

DUE DILIGENCE BOOK

for Listing of Securities on
The Nigerian Stock Exchange



**THE Nigerian
STOCK EXCHANGE**

Due Diligence Book

for Listing of Securities on
The Nigerian Stock Exchange



**THE Nigerian
STOCK EXCHANGE**

Disclaimer

This Due Diligence Book is a publication of The Nigerian Stock Exchange (“The Exchange”). It is intended to provide guidance to prospective and existing Issuers that wish to list their securities on The Exchange and their advisers during the listing process. Moreover, it is intended to give investors and stakeholders a general knowledge of the listing process.

This Due Diligence Book should not be construed as The Exchange's professional or legal advice to any person or entity on any transaction type discussed therein, or any specific transaction. The Exchange shall not be liable or responsible to any person or entity in connection with the use of the information in this Due Diligence Book; or for any act or omission as a result of the information contained in this Due Diligence Book; or for any loss or damages caused, or alleged to have been caused, directly or indirectly, by or as a result of the information contained in this Due Diligence Book.

You should consult competent professional advisers for guidance before engaging in any of the transactions discussed in this Due Diligence Book.



Preface

Listing and trading publicly issued shares on an exchange is an important step in a company's history. At its most basic, it represents a shift in the company's position in the capital market from possibly, an illiquid private investment to a liquid public one. Additionally, it is a public trust as the company takes on additional responsibility to provide information to the investing public, regulators, and other stakeholders; it extends the benefits of ownership from the few to the many; and it not only fuels the company's own growth but also enables growth of the market as a whole.

The Exchange is the proud home to many successful companies of all sizes from different sectors of the economy. Every day, our market, people and technology help companies unlock their potentials, whilst maintaining a strong commitment to transparent, fair and orderly financial markets. But the listing process can be complex to navigate. To help companies and their advisors to find their way, The Exchange has prepared this Due Diligence Book ("Book") as a guide to the process. While there are no magic formula to a successful listing, we hope this Book will contribute to a smooth listing experience for all involved in the process.

To achieve a friendly style in the presentation of this Book, it is written in simple language which breaks down the various listing concepts and activities, to make the flow better for as many categories of readers as possible. Each chapter of this Book addresses the following matters with regard to each application type: applicable laws and regulations, brief definition and description, objective of the review, eligibility criteria and checklist, as well as documentation requirements. Finally, we trust that in striving to achieve an appropriate balance between completeness and specificity of information and subject matter, users of this Book will find its contents useful.

25 September 2017

Table of Contents

Disclaimer

Preface

Introduction

Chapter	Chapter Title	Page
Chapter 1	Due Diligence at The Exchange	6
Chapter 2	Listing Authority and The Exchange's Boards	10
Chapter 3	Introduction to the Listing Process	13
Chapter 4	New Listing by Initial Public Offer	28
Chapter 5	Listing by Introduction of Equity Securities	34
Chapter 6	Subsequent Listing of Shares by Public Offer for Subscription and Public Offer for Sale	37
Chapter 7	Rights Issue	39
Chapter 8	Placing	41
Chapter 9	Mergers, Acquisitions and Take-Overs	43
Chapter 10	Employee Share-Based Payment	46
Chapter 11	Capital Reconstruction (Share Split/Reverse Split/Capital Reduction)	48
Chapter 12	Block Divestments	51
Chapter 13	Loan Stock/Corporate Bonds/Preference Shares: Fixed Income	53
Chapter 14	Conversion of Preference Shares/Bonds to Ordinary Shares	55
Chapter 15	State/Local Government Bonds	58
Chapter 16	Cross Border and Dual Listing	60
Chapter 17	Voluntary Delisting	65
Chapter 18	Exchange Traded Fund and Real Estate Investment Trust	68
Chapter 19	Memorandum Listing	70
Appendices		
Appendix A	Contents of Letter of Indemnity	72
Appendix B	Documentation Checklist for Main Board Listing by IPO	73
Appendix C	Documentation Requirements for ASeM Board Listing by IPO	76
Appendix D	Documentation Checklist for Main Board Listing by Introduction	80
Appendix E	Documentation Checklist for Listing on The ASeM Board by Introduction	83
Appendix F	Documentation Requirements Checklist for Public Offers	86

Chapter	Chapter Title	Page
Appendix G	Documentation Checklist for Rights Issue of Shares by Listed Issuers	89
Appendix H	Documentation Requirements for Placing by Listed Issuers	92
Appendix I	Documentation Checklist for Mergers and Acquisition	95
Appendix J	Documentation Checklist for Employee Share-Based Payment Scheme	98
Appendix K	Documentation Checklist for Block Divestments	99
Appendix L	Documentation Checklist for Debt Instruments Issued by Corporate Bodies	101
Appendix M	Documentation Checklist for Conversion of Convertible Debt to Equity	105
Appendix N	Documentation Requirements for Bonds Issued by States/Local Governments	106
Appendix O	Documentation Checklist for Cross Border Listing	108
Appendix P	Documentation Requirements for Voluntary Delisting	112
Appendix Q	Documentation Requirements for ETFs and REITs	114
Appendix R	Documentation Requirements for Memorandum Listing	117
Appendix S	Form of General Undertaking (Equities)	120
Appendix T	Form of General Undertaking (Interest Bearing Securities Issued by Government e.t.c.)	126
Appendix U	Form of General Undertaking (Interest Bearing Securities Issued by Companies)	127
Appendix V	Form of General Undertaking (Unit Trusts)	129
Appendix W	Declaration of Compliance	131
Appendix X	General Listing Requirements for Listing on The Exchange	133
Appendix Y	Market Capitalization/ Nominal Value Fees Graduation Metrics	135
Appendix Z	Computation of Listing Fees - Examples	137

CHAPTER 1

DUE DILIGENCE AT THE EXCHANGE



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 1

Due Diligence at The Exchange

Due Diligence is the appraisal and review process which The Exchange undertakes when an application for listing is presented to it for consideration. The objective is to obtain relevant material information in order to assess the listing application appropriately.

1.1 Types of Due Diligence

There are various types of due diligence which The Exchange may choose to carry out on a listing application. They include the following:

- (i) Compliance due diligence, which involves a review of relevant documentation to ascertain the applicant's compliance with The Exchange's Listing Requirements and other market rules and practices applicable in Nigeria.
- (ii) Operational due diligence, which involves a review of the industry, market, and business model of the applicant.
- (iii) Reputational due diligence, which involves a review of creditworthiness and reputation of the individuals or entities who are the key stakeholders of the applicant.
- (iv) Financial due diligence, which involves a review of audited financial statements and management accounts, where appropriate, to determine the financial performance and financial position of the applicant.
- (v) Legal due diligence, which involves a review of documentation to identify potential legal issues and risks concerning the application.
- (vi) Other due diligence, which is any other review that The Exchange reserves the right to perform, depending on the specific issues that arise on a specific application.

1.2 General Objectives of Application Reviews

The information obtained from the due diligence exercise enables The Exchange to make a determination on the following issues:

- (i) **Eligibility:** Are the applicant's securities eligible to be listed on The Exchange?
- (ii) **Approvals for the Transaction:** Has the applicant obtained the required prior approvals for the capital raising (where applicable) and/or listing?
- (iii) **Compliance:** Does the application comply with applicable Listing Requirements?
- (iv) **Investor Confidence:** Are investors provided with sufficient information to make an investment decision?
- (v) **Protection of The Exchange from Loss and Liability:** Does the proposed listing expose The Exchange to financial, legal, reputational or other risks? Are there mitigating factors with regard to these risks?

These issues are described more fully below:

1.2.1 The Issuer's Eligibility and Compliance

An applicant seeking initial listing on The Exchange must meet the eligibility criteria and Listing

Requirements of The Exchange, while an already-listed Issuer seeking supplementary listing must comply with the requirements for such supplementary listing on The Exchange. The Listing Requirements are set forth in the Rulebook of The Exchange. In addition, Issuers are required to comply with the Investments and Securities Act, 2007 (ISA); the Securities and Exchange Commission's Consolidated Rules and Regulations, 2013, including additions and amendments thereto (SEC Rules); the Companies and Allied Matters Act, Cap C20 LFN 2004 (CAMA), and any other relevant statutory requirements.

The Exchange's Listing Rules provides General Listing Requirements as well as specific requirements. The General Listing Requirements are included in Appendix X to this Book. As the market thrives on information, one of the most essential requirements for listing is full disclosure of all relevant and material information by the Issuer. Material information is such information which would enable an investor to take an informed decision on whether to buy, sell, or hold its investments in the securities. The professional advisers to the transaction are expected to guide the Issuer on specific requirements within the legal and regulatory framework that they need to comply with.

1.2.2 Approvals for the Transaction

An Issuer seeking a listing of its securities is required to obtain necessary approvals from its shareholders, Board, any relevant primary government regulator and state actor or agencies as appropriate. This is an integral part of the listing process and requirements. Regulatory approvals include approvals from the Securities and Exchange Commission (SEC) for all Issuers, and will include additional approvals for Issuers in regulated sectors, such as banking, insurance, telecommunications, etc. Obtaining all other regulatory approvals reasonably signifies compliance with the rules, regulations and laws governing such sectors in which the Issuer operates.

1.2.3 Investors' Confidence and Protection

The main objective of capital market regulation is to maintain a fair, orderly, and transparent market, for the protection of investors. To protect investors, The Exchange's listing requirements are to ensure that only high quality securities are listed and traded on its Floor, in order to uphold The Exchange's reputation among investors. Thus, the due diligence process assists to elicit information from Issuers, and ensures that quality information is provided to the market to guide investors' decisions.

1.2.4 Protection of The Exchange from Loss and Liability

The Exchange stands at risk of reputational and financial loss and liability if someone is aggrieved by a decision made by The Exchange during the listing process. Notwithstanding the perceived merit, or lack thereof in pursuing action against The Exchange, aggrieved investors, for example, may choose to take action that causes reputational or financial damage to The Exchange. The due diligence process aims to forestall such actions or to lessen their chances of success. Some of the things done by The Exchange for this purpose include reviewing information about the Issuer, its securities and the major persons and entities that own or control it, including past financial statements, a list and assessment of litigation against the Issuer, the Solicitors' Opinions on the Litigations, the Prospectus or the relevant offer documentation, proposed shareholding structure, any Technical Service Agreements, documentation relating to mortgages or charges over the assets of the Issuer, etc. The Exchange evaluates the Issuer's compliance with laws, rules and regulations that relate to specific industries, SEC directives and other approved market practices.

Other information available in the public domain will also be sourced, and reviewed. Where an entity applies to be listed, or where an unlisted entity intends to buy into a listed entity, The Exchange will conduct a legal search to determine the existence of the Issuer, its legal status and directors. Where appropriate, The Exchange will confirm from anti-corruption agencies whether the individuals and companies who own or intend to own majority stakes in a listed entity have any pending matters or ongoing investigations against them; and require evidence from the applicant's creditors to confirm any compromise and other assertions made by the applicant.

The Exchange obtains an undertaking from the Sponsoring Dealing Member¹ that it has submitted all required documents and carried out reasonable due diligence on the Issuer and is satisfied with its findings. In certain circumstances where the reliability of information provided by the Issuer is in doubt, or where The Exchange's exposure to reputational or financial risk is assessed to be very high, The Exchange may require third party confirmation of information.

1.3 Risks Associated with Listing Applications

To protect the market's integrity, The Exchange will carry out a detailed review of all applications submitted to it in order to forestall the possibility of the following risks materializing:

- (i) The application may not meet the Listing Requirements.
- (ii) There may be pending litigation against the Issuer which may have material effect on the Issue of new shares and/or listing which may expose The Exchange to liabilities.
- (iii) An Issuer may apply to list shares not registered by the SEC.
- (iv) Some of the directors may claim that they did not give their consent or that their consent was not sought for the listing.
- (v) The Issuer may manipulate the shareholders' register by allotting shares to people related to the promoter in order to meet up with the required number of shareholders.
- (vi) The Issuer may bring in fictitious assets or overvalue the existing assets stated in submitted audited accounts in order to meet the eligibility criteria or to influence the listing price.
- (vii) The Issuer may submit documents whose contents are misleading, insufficient or not in line with required standards.
- (viii) There may be unfair treatment of shareholders of a listed company.
- (ix) The Issuer may list shares not approved by the shareholders, this may lead to legal actions against the Issuer and The Exchange.
- (x) An applicant may intend to acquire a listed Issuer in order to eliminate competition.
- (xi) Incompetent hands may take over the control of a compliant Issuer and subsequently, it may become non-compliant.
- (xii) There may be related party transactions which may not be at arm's length.

¹ The Sponsoring Dealing Member is a Dealing Member of The Exchange, who has been appointed to sponsor the Issuer seeking a listing on The Exchange. The Sponsoring Dealing Member will submit the application to The Exchange for the

CHAPTER 2

LISTING AUTHORITY AND THE EXCHANGE'S BOARDS



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 2

Listing Authority and The Exchange's Boards

2.1 Listing Authority

The authority to approve all listing applications is vested in the National Council of The Exchange. Currently, the National Council exercises this authority through the Quotations Committee (the QCN) of the National Council of The Exchange. The QCN is responsible for granting approvals for listings and quotations on The Exchange in respect of any securities and securities derivatives, determining, prescribing and/or enforcing all Listing Requirements and determining whether The Exchange should delist, suspend or withdraw quotations from any listed or quoted securities. The QCN further provides market expertise and advice to the National Council of The Exchange regarding international trends, Issuers, investors and other market participants and new product opportunities relating to listings. The QCN is comprised of members of the National Council of The Exchange, and is chaired by the President of The Exchange. In order to exercise its authority, the QCN has bifurcated applications into two (2) types:

- (i) Those that it has reserved to treat by itself; and
- (ii) Those for which it has delegated authority to the Management of The Exchange.

The list of applications requiring approval by the Management and the QCN respectively is contained in Chapter 3 of this Book. Summary information on all listing approvals is available in The Exchange's X-Compliance Report which is published on The Exchange's website and updated on a weekly basis.

Upon approval, Issuers are expected to commence the process of listing the securities on The Exchange within three (3) months of the approval, after which the approval lapses, and the Issuer will be required to re-apply to The Exchange for another approval. Where the Issuer encounters challenges which make it impossible for the Issuer to commence the process of listing the securities within three (3) months, the Issuer is expected to inform The Exchange about the impediments. Where this update is provided before the deadline, the approval will not be treated as having elapsed.

All variations to the terms of an approved application require The Exchange's (QCN or Management, depending on the approving authority) approval. If Management considers it necessary to make any material variation in the case of applications approved by the QCN, Management shall obtain the approval of the QCN.

2.2 The Exchange's Boards

For equity securities, The Exchange presently has three (3) Boards on which Issuers' securities may be listed, namely:

2.2.1 The Premium Board

The Premium Board is The Exchange's listing segment for an elite group of Issuers that meet the most stringent corporate governance and listing standards. The Board is a platform for showcasing

companies that are industry leaders in their sectors, adhere to international best practice corporate governance standards, and meet The Exchange's highest standards of capitalization and liquidity. The Premium Board attracts the largest African Issuers.

2.2.2 The Main Board

The Exchange's Main Board gives companies from diverse sectors the opportunity to raise funding from the public. In Nigeria's increasingly global marketplace, companies listed on The Exchange enjoy access to a deep pool of local and international investors. Admittance to this Board is based on profitability or market capitalization criteria, and requires high standards of disclosure, corporate governance and internal regulation.

2.2.3 The Alternative Securities Market (ASeM)

The ASeM is The Exchange's specialized board for emerging businesses – small and mid-sized companies with high growth potential. It gives such companies the opportunity to raise long-term capital from the capital market at relatively low cost, allowing them to grow and institutionalize. There is no limit to the amount of capital a company listed on ASeM can raise, as long as the company meets relevant regulatory requirements.

Each of the above mentioned Boards has its own specific Listing Requirements which an applicant seeking to list on the respective Board has to comply with before its securities are listed thereon. Therefore, every applicant must review the specific qualifications of its intended Board, and decide which Board aligns with its size, strategic objectives and long term goals when seeking to list on The Exchange.

CHAPTER 3

INTRODUCTION TO THE LISTING PROCESS



**THE Nigerian
STOCK EXCHANGE**

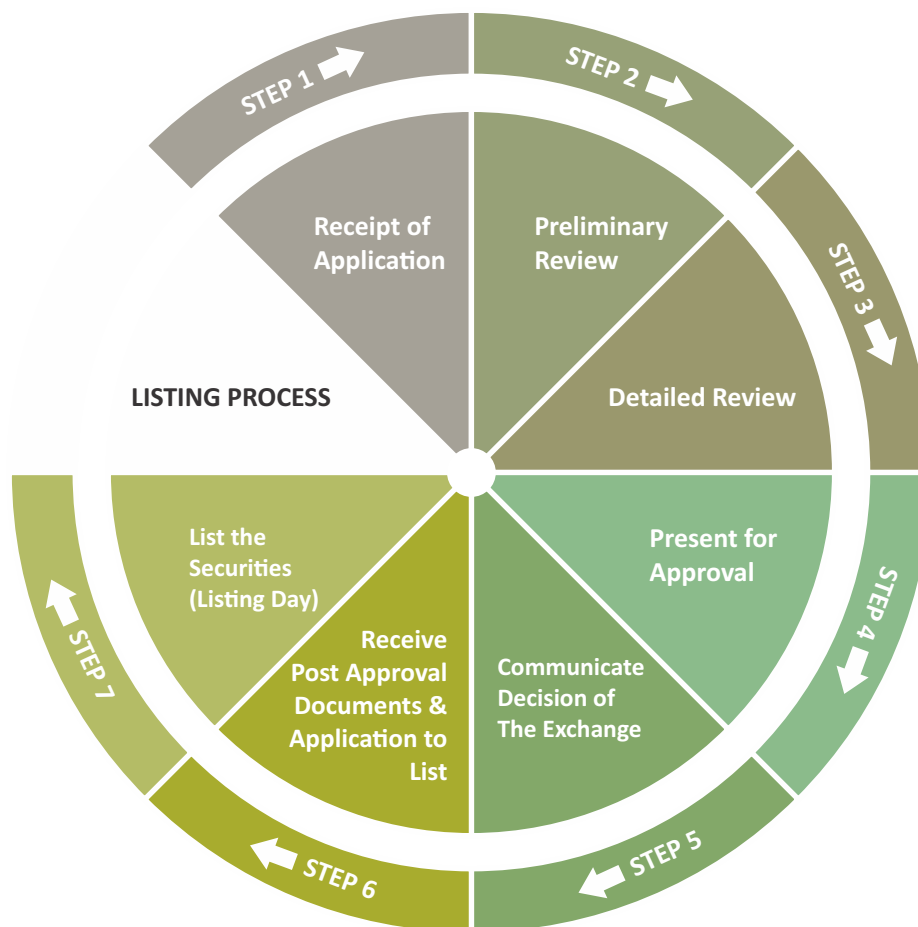
CHAPTER 3

Introduction to the Listing Process

3.1 Stages of The Exchange's Listing Process

Figure 1 below is a step by step illustration of The Exchange's listings process. A discussion of each of the stages follows thereafter.

Figure 1: The Exchange's Listing Process



3.1.1 Receipt of Application

Currently, The Exchange receives listing application documents in both hard copies and soft copies. A formal application letter together with other documents are required to be submitted in hard copies to The Exchange, where they are received and time stamped. Documents required in soft copies are received at The Exchange via electronic mail². Applicants are required to file the hard copies, and soft copies of required documentation to The Exchange within twenty-four (24) hours of filing any of the sets of documents.

² Applications are sent to the following email address : lr@nse.com.ng

3.1.2 Review of Application

The Exchange will carry out a preliminary review of the application documents and follow up with a detailed review thereafter.

3.1.2.1 Preliminary Review

On receipt of an application for approval of a new issue and listing, The Exchange conducts a preliminary review aimed at ensuring that all necessary documents and information needed to evaluate the application have been provided. The Exchange has developed checklists for each application type, which are provided in this Book, and are also obtainable from the website of The Exchange.

The Exchange will compare documents submitted by the Issuer with The Exchange's checklist³ for the relevant application type. This preliminary review should be completed within forty-eight (48) hours of receiving the application.

The Exchange's position is that all documents reflected on the checklists are relevant to the application types. Where the Sponsoring Dealing Member is of the opinion that a particular document is not relevant, it should provide a justification for its opinion in its "Declaration on Documentation and Due Diligence" which is a separate document that accompanies the application documents submitted. The Sponsoring Dealing Member is required to ensure that all material documents relating to the transaction are submitted to The Exchange, whether on the checklist or not.

In cases where required documents are missing or the information in submitted documents is incomplete, The Exchange will notify the Issuer of the deficiencies through the Sponsoring Dealing Member. The Exchange will commence a detailed review and evaluation of an application, but will only conclude its review after it receives complete documentation.

Following the preliminary review and depending on the application type, The Exchange may invite the Sponsoring Dealing Member and other concerned persons as appropriate (such as other parties to the transaction and the applicant) for a meeting to discuss any issues relating to the application. Moreover, the Sponsoring Dealing Member and others may request a meeting with The Exchange to discuss the application and the applicable requirements before the Sponsoring Dealing Member submits the initial documents in order to minimize deficiencies in the submission.

