



OMOLUABI SAVINGS AND LOANS PLC

RC 217889

Offer for Subscription
Of

3,000,000,000

Ordinary Shares of 50 Kobo Each

At

N0.55 per share

Payable in full on Application

APPLICATION LIST OPENS: Wednesday, August XX, 2013

APPLICATION LIST CLOSES: Wednesday, September XX, 2013

ISSUING HOUSE/FINANCIAL ADVISER



MorganCapital Securities Ltd. RC 306609

THIS PROSPECTUS AND THE SECURITIES WHICH IT OFFERS HAVE BEEN APPROVED AND REGISTERED BY THE SECURITIES AND EXCHANGE COMMISSION. THE INVESTMENTS AND SECURITIES ACT 2007 PROVIDES FOR CIVIL AND CRIMINAL LIABILITIES FOR THE ISSUE OF A PROSPECTUS WHICH CONTAINS A MISLEADING OR FALSE INFORMATION. REGISTRATION OF THIS PROSPECTUS AND THE SECURITIES WHICH IT OFFERS DOES NOT RELIEVE THE PARTIES OF ANY LIABILITY ARISING UNDER THE ACT FOR FALSE OR MISLEADING STATEMENTS CONTAINED OR FOR ANY OMISSION OF A MATERIAL FACT IN THE PROSPECTUS.

THE REGISTRATION OF THIS PROSPECTUS DOES NOT IN ANY WAY WHATSOEVER SUGGEST THAT THE SECURITIES AND EXCHANGE COMMISSION ENDORSES OR RECOMMENDS THE SECURITIES OR ACCEPTS RESPONSIBILITY FOR CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORT EXPRESSED THEREIN. EVERY PROSPECTIVE INVESTOR IS EXPECTED TO SCRUTINIZE THE INFORMATION CONTAINED IN THE PROSPECTUS INDEPENDENTLY AND EVALUATE THE SECURITIES WHICH IT OFFERS. THE DIRECTORS OF OMOLUABI SAVINGS AND LOANS PLC INDIVIDUALLY AND COLLECTIVELY ACCEPT RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

APPLICATION HAS BEEN MADE TO THE COUNCIL OF THE NIGERIAN STOCK EXCHANGE FOR THE ADMISSION OF THE SECURITIES ON THE DAILY OFFICIAL LIST OF THE EXCHANGE.

THIS PROSPECTUS IS DATED August XX, 2013

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Contact Information

MorganCapital (“Issuing House”) is the primary contact for potential investors, even though **OMOLUABI** may be contacted directly.

The under listed show the addresses potential investors can use in getting across to the primary contacts:

Names	Telephone/Email Address
Quick Response Dedicated Email omoluabi-IPO@morgancapitalgroup.com	
Ayoleke O. Adu, FCS, CFA MorganCapital Securities Limited 3, Biaduo Street, off Keffi Street South West Ikoyi Lagos. 01-2714715 ceo@morgancapitalgroup.com	Ogunlana Olanrewaju MorganCapital Securities Limited 3 Biaduo Street, Off Keffi Street South West Ikoyi Lagos 08160106231 lanreo@morgancapitalgroup.com
Julcit Hwande MorganCapital Securities Limited 3 Biaduo Street, off Keffi Street South West Ikoyi Lagos. 08069138953 julcith@morgancapitalgroup.com	Vincent Omoamilor MorganCapital Securities Limited 3 Biaduo Street, Off Keffi Street South West Ikoyi Lagos 08032808531 vincento@morgancapitalgroup.com

Names	Telephone/Email Address
Dr. Wale Bolorunduro Honourable Commissioner of Finance, Osun State Chairman, Omoluabi Savings & Loans OMOLUABI SAVINGS AND LOANS PLC Old Governor’s Office, Gbongan road, Osogbo, Osun State 08034974681	Mr. Babatunde Olufemi Alao OMOLUABI SAVINGS AND LOANS PLC Old Governor’s Office, Gbongan road, Osogbo, Osun State 08033739949
Mr. Josiah Oladeji Ogunlumade OMOLUABI SAVINGS AND LOANS PLC Old Governor’s Office, Gbongan road, Osogbo, Osun State 08035316618	Mr. Rufus Ayeni OMOLUABI SAVINGS AND LOANS PLC Old Governor’s Office, Gbongan road, Osogbo, Osun State 08024070275

The Office of **Omoluabi Savings & Loans Plc.** is located at Old Governor’s Office, Gbongan road, Osogbo, Osun State.

Definitions

“OMOLUABI”	OMOLUABI SAVINGS AND LOANS PLC
“BOFIA”	Banks and Other Financial Institutions Act-1991
“Completion Board Meeting Date”	The date on which Offer documents are signed by the Directors and other parties.
“Effective Date”	The date of approval of allotment
“FYE”	Financial Year End
“MorganCapital”	MorganCapital Securities Limited
“Opening Date/ Closing Date”	XXXX
“Offer/IPO”	Initial Public Offer of 3,000,000,000 ordinary shares of N0.50 each of OMOLUABI at ₦0.55 per share.
“Allotment Date”	The date on which the allotment of the shares is approved/cleared by the SEC
“Business Day”	Any day other than Saturday, Sunday or official public holidays (declared by the Federal Government of Nigeria from time to time) on which banks are open for business
“BOFIA”	Banks and Other Financial Institutions Act
“CBN”	Central Bank of Nigeria
“CHN”	Clearing House Number
“CSCS”	Central Securities Clearing System Plc
“Directors”	The members of the Board of Directors of Resort Savings & Loans Plc who at the date of this Document are those persons whose names are set out on page “14” of this Prospectus.
“Daily Official List”	The Daily Official List of the NSE which provides on a daily basis, transactions that take place on the Floor of The Exchange
“EPS”	Earnings Per Share
“FGN”	Federal Government of Nigeria
“FHA”	Federal Housing Authority
“FA”	Financial Adviser
“Gross Earnings”	Total earnings received for the financial reporting period/year
“IH”	Issuing House
“ISA”	Investments and Securities Act No. 29 2007
“Registrar”	African Prudential Registrar Plc
“MBAN”	Mortgage Banking Association of Nigeria
“NHF”	National Housing Fund
“Pari Passu”	Equally
“PAT”	Profit After Tax
“PBT”	Profit Before Tax

Abridged Timetable

DATE	ACTIVITY	RESPONSIBILITY
XXXXXXXX	Application List opens	MorganCapital
XXXXXXX	Application List closes	MorganCapital
XXXXXX	Publish Notice to Receiving Agents for Returns	MorganCapital/Registrars
XXXXXX	Receive Returns from Receiving Agents	MorganCapital/Receiving Agents
XXXXXX	Receive Range Analysis and schedule of subscribers from Registrars	Registrars/MorganCapital
XXXXXX	Prepare and file Allotment Proposal with Draft Newspaper announcement with SEC	MorganCapital
XXXXXX	Receive Allotment approval from SEC	MorganCapital
XXXXXX	File Returns with CBN for capital verification	MorganCapital
XXXXXX	Forward Allotment Proposal to the Board	MorganCapital
XXXXXX	Obtain Board approval of Allotment Proposal	MorganCapital
XXXXXX	Disburse net proceeds to OMOLUABI	MorganCapital/Receiving Bank
XXXXXX	Return rejected/excess application monies	MorganCapital/Receiving Bank
XXXXXX	Publish Allotment announcement	MorganCapital
XXXXXX	Dispatch share certificate/Credit CSCS Account	Registrar/Company Secretary
XXXXXX	File Declaration of Compliance with the NSE	MorganCapital
XXXXXX	Listing of newly issued shares on the Floor of The NSE	MorganCapital/OMOLUABI
XXXXXX	File Post Completion Report with SEC	MorganCapital

Please note that all dates are indicative only and are subject to change without prior notice

The Offer

Copies of this Prospectus and the documents specified herein have been delivered to the SEC for clearance and registration.

This Prospectus is being issued in compliance with the provisions of the Investments and Securities Act No. 292007, the Rules and Regulations of the Commission and the Listing requirements of the NSE and contains particulars in compliance with the requirements of the Commission and the Exchange, for the purpose of giving information to the shareholders with regard to the Initial Public Offer of 3,000,000,000 Ordinary Shares of 50 kobo each in Omoluabi Savings & Loans Plc by Morgan Capital Securities. An application has been made to the Council of The Exchange for the admission to its Daily Official Lists of the entire 3,000,000,000 Ordinary Shares of 50 Kobo each being offered via the Initial Public Offer, and the existing 2,000,000,000 ordinary shares of OMOLUABI.

The Directors of Omoluabi Savings & Loans Plc. individually and collectively accept full responsibility for the accuracy of the information contained in this Prospectus. The Directors have taken reasonable care to ensure that the facts contained herein are true and accurate in all respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no material facts, the omission of which make any statement herein misleading or untrue.



MorganCapital Securities Ltd RC: 306609

On behalf of



OMOLUABI SAVINGS & LOANS PLC RC: 271889

**is authorized to receive applications for the
Initial Public Offer of 3,000,000,000 Ordinary Shares of 50 kobo each at N0.55kobo per share**

The Acceptance List for the shares now being offered will open on XXXX 2013 and close on XXXX, 2013.

Share capital and reserve of the Bank for the Full Year Dec, 31st 2012

(Extracted from the Full Year, 2012 Audited Accounts)

		N
AUTHORIZED SHARE CAPITAL	Ordinary shares of 50 kobo each	2,500,000,000
ISSUED AND FULLY PAID	Ordinary shares of 50 kobo each	1,000,000,000
EQUITY	Ordinary Share Capital	1,000,000,000
	Share Premium	20,784,412
	General Reserve	1,442,735
	Statutory Reserve	15,443,015
TOTAL EQUITY		1,037,670,162

Indebtedness: As at July 30, 2013, the Bank had no outstanding debentures, mortgages, charges or similar indebtedness or material contingent liabilities other than in the ordinary course of business.

Summary of the Offer

The following information should be read in conjunction with the full text of this Prospectus, from which it was derived:

1. **Issuer:** OMOLUABI SAVINGS AND LOANS PLC (“OMOLUABI” or “the Company”).
2. **Issuing House** MorganCapitalSecurities Limited
3. **Share Capital:**
Authorised: ₦ 2,500,000,000.00 comprising 5,000,000,000.00 Ordinary shares of ₦0.50 each.
Issued and fully Paid: ₦ 1,000,000,000.00 comprising 2,000,000,000 Ordinary shares of ₦0.50 each.
4. **The Offer:** 3,000,000,000 Ordinary shares of ₦0.50 each.
5. **Method of Issue:** Initial Public Offer.
6. **Offer Price:** ₦0.55 per share.
7. **Application:**
New Shareholders - Minimum of 10,000 Ordinary Shares and in multiples of 10,000 Ordinary Shares thereafter.
8. **Payment:** In full on application.
9. **Offer Opens:** XXXXXXXX
10. **Offer Closes:** XXXXXXXX
11. **Over subscription:** The existing Shareholders have empowered the board to absorb any level of over-subscription as may be approved by the Board, subject to regulatory approval.
12. **Market Capitalisation at Initial Public Offer Price-Pre offer:** ₦1,100,000,000
13. **Market Capitalisation at Initial Public Offer Price- Post offer:** ₦2,750,000,000
14. **Indebtedness:**
As at the date of this Prospectus OMOLUABI Savings and Loans Plc have no outstanding long-term debentures, mortgages, loans, charges, similar indebtedness or contingent liabilities other than in the ordinary course of business.
15. **Underwriting:** This Offer is not underwritten at the instance of Omoluabi Savings & Loans Plc. However, the State Government of Osun being the current majority shareholder in the company has agreed to buy any level of unsubscribed shares that would enable Omoluabi Savings & Loans Plc to maintain its mortgage banking license with the CBN
16. **Status:** The shares being offered shall rank pari passu in all respect with the existing issued ordinary shares of the Company, and would qualify for dividend payment from the year ending March 31st 2014 and thereafter.
17. **Quotation:** Application for quotation and listing has been made to the Council of The Nigerian Stock Exchange.

Summary of the Offer (Cont'd)

18. Purpose & Utilisation of Proceeds:

The Offer is being undertaken to increase the Shareholders' Funds of OMOLUABI in compliance with the CBN recapitalization directive and to increase the number of shareholders. The proceed will be utilized to finance mortgages, branch network expansion, upgrade its information technology, operational software upgrade and provide working capital. The Offer will, therefore, position the Company to take advantage of emerging opportunities in the local market for speedy growth and profitability.

After deducting the estimated costs and expenses of ₦99,492,500 from the Gross Offer proceeds of ₦1.65 billion, the net proceed of ₦1,550,507,500 will be applied as follows:

	₦Million	%	Estimated Project completion period (months)
Electronic Banking & Banking software	149.401156	9.6	7 months
Branch Software Upgrade	31.452875	2.0	3 months
Branch Expansion*	70.768969	4.6	24 months
Working Capital & Mortgage Finance	1,298.88450	83.8	1 -48 months
TOTAL	1,550.507500	100.0	

*Proposed branches in other senatorial regions of the State of Osun.

19. Financial Summary: (Extracted from the Reporting Accountants' Report)

YEAR ENDED MARCH 31	2012	2011	2010	2009	2008
Gross Earnings (N'000)	29,093	28,298	87,752	36,124	25,605
(Loss) Profit after taxation (N'000)	2,895	18,029	(29,359)	27,018	21,079
Shareholders' funds (N'm)	1,034	1,030	1,016	1,047	247
Loss/Earnings per share (adjusted)(K)	0.3	1.8	-	3	8

Note: The accounts have been prepared on a going concern basis and the validity of this depends on the successful recapitalisation of the company. The accounts do not include any adjustments that would result should the company be unable to continue in operational existence.

