus share accrual	-	-	2,711	(2,711)	-	-
Profit for the year	-	-	-	3,915,140	-	3,915,140
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	3,915,140	-	3,915,140
Dividend paid	-	-	-	(1,500,785)	-	(1,500,785)
At 31 December 2019	655,314	8,071,943	(5,041)	8,829,683	(1,388,574)	16,163,325
Group						
At 1 January 2020	655,314	8,071,943	(5,041)	8,829,683	(1,388,574)	16,163,325
Profit for the year	-	-	-	1,857,969	-	1,857,969
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	1,857,969	-	1,857,969
At 31 December 2020	655,314	8,071,943	(5,041)	10,687,652	(1,388,574)	18,021,294

The accompanying notes form an integral part of these financial information.

EXTRACT FROM THE INDEPENDENT REPORT OF THE REPORTING ACCOUNTANTS

Ardoval Plc Financial information: 2018 - 2020 Statement of cash flows

		Group 31 December 2020 N'000	Company 31 December 2019 N'000	Company 31 December 2018 N'000
Profit before income tax		2,905,499	4,654,347	1,028,544
Adjustment for:				
Depreciation of property, plant and equipment		1,080,179	1,246,378	1,324,413
Depreciation of right of use asset		339,108	808,574	-
Depreciation of investment property		25,449	25,449	25,449
Amortisation of intangible asset		15,046	71,058	72,296
Gain on disposal of subsidiaries	4	-	(2,674,891)	-
(Profit)/ loss on disposal of property, plant and equipment	4	(273,006)	30,067	(6,537)
Finance income	7	(270,949)	(4,555,095)	(1,281,038)
Finance cost	7	1,502,426	4,825,394	3,101,580
Current service cost	22	-	254,680	97,347
Provisions no longer required	4	(371)	(13,368)	(77,402)
Net impairment (reversal)/losses on financial assets	17.4	(477,245)	59,749	443,944
Rights of use assets at date of initial application		-	(1,939,502)	-
Effect of retrospective adoption of IFRS 9	17.4	-	-	(19,291)
Changes in working capital:				
Increase in inventories		(1,719,235)	(3,306,227)	(4,909,758)
(Increase)/ decrease in trade and other receivables		(10,693,247)	11,143,764	4,675,901
(Increase)/ decrease in trade and other payables		12,558,249	(4,207,956)	(66,071)
Defined benefit obligation paid	22	(262,531)	(530,084)	(102,173)
Income tax paid	8d	(957,375)	(209,058)	(241,852)
Net cash flows generated from operating activities		3,891,988	5,683,079	4,166,292
Investing activities				
Proceeds from disposal of property, plant and equipment		1,023,357	212,821	32,263
Purchase of property, plant and equipment		(5,934,198)	(816,036)	(371,798)
Acquisition of intangibles		(5,860)	-	(19,397)
Acquisition of ROU assets		(288,499)	(245,542)	-
Investment in Mobile Power		(50,890)	-	-
Proceeds from disposal of subsidiaries		-	12,960,887	-
Interest received	7	270,949	539,103	1,106,542
Net cash flows (used in)/ generated from investing activities		(4,985,141)	12,651,233	747,610
Financing activities				
Loan repayment	23.1	(2,364,427)	(5,438,107)	(10,442,422)
Additional loan		2,289,627	-	-
Dividend paid		-	(1,500,763)	-
Movement in restricted cash	18	(10,420)	(19,707)	-
Interest paid	23.1	(1,502,426)	(1,188,949)	(3,101,580)
Net cash flows used in financing activities		(1,587,646)	(8,147,548)	(13,544,002)
Net (decrease)/ increase in cash and cash equivalents		(2,680,799)	10,186,764	(8,630,100)
Cash and cash equivalents at beginning of year		1,867,487	(8,319,277)	310,823
Cash and cash equivalents at end of the year	20	(813,312)	1,867,487	(8,319,277)

The accompanying notes form an integral part of these financial information.

EXTRACT FROM THE INDEPENDENT REPORT OF THE REPORTING ACCOUNTANTS

The financial information of Enyo Retail & Supply Limited has been extracted from its audited annual financial statements and has also been provided in this Pricing Supplement in compliance with the provisions of Rule 288(14) of the Rules and Regulations of the SEC, 2013 (as amended). This section should be read and construed in conjunction with the audited financial statement(s) published for the financial years prior to the issuance of Instruments under the relevant Pricing Supplement. The Financial Statements of Enyo Retail & Supply Limited for the years ended December 31, 2017, 2018, 2019 and 2020 are hereby incorporated by reference and are available for inspection.

Enyo Retail & Supply Limited Financial information: 2017 - 2020



6 July 2021

Independent assurance report to:

The Board of Directors
Ardova Plc
1, AF/Conolly Road
Ijora-Apapa
Lagos

and

The Directors
Vetiva Capital Management Limited
Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos

Dear Sirs

We have reviewed the accompanying statements of financial position for the period ended 31 December 2017 and the years ended 31 December 2018, 31 December 2019 and 31 December 2020, the statements of profit or loss and other comprehensive income, the statements of changes in equity, the statements of cash flows for the periods then ended, the statement of significant accounting policies and other explanatory notes (together "the financial information"). The financial information is based on the audited financial statements of Enyo Retail & Supply Limited ("the Company").