3.1.2.2 Detailed Review

After the preliminary review, The Exchange carries out a review of the application to ensure it meets the eligibility criteria as well as the documentation and disclosure requirements of The Exchange. The Exchange also reviews the application and the submitted documentation to address all the objectives discussed in Chapter 1, and confirm that the application does not expose The Exchange to undue risks. The Exchange may consider and review any other matter it considers to be of serious concern.

³ *Specific checklists per listing application type are provided as Appendices to this Book.*

3.1.3 Present the Application for Approval

Upon conclusion of the application review, The Exchange prepares an appraisal report on the application and a recommendation as to whether the application for listing should be granted by the QCN.

As earlier indicated, the ultimate authority to approve all listing applications is vested in the QCN. However, the QCN has delegated to Management, the power to approve some applications. Table 1 below indicates which applications Management approves and those for which the QCN has retained approval authority. Also indicated on Table 1 is the expected time between submission of a **complete** application package, i.e., without any deficiencies, and approval.

Table 1: Application Type and the Approving Authority of The Exchange⁴

S/N	The QCN	TAT (working days)
1	Initial listing by introduction	17
2	Initial public offering	17
3	Placing	15
4	Block divestment (involving change of control)	12
5	Mergers and acquisitions (involving listed companies)	17
S/N	Management of The Exchange	TAT (working days)
1	Rights Issue	5
2	Offer for Subscription of Shares	5
3	Mergers and Acquisitions (involving listed and unlisted companies)	5
4	Conversion of Loan and Preference Shares to Ordinary Shares (where bonds are not listed on the exchange)	5
5	Employee Share-Based Payment Scheme	5
6	Corporate Bonds	5
7	Government Bonds	5
8	ETFs/REITs	6
9	Memorandum Listing	5
10	Block Divestments (not involving change of control)*	5
11	Voluntary Delisting	5

⁴**Legend:**

- TAT: Turn Around Time
- * The rules on Block Divestment are currently being reviewed.

3.1.4 Communication of The Exchange's Decision

Within forty-eight (48) hours of The Exchange taking a decision on the application, a letter communicating the decision is sent to the Sponsoring Dealing Member. The letter indicates whether approval is given, with or without conditions, or whether the application is denied. Where approval is granted, the letter addresses issues such as the description of the application, the date the application was filed, the approval date, any conditions attached to the approval, validity period of the approval, indemnity clause, and lists documents to be submitted before the securities are finally listed.

It should be noted that the Issuer has to act upon The Exchange's approval within three (3) months, failing which the approval will lapse. This is discussed further below.

All approvals granted by The Exchange in a given year are published on The Exchange's X-Compliance Report which is published on The Exchange's website and updated on weekly basis.

The Exchange may also grant conditional approval to the Issuer, which will be dependent on the satisfaction of certain requirements which will be communicated to the Issuer in the body of the letter.

Furthermore, The Exchange may decline to approve the application, and it is not obliged to state its reasons for doing so. Notwithstanding, an applicant is entitled to re-apply, especially where it has addressed any issues raised by The Exchange in the letter communicating its decision.

3.1.4.1 Expiration of The Exchange's Approval

Upon receiving the Exchange's approval, Issuers are expected to commence the process of listing the securities on The Exchange within three (3) months of the approval, after which the approval lapses, and the Issuer will be required to re-apply to The Exchange for another approval. The Exchange is of the view that after a period of three (3) months, the information upon which The Exchange granted the approval may have become stale, and the Issuers' circumstances may have changed. Also, because financial reporting is done quarterly by companies, it is expected that the Issuer will have updated financial information, hence the need to provide contemporaneous information to The Exchange, for the purpose of the approval.

Where the Issuer encounters challenges which make it impossible for the Issuer to commence the process of listing the securities within three (3) months, the Issuer is expected to inform The Exchange about these impediments. Where this information is provided before the deadline, the approval will not be treated as having elapsed. Variations to the terms of an approved application requires The Exchange's approval. If Management considers the variation material in the case of applications approved by the QCN, Management will recommend to the QCN for approval.

3.1.5 Requirements after The Exchange's Approval

All required post-approval documents must be submitted within agreed timelines by the Sponsoring Dealing Member after receiving The Exchange's approval. Except for applications stated under Paragraph 3.1.5.7 below, these submissions can be categorized into three (3), namely: documentation before the Completion Board Meeting ("CBM") or Signing Ceremony; Documentation after CBM; and a formal application for listing, delisting, or divestment as the case may be.

3.1.5.1 Completion Board Meeting and Signing Ceremony

The CBM is a formal meeting of all parties to the Issue to sign off on the transactional documents. The CBM is convened by the Issuer, attended by all the parties to the Issue, and is held to confirm that all necessary documentations have been prepared, all necessary approvals have been obtained, and all necessary steps have been taken for the Offer to open. The high point of the meeting is the signing of the Prospectus or Rights Circular, and other Offer documents by all the directors of the Issuer, and the professional advisers to confirm that each party has performed its respective obligations in accordance with the requirements of the applicable legal and regulatory framework, including the SEC Rules. The Exchange and SEC attend the CBM as observers.

In lieu of the CBM, the Issuer may choose to have an informal arrangement or event during which the Prospectus and other Offer documents are signed by the parties; this is the Signing Ceremony.

The Exchange and SEC do not attend Signing Ceremonies. Henceforth in this Book, a reference to Completion Board Meeting should be read also as a reference to a Signing Ceremony, where applicable.

3.1.5.2 Documents Required before the Completion Board Meeting

The documents listed below are required to be submitted in soft copies, except the Letter of Indemnity which must be provided in original copy as well, and any condition attached to the approval if it is so required to be submitted in hard copy. When these documents are filed, The Exchange issues a temporary Certificate of Exemption (CoE) to the Issuer to enable it execute the abridged prospectus. See paragraph 3.1.5.3 for more details about the CoE.

The Rulebook of The Exchange requires submission of the documents ahead of the CBM for the reasons adduced below:

- (i) Approved Prospectus: to give The Exchange early information about the Prospectus to be signed at the CBM; and to allow The Exchange check that it does not have any objections to the its contents.
- (ii) Printer's Proof of Posters and Advertisements: for The Exchange to check that it is satisfied with the contents of the posters and advertisements.
- (iii) SEC Approval Letter: to confirm that the SEC has approved the Issue.
- (iv) Documents satisfying the conditions attached to The Exchange's Approval: to confirm that the Issuer has met The Exchange's conditions for approving the application.
- (v) Letter of Indemnity: to protect The Exchange from possible liabilities arising from the application.

3.1.5.3 Documents to be Submitted within Forty-Eight (48) Hours of the Completion Board Meeting

Originals of the documents listed below must be submitted within forty-eight (48) hours after the CBM:

- (i) Executed Prospectus or Rights Circular (for a rights issue);
- (ii) Executed Poster;
- (ii) Executed Advertisement for publication in the media;
- (iii) Request to create codes for Listing or rights trading (for a rights issue);
- (iv) Any other document that The Exchange may require.

Upon receipt of the above signed documents, and a request for a CoE in accordance with Section 76(2) of the ISA, The Exchange issues a CoE which is a document that exempts the Issuer from printing the Full Prospectus. Rather, an abridged form of the Prospectus is printed and circulated by the Issuer. An Abridged Prospectus is one which does not comply fully with the requirements of the Third Schedule of the ISA, but contains relevant particulars and information in the form in which they are required. The Exchange can only issue the original CoE upon request for such and submission of signed documents by the Issuer; otherwise a temporary CoE is issued as explained above. The Issuer files a copy of the original CoE with SEC.

3.1.5.4 Creation of Code and Symbol

Upon execution and submission of the required documents to The Exchange, the Issuer is required to make a request to The Exchange to create a code and a symbol in preparation for the listing. Codes and symbols are unique identifiers for Issuers' securities traded on The Exchange. They may consist of letters, numbers or a combination of both. The Exchange facilitates the creation of Codes, which is done by the Central Securities Clearing System Plc (CSCS).

One of the identifiers is the International Securities Identification Number (ISIN), which uniquely identifies a security. The ISIN code is a 12-character alpha-numerical code, which is universally recognized as the only common denominator securities identification number. It should however not be confused with the Symbol, which identifies a security listed on The Exchange. The ISIN Code is also used for clearing and settlement.

Examples of symbols and codes are provided below:

(i) Fixed Income Security:

Symbol:	MRE2022S1
Symbol Name:	17.00% MIX JAN 2022
ISIN Code:	NGMRE2022S18
Issuer:	MIXTA REAL ESTATE PLC

(ii) Equity: New Listing

Symbol:	MEDVIEWAIR
Symbol Name:	MEDVIEWAIR
ISIN Code:	NGMEDVIEW007
Issuer:	MEDVIEW AIRLINE PLC

(iii) Equity: Rights Issue

Symbol:	GUINNESS
Symbol Name:	RR2017GUNNES
ISIN Code:	NGRR17GUNES5
Issuer:	GUINNESS NIGERIA PLC

Creation of codes or symbols is only applicable to new listings and Rights Issues. Where created for a Rights Issue, the purpose is to allow trading in the Rights only. For a new listing, this request can also be made immediately the Offer is concluded and confirmed successful by the Issuer. In making the request, the Issuer may suggest a preferred code or symbol or both.

For a Rights Issue, the request must be made before the Offer opens to enable the existing shareholders of the Issuer to trade their Rights.

3.1.5.5 Documents Required upon a Formal Application for Listing

All documents listed in this category must be submitted to The Exchange in soft copies⁵. In addition to the soft copies, the original copies of the General Undertaking and Declaration of Compliance, which are described below, must also be submitted whenever these documents are required. The General Undertaking and Declaration of Compliance must be provided on the Issuer's letter headed paper, signed by the company secretary and a director, with the Issuer's seal affixed.

- (i) Executed copy of Declaration of Compliance*
- (ii) Executed copy of General Undertaking*
- (iii) SEC approval of Basis of Allotment
- (iv) Newspaper publication of Basis of Allotment
- (v) Evidence of Dispatch of Shares/Bond Certificates or e-allotment

3.1.5.6 General Undertaking, Declaration of Compliance and Letter of Indemnity

A General Undertaking is a contract between The Exchange and the Issuer in which the Issuer undertakes to comply with the post Listing Requirements of The Exchange. A Declaration of Compliance is a written declaration made by the Issuer to The Exchange, confirming that the Issuer has satisfied all the requirements of law and regulation regarding the Offer and Issue of the securities, including that the securities have been allotted and fully paid up. The Issuer is also required to provide an executed Letter of Indemnity in favour of The Exchange, to indemnify The Exchange against all liabilities and losses which The Exchange may become exposed to in connection with approving the application.

The required contents of the following documents can be found in Appendices A, S, T, U, V and W respectively of this Book:

- (i) Letter of Indemnity,
- (ii) Form of General Undertaking for Equities,
- (iii) Form of General Undertaking for Interest Bearing Securities Issued by Government,
- (iv) Form of General Undertaking for Interest Bearing Securities Issued by Companies,
- (v) The Form of General Undertaking for Unit Trusts,
- (vi) Declaration of Compliance.

It should be noted that sometimes Issuers file the wrong type of General Undertaking. For instance, an Issuer applying to list equity securities may wrongly file a General Undertaking designed for listing funds. The Exchange will review the submission to ensure that the correct type of General Undertaking is filed. Likewise, The Exchange has found that sometimes the content of Declaration of

⁵ However, original copies of documents marked by * must be submitted in hard copies in addition to the soft copies.

Compliance filed by Issuers does not satisfy The Exchange's requirements. A declaration of compliance must state that the Issuer has complied with relevant statutory and regulatory requirements, that the shares or bonds, etc, have been allotted for cash or other consideration (as the case may be), and that all money/other considerations due to the Issuer with respect to the securities have been received; etc.

The Declaration of Compliance, Letter of Indemnity, and General Undertaking must be signed by a director and company secretary, the Issuer's seal must be affixed, and the original documents are to be submitted.

3.1.5.7 Applications that Do Not Require a Completion Board Meeting

Certain types of applications do not require a CBM. These application types include Listing by Introduction, Placing, Merger and Acquisition, Voluntary Delisting, and Block Divestments.

Post approval documents required for Applications not involving a Signing Ceremony/Completion Board Meeting are listed below:

- (i) Executed original of Information Memorandum /Placing Memorandum/ Scheme Document*
- (ii) Letter of Indemnity*
- (iii) SEC approval
- (iv) Executed original Declaration of Compliance*
- (v) Executed original General Undertaking*

Information Memorandum, Placing Memorandum and Scheme Document must be signed by every person named in it as a director of the Issuer and other professional parties, and must be submitted in original copies. In addition, a soft copy is required which may be either the approved copy or the signed one. For Voluntary Delisting, the shares must be placed on full suspension from trading on the qualification date. The Issuer must make the request in writing to that effect.

Originals of documents marked with an asterisk (*) above must be submitted in hard copies in addition to the soft copies. Further, please note that the above listed documents are not required for Voluntary Delisting, and Block Divestment applications. The post approval documentations for Voluntary Delisting are described in Chapter 17.

3.1.6 Listing the Securities

After the Issuer has submitted all the prescribed documents, and taken all necessary actions in compliance with The Exchange's requirements, The Exchange will list the Issuer's securities.

Table 2 below provides a summary of documentation required during the application process.

S/N	Stage	Documents to be Submitted to The Exchange
1	Before Processing the Issuer's Application to List	These documents are stated in the checklists – Please see Appendices to this Book.
2	Upon Receipt of The Exchange's Approval of	<p>Prior to the CBM (where one is applicable), the following documents are to be submitted to The Exchange:</p> <ol style="list-style-type: none"> i. SEC approval/registration letter ii. Letter of Indemnity * iii. Approved Prospectus/Rights Circular / Information Memorandum / Scheme Document* iv. Printers Proof of Posters v. Printers Proof of Advertisements. <p>Immediately after the CBM, the Issuer files the executed originals of the documents listed below with The Exchange, to obtain a CoE as indicated above. The Issuer also files with the SEC, the executed documents together with any other documents required by the SEC, and obtains the SEC's approval for the Offer to open and close. Any changes in the opening and closing dates of the Offer from those provided in the signed documents should be communicated to The Exchange immediately.</p> <ol style="list-style-type: none"> i. Executed original of Approved Prospectus/Rights Circular / Information Memorandum / Scheme Document* ii. Executed originals of Posters* iii. Executed originals of Advertisements*.
3	Upon Receipt of Request from the Issuer for Listing of the Successfully Subscribed	<p>Once the Offer closes and allotment is concluded, the Issuer proceeds to SEC to obtain its approval of the basis of allotment, after which the Issuer makes a publication of the basis of allotments.</p> <p>Thereafter the Issuer files a formal request, supported with the following documents, to list the security based on the successful subscription:</p> <ol style="list-style-type: none"> i. Executed copy of Declaration of Compliance* ii. Executed copy of General Undertaking* iii. SEC approval of Basis of Allotment iv. Newspaper publication of Basis of Allotment

* **Note:** All documents are required to be submitted in soft copies. However, original copies of documents marked by * must be submitted in hard copies in addition the soft copies.

3.1.7 The Listing Price of the Security

The shares will be listed at a specific price upon conclusion of the listing process. One of the factors that determine the success of securities listing is the Offer price. The Issuer and its financial advisers determine the listing price. The Exchange is not involved in the pricing of securities but considers the reasonableness of the price against appropriate generally accepted pricing methods. In rare cases, where the price seems not to be supported by any of these generally accepted methodologies, The Exchange may advise the Issuer to reconsider the price. Such communication from The Exchange is merely advisory in nature. Thus, The Exchange is highly unlikely to reject an application to list merely because an Issuer rejects its suggestion to reconsider a listing price.

3.1.8 The Cost of Listing

The total cost of issue shall not exceed 3.17% (for equity transaction) and 3.9375% (for bonds), of the gross total proceeds, excluding indemnity fee, advertisement, printing and take on fees for registrars.⁶

3.1.9 The Exchange's Listing Fees

Issuers are required to pay application and listing fees to The Exchange. Evidence of payment of these fees should accompany the initial submission of the application for listing. Sponsoring Dealing Members are expected to be familiar with the manner of computation of the application and listing fees of The Exchange with respect to each type of application, as well as the Delisting fees and Block Divestment fees.

Usually, the application fee is 0.3% of the market capitalization⁷ of the security sought to be listed, and the listing fee is graduated based on the market capitalization of the securities.

However, there are slight variations in computation of the fees of certain types of applications, and these are further discussed below:

3.1.9.1 Application and Listing Fees for New Listing of Equity

(i) Main Board and Premium Board

The listing fee is based on graduated market capitalization fee metrics, as provided in The Rulebook of The Exchange (Listing Rules). The application fee is 0.3% of the market capitalization of the funds raised, or being raised, plus 0.3% of the nominal value of the Issuer's paid up share capital prior to any recent capital raising exercise done through a Private Placing or Public Offer. Worked examples of how to compute the fees are provided in Appendix Z to this Book.

(ii) ASeM New Listing

The application and listing fees for ASeM are fixed as follows irrespective of the market capitalization or nominal value of the Issuer:

- (i) Application fee: N100,000; and
- (ii) Listing fee: N200,000.

⁶ Rule 314, SEC Consolidated Rules, 2013

⁷ Where Market Capitalization = Quantum of Shares X Listing or Offer Price

3.1.9.2 Application and listing fees for ETFs and REITs, and Supplementary Listing of Shares

The application and listing fees for ETFs and REITs, and Supplementary Listing of Shares are computed in similar ways. The application fee for each of them is 0.3% of the market capitalization of the securities. Even when ETFs and REITs are being listed by Introduction, the application fee is more likely to be based on the market capitalization since these funds are usually raised from the public rather than contributed by the promoters and sponsors, and the Offer price is usually very close to the listing price. Where the listing price of ETFs or REITs is higher than the Offer price, the application fee may be based on the Offer price. In any event, the listing price is as provided in the Market Capitalization Fees Graduation Metrics, provided in Appendix Y to this Book. A worked example of how to compute the fees is provided under Appendix Z.

3.1.9.3 Application and Listing Fees for Fixed Income Securities

Here, for the purpose of fee computation, listing is categorized into three (3) types, namely: Fixed Income Securities issued by a listed Issuer to be listed exclusively on The Exchange; Fixed Income Securities issued by a listed Issuer for dual listing; and any other Fixed Income Security. The application fee for the three (3) categories are 0.01%, 0.0375%, and 0.0375% of the market capitalization, respectively. A worked example of how to compute the fees is provided under Appendix Z.

3.1.9.4 Application and Listing Fees for Scheme Shares

Sometimes, a listed Issuer applies to list additional shares for issuance to the shareholders of another company as consideration in a Scheme of arrangement with the other company. For the purpose of fee computation, in such cases, the price of the shares to be listed is the market price of the shares of the listed Issuer.

On the other hand, if an unlisted company issues its shares to shareholders of a listed Issuer, such that the shareholders of the listed Issuer will surrender their shares in the listed Issuer in exchange for shares in the unlisted company, the value of the shares issued by the unlisted company is the value of the listed shares given up.

A worked example of how to compute the fees is provided under Appendix Z.

3.1.9.5 Block Divestment Fee

The fee due to The Exchange for a Block Divestment transaction is 0.5% of the value of the transaction. The value of the transaction is the transaction price multiplied by the quantity of securities to be sold. Where the transaction price is lower than the market price of the security, the applicant is required to explain to The Exchange how the transaction price was arrived at. The Exchange may accept the transaction price for the purpose of computing the Block Divestment fee if The Exchange is satisfied with the reason provided by the applicant. Otherwise, The Exchange will apply the market price in computing the fees.

$$\begin{aligned} \text{Thus BDF} &= Q * P * 0.5\% \\ \text{Where BDF} &= \text{Block Divestment fee} \\ Q &= \text{quantum of shares to be sold} \\ P &= \text{the Block Divestment price.} \end{aligned}$$

3.1.9.6 Delisting Fee

The Delisting fee is 0.3% of the market capitalization of the minority shares. The price to be used to determine the market capitalization of the minority shares is the highest price of the share in the last six (6) months prior to the date when the resolution for the delisting was approved by the shareholders.

Thus, DF	=	Q*P*0.3%
Where DF	=	Delisting fee
Q	=	number of minority shares
P	=	highest price of the shares in the last six (6) months prior to the date of shareholders resolution approving the delisting.

It should be noted that Value Added Tax will be paid on all fees of The Exchange.

3.2 Professional Parties Involved in a Listing

The professional parties involved in the listing process can be likened to the hands that turn the listing wheel. They provide professional services to the Issuer with respect to the entire transaction from conception to listing, and are required to be registered by the SEC as capital market operators. While The Exchange is not a party to the transaction it interacts with the parties through the Sponsoring Dealing Member.

These parties and the roles they play are discussed below:

3.2.1 The Issuing House

The Issuing House will generally manage the transaction by advising the Issuer, coordinating the activities of all the other professional parties, and preparing the necessary documentation. The Issuing House is also responsible for submitting the application to the SEC and interfacing with the SEC on behalf of the Issuer.

3.2.2 Sponsoring Dealing Member

The Sponsoring Dealing Member is a Dealing Member of The Exchange, who has been appointed to sponsor the Issuer seeking a listing on The Exchange. The Sponsoring Dealing Member will submit the application to The Exchange for the listing of the securities of the Issuer together with the relevant fees. In general terms, the role of the Sponsoring Dealing Member involves the following activities:

- (i) Advising the Issuing House/Financial Advisers on the proposed terms of the Issue including pricing, timing and investors' preferences.
- (ii) Preparing the application to The Exchange for the listing of the securities of the Issuer, including completion of Abridged Application Form.
- (iii) Securing the approval of The Exchange for the Issue, and obtaining the CoE.
- (iv) Liaising with the Issuing Houses for the distribution of the Offer documents and marketing the Issue aggressively to ensure full subscription.
- (v) Listing the securities on The Exchange at the conclusion of the allotment.

3.2.3 Auditors

These are the statutory Auditors of the Issuer. The Auditors are obliged to issue a report stating

whether in their opinion the Issuer's audited financial statements gives a true and fair view of the Issuer's affairs. The Issuer submits the audited financial statements to The Exchange and SEC, and includes their contents in the Prospectus and other relevant documents submitted in support of the application for listing. The report of the Auditors on the audited financial statements provides independent reasonable assurance on the financial statements, and impacts directly on the transaction.

3.2.4 Reporting Accountant

Any accountant registered by the SEC may be appointed by the Issuer to report on the accounts and the profit forecast. In the absence of a prior waiver by The Exchange in individual cases, Reporting Accountants to public Issues must be entities other than the auditors of the Issuer. Where the Issuer and the Issuing House agree that the existing auditor of the Issuer should also act as the Reporting Accountant, it is necessary to obtain the approval of The Exchange.

The purpose of the Accountant's report in a Prospectus is to give prospective investors additional comfort that the historical financial statement and the accounting policies and calculations of the profit forecast have been independently reviewed. The expectation is that such an independent review is an additional data point upon which an investor can rely in making an appropriate investment decision. The report is required to include an expression of opinion as to whether or not the financial information included in the Prospectus gives a true and fair view of the Issuer's state of affairs for those periods.

3.2.5 Solicitors

In some Issues, three (3) sets of Solicitors are involved, namely (i) Solicitor to the Issuer, (ii) Solicitor to the Issue and (iii) Solicitor to the Trustees (in the case of a debt issue). The Solicitor to the Issuer will advise the Issuer on the legal aspects of the Offer. The major areas are the contents of the Prospectus, the form of the Memorandum and Articles of Association, the status of any material contracts or agreements into which the Issuer has entered, and compliance with other relevant statutory requirements.

Throughout the listing process, the Solicitor to the Issuer must be actively involved in the preparation of the Prospectus and be familiar with all aspects of the transaction.

Furthermore, the Solicitor to the Issuer will be involved in giving general legal advice, on issues that may be encountered in the preparation of the Offer documents as well as ensuring that all disclosures required by statute or regulation are included in the Prospectus. The Solicitor to the Trustee drafts the Trust Deed and ensures that it is properly drawn up to provide adequate protection for bondholders; and advises on the Trust Deed and obligations of the Trustee.

3.2.6 Registrars

For an equity transaction, an Issuer will require the services of a firm of Registrars to maintain its enlarged Register of Shareholders, and to handle the other related matters arising from the Offer. The Registrars will also distribute Prospectuses to pre-arranged distribution centres, receive completed application forms, and also prepare and dispatch share certificates and cheques in respect of monies returned (if any) after the basis of allotment is approved. The Registrars also forward details of share allotments to the CSCS for electronic processing and onward migration to various shareholders' accounts.

3.2.7 Trustees

In the case of a debt Issue, a Trustee is usually appointed as the Custodian of the trust property and is the securities holders' representative.

3.2.8 Underwriter(s) and Sub-Underwriters

The Issuing House is expected to use its best efforts to ensure full subscription of the securities. However, it is not possible to predict the precise level of subscription in advance with scientific precision because of the dynamic nature of market forces. For this reason, some Issuers take the view that it is wise to have a certain percentage of the Issue underwritten in order to ensure that the proceeds of the Issue are delivered to the Issuer on schedule, irrespective of any delays in receiving subscription monies.

Underwriting basically involves an Underwriter guaranteeing the Issuer of securities a certain amount of cash. To spread the risk that the Lead Underwriter is taking on, it will usually organize a group of banks as part of what is called an Underwriting Syndicate. With an Underwriting Agreement, the Underwriter which may be the Issuing House, a bank or an insurance company will not only agree to use its best endeavours to find investors for the securities, but also to underwrite the investment by purchasing any securities which are not taken up by investors. Although more expensive, underwriting guarantees that the Issuer will receive the funds required from the Offer.

3.2.9 Receiving Agents/Banks

The Receiving Bank will keep the proceeds of the Issue in a separate interest yielding bank account for the duration of the Offer and pay them to the Issuer at the end of the Offer (net of expenses) on the instruction of the Issuing House.

It is important to note that, the funds raised from the subscription are still regarded as deposits for securities until after the allotment is concluded.

Any Receiving Agent approved by SEC is eligible to be appointed to receive applications from the public at their designated offices while the Offer is open. It is important for the Issuer to obtain from the SEC, the current list of Receiving Agents, and thereafter, formally write them to notify them of their appointment. It is customary to assume their acceptance of the appointment, if no objection or formal acceptance is received from them. Bankers and Dealing Members of The Exchange usually act as Receiving Agents.

3.3 The Central Securities Clearing System Plc

The Central Securities Clearing System Plc (CSCS) is licensed by the SEC to act as an agent for Central Depository, Clearing and Settlement of transactions in the Nigerian capital market. It operates a computerized depository, clearing, settlement and delivery system for transactions in securities in the Nigerian capital market.

CSCS facilitates the delivery (transfer of securities from seller to buyer) and settlement (payment for purchased securities) of securities transactions. It enables securities to be processed in an electronic book-entry form thereby substantially reducing the period it takes a transaction to commence and end.

CHAPTER 4

NEW LISTING BY INITIAL PUBLIC OFFER



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 4

New Listing by Initial Public Offer

4.1 Applicable Rules and Laws

4.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Listing Requirements, Section C: Requirements for All Listings
- (ii) Chapter 1: New Listing of Securities
- (iii) Chapter 3: Contents of Prospectus for New Listings
- (iv) Chapter 12: Listing on the Premium Board
- (v) Chapter 13: Listing on the Alternative Securities Market Board (ASeM) Appendix VII: Memorandum and Articles of Association for Issuers Applying for Listing

4.1.2 SEC Rules

4.1.3 ISA

4.1.4 CAMA

4.2 Definition

An Initial Public Offer (IPO) is the first time an Issuer offers its securities to the public. It also refers to the raising of additional capital by offering additional equity securities or debt instruments to the public for the first time. The IPO may be a Public Offer for Subscription or a Public Offer for Sale.

It should be noted that the Issuer may list equity securities on any one of the three (3) Boards of The Exchange: the Premium Board, the Main Board, and ASeM, provided that it meets the qualification requirements to list on the chosen Board.

4.3 Forms of Initial Public Offers:

4.3.1 Offer for Subscription

This refers to an IPO in which the Issuer offers to sell new (previously unissued) securities either directly to the public, or to the underwriter, who will manage the sale of the shares to the public during the IPO. The proceeds from the Offer for Subscription go to the company to utilize for the purpose for which the shares were issued⁸. An Offer for Subscription should have a minimum subscription of fifty per cent (50%) of the Offer in line with the requirements of the SEC Consolidated Rules, 2013; in which case the Offer can be withdrawn if the subscribers have not subscribed to purchase the minimum volume of securities.⁹

4.3.2 Offer for Sale

In this refers to an IPO in which the securities being offered to the public are existing shares previously issued by the company to its founders or other early-stage investors. These shareholders may sell off some or part of their shareholdings at the time of the IPO. The proceeds of the Offer for sale go to the

⁸ Rule 305(6) SEC Consolidated Rules, 2013

⁹ Rule 312 (6)(i)

promoters/shareholders who offered the shares for sale, rather than to the Issuer. It can also be described as an invitation to the public by, or on behalf of, a third party to purchase securities of the issuer already in issue, or to be issued.

Where the Issuer does not possess the required number of shareholders to list on the desired Board, the Issuer is expected to obtain this in the IPO. The Issuer will not be listed if it does not have the required number of shareholders at the closing of the IPO.

4.4 Objective of Review

The objective of the review has been discussed in Chapter 1 of this Book.

4.5 Eligibility Criteria and Documentation Requirements for Listing on the Boards of The Exchange

4.5.1 Eligibility Criteria for Listing on the Main Board

Issuers choosing to List shares on the Main Board may qualify via any one (1) of three (3) prelisting qualification alternatives. Issuers must meet all of the qualifications in the chosen alternative; a combination of requirements from more than one (1) of the alternatives will not be accepted. The listing application must state clearly the prequalification alternative through which the Issuer is applying (i.e., Alternative 1, 2, or 3). The checklist for the eligibility criteria is provided in Table 3 below.

Table 3: Eligibility Criteria for Main Board Listing

Criteria	Main Board		
	Alternative 1	Alternative 2	Alternative 3
Pre-tax profits	Cumulative consolidated pre-tax profit of at least N300 Million for the last three (3) years, with a pre-tax profit of at least N100 million in two (2) of those years	Cumulative consolidated pre-tax profit of at least N600 Million within one (1) or two (2) years	N/A
Market capitalization	N/A	N/A	At least N4 Billion at the time of listing, based on the issue price and issued share capital
Operating track record	Company must have been in operation for at least three (3) years	Three (3) years' operating track record of the company and/or core investor.	Three (3) years' operating track record of the company and/ or core investor.

Criteria	Main Board		
	Alternative 1	Alternative 2	Alternative 3
Financials	Prior three (3) years financials (date of last audited accounts must not be more than nine (9)	Prior three (3) years financials and (date of last audited accounts must not be more than nine (9) months) or that of a core investor. Evidence of the technical partner with substantial equity holding in the Issuer and involvement in management is required.	Prior three (3) years financials and (date of last audited accounts must not be more than nine (9) months) or that of a core investor. Evidence of the technical partner with substantial equity holding in the Issuer and involvement in management is required.
Accounting standard	International Financial Reporting Standards (IFRS) in line with SEC regulations	International Financial Reporting Standards (IFRS) in line with SEC regulations	International Financial Reporting Standards (IFRS) in line with SEC regulations
Public float	The public shall hold a minimum of twenty per cent (20%) of each class of equity securities	The public shall hold a minimum of twenty per cent (20%) of each class of equity securities	The public shall hold a minimum of twenty per cent (20%) of each class of equity securities
Shareholders' equity	At least N3 Billion	At least N3 Billion	NA
Lock Up Period	Promoters to retain fifty per cent (50%) of shares owned Pre-IPO for twelve (12) months from the date of listing	Promoters to retain fifty per cent (50%) of shares owned Pre-IPO for twelve (12) months from the date of listing	Promoters to retain fifty per cent (50%) of shares owned Pre-IPO for twelve (12) months from the date of listing
Public shareholders	The number of the public shareholders shall be at least three hundred (300) persons	The number of the public shareholders shall be at least three hundred (300) persons	The number of the public shareholders shall be at least three hundred (300) persons
Undertaking to pay annual listing fees	Undertake to promptly pay annual listing fees based on market capitalization to max. of N4.2 Million	Undertake to promptly pay annual listing fees based on market capitalization to max. of N4.2 Million	Undertake to promptly pay annual listing fees based on market capitalization to max. of N4.2 Million
Business operations	Company must be registered as a Public Limited Liability Company under the provisions of the Companies & Allied Matters Act	Company must be registered as a Public Limited Liability Company under the provisions of the Companies & Allied Matters Act	Company must be registered as a Public Limited Liability Company under the provisions of the Companies & Allied Matters Act

Criteria	Main Board		
	Alternative 1	Alternative 2	Alternative 3
Allotment	Securities to be fully paid up at time of allotment in line with SEC requirements for minimum threshold which is currently fifty per cent (50%) of the value of the Offer for a successful offer	Securities to be fully paid up at time of allotment in line with SEC requirements for minimum threshold which is currently fifty per cent (50%) of the value of the Offer for a successful offer	Securities to be fully paid up at time of allotment in line with SEC requirements for minimum threshold which is currently fifty per cent (50%) of the value of the Offer for a successful offer

4.5.2 Documentation Requirements for Main Board Listing

The documentation checklist for the Main Board is in Appendix B of this Book.

4.5.3 Eligibility Criteria for ASeM Board Listing

The eligibility criteria for the ASeM Board are listed in Table 4 below.

Table 4: Eligibility Criteria for ASeM Board Listing

Criteria	Main Board
Pre-tax profits	In order to reflect the pre-tax profits, we require a medium term (two (2) years will be acceptable) comprehensive business plan that includes a forecast of pre-tax profits
Market capitalization	Capital to be raised & anticipated market capitalization
Operating track record	Company must have been in operation for at least two (2) years
Financials	Date of last audited accounts must not be more than nine (9) months prior to the application date
Accounting standard	International Financial Reporting Standards (IFRS) in line with SEC regulations
Public float	The public shall hold a minimum of fifteen per cent (15%) of each class of equity securities on the day of application
Shareholders' equity	NA
Lock Up Period	Promoters to retain 50% of shares owned Pre-IPO for twelve (12) months from the date of listing.
Annual listing fees	Application fee for new or additional listing – N100,000 flat. Annual fee of N200,000 flat. (Total fee for new listing – N300,000 flat)
Business operations	Company must be registered as a Public Limited Liability Company under the provisions
Allotment	Securities to be fully paid up at time of allotment in line with SEC requirements for minimum threshold which is currently fifty per cent (50%) of the value of the Offer for a successful offer

4.4.5.4 Documentation Requirements for ASeM Board Listing

The list of documents required for Listing on the ASeM Board is provided in Appendix C to this Book.

4.4.5.5 Eligibility Checklist for Premium Board Listing

An Issuer that wishes to list on the Premium Board of The Exchange must comply with the requirements listed in Table 5 below.

Table 5: Eligibility Checklist for Premium Board Listing

Criteria	Requirements
Pre-tax profits	Same as Main Board
Market Capitalization	N200 Billion market capitalization
Operating track record	Same as Main Board
Financials	Same as Main Board
Accounting standard	Same as Main Board
Public float	A minimum free float requirement of twenty per-cent (20%) of its issued share capital or free float value of N40 billion
Shareholders' equity	Same as Main Board
Lock Up Period	Same as Main Board
Public shareholders	Same as Main Board
Annual listing fees	Same as Main Board
Business operations	Same as Main Board
Allotment	Same as Main Board
Continuing obligation requirements of the NSE's Listing, Disclosure &	Same as Main Board
Board Resolution	Board resolution authorizing the Company to list on the Premium Board of the NSE
Corporate Governance	CGRS Certification
Specific Request	Formal application to list on the Premium Board of the NSE

CHAPTER 5

LISTING BY INTRODUCTION OF EQUITY SECURITIES



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 5

Listing by Introduction of Equity Securities

5.1 Applicable Rules and Laws

5.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Listing Requirements, Section C: *Requirements for All Listings*
- (ii) Chapter 1: *New Listing of Securities*
- (iii) Chapter 3: *Contents of Prospectus for New Listings*
- (iv) Appendix VII: *Memorandum and Articles of Association for Companies Applying for Listing*

5.1.2 SEC Rules

5.1.3 ISA

5.1.4 CAMA

5.2 Definition

An entity which is not listed on The Exchange can list its equity securities by introduction on The Exchange. Listing by Introduction is a way of listing an entity and its entire fully paid shares on The Exchange for the first time without raising additional funds from the market.

Furthermore, Listing by Introduction may be appropriate where:

- (i) the securities for which listing is sought are already listed on another stock exchange;
- (ii) the securities of an Issuer are distributed in specie by a listed Issuer to the shareholders of that listed Issuer or to the shareholders of another listed Issuer (as in a spin-off);
- (iii) a holding company is formed and its securities are issued in exchange for those of one (1) or more listed Issuers; or where listing is mandated by law or regulation.

The Issuer may list on any of the three (3) Boards of The Exchange: Premium Board, Main Board and ASeM Board so long as it meets the applicable eligibility criteria as discussed in Chapter.

5.3 Objective of Review

The objective of review has been discussed in Chapter 1 of this Book.

5.4 Listing on the Main Board

5.4.1 Eligibility Criteria for Main Board Listing by Introduction

As discussed in Chapter 4, an Issuer choosing to List its equity shares on the Main Board may qualify via one (1) of three (3) pre-listing qualification alternatives. Issuers must meet all of the qualifications in the chosen alternative; a combination of two (2) alternatives is not acceptable. The listing application must state clearly the prequalification criteria through which the Issuer is applying (i.e. Alternatives 1, 2, or 3). The checklist for the eligibility criteria is provided in Table 5 in Chapter 4.

5.4.2 Documentation Requirements for Main Board Listing by Introduction

A number of documents are required to either provide relevant information about the security to be listed or to serve as evidence to support information provided in other documents. The documentation checklist is as contained in Appendix D to this Book.

5.5 ASeM Board Listing

5.5.1 Eligibility Criteria for ASeM Board Listing

The ASeM Board has its own eligibility criteria which have been discussed in Chapter 4. Any Issuer coming to list its equity shares whether by introduction or IPO are required meet the eligibility criteria required for the respective Boards of interest.

5.5.2 Documentation Requirements for ASeM Board Listing

The checklist for documentation requirements for ASeM Board listing by Introduction is provided in Appendix E to this Book.

SUBSEQUENT LISTING OF SHARES BY OFFER FOR SUBSCRIPTION AND OFFER FOR SALE



CHAPTER 6

Subsequent Listing of Shares by Offer for Subscription and Offer for Sale

6.1 Applicable Rules and Laws

- 6.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)
 - (i) Listing Requirement, Section C: *Requirements for All Listings*
 - (ii) Chapter 2: *Subsequent Listing of Securities*
 - (iii) Chapter 4: *Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange*
- 6.1.2 SEC Rules
- 6.1.3 ISA
- 6.1.4 CAMA

6.2 Definition

An Offer for Sale and a Public Offer for Subscription are sometimes merged in one application. Generally, a Public Offer for Subscription may be joined by a Public Offer for Sale. It is unusual for an Issuer to list shares via a Public Offer for Sale without listing other shares as well.

Offer for Sale and Offer for Subscription are discussed below:

6.2.1 Offer for Sale

This refers to a situation in which a shareholder or Underwriter holding a material portion of an Issuer's shares after an Initial Public Offer¹⁰ offers to sell all or part of these shares to the public. The proceeds of an Offer for Sale will be delivered to the selling shareholder or Underwriter. The Offer does not raise capital for the Issuer.

6.2.2 Public Offer of Shares for Subscription

This is a method by which an Issuer whose shares are already publicly listed can raise capital by offering additional shares to the public for subscription.

In this Chapter, Public Offer refers to an offer made to the public for subscription of equity securities of the Issuer.

6.3 Objective of Review

The objective of review has been discussed in Chapter 1 of this Book.

6.4 Documentation Requirements for Public Offers

A number of documents are required to provide all relevant information about the security to be issued and listed, which an investor would reasonably require to make investment decisions. The documentation checklist is contained in Appendix F to this Book.

¹⁰ An underwriter may be the seller, if the underwriter had in the previous Public Offers of the Issuer acquired the shares which were not subscribed to in the Offer.

CHAPTER 7

RIGHTS ISSUE



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 7

Rights Issue

7.1 Applicable Rules and Laws

7.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Listing Requirements, Section C: Requirements for All Listings
- (ii) Chapter 2: Subsequent Listing of Securities
- (iii) Chapter 4: Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange.

7.1.2 SEC Rules

7.1.3 ISA

7.1.4 CAMA

7.2 Definition

A Rights Issue is the offer of new shares by an Issuer to its existing shareholders on the basis of their current shareholding, usually at a price below the market price.

An Issuer may pursue a Rights Issue for various reasons, including providing current shareholders with the opportunity to preserve their proportion or percentage of the Issuer's ownership.

7.3 Objective of Review

The objective of the review has been discussed in Chapter 1 of this Book.

7.4 Documentation Requirements

A number of documents are required to provide all relevant information about the security to be

CHAPTER 8

PLACING



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 8

Placing

8.1 Applicable Rules and Laws

8.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Listing Requirements, Section C: Requirements for All Listings
- (ii) Chapter 2: Subsequent Listing of Securities
- (iii) Chapter 4: Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange.

8.1.2 SEC Rules

8.1.3 ISA

8.1.4 CAMA

8.2 Definition and Other Matters

Placing is an issue of shares by the Issuer to an identified investor(s).

8.3 Objective of Review

The objective of the review has been discussed in Chapter 1 of this Book.

8.4 Documentation Requirements

The checklist of required documents is set forth in Appendix H to this Book.

