

THE NIGERIAN STOCK EXCHANGE

LISTING REQUIREMENTS

(THE GREEN BOOK)

INTRODUCTION

1. Companies wishing to be admitted to the official list of THE NIGERIAN STOCK EXCHANGE must, in addition to complying with The Exchange's rules Governing Listing, comply with the relevant provisions of the Companies And Allied Matters Act 1990, the Investment and Securities Act, 1999 Rules and Regulations made thereunder and other relevant statutory requirements.
2. The detailed listings requirements of The Nigerian Stock Exchange are contained in Chapters 1 to 10.
3. In broad outline, the methods for Listing of Securities on the Exchange are through:
 - a) **Offer for subscription**

An invitation by or on behalf of a company or other authority to the public, for subscription of securities at a fixed price;
 - b) **Offer for sale**

An offer to the public by or on behalf of a shareholder, the proceeds which will go to the vendor(s);
 - c) **Placing**

Sale by a broker to his clients, of securities, which have previously been purchased or subscribed for;
 - d) **Rights offer/issue**

A privilege offer/issue to existing shareholders to acquire proportionately additional shares in the company usually at a special price;
 - e) **Capitalisation Issue**

A bonus/scrip issue to existing shareholders;
 - f) **Tender**

An offer of specific quantity of shares and stock to the public by or on behalf of a company or other authority or a third party for bidding;
 - g) **Introduction**

The Listing of securities already widely held;
 - h) **Conversion**

An exchange for or conversion of securities into other classes of securities;
 - i) **Options**

An offer to buy or sell some shares at an agreed price and time;
 - j) Any other method Council may prescribe.

DEFINITIONS

The following expressions shall unless the context otherwise require, have the following meanings in these "Rules Governing Listing on The Nigerian Stock Exchange".

"An Associated Company"	is an investee company that is not a subsidiary and in respect of which; a) The investor's interest in the voting power of the investee is substantial, and b) The investor has the power to exercise significant influence over the financial and operating policies of the investee, and c) The investor intends to retain its interest as a long-term investment.
"Capital"	includes shares and loan capital.
"Commission"	means the Securities and Exchange Commission.
"Committee"	means the Quotations Committee of Council.
"Company"	means a public company as defined by the Companies and Allied Matters Act 1990 and includes Corporations.
"Council"	means the Council of The Exchange and/or any Committee set up by Council.
"Dealing Member"	means a member of The Exchange that is licensed to deal in securities on any of the trading floors of The Exchange.
"Listing"	means admission of securities to the Official List.
"Prospectus"	includes circular, advertisement, explanatory memorandum, scheme of arrangement, rights offer document, or other equivalent document, published or circulated, relating to the Securities for which listing is sought.
"Public"	means persons other than the directors and employees of a company.
"Securities"	include shares, stock units of a unit trust, debentures and bonds.
"Shares"	include ordinary and preference shares and units of a unit trust.
"The Exchange"	means The Nigerian Stock Exchange.
"Trust Deed"	includes supplemental trust deed.
"Underwriting"	the act of agreeing to buy all or part of a new issue of securities to be offered for public sale with a view to resale and not as a form of investment. There are two basic types of underwriting: a) "Standby underwriting" is where the underwriter is legally bound to take and pay up to the underwritten percentage only if the issue is not fully subscribed. b) "Firm underwriting" is where the issuer sells the entire issue to the underwriters, who then attempt to resell it, the issuer receives the agreed upon amount and all the risks associated with selling the issue are transferred to the underwriters.

“Unit Trust”

means any vehicle or arrangement made for the purpose of providing investors facilities for participation as beneficiaries under a trust in profits and income arising from the acquisition, holding management or disposal of securities.

GENERAL REQUIREMENTS

- a) Application for Listing will only be entertained if sponsored by a Dealing Member of The Exchange.
- b) The company must be a public company, which will issue or has issued an invitation to the public to subscribe for its shares or has satisfied Council that the public is sufficiently interested in the company's shares to warrant Listing.
- c) All securities for which listing is sought shall first be registered with the Securities and Exchange Commission.
- d) All application and documents to be considered or approved by Council should always be submitted to The Exchange at the earliest possible date. The final prospectus for approval must be forwarded to The Exchange at least seven working days before the date for the completion board meeting.
- e) Before the grant of Listing, all applicant companies shall sign a General Undertaking that they will provide promptly certain information about their operations and that they will follow certain administrative procedures.
- f) Where it is desired to increase the authorized share capital, the directors shall state, in the explanatory circular or other documents accompanying the notice of meeting, whether or not they presently have any intention of issuing all or any part thereof.
- g) A company, which applies for Listing shall make available to the general public shares representing at least twenty-five percent (25%) of the issued capital. The said proportion having a minimum nominal value of N5,000,000 must be made available to the public.
- h) Subscriptions list must remain open for a maximum period of 28 working days.
- i) A maximum of 10% of an offering will be allowed to staff of a company (or its subsidiaries or associated companies) on special application forms. Such offerings may be placed in Trust for the employees.

Where a proportion of the shares in a placement or public offer is reserved for employees, the company shall provide The Exchange along with the General Undertaking a list of members of staff who have been allotted shares, the number of such shares, the capacity in which they work for the company and the number of years of service with the company.

- j) All companies admitted to Listing on The Exchange shall pay a listing fee as laid down in Appendix iv and these fees are subject to review from time to time.
- k) All clauses in the company's Memorandum & Articles of Association that restrict the transfer of fully paid-up shares must be expunged.
- l) All Listed companies shall advertise the Notice of their annual general meetings in at least two widely read newspapers at least 21 days before the annual general meeting and such advertisement must be conspicuously placed to cover a reasonable portion of a page.
- m) The subscription monies pending allotment and return of funds to subscribers shall be deposited in a designated bank account appointed by the Issuing House and the company. All accrued interests in respect of cleared allotments shall be paid to the company to offset part of the cost of the Issue.
- n) Return monies arising from an unsuccessful application or abortion of an offer/issue shall attract interest at the rate determined by the Commission.

- o) These general requirements are not exhaustive and Council may add thereto or subtract therefrom as considered necessary subject to the approval of the Securities and Exchange Commission.

CHAPTER 1

NEW LISTING OF SECURITIES (IN RESPECT OF COMPANIES WHOSE SECURITIES ARE NOT LISTED ON THE EXCHANGE)

1. Application, which should be made at the earliest possible date in the form set out in Appendix II, can only be made in respect of a company that:
 - a) Is registered as a public limited company and does not restrict the transfer of fully paid shares.
 - b) Not less than 25% of the issued share capital, the said proportion having a minimum nominal value of N5,000,000 shall be made available to the public or already be held by the public.
 - c) The number of shareholders are not less than three hundred, unless as other wise prescribed by Council.
 - d) The securities are fully paid-up at the time of allotment or registration.
2. The following documents shall be lodged at least fourteen days prior to the hearing of the application by the Committee:
 - a) A formal application in the form issued by Council (see Appendix II) signed by the sponsoring Dealing Member of The Exchange and accompanied by a non-refundable application fee and appropriate listing charges.
 - b) One copy of the approved prospectus.
 - c) Evidence of conversion to a public limited company (PLC) and/or a certified or photocopy of the certificate of Incorporation.
 - d) A certified or photo copy of the certificate (if any) entitling the company to commence business.
 - e) A copy of the Memorandum and Articles of Association or other up to date corresponding document and certified as such.
 - f) A copy of the Trust Deed or other document securing or constituting the loan capital.
 - g) A certified copy of:
 - (i) The resolution(s) of the Board authorizing the issue of all securities for which listing is sought and subsequently allotting same and
 - (ii) The resolution(s) of the Board approving and authorizing the issue of the prospectus.
 - h) A certified copy of every letter, report, balance sheet, valuation, vending agreement and other contracts, resolution or other document, any part of which is extracted or referred to in the prospectus.
 - i) A certified copy of the written consent by any expert to the inclusion in the prospectus of:
 - (i) A statement purporting to be a copy of or extract from or summary of or reference to a report or valuation, or other statement by such expert;
 - (ii) Any recommendation by such expert in relation to acceptance or rejection of an offer or proposal;
 - j) A letter from the Issuing House, or, in the absence of an Issuing House from the underwriters one of whom must be a sponsoring Dealing Member of The Exchange stating that they have

satisfied themselves that the statement in the prospectus as to the sufficiency of working capital has been made by the directors after due and careful enquiry. Such letters shall be required to state that there is written confirmation from persons or institutions on whom reliance is placed for the provision of finance, that such facilities exist;

- k) A list of shareholders.
 - l) A certified copy of the Underwriting Agreement.
 - m) The following documents shall be submitted for initial approval:
 - (i) Two proofs of the prospectus.
 - (ii) Two proofs of the allotment letter, letters of right, scrip or other temporary document of title proposed to be issued.
 - (iii) Two proofs of the definitive certificate or other definitive document of title proposed to be issued.
 - (iv) Two copies of the Memorandum and Articles of Association or other corresponding document unless previously supplied, together with two copies of all special or other resolutions increasing the share capital or capitalizing reserves.
 - (v) In the case of loan capital, two proofs or copies of the Trust Deed or document securing or constituting the loan capital.
 - n) The prospectus must comply with the relevant provision of the Investments and Securities Act 1999 and with the requirements of Chapter 3 of these Listing Requirements.
 - o) Where it is desired to advertise abridged particulars of a preliminary announcement of a public offer in the Press, applicants must submit two copies of the drafts (which must not contain any information not included in the prospectus) for approval before its insertion in the Press.
 - p) Where, following compliance with paragraph 2(d) any amendment is made to any document referred to therein a like number of the amended copies shall be submitted to The Exchange for approval.
3. The following documents shall be lodged before the completion board meeting:
- a) A letter of indemnity by the issuer dated and signed by a director and the company secretary.
 - b) A copy of the approved prospectus.
 - c) A copy of the approval letter from the Commission.
 - d) Printers' proofs of the advertisement and posters.
4. The following documents shall be lodged with The Exchange within 48 hours of the completion board meeting:
- a) One copy each of the prospectus, poster and advertisement, which shall be:
 - (i) Dated and signed by every person who is named in the prospectus as a director or proposed director of the company or by his agent authorized in writing;
 - (ii) Where an agent signs the documents referred to in 4(a) above, a certified copy of the authorization for such signature shall be submitted along with the documents.
5. Prior to the issue being admitted to the official list, the following documents shall be lodged with The Exchange:

- i. A written undertaking accepting to comply with the post-listing requirements of The Exchange in the form set out in Appendix III to these rules.
 - ii. A statement of compliance in the form suggested in Appendix XIV.
 - iii. A copy of the newspaper cuttings advertising the basis of allotment.
6. Where it is desired to issue shares pursuant to Employees' Share schemes:
- a) The scheme must be approved by the company in general meeting and documents to be forwarded to The Exchange must contain the following information:
 - (i) The persons to whom securities may be issued or sold under the scheme, ("participants");
 - (ii) The total amount of the shares subject to the scheme which must be a stated figure (The circular must state the percentage of the issued share capital represented);
 - (iii) A maximum entitlement for any one participant;
 - (iv) The amount, if any, payable on application or acceptance and the basis for determining the subscription or sale or option price, the period in or after which payment or calls or loans to provide the same may be paid or called,
 - (v) The voting, dividend, transfer and other rights including those arising on a liquidation of the company, attaching to the securities;
 - (vi) 2 copies of the annual financial statements consisting of the most recent ones and those covering up to five (5) consecutive years.
 - (vii) A copy of the trust deed constituting the scheme.
 - (viii) The basis of appointment of trustees to the scheme.
 - b) The scheme shall provide or the circular to shareholders shall state that the provisions relating to the matters listed in paragraph 6(a) above cannot be altered to the advantage of participants without shareholders' prior approval.

CHAPTER 2

SUBSEQUENT LISTING OF SECURITIES (IN RESPECT OF COMPANIES WHOSE SECURITIES ARE ALREADY LISTED ON THE EXCHANGE)

1. Application, which should be made at the earliest possible date in the form set out in Appendix II, can only be made in respect of a security which has a minimum market offering value of N5,000,000 or 25% of the authorised share capital or as the Council may determine from time to time.

If a placing is intended the application must be accompanied or preceded by a request to use such method, supported by such other information as The Exchange may from time to time require, including necessary approvals by shareholders at general meeting and the Securities and Exchange Commission.

2. The following documents shall be lodged at least fourteen days prior to the hearing of the application by the Committee:
 - a) A formal application in the form issued by Council (see Appendix II) signed by the sponsoring Dealing Member of The Exchange and accompanied by a non-refundable application processing fee and appropriate listing charges.
 - b) One copy of the approved prospectus.
 - c) A certified copy of:
 - (i) The resolution(s) of the Board authorizing the issue of all securities for which listing is sought and subsequently allotting same;
 - (ii) The resolution(s) of the Board approving and authorizing the issue of the prospectus and
 - (iii) The resolution(s) of the company in general meeting (if any) authorizing the issue of all securities for which listing is sought.
 - d) A certified copy of every letter, report, balance sheet, valuation, vending agreement and other contracts or other document any part of which is extracted or referred to in the prospectus.
 - e) A certified copy of the written consent by any expert to the inclusion in the Prospectus of:
 - (i) A statement purporting to be a copy of or extract from or summary of or reference to a report or valuation or other statement by such expert;
 - (ii) Any recommendation by such expert in relation to acceptance or rejection of an offer or proposal.
 - f) A letter from the issuing house, or in the absence of an issuing house from the underwriters one of whom must be a sponsoring Dealing Member of The Exchange, stating that they have satisfied themselves that the statement in the prospectus as to the sufficiency of working capital has been made by the directors after due and careful enquiry. Such letter shall be required to state that there is written confirmation from persons or institutions on whom reliance is placed for the provision of finance, that such facilities exist.
 - g) A certified copy of the Underwriting Agreement.
 - h) In the case of Loan Issue, a copy of the Trust Deed or other document securing or constituting the loan capital.
 - i) The following documents shall be submitted for initial approval:

- (ii) Two copies of the prospectus.
 - (iii) Two copies of the allotment letter, letters of right, scrip or other temporary document of title proposed to be issued.
 - (iv) Two copies of the definitive certificate or other definitive document of title proposed to be issued.
 - (v) Two copies of the Memorandum and Articles of Association or other corresponding document unless previously supplied, together with two copies of all special or other resolutions increasing the share capital or capitalizing reserves.
 - (vi) In the case of loan capital, two copies of the Trust Deed or document securing or constituting the loan capital.
- j) The prospectus must comply with the relevant provision of the Investments and Securities Act 1999, where applicable, and with the requirements of Chapter 3 of these Listing Requirements.
 - k) Where it is desired to advertise abridged particulars of a preliminary announcement of a public offer in the Press, applicants must submit two copies of the drafts (which must not contain any information not included in the prospectus) for approval before its insertion in the Press.
 - l) Where, following compliance with paragraph 2(d) any amendment is made to any document referred to therein a like number of the amended copies shall be submitted to The Exchange for approval.
3. The following documents shall be lodged before the completion board meeting:
- a) A letter of indemnity by the issuer dated and signed by a director and the company secretary.
 - b) A copy of the approved prospectus.
 - c) A copy of the approval letter from the Commission.
 - d) Printers' proofs of the advertisement and posters.
4. The following documents shall be lodged with The Exchange within 48 hours of the completion board meeting:
- a) One copy each of the prospectus, poster and advertisement, which shall be:
 - (i) Dated and signed by every person who is named in the prospectus as a director or proposed director of the company or by his agent authorized through Power of Attorney;
 - (ii) Where an agent signs the documents referred to in 4(a) above, a certified copy of the authorization for such signature shall be submitted along with the documents.
5. Prior to the listing of any supplementary offer, the following documents shall be lodged with The Nigerian Stock Exchange:
- a) A written undertaking accepting to comply with the post-listing requirements of The Exchange in the form set out in Appendix III of these rules;
 - b) A statement of compliance in the form suggested in Appendix XIV.
 - c) A copy of the newspaper cuttings advertising the basis of allotment.
6. Subject to the provisions of this rule if the directors issue and/or offer to issue any shares in the original or any increase capital of the company:

- (i) For cash; or
- (ii) For consideration other than cash, dealings in all the shares of the company on The Exchange shall be suspended for such period as may be determined by the Council.

