

RULEBOOK OF THE NIGERIAN STOCK EXCHANGE

RULES FOR FILING OF ACCOUNTS AND TREATMENT OF DEFAULT FILING¹

1.0 Financial Disclosure

1.1 Filing of Periodic Financial Statements

- 1.1.1 Every Issuer shall file with The Exchange its unaudited or audited quarterly accounts, that is, first quarter, half-year, and nine-month accounts, approved by its board of directors.
- 1.1.2 Every Issuer shall file its unaudited quarterly accounts not later than thirty (30) calendar days after the relevant quarter, and publish it within five (5) business days after the date of filing, in at least two (2) national daily newspapers, and post it on the company's website, with the web address disclosed in the newspaper publication. An electronic copy of the publication shall be filed with The Exchange on the same day as the newspaper publication.
- 1.1.3 An Issuer that chooses, in addition, to audit its quarterly accounts shall file such accounts not later than sixty (60) calendar days after the relevant quarter, and publish it within five (5) business days after the date of filing, in at least two (2) national daily newspapers and post it on the company's website, with the web address disclosed in the

Rule Making History

1. The draft Rules were considered by the Rules and Adjudication Committee of Council (RAC) on 17 February 2015, and approved for exposure to stakeholders for comments.
2. The draft Rules were exposed for stakeholders' comments from 25 February to 12 March 2015;
3. The RAC considered the draft Rules and stakeholders' comments thereon at its Retreat of 21 May 2015, and approved the draft Rules for submission to the National Council of the Exchange (Council);
4. The Council approved the draft Rules at its meeting of 18 June 2015 for submission to the Securities and Exchange Commission (SEC);
5. The Council approved Rules were submitted to the SEC for approval on 24 June 2015.
6. Further to the Council's directives, the submitted Rules were withdrawn from the SEC, for further revisions.
7. The Revised Draft Rules were approved by the Council on 11 December 2015 for exposure to stakeholders for comments.
8. The Revised Draft Rules were exposed for stakeholders' comments from 22 December 2015 to 18 January 2016.
9. The RAC considered the Revised Draft Rules and stakeholders' comments thereon at its meeting of 9 February 2016, and approved the Revised Draft Rules for submission to the Council for approval.
10. The Council approved the Revised Draft Rules at its meeting of 31 March 2016 for submission to the Securities and Exchange Commission (SEC);
11. The Council approved Rules were submitted to the SEC for approval on 15 April 2016;
12. The SEC approved the Rules on 1 August 2016.

newspaper publications. An electronic copy of the publication shall be filed with The Exchange on the same day as the newspaper publication.

- 1.1.4 Audited annual accounts shall be filed with The Exchange not later than ninety (90) calendar days after the relevant year end, and published in at least two (2) national daily newspapers not later than twenty one (21) calendar days before the date of the Annual General Meeting, and posted on the company's website with the web address disclosed in the newspaper publications. An electronic copy of the publication shall be filed with The Exchange on the same day as the publication.
- 1.1.5 Any late submission of accounts shall attract the following fines:
- (a) One Hundred Thousand Naira (~~₦~~100,000) per day for the first ninety (90) calendar days of non-compliance;
 - (b) Two Hundred Thousand Naira (~~₦~~200,000) per day for the next ninety (90) calendar days of non-compliance;
 - (c) Four Hundred Thousand Naira (~~₦~~400,000) per day thereafter until the date of submission.

2.0 Treatment of Deficient Filing: Notification and Cure Periods

2.1 Submission of Application for Extension of Time before Due Date

- 2.1.1 Where an Issuer has a reasonable belief that it will not be able to file its accounts by the relevant due date, the Issuer may before the due date submit an application for an extension of time, supported by compelling reasons and evidence in support of its inability to file its accounts by the due date. The Issuer's application shall be received by The Exchange not later than:
- (a) thirty (30) calendar days before the filing due date for annual accounts; and
 - (b) fourteen (14) calendar days before the filing due date for quarterly accounts.

The Exchange may in its sole discretion decide whether to grant such extension or not, provided that any extension granted shall not exceed ninety (90) calendar days from the relevant due date (the Cure Period).

- 2.1.2 Notwithstanding that an Issuer has applied and obtained the approval of The Exchange for extension of time to file the relevant quarterly or annual accounts before the due date, the Issuer shall be required to issue a press release of not less than half a page, in at least two (2) national daily newspapers and posted on the Issuer's website, with the web address indicated in the press release, disclosing that:
- (a) the relevant accounts will not be filed by the due date and the reason for the delay; and
 - (b) approval has been obtained to file the accounts within a period outside the relevant due date.

