

Annex II – Withdrawal Certificate

Certification and Agreement of Persons Receiving
Deposited Securities Upon Surrender of GDNs

We refer to the Terms and Conditions (the “**Terms and Conditions**”) of the Rule 144A Global Depositary Notes (“**GDNs**”) representing Zero Coupon Unsecured Notes due 10/08/2020 (“**Notes**”) of the Federal Republic of Nigeria (the “**Issuer**”). Capitalized terms used but not defined herein shall have the meanings given them in the Terms and Conditions. A COPY OF THE TERMS AND CONDITIONS IS AVAILABLE UPON REQUEST TO THE DEPOSITARY.

1. We are surrendering GDNs for the purpose of withdrawal of the Deposited Securities represented thereby pursuant to Article 2 of the Terms and Conditions.

2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the GDNs and the Deposited Securities represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act of 1933**”).

3. We certify that either:

(a) We are a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933) acting for our own account or for the account of one or more qualified institutional buyers, and either:

(i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDNs or the Deposited Securities outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act of 1933 to a person that is not a “U.S. person” (as defined in Regulation S under the Securities Act of 1933) and we are (or it is), or prior to such sale or other transfer we were (or it was), the beneficial owner of the GDNs, or

(ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDNs or the Deposited Securities to another qualified institutional buyer in accordance with Rule 144A under the Securities Act of 1933 and we are (or it is), or prior to such sale or other transfer we were (or it was), the beneficial owner of the GDNs, or

(iii) we (or it) will be the beneficial owner of the Deposited Securities upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more qualified institutional buyers, each such qualified institutional buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Deposited Securities except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the

Securities Act of 1933 in a transaction meeting the requirements of Rule 144A, (B) outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act of 1933 to a person that is not a “U.S. person” (as defined in Regulation S under the Securities Act of 1933), or (C) in accordance with Rule 144 under the Securities Act of 1933 (if available), in each case in accordance with any applicable securities laws of any state of the United States and any other applicable securities laws, and (y) we (or it) will not deposit or cause to be deposited such Deposited Securities into any depository facility established or maintained by a depository bank (including any such facility maintained by the Depository), other than a restricted depository facility, so long as such Deposited Securities are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act of 1933;

OR

(b) We are located outside the United States (within the meaning of Regulation S under the Securities Act of 1933) and are not a “U.S. person” (as defined in Regulation S under the Securities Act of 1933); we acquired, or have agreed to acquire and at or prior to the time of withdrawal will have acquired the GDNs or the Deposited Securities outside the United States (within the meaning of Regulation S under the Securities Act of 1933), and we (or it) will be the beneficial owner of the Deposited Securities upon withdrawal.

4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Name:

Title:

Dated: