
**AMENDMENTS TO THE RULEBOOK OF THE EXCHANGE
(ISSUERS' RULES)**

**CHAPTERS 3-4 CONTENTS OF PROPECTUS FOR NEW LISTINE OF SHARES; AND
CONTENTS OF PROSPECTUS FOR COMPANIES PART OF WHOSE SHARE CAPITAL IS
ALREADY LISTED ON THE EXCHANGE**

~~CHAPTER 3~~

~~CONTENTS OF PROSPECTUS FOR NEW LISTINGS OF SHARES~~

*~~(In Respect of whose **Securities Shares** are not Listed on The Exchange)~~*

APPENDIX 1

CONTENTS OF AN INFORMATION MEMORANDUM

Scope

These provisions set out the type of information required in an Information Memorandum where a company proposes to list its securities on The Exchange without simultaneously conducting an offer to the public. An Information Memorandum should comply with and contain all required disclosures in line with Listings Requirements of the Exchange.

Where the disclosure of information required in the Information Memorandum cannot be obtained or is considered to be harmful to the Issuer, or the cost of disclosing such information is considered to be more than the benefits, the Issuer may apply to The Exchange for reduced disclosure. The Exchange's decision regarding the Issuer's application will be final.

Every Information Memorandum must contain all information stated hereunder and set out under the following paragraph headings:

1. PRELIMINARY DISCLOSURE

- A. The front cover
- B. Detailed table of contents
- C. Definitions and corporate directory

2. IDENTITY/PROFILE

- A. Directors and Senior Management
- B. Professional Parties

3. OFFER STATISTICS AND EXPECTED TIMETABLE

- A. Offer Statistics
- B. Listing Price
- C. Price History

- D. Type and class of Security
- E. Limitation of Rights of Holders
- F. Terms Regarding Conversion or Redemption of Securities
- G. Markets
- H. Ratings
- I. Reason for Listing
- J. Cost of Listing

4. KEY INFORMATION

- A. Selected Financial Data
- B. Capitalization and Indebtedness
- C. Claims and Litigations
- D. Risk Factors

5. INFORMATION ON THE COMPANY

- A. History and Development of the company
- B. Business Overview
- C. Organizational Structure
- D. Property, Plants and Equipment

6. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

- A. Operating Results
- B. Liquidity and Capital Resources
- C. Research and Development, Patents and Licenses, etc.
- D. Trend Information

7. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

- A. Directors and Senior Management
- B. Compensation
- C. Board Practices
- D. Employees
- E. Share Ownership

8. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

- A. Major Shareholders
- B. Related Party Transactions
- C. Interest of Experts and Counsel

9. FINANCIAL INFORMATION

- A. Consolidated Statements and Other Financial Information
- B. Significant Changes

10. ADDITIONAL INFORMATION

- A. Share Capital
- B. Memorandum and Articles of Association
- C. Material Contracts
- D. Exchange Controls
- E. Taxation

- F. Dividends and Paying Agents
- H. Documents Available for Inspection
- I. Subsidiary Information

1. **GENERAL DISCLOSURE**

- A. The front cover:** the front cover shall state the name of the Issuer, the financial advisers, their respective Corporate Affairs Commission (CAC) registration certificate (R.C.) numbers, description of securities to be listed, stating the units and the listing price.
- B. Detailed table of contents:** a detailed table of contents in the forepart of the Information Memorandum showing the subject matter of the various sections or subsections of the Information Memorandum and the page number on which each such section or subsection begins.
- C. Definitions and corporate directory**
Information Memorandum shall contain:
 - (a) a glossary of abbreviations and technical terms to guide investors on definitions and explanations of abbreviations and terms, especially for companies engaged in technical activities; and
 - (b) addresses and telephone numbers of the issuers 'branch/regional office, Head/management office, e-mail, website and registrar's office.

2. **IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Introduction: The purpose of these requirements is to identify the Issuer's representatives and other individuals involved in the Issuer's listing as well as the persons responsible for the Information Memorandum.

- A. Directors and Senior Management:** Provide the names, business addresses, and designations of the company's directors and senior management.
- B. Advisers:** Provide the names and addresses of the company's principal bankers, legal advisers to the extent the company has a continuing relationship with such entities, the sponsor for the listing, as well as other advisers to the listing (if any).
- C. Auditors:** Provide the names and addresses of the company's auditors for the preceding three years (together with their membership in a professional body).

3. **LISTING DETAILS AND EXPECTED TIMETABLE**

The purpose of these requirements is to provide key information regarding the listing of securities and the identification of important dates relating to such listing.

- A. Listing Statistics:** Provide a summary of the listing, stating the units of the securities to be listed, the listing price, and market capitalization of the securities to be listed.

- B. Listing Price:** Provide information regarding the manner of determination of the listing price as well as of the exercise price of options and the conversion price of convertible securities, including who established the price or who is formally responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for establishing the price.
- C. Price History and Liquidity:** Where the listing relates to stock already listed on another securities exchange or that has traded on any regulated market, information regarding the price history of the stock to be listed shall be disclosed as follows:
- (a) for the five most recent full financial years, the annual high and low market prices;
 - (b) for the two most recent full financial years and any subsequent period, the high and low market prices for each full financial quarter;
 - (c) for the most recent six months: the high and low market prices for each month;
 - (d) Information shall be given with respect to the market price in the Nigerian market and the principal trading market outside Nigeria (if any). If significant trading suspensions occurred in the prior three years, they shall be disclosed. If the securities are not regularly traded in an organized market, information shall be given about any lack of liquidity.
- D. Description of Security:** State the type and class of the securities being listed and furnish the following information:
- (a) Indicate whether the shares are registered shares or bearer shares. The nominal par or equivalent value should be given on a per share basis. Describe the coupons attached, if applicable.
 - (b) Describe arrangements for transfer and any restrictions on the free transferability of the shares.
- E. Rights of Holders Compared to Holders of Other Securities of the Company:** If the rights evidenced by the securities being listed are or may be materially limited or qualified by the rights evidenced by any other class of securities or by the provisions of any contract or other documents, include information regarding such limitation or qualification and its effect on the rights evidenced by the securities to be listed.
- F. Terms of Conversion or Call:** With respect to securities other than ordinary shares, outline briefly the rights attached to such securities.

Where convertible securities to be listed are subject to redemption or call, the description of the conversion terms of the securities or material terms of the options shall include:

- i. whether the right to convert or purchase the securities will be forfeited unless it is exercised before the date specified in the notice of redemption or call;
- ii. the expiration or termination date of the options;
- iii. the kind, frequency and timing of notice of the redemption or call, including where the notice will be published; and

- iv. in the case of bearer securities, that investors are responsible for making arrangements to prevent loss of the right to convert or purchase in the event of redemption or call.

G. Markets: Disclose all stock exchanges and other regulated markets on which the securities to be listed are traded. When an application for admission to any exchange and/or regulated market is being or will be sought, this must be mentioned, without creating the impression that the listing necessarily will be approved. If known, the dates on which the shares will be listed and dealt in should be given.

H. Purpose of the listing: State the reason why the Issuer intends to list the security on the Exchange.

J. Expected Timetable: Provide details of proposed listing timetable.

4. **KEY INFORMATION**

The purpose of these requirements is to summarize key information about the company's financial condition, capitalization and risk factors.