Directors Responsibility

The Directors of Enyo Retail & Supply Limited are responsible for the preparation and fair presentation of the financial statements on which the financial information is based, in accordance with the basis of accounting described in the financial information and for such internal control as is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Directors of Ardova Plc are responsible for the contents of the prospectus in which this report is included.

Our Responsibility

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

A review of financial information in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The review primarily consists of making inquiries of management and others as appropriate, applying analytical procedures and evaluating the evidence obtained. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on this financial information.

PricewaterhouseCoopers Chartered Accountants
Landmark Towers, 5B Wuse Corporation Road, Victoria Island, Lagos, Nigeria
T: +234 1 271 1700, www.pwc.com/ng



Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information does not present fairly, in all material respects the state of the financial position of the Company as at the dates stated and of its profit or loss and cash flows for the periods then ended, in accordance with the Company's accounting policies.

Basis of Accounting

Without modifying our conclusion, we draw attention to the statement of significant accounting policies included in the financial information which describes the basis of accounting. The financial information is prepared for inclusion in the prospectus to be issued in connection with the proposed capital raising transaction. As a result, the financial information may not be suitable for another purpose.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Edafe Erhie", written over a faint, circular stamp.

For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria

6 July 2021

Engagement Partner: **Edafe Erhie**
PRC/2013/ICAN/00000001143

Enyo Retail & Supply Limited

Financial information: 2017 - 2020

Statement of profit or loss and other comprehensive income

		31 December 2020 N'000	31 December 2019 N'000	31 December 2018 N'000	8 months ended 31 December 2017 N'000
	Note				
Revenue	2	41,415,705	41,016,948	12,441,004	1,267,356
Cost of sales	3	(38,733,329)	(37,796,901)	(11,569,452)	(1,209,959)
Gross profit		2,682,376	3,220,047	871,552	57,397
Other income	4	226,828	93,048	18,254	-
Impairment loss on trade receivables	5	(11,775)	-	-	-
Selling and distribution expenses	6	(2,802,430)	(2,050,113)	(885,951)	(78,613)
Administrative expenses	7	(1,933,259)	(1,595,586)	(699,437)	(281,172)
Operating loss		(1,838,260)	(332,604)	(695,582)	(302,388)
Finance income	8	60,083	132,257	116,773	8,094
Finance costs	8	(2,452,076)	(554,552)	(149,844)	(91,945)
Net finance costs		(2,391,993)	(422,295)	(33,071)	(83,851)
Loss before income tax		(4,230,253)	(754,899)	(728,653)	(386,239)
Income tax expense	9.1	-	(571)	-	-
Loss for the year		(4,230,253)	(755,470)	(728,653)	(386,239)
Other comprehensive income		-	-	-	-
Total comprehensive loss		(4,230,253)	(755,470)	(728,653)	(386,239)

The accompanying notes form an integral part of these financial information.

Enyo Retail & Supply Limited

Financial information: 2017 - 2020

Statement of financial position

		31 December 2020 N'000	31 December 2019 N'000	31 December 2018 N'000	8 Months ended 31 December 2017 N'000
	Note				
Assets					
Property, plant and equipment	10	9,589,580	7,743,882	4,675,696	1,361,322
Right of use assets	21.1	4,878,327	5,227,004	-	-
Intangible assets	11	158,538	105,651	30,074	4,890
Prepayments - non-current	14	-	-	3,296,676	1,434,895
Inventories	12	1,228,865	1,583,812	560,941	23,374
Trade and other receivables	13	2,080,249	1,381,485	330,852	57,765
Deposit for property, plant and equipment	10.6	199,686	737,013	853,988	106,626
Derivative financial assets	16	2,240	8,092	-	-
Other investments	17	-	443,746	-	-
Prepayments - current	14	171,589	643,530	799,853	382,032
Cash and cash equivalents	15	694,975	2,682,731	574,564	300,286
Total assets		19,004,049	20,556,946	11,122,644	3,671,190
Equity and liabilities					
Share capital	18.2	10,000	10,000	10,000	10,000
Other reserves	18.3	4,836,178	4,836,178	4,836,178	3,334,612
Accumulated deficit		(6,100,615)	(1,870,362)	(1,114,892)	(386,239)
Total equity		(1,254,437)	2,975,816	3,731,286	2,958,373
Liabilities					
Lease liabilities	21	101,621	164,904	-	-
Loans and borrowings - non-current	19	-	5,820,458	6,077,986	-
Tax liabilities	9.3	-	571	-	-
Loans and borrowings - current	19	19,437,456	10,662,063	-	-
Contract liability	2.2	21,545	87,234	4,638	4,719
Trade and other payables	20	697,864	845,900	1,308,734	708,098
Total liabilities		20,258,486	17,581,130	7,391,358	712,817
Total equity and liabilities		19,004,049	20,556,946	11,122,644	3,671,190

The accompanying notes form an integral part of these financial information.

