

MASTER INSTRUCTIONS AND CERTIFICATIONS
FOR
DEPOSITS OF NOTES [SECTION A]
FOR
WITHDRAWALS OF NOTES [SECTION B]
FOR
TRANSFERS OF CERTIFICATED GDNs [SECTION C]

UNSPONSORED RESTRICTED GDNs
ISSUED BY
THE REPUBLIC OF ZAMBIA

(Please complete the applicable boxes below)

Description of Applicable Restricted Global Depository Notes and Related Notes				
Please check one	Restricted Global Depository Note Cusip No.:	Description of Notes:	ISIN No. for Notes:	Maturity Date:
<input type="checkbox"/>	988895AM0	Zero Coupon Zambian Kwacha denominated Bonds – Series 364D	ZM3000004942	March 18, 2019
<input type="checkbox"/>	988895AN8	11.00% Zambian Kwacha denominated Bonds – Series: 5YR	ZM1000002973	August 29, 2021
<input type="checkbox"/>	988895AD0	13.00% Zambian Kwacha denominated Bonds	ZM100001894	September 1, 2022

<input type="checkbox"/>	988895AJ7	11.00% Zambian Kwacha denominated Bonds – Series 5YR	ZM1000003823	February 26, 2023
<input type="checkbox"/>	988895AP3	13.00% Zambian Kwacha denominated Bonds – Series 10YR	ZM1000002254	August 29, 2024
<input type="checkbox"/>	988895AG3	13.00% Zambian Kwacha denominated Bonds – Series 10YR	ZM1000002999	August 29, 2026
<input type="checkbox"/>	988895AK4	13.00% Zambian Kwacha denominated Bonds – Series 10YR	ZM1000003351	December 18, 2027
<input type="checkbox"/>	988895AL2	14.00% Zambian Kwacha denominated Bonds – Series 15YR	ZM1000003872	April 23, 2033

AND

Please Check one	Please complete and sign appropriate section
<input type="checkbox"/> Deposit	SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS [Please read, complete and sign Section A, below]
<input type="checkbox"/> Withdrawal	SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

	<p>[Please read, complete and sign Section B, below]</p>
<p><input type="checkbox"/> Transfer</p>	<p>SECTION C - MASTER TRANSFER INSTRUCTIONS AND CERTIFICATIONS [<i>CERTIFICATED GDNs ONLY</i>]</p> <p>[Please read, complete and sign Section C, below]</p>

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

Citibank, N.A., as Depositary
Depositary Receipts Operations
480 Washington Boulevard - 30th Floor
Jersey City, New Jersey 07310

Dear Sirs:

Reference is hereby made to the Restricted Un-sponsored Global Depositary Receipt (“Restricted GDR”) evidencing Restricted Un-sponsored Global Depositary Notes (“Restricted GDNs”) checked above and to be issued to represent the corresponding Notes identified above (the “Notes”), of the Republic of Zambia (the “Issuer”) we have deposited with the Custodian. Capitalized terms used but not defined herein shall have the meanings given to them in the Terms and Conditions of the Restricted GDNs (the “Terms and Conditions”). A copy of the Terms and Conditions is available upon request from the Depositary.

These deposit instructions and certifications are being furnished in connection with our deposit of Notes and our request to the Depositary to issue Restricted GDNs.

A. We acknowledge (or, if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Restricted GDNs and the Notes represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority in any state or other jurisdiction in the United States and that the Restricted GDNs and the Notes represented thereby are subject to the limitations on offer, sale, pledge or other transfer described in the Restricted GDR and in the legends reproduced below.

