



Government of Antigua and Barbuda

ADDENDUM 3 – August 25, 2014
Government of Antigua and Barbuda

Prospectus

2014 RGSM Issuance Programme
for the Period January through December
180-day and 365-day EC\$ Treasury Bills

Ministry of Finance and Corporate Governance
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The Prospectus has been drawn up in accordance with the rules of the Regional Government Securities Market (RGSM). The Regional Debt Coordinating Committee and Eastern Caribbean Central Bank accept no responsibility for the content of this Prospectus, make no representations as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss whatsoever arising from or reliance upon the whole or any part of the contents of this Prospectus.

This prospectus is issued for the purpose of giving information to the public interested in investing in Government of Antigua and Barbuda Bills and Bonds. The Government of Antigua and Barbuda accepts full responsibility for the accuracy of the information given and confirms, having made all reasonable inquiries, that to the best of its knowledge and belief there are no other facts, the omission of which would make any statement in the Prospectus misleading. If you are in doubt about the contents of this document or need financial or investment advice you should consult a person licensed under the Securities Act or any other duly qualified person who specializes in advising on the acquisition of government instruments or other securities.

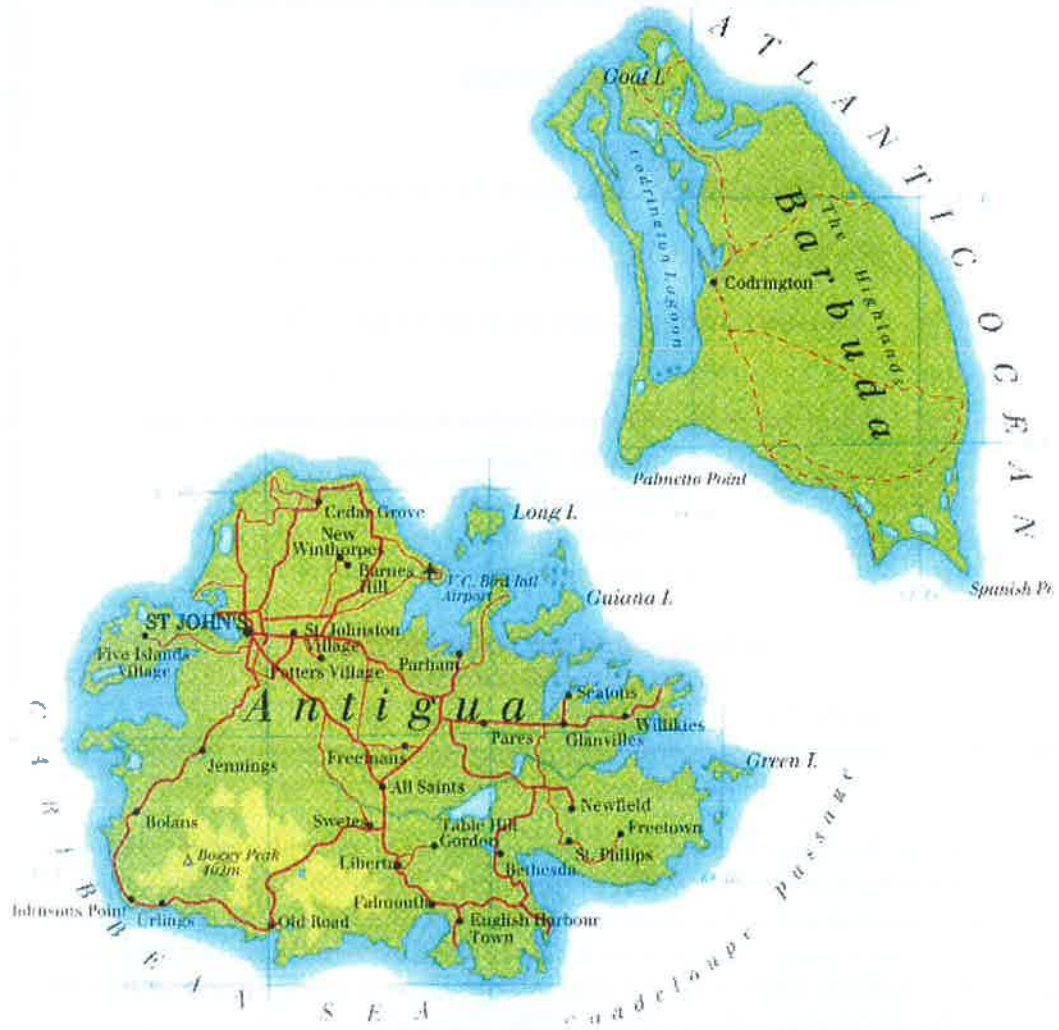


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NOTICE TO INVESTORS

This Prospectus is issued for the purpose of giving information to the public and investors interested in purchasing Treasury bills, notes and bonds issued by the Government of Antigua and Barbuda through the RGSM. The Government of Antigua and Barbuda accepts full responsibility for the accuracy of the information given and confirms, having made all reasonable inquiries, that to the best of its knowledge and belief there are no other facts, the omission of which would make any statement in this Prospectus misleading.

This prospectus contains excerpts from the International Monetary Fund's Memorandum of Economic and Financial Policies 2010-2013, copies of which can be obtained from the IMF's website (www.imf.org). Statements contained in this Prospectus describing documents are provided in summary form only, and such documents are qualified in their entirety by reference to such documents. The ultimate decision and responsibility to proceed with any transaction or investment with respect to this offering rests solely with you as an investor. Therefore, prior to entering into the proposed investment, you should determine the economic risks and merits, as well as the legal, tax and accounting characteristics and consequences of this Securities offering, and that you are able to assume those risks.