MERGERS, ACQUISITIONS & TAKE-OVERS



CHAPTER 9

Mergers, Acquisitions and Take-Overs

9.1 Applicable Rules and Laws

9.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Section C: Requirements for All Listings
- (ii) Chapter 2: Subsequent Listing of Securities
- (iii) Chapter 4: Contents of Prospectus for Companies Part of whose Capital is Already Listed on The Exchange.
- (iv) Chapter 15: Takeovers and Mergers

9.1.2 SEC Rules

9.1.3 ISA

9.1.4 CAMA

9.2 Definition

A merger is a process of combining the operations of two (2) or more companies to become a single entity. In a merger, one (1) or more of the entities involved are completely absorbed by another entity.

From a listings perspective, a merger can involve any of the following arrangements:

- (i) A listed company may absorb one (1) or more listed entities.
- (ii) An unlisted entity may absorb a listed entity and may choose to remain listed in the name of the listed entity or in the name of the acquirer (reverse merger).
- (iii) An unlisted entity may absorb a listed entity and wish to remain unlisted after the merger.
- (iv) A listed company may absorb an unlisted entity.

9.3 Acquisition

An acquisition occurs where person or group of persons buys most (if not all) of a company's ownership stake in order to assume control of a target company. If a company acquires another, the two (2) companies may remain separate legal entities or may eventually merge. In such cases, the acquirer becomes the parent company and the acquiree becomes the subsidiary. An acquisition can affect the control and management of a listed company (and in turn, the number and quality of listed companies).

Acquisition can occur pursuant to a Block Divestment where the block of shares is purchased by the acquiring company for cash or other valuable consideration, including shares of the acquiring company or the assumption of indebtedness; Takeover Bids, HoldCo arrangements, etc. Where the acquisition is to be effected by a purchase of shares from a single shareholder or few shareholders that are identified, this is referred to as a Block Divestment. Where the acquisition is effected by an offer by the acquirer to exchange all outstanding public/free float shares (or a given percentage or ratio of it) for shares of the acquirer or cash or a combination of the two (2), this is referred to as a takeover bid.

9.3.1 Holding Company Arrangement

This is a corporate event by which a company is incorporated to hold shares of one (1) or more existing companies, usually for the purpose of insulating the assets, liabilities and operations of each of the subsidiaries from the others.

A listed company is required to apply to The Exchange for approval of an acquisition in each of the following situations:

- (i) Both the acquirer and the acquiree are listed companies
- (ii) Only the acquiree is a company listed on The Exchange¹¹
- (iii) Only the acquirer is a listed company and the acquisition will result in the issue of additional shares as consideration for the assets to be acquired (where otherwise the consideration will be in form of cash payment only, the Issuer is required to only notify the market as part of its Post Listing Requirements).

9.4 Documentation Requirements and Review Process

Using the relevant checklist (see Appendix I), The Exchange will confirm relevant documents have been submitted.

¹¹ Although the surviving corporate entity would not be listed, The Exchange's approval is required for Block Divestment and/or holding company acquisitions in which all shares of a listed Issuer will be acquired.

CHAPTER 10

PAYROLL

SEARCH

SCANNING

EMPLOYEE SHARE-BASED PAYMENT SCHEME



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 10

Employee Share-Based Payment Scheme

10.1 Applicable Rules and Laws

10.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Section C: Requirements for All Listings
- (ii) Chapter 2: Subsequent Listing of Securities
- (iii) Chapter 4: Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange.

10.1.2 SEC Rules

10.1.3 ISA

10.1.4 CAMA

10.2 Definition

A share-based payment scheme is a transaction in which an Issuer receives goods or services in consideration for its shares. In such instance, an Issuer may issue shares pursuant to an Employee Share Based Payment Scheme (Scheme) in order to compensate its employees for their performance or to encourage them to perform better.

The Issuer is required to make an application to The Exchange for approval and listing of the Scheme shares. Shares allocated to the Scheme may be held by a Trustee who manages the shares for the benefit of the employees, or may issue the shares directly to employees whenever the conditions of the option grant are satisfied (e.g., a requisite holding period has been satisfied).

10.3 Documentation Requirements

Using the relevant checklist in Appendix J, The Exchange will confirm relevant documents have been submitted before proceeding to a detailed review of the application.

CHAPTER 11

CAPITAL RECONSTRUCTION



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 11

Capital Reconstruction

11.1 Applicable Law

11.1.1 CAMA

11.2 Definition

Capital Reconstruction is the restructuring of the Issuer's capital base through one of the mechanisms described below.

11.2.1 Share Subdivision

Under a share subdivision or split, a company adjusts its capital base by increasing the number of outstanding shares, and decreasing its share price by a corresponding percentage. This has no net effect on the overall value of the capital base. For instance, an Issuer may restructure its capital by issuing two (2) new shares for every one (1) share held by the shareholder: 50,000,000 shares worth N1.00 a piece could be divided into 100,000,000 shares worth N0.50k each. Alternatively, the Issuer could initiate a 3:2 split, in which each holder of two (2) old shares would receive three (3) new shares; in that case the share value of the new shares would be 2/3 of the share value of the old shares.

11.2.2 Share Consolidation

A share consolidation or reverse split, is the opposite of share subdivision. In a consolidation, the Issuer exchanges a set number of old shares for a lower number of new shares, without changing the net value of the capital base. For example, an Issuer with 100,000,000 shares worth N0.50 each may decide to consolidate those shares into 50,000,000 shares worth N1.00 each.

11.2.3 Capital Reduction

Capital reduction entails the cancellation of paid up share capital within the remit of Section 106 of CAMA.¹²

¹²Section 106: Special resolution for reduction of share capital

- (1) Subject to confirmation by the court, a company having share capital may, if so authorised by its articles, by special resolution reduce its share capital in any way.
- (2) In particular, and without prejudice to subsection (1) of this section, the company may-
 - (a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
 - (b) either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost or unrepresented by available assets; or
 - (c) either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is in excess of the company's wants, and the company may, if and so far as is necessary, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.
- (3) A special resolution under this section shall in this Act be referred to as "a resolution for reducing share capital".

11.3 Objective of Review

The Exchange does not approve share reconstructions. It merely requires that listed companies notify it of share reconstructions. The Exchange pays attention to the following issues among others:

11.3.1 The terms of the reconstruction, and compliance with the provisions of applicable laws.

11.3.2 The reconstruction ratio, and ensures that the true effect of the reconstruction is reflected on the market capitalization.

11.3.3 Relevant documents as outlined below are submitted by the Issuer:

- (i) For capital reduction, shareholders' approval must be obtained through a special resolution.
- (ii) The Court sanction obtained must be submitted to The Exchange before the shares of the Issuer are suspended from trading. The shares are suspended from trading for a period usually not exceeding five (5) working days, in order to give the Registrar and CSCS time to reconcile their books to determine the persons who are entitled to receive the reconstructed shares.
- (iii) Notice from the Sponsoring Dealing Member that the Registrar and CSCS have concluded the shares reconciliation.
- (iv) The effective date of the suspension must precede the qualification date of the Capital Reconstruction.
- (v) The Capital Reconstruction is effected and the suspension is lifted. However, with regard to a capital reduction, the Capital Reconstruction is effected and the suspension is lifted once the Issuer files a certificate of registration (of the Court order and minutes of reduction) issued by the CAC.

11.4 Documentation Requirements for Capital Reconstruction

The Issuer is required to submit the following documents to The Exchange:

- (i) Letter of Notification from the Sponsoring Dealing Member,
- (ii) Scheme Document (for Capital Reduction),
- (iii) Court Sanction (for Capital Reduction),
- (iv) Certificate of registration (of Court order and minutes of reduction) issued by the CAC,
- (v) Any other documents that may be required by The Exchange.

CHAPTER 12

BLOCK DIVESTMENTS



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 12

Block Divestments

12.1 Applicable Rules and Laws

- 12.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)
 - (i) Chapter 16: Information Required to Be Provided in a Block Divestment
- 12.1.2 SEC Rules
- 12.1.3 ISA
- 12.1.4 CAMA

12.2 Definition

A Block Divestment is a sale of shares amounting to five per cent (5%) or more of the issued equity shares of an Issuer by a shareholder(s) or a new investor(s).

12.3 Objective of Review of a Block Divestment Application

In addition to the general objectives listed in the Introductory Chapter, the focus of The Exchange is to confirm:

- (i) Who are the new investors, and where the new investor is a corporate entity, its Board, promoters, shareholders, and any other information in order to form a view regarding them?
- (ii) What is the objective for investing?
- (iii) Whether the Block Divestment will bring about a change in control of the Issuer?
- (iv) What possible effects the acquirer could have on the Issuer, including its compliance with its post listing obligations, for example?
- (v) The basis upon which the price of the transaction has been calculated where the trade is to be executed outside the prevailing market price.

12.4 Documentation Requirements

Using the relevant checklist (see Appendix K), The Exchange will confirm that relevant documents have been submitted, and carry out a detailed review of the application.

CHAPTER 13

FIXED INCOME: LOAN STOCK / CORPORATE BOND / PREFERENCE SHARES



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 13

Fixed Income: Loan Stock / Corporate Bonds / Preference Shares

13.1 Applicable Rules and Laws

13.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Section C: Requirements for All Listings
- (ii) Chapter 1: New Listing of Securities (only applicable for Issuers which do not wish to list the equity on The Exchange)
- (iii) Chapter 2: Subsequent Listing of Securities (for Issuers Part of whose Capital is already listed on The Exchange)
- (iv) Chapter 3: Contents of Prospectus for New Securities (only applicable for Issuers which do not wish to list the equity on The Exchanges)
- (v) Chapter 4: Contents of Prospectus for Issuers Part of whose Capital is already listed on The Exchange.

13.1.2 SEC Rules

13.1.3 ISA

13.1.4 CAMA

13.2 Definition

Fixed-income securities provide return in the form of fixed periodic payments and the return of principal at maturity.

A listed Issuer which intends to issue fixed income security to the public or identified investors, and intends to list same is required to apply to The Exchange for consideration and approval of listing of the security. A listed Issuer may also apply to The Exchange for listing of fixed income securities which were previously issued but were not listed at the time of issue. An unlisted entity may list its fixed income securities on The Exchange, either by way of Introduction or fresh capital raising.

13.3 Objective

The objective of the review has been discussed in Chapter 1 of this Book. In addition, The Exchange will review the application to:

- (i) Consider the Issuer's potential ability to fulfill its obligation under the transaction documents as at when due, including interest payments and capital redemption.
- (ii) Consider the risk which the transaction has placed on the securities holders' investments, such as going concern issues.
- (iii) Consider the effects of the debt to be issued on the shareholders of the listed Issuer.

13.4 Documentation Requirements and Review Process

The documentation checklist is shown in Appendix L.

CHAPTER 14

CONVERSION OF PREFERENCE SHARES AND BONDS TO ORDINARY SHARES



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 14

Conversion of Preference Shares and Bonds to Ordinary Shares

14.1 Applicable Rules and Laws

14.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Section C: Requirements for All Listings
- (ii) Chapter 2: Subsequent Listing of Securities
- (iii) Chapter 4: Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange.

14.1.2 SEC Rules

14.1.3 ISA

14.1.4 CAMA

14.2 Definition

A conversion is the exchange of one type of security for another type. This is usually done at a predetermined price, on or before a predetermined date.

A listed entity may issue convertible securities such as preference shares, bonds or notes. Some of these securities may be listed on The Exchange prior to their conversion. In a case where the convertible security is already listed on The Exchange, the Issuer is not required to file any application to The Exchange for conversion. In such a case, the Issuer is only required to notify The Exchange of the conversion so that The Exchange can effect any changes attendant to the conversion. The Issuer should approach The Exchange to discuss the conversion well in advance of the conversion date.

A listed entity with convertible securities that are not listed on The Exchange, must seek and obtain The Exchange's prior approval of the conversion and listing of the resulting shares.

14.3 Objective of Review

The objective of the review has been discussed in Chapter 1 of this Book. In addition, The Exchange will seek to:

- (i) Understand the security and the conversion terms and review the application to determine compliance with terms before listing.
- (ii) Ensure that all the information that investors need is provided. Identify the new investor, and if it is a corporate entity, its Board, promoters, shareholders, and any other information in order to form a view on it, or them.
- (iii) Ensure that related party transactions have been appropriately disclosed.
- (iv) Determine whether the transaction will bring about a change in control of the Issuer.

14.5 Documentation Requirements and Review Process for Conversion of Convertible Debt by Listed Issuers

The documentation checklist is shown in Appendix M.

14.6 Application and Listing Fees

Where the convertible security is already listed, no fee is due to The Exchange provided that the applicant had paid the listing fee with respect to the convertible security for the current year. The reason is that the conversion is a completion of a listing process that commenced when the convertible security was listed on The Exchange. Therefore the conversion is not treated as a fresh application.

Where it is confirmed that the applicant has not paid the applicable listing fee due for the convertible security, the listing fee must be paid before the application is processed. However, if the conversion is unsuccessful, the listing fee paid during the application for approval of the conversion should be taken by The Exchange as a settlement of the listing fees applicable to the convertible security for that year.

Further, in a case where the security was not listed on The Exchange, the application and listing fee must be paid as applicable to shares.

CHAPTER 15

STATE / LOCAL GOVERNMENT BONDS



CHAPTER 15

State/Local Government Bonds

15.1 Applicable Rules and Laws

15.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Chapter 8: Securities Issued by Statutory Bodies
- (ii) Section B: States, Local Government and Other Statutory Bodies

15.1.2 SEC Rules

15.1.3 ISA

15.2 Definition

This is an application by a state or local government to The Exchange for approval and listing of its debt instruments. The Offer is open to investors,¹³ usually through Book Building or fully underwritten Bonds.

The Exchange will request from the SEC a status report on utilization of the proceeds of previous series or tranches of the Bonds programme for entities issuing a follow up tranche.

15.3 Objective of Review of Application for Listing of State / Local Government Bonds

The Exchange reviews the application with a view to establishing the following, in addition to the objectives already mentioned in this Book:

- a) Why the applicant is seeking to raise capital,
- b) The effects of the debt to be issued on the bondholders of the Issuer,
- c) The applicant's potential ability to fulfill its obligation under the transaction documents as at when due. This is by analyzing the financial statements submitted by the applicant, through the consideration of the following key areas:
 - (i) The amount of revenue earned by the state/local government,
 - (ii) The recurrent expenditure of the state/local government,
 - (iii) The state/local government's outstanding loans,
 - (iv) The ability of the state/local government to generate revenue internally, and
 - (v) General economic conditions of the country.

The ISA requires that the ratio of outstanding debt (including the proposed debt) to the total revenue of a state government for the immediate preceding year should not be more than fifty per cent (50%). The Bonds can be issued via Book Building or Offer for Subscription. When a state/local government applies for approval to issue additional tranches of a Bond Issue programme, The Exchange writes to the SEC to request for confirmation of the status of the previous tranches of the programme.

15.4 Documentation Requirements

The documentation checklist is shown in Appendix N.

¹³ See Rule 321 of SEC Consolidated Rules and Regulations, 2013

CHAPTER 16

CROSS BORDER AND DUAL LISTING



**THE Nigerian
STOCK EXCHANGE**

CHAPTER 16

Cross Border and Dual Listing

16.1 Applicable Rules and Laws

16.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Section C: Requirements for All Listings
- (ii) Chapter 1: New Listing of Securities and
- (iii) Chapter 3: Contents of Prospectus for New Listings
- (iv) Chapter 10: Cross Border Listing of Equity Securities
- (v) Appendix VII: Memorandum and Articles of Association for Companies Applying for Listing

16.1.2 SEC Rules

16.1.3 ISA

16.1.4 CAMA

16.2 Definition

Dual Listing is a process by which an Issuer lists its securities on two (2) or more securities exchanges. It is generally believed that Dual Listing enhances liquidity in the securities because the securities are available in more than one trading venue. Moreover, it gives an investor additional choice in the venue to trade the shares.

A Cross Border Listing is a listing on The Exchange by an Issuer incorporated in a foreign country, i.e. a non-Nigerian entity.

16.3 General Information

An overseas Issuer that intends to list on The Exchange will have to determine which of the Boards it prefers. The qualification requirements for each Board are discussed in Chapters 4 and 5 of this Book. These requirements and every other Listing Requirement apply to Cross Border Listings and Dual Listing, subject to necessary modifications as discussed in this chapter.

An overseas Issuer whose primary listing is or is to be on another stock exchange is required to appoint one authorized representative who is acceptable to The Exchange. An authorized representative will be deemed acceptable to The Exchange if the representative possesses skills, knowledge and expertise relevant to the Company's business, and has experience at a senior leadership level in a comparable company or organization. The representative's experience should also include international operations, public service, finance, accounting, strategic planning, technology or marketing. The authorized representative should act as the principal channel of communication between the Issuer and The Exchange.

For a Cross Border or Dual Listing, Listing by Introduction will normally be appropriate in the following circumstances:

- (I) Where the securities, for which listing is sought are already listed on another stock exchange;
- (ii) Where the securities of an Issuer are distributed in specie by a listed Issuer to the shareholders of that listed Issuer or to the shareholders of another Issuer; or
- (iii) Where a holding company is formed and its securities are listed in exchange for those of one or more listed Issuers, shareholders of the listed Local Issuer or Issuers must approve, by special resolution, any reorganization by way of scheme of arrangement, or by any other means whereby securities are issued by an overseas Issuer in exchange for the securities of one or more listed Local Issuers, and listing of the later Issuer or Issuers is withdrawn at the same time as the securities of the overseas Issuer are listed.

If the overseas Issuer's primary listing is or is to be on another Stock Exchange the listing document must be in English Language or contain a certified translation.

16.4 Disclosures for Cross Border Listing

The Exchange may require disclosure of such additional or alternative items of information as it considers appropriate in any particular case. Conversely, it may be prepared to permit the omission or modification of items of information to suit the circumstances of a particular case. Consequently, Issuers are encouraged to seek informal and confidential guidance from The Exchange at the earliest opportunity.

In considering requests to omit certain information, The Exchange will have regard to:

- (i) Whether the overseas Issuer has a listing on a regulated, regularly operating, open stock market recognized by The Exchange and conducts its business and makes disclosure according to the accepted standards in Nigeria.
- (ii) The nature and extent of the regulatory standards and controls to which the overseas Issuer is subject in its country of incorporation or other establishment.

The following modifications apply in the listing documents:

- (i) For secondary listings, some of the items of information specified in the Listing Requirements of the stock exchange where the primary listing was made may be unnecessary or inadequate. In such cases, the items should be appropriately adapted so that equivalent information is provided in respect of general information about the Issuer, its advisers and the listing documents, information on the securities, terms and conditions of the Issue, the Issuer's capital, Issuer's activities, financial information, the Issuer's prospects and management position and use of proceeds;
- (ii) If the overseas Issuer does not have a board of directors, the statement of responsibility below is required in the prospectus or listing document:

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

- (iii) The above statement of responsibility must be made by all the members of the overseas Issuer's equivalent governing body, and the listing document should be modified appropriately.

Overseas Issuers that are subject to public reporting and filing obligations in their country of incorporation or other establishment (or listing, if different) may be permitted to include the relevant documents so published in the listing documents.

Information to be supplied by overseas Issuers in a listing document or financial statements notwithstanding any obligation in The Exchange Listing Rules, the Statutory Rules or any obligation imposed by the laws of Listing Country, shall not be less than that required to be supplied by the overseas Issuer in its place of incorporation or other establishment.

16.4.1 Documents to Be Inspected

The documents to be provided to The Exchange for inspection will be the documents corresponding to those mentioned hereunder:

- (i) The Memorandum and Articles of Association or equivalent constitutional documents of the Issuer.
- (ii) All reports, letters or other documents, balance sheets valuations and statements by any expert, any part of which is extracted or referred to in the listing document;
- (iii) A written statement signed by the Reporting Accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons thereof; and
- (iv) The audited financial statements of the Issuer or, in the case of a group, the consolidated audited financial statements of the Issuer and its subsidiaries for each of the two (2) financial years immediately preceding the Issue of the listing document and where any of such documents are not in the listing country's commonly spoken Language, certified translations in acceptable language thereof must be made available for inspection. In particular cases, The Exchange may require additional documents to be offered for inspections.

16.5 Objectives

The focus will be on the objectives already mentioned in this Book. In addition the following would be considered by The Exchange, i.e. whether:

- (i) The Issuer is incorporated in a jurisdiction where shareholders are well protected, otherwise consider, and if not, whether arrangements have been put in place to ensure adequate protection of shareholders.
- (ii) Arrangements have been made for payment of dividends for Nigerian shareholders.
- (iii) The Issuer has a representative in Nigeria for the purpose of communication between the Issuer and The Exchange.
- (iv) Arrangements have been made for a register of members to be kept in Nigeria.

16.6 Eligibility Criteria, Documentation Requirements and Review Process for Cross Border/Dual Listing

The documentation checklist is provided in Appendix O of this Book. In addition to the eligibility criteria discussed in Chapter 4 of this book, the Overseas Issuer is subject to additional requirements which are provided in Table 6 below.