20. FORECAST OFFER STATISTICS:

(Extracted from the Reporting Accountants' Memorandum on the Profit Forecast)

YEAR ENDING Dec 31	2013	2014	2015	2016	2017
	₦'000	₦'000	₦'000	₦'000	₦'000
Interest Income	927,644	5,563,955	7,744,117	9,458,798	11,239,198
Interest Expense	(233,399)	(1,400,392)	(1,949,117)	(2,380,685)	(2,828,794)
Profit before taxation	142,857	857,143	1,193,079	1,137,841	1,732,115
Taxation	(42,857)	(257,143)	(357,924)	(437,229)	(519,635)
Profit after taxation	100,000	600,000	835,155	1,020,201	1,212,480
Earnings per Share (Kobo)	2	12	17	20	24

Note: Forecast earnings and dividend per share are based on projected post offer share capital of 5,000,000,000 Ordinary Shares of N0.50 each for 2013, 2014, 2015, 2016 & 2017 made up of existing share capital of 2,000,000,000 and 3,000,000,000 Ordinary Shares of N0.50 at N0.55 each now being offered.

Directors, Secretary and Other Parties

Chairman:	Dr. Wale Bolorunduro
Directors	Chief (Mrs.) Olaitan. A. Olotu Mr. Adetunji A. Adepeju Mr. Alaba A. Kolawole Hon. (Alh.) Akinremi Azeez Akinleye Mr. Samuel Ayanleye Aina Otunba Victor Olusegun Awotunde
Registered Office	Old Governor's Office Gbongan Road, Osogbo Osun State
Company Secretary	A.A & Associates 24, Oremeji Street Off Association Avenue Ilupeju Estate P.O. Box 8744, Ikeja Lagos
Issuing House:	MorganCapital Securities Limited 3 Biaduo Street, off Keffi Street South West Ikoyi, Lagos
Auditors	Byte & Bakers Suites 12A & B Letco Building M1, Ahmadu Bello Way Kaduna.
Reporting Accountants:	Atacoff Services LLP 1st Floor, Akwa-Ibom State Liason Office Plot 540 Constitution Avenue Central Business District Abuja
Designated Adviser (ASeM)/ Stockbroker	MorganCapital Securities Limited 3 Biaduo Street, off Keffi Street South West Ikoyi, Lagos
Solicitors to the offer:	Akanbi & Wigwe 8th Floor, St Peters House 3 Ajele Street, Lagos
Registrars:	Africa Prudential Registrars Plc 220B, Ikorodu Road Palmgrove Lagos, Nigeria.
Receiving Bank:	Keystone Bank Limited Bank PHB Crescent Victoria Island Lagos

The following is the letter received by **MorganCapital** from Dr. Wale Bolorunduro, Chairman of the Board of Directors of **OMOLUABI SAVINGS AND LOANS PLC**.

OMOLUABI SAVINGS AND LOANS PLC

Old Governor's Office
Gbongan Road, Osogbo
Osun State.

Date XXXXX

The Directors
MorganCapital Securities Limited
3 Biaduo Street, off Keffi Street,
S/West Ikoyi
Lagos

Gentlemen,

At the extra-ordinary general meeting of our bank held on 22nd July, 2013 we authorised the director to raise additional capital by the issuance of 3,000,000,000 ordinary shares by way of a public offer, rights issue and /or private placement and to list all the ordinary shares of the company on the Stock Exchange.

On behalf of OMOLUABI SAVINGS AND LOANS PLC ("OMOLUABI"), I am pleased to provide you with the following information in connection with the Initial Public Offer of 3,000,000,000 Ordinary Shares of ₦0.50 each at ₦0.55 per share, which you are making on behalf of our Company. The PROSPECTUS contains a summary of financial and general information relating to the Offer.

1. **History and Business of the Company**

OMOLUABI SAVINGS AND LOANS PLC is a Primary Mortgage Institution conceptualised and put in place by the Government of Osun State, Nigeria. The Bank was incorporated on 9 March, 1993 and commenced operations on 1st April, 1999 in Osogbo, the capital of the State of Osun. The Bank was initially incorporated as Osun Building Society Limited but had her name changed to OMOLUABI SAVINGS AND LOANS to reflect the source from which the state took her name.

Like other Primary Mortgage Institutions, OMOLUABI SAVINGS AND LOANS PLC is regulated by the Central Bank of Nigeria under the Mortgage Institutions Decree No. 53 and is being supervised by the Other Financial Institution Department (OFID) of the Central Bank of Nigeria. The company has one office that is based in Osogbo.

The cardinal objective of establishing the bank is to avail the people of Osun State in particular and Nigeria in general the opportunity to acquire their own homes. Our target clientele include individuals, corporate bodies, educational institutions, government parastatals and agencies, co-operative societies, non-governmental organisations, etc operating within and outside Osun State. We are also totally committed to the provision of high quality banking and financial operations to our numerous customers.

OUR VISION

Our vision is to become indisputably a clear leader in the mortgage banking industry and make mortgage banking a worthwhile experience to our teeming clientele and lift the business to a world class standard.

OUR MISSION

Our mission is to provide dedicated professionally oriented mortgage banking and financial services with a commitment towards ensuring an all time security of customers' deposits.

OUR VALUES

- We put our customers first
- We emphasize efficiency and courteous customer service is our hallmark
- We value ethics and personalised banking services delivery

- We believe in team work
- We also believe in fair trade practices
- We cherish the provision of shelter and comfortable living
- We are committed to innovative financial services
- We respect rules and regulations
- We afford our customers flexible and efficient banking hours at all our service points
- Strict confidentiality of information on all aspects of our relationships with customers is our practice

Corporate Strategy for growth

OMOLUABI's long-term objective is to transform into a major financial services Organisation operating nationwide and commanding a dominant share of the mortgage business. In the immediate, we would seek presence in commercial centres of Lagos and Port Harcourt.

2. The Mortgage Industry in Nigeria and its Outlook

The Nigerian Primary Mortgage Industry falls under the category of "Other Financial Institutions" as defined by the Central Bank of Nigeria and operates under the guidelines contained in the amended Banks and Other Financial Institutions Act of 1991 (BOFIA).

The Central bank of Nigeria (CBN) has the primary oversight function of regulating non-bank financial institutions with responsibility for monitoring Microfinance Banks, PMIs, FMBN and other local development finance institutions.

A Primary Mortgage Institution (PMI) as defined by the Central Bank of Nigeria (CBN) shall be construed to be any company that is licensed to carry out mortgage business in Nigeria.

The Porter's Five Forces Parameters

1. **Threat of New Entrants** is low because the proposed recapitalisation of PMIs from ₦100,000,000 to ₦2,500,000,000 for State license and ₦5,000,000,000 for National license is expected to streamline the industry and result in consolidation in the sector.
2. **Threat of Substitutes** is ranked low in the industry considering the huge amount required to build a house, especially due to partial removal of subsidy on Premium Motor Spirit (PMS) in January 2012, the relatively stagnant income of individuals and decline in the disposable income levels of individuals. All these make seeking mortgage loan to build a house the next available option.
In addition, the effects of global economic crises which translated into banks having lots of un-serviced loans have also discouraged Deposit Money Banks from granting loans to their customers. This implies that there are huge potentials for the Mortgage industry, supported by the reform of government in terms of Vision 20:20:20 and the housing for all policy.
3. **Bargaining Power of Customers** is ranked low as the industry is characterised by few active players with high demand for housing, little product differentiation and brand new awareness, thereby limiting the bargaining power of customers. This implies that the bank should be in position of strength when negotiating interest rates and repayment terms and conditions with customers. However, the PMI has not been taking advantage of its loan Pricing Policies.
4. **Bargaining Power of Suppliers** is ranked high. As a result of the 2009 stress testing exercise carried out by the CBN that led to the removal of some Banks' Chief Executive Officers due to alleged misappropriation of depositors' funds, depositors lost interest in the financial sectors resulting in deposit flight into the informal sector. In addition, the loss of confidence by the depositors in the financial institutions affected their desires to supply funds leaving the industry with relatively few suppliers with strong bargaining power as demand exceeds supply in line with normal economic principle. This implies that the Bank will need to articulate its deposit mobilisation strategies to be able to attract more deposits.
5. **Competitive Rivalry** is ranked low. The awareness of obtaining mortgage loans is low and time consuming, with costly process of title documentation by the authorities. The non-existence of laws instituting mortgage securitisation as well as mortgage friendly laws backing the execution of non-judicial foreclosure mechanisms and the high cost of funds may discourage potential investors. Mortgage companies are continuously seeking ways to attract customers by developing products that offer lower rates of interest and longer repayment periods, all aimed at increasing customer base and ensuring customer loyalty.

3. Products and Services

As a primary mortgage institution, our products are geared towards providing mortgage services. This has been successfully combined with our personalised and highly acclaimed excellent banking services to meet the needs of our customers. OMOLUABI SAVINGS AND LOANS PLC makes available to its customers a range of its products and services not only designed to meet their current and anticipated banking needs but also to add value to their lives and businesses. Two broad categories exist in our personalised services namely, Mortgage and Banking Services.

3.1 OMOLUABI Mortgage Services

3.1.1 Commercial Mortgage Facility

OMOLUABI offers mortgage facilities to individuals, group or corporate bodies to enable them finance the construction, renovation and/or purchase of buildings at prevailing market interest rates. For a tenor of up to 5 years.

3.1.2 National Housing Fund (NHF) Scheme

Under this FMBN managed scheme, OMOLUABI assists prospective home-owners access mortgage loans from the National Housing Fund to a maximum of five million Naira per beneficiary at 6% per annum interest rate and for a maximum tenor of up to 30 years. The customer contributes 10% of the loan sum as his/her personal stake in the transaction.

3.1.3. Funds Management Services/OMOLUABI Treasury Services

This is targeted at fund deposits from individuals and corporate bodies for a fixed period of time on an agreed interest rate. This product exists to encourage the customer turnover their funds, instead of letting it lie fallow over a productive period. OMOLUABI Treasury offers effective treasury management services to enable customers maximise returns on their funds.

3.2 OMOLUABI Banking Products

These consist of a variety of products designed to meet individual needs. These products include salary/wages administration on behalf of employers of labour, and revenue collection and remittance, on behalf of government. Other key products and features include:

1	OMOLUABI REGULAR SAVINGS ACCOUNT (ORSA)	<ul style="list-style-type: none"> • WITHDRAWALS ARE PERMITTED PROVIDED A MINIMUM BALANCE IS MAINTAINED • IT ATTRACTS COMPETITIVE INTEREST RATES
2	EDUCATION SUPPORT SAVINGS ACCOUNT (ESSA)	<ul style="list-style-type: none"> • STRESS FREE PAYMENT OF SCHOOL FEES • IT ENJOYS AN INTEREST RATE OF 1% ABOVE THE REGULAR SAVINGS ACCOUNT • AUTOMATIC TICKET FOR SCHOLARSHIP/BURSARY COMPETITION • IT CAN BE USED AS A COLLATERAL FOR OVERDRAFT FACILITY
3	OMOLUABI ASSET ACQUISITION SUPPORT SAVINGS ACCOUNT (OAASA)	<ul style="list-style-type: none"> • CONVENIENT ACQUISITION OF PERSONAL ASSETS • BORROWER FRIENDLY/CONVENIENT REPAYMENT TERMS • AVAILABLE TO ALL SALARY EARNERS • COMPETITIVE/NEGOTIABLE INTEREST RATE
4	SAVE TO BUILD (STB)	<ul style="list-style-type: none"> • AFFORDS OPPORTUNITY TO ACCESS NHF MORTGAGE LOAN • CAN BE USED AS COLLATERAL FOR FACILITY • FLEXIBLE ENOUGH TO MEET FINANCIAL NEEDS OF ACCOUNT HOLDERS
5	FESTIVAL SAVINGS ACCOUNT (FSA)	<ul style="list-style-type: none"> • ENJOYS INTEREST RATE PREVAILING AT THE MONEY MARKET • PERMITS LODGEMENTS OF INSTRUMENTS OTHER THAN CASH • REDUCES FINANCIAL STRESS ASSOCIATED WITH FESTIVE PERIODS
6	BUSINESS ASSET ACQUISITION SUPPORT SCHEME (BATS)	<ul style="list-style-type: none"> • REDUCES THE FINANCIAL STRESS OF BENEFICIARIES • ENHANCES BUSINESS OF BENEFICIARIES • ASSISTS UPCOMING PERSONS IN THEIR BUSINESSES
7	GUARANTEED LAND ACQUISITION SAVINGS SCHEME	<ul style="list-style-type: none"> • REDUCES FINANCIAL STRESS IN LAND ACQUISITION • ELIMINATES RISK OF FRAUD ASSOCIATED WITH LAND ACQUISITION

4. **Mortgage Service Competition and Market Share**

The Mortgage Sector has about 101 licensed Primary Mortgage Institutions in Nigeria, 15% (15) of which have State coverage while 85% (86) have National coverage. The South West has the highest number of PMIs, which accounts for about 64% of the total number of PMIs in Nigeria. 22% (14) of the PMIs in the South West are Commercial Banks and Financial Institutions related, 5% (3) are owned by State Governments while the remaining are owned by private individuals and other non-bank organisations.

Lagos State has the highest number of PMIs in Nigeria with more than 60 PMIs, followed by Abuja with more than 11.

5. **Directors, Management & Staff**

5.1 **Directors**

Dr Wale Bolorunduro - Chairman of the Board

Dr Wale Bolorunduro is a seasoned banker who had made his impact felt in both the banking and energy sector in Nigeria. He attended Obafemi Awolowo University where he bagged a first class degree in Metallurgical and Materials Engineering, Leeds Business School in United Kingdom where he has a Master of Science degree in Corporate Governance and University of British Columbia in Canada where he bagged his Master of Science degree in Business Management and a Doctorate Degree. Dr. Wale Bolorunduro has a special skill in project finance, energy, economic, business strategies, investment analysis to mention but a few.

He has executed several assignments on behalf of the country on different occasions and has structured and financed many transactions on behalf of several agencies and corporate bodies. He is married with children.

Chief (Mrs.) Olaitan A. Olotu (Member)

Chief (Mrs.) O.A. Olotu attended University of Ife now Obafemi Awolowo University where she bagged her first degree in Estate Surveying and Management and a Masters Degree in Business Administration. She is a fellow of the Nigerian Institute of Estate Surveyors and Valuers (A.N.I.S.V).

Chief (Mrs.) O.A Olotu is also an associate of rating and valuers association of the United Kingdom. She is an experienced Civil Servant who had served in several capacities in the civil service and retired as a permanent secretary. She is currently the Managing Director of Olaitan Olotu & Co. a firm of Estate Valuers and Developers in Ibadan, Oyo State. She is married with children.