B. We certify that:

(a) We (or if we are acting on behalf of the Beneficial Owner, such Beneficial Owner has confirmed that it) acquired the Notes being deposited for investment purposes without a view of distributing the Notes or the Restricted GDNs in the United States or to U.S. Persons (as such term is defined in Regulation S under the Securities Act, “Regulation S”, and hereinafter used as so defined), and

(b) We are not the Issuer or an “Affiliate” (as such term is defined in Regulation C under the Securities Act and hereinafter used as so defined) of the Issuer and, if we are acting on behalf of the Beneficial Owner, such Beneficial Owner is not the Issuer and has confirmed to us that it is not an “Affiliate” of the Issuer and that it is not acting on behalf of the Issuer or an “Affiliate” of the Issuer; and

(c) We are not a Zambian person or entity and we are not residing or located in Zambia and, if we are acting on behalf of the Beneficial Owner, such Beneficial Owner has confirmed to us that it is not a Zambian person or entity and is not residing or located in Zambia; and

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

(d) We acquired the Notes being deposited in the open market in Zambia and we have not acquired the Notes being deposited with a view of distributing the Restricted GDNs in Zambia, to any Zambian person or entity, or to any person or entity residing or located in Zambia.

C. We certify that either:

(a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Securities Act and hereinafter used as so defined), we are the Beneficial Owner of the Notes being deposited, and at the time of issuance of the Restricted GDNs, we (or one or more Qualified Institutional Buyers for whose account we are acting) will be the Beneficial Owner thereof.

OR

(b) We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is a Qualified Institutional Buyer and either:

(i) It is the Beneficial Owner of the Notes being deposited, and at the time of issuance of the Restricted GDNs, it will be the Beneficial Owner thereof, or

(ii) it is acting for the account of a Qualified Institutional Buyer that it is the Beneficial Owner of the Notes being deposited and, at the time of issuance of the Restricted GDNs, it will be the Beneficial Owner of the Restricted GDNs.

OR

(c) We are the Beneficial Owner of the Notes being deposited, at the time of issuance of the Restricted GDNs, we will be the Beneficial Owner thereof and we are not a U.S. Person and are located outside the United States (within the meaning of Regulation S) and acquired, or have agreed to acquire and will have acquired, the Notes to be deposited, outside the United States (within the meaning of Regulation S).

OR

(d) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that either (i) it is the Beneficial Owner of the Notes being deposited, it will be at the time of issuance the Beneficial Owner of the Restricted GDNs, it is not a U.S. Person, it is located outside the United States (within the meaning of Regulation S) and acquired, or has agreed to acquire and will, prior to the time of

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

issuance of the Restricted GDNs, have acquired, the deposited Notes outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person other than a U.S. Person located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will, prior to the time of issuance of the Restricted GDNs, have acquired, the deposited Notes, outside the United States (within the meaning of Regulation S) and who, at the time of issuance, will be the Beneficial Owner of the Restricted GDNs to be issued.

D. We certify that as the Beneficial Owner of the Restricted GDNs, we agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that the Restricted GDRs, the Restricted GDNs evidenced thereby or the Notes represented thereby may not be offered, sold, pledged or otherwise transferred except:

(a) To a person whom we reasonably believe is a Qualified Institutional Buyer purchasing for its own account or for the account of another Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Securities Act,

(b) In an offshore transaction to a person other than a U.S. Person in accordance with Regulation S, or

(c) Pursuant to another exemption from registration under the Securities Act and, in each case in accordance with any applicable securities laws of any state of the United States.

E. We acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Issuer is not a party to the Restricted GDRs and has not entered into any agreement with the Depository for the issuance of Restricted GDNs. We understand and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner understands that the Issuer has not assumed any responsibilities to Holders or Beneficial Owners, the Depository or the Custodian in respect of the Restricted GDNs.

F. We acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Restricted GDRs, and the Restricted GDNs evidenced thereby, have not been registered with, or approved by, any securities regulators in Zambia and, consequently, we agree and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner agrees not to offer, sell or transfer them in Zambia, or to any Zambian person or entity or to any person or entity residing or located in Zambia.

G. We acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Depository may request us to provide information regarding our identity, the capacity in which we hold or held the Restricted GDNs or own or owned such interest, the identity of any other persons then or previously having an interest in the Restricted GDNs, the nature of such interest and to furnish such other information

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as the Depositary may consider appropriate. We and, if we are acting on behalf of the Beneficial Owner, such Beneficial Owner hereby (i) agree(s) to provide any information so requested by the Depositary and (ii) waive(s) the protections afforded under any and all bank secrecy laws as to the information provided to the Depositary and consent(s) to the disclosure of any such information to the Issuer, the Depositary, the Custodian and any regulatory authority having jurisdiction over the Issuer, the Depositary or the Custodian. Furthermore, we acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Depositary may withhold the issuance, registration, transfer or cancellation of any Restricted GDNs, the release of Deposited Securities and the distribution of cash, securities or property if we fail to provide such information.