Table 6: Additional Requirements for Cross Border/Dual Listing

Cross Border/Dual Listing: Additional Requirements	
New Listing Requirements (Primary Listing)	
i.	The standard of shareholders protection in the country of incorporation is equivalent to that of The Exchange (for overseas Issuers)
ii.	Overseas Issuer is registered under and compliant with relevant home country's laws.
iii.	For registered securities, ¹⁴ appointment of local registrar resident in Nigeria
iv.	For bearer securities ¹⁵ provisions have been made for the payment of dividends or interest and repayment of capital in Nigeria
v.	Only securities listed on The Exchange may be traded on the Exchange
vi.	If the listing involves a marketing of the securities for which listing is being sought, then securities with an expected market capitalization of at least ₦28 Billion must be offered in Nigeria
vii.	The Issuer shall ensure that a minimum of ten per-cent (10%) of the issued share capital is made available to the public and held by not less than three hundred (300) shareholders
viii.	If the listing involves a holding company which will result in delisting of an Issuer listed on The Exchange, the shareholders' approval must be by special resolution; and the Issuer should: <ul style="list-style-type: none"> • Provide the description of shareholders' protection in the country of incorporation and demonstrate to The Exchange that the standard of shareholders protection provided by that jurisdiction are not lower than those pertaining to Nigeria. • Include in the listing documents a summary of the above mentioned regulatory provisions in a form to be agreed by The Exchange. • A comparison between the overseas Issuer's constitutional documents and the constitutional documents of the listed Issuer whose securities have been exchanged. • If requested to do so by The Exchange, appoint an independent financial adviser acceptable to The Exchange to confirm that the proposals are in the interest of the holders of the securities of the existing listed Issuer(s).
New Listing Requirements (Secondary Listing)	
i.	Approval letter from the Exchange of the primary listing.
ii.	For registered securities, appointment of local registrar resident in Nigeria
iii.	For bearer securities provisions have been made for the payment of dividends or interest and repayment of capital in Nigeria
iv.	Only securities registered on The Exchange may be traded on the Exchange (unless the Exchange agrees to the contrary)
v.	If the listing involves a marketing of the securities for which listing is being sought, then securities with an expected market capitalization of at least N28 billion must be offered in Nigeria.
vi.	The Issuer shall ensure that a minimum of ten per-cent (10%) of the issued share capital is made available to the public and held by not less than three hundred (300) shareholders

¹⁴ These are securities such as registered bonds whose owners' names are registered with the Issuer and the owners does not have to present any coupon to receive interest payments. Most securities are issued in registered form which are transferable only through endorsement.

¹⁵ These are shares, bonds, or debentures whose owners' names are not recorded (registered) in the register of the Issuer, and are payable to its holder or presenter. Ownership (title) of such securities is transferable merely by handing over or delivery and, therefore, they are secured with the same care as is cash. The main benefit of a bearer security is preservation of the owner's anonymity. Dividend or interest on bearer securities is claimed by presenting the attached coupon to the Issuer or its agent.

CHAPTER 17

VOLUNTARY DELISTING



**THE Nigerian
STOCK EXCHANGE**

Chapter 17

Voluntary Delisting

17.1 Applicable Rules

17.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)
(i) Rule 21.4 - Voluntary Withdrawal or Delisting

17.1.2 SEC Rules

17.2 Description

A listed company may apply to The Exchange to voluntarily delist its shares from the Daily Official List of The Exchange. A listed company cannot apply to voluntarily delist its shares until a period of three (3) years has elapsed from the date of the listing of its shares.

17.3 Objective of review of application for voluntary delisting

When a listed company submits an application for voluntary delisting, The Exchange ensures that the controlling shareholder(s) does not treat the minority shareholders unfairly. Some minority shareholders may have invested in the company because of its listed status, and may not be willing to continue holding shares in the entity as an unlisted entity.

The due diligence process focuses on ensuring that:

- (i) The applicant has made reasonable arrangements to pay off minority shareholders who may not wish to continue with the entity as an unlisted entity;
- (ii) The minority shareholders are given a fair consideration represented by the pay-off price;
- (iii) Shareholders' approval is obtained at a Court ordered meeting, where a Scheme of arrangement is involved.
- (iv) Where the application is approved at a Court ordered meeting, the shares are placed on full suspension from trading before the qualification date to ensure that investors who do not qualify for the consideration do not buy the shares after the qualification date.
- (v) SEC is notified at least seven (7) days before the Delisting, and not later than twenty-four (24) hours after the suspension of the shares from trading.

17.4. Documentation Requirements

Documents are required to provide adequate information regarding the Issuer and that reasonable arrangements has been made to pay off minority shareholders who may not wish to continue holding shares in the entity as an unlisted entity. The Exchange will usually check to confirm that relevant documents have been submitted. The checklist of documents required is shown in Appendix P of this Book.

17.5 Implementation of the Delisting

17.5.1 Final Documents for Delisting Implementation

After approval for delisting has been granted, the Issuer will submit the following documents prior to delisting of the shares:

- (i) Evidence of publication in two (2) national newspapers that the Issuer has concluded arrangements to have itself delisted from The Exchange and that shareholders who do not intend to continue with the entity as an unlisted entity should contact the Registrars or paying entity for their payoff warrants;
- (ii) Instruction from the Issuer to the Registrar to issue payoff warrants to the shareholders who intend to cease being shareholders upon delisting;
- (iii) Schedule of shareholders who have been paid off; and
- (iv) Evidence of filing the Court sanction with the CAC.

Where applicable, the shares will be placed on full suspension on a date prior to the qualification date where a Scheme of Arrangement is used.

CHAPTER 18

EXCHANGE TRADED FUNDS AND REAL ESTATE INVESTMENT TRUSTS



**THE Nigerian
STOCK EXCHANGE**

Chapter 18

Exchange Traded Funds and Real Estate Investment Trusts

18.1 Applicable Rules

18.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Chapter 7 - Rules For The Listing Of Exchange Traded Funds

18.1.2 SEC Rules

18.2 Definitions

18.2.1 Exchange Traded Fund (ETF)

An ETF is an entity in the form of a unit trust, or a mutual fund, or a collective investment scheme, or a company with fixed capital, or company with variable capital whose articles provide that:

- (a) The amount of the paid up share capital of the company shall at all times be equal to the net asset value of the company, and
- (b) The shares of the company shall have no par value, or
- (c) Other structure satisfactory to The Exchange and the SEC which issues an unleveraged security listed on The Exchange or an Approved Exchange and tracks the performance of a specified security or other asset which includes but is not limited to stocks, basket of assets, indices, commodity prices, and/or foreign currency rates or any other appropriate benchmark approved by The Exchange from time to time.

18.2.2 Real Estate Investment Trust (REIT)

A REIT is a type of security that invests in real estate through property or mortgages and often trades on exchanges like a stock. It can also be described as a company that owns, and in most cases operates, income-producing real estate

18.3 Listing of ETFs or REITs

An Issuer that is not listed on The Exchange can list its ETF or REIT by way of Introduction or a Public Offer on The Exchange. As explained in Chapter 5, Listing by Introduction is a way of listing on The Exchange for the first time without raising funds from the market. It is also referred to as new listing. ETFs and REITs can be listed by way of Introduction or Public Offer. The documentation required and application review process are similar with a few exceptions.

18.4 Objective of Reviewing ETFs and REITs Application

The focus of review is as mentioned in Chapter 1 of this Book.

18.5 Documentation Requirements

Documents are required to provide adequate information regarding the Issuer. The Exchange will usually carry out a preliminary review and check to confirm that relevant documents have been submitted. The checklist of documents required is shown in Appendix Q of this Book.

CHAPTER 19

MEMORANDUM LISTING



Chapter 19

Memorandum Listing

19.1 Applicable Rules

19.1.1 Rulebook of The Exchange, 2015 (Issuers' Rules)

- (i) Chapter 6 - Contents of Prospectus for Unit Trusts
- (ii) Chapter 7 - Rules for the Listing of Exchange Traded Funds

19.1.2 SEC Rules.

19.2 Definition

Memorandum listing refers to the listing of securities which will not be traded on The Exchange. It is a way of providing visibility to a security by providing periodic quotations of the bid and offer prices. A memorandum listing could be by way of introduction or initial public offering.

19.3 Objective of reviewing a Memorandum Listing

The objective of the review is as provided in Chapter 1 of this Book.

19.4 Documentation Requirements

The checklist of documents required is shown in Appendix R.

Appendix A - CONTENTS OF LETTER OF INDEMNITY

Specimen

----On the Issuer's Letterhead ----

Date

The Chief Executive Officer
The Nigerian Stock Exchange
2/4, Customs Street
Lagos

Dear Sir,

**INDEMNITY TO THE NIGERIAN STOCK EXCHANGE ON THE RIGHTS ISSUE/PUBLIC OFFER OF OF PLC
ORDINARY SHARES OF 50 KOBO EACH AT N.....00 PER SHARE**

We,Plc ("The Company") whose securities is about to be offered to its existing shareholders/to the public hereby warrants and confirms to The Nigerian Stock Exchange ("The Exchange,") which expression shall include any of its agents, successors in office, successors in title, assigns, privies, associates, affiliates, officials, officers and Council Member, that all statements and facts contained in the Rights Circular/Prospectus to be issued are true and accurate in all respects and that there are no facts known or unknown to the Company which are not disclosed in the said Rights Circular/ Prospectus and the omission of which would make any statement and/or fact misleading.

The Company indemnifies, keeps indemnified and holds harmless The Exchange against any and all proceedings, claims, costs, damages, expenses, legal fees, liabilities and losses of whatever nature which The Exchange may become subject to, suffer from, be exposed to or may be taken or made against or incurred by The Exchange whether arising out of or in connection with approving the offering, and/or by reason of the offering of the said securities, and/or any matter incidental or precedent to the said offering and/or on any matter relating to the trading of such securities on the floor of The Exchange.

The Company indemnifies The Exchange generally against any and all proceedings, claims, costs, damages, expenses, legal fees, liabilities and losses of whatever nature which The Exchange may become subject to or suffer from any purchaser of or subscriber to the shares who alleges that the Rights Circular/Prospectus did not contain all material information with regard to the Company or that facts and/or statements contained therein were untrue or incorrect or misleading.

This indemnity shall be governed by the laws of the Federal Republic of Nigeria.

We represent that we have the authority of our Board of Directors to give and to execute this indemnity on behalf of the Company.

DATED THIS DAY OF 20.....

.....

CHAIRMAN

.....

SECRETARY

Appendix B

DOCUMENTATION CHECKLIST FOR MAIN BOARD LISTING BY IPO

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past financial performance of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consent to the listing and, where this is not the case, to understand why any of the directors is refusing to give consent. Also, to confirm that the professional parties, sponsoring dealing members, financial advisers have consented for their names to be mentioned in the application
3.	Prospectus	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision to an investment decision regarding the shares
4.	Abridged Application	Serves as an application form to provide brief information on the listing application in a summary but structured manner. A specimen is obtained from The Exchange's Website.
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange assurance that the sponsoring dealing member has discharged its obligation to review the contents of the application and that they meet the Listing Requirements.
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 4 above
8.	Prospectus	See item 3 above
9.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may assess The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigations	To assess the probabilities of the claims in the cases materializing
11.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.

S/N	Documentation Requirements	Reason for which the Document is Required
SOFT COPIES		
12.	Pricing Memorandum	To give information on the way the Offer price is determined by the Issuer and its advisors
13.	Certified true copy of certificate of incorporation	To confirm the Issuer is duly incorporated as a public company
14.	Certified true copy evidence of conversion to Plc.	To confirm the Issuer is a public company
15.	Certified true copy Memorandum and Articles of Association certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Issuers' Rules
16.	Forms CAC 2 and CAC 7 the company/Issuer certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
17.	Certified true copy of Board resolution approving the Offer	To provide confirmation that the directors approved the offer and listing
18.	Certified true copy of shareholders' resolution approving the Offer	To provide confirmation that the shareholders approved the listings
19.	A letter from the Issuing House and/or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus regarding the sufficiency of working capital was made by the directors after due and careful enquiry, and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
20.	Profit/dividend forecast	SEC has made this optional. We encourage Issuers to provide this since it is required by section 64 of the ISA which states that a listed public company shall within 20 working days prior to the commencement of a quarter disclose to the relevant securities exchange its quarterly earning forecast.
21.	Statement of Reporting Accountants	To provide independent opinion on the historical financial statements and the forecasts, where provided.
22.	Status Report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
23.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
24.	Certified copy of Underwriting Agreement (if any)	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter.

S/N	Documentation Requirements	Reason for which the Document is Required
25.	Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer.
26	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
27.	Mortgage/security (if secured)	If the security to be issued via the IPO is a secured debt instruments, to provide detailed information regarding the property used as security.
28.	Trust Deeds (if applicable: for debt instruments)	To provide information regarding an agreement between the trustee and the Issuer.
29.	Forms CAC 2 and CAC 7 of any institutional investor holding 5% or more of the issued and fully paid up share capital of the company/ Issuer certified by CAC not later than two months prior to the date of application (note: CAC2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities (i.e., actual or beneficial owners) of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
30.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds.
32.	Interim accounts (if applicable)	Where the latest audited accounts is more than nine months old, The Exchange may accept management accounts for updated financial information
33.	Letter nominating three (3) primary market makers	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer is required to have a Market Maker in order to enhance liquidity in the shares.
34.	Updated list of Receiving Agents (1 copy)	To provide information regarding places where the application form can be submitted
35.	Shareholders' register	To confirm the number of public shareholders is not below the minimum required (300 persons)
36.	A certified true copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
37.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix C

DOCUMENTATION REQUIREMENTS FOR ASEM BOARD LISTING BY IPO

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, sponsoring dealing members, financial advisers have consented for their names to be mentioned in the application
3.	Prospectus	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
4.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the sponsoring dealing member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 4 above
8.	Prospectus	See item 3 above
9.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigations	To assess the probabilities of the claims in the cases materializing
11.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.

S/N	Documentation Requirements	Reason for which the Document is Required
12.	Pricing Memorandum	To give information on the way the offer price is determined by the Issuer and its advisors
13.	Certified true copy of certificate of incorporation	To confirm the Issuer is duly incorporated
14.	Certified true copy evidence of conversion to Plc.	To confirm the Issuer is a public company
15.	Memorandum and Articles of Association certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Issuers' Rules
16.	Forms CAC 2 and CAC 7 of the company/ Issuer certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
17	Certified copy of Board resolution approving the Offer	To provide confirmation that the directors approved the offer and listing
18.	Certified copy of Board resolution approving the issue of Prospectus.	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval.
19.	A letter from the Issuing House and/or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus regarding the sufficiency of working capital was made by the directors after due and careful enquiry, and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
20.	A letter from Issuing House or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus regarding the sufficiency of working capital was made by the directors after due and careful enquiry, and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.
21.	Profit/dividend forecast	SEC has made this optional. We encourage Issuers to provide this since it is required by section 64 of the ISA which states that a listed public company shall within 20 working days prior to the commencement of a quarter disclose to the relevant securities exchange its quarterly earning forecast.
22.	Statement of Reporting Accountants	To provide independent opinion on the audited historical financial statements and the forecast.
23.	Status Report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations

S/N	Documentation Requirements	Reason for which the Document is Required
24.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
25.	Certified copy of Underwriting Agreement (if any)	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
26.	Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
27	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer
28.	Mortgage/security (if secured)	If the security to be issued via the IPO is a secured debt instruments, to provide detailed information regarding the property used as security
29.	Trust Deeds (if applicable: for debt instruments)	To provide information regarding an agreement between the trustee and the Issuer.
30.	Forms CAC 2A and CAC 7A of any institutional investor holding 5% or more of the issued and fully paid up share capital of the company/ Issuer certified by CAC not later than two months prior to the date of application (note: CAC 2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities (i.e., actual or beneficial owners) of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
3.	Primary regulator's approval (if applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds.
32.	Interim financial statements (if applicable)	Where the latest audited accounts is more than nine months old, The Exchange may accept management accounts for updated financial information
33.	Letter nominating three (3) primary market makers	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
34.	Updated list of Receiving Agents (1 copy)	To provide information regarding places where the application form can be submitted
35.	Shareholders' register	To confirm the number of public shareholders is not below the minimum required (300 persons)
36.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.

S/N	Documentation Requirements	Reason for which the Document is Required
37.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix D

DOCUMENTATION CHECKLIST FOR MAIN BOARD LISTING BY INTRODUCTION

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, sponsoring dealing members, financial advisers have consented for their names to be mentioned in the application
3.	Information memorandum/ listing memorandum	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
4.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 4 above
8.	Information memorandum/listing memorandum	See item 3 above
9.	List and value of litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigations	To assess the probabilities of the claims in the cases materializing

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Estimated cost of the listing	To determine whether the estimates are reasonable in light of the totality of information submitted by the Issuer and in the light of Section 314 of SEC Rules
12.	Pricing Memorandum	To give information on the way the listing price is determined by the Issuer and its advisors
13.	Certified true copy of certificate of incorporation	To confirm the Issuer is duly incorporated
14.	Certified true copy evidence of conversion to Plc.	To confirm the Issuer is a public company
15.	Memorandum and Articles of Association certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Issuers' Rules
16.	Forms CAC 2 and CAC 7 of the company/Issuer certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
17	Certified copy of Board resolution approving the listing	To provide confirmation that the directors approved the listing
18.	Certified copy of Board resolution approving the issue of information memorandum.	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval.
19.	Certified copy of Shareholders resolution approving the listing	To provide confirmation that the shareholders approved the listings
20.	Status report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
21.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
22.	A letter from the sponsor or in the case of a listed Issuer, the Issuer's financial advisers or auditors, confirming that they have independently satisfied themselves that the statement in the listing document as to the sufficiency of working capital was made by the directors after due and careful enquiry, and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary

S/N	Documentation Requirements	Reason for which the Document is Required
23.	Forms CAC 2 and CAC 7 of any institutional investor holding 5% or more of the issued and fully paid up share capital of the company/Issuer certified by CAC not later than two months prior to the date of application (note: Forms CAC 2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities beneficial owners of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
24.	Primary regulator's approval (If Applicable)	To confirm the Issuer has the primary regulator's authority to practice banking.
25.	Certified copy of Interim financial statements (if applicable)	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements for updated financial information, accompanied by a transmittal statement from the CFO or CEO regarding the accuracy of the information contained therein.
26.	Letter nominating three (3) Primary Market Makers (new companies only)	This is to enable The Exchange to approve one of the Issuer's nominated Market Maker (every listed Issuer must have a Market Maker).
27	Register of members	To confirm the number of public shareholders is not below the minimum required (300 persons).
28.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
29.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix E

DOCUMENTATION CHECKLIST FOR LISTING ON THE ASEM BOARD BY INTRODUCTION

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Information memorandum/draft listing memorandum	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
4.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 4 above
8.	Information memorandum/listing memorandum	See item 3 above
9.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigations	To assess the probabilities of the claims in the cases materializing
11.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.

S/N	Documentation Requirements	Reason for which the Document is Required
SOFT COPIES		
12.	Pricing Memorandum	To give information on the way the listing price is determined by the Issuer and its advisors
13.	Certified true copy of certificate of incorporation	To confirm the Issuer is duly incorporated
14.	Certified true copy evidence of conversion to Plc.	To confirm the Issuer is a public company
15.	Memorandum and Articles of Association certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Listing Rules
16.	Forms CAC 2 and CAC 7 (Return of Allotment and Particulars of directors respectively) of the company/ Issuer certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
17	Certified copy of Board resolution approving the Offer	To provide confirmation that the directors approved the listing
18.	Certified copy of Shareholders resolution approving the Offer	To provide confirmation that the shareholders approved the listings
19.	Status report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
20.	A letter from the Sponsoring Dealing Member or in the case of a listed Issuer, the Issuer's financial advisers or auditors, confirming that they have independently satisfied themselves that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
21.	Technical Services Agreement (if applicable)	

S/N	Documentation Requirements	Reason for which the Document is Required
22.	Forms CAC 2 and CAC 7 of any institutional investor holding 5% or more of the issued and fully paid up share capital of the company/ Issuer certified by CAC not later than two months prior to the date of application (note: Forms CAC 2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities (i.e., actual or beneficial owners) of significant shareholders of the Issuer.
23.	Primary regulator's approval (If Applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds.
24.	Interim financial statements (if applicable)	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements for updated financial information
25.	Letter nominating three (3) primary market makers (new companies only)	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
26.	Letter of appointment of a Designated Adviser	Every company listed on the ASeM Board
27.	Register of members	To confirm the number of public shareholders is not below the minimum required (51 persons) and the identity of the promoters
28.	Any other document which is material to the listing or to the business of the Issuer	

Appendix F

DOCUMENTATION REQUIREMENTS CHECKLIST FOR PUBLIC OFFERS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements of the Issuer/Fund	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
4.	Prospectus	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
5.	Sponsor's Declaration on Checklist and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 3 above.
8.	Prospectus	See item 4 above.
9.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigation	To assess the likelihood that the claims in the listed cases will materialize

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Estimated cost of issue	To determine whether the estimates are reasonable in light of the totality of information submitted by the Issuer in the light of section 314 of SEC Rules
12.	Pricing Memorandum	To give information on the way the Offer price is determined by the Issuer and its advisors
13.	Certified true copy of certificate of incorporation of Issuer	To confirm the Issuer is duly incorporated
14.	Memorandum and Articles of Association of Issuer, which is certified by CAC not later than two months prior to the date of application	To confirm the Offer will not violate the provisions of the Memorandum and Articles of Association for Company
15.	Certified copy of board resolution of Issue approving the offer	To provide confirmation that the board of the Issuer has approved the Offer
16.	Certified copy of Shareholders resolution of the Issuer	To provide confirmation that the shareholders approved the listings
17.	A letter from Issuing House or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus as to the sufficiency of working capital was made by the directors after due and careful enquiry, and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
19.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds.
20.	Interim financial statements	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements for updated financial information
21.	Statement of Reporting Accountants	To provide independent opinion on the audited historical financial statements and the forecast.
22.	Status report from creditors' banks and Agreed Loan Repayment Schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
23.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
24.	Certified copy of Underwriting Agreement	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
25.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer

S/N	Documentation Requirements	Reason for which the Document is Required
26.	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
27.	Updated List of Receiving Agents	To provide information regarding places where the application form can be submitted
28.	Forms CAC2 and CAC7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the company/ Issuer, which is certified by CAC not later than two months prior to the date of application (note: CAC2 and CAC7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities of the beneficial owners of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
29.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
30.	Any other document which is material to the transaction	To provide such additional information as may be relevant to The Exchange's review.