An electronic copy of the publication shall be filed with The Exchange on the same day as the publication.

2.1.3 In addition to the foregoing, the Issuer's securities' symbol published on any of The Exchange's systems or media shall be annotated with the words, "Below Listing Standard" (BLS) or any other sign or expression to indicate that the Issuer has failed to submit its accounts timeously, and such annotation shall remain for as long as the Issuer fails to file its accounts.

2.2 Application for Extension of Time After Due Date

2.2.1 Any Issuer that does not apply for extension of time and obtain approval of The Exchange to file its accounts out of time, prior to the deadline for filing its accounts, shall:

(a) receive a "Filing Deficiency Notification" from The Exchange within two (2) business days after the deadline for filing its quarterly or annual accounts has passed. The affected Issuer's name shall be published in The Exchange's X-Compliance report as operating "Below Listing Standards" (BLS) and shall remain published for as long as the Issuer does not file its accounts.

(b) be required to take all of the following steps within three (3) business days of the date of the Filing Deficiency Notification:

(i) Issue a press release, of not less than half a page, in at least two (2) national daily newspapers and posted on the Issuer's website, with the web address indicated in the press release, disclosing the following:

- (1) that the relevant accounts have not been filed by the due date;
- (2) a detailed explanation of the reason(s) for the delay; and
- (3) the anticipated filing date; or its inability to indicate the anticipated filing date, and reasons for the inability to indicate the anticipated filing date.

An electronic copy of the publication shall be filed with The Exchange on the same day as the publication.

(ii) Apply for an extension of time to file the relevant quarterly or annual accounts, which period shall not be more than ninety (90) calendar days from the due date for the relevant accounts (the Cure Period).

2.2.2 Where the Issuer does not comply fully with the provisions of paragraph 2.2.1 above within five (5) business days of the date of the Filing Deficiency Notification, The Exchange will issue a press release stating that:

- (a) a Filing Deficiency Notification has been issued against the Issuer, and providing details of the deficiency;
- (b) investors are to trade with caution on the Company's securities in light of the absence of up to date financial information; and
- (c) The Exchange may take additional steps against the Issuer, including but not limited to suspending trading in its securities should it persist in its failure to file its accounts.

2.3 Issuers Subject to Primary Government Regulators

2.3.1 Upon application for extension of time by an Issuer that is subject to oversight by a specific primary Government regulator, The Exchange may grant an extension for a period not exceeding ninety (90) calendar days from the due date for the relevant accounts (the Cure Period), and the Issuer shall produce to The Exchange evidence of filing the relevant accounts with such primary Government regulator(s) not later than:

- (a) thirty (30) calendar days before the due date of filing its annual accounts;
- (b) fourteen (14) calendar days before the due date of filing its quarterly accounts.

2.3.2 Penalties for late filing shall not run where the Issuer produces evidence that the accounts were filed with the primary regulator within the periods stipulated above.

2.3.3 The Issuer's securities' symbol published on any of The Exchange's systems or media shall be annotated with the words, "Awaiting Regulatory Approval" (ARA) or any other sign or expression to indicate that the accounts have been filed with a primary Government regulator, and such annotation shall remain for as long as the approval is pending.

3.0 Failure to File Within Cure Period

3.1 If an Issuer fails to file the relevant accounts by the expiration of the Cure Period, The Exchange will:

- (a) send to the Issuer a "Second Filing Deficiency Notification" within two (2) business days after the end of the Cure Period;
- (b) suspend trading in the Issuer's securities; and
- (c) notify the Securities and Exchange Commission (SEC) and the Market within twenty- four (24) hours of the suspension.

3.2 Within three (3) business days of receipt of the Second Filing Deficiency Notification and suspension of trading in its securities, the Issuer shall:

- (a) Inform The Exchange in writing of the status of the accounts, and

- (b) Issue a press release, of not less than half a page, in at least two (2) national daily newspapers, with the Issuer's web address indicated in the newspaper publication, and posted on the Issuer's website disclosing the:
 - (i) status of the relevant accounts,
 - (ii) reason for the delay in submission, and
 - (iii) anticipated filing date.

An electronic copy of the publication shall be filed with The Exchange on the same day as the publication.

- 3.3 The suspension of trading in the issuer's securities shall be lifted upon submission of the relevant accounts provided The Exchange is satisfied that the accounts comply with all applicable rules of The Exchange. The Exchange shall thereafter also announce through the medium by which the public and the SEC was initially notified of the suspension, that the suspension has been lifted.