A. Selected Financial Data

The company shall provide selected historical financial data regarding the company, which shall be presented for the three most recent financial years (or such shorter period that the company has been in operation), in the same currency as the financial statements.

B. Capitalization and Indebtedness: A statement of market capitalization (or proposed market capitalization) of the Issuer and its indebtedness (distinguishing between guaranteed and unguaranteed, and secured and unsecured, indebtedness) as of a date no earlier than 60 days prior to the date of the document shall be provided showing the Issuer's capitalization on an actual basis. Indebtedness also includes indirect and contingent indebtedness. Where the Issuer's ordinary shares are already listed on another exchange or traded in a regulated market, market capitalizations should be based on the market price on that other exchange or market. Where otherwise the Issuer's ordinary shares are not so listed or traded on any exchange or traded in a regulated market, the market capitalization should be based on the proposed listing price (where applicable).

C. Claims and litigations: Provide information regarding the number of cases against the company and number of cases instituted by the company against other entities, stating the total amount claimed against and by the company in the cases respectively and provide a Solicitors opinion on the claims and litigations.

D. Risk Factors: The document shall disclose risk factors that are specific to the Issuer or its industry, in a section headed "Risk Factors". Risk factors peculiar to the Issuer shall be stated in the Information Memorandum including the following risks:

- (a) Risk associated with the business activities of the entity e.g. market risk, interest risk, credit risk, exchange risk, etc;
- (b) sectoral risks – risks associated with the sector e.g. energy sector risk;
- (c) political risks, i.e. risks associated with the political climate;
- (d) currency risk;
- (e) environmental risk.
- (f) Climate risk
- (g) Others factors may include factors relating to the countries in which it operates; the absence of profitable operations in recent periods; the financial position of the company; reliance on the expertise of management; potential dilution; unusual competitive conditions; pending expiration of material patents, trademarks or contracts; or dependence on a limited number of customers or suppliers, e.t.c.

5. INFORMATION ON THE COMPANY

Introduction: The purpose of these requirements is to provide information about the company's business operations, the products it makes or the services it provides, and the factors which affect the business. The requirements also is intended to provide information regarding the adequacy and suitability of the company's properties, plants and equipment, as well as its plans for future increases or decreases in such capacity.

A. History and Development of the Company: The following information shall be provided:

- (1) The legal and commercial name of the Issuer.
- (2) The date of incorporation and the length of life of the company, except where indefinite.
- (3) The domicile and legal form of the Issuer, the legislation under which the company operates, its country of incorporation and the address and telephone number of its registered office (or principal place of business if different from its registered office). Provide the name and address of the company's representative in Nigeria, for companies incorporated outside Nigeria and which have no operations in Nigeria.
- (4) The important events in the development of the Issuer's business, e.g. information concerning the nature and results of any material reclassification, merger or consolidation of the Issuer or any of its significant subsidiaries; acquisitions or dispositions of material assets other than in the ordinary course of business; any material changes in the mode of conducting the business; material changes in the types of products produced or services rendered; name changes; or the nature and results of any bankruptcy, receivership or similar proceedings with respect to the company or significant subsidiaries.

- (5) A description, including the amount invested, of the company's principal capital expenditures and divestitures (including interests in other companies), since the beginning of the company's last three financial years to the date of the Information Memorandum.
- (6) Information concerning the principal capital expenditures and divestitures currently in progress, including the distribution of these investments geographically (home and abroad) and the method of financing (internal or external).
- (7) An indication of any public takeover offers by third parties in respect of the Issuer's shares or by the company in respect of other companies' shares which have occurred during the last and current financial year. The price or exchange terms attaching to such offers and the outcome thereof are to be stated.

B. Business Overview: The following information shall be provided:

- (1) A description of the nature of the company's operations and its principal activities, stating the main categories of products sold and/or services performed for each of the last three financial years. Indicate any significant new products and/or services that have been introduced and, to the extent the development of new products or services has been publicly disclosed, give the status of development.
- (2) A description of the principal markets in which the company competes, including a breakdown of total revenues by category of activity and geographic market for each of the last three financial years.
- (3) A description of the seasonality of the company's main business.
- (4) A description of the sources and availability of raw materials, including a description of whether prices of principal raw materials are volatile.
- (5) a description of quality control procedures or quality management programme in place.
- (6) A description of the marketing channels used by the company, including an explanation of any special sales methods, such as installment sales.
- (7) Summary information regarding the extent to which the company is dependent, if at all, on patents or licenses, industrial, commercial or financial contracts (including contracts with customers or suppliers) or new manufacturing processes, where such factors are material to the company's business or profitability.
- (8) The basis for any statements made by the company regarding its competitive position shall be disclosed.
- (9) A description of the material effects of government regulations on the company's business, identifying the regulatory body.

C. Organizational Structure: If the company is part of a group, include a brief description of the group and the company's position within the group, including a description of group structure and a diagrammatic illustration showing the percentage ownership of the Issuer by a parent company in the Issuer Provide a list of the company's significant subsidiaries and associated

companies, including name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held.

D. Property, Plants and Equipment: The company shall provide information regarding any material tangible fixed assets, including leased properties, and any major encumbrances thereon, including a description of the size and uses of the property; productive capacity and extent of utilization of the company's facilities; how the assets are held; the products produced; and the location. Also describe any environmental issues that may affect the company's utilization of the assets. With regard to any material plans to construct, expand or improve facilities, describe the nature of and reason for the plan, an estimate of the amount of expenditures including the amount of expenditures already paid, a description of the method of financing the activity, the estimated dates of start and completion of the activity, and the increase of production capacity anticipated after completion.

6. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Introduction: The purpose of these requirements is to provide management's explanation of factors that have affected the company's financial condition and results of operations for the historical periods covered by the financial statements, and management's assessment of factors and trends which are anticipated to have a material effect on the company's financial condition and results of operations in future periods. Discuss the company's financial condition, changes in financial condition and results of operations for each year and interim period for which financial statements are required, including the causes of material changes from year to year in financial statement line items, to the extent necessary for an understanding of the company's business as a whole. Information provided also shall relate to all separate segments of the company. Provide the information specified below as well as such other information that is necessary for an investor's understanding of the company's financial condition, changes in financial condition and results of operation.

A. Operating Results: Provide information regarding significant factors, including unusual or infrequent events or new developments, materially affecting the company's income from operations, indicating the extent to which income was so affected. Describe any other significant component of revenue or expenses necessary to understand the company's results of operations.

- (1) To the extent that the financial statements disclose material changes in net sales or revenues, provide a narrative discussion of the extent to which such changes are attributable to changes in prices or to changes in the volume or amount of products or services being sold or to the introduction of new products or services.
- (2) Describe the impact of inflation, if material. If the currency in which financial statements are presented is of a country that has experienced hyperinflation, the existence of such inflation, a five (5) year history of the annual rate of inflation and a discussion of the impact of hyperinflation on the company's business shall be disclosed.
- (3) Provide information regarding the impact of foreign currency fluctuations on the company, if material, and the extent to which foreign currency net investments are hedged by currency borrowings and other hedging instruments.