Appendix G

DOCUMENTATION CHECKLIST FOR RIGHTS ISSUE OF SHARES BY LISTED ISSUERS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
4.	Rights Circular	To provide all relevant information regarding the Issuer and the offer that an investor will reasonably require in making decision as to buy, hold, or sell the shares, such as the ratio and the Offer price. This must comply with Chapter 4 of the Listing Rules and SEC Rules.
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements.
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 4 above
8.	Information memorandum/listing memorandum	See item 3 above
9.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigation	To assess the probabilities of the claims in the cases materializing

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules
12.	Certified true copy of certificate of incorporation of Issuer	To confirm the Issuer is duly incorporated
13.	Memorandum and Articles of Association of the Issuer certified by CAC not later than two months prior to the date of application	To confirm the Offer will not violate the provisions of the Memorandum and Articles of Association for Company
14.	Certified copy of Board resolution approving the Offer	To provide confirmation that the board of the Issuer has approved the Offer
15.	Certified copy of Board resolution approving the issue of Rights Circular.	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval
16.	Certified copy of Shareholders resolution approving the Offer	To provide confirmation that the shareholders approved the listings
17.	A letter from Issuing House or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus as to the sufficiency of working capital was made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
18.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds.
19.	Interim financial statements	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements for updated financial information
20.	Status Report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
21.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
22.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
23.	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.

S/N	Documentation Requirements	Reason for which the Document is Required
24.	Certified copy of Underwriting Agreement (if applicable)	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
25.	Updated list of Receiving Agents	To provide information regarding places where the application form can be submitted
26.	Forms CAC2 and CAC7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the company/ Issuer, which is certified by CAC not later than two months prior to the date of application (note: Forms CAC2 and CAC7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities of the beneficial owners of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
27.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
28.	Any other document which is material to the listing	To provide such additional information as may be relevant to The Exchange's review.

Appendix H

DOCUMENTATION REQUIREMENTS FOR PLACING BY LISTED ISSUERS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing, and if not the reason why any director is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
4.	Information memorandum	To provide all relevant information regarding the Issuer and the offer that an investor will reasonably require in making decision as to buy, hold, or sell the shares.
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements, as stated in Table 1.
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 3 above.
8.	Information Memorandum	See item 4 above.
9.	List and Value of Litigations of the Issuer	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors opinion on litigation of the Issuer	To assess the probabilities of the claims in the cases materializing

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
12.	Certified true copy evidence of conversion to Plc.	
13.	Memorandum and Articles of Association of the Issuer and the new investor, which is certified by CAC not later than two months prior to the date of application	To confirm the Offer will not violate the provisions of the Memorandum and Articles of Association for Company
14.	Certified copy of Board resolution approving the Offer	To provide confirmation that the board of the Issuer has approved the Offer
15.	Certified copy of Board resolution approving the issue of Information Memorandum.	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval
16.	Certified copy of Shareholders resolution approving the Offer	To provide confirmation that the shareholders approved the listings
17.	A letter from Issuing House or underwriters stating that they have independently satisfied themselves that the statement in the Prospectus as to the sufficiency of working capital was made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist.	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
18.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulator's authority to raise new funds
19.	Interim financial statements (if any)	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements for updated financial information
20.	Status report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has significant loan capital relative to its balance sheet or free cash flows, to provide information regarding the extent to which the Issuer is able to service its loan obligations
21.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
22.	Profile (and Forms CAC 2 and CAC 7 of the buyer(s) which is certified by CAC not later than two months prior to the date of application, if the new investor is a company)	To provide the identity and profile of the natural persons who are beneficial owners of the new investor.

S/N	Documentation Requirements	Reason for which the Document is Required
23.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
24.	Pricing Memorandum	Where the price is below the market price, The Exchange requires explanations regarding how the price is arrived at.
25.	Vending Agreement (if applicable)	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
26.	Forms CAC 2 and CAC 7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the company/ Issuer which is certified by CAC not later than two months prior to the date of application (note: CAC2 and CAC7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding the identities (i.e., actual or beneficial owners) of significant shareholders of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
27.	Source of Fund must be clearly stated	To curb money laundering and financing of terrorism
28.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Information Memorandum	To provide such additional information as may be relevant to The Exchange's review.
29.	Any other document which is material to the listing	To provide such additional information as may be relevant to The Exchange's review.

Appendix I

DOCUMENTATION CHECKLIST FOR MERGERS AND ACQUISITIONS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 to 5 years audited financial statements for companies involved in the Merger/Acquisition	To provide information that the business is a going concern, and regarding the past profits of the Issuer
2.	Consent of all directors and other parties of both merging companies	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Information Memorandum (Listing by Introduction only)	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares (it serves the same function as a Prospectus)
4.	Scheme Document/Takeover Bid	To provide adequate information regarding the Merger or Takeover Bid as the case may be
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee (including VAT)	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 2 above
8.	Scheme Document/Takeover Bid	See item 4 above
9.	List and values of litigations (of companies involved in the Merger/Acquisition)	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
10.	Solicitors Opinion on Litigation (for companies involved in the Merger/Acquisition)	To give an idea of the likelihood of the claims in the cases materializing

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Estimated cost of Issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
12.	Certified true copy of certificate of incorporation (companies involved in the Merger/Acquisition)	To confirm the Issuer is duly incorporated
13.	Certified true copy evidence of conversion to Plc (for the surviving Issuer to remain listed in the Merger/Acquisition)	To confirm the company that is to remain listed is a Plc as required.
14.	Certified copy of board resolution for both the acquirer and the acquiree	To confirm that the board of the merging companies have approved the Merger
15.	Certified copy of Shareholders Resolution (companies involved in the Merger/Acquisition)	To confirm that the shareholders of the merging companies have approved the Merger
16.	Profile, and Forms CAC 2 and CAC 7 of the (companies involved in the Merger/Acquisition), which is certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
17.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer, and on the Mergers
18.	Pricing Memorandum/Valuation Report	To give information on how the value of the shares is determined
19.	Forms CAC 2 and CAC 7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of (companies involved in the Merger/Acquisition), which is certified by CAC not later than two months prior to the date of application (note: CAC 2 and CAC7 of all corporate entities who own 5% or more should be provided until all natural persons who beneficially own such shares and their directors are disclosed)	To provide information regarding the natural persons who are beneficial owners and control the merging companies. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
20.	Primary regulator's approval (If applicable)	To confirm the primary regulator has approved the transaction is nay of the companies is in a banking business
21.	Memorandum and Articles of Association (of companies involved in the Merger), which is certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Issuers' Rules. To confirm information regarding the objects of the merging companies
22.	Notification of date of Court-Ordered meeting	For The Exchange's noting and to enable The Exchange attend.

S/N	Documentation Requirements	Reason for which the Document is Required
23.	Interim financial statements (of the surviving Issuer)	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim financial statements in the interim for updated financial information
24.	Certified copy of Share Sale and Purchase Agreement	There may be agreements existing between the shareholders of the companies involved which has effects in the Merger or in the listed company after the Merger and Acquisition
25.	Letter nominating three (3) Primary Market Makers (if new company is to be listed)	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
26.	Source of fund to finance the acquisition must be clearly stated	To curb money laundering
27.	Any other document which is material to the listing or to the business of the Issuer(s)	To provide such additional information as may be relevant to The Exchange's review.

Appendix J

DOCUMENTATION CHECKLIST FOR EMPLOYEE SHARE-BASED PAYMENT SCHEME

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
2.	Scheme Document	To provide adequate information about the scheme which the shareholders would reasonably require to take a decision as to whether to approve the transaction and the employees would reasonably require to take a decision as whether to accept the Offer.
3.	Consent Letters from parties	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
4.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
5.	Evidence of payment of The Exchange's application/listing fees (based on the issued price)	To provide assurance that necessary fees regarding the application have been paid
6.	Abridged Application	See item 1 above
7.	Scheme Document	See item 2 above
8.	Certified copy of Board Resolution approving the scheme	To provide confirmation that the directors approved the listing
9.	Certified copy of Shareholders Resolution approving the scheme	To provide confirmation that the shareholders approved the listings
10.	Forms CAC 2 and CAC 7 of the Issuer	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
11.	Memorandum and Articles of Association of the Issuer	To ensure the transaction is not prohibited by the MEMART

Appendix K

DOCUMENTATION CHECKLIST FOR BLOCK DIVESTMENTS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Consent Letters of Directors. Only applicable where buyer or seller is a corporate entity	To confirm that the seller has authority to sell and the buyer has authority to buy
2.	Indemnity letter. To be provided by the seller	To protect The Exchange against liability or financial loss.
3.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
4.	Information Memorandum	To provide adequate information about the scheme which the shareholders would reasonably require to take a decision as to whether to approve the transaction and the employees would reasonably require to take a decision as whether to accept the offer.
5.	Information Memorandum, which must contain the following information among other relevant facts: <ul style="list-style-type: none"> · The reasons why the seller is divesting · Price at which seller is divesting · The identity of the proposed new investor(s) and where it is a corporate body, the identity of the promoters, directors and management of the buying company · Where applicable, details of the experience possessed by the directors and proposed management relevant to the industry · The qualifications of the buyers and the nature of the expertise possessed by them, which they intend to bring into the target company · The value added the buyer is planning on bringing into the business (if any) · Buyer's confirmation regarding the Investment objectives in the company; and Plan for management continuity and profile of the post-acquisition management 	To provide information regarding the seller's intention
		To provide information regarding fairness if the transaction and for the computation of the Exchange's fees
		To provide information about the new investor
		To provide information about the new investor
		To provide assurance on information obtained.

S/N	Documentation Requirements	Reason for which the Document is Required
SOFT COPIES		
6.	Certification of completion of due diligence. The Sponsoring Dealing Member is required to certify that all due diligence relating to the transaction has been completed prior to approaching The Exchange for approval on behalf of the applicant.	To provide assurance and to make the stockbrokers responsible for the information they provide.
7.	Evidence of payment of Block Divestment fee. 0.5% of the value of the transaction to be paid to The Exchange at the point of submission of the application for approval.	To provide information
8.	Abridged Application	As in item 3 above
9.	Information Memorandum	As in Table 1.2item 4 above
10.	Certified copy of board resolution approving the acquisition. Only applicable where buyer or seller is a corporate entity	To confirm approval of the new investor.
11.	Certified copy of Share Sale and Purchase Agreement	To provide such additional information as may be relevant to The Exchange's review.
12.	Any other document which is material to the transaction	To provide such additional information as may be relevant to The Exchange's review.

Appendix L

DOCUMENTATION CHECKLIST FOR DEBT INSTRUMENTS ISSUED BY CORPORATE BODIES

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	3 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the Offer and Listing, and if not the reason why any of them is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
4.	Prospectus/Pricing Supplement (for raising of fresh fund only)	To provide all relevant information regarding the Issuer and the Offer and Listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
5.	Information Memorandum (for Listing by Introduction only)	To provide all relevant information regarding the Issuer and the Offer and Listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
6.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
7.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
8.	Abridged Application	See item 3 above
9.	Prospectus/Pricing Supplement/Information Memorandum (for raising of fresh fund only)	See item 4 and 5 above

S/N	Documentation Requirements	Reason for which the Document is Required
10.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
11.	List and Value of Litigations	To give idea of the probabilities of the claims in the cases materializing
12.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
13.	Certified true copy of evidence of conversion to Plc (unlisted Issuers only)	To confirm the Issuer is a public company
14.	Memorandum and Articles of Association which is certified by CAC not later than two months prior to the date of application	To provide information on the object of the Issuer; to confirm the MEMART does not prohibit the transaction
15.	Certified copy of Board resolution approving the Offer	To provide confirmation that the directors approved the offer and listing T
17.	Certified copy of Shareholders resolution approving the Offer	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
18.	A letter from Issuing House or underwriters stating that they have independently satisfied themselves that the directors have engaged in due and careful enquiry regarding the statement in the Prospectus as to the sufficiency of working capital, and that persons or institutions providing finance have stated in writing that such facilities exist..	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
19.	Profit/dividend forecast	SEC has made this optional. We encourage Issuers to provide this since it is required by Section 64 of the ISA which states that a listed public company shall within 20 working days prior to the commencement of a quarter disclose to the relevant securities exchange its quarterly earning forecast.
20.	Statement of reporting accountants	To provide independent opinion on the historical financial statements and the forecast
21.	Status report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations

S/N	Documentation Requirements	Reason for which the Document is Required
22.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
23.	Mortgage/security (if secured)	To provide detailed information regarding the property used as security
24.	Memorandum on Coupon Pricing	Provide information regarding the bases of establishing the coupon. One of the bases is book building.
25.	Primary regulator's approval (If applicable)	To confirm the primary regulator has approved the transaction
26.	Interim financial statements (if any)	Where the latest audited financial statements is more than nine months old, The Exchange may accept interim for updated financial information
27.	Bond rating report	To provide professional opinion about the quality of the security
28.	Certified copy of Underwriting Agreement (if applicable)	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
29.	Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
30.	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
31.	Trust Deed	To provide information regarding an agreement between the trustee and the Issuer.
32.	Updated List of Receiving Agents	To provide information regarding places where the application form can be submitted
33.	Form CAC 2 and Form CAC 7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the company/ Issuer which is certified by CAC not later than two months prior to the date of application (note: Form CAC 2 and Form CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding natural persons who are beneficial owners of the significant shareholdings of the Issuers. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
34.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.

S/N	Documentation Requirements	Reason for which the Document is Required
35.	Any other document which is material to the application	To provide such additional information as may be relevant to The Exchange's review.

Appendix M

DOCUMENTATION CHECKLIST FOR CONVERSION OF CONVERTIBLE DEBT TO EQUITY

S/N	Documentation Requirements	Documentation Requirements
HARD COPIES		
1.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
2.	Prospectus/Bonds Agreement for the issue of the bonds/preference shares	To provide information about the security
3.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
4.	Evidence of payment of The Exchange's application/listing fees (only listing fees where applicable)	To provide assurance that necessary fees regarding the application have been paid
5.	Abridged Application	See item 1 above
6.	Prospectus/Bonds Agreement for the issue of the bonds/preference shares	See item 2 above.
7.	Forms CAC2 and CAC7 of the Creditor/preference shareholder certified by CAC not later than two months prior to the date of application	To provide information regarding natural persons who are beneficial owners of the new investor
8.	Certified copy of shareholders' resolution approving the issue of the convertible security	To confirm shareholders' approval of the arrangement
9.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix N

DOCUMENTATION REQUIREMENTS FOR BONDS ISSUED BY STATES / LOCAL GOVERNMENTS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Copies of the state/local government audited financial statements for the past three to five years;	To provide information regarding the past profits of the Issuer
2.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
3.	Prospectus/Pricing Supplement	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy the securities
4.	Consent Letters from parties.	To confirm that all parties have given their consents to the listing and if not the reason why any of them is dissenting.
5.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
6.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
7.	Abridged Application	See item 2 above
8.	List and value of litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
9.	Solicitors opinion on litigation	To give idea of the probabilities of the claims in the cases materializing
10.	Estimated cost of Issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules

S/N	Documentation Requirements	Reason for which the Document is Required
11.	Memorandum and Article of Association of the beneficiary company certified by CAC not later than two months from the date of application; (if applicable)	To provide information regarding the objects of the beneficiary company as to whether any prohibition will prohibit the issue
12.	Certified copy of Certificate of incorporation of the beneficiary company; (if applicable)	To confirm the Issuer is duly incorporated
13.	Certified copy of relevant resolution passed by the board of the beneficiary company; (if applicable)	To confirm the beneficiary company's approval of the arrangement
14.	Primary regulator's approval (If applicable)	To confirm CBN approval (only applicable if the beneficiary company is a bank)
15.	Detailed profile of the state/local government;	To provide information about the state/local government
16.	Feasibility report on the specific project(s) to be financed (all bonds must be project- tied);	To confirm need for fund raising
17.	An irrevocable letter of authority Federal Ministry of Finance to Accountant-General of the Federation to deduct from source in case of default both principal and interest due on bond authorizing deduction from source;	To provide assurance for payment of interest and repayment of capital and confirm compliance with ISA
18.	Certified copy of the edict authorizing the issue;	To confirm compliance with ISA
19.	Copies of the beneficiary company's account for five years; (if applicable)	This is required if the fund will be used to finance a government corporation.
20.	Certified copy of Trust Deed;	To provide such additional information as may be relevant to The Exchange's review.
21.	Prospectus/Pricing Supplement	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
22.	Certified copy of Vending Agreement	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
23.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix O

DOCUMENTATION CHECKLIST FOR CROSS BORDER LISTING

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	2 years audited financial statements	To provide information regarding the past profits of the Issuer
2.	Letters of consent from parties	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
3.	Prospectus (IPO or other Public Offers)	To provide all relevant information regarding the Issuer and the Offer and Listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
4.	Information Memorandum (for Listing by Introduction)	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares (it serves the same purpose as the Prospectus)
5.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
6.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
7.	Letter Nominating authorized representative in Nigeria (for oversea Issuer only); must contain registered address overseas, its place of business or residential address (if it does not maintain a place of business) its business or residential telephone number)	To confirm compliance
8.	Approval of the stock exchange where the Primary listing will be	To confirm compliance

S/N	Documentation Requirements	Reason for which the Document is Required
9.	Abridged Application	See item 5 above.
10.	Prospectus (IPO or other Public Offers)	See item 3 above.
11.	Information Memorandum (for Listing by Introduction)	See item 4 above.
12.	List and value of litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
13.	Solicitors opinion on litigation	To give idea of the probabilities of the claims in the cases materializing
14.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
15.	Pricing Memorandum	To give information on the way the listing price is determined
16.	Certified true copy of certificate of incorporation	To confirm the Issuer is duly incorporated
17.	Certified true copy evidence of conversion to Plc.	To confirm the Issuer is a public company
18.	Memorandum and Articles of Association certified by CAC not later than two months prair to the date of application	To provide information regarding the Issuer's compliance with Appendix VII (Memorandum and Articles of Association for Companies Applying for Listing) of the Issuers' Rules
19.	Forms CAC 2 and CAC 7 of the company/ issuer certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names of the promoters, controlling shareholders and directors of the Issuer
20.	Certified copy of Board resolution approving the Offer	To provide confirmation that the directors approved the listing
21.	Certified copy of Board resolution approving the issue of Prospectus.	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval.
22.	Certified copy of Shareholders resolution approving the Offer	To provide confirmation that the shareholders approved the listings

S/N	Documentation Requirements	Reason for which the Document is Required
23.	A letter from the Sponsoring Dealing Member, Issuing House, auditors or underwriters stating that they have satisfied themselves that the statement in the Prospectus as to the sufficiency of working capital have been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist..	To provide assurance regarding a statement required by the Listing Rules to be made in the Prospectus stating that in their opinion the working capital available is sufficient; or if not, how it is proposed to provide the additional working capital thought by the directors to be necessary
24.	A written statement signed by the reporting accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons thereof	To provide assurance on the financial report.
25.	Status report from creditors' banks and agreed loan repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
26.	Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
27.	Forms CAC 2 and CAC 7 of any institutional investor holding 5% or more of the issued and fully paid up share capital of the company/ Issuer certified by CAC not later than two months prior to the date of application (note: CAC2 and CAC7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding natural persons who are beneficial owners of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
28.	Interim financial statements (if applicable)	Where the latest audited financial statements is more than nine (9) months old, The Exchange may accept interim financial statements for updated financial information.
29.	Mortgage/security (if secured)	If the security to be issued via the IPO is a secured debt instruments, to provide details of the property(ies) used as a security.
30.	Letter nominating three (3) primary market makers (new companies only)	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
31.	Register of members	To confirm the number of public shareholders is not below the minimum required (300 persons)

S/N	Documentation Requirements	Reason for which the Document is Required
32.	<ul style="list-style-type: none"> · Provide the summary of description of shareholders' protection in the country of incorporation and demonstrate to The Exchange that the standard of shareholders protection provided by that jurisdiction are not lower than those pertaining to Nigeria. · A comparison between the overseas Issuer's constitutional documents and the constitutional documents of the listed Issuer whose securities have been exchanged. 	Only required if the listing involves a holding company, and will result in delisting of an Issuer listed on The Exchange. In this case, the shareholders' approval must be by special resolution; and the Issuer should, if requested to do so by The Exchange, appoint an independent financial adviser acceptable to The Exchange to confirm that the proposals are in the interest of the holders of the securities of the existing listed Issuer(s).
33.	All reports, letters or other documents, balance sheets valuations and statements by any expert any part of which is extracted or referred to in the listing document;	To provide such additional information as may be relevant to The Exchange's review.
34.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix P

DOCUMENTATION REQUIREMENTS FOR VOLUNTARY DELISTING

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Scheme Documents	To provide such information as may be relevant to The Exchange's review.
2.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
3.	Consent Letters from parties	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
4.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
SOFT COPIES		
5.	Evidence of payment of delisting fees (being the market capitalization of minority shareholders based on the payout price which must not be lower than the highest price in the last six months)	To provide assurance that necessary fees regarding the application have been paid.
6.	Abridged Application	See item 2 above
7.	Scheme Documents	See item 1 above
8.	Notification of court ordered meeting (if applicable)	To provide information and so the Exchange can attend
9.	Board resolution	To confirm board's approval of the delisting
10.	Shareholders resolution	To confirm shareholders' approval of the delisting
11.	Evidence that sufficient fund to settle minority shareholders has been deposited in escrow account (sufficient fund means number of minority shares multiplied by the highest price of the shares in the last 6 months)	To provide assurance that shareholders will be fairly treated.