7. Where it is desired to issue shares pursuant to Employees' Share schemes:

- a) The scheme must be approved by the company in general meeting and documents to be forwarded to the Exchange must contain the following information:
 - (i) The persons to whom securities may be issued or sold under the scheme ("participants");
 - (ii) The total amount of the securities subject to the scheme which must be a stated figure (The circular must state the percentage of the issued share capital represented by the shares in the scheme);
 - (iii) A maximum entitlement for any one participant;
 - (iv) The amount, if any, payable on application or acceptance and the basis for determining the subscription or sale or option price, the period in or after which payment or calls or loans to provide the same may be paid or called;
 - (v) The voting, dividend, transfer and other rights including those arising on a liquidation of the company, attaching to the securities.
- b) The scheme shall provide or the circular to shareholders shall state that the provisions relating to the matters listed in paragraph 5(a) cannot be altered to the advantage of participants without shareholders' prior approval.

CHAPTER 3

CONTENTS OF PROSPECTUS FOR NEW LISTINGS (IN RESPECT OF WHOSE SECURITIES ARE NOT LISTED ON THE EXCHANGE)

Where listing is sought for securities of a company no part of whose capital is listed on The Exchange, the contents of the prospectus must include:

1. The full name of the company.
2. A statement that an application has been made under Section 53 of the Investments and Securities Act, 1990 to Council for the securities to be admitted to the Official List.
3. In the case of a prospectus advertised in the Press and accompanied by a form of application:
 - (i) The full names, address and description of every director and if required by Council particulars of:
 - a) Any former fore names and surnames;
 - b) Nationality if not Nigerian and;
 - c) Nationality of origin if present nationality is not the nationality of origin.
 - (ii) The full names and professional qualification of the company Secretary and situation of the registered office and transfer office (if different).
 - (iii) The names and addresses of all parties to the issue (bankers, issuing houses auditors, reporting accountants, stockbrokers, solicitors, registrars, trustees etc)
4. In case of an increase in the authorized capital where any of the voting capital (unclassified share being counted as voting capital) will remain un-issued, a statement that no issue will be made which would effectively alter the control of the company without prior approval of the shareholders in general meeting.
5. The authorised, issued and un-issued share capital together with the amount paid-up and description and nominal value of the shares.
6.
 - i) The authorised loan capital of the company and any of its subsidiaries, the amount issued and outstanding or agreed to be issued, or, if no loan capital is outstanding, a statement to that effect.
 - (ii) Particulars of any bank overdrafts, guarantees and similar commitments of the company and any of its subsidiaries, if there are no such commitments, a statement to that effect.
7. If the application is in respect of shares:
 - (i) The voting rights of shareholders,
 - (ii) If there is more than one class of shares, the rights of each class of shares as regards voting, dividend, capital, redemption and the creation or issue of further shares ranking in priority to or pari-passu with each class other than ordinary shares.
8. The provisions or a sufficient summary of the provisions of the Articles of Association, Bye-laws or other corresponding documents with regard to:
 - (i) Any power enabling the directors, in the absence of an independent quorum, to vote remuneration (including pension or other benefits) to themselves or any member of their body;

- (ii) The borrowing powers exercisable by the directors and how such borrowing powers can be varied;
 - (iii) Retirement or non-retirement of directors under an age limit;
 - (iv) Issue of new and unissued shares;
 - (v) Any restriction on the transfer of fully paid shares.
9. Where listing is sought for loan capital, the date of the board resolution creating it, the rights conferred upon the holders thereof, and short particulars of the security (if any) therefor.
10. The date of incorporation and the authority under which the company was incorporated.
11. A statement of:
- (i) The history of changes in the share capital within the two years preceding the publication of the prospectus, and
 - (ii) The names of the holders of any substantial or controlling beneficial interest in the capital of the company and the amount of their holdings. For the purpose of this sub-paragraph "substantial or controlling beneficial interest in the capital of the company" means 5% holdings and above.
12. (i) The general nature of the business of the company or group, information as to the relative importance of each activity, in cases where the company carries on two or more activities which are material having regard to profits or losses, assets employed or any other factor.
- (ii) The situation, area and tenure (including in the case of leaseholds, the rent and the expiry date) of the company's principal landed properties distinguishing between various types of use e.g. factories, offices, residential, warehouses, plantations etc.
13. Particulars of any mortgages, charges, hire purchase commitments or guarantees or other material contingent liabilities of the company and any of its subsidiaries or if there are no such liabilities a statement to that effect:
- (i) A statement as to the financial and trading prospect of the company or group, together with any material information which, may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the prospectus and which are unlikely to be known or anticipated by the general public which could materially affect the profits and details of any waiver of future dividends;
 - (ii) Where listing is sought for fixed income securities, particulars of the profits cover for dividend/interest and of the net tangible assets.
14. A statement by the directors that in their opinion the working capital available is sufficient, or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.
15. If after the latest date to which the accounts of the company have been made up and audited, the company or any of its subsidiaries has acquired or agreed to acquire or is proposing to acquire a business or other assets or shares in a company which will by reason of such acquisition become a subsidiary of the company or any of its subsidiaries, a report made by qualified independent Accountants (not being the auditors of the company) who shall be named in the prospectus shall contain the following:

- a) With respect to the profits or losses of the business or to the profits or losses attributable to the interest acquired or being acquired in respect of each of the five completed years immediately preceding the publication of the prospectus or in respect of each of the years since the commencement of the business or the incorporation of such subsidiary company if this occurred less than five years prior to such publication and if in respect of a period ending on a date earlier than three (3) months before such publication, no accounts have been made up, a statement that no accounts have been made-up since that date, provided that where any such subsidiary is itself a holding company shall be extended to the profits or losses of the company and its subsidiary companies which shall be ascertained in the manner laid down in Appendix V.
 - b) With respect to the assets and liabilities of the business or of the subsidiary and where such subsidiary is a holding company, the report shall be extended to the assets and liabilities of that company and to its subsidiary companies in the manner laid down in Appendix V.
 - c)
 - i) With respect to any other matters, which appear to the Accountants to be relevant, having regard to the purpose of the report.
 - ii) In making such report, the accountants may make adjustments as are in their opinion appropriate for the purpose of the prospectus.
16. The prospectus shall also contain a statement in respect of cases that are the reverse of those referred to in section 15 above.
 17. A statement of the persons holding 5% and above of the share capital of the company and the amounts of the holdings in question together with particulars of the interests of each director (and also, so far as he is aware of or can by reasonable enquiry ascertain the same, of his family interests in the share capital of the company and otherwise than through the company any of its subsidiaries, distinguishing between beneficial and other interests). The expression "family interest" in relation to a director includes spouse, children under 21 years of age, trusts in which the director or spouse is a settlor or trustee and in which the director or spouse or any of such children are beneficiaries or discretionary objects and companies known to him to be controlled by him and/or spouse and/or such children and/or the trustees of any such trusts as aforesaid in their capacity as such trustees. (The Council may dispense with this statement in the case of a prospectus where there is no invitation to subscribe capital). Subject to the necessity to distinguish between beneficial and other interests, between the company and each subsidiary and between each class of capital, each director's interests may be aggregated with those of his family interests.
 18. Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued or partly paid up otherwise than in cash and the consideration for which the same has been issued or is proposed to be issued.
 19. Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued for cash, the price and terms upon which the same has been or is to be issued and (if not already fully paid) the dates when any installments are payable with the amounts of all calls or installments in arrears.
 20. Particulars of any capital of the company or of any of its subsidiaries which is under option, or agreed conditionally or unconditionally to be put under option with the price and duration of the option and consideration for which the option was or will be granted and the name and address of the grantee. Provided that where an option has been granted or agreed to be granted to all the members or debenture holders or to any class thereof, it

shall be sufficient, so far as the names are concerned, to record that fact without giving the names and address of the grantees.

21. The cost or estimated cost of the issue and the application for listing and by whom the same are payable.
22. Particulars of any commissions, discounts, brokerage or other special terms granted since the date to which the last published audited accounts of the company were made up in connection with the issue or sale of any capital of the company or of any of its subsidiaries. Details of all contracts of services (unless expiring or determinable by the employing company without payment of compensation, within one year) of any director of the company or any of its subsidiaries; and where applicable, a statement to the effect that:
 - (i) There are no such contracts
 - (ii) All such contracts are available for inspection in like manner as required under paragraph 26 and none of such contracts was entered into or varied after the date of the notice convening the last annual general meeting.
22. Full particulars of the nature and extent of the interest direct or indirect, if any, of every director in any assets which since the date to which the last published audited accounts of the company were made up, have been acquired, disposed of or leased to the company or any of its subsidiaries including:
 - a) The consideration passing to or from the company or any of its subsidiaries; and
 - b) Brief particulars of all transactions relating to any such assets which have taken place since such date.
23. Where relevant, in the absence of a statement that capital transfer tax indemnities have been given, a statement that the directors have been advised that no material liability for capital transfer tax would be likely to fall upon the company or any subsidiaries.
24. Where the prospectus includes a statement purporting to be made by an expert, a statement that the expert has given and has not withdrawn his written consent to the issue of the prospectus with the statement included in the form and context in which it is included.
25. The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into within two years immediately preceding the publication of the prospectus together with a description of the general nature of such contracts, and particulars of any consideration passing to or from the company.
26. A place in Nigeria and reasonable time (not less than fourteen days) during which the following documents (or copies thereof) where applicable may be inspected:

The Memorandum and Articles of Association; Trust Deed; each contract disclosed pursuant to paragraph 21,22 and 25 or in the case of a contract not reduced into writing, a memorandum giving full particulars thereof; all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the prospectus; a written statement signed by the auditors or reporting accountants setting out the adjustments made by them in arriving at the figures shown in their reports and giving reasons therefor; and the audited accounts of the company and its subsidiaries for each of the five financial years (if that old) immediately preceding the publication of the prospectus together with all notes, certificates or information required by the Companies and Allied Matters Decree 1990.

27. The Council shall not grant an initial listing where the last audited accounts of a company is more than 9 months old.

NOTE: 1. In cases where it is contented that contracts cannot be offered for inspection without disclosing to trade competitors important information, the disclosure of which might be detrimental to the company's interests, application may be made to Council to dispense with the offering of such documents for public inspection. However, such documents must be made available to The Exchange.

NOTE: 2. The Exchange reserves the right to call for any further or additional information.

CHAPTER 4

CONTENTS OF PROSPECTUS FOR COMPANIES PART OF WHOSE CAPITAL IS ALREADY LISTED ON THE EXCHANGE

Where listing is sought for securities of a company some part of whose capital is already listed on the Exchange the contents of the prospectus shall include:

1. The full name of the company;
2. Statement that application has been made under Section 53 of the Investments and Securities Act, 1999 to Council to be admitted to the official list;
3. In the case of prospectus advertised in the Press and accompanied by a form of application:
 - i) The full names, addresses and description of every director and, if required by Council, particulars of:
 - a) Any former forenames and surnames
 - b) Nationality, if not Nigerian and
 - c) Nationality of origin if present nationality is not the nationality of origin.
 - ii) The full names and the professional qualification of the Secretary and situation of registered office and transfer office (if different)
 - iii) The names and addresses of the bankers, issuing houses, auditors, reporting accountants, stockbrokers, solicitors, registrars and trustees (if any).
4. Where listing is sought for shares which will not be identical with shares already listed:
 - a) A statement of rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the company to create or issue further shares ranking in priority to or pari-passu therewith;
 - b) A summary of the consents necessary for the variation of such rights.
5. In the case of an increase on the authorized capital where 25% or more of the voting capital (unclassified shares being counted as voting capital) will remain unissued, a statement that no issue will be made which would effectively alter the control of the company without prior approval of the shareholders in general meeting.
6.
 - i) Where listing is sought for loan capital which will not be identical With loan capital already listed, the rights conferred upon the holders thereof and short particulars of the security (if any) therefor.
 - ii) Where debentures or loan stock are issued by way of converting or replacement of debenture or loan stock previously issued, a statement of all material differences between the security for the loan debentures or loan stock, or, if there be none, a statement that the security for the new debentures or loan stock is identical with the security of the old debenture or loan stock.
7. Where the securities for which listing is sought are offered by way of right to holders of an existing listed security, the provisional allotment letter; letter of right or other documents of offer must show: -
 - (i) The price of the offer;

- (ii) As a heading, the date the offer expires and that the documents are of value and negotiable and that a stockbroker, banker, solicitor, accountant or any other professional adviser should be consulted immediately in all cases of doubt; and
 - (iii) How securities not taken up will be dealt with and time (not less than 28 days) in which the offer may be accepted; and
 - (iv) The pro-rata entitlement, the last date the transfers would be accepted for registration for participation in the issue, how the shares rank for dividend, the nature of the document of title and proposed date of issue, and how the fractions are to be treated.
8. Where the securities for which listing is sought are allotted by way of capitalization of reserves of undivided profits to the holders of an existing listed security, the document of offer or circular giving information must show the pro-rata entitlement, the last date the transfers were or would be accepted for registration for participation in the issue, how the shares rank for dividend, the nature of the document of title and proposed date of issue, and how the fractions are to be treated.
9. Particulars of any bank overdrafts, loans or other similar indebtedness, mortgages, charges, hire purchase, commitments, or guarantees or other material contingent liabilities of the company and any of its subsidiaries, or if there are no such liabilities, a statement to that effect.
10.
 - i) A statement as to the financial and trading prospects of the company or group, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the prospectus and which are unlikely to be known or anticipated by the general public which could materially affect profits.
 - ii) Where listing is sought for fixed income securities, particulars of the net tangible assets, profit cover for dividend/interest and due dates for the payment of interest/dividend, as well as due date for repayment of principal amount.
 - iii) A statement as to any waiver of future dividends.
11. A statement by the directors that in their opinion the working capital available is sufficient, or if not how it is proposed to provide the additional working capital thought by the directors to be necessary.
12. Where the securities for which listing is sought were issued for cash subsequent to the date to which the last published audited accounts of the company were made up or will be issued for cash, a statement or an estimate of the net proceeds of the issue as a statement as to how such proceeds were or are intended to be applied.
13. If after the latest date to which the accounts of the company have been made up and audited, the company or any of its subsidiaries has acquired or agreed to acquire or is proposing to acquire a business or other assets or shares in a company which will be reason of such acquisition become a subsidiary of the company or any of its subsidiaries.
- (i) A report made by qualified independent accountants who shall be named in the prospectus:
 - a) With respect to the profits or losses of the business or to the profits or losses attributable to the interest acquired or being acquired in respect of each of five completed years immediately preceding the publication of the prospectus or in respect of each of the years since the commencement of

the business or the incorporation of such subsidiary company if this occurred less than three months prior to such publication and if in respect of a period ending on a date earlier than three (3) months, before such publication no accounts have been made up, a statement that no accounts have been made since that date, provided that where any such subsidiary is itself a holding company the report shall be extended to the profits or losses of the company and its subsidiary companies which shall be ascertained in the manner laid down in Appendix V.

