

(Dealing Member’s letter head)

Sample checklist for Initial Listing on the Premium Board of the Nigerian Stock Exchange (NSE) by Initial Public Offering (**Please fill and execute this form as the Sponsor’s Declaration on Documentation and Due Diligence**)

Checklist for First Submissions: (insert name of applicant issuer)

Type of Application: (IPO)

Note:

- i. This checklist is applicable to application to list equity capital of an Issuer on the Premium Board of The Exchange where equity capital of the Issuer is not already listed on The Exchange), and the Issuer embarks on Initial Public Offer (IPO) as at the time of the application.
- ii. The Issuer must comply with Section C: Requirements for All Listings as well as Chapter 2: Subsequent Listing of Securities and Chapter 12: Listing on the Premium Board, Rulebook of The Exchange 2015 (Issuers’ Rules). For the application to be accepted by The Exchange, the Issuer must meet all the required criteria as at the date of application.
- iii. Soft copy document should be forwarded to giwenekhai@nse.com.ng; EEKPO@nse.com.ng; OKUTI@nse.com.ng; and OOGE@nse.com.ng. The time between the submission of hard copies and soft copies should not exceed 24 hours. The Exchange will **not conclude** on an application until all relevant documents are submitted.
- iv. The checklist is categorized into qualification requirements and documentation requirements. The sponsoring dealing member is required to fill out the table below using the appropriate key indicating whether the Issuer has submitted the required documents. Where the requirement is not applicable to the Issuer, the reason should be provided in the “comment” box.

Keys:

- ✓ Submitted/Complied with
- X Not submitted/Not complied with
- N/A Not applicable

Table A – Qualification Requirements:

Initial Listing Requirements			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:			
Eligibility Listing Criteria		Please tick as appropriate	
		Status	Comments
i.	CGRS Certification with a minimum rating of seventy per-cent (70%)		
ii.	N 200 billion market capitalization ¹		

¹ This criteria is to be met at the completion of the Offer.

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Initial Listing Requirements			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:			
Eligibility Listing Criteria		Please tick as appropriate	
		Status	Comments
iii.	A minimum free float requirement of twenty per cent (20%) of its issued share capital or free float value of N40 billion ²		
Initial Listings Standard A			
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares		
ii.	Have a minimum of three (3) years' operating track record		
iii.	Have a pre-tax profit from continuing operation of not less than N300million cumulatively for the last three (3) fiscal years and a minimum of N100 million in two (2) of these years		
iv.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old		
v.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders		
vi.	Have shareholders' equity of not less than N3billion		
vii.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a minimum period of 12 months from the date of listing and will not directly or indirectly sell or offer to sell such securities during that period		
viii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules		
ix.	Undertake to promptly pay annual listing fees based on market capitalization		
x.	Have a functioning website		
xi.	Have a governance process which is in line with the SEC Codes		
Initial Listings Standard B			

² This criteria is to be met at the completion of the Offer.

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Initial Listing Requirements			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:			
Eligibility Listing Criteria		Please tick as appropriate	
		Status	Comments
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares		
ii.	Have a minimum of three (3) years' operating track record; and where the Issuer does not have three years' (3) operating track record the Issuer shall provide evidence of a core investor who has a minimum of three years' (3) operating track record		
iii.	Have a pre-tax profit from continuing operation of not less than N600million cumulatively for the last one (1) or two (2) fiscal years		
iv.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old and where the Issuer does not have financial statements for the last 3 years the Issuer shall provide evidence of a strong technical partner who has a minimum of three years' (3) operating track record with substantial equity and involvement in management and the financial statements for the last three years of the technical partner		
v.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders		
vi.	Have shareholders' equity of not less than N3billion		
vii.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a minimum period of 12 months from the date of listing and will not directly or indirectly sell or offer to sell such securities during that period		
viii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules		
ix.	Undertake to promptly pay annual listing fees based on market capitalization		

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Initial Listing Requirements			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:			
Eligibility Listing Criteria		Please tick as appropriate	
		Status	Comments
x.	Have a functioning website		
xi.	Have a governance process which is in line with the SEC Codes		
Initial Listings Standard C			
i.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares		
ii.	Have a minimum of three (3) years' operating track record; and where the Issuer does not have three years' (3) operating track record the Issuer shall provide evidence of a core investor who has a minimum of three years' (3) operating track record		
iii.	Have financial statements which shall be compliant with the applicable SEC rules and covering the last three fiscal years provided that the most recent statement at the time of submission of the application is not more than 9 months old and where the Issuer does not have financial statements for the last 3 years the Issuer shall provide evidence of a strong technical partner who has a minimum of three years' (3) operating track record with substantial equity and involvement in management and the financial statements for the last three years of the technical partner		
iv.	Ensure that a minimum of 20% of the issued share capital is made available to the public and held by not less than 300 shareholders		
v.	Have a market capitalization of not less than N4 billion at the time of the listing, calculated using the listing price and shareholders' equity		
vi.	Ensure that if the listing is in connection with an Initial Public Offering (IPO) the promoters and directors will hold a minimum of 50% of their shares in the company for a period of 12 months from the date of listing and will not directly or indirectly sell or offer to sell such securities during that period		
vii.	Ensure that the securities are fully paid-up at the time of allotment or registration in compliance with the applicable SEC rules		

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Initial Listing Requirements			
Companies seeking admission to the NSE Premium Board are required to satisfy the following criteria in addition to one set of Listing Standards (i.e. Standard A or B or C) for the NSE Main Board below:			
Eligibility Listing Criteria		Please tick as appropriate	
		Status	Comments
viii.	Undertake to promptly pay annual listing fees based on market capitalization		
ix.	Be registered as a public limited company with no restrictions on the transfer of fully paid shares		
x.	Have a functioning website		
xi.	Have a governance process which is in line with the SEC Codes		

Table B: Documentation Requirements

		Please tick as appropriate	
Documentation Required		Status	Comment
1.	3 to 5 years audited accounts		
2.	Letters of consent from parties and Directors (original)		
3.	Sponsor's Declaration on documentation and due diligence (original)		
4.	Statutory Declaration as to the identity of Directors and that they are fit and proper to be directors (original)		
Documentation Required in soft copies (items 5-37)			
5.	Evidence of payment of application/listing fees and CSCS eligibility fee		
6.	Abridged application		
7.	Prospectus		
8.	List and Value of Litigations		
9.	Solicitors opinion on litigations		
10.	Estimated cost of issue detailing the cost attributed to each party to a transaction		
11.	Pricing memorandum		
12.	Certified true copy of certificate of incorporation		
13.	Certified true copy evidence of conversion to Plc.		
14.	Certified true copy memorandum and articles of association certified by CAC not later than two months prior to the date of application		
15.	CAC forms Co2 and Co7 the company/issuer certified by CAC not later than two months prior to the date of application		
16.	Certified copy of Board resolution approving the offer and listing		

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		Please tick as appropriate	
	Documentation Required	Status	Comment
17.	Certified copy of ordinary resolution or a special resolution (if the Company's Memart so requires) approving the offer and listing		
18.	Proposed time table		
19.	Technical services agreement (if applicable)		
20.	CAC forms Co2 and Co7 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: Co2 and co7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)		
21.	SEC Approval		
22.	No-objection from Primary Regulator (CBN/NAICOM/NCC) if applicable		
23.	Interim accounts (if applicable)		
24.	Letter nominating three (3) primary market makers		
25.	Updated list of receiving agents		
26.	Shareholders' register		
37	Any other document which is material to the listing or to the business of the issuer		

Have any rulings been given on this transaction by the NSE?

Yes/No

If yes, please provide details of the ruling.

I, an approved executive of (Name of sponsor) hereby confirm that this Checklist is complete and that no other information which is required in terms of the Listings Requirements has been omitted. I also confirm that we have carried our reasonable due diligence on the applicant and its directors and are satisfied with our findings.

Signed by approved executive of sponsor.

SIGNATURE

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DATE

(Internal use only)

Reviewed by:

Name:.....

Date:.....