S/N	Documentation Requirements	Reason for which the Document is Required
12.	Certified true copy of court sanction (if applicable)	To provide information regarding court ruling on the transaction.
13.	Evidence of filing the Court Sanction at CAC (if applicable)	May be provided after The Exchange approval, but before delisting.
14.	Any other document which is material to the delisting	To provide such additional information as may be relevant to The Exchange's review.

Appendix Q

DOCUMENTATION REQUIREMENTS FOR ETFS AND REITS

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Five years audited financial statements of the fund (where the fund has been in operation)	To provide information regarding the past performance of the fund
2.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
3.	Information Memorandum (Listing by Introduction only)	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares (it serves the same function as a Prospectus)
4.	Prospectus (for Public Offers)	To provide all relevant information regarding the Issuer and the Offer and Listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
5.	Letters of consent from parties	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting ; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
6.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
7.	A statutory declaration as to the identity of those who control the management company or are interested in its profits	This a an affidavit declared by the controlling shareholder(s) of the fund manager stating his name and designation in the company
SOFT COPIES		
8.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
9.	Abridged Application	See item 2 above
10.	Prospectus/Listing Memorandum	See item 3 & 4 above

S/N	Documentation Requirements	Reason for which the Document is Required
11.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
12.	Solicitors opinion on litigation	To give idea of the probabilities of the claims in the cases materializing
13.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
14.	Certified true copy of certificate of incorporation of Fund Manager	To confirm the Fund Manager is duly incorporated
15.	Memorandum and Articles of Association of Fund Manager which is certified by CAC not later than two months prior to the date of application	To provide information regarding the Issuer's compliance with Appendix VII of Listing Rules
16.	Forms CAC 2 and CAC 7 of Fund Manager, Trustees and Sponsor which are certified by CAC not later than two months prior to the date of the application	To provide confirmation as to the names of promoters, controlling shareholders and directors of the fund manager.
17.	Certified copy of Board resolution of Fund Manager approving the Fund and the Offer	To provide confirmation that the directors approved the fund and listing
18.	Certified copy of Board resolution of Fund Manager approving the issue of Prospectus	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval.
19.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulators authority to raise new funds
20.	The last audited financial statements of Fund Manager	To provide information regarding the operating performance of the fund manager and its financial position
21.	Interim financial statements	Where the latest audited financial statements is more than nine months old, the Exchange may accept interim financial statements for updated financial information
22.	Profit/dividend forecast of the Fund	To provide information to the Exchange regarding the estimates of the Fund future earnings
23.	Statement of reporting accountants (for IPO)	To provide independent opinion on the historical financial statements and the forecast

S/N	Documentation Requirements	Reason for which the Document is Required
24.	Status report from creditors' Banks and Agreed Loan Repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
25.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
26.	Certified copy of Underwriting Agreement	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
27.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
28.	Certified copy of Vending Agreement (for IPO)	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
29.	Certified copy of Trust Deed	To provide information which may be needed regarding an agreement between the Issuing House and the Issuer
30.	Letter nominating a three Market Makers	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
31.	Mortgage/security (if secured)	If the security to be issued via the IPO is a secured debt instruments, to provide details of the security.
32.	Pricing Memorandum	To give information on the way the Offer/Listing price is determined
33.	Updated List of Receiving Agents	To provide information regarding places where the security can be bought
34.	Forms CAC 2 and CAC 7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the Fund Manager which is certified by CAC not later than two months prior to the date of application (note: Forms CAC 2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding natural persons who are beneficial owners of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
35.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
36.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix R

DOCUMENTATION REQUIREMENTS FOR MEMORANDUM LISTING

S/N	Documentation Requirements	Reason for which the Document is Required
HARD COPIES		
1.	Five years audited financial statements of the fund (where the fund has been in operation)	To provide information regarding the past performance of the fund
2.	Abridged Application	Serves as an application form to provide brief information on the listing application in a brief and structured manner. A specimen is obtained from The Exchange's Website
3.	Information Memorandum (Listing by Introduction only)	To provide all relevant information regarding the Issuer and the listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares (it serves the same purpose as the Prospectus)
4.	Prospectus (for Public Offers)	To provide all relevant information regarding the Issuer and the Offer and Listing which an investor will reasonably require in making decision as to buy, hold, or sell the shares
5.	Letters of consent from parties	To confirm that all directors have given their consents to the listing and if not the reason why any of them is dissenting ; also to confirm that other professional parties, Sponsoring Dealing Members, financial advisers have consented for their names to be mentioned in the application
6.	Sponsor's Declaration on Documentation and Due Diligence	To provide to The Exchange an assurance that the Sponsoring Dealing Member has reviewed the contents of the application and that they meet the Listing Requirements
7.	A statutory declaration of those who control the management company or are interested in its profits	This a an affidavit declared by the controlling shareholder(s) of the fund manager stating his name and designation in the company
SOFT COPIES		
8.	Evidence of payment of application/listing fees and CSCS eligibility fee	To provide assurance that necessary fees regarding the application have been paid
9.	Abridged Application	See item 2 above

S/N	Documentation Requirements	Reason for which the Document is Required
10.	Prospectus/Listing Memorandum	See item 3 & 4 above
11.	List and Value of Litigations	To provide the nature of cases involved in by the Issuer and their its exposure to contingent liabilities effects on the issue of new shares and/or listing as well as the fortunes of the Issuer so that The Exchange may access The Exchange's exposure to liabilities and the risks to the investors.
12.	Solicitors opinion on litigation	To give idea of the probabilities of the claims in the cases materializing
13.	Estimated cost of issue	To determine how conservative the directors are, and whether they have complied with section 314 of SEC Rules.
14.	Certified true copy of certificate of incorporation of Fund Manager	To confirm the Fund Manager is duly incorporated
15.	Memorandum and Articles of Association of Fund Manager which is certified by CAC not later than two months prior to the date of application	To provide information regarding the objects and powers of the fund manager
16.	Forms CAC 2 and CAC 7 of Fund Manager, Trustees and Sponsor which are certified by CAC not later than two months prior to the date of application	To provide confirmation as to the names promoters, controlling shareholders and directors of the fund manager.
17.	Certified copy of Board resolution of Fund Manager approving the Fund and the Offer	To provide confirmation that the directors approved the fund and listing
18.	Certified copy of Board resolution of Fund Manager approving the issue of Prospectus	This has temporarily been suspended since the signed information memorandum which bears the original signatures of all directors will be submitted to the Exchange subsequently after the approval.
19.	Primary regulator's approval (If applicable)	To confirm the Issuer has the primary regulators authority to raise new funds
20.	The last audited financial statements of Fund Manager	To provide information regarding the operating performance of the fund manager and its financial positions
21.	Interim financial statements	Where the latest audited financial statements is more than nine months old, the Exchange may accept interim financial statements for updated financial information
22.	Profit/dividend forecast of the Fund	To provide information to The Exchange regarding the estimates of the Fund future earnings
23.	Statement of reporting accountants (for IPO)	To provide independent opinion on the historical financial statements and the forecast

S/N	Documentation Requirements	Reason for which the Document is Required
24.	Status report from creditors' Banks and Agreed Loan Repayment schedule (if applicable)	Required if the Issuer has huge loan capital, to provide information regarding the extent to which the Issuer is able to service its loan obligations
25.	Proposed time table	To guide The Exchange on its processes in other to support the Issuer's plan
26.	Certified copy of Underwriting Agreement	To provide sufficient information regarding the Underwriting Agreement between the Issuer and the Underwriter
27.	Certified copy of Technical Services Agreement (if applicable)	Required if the Issuer has a Technical Service Agreement with any party, to determine the impact of the service on the profitability of the Issuer
28.	Certified copy of Vending Agreement (for IPO)	To provide sufficient information regarding an agreement between the Issuing House and the Issuer.
29.	Certified copy of Trust Deed	To provide information which may be needed regarding an agreement between the Issuing House and the Issuer
30.	Letter appointing a Market Maker	This is to enable The Exchange approve one of the Issuer's choices of Market Maker since every listed Issuer must have a Market Maker.
31.	Mortgage/security (if secured)	If the security to be issued via the IPO is a secured debt instruments, to provide details of the security.
32.	Pricing Memorandum	To give information on the way the listing price is determined
33.	Updated List of Receiving Agents	To provide information regarding places where the security can be bought
34.	Forms CAC 2 and CAC 7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of the Fund Manager which is certified by CAC not later than two months prior to the date of application (note: Forms CAC 2 and CAC 7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)	To provide information regarding natural persons who are beneficial owners of the Issuer. If the investor is a company which is not incorporated in Nigeria, the equivalent documents issued by the registrar of companies in the jurisdiction of incorporation which shows the names and number of shares held by shareholders and the directors of the company should be provided.
35.	A certified copy of every report, valuation, resolution or other document any of which is extracted or referred to in the Prospectus	To provide such additional information as may be relevant to The Exchange's review.
36.	Any other document which is material to the listing or to the business of the Issuer	To provide such additional information as may be relevant to The Exchange's review.

Appendix S

FORM OF GENERAL UNDERTAKING (EQUITIES)

To: The Council of The Nigerian Stock Exchange

..... (Name of Company) acknowledges that the privilege to remain on the Official List of The Nigerian Stock Exchange (The Exchange) is subject to the pleasure of The Exchange and hereby resolves and undertakes as follows:

1. Notices

- (a) To immediately notify the Chief Executive Officer of The Exchange without delay of:
 - (i) any announcement of dividends, changes in capital structure or any other moves that could affect the price of the company's shares on the markets;
 - (ii) any change in the Directorate of the company;
 - (iii) any proposed alteration of the Memorandum or Articles of Association of the company;
 - (iv) any proposed change in the general character or nature of the business of the company or of the group or any change in voting control or in beneficial ownership of the securities carrying voting control;
 - (v) any extension of time granted for the currency of temporary documents;
 - (vi) any other information necessary to enable shareholders to appraise the position of the company and to avoid the establishment of a false market in the shares of the company;
 - (vii) the date and time when the Board of Directors is to meet to discuss dividends, at least fourteen (14) days in advance.
 - (viii) any transaction that brings the ownership of any beneficiary in the company's shares to five per-cent (5%) or more not later than ten (10) business days after such transaction.
- (b)
 - (i) To issue all letters of allotment and of rights simultaneously and in the event of it being impossible, to issue letters of regret at the same time, to insert in the press a notice to that effect, so that the notices shall appear on the morning after the allotment letters have been posted;
 - (ii) To issue the definitive certificates within one month of the date of the expiration of any right to renunciation or the lodgment of a transfer and within the same period to issue balance certificates without charge if required.
- (c) To certify transfers against allotment letters; definitive certificate and balance receipts.
- (d)
 - (i) To send out proxy forms to all shareholders entitled to attend and vote at general meetings and to provide that such proxy forms are so worded that a shareholder or debenture holder may vote either for or against each resolution;
 - (ii) To ensure that the books of transfer remain open for at least twenty-one (21) days of the board resolution recommending payment of dividend.
 - (iii) To ensure that the register and books of transfer remain closed for at least five (5) business days to allow for settlement of transactions on the last day of business before closure.

- (iv) To ensure that the notice of closure of the books of transfer is received by The Exchange not less than fourteen (14) days before closure of the Books of Transfer whether or not the board has passed a resolution recommending a distribution.
 - (e) To notify The Exchange without delay of any decision of the company or of any of its subsidiaries to acquire:
 - (i) Shares in another company which thereby becomes a subsidiary; or
 - (ii) Another business or a section of another business and to furnish such information as The Exchange may require with regard to such acquisition; and if so required to issue to members of the company a circular letter giving such information as The Exchange may require.
 - (f) To notify The Exchange within twenty-four (24) hours after the relevant board meeting of:
 - (i) Its intention to make a drawing or redemption of any securities, intimating at the same time the date of the drawing, and in the case of a registered security, the period of the closing of the transfer books (or the date of the striking of the balance) for the drawing.
 - (ii) The amount of the security outstanding after any purchase or drawing has been made.
 - (g) To notify The Exchange within twenty-four (24) hours after the relevant board meeting has been held of:
 - (i) Any preliminary results for any year, half-year, quarterly and the comparative figures in respect of profits before taxation and after taxation, even if this calls for qualification that such figures are provisional or subject to audit;
 - (ii) Any dividends and other distributions to members recommended or declared to be paid including approval for payment of dividends, interests, rights or scrip issues;
 - (iii) Short particulars of any proposed change in the capital structure, or redemption of securities;
 - (h) The Directors shall be held responsible for ensuring that The Exchange is promptly notified of the foregoing matters.
2. To deliver to The Exchange for vetting and approval, personally by the Company Secretary, two copies of proofs of all circulars and notices to shareholders together with accompanying documents, quarterly reports and forecast, bi-annual and annual reports and accounts not less than fourteen (14) days before their dispatch or publication.
3. To include in or circulate with each annual report and audited accounts:
- (a) 1. A description of the operations carried on by the company or, If the company has subsidiaries, the group.
 - 2. If the company has subsidiaries, a list giving for each:
 - (i) Its name and country of operation;
 - (ii) The percentage of its equity capital attributable to the Company's interest.

3. If the company or, as the case may be, the group has interest in associated companies, a list giving for each:
 - (i) Its name and country of operation;
 - (ii) Particulars of its issued share loan capital and the total Amount of its published reserves;
 - (iii) The percentage of each class of share and loan capital attributable to the company's interest;
- (b) To notify particulars of any arrangements under which any Director has waived or agreed to waive any emoluments.
- (c) A statement as at the end of the financial year showing the interests of each director in the share capital of the company, such statement to include by way of a note, changes in those interests occurring between the end of the financial year and a date not more than one month prior to the date of the notice of the annual general meeting or, if there has been no such change, disclosure of that fact;
- (d) A statement showing particulars as at a date not more than one month prior to the date of the notice of the annual general meeting of an interest of any person, other than a director; who holds five per-cent (5%) or more in the equity of the company and the actual amount so held or, where appropriate, a negative
4. (a) To supply the published accounts of the company and, where applicable, either the consolidated accounts of the group, or the accounts of each subsidiary at least twenty-one (21) days prior to the date of the annual general meeting of the company not later than six (6) months after the relevant year end.
- b) To supply additional copies of the accounts for use of members of The Exchange as required.
5. Certificates, Transfers, Verifications and Registers.
 - (a) To register transfers, split certificates, issue certificates or mark or note transfers and where any fees are charged; it shall be a token amount.
 - (b) To verify in writing, signatures of any intending transferor share / stockholder.
6. (a) (i) To prepare interim reports, such as first quarter, a half-year, and nine (9) months accounts, approved by the directors (whether or not audited), which must be sent to all shareholders or inserted as paid advertisement in two leading newspapers not later than thirty (30) days after the relevant period.
 - (ii) To submit final print of the documents stated above to The Exchange.
 - (iii) To send to The Exchange copy of management or detailed accounts, duly audited;
 - (iv) To send to The Exchange certified copies of all resolutions passed by the company at general meetings.

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

- (i) Turnover figures representing sales exclusively to third parties;

- (ii) Other income such as investment income rents, profits from sale of assets and other unusual items, all to be listed separately;
- (iii) Interest expenses and similar charges;
- (iv) Profits before taxation;
- (v) Taxation figures with full disclosures and bases;
- (vi) Dividend proposed and dividend liability with full disclosure;
- (vii) Profits after taxation;
- (viii) Cash flow statement;
- (ix) Value added statements;
- (x) Five year financial summary;
- (xi) Sales and profit contribution per activity.
- (xii) Directors direct and indirect holdings in the issued shares;
- (xiii) Substantial shareholdings representing five per-cent (5%) or more of the issued shares;
- (xiv) Capital expenditure.

(b) To send to The Exchange, quarterly statements and forecast whether or not audited not later than six (6) weeks after the end of the period.

7. To ensure that any service contract, not determinable within five (5) years by the company without payment of compensation (other than Statutory) entered into by the company or any subsidiary of the company, with any director or any person who becomes a director within twelve months of entering into such a contract shall be made subject to the approval of the company in general meeting.
8. To certify transfers against certificates or temporary documents and to return them on the day of receipt or, should that not be a business day, on the first business day following their receipt and to split and return renounceable documents within the same period.
9. Not to register any transfer in respect of the company's shares or debentures listed on The Exchange, unless such transfers are lodged by a Dealing Member of The Exchange, or as Council may from time to time direct.
10. The underwriting of any issue and agreements relating thereto must be cleared with The Exchange prior to the publication of a prospectus.
11. All proposed appointments of experts and other consultants or advisers, other than stockbrokers to any issue sought to be listed on The Exchange shall be notified and cleared by The Exchange and copies of agreements and consents relating to such appointments shall be filed with The Exchange before publication of a prospectus.
12. Preferential treatment on allotment shall be approved by The Exchange prior to the publication of the prospectus and such allotment shall be limited to ten per-cent (10%) of the amount offered and then, only to directors and employees; except otherwise as approved by the Securities and Exchange Commission (SEC).
13. **General**
 - (a) To comply with The Exchange's Rules Governing Listing.

- (b) To pay any listing fees which may become payable to The Exchange as a result of increases in share capital.
- (c) To adhere to any corporate governance disclosure policy requirements that may be issued by The Exchange and be guided by the Nigerian Code of Corporate Governance issued by the Securities and Exchange Commission (SEC).
- (d) To provide any other information that may be requested by The Exchange.
- (e) To effect any corrections to the annual report and accounts as may be advised by The Exchange.

(14) **Sanctions**

- (a) Publication of accounts, notices of Annual General Meetings, closure of register, payment dates, changes in directorate, changes in capital structure, alteration to memorandum and articles of association, changes in general character of the company, all corporate information / development with potential to impact on the company's performance etc. without prior written approval of The Exchange shall attract a fine of fifty per-cent (50%) of the annual listing fee.
- (b) Going to press or otherwise allowing a leak in financial results without informing The Exchange shall attract a suspension from trading and a fine equivalent to fifty per-cent (50%) of the annual listing fees.
- (c) Any late submission of accounts shall attract a fine of One Hundred Thousand Naira (N100,000) per week from the due date until the date of submission.
- (d) A listed company who contravenes any of the provisions of the Listing Rules and General Undertaking and fails to pay the penalty imposed on it for such contravention on or before the due date shall be liable to a further fine of Three Hundred Thousand Naira (N300,000) in addition to Twenty Five Thousand Naira (N25,000) per day for the period the violation continues.
- (e) Failure by the company to pay dividend on due date shall attract a fine of five per-cent (5%) of the total dividend amount declared.
- (f) Failure by the company to issue bonus shares within three (3) months after approval by shareholders at an AGM shall attract a fine of five per-cent (5%) of the nominal value of the shares.
- (g) The companies shall be obliged to state in the annual report contraventions and the sanctions imposed for such contraventions.

(15) To recognize that Council reserves the right to remove the name of a company from the Official List of The Exchange at its absolute discretion and may, if:

- (a) it considers there is insufficient public interest in the company, viz., insufficient shares in the hands of the public; or

- (b) any of the foregoing terms and conditions are not complied with; or
- (c) the company becomes a subsidiary of any other company.

The common seal of the Company is hereto affixed hereto

.....
Common Seal

In the presence of:

.....
Director
Date.....

.....
Secretary
Date.....

This copy of Form of General Undertaking is provided for reference only. Users are advised to refer to Appendix III to the Rulebook of The Exchange, 2015 for the updated version of the Form of General Undertaking.