- b) With respect to the assets and liabilities of the business or of the subsidiary and where such subsidiary is a holding company, the report shall be extended to the assets and liabilities of that company and of its subsidiary companies in the manner laid down in Appendix V.
 - c)
 - i) With respect to any other matters which appear to The accountants to be relevant, having regard to the purpose of the report;
 - ii) In making such report, the accountants shall make such adjustments (if any) as are in their opinion appropriate for the purposes of the prospectus;
 - iii) A statement as to any change in the financial and trading position since the date to which the last accounts, which are the subject of the above report, were made up.
 - iv) A statement of the general nature of the business acquired or proposed to be acquired together with particulars of the situation, area and tenure (including in the case of leaseholds, the rent and unexpired term) of the factories and building and the principal products.
 - v) A statement of the consideration for the acquisition and how it was or is to be satisfied.
 - vi) A statement of the total emoluments received by the directors of the company in the past financial year together with an indication of what emoluments will be payable after the acquisition to the Directors of the company.
 - d) The requirements of this paragraph shall be relaxed in the case of non-material acquisitions and may be relaxed on application to the Council to the extent that:
 - i) The information about the acquisition has already been circulated to shareholders; or
 - ii) The company acquired being a company part of whose securities are already listed; the information is available in the Press.
14. The prospectus shall also contain a statement in respect of cases that are the reverse of those referred to in section 13 above.
15. A statement of the persons holding or beneficially interested in any substantial part of the share capital of the company and the amounts of the holdings in question together with particulars of the interests of each director (and also, so far as he is aware or can by reasonable enquiry ascertain the same, of his family interests) in the share capital of the company and, otherwise through the company and of its subsidiaries, distinguishing

between beneficial and other interests. The expression “family interest” in relation to a director includes spouse, children under 21 years of age, trusts in which the director or spouse is a settlor or trustee and in which the director or spouse or any of such children are beneficiaries or discretionary objects and companies known to him to be controlled by him and/or spouse and/or such children and/or the trustees of any such trusts as aforesaid in their capacity as such trustees. (The Council may dispense with this statement in the case of a prospectus where there is no invitation to subscribe capital). Subject to the necessity to distinguish between beneficial and other interests, between the company and each subsidiary and between each class of capital, each director’s interests may be aggregated with those of his family interests.

16. Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued or partly paid up otherwise than in cash and the consideration for which the same has been issued or is proposed to be issued
17. Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued for cash, the price and terms upon which the same has been or is to be issued and (if not already fully paid) the dates when any instalments are payable with the amounts of all calls or instalments in arrears.
18. Particulars of any capital of the company or of any of its subsidiaries which is under option, or agreed conditionally or unconditionally to be put under option with the price and duration of the option and consideration for which the option was or will be granted and the name and address of the grantee. Provided that where an option has been granted or agreed to be granted to all the members or debenture holders or to any class thereof, it shall be sufficient, so far as the names are concerned, to record that fact without giving the names and addresses of the grantees.
19. The cost or estimated cost of the issue and the application for listing and by whom the same are payable.
20. Particulars of any commissions, discounts, brokerage or other special terms granted since the date to which the last published audited accounts of the company were made up in connection with the issue or sale of any capital of the company or of any of its subsidiaries.
21. Details of all contracts of services (unless expiring or determinable by the employing company without payment of compensation, within one year) of any director of the company or any of its subsidiaries; and where applicable, a statement to the effect that:
 - (i) There are no such contracts
 - (ii) All such contracts are available for inspection in like manner as required under paragraph 25 and none of such contracts was entered into or varied after the date of the notice convening the last annual general meeting.
22. Full particulars of the nature and extent of the interest direct or indirect, if any, of every director in any assets which since the date to which the last published audited accounts of the company were made up, have been acquired, disposed of by or leased to the company or any of its subsidiaries including:
 - a) The consideration passing to or from the company or any of its subsidiaries; and
 - b) Short particulars of all transactions relating to any such assets which have taken place since such date.

23. Where relevant and in the absence of a statement that capital transfer tax indemnities have been given a statement that the directors have been advised that no material liability for capital transfer tax would be likely to fall upon the company or any of its subsidiaries.
24. Where the prospectus includes a statement purporting to be made by an expert, a statement that the expert has given and has not withdrawn his written consent to the issue of the prospectus with the statement included in the form and context in which it is included.
25. The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into within two years immediately preceding the publication of the prospectus together with a description of the general nature of such contracts, and particulars of any consideration passing to or from the company.
26. A place in Nigeria and reasonable time (not less than fourteen days) during which the following documents or copies thereof where applicable may be inspected. The Memorandum and Articles of Association; Trust Deed; each contract disclosed pursuant to paragraph 22 and 24 or in the case of a contract not reduced into writing a memorandum giving full particulars thereof; all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the prospectus; a written statement signed by the auditors or professional accountants setting out the adjustments made by them in arriving at the figures shown in their reports and giving reasons therefor; and the audited accounts of the company and its subsidiaries for each of the five financial years (if that old) immediately preceding the publication of the prospectus together with all notes, certificates or information required by the Companies Act.

ABRIDGED PROSPECTUS

No Company shall publish an abridged prospectus without prior approval of The Exchange. The form and contents of an Abridged Prospectus shall be as prescribed by The Exchange.

- NOTE: 1. In cases where it is contended that contracts cannot be offered for inspection without disclosing to trade competitors important information, the disclosure of which might be detrimental to the company's interests, application may be made to Council to dispense with the offering of such documents for public inspection. However such document must be made available to The Exchange.
- NOTE: 2. The Exchange reserves the right to call for any additional information.

CHAPTER 5

TAKEOVERS AND MERGERS

A LISTED COMPANY IS REQUIRED TO SUBMIT TO THE EXCHANGE DRAFTS OF ALL CIRCULARS TO BE ISSUED BY THE COMPANY TO ITS SHAREHOLDERS

1. All shareholders of the same class of an offeree company must be treated similarly by an offeror.
2. During the course of a take-over, or when such is in contemplation, neither the offeror nor the offeree company nor any of their respective advisers may furnish information to some shareholders which is not made available to all shareholders.
3. Shareholders must be given sufficient information and advice to enable them to reach a properly informed decision and must have sufficient time to do so. All relevant information must be made available to the shareholders.
4. Any document or advertisement addressed to shareholders containing information or advice from an offeror or the board of an offeree company or their respective advisers must, as is the case with a prospectus, be prepared with the highest standards of care and accuracy.
5. All documents of offer shall contain as a heading the words "if you are in any doubt about this offer you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser", and must contain the particulars specified in paragraphs 2 to 16 below, in addition to complying with the relevant provisions of the Investments and Securities Act, 1999 and any other relevant law.
6. The date the document is dispatched, the names and address of the offeror and if appropriate, the person or company making the offer on behalf of the offeror.
7. Precise particulars of the securities for which the offer is made whether they will be transferred cum or ex any dividend or interest payment that may be declared, the total consideration payable for the purchase, the period within which and the method by which any cash consideration will be paid, how any securities issued will rank for dividends, capital and redemption and when and how the document of title will be issued and how, and where any such offer may be accepted.
8. It must state all conditions attached to acceptances and in particular whether the offer is conditional upon acceptance being received in respect of a minimum number of securities and if that is so, that minimum number and the last date on which the offer can be made unconditional. No offer may be conditional upon the payment of compensation for loss of offer if any such payment is proposed, full particulars must be given. A partial offer must be on a pro-rata basis and the reason for the failure to make a full offer given.
9. A statement as to whether the offeror or its directors or any person acting in concert with the offeror has beneficial interest whether direct or indirect, in any of the securities for which the offer is made, giving full details or an appropriate negative statement. Details including dates and costs, must be given of any transaction in the securities of which the offer is made by any of those persons during the period commencing 12 months prior to the announcement of the offer and ending with the latest practicable date prior to the posting of the offer document or an appropriate negative statement made.
10. A statement as to whether or not any securities acquired under the offer will be transferred to any other person, together with the names of the parties to any such agreement and particulars of all securities in the offeree company held by such person, or a statement that no such securities are held.

11. A statement as to whether or not any agreement or arrangement exists between the offeror and any of the directors of the offeree company having any connection with or dependence upon the offer, and full particulars of any such agreement.
12. The intentions of the purchaser as regarding the employees of the company and the continuance of the business.
13. Particulars of all documents required to be lodged for valid acceptance shall be returned within fourteen days of the closing date of the offer.
14. If the offer is for cash and it is made on behalf of the offeror, the offer document shall state what steps have been taken to ensure that the offer will be implemented if all the offerees accept.
15. If the total emoluments receivable by the directors of the purchasing company or group will be varied after the acquisition, the offer documents must contain full particulars of the variation, if there will be no variation, a statement to that effect should be made.
16.
 - i) If the offer is for the exchange of securities the offer document must state the nature and particulars of the offeror company's business, its net profit before tax and rate per cent of dividends on the securities offered and the amount distributed for the past three years, any financial advantage expected to accrue to an acceptor, whether the issue of the new securities requires the passing of a resolution, the first dividend in which they will participate and particulars of all material changes in the offeror company since the date of the last available accounts;
 - ii) If the new securities are not to be identical in all respect with an existing listed security all points of difference, full particulars of the voting rights attaching thereto and whether application for permission to deal therein and listing therefore has been or will be made to The Exchange must be stated.
 - iii) The Memorandum and Articles of Association, audited accounts covering up to five consecutive years immediately before the application or since the creation of the offeror company and all material contracts shall be made available for inspection at a place in Nigeria.
17. If the offer contains no recommendation by the offeree company's directors, the offer document must state particulars of any known material change in the offeree company's financial position since the publication of the last balance sheet.
18. If the offer document or any circular sent out in connection therewith, whether by or on behalf of the offeror company include a recommendation by a financial adviser or any other expert who is a member of The Exchange for or against acceptance of the offer, Council may require the document, unless issued by the expert in question to include a statement that the expert has given and has not withdrawn his written consent to the issue of the document and the inclusion therein of his recommendation in the form and context in which it is included therein.
19. If the offer is recommended by the directors, the offer documents must state the directors' recommendation regarding acceptance, the number, description and amount of securities held by or on behalf of the directors of the offeree company in that company and in the offeror company and their intentions as regards acceptance and otherwise of such holdings as may be relevant and full particulars of any material change in the financial position prospects and audited accounts.
20. The Exchange reserves the right to request for any further or additional information.

CHAPTER 6

LISTING FOR UNIT TRUSTS

1. Application should be made at the earliest possible date in the form set out in Appendix I.
2. Applicants shall submit at least 21 days prior to the hearing of their application by the Committee:
 - a) Two proofs of the prospectus;
 - b) Two proofs or copies of the trust deed;
 - c) Two copies of the annual report and accounts covering up to five consecutive years immediately before the application or since the creation of the unit trust where the applicant trust is newly formed;
 - d) Two copies of the annual reports and accounts covering up to five consecutive years immediately preceding the application or since incorporation of the sponsors of the unit trust where the sponsor is newly incorporated.
 - e) A proof of the definitive certificate or other definitive document of title proposed to be issued;
 - f) Two copies of the most recent annual accounts of the management company in relation to the trust.
 - g) Twenty copies of the abridged application in the prescribed format.
3. The following documents shall be lodged at least 21 working days prior to the date of listing:
 - a) A formal application in the form issued by Council (see Appendix I) and signed by the sponsoring member of The Exchange (Note that a statement to the effect that shares are in all respect identical shall be understood to mean that:
 - i) They are of the same nominal value;
 - ii) They carry the same rights to unrestricted transfer and are in all other respects identical including where applicable rights of attendance and voting at meetings.
 - iii) They are entitled to distribution at the same rate and for the same period so that the next ensuing net distribution payable on each unit shall amount to exactly the same sum.
 - b)
 - i) one copy of the prospectus which shall be dated and signed by Every director or proposed director of the management company or his agent authorized in writing;
 - ii) Where the document referred to in 3(b) (i) above is signed by an agent a certified copy of the authorization for such signature shall be submitted with the prospectus.
 - c) A certified copy of:

- i) The resolution of the Board of directors of the management company authorizing the issue of all securities for which listing is sought and subsequently allotting same;
 - ii) The resolution of the Board approving and authorizing the issue of the prospectus.
 - d) The form of undertaking set out in Appendix XV;
 - e) A certified copy of the authorization of the trust by Securities and Exchange Commission;
 - h) A certified copy of the written consent by any expert to the inclusion in the advertisement of any statement purporting to be a copy of or extract from or summary of a report or valuation by such expert;
 - i) A statutory declaration as to the identity of those who control the management company or are interested in its profits.
4. The Exchange reserves the right to ask for any further or additional information.
 5. The management company must be registered and resident in Nigeria.
 6. Every trust deed drawn up pursuant to unit trust schemes shall in addition to the requirements of any Law guiding the establishment of unit trust schemes make provision for:-
 - i) Determining the manner in which the management company's prices for units on sale and a purchase respectively, and the yield from the units, are to be calculated respectively, and for entitling the holder of any units to require the management company to purchase them at a price calculated accordingly.
 - ii) Regulating the mode of execution and the issue of unit certificates and in particular provision that no unit certificates shall be executed or issued in respect of rights or interests in any property until steps have been taken, to the satisfaction of the trustee, to ensure that the property will be vested in him or his nominee.
 - iii) Prohibiting or restricting the issue by or on behalf of the management company of advertisements, circulars, or other documents containing any statement with respect to the sale price of units, or the payments or other benefits received or likely to be received by holders of units, or containing any invitation to buy units, unless the document in question also contains a statement of the yield from the unit.
 - iv) Securing that any advertisement, circular or other document containing any statement with respect to the sale price of units or the yield therefrom, or containing any invitation to buy units, shall not be issued by or on behalf of the management company until the trustee has had reasonable opportunity of considering the terms of any such document, and shall not be so issued if within a reasonable time after the document first comes to his attention, he notifies his disapproval of the terms therein by writing to the management company.
 - v) Establishment of a fund to be applied in defraying the expenses of the administration of the trust and for regulating the application of the fund.
 - vi) Audit, and the circulation to holders of units, of accounts relating to the trust (including accounts of the management company in relation to the trust and statements of its remuneration in connection therewith).

- vii) Requiring the management company (subject to any provisions as to appeal contained in the deed) to retire from the trust if the trustee certifies that it is in the interest of the beneficiaries under the trust that they should do so.
- viii) Notifying The Exchange immediately after the Board resolution recommending the payment of a dividend and to provide that, the notice shall reach The Exchange not less than 21 days before the date of closure of books of transfer for payment of such dividend.
- ix) Unitholders to have the right to inspect the register on payment of a nominal fee.
- x) Notice for termination of trust not to be less than six months.

CHAPTER 7

CONTENTS OF PROSPECTUS FOR UNIT TRUSTS

Where listing is sought for securities of a Unit Trust, the contents of the prospectus shall include:

1. The full name of the unit trust.
2. The total number of units in existence.
3. The full name of the management company.
4. The full names address and description of every director of the management company and, if required by Council, particulars of:
 - a) Any former forenames and surnames;
 - b) nationality, and
 - c) nationality of origin if present nationality is not nationality of origin.
5. The full name and qualification of the secretary of the management company and situation of its registered office.
6. The names and addresses of the trustees, bankers, auditors, brokers, solicitors, paying agents, investment advisers and registrars (if any).
7. The date of incorporation of the management company and the authority under which the company was incorporated.
8. The voting rights of unitholders and a summary of the consents necessary for the variation of such rights.
9. Particulars of the borrowing powers exercisable by the trustees or the directors of the management company on account of the trust and how such borrowing powers may be varied.
10. Details of any investment limitations.
11. A statement as to the investment policy of the trust.
12. A report by the auditors of the trust with respect to:
 - i) The movements of the trust fund account for each of the five financial years immediately preceding the publication of the prospectus or in respect of each of the years since the unit trust was established, if this occurred less than five years prior to such publication and, if in respect of a period ending on a date earlier than three months before such publication no accounts have been made up, a statement of that fact;
 - ii) The income of, and distribution to unitholders from, the trust for the same period;
 - iii) Profits accruing to the management company from the trust for the same period;
 - iv) The percentage composition of the trust fund at the end of the last completed financial year;

- v) Any other matter which appear to the auditors to be relevant having regard to the purpose of the report.

In making such report, the auditors shall make such adjustments (if any) as are in their opinion appropriate for the purposes of the prospectus;

- 13.
 - i) particulars of any preliminary expenses incurred or proposed To be incurred and to whom the same are payable;
 - ii) The cost or estimated cost of the issue and of the application for listing so far as the same are not included in the statement of preliminary expenses and by whom the same are payable.
- 14. Particulars of any commissions, discounts, brokerages or other special terms granted within one year immediately preceding the publication of the prospectus in connection with the issue or sale of any units of trust.
- 15. Where the prospectus includes a statement purporting to be made by an expert, a statement that the expert has given and has not withdrawn his written consent to the issue of the prospectus with the statement included in the form and context in which it is included.
- 16. The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into within two years immediately preceding the publication of the prospectus, together with a description of the general nature of such contracts, and particulars of any consideration passing to or from the trust.
- 17. A place in Nigerian and reasonable time (not less than fourteen days during which the following documents or copies thereof where applicable may be inspected: The trust deeds; each contract disclosed pursuant to paragraph 16 above, or, in the case of a contract not reduced into writing, a memorandum giving full particulars thereof; all reports, letters, or other documents, balance sheets, valuation and statements by any expert any part of which is extracted or referred to in the Prospectus; a written statement signed by the auditors or accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons thereof, and the audited accounts of the trust fund for each of the five financial years preceding the publication of the prospectus.
- 18. Details of the duration of the trust and the circumstances and conditions under which it may be terminated.
- 19. Details of the circumstances and condition under which the trust may be modified.
- 20. It should be noted that Council shall not grant an initial listing where the figures reported on by the auditors, as required by paragraph 12, are more than nine months old.

NOTE 1: In cases where it is contended that contracts cannot be offered for inspection without disclosing to competitors important information the disclosure of which might be detrimental to the trust's interests, application may be made to The Exchange for approval to dispense with the offering of such documents for inspection. However, such document must be made available to The Exchange.

NOTE 2: In the case of trusts where no units are being offered to the public in connection with or as a result of the application for admission to the official list, the report by the auditors required in paragraph 12 need only be in respect of the last completed financial year immediately preceding the publication of the prospectus or in respect of the period since the unit trust was established, if this occurred less than one year prior to such publication.

CHAPTER 8

SECURITIES ISSUED BY STATUTORY BODIES

On application, the Central Bank of Nigeria and other Statutory Bodies shall publish prospectus, the contents of which shall include:

1. THE CENTRAL BANK

- (i) Full name of issuing authority;
- (ii) The amount and title of the issue;
- (iii) Price of issue;
- (iv) A statement, in a form approved by The Exchange, that application has been made to the Council of The Exchange for listing of the relevant securities;
- (v) Opening and closing date of application;
- (vi) Object of the issue;
- (vii) The revenue against which the security is charged;
- (viii) Authority under which the security is issued;
- (ix) The place at which applications will be accepted;
- (x) Full particulars of the securities, e.g. the setting up of any sinking fund or of any rights of the Federal Government or public authority to redeem before maturity;
- (xi) Date of interest payments;
- (xii) Tax position on interest payments;
- (xiii) Trustee status;
- (xiv) Maintenance of register;
- (xv) A reasonable time, to be specified, during which copies of any law or other authority under which the security has been issued may be inspected at the Central Bank of Nigeria.

2. STATES, LOCAL GOVERNMENT AND OTHER STATUTORY BODIES

- i) The full name of the issuing authority;
- ii) A statement as follows:

“This advertisement is issued in compliance with Regulations of The Nigerian Stock Exchange for the purpose of giving information to the public with regard to the authority. The directors (or other executive management as appropriate) collectively and individually accept full responsibility for the accuracy of the information given and confirm, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement in the advertisement misleading”.

In case of authorities where there are no directors, application should be made to The Exchange for the form of heading and other requirements;

- iii) A statement that application has been made to Council of The Exchange, for permission to deal in and for listing of the securities;
- iv) The amount and title of the security for which listing is sought;
- v) The authority under which the security is issued;
- vi) Details of the revenue and capital against which the security is charged;
- vii) In the case of a public utility company, details of the areas served by the company;
- viii) Purpose of issue and description of the project, stating:

- (a) Economic factors involved,
 - (b) Income and cash flow forecast,
 - (c) Write up on management and directors of the enterprise;
- ix) Full particulars of the security for which listing is sought and in particular:
- a) The rights conferred as regards income and capital, with full information as to the amount and application of any sinking fund; any right of the authority to redeem before maturity, any rights and the security upon which any loan is charged.
 - b) The price of and the terms upon which the security has been issued or agreed to be issued, and whether the same has or has not been paid up in full, particulars of all payments still to be made with due dates must be given.
 - c) The dates and parties to all material contracts affecting the issue of the security with a description of the general nature of the contract.
- x) Particulars of any capital which is under option or agreed conditionally or unconditionally to be put under option with the price and duration of the option and consideration for which the option was granted and the name and address of the grantee.
- (xi) A copy of the last audited balance sheet and profit and loss or income and expenditure account with a copy of the auditors' certificate and any notes or observations, in or on the balance sheet required to be published by any legislation relating to the company;
- (xii) A statement by the Solicitor-General of the state or any other legal officer authorised in that behalf to the effect that all the legal requirements relating to the issue have been complied with;
- (xiii) A statement by the Accountant-General that to the best of his knowledge and belief, there is nothing contained in the prospectus which will make the statement regarding the financial viability of the project misleading;
- (xiv) The guarantee by state Government of the loan or debenture stating priority claim of repayments of the loan against resources of the said authority;
- (xv) The full names and particulars of directors;
- (xvi) The full names, professional qualification and address of the Secretary and situation of Registered Office;
- (xvii) The names and addresses of the bankers, stockbrokers, solicitors, auditors, agents and trustees;
- (xviii) A statement that for a period (not less than 14 days) at a named place in Lagos (or such other Centre as The Exchange may approve) a copy of the statutes, orders or other authorities under which the security has been created and issued, together with copies of all the material contracts, trust deed (if any) and of all reports, letters, balance sheets, valuations, and statements by any expert and where any of the above mentioned documents are not in English language, notarially certified transaction thereof may be inspected.
- (xix) Any other information that may be required by The Exchange.

CHAPTER: 9

SOLID MINERALS COMPANIES

1. PRELIMINARY

The following special requirements apply to Issuers whose activities (whether directly or through a subsidiary company) include exploration for or production of natural resources consisting of substances such as metal, or solid fuels, as well as companies engaged in mining, extraction of metals and precious stones, quarrying or similar activities (Reference herein to the issuer and its subsidiaries, if any, taken together as a group).

2. QUALIFICATIONS FOR LISTING

An application for listing from a company whose current activities consist solely of exploration will not normally be considered, unless the issuer is able to establish:

- i) The existence of adequate economically exploitable reserves of natural resources, which must be substantiated by the opinion of an expert, in a defined area over which the issuer has exploration and exploitation rights.
- ii) An estimate of the capital cost of bringing the issuer into a productive position; and
- iii) An estimate of the time and working capital required to bring the issuer into a position to earn revenue.

3. TECHNICAL ADVISER

An issuer whose activities include or are to include exploration for natural resources to a material degree must have available to it the technical advice of an independent person who has had appropriate experience in the type of exploration activity undertaken or proposed to be undertaken by the issuer.

4. BASIS OF EVIDENCE

- i) A statement made in any listing document or circular as to the existence of natural resources must be substantiated by the professional adviser from his own knowledge and supported by details of drilling results, analysis or other evidence.
- ii) If important evidence which must remain confidential for legal or other valid reasons has to be excluded from the listing document or circular or the technical adviser's report included in them, the issuer must allow an independent consultant, mutually approved to verify to The Exchange in confidence the importance of such evidence.

5. "LISTED ISSUERS" (New Ventures):

Where a quoted company proposes to explore for natural resources as an extension to or change from its existing activities, a circular, which must include the information specified in rule SM. 09, and in the disclosure requirements where applicable, will be required to be sent to shareholders in either of the following circumstances:

- i) Where the Proposal involves a very substantial acquisition, a major transaction or a disclosable transaction as defined in Chapters 2, 4 and 5 OR
- ii) Where the Proposal involves a transaction of 33 per cent or more of the net assets of the issuer to exploration for natural resources or the contribution from such exploration

of 33% or more to the pre-tax trading result of the issuer. Any such transaction should be conditional on approval by the shareholders in general meeting.

6. In assessing the extent of diversification or the amount of contribution to the pre-tax trading result, account should be taken of any associated transactions or loans effected or intended and of any contingent liabilities or commitments. In case of doubt as to the application of the requirement, The Exchange should be consulted at the earliest opportunity.

7. CONTENTS OF LISTING DOCUMENTS OF NEW APPLICANTS AND LISTED ISSUERS (New Ventures)

In the case of new applicant whose activities include to a material extent exploration for natural resources, or an issue of securities by a listed issuer for which this is a new venture the listing document or circular must contain the following information in addition to that set out in the Listing Requirements of The Nigerian Stock Exchange:

- i) The full name, address, any professional qualification and relevant experience of the person whose technical advice is available to the issuer in relation to its exploration activities. This may be included in the adviser's report specified in (6) below;
- ii) A statement of the interests of each promoter or technical adviser in the share capital of the issuer together with the amounts of the holdings in question;
- iii) The general nature of the business of the issuer; distinguishing between different activities which are material having regard to the profits or losses, assets employed or any other factor affecting the importance of each activity. If the activities of the issuer take place to a material extent outside Nigeria, a statement of the geographical location of the activities must be made known.
- iv) The nature and extent of the issuer's rights of exploration and exploitation and a description of the properties to which such rights attach, giving particulars of the duration and other principal terms of the concessions.
- v) In the case of Proposed exploration of mineral bodies, the nature and extent of the issuer's rights and a description of the Properties to which such rights attach, giving particulars of the duration and other principal terms of the concessions or other rights. An estimate of proven exploitable reserves including as precise a description of the nature and quality of such reserves as the evidence allows and a statement of the economic conditions for working them.
- vi) A report by the technical adviser to the issuer with respect to the estimated reserves and the evidence on which the estimate is based, stating his name, address, professional qualifications and relevant experience. The report (made up to date not more than six months prior to the issue of the listing document or circular) must be dated and should include adequate information on the following:
 - (a) The number of holes drilled/mined and their distribution;
 - (b) A statement describing very briefly the geological characteristics of the occurrence, the type of deposit, its dimensions and the grade of minerals for fluid and/or gaseous deposits, the porosity and permeability characteristics of the reservoirs, the thickness of the net pay, the pressure of the fluid or gas within it and the recovery mechanism planned;
 - (c) An estimate of the proven reserves and the anticipated mining recovery and dilution factors or recovery factors with respect to oil and gas factors in place on a field-by-field basis together with the expected period of working;

- (d) When the concession includes probable or possible reserves relevant to the long-term future of the issuer this should be stated with a note on the type of evidence available. In isolated areas where no factual geological data has yet been obtainable possible reserves should be described by adjectives, not figures;
 - (e) The nature of any geophysical and geological evidence used in making reserves estimates and the name of the organisation that did the work;
 - (f) A statement on production policy; and an indication of the progress of actual working.
- vii) A statement setting out additional information where it is necessary for a proper appraisal of any special factors affecting the exploration business of the issuer, for example, difficulties of access to, or in recovery of, minerals on properties where the issuer has exploitation rights, or special economic, environmental, political or other circumstances surrounding their exploitation which may affect the commercial viability of the project.
- viii) In addition to the statement as to the sufficiency of working capital which is required to be given by the directors:
- a) An estimate of the requirements of the issuer for funds for at least two years following the issue of the listing documents or circular;
 - b) Where the issuer already has income, or expects to receive income during the period covered by this statement, particulars of the estimated cash flow for at least two years following the issue of the listing document or circular;
 - c) An estimate of the further finance required to enable the issuer to exploit its proven reserves and commence recoveries on a commercial scale, together with an estimate of the time needed to achieve this.
- ix) Full particulars of the nature and extent of the interest direct or indirect, if any, of every director, technical adviser or promoter, named in the listing document or circular, in the promotion of, or in any assets which have been within the two years immediately preceding the issue of the listing document or circular acquired or disposed of by or leased to, the issuer or any of its subsidiaries include:
- a) The consideration passing to and from the issuer AND
 - b) Short particulars of all transaction relating to any such assets which have taken place or an appropriate negative statement.
- ix) A statement of any claims in relation to exploitation rights made or notified by third parties against the issuer or vice versa or in the absence of such claims, an appropriate negative statement.

8. CONTENTS OF SUBSEQUENT LISTING DOCUMENTS AND CIRCULARS OF LISTED COMPANIES

In the case of a listed issuer whose activities include to a material extent exploration for natural resources, any listing document or circular required pursuant to The Nigerian Stock Exchange listing Requirement for securities especially the various methods of seeking quotations of The Nigerian Stock Exchange must include the following:

- i) A description of deposits; estimate of economically exploitable reserves and expected period of working;

- ii) An indication of the periods and main terms of concessions and economic conditions for working them; and
- iii) Indication of the progress and actual working.

Where the information has been influenced by exceptional factors, that fact must be mentioned.

9. MINERAL COMPANIES SEEKING TO ISSUE DEBT SECURITIES:

Except as provided for in Sections 5(ii) and 7(ix) and except in the case of debt securities issued by State Corporations, the entire clauses of this Chapter applies to listing of debt securities by a mineral company.

- 10.** The items of information set out in Section 8 are not required to be given in an issue of debt securities by a mineral company (not being convertible debt securities).

CHAPTER 10

CROSS BORDER LISTING

OVERSEAS ISSUERS – EQUITY SECURITIES

Preliminary

1. The Listing Stock Exchange Listing Rules apply as much to overseas issuers as they do to Listing Country's Issuers, subject to the additional requirements, modifications or exceptions set out or referred to in this chapter.
2. Overseas issuers are encouraged to contact The Listing Stock Exchange if they envisage any difficulties in complying fully with the relevant requirements.

Qualification for Listing

3. The following additional requirements apply:
 - 3.1 The Exchange reserves the right, in its absolute discretion, to refuse a listing of securities of an overseas issuer:
 - (a) If it believes that it is not in the public interest to list them; OR
 - (b) If the overseas issuer's primary listing is on an Exchange and it is not satisfied that:
 - i) The overseas issuer is incorporated or otherwise established in a jurisdiction where the Standards of shareholder protection are at least equivalent to those provided in Country of Listing; OR Country where Listing is being sought Or Country on whose Stock Exchange Listing is being sought.
 - ii) Where it believes that the jurisdiction in which the overseas issuer is incorporated is unable to provide standards of shareholder protection at least equivalent to those provided in Country of Listing, it is possible by means of varying the overseas issuer's constitutive documents and/or Listing Agreement to provide standards of shareholder protection equivalent to those provided in Country of Listing.
 - 3.2 The overseas issuer must normally be registered under and comply with the provision of the relevant portions of the Home Country's Companies Ordinance and the Registrars of Companies in Country of Listing, including in particular the nomination of a person authorized to represent the issuer and perform such duties as may be outlined by The Listing Stock Exchange. The Exchange must be notified of this appointment and any termination of his appointment and details of:
 - a) His address as registered as per the business address overseas,
 - b) If different, his place of business or, if he does not maintain a place of business, his residential address;
 - c) His business or residential telephone number, as the case may be;
 - d) His telex and/or facsimile number; and
 - e) Any change in the above particulars.

- 3.3 If the overseas Issuer's primary listing is or is to be on another Stock Exchange, listing on that Exchange must have been granted before listing on Overseas Stock Exchange can be granted.
- 3.4 (a) in case of registered securities (other than those transferable by endorsement and delivery), provision must be made for a register of holders to be maintained in Country where Listing is being sought or such other place as The Listing Stock Exchange may agree, and for transfers to be registered locally. The Exchange may, however, consider an alternative proposal for registering transfers for Local holders in exceptional circumstances; and
- (b) In the case of bearer securities (i.e. securities for which no register of ownership is kept) provision must be made for the payment of dividends or interest and repayment of capital in the Country where Listing is being sought, or such other places as The Listing Stock Exchange may agree;
- 3.5 Unless The Listing Stock Exchange otherwise agrees, only securities registered on the Listing Country register may be traded on The Exchange.
- 3.6 Where two or more share registers are maintained it will not be necessary for the Listing Country register to contain particulars of the shares registered on any other register.
- 3.7 If the listing involves a marketing of the securities for which listing is being sought, then securities with an expected market capitalization of at least \$5m must be offered in Nigeria; and
- 3.8 (a) Where an overseas issuer wishes to obtain a primary listing on another Stock Exchange in the circumstances set out in the rule below:

"Where a holding company is formed and its securities are issued in exchange for those of one or more listed issues, any reorganisation by way of scheme of arrangement, or by any other means whereby securities are issued by an overseas issuer in exchange for the securities of one or more listed Local issuers and the listing of the later issuer or issuers is withdrawn at the same time as the securities of the overseas issuer are listed, must first be approved by a special resolution of the shareholders of the listed Local issuer or issuers".

It must comply with the following additional requirements:

- i. Provide The Local Stock Exchange with details of the relevant regulatory provisions (statutory or otherwise) in its place of incorporation or other establishment and demonstrate to the satisfaction of The Local Stock Exchange that the standards of shareholder protection provided by that jurisdiction are not lower than those pertaining in Country where Listing is being sought.
- ii. Include in the listing documents – a summary of the above mentioned regulatory provisions in a form to be decided or agreed up by The Local Stock Exchange on a case-by-case basis and in The Exchange's absolute discretion; and
- iii. If requested to do so by The Local Stock Exchange, appoint an independent financial adviser acceptable to The Exchange to confirm that the proposals are in the interests of the holders of the securities of the existing listed company or companies.

b) In addition the issuer must comply with such other requirements as The Local Stock Exchange may on a case-by-case basis impose, in order to ensure that Local investors will be afforded the same level of protection as exists in Home Country in relation to holding of securities in a Local issuer; and

c) Attention is particularly drawn to the requirement below:

“Introduction will normally be appropriate in the following circumstances:

i) Where the securities, for which listing is sought are already listed on another Stock exchange;

ii) Where the securities of an issuer are distributed in specie by listed issuer to the shareholders of that listed issuer or to the shareholders of another issuer; or

iii) Where a holding company is formed and its securities are listed in exchange for those of one or more listed issuers, any reorganisation by way of scheme of arrangement, or by any other means whereby securities are issued by an overseas issuer in exchange for the securities of one or more listed Local issuers, and listing of the later issuer or issuers is withdrawn at the same time as the securities of the overseas issuer are listed, must first be approved by a special resolution of the shareholders of the listed Local issuer or issuers”.

That any reorganisation by way of scheme of arrangement, or by any other means whereby securities are issued by an overseas issuer in exchange for the securities of one or more listed Local issuers and listing of the later issuer or issuers is withdrawn at the same time as the securities of the overseas issuer are listed, must first be approved by a special resolution of the shareholders of the listed Local issuer or issuers.

4. The requirement that a prescribed percentage of any class of listed securities must at all times be held by the public does not apply to an overseas issuer whose primary listing is or is to be on another Stock Exchange.

Application Procedures and Requirements:

5. The following modifications apply against the under listed background:

a) “From the time of submission of the formal application for listing until is granted, there must be no dealing in the securities for which listing is sought by any connected person of the issuer, except as may be permitted by the Local Stock Exchange. The directors of the issuer for whose securities listing is being sought shall forthwith notify The Local Exchange of any such dealings or suspected dealing of which they become aware. If any of the directors or their associations are found to have engaged in such dealing, the application may be rejected.”

b) “In the case of a new applicant a formal declaration relating to any other business activities and undertaking must be duly signed by each director and proposed director. In the case of listed issuer, the same declaration and undertaken must be submitted if specifically requested by The Local Exchange.”

c) “Where the listing document is required to contain a statement by the directors as to the sufficiency of working capital, a letter from the sponsor or in the case of a listed issuer, the issuer’s financial advisers or auditors, confirming that they are satisfied

that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist”.

1. In a, b, and c above the references of “Directors” should be read as references to members of the overseas issuer’s governing body;
2. If the overseas issuer’s primary listing is or is to be on The Local Exchange, the Memorandum and Articles of Association or equivalent documents must be lodged with The Listing Stock Exchange, the Memorandum and Articles of Association or equivalent documents must be lodged with The Listing Stock Exchange, and contents of its Prospectus must comply with those of other companies in the country on whose Stock exchange Listing is being sought.
3. If the overseas issuer’s primary listing is or is to be on another Stock Exchange, the one signed copy of the listing document lodged with The Local Stock Exchange, which conforms as follows:

“Four copies of the listing documents one of which must be dated and signed by every person who is named therein as a director or proposed director of the issuer or by its agent authorised in writing and by the Secretary or, in the case of a capitalisation issue, one of which has been dated and signed by the Secretary. May be signed by two members of the overseas issuer’s governing body or by their agents authorised in writing rather than by or on behalf of every director or proposed director; and

4. The declaration and undertaking to be lodged as follows:

“In the case of a new applicant, a formal declaration relating to any other business activities and undertaking, as set out in the Form of General Undertaking (Equities) duly signed by each director and proposed director. In the case of a listed issuer, the same declaration and undertaking must be submitted if specifically requested by The Listing Stock Exchange”.

May require adjustment by virtue of the laws to which the overseas issuer is subject.

Listing Documents:

6. Attention is particularly drawn to:

- 6.1 The requirement to include a statement of responsibility as it appears thus:

“Issuers are reminded, that each of their directors is required to accept responsibility for the information which the listing document contains and that a statement to that effect is required to be incorporated in the listing document except where this requirement is excluded by virtue of the relevant sections of the Listing Requirements of the Local Stock Exchange”.

- 6.2 The fact that The Local Stock Exchange may require disclosure of such additional or alternative items of information as it considers appropriate in any particular case (see this:

The Exchange may require disclosure of such additional or alternative items of information as it considers appropriate in any particular case. Conversely, it may be prepared to permit, the omission or modification of items of information to suit the circumstances of a particular case. Consequently, issuers are encouraged to seek

informal and confidential guidance from The Local Stock Exchange at the earliest opportunity).

In particular, if the overseas issuer's primary listing is or is to be on the Listing Stock Exchange, The Local Stock Exchange may require the listing document to contain a summary of the relevant regulatory provisions (statutory or otherwise) of the country where the overseas issuer is incorporated or otherwise established in a form to be agreed upon by The Local Stock Exchange on a case-by-case basis; and

- 6.3 The requirement, in the case of an overseas issuer whose primary listing is or is to be on the Listing Exchange, to include a summary of the provisions of the constitutional documents of the overseas issuer and, in addition, in the case of an introduction in the circumstances set out below:

Where a holding company is formed and its securities are issued in exchange for those of one or more listed issuers. Any reorganisation by way of arrangement or by any other means whereby securities are issued by an overseas issuer in exchange for the securities of one or more listed issuers and the listing of the later issuer or issuers is withdrawn at the same time as the securities of the overseas issuer are listed must first be approved by a special resolution of the shareholders of the listed Local issuer or issuers.

A comparison between the overseas issuer's constitutional documents and the constitutional documents of the listed issuer whose securities have been exchanged.

7. The Local Stock Exchange may be prepared to permit the omission of information where it considers it appropriate. In considering requests for any such omissions, the Exchange will have regard to:

- 7.1 Whether the overseas issuer has a listing on a regulated, regularly operating, open stock market recognised by The Exchange and conducts its business and makes disclosure according to the accepted standards in the Country of Listing; and
- 7.2 The nature and extent of the regulatory standards and controls to which the overseas issuer is subject in its country of incorporation or other establishment.

Overseas issuers who want to omit any of the prescribed information should therefore consult The Listing Stock Exchange at the earliest possible opportunity.

8. The following modifications apply:

- 8.1 Some of the items of information specified in the listing requirements of The Listing Stock Exchange may be inappropriate and inadequate. In such a case, the items should be appropriately adapted so that equivalent information is given in respect of General Information about the Issuer, its advisers and the listing documents, information on the securities, terms and conditions of the issue, the Issuer's capital, Issuer's activities, Financial information, Issuer's prospects and management position and use of proceeds;

- 8.2 If the overseas issuer does not have a board of directors, the statement of responsibility required under the paragraph below;

"The members of the Governing Body collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief here are no other facts the omission of which would make any statement herein misleading"

Must be made by all the members of the overseas issuer's equivalent governing body and listing document should be modified appropriately;

- 8.3 The documents to be offered for inspection will be the documents corresponding to those mentioned hereunder as i. – iv;
- i. The Memorandum and Articles of Association or equivalent of the issuer.
 - ii. All reports, letters or other documents, balance sheets valuations and statements by any expert any part of which is extracted or referred to in the listing document;
 - iii. A written statement signed by the reporting accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons thereof; and
 - iv. The audited accounts of the issuer or, in the case of a group, the consolidated audited accounts of the issuer and its subsidiaries for each of the two financial years immediately preceding the issue of the listing document and where any of such documents are not in the Listing Country's commonly spoken Language, certified translations in acceptable language thereof must be made available for inspection. In particular cases, The Listing Stock Exchange may require additional documents to be offered for inspections;
- 8.4 Overseas issuers which are subject to public reporting and filing obligations in their country of incorporation or other establishment (or listing, if different) may be permitted to incorporate in listing documents relevant documents so published. Such documents must be in commonly spoken language, or accompanied by a certified translation. For example, overseas issuers subject to Securities and Exchange Commission filing requirements in the United States of America may be able to utilise such documents. The Listing Stock Exchange should be consulted in such cases;
- 8.5 If the overseas issuer's primary listing is or is to be on another Stock Exchange the listing document must be in the Listing Country's common Language or contain a certified translation;
- 8.6 For the purpose of satisfying or avoiding contravening the under stated position, viz.:

Where the listing committee decided to cancel the listing of a listed issuer it will, if requested, give its reason in writing and the issuer shall have the right to have that decision referred to the listing committee again for review. If the listing committee endorses or modifies its earlier decision the issuer shall have a right to further and final review of that decision by the Listing Appeals Committee. The decision of the Listing Appeals Committee on review shall be conclusive and binding on the issuer.

An overseas issuer whose primary listing is or is to be on another Stock Exchange need only appoint one authorised representative who need not be a director or secretary but be a person acceptable to The Listing Stock Exchange. The authorised representative should act as the principal channel of communication between the issuer and The Exchange.

Listing Agreement

9. The text of the Listing Agreement applicable to overseas issuers is as contained in the form of General Undertaking enclosed as Appendix III.
10. Subject to the consent of the Securities & Exchange commission, The Listing Stock Exchange will be prepared to agree such modification to the Listing agreement, as it considers appropriate in a particular case. In particular, in the case of an overseas issuer whose primary listing is on another regulated, regularly operating, open stock market recognised by The Exchange, The Exchange may, subject to the consent of the Commission, accept a Listing Agreement which incorporates equivalent continuing obligations to those imposed by that other stock market.
11. Conversely The Listing Stock Exchange may impose additional requirements in a particular case. In particular, if the overseas issuer's primary listing is or is to be on The Exchange, The Exchange may impose such additional requirements as it considers necessary to ensure that investors have the same protection as that afforded to them in Country of Listing. The Exchange may add to or waive, modify or not require compliance with, these requirements on a case-by-case basis in its absolute discretion.
12. Attention must be paid to the following obligations regarding:
 - a) Simultaneous release of information to other Exchange and to the market in the country on whose Stock Exchange Listing is being sought.
 - b) Distribution and contents of annual report and accounts.
 - c) Disclosure of interests in the overseas issuer's share capital.

Accounts Reports

13. Attention must be taken regarding the requirement for the reporting accountant to be independent both of the overseas issuer and of any other company concerned (see the rule stated below)

“All accountants’ report must be prepared by Professional Accountants who are qualified under the professional accountants bodies for appointment as auditors of a company and who are independent both of the issuer and of any other company concerned to the same extent as that required of an auditor under the country of Listing Corporate ordinance and in accordance with the guidelines of the Chartered Institute of Accountants of the Listing Country”
14. A report will not normally be regarded as acceptable unless the relevant accounts have been audited to a standard comparable to that required in the country on whose Stock Exchange Listing is being sought.
15. Reports in respect of overseas issuers whose primary listing is or is to be on The Exchange will normally be required to conform with the requirements as to a country standards set out in a & b below:
 - a) The financial history of results and the statement of Assets & Liabilities included in the Accountants’ report must normally be drawn up in conformity with accounting standards set and approved by the Chartered Institute of Accountants of the Listing Country and laid down in the Statements of Standard Accounting Practice issued from time to time by Chartered Institute of Accountants of the Listing Country and the Country of Listing’s Accounting Standard Board.

- b) The relevant standards will normally be those current in relation to the last financial year reported on and wherever possible appropriate adjustments should be made to show profits for all periods in accordance with such standards.

Reports in respect of other overseas issuers are required to conform with Accounting standards acceptable to The Exchange, which will normally be at least the International Accounting Standards Committee. The relevant standards will normally be those current in relation to the last financial year reported on and wherever possible appropriate adjustments should be made to show profits and loss for all periods in accordance with such standards.

16. Where The Listing Stock Exchange allows report to be drawn up otherwise than in conformity with accounting standards approved by country's Institute of Chartered Accountants or its Accounting Standard Board or the International Accounting Standards Committee, The Exchange may, having regard to the jurisdiction in which the overseas issuer is incorporated or otherwise established, require the report to contain a statement of the material differences (if any) from either of those standards.
17. In the case of a new applicant whose accounts have not been audited previously on a basis analogous to that outlined in the listing requirement, or whose accounts have not previously been published in consolidated form, The Listing Stock Exchange will generally give favourable consideration to a report in which the reporting accountants' report without material qualification on the last three years, provided that the figures for the two earlier years have been prepared by the overseas issuer under the supervision of the reporting accountants on basis consistent with those used in respect of the three years reported upon.
18. Where the figures in the report differ from those in the audited annual accounts a statement of adjustment must be submitted to The Listing Stock Exchange enabling the figures to be reconciled.

Prohibition of overseas issuers from purchasing their own shares or giving financial assistance in connection with such purchases

19. 1. An overseas issuer who's primary listing is on The Listing Stock Exchange:
- a) Shall not purchase any shares, either on The Listing Exchange or by private treaty (whether or not the Memorandum and Articles of Association of the overseas issuer or equivalent constitute documents or any statute or rule of law in force in the country of incorporation or other establishment of such overseas issuer would otherwise permit such a purchase).
 - b) Shall not give, whether directly or indirectly, and whether by means of loan guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares, provided that nothing in this rule will be taken to prohibit:
 - (i) Where the lending of money is part of the ordinary business of an overseas issuer, the lending of money by the overseas in the ordinary course of its business;
 - (ii) The provision by an overseas issuer, in accordance with any scheme for the time being in force, of money for the purpose by trustees of fully paid shares in the overseas issuer to be held by or for the benefit of employees of the overseas issuer or any of its subsidiaries, including any director holding a salaried employment of office in the overseas issuer; or

- (iii) The making by an overseas issuer of loans to persons, other than directors or their associates, bonafide in the employment of the overseas issuer or any of its subsidiaries with a view to enabling those persons to purchase fully paid shares in the overseas issuer to be held by themselves by way of beneficial ownership; and
- c) Shall procure that none of its subsidiary companies shall purchase any shares in any case without the prior written consent of The Exchange.
- 2. For the purpose of CBL. 19, "SHARES" shall mean shares of all classes (other than redeemable preference shares), warrants to subscribe shares and options to purchase shares of the listed overseas issuer. References to purchases of shares include purchases by agents or nominees behalf of the overseas issuer or subsidiary of the overseas issuer, as the case may be.

Listing Fees

- 20. Details of the initial listing fees, subsequent issue fee and other charges together with details of the brokerage charge and transactions levies on new issues are set by the Council of The Listing Stock Exchange.

General

- 21. All documents furnished by an overseas issuer, including accounts, which are in a language other than Listing Country's commonly spoken language must be accompanied by a certified translation. If The Exchange so requires, an additional translation must be prepared in the country on whose Stock Exchange Listing is being sought at the overseas issuer's expense by such person or persons, as The Exchange shall specify.
- 22. Information to be supplied by overseas issuers in a listing document or accounts notwithstanding any obligation in The Exchange Listing rules, the Statutory Rules, the Statutory Rules or any obligation imposed by the laws of Listing Country shall not be less than that required to be supplied by the overseas issuer in its place of incorporation or other establishment.

APPENDIX I

**FORMAL APPLICATION FOR LISTING
(UNIT TRUSTS)**

TO: The Director-General
The Nigerian Stock Exchange

..... 20.....

Dear Sir,

We are instructed by
(Name of Company)

To make application for permission to deal in and for listing of its units. In compliance with your rules; furnish information and undertakings, as under:

- 1) NAME OF TRUST
.....
- 2) ISSUE OF PROSPECTUS OR EXPLANATORY MEMORANDUM
Signed copy attached
Dated this day of 20
- 3) Number of Units for which admission to the Official List is sought are
.....
- 4) Number of Units for which admission is not sought are
.....

The Units are/are not respectively identical in all respects.
("If not identical it must be stated what date, if ever, the Units will become identical and the definitive certificates must be enfaced with a note to this effect").

We forward herewith all documents required under the Rules governing Official Listing on The Nigerian Stock Exchange, together with a cheque forbeing amount payable in respect of
Date where applicable.

.....
Sponsoring Member of The Exchange

Dated this Day of 20

APPENDIX II

LETTER OF APPLICATION

TO: Director-General
The Nigerian Stock Exchange

..... 20.

Dear Sir,

We are instructed by
(Name of Company)

to make application for listing and permission to deal in:

- 1)
.....
.....
- 2)
.....
.....

We shall be glad to hear in due course if an advanced booking for listing could be made on behalf of the company. We attach formal application including all documents required under the Listing Requirements of the Nigerian Stock Exchange.

We are,

Yours faithfully,

..... *Brokers.

Set out securities for which application will be made.
State how it is proposed to issue the securities.

*To be signed by the Accredited Representative of the sponsoring Stockbroking firm.

APPENDIX III

Form of General Undertaking (Equities)

TO: The Council of
The Nigerian Stock Exchange

(Name of Company)

.....acknowledges that

the privilege to remain on the list of the Exchange is subject to the pleasure of The Exchange and hereby resolves and undertakes as follows:

1. NOTICES

- (a) To immediately notify the Director-General of The Nigerian Stock Exchange (The Exchange) without delay.
 - (i) any announcement of dividends, changes in capital structure or any other moves that could affect the price of the company's shares on the markets;
 - (ii) any change in the Directorate of the company;
 - (iii) any proposed alteration of the Memorandum or Articles of Association of the company;
 - (iv) any proposed change in the general character or nature of the business of the company or of the group or any change in voting control or in beneficial ownership of the securities carrying voting control;
 - (v) any extension of time granted for the currency of temporary documents;
 - (vi) any other information necessary to enable shareholders to appraise the position of the company and to avoid the establishment of a false market in the shares of the company;
 - (vii) The date and time when the Board of Directors is to meet to discuss dividends, at least 14 days in advance.
- (b)
 - (i). To issue all letters of allotment and of rights simultaneously and in the event of it being impossible, to issue letters of regret at the same time, to insert in the press a notice to that effect, so that the notices shall appear on the morning after the allotment letters have been posted;
 - (iii) To issue the definitive certificates within one month of the date of the expiration of any right to renunciation or the lodgement of a transfer and within the same period to issue balance certificates without charge if required.
- (c) To certify transfers against allotment letters; definitive certificate and balance receipts.
- (d)
 - (i) To send out proxy forms to all shareholders entitled to attend and vote at general meetings and to provide that such proxy forms are so worded that a shareholder or debenture holder may vote either for or against each resolution;

- (ii) To ensure that the books of transfer remain open for at least 21 days of the board resolution recommending payment of dividend.
 - (iii) To ensure that the register and books of transfer remain closed for at least 5 working days to allow for settlement of transactions on the last day of business before closure.
 - (iv) To ensure that the notice of closure of the books of transfer is received by The Exchange not less than 14 days before closure of the Books of Transfer whether or not the board has passed a resolution recommending a distribution.
- (e) To notify The Exchange without delay of any decision of the company or of any of its subsidiaries to acquire:
- (i) shares in another company which thereby becomes a subsidiary; or
 - (ii) another business or a section of another business and to furnish such information as The Exchange may require with regard to such acquisition; and if so required to issue to members of the company a circular letter giving such information as The Exchange may require.
- (f) To notify The Exchange within 48 hours after the relevant board meeting of:
- (i) its intention to make a drawing or redemption of any securities, intimating at the same time the date of the drawing, and in the case of a registered security, the period of the closing of the transfer books (or the date of the striking of the balance) for the drawing.
 - (ii) the amount of the security outstanding after any purchase or drawing has been made.
- (g) To notify The Exchange within 48 hours after the relevant board meeting has been held of:
- (i) any preliminary results for any year, half-year, quarterly and the comparative figures in respect of profits before taxation and after taxation, even if this calls for qualification that such figures are provisional or subject to audit;
 - (ii) any dividends and other distributions to members recommended or declared to be paid including approval for payment of dividends, interests, rights or scrip issues;
 - (iii) short particulars of any proposed change in the capital structure, or redemption of securities;
- (h) The Directors shall be held responsible for ensuring that The Exchange is promptly notified of the foregoing matters.
2. To deliver to The Exchange for vetting and approval, by the Company Secretary, two copies of proofs of all circulars and notices to shareholders together with accompanying documents, quarterly reports and forecast, bi-annual and annual reports and accounts not less than 14 days before their despatch or publication.
3. To include in or circulate with each annual report and audited accounts:
- a) 1. A description of the operations carried on by the company or, if the company has subsidiaries, the group.

2. if the company has subsidiaries, a list giving for each:
 - (i) its name and country of operation;
 - (ii) the percentage of its equity capital attributable to the company's interest.

3. If the company or, as the case may be, the group has interest in associated companies, a list giving for each:
 - (i) its name and country of operation;
 - (ii) particulars of its issued share loan capital and the total amount of its published reserves;
 - (iii) the percentage of each class of share and loan capital attributable to the company's interest;

- b) To notify particulars of any arrangements under which any Director has waived or agreed to waive any emoluments.

- c) A statement as at the end of the financial year showing the interests of each director in the share capital of the company, such statement to include by way of a note, changes in those interests occurring between the end of the financial year and a date not more than one month prior to the date of the notice of the annual general meeting or, if there has been no such change, disclosure of that fact;

- d) A statement showing particulars as at a date not more than one month prior to the date of the notice of the annual general meeting of an interest of any person, other than a director; who holds 5% or more in the equity of the company and the actual amount so held or, where appropriate, a negative statement.

4. a) To supply the published accounts of the company and, where applicable, either the consolidated accounts of the group, or the accounts of each subsidiary at least 21 days prior to the date of the annual general meeting of the company not later than 6 months after the relevant year end.

- b) To supply additional copies of the accounts for use of members of The Exchange as required.

5. Certificates, Transfers, Verifications and Registers.
 - a) To register transfers, split certificates, issue certificates or mark or note transfers and where any fees are charged; it shall be a token amount.

 - b) To verify in writing, signatures of any intending transferor share/stockholder.

6. a) (i) To prepare interim reports, such as first quarter, a half-year and nine-months accounts, approved by the directors (whether or not audited), which must be sent to all shareholders or inserted as paid advertisement in two leading newspapers not later than six weeks after the relevant period.

- (i) To submit final print of the documents stated above to The Exchange.

- (ii) To send to The Exchange copy of management or detailed accounts, duly audited;

- (i) To send to The Exchange certified copies of all resolutions passed by the company at general meetings.

NOTE: The following minimum information shall be disclosed in annual reports in addition to the statutory requirements:

- i) Turnover figures representing sales exclusively to third parties;
 - ii) Other income such as investment income rents, profits from sale of assets and other unusual items, all to be listed separately;
 - iii) Interest expenses and similar charges;
 - iv) Profits before taxation;
 - v) Taxation figures with full disclosures and bases;
 - vi) Dividend proposed and dividend liability with full disclosure;
 - vii) Profits after taxation;
 - viii) Cash flow statement;
 - ix) Value added statements;
 - x) Five year financial summary;
 - xi) Sales and profit contribution per activity.
 - xii) Directors direct and indirect holdings in the issued shares;
 - xiii) Substantial shareholdings representing 5% or more of the issued shares;
 - xiv) Capital expenditure.
- b) To send to The Exchange, quarterly statements and forecast whether or not audited not later than six weeks after the end of the period.

To ensure that any service contract, not determinable within five years by the company without payment of compensation (other than Statutory) entered into by the company or any subsidiary of the company, with any director or any person who becomes a director within twelve months of entering into such a contract shall be made subject to the approval of the company in general meeting.

To certify transfers against certificates or temporary documents and to return them on the day of receipt or, should that not be a business day, on the first business day following their receipt and to split and return renounceable documents within the same period.

Not to register any transfer in respect of the company's shares or debentures listed on the Exchange, unless such transfers are lodged by a Dealing Member of The Exchange, or as Council may from time to time direct.

The underwriting of any issue and agreements relating thereto must be cleared with The Exchange prior to the publication of a prospectus.

All proposed appointments of experts and other consultants or advisers, other than stockbrokers to any issue sought to be listed on The Exchange shall be notified and cleared by The Exchange and copies of agreements and consents relating to such appointments shall be filed with The Exchange before publication of a prospectus.

- (7) Preferential treatment on allotment shall be approved by The Exchange prior to the publication of the prospectus and such allotment shall be limited to 10% of the amount offered and then, only to directors and employees; except otherwise as approved by the Securities and Exchange Commission (SEC).

(8) **GENERAL**

- a) To comply with The Exchange's Rules Governing Listing.
- b) To pay any listing fees which may become payable to The Exchange as a result of increases in share capital.
- c) To adhere to any corporate disclosure policy requirements that may be issued by The Exchange and be guided by the Nigerian Code of Corporate Governance issued by the Securities and Exchange Commission (SEC).
- d) To provide any other information that may be requested by The Exchange.
- e) To effect any corrections to the annual report and accounts as may be advised by The Exchange.
- f) Duration of technical: The period for which a companies' share price shall be placed on technical suspension as a result of it raising capital shall be two weeks after the closure of such Issue.

9. Sanctions

- (a) Publication of accounts, notices of Annual General Meetings, closure of register, etc, without prior written approval of The Exchange shall attract a fine of 20% of the annual listing fee.
 - (b) Going to press or otherwise allowing a leak in financial results without informing The Exchange shall attract a suspension from trading and a fine equivalent to 20% of the annual listing fees.
 - (c) Any late submission of accounts without obtaining prior waiver from The Exchange for the delay shall attract a fine of N10,000 per week from the due date until the date of submission.
 - (d) Failure by the company to pay dividend on due date shall attract a fine of 5% of the total dividend amount declared
 - (e) Failure by the company to issue bonus shares within 3 months after approval by shareholders at an AGM shall attract a fine of 5% or the nominal value of the shares.
 - (f) The companies shall be obliged to state in the annual report contraventions and the sanctions imposed for such contraventions.
- (10) To recognise that Council reserves the right to remove the name of a company from the Official List of The Exchange if:

- a) it considers there is insufficient public interest in the company, viz, insufficient shares in the hands of the public; or
- b) any of the foregoing terms and conditions are not complied with; or
- c) the company becomes a subsidiary of any other company.

The common seal of the Company is
hereto affixed in the presence of:-

.....
Common Seal

.....
Director

.....
Secretary

.....
Date

APPENDIX IV

**BROKERAGE INCOME RATES AND LISTING FEES
BROKERAGE INCOME CHARGEABLE ON PURCHASES OR SALES**

Type of Security	Basic Charge
1. Corporate, Government, Municipal and other Local Authority Securities.	
a) with maturities under five years	3/8% of nominal value
b) with maturities over five years	½% of nominal value
2. Other securities in respect of which listing is maintained inclusive of nominal transfers.	Max of 2.75% of consideration or market capitalization whichever is higher.

No commission lower than one hundred Naira shall be charged on a single transaction. Every transaction in respect of which commission is chargeable by members shall be reported to The Exchange in the usual manner as may from time to time be prescribed by The Exchange.

S/N	<u>Class-Interval of Market Capitalization of Listing Companies</u>		<u>Annual Listing Fees</u>
	START (N)	END (N)	FEE (N)
1	BELOW	30,000,000.00	135,000.00
2	30,000,001.00	40,000,000.00	145,800.00
3	40,000,001.00	50,000,000.00	164,700.00
4	50,000,001.00	60,000,000.00	197,100.00
5	60,000,001.00	70,000,000.00	229,500.00
6	70,000,001.00	80,000,000.00	248,400.00
7	80,000,001.00	90,000,000.00	310,500.00
8	90,000,001.00	100,000,000.00	334,800.00
9	100,000,001.00	120,000,000.00	348,300.00
10	120,000,001.00	140,000,000.00	364,500.00
11	140,000,001.00	160,000,000.00	378,000.00
12	160,000,001.00	180,000,000.00	407,700.00
13	180,000,001.00	200,000,000.00	423,900.00
14	200,000,001.00	220,000,000.00	440,100.00
15	220,000,001.00	240,000,000.00	456,300.00
16	240,000,001.00	260,000,000.00	469,800.00
17	260,000,001.00	280,000,000.00	502,200.00
18	280,000,001.00	300,000,000.00	518,400.00
19	300,000,001.00	320,000,000.00	534,600.00
20	320,000,001.00	340,000,000.00	550,800.00
21	340,000,001.00	360,000,000.00	567,000.00
22	360,000,001.00	380,000,000.00	583,200.00

S/N	START (N)	END (N)	FEE (N)
23	380,000,001.00	400,000,000.00	599,400.00
24	400,000,001.00	500,000,000.00	607,500.00
25	500,000,001.00	650,000,000.00	634,500.00
26	650,000,001.00	800,000,000.00	648,000.00
27	800,000,001.00	1,000,000,000.00	675,000.00
28	1,000,000,001.00	2,000,000,000.00	729,000.00
29	2,000,000,001.00	3,000,000,000.00	783,000.00
30	3,000,000,001.00	4,000,000,000.00	837,000.00
31	4,000,000,001.00	5,000,000,000.00	891,000.00
32	5,000,000,001.00	6,000,000,000.00	945,000.00
33	6,000,000,001.00	7,000,000,000.00	972,000.00
34	7,000,000,001.00	8,000,000,000.00	999,000.00
35	8,000,000,001.00	9,000,000,000.00	1,026,000.00
36	9,000,000,001.00	10,000,000,000.00	1,053,000.00
37	10,000,000,001.00	11,000,000,000.00	1,107,000.00
38	11,000,000,001.00	12,000,000,000.00	1,161,000.00
39	12,000,000,001.00	13,000,000,000.00	1,215,000.00
40	13,000,000,001.00	14,000,000,000.00	1,282,500.00
41	14,000,000,001.00	15,000,000,000.00	1,350,000.00
42	ABOVE 15,000,000,001		1,500,000.00

EMERGING MARKET: N30,000 FLAT

The above is subject to changes from time to time.

