

RULEBOOK OF THE NIGERIAN STOCK EXCHANGE
(ISSUERS' RULES)

PROPOSED AMENDMENTS TO CHAPTER 8: SECURITIES ISSUED BY STATUTORY BODIES

Legend: additions underlined, deletions ~~struck through~~

Rule 8.1: SECURITIES ISSUED BY STATUTORY BODIES

On application, the Central Bank of Nigeria and other Statutory Bodies shall publish prospectus, the contents of which shall include:

(a) THE CENTRAL BANK

- (1) Full name of issuing authority;
- (2) The amount and title of the issue;
- (3) Price of issue;
- (4) A statement, in a form approved by The Exchange, that application has been made to the Council of The Exchange for listing of the relevant securities;
- (5) Opening and closing date of application;
- (6) Object of the issue;
- (7) The revenue against which the security is charged;
- (8) Authority under which the security is issued;
- (9) The place at which applications will be accepted;
- (10) Full particulars of the securities, e.g. the setting up of any sinking fund or of any rights of the Federal Government or public authority to redeem before maturity;
- (11) Date of interest payments;
- (12) Tax position on interest payments;
- (13) Trustee status;
- (14) Maintenance of register;

(15) A reasonable time, to be specified, during which copies of any law or other authority under which the security has been issued may be inspected at the Central Bank of Nigeria.

(b) STATES, LOCAL GOVERNMENT, AND OTHER STATUTORY BODIES

(1) The full name of the issuing authority;
 (2) A statement as follows:

“This advertisement is issued in compliance with Regulations of The Nigerian Stock Exchange for the purpose of giving information to the public with regard to the authority. The directors (or other executive management as appropriate) collectively and individually accept full responsibility for the accuracy of the information given and confirm, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement in the advertisement misleading”.

In case of authorities where there are no directors, application should be made to The Exchange for the form of heading and other requirements;

(3) A statement that application has been made to Council of The Exchange, for permission to deal in and for listing of the securities;
 (4) The amount and title of the security for which listing is sought;
 (5) The authority under which the security is issued;
 (6) Details of the revenue and capital against which the security is charged;
 (7) In the case of a public utility company, details of the areas served by the company;
 (8) Purpose of issue and description of the project, stating:
 (A) Economic factors involved,
 (B) Income and cash flow forecast,
 (C) Write up on management and directors of the enterprise;
 (9) Full particulars of the security for which listing is sought and in particular:

- (A) The rights conferred as regards income and capital, with full information as to the amount and application of any sinking fund; any right of the authority to redeem before maturity, any rights and the security upon which any loan is charged.
- (B) The price of and the terms upon which the security has been issued or agreed to be issued, and whether the same has or has not been paid up in full, particulars of all payments still to be made with due dates must be given.
- (C) The dates and parties to all material contracts affecting the issue of the security with a description of the general nature of the contract.

(10) Particulars of any capital 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 granted and the name and address of the grantee.

(11) A copy of the last audited balance sheet and profit and loss or income and expenditure account with a copy of the auditors' certificate and any notes or observations, in or on the balance sheet required to be published by any legislation relating to the company;

(12) A statement by the Solicitor-General of the state or any other legal officer authorised in that behalf to the effect that all the legal requirements relating to the issue have been complied with;

(13) A statement by the Accountant-General that to the best of his knowledge and belief, there is nothing contained in the prospectus which will make the statement regarding the financial viability of the project misleading;

(14) The guarantee by state Government of the loan or debenture stating priority claim of repayments of the loan against resources of the said authority;

(15) The full names and particulars of directors;

(16) The full names, professional qualification and address of the Secretary and situation of Registered Office;

(17) The names and addresses of the bankers, stockbrokers, solicitors, auditors, agents and trustees;

- (18) A statement that for a period (not less than fourteen (14) days) at a named place in Lagos (or such other Centre as The Exchange may approve) a copy of the statutes, orders or other authorities under which the security has been created and issued, together with copies of all the material contracts, trust deed (if any) and of all reports, letters, balance sheets, valuations, and statements by any expert and where any of the above mentioned documents are not in English language, notarially certified transaction thereof may be inspected.
- (19) Any other information that may be required by The Exchange.

Rule 8.2: EUROBONDS AND SECURITIES ISSUED IN FOREIGN CURRENCY

Definition: A Eurobond is a debt instrument that is denominated in a currency other than the home currency of the country or market in which it is issued.

On application, the Issuer shall publish a prospectus, the contents of which shall include the following:

1. **Full name of issuing authority;**
2. **The amount and title of the issue;**
3. **Currency in which the Eurobond is to be issued and traded;**
4. **Price of issue;**
5. **Opening and closing date of application;**
6. **Object of the issue;**
7. **Name and particulars of the financial organizations which are retained to act as paying agents to the Issuer of the Eurobond;**
8. **Authority under which the security is issued;**
9. **The place at which applications will be accepted;**

10. Full particulars of the Eurobonds, e.g. Tenor; Issue and Maturity date; Coupon and Yield at Issue; Coupon Frequency; and the setting up of any sinking fund or of any rights of the Federal Government or public authority to redeem before maturity;
11. Date of interest payments;
12. Tax position on interest payments and withholding tax;
13. Trustee status;
14. Maintenance of register of all unit holders;
15. A statement, in a form approved by The Exchange, that a written application has been made to the Council of The Exchange for listing of the relevant securities, and that the Eurobond to be listed on The Exchange shall be freely transferable;
16. A reasonable time, to be specified, during which copies of any law or other authority under which the security has been issued may be inspected at the Central Bank of Nigeria;
17. Any other item or information as may from time to time be required by The Exchange.