



ISSUE OF TZS [25,000,000,000 (with a greenshoe option of upto TZS 15,000,000,000)] FIXED RATE NOTES UNDER THE UP TO TZS 200 000 000 000 MEDIUM TERM NOTE PROGRAMME

This document constitutes the applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall have the same meaning ascribed to them in the Information Memorandum dated 03 May 2016 and the Supplemental Information Memorandum dated [May 2019], as updated and amended from time to time.

This applicable Pricing Supplement must be read in conjunction with the Information Memorandum and the Supplemental Information Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Information Memorandum, the provisions of this Pricing Supplement shall prevail.

1. Description of the Notes	
1.1 Issuer	NMB Bank Plc
1.2 Status of the Notes	Senior, unsecured
1.3 Issue:	
a. Series Number*	NMB-FXD03/2019/03
b. Tranche Number	03
* explanation of the Series number	
NMB – NMB Bank PLC; FXD03 – third tranche of fixed rate notes; 2019 – year of issue; 3 – tenor of notes	
1.4 Redemption/Payment Basis	Redemption at par
1.5 Principal Amount	TZS [25,000,000,000 (with a greenshoe option of upto TZS 15,000,000,000)]
1.6 Form of Notes	[Book-entry]
1.7 Issue Date	[15 July 2019]
1.8 Business Centre	Dar es Salaam
1.9 Specified Denomination of the Notes	[TZS 500 000 with integral multiples of TZS 10 000]
1.10 Issue Price	Par
1.11 Interest Commencement Date	[15 July 2019]
1.12 Interest Termination Date	[15 July 2022]
1.13 Redemption Date	[15 July 2022]

1.14 Specified Currency	TZS
1.15 Applicable Business Day convention	Following
1.16 Fiscal Agent and Registrar	Fiscal Agent - NMB Bank Plc Registrar - Stanbic Bank Tanzania Limited
1.17 Specified office	
Of the Fiscal Agent	NMB Bank Plc Head Office Ohio/Ali Hassan Mwinyi Road P.O. Box 9213 Dar es Salaam, Tanzania
Of the Registrar	Stanbic Bank Tanzania Limited Head Office Ali Hassan Mwinyi Road/Kinondoni P. O. Box 72647 Dar es Salaam, Tanzania
1.18 Final Redemption Amount	TZS [25,000,000,000 (with a greenshoe option of upto TZS 15,000,000,000
1.19 Record Date	fifteenth day before (and not including) each Interest Payment Date
2. Provisions relating to Interest Payable	
2.1 Fixed Rate Note Provisions	
i. Fixed Rate of Interest	[10] % per annum payable quarterly in arrear
ii. Interest Payment Dates	[[April], [July], [October] and [January]] in each year up to and including the Maturity Date
iii. Default Rate	Fixed Rate of Interest + [2.00]%
iv. Other terms relating to the method of calculating interest for the Fixed Rate Notes	[Not applicable]
3. Provisions regarding Redemption	

3.1 Redemption at the option of the Issuer	Applicable
If applicable,	
a. Optional Redemption Dates	[Interest Payment Dates]
b. Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	TZS [500,000,000] and integral multiples of TZS [100,000,000]
c. Minimum period of notice (if different from Condition [6] (<i>Redemption and Purchase</i>))	Not applicable
d. If redeemable in part	
i. Minimum Redemption Amount	TZS [500,000,000]
ii. Higher Redemption Amount	[Not applicable]
e. Other terms applicable on Redemption	None
GENERAL	
4. Other terms or special conditions	None
5. Board approval for issuance of the Notes	7 February 2015
6. Additional Selling Restrictions	None
7. Allotment policy	<p>All retail applications shall be considered equally for purposes of allotment. In the event of oversubscription, retail allotment will be on a pro rata basis. Allotment for institutional investors will be on a case by case basis.</p> <p>The basis of allotment shall be notified to subscribers and the Capital Markets Securities Authority. Applicants will be informed of the reasons for the rejection of an application.</p>
8. Settlement Procedures and Settlement Instructions	<ul style="list-style-type: none"> ▪ For Qualified Institutional Investors (QIIs): same day funds on the settlement date to the Fiscal Agent ▪ For investors other than QIIs: evidence of payment should be submitted to the Authorised Selling Agent, the Issuer together with the duly completed Application Form prior to the date Offer closes
9. Details of bank account(s) to which payments are to be made in respect of the Notes	Name: NMB BOND TRANCHE 3 Account no: 10110000587

10. Last Day to Register, which shall mean that the "books closed period" (during which the Register will be closed) will be from each Last Day to Register to the applicable Payment Day until the date of redemption	15 days before the Payment Date
11. Method of Distribution	[Public]
12. Total Notes in issue (excluding the current issue)	TZS 64,804,404,000
13. Rights of Cancellation	<p>The Notes will be delivered to investors on the Settlement Date by registration in the CDS Account as book entry provided that:</p> <ul style="list-style-type: none"> • no event occurs prior to the settlement process being finalized on the Issue Date/Settlement Date which the Issuer (in its sole discretion) consider to be a force majeure event; or • no event occurs which the Issuer (in its sole discretion) considers may prejudice the issue, the Issuer or the Notes, <p>(each a Withdrawal Event).</p> <p>If the Issuer decides to terminate this transaction due to the occurrence of a Withdrawal Event, this transaction shall terminate and no party hereto shall have any claim against any other party as a result of such termination. In such event, the Notes, if listed, will immediately be de-listed.</p>
14. Tax	Interest earned on the Notes is subject to withholding tax at the rate of 10% (ten per cent) for interest payments made to Noteholders. (Attach copy of certificate of exemption where applicable)
15. Material Change	Save as disclosed in the Information Memorandum as read together with this applicable Pricing Supplement, there has been no significant change in the Issuer's financial position since the date of the Issuer's last audited financial statements.
16. Responsibility Statement	The Issuer and the Board of Directors accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum referred to above, contains all information that is material in the context of the issue of the Notes.
ADDITIONAL INFORMATION	

17. Additional steps that may be taken following approval of the Extraordinary Resolution (in accordance with the Conditions)	Not applicable
18. Specify Agents and Specified Offices if new or other Agents appointed	Not applicable
Salient Dates	
Offer Opens	[8.00 am on Monday 10 June 2019]
Offer Closes	[5.00 p.m on Monday 08 July 2019]
Allotment Date	[10.00 a.m on Thursday 11 July 2019]
Notification Date (via email/telephone)	[2.00 p.m on Friday 12 July 2019]
Payment Date (for qualified institutional investors only)	[2.00 p.m on Monday 15 July 2019]
Issue Date	[Monday 15 July 2019]
CDS Account upload date	[on or before Monday 27 July 2019]
Authorised Signatories	
Signature:	Signature:
Name:	Name:
Title:	Title: