

(Dealing Member's letter head)

Sample checklist for Supplementary Listing of shares by Placing (**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)

Description of Application: Placing of ...

Note:

- i. This checklist is applicable to application for approval and listing of Placing for Issuers whose equity capital is already listed on The Exchange.
- ii. The issuer must comply with Section C: *Requirements for All Listings* as well as Chapter 2: *Subsequent Listing of Securities* and Chapter 4: *Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange*, Rulebook of The Exchange, 2015 (Issuers' Rules).
- iii. Soft copy document should be forwarded to giwenekhai@nse.com.ng; EEKPO@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 sponsoring dealing member is required to tick the appropriate box indicating whether the application is accompanied by the required documents. Where the requirement is not applicable to the Issuer or the application, the reason should be provided in the "comment" box.

	Particulars	Please tick as appropriate (✓)			Comments
		Submitted	Not submitted	Not applicable	
	Documentation Required				
	Hard Copies (items 1-3)				
1	Letters of consent from parties and Directors				
2	Sponsor's Declaration on documentation and due diligence				
3	Statutory Declaration as to the identity of new Director(s) and that they are fit and proper to be directors (where a new director will join the board of the Issuer)				
	Documentation Required in Soft copies (items 4-28)				
4	Evidence of payment of application/listing fees and CSCS eligibility fee				
5	Abridged application				
6	Information Memorandum				
7	3 to 5 years audited accounts				
8	List and Value of Litigations of the Issuer				
9	Solicitors opinion on litigation of the Issuer				

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	Particulars	Please tick as appropriate (✓)			Comments
		Submitted	Not submitted	Not applicable	
10	Estimated cost of issue detailing the cost attributed to each party to a transaction				
11	Certified true copy of certificate of incorporation of the issuer				
12	Certified true copy evidence of conversion to Plc.				
13	Memorandum and Articles of Association of the issuer and the new investor, which is certified by CAC not later than two months prior to the date of application				
14	Certified copy of Board resolution approving the offer				
15	Certified copy of Board resolution approving the issue of prospectus.				
16	Certified copy of Shareholders resolution approving the offer				
17	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.				
18	SEC Approval ¹				
19	CBN Approval (If applicable)				
20	NAICOM Approval				
21	Interim accounts (if any)				
22	Status report from creditors' banks and agreed loan repayment schedule (if applicable)				
23	Profile and CAC forms CO2 and CO7 of the buyers which is certified by CAC not later than two months prior to the date of application				
24	Certified copy of technical services agreement (if applicable)				
25	Pricing memorandum				
26	Vending Agreement				
27	CAC forms Co2 and Co7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the company/issuer which is certified by CAC not later than two months prior to the date of				

¹ SEC approval letter can be submitted later when it is obtained.

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	Particulars	Please tick as appropriate (✓)			
		Submitted	Not submitted	Not applicable	Comments
	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)				
28	Any other document which is material to the listing				

Have any rulings been given on this transaction by the NSE?

Yes/No

If yes, please provide details and the name of the person at the NSE that provided 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)

Reviewed by:

Name:.....

Date:.....