H. We acknowledge that the Issuer is not a party to the Restricted GDRs and has not entered into any agreement with the Depositary for the issuance of Restricted GDNs. We understand that the Issuer has not assumed any responsibilities to Holders or Beneficial Owners, the Depositary or the Custodian in respect of the Restricted GDNs.

I. We hereby request that the Depositary issue Restricted GDNs in respect of the Notes that we have deposited with the Custodian. We agree to pay for all fees, taxes and expenses that pertain to the issuance of the Restricted GDNs in respect of the Notes we have deposited.

Very truly yours,

Name:

By: _____
Name:
Title:
Date:

LEGENDS

SECURITIES ACT LEGEND

THIS RESTRICTED GDR (AS DEFINED IN THE TERMS AND CONDITIONS OF THE RESTRICTED UNSPONSORED GLOBAL DEPOSITARY NOTES (THE “TERMS AND CONDITIONS”)), THE RESTRICTED GDNs (AS DEFINED IN THE TERMS AND CONDITIONS) EVIDENCED HEREBY AND THE DEPOSITED PROPERTY (AS DEFINED IN THE TERMS AND CONDITIONS) REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

(THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY JURISDICTION (OTHER THAN, IN THE CASE OF THE DEPOSITED PROPERTY, IN ZAMBIA). THE RESTRICTED GDNs AND THE DEPOSITED SECURITIES (AS DEFINED IN THE TERMS AND CONDITIONS) REPRESENTED THEREBY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED OR DELIVERED EXCEPT (A) IN AN “OFFSHORE TRANSACTION” MEETING THE REQUIREMENTS OF REGULATION “S” UNDER THE SECURITIES ACT (“REGULATION S”) TO A PERSON OTHER THAN A “U.S. PERSON” (WITHIN THE MEANING GIVEN TO SUCH TERM IN REGULATION S), (B) PURSUANT TO RULE 144A UNDER THE SECURITIES ACT TO A “QUALIFIED INSTITUTIONAL BUYER” (WITHIN THE MEANING GIVEN TO SUCH TERM IN RULE 144A) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, OR (C) PURSUANT TO ANOTHER EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND, IN EACH CASE, IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES OF AMERICA AND OTHER APPLICABLE JURISDICTIONS.

THIS RESTRICTED GDR AND THE RESTRICTED GDNs EVIDENCED HEREBY WILL NOT BE ACCEPTED FOR CANCELLATION AND WITHDRAWAL OF DEPOSITED PROPERTY AND THE DEPOSITED PROPERTY WILL NOT BE RELEASED FROM DEPOSIT UNLESS THE DEPOSITARY SHALL HAVE RECEIVED, IN ADDITION TO THE OTHER DOCUMENTATION CONTEMPLATED IN THE TERMS AND CONDITIONS, A WITHDRAWAL CERTIFICATION (AS DEFINED IN THE TERMS AND CONDITIONS) DULY COMPLETED, SIGNED, AND DELIVERED ON BEHALF OF THE BENEFICIAL OWNER(S) OF THE APPLICABLE RESTRICTED GDNs.

IF THE ISSUER OF THE NOTES IS NO LONGER A “FOREIGN GOVERNMENT” (AS DEFINED IN RULE 405 UNDER THE SECURITIES ACT) ELIGIBLE TO REGISTER SECURITIES UNDER SCHEDULE B OF THE SECURITIES ACT, THE RESTRICTED GDNs AND THE NOTES REPRESENTED THEREBY MAY NOT BE ELIGIBLE FOR RESALE IN RELIANCE ON RULE 144A UNDER THE SECURITIES ACT BECAUSE THE ISSUER OF THE NOTES HAS NOT ASSUMED ANY DUTY TO COMPLY WITH THE INFORMATION DELIVERY REQUIREMENTS OF RULE 144A(d)(4) UNDER THE SECURITIES ACT.