(4) Provide information regarding any governmental economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the company's operations or investments by shareholders.

B. Liquidity and Capital Resources: The following information shall be provided:

(1) Information regarding the company's liquidity (both short and long term), including:

(a) a description of the internal and external sources of liquidity and a brief discussion of any material unused sources of liquidity. Include a statement by the company that, in its opinion, the working capital is sufficient for the company's present requirements, or, if not, how it proposes to provide the additional working capital needed.

(b) an evaluation of the sources and amounts of the company's cash flows, including the nature and extent of any legal or economic restrictions on the ability of subsidiaries to transfer funds to the company in the form of cash dividends, loans or advances and the impact such restrictions have had or are expected to have on the ability of the company to meet its cash obligations.

(c) information on the level of borrowings at the end of the period under review, the seasonality of borrowing requirements and the maturity profile of borrowings and committed borrowing facilities, with a description of any restrictions on their use.

(2) Information regarding the type of financial instruments used, the maturity profile of debt, currency and interest rate structure. The discussion also should include funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled, the currencies in which cash and cash equivalents are held, the extent to which borrowings are at fixed rates, and the use of financial instruments for hedging purposes.

(3) Information regarding the company's material commitments for capital expenditures as of the end of the latest financial year and any subsequent interim period and an indication of the general purpose of such commitments and the anticipated sources of funds needed to fulfill such commitments.

C. Research and Development, Patents and Licenses, etc.: Provide a description of the company's research and development policies for the last three years, where it is significant, including the amount spent during each of the last three financial years on company-sponsored research and development activities.

D. Trend Information: The company should identify the most significant recent trends in production, sales and inventory, the state of the order book and costs and selling prices since the latest financial year. The company also should discuss, for at least the current financial year, any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the company's net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

7. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Introduction: The purpose of these requirements is to provide information concerning the company's directors and managers that will allow investors to assess such individuals' experience, qualifications and levels of compensation, as well as their relationship with the company.

A. Directors and Senior Management: The following information shall be disclosed with respect to the company's directors and senior management, and any employees such as scientists or designers upon whose work the company is dependent:

- (1) Name, business experience, qualifications, functions and areas of experience in the company.
- (2) Principal business activities performed outside the Issuer (including, in the case of directors, other principal directorships).
- (3) The nature of any family relationship between any of the persons named above.
- (4) Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management.
- (5) A petition under any bankruptcy or insolvency laws filed (and not struck-out) against such person or any partnership in which he was a partner or any company of which he was a director or key personnel; a conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; or the subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

B. Compensation: Provide the following information for the last full financial year for the company's directors and members of its senior management bodies:

- (1) The amount of compensation paid, and benefits in kind granted, to such persons by the company and its subsidiaries for services in all capacities to the company and its subsidiaries by any person, including contingent or deferred compensation accrued for the year, even if the compensation is payable at a later date. If any portion of the compensation was paid (a) pursuant to a bonus or profit-sharing plan, provide a brief description of the plan and the basis upon which such persons participate in the plan; or (b) in the form of stock options, provide the title and amount of securities covered by the options, the exercise price, the purchase price (if any), and the expiration date of the options.
- (2) The total amounts set aside or accrued by the company or its subsidiaries to provide pension, retirement or similar benefits.

C. Board Practices: The following information for the company's last completed financial year shall be given with respect to, unless otherwise specified, the company's directors, and members of its senior management bodies.

- (1) Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office.
- (2) Details of directors' service contracts with the company or any of its subsidiaries providing for benefits upon termination of employment, or an appropriate negative statement.
- (3) Details relating to the company's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committee operates.

D. Employees: Provide either the number of employees at the end of the period or the average for the period for each of the past three financial years (and changes in such numbers, if material) and, if possible, a breakdown of persons employed by main category of activity and geographic location. Also disclose any significant change in the number of employees, and information regarding the relationship between management and labor unions. If the company employs a significant number of temporary employees, include disclosure of the number of temporary employees on an average during the most recent financial year.

E. Share Ownership by Directors:

- (1) With respect to directors, provide information as to their share ownership in the company as of the most recent practicable date (including disclosure on an individual basis of the number of shares and percent of shares outstanding of that class, and whether they have different voting rights) held by the persons listed and options granted to them on the company's shares. Information regarding options shall include: the title and amount of securities called for by the options; the exercise price; the purchase price, if any; and the expiration date of the options.
- (2) Describe any arrangements for involving the employees in the capital of the company, including any arrangement that involves the issue or grant of options or shares or securities of the company to employees.

8. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

Introduction: The purpose of these requirements is to provide information regarding the major shareholders and others that control or may control the company. The requirements also provide information regarding transactions the company has entered into with persons affiliated with the company and whether the terms of such transactions are fair to the company.

A. Major Shareholders: To the extent that the following information is known to the company or can be ascertained from public filings, it should be provided as of the most recent practicable date, with references to the number of shares held in the company.

- (1) The following information shall be provided regarding the company's significant shareholders, which means shareholders that are the beneficial owners of 5% or more of each class of the company's voting securities:
 - (a) Provide the names of the significant shareholders, and the number of shares and the percentage of outstanding shares of each class owned by each of them, directly or indirectly as of the most recent practicable date, or an appropriate negative statement if there are no significant shareholders.

(b) Disclose any significant change in the percentage ownership held by any significant shareholders during the past three years.

(c) Indicate whether the company's major shareholders have different voting rights, or an appropriate negative statement.

(2) To the extent known to the company, state whether the company is directly or indirectly owned or controlled by another corporation(s), by any foreign government or by any other natural or legal person(s) severally or jointly, and, if so, give the name(s) of such ultimate controlling corporation(s), government or other person(s), and briefly describe the nature of such control, including the amount and proportion of capital held giving a right to vote.

(3) Describe any arrangements, known to the company, the operation of which may at a subsequent date result in a change in control of the company.

B. Related Party Transactions: Provide the information required below for the period since the beginning of the company's preceding three financial years up to the date of the Information Memorandum, with respect to transactions or loans between the company and (a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the company; (b) associates; (c) individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the company, and close members of any such individual's family; (d) key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the company, including directors and senior management of companies and close members of such individuals' families; and (e) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or significant shareholders of the company and enterprises that have a member of key management in common with the company. Close members of an individual's family are those that may be expected to influence, or be influenced by, that person in their dealings with the company. An associate is an unconsolidated enterprise in which the company has a significant influence or which has significant influence over the company. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies.

(1) The nature and extent of any transactions or presently proposed transactions which are material to the company or the related party, or any transactions that are unusual in their nature or conditions, involving goods, services, or tangible or intangible assets, to which the company or any of its parent or subsidiaries was a party.

(2) The amount of outstanding loans (including guarantees of any kind) made by the company or any of its parent or subsidiaries to or for the benefit of any of the persons listed above. The information given should include the largest amount outstanding during the period covered, the amount outstanding as of the latest practicable date, the nature of the loan and the transaction in which it was incurred, and the interest rate on the loan.

(3) Provide information relating to steps taken to resolve such conflicts of interest.

C. Interests of Experts and Counsel: If any of the named experts or counselors was employed on a contingent basis, owns an amount of shares in the company or its subsidiaries which is material to that person, or has a material, direct or indirect economic interest in the company, provide a brief description of the nature and terms of such contingency or interest.

9. **FINANCIAL INFORMATION**

Introduction: The purpose of these requirements is to specify which financial statements must be included in the document, as well as the periods to be covered, the age of the financial statements and other information of a financial nature.

A. Extract of Consolidated Statements and Other Financial Information:

(1) The document must contain an extract of the consolidated financial statements (or the company's financial statement where the company does not prepare consolidated financial statements), audited by an independent auditor and accompanied by an audit report for the past three years (or as long as the company has been in operation), comprised of:

(a) balance sheet;

(b) income statement;

(c) statement showing either (i) changes in equity other than those arising from capital transactions with owners and distributions to owners; or (ii) all changes in equity (including a subtotal of all non-owner items recognized directly in equity);

(d) cash flow statement; and

(e) notes to the financial statements.

(2) The audit report(s) must cover each of the periods for which these financial statements are provided. If the auditors have refused to provide a report on the annual accounts or if the report(s) contain qualifications or disclaimers, such refusal or such qualifications or disclaimers shall be reproduced in full and the reasons given.

(3) Where the auditor has been changed within the past three (3) years, state the reason for the change.

(4) The last year of audited financial statements shall not be older than 9 months at the time of the application for listing.

(5) If the Information Memorandum is dated more than nine months after the end of the last audited financial year, it should contain consolidated interim financial statements, which may be unaudited (in which case that fact should be stated), covering at least the first six months of the financial year. The interim financial statements should include a balance sheet, income statement, cash flow statement, changes in equity and relevant explanatory notes.

(6) Provide information on any legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may

have, or have had in the recent past, significant effects on the company's financial position or profitability. This includes governmental proceedings pending or known to be contemplated.

(7) Describe the company's policy on dividend distributions.

(8) Confirmation of the "going concern status:" The directors of company shall make a declaration in the Information Memorandum as to whether or not the company will continue in operation in the foreseeable future.

(9) Pledge of assets: All securities and assets pledged by the company with its creditors shall be disclosed in the Information Memorandum; the extent to which such assets have been pledged as security for debts owed to third parties shall be disclosed. More specifically the disclosure shall include the specific assets of the company pledged; the value of the assets pledged in relation to the total assets of the company; and the beneficiary of the pledge.

B. Significant Changes:

(1) Disclose whether or not any significant change has occurred since the date of the annual financial statements, and/or since the date of the most recent interim financial statements, if any, included in the document.

(2) Off-balance sheet transactions shall be disclosed in the Information Memorandum.

(3) The company shall report immediately to The Exchange, the occurrence of any event after the submission of the Information Memorandum which event is likely to alter the contents of information in the listing application documents or render the information in the Information Memorandum misleading.

10. ADDITIONAL INFORMATION

Introduction: The purpose of these requirements is to provide information, most of which is of a statutory nature, that is not covered elsewhere in the Information Memorandum.

A. Share Capital: The following information shall be given as of the date of the most recent balance sheet included in the financial statements and as of the latest practicable date:

(1) The amount of issued capital and, for each class of share capital: (a) the number of shares authorized; (b) the number of shares issued and fully paid and issued but not fully paid; (c) the par value per share, or that the shares have no par value; and (d) a reconciliation of the number of shares outstanding at the beginning and end of the year. If more than 10% of capital has been paid for with assets other than cash within the past five years, that fact should be stated.

(2) If there are shares not representing capital, the number and main characteristics of such shares shall be stated.

(3) Indicate the number, book value and face value of shares in the company held by or on behalf of the company itself or by subsidiaries of the company.

(4) Where there is authorized but unissued capital or an undertaking to increase the capital, for example, in connection with options, convertible obligations or other outstanding equity-linked securities, or subscription rights granted, indicate: (i) the amount of outstanding equity-linked securities and of such authorized capital or capital increase and, where appropriate, the duration of the authorization; (ii) the categories of persons having preferential subscription rights for such additional portions of capital; and (iii) the terms, arrangements and procedures for the share issue corresponding to such portions.

(5) The persons to whom any capital of any member of the group is under option or agreed conditionally or unconditionally to be put under option, including the title and amount of securities covered by the options; the exercise price; the purchase price, if any; and the expiration date of the options, or an appropriate negative statement. Where options have been granted or agreed to be granted to all the holders of shares or debt securities, or of any class thereof, or to employees under an employees' share scheme, it will be sufficient so far as the names are concerned, to record that fact without giving names.

(6) A history of share capital identifying the events during such period which have changed the amount of the issued capital and / or the number and classes of shares of which it composed, together with a description of changes in voting rights attached to the various classes of shares during that time. Details should be given of the price and terms of any issue including particulars of consideration where this was other than cash (including information regarding discounts, special terms or installment payments). The reason for any reduction of the amount of capital and the ratio of capital reductions also shall be given.

(7) An indication of the resolutions, authorizations and approvals by virtue of which the shares have been or will be created and / or issued, the nature of the issue and amount thereof and the number of shares which have been or will be created and / or issued, if predetermined.

B. Memorandum and Articles of Association: The following information shall be provided (where applicable):

(1) Describe the company's objects and purposes and where they can be found in the memorandum and articles.

(2) With respect to directors, provide a summary of any provisions of the company's articles of association or charter and bylaws with respect to: (a) a director's power to vote on a proposal, arrangement or contract in which the director is materially interested; (b) the directors' power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body; (c) borrowing powers exercisable by the directors and how such borrowing powers can be varied; (d) retirement or non-retirement of directors under an age limit requirement; and (e) number of shares, if any, required for director's qualification.

(3) Describe the rights, preferences and restrictions attaching to each class of the shares, including: (a) dividend rights, including the time limit after which dividend entitlement lapses and an indication of the party in whose favor this entitlement operates; (b) voting rights, including whether directors stand for reelection at staggered intervals and the impact of that arrangement where cumulative voting is permitted or required; (c) rights to share in the company's profits; (d) rights to share in any surplus in the event of liquidation; (e) redemption

provisions; (f) sinking fund provisions; (g) liability to further capital calls by the company; and (h) any provision discriminating against any existing or prospective holder of such securities as a result of such shareholder owning a substantial number of shares.

- (4) Describe what action is necessary to change the rights of holders of the ordinary shares, indicating where the conditions are more significant than is required by law.
- (5) Describe the conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are convoked, including the conditions of admission.
- (6) Describe any limitations on the rights to own securities, including the rights of nonresident or foreign shareholders to hold or exercise voting rights on the securities imposed by foreign law or by the charter or other constituent document of the company or state that there are no such limitations if that is the case.
- (7) Describe briefly any provision of the company's articles of association, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the company and that would operate only with respect to a merger, acquisition or corporate restructuring involving the company (or any of its subsidiaries).
- (8) Indicate the articles of association or bylaw provisions, if any, governing the ownership threshold above which shareholder ownership must be disclosed.

C. Material Contracts: Provide a summary of each material contract, other than contracts entered into in the ordinary course of business, to which the company or any member of the group is a party, for the two years immediately preceding the date of the Information Memorandum, including dates, parties, general nature of the contracts, terms and conditions, and amount of any consideration passing to or from the company or any other member of the group.

D. Exchange Controls: Describe any governmental laws, decrees, regulations or other legislation of the home country of the company which may affect:

- (1) the import or export of capital, including the availability of cash and cash equivalents for use by the company's group.
- (2) the remittance of dividends, interest or other payments to nonresident holders of the company's securities:

E. Taxation: The company shall provide information regarding taxes (including withholding provisions) to which shareholders (Nigerian shareholders and shareholders of other exchanges of cross border listing) may be subject. Information should be included as to whether the company assumes responsibility for the withholding of tax at the source and regarding applicable provisions of any reciprocal tax treaties between the home and Nigeria, or a statement, if applicable, that there are no such treaties.

F. Dividends and Paying Agents: Disclose any dividend restrictions, the date on which the entitlement to dividends arises (if known) and for cross border listing, any procedures for

Nigerian Shareholders to claim dividends. Identify the financial organizations which, at the time of the listing, are the paying agents of the company in Nigeria.

H. Mergers or take-over: Information Memorandum shall contain a statement as to whether or not any of the following has occurred during the preceding financial year and or the current financial year, including, (a) merger or take-over offers by third parties in respect of the company's securities; and (b) merger or take-over offers by the company in respect of another company's securities. If the foregoing statement is in the affirmative, the Information Memorandum shall state the price of the offer and the outcome thereof.

i. Consents: State consent of the directors to issue the Information Memorandum.

j. Corporate governance compliance: The Information Memorandum shall state the level of compliance of the company with the code of corporate governance.

k. Contents of Listing Documents for New Applicants and Listed Issuers (i.e. New Ventures) engaged in Solid Mineral Companies

In the case of new applicant whose activities include, to a significant extent, exploration of natural resources, or a listed Issuer for which this is a new venture, the listing documents or circular must contain the following information in addition to that set out in the Listing Requirements of the Exchange:

- i. Full details of the Technical Adviser (inclusive of names, address, professional qualifications, and relevant experience) whose advice is made available to the Issuer with respect to the exploration activities of the Issuer.
- ii. A statement of interest of each Promoter or Technical Partner in the share capital of the Issuer together with the amounts of the holdings in question.
- iii. The general nature, business and activities of the Issuer. If the activities of the Issuer take place to a larger extent outside Nigeria, a statement of the geographical location of the activities must be made known.
- iv. The nature and extent of the Issuer's rights of exploration and a description of the natural resources to which such rights were given, giving particulars of the duration and other principal terms of the concessions.
- v. In the case of proposed exploration of mineral bodies, the nature and extent of the Issuer's rights and a description of the mineral bodies to which such rights attach, giving details of the duration and other principal terms of the concessions or other rights. An estimate of proven exploitable reserves including a detailed description of the nature and quality of such reserves and a statement of the economic conditions for working them.
- vi. A disclosure of any competing third party rights or legal claims affecting Issuer's tenement tenure;
- vii. A report by the Technical Adviser to the Issuer with respect to the estimated reserves and the evidence on which the estimate is based. The report (not more than six months prior to the issue of the listing document or circular), stating the name, address, professional qualifications and relevant experience of the Technical Adviser must be dated and should include adequate information on the following:

- (a.) The number of holes drilled/mined and their distribution;
 - (b.) A brief description of the type of deposit, its dimensions and the grade of minerals for fluid and/or gaseous deposits, the porosity and permeability characteristics of the reservoirs, the thickness of the net pay, the pressure of the fluid or gas and the recovery mechanism planned;
 - (c.) An estimate of the proven reserves and the anticipated mining recovery and dilution factors or recovery factors with respect to oil and gas factors in place on a field-by-field basis together with the expected period of working;
 - (d.) When the concession includes probable or possible reserves relevant to the long-term future of the Issuer, this should be stated with a note on the type of evidence available. In isolated areas where no factual geological data is yet to be obtained, possible reserves should be described by adjectives, not figures;
 - (e.) The nature of any geophysical and geological evidence used in making reserves estimates and the name of the organization that gave the estimates of the reserves;
 - (f.) A statement on production policy; and an indication of the progress of actual working.
- viii. Any other additional information necessary for a proper appraisal of any special factor affecting the exploration business of the Issuer, for example, difficulties of access to, or in recovery of, minerals on properties where the Issuer has exploitation rights, or special economic, environmental, political or other circumstances surrounding their exploitation which may affect the commercial viability of the project. In addition, information about the medium and long term Environmental, Social, and Corporate Governance (ESG) practice of the Issuer should be included.
- ix. In addition to the statement of sufficiency of working capital, required to be given by the Directors:
- (a.) An estimate of the requirements of the Issuer for funds for at least two (2) years following the issue of the listing documents or circular;
 - (b.) Where the Issuer already has income, or expects to receive income during the period covered by this statement, details of the estimated cash flow for at least two (2) years following the issue of the listing document or circular;
 - (c.) An estimate of the further finance required to enable the Issuer to exploit its proven reserves and commence recoveries on a commercial scale, together with an estimate of the time needed to achieve this.
- x. Full details of the nature and extent of the interest (direct or indirect), if any, of every Director, Technical Adviser or Promoter, named in the listing document or circular, in the promotion of, or in any assets which have been within the two (2) years immediately preceding the issue of the listing document or circular acquired or disposed of by or leased to, the Issuer or any of its subsidiaries including:
- (a.) The consideration passing to and from the Issuer; and
 - (b.) Summary of all transactions relating to any such assets which have taken place or an appropriate negative statement.
- xi. A statement of any claims in relation to exploitation rights made or notified by third parties against the Issuer or vice versa or in the absence of such claims, an appropriate negative statement.

I. Contents of Subsequent Listing Documents and Circulars of Listed Companies

- (i) In the case of a listed Issuer whose activities include to a significant extent exploration of natural resources, any listing document or circular required pursuant to the Exchange listings requirement for securities especially the various methods of seeking listings of the Exchange must include the following:
 - (a.) A description of deposits; estimate of economically exploitable reserves and expected period of working;
 - (b.) An indication of the periods and main terms of concessions and economic conditions for working them; and
 - (c.) Indication of the progress and actual working.
- (ii) Where the information has been influenced by exceptional factors, that fact must be mentioned.
- (iii) Provided that provisions in this paragraph are not required to be given in an issue of debt securities by a mineral company (not being convertible debt securities)

m. Any other material information as may from time to time be required by The Exchange.

