

(Dealing Member's letter head)

Sample checklist for Mergers and Acquisitions and Takeover

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

Type of Application:

Note:

The issuer must comply with Section C: *Requirements for All Listings* as well as Chapter 15: *Takeovers and Mergers*; Chapter 2: *Subsequent Listing of Securities* and Chapter 4: *Contents of Prospectus for Companies Part of whose Capital is already listed on The Exchange*, 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.

	Particulars	Please tick as appropriate (✓)			Comments
		Submitted	Not Submitted	Not Applicable	
1	3 to 5 years audited accounts for companies involved in the merger/acquisition				
2	Abridged Application				
3	Consent of all directors and other parties of both merging companies				
4	Scheme document/takeover bid				
5	Declaration of Directors of companies which are not already listed on The Exchange				
6	Sponsor's Declaration on documentation and due diligence				
	Documentation Requirement (soft copies)				
1	Evidence of payment of application/listing fees and CSCS eligibility fee (including VAT)				
2	Abridged Application				
3	Scheme document				
4	List and values of litigations of (companies involved in the merger/acquisition)				

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5	Solicitors Opinion on Litigation for (companies involved in the merger/acquisition)				
6	Estimated cost of Issue				
7	Certified true copy of certificate of incorporation (companies involved in the merger/acquisition)				
8	Certified true copy evidence of conversion to Plc (companies involved in the merger/acquisition)				
9	Certified copy of board resolution for both the acquirer and acquiree				
10	Certified copy of Shareholders Resolution (companies involved in the merger/acquisition)				
11	Profile and CAC forms CO2 and CO7 of the (companies involved in the merger/acquisition), which is certified by CAC not later than two months prior to the date of application				
12	Certified copy of Technical Services Agreement (if applicable)				
13	Pricing Memorandum				
14	CAC form Co2 and Co7 of any institutional investors holding more than 5% of the issued and fully paid up share capital of (companies involved in the merger/acquisition), which is certified by CAC not later than two months prior to the date of application (note: Co2 and co7 of corporate entities who own 5% or more should be provided until all natural persons who own such shares and their directors are disclosed)				
15	SEC Approval				
16	CBN Approval				
17	NAICOM Approval				
18	Memorandum and Articles of Association (companies involved in the merger), which is certified by CAC not later than two months prior to the date of application				
19	Notification of date of Court-Ordered meeting				
20	Interim accounts (if any)				
21	Certified copy of Share Sale and Purchase Agreement				

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22	Letter nominating three (3) primary market makers (if new company is to be listed)				
23	Source of fund to finance the acquisition must be clearly stated				

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.

I, an approved executive of (Name of broker dealer) 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:.....