Mr. Adetunji A. Adepeju

Mr. A.A. Adepeju attended the Polytechnic Ibadan and he is a fellow of the Institute of Chartered Accountants of Nigeria. Mr. Adetunji Adepeju is also an associate of the Institute of Taxation and Institute of Management. He is a seasoned banker who worked in the defunct Co-operative Bank Limited and was once the Chief Executive of Co-op Building Society. He is currently the Managing Consultant of Projectlink Konsult Limited in Ibadan. He is married with Children.

Mr. Alaba A. Kolawole

Mr. A.A. Kolawole is a graduate of Accountancy from the University of Maiduguri in Borno State. He is also a fellow of Certified National Accountants of Nigeria and a member of the Chartered Institute of Taxation of Nigeria. He joined the Civil Service as an Accountant Grade II in 1987 and rose through the ranks to the position of Accountant General of the State of Osun. He has attended many workshops and seminars in financial management and public finance. He is married with children.

Hon. Akinremi AzeezAkinleye

Honourable Akinleye attended the College of Education, Ikere-Ekiti and had his Bachelor of Arts Degree in Education in view. He also has a certificate of trade proficiency from the Nigerian Army and served the Nigerian Army for six years. He has served in several capacities in politics and he is currently the Executive Secretary of Isokan Local Government Council. He is married with children.

Mr. Samuel A. Aina

Mr. Aina attended University of Ibadan where he bagged a Bachelor of Science Degree in Geography with the Second Upper Division. He also obtained a Masters Degree in Geography from the same institution. Mr. Samuel Ayanleye Aina worked briefly as a lecturer of Rufus Giwa Polytechnic, Owo before joining the Civil Service of the Old Oyo State. He rose through the ranks to the position of Permanent Secretary, Ministry of Finance and Economic Development. Mr. Aina is a seasoned administrator who is married with children.

MR. VICTOR OLUSEGUN AWOTUNDE

Mr. Awotunde obtained a diploma in Cooperative Studies from Federal Cooperative College Eleyele, Ibadan. He worked briefly as co-operative inspector and once a manager of Orangun CPMV Limited and a managing director of Owu-Oluwa Investment Limited. Mr. Awotunde is a seasoned politician and currently the Executive Secretary of Ila Local Government, Ila. He is married with children.

5.2 Key Management Staff

Below is a brief profile of the key management staff of the Company:

MR. BABATUNDE OLUFEMI ALAO

He is a holder of a Bachelor of Science (BSc. Hons, 1984) in Business Administration from the University of Lagos. He has in addition a Masters of Business Administration (MBA) degree from the University of Ilorin. He came on board as a Manager (Marketing) at the commencement of operations in 1999 where he coordinated all marketing activities of the company.

Before joining the service of OMOLUABI SAVINGS AND LOANS PLC, he had already cut his teeth in banking operations at the North-South Bank Limited for over five years, the reason why he was later drafted into the banking department to use his experience to reorganise the place when the need arose. While in North-South Bank, his experience traversed various areas of core banking operations. His performance there earned him promotion to managerial rank. Thereafter, he has worked in a management consultancy outfit.

He assumed the post of General Manager in acting capacity in November, 2001 especially at the wake of restructuring and resuscitation of the bank. Ever since, the task of leading the management team of the bank in repositioning the bank has rested on his shoulder.

MR. JOSIAH OLADEJI OGUNLUMADE

He obtained in 1978 a Bachelor of Science (BSc. Hons.) degree in Botany from the University of Ibadan. He also holds a University of Lagos Bachelor of Science (Bsc. Hons 1986) degree in Accounting. He has already completed the course work for the award of Masters of Business Administration (MBA) at the Obafemi Awolowo University, Ile-Ife. He qualified in 1998 as an Associate of the Institute of Chartered Accountants of Nigeria (ICAN). He joined the bank as Manager (Management Information System) in 1999. Since he came on board, he has worked in the mortgage/credit and finance planning and controlling, mortgage administration, strategic fund management and investment, general administration and budgeting.

At the wake of resuscitation, he assumed the post of Acting Assistant General Manager, a position where the responsibilities of coordinating the activities of the various departments became vested in him. He has attended several trainings/seminars and workshops in finance, basic mortgage operations, loan portfolio management and workout. He is married with children.

MRS. ESTHER OMOLARA IDOWU

She is a holder of B.Ed (BUSMgt) 1993 and PGD in Public Administration also in 1993 from the University of Port Harcourt. She also has a Masters Degree in Public Administration and Business Administration from OAU, Ife.

She was employed as a Senior Banking Officer in 1999. She is a pioneer staff and has risen to the managerial cadre. She has worked in some departments and units including core banking operations, general duties and administrations. She is currently the Secretary to the Management Committee. She assumed the post of Head of Banking Operations in March 2007. She is married with children.

MR. ADELANI FASAKIN

He holds a Higher National Diploma (HND 1996) in Banking. He has five years banking experience at the defunct North-South Bank before joining OMOLUABI as an officer in 1999. He has worked in the banking operations and administration departments. As head of banking operations he has completely proved his ability especially in core banking operation. He is presently in charge of the Internal Audit Unit where he has been making meaningful impact in terms of Internal Controls and operations. He is married with children.

5.3 Staff

The Company has about 20 members of staff consisting of permanent and temporary staff serving in various capacities.

6. Premises

DETAILS OF FREEHOLD PROPERTIES HELD BY THE COMPANY

S/N	NAME OF PROPERTY	LOCATION OF PROPERTY	OF	CURRENT VALUE (N)	TITLE/REMARK
1	Virgin expanse of land measuring approximately 10.768 Acres	Dagunja Village, off Sagamu-Papalanto expressway near Ofada, Ogun State		10,000,000	Certificate of Occupancy under processing
2	Parcel of land measuring approximately 3410.34 Sq Mtrs	Akede Iyaloja Estate, Off Ibokun Road, Oke-Baale, Osogbo		4,000,000	Certificate of Occupancy under processing

DETAILS OF LEASEHOLD PROPERTIES HELD BY THE COMPANY

S/N	NAME OF PROPERTY	LOCATION OF PROPERTY	CURRENT VALUE	TITLE/REMARK
1	Shopping Complex of 26 Lock-Up Shops on Two Floors	Olusegun Obasanjo Way, Okefia, Iwo Road, Osogbo	26,000,000	Certificate of Occupancy registered on 15 th August 1995
2	Parcel of Land measuring approximately 12940.926 Sq. Mtrs	Block D, Plots 5-14 and 19-28 at Afribank Estate Scheme, Magboro Village, Obafemi/Owode Local Govt, Ogun State	40,000,000	Deed of Sublease from Afribank Estate who has global Certificate of Occupancy for the land in the Estate
3	Parcel of Land measuring approximately 2067.54 Sq Mtr	41 Association Crescent Abimbola Awoluyi Residential Estate, Oko-Oba Agege, Lagos	65,000,000	Registered Deed of Assignment dated 5 th July, 2011
4	Corporate Head Office	Old Governor's office, Gbongan Road, Osogbo	100,000,000	Certificate of Occupancy
5	Office/Shopping Complex	Old Governor's Office, Gbongan Road, Osogbo	30,000,000	Certificate of Occupancy

7. Purpose of the Offer

The Offer is being undertaken to increase the Shareholders' Funds of OMOLUABI in compliance with the CBN recapitalization. The proceed will be utilized to finance estates construction, branch network expansion, upgrade its information technology, operational software upgrade and provide working capital. The Offer will, therefore, position the Company to take advantage of emerging opportunities in the local market for speedy growth and profitability. After deducting the estimated costs and expenses of ₦99,492,500 from the Gross Offer proceeds of ₦1.65 billion, the net proceed of ₦1,550,507,500 will be applied as follows:

	₦Million	%	Estimated Project completion period (months)
Electronic Banking & Banking software	149.401156	9.6	7 months
Branch Software Upgrade	31.452875	2.0	3 months
Branch Expansion*	70.768969	4.6	24 months
Working Capital & Mortgage Finance	1,298,88450	83.8	1 -48 months
TOTAL	1,550.507500	100.0	

*Proposed branches in other senatorial regions of the State of Osun.

8. Working Capital, Profit and future prospects

The Directors of the Company are of the opinion that, in the absence of unforeseen circumstances, and based on the foregoing assumptions, the profit after taxation and appropriations for the five years ending 31 December 2013, 2014, 2015, 2016 and 2017 shall be ₦100 million, ₦600 million, ₦835 million, ₦1.02 billion and ₦1.21 billion respectively.

Income Statement as at 31 December...	2013	2014	2015	2016	2017
	N'000	N'000	N'000	N'000	N'000
Interest Income	927,644	5,563,955	7,744,117	9,458,798	11,239,198
Interest Expenses	(233,399)	(1,400,392)	(1,949,117)	(2,380,685)	(2,828,794)
Net Interest Income	694,245	4,163,563	5,795,000	7,078,113	8,410,404
Other operating income	77,944	467,667	650,916	795,040	944,688
Net Income	772,190	4,631,230	6,445,916	7,873,153	9,355,092
Operating Expenses	(433,965)	(2,601,882)	(3,621,319)	(4,422,959)	(5,255,121)
Provision for Doubtful Loans	(125,299)	(751,791)	(1,046,371)	(1,278,055)	(1,518,620)
Depreciation	(70,069)	(420,414)	(585,147)	(714,709)	(849,236)
Profit on Ordinary Activities	142,857	857,143	1,193,079	1,457,430	1,732,115
Loss on asset Disposal	-	-	-	-	-
Exceptional Items	-	-	-	-	-
Profit/(loss) before Taxation	142,857	857,143	1,193,079	1,457,430	1,732,115
Taxation	(42,857)	(257,143)	(357,924)	(437,229)	(519,635)
Profit/(loss) after Taxation	100,000	600,000	835,155	1,020,201	1,212,480
Earnings per Share (kobo)	2	12	17	20	24

Note: Forecast earnings and dividend per share are based on projected post offer share capital of 5,000,000,000 Ordinary Shares of N0.50 each for 2013, 2014, 2015, 2016 & 2017 made up of existing share capital of 2,000,000,000 and 3,000,000,000 Ordinary Shares of N0.50 at N0.55 each now being offered.

9. Business Prospects and Going Concern Status

The mortgage industry is expected to experience a major boost in activity as a result of the ongoing reforms of the Federal Government in mortgage delivery services and monetisation of major personnel costs. The Company is expected to witness a turnaround in its activities in the light of the prevailing positive environment of its catchment area of the Osun State. The Osun State administration is committed and desirous of partnering with the private sector in the provision of affordable housing for its growing population. OMOLUABI has strategically positioned itself to maximise this opportunity and has diversified its product mix to meet its customer needs.

With the above favourable environment, and in the absence of unforeseen circumstances, the Board of Directors are confident that OMOLUABI's going concern status is assured.

10. Risk and Mitigating Factors

Business Risk

Repayment Default: The risk of borrowers being unable to repay their obligations to the Company, which could erode its capital. **OMOLUABI** currently runs an efficient credit risk management system and complies with its supervisory regulatory bodies. The risk of default is minimised since the company operates on the basis of recourse to asset financed under mortgage finance. The Company is also improving its business and improving on its existing products in order to achieve a balanced portfolio.

Sectoral Risk

The potential reoccurrence of banking crisis may result in systemic risk considering the level of inter-bank activity within the industry. The Company presently undertakes a disciplined approach to Offer and dealings with other banks. The Banking and mortgage sector reforms, and the recent increase in regulatory activities by the Central Bank of Nigeria is expected to improve service excellence and surveillance in the Banking industry.

Political risk

Adverse changes in banking legislation, CBN policies, or the general instability and uncertainty that characterise the Nigerian political climate could impact the Bank's business.

The political risks profile has been adversely affected by the Boko Haram situation. However, the resolve of the Federal Government to address the Boko Haram issue will restore confidence and promote business.

Currency Risks

The risks created by the frequent changes in the exchange rate of the Naira to other currencies have been relatively reduced over the years. In addition, the management of OMOLUABI has devised policy guidelines to properly match the Company's risk profile with the quality of risk management systems. These policy guidelines also capture changing circumstances in domestic and international currency markets.

Compliance with the Code of Corporate Governance

OMOLUABI is continuously striving towards complying with the code of corporate governance as it relates to its operations. The posts of Managing Director and Chairman are separated to avoid the concentration of too much power in a single individual.

The Board as a whole is comprised of a number of sub-committees among which is an Audit Committee. The Board will also be strengthened post Initial Public Offer by experienced non-executive members who shall serve in various capacities at the sub-committees and be involved in setting the emoluments of the Management and other Directors of the Company. The Company is committed to full disclosure and transparency in providing information to all stakeholders because of its belief that this is the most important driving force in any good governance process.

11. Future Plans and Prospects

The Initial Public Offer is aimed at the broadening of **OMOLUABI's** investor profile. This in effect will position **OMOLUABI** in achieving dominance within the Mortgage Industry. The on-going reforms of the banking and mortgage sector will provide the platform for increased desire for home ownership in the State.

Access to relatively cheaper and more stable funds will enable OMOLUABI develop proper mortgage operations which are presently lacking in the industry. This will contribute significantly to the growth of its real estate investment portfolio and available land for development.

OMOLUABI is seeking to consolidate its position as a prime player in the mortgage banking industry. OMOLUABI is poised to take advantage of the emerging opportunities in the State in view of the massive urban renewal scheme of the State Government; as well as responding to the existing business demands, reposition for new challenges through the use of increased equity base as well as modern technology to deliver first class services nationwide.

OMOLUABI shall deploy a robust business model using information technology and highly skilled and motivated personnel to drive its operations. Our vision and approach to mortgage banking is unique because of our location. We will work professionally with other players in the best interest of our clients, using best business practices.

In the medium term, the Company will seek access to new, cost effective sources of capital from such agencies as African Development Bank, Islamic Development Bank, the International Finance Corporation, the Dutch Development Finance Company, FMO, and the bond market to assist in realising its objective of financing affordable housing to the Nigerian public. **OMOLUABI** will focus attention in developing appropriate products to meet the demands of its customers.