Rule 3.1: Contents of Prospectus for New Listings of Shares

- (a) ~~Where listing is sought for **securities shares** of a company no part of whose capital is listed on The Exchange, the contents of the prospectus must include:~~
 - (1) ~~The full name of the company.~~
 - (2) ~~A statement that an application has been made under Section 53 of the Investments and Securities Act, 2007 to **Council the Board** for the **securities shares** to be admitted to the Official List.~~
 - (3) ~~In the case of a Prospectus advertised in the Press and accompanied by a form of application:~~
 - (A) ~~The full names, address and description of every director and if required by **Council the Board** particulars of:~~
 - (i) ~~Any former fore names and surnames;-~~
 - (ii) ~~Nationality if not Nigerian and;~~
 - (iii) ~~Nationality of origin if present nationality is not the nationality of origin.~~

- ~~(B) The full names and professional qualification of the company secretary and situation of the registered office and transfer office (if different).~~
- ~~(C) The names and addresses of all parties to the issue (bankers, issuing houses auditors, reporting accountants, **Trading License Holders**, solicitors, registrars, trustees etc.).~~
- ~~(4) In case of an increase in the authorized capital where any of the voting capital (unclassified share being counted as voting capital) will remain un-issued, a statement that no issue will be made which would effectively alter the control of the company without prior approval of the shareholders in general meeting.~~
- ~~(5) The authorised, issued and un-issued share capital together with the amount paid-up and description and nominal value of the shares.~~
- ~~(6) (A) The authorised loan capital of the company and any of its subsidiaries, the amount issued and outstanding or agreed to be issued, or, if no loan capital is outstanding, a statement to that effect.~~
 - ~~(B) Particulars of any bank overdrafts, guarantees and similar commitments of the company and any of its subsidiaries, if there are no such commitments, a statement to that effect.~~
- ~~(7) If the application is in respect of shares:
 - ~~(A) The voting rights of shareholders,~~
 - ~~(B) If there is more than one class of shares, the rights of each class of shares as regards voting, dividend, capital, redemption and the creation or issue of further shares ranking in priority to or pari-passu with each class other than ordinary shares.~~~~
- ~~(8) The provisions or a sufficient summary of the provisions of the Articles of Association, Bye-laws or other corresponding documents with regard to:
 - ~~(A) Any power enabling the directors, in the absence of an independent quorum, to vote remuneration (including pension or other benefits) to themselves or any member of their body;~~
 - ~~(B) The borrowing powers exercisable by the directors and how such borrowing powers can be varied;~~
 - ~~(C) Retirement or non-retirement of directors under an age limit;~~
 - ~~(D) Issue of new and unissued shares;~~
 - ~~(E) Any restriction on the transfer of fully paid shares.~~~~
- ~~(9) Where listing is sought for loan capital, the date of the board resolution creating it, the rights conferred upon the holders thereof, and short particulars of the security (if any) therefore.~~

- ~~(10) The date of incorporation and the authority under which the company was incorporated.~~
- ~~(11) A statement of:~~
- ~~(A) The history of changes in the share capital within the two (2) years preceding the publication of the prospectus, and~~
 - ~~(B) The names of the holders of any substantial or controlling beneficial interest in the capital of the company and the amount of their holdings. For the purpose of this sub-rule "substantial or controlling beneficial interest in the capital of the company" means five per cent (5%) holdings and above.~~
- ~~(12) (A) The general nature of the business of the company or group, information as to the relative importance of each activity, in cases where the company carries on two or more activities which are material having regard to profits or losses, assets employed or any other factor.~~
- ~~(B) The situation, area and tenure (including in the case of leaseholds, the rent and the expiry date) of the company's principal landed properties distinguishing between various types of use e.g. factories, offices, residential, warehouses, plantations etc.~~
- ~~(13) Particulars of any mortgages, charges, hire purchase commitments or guarantees or other material contingent liabilities of the company and any of its subsidiaries or if there are no such liabilities a statement to that effect:~~
- ~~(A) A statement as to the financial and trading prospect of the company or group, together with any material information which, may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the prospectus and which are unlikely to be known or anticipated by the general public which could materially affect the profits and details of any waiver of future dividends;~~
 - ~~(B) Where listing is sought for fixed income securities, particulars of the profits cover for dividend/interest and of the net tangible assets.~~
- ~~(14) A statement by the directors 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.~~
- ~~(15) If after the latest date to which the accounts of the company have been made up and audited, the company or any of its subsidiaries has acquired or agreed to acquire or is proposing to acquire a business or other assets or shares in a company which will by reason of such acquisition become a subsidiary of the company or any of its subsidiaries, a report made by qualified independent Accountants (not being the auditors of the company) who shall be named in the prospectus shall contain the following:~~
- ~~(A) With respect to the profits or losses of the business or to the profits or losses attributable to the interest acquired or being acquired in respect of each of the~~

~~three completed years immediately preceding the publication of the prospectus or in respect of each of the years since the commencement of the business or the incorporation of such subsidiary company if this occurred less than three (3) years prior to such publication and if in respect of a period ending on a date earlier than three (3) months before such publication, no accounts have been made up, a statement that no accounts have been made-up since that date, provided that where any such subsidiary is itself a holding company shall be extended to the profits or losses of the company and its subsidiary companies which shall be ascertained in the manner laid down in Appendix V.~~

~~(B) With respect to the assets and liabilities of the business or of the subsidiary and where such subsidiary is a holding company, the report shall be extended to the assets and liabilities of that company and to its subsidiary companies in the manner laid down in Appendix V.~~

~~(C) (i) With respect to any other matters, which appear to the Accountants to be relevant, having regard to the purpose of the report.
(ii) In making such report, the accountants may make adjustments as are in their opinion appropriate for the purpose of the prospectus.~~

~~(16) The Prospectus shall also contain a statement in respect of cases that are the reverse of those referred to in sub-rule 15 above.~~

~~(17) A statement of the persons holding five per cent (5%) and above of the share capital of the company and the amounts of the holdings in question together with particulars of the interests of each director (and also, so far as he is aware of or can by reasonable enquiry ascertain the same, of his family interests in the share capital of the company and otherwise than through the company any of its subsidiaries, distinguishing between beneficial and other interests). The expression "family interest" in relation to a director includes spouse, children under twenty one (21) years of age, trusts in which the director or spouse is a settlor or trustee and in which the director or spouse or any of such children are beneficiaries or discretionary objects and companies known to him to be controlled by him and/or spouse and/or such children and/or the trustees of any such trusts as aforesaid in their capacity as such trustees. (The **Council Board** may dispense with this statement in the case of a Prospectus where there is no invitation to subscribe capital). Subject to the necessity to distinguish between beneficial and other interests, between the company and each subsidiary and between each class of capital, each director's interests may be aggregated with those of his family interests.~~

~~(18) Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued or partly paid up otherwise than in cash~~

~~and the consideration for which the same has been issued or is proposed to be issued.~~

- ~~(19) Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued for cash, the price and terms upon which the same has been or is to be issued and (if not already fully paid) the dates when any installments are payable with the amounts of all calls or installments in arrears.~~
- ~~(20) Particulars of any capital of the company or of any of its subsidiaries which is under option, or agreed conditionally or unconditionally to be put under option with the price and duration of the option and consideration for which the option was or will be granted and the name and address of the grantee. Provided that where an option has been granted or agreed to be granted to all the members or debenture holders or to any class thereof, it shall be sufficient, so far as the names are concerned, to record that fact without giving the names and address of the grantees.~~
- ~~(21) The cost or estimated cost of the issue and the application for listing and by whom the same are payable.~~
- ~~(22) Particulars of any commissions, discounts, brokerage or other special terms granted since the date to which the last published audited accounts of the company were made up in connection with the issue or sale of any capital of the company or of any of its subsidiaries. Details of all contracts of services (unless expiring or determinable by the employing company without payment of compensation, within one year) of any director of the company or any of its subsidiaries; and where applicable, a statement to the effect that:~~
- ~~(A) There are no such contracts~~
- ~~(B) All such contracts are available for inspection in like manner as required under sub-rule 26 and none of such contracts was entered into or varied after the date of the notice convening the last annual general meeting.~~
- ~~(23) Full particulars of the nature and extent of the interest direct or indirect, if any, of every director in any assets which since the date to which the last published audited accounts of the company were made up, have been acquired, disposed of or leased to the company or any of its subsidiaries including:~~
- ~~(A) The consideration passing to or from the company or any of its subsidiaries; and~~
- ~~(B) Brief particulars of all transactions relating to any such assets which have taken place since such date.~~
- ~~(24) Where relevant, in the absence of a statement that capital transfer tax indemnities have been given, a statement that the directors have been advised that no material~~

