

## **GUIDELINES FOR SCHEME OF ARRANGEMENT AND/OR CONVERSION TO A PRIVATE COMPANY**

### **Scheme of Arrangement**

#### Documentation Requirements

- a. The Applicant must satisfy the eligibility requirements in these Rules and as highlighted in attached checklist.
- b. The application shall be made in writing by a registered Participating Institution to NASD OTC and accompanied by the documents listed in the Appendix to NASD's Procedural Guidelines.

#### Application Procedure

- a. NASD shall review the application documents listed in the Appendix below and communicate its feedback (in respect of the scheme documents) to the Registered Participating Institution within forty-eight hours.
- b. NASD will hold a stakeholder meeting with all relevant parties (stockbrokers, registrars, depositary) to agree on Transaction modalities.
- c. NASD shall notify the market of the Scheme and the court ordered meeting upon satisfaction with the application documents.
- d. **Timeline:** 48 hours from receipt of documents.

#### Post Court-Ordered Shareholders' Meeting

- a. The Applicant shall submit the documents listed in the Appendix below.
- b. NASD shall review the application documents and communicate its feedback to the Registered Participating Institution **within forty-eight hours**.
- c. NASD shall issue an Approval/Acknowledgement if satisfied that the Applicant has complied with its requirements.

#### **Withdrawal of Shares pursuant to a Scheme of Arrangement or Conversion – If Applicable**

1. Upon conclusion of the Scheme, a separate application for the withdrawal of securities from NASD OTC Securities Exchange will be submitted to NASD together with relevant documents. The required documents are listed in the Appendix below.
2. NASD will review the application and if satisfied commence its administrative processes (e.g., deactivation of security code, notification to SEC, market announcements, etc).
3. NASD will formally communicate the withdrawal of securities to the Applicant.
4. Timeline: 10 days

## Documentation Checklist – Scheme of Arrangement

S/N	DOCUMENTATION	YES/NO	COMMENTS
<b>PHASE ONE - INITIAL APPLICATION</b>			
1.	An application letter by the Participating Institution explaining the Transaction and forwarding relevant documents		
2.	Board Resolution (of the Issuer and the Buyer) authorising the Scheme		
3.	An executed Letter of Indemnity in favor of NASD PLC		
4.	Scheme Document		
5.	Primary Regulator No Objection Letter (if applicable)		
6.	Evidence of payment of NASD fees @0.3% of scheme shares		
7.	SEC No Objection to the Scheme		
<b>PHASE TWO - POST COURT-ORDERED MEETING</b>			
8.	Shareholder Resolution Approving the Scheme of Arrangement and any modifications thereof by the FHC		
9.	Duly executed final approved Scheme of Arrangement		
10.	Formal approval from SEC		

<b>Withdrawal of Securities</b>			
11.	Special resolution of the Shareholders authorizing the conversion of the company (if applicable)		
12.	Copy of Certificate of Incorporation from the CAC reflecting that the company is now a private company		
13.	Shareholder Register post conversion		
14.	Evidence of settlement arrangement entered into with shareholders		
15.	Evidence of Payment of NASD fees – 0.3% of market capitalization and ₦100k Administrative Fees		