Conclusion

OMOLUABI is well positioned to take advantage of these emerging opportunities in the Nigerian housing finance sector. We foresee a brighter future for our existing shareholders and our prospective shareholders. The on-going recapitalisation drive will assist our company to establish a stronger brand. I therefore encourage prospective investors to take advantage of this Initial Public Offer and buy into the promising future of the Company.

Dr. Wale Bolorunduro
Chairman, Board of Directors

1. Letter from the Reporting Accountants on the Profit Forecast

14 August 2013

The Directors
OMOLUABI Savings and Loans Plc
Old Governor's Office, Gbongan Road
Osogbo - Osun State

And

The Directors
MorganCapital Securities Limited
3 Biaduo Street, off Keffi Street
South West Ikoyi
Lagos

Dear Sirs,

Report on the Profit Forecasts

We have examined the accompanying profit forecasts of OMOLUABI Savings and Loans Plc ("the Company") for five years in accordance with the International Standard on Assurance Engagements (ISAE 3400) applicable to the examination of prospective financial information. The Directors of the Company are solely responsible for the forecasts, including the assumptions set out on Page 3 on which it is based.

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that these assumptions do not provide a reasonable basis for the forecast. Furthermore, in our opinion, the forecast is properly compiled on the basis of the assumptions made by the Directors and is prepared on a basis consistent with the accounting policies normally adopted by the Company. Actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation may be material.

Finally, we emphasise that the forecast information is not intended to, and does not, provide all the information and disclosures necessary to give a fair presentation of the results of the operations of the Company in accordance with Statements of Accounting Standards applicable in Nigeria and the Companies and Allied Matters Act of Nigeria.

We have no responsibility to update this report for events and circumstances after the date of this report.

Yours faithfully,

Atacoff Services LLP
Chartered Accountants

2. Confirmation of Going Concern Status

14th August, 2013

The Directors
MorganCapital Securities Limited
3 Biaduo Street, off Keffi Street
Southwest Ikoyi
Lagos

Gentlemen,

Confirmation of the Going Concern Status

We have received representations from the Directors of **OMOLUABI SAVINGS AND LOANS PLC** and have reviewed the previous results of the company, the existing operational position, the future projections of the company and the auditors' report on the financial statements for the years covered by this report. We have noted that the auditors have made reference to the need for the recapitalisation of the company as a condition of the validity of going concern basis. The forecast assumes that the issue of the shares shall be fully subscribed.

Based on this review, we are not aware of any circumstances that would give us reasons to doubt that the company would not be able to continue to operate at the current level within the foreseeable future.

Yours faithfully,

Atacoff Services LLP
Chartered Accountants

3. Bases and Assumptions

The profit forecasts for the years ending 31 December 2013 to 2017 have been prepared on a basis consistent with the accounting policies adopted by the Company.

General Assumptions

Changes in Accounting Policies

There will be no material changes in the accounting policies currently adopted by the Company.

Political and Economic Climate

- a) The political landscape will be relatively stable; and
- b) There will be no change in Government regulation capable of adversely affecting the operations of the Company.

Going Concern

The Company will enjoy the goodwill and confidence of present and future clients, and strategic partners.

Interest Income

- a) The Company will participate in the development programme of the State Government of Osun especially on the Urban Renewal quest. The Company's participation will be in the provision of mortgage loans to beneficiaries of the shopping malls that will dot all the city centres of the (7) seven pilot cities for the programme. The loans will be guaranteed by the State Government and presently, the government has commenced the implementation of the Urban Renewal Programme.
- b) The State is also embarking on the development of an international market called Aiyegbaju Market through a private-public participation and it has been sited close to the head office of OMOLUABI Savings and Loans Plc. The Company is collaborating with the developer by providing mortgage loans for buyers of the shops in the market. In addition, the State proposed to develop an existing Owena market, a well known market at the border of the State and Ondo State, with capacity to become an international market. Omoluabi Savings and Loans Plc intends to participate in this development. The management believes that her involvement in the development quest will increase or boost the revenue earning capacity of the institution. These activities will generate enduring (minimum of 7 years) interest income for the Company;
- c) The Company intends to form an alliance with the State Civil Service Commission on the provision of medium to long term mortgage loans to the civil servants that constitute about 60% of the working population in the State of Osun. This will involve developing housing loan scheme for the civil servants that will be backed and guaranteed by the civil service commission as a platform for the acquisition of affordable housing. The Company believes that this will encourage the growth of deposit as beneficiaries will be required to maintain accounts with the Company; and
- d) Interest income and interest expense will increase at a CAGR of 87% between 2013 and 2017 over the period. Although this forecast seems ambitious considering about a thousand percent growth from the historical performance, the management is convinced that it is achievable following the laudable revenue generating strategies it has in place as discussed above.

The analysis of revenues will be as follows:

	2012	2013	2014	2015	2016	2017	CAGR
Interest Income (N'000)	-	927,644	5,563,955	7,744,117	9,458,798	11,239,198	87%
Interest Expense (N'000)	-	233,399	1,400,392	1,949,117	2,380,685	2,828,794	87%
Net Interest Margin (N'000)	-	694,245	4,163,563	5,795,000	7,078,113	8,410,404	

Net Interest Margin and Other Operating Income

Gross margin and EBITDA margin will grow at an average of 87% over the forecast period. The aggressive acquisition of mortgage customers through offering of mortgage loan packages to the participants in the three strategic mortgage asset drive areas of urban renewal, international markets and the civil servants accord will resultantly drive the growth of deposit liability.

Market Share

- The Company is currently the only mortgage institution in the State of Osun, but her impact has not been felt by the citizens majorly due to her strategies in the past. The Company has since revamped and re-energised her strategy to capture all and sundry through offering of loan and deposit products that will be attractive to various classes of the working population in the State; and
- The Company will operate to improve on her market penetration rate.

4. Forecast Profit & Loss for five years ending March 31, 2017

The Directors of the Company are of the opinion that, in the absence of unforeseen circumstances, and based on the foregoing assumptions, the profit after taxation and appropriations for the five years ending 31 December 2013, 2014, 2015, 2016 and 2017 shall be ₦100 million, ₦600 million, ₦835 million, ₦1.02 billion and ₦1.21 billion respectively.

Income Statement as at 31 December...	2013	2014	2015	2016	2017
	N'000	N'000	N'000	N'000	N'000
Interest Income	927,644	5,563,955	7,744,117	9,458,798	11,239,198
Interest Expenses	(233,399)	(1,400,392)	(1,949,117)	(2,380,685)	(2,828,794)
Net Interest Income	694,245	4,163,563	5,795,000	7,078,113	8,410,404
Other operating income	77,944	467,667	650,916	795,040	944,688
Net Income	772,190	4,631,230	6,445,916	7,873,153	9,355,092
Operating Expenses	(433,965)	(2,601,882)	(3,621,319)	(4,422,959)	(5,255,121)
Provision for Doubtful Loans	(125,299)	(751,791)	(1,046,371)	(1,278,055)	(1,518,620)
Depreciation	(70,069)	(420,414)	(585,147)	(714,709)	(849,236)
Profit on Ordinary Activities	142,857	857,143	1,193,079	1,457,430	1,732,115
Loss on asset Disposal	-	-	-	-	-
Exceptional Items	-	-	-	-	-
Profit/(loss) before Taxation	142,857	857,143	1,193,079	1,457,430	1,732,115
Taxation	(42,857)	(257,143)	(357,924)	(437,229)	(519,635)
Profit/(loss) after Taxation	100,000	600,000	835,155	1,020,201	1,212,480

5. Letter from Issuing House

Date XXXXX

The Directors
OMOLUABI SAVINGS AND LOANS PLC
Old Governor's Office
Gbonga Road, Osogbo
Osun State

Dear Sirs,

Re: OMOLUABI SAVINGS AND LOANS PLC
Initial Public Offer of 3 billion ordinary shares of ₦0.50 each at ₦0.55 Per Share

We write further to the Prospectus issued in respect of the Offer of 3,000,000,000 ordinary shares of ₦0.50 each at ₦0.55 per share by OMOLUABI SAVINGS AND LOANS PLC, the draft of which we have the privilege of reviewing. The document contains forecasts of the profits of the Company for the years ending March 31, 2013, 2014, 2015, 2016 and 2017.

We have discussed the bases and assumptions upon which the forecasts were made with you and with Atacoff Services LLP (Chartered Accountants), the Reporting Accountants. We have also considered the letter dated XXXXX from the Reporting Accountants regarding the accounting bases and calculations upon which the forecasts were compiled.

Having considered the assumptions made by you as well as the accounting bases and calculations reviewed by Atacoff Services LLP (Chartered Accountants), we consider that the forecasts (for which you as Directors are solely responsible) have been made by you after due and careful enquiry.

Yours faithfully,

For: MorganCapital Securities Limited

AYOLEKE O. ADU, FCS, CFA,
MD/CEO

1. Reporting Accountants' Report

14 August 2013

The Directors

OMOLUABI Savings and Loans Plc

Old Governor's Office, Gbongan Road

Osogbo - Osun State

And

The Directors

Morgan Capital Securities Limited

3 Biaduo Street, off Keffi Street

South West Ikoyi

Lagos

Dear Sirs

We have reviewed the five year historical financial statement of OMOLUABI Savings and Loans Plc ("the Company") as set out in our report.

The financial information is based on the audited financial statements of the Company for the five-year period ended 31 December 2012 and has been prepared in accordance with the accounting policies set out on Page 29.

The financial statements, which have been prepared under the historical cost convention, were reported upon by Messrs Babatunde Adeyemo & Chartered Accountants for the four years ended 31 March 2011 and Byte & Bakers Associates for the year ended 31 December 2012. The audit reports for this five year period ended 31 December 2012 were unqualified.

The financial statements on which the financial information is based are the responsibility of the Directors of the Company who approved their issue. Our responsibility is to issue a report on the financial information based on our review. The Directors of the Company are also responsible for the contents of Public Offer prospectus in which this report is included.

Our review was conducted in accordance with the International Standard on Review Engagements (ISRE) 2400. This Standard requires that we plan and perform our review to obtain moderate assurance as to whether the financial statements are free from material misstatement. A review is limited primarily to inquiries of the Company's management; analytical procedures applied to financial data and a review of evidence obtained by the Company's auditors on those financial statements; and therefore provide less assurance than an audit. We have not performed an audit, and accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying financial information does not give a true and fair view of the state of affairs of the Company as at the balance sheet date stated, in accordance with the Statements of Accounting Standards applicable in Nigeria and the Companies and Allied Matters Act of Nigeria.

Yours faithfully,

Atacoff Services LLP

Chartered Accountants

2. Statement of Accounting Policies

The following are the significant accounting policies adopted by the Company in the preparation of its statement of affairs:

(a) Basis of preparation

The financial statements are prepared under the historical cost convention.

(b) Fixed assets

Fixed assets are stated at cost less accumulated depreciation.

(c) Depreciation

Depreciation is calculated to write off the cost of fixed assets on a straight line basis over the expected useful lives of the assets concerned. The annual rates used are as follows:

Land and Building	2%
Leasehold Improvement	5%
Furniture Fittings and Equipment	10%
Computer Equipment	20%
Motor Vehicles	20%

(d) Income Recognition

Credits to the income statement are recognised as follows:

- Interest is recognised on accrual basis; interest overdue for more than 90 days is suspended and recognised on cash basis only.
- Non-credit related fee income is recognised at the time the service of transaction is effected

(e) Provisions

These are recognised when the company has a present obligation, whether legal or constructive, as a result of past event for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation in accordance with Statement of Accounting Standard (SAS – 23)

(f) Loan Loss Classification

Risk assets are classified as performing where the repayment of both principal and interest are in accordance with the agreed repayment terms and in line with the provisions of the Central Bank of Nigeria's prudential guidelines. In situations where the agreed terms are not satisfied, the loans are classified as non-performing into the categories of Sub-standard, Doubtful and Lost depending on the number of outstanding days.

Foreign currencies

Transactions in foreign currencies are recorded in Nigeria at the rate of exchange ruling at the date of the transactions.

Assets and liabilities existing in foreign currencies are converted to naira at the rate of exchange ruling at the balance sheet date. All differences arising there from are taken to the profit and loss account.

Deferred taxation

Deferred taxation on the timing difference between treatment of certain items for accounting purposes and their treatment for taxation is provided using the liability method in line with SAS 19.

Terminal benefits

Employees' terminal benefits are provided by payments to a contributory provident fund and through a gratuity scheme, which is based on qualifying years of service and applicable emolument.