This Prospectus and its content are issued for the specific Securities issues described herein. Investors are strongly encouraged to obtain qualified or seek consultation from a person qualified and licensed under the Securities Act or any other duly qualified person who specializes in advising on the acquisition of government securities.

ABSTRACT

The Government of Antigua and Barbuda (hereafter referred to as GoAB) is offering to raise financing through a series of issues on the RGSM between January and December of 2014. The GoAB's 2014 RGSM Issuance Programme is detailed in this Prospectus for consideration of investors and market participants in general.

Purpose of Addendum

The purpose of this addendum is to increase the offer on the 365-day Treasury Bill for October 8, 2014 to EC\$20 million and to add a 180-day Treasury Bill to the Prospectus for the issue amount of EC\$15 million to be auctioned on November 25, 2014. In the event of an over-subscription, the Government of Antigua and Barbuda has the option to take up to an additional EC\$5 million on each issue.

This addendum also serves to increase the offer on the 180-day Treasury Bill for November 12, 2014 to EC\$20 million and to change the auction date from November 12, 2014 to November 6, 2014. Additionally, this addendum serves to delete the reference made to the 180-day Treasury Bill scheduled for December 3, 2014 included in the previous addendum.

Currency	Instrument	Amount	Tenor	Auction Date
US\$	T-Bond	5,000,000	7-year	22 Jan 2014
EC\$	T-Bill	10,000,000	365-day	19 Feb 2014
EC\$	T-Bill	20,000,000	180-day	8 May 2014
EC\$	T-Bill	10,000,000	180-day	29 May 2014
EC\$	T-Bill	10,000,000	365-day	26 June 2014
EC\$	T-Bill	20,000,000	365-day	8 Oct 2014
EC\$	T-Bill	20,000,000	180-day	6 Nov 2014
EC\$	T-Bill	15,000,000	180-day	25 Nov 2014
EC\$	T-Bill	10,000,000	180-day	3 Dec 2014

In the event there is an oversubscription in any of the Eastern Caribbean Dollar issues, the GoAB is willing to accept up to an additional five million Eastern Caribbean Dollars (EC\$5m) of the oversubscription amount issued in each of the issues. In the case of the United States Dollar issue the GOAB is willing to accept up to an additional two and a half million United States Dollars (US\$2.5m).