4.0 Monitoring

- 4.1 During the Cure Period and for ninety (90) calendar days thereafter (the Additional Cure Period), The Exchange will monitor the Issuer and the status of its filing, until the accounts are filed. If the Issuer still fails to file its accounts by the expiration of the Additional Cure Period, The Exchange may, in its sole discretion, take further actions it deems appropriate in the circumstances, including but not limited to:
 - (a) giving such directives as are deemed appropriate;
 - (b) cautioning securities' holders that the Issuer's listing of securities is under threat of delisting; and
 - (c) delisting.
- 4.2 If in its sole discretion, The Exchange determines that an Additional Cure Period is not appropriate, the Issuer will be delisted, and The Exchange will notify the SEC of the delisting and the reasons in that regard seven (7) days prior to the delisting.
- 4.3 Notwithstanding the foregoing, however, The Exchange may in its sole discretion decide:
 - (a) not to afford an Issuer any Cure Period or Additional Cure Period, as the case may be, or
 - (b) at any time during the Cure Period or Additional Cure Period, to truncate the Cure Period or Additional Cure Period, as the case may be, and immediately commence delisting procedures if The Exchange believes, in its sole discretion, that continued listing and trading of an Issuer's securities on The Exchange is inadvisable or unwarranted in accordance with the Rules of The Exchange.

Provided that The Exchange shall notify the SEC of the reasons for its decision.

- 4.4 The Exchange may also commence suspension of trading, and delisting procedures without affording a cure period at all or at any time during the Cure Period or Additional Cure Period if The Exchange believes, in The Exchange's sole discretion, that it is advisable to do so on the basis of an analysis of all relevant factors, including but not limited to:
- (a) whether there are allegations of financial fraud or other illegality in relation to the Issuer's financial reporting;
 - (b) the resignation or termination by the Issuer of its external auditor due to a disagreement arising from any non-compliance with relevant financial reporting standards;
 - (c) any unreasonable or unjustifiable delay in appointing a new external auditor after a prior auditor's resignation or termination;
 - (d) the resignation of members of the Issuer's Audit Committee or other directors as a result of non-compliance with financial reporting standards or any laws relevant to the performance of their official obligations;
 - (e) the resignation or termination of the CEO, CFO or other key senior executives as a result of non-compliance with financial reporting standards or any laws relevant to the performance of their official obligations;
 - (f) any evidence that it may be impossible for the company to cure its filing deficiency within the periods provided under these Rules;
 - (g) any past history of late filing of accounts.

5.0 Corporate Actions

- 5.1 No Issuer shall declare interim dividends, or bonuses without first preparing and filing accounts, which shall form the basis of such declaration or action.
- 5.2 No Issuer shall declare final dividends without first preparing and filing audited accounts, which shall form the basis of such declaration or action.
- 5.3 Any Issuer whose Board of Directors declares interim dividends during any financial year, and thereafter records accumulated losses at the end of that financial year shall, if it is discovered that the declaration of dividends was not justified by the availability of profit for distribution, be liable to pay a fine which shall not exceed one hundred percent (100%) of the nominal value of the dividend declared.
- 5.4 Any Issuer that violates this provision shall be liable to pay a fine which shall not exceed one hundred percent (100%) of the nominal value of the dividends or bonuses declared.

6.0 Penalties

6.1 Penalties to Run Notwithstanding Remedial Action Taken

Notwithstanding that an Issuer takes the required steps during the cure periods or later complies with the provisions of these Rules, any Issuer that defaults in filing its accounts within the stipulated periods shall be liable to pay the applicable penalties stated above, except the affected Issuer had applied for and received from The Exchange, an extension of time to file outside the stipulated periods before the deadline for filing its accounts expired.

6.2 An Issuer shall be liable to pay the following penalties for failure to publish accounts in two (2) national daily newspapers as required, or for failure to provide proof of publication, and for each instance of non-compliance with any directives of The Exchange issued pursuant to these Rules:

- (a) a fine of fifty percent (50%) of its annual listing fee; and
- (b) a fine of Twenty-Five Thousand Naira (~~N~~25,000) for every day the Issuer remains in default.

7.0 General

7.1 Applicability of the Rules

The provisions of these Rules shall apply to Issuers whose securities are listed on the Main Board and the Premium Board of The Exchange only.

7.2 Prior Approval for All Publications

All accounts, circulars, and press releases to be published pursuant to these Rules shall require The Exchange's prior approval, and shall cover a minimum space of half a page per newspaper publication.