

(Dealing Member's letter head)

Sample checklist for Block Divestment

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

Type of Application: Block Divestment of

Note:

The issuer must comply with Chapter 16: *Information Required to Be Provided in a Block Divestment*, Rulebook of The Exchange, 2015 (Issuers' Rules).

Application with insufficient documentation or which does not meet the prelisting requirements will not be processed. Where soft copy document is required the document should be forwarded to lr@nse.com.ng; okuti@nse.com.ng and ooge@nse.com.ng.

Checklist¹ for Block Divestment²

S/N	Particulars		Tick (✓) as appropriate			Comments
			Provided	Not Provided	Not Applicable	
1	Consent letters of Directors	Only applicable where buyer or seller is a corporate entity				
2	Indemnity letter	To be provided by seller				
3	Information Memorandum, which must contain the following	• The reasons why the seller is divesting				
		• Price at which seller is divesting				

¹ Effective November 2015.

² A block divestment is a trade of 5% or more of an issuers listed securities.

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S/N	Particulars		Tick (✓) as appropriate			Comments
			Provided	Not Provided	Not Applicable	
	Hard copies					
	information among other relevant facts:	<ul style="list-style-type: none"> The identity of the proposed new investor(s) and where it is a corporate body, the identity of the promoters, directors and management of the buying company 				
		<ul style="list-style-type: none"> Where applicable, details of the experience possessed by the directors and proposed management relevant to the industry 				
		<ul style="list-style-type: none"> The qualifications of the buyers and the nature of the expertise possessed by them, which they intend to bring into the target company 				
		<ul style="list-style-type: none"> The value added the buyer is planning on bringing into the business 				
		<ul style="list-style-type: none"> Buyer's confirmation regarding the: <ul style="list-style-type: none"> Investment objectives in the company; and Plan for management continuity and profile of the post-acquisition management 				

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S/N	Particulars		Tick (✓) as appropriate			Comments
			Provided	Not Provided	Not Applicable	
	Hard copies					
4	Certification of completion of due diligence	<ul style="list-style-type: none"> The Dealing Member is required to certify that all due diligence relating to the transaction has been completed prior to approaching The Exchange for approval on behalf of the applicant. 				
	Soft Copies					
1	Evidence of payment of block divestment fee	<ul style="list-style-type: none"> Being 0.5% of the value of the transaction to be paid at the point of submission of the application for approval 				
2	Abridged application					
3	Scheme document					
4	Certified copy of board resolution approving the acquisition of divestment	Only applicable where buyer or seller is a corporate entity				
5	Certified copy of Share Sale and Purchase Agreement					
6	Any other information that may be required by The Exchange					

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

Yes/No

If yes, please provide details and the name of the person at the NSE that provided the ruling.

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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

DATE

(Internal use only)

Reviewed by:

Name:.....

Date:.....