Enyo Retail & Supply Limited

Financial information: 2017 - 2020

Statement of changes in equity

		Share capital N'000	Other reserves N'000	Accumulated deficit N'000	Total equity N'000
Balance at 12 May 2017		-	-	-	-
Total comprehensive loss:					
Loss for the period		-	-	(386,239)	(386,239)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss for the period		-	-	(386,239)	(386,239)
Transactions with owners of the company:					
Issue of ordinary shares	18.1	10,000	-	-	10,000
Additional capital contribution	18.3	-	3,334,612	-	3,334,612
Balance at 31 December 2017		<u>10,000</u>	<u>3,334,612</u>	<u>(386,239)</u>	<u>2,958,373</u>
Balance at 1 January 2018		10,000	3,334,612	(386,239)	2,958,373
Total comprehensive loss:					
Loss for the year		-	-	(728,653)	(728,653)
Other comprehensive income for the year		-	-	-	-
Total comprehensive loss for the year		-	-	(728,653)	(728,653)
Transactions with owners of the company:					
Additional capital contribution	18.3	-	1,501,566	-	1,501,566
Balance at 31 December 2018		<u>10,000</u>	<u>4,836,178</u>	<u>(1,114,892)</u>	<u>3,731,286</u>
Balance at 1 January 2019		10,000	4,836,178	(1,114,892)	3,731,286
Total comprehensive loss:					
Loss for the year		-	-	(755,470)	(755,470)
Other comprehensive income for the year		-	-	-	-
Total comprehensive loss for the year		-	-	(755,470)	(755,470)
Balance at 31 December 2019		<u>10,000</u>	<u>4,836,178</u>	<u>(1,870,362)</u>	<u>2,975,816</u>
Balance at 1 January 2020		10,000	4,836,178	(1,870,362)	2,975,816
Total comprehensive loss:					
Loss for the year		-	-	(4,230,253)	(4,230,253)
Other comprehensive income for the year		-	-	-	-
Total comprehensive loss for the year		-	-	(4,230,253)	(4,230,253)
Balance at 31 December 2020		<u>10,000</u>	<u>4,836,178</u>	<u>(6,100,615)</u>	<u>(1,254,437)</u>

The accompanying notes form an integral part of these financial information.

EXTRACT FROM THE INDEPENDENT REPORT OF THE REPORTING ACCOUNTANTS

Enyo Retail & Supply Limited Financial information: 2017 - 2020 Statement of cash flows

		31 December	31 December	31 December	8 Months ended
	Note	2020	2019	2018	31 December
		N'000	N'000	N'000	2017
					N'000
Cash flows from operating activities					
Loss before income tax		(4,230,253)	(754,899)	(728,653)	(386,239)
Adjustment for:					
Depreciation of property, plant and equipment	10.5	1,431,558	846,899	280,302	27,382
Depreciation of right of use asset	21.1	549,395	357,965	-	-
Amortisation of intangible asset	7	22,516	14,394	1,527	498
Impairment loss on trade receivables	5	11,775	-	-	-
Loss on disposal of property, plant and equipment	7	-	-	-	4,922
Net finance cost	8	2,635,113	422,295	33,071	83,851
		420,114	886,654	(413,753)	(269,586)
Changes in working capital:					
Decrease/ (increase) in inventories		354,947	(1,022,871)	(537,567)	(23,374)
(Increase) in trade and other receivables		(710,539)	(1,050,633)	(273,087)	(57,765)
(Decrease)/ increase in contract liabilities		(65,689)	82,596	(81)	4,719
Decrease/ (increase) in prepayment		471,941	(1,959,483)	(2,279,602)	(1,816,926)
(Decrease)/ increase in trade and other payables		(148,036)	(462,834)	600,636	708,098
		322,738	(3,536,571)	(2,903,454)	(1,454,834)
Income tax paid		(571)	-	-	-
Net cash generated from/ (used in) operating activities		322,167	(3,536,571)	(2,903,454)	(1,454,834)
Cash flow from investing activities					
Investment in treasury bills	17	485,096	(435,421)	-	-
Addition to right of use assets		(200,718)	-	-	-
Acquisition of property plant and equipment		(2,577,502)	(3,571,097)	(3,488,050)	(1,393,627)
Addition of deposit for property, plant and equipment	10.6	(162,437)	(737,013)	(853,988)	(106,626)
Refund of deposit for property, plant and equipment	10.6	-	510,000	-	-
Acquisition of intangible assets		(75,403)	(89,971)	(26,711)	(5,388)
Net cash flows used in investing activities		(2,530,964)	(4,323,502)	(4,368,749)	(1,505,641)
Cash flow from financing activities					
Proceeds from issue of shares		-	-	-	10,000
Additional capital contribution	18.3	-	-	1,501,566	3,334,619
Interest income on bank deposits	8	18,733	123,932	116,773	8,094
Payment of lease liabilities	21.5	(82,952)	(29,500)	-	-
Proceeds from loans	19.3	770,400	9,922,175	5,928,142	-
Interest paid	19.3	(485,140)	(48,367)	-	(91,945)
Net cash flows generated from financing activities		221,041	9,968,240	7,546,481	3,260,761
Net increase in cash and cash equivalents		(1,987,756)	2,108,167	274,278	300,286
Cash and cash equivalents at 1 January/1 May		2,682,731	574,564	300,286	-
Cash and cash equivalents at 31 December	15	694,975	2,682,731	574,564	300,286

The accompanying notes form an integral part of these financial information.