3. Profit And Loss Account

Historical Income Statements		31-Mar-08	31-Mar-09	31-Mar-10	31-Mar-11	31-Mar-12	31-Dec-12
	Notes	Audited	Audited	Audited	Audited	Audited	Audited
		N'000	N'000	N'000	N'000	N'000	N'000
Interest Income	18	38,523	62,030	127,376	71,302	81,093	58,147
Interest Expenses	19	(1,428)	(325)	(309)	(496)	(930)	(12)
Net Interest Income		37,095	61,705	127,067	70,806	80,163	58,135
Other Operating Income	20	4,090	12,334	11,343	10,389	14,757	14,656
Net Income		41,185	74,039	138,410	81,195	94,920	72,791
Preliminary Expenses		(1,189)	-	-	-	-	-
Operating Expenses		(11,927)	(34,556)	(46,081)	(48,763)	(59,590)	(53,737)
Provision for Doubtful Loans		-	-	-	-	-	-
Depreciation		(2,464)	(3,359)	(4,577)	(4,094)	(6,236)	(4,742)
Profit on Ordinary Activities		25,605	36,124	87,752	28,338	29,094	14,312
Loss on asset Disposal		(1,236)	-	(110,718)	-	-	-
Exceptional Items	21	-	-	-	(5,116)	(13,241)	(1,576)
Profit/(Loss) before Taxation		24,369	36,124	(22,966)	23,222	15,853	12,736
Provision for loan losses		(241)	(841)	(1,088)	(2,105)	(7,331)	(7,539)
Recoveries		47	54	(41)	-	-	-
Profit/(Loss) B/F Taxation		24,175	35,337	(24,095)	21,117	8,522	5,197
Taxation		(3,098)	(8,320)	(5,265)	(3,047)	(5,627)	(1,663)
Profit/(Loss) After Taxation		21,077	27,017	(29,360)	18,070	2,895	3,534

FINANCIAL INFORMATION (CONT'D)
4. Balance Sheet

<i>Historical Financial Position as at</i>		31-Mar-08	31-Mar-09	31-Mar-10	31-Mar-11	31-Mar-12	31-Dec-12
ASSETS	Notes	Audited	Audited	Audited	Audited	Audited	Audited
		N'000	N'000	N'000	N'000	N'000	N'000
Cash and Bank Balances	1	36,872	77,330	44,667	63,396	192,102	477,770
Short Term Funds	2	399,783	835,551	826,294	773,973	777,645	788,296
Investments	3	191,340	176,224	65,511	58,884	111,084	128,557
Loans and Advances	4	23,941	83,058	106,627	148,393	154,182	215,918
Other Assets	6	5,942	20,373	15,146	60,150	43,446	58,290
Real Estate Investment	7	71,268	92,508	151,729	186,042	188,346	212,165
Fixed Assets	8	<u>53,104</u>	<u>50,887</u>	<u>49,775</u>	<u>47,523</u>	<u>52,101</u>	<u>50,104</u>
		782,250	1,335,931	1,259,749	1,338,361	1,518,906	1,931,100
LIABILITIES							
Deposits, Savings and Other Accounts	9	30,500	170,619	125,518	147,214	303,079	709,949
Other Liabilities	10	3,050	8,780	5,708	3,490	62,589	66,574
Deposits for Shares	11	498,614	91,108	91,108	91,228	91,228	91,228
National Housing Fund	12	718	664	8,175	22,536	21,805	21,049
Taxation	13	<u>2,082</u>	<u>19,673</u>	<u>13,476</u>	<u>43,542</u>	<u>6,069</u>	<u>4,629</u>
		<u>534,964</u>	<u>290,844</u>	<u>243,985</u>	<u>308,010</u>	<u>484,770</u>	<u>893,430</u>
		<u>247,286</u>	<u>1,045,087</u>	<u>1,015,764</u>	<u>1,030,351</u>	<u>1,034,136</u>	<u>1,037,670</u>
NET ASSETS							
CAPITAL AND RESERVES							
Share Capital	14	250,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Share Premium	15	-	20,784	20,784	20,784	20,784	20,784
Statutory Reserve	16	-	4,862	-	2,605	14,383	15,443
General Reserve	17	<u>(2,714)</u>	<u>19,441</u>	<u>(5,020)</u>	<u>6,962</u>	<u>(1,031)</u>	<u>1,443</u>
		<u>247,286</u>	<u>1,045,087</u>	<u>1,015,764</u>	<u>1,030,351</u>	<u>1,034,136</u>	<u>1,037,670</u>

FINANCIAL INFORMATION (CONT'D)

21. Notes to the Financial Statements

<i>Notes to the Accounts</i>	31-Mar-08	31-Mar-09	31-Mar-10	31-Mar-11	31-Mar-12	31-Dec-12
	Audited	Audited	Audited	Audited	Audited	Audited
	=N=	=N=	=N=	=N=	=N=	=N=
1 Cash and Bank Balances						
<i>Cash in Hand</i>						
<i>Petty Cash</i>	7,150	30	6,650	3,000	6,000	28,430
<i>Treasury</i>	4,487,266	1,807,827	1,461,211	6,364,584	1,702,892	23,457,712
	4,494,416	1,807,857	1,467,861	6,367,584	1,708,892	23,486,142
<i>Bank Balances</i>						
<i>Access</i>	31,403,051	40,587,307	26,717,789	31,228,390	149,509,078	57,763,395
<i>Mainstreet</i>	-	20,536,438	8,091,964	10,743,145	21,630,072	26,546,764
<i>FCMB</i>	-	-	2,254,035	5,408,331	5,565,632	35,383,558
<i>FMBN Retention Deposit</i>						250,000
<i>Wema</i>	-	-	-	3,580	-	1,371,693
<i>Ecobank</i>	678,995	11,014,058	3,049,018	1,782,729	6,277,813	12,566,040
<i>Skye</i>	-	-	-	1,954,463	770,603	18,088,298
<i>Sterling</i>	-	-	-	5,306,322	6,392,020	136,243,285
<i>Enterprise</i>	5,302	3,094,457	2,795,865	311,260	207,539	166,030,434
<i>Zenith</i>	40,110	40,110	40,110	40,111	40,111	40,111
<i>Cash Reserve with CBN</i>	250,000	250,000	250,000	250,000	-	
	32,377,458	75,522,370	43,198,781	57,028,331	190,392,868	454,283,578
Balance	36,871,874	77,330,227	44,666,642	63,395,915	192,101,760	477,769,720
2 Short Term Funds						
<i>Mainstreet</i>	-	203,376,622	180,107,014	213,470,330	91,389,761	90,384,935
<i>Access</i>	20,000,000	46,335,105	57,099,498	26,503,830	68,700,287	8,576,889
<i>Keystone</i>	-	40,000,000	20,000,000	30,099,113	74,680,072	80,289,116
<i>Diamond</i>	-	-	-	10,049,315	25,443,836	35,145,356
<i>Finbank</i>						15,067,867
<i>FCMB</i>	-	51,294,397	112,018,506	101,358,900	50,620,809	66,964,318
<i>GTB</i>	34,294,369	50,441,954	43,035,605	40,212,025	42,216,467	44,453,159
<i>Intercontinental</i>	-	25,479,398	32,668,738	50,149,080	-	-
<i>Oceanic/Ecobank</i>	210,813,229	210,813,229	150,813,230	130,411,155	92,164,239	101,531,851
<i>Skye</i>	-	10,000,000	10,000,000	10,716,620	25,209,938	35,829,636
<i>StanbicIBTC</i>	-	20,000,000	-	-	30,282,945	25,127,992
<i>Enterprise</i>	-	-	21,620,186	20,360,616	83,615,418	87,845,977
<i>FBN/Sterling</i>	-	10,000,000	-	100,642,085	80,197,260	80,094,426
<i>UBA</i>	-	43,896,247	20,000,000	-	-	-
<i>Unity</i>	40,000,000	30,000,000	30,000,000	-	-	-
<i>Wema</i>	-	-	41,331,200	40,000,000	31,290,239	31,805,468
<i>Core Trust Investment Ltd</i>	11,203,279	-	-	-	-	-

<i>Zenith</i>	83,471,843	93,914,205	107,600,196	-	81,833,608	85,178,816
	<u>399,782,720</u>	<u>835,551,157</u>	<u>826,294,173</u>	<u>773,973,069</u>	<u>777,644,879</u>	<u>788,295,806</u>
3 Investments						
<i>Quoted Investments</i>	191,339,970	176,223,958	176,223,958	65,505,546	174,718,496	176,492,769
<i>Additions during the year</i>						
<i>Less: Specific Provision for Diminution in Value</i>	-	-	(110,713,412)	(5,116,239)	(129,075,406)	(129,075,406)
<i>Disposal during the Year</i>	-	-	-	(1,505,462)	-	-
	<u>191,339,970</u>	<u>176,223,958</u>	<u>65,510,546</u>	<u>58,883,845</u>	<u>45,643,090</u>	<u>47,417,363</u>
Investment in Subsidiary						
<i>Brought Forward</i>	-	-	-	-	29,024,190	50,000,000
<i>Additions during the year</i>	-	-	-	-	20,975,810	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50,000,000</u>	<u>50,000,000</u>
Investment in New Shopping Complex						
<i>Brought Forward</i>	-	-	-	-	12,178,300	15,440,840
<i>Additions during the year</i>	-	-	-	-	3,262,540	15,698,550
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>15,440,840</u>	<u>31,139,390</u>
	191,339,970	176,223,958	65,510,546	58,883,845	111,083,930	128,556,753
Specific Provisions for Diminution in investments						
<i>Brought Forward</i>	-	-	-	110,718,412	115,834,651	129,075,406
<i>Additions during the year</i>	-	-	-	5,116,239	13,240,755	-
	<u>191,339,970</u>	<u>176,223,958</u>	<u>65,510,546</u>	<u>115,834,651</u>	<u>129,075,406</u>	<u>129,075,406</u>
4 Loans and Advances						
<i>Loans</i>	15,545,637	21,722,594	21,689,868	42,052,967	42,653,708	42,535,262
<i>Overdraft</i>	1,443,280	1,443,281	3,813,261	3,813,261	6,054,561	35,886,513
<i>Daily Contribution Scheme</i>	658,190	327,190	347,190	-	-	-
<i>Govt. Employees</i>	10,981,252	52,643,875	69,377,380	91,102,271	108,045,822	122,020,852
<i>Staff Advances/Loans</i>	575,205	12,970,577	18,495,497	20,625,992	13,960,435	39,546,296
	29,203,564	89,107,517	113,723,196	157,594,491	170,714,526	239,988,923
<i>Less: Provisions (Note 5)</i>	(5,262,713)	(6,049,656)	(7,096,463)	(9,201,508)	(16,532,144)	(24,071,049)

	<u>23,940,851</u>	<u>83,057,861</u>	<u>106,626,733</u>	<u>148,392,983</u>	<u>154,182,382</u>	<u>215,917,874</u>
4.1 Maturity Profile of Loans						
<i>Less than 1 month</i>	5,060,271	5,013,178	4,972,472	6,082,143	6,293,971	8,399,612
<i>1-3 months</i>	11,783,052	-	-	-	38,171,838	52,797,563
<i>3-6 months</i>	-	-	-	-	646,796	1,199,945
<i>6-12 months</i>	-	302,590	347,190	-	3,585,363	4,799,778
<i>12 months and above</i>	<u>12,360,241</u>	<u>83,791,749</u>	<u>108,406,534</u>	<u>155,021,464</u>	<u>122,016,558</u>	<u>172,792,025</u>
	<u>29,203,564</u>	<u>89,107,517</u>	<u>113,726,196</u>	<u>161,103,607</u>	<u>170,714,526</u>	<u>239,988,923</u>
4.2 Performance of Loans						
Performing	24,143,293	84,094,339	108,750,724	108,750,724	158,889,963	223,189,698
Non Performing	-	-	-	-	-	-
<i>Sub standard</i>	-	-	-	-	1,598,223	1,411,700
<i>Doubtful</i>	-	-	-	-	2,160,210	2,117,549
<i>Lost</i>	5,060,271	5,013,178	4,972,472	4,972,472	8,033,876	11,293,596
<i>Watch list</i>	-	-	-	-	32,254	1,976,380
	<u>29,203,564</u>	<u>89,107,517</u>	<u>113,723,196</u>	<u>113,723,196</u>	<u>170,714,526</u>	<u>239,988,923</u>
4.3 Security of Loans						
<i>Secured against Real Estate</i>	12,360,241	17,467,771	88,588,225	133,155,238	118,077,166	166,580,546
<i>Otherwise Secured</i>	<u>16,843,323</u>	<u>71,639,746</u>	<u>25,134,971</u>	<u>27,948,369</u>	<u>52,637,360</u>	<u>73,408,377</u>
	<u>29,203,564</u>	<u>89,107,517</u>	<u>113,723,196</u>	<u>161,103,607</u>	<u>170,714,526</u>	<u>239,988,923</u>
5 Provision						
5.1 Opening Balances						
<i>Principal</i>	3,067,692	3,262,029	4,048,978	5,095,773	7,200,824	14,531,460
<i>Interest Income in Suspense</i>	<u>2,000,684</u>	<u>2,000,684</u>	<u>2,000,684</u>	<u>2,000,684</u>	<u>2,000,684</u>	<u>2,000,684</u>
	5,068,376	5,262,713	6,049,662	7,096,457	9,201,508	16,532,144
5.2 Additions						
<i>Specific</i>	-	-	-	554,836	5,741,736	-
<i>General</i>	<u>241,432</u>	<u>840,943</u>	<u>1,087,507</u>	<u>1,550,215</u>	<u>1,588,900</u>	<u>7,538,905</u>
	241,432	840,943	1,087,507	2,105,051	7,330,636	7,538,905
5.3 Recoveries						
<i>Principal</i>	<u>(47,095)</u>	<u>(54,000)</u>	<u>(40,706)</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>5,262,713</u>	<u>6,049,656</u>	<u>7,096,463</u>	<u>9,201,508</u>	<u>16,532,144</u>	<u>24,071,049</u>
6 Other Assets						
<i>Bill Receivables</i>	-	9,437,284	2,652,918	11,147,364	32,387,154	26,310,812
<i>Deposit for Cheque Book</i>	446,329	1,784,130	1,186,285	460,412	-	-

<i>Deposit with Cashcraft Asset Mgt Ltd</i>	-	-	-	3,222	3,222	-
<i>Deposit with Coretrust investments</i>	-	-	-	287,334	617,086	1,150,130
<i>Interest Receivables</i>	3,716,210	6,347,587	5,126,396	2,067,612	3,999,234	7,004,800
<i>Debtors- DCS Customers</i>						258,875
<i>Investment in Sub Coys</i>	-	-	2,652,918	29,024,190	-	-
<i>Prepayments</i>	562,804	546,290	826,217	353,644	485,414	732,500
<i>Recoverable Expenses</i>	420,099	565,099	751,260	1,688,090	-	1,721,716
<i>Stock of Printed Items</i>	136,517	1,625,766	1,684,181	2,126,465	906,748	3,225,414
<i>Other Income Receivables</i>	660,434	67,004	265,848	265,849	84,750	84,750
<i>Recapitalisation Expenses</i>	-	-	-	-	4,500,000	17,338,400
<i>New Shopping Complex (WIP)</i>	-	-	-	12,178,300	-	-
<i>Sundry Debtors</i>	-	-	-	462,700	462,700	462,700
<i>Rent receivables</i>	-	-	-	84,750	-	-
	5,942,393	20,373,160	15,146,023	60,149,932	43,446,308	58,290,097

7 Real Estate Investment

<i>Opening Balance</i>	70,827,955	71,267,955	92,507,955	151,728,830	186,041,730	188,346,730
<i>Additional Investment</i>	440,000	21,240,000	59,220,875	34,312,900	2,305,000	23,818,536
	71,267,955	92,507,955	151,728,830	186,041,730	188,346,730	212,165,266

8. FIXED ASSETS	LAND & BUILDING	MOTOR VEHICLE	COMPUTER EQUIPMENT	FURNITURE & EQUIPMENT	LEASEHOLD IMPROVEMENT	TOTAL
<u>COST</u>	₦	₦	₦	₦	₦	₦
At 1st April, 2008	38,226,500	4,519,570	2,414,750	9,952,200	1,432,194	56,545,214
Additions	-	-	163,500	978,300	-	1,141,800
	38,226,500	4,519,570	2,578,250	10,930,500	1,432,194	57,687,014
ACCUMULATED DEP						-
At 1st April, 2008	-	903,914	888,900	1,005,220	643,301	3,441,335
Charges for the year	764,530	903,914	515,650	1,103,050	71,609	3,358,753
	764,530	1,807,828	1,404,550	2,108,270	714,910	6,800,088
NET BOOK VALUES						-
At 31st March, 2009	37,461,970	2,711,742	1,173,700	8,822,230	717,284	50,886,926
At 31st March, 2008	38,226,500	3,615,656	1,525,850	9,046,980	788,893	53,203,879
<u>COST</u>						
At 1st April, 2009	38,226,500	4,519,570	2,578,250	10,930,500	1,432,194	57,687,014
Additions	-	-	2,265,500	1,200,300	-	3,465,800
	38,226,500	4,519,570	4,843,750	12,130,800	1,432,194	61,152,814
ACCUMULATED DEP						

At 1st April,2009	764,530	1,807,828	1,404,550	2,108,270	714,910	6,800,088
Less Charges for the year	764,530	903,914	968,750	1,223,080	717,184	4,577,458
	1,529,060	2,711,742	2,373,300	3,331,350	1,432,094	11,377,546
NET BOOK VALUES						
At 31st March, 2010	36,697,440	1,807,828	2,470,450	8,799,450	100	49,775,268
At 31st March,2009	38,226,500	3,615,656	1,525,850	9,046,980	788,893	53,203,879
COST						
At 1st April,2010	38,226,500	4,519,570	4,843,750	12,230,800	1,432,194	61,252,814
Additions	-	-	491,150	1,350,000	-	1,841,150
	38,226,500	4,519,570	5,334,900	13,580,800	1,432,194	63,093,964
ACCUMULATED DEP						
At 1st April,2010	1,529,060	2,711,742	2,373,300	3,331,250	1,432,094	11,377,446
Less Charges for the year	764,530	903,914	1,066,980	1,358,080	-	4,093,504
	2,293,590	3,615,656	3,440,280	4,689,330	1,432,094	15,470,950
NET BOOK VALUES						
At 31st March, 2011	35,932,910	903,914	1,894,620	8,891,470	100	47,623,014
At 31st March,2010	36,697,440	1,807,828	2,470,450	8,899,550	100	49,875,368
COST						
At 1st April,2011	38,226,500	4,519,570	5,334,900	13,580,800	-	61,661,770
Additions	-	7,700,000	1,819,800	1,194,096	-	10,713,896
	38,226,500	12,219,570	7,154,700	14,774,896	-	72,375,666
ACCUMULATED DEP						
At 1st April,2011	2,293,590	3,615,656	3,440,280	4,689,330	-	14,038,856
Less Charges for the year	764,530	2,443,904	1,430,740	1,596,899	-	6,236,073
	3,058,120	6,059,560	4,871,020	6,286,229	-	20,274,929
NET BOOK VALUES						
At 31st March, 2012	35,168,380	6,160,010	2,283,680	8,488,667	-	52,100,737
At 31st March, 2011	35,932,910	903,914	1,894,620	8,891,470	-	47,622,914
COST						
At 1st April,2012	38,226,500	12,219,570	7,154,700	14,774,896	-	72,375,666
Additions	-	-	2,318,300	427,751	-	2,746,051
	38,226,500	12,219,570	9,473,000	15,202,647	-	75,121,717
ACCUMULATED DEP						
At 1st April,2012	3,058,120	6,059,560	4,871,020	6,286,229	-	20,274,929
Less Charges for the year	694,558	1,817,876	1,025,702	1,204,262	-	4,742,398
	3,752,678	7,877,436	5,896,722	7,490,491	-	23,241,130
NET BOOK VALUES						
At 31st December, 2012	34,473,822	4,342,134	3,576,278	7,712,156	-	50,104,390
At 31st March,2012	35,168,380	6,160,010	2,283,680	8,488,667	-	52,100,737

9. Deposits, Current and Other Accounts

	=N=	=N=	=N=	=N=	=N=	=N=
Demand Deposits	24,100,082	163,125,524	117,614,621	135,999,135	290,150,986	683,161,336
Savings	5,399,736	7,493,305	7,902,785	10,965,026	12,677,955	26,337,949
Fixed Deposits	1,000,000	-	-	250,000	250,000	450,000
	30,499,818	170,618,829	125,517,406	147,214,161	303,078,941	709,949,285

Maturity Profile

Less than 1 month	-	-	125,517,406	146,964,161	302,828,941	709,499,285
1-3 months	29,499,818	170,618,829	-	250,000	250,000	450,000
3-6 months	1,000,000	-	-	-	-	-
6-12 months	-	-	-	-	-	-
12 months and above	-	-	-	-	-	-
	30,499,818	170,618,829	125,517,406	147,214,161	303,078,941	709,949,285

10. Other Liabilities

Accrued Audit fees	506,600	674,000	614,000	1,514,000	2,329,000	3,343,121.00
Accrued Secretarial Expenses	217,037	250,000	445,000	957,500	1,070,000	12,500.00
Bills Payable	62,379	-	-	-	10,051,356	367,056.00
Deposits for Housing Units	-	5,490,000	5,610,000	28,113,500	41,755,000	45,345,000
Other Accrued Expenses	1,288,649	2,318,087	2,004,160	1,443,280	1,648,978	2,587,389
Uncleared Effects	-	10,895,374	4,712,458	11,310,683	5,431,320	13,666,161
Company Income Tax	-	-	-	-	-	-
WHT Payables on Fees	7,630	45,130	90,130	202,630	303,671	1,252,873
	2,082,295	19,672,591	13,475,748	43,541,593	62,589,325	66,574,100

11. Deposit for Shares

Opening Balance	67,605,092	498,613,714	91,107,830	91,107,830	91,227,830	91,227,830
Additions during the year	579,556,279	342,494,116	-	120,000	-	-
Allotment	(148,547,657)	(750,000,000)	-	-	-	-
Balance as at 31st March	498,613,714	91,107,830	91,107,830	91,227,830	91,227,830	91,227,830

12. National Housing Fund

Opening Balance	778,200	717,799	664,027	8,175,159	22,535,512	21,804,795
Additions during the year	-	-	7,699,050	16,390,000	-	-
Repayments	(60,401)	(53,772)	(187,918)	(2,029,647)	(730,717)	(755,669)
Balance as at 31st March	717,799	664,027	8,175,159	22,535,512	21,804,795	21,049,126

13. Taxation**Per Profit and Loss Account**

Income Tax	2,581,335	7,555,250	5,264,569	2,539,448	5,313,151	1,559,011
Education Tax	516,266	764,710	-	507,890	313,604	103,934
	3,097,601	8,319,960	5,264,569	3,047,338	5,626,755	1,662,945

Per Balance Sheet

Balance as at 1st April	479,180	3,050,493	8,779,918	5,707,247	3,490,016	6,069,433
Prior year under provision	-	-	-	-	2,718,855	-
Provision for the year:						

Income Tax	2,581,335	7,555,250	5,264,569	2,539,448	5,313,151	1,559,011
Education Tax	516,266	764,710	-	507,890	313,604	103,934
Payment during the year:						
Minimum Tax /Income Tax	(406,587)	(2,005,819)	(7,571,450)	(5,264,569)	(5,258,303)	(2,789,372)
Education Tax	(119,701)	(584,716)	(765,790)	-	(507,890)	(313,604)
Balance as at 31st March	3,050,493	8,779,918	5,707,247	3,490,016	6,069,433	4,629,402

14. Share Capital

Authorised

Ordinary Shares of N1.00 each	250,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
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Issued and Fully Paid

Ordinary Shares of N1.00 each						
Opening Balance	101,452,343	250,000,000	250,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Additions	148,547,657	750,000,000	750,000,000	-	-	-
Balance as at 31st March	250,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000

15. Share Premium

Share Premium	-	34,249,412	20,784,412	20,784,412	20,784,412	20,784,412
Less: Share Capital increase expenses	-	(13,465,000)	-	-	-	-
Balance as at 31st March	-	20,784,412	20,784,412	20,784,412	20,784,412	20,784,412

16. Statutory Reserve

Opening Balance	-	-	8,105,434	8,105,434	13,514,367	14,382,887
Transfer from Profit and Loss Accounts	-	-	-	5,409,533	868,520	1,060,128
Balance as at 31st March			8,105,434	13,514,967	14,382,887	15,443,015

17. General Reserve

Opening Balance	(23,692,994)	(2,614,477)	16,298,203	(12,959,432)	(338,587)	(1,030,897)
Prior year adjustment	-	-	-	-	(2,718,855)	-
Transfer from Profit and Loss Accounts	21,078,517	27,018,114	(29,257,635)	12,620,245	2,026,545	2,473,632
Balance as at 31st March	(2,614,477)	24,403,637	(12,959,432)	(339,187)	(1,030,897)	1,442,735

18. Interest Income

Interest from Investment Offer	38,010,904	57,092,209	103,212,593	53,552,543	49,756,757	39,330,720
Interest from Mortgage Loans	512,568	4,938,176	17,994,686	12,132,838	18,009,412	2,628,888
Interest from Other Loans	-	-	6,168,619	5,616,589	13,326,759	16,187,219
	38,523,472	62,030,385	127,375,898	71,301,970	81,092,928	58,146,827

19. Interest Expenses

Interest on Savings and Other Deposits	1,427,575	324,920	308,570	496,275	929,528	11,961
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20. Other Income

Commission on Turnover	1,211,076	4,908,206	6,503,101	4,706,857	7,258,651	7,795,525
Interest on Fixed Deposit						10,768
Application Fees						341,000
Other Income (non-interest income)						69,500
Income from shop/office letting						684,000
Sundry Income	2,878,984	6,177,608	3,586,053	4,873,167	6,830,426	1,321,179
Gain on Stocks/Dividends	-	1,248,256	1,253,650	532,836	666,590	3,441,223
Income from Disposal of Stocks	-	-	-	276,010	-	993,250
	4,090,060	12,334,070	11,342,804	10,388,870	14,755,667	14,656,445

21. Exceptional Item

Diminution in Value of Investment in Quoted Stocks	-	-	110,718,412	5,116,239	13,240,755	1,576,052
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1. Incorporation and Share Capital History

The Company was incorporated on the 9th of March 1993 as Osun Building Society Ltd (Mortgage Bankers). The Company was issued with a licence to carry on Mortgage Banking Business in April, 1993. The Company changed its name to Livingspring Savings & Loans Limited on 30th June, 1998, and to Omoluabi Savings & Loans Limited on 17th April 2013. The Company converted to a Public Liability Company (PLC) on 8th May, 2013 inline with its vision to broaden its shareholder-base and to get Listed on the Nigerian Stock Exchange. As at the date of this Prospectus, the authorized share capital of the company is **N2,500,000,000** divided into **5,000,000,000** ordinary shares of N0.50 each. The issued and fully paid up share capital of the Company is **N1,000,000,000** comprising **2,000,000,000** ordinary shares of N0.50 each.

Authorised Share Capital History (₦)			Issued and Fully Paid-U Share Capital History (₦)			
Year	Increased	Cumulative	Year	Increase	Cumulative	Consideration
1993	-	5,000,000	1993	-	5,000,000	Cash
1998	15,000,000	20,000,000	1999	15,000,000	20,000,000	Cash
1999	30,000,000	50,000,000	2000	5,877,343	25,877,343	Cash
2004	200,000,000	250,000,000	2005	75,575,000	101,452,343	Cash
2008	750,000,000	1,000,000,000	2008	148,547,000	150,000,000	Cash
2013	1,500,000,000	2,500,000,000	2009	750,000,000	1,000,000,000	Cash

2. Shareholding Structure

As at the date of this Prospectus, the issued and fully paid up Ordinary Shares of the Company are held by Nigerian citizens, corporate institutions and local government agencies. Save as disclosed below, no other shareholder holds 5% or more in the issued share capital of the Company:

S/N	Shareholders	Shareholding	Percentage Holding
1	State Government of Osun	909,706,292	45.485%

3. Directors' Interest

The interests of the Directors of OMOLUABI SAVINGS AND LOANS PLC in the issued share capital of the Company as recorded in the register of Members as at the date of this Prospectus and/or as notified by the Directors for the purposes of S.275 of the Companies And Allied Matters Act 1990 are as follows:

NAME	SHAREHOLDING			
	DIRECT	INDIRECT	TOTAL	INTEREST
BOLORUNDURO, Wale (DR)	-	909,706,292	909,706,292	STATE GOVT. OF OSUN
KOLAWOLE, Alaba Akintayo (MR)	-	909,706,292	909,706,292	STATE GOVT. OF OSUN
OLOTU, Olaitan Adeyoola (MRS)	-	909,706,292	909,706,292	STATE GOVT. OF OSUN
ADEPEJU, Adetunji (MR)	80,000	-	80,000	-

4. Lists of Shareholders as at the date of this prospectus:

S/N	SHAREHOLDERS	# of Shares of 50k each
1	OSUN STATE GOVERNMENT	909,706,292
2	AIYEDIRE LOCAL GOVERNMENT	36,307,790
3	ATAKUNMOSA WEST LOCAL GOVERNMENT	36,407,790
4	EDE NORTH LOCAL GOVERNMENT	36,607,790
5	EJIGBO LOCAL GOVERNMENT	36,607,790
6	IFE CENTRAL LOCAL GOVERNMENT	36,307,790

7	IFE NORTH LOCAL GOVERNMENT	36,307,790
8	IFE SOUTH LOCAL GOVERNMENT	36,407,790
9	ILA LOCAL GOVERNMENT	36,307,790
10	IREPODUN LOCAL GOVERNMENT	36,607,790
11	ISOKAN LOCAL GOVERNMENT	36,607,790
12	IWO LOCAL GOVERNMENT	36,907,790
13	OBOKUN LOCAL GOVERNMENT	36,407,790
14	OROLU LOCAL GOVERNMENT	36,607,790
15	OSOGBO LOCAL GOVERNMENT	36,607,790
16	ADEJIMI BAKARE (MR)	10,000
17	OGBAAGBAA DEVELOPMENT ASSOCIATION	20,000
18	ENGINEER M.O FAFOWORA	50,000
19	ATAKUNMOSA EAST LOCAL GOVERNMENT	36,207,790
20	BORIPE LOCAL GOVERNMENT	36,207,790
21	BOLUWADURO LOCAL GOVERNMENT	36,407,790
22	EDE SOUTH LOCAL GOVERNMENT	36,207,790
23	EGBEDORE LOCAL GOVERNMENT	36,207,790
24	IFEDAYO LOCAL GOVERNMENT	36,207,790
25	IFELODUN LOCAL GOVERNMENT	36,207,790
26	IFE EAST LOCAL GOVERNMENT	25,345,456
27	IFE EAST LOCAL GOVERNMENT (AREA OFFICE	10,862,342
28	ILESHA EAST LOCAL GOVERNMENT	36,207,790
29	IREWOLE LOCAL GOVERNMENT	36,207,790
30	ILESHA WEST LOCAL GOVERNMENT	36,207,790
31	ODO OTIN LOCAL GOVERNMENT	36,407,790
32	ORIADE LOCAL GOVERNMENT	36,207,790
33	OLAOLUWA LOCAL GOVERNMENT	36,207,790
34	AIYEDADE LOCAL GOVERNMENT	36,207,790
35	OLORUNDA LOCAL GOVERNMENT	36,207,790
36	MR. A.A. ADEPEJU	36,207,790

5. Statement of Indebtedness

As at the date of this Prospectus OMOLUABI SAVINGS AND LOANS PLC have no outstanding long-term debentures, mortgages, loans, charges, similar indebtedness or contingent liabilities other than in the ordinary course of business.

6. Subsidiaries and Associated Companies

As at the date of this Offer Prospectus, the Company has one subsidiary;

S/N	NAME OF SUBSIDIARY	CAPITALIZATION (FULLY PAID)	LOCATION	NATURE OF BUSINESS	REMARK
1	OMOLUABI ResourceMultiventures Limited (RC- 900759)	N50M	Old Governor's Office, Osogbo	-Building Materials -Estate Management	Commenced Business in August 2010

7. Extract from the Memorandum and Articles of Association

The following are the relevant extracts from the Company's Memorandum and Articles of Association:

SHARE CAPITAL

6. The rights conferred upon the holders of the shares of any class issued with referred or other rights shall not be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

LIEN

12. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company. The company's lien, if any, on a share shall extend to all dividends payable thereon.

13. The company may sell, in such manner as the Directors think fit any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share, or the persons entitled thereto by reason of his death or bankruptcy.

CALLS OF SHARES

16. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place so specified the amount called on his shares. Directors may determine.

17. A call shall be deemed to have made at the time when the resolution of the directors authorizing the call was passed.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

TRANSFER OF SHARES

20. The instrument of transfer of any share shall be executed by or on behalf of the Transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

TRANSMISSION OF SHARES

24. In case of the death of a member, the survivor where the deceased was a joint holder and the legal personal representatives of the deceased where he was a sole holder, shall be the only person recognised by the Company as having any title to his interest on the shares, but nothing herein contained shall release the estate of the deceased joint holder from any liability in respect of any share which had been held jointly by him with other persons.

25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided elect either to be registered himself as holder of the share or to have some person nominated by time registered as the transferee thereof, but the Directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be.

26. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer were a transfer signed by that member.

27. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. Provided that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notices have been complied with.

FORFEITURE OF SHARES

28. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may be accrued.

ALTERATION OF SHARE CAPITAL

34. The Company may from time to time, in General Meeting, whether all the shares for the time being authorized shall have been issued, or all the shares for the time being issued shall have been fully called up or not increase its capital by the creation of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the General Meeting resolving upon the creation thereof shall direct. Subject and without prejudice to any rights for the time being attached to thereto such special rights or privileges as the General Meeting resolving upon the creation thereof shall direct, or failing such direction as the Directors shall determine, and in particular any such shares may be issued with a preferential, deferred or qualified right to dividends or in the distribution of assets and with a special or without any rights of voting.

35. The company in General may direct that any new shares shall be offered to the existing members in proportion as nearly as the circumstances admit to the number of existing shares held by them or that the same be offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration for such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the company, and further if owing to the proportion which the number of the new shares or any of them in like manner dispose of

the shares in respect of which such difficulty arises. In default of any such directions or so far as the same shall not the directors, who may allot, grant options or otherwise dispose of them to such person and on such term as they think fit.

36. The company may be Ordinary Resolution: A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; B) Subdivide its existing shares, or any of them, into shares of smaller amount than it fixed by the Memorandum of Association subject nevertheless, to the provisions of Section 100 (1) © of the Decree; and; C) Cancel shares, which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

GENERAL MEETINGS

37. The company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

38. The Directors may, whenever they think fit convene an Extra Ordinary General Meeting and Extra Ordinary General Meeting shall also be convened on such requisition or in default, may be convened by such requisitionists, as provided by Section 215 of the Decree, if at any time there are Directors, any two members of the Company may convene an Extra Ordinary General Meeting in the same manner or as nearly as possible as that which such Meeting may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

39. An annual general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty clear days' notice in writing at the least. The notice shall exclusive of the day in which it is served or deemed to be served and of the day for which it is given and shall specify the place day and the hour of meeting and in case of special business, the general nature of that business shall be given in a manner if any, as may be prescribed by the company in general meeting to such persons as are, under regulations of the company, entitled to receive such notices from the company; provided that a meeting of the company shall notwithstanding that it is called by shorter notice than that specified in this regulation be deemed to have been duly called if it is so agreed:-

- A) in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
- B) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent in nominal value of the shares giving that right.

40. The accidental omission to give notice of a meeting to each on receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDING AT GENERAL MEETINGS

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and fixing of the remuneration of the Auditors.

42. Save as herein otherwise provided, three members present in person or by proxy shall be a quorum and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

43. if within an hour from the time appointed for the meeting, a quorum is not present the meeting if convened upon the requisition of members shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of whatever class present shall be quorum.

44. The chairman, if any, of the Board of Directors shall preside at every General meeting if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act as Chairman, the member present may decline to take the chair, they shall choose some members present to be Chairman of the meeting.

45. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be chairman of the meeting.

46. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in case of an ordinary meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

48. Except as provided in Article 50, if a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

49. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands taken place or at which the poll is demanded shall not be entitled to a second or casting vote.

VOTES OF MEMBERS

51. Subject to any rights or restrictions attached to any shares on a show of hands every member (who being an individual) is present in person or proxy shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

52. On a poll votes may be given either personally or by proxy.

53. The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney, duly authorized in writing or, if the appointor is a corporation, wither under seal, or under the hand of an officer or attorney duly authorized, a proxy need not be a member of the company.

54. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, a notarially certified copy of that power or authority shall be deposited at the office or at such other place within Nigeria as may be specified for that purpose in the notice converting the meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 48 hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.

55. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

DIRECTORS

56. Unless and until otherwise determined by the Company in general meeting the number of Director shall not be less than two or more than eleven.

57. The remuneration of the Directors shall from time to time be determined by the company in general meeting; such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meeting of the company or in connection with the business of the company.

58. No director shall be required to hold any share qualification.

BORROWING POWERS

60. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of any company or any third party. Provided that the amount for the time being remaining undischarged of moneys borrowed or on behalf of the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time without the previous sanction of the company in General Meeting exceed 1 1/2 times the aggregate of the

amount for the time being paid up on the share capital of the company and of its reserves so however that no lender or other person dealing with the company shall be concerned to see or enquire whether this limit is observed.

DIVIDENDS AND RESERVES

96. The company in general meeting may declare dividends but no dividends shall exceed the amount recommended by the directors.

97. The directors may from time to time pay the members such interim dividends as appear to the directors to be justified by the profits of the company.

98. No dividend shall be paid otherwise than out of profits; the issue of share bonus shall be deemed to be payment on dividends.

99. The company shall not pay any dividends on its shares until all preliminary expenses, amounts of losses and other capitalized not represented by tangible assets have been completely written off.

100. The directors shall before recommending any dividend, set aside out of the profits of the company, the statutory reserves stipulated in the mortgage institutions decree 53 of 1989 and such other sums as they think proper as a reserve which shall at the discretion of the Directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may also without placing the same to reserve carry forward any profits which they may think prudent not to be distribute.

101. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the share in advance of calls shall be treated for the purpose of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.

103. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or the registered address of that one of the joint holders who is first named on the Register or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for and dividends, bonuses or other moneys payable in respect of the shares hold by them as joint holders.

NOTICES

105. Any notice to be given by the company to any member withers personally or by sending it by post to him at his last registered address.

106. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the third day following that on which the letter containing the same is put in the post.

107. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.

108. A notice may be given by the company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of the representatives of the deceased or trustees of the bankrupt, or by any like description at the address; if any, supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had occurred.

109. Notice to every general meeting shall be given in any manner hereinbefore authorized to: - a) every member; b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representatives or a trustee in bankruptcy of a member where but for his death or bankruptcy would be entitled to receive notice of the meeting and c) the auditor for time being of the company. No other person shall be entitled to receive notice of the meeting.

8. Claims and Litigation

As at the date of this Prospectus, OMOLUABI SAVINGS AND LOANS PLC is in its ordinary course of business involved in no court cases.

9. Material Contracts

The agreement stated below has been entered into and are considered material to the Offer:

A Vending Agreement dated 8th July, 2013 by which MorganCapital Securities Limited has agreed to offer 3,000,000,000 Ordinary shares of 50 kobo each at 55 kobo per share by way of an Initial Public Offer for subscription, and to List the issued share capital of OMOLUABI on The Nigerian Stock Exchange

Other than as stated above, the Company has not entered into any material contract except in the ordinary course of business.

10. Contingent Liability/Off Balance Sheet Items

There are no contingent liabilities and off-balance sheet items of significant material, as at the date of this Prospectus.

11. Costs and Expenses

The cost, charge and expenses of, and incidental to, the Public Offer and Listing of the existing shares of OMOLUABI on the Stock Exchange including fees payable to professional parties, brokerage commission, advertising, printing and distribution expenses, are estimated at ₦99,492,500

12. Relationship Between The Issuer And The Financial Adviser/Issuing House

As at the date of this Prospectus, there was no relationship between Omoluabi Savings & Loans Plc. and MorganCapital Securities Ltd. except in the ordinary course of business.

13. Declarations

Except as otherwise disclosed in this Prospectus:

- (a) No share of OMOLUABI is under any option or agreed conditionally or unconditionally to be under option;
- (b) No commissions, discounts, brokerages or other special terms have been granted by OMOLUABI to any person in connection with the offer or sale of any share of the Company;
- (c) Save as disclosed herein, the Directors of OMOLUABI have not been informed of any holding representing 5% or more of the issued share capital of the Company;
- (d) There are no founder, management or deferred shares or any option outstanding in OMOLUABI;
- (e) There are no material service agreements between OMOLUABI and any of its Directors and employees other than in the ordinary course of business;
- (f) No Director of OMOLUABI has had any interest, direct or indirect, in any property purchased or proposed to be purchased by the Company in the five years prior to the date of this Prospectus;
- (g) No Director or key management staff of the Company is or has been involved in any of the following:
 - A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or partnership in which he was a partner or any company of which he was a Director or key personnel;
 - A conviction in a criminal proceeding in a named subject or pending criminal proceedings relating to fraud or dishonesty; and
 - The subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him from acting as an investment adviser, dealer in securities, director, or employee of a financial institution and engaging in any type of business practice or activity.
- (h) No existing and potential related-party transactions and conflict of interest in relation to the Company and its related parties;
- (i) There are no amounts or benefits paid or intended to be paid or given to any promoter within the two years preceding the date of the Memorandum;

(j) No merger/take-over offers by third parties in respect of OMOLUABI's securities or merger/take-over offers by OMOLUABI in respect of the other company's securities during the preceding year and the current financial year.

14. Consents

The under listed parties have given and have not withdrawn their written consents to the issue of this Prospectus with their names being included in the form and context in which they appear:

Dr. Wale Bolorunduro	Chairman
Chief (Mrs.) Olaitan A. Olotu	Director
Mr. Adetunji A. Adepeju	Director
Mr. Alaba Kolawole	Director
Hon. (Alhaji) Akinremi Azeez Akinleye	Director
Mr. Samuel Ayanleye Aina	Director
Otunba Victor Olusegun Awotunde	Director
MorganCapital Securities Limited	Issuing House/Financial Adviser
Akanbi & Wigwe Legal Practitioners	Solicitors to the Initial Public Offer
Bytes & Bakers	Auditors to the Company
Atacoff Services LLP	Reporting Accountant
A.A & Associates	Company Secretary
Keystone Bank Limited	Receiving Bank
MorganCapital Securities Limited	Stockbrokers/Designated Advisers (ASeM)
Registrar	African Prudential

15. Unclaimed Dividend

As at the date of the Prospectus, the Company does not have any unclaimed dividend.

16. Related Party Transactions

As at the date of the Initial Public Offer, there are no related party transactions.

17. Research & Development

The Company has not undertaken any Research & Development in the last three years.

18. Documents available for inspection

Copies of the following documents can be inspected at the offices of

- MorganCapital Securities Limited, No. 3 Biaduo Street, off Keffi Street, South-West Ikoyi, Lagos; and
- Omoluabi Savings & Loans Plc, Old Governor's Office, Gbongan Road, Osogbo, Osun State,

during normal business hours on any week day (except public holidays) throughout the duration of the Initial Public Offer:

1. Certificate of Incorporation.
2. Memorandum & Articles of Association.
3. Certificate of Increase in the Authorised Share Capital to N2.5billion.
4. Shareholders' Resolution approving the Initial Public Offer.
5. Board Resolution Approving the Initial Public Offer.
6. Audited Financial Statements of the Company for five years ended 31st March, 2012.
7. Accountants' Report on the audited Financial Statements of the Company for five years ended 31st March 2012 & December 2012 and on the Profit Forecast for five years ending December 31, 2017.
8. Written consents of Directors, Company Secretary and Parties to the Offer stated in note 13 above.
9. The Prospectus issued in respect to the Offer.
10. Claims and Litigation stated in note 7 above.
11. Material Contracts stated in note 8 above.
12. SEC approval of the offer.

