

## Checklist for Holding Company Scheme of Arrangement

### Please fill and execute this Checklist as the Sponsor's Declaration on Documentation and Due Diligence

Checklist for First Submissions: (insert name of the Issuer)

Description of Application: (...)

#### Note:

- i. This checklist is applicable to application for approval and listing of shares emanating from the Scheme of Arrangement of a Holding company.
- ii. The Issuer must comply with Section C: *Requirements for All Listings* as well as Chapter 15: *Takeovers and Mergers*; Chapter 2: *Subsequent Listing of Securities*, Rulebook of The Exchange, 2015 (Issuers' Rules).
- iii. Soft copy document should be forwarded to [IssuerAnalysis@ngxgroup.com](mailto:IssuerAnalysis@ngxgroup.com). NGX Regulation Limited will **not conclude** on an application until all required documents are submitted.
- iv. The Sponsoring Trading License Holder is required to fill out the table below using the appropriate key indicating whether the Issuer has submitted the required documents. Where a requirement is not applicable to the Issuer, the reason should be provided in the "comment" box.

#### Keys:

- ✓ Submitted
- X Not submitted
- N/A Not applicable

	Particulars	Please tick as appropriate	
	Documentation Required	Status	Comments
	Hard Copies (item 1-2)		
1.	Letters of consent from parties and directors.		
2.	Declaration that the directors are fit and proper persons in compliance with relevant Nigerian Codes of Corporate Governance Principles (NCCG) (original)		
	Documentation Required in Soft Copies (item 3-17)		
3.	Application Letter		

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	Particulars	Please tick as appropriate	
	Documentation Required	Status	Comments
4.	Evidence of payment of application/listing fees and CSCS eligibility fee		
5.	Sponsor's declaration on documentation and due diligence		
6.	Scheme document		
7.	Notification of Court Ordered Meeting (If applicable)		
8.	Certified copy of Board Resolution		
9.	Certified copy of Shareholders Resolution		
10.	Solicitors' Opinion on litigation		
11.	Memorandum and Articles of Association of the company certified by CAC not later than two months prior to the date of application		
12.	Certified true copy of Certificate of Incorporation of the Holding Company		
13.	SEC approval and evidence of registration of the shares of the Holding Company		
14.	No Objection from primary regulator (CBN/NAICOM/NCC) if applicable and final license		
15.	Profile and CAC Status Report of the company certified by CAC not later than two months prior to the date of application		
16.	CAC Status Report of any institutional investor(s) 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		
17.	Any other document which is material to the listing		

I..... a duly authorized officer of..... (*Full corporate name of Sponsoring Trading License Holder*) hereby confirm that I have duly completed the above checklist on behalf of..... (*Full corporate name of Issuer*) and that no item on the said checklist has been left without a response.

Additionally, I hereby confirm that I and my firm (*insert full corporate name*) have carried our reasonable due diligence on the Issuer and its directors and on the basis of our findings, we have accepted the appointment as Sponsoring Trading License Holder.

Signed by an approved executive of Sponsoring Trading License Holder.

Signature \_\_\_\_\_

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Date \_\_\_\_\_

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