

SCHEDULE 4
FORM OF CERTIFICATE OF TRANSFER

FIDELITY BANK PLC

*(a public company duly incorporated with limited liability under
the laws of the Federal Republic of Nigeria)*
(the “**Issuer**”)

U.S.\$400,000,000 10.500 per cent. Notes due 2022

Reference is hereby made to the agency agreement dated 16 October 2017 (the “**Agency Agreement**”) in relation to the issue of the Notes. Terms used herein and defined in the Agency Agreement are used herein as so defined.

FOR VALUE RECEIVED (the “**Transferor**”), being the registered holder of a beneficial interest in the [Restricted Global Note/Unrestricted Global Note], hereby transfers to

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..... of
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.....

..... U.S.\$ in principal amount of a beneficial interest in the [Restricted Global Note/Unrestricted Global Note] and irrevocably requests and authorises Citigroup Global Markets Deutschland AG, in its capacity as Registrar, in relation to the Notes (or any successor to Citigroup Global Markets Deutschland AG, in its capacity as such) to effect the relevant transfer by means of appropriate entries in the register kept by it.

[[NOTE: INSERT [A] FOR TRANSFERS OF NOTES BEARING THE RULE 144A LEGEND TO TRANSFEREES THAT TAKE DELIVERY OF NOTES NOT BEARING THE RULE 144A LEGEND. INSERT [B] FOR TRANSFERS OF NOTES NOT BEARING THE RULE 144A LEGEND TO TRANSFEREES THAT TAKE DELIVERY OF NOTES BEARING THE RULE 144A LEGEND PRIOR TO THE EXPIRY OF THE DISTRIBUTION COMPLIANCE PERIOD.]

[A] In connection with such request and in respect of such Notes, the Transferor hereby certifies that (i) such transfer has been effected in accordance with the transfer restrictions set forth in the Notes and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction and (ii) either:

(A) ☐ such transfer has been effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, and accordingly the Transferor hereby certifies that:

1. ☐ the offer and sale of the Notes was not made to a person in the United States or to or for the account or benefit of a U.S. person and such offer and sale was not targeted to an identifiable group of US citizens abroad;

2. either

(a) ☐ at the time the buy order was originated, the Transferee was outside the United States or the undersigned and any person acting on its behalf reasonably believed that the Transferee was outside the United States, or

(b) ☐ the transaction was executed in, on or through the facilities of a designated offshore securities market (as defined in Regulation S) and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;

3. ☐ no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable;

4. ☐ the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

5. ☐ if the Transferor is an officer or director of the Issuer or a distributor, who is an affiliate of the Issuer or distributor solely by holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S; or

(B) ☐ the transfer has been effected pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder.

[B] In connection with such request and in respect of such Notes, the Transferor hereby certifies that such transfer has been effected pursuant to and in accordance with Rule 144A under the Securities Act ("**Rule 144A**") and, accordingly, the Transferor hereby further certifies that the beneficial interest in such Notes is being transferred to a person that the Transferor reasonably believes is purchasing the Notes for its own account, or for one or more accounts with respect to which such person exercises sole investment discretion, and such person, and each such account is a "qualified institutional buyer" within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with the transfer restrictions set forth in the Notes and any applicable securities laws of any state of the United States or any other jurisdiction.]

Dated:

By:
(duly authorised)

Notes

(a) The name of the person by or on whose behalf this form of transfer is signed must correspond with the name of the registered holder as it appears in the Register.

(b) A representative of such registered holder should state the capacity in which he signs, e.g. executor.

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- (c) The signature of the person effecting a transfer shall conform to any list of duly authorised specimen signatures supplied by the registered holder or be certified by a recognised bank, notary public or in such other manner as the Registrar or the relevant Paying and Transfer Agent may require.
 - (d) This form of transfer must be accompanied by such documents, evidence or information as the Registrar may require.
 - (e) If the Transferor is a corporation, partnership or fiduciary, the title of the person signing on behalf of such Transferor must be stated.
 - (f) Any transfer of Notes shall be in an amount equal to U.S.\$200,000 or integral multiples of U.S.\$1,000 in excess thereof.