~~liability for capital transfer tax would be likely to fall upon the company or any subsidiaries.~~

- ~~(25) Where the Prospectus includes a statement purporting to be made by an expert, a statement that the expert has given and has not withdrawn his written consent to the issue of the prospectus with the statement included in the form and context in which it is included.~~
- ~~(26) The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into within two (2) years immediately preceding the publication of the prospectus together with a description of the general nature of such contracts, and particulars of any consideration passing to or from the company.~~
- ~~(27) A place in Nigeria and reasonable time (not less than fourteen (14) days) during which the following documents (or copies thereof) where applicable may be inspected:~~
- ~~a) The Memorandum and Articles of Association;~~
 - ~~b) Trust Deed;~~
 - ~~c) Each contract disclosed pursuant to sub-rules 21, 22 and 25 or in the case of a contract not reduced into writing, a memorandum giving full particulars thereof;~~
 - ~~d) 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 Prospectus;~~
 - ~~e) A written statement signed by the auditors or reporting accountants setting out the adjustments made by them in arriving at the figures shown in their reports and giving reasons therefor; and~~
 - ~~f) The audited accounts of the company and its subsidiaries for each of the three (3) financial years (if that old) immediately preceding the publication of the Prospectus together with all notes, certificates or information required by the Companies and Allied Matters Act, Cap. C20, LFN 2004.~~
- ~~(28) The **Council Board** shall not grant an initial listing where the last audited accounts of a company is more than nine (9) months old.~~
- ~~(b) In cases where it is contented that contracts cannot be offered for inspection without disclosing to trade competitors important information, the disclosure of which might be detrimental to the company's interests, application may be made to **Council the Board** to dispense with the offering of such documents for public inspection. However, such documents must be made available to The Exchange.~~
- ~~(c) The Exchange reserves the right to call for any further or additional information.~~

CHAPTER 4

~~CONTENTS OF PROSPECTUS FOR COMPANIES PART OF WHOSE SHARE CAPITAL IS ALREADY LISTED ON THE EXCHANGE~~

~~Rule 4.1: Contents of Prospectus for Companies Part of Whose Share Capital is Already Listed on The Exchange~~

- (a) ~~Where listing is sought for securities shares of a company some part of whose share capital is already listed on The Exchange the contents of the Prospectus shall include:~~
- ~~(1) The full name of the company;~~
 - ~~(2) Statement that application has been made under Section 53 of the Investments and Securities Act, 2007 to Council the Board to be admitted to the official list;~~
 - ~~(3) In the case of Prospectus advertised in the Press and accompanied by a form of application:
 - ~~(A) The full names, addresses and description of every director and, if required by Council the Board, particulars of:
 - ~~(i) Any former forenames and surnames~~
 - ~~(ii) Nationality, if not Nigerian and~~
 - ~~(iii) Nationality of origin if present nationality is not the nationality of origin.~~~~
 - ~~(B) The full names and the professional qualification of the company secretary and situation of registered office and transfer office (if different)~~
 - ~~(C) The names and addresses of the bankers, issuing houses, auditors, reporting accountants, stockbroker Trading License Holders, solicitors, registrars and trustees (if any).~~~~
 - ~~(4) Where listing is sought for shares which will not be identical with shares already listed:
 - ~~(A) A statement of rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the company to create or issue further shares ranking in priority to or pari-passu therewith;~~
 - ~~(B) A summary of the consents necessary for the variation of such rights.~~~~
 - ~~(5) In the case of an increase on the authorized capital where twenty-five per cent (25%) or more of the voting capital (unclassified shares being counted as voting capital) will remain unissued, a statement that no issue will be made which would effectively alter the control of the company without prior approval of the shareholders in general meeting.~~
 - ~~(6) (A) Where listing is sought for loan capital which will not be identical with loan capital already listed, the rights conferred upon the holders thereof and short particulars of the security (if any) therefore.~~

- ~~(B) Where debentures or loan stock are issued by way of converting or replacement of debenture or loan stock previously issued, a statement of all material differences between the security for the loan debentures or loan stock, or, if there be none, a statement that the security for the new debentures or loan stock is identical with the security of the old debenture or loan stock.~~
- ~~(7) Where the **securities shares** for which listing is sought are offered by way of right to holders of an existing listed **security shares**, the provisional allotment letter; letter of right or other documents of offer must show:~~
- ~~(A) The price of the offer;~~
- ~~(B) As a heading, the date the offer expires and that the documents are of value and negotiable and that a **stockbroker Trading License Holder**, banker, solicitor, accountant or any other professional adviser should be consulted immediately in all cases of doubt; and~~
- ~~(C) How **securities shares** not taken up will be dealt with and time (not less than twenty-eight (28) days) in which the offer may be accepted; and~~
- ~~(D) The pro-rata entitlement, the last date the transfers would be accepted for registration for participation in the issue, how the shares rank for dividend, the nature of the document of title and proposed date of issue, and how the fractions are to be treated.~~
- ~~(8) Where the **securities shares** for which listing is sought are allotted by way of capitalization of reserves of undivided profits to the holders of an existing listed security, the document of offer or circular giving information must show the pro-rata entitlement, the last date the transfers were or would be accepted for registration for participation in the issue, how the shares rank for dividend, the nature of the document of title and proposed date of issue, and how the fractions are to be treated.~~
- ~~(9) Particulars of any bank overdrafts, loans or other similar indebtedness, mortgages, charges, hire purchase, commitments, or guarantees or other material contingent liabilities of the company and any of its subsidiaries, or if there are no such liabilities, a statement to that effect.~~
- ~~(10) (A) A statement as to the financial and trading prospects of the company or group, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the prospectus and which are unlikely to be known or anticipated by the general public which could materially affect profits.~~
- ~~(B) Where listing is sought for fixed income securities, particulars of the net tangible assets, profit cover for dividend/interest and due dates for the payment of interest/dividend, as well as due date for repayment of principal amount.~~
- ~~(C) A statement as to any waiver of future dividends.~~

