

(Dealing Member's letter head)

Sample checklist for Initial Listing on NSE by Initial Public Offering/Offer for Sale (Premium Board) **(Please fill and execute this form as the Sponsor's Declaration on Documentation and Due Diligence)**

Checklist for First Submissions: (insert name of applicant issuer)

Type of Application: (IPO; Offer for Sale; etc.)

Note:

- i. This checklist is applicable to application to list equity capital of an Issuer on the Premium Board of The Exchange where equity capital of the Issuer is not already listed on The Exchange), and the Issuer embarks on Initial Public Offer (IPO) as at the time of the application.
- ii. The Issuer must comply with Section C: Requirements for All Listings as well as Chapter 2: Subsequent Listing of Securities and Chapter 12: Listing on the Premium Board, Rulebook of The Exchange 2015 (Issuers' Rules). For the application to be accepted by The Exchange, the Issuer must meet all the required criteria as at the date of application.
- iii. Soft copy document should be forwarded to giwenekhai@nse.com.ng; eeppo@nse.com.ng; okuti@nse.com.ng; and ooge@nse.com.ng. The time between the submission of hard copies and soft copies should not exceed 24 hours. The Exchange will **not conclude** on an application until all relevant documents are submitted.
- iv. The checklist is categorized into qualification requirements and documentation requirements. The sponsoring dealing member is required to tick the appropriate box indicating whether the Issuer meets the qualification requirements or submitted the required document. Where the requirement is not applicable to the Issuer, the reason should be provided in the "comment" box.

Table A – Qualification Requirements:

	Initial Listing Requirements	Please tick as appropriate (v)			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:					
	Eligibility Listing Criteria	Complied with	Not Complied with	Not Applicable	Comments
i.	CGRS Certification with a minimum rating of seventy per-cent (70%)				
ii.	₦200 billion market capitalization ¹				
iii.	A minimum free float requirement of twenty per-cent (20%) of its issued share capital or free float value of N40 billion ²				

¹ This criteria is to be met at the completion of the Offer.

² This criteria is to be met at the completion of the Offer.

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Initial Listing Requirements		Please tick as appropriate (✓)			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:					
Eligibility Listing Criteria	Complied with	Not Complied with	Not Applicable	Comments	
Initial Listings Standard A					
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares				
ii.	Have a minimum of three (3) years' operating track record				
iii.	Have a pre-tax profit from continuing operation of not less than N300million cumulatively for the last three (3) fiscal years and a minimum of N100 million in two (2) of these years				
iv.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old				
v.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders				
vi.	Have shareholders' equity of not less than N3billion				
vii.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a minimum period of 12 months from the date of listing and will not directly or indirectly sell or offer to sell such securities during that period				
viii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules				
ix.	Undertake to promptly pay annual listing fees based on market capitalization				
x.	Have a functioning website				
xi.	Have a governance process which is in line with the SEC Codes				
Initial Listings Standard B					

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	Initial Listing Requirements	Please tick as appropriate (√)			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:					
	Eligibility Listing Criteria	Complied with	Not Complied with	Not Applicable	Comments
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares				
ii.	Have a minimum of three (3) years' operating track record; and where the Issuer does not have three years' (3) operating track record the Issuer shall provide evidence of a core investor who has a minimum of three years' (3) operating track record				
iii.	Have a pre-tax profit from continuing operation of not less than N600million cumulatively for the last one (1) or two (2) fiscal years				
iv.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old and where the Issuer does not have financial statements for the last 3 years the Issuer shall provide evidence of a strong technical partner who has a minimum of three years' (3) operating track record with substantial equity and involvement in management and the financial statements for the last three years of the technical partner				
v.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders				
vi.	Have shareholders' equity of not less than N3billion				
vii.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a minimum period of 12 months from the date of listing and will not				

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	Initial Listing Requirements	Please tick as appropriate (√)			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:					
	Eligibility Listing Criteria	Complied with	Not Complied with	Not Applicable	Comments
	directly or indirectly sell or offer to sell such securities during that period				
viii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules				
ix.	Undertake to promptly pay annual listing fees based on market capitalization				
x.	Have a functioning website				
xi.	Have a governance process which is in line with the SEC Codes				
Initial Listings Standard C					
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares				
ii.	Have a minimum of three (3) years' operating track record; and where the Issuer does not have three years' (3) operating track record the Issuer shall provide evidence of a core investor who has a minimum of three years' (3) operating track record				
iii.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old and where the Issuer does not have financial statements for the last 3 years the Issuer shall provide evidence of a strong technical partner who has a minimum of three years' (3) operating track record with substantial equity and involvement in management and the financial statements for the last three years of the technical partner				
iv.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders				

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	Initial Listing Requirements	Please tick as appropriate (√)			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:					
	Eligibility Listing Criteria	Complied with	Not Complied with	Not Applicable	Comments
v.	Have a market capitalization of not less than N4 billion at the time of the listing, calculated using the listing price and shareholders' equity				
vi.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a period of 12 months from the date of listing and will not directly or indirectly sell or offer to sell such securities during that period				
vii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules				
viii.	Undertake to promptly pay annual listing fees based on market capitalization				
ix.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares				
x.	Have a functioning website				
xi.	Have a governance process which is in line with the SEC Codes				

Table B: Documentation Requirements

	Documentation Required	Submitted	Not Submitted	Not Applicable	Comment
1.	3 to 5 years audited accounts				
2.	Letters of consent from parties and Directors (original)				
3.	Sponsor's Declaration on documentation and due diligence (original)				
4.	Statutory Declaration as to the identity of Directors and that they are fit and proper to be directors (original)				
	Documentation Required in soft copies (items 5-37)				
5.	Evidence of payment of application/listing fees and CSCS eligibility fee				

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	Documentation Required	Submitted	Not Submitted	Not Applicable	Comment
6.	Abridged application				
7.	Prospectus				
8.	List and Value of Litigations				
9.	Solicitors opinion on litigations				
10.	Estimated cost of issue detailing the cost attributed to each party to a transaction				
11.	Pricing memorandum				
12.	Certified true copy of certificate of incorporation				
13.	Certified true copy evidence of conversion to Plc.				
14.	Certified true copy memorandum and articles of association certified by CAC not later than two months prior to the date of application				
15.	CAC forms Co2 and Co7 the company/issuer certified by CAC not later than two months prior to the date of application				
16.	Certified copy of Board resolution approving the offer and listing on the Premium Board				
17.	Certified copy of Board resolution approving the issue of prospectus.				
18.	Certified copy of ordinary resolution or a special resolution (if the Company's MemArt so requires) approving the offer and listing				
19.	A letter from Issuing house or underwriters stating that they have satisfied themselves that the statement in the prospectus as to the sufficiency of working capital have been made by the directors after due and careful enquiry.				
20.	Profit/dividend forecast				
21.	Statement of reporting accountants				
22.	Status Report from creditors' banks and agreed loan repayment schedule (if applicable)				
23.	Proposed time table				
24.	Certified copy of Underwriting agreement (if any)				
25.	Technical services agreement (if applicable)				
26.	Certified copy of Vending agreement				
27.	Mortgage/security (if secured)				
28.	CAC forms Co2 and Co7 of any institutional investor holding 5% or more of the issued and fully paid up share capital of the				

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	Documentation Required	Submitted	Not Submitted	Not Applicable	Comment
	company/issuer certified by CAC not later than two months prior to the date of application (note: Co2 and co7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)				
29.	SEC Approval				
30.	CBN Approval (If applicable)				
31.	NAICOM Approval (If applicable)				
32.	Interim accounts (if applicable)				
33.	Letter nominating three (3) primary market makers				
34.	Mortgage/security (if secured)				
35.	Updated list of receiving agents (1 copy)				
36.	Shareholders' register				
37.	Any other document which is material to the listing or to the business of the issuer				

Have any rulings been given on this transaction by the NSE?
Yes/No

If yes, please provide details of the ruling.

I, an approved executive of (Name of sponsor) hereby confirm that this Checklist is complete and that no other information which is required in terms of the Listings Requirements has been omitted. I also confirm that we have carried our reasonable due diligence on the applicant and its directors and are satisfied with our findings.

Signed by approved executive of sponsor.

SIGNATURE

DATE

(Internal use only)

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Reviewed by:

Name:.....

Date:.....