THE NOTES RECEIVED UPON CANCELLATION OF THE RESTRICTED GDNs MAY NOT BE DEPOSITED INTO ANY DEPOSITARY RECEIPTS FACILITY ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK, OTHER THAN A RESTRICTED DEPOSITARY RECEIPTS FACILITY, SO LONG AS THOSE NOTES ARE “RESTRICTED SECURITIES” WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT.

EACH HOLDER AND BENEFICIAL OWNER OF THE RESTRICTED GDNs EVIDENCED BY THIS RESTRICTED GDR AGREES THAT IT WILL (X) INFORM ANY SUBSEQUENT PURCHASER OF SUCH RESTRICTED GDNs OF THE RESTRICTIONS

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

SET FORTH IN THIS LEGEND AND (Y) REQUEST ANY SUBSEQUENT PURCHASER TO SO INFORM ANY PERSON TO WHOM IT MAY SELL THE RESTRICTED GDNs.

ZAMBIA LEGEND

THE RESTRICTED GDRs, AND THE RESTRICTED GDNs EVIDENCED THEREBY, HAVE NOT BEEN REGISTERED WITH, OR APPROVED BY, ANY SECURITIES REGULATORS IN ZAMBIA AND, CONSEQUENTLY, MAY NOT BE OFFERED, SOLD OR TRANSFERRED IN ZAMBIA, OR TO ANY ZAMBIAN PERSON OR ENTITY, OR TO ANY PERSON OR ENTITY RESIDING OR LOCATED IN ZAMBIA. THE RESTRICTED GDRs, AND THE RESTRICTED GDNs EVIDENCED THEREBY, ARE BEING ISSUED BY CITIBANK, N.A. - NEW YORK BRANCH, AS DEPOSITARY. STANBIC BANK ZAMBIA LIMITED IS THE CUSTODIAN OF THE DEPOSITED PROPERTY FOR CITIBANK, N.A. – NEW YORK BRANCH IN ITS CAPACITY AS DEPOSITARY AND IS NOT THE ISSUER OF RESTRICTED GDRs AND THE RESTRICTED GDNs EVIDENCED THEREBY.

ZAMBIAN LAW MAY RESTRICT THE CONVERSION OF ZAMBIAN KWACHA INTO DOLLARS AND THE REPATRIATION OF FUNDS FROM ZAMBIA.

ZAMBIA TAX LEGEND

THE DEPOSITARY HAS BEEN INFORMED THAT, IN THE CASE OF NOTES ISSUED BY THE REPUBLIC OF ZAMBIA AT A DISCOUNT, UNDER ZAMBIAN TAX LAW AND PROCEDURES AS IN EFFECT ON THE DATE OF THE TERMS AND CONDITIONS, ZAMBIAN WITHHOLDING TAX WILL BE LEVIED ON THE EXCESS OF THE REDEMPTION VALUE FOR THE NOTES OVER THE PRICE AT WHICH THE NOTES WERE ISSUED BY THE REPUBLIC OF ZAMBIA. THE PRICE AT WHICH THE NOTES ON DEPOSIT WERE ISSUED BY THE REPUBLIC OF ZAMBIA MAY BE DIFFERENT FROM THE PRICE AT WHICH INVESTORS PURCHASED THE RESTRICTED GDNs OR THE NOTES REPRESENTED BY THE RESTRICTED GDNs.

THE DEPOSITARY AND THE CUSTODIAN HAVE NOT INDEPENDENTLY VERIFIED, AND WILL NOT INDEPENDENTLY VERIFY, ANY INFORMATION, DOCUMENTATION OR STATEMENTS THAT MAY HAVE BEEN MADE OR ISSUED, OR THAT MAY BE MADE OR ISSUED IN THE FUTURE, IN RESPECT OF THE NOTES BY THE ISSUER OF THE NOTES OR BY ANY OTHER PERSON.