*substitute with current list.

APPENDIX V

REPORTS BY ACCOUNTANTS (WITH RESPECT TO PROFITS, ASSETS AND LIABILITIES FOR PURPOSE OF PROSPECTUS OFFERS FOR SALE, ADVERTISED STATEMENT AND CIRCULARS)

REQUIREMENTS

1. The prospectus must include a report by professional accountants registered and holding practising certificate under a recognised professional accountancy body.
2. A report which contains any significant qualification or reservation as to the profits or losses reported upon or as to the assets and liabilities would not be regarded by Council as acceptable.
3. Where, in view of the importance of such matters in relation to their report as a whole the reporting accountant makes reference to reports, confirmations or opinion of valuers or other accountants, the names, addresses and professional qualification of such other persons or firms should be stated in the report.
4. It should be noted that Council will not grant an initial listing where the audited accounts of a company are more than NINE MONTHS OLD.

COMPUTATION OF PROFITS

5. The accountants should indicate in the report the basis which has been adopted in computing profits. This normally states that the profits or losses have been arrived at after charging all expenses, after dealing with such items as depreciation, amortisation, directors remuneration, interest, etc., on defined bases and after making such adjustment as are appropriate.
6. The accountants' reports in the prospectus or related documents should include the following historical details for each of the preceding five years:
 - a) In relation to profits and losses:
 - i) Turnover representing sales exclusively to third parties less discounts, returns, inwards and other allowances;
 - ii) Cost of services and/or goods sold including cost of purchases showing separately costs relating to amortization, depreciation and obsolescence of fixed assets, etc.;
 - iii) Other revenues, such as investment income, rents profits arising from sale of assets and other unusual items, all to be listed separately;
 - iv) Profits before taxation;
 - v) Taxation figures with full disclosure and bases;
 - vi) Minority interests;
 - vii) Extraordinary items of profit less the taxation attributable thereto;

- viii) Net profit attributable to shareholders after taxation;
 - ix) Amount of preference dividends together with the rates;
 - x) Net profit attributable to ordinary shareholders;
 - xi) Amount and rates of equity dividends distinguishing between interims and finals;
 - xii) Retained profits;
- b) In relation to the balance sheet:
- i) Summary of the balance sheets of the group (or company if it has no subsidiaries) at the end of each previous accounting period reported upon;
 - ii) Balance sheet of the company and of the group at the end of the last accounting period reported upon;
 - iii) Accounting policies followed in dealing with material items such as turnover, stock valuation, attributable profits from subsidiary or associated companies, deferred taxation, depreciation, etc.
- c) Particulars of any capital of the company or of its subsidiaries which is under option or agreed conditionally or unconditionally to be put under option, with the price and duration of the option and consideration for which the option was granted, and the name and address of the grantee: Provided that where an option has been granted or agreed to be granted to all the members or debenture holders or to any class thereof, it shall be sufficient so far as the names are concerned, to record that fact without giving the names and addresses of the grantees.
- d) i) Particulars of any preliminary expenses incurred or proposed to be incurred and by whom the same are payable;
- ii) The cost of the application for listing so far as the same are not included in the statement of preliminary expenses and by whom the same are payable.
- e) Particulars of any commissions, discounts, brokerages or other special terms granted within the five years immediately preceding the publication of the prospectus in connection with the issue or sale of any capital of the company or of any of its subsidiaries.
- f) Full particulars of the nature and extent of the interest direct or indirect, if any, of every director in the promotion of or in any property purchased or acquired by the company or any of its subsidiaries within the five years preceding the publication of the prospectus, or proposed to be purchased or acquired on capital account including:-
- i) the mount paid or payable in cash, shares or securities to the vendor and, where there is more than one separate vendor or the company or subsidiary is a sub-purchaser. The amount so paid or payable to each vendor and the mount, if any, payable for goodwill, and

- ii) short particulars of all transactions relating to any such property which had taken place within the five years immediately preceding the publication of the prospectus;
- g) i) The name of any promoter and (if a company) The Exchange may require a statement of the issued share capital, the amount paid up thereon, the date of its incorporation, the names of its directors; bankers or auditors; and such other particulars as The Exchange may think necessary in connection therewith;
- ii) The amount of any cash or securities paid or benefit given within the five years immediately preceding the publication of the prospectus, or proposed to be paid or given to any promoter and the consideration for such payment or benefit.
- h) In relation to Other Assets:
 - i) Land and buildings distinguishing between rights of occupancies and leaseholds and the terms under which it or they are held;
 - ii) Where a valuation or revaluation of assets took place during any of the periods reported upon, full disclosure must be made of any surplus arising from such an exercise and its appropriation;
 - iii) Investments should be valued and in the case of listed trade investments the names and holdings of the companies in which such investments are made should be stated together with aggregate dividends received in each case.
- i) A statement to the effect that no audited accounts have been made up to a date subsequent to that of the latest accounts on which the reporting accountants' report is based;
- j) In relation to profit forecast:
A published letter to the issuing house commenting on the accounting bases and calculations for the profit forecast.
- k) The aggregate emoluments of its directors during the last year and a comparison with the amount payable under the arrangements in force at the date of the prospectus;
- l) Any other matter which appear to be relevant for the purpose of the report;
- m) The report shall be signed by the independent reporting accountants to the issue.
- n) The above requirements are not exhaustive and The Exchange reserves the right to delete or add thereto.

7. STATEMENT OF ADJUSTMENTS OF HOLDING COMPANIES

If the company is a holding company, the statement of adjustment may deal with the consolidated figure of the companies or group of companies comprising the holding company and its subsidiaries. In the latter case a summary combining the figure so as to arrive at those shown in the accounts report should be submitted.

8. DEPRECIATION

The report and statement of adjustment should state the amount of the charge, in each period reported upon, for amortisation, depreciation and obsolescence.

The Council may consider some adaptation of this requirement in cases, which involve complex multi-column statements.

9. PERIOD COVERED BY THE REPORT

Although the report is required to deal with the profits or losses of each of the preceding five years, application may be made to cover a shorter period where it is considered that inclusion of earlier years may be irrelevant or misleading.

10. ADDITIONAL INFORMATION

- a) In the case of building, construction and similar companies engaged in carrying out contracts of a long term nature, where these form a substantial proportion of the business, the method of taking credit for profits and of arriving at the amounts at which stocks and work in progress were brought into account should be defined in the prospectus.
- b) Where contracts exist for the hire of plant to the company for a period of over one year which are substantial in relation to the company's business, details should be supplied to Council, which may require details thereof to be disclosed in the prospectus.

**APPENDIX VI
INFORMATION REQUIRED TO BE PROVIDED
BY PROPERTY COMPANIES**

COMPANIES NO PART OF WHOSE SHARE OR LOAN CAPITAL IS LISTED

A valuation report which unless otherwise agreed shall be by an independent valuer with qualification and experience acceptable to Council of the real property of the company shall be included in the prospectus. The following information in the absence of special circumstances shall be included in the valuation report:

1. PARTICULARS OF PROPERTIES

- a) The address of each property;
- b) In respect of each property –
 - i) A brief description;
 - ii) Existing use;
 - iii) Tenure, i.e. Right of Occupancy terms thereof
 - iv) Terms of tenant's leases or sub-leases;
 - v) Approximate age of the buildings; and
 - vi) Present capital value in existing state;
 - vii) Title documents of existing properties.

2. BASIS OF VALUATION

- a) Whether the valuation is on basis of:
 - i) Current value in the open market, stating whether
 - a) on investment basis
 - b) on basis of development
 - c) on basis of future capital realisation
 - ii) Current value as an asset of a going concern
 - iii) Value after development has been completed,
 - iv) Any other basis (which should be stated).
- b) Where the valuation is based on value after development has been carried out:
 - i) Whether planning consent has been obtained and if so whether there are any conditions attached to such consent;
 - ii) the date when the development is expected to be completed;
 - iii) the estimated cost of carrying out the development or where part of the development has already been carried out, the estimated cost of completing the development; and
 - iv) the estimated value of the property in the open market in its present condition.
- c) Valuation by independent professional valuer acceptable to The Exchange.

3. RENTAL USED IN VALUATION

There shall be included in the valuation report in respect of each property:

- a) estimated current net rental of each property;

- b) estimated future net rental at named date (where this differs materially from the current net rental); and state whether such information is based on current rental values.
4. A detailed list of transactions in which the directors or promoters have been involved, either individually or collectively in the acquisition or disposal of any of the properties listed during the two years preceding the valuation:
- i) the date of the transaction; and
 - ii) the prices paid.
5. In the case of a further issue of share capital, whether for cash or as vendor's shares, and also in cases of acquisition out of the company's resources including borrowings, a valuation of the properties being acquired shall not be called for unless the acquisitions are substantial in relation to the existing properties of the company. Provided that the circular giving information about the acquisitions includes details of the properties acquired or about to be acquired; of the consideration; the effect on profits of the acquisition and the current indebtedness including terms of loans raised since the last published accounts.
- In the case of acquisition of very small value in relation to the existing properties of the company, the press announcement must include a general description of the property acquired. The Council shall also be informed of the names of the vendors whether or not this information may be disclosed in the circular or announcement.
6. The Council of The Exchange may call for any additional information.

APPENDIX VII

MEMORANDUM AND ARTICLES OF ASSOCIATION FOR COMPANIES APPLYING FOR LISTING

The company must in its Memorandum of Association expressly exclude the power to act as Dealing Member of The Exchange or Stockbrokers. The Articles of Association shall include provisions to the following effect or as may from time to time be required by The Exchange.

a) **AS REGARDS TRANSFER AND REGISTRATION**

- i) That the common form of transfer, including electronic transfer, may be used;
- ii) That where the company reserves the right to refuse to register more than three persons as joint holders of a share, such right shall not apply to executors or trustees of a deceased holder.
- iii) That transfers and other documents relating to or affecting the title of any shares shall be registered without payment of any fee.
- iv) That fully-paid shares shall be free from any restriction on the right of transfer and shall also be free from all lien, except as otherwise prescribed by the operation of law.

b) **AS REGARDS DEFINITIVE CERTIFICATES**

- i) That a new certificate for capital shall be under the common seal, which shall only be affixed with the authority of the directors, except where the transfer or issuance was effected electronically through the Central Securities Clearing System;
- ii) That all certificate issued to replace one that has been worn out, lost or destroyed shall be issued without charge, and where the holder has sold part of his holding, he shall be entitled to a certificate for the balance without charge.

c) **AS REGARDS DIVIDENDS**

- i) That dividends may only be paid by the directors out of profits for the period in respect of which dividends are to be paid, except with prior written approval of The Exchange;
- ii) Where the company reserves the right to forfeit unclaimed dividends that power shall not be exercised until twelve years or more after the date of the declaration of the dividend. However, the unpaid dividend shall properly be reflected on the company's account.

d) **AS REGARDS DIRECTORS**

- i) That the borrowing powers of directors are limited so that the aggregate amount at any time owing in respect of moneys borrowed by the company and its subsidiary companies (exclusive of inter-company borrowings) shall not exceed a reasonable amount except with the consent of the company in general meeting.
- ii) That a director shall not vote on any contract, arrangement or proposal in which he is interested and if he does vote; the vote shall not be counted.

- iii) That any person appointed by the directors to fill a casual vacancy on or as an addition to the board shall hold office only until the next annual general meeting of the company and shall then be eligible for election.
- iv) That where not otherwise provided by law, the company in general meeting shall have power by ordinary resolution to remove any director (including managing director but without prejudice to any claim for damages) before the expiration of his term of office.

e) **AS REGARDS ACCOUNTS**

That a printed copy of the report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, shall, at least twenty-one days prior to the annual general meeting, be delivered or sent by post to the registered address of every member.

f) **AS REGARDS RIGHTS**

- i) That adequate rights are in appropriate circumstances secured for preference shareholders.
- ii) That the rights attached to any class of shares may not be varied without the reasonable consent of the holders of such shares.

g) **AS REGARDS INVESTMENT TRUST/UNIT TRUSTS**

Where it is desired that the securities of the company be classified under investment trust/unit trust section of the Official List, that all monies realised on the sale or payment of the same and all other monies in the nature of accretion to capital shall be treated for all purposes as capital monies, and not as profits available for dividend.

h) **AS REGARDS NOTICES**

- i) That where power is reserved to give notice by advertisement, such advertisement shall be inserted in at least two leading national daily newspapers.
- ii) That where it is provided that notices shall be given only to those members whose registered addresses are within Nigeria, any member whose registered address is not within Nigeria, may name an address within Nigeria which for the purposes of notice, shall be considered as the registered address.

i) **AS REGARDS CAPITAL STRUCTURE**

That the structure of the share capital of the company be stated and where the capital consists of more than one class of security, it must also be stated how the various classes shall rank for any distribution by way of dividend or otherwise.

j) **AS REGARDS NON-VOTING OR RESTRICTED VOTING SHARES**

1. That where the capital of the company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares.
2. That, where the equity includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".

k) **AS REGARDS PROXIES**

1. That where provision is made in the Articles as to the form of proxy this must be so worded so as not to preclude the use of the two-way form.
2. That a Corporation may execute a form of proxy under the hand of a duly authorised officer.

NOTE: In the event of the Memorandum and Articles of Association not complying with the requirements of the Council and if it is impracticable for the company to alter them before making the application for listing Council may accept an undertaking to amend the Memorandum and Articles at the earliest possible opportunity.

APPENDIX VIII

TRUST DEEDS OR OTHER DOCUMENTS SECURING OR CONSTITUTING LOAN CAPITAL

Unless otherwise prescribed by Council there shall be a trustee or trustees. One of the trustees or the sole trustee shall be a trust corporation, which shall have no interest in or relation to the company which might conflict with the position of trustee. In the event of office of trustee becoming vacant, a new trustee appointed under statutory or other power shall prior to appointment be approved by an extraordinary resolution of the holders of the relevant class of loan capital unless such holders have a general power to remove any trustee and appoint another trustee in his place. Trust deeds or other corresponding document shall contain provisions to the following effect:

A) AS REGARDS REDEMPTION

1. That where the outstanding amount of a security subject to redemption by drawings is not less than N100,000,000 the lots into which the issue is to be divided for the purpose of drawing may, if required, be of not less than N1,000.
2. That where:
 - a) a security is payable on a particular date the year of redemption shall be indicated by inclusion in the title of the security;
 - b) a security may be repaid within a fixed period, the period shall be indicated in the title by inclusion of the first and last years of the period; and
 - c) a security is irredeemable, that security be described as such.

B) AS REGARDS CONVERSION OF RIGHTS

1. That during the existence of conversion rights:
 - a) unless provision is made for appropriate adjustment of the conversion rights, the company shall be precluded (subject to specified exceptions referred to in the terms of issue which shall have been approved by Council) from effecting any reduction of capital involving repayment of capital or reduction of uncalled liability.
 - b) The creation or issue of any new class of equity share capital shall be prohibited or restricted within specified limits referred to in the terms of issue.
 - c) No capitalisation of profits or reserves shall be effected except in shares of the appropriate class and in the case of such an issue the conversion rights shall be appropriately adjusted.
 - d) The granting of conversion rights into or of options to subscribe for equity capital shall be prohibited or restricted within specified limits;
 - e) If the company shall make or give to its shareholders any offer or right in relation to shares or debenture of the company or any other company, unless provision is made for appropriate adjustment of the conversion rights, the company shall at the same time make or give to the holders of the convertible securities the like offer or right on the appropriate basis having regard to their conversion rights;

- f) In the event of voluntary liquidation, except for the purpose of reconstruction or amalgamation on terms previously approved by the trustees, or by an extraordinary resolution of the holders, the holders of the convertible securities shall for a limited period have rights equivalent to conversion;
 - g) The company shall maintain at all times sufficient unissued capital to cover outstanding conversion rights;
 - h) Where provision is made enabling the company at its option to repay or convert the security, if a specified proportion of the security has been converted, such right shall apply to the whole of the security outstanding and shall only be exercisable if notice of intention of such exercise is given within one month after the expiry of those conversion rights which were at the holder's option.
 - i) All necessary allotments of shares consequent upon a conversion shall be effected not later than 14 days after the last date for lodging notice of conversion.
2. That holders be given not less than four nor more than eight weeks' notice in writing prior to the end of each conversion period reminding them of the conversion rights then arising of current and stating the relative basis of conversion (after taking into account any required adjustments).
 3. That the designation of the security shall include the word "convertible" until the expiration of conversion rights whereupon that word shall cease to form part of the designation.