Arдова Plc

2021 Corporate Rating

ARDOVA PLC

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

CORPORATE RATING REPORT

References

Abiodun Adeseyoju, FCA
 Abimbola Adeseyoju
 Oladele Adeoye

EVALUATION

VALID TILL: June, 2022

Long-term Rating:	A
Short term Rating	A1
Previous Rating:	N/A
Rating Outlook:	Positive
Trend:	Even
Currency:	Naira

EXECUTIVE SUMMARY

	2020 N'000	2019 N'000	2018 N'000	2017 N'000	2016 N'000
Turnover	181,664,468	176,550,766	134,706,306	86,175,010	131,613,962
Profit Before Tax	3,199,188	4,654,147	1,028,544	1,895,670	5,442,682
Equity	18,226,759	16,163,325	13,748,970	13,136,790	11,874,732
Prop., Plant & Eqp.	10,160,351	11,116,680	11,138,651	22,654,311	22,171,280
Total Asset	62,442,701	47,018,954	60,729,733	62,117,629	73,458,995
Non Current Liabls	1,211,507	4,199,344	7,542,122	10,746,422	11,691,972

RATING EXPLANATION

The Short-term Rating of **A1** indicates *Good Credit Quality* and adequate capacity for timely payment of financial commitments.

The long term rating of **A** indicates *Low Risk*. It shows very good financial strength, operating performance and business profile when compared to the standard established by DataPro. This Company, in our opinion, has a strong ability to meet its ongoing obligations.

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

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SUMMARY

- Rating

A

- Report Type:
Corporate
Rating

- Client:
Arдова Plc

- Date Compiled
11-Jun-2021



Credit Rating Announcement

GCR affirms Ardova Plc's national scale ratings of A-_{PRG}/ A2_{PRG} due to its strong market position. Stable Outlook.

Rating Action

Lagos, 06 July 2021 - GCR Ratings ("GCR") has affirmed the national scale long and short term issuer ratings of A-_{PRG} and A2_{PRG} respectively, assigned to Ardova Plc, with the Outlook accorded as Stable. Concurrently, the ratings assigned to the Series 1 Bonds have been affirmed at A-_{PRG}, with a Stable Outlook.

Rated Entity / Issue	Rating class	Rating scale	Rating	Outlook / Watch
Ardova Plc	Long Term Issuer	National	A- _{PRG}	Stable
	Short Term Issuer	National	A2 _{PRG}	
Series 1 Senior Unsecured Bonds	Long Term Issue	National	A- _{PRG}	Stable

Rating Rationale

The ratings of Ardova Plc ("Ardova" or "the Company") reflects its strong competitive position in the Nigerian oil and gas downstream sector, solid earnings performance through the cycle and moderately strong credit protection metrics and capital structure. These are balanced against the inherently high liquidity requirements in the sector, and GCR's concerns on the shareholding structure.

Ardova's strong business profile is underpinned by its integration along the value chain. Thus, while the Company's core operations consist of a network of over 450 retail outlets well spread across key cities in Nigeria, it benefits from backward integration through its parent, Prudent Energy and Services Limited ("Prudent" or "the Group"), which is able to import and store fuel, as well as managing the full logistics operation through in-house subsidiaries. The successful acquisition of Enya Retail and Supply Limited ("Enya"), with additional 93 retail outlets, should help capture stronger market share. Other key competitive advantages relate to the ongoing expansion of non-PMS product lines, including liquified petroleum gas, bitumen, and lubricants (through upgrade of lubes blending plant and exclusive distribution rights to Chevron and Shell lubes).

Although GCR has adopted a standalone credit analysis, we recognise Ardova's position as an important component of the Group (48% and 44% of consolidated revenue and EBITDA respectively in FY20). Accordingly, a slight negative adjustment has been applied to group support to account for the perceived higher risks within the Group's operations, compared to Ardova.

GCR takes cognisance of the well constituted Board of directors (separate from the parent) with credible strategic goals, an experienced senior management team, and the public listing status of Ardova, albeit the weaker governance structure at the ultimate group level does constrain the ratings somewhat. Positive adjustment to this assessment is dependent on demonstrable stronger governance structure at the group level.

The robust earnings growth has been supportive to the ratings, underpinned by the strong revenue progression in PMS (due to higher volumes and price increase), which accounted for around 80% of FY20 revenue. While the other product lines are expected to expand over the medium term, earnings concentration to PMS will remain. As PMS pricing is closely regulated, the profit margin is narrow, with little headroom to manage earnings variability. Accordingly, earnings margins have been reported slightly below the peer average of 3.3%, due to the lesser contribution from lubes

Nigeria Corporate Analysis | Public Credit Rating

(compared to Total Nigeria Plc and Eterna Plc). While GCR expects some marginal enhancement, underpinned by the anticipated growth in other product lines, this margin will likely remain below 5% over the rating horizon, in line with industry norm.

