

## Final Terms

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of United Kingdom domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “**SFA**”)** - Pursuant to Section 309B of the SFA or Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

17 September 2021

## ACCESS BANK PLC

**Legal Entity Identifier (LEI): 029200328C3N9YI2D660**

**Issue of U.S.\$500,000,000 6.125% Senior Notes due 2026  
under the U.S.\$ 1,500,000,000  
Global Medium Term Note Programme**

**Part A  
Contractual Terms**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 13 September 2021 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation Rules sourcebook in the FCA Handbook (the “**UK Prospectus Rules**”) and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and Final Terms have been published on the website of London Stock Exchange.

1.	Issuer:	Access Bank Plc
2.	(a) Series Number:	3
	(b) Tranche Number:	1
	(c) Date on which the Notes become fungible:	Not Applicable.
	(d) Trade Date:	21 September 2021
3.	Specified Currency or Currencies:	U.S. Dollars
4.	Aggregate Nominal Amount:	
	(a) Series:	U.S.\$500,000,000
	(b) Tranche:	U.S.\$500,000,000
5.	Issue Price:	100% of the aggregate nominal amount
6.	(a) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(b) Calculation Amount:	U.S.\$1,000
7.	(a) Issue Date:	21 September 2021
	(b) Interest Commencement Date	Issue Date
8.	Maturity Date:	21 September 2026
9.	Interest Basis:	6.125% Fixed Rate

10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put
13.	(a) Status of the Notes:	Senior, unsecured
	(b) Date Board approval for issuance of Notes obtained:	28 June 2021

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	Fixed Rate Note Provisions:	Applicable
	(a) Rate of Interest:	6.125% per annum payable semi-annually in arrear
	(b) Interest Payment Date(s):	21 March and 21 September in each year, commencing on 21 March 2022, up to and including the Maturity Date
	(c) Fixed Coupon Amount(s):	U.S.\$30.625 per Calculation Amount
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	30/360
	(f) Determination Date(s):	Not Applicable
15.	Reset Note Provisions	Not Applicable
16.	Floating Rate Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18.	Notice Periods for Condition 7(b) ( <i>Redemption and Purchase – Redemption for tax reasons</i> ):	Minimum period: 30 days Maximum period: 60 days
19.	Issuer Call:	Not Applicable
20.	Capital Disqualification Event Call:	Not Applicable
21.	Investor Put:	Not Applicable
22.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	As set out in Condition 7(g) ( <i>Redemption and Purchase – Early Redemption Amounts</i> )

#### **PROVISIONS RELATING TO SUBORDINATED NOTES**

24.	Covenants applicable to Subordinated Notes:	Not Applicable
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## **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25.	Form of Notes:	Registered Notes: Regulation S Global Note registered in the name of a common depositary for Euroclear and Clearstream, Luxembourg
		Rule 144A Global Note registered in the name of a nominee for DTC
26.	Additional Financial Centre(s):	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes:	No

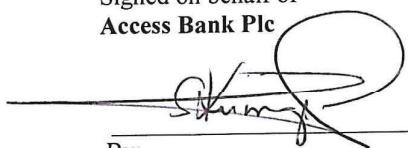
### **Purpose of Final Terms**

These Final Terms comprise the final terms required for issue and admission to trading on the main market of the London Stock Exchange and listing on the Official List of the FCA described herein pursuant to the U.S.\$1,500,000,000 Global Medium Term Note Programme of Access Bank Plc.

### **Third-Party Information**

Certain statistical and market information that is presented in the Base Prospectus in respect of the Nigerian banking sector, the Nigerian economy and the Nigerian political landscape in general has been extracted from certain Government and other third-party sources (including annual reports) as identified where it appears in the Base Prospectus. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of  
Access Bank Plc



By:  
*Duly authorised*

OLUSEYI KUMAPAYI  
EXECUTIVE DIRECTOR

**Part B**  
**Other Information**

**1. LISTING AND ADMISSION TO TRADING**

(i) Listing:	London Stock Exchange
(ii) Admission to trading:	Application is expected to be made by the Issuer for the Notes to be admitted to trading on the main market of the London Stock Exchange with effect from 21 September 2021
(iii) Estimate of total expenses related to admission to trading:	GBP5,150

**2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:

Moody's: B2

Fitch: B

Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**“)

Moody's is not established in the United Kingdom and has not applied for registration under Regulation (EC) No. 1060/2009 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**“) but the rating issued by it is endorsed by Moody's Investors Service Limited which is established in the United Kingdom and is registered under the UK CRA Regulation.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers as discussed in “*Subscription and Sale*”, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

**4. YIELD**

Indication of yield: 6.125%

**5. OPERATIONAL INFORMATION**

(i) ISIN Code(s):	Regulation S: XS2388445764
	Rule 144A: US00434G2B53

(ii)	Common Code(s):	Regulation S: 238844576 Rule 144A: 238791707
(iii)	CUSIP:	Regulation S: V0014RAC4 Rule 144A: 00434G2B5
(iv)	CINS:	Not Applicable
(v)	CFI:	Regulation S: DTFXFR Rule 144A: DTFUFR
(vi)	FISN:	Regulation S: ACCESS BANK PLC/EMTN 20260916 RESTN Rule 144A: ACCESS BK PLC G/TRA # TR UNSEC
(vii)	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A./The Depository Trust Company and the relevant identification number(s):	Not Applicable
(viii)	Delivery:	The Notes issued pursuant to the Regulation S Global Note and Rule 144A Global Note are expected to be issued against payment
(ix)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(x)	Name and address of Registrar:	Citibank Europe Plc

## 6. DISTRIBUTION

(i)	Method of distribution:	Syndicated
(ii)	If syndicated, names of Managers:	Absa Bank Limited Barclays Bank Plc Chapel Hill Denham Advisory Limited J.P. Morgan Securities plc
		Rand Merchant Bank, a division of Firstrand Bank Limited (London Branch)
		Standard Chartered Bank
(iii)	Date of Subscription Agreement:	17 September 2021

- (iv) Stabilising Manager(s) (if J.P. Morgan Securities plc any):
- (v) If non-syndicated, name of Not Applicable relevant Dealer:
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2, Rule 144A

**7. REASONS FOR THE OFFER AND NET PROCEEDS**

- (i) Reasons for the offer: General banking purposes
- (ii) Net Proceeds (including U.S.\$496,250,000 after deduction of any fees for the Managers):