- ~~(11) A statement by the directors 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.~~
- ~~(12) Where the **securities shares** for which listing is sought were issued for cash subsequent to the date to which the last published audited accounts of the company were made up or will be issued for cash, a statement or an estimate of the net proceeds of the issue as a statement as to how such proceeds were or are intended to be applied.~~
- ~~(13) If after the latest date to which the accounts of the company have been made up and audited, the company or any of its subsidiaries has acquired or agreed to acquire or is proposing to acquire a business or other assets or shares in a company which will be reason of such acquisition become a subsidiary of the company of any of its subsidiaries.~~
- ~~(A) A report made by qualified independent accountants who shall be named in the prospectus:~~
- ~~(i) With respect to the profits or losses of the business or to the profits or losses attributable to the interest acquired or being acquired in respect of each of five (5) completed years immediately preceding the publication of the prospectus or in respect of each of the years since the commencement of the business or the incorporation of such subsidiary company if this occurred less than three months prior to such publication and if in respect of a period ending on a date earlier than three (3) months, before such publication no accounts have been made up, a statement that no accounts have been made since that date, provided that where any such subsidiary is itself a holding company the report shall be extended to the profits or losses of the company and its subsidiary companies which shall be ascertained in the manner laid down in Appendix V.~~
- ~~(B) With respect to the assets and liabilities of the business or of the subsidiary and where such subsidiary is a holding company, the report shall be extended to the assets and liabilities of that company and of its subsidiary companies in the manner laid down in Appendix V.~~
- ~~(C) (i) With respect to any other matters which appear to the accountants to be relevant, having regard to the purpose of the report;~~
-
- ~~(ii) In making such report, the accountants shall make such adjustments (if any) as are in their opinion appropriate for the purposes of the prospectus;~~
- ~~(iii) A statement as to any change in the financial and trading position since the date to which the last accounts, which are the subject of the above report, were made up.~~

- ~~(iv) A statement of the general nature of the business acquired or proposed to be acquired together with particulars of the situation, area and tenure (including in the case of leaseholds, the rent and unexpired term) of the factories and building and the principal products.~~
- ~~(v) A statement of the consideration for the acquisition and how it was or is to be satisfied.~~
- ~~(vi) A statement of the total emoluments received by the directors of the company in the past financial year together with an indication of what emoluments will be payable after the acquisition to the Directors of the company.~~
- ~~(D) The requirements of this sub-rule shall be relaxed in the case of non-material acquisitions and may be relaxed on application to the **Council Board** to the extent that:~~
- ~~(1) The information about the acquisition has already been circulated to shareholders; or~~
- ~~(2) The company acquired being a company part of whose **securities shares** are already listed; the information is available in the Press.~~
- ~~(14) The Prospectus shall also contain a statement in respect of cases that are the reverse of those referred to in sub-rule 13 above.~~
- ~~(15) A statement of the persons holding or beneficially interested in any substantial part of the share capital of the company and the amounts of the holdings in question together with particulars of the interests of each director (and also, so far as he is aware or can by reasonable enquiry ascertain the same, of his family interests) in the share capital of the company and, otherwise through the company and of its subsidiaries, distinguishing between beneficial and other interests. The expression "family interest" in relation to a director includes spouse, children under twenty-one (21) years of age, trusts in which the director or spouse is a settlor or trustee and in which the director or spouse or any of such children are beneficiaries or discretionary objects and companies known to him to be controlled by him and/or spouse and/or such children and/or the trustees of any such trusts as aforesaid in their capacity as such trustees. (The **Council Board** may dispense with this statement in the case of a prospectus where there is no invitation to subscribe capital). Subject to the necessity to distinguish between beneficial and other interests, between the company and each subsidiary and between each class of capital, each director's interests may be aggregated with those of his family interests.~~
- ~~(16) Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up,~~

been issued or is proposed to be issued or partly paid up otherwise than in cash and the consideration for which the same has been issued or is proposed to be issued

- ~~(17) Particulars of any capital of the company or of any of its subsidiaries which has since the date to which the last published audited accounts of the company were made up, been issued or is proposed to be issued for cash, the price and terms upon which the same has been or is to be issued and (if not already fully paid) the dates when any instalments are payable with the amounts of all calls or instalments in arrears.~~
- ~~(18) Particulars of any capital of the company or of any of its subsidiaries which is under option, or agreed conditionally or unconditionally to be put under option with the price and duration of the option and consideration for which the option was or will be granted and the name and address of the grantee. Provided that where an option has been granted or agreed to be granted to all the members or debenture holders or to any class thereof, it shall be sufficient, so far as the names are concerned, to record that fact without giving the names and addresses of the grantees.~~
- ~~(19) The cost or estimated cost of the issue and the application for listing and by whom the same are payable.~~
- ~~(20) Particulars of any commissions, discounts, brokerage or other special terms granted since the date to which the last published audited accounts of the company were made up in connection with the issue or sale of any capital of the company or of any of its subsidiaries.~~
- ~~(21) Details of all contracts of services (unless expiring or determinable by the employing company without payment of compensation, within one year) of any director of the company or any of its subsidiaries; and where applicable, a statement to the effect that:~~
- ~~(A) There are no such contracts~~
- ~~(B) All such contracts are available for inspection in like manner as required under sub-rule 25 and none of such contracts was entered into or varied after the date of the notice convening the last annual general meeting.~~
- ~~(22) Full particulars of the nature and extent of the interest direct or indirect, if any, of every director in any assets which since the date to which the last published audited accounts of the company were made up, have been acquired, disposed of by or leased to the company or any of its subsidiaries including:~~
- ~~(A) The consideration passing to or from the company or any of its subsidiaries; and~~
- ~~(B) Short particulars of all transactions relating to any such assets which have taken place since such date.~~

- ~~(23) Where relevant and in the absence of a statement that capital transfer tax indemnities have been given a statement that the directors have been advised that no material liability for capital transfer tax would be likely to fall upon the company or any of its subsidiaries.~~
- ~~(24) Where the prospectus includes a statement purporting to be made by an expert, a statement that the expert has given and has not withdrawn his written consent to the issue of the prospectus with the statement included in the form and context in which it is included.~~
- ~~(25) The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into within two (2) years immediately preceding the publication of the prospectus together with a description of the general nature of such contracts, and particulars of any consideration passing to or from the company.~~
- ~~(26) A place in Nigeria and reasonable time (not less than fourteen (14) days) during which the following documents or copies thereof where applicable may be inspected. The Memorandum and Articles of Association; Trust Deed; each contract disclosed pursuant to sub-rules 22 and 24 or in the case of a contract not reduced into writing a memorandum giving full particulars thereof; 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 prospectus; a written statement signed by the auditors or professional accountants setting out the adjustments made by them in arriving at the figures shown in their reports and giving reasons therefor; and the audited accounts of the company and its subsidiaries for each of the five (5) financial years (if that old) immediately preceding the publication of the prospectus together with all notes, certificates or information required by the Companies Act.~~

Rule 4.2: Abridged Prospectus

- ~~(a) No Company shall publish an abridged prospectus without prior approval of The Exchange. The form and contents of an Abridged Prospectus shall be as prescribed by The Exchange.~~
- ~~(b) In cases where it is contended that contracts cannot be offered for inspection without disclosing to trade competitors important information, the disclosure of which might be detrimental to the company's interests, application may be made to **the Board Council** to dispense with the offering of such documents for public inspection. However such document must be made available to The Exchange.~~
- ~~(c) The Exchange reserves the right to call for any additional information.~~

EXPOSURE DRAFT