Leverage and capital structure are deemed neutral to the ratings primarily due to the reduction in gross debt from N34.8bn at FY17 to N9bn at FY20. This has supported the substantial improvement in net debt to EBITDA to around 1.24x in FY20 (period average 3.66x). Although debt is expected to more than double to around N20bn in FY21-22, GCR anticipates that the metric would remain at the 1.8x-2.2x range on the back of an increase in absolute EBITDA. This is offset against the historically low interest coverage, albeit expected to widen slightly to the intermediate range of 5.5x-7.5x over the rating horizon due to the supportive interest rate environment. Operating cash flow coverage of debt is expected to contract slightly (but remain moderate) due to working capital pressures. GCR takes cognisance of Ardova's access to diverse funding sources and the low currency risk, but this weighs against the short maturity on all debt. The imminent bond issuance should help spread the maturity profile over the longer term.

The ratings are somewhat constrained by the liquidity assessment, with sources versus uses of cash calculated to register around 1.34x over the next 12 to 18 months. Liquidity is underpinned by cash holdings of around N2.4bn at FY20 and N6.8bn committed facilities, as well as anticipated strong cash flows. This will be augmented by the anticipated bond issue which will be utilised to settle the Enyo acquisition cost and other capex requirements.

Outlook Statement

The Stable Outlook reflects GCR's expectation that sound earnings will be sustained over the rating horizon, which should cushion the impact of the anticipated increase in debt on leverage metrics. We also envisage that the intermediate liquidity assessment will continue to be supported by good operating cash flows and the Company's strong relationships with lenders.

Rating Triggers

Positive rating action is only likely over the medium term, contingent upon achieving consistently stronger earnings and cash flows above the industry average. This should allow Ardova the resources to fund a larger portion of its operations internally, thus reducing reliance on debt.

The ratings could be downgraded if 1) there is material and sustained earnings shock which impacts on profitability and substantially impacts the debt service metrics 2) Ardova is unable to raise sufficient funding to meet short term maturities and capex commitments 3) liquidity coverage falls below 1.25x due to higher recourse to short term debt or cost overrun on expansion projects.

Analytical Contacts

Primary analyst Lagos, Nigeria	Samuel Popoola Samuel@GCRratings.com	Analyst +234 1 904 9462
Committee chair Johannesburg, ZA	Matthew Pinie MatthewP@GCRratings.com	Group Head of Ratings +27 11 784 1771

Related Criteria and Research

Criteria for the GCR Ratings Framework, May 2019
Criteria for Rating Corporate Entities, May 2019
GCR Ratings Scales, Symbols & Definitions, May 2019
GCR Nigeria Country Risk Scores, February 2021
GCR Nigeria Corporate Sector Risk Scores, February 2021
Ardova Plc's Rating Reports, 2016-20

Nigeria Corporate Analysis | Public Credit Rating

EXTRACT OF THE ISSUER'S RATING REPORTS

Ratings History

Ardova Plc					
Rating class	Review	Rating scale	Rating	Outlook	Date
Long Term issuer	Initial	National	A- _(na)	Stable	June 2014
Short Term issuer	Initial	National	A1- _(na)	Stable	
Long Term issue	Initial	National	A- _(na)	Stable	December 2014
Long Term issuer	Last	National	A- _(na)	Stable	December 2020
Short Term issuer	Last	National	A2- _(na)	Stable	
Long Term issue	Last	National	A- _(na)	Stable	December 2020

Risk Score Summary

Rating Components & Factors	Risk scores
Operating environment	4.50
Country risk score	3.75
Sector risk score	5.75
Business profile	6.75
Competitive position	1.00
Management and governance	(0.25)
Financial profile	6.00
Earnings performance	6.50
Leverage and Cash flow	6.00
Liquidity	(0.50)
Comparative profile	(0.25)
Group support	(0.25)
Peer analysis	0.00
Total Score	7.00

Glossary

Cash flow	The inflow and outflow of cash and cash equivalents. Such flows arise from operating, investing and financing activities.
Cash	Funds that can be readily spent or used to meet current obligations.
Debt	An obligation to repay a sum of money. More specifically, it is funds passed from a creditor to a debtor in exchange for interest and a commitment to repay the principal in full on a specified date or over a specified period.
Diversification	Spreading risk by constructing a portfolio that contains different exposures whose returns are relatively uncorrelated. The term also refers to companies which move into markets or products that bear little relation to ones they already operate in.
Exposure	Exposure is the amount of risk the holder of an asset or security is faced with because of holding the security or asset. For a company, its exposure may relate to a product class or customer grouping. Exposure may also arise from an overreliance on one source of funding. In insurance, it refers to an individual or company's vulnerability to various risks.
Interest Cover	Interest cover is a measure of a company's interest payments relative to its profits. It is calculated by dividing a company's operating profit by its interest payments for a given period.
Issuer	The party indebted or the person making repayments for its borrowings.
Leverage	Regarding corporate analysis, leverage (or gearing) refers to the extent to which a company is funded by debt.
Liquidity	The speed at which assets can be converted to cash. It can also refer to the ability of a company to service its debt obligations due to the presence of liquid assets such as cash and its equivalents. Market liquidity refers to the ease with which a security can be bought or sold quickly and in large volumes without substantially affecting the market price.

EXTRACT OF THE ISSUER'S RATING REPORTS

Salient Points of Accorded Ratings

GCR affirms that a.) no part of the rating process was influenced by any other business activities of the credit rating agency; b.) the ratings were based solely on the merits of the rated entity, security or financial instrument being rated; and c.) such ratings were an independent evaluation of the risks and merits of the rated entity, security or financial instrument.

The credit rating has been disclosed to Ardova Plc. The rating above was solicited by, or on behalf of, the rated entity, and therefore, GCR has been compensated for the provision of the rating.

Ardova Plc participated in the rating process via telephonic management meetings, and other written correspondence. Furthermore, the quality of information received was considered adequate and has been independently verified where possible. The information received from Ardova Plc and other reliable third parties to accord the credit ratings included:

- 2020 audited annual financial statement, and prior four years annual financial statements;
- Unaudited management accounts for the period to 31 March 2021;
- Internal and/or external management reports;
- Industry comparative data and a breakdown of facilities available and related counterparties; and
- Information specific to the rated entity and/or industry was also received.



Ardoval Plc

2021 Bond Rating

ARDOVA PLC

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

BOND RATING REPORT

Up to N22Billion Series 1 (Tranche A & B) Under the N60Billion
Issuance Programme

References

Abiodun Adeseyoju, PCA
Abimbola Adeseyoju
Oladele Adeoye

SUMMARY

- Rating

A

- Report Type:
Bond Rating

- Client:
Ardoval Plc

- Date Compiled
30-Jul-2021

EVALUATION VALID TILL: July, 2022

DataPro Rating:	A
Security Type	Up to N22Billion Series 1 (Tranche A & B) Under the N60Billion Issuance Programme
Rating Outlook:	Positive
Currency:	Naira
Rating Watch	Applicable

FINANCIAL FORECAST

	2021	2022	2023	2024	2025
	N'000	N'000	N'000	N'000	N'000
Earning Before Interest & Tax (EBIT)	4,642,669	5,642,239	8,265,868	11,072,854	15,194,332
Free Cash Flow	4,780,663	3,181,458	4,554,613	6,258,436	9,007,206
Bond Obligation	2,870,000	2,860,000	5,099,452	5,099,451	5,099,452
Cashflow After Bond Obligation	1,910,663	2,232,121	1,687,282	3,264,834	7,985,252

RATING EXPLANATION

The Long-Term Rating of A indicates Low Risk. It shows very good financial strength, operating performance and business profile when compared to the standard established by DataPro. This Issuer, in our opinion, has a strong ability to meet its ongoing obligations.

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

DataPro @ 2021



CREDIT RATING ANNOUNCEMENT

GCR accords an Indicative Rating to Ardova Plc's proposed up to N22bn Series 1 (Tranches A & B) Senior Unsecured Bond Issue

Rating Action

Lagos, Nigeria, 24 August 2021 – GCR Ratings ("GCR") has assigned a national scale long term indicative rating of A-~~+~~ to Ardova Plc's proposed up to N22bn Series 1 (Tranches A & B) Senior Unsecured Bonds. The Outlook on the rating is Stable.

Rated Entity / Issue	Rating class	Rating scale	Rating	Outlook / Watch
Series 1 Tranche A Bond	Long Term Issue	National	A- +	Stable
Series 1 Tranche B Bond	Long Term Issue	National	A- +	Stable

*IR stands for indicative rating.

Rating Rationale

The issuer, Ardova Plc ("Ardova" or "the issuer") is a leading player in the Nigerian oil and gas downstream sector, whose competitive position is underpinned by its integration along the value chain, solid earnings performance through the cycle and moderately strong credit protection metrics and capital structure. GCR recently affirmed the national scale long-term rating of A-~~+~~ assigned to the issuer.

Ardova is in the process of registering a N60bn Bond Issuance Programme ("the Programme") with Securities and Exchange Commission and expects to issue up to N22bn in Series 1 under the Programme. This will likely be through two distinct Tranches (A & B) with identical features except for their respective size and maturity dates. The amount for each of the two Tranches will be allocated upon completion of book-building. The Tranche A Bonds will have a seven-year maturity, while Tranche B, 10-year. The Coupon Payments will commence from the Issue Date and be payable semi-annually in arrears up to and including the Maturity Date. Principal Repayment on both Tranches will be made on an amortised basis on each Coupon Payment Date as from 2023 following an 18-month Principal moratorium period.

The Series 1 Bonds (Tranches A & B) will be senior, direct, unconditional, and unsecured obligations of the issuer. Being senior unsecured debt, the proposed Series 1 (Tranches A & B) Bonds will rank *pari passu* with all other senior unsecured creditors. As such, the Bonds will bear the same national scale long term rating as that accorded to the issuer. Accordingly, any change in the issuer's long-term rating would impact the Bond rating.

The indicative rating assumes that the conditions in the Bonds will not change and will receive regulatory approval.

Outlook Statement

The Stable Outlook reflects GCR's expectations that the issuer will sustain sound earnings over the rating horizon, which should cushion the impact of the anticipated increase in debt on leverage metrics. We also envisage that the intermediate liquidity assessment will continue to be supported by good operating cash flows and the issuer's strong relationships with lenders.

Nigerian Corporate Analysis () Public Credit Rating

EXTRACT OF THE ISSUER'S RATING REPORTS

Rating Triggers

Given that the indicative rating is intrinsically linked to the issuer's long-term rating, any change to the corporate rating assigned to Ardova will directly affect the bond rating.

Analytical Contacts

Primary analyst Lagos, Nigeria	Samuel Popoola Samuel@GCRatings.com	Credit Analyst +234 1 904 9462
Committee chair Johannesburg, ZA	Eyal Shevel Shevel@GCRatings.com	Sector Head: Corporate and Public Sector +27 11 784 1771

Related Criteria and Research

Criteria for the GCR Ratings Framework, May 2019
Criteria for Rating Corporate Entities, May 2019
GCR Nigeria Country Risk Score report, February 2021
GCR Nigeria Corporate Sector Risk Scores report, February 2021
Ardova Plc's rating reports, 2016-21

Ratings History

Ardova Plc's Series 1 (Tranches A & B) Senior Unsecured Bond

Rating class	Review	Rating scale	Rating	Outlook/Watch	Date
Long term issue	Initial/final	National	A- ^{negative}	Stable	August 2021

Glossary

Debt	An obligation to repay a sum of money. More specifically, it is funds passed from a creditor to a debtor in exchange for interest and a commitment to repay the principal in full on a specified date or over a specified period.
Indicative Rating	An Indicative Rating is denoted by an "IR" suffix to indicate that a credit rating has been accorded based on review of final draft documentation and expectations regarding final documentation.
Issuer Ratings	See GCR Rating Scales, Symbols and Definitions.
Issuer	The party indebted or the person making repayments for its borrowings.
Leverage	With regard to corporate analysis, leverage (or gearing) refers to the extent to which a company is funded by debt.
Liquidity	The speed at which assets can be converted to cash. It can also refer to the ability of a company to service its debt obligations due to the presence of liquid assets such as cash and its equivalents. Market liquidity refers to the ease with which a security can be bought or sold quickly and in large volumes without substantially affecting the market price.
Long Term Rating	See GCR Rating Scales, Symbols and Definitions.
Maturity	The length of time between the issue of a bond or other security and the date on which it becomes payable in full.
Rating Horizon	The rating outlook period.
Rating Outlook	See GCR Rating Scales, Symbols and Definitions.

SALIENT POINTS OF ACCORDED RATINGS

GCR affirms that a.) no part of the rating process was influenced by any other business activities of the credit rating agency; b.) the rating was based solely on the merits of the rated entity, security or financial instrument being rated; and c.) such rating was an independent evaluation of the risks and merits of the rated entity, security or financial instrument.

The credit rating has been disclosed to Ardoza Plc. The rating above was solicited by, or on behalf of, the rated entity, and therefore, GCR has been compensated for the provision of the rating.

Ardoza Plc participated in the rating process via tele-conferences and other written correspondence. Furthermore, the quality of information received was considered adequate and has been independently verified where possible. The information received from Ardoza Plc and other reliable third parties to accord the credit rating included:

- Draft Series 1 Tranche A Trust Deed
- Draft Series 1 Tranche B Trust Deed
- Draft Programme Trust Deed
- Draft Shelf Prospectus

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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 07, October 2021 and closes on 18 October, 2021. Orders must be for a minimum of ₦10,000,000 and in integral multiples of ₦1,000 thereafter, except where the bid forms part of a cumulative bid from the same investor group (e.g. a PFA) that is greater than the minimum subscription.
- 1.2 Participation Amount(s) and Bid Coupon Rate(s) ("**Order(s)**") should be entered in the space provided in the prescribed Commitment Form attached to this Pricing Supplement (the "**Commitment Form**").
- 1.3 By completing and submitting the Commitment Form, each Applicant 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 Applicant.
- 1.4 Applicants 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 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 Applicant is deemed to have authorized the Issuer and the Issuing Houses/Book Runners to effect the necessary changes in this Pricing Supplement as would be required for the purposes of filing an application for the clearance and registration of the final Pricing Supplement with the SEC. The Commitment Form shall be considered as the Application Form for the purposes of registration of the final Pricing Supplement with the SEC.
- 1.8 The Commitment Form presents the Applicant 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 Applicant in the Commitment Form will be treated as optional demands from the Applicant and will not be cumulated.
- 1.9 After determination of the Coupon Rate, the maximum Participation Amount specified by an Applicant at or below the Clearing Price will be considered for allocation and the rest of the order(s), irrespective of the corresponding Bid Coupon Rate(s), will become automatically invalid.
- 1.10 The Issuer in consultation with the Book Runners reserves the right not to proceed with the Offer 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.