C) AS REGARDS MEETING AND VOTING RIGHTS

1. That not less than twenty-one days' notice shall be given of a meeting for the purpose of passing an extraordinary resolution.
2. That a meeting of holders of the securities shall be called on a requisition in writing signed by holders of at least one-tenth of the nominal amount for the time being outstanding.
3. That the quorum for meeting (other than an adjourned meeting) for the purpose of passing an extraordinary resolution shall be the holders of a clear majority of the outstanding securities.
4. That the necessary majority for passing an extraordinary resolution shall be not less than three-fourths of the persons voting on a show of hands and if a poll is demanded then not less than three-fourths of the votes given on such a poll.
5. That on a poll, each holder of securities shall be entitled to at least one vote in respect of each of those amount held by him which represents the lowest denomination in which such securities can be transferred.
6. That a proxy need not be a holder of securities.

D) AS REGARDS TRANSFER

1. That transfers and other documents relating to or affecting the title to any securities shall be registered and where any fee is charged, such fee shall not exceed N100 per item.

2. That the closing of the registers shall be discretionary.

E) AS REGARDS DEFINITIVE CERTIFICATES

1. That the fee for a new certificate issued to replace one that has been worn out, lost or destroyed shall not exceed N100 and that where a holder has sold part of his holdings he shall be entitled to a certificate for the balance without charge.
2. That on any partial repayment of the amount due on the security a note of such payment shall, unless a new document is issued, be enfaced on the document.

F) AS REGARDS SECURITY

1. In the case of securities which constitute an unsecured liability, that they be entitled "Unsecured".
2. That the designation of securities shall not include the word "Mortgage" unless they are secured to a substantial extent by a specific mortgage.

G) AS REGARDS UNCLAIMED INTEREST

Where the right is reserved to forfeit unclaimed interest that right shall not be exercised until twelve years or more after the due date of payment of interest.

NOTE: Where loan capital is to be secured by a trust deed and such trust deed is yet to be executed by the parties at time of application for listing, a copy of the latest draft thereof shall be lodged for The Exchange's approval and on execution, a copy thereof must be lodged with The Exchange as soon as possible thereafter together with a letter from the Trustees' Solicitors certifying that the trust deed complies in all respects with the draft as finally approved by the Council except as otherwise subsequently agreed with The Exchange, particulars of the agreed variation(s) being set out in the letter.

APPENDIX IX

**FORM OF GENERAL UNDERTAKING
(INTEREST BEARING SECURITIES ISSUED BY GOVERNMENT, ETC)**

The Council of
The Nigerian Stock Exchange

.....acknowledges
that it shall remain on the Official List of The Exchange only at the pleasure of The Exchange and
hereby resolves and undertakes as follows:

1. i) To immediately notify the Director-General of The Nigerian Stock Exchange without delay of the following:
 - a) the decision to pass any interest payment;
 - b) the date of closing the books, or the striking of balance for the payment of interest in the case of a registered or inscribed security;
 - c) all proposed drawings;
 - d) the date on which it is proposed to close the books for purpose of making drawings in the case of a registered security;
 - e) the amount of the security outstanding after any purchase or drawing has been made;
 - f) any extension of time granted to the duration of temporary documents;
 - g) Annual progress report on the status of the project.
- ii) To forward to the Director-General of The Exchange two copies of all circulars, notices, reports, documents or announcements at least 14 days before they are publicly issued or made in respect of the security.
3. To recognise that the Council reserves the right to remove the name of any security from the Official List if:
 - a) it is considered that there is insufficient public interest in the security, viz, insufficient securities in the hands of the public;
 - b) any of the foregoing terms and conditions are not complied with;
 - c) the Council so resolves, at its absolute discretion.

Authorised Signatory:.....

Authorised Signatory:.....

Date:

APPENDIX X

FORM OF GENERAL UNDERTAKINGS

(INTEREST BEARING SECURITIES ISSUED BY COMPANIES)

TO: THE COUNCIL OF THE NIGERIAN STOCK EXCHANGE

.....acknowledges
that it shall remain on the Official List of The Exchange only at the pleasure of The Exchange and
hereby resolves and undertakes as follows:

1. i) To immediately notify the Director-General of The Nigerian Stock Exchange without delay of the following:
 - a) the decision to pass any interest payment;
 - b) the date of closing the books, or the striking of balance for the payment of interest in the case of a registered or inscribed security;
 - c) all proposed drawings;
 - d) the date on which it is proposed to close the books for purpose of making drawings in the case of a registered security;
 - e) the amount of the security outstanding after any purchase or drawing has been made;
 - f) any change in the directors of the company;
 - g) any proposed change in the trustees;
 - h) any proposed alteration of the trust deed;
 - i) any proposed change in the collateral, if any, deposited under the trust deed;
 - j) any proposed change in the general character or nature of the business of the company or of the group;
 - k) any extension of time granted for the duration of the temporary documents;
 - l) such other information as may be necessary to enable holders of the security to appraise the position of the company and to avoid the establishment of a false market in the security.
- ii) To forward to the Director-General of The Nigerian Stock Exchange two copies of the following:
 - a) all circulars, notices, reports, documents or announcements at least 14 days before they are issued to holders of the security or made in respect of the security;
 - b) all resolutions passed by the holders of the security within seven days of the passing of the resolutions;

- c) all resolutions passed by the company other than resolutions passed at an annual general meeting for the purpose of adopting the report and accounts declaring dividends and re-electing directors and auditors;

2. ANNUAL REPORTS AND ACCOUNTS

To include in or circulate with each annual directors report and audited accounts;

- i) A description of the operations carried on the company or, if the company has subsidiaries, the group;
- ii) Where the company has subsidiaries or associated companies a list of those interests where the total investment normally represents more than 5 per cent of the published net assets of the group, or where any subsidiary contributes more than 5 per cent of the published pre-tax trading results of the group; Further information to be provided in respect of each subsidiary or associated company are its name, principal country of operation and the percentage of its equity capital attributable to the group's interest.

- 3.
 - i) To supply the published accounts of the company and where applicable, the consolidated accounts of the group prior to the date of the annual general meeting of the company;
 - ii) To supply additional copies of the published accounts for use of members of The Exchange as may be required;
 - iii) To supply the published accounts of the company to the paying agents for inspection by security holders, and to mail or deliver same to any security holder upon request and supply copies thereof, in quantities sufficient to satisfy requests received from such security holders.

4. GENERAL

- i) To comply with The Exchange's Rules Governing Listing both present and future,
- ii) To pay any listing fees which may become payable to The Exchange as a result of increase in capital;
- iii) To adhere to any corporate disclosure policy requirements that may be issued by the Exchange.

- 5. To recognise that Council reserves the right to remove the name of any security from the Official List if:

- i) it is considered that there is insufficient public interest in the security, viz, insufficient securities in the hands of the public;
- ii) any of the foregoing terms and conditions are not complied with;
- iii) the Council so resolves, at its absolute discretion.

THE COMMON SEAL OF

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(Name of Company)

Was affixed hereto

In the Presence of:-

.....
Director

.....
Secretary

.....
Date

APPENDIX XI

TEMPORARY DOCUMENTS OF TITLE

1. Documents must be serially numbered, printed on good quality paper and must be examined and signed by a responsible official of the company or authorised agent. The name and address of the first holder and names of joint holders (if any) shall be stated and, in the case of fixed income securities, a statement as to the amount of the next payment of interest or dividend shall be included.
2. Where a right of renunciation is given:
 - i) The form of renunciation and the registration of instructions shall be printed on the back of, or attached to, the document.
 - ii) There shall be provision made for splitting of shares in one document without fee and split documents shall be certified by an official of the company or authorised agent. There shall not be more than one clear business day between the last day for splitting and the last day of renunciation.
 - iii) Where an allotment is made for shares issued for cash and in addition shares of the same class are also allotted and credited as fully-paid to vendors or others, the period for renunciation may be the same as, but not longer than that provided for in the case of shares issued for cash.
3. When a security is offered in conversion of another security and is also offered for subscription in cash, the allotment letters must be marked "CONVERSION" and "CASH" respectively.
4. Letters of allotment and rights must be issued simultaneously and in the event of its being impossible to issue letters of regret at the same time a notice to that effect shall be inserted in the Press to appear on the morning after the allotment letters have been posted.
5. In the absence of contrary instructions from the shareholders, all letters of rights to shareholders with addresses outside the city where the company is domiciled shall be despatched by post.

APPENDIX XII

DEFINITIVE DOCUMENTS OF TITLE

1. The overall size of the certificate shall if possible be no longer than 10 inches x 8 inches (25mm x 20mm).
2. The following shall be shown on the face of the certificate:
 - a) The authority under which the company or organisation is constituted;
 - b) The number of shares or amount of stock the certificate represents and if applicable the number of denomination of units (preferably at the top right-hand corner);
 - c) Footnote stating that no transfer of security or any portion thereof represented by the certificate can be registered without production of the certificate;
 - d) If applicable, the minimum amount and multiples thereof in which the security is transferable.
3. Certificates shall be dated and (in the absence of a statutory authority for issue) be issued under seal.
4. Where a certificate relates to secured or unsecured loans, bonds, or notes it must also;
 - a) State the authority under which the security is issued;
 - b) State on the face the dates when interest is payable and on the back all conditions of issue as to redemption and conversion but need state only such of the conditions as to transfer as differ in any material respect from those normally attached to such security.
5. Where a certificate relates to share capital there being more than one class in issue, the certificates of the preferential class must also bear (preferably on the face) a statement of the conditions conferred thereon as to capital and dividends.

APPENDIX XIII

PARTICULARS OF SECURITIES TO BE LISTED

To: The Director-General
The Nigerian Stock Exchange

..... 20.....

..... Limited

SHARE CAPITAL

<hr/>		Issued and inclusive of present issue N
Authorised N		
	In Stock/Shares of In Stock/Shares of In Stock/Shares of In Stock/Shares of	

<hr/>		<hr/>
N		N
=====		=====

1. Amount and description of securities for which application is now made,
.....
2. Distinctive numbers of shares (if any)
.....

The Securities for which listing is sought
a)* are/are not identical in all respects; and
b)* are/are not identical in all respects with an existing class of security.

*(Delete as appropriate. If they are not identical now, but will so become in the future, a statement as to when they will become identical shall be added to (a) or (b) above and definitive certificates issued before that date must be en faced with a note to this effect).

Renounceable Certificates/Letters of Allotment/Acceptance/Rights may not be renounced/may be renounced up to

..... And split up to

Renounceable Certificates have already been issued in respect of

.....

I undertake to lodge with you the required Declaration in due course.

Signed
Director

NOTE: "identical" in this context means:-

- (1) the shares or units are of the same nominal value with be same amount called up or paid up;
- (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net);
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meeting and are pari passu in all other respects.

Signed.

.....Director

.....Secretary

NOTE: "Identical" in this context means:-

- (1) the shares or units are of the same nominal value with the same amount called up or paid up;
- (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net);
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and are pari passu in all other respects.

APPENDIX XV

FORM OF GENERAL UNDERTAKING (UNIT TRUSTS)

To: The Director-General
The Nigerian Stock Exchange

.....acknowledges

thatshall
remain on the Official List of The Exchange only at the pleasure of The Exchange and
hereby resolves and undertakes as follows:

1. Notices

- (i) To immediately notify the Director-General of The Exchange without delay of:
 - (a) any announcement of distribution or any other moves that could affect the price of the trust's units on the market;
 - (b) any change in the management of the trust;
 - (c) any proposed alteration of the instrument or supplemental instruments of the trusts;
 - (d) any proposed change in the basic investment policy of the trust;
 - (e) any other information necessary to enable unitholders to appraise the position of the trust and avoid the establishment of a false market in the units of the trust;
 - (f) the date on and from which purchases and sales of units by the managers will take place ex-distribution;
 - (g) the bid price of units which shall be fixed on conditions corresponding with the regulations laid down by Securities and Exchange Commission for sale price and that the managers will supply the market with bid and offer prices before the closure of business in the last day of the week;
 - (h) any intention to review, vary or terminate the trust.
- (ii) To forward to the Director-General of The Nigerian Stock Exchange two copies of:
 - (a) all circulars, notices, reports or other documents at the same time as they are issued to unitholders;
 - (b) all resolutions passed by the unitholders within seven days of the passing of such resolutions;
 - (c) all advertisements issued or intended to be issued by the management of the trust.
- (iii) To notify the Director-General of The Exchange at least three days in advance giving the dates and times of any meeting at which the

declaration or recommendation or payment of a distribution (dividend) is expected to be considered and decided upon.

- (iv) To clearly set out on an annual basis on the capital value of the trust fund, the amount of the annual management charge, which, in the case of new trusts, is to be taken out of subscribed fund.
- (ii) To maintain a complete file of all advertisements, brochures, leaflets and other documents issued with a view to effecting or stimulating sales or purchases of units.

2. Reports and Accounts

- (i) To submit to unitholders and to The Exchange as soon as possible after the first six months of each financial year a report concerning the trust's activities for the half year and to notify The Exchange of the total number of outstanding registered units in existence at the conclusion of that period.
- (ii) to include in or circulate with each annual report an audited statement of account of the trust, a statement of asset value of the trust and of the investments comprised in the trust. There shall also be included details concerning the total number of units issued and redeemed during the period, and outstanding at the end of the period.
- (iii) To promptly supply copies of the report and accounts for use of members of The Exchange as required.
- (iv) To submit to The Exchange and make available to unitholders the annual accounts of the managers in relation to the trust, not later than six months after the period to which it relates.

3. Certificates

- (i) To issue definitive certificates within twenty-one days of the lodgement of application.
- (ii) To notify the holder of a registered certificate as soon as a transfer out of the holder's name has been certified.

4. General

To recognise that Council reserves the right to remove any security from the Official List if:

- (a) it is considered that there is insufficient public interest in the trust viz, insufficient unit in the hands of the public; or
- (b) any of the foregoing terms and conditions are not complied with; or
- (c) the Council so resolves at its absolute discretion.

Director.....

Secretary

Date

APPENDIX XVI

INFORMATION REQUIRED TO BE PROVIDED IN A BLOCK DIVESTMENT

Before granting approval for the transfer of a controlling block of shares in a listed company, The Exchange will require to be furnished with the following information:

1. The reasons why the Core Investor is divesting;
2. The identity of the proposed new investor(s) and where it is a corporate body, the identity of the promoters, directors and management of the buying company;
3. Details of the experience possessed by the directors and proposed management relevant to the industry;
4. The qualifications of the buyers and the nature of the expertise possessed by them, which they intend to bring into the target company;
5. The value added the buyer is planning on bringing into the business;
6. Buyer's confirmation regarding the;
 - (i) Investment objectives in the company; and
 - (ii) Plan for management continuity and profile of the post-acquisition management.
7. Payment of a 1% block divestment fee of the value of the transaction upon approval of the divestment;
8. The transaction must be consummated on the trading floor of The Exchange by a stockbroking firm licensed by The Exchange and registered by Securities and Exchange Commission (SEC);
9. Any other information that may be required by The Exchange.

A block divestment shall be deemed to have occurred if in the opinion of The Exchange this divestment will lead to a material change in the Board and Management of the company.