The securities are being offered to refinance maturing RGSM securities, assist with the Government's short-term cash flow management requirements and undertake ongoing liability management operations to lower the public sector's interest burden.

The securities will be issued under the authority of the Treasury Bills Act (2005) and the Finance Administration Act (2006). The securities will be governed under the laws of Antigua and Barbuda.

The securities will be issued on the Regional Government Securities Market (RGSM) between the months of October to December 2014, and will be traded on the Eastern Caribbean Securities Exchange Ltd (ECSE) under the following trading symbols:

ECSE Symbol	Instrument	Amount	Tenor	Auction Date
FAG070121	T-Bond	US\$ 5 million	7-year	22 January 2014
AGB200215	T-Bill	EC\$ 10 million	365-day	19 February 2014
AGB051114	T-Bill	EC\$ 20 million	180-day	8 May 2014
AGB261114	T-Bill	EC\$ 10 million	180-day	29 May 2014
AGB270615	T-Bill	EC\$ 10 million	365-day	26 June 2014
AGB091015	T-Bill	EC\$ 20 million	365-day	8 Oct 2014
AGB060515	T-Bill	EC\$ 20 million	180-day	6 Nov 2014
AGB250515	T-Bill	EC\$ 15 million	180-day	25 Nov 2014
AGB020615	T-Bill	EC\$ 10 million	180-day	3 Dec 2014

Bidding for the securities will open at 9:00 a.m. and will close at 12:00 noon for EC\$ T-Bills and begin at 9:00 a.m. and will close at 11.00 a.m. for the US\$ T-Bond on the designated auction dates. Settlement for successful bids will take place on the following business day after each auction.

ISSUER INFORMATION

Issuer..... The Government of Antigua and Barbuda (GoAB)

Address..... Ministry of Finance and Corporate Governance
Government Office Complex
Parliament Drive
St. John's
Antigua and Barbuda

Email..... Antigua.tbills@gmail.com or atgdebt@gmail.com

Telephone No..... 1 (268) 462-4860/1 or 1 (268) 462-5002

Facsimile No..... 1 (268) 462-5093/1622

Contact Officials:

Mr. Whitfield Harris, Financial Secretary
Ms. Rasona Davis, Deputy Financial Secretary
Mrs. Nadia Spencer-Henry, Debt Manager
Dr. Cleopatra Gittens, Accountant General

Arrangers..... First Citizens Investment Services Ltd.

Address..... First Citizens Investment Services Ltd.
9 Brazil Street
Castries
St Lucia

Telephone No..... 1-758-450-2662

Facsimile No..... Fax: 1-758-451-7894

Contact persons..... Mrs. Carole Eleuthere-Jn Marie (Regional
Manager)

Mr Samuel Agiste (Branch Supervisor)

Date of Publication..... January 2014

Purpose of the
Issues..... GoAB intends to use the net cash proceeds of the offerings to refinance maturing RGSM securities, assist in the management of the Government's short-term cash flow requirements and undertake ongoing proactive liability management operations to lower the Government's interest burden. The proceeds will also be used to finance government infrastructure programme.

Legislative Authority.....	Finance Administration Act (2006) and the Treasury Bills Act (2005), copies of which are available on the Government of Antigua and Barbuda's official website (www.antigua.gov.ag)
Intermediaries.....	A complete list of Licensed Intermediaries who are members of the Eastern Caribbean Securities Exchange (ECSE) is available in Appendix I
Taxation.....	Yields will not be subject to any tax, duty or levy by the Participating Governments of the Eastern Caribbean Currency Union (ECCU). The countries are Anguilla, Antigua and Barbuda, Dominica, Grenada, Montserrat, Saint Lucia, St Kitts and Nevis and St Vincent and the Grenadines.
Reference Currency.....	Eastern Caribbean Dollars (EC\$) for the T-bills.
Listing and Admission to Trading...	The securities will be listed on the ECSE and will be available for trading on the secondary market using the platform of the ECSE.
Fiscal and Paying Agent.....	Eastern Caribbean Central Securities Registry (ECCSR)
Governing Law.....	The Regional Bonds will be governed by the laws of Antigua and Barbuda

INFORMATION ABOUT THE SECURITIES

1. GoAB proposes to auction the securities on the RGSM to be traded on the ECSE.
2. The auction dates are listed in the table below
3. The instruments' will settle as listed in the table below
4. The instruments' maturity dates are listed in the table below
5. The securities will be identified by the trading symbols listed below

ECSE Symbol	Issue	Amount	Tenor	Auction Date	Settlement Date	Maturity Date
FAG070121	T-Bond	US\$ 5 million	7-year	22 Jan 2014	23 Jay 2014	23 Jan 2021
AGB200215	T-Bill	EC\$ 10 million	365-day	19 Feb 2014	20 Feb 2014	20 Feb 2015
AGB051114	T-Bill	EC\$ 20 million	180-day	8 May 2014	9 May 2014	8 Nov 2014
AGB261114	T-Bill	EC\$ 10 million	180-day	29 May 2014	30 May 2014	26 Nov 2014
AGB270615	T-Bill	EC\$ 10 million	365-day	26 June 2014	27 June 2014	27 June 2015
AGB091015	T-Bill	EC\$ 20 million	365-day	8 Oct 2014	9 Oct 2014	9 Oct 2015
AGB060515	T-Bill	EC\$ 20 million	180-day	6 Nov 2014	7 Nov 2014	6 May 2015
AGB250515	T-Bill	EC\$ 15 million	180-day	25 Nov 2014	26 Nov 2014	25 May 2015
AGB020615	T-Bill	EC\$ 10 million	180-day	3 Dec 2014	4 Dec 2014	2 June 2015

6. The interest rate ceiling offered on the securities are listed below:

Amount	Instrument	Tenor	Interest Rate
US\$5 Million	T-Bond	7-year	7.5%
EC\$10 Million	T-Bill	365-day	6.5%
EC\$20 Million	T-Bill	180-day	6%
EC\$10 Million	T-Bill	180-day	6%
EC\$10 Million	T-Bill	365-day	6.5%
EC\$20 Million	T-Bill	365-day	6.5%
EC\$20 Million	T-Bill	180-day	6%
EC\$15 Million	T-Bill	180-day	6%
EC\$10 Million	T-Bill	180-day	6%

7. The interest payment for each security will be made as follows:
 - a) At maturity for the T-bills
 - b) Semi-annually for the US\$ T-Bond

8. Principal repayments for the securities will be made as follows:
 - a) At maturity for the T-bills
 - b) 10 Semi-annual payments starting 23 July 2016 for the US\$ 7-year T-Bond
9. Each investor is allowed one (1) bid in each respective series with the option of increasing the amount being tendered until the close of the bidding period.
10. The minimum bid amount is EC\$5,000 for EC\$ T-bills and US\$1000 for the US\$ T-Bond.
11. The Bid Multiplier will be set at EC\$1,000 for EC\$T-Bills and US\$1000 for the US\$T-Bond.
12. The bidding period will be opened from 9 a.m. to 12 noon for EC\$ instruments on auction dates and from 9 a.m. to 11 a.m. for US\$ instruments.
13. The method of issue will be determined by Competitive Uniform Price Auction.
14. The Investors may participate in the auction through the services of a licensed intermediary. The current list of licensed intermediaries is as follows:

ABI Bank Limited

St. Kitts Nevis Anguilla National Bank Limited

The Bank of Nevis Limited

ECFH Global Investment Solutions Limited

Bank of St. Vincent and the Grenadines Limited

First Citizens Investment Services Limited – St. Lucia

OUTCOME OF GENERAL ELECTIONS

On June 12, the Antigua and Barbuda Labour Party were victorious at the polls of the general elections held in Antigua and Barbuda and won 14 of the 17 seats which form the Government of Antigua and Barbuda. The new government has continued the thrust of the previous administration in the area of fiscal and debt management and will continue to honour its obligations to investors in Government of Antigua and Barbuda Securities.