SECTION A - MASTER DEPOSIT INSTRUCTIONS AND CERTIFICATIONS

ACCORDINGLY, THE DEPOSITARY AND THE CUSTODIAN MAKE NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AND ACCEPT NO RESPONSIBILITY OR LIABILITY, AS TO THE ACCURACY OR COMPLETENESS OF ANY INFORMATION, DOCUMENTATION OR STATEMENTS PREVIOUSLY MADE BY OR ISSUED, OR THAT MAY BE MADE OR ISSUED IN THE FUTURE, BY THE ISSUER OR ANY OTHER PERSON IN RESPECT OF THE NOTES.

EACH HOLDER AND BENEFICIAL OWNER OF RESTRICTED GDN(s) ACKNOWLEDGES THAT IT HAS NOT RELIED ON THE DEPOSITARY, THE CUSTODIAN, OR ANY PERSON AFFILIATED WITH THE DEPOSITARY OR THE CUSTODIAN, IN CONNECTION WITH ITS DECISION TO INVEST IN THE RESTRICTED GDN(s) OR THE NOTES.

EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS RESTRICTED GDR OR A BENEFICIAL INTEREST IN THE RESTRICTED GDNs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS AND LIMITATIONS.

SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

Citibank, N.A., as Depositary
Depositary Receipts Operations
480 Washington Boulevard - 30th Floor
Jersey City, New Jersey 07310

Dear Sirs:

Reference is hereby made to the Restricted Un-sponsored Global Depositary Receipt (“Restricted GDR”) that evidences Restricted Un-sponsored Global Depositary Notes (“Restricted GDNs”) checked above and to be issued to represent the corresponding Notes identified above (the “Notes”), of the Republic of Zambia (the “Issuer”). Capitalized terms used but not defined herein shall have the meanings given to them in the Terms and Conditions of the Restricted GDNs (the “Terms and Conditions”). A copy of the Terms and Conditions is available upon request from the Depositary.

These withdrawal instructions and certifications are being furnished in connection with our instruction to the Depositary to cancel Restricted GDNs being surrendered to it and to withdraw the Notes represented by the Restricted GDNs.

A. We acknowledge that the Restricted GDNs and the Notes represented thereby have not been and will not be registered under the Securities Act or with any securities regulatory authority in any state or other jurisdiction in the United States and that the Restricted GDNs and the Notes represented thereby are, subject to the limitations on offer, sale, pledge or other transfer described in the Restricted GDR and in the legend reproduced below.

B. We certify that either:

(a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Securities Act and hereinafter used as so defined) acting for our own account or for the account of one or more Qualified Institutional Buyers, and are (or if we are acting on behalf of another Qualified Institutional Buyer, it is) the Beneficial Owner of the Restricted GDNs and we (or it) will be the Beneficial Owner of the Notes upon withdrawal, and, accordingly, we confirm (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) the Notes will not be offered, sold, pledged or otherwise transferred except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Securities Act, (B) in an offshore transaction (as such term is defined in Regulation S) to persons other than U.S. Persons in accordance with Regulation S, or (C) pursuant to another exemption from registration under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States, and (y) the Notes will not be deposited into any depositary receipt facility established or maintained by a depositary bank (including any such facility maintained by the Depositary), other than a restricted

SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

depository receipts facility, so long as such Notes are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act.

OR

(b) We are a person other than a U.S. Person and are located outside the United States (within the meaning of Regulation S); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Restricted GDNs, the Restricted GDRs or the Notes outside the United States (within the meaning of Regulation S) in a transaction meeting the requirements of Regulation S, and we are, or upon acquisition thereof will be, the Beneficial Owner of the Restricted GDNs, the Restricted GDRs or the Notes.

C. We acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Depository may request us to provide information regarding our identity, the capacity in which we hold or held the Restricted GDNs or own or owned such interest, the identity of any other persons then or previously having an interest in the Restricted GDNs, the nature of such interest and to furnish such other information as the Depository may consider appropriate. We and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner hereby (i) agree(s) to provide any information so requested by the Depository and (ii) waive(s) the protections afforded under any and all bank secrecy laws as to the information provided to the Depository and consent(s) to the disclosure of any such information to the Issuer, the Depository, the Custodian and any regulatory authority having jurisdiction over the Issuer, the Depository or the Custodian. Furthermore, we acknowledge and, if we are a broker-dealer acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledges that the Depository may withhold the issuance, registration, transfer or cancellation of any Restricted GDNs, the release of Deposited Property and the distribution of cash, securities or property if we fail to provide such information.