Appendix T

**FORM OF GENERAL UNDERTAKING
(INTEREST BEARING SECURITIES ISSUED BY GOVERNMENT, e.t.c.)**

To: The Council of The Nigerian Stock Exchange

.....(Name of Company) acknowledges that it shall remain on the Official List of The Nigerian Stock Exchange (The Exchange) is subject to the pleasure of The Exchange and hereby resolves and undertakes as follows:

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

Authorized Signatories

..... Name Signature
..... Name Signature
Date:	Date:.....

This copy of Form of General Undertaking is provided for reference only. Users are advised to refer to Appendix IX to the Rulebook of The Exchange 2015, for the updated version of the Form of General Undertaking.

Appendix U

FORM OF GENERAL UNDERTAKING (INTEREST BEARING SECURITIES ISSUED BY COMPANIES)

To: The Council of The Nigerian Stock Exchange

.....(Name of Company) acknowledges that it shall remain on the Official List of The Nigerian Stock Exchange (The Exchange) only at the pleasure of The Exchange and hereby resolves and undertakes as follows:

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

- (ii) To forward to the Director-General of The Nigerian Stock Exchange two copies of the following:
 - (a) all circulars, notices, reports, documents or announcements at least 14 days before they are issued to holders of the security or made in respect of the security;
 - (b) all resolutions passed by the holders of the security within seven days of the passing of the resolutions;
 - (c) all resolutions passed by the company other than resolutions passed at an annual general meeting for the purpose of adopting the report and accounts declaring dividends and re-electing directors and auditors;

2. **Annual Reports and Accounts**
To include in or circulate with each annual directors report and audited financial statements;
 - (i) A description of the operations carried on the company or, if the company has subsidiaries, the group;
 - (ii) Where the company has subsidiaries or associated companies a list of those interests where the total investment normally represents more than 5 per cent of the published

net assets of the group, or where any subsidiary contributes more than 5 per cent of the published pre-tax trading results of the group; Further information to be provided in respect of each subsidiary or associated company are its name, principal country of operation and the percentage of its equity capital attributable to the group's interest.

3. (I) To supply the published accounts of the company and where applicable, the consolidated accounts of the group prior to the date of the annual general meeting of the company;
 - (ii) To supply additional copies of the published accounts for use of members of The Exchange as may be required;
 - (iii) To supply the published accounts of the company to the paying agents for inspection by security holders, and to mail or deliver same to any security holder upon request and supply copies thereof, in quantities sufficient to satisfy requests received from such security holders.
4. **General**
- (i) To comply with The Exchange's Rules Governing Listing both present and future;
 - (ii) To pay any listing fees which may become payable to The Exchange as a result of increase in capital;
 - (iii) To adhere to any corporate disclosure policy requirements that may be issued by the Exchange.
5. To recognize that Council reserves the right to remove the name of any security from the Official List if:
- (i) it is considered that there is insufficient public interest in the security, viz., insufficient securities in the hands of the public;
 - (ii) any of the foregoing terms and conditions are not complied with;
 - (iii) the Council so resolves, at its absolute discretion.

THE COMMON SEAL OF _____)
 (Name of Company))
)
) LS
)

Was affixed hereto In the Presence of:-

.....
 Director
 Date:.....

.....
 Secretary
 Date:.....

Note: This copy of Form of General Undertaking is provided for reference only. Users are advised to refer to Appendix X to the Rulebook of The Exchange 2015, for the updated version of the Form of General Undertaking.

Appendix V

FORM OF GENERAL UNDERTAKING (UNIT TRUSTS)

To: **The Council of The Nigerian Stock Exchange**

.....(Name of Company) acknowledges that it shall remain on the Official List of The Nigerian Stock Exchange (The Exchange) only at the pleasure of The Exchange and hereby resolves and undertakes as follows:

1. Notices

- (i) To immediately notify the Director-General of The Exchange without delay of:
 - (a) any announcement of distribution or any other moves that could affect the price of the trust's units on the market;
 - (b) any change in the management of the trust;
 - (c) any proposed alteration of the instrument or supplemental instruments of the trusts;
 - (d) any proposed change in the basic investment policy of the trust;
 - (e) any other information necessary to enable unit holders to appraise the position of the trust and avoid the establishment of a false market in the units of the trust;
 - (f) the date on and from which purchases and sales of units by the managers will take place ex-distribution;
 - (g) the bid price of units which shall be fixed on conditions corresponding with the regulations laid down by Securities and Exchange Commission for sale price and that the managers will supply the market with bid and Offer prices before the closure of business in the last day of the week;
 - (h) any intention to review, vary or terminate the trust.
- (ii) To forward to the Chief Executive Officer of The Exchange two copies of:
 - (a) all circulars, notices, reports or other documents at the same time as they are issued to unit holders;
 - (b) all resolutions passed by the unit holders within seven days of the passing of such resolutions;
 - (c) all advertisements issued or intended to be issued by the management of the trust.
- (iii) To notify the Director-General of The Exchange at least three days in advance giving the dates and times of any meeting at which the declaration or recommendation or payment of a distribution (dividend) is expected to be considered and decided upon.
- (iv) To clearly set out on an annual basis on the capital value of the trust fund, the amount of the annual management charge, which, in the case of new trusts, is to be taken out of subscribed fund.
- (ii) To maintain a complete file of all advertisements, brochures, leaflets and other documents issued with a view to effecting or stimulating sales or purchases of units.

2. Reports and Accounts

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

3. Certificates

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

4. General

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

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

Common Seal of Company

.....
Director

.....
Secretary

Date:.....

Date:.....

Note: This copy of Form of General Undertaking is provided for reference only. Users are advised to refer to Appendix XV to the Rulebook of The Exchange 2015, for the updated version of the Form of General Undertaking.

Appendix W

DECLARATION OF COMPLIANCE

The following is a suggested form of declaration, which should be adapted to meet individual cases.

We and
 a Director and the Secretary respectively of Plc
 (hereunder called “the Company”), do declare as follows:

1. That all documents required by the Companies Act to be filed with the Registrar of Companies in connection with the Issue/Offer/Placing/Introduction on 20..... of the following shares/securities of the Company namely:.....(insert particulars) have been duly filed and that to the best of our knowledge, information and belief, the Company has complied with all other legal requirements in connection with the Issue/Offer/Placing/Introduction.
2. That xxxxx (number and class of shares) of xxxx per share (Par value of share) and/of Nxxxx Debenture Stock/Debentures/Notes Have been subscribed/purchased for cash and duly allotted/transferred to the subscribers/purchasers (and that the shares have been converted into Nxxxx Stock).
3. That all monies due to the company in respect of issue/offer have been received by it.
4. That xxxx (number and class of shares) of xxxx per share (Par value of share) and/or Nxxxx Debenture Stock/Debentures/Notes have been issued/credited as fully paid by way of conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/transferred to the persons entitled thereto (and that the said shares have been converted into Nxxxx Stock).
5. That the definitive documents of title above have been delivered/are ready to be delivered.
 1. That the purchase by the company of all property shown in the prospectus, offer for sale, advertisement or circular to members dated 20..... have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied.
 2. That Trust Deed/Deed Poll relating to the said debenture stock or notes has been completed and executed and a copy has been lodged with The Exchange and that particulars thereof, if so required by statute, have been filed with the Registrar of Companies.
 3. That all the shares/debentures/debenture stock/notes of each class for which listing exists are in all respects identical.

4. That there are no other facts relating to the company's application for listing which, in our opinion, should be disclosed to The Nigerian Stock Exchange.

And we make this declaration conscientiously believing same to be true.

Signed

.....
Signature of Authorised Signatory

.....
Name of Authorised Signatory

.....
Signature of Authorised Signatory

.....
Name of Authorised Signatory

Appendix X

GENERAL LISTING REQUIREMENTS FOR LISTING ON THE EXCHANGE

Companies wishing to be admitted to the official list of The Exchange must, in addition to complying with The Exchange's Listing Rules, comply with the relevant provisions of the Companies and Allied Matters Act CAP C20 LFN 2004, Investment and Securities Act 2007 and the Securities and Exchange Commission Rules and Regulation made thereon and other relevant statutory requirements. The following **general requirements are provided for in the Listing Rules.**

- a) Application for Listing will only be entertained if sponsored by a Dealing Member of The Exchange.
- b) The company must be a public company, which will issue or has issued an invitation to the public to subscribe for its shares or has satisfied Council that the public is sufficiently interested in the company's shares to warrant Listing.
- c) All securities for which listing is sought shall first be registered with the Securities and Exchange Commission.
- d) All application and documents to be considered or approved by Council should always be submitted to The Exchange at the earliest possible date. The final prospectus for approval must be forwarded to The Exchange at least seven working days before the date for the completion board meeting.
- (e) Before the grant of Listing, all applicant companies shall sign a General Undertaking that they will provide promptly certain information about their operations and that they will follow certain administrative procedures.
- (f) Where it is desired to increase the authorized share capital, the directors shall state, in the explanatory circular or other documents accompanying the notice of meeting, whether or not they presently have any intention of issuing all or any part thereof.
- (g) A company which applies for Listing shall comply with the minimum public float requirement prescribed by the Listing standard criteria chosen by the Issuer (20% for Main Board and 15% for ASeM).
- (h) Subscriptions list must remain open for a maximum period of 28 working days.
- (i) A maximum of 10% of an offering will be allowed to staff of a company (or its subsidiaries or associated companies) on special application forms. Such offerings may be placed in Trust for the employees.

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

- (j) All companies admitted to Listing on The Exchange shall pay a listing fee as laid down in Appendix iv of the rules book and these fees are subject to review from time to time.
- (k) All clauses in the company's Memorandum & Articles of Association that restrict the transfer of fully paid-up shares must be expunged.
- (l) All Listed companies shall advertise the Notice of their annual general meetings in at least two widely read newspapers at least 21 days before the annual general meeting and such advertisement must be conspicuously placed to cover a reasonable portion of a page.
- (m) The subscription monies pending allotment and return of funds to subscribers shall be deposited in a designated bank account appointed by the Issuing House and the company. All accrued interests in respect of cleared allotments shall be paid to the company to offset part of the cost of the Issue.
- (n) Return monies arising from an unsuccessful application or abortion of an Offer/Issue shall attract interest at the rate determined by the Commission.
- (o) Company must be registered as a Public Limited Liability Co. under the provisions of the Companies & Allied Matters act 1990.
- (p) Must submit to The Exchange financial statements/business record of past 3 or 5 years.
- (q) Date of last audited accounts must not be more than 9 months.
- (r) Amount of money that can be raised is unlimited depending on the borrowing powers of the directors.
- (s) Number of shareholders must not be less than 300 (51 for ASeM)
- (t) Securities must be fully paid up at time of allotment.

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

Note: Users are advised to consult their professional advisers on the technicalities of the General Listing Requirements of the Rulebook of The Exchange.

Appendix Y

MARKET CAPITALIZATION/ NOMINAL VALUE FEES GRADUATION METRICS

S/N	START (NGN)	END (NGN)	FEE (NGN)
1	BELOW	50,000,000	189,000
2	50,000,001	60,000,000	204,120
3	60,000,001	70,000,000	230,580
4	70,000,001	80,000,000	275,940
5	80,000,001	90,000,000	321,300
6	90,000,001	100,000,000	347,760
7	100,000,001	120,000,000	434,700
8	120,000,001	140,000,000	468,720
9	140,000,001	160,000,000	487,620
10	160,000,001	180,000,000	510,300
11	180,000,001	200,000,000	529,200
12	200,000,001	220,000,000	570,780
13	200,000,001	240,000,000	593,460
14	240,000,001	260,000,000	616,140
15	260,000,001	280,000,000	638,820
16	280,000,001	300,000,000	657,720
17	300,000,001	320,000,000	703,080
18	320,000,001	340,000,000	725,760
19	340,000,001	360,000,000	748,440
20	360,000,001	380,000,000	771,120
21	380,000,001	400,000,000	793,800
22	400,000,001	500,000,000	816,480
23	500,000,001	650,000,000	839,160
24	650,000,001	800,000,000	850,500
25	800,000,001	1,000,000,000	888,300
26	1,000,000,001	2,000,000,000	907,200
27	2,000,000,001	3,000,000,000	945,000
28	3,000,000,001	4,000,000,000	1,020,600
29	4,000,000,001	5,000,000,000	1,096,200
30	5,000,000,001	6,000,000,000	1,171,800
31	6,000,000,001	7,000,000,000	1,247,400
32	7,000,000,001	8,000,000,000	1,323,000
33	8,000,000,001	9,000,000,000	1,360,800
34	9,000,000,001	10,000,000,000	1,400,000
35	10,000,000,001	11,000,000,000	1,540,000
36	11,000,000,001	12,000,000,000	1,680,000
37	12,000,000,001	13,000,000,000	1,820,000
38	13,000,000,001	14,000,000,000	1,960,000
39	14,000,000,001	15,000,000,000	2,100,000
40	15,000,000,001	16,000,000,000	2,240,000
41	16,000,000,001	17,000,000,000	2,380,000
42	17,000,000,001	18,000,000,000	2,520,000

S/N	START (NGN)	END (NGN)	FEE (NGN)
43	18,000,000,001	19,000,000,000	2,660,000
44	19,000,000,001	20,000,000,000	2,800,000
45	20,000,000,001	40,000,000,000	2,940,000
46	40,000,000,001	60,000,000,000	3,080,000
47	60,000,000,001	80,000,000,000	3,220,000
48	80,000,000,001	100,000,000,000	3,360,000
49	100,000,000,001	120,000,000,000	3,500,000
50	120,000,000,001	140,000,000,000	3,640,000
51	140,000,000,001	160,000,000,000	3,780,000
52	160,000,000,001	180,000,000,000	3,920,000
53	180,000,000,000	200,000,000,000	4,060,000
54	ABOVE 200,000,000,001		4,200,000

Appendix Z

COMPUTATION OF LISTING FEES

Example 1: New Listing of Equity Shares

ABC Plc applies to list by IPO of 1,000,000 ordinary shares of 50k each at N120 per share. The Issuer has issued and fully paid up shares of 500,000 ordinary shares of 50k each and had not done any Private Placing or Public Offer in the past. The following table shows the computation of the relevant fees of The Exchange.

Current number of paid up shares (q1)	units	500,000
Number of shares offered in IPO (q2)	units	1,000,000
Number of shares to be listed post IPO (Q)	units	1,500,000
Nominal price (p1)	NGN	0.50
Listing price (P)	NGN	120.00
Nominal value of shares as stated in q1 ($N = q1 * p1$)	NGN	250,000.00
Market capitalization of shares as stated in q2 ($M1 = q2 * P$)	NGN	120,000,000.00
Market capitalization of shares as stated in Q ($M = Q * P$)	NGN	180,000,000.00
Application fee ($AF = \{0.3% * M1 + 0.3% * N\}$)	NGN	360,750.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	NGN	510,300.00
Total fee (TF = AF+LF)	NGN	871,050.00
VAT ($V = 5% * TF$)	NGN	43,553.00
Grand total (GT = TF+V)	NGN	914,603.00

Example 2: New Listing of Equity Shares

ABC Plc applies to list by introduction of 1,000,000 ordinary shares of 50k each on the Main Board of The Exchange at the price of N120 per share. The Issuer had not done any Private Placement or Public Offer in the past. The computation of the application and listing fees is shown below:

Number of shares to be listed (Q)	units	1,000,000
Nominal price (A)	NGN	0.50
Nominal value ($N = Q * A$)	NGN	500,000.00
Listing price (P)	NGN	120.00
Market capitalization upon listing ($M = Q * P$)	NGN	120,000,000.00
Application fee ($AF = 0.3% * N$)	NGN	1,500.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	NGN	434,700.00
Total fee (TF = AF+LF)	NGN	436,200.00
VAT ($V = 5% * TF$)	NGN	21,810.00
Grand total (GT = FT+V)	NGN	458,010.00

Example 3: New Listing of Equity Shares

Assume the same facts as in example 2 above, except that ABC Plc had done a Private Placing of 400,000 ordinary shares of 50k each at N100 per share. The Exchange's application and listing fees will be computed as shown in the table below:

Number of shares issued via Placing (q1)	units	400,000
Number of other shares issued and fully paid (q2)	units	600,000
Number of shares to be listed (Q = q1+q2)	units	1,000,000
Placing price (p1)	NGN	100.00
Nominal price (p2)	NGN	0.50
Listing price (P)	NGN	120.00
Market capitalization of Placing (M1 = q1*p1)	NGN	40,000,000.00
Nominal value of q2 (N = q2*p2)	NGN	300,000.00
Total market capitalization at listing (M = Q*P)	NGN	120,000,000.00
Application fee (AF = 0.3%*M1+0.3%*N)	NGN	120,900.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	NGN	434,700.00
Total fee (TF = AF+LF)	NGN	555,600.00
VAT (V = 5%*TF)	NGN	27,780.00
Grand total (GT = TF+V)	NGN	583,380.00

Example 4: ETFs and REITs, and Supplementary Listing of Shares

ABC Plc which is listed on The Exchange applies to carry out a Rights Issue of 1,000,000 ordinary shares of 50k each at N120 per share. The following table shows the computation of the relevant fees of The Exchange.

Number of Shares to be listed (Q)	units	1,000,000.00
Listing price (P)	NGN	120.00
Market capitalization (M = Q*P)	NGN	120,000,000.00
Application fee (AF = 0.3%*M)	NGN	360,000.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	NGN	434,700.00
Total fee (TF = AF+LF)	NGN	794,700.00
VAT (V = 5%*TF)	NGN	39,735.00
Grand total (GT = TF+V)	NGN	834,435.00

Example 5: Fixed Income Securities

ABC Plc applies to list its N100,000,000 unsecured 5 year bonds due in 2020. The following table shows the computation of the relevant fees due to The Exchange:

Description of fee / Category of listing	Listed Issuer listing exclusively on The Exchange (NGN)	Listed Issuer carrying out Dual Listing (NGN)	In any other case (NGN)
Amount raised/to be raised (M)	100,000,000	100,000,000	100,000,000
Application fee (AF = M* 0.01%; 0.0375%; 0.0375% respectively)	10,000.00	37,500.00	37,500.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	347,760.00	347,760.00	347,760.00
Total fees (TF = AF+LF)	357,760.00	385,260.00	385,260.00
VAT (V=5%*TF)	17,888.00	19,263.00	19,263.00
Grand total (GT = TF+V)	375,648.00	404,523.00	404,523.00

Example 6: Scheme Shares in Mergers and Acquisitions

ABC Plc, an unlisted entity applies to merge with XYZ Plc which is listed on The Exchange. ABC has a paid up share capital of 1,000,000 ordinary shares of 50k each; and XYZ Plc's share capital is 600,000 ordinary shares of 50k each. In the Scheme of Merger, ABC Plc agrees to issue 3 new shares to the shareholders of XYZ Plc in exchange for every 2 shares they hold in ABC Plc. Thereafter the two companies would merge; XYZ Plc would be dissolved and delisted; and ABC Plc listed in its place. Assuming the market price of XYZ Plc is N2, the application and listing fees on the application is computed as shown in the table below:

Price of XYZ Plc's shares (i)	NGN	2
Number of XYZ Plc's shares to be given up (ii)	units	2
Number of ABC Plc's shares to be issued (iii)	units	3
Total number of XYZ Plc's shares to be given up (iv)	units	600,000.00
Total value of XYZ Plc's shares to be given up (v)	NGN	1,200,000.00
Total number of ABC Plc's shares to be issued {(vi) = iii/ii*iv}	units	900,000.00
Expected listing price per share of ABC Plc to be issued {(vii) = v/vi}	NGN	1.33
Number of paid up shares of ABC Plc (q1)	units	1,000,000
Number of Scheme shares to be issued by ABC Plc (q2)	units	900,000
Number of ABC Plc shares to be listed post Scheme (Q = q1+q2)	units	1,900,000.00
Nominal price of ABC Plc's shares (p1)	NGN	0.50
Listing price of ABC Plc's shares (P)	NGN	1.33
Nominal value of the paid up capital as stated in q1(N = q1*p1)	NGN	500,000.00
Market capitalization of the Scheme shares as stated in q2 (M1 = v)	NGN	1,200,000.00

Market capitalization of post Scheme shares of ABC Plc as stated in Q upon listing ($M = Q * P$)	NGN	2,527,000.00
Application fee ($AF = \{0.3\% * M1 + 0.3\% * N\}$)	NGN	5,100.00
Listing fee (LF will be determined by identifying and tracing M on the Market Capitalization Fees Graduation Metrics Table)	NGN	189,000.00
Total fee ($TF = AF + LF$)	NGN	194,100.00
VAT ($V = 5\% * TF$)	NGN	9,705.00
Grand total ($GT = TF + V$)	NGN	203,805.00



STOCK EXCHANGE HOUSE
2-4 Customs Street, Lagos Island
Lagos State

TELEPHONE
+234 1 4489937, 0700 225 5673

contactcenter@nse.com.ng
www.nse.com.ng



@nsenigeria, @nsecontact



The Nigerian Stock Exchange



@nsenigeria



The Nigerian Stock Exchange