The government is focused on bringing new investments to Antigua and Barbuda in order to increase growth and provide jobs for the citizens and residents of Antigua and Barbuda. It is expected that with the new push on Foreign Direct Investment there will be increased economic activity in the areas of Construction and Tourism. Further, the country has recently completed the requirements of the Financial Action Task Force (FATF) and now has an improved jurisdiction for financial services, which will augur well for the Off Shore Sector.

CURRENT ISSUES OF GOVERNMENT SECURITIES

A. EC\$ RGSM Treasury Bonds

SERIES A

Trading Symbol:	AGN280716
Issue Date:	28 July 2011
Original Amount Issued:	EC\$20,000,000
Outstanding Amount:	EC\$20,000,000
Coupon:	7.5% p.a.
Tenor:	5-Year Treasury Note
Maturity Date:	28 July 2016

SERIES B

Trading Symbol:	AGG100721
Issue Date:	29 July 2011
Original Amount Issued:	EC\$5,530,000
Outstanding Amount:	EC\$5,530,000
Coupon:	7.75% p.a.
Tenor:	10-Year Treasury Bond
Maturity Date:	29 July 2021

SERIES C

Trading Symbol:	AGN060916
Issue Date:	6 September 2013
Original Amount Issued:	EC\$17,990,000
Outstanding Amount:	EC\$17,990,000
Coupon:	6.75% p.a.
Tenor:	3-Year Treasury Note
Maturity Date:	6 September 2016

SERIES D

Trading Symbol:	AGG051218
Issue Date:	17 December 2013
Original Amount Issued:	EC\$15,040,000
Outstanding Amount:	EC\$15,040,000
Coupon:	7.25% p.a.
Tenor:	5-Year Treasury Bond
Maturity Date:	17 December 2018

B. EC\$ RGSM Treasury Bills

Series I

Trading Symbol	AGB091014
Issue Date:	9 October 2013
Original Amount Issued:	EC\$ \$20,000,000.00
Outstanding Amount:	EC\$ \$20,000,000.00
Coupon	6.5% p.a.
Tenor:	365-day Treasury Bill
Maturity Date:	9 October 2014

Series L

Trading Symbol	AGB200215
Issue Date:	20 February 2014

Original Amount Issued: EC\$ \$4,138,000.00
 Outstanding Amount: EC\$ \$4,138,000.00
 Coupon: 6.5% p.a.
 Tenor: 365-day Treasury Bill
 Maturity Date: 20 February 2015

Series M

Trading Symbol AGB081114
 Issue Date: 12 May 2014
 Original Amount Issued: EC\$ \$22,501,000.00
 Outstanding Amount: EC\$ \$22,501,000.00
 Coupon: 6% p.a.
 Tenor: 180-day Treasury Bill
 Maturity Date: 8 November 2014

Series N

Trading Symbol AGB261114
 Issue Date: 30 May 2014
 Original Amount Issued: EC\$ \$15,000,000.00
 Outstanding Amount: EC\$ \$15,000,000.00
 Coupon: 6% p.a.
 Tenor: 180-day Treasury Bill
 Maturity Date: 26 November 2014

Series O

Trading Symbol AGB270615
 Issue Date: 27 June 2014
 Original Amount Issued: EC\$ \$15,000,000.00
 Outstanding Amount: EC\$ \$15,000,000.00
 Coupon: 6.5% p.a.
 Tenor: 365-day Treasury Bill
 Maturity Date: 27 June 2015

C. USD RGSM Treasury Bond

SERIES A

Trading Symbol: FAG070720
 Issue Date: 31 July 2013
 Original Amount Issued: US\$13,100,000 (EC\$35,370,000)
 Outstanding Amount: US\$13,100,000 (EC\$35,370,000)
 Coupon: 7.5% p.a.
 Tenor: 7-Year Treasury Bond
 Maturity Date: 31 July 2020

SERIES B

Trading Symbol: FAG100923
 Issue Date: 26 September 2013
 Original Amount Issued: US\$5,050,000 (EC\$13,635,000)
 Outstanding Amount: US\$5,050,000 (EC\$13,635,000)
 Coupon: 7.75% p.a.
 Tenor: 10-Year Treasury Bond
 Maturity Date: 26 September 2023

SERIES C

Trading Symbol:	FAG070121	
Issue Date:	23 January 2014	
Original Amount Issued:	US\$7,500,000	(EC\$20,250,000)
Outstanding Amount:	US\$7,500,000	(EC\$20,250,000)
Coupon:	7.5% p.a.	
Tenor:	7-Year Treasury Bond	
Maturity Date:	23 January 2021	

**D. USD Bond Private Placement
Listed for trading**

SERIES C

Trading Symbol	FAG150626	
Issue Date:	30 June 2011	
Original Amount Issued:	US\$13,729,680	(EC\$37,070,136)
Outstanding Amount:	US\$13,729,680	(EC\$37,070,136)
Coupon	8% p.a.	
Tenor:	15-year Treasury Bond	
Maturity Date	30 June 2026	

SERIES D

Trading Symbol	FAG100724	
Issue Date:	29 July 2014	
Original Amount Issued:	US\$10,000,000	(EC\$13,500,000)
Outstanding Amount:	US\$10,000,000	(EC\$13,500,000)
Coupon	8% p.a.	
Tenor:	10-year Treasury Bond	
Maturity Date	29 July 2024	

**E. EC\$ Securities Privately Placed
Listed for trading**

SERIES I

Trading Symbol	AGN220315	
Issue Date:	22 March 2013	
Original Amount Issued:	EC\$10,000,000	
Outstanding Amount:	EC\$10,000,000	
Coupon	6.5% p.a.	
Tenor:	2-year Treasury Note	
Maturity Date	22 March 2015	

SERIES J

Trading Symbol	AGG050319	
Issue Date:	21 March 2014	
Original Amount Issued:	EC\$13,000,000	
Outstanding Amount:	EC\$13,000,000	
Coupon	7.5% p.a.	
Tenor:	5-year Treasury Bond	
Maturity Date	21 March 2019	

SERIES K

Trading Symbol	AGG151228	
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Issue Date:	1 January 2014
Original Amount Issued:	EC\$8,815,300
Outstanding Amount:	EC\$8,815,300
Coupon	7% p.a.
Tenor:	15-year Treasury Bond
Maturity Date	31 December 2028

SERIES L

Trading Symbol	AGG050619
Issue Date:	26 June 2014
Original Amount Issued:	EC\$25,000,000
Outstanding Amount:	EC\$25,000,000
Coupon	7% p.a.
Tenor:	5-year Treasury Bond
Maturity Date	26 December 2019

Trading Symbol	AGG300740
Issue Date:	28 September 2010
Original Amount issued	EC\$330,000,000
Outstanding Amount	EC\$330,000,000
Coupon:	6% (Step up)
Type of Issue:	30-year Treasury Bond
Maturity Date:	1 July 2040

Appendix VI

Public Sector Debt Stock and Projected Debt Service (2014-2018)