D. We hereby instruct the Depository to cancel the Restricted GDNs surrendered to it and to make delivery of the Notes represented thereby. We agree to pay for all fees, taxes and expenses that pertain to the cancellation of the Restricted GDNs and the withdrawal of the corresponding Notes. We understand that the delivery of Notes upon cancellation of Restricted GDNs is subject to the settlement conventions applicable to the Notes in Zambia.

Very truly yours,

Name of Holder:

By: _____
Name:

SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

Title:

Date:

LEGENDS

SECURITIES ACT LEGEND

THIS RESTRICTED GDR (AS DEFINED IN THE TERMS AND CONDITIONS OF THE RESTRICTED UNSPONSORED GLOBAL DEPOSITARY NOTES (THE “TERMS AND CONDITIONS”)), THE RESTRICTED GDNs (AS DEFINED IN THE TERMS AND CONDITIONS) EVIDENCED HEREBY AND THE DEPOSITED PROPERTY (AS DEFINED IN THE TERMS AND CONDITIONS) REPRESENTED THEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY JURISDICTION (OTHER THAN, IN THE CASE OF THE DEPOSITED PROPERTY, IN ZAMBIA). THE RESTRICTED GDNs AND THE DEPOSITED SECURITIES (AS DEFINED IN THE TERMS AND CONDITIONS) REPRESENTED THEREBY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED OR DELIVERED EXCEPT (A) IN AN “OFFSHORE TRANSACTION” MEETING THE REQUIREMENTS OF REGULATION “S” UNDER THE SECURITIES ACT (“REGULATION S”) TO A PERSON OTHER THAN A “U.S. PERSON” (WITHIN THE MEANING GIVEN TO SUCH TERM IN REGULATION S), (B) PURSUANT TO RULE 144A UNDER THE SECURITIES ACT TO A “QUALIFIED INSTITUTIONAL BUYER” (WITHIN THE MEANING GIVEN TO SUCH TERM IN RULE 144A) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, OR (C) PURSUANT TO ANOTHER EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND, IN EACH CASE, IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES OF AMERICA AND OTHER APPLICABLE JURISDICTIONS.

THIS RESTRICTED GDR AND THE RESTRICTED GDNs EVIDENCED HEREBY WILL NOT BE ACCEPTED FOR CANCELLATION AND WITHDRAWAL OF DEPOSITED PROPERTY AND THE DEPOSITED PROPERTY WILL NOT BE RELEASED FROM DEPOSIT UNLESS THE DEPOSITARY SHALL HAVE RECEIVED, IN ADDITION TO THE OTHER DOCUMENTATION CONTEMPLATED IN THE TERMS AND CONDITIONS, A WITHDRAWAL CERTIFICATION (AS DEFINED IN THE TERMS AND CONDITIONS) DULY COMPLETED, SIGNED, AND DELIVERED ON BEHALF OF THE BENEFICIAL OWNER(S) OF THE APPLICABLE RESTRICTED GDNs.

IF THE ISSUER OF THE NOTES IS NO LONGER A “FOREIGN GOVERNMENT” (AS DEFINED IN RULE 405 UNDER THE SECURITIES ACT) ELIGIBLE

SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

TO REGISTER SECURITIES UNDER SCHEDULE B OF THE SECURITIES ACT, THE RESTRICTED GDNs AND THE NOTES REPRESENTED THEREBY MAY NOT BE ELIGIBLE FOR RESALE IN RELIANCE ON RULE 144A UNDER THE SECURITIES ACT BECAUSE THE ISSUER OF THE NOTES HAS NOT ASSUMED ANY DUTY TO COMPLY WITH THE INFORMATION DELIVERY REQUIREMENTS OF RULE 144A(d)(4) UNDER THE SECURITIES ACT.

THE NOTES RECEIVED UPON CANCELLATION OF THE RESTRICTED GDNs MAY NOT BE DEPOSITED INTO ANY DEPOSITARY RECEIPTS FACILITY ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK, OTHER THAN A RESTRICTED DEPOSITARY RECEIPTS FACILITY, SO LONG AS THOSE NOTES ARE “RESTRICTED SECURITIES” WITHIN THE MEANING OF RULE 144(a)(3) UNDER THE SECURITIES ACT.