1. Application

- 1.1 Prospective Investors to whom this Prospectus is addressed are hereby invited to apply for the shares through the Issuing House (MorganCapital Securities Limited).
- 1.2 Application for the Ordinary shares now being offered must be made in accordance with the instructions set out on the back of the application form. Care must be taken to follow these instructions because applications, which do not comply, will be rejected.
- 1.3 The Application List will be open to each prospective investor from 8am to 5pm from the date of this Prospectus or subject to such earlier closing date as specified in the covering letter to the prospective investor. Late applications will be disqualified
- 1.4 Application will be for a minimum of 10,000 ordinary shares and in multiples of 1,000 thereafter.
- 1.5 The shares being offered shall rank pari-passu in all respects with the ordinary shares of the Company.
- 1.6 Applicants should write their full names, address and daytime telephone numbers in the boxes provided. Joint applicant must all sign the application form. A corporate applicant should state its incorporation number and affix its incorporation seal in the signature box.
- 1.7 The applicant should forward the completed application form together with payment by cheque or bank draft for the full amount drawn on a bank and crossed "OMOLUABI Initial Public Offer" directly to MORGANCAPITAL SECURITIES LIMITED. All cheques and bank drafts will be presented upon receipt and an application in respect of which cheques or bank drafts returned unpaid will be rejected.

1.8 Applications in excess of ₦10,000,000

Where payments in excess of **₦10,000,000 (Ten Million)** are to be made kindly transfer to the dedicated offer account (as detailed below) and attach copy of the transfer instructions (duly acknowledged by the transferring bank) to the application form prior to lodging same with the Issuing House.

Account Name:	MorganCapital Securities/Omoluabi Savings & Loans
Ref:	Application Money – Omoluabi Savings & Loans Plc
Account Number:	XXXXXXXXXXXX
Sort Code:	XXXXXXXXXXXX
Bank:	Skye Bank Plc

1.9 Allotment

MORGANCAPITAL and the Directors of OMOLUABI, reserve the right to accept or reject any application, in whole or in part.

1.10 Application Monies

Application monies will be retained in separate interest yielding bank account with the Receiving Bank pending allotment.

1.11 Return Monies

All excess/rejected application monies will be returned with interest by registered post within 5 days and share certificates will be dispatched by registered post within 20 working days of receiving SEC approval of the Base Allotment.

2. Receiving Agents

Duly completed application forms and subscriptions should be forwarded directly to:

MorganCapital Securities Limited, 3 Biaduo Street, off Keffi Street, South West Ikoyi, Lagos.

Or

Any of the underlisted receiving agents.

xyz, XXXXXXXXX,
2013xyz, XXXXXXXXXX,
2013**OMOLUABI SAVINGS AND LOANS PLC**

RC 217889

**Initial Public Offer of 3,000,000 Ordinary Shares of
₦ 0.50 each at ₦0.55 per share**

FINANCIAL ADVISER/ISSUING HOUSE**MorganCapital Securities RC:306609**

3, Biaduo Street, off Keffi Street, S/West Ikoyi Lagos

Tel: 234-1-2714713-4, 08107596134 E-Mail: omoluabi-IPO@morgancapitalgroup.com

Application must be made in accordance with the instructions set out on the back page of this application form. Care must be taken to follow these instructions, as applications which do not comply will be rejected. If you are in any doubt as to the action to take, please consult your stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately.

Please complete all relevant sections of the Application Form USING BLOCK LETTERS

Minimum subscription:

- 10,000 ordinary shares, and in multiples of 1,000 units thereafter.

A NUMBER OF ORDINARY SHARES APPLIED

PRICE:

₦0.55per Share

PAYMENT DETAILS:

<input type="text"/>	<input type="text"/>	₦ <input type="text"/>
BANK	CHEQUE/BANK DRAFT No.	AMOUNT

B. NAME OF APPLICANT:

CSCS A/C NUMBER (If available)

CSCS CHN NUMBER (If available)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Incorporation number /corporate seal (for corporate Organization only)

C. ADDRESS:

D. BANK ACCOUNT NUMBER:

E. NAME AND ADDRESS OF BANK:

F. CONTACT TELEPHONE DETAILS DURING BUSINESS HOURS:

G. NEXT OF KIN:

RELATIONSHIP:

H. DECLARATION:

- I/We confirm that I/We have read and understood the PROSPECTUS dated xxx to which this Application Form is attached.
- I/We attach the amount payable in full on application for the number of shares that I/we wish to subscribe to in OMOLUABI Savings & Loans Plc at ₦0.55per share.
- I/We authorise you to send a share certificate and/or a cheque for any return money due to me/us, by registered post to the address given above and to procure registration in my/our name as the holder(s) of such number of shares or such smaller number, as aforesaid.

I. APPLICANT DETAILS:

Authorised Signatory – Names:

<input type="text"/>	<input type="text"/>	<input type="text"/>
Designation:	<input type="text"/>	<input type="text"/>
Signature	<input type="text"/>	<input type="text"/>

FOR REGISTRARS USE ONLY

Number of Ordinary shares Applied for	Number of shares Allotted	Amount Paid (₦)	Value of shares Allotted (₦)	Amount to be returned (₦)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
				Cheque no.

ISSUING HOUSE/RECEIVING AGENT STAMP:

APPLICATION FORM

1. Application should be made only on the Application Form
2. The Application form when completed should be lodged with the Issuing House (i.e., MorganCapital Securities Limited, 3 Biaduo Street, off Keffi Street, Ikoyi South-West, Ikoyi, Lagos) or any other Receiving Agent Listed on page XXXX. The cheque or bank draft must be drawn on a bank in the same town or city in which the branch of Keystone Bank is located and crossed "**OMOLUABI INITIAL PUBLIC OFFER**" with the name(s), address(es) and daytime telephone number(where applicable) of the applicant(s) at the back, for the full amount due on application. All cheques will be presented for payment on receipt. Applications in respect of which cheques are returned unpaid for any reason will be rejected.
3. An application from a corporate body must bear the corporation's official seal and be completed under the hand of a duly authorised official who shall also state his/her designation.
4. An application from a pension or provident fund must be in the name of each individual trustee unless the trustee is a limited liability company.
5. The applicant should not print his signature.

**APPLICATION FORM
OMOLUABI SAVINGS AND LOANS
PLC**

RECEIVING AGENTS

Application Forms may be obtained free of charge from any of the following Receiving Agents registered as market operators by SEC, to whom brokerage will be paid at the rate of N0.75 per N100 worth of shares allotted in respect of applications bearing their official stamps.

The Financial Adviser/Issuing House **cannot** accept responsibility for the conduct of any of the institutions listed below. Investors are therefore advised to conduct their own independent enquiries before choosing an agent to act on their behalf. Evidence of lodgement of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Financial Adviser/Issuing House, cannot give rise to a liability on the part of the Issuing House under any circumstances.

BANKS		
Access Bank Plc	Guaranty Trust Bank Plc	Sterling Bank Plc
Diamond Bank Plc	Keystone Bank Limited	United Bank for Africa Plc
EcoBank Nigeria Plc	Mainstreet Bank Limited	Union Bank of Nigeria Plc
Enterprise Bank Limited	Nigeria International Bank Limited (Citigroup)	Unity Bank Plc
Fidelity Bank Plc	Skye Bank Plc	Wema Bank Plc
First Bank of Nigeria Plc	Stanbic IBTC Bank Plc	Zenith Bank Plc
First City Monument Bank Plc	Standard Chartered Bank Limited	

AAA Stockbrokers Ltd	Forte Asset Management Ltd	Premium Securities Ltd
Adamawa Securities Ltd	Forthright Securities & Investments Ltd	Professional Stockbrokers Ltd
AIL Securities Ltd	Fountain Securities Ltd	Pivot Trust & Investment Ltd
Alangrange Securities Limited	FSDH Securities Limited	Profund Securities Ltd
Alliance Capital Mgt co. Ltd	Future View Financial Services Ltd	PSL Securities Ltd
Altrade Securities Ltd	Gidauniya Investments & Securities Ltd	Pyramid Securities Ltd
AMYN Investments Ltd	Global Assets & Management Ltd	Quantum Securities Ltd
Anchoria Investment & Securities Ltd	Golden Securities Ltd	Reading Investments Ltd
APT Securities & Funds Ltd	Greenwich Trust Ltd	Regency Assets Management Ltd
Associated Asset Managers Ltd	GTI Capital Ltd	Resano Securities Ltd
Atlas Portfolio Ltd	Heartbeat Investments Ltd	Resort Securities & Trust Ltd
Belfry Investment & Sec. Ltd	Hedge Securities & Investments Ltd	Reward Investments & Securities Ltd
Best Link Investment Ltd	Horizon Stockbrokers Ltd	Rivtrust Securities Ltd
Bestworth Assets & Trust Ltd	IBTC Asset Management Ltd	Rolux Securities Ltd
BFCL Assets & Securities Ltd	ICMG Securities Ltd	Rostrum Investments & Securities Ltd
BGL Securities Ltd	ICON Stockbrokers Ltd	Royal Crest Finance Ltd
BSD Securities Ltd	Ideal Securities & Investments Ltd	Santrust & Securities Ltd
Bytofel Trust & Securities Ltd	Independent Securities	Securities Solutions Ltd
Calyx Securities Limited	Intercontinental Securities Ltd	Securities Trading & Investment Ltd
Cashcraft Asset Management Limited	Integrated Trust & Investments Ltd	Securities Transaction & trust Co Ltd
Camry Securities Limited	International Standard Securities Ltd	Security Swaps Ltd
Capital Assets Ltd	Interstate Securities Ltd	Shelong Investment Ltd
Capital Bancorp Ltd	Investment Centre Ltd	Sigma Securities Ltd
Capital Express Securities Ltd	Investment Masters & Trust Ltd	Signet Investments Securities Ltd
Capital Trust Brokers Ltd	Jenkins Investment Ltd	SMADAC Securities Ltd
Calyx Securities Ltd.	Kapital Care Trust & Securities Ltd	Solid Rock Securities & Investment Ltd
Centre Point Investment Ltd	Kinley Securities Ltd	Spring Stockbrokers Limited
Century Securities Ltd	Kundila Finance Services Ltd	Springboard Trust & Investment Ltd
Chapel Hill Advisory Partners Limited	Lambeth Trust & Investment Co. Ltd	Stanbic Equities Nigeria Ltd
Clearview Investment Company Ltd.	LB Securities Ltd	Stanwal Securities Ltd
City-Code Trust & Investment Co Ltd	Lead Capital Ltd	Strategy & Arbitrage Ltd
Compass Investment & Securities Limited	Lighthouse Asset Management Ltd	Summa Guaranty & Trust Co Ltd
Consolidated Investment Ltd	Maclaize Trust & Securities Ltd	Summit Finance Company Ltd
Cooper Fleming Stockbrokers Ltd	Mainland Trust Ltd	Supra Commercial Trust Ltd
Core Trust & Investment Ltd	Maninvest Securities Ltd	TFS Securities Ltd
Counters Trust Securities Ltd	Marimpex Finance & Investment Ltd	Tiddo Securities Ltd
Cowry Asset Management Ltd	Marina Securities Ltd	Tomil Trust Ltd
Crossworld Securities Ltd	Maven Asset Management Ltd	Topmost Finance & Investment Ltd
CSL Stockbrokers Ltd	Maxifund Investments & Securities Ltd	Tower Assets Management Ltd
Davandy Finance & Sec. Ltd	Mayfield Investment Ltd	Tower Securities & Investment Co Ltd
De-Canon Investment Ltd	MBC Securities Ltd	Traders Trust & Investment Co Ltd
De-Lords Securities Ltd	MBL Financial Services Ltd	Trans Africa Financial Services Ltd
Denham Management Ltd	Mega Equities Ltd	Transworld Investment Ltd
Dependable Securities Ltd	Mercov Securities Ltd	Tropics Securities Ltd
Dynamic Portfolio Ltd	Meristem Securities Ltd	Trust Yield Securities Ltd
EBN Securities Ltd	Metropolitan Trust Nigeria Ltd	Trusthouse Investment Ltd
Emerging Capital Ltd	Midas Stockbrokers Ltd	TRW Stockbrokers Ltd
Empire Securities Ltd	Mission Securities Ltd	UBA Global Markets Ltd
Enterprise Stockbroker Plc	Molten Trust Ltd	UIDC Securities limited
ESL Securities Limited	Mountain Investment & Securities Ltd	UNEX Securities & Investment Ltd
ESS Investment & Trust Ltd	MorganCapital Securities Ltd	Union Capital Markets Ltd
Eurocomm Securities Ltd	Newdevco Finance Securities Ltd	Valmon Securities Ltd
Excel Securities Ltd	Nigerian International Securities Ltd	Valueline Securities & Investment Ltd
Express Portfolio Services Ltd	Nigerian Stockbrokers Ltd	Vetiva Capital Management Limited
F & C Securities Ltd	Omas Investments & Trust Ltd	Vision Trust & Investment Ltd
Falcon Securities Ltd	OMF Securities & Finance Ltd	Viva Securities Ltd
FBN Capital Limited	Options Securities Ltd	Wizetrade Capital Asset Management Ltd
Finmal Finance Services Ltd	P.S.I. Securities Ltd	WSTC Financial Services Ltd
First Alstate Securities	Partnership Investment Co. Ltd	Yobe Investment & Securities Ltd
First Equity Securities Ltd	Peninsula Asset Management & Inv. Co. Ltd	Zenith Securities Limited
First Stockbrokers Ltd	Perfecta Investment Trust Ltd	Zuma Securities Limited
FIS Securities Ltd	Pilot Securities Limited	
Foresight Securities Investments Ltd	Pinefields Investment Services Ltd	