All figures in millions of Eastern Caribbean Dollars
As of 30 June 2014

Stock	3rd & 4th Quarter 2014			2015			2016			2017			2018			
	P	I	Total	P	I	Total	P	I	Total	P	I	Total	P	I	Total	
Total Public Sector	3,264.9	138.7	75.4	214.0	217.4	137.7	355.0	201.2	135.2	336.4	195.3	124.8	320.1	177.0	120.1	297.1
of which Central Government	2,627.9	122.7	52.1	174.9	197.2	94.3	291.5	172.5	93.7	266.2	167.0	85.6	252.6	150.4	82.9	233.3
of which Public Sector Corporations	637.1	15.9	23.2	39.2	20.2	43.4	63.5	28.7	41.5	70.2	28.2	39.3	67.5	26.6	37.2	63.8
External	1,427.9	49.6	22.4	72.1	97.8	42.7	140.5	118.7	39.6	158.3	132.2	35.6	167.8	101.0	31.7	132.7
Central Government	1,107.0	47.4	14.1	61.4	90.0	26.4	115.4	103.4	24.1	127.5	117.9	21.0	138.8	86.8	18.0	104.8
Multilateral	373.7	31.9	5.3	37.2	63.0	9.5	72.6	75.4	8.1	83.5	78.7	5.9	84.6	33.7	4.3	38.0
Bilateral	733.3	15.5	8.8	24.2	27.0	16.8	43.9	28.0	16.0	44.0	39.1	15.1	54.2	33.2	13.6	66.8
of which Paris Club	340.6	4.9	4.0	8.9	5.9	7.9	13.8	6.1	7.7	13.8	19.1	7.5	26.6	32.7	6.7	39.4
of which non-Paris Club	392.7	10.6	4.7	15.2	21.1	8.8	29.9	21.9	8.1	30.1	19.6	7.4	27.1	19.6	6.8	26.4
Commercial	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Public Sector Corporations	320.8	2.3	8.4	10.7	7.7	16.3	24.1	15.3	15.6	30.9	14.4	14.6	29.0	14.1	13.8	27.9
Multilateral	40.4	0.1	0.7	0.8	0.7	1.4	2.1	2.3	1.4	3.7	2.3	1.3	3.6	2.3	1.2	3.5
Bilateral	216.0	0.9	2.3	3.2	3.2	1.8	6.3	7.1	4.4	11.5	6.2	4.2	10.4	6.2	4.1	10.3
of which Paris Club	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
of which non-Paris Club	216.0	0.9	2.3	3.2	3.2	1.8	6.3	7.1	4.4	11.5	6.2	4.2	10.4	6.2	4.1	10.3
Commercial	64.4	1.3	5.4	6.7	10.5	10.5	15.7	5.9	9.8	15.7	5.8	9.1	15.0	5.6	8.5	14.1
Domestic	1,837.1	89.0	52.9	142.0	119.6	95.0	214.5	82.4	95.6	178.0	63.1	89.2	152.3	76.1	88.4	164.4
Central Government	1,520.8	75.4	38.1	113.4	107.2	68.0	175.1	69.1	69.7	138.7	49.2	64.6	113.8	63.6	65.0	128.5
ECCB	119.0	14.6	3.7	18.4	10.3	3.9	14.2	6.8	3.6	10.4	6.8	3.4	10.2	6.8	3.1	9.9
Commercial Loans	551.5	11.2	18.9	30.1	18.0	38.2	56.2	16.0	38.2	54.2	17.0	36.8	53.8	17.8	35.4	53.2
Overdrafts	23.9	23.9	2.8	26.7	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Government Securities	313.9	25.7	9.7	35.4	78.9	19.9	98.8	46.2	15.1	61.3	25.4	11.7	37.1	38.9	9.6	48.5
of which RGSMS	296.9	25.2	9.2	34.4	77.1	18.9	96.0	45.1	14.1	59.2	25.4	10.8	36.2	25.4	8.9	34.3
of which Old Securities	16.9	0.5	0.5	1.0	1.8	0.9	2.7	1.0	0.9	1.9	0.0	0.9	0.9	13.5	0.7	14.2
of which Statutory Deposits	0.2	0.0	0.0	0.0	0.0	0.0	0.0	0.2	0.0	0.2	0.0	0.0	0.0	0.0	0.0	0.0
Vouchers	83.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Obligations to Statutory Bodies	429.1	0.0	3.0	3.0	0.0	6.0	6.0	0.0	0.0	12.7	0.0	12.7	12.7	0.0	16.9	16.9
Public Sector Corporations	316.2	13.6	14.9	28.5	12.4	27.0	39.4	13.4	25.9	39.3	13.9	24.6	38.5	12.5	23.4	35.9
Commercial Loans	308.8	6.2	14.0	20.2	12.4	27.0	39.4	13.4	25.9	39.3	13.9	24.6	38.5	12.5	23.4	35.9
Overdrafts	7.4	7.4	0.9	8.3	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0

Source: Debt Management Unit, MoF

ALL OTHER INFORMATION IN THIS PROSPECTUS REMAINS THE SAME