EACH HOLDER AND BENEFICIAL OWNER OF THE RESTRICTED GDNs EVIDENCED BY THIS RESTRICTED GDR AGREES THAT IT WILL (X) INFORM ANY SUBSEQUENT PURCHASER OF SUCH RESTRICTED GDNs OF THE RESTRICTIONS SET FORTH IN THIS LEGEND AND (Y) REQUEST ANY SUBSEQUENT PURCHASER TO SO INFORM ANY PERSON TO WHOM IT MAY SELL THE RESTRICTED GDNs.

ZAMBIA LEGEND

THE RESTRICTED GDRs, AND THE RESTRICTED GDNs EVIDENCED THEREBY, HAVE NOT BEEN REGISTERED WITH, OR APPROVED BY, ANY SECURITIES REGULATORS IN ZAMBIA AND, CONSEQUENTLY, MAY NOT BE OFFERED, SOLD OR TRANSFERRED IN ZAMBIA, OR TO ANY ZAMBIAN PERSON OR ENTITY, OR TO ANY PERSON OR ENTITY RESIDING OR LOCATED IN ZAMBIA. THE RESTRICTED GDRs, AND THE RESTRICTED GDNs EVIDENCED THEREBY, ARE BEING ISSUED BY CITIBANK, N.A. - NEW YORK BRANCH, AS DEPOSITARY. STANBIC BANK ZAMBIA LIMITED IS THE CUSTODIAN OF THE DEPOSITED PROPERTY FOR CITIBANK, N.A. – NEW YORK BRANCH IN ITS CAPACITY AS DEPOSITARY AND IS NOT THE ISSUER OF RESTRICTED GDRs AND THE RESTRICTED GDNs EVIDENCED THEREBY.

ZAMBIAN LAW MAY RESTRICT THE CONVERSION OF ZAMBIAN KWACHA INTO DOLLARS AND THE REPATRIATION OF FUNDS FROM ZAMBIA.

ZAMBIA TAX LEGEND

THE DEPOSITARY HAS BEEN INFORMED THAT, IN THE CASE OF NOTES ISSUED BY THE REPUBLIC OF ZAMBIA AT A DISCOUNT, UNDER ZAMBIAN

SECTION B - MASTER WITHDRAWAL INSTRUCTIONS AND CERTIFICATIONS

TAX LAW AND PROCEDURES AS IN EFFECT ON THE DATE OF THE TERMS AND CONDITIONS, ZAMBIAN WITHHOLDING TAX WILL BE LEVIED ON THE EXCESS OF THE REDEMPTION VALUE FOR THE NOTES OVER THE PRICE AT WHICH THE NOTES WERE ISSUED BY THE REPUBLIC OF ZAMBIA. THE PRICE AT WHICH THE NOTES ON DEPOSIT WERE ISSUED BY THE REPUBLIC OF ZAMBIA MAY BE DIFFERENT FROM THE PRICE AT WHICH INVESTORS PURCHASED THE RESTRICTED GDNs OR THE NOTES REPRESENTED BY THE RESTRICTED GDNs.

THE DEPOSITARY AND THE CUSTODIAN HAVE NOT INDEPENDENTLY VERIFIED, AND WILL NOT INDEPENDENTLY VERIFY, ANY INFORMATION, DOCUMENTATION OR STATEMENTS THAT MAY HAVE BEEN MADE OR ISSUED, OR THAT MAY BE MADE OR ISSUED IN THE FUTURE, IN RESPECT OF THE NOTES BY THE ISSUER OF THE NOTES OR BY ANY OTHER PERSON.

ACCORDINGLY, THE DEPOSITARY AND THE CUSTODIAN MAKE NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AND ACCEPT NO RESPONSIBILITY OR LIABILITY, AS TO THE ACCURACY OR COMPLETENESS OF ANY INFORMATION, DOCUMENTATION OR STATEMENTS PREVIOUSLY MADE BY OR ISSUED, OR THAT MAY BE MADE OR ISSUED IN THE FUTURE, BY THE ISSUER OR ANY OTHER PERSON IN RESPECT OF THE NOTES.