PROCEDURE FOR APPLICATION AND ALLOTMENT

2. Payment Instructions

Successful Applicants should ensure that payment of the Participation Amounts is received on the completion meeting date via the CBN 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
Vetiva Capital Management Limited/Ardova Plc Bond Issuance Account – Tranche 1	Stanbic IBTC Bank Plc	0039647659

3. Allocation/Allotment

- 3.1 On the date on which the final price (Coupon rate) of the Series 1 (Tranche A) Bonds is determined after close of the Book Build ("**Pricing Date**"), the Issuing Houses will analyze the demand of submitted bids and in consultation with the Issuer, finalize the allocations to each Applicant. Allocation Confirmation Notices will be sent to successful Applicants thereafter.
- 3.2 The members of the Board and the Issuing Houses reserve the right to accept or reject any application for not complying with the terms and conditions of the Issue.
- 3.3 Upon clearance of the final Pricing Supplement by the SEC, allotment shall be effected in dematerialized (uncertificated) form. Applicants will receive the Bonds in dematerialized form and are mandatorily required to specify their CSD Account Number, clearing house number ("**CHN**"), and member code in the spaces provided on the Commitment Form. Allotment of Bonds in dematerialized form shall be effected not later than 15 Business Days from the date of the approval of the Allotment by the SEC.

Applicants must ensure that the name specified in the Commitment Form is exactly the same as the name in which the CSD Account Number is held. Where the application is submitted in joint names, it should be ensured that the beneficiary's CSD 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 Applicants 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 Applicants 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, where applicable, issuance of cheques/warrants which shall be sent by registered post to the specified addresses of the affected investors. The Issuer, Issuing Houses, Receiving Banks, Trustees and Registrar shall not have any responsibility following posting of cheques/warrants 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 Applicant for the purposes of all cheques posted.

COMMITMENT FORM

ON BEHALF OF

Book Building

Opening Date

Thursday, 07 October 2021



Book Building

Closing Date

Monday, 18 October 2021

ARDOVA PLC PROPOSED DEBT OFFERING

₦11,444,000,000.00 13.30% Fixed Rate Series 1 (Tranche A) Senior Unsecured Bonds Due 2028 At Par 100%
Issue Price: ₦1,000.00 per unit PAYABLE IN FULL ON APPLICATION



Lead Issuing House



Joint Issuing House

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

Please complete all relevant sections of this Form USING BLOCK LETTERS WHERE APPLICABLE

PARTICIPANT STATUS (PLEASE TICK)	DATE (DD/MM/YYYY)	CONTROL NO. (FOR REGISTRARS' USE ONLY)
High Net worth Investors	/ / 2 0 2 1	
Fund Managers	<p>DECLARATION</p> <p>I/We hereby confirm that I am/we are qualified persons to participate in this Bond Issue in accordance with applicable SEC Rules and Regulations.</p> <p>I/We confirm that I/we have read the Prospectus dated [●] 2021 and that my/our Order(s) is/are made on the terms set therein.</p> <p>I/we hereby irrevocably undertake and confirm my/our Order(s) for the Bonds equivalent to my/our Participation Amount(s) set out below at the fixed Coupon Rate.</p> <p>I/We authorize the Issuer to make the necessary changes in the Prospectus for filing of the Final</p>	<p>Prospectus with the SEC without intimation to me/us and use this Commitment Form as the Application Form for the purpose of this Issue.</p> <p>I/We note that the Issuer and the Issuing Houses are entitled in their absolute discretion to accept or reject this Order.</p> <p>I/We agree to accept the Participation Amount as may be allocated to me/us subject to the terms in this Prospectus.</p> <p>I/We authorize you to enter my/our name on the Register of Holders as holders of the Bonds that may be allotted to me/us and to register my/our address as given below.</p>
Pension Fund Administrators		
Insurance Companies		
Investment/Unit Trusts		
Multilateral/Bilateral Inst.		
Market Makers		
Staff Schemes		
Trustees/Custodians		
Stock-broking Firms		
Resident Corporate Investors		
Non-Resident Investors		
Hedge Funds		
Banks		

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

Participants have to make orders on the Commitment Form and such orders shall not be considered as multiple applications. All orders must be for a minimum amount of ₦10,000,000.00 (Ten Million Naira) and in multiples of ₦1,000 (One Thousand Naira) thereafter.

ORDER 1

PARTICIPATION AMOUNT (minimum amount of ₦10,000,000.00 and in multiples of ₦1,000 thereafter)		BID COUPON RATE
IN FIGURES	₦	
IN WORDS		

ORDER 2

PARTICIPATION AMOUNT (minimum amount of ₦10,000,000.00 and in multiples of ₦1,000 thereafter)		BID COUPON RATE
IN FIGURES	₦	
IN WORDS		

ORDER 3

PARTICIPATION AMOUNT (minimum amount of ₦10,000,000.00 and in multiples of ₦1,000 thereafter)		BID COUPON RATE
IN FIGURES	₦	
IN WORDS		