EACH HOLDER AND BENEFICIAL OWNER OF RESTRICTED GDN(s) ACKNOWLEDGES THAT IT HAS NOT RELIED ON THE DEPOSITARY, THE CUSTODIAN, OR ANY PERSON AFFILIATED WITH THE DEPOSITARY OR THE CUSTODIAN, IN CONNECTION WITH ITS DECISION TO INVEST IN THE RESTRICTED GDN(s) OR THE NOTES.

EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THIS RESTRICTED GDR OR A BENEFICIAL INTEREST IN THE RESTRICTED GDNs EVIDENCED HEREBY, AS THE CASE MAY BE, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS AND LIMITATIONS.

SECTION C - MASTER TRANSFER INSTRUCTIONS AND CERTIFICATIONS
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Citibank, N.A., as Depositary
Depositary Receipts Operations
480 Washington Boulevard - 30th Floor
Jersey City, New Jersey 07310

Dear Sirs:

Reference is hereby made to the Restricted Un-sponsored Global Depositary Receipt (“Restricted GDR”) enclosed herewith and that evidences Restricted Un-sponsored Global Depositary Notes (“Restricted GDNs”) checked above and to be issued to represent the corresponding Notes identified above (the “Notes”), of the Republic of Zambia (the “Issuer”). Capitalized terms used but not defined herein shall have the meanings given to them in the Terms and Conditions of the Restricted GDNs (the “Terms and Conditions”). A copy of the Terms and Conditions is available upon request from the Depositary.

In connection with the transfer of the Restricted GDR surrendered herewith, the undersigned Holder certifies that it is not a Zambian person or entity and it does not reside and is not located in Zambia, that this Restricted GDR is not being transferred to a Zambian person or entity or to any person or entity residing or located in Zambia and that:

1. **(CHECK ONE)**

___ (a) This Restricted GDR is being transferred to a person who the undersigned Holder reasonably believes is a “Qualified Institutional Buyer” (within the meaning of Rule 144A under the Securities Act) for the account of a Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Securities Act and the transferee is acquiring the Restricted GDR for investment purposes only without a view to distribution.

OR

___ (b) This Restricted GDR is being transferred to a person other than a U.S. Person (as defined in Regulation S under the Securities Act) in an offshore transaction meeting the requirements of Regulation S under the Securities Act and the transferee is acquiring the Restricted GDR for investment purposes without a view to distribution.

If neither of the items above is checked, the Depositary shall not be obligated to register this Restricted GDR in the name of any person other than the Holder hereof unless and until the conditions to any such transfer or registration set forth in the Terms and Conditions of the Restricted GDR shall have been satisfied.

SECTION C - MASTER TRANSFER INSTRUCTIONS AND CERTIFICATIONS

2. The transferee has and, if acting on behalf of the Beneficial Owner, such Beneficial Owner has (a) agreed to take a Restricted GDR identical to the Restricted GDR surrendered for transfer and subject to the same restrictions on transfer set forth therein, and (b) acknowledged that the Depositary may request to provide information regarding their identity, the capacity in which the transferee or the Beneficial Owner hold or held the Restricted GDNs or own or owned such interest, the identity of any other persons then or previously having an interest in the Restricted GDNs, the nature of such interest and to furnish such other information as the Depositary may consider appropriate. The transferee and, if the transferee is acting on behalf of the Beneficial Owner, such Beneficial Owner (i) agreed to provide any information so requested by the Depositary and (ii) waived the protections afforded under any and all bank secrecy laws as to the information provided to the Depositary and consented to the disclosure of any such information to the Issuer, the Depositary, the Custodian and any regulatory authority having jurisdiction over the Issuer, the Depositary or the Custodian. Furthermore, the transferee acknowledged and, if acting on behalf of the Beneficial Owner, such Beneficial Owner acknowledged that the Depositary may withhold the issuance, registration, transfer or cancellation of any Restricted GDNs, the release of Deposited Property and the distribution of cash, securities or property if the Beneficial Owner fails to provide such information.

By: _____

Name:

Title:

Date: