



**CORPORATE BOND LISTING
APPLICATION FORM**

**FMDQ SECURITIES EXCHANGE LIMITED
CORPORATE BOND LISTING APPLICATION FORM**

Name of Issuer:

Security for which Listing is sought:

Sponsor¹ to the Listing of the Bond on FMDQ Securities Exchange Limited:

Contact Details of Issuer:

Name: _____

Telephone/Mobile: _____

Address: _____

Email Address: _____

Completed forms should be submitted to:

Market Regulation Group
FMDQ Securities Exchange Limited
Exchange Place
35, Idowu Taylor Street
Victoria Island
Lagos

All requests for clarification should be sent via email to rlu@fmdqgroup.com or call +234-1-2778771.

SUPPORTING DOCUMENTS (Tick if enclosed)
Additional documentation may be required by FMDQ from time to time²

Audited financial statements covering the last three (3) fiscal years, provided that the most recent statement at the time of submission of the application is not more than nine (9) months old	
Where the Issuer does not have audited Financial Statements for the last three (3) years, a strong technical partner who has a minimum of three (3) years' operating track record with substantial equity, involvement in management and has financial statements for the three years preceding the application	
Letter of indemnity by the Issuer, dated and signed by a Director and the Company Secretary	
Two (2) copies of the approved Offer Documents ³	
A copy of the approval letter from the Securities and Exchange Commission ("SEC"), Nigeria	
Certified True Copy ("CTC") of the resolution(s) of the Board authorising the issue of all securities for which listing/quotations is sought	
CTC of the resolution(s) of the company in general meeting (if any) authorising the issue of all securities for which listing/quotations is sought (special resolution is required for private placements)	
CTC of the resolution(s) of the Board approving and authorising the issue of the Offer Documents	
CTC of every letter, report, balance sheet, valuation, vending agreement and other contracts or other document any part of which is extracted or referred to in the Offer Documents	
CTC of written consent of any expert to include a statement purporting to be a copy, extract, summary, or reference to a report or valuation by such expert in the Offer Documents	
Any recommendation by the expert stated above in relation to acceptance or rejection of an offer or proposal	
Sponsor's Declaration	
CTC of the Underwriting Agreement	
Credit Rating Report from a Rating Agency registered or recognised by the SEC	
Two (2) copies of the Trust Deed or other document securing or constituting the debt securities	
Two (2) copies of the Letter of Allotment or other temporary document of title proposed to be issued.	
Two (2) copies of the definitive certificate or other definitive document of title proposed to be issued	
Two (2) copies of the Memorandum and Articles of Association or other corresponding document, unless previously supplied	
Where it is desired to advertise the abridged particulars in a preliminary announcement of a Public Offer in the Press, applicants must submit two (2) copies of the drafts (which must not contain any information not included in the Offer Documents) for approval before its insertion in the Press	
Printers' proofs of the advertisement and posters	
A copy of the newspaper cuttings advertising the basis of allotment	
Evidence of payment of application fee (Click here to download FMDQ Fees and Dues Framework)	
Issuer's executed Confirmation of Payment Terms (Template to be provided by the FMDQ Business Origination Group)	
A written undertaking accepting to comply with the post-listing/quotations requirements of FMDQ and a declaration of compliance in the form suggested in Appendix I below (on company letter head)	
Duly completed FMDQ Bond allotment report in the form suggested in Appendix II (on company letter head)	

¹ The Sponsor must be an FMDQ Registration Member (Listings)

² Note: FMDQ Securities Exchange Limited reserves the right to request additional information and documentation from time to time, where necessary.

³ Offer Document means a Prospectus or Information Memorandum for the public offer or private placement of securities respectively. This may include any other document containing relevant information to help an investor make an investment decision, such as, Pricing Supplement, Programme Memorandum etc.

DECLARATION

By submitting this application to FMDQ and signing this form in the manner below:

- 1. We declare that the information provided is complete and accurate.*
- 2. We agree to comply with the post-listing/quotation requirements as provided in the Rules and as may be revised from time to time.*
- 3. We understand and acknowledge that this application may be subject to periodic review and acknowledge that FMDQ Exchange may require more information regarding this application and any supporting documentation from time to time.*
- 4. We undertake to provide and not to withhold any information which may be required to assess the quality of the securities listed on FMDQ Securities Exchange Limited.*
- 5. We undertake to comply with the Investment and Securities Act (ISA) 2007, SEC Rules, FMDQ Rules, Guidelines, Bulletins and any regulation that relates to the security listed or quoted on FMDQ Securities Exchange Limited.*
- 6. We further undertake to pay any fees relating to the security as FMDQ may require from time to time.*

ISSUER'S SIGNATURES

Director	Company Secretary
Name:	Name:
Address:	Address:
Signature:	Signature:
Date:	Date:

APPENDIX I

FORM OF GENERAL UNDERTAKING (INTEREST BEARING SECURITIES ISSUED BY COMPANIES)

[ISSUER'S LETTERHEAD]

**TO: THE BOARD LISTINGS AND MARKETS COMMITTEE
FMDQ SECURITIES EXCHANGE LIMITED**

Exchange Place
35 Idowu Taylor Street
Victoria Island
Lagos

_____ **[Company Name]** acknowledges that it shall remain on the Quotations List of FMDQ Securities Exchange Limited ("**FMDQ Exchange**" or the "**Exchange**") only at the pleasure of FMDQ Exchange and hereby resolves and undertakes as follows:

1. To immediately notify the Managing Director/Chief Executive Officer of FMDQ Exchange of the following:
 - a. The date of the next coupon payment;
 - b. The date of closing the register;
 - c. Any proposed changes in capital structure or any other corporate action that could affect the price of the company's debts in the markets;
 - d. In the case of a shelf registration, the date the next tranche will be issued;
 - e. The amount of the security outstanding after any purchase has been made;
 - f. Any change in the Directors of the company;
 - g. Any proposed change in the trustees;
 - h. Any proposed alteration of the trust deed;
 - i. Any proposed changes in the terms of the security as contained in the Offer Documents;
 - j. Any proposed changes to the parties to the issue including but not limited to receiving banks, issuing house, bond specialists, solicitors, auditors, agents and trustees as contained in the Offer Documents;
 - k. Any proposed change in the collateral, if any, deposited under the trust deed;
 - l. Any proposed change in the general character or nature of the business of the company or of the group;
 - m. Any extension of time granted for the duration of the temporary documents of title;
 - n. Such other information as may be necessary to enable holders of the security to appraise the position of the company and to avoid the establishment of a false market in the security
2. To forward to the MD/CEO of FMDQ Exchange two (2) copies of the following:
 - a. All circulars, notices, reports, documents or announcements at least fourteen (14) days before they are issued to holders of the security or made in respect of the security;
 - b. All resolutions passed by the holders of the security within seven (7) days of the passing of the resolutions;
 - c. All resolutions passed by the company other than resolutions passed at an Annual General Meeting (AGM) for the purpose of adopting the report and accounts declaring dividends and re-electing Directors and Auditors;
 - d. Annual ratings report by a rating agency accredited by the Commission within three (3) months of the anniversary of the security;

- e. Annual utilisation report showing that the proceeds of the security have been disbursed in line with the Offer Documents
3. To issue all Letters of Allotment (allocation confirmation notice) simultaneously and in the event of it being impossible, to issue letters of regret simultaneously, to inset in the press a notice to that effect, so that the notices shall appear on the morning after the allotment letters have been posted
4. To notify FMDQ Exchange without delay of any decision of the company or of any of its subsidiaries to acquire:
 - a. Shares in another company which thereby becomes a subsidiary; or
 - b. Another business or a section of another business and to furnish such information as FMDQ Exchange may require with regard to such acquisition
5. To include in or circulate with each annual Directors report and audited accounts:
 - a. A description of the operations carried on the company or, if the company has subsidiaries, the group;
 - b. Where the company has subsidiaries or associated companies, a list of those interests where the total investment normally represents more than 5 per cent of the published net assets of the group, or where any subsidiary contributes more than 5 per cent of the published pre-tax trading results of the group. Further information to be provided in respect of each subsidiary or associated company are its name, principal country of operation and the percentage of its equity capital attributable to the group's interest;
 - c. To notify particulars of any arrangements under which any Director has waived or agreed to waive any emoluments;
 - d. A written statement at the end of the financial year showing the interests of each Director in the share capital of the company, such statement should include changes in those interests occurring between the end of the financial year and a date not more than one month prior to the date of the notice of the AGM or, if there has been no such change, disclosure of that fact;
 - e. A statement showing particulars as at a date not more than one (1) month prior to the date of the notice of the AGM of an interest of any person, other than a Director; who holds 5% or more in the equity of the company and the actual amount so held or, where appropriate, a negative statement
6. To supply the following:
 - a. The published accounts of the company and where applicable, the consolidated accounts of the group, or the accounts of each subsidiary at least twenty-one (21) days prior to the date of the AGM of the company not later than six (6) months after the relevant year end;
 - b. The published accounts of the company for use of Members of FMDQ as may be required;
 - c. The published accounts of the company to the Trustees for inspection by security holders, and to mail or deliver same to any security holder upon request and supply copies thereof, in quantities sufficient to satisfy requests received from such security holders
7. To comply with the Bond Listing and Quotation Rules of FMDQ Exchange, presently and in the future.
8. To pay annual listing/quotation fees which may become payable to FMDQ Exchange through the life of the Bond.
9. To avoid any leakage of Financial Statements and ratings or any other information that will affect the price of the security
10. To adhere to any corporate disclosure policy requirements that may be issued by FMDQ Exchange
11. To recognise that the Committee reserves the right to remove any security from the Quotations List if:

- a. It is considered that there is insufficient public interest in the security,
 - b. Any of the foregoing terms and conditions are not complied with;
 - c. The Committee so resolves, at its absolute discretion.
12. To ensure that the following minimum information shall be disclosed in Annual Reports in addition to the statutory requirements:
- a. Turnover figures representing sales exclusively to third parties;
 - b. Other income such as investment income rents, profits from sale of assets and other unusual items, all to be listed separately;
 - c. Interest expenses and similar charges (including coupon payments);
 - d. Profits before taxation;
 - e. Taxation figures with full disclosures and bases;
 - f. Dividend proposed and dividend liability with full disclosure;
 - g. Profits after taxation;
 - h. Cash flow statement;
 - i. Value added statements;
 - j. Five year financial summary;
 - k. Sales and profit contribution per activity.
 - l. Directors direct and indirect holdings in the issued shares;
 - m. Substantial shareholdings representing 5% or more of the issued sha
 - n. Capital expenditure

NOTE: The Directors of the company take full responsibility for ensuring that FMDQ Exchange is promptly notified of the foregoing matters.

THE COMMON SEAL OF (_____ [Company Name]) has been affixed to this undertaking in the manner below on the _____ day of _____ 20__

In the Presence of:

Director

Secretary

[ISSUER'S LETTERHEAD]

TO: THE BOARD LISTINGS AND MARKETS COMMITTEE

FMDQ SECURITIES EXCHANGE LIMITED

Exchange Place
35 Idowu Taylor Street
Victoria Island
Lagos

DECLARATION OF COMPLIANCE

The following is a suggested form of declaration, which should be adapted to meet individual cases.

We _____ and _____
Director and the Secretary respectively of _____ (hereinafter
referred to as "**the Company**"), declare as follows that:

1. All documents required by the Companies and Allied Matters Act Cap C20 LFN 2004 to be filed with the Corporate Affairs Commission (CAC) in connection with the Issue on.....20..... of the following securities of the Company namely (**insert particulars**) have been duly filed and that to the best of our knowledge, information and belief the Company has complied with all other legal requirements in connection with the Issue
2. All monies due to the company in respect of issue have been received by it
3. The definitive documents of title have been delivered/are ready to be delivered
4. The purchase by the company of all property shown in the Offer Documents, dated 20... have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied
5. Trust Deed/Deed Poll relating to the said security has been completed and executed and a copy has been lodged with FMDQ Exchange and that particulars thereof, if so required by statute, have been filed with the CAC
6. All the securities of each class for which listings or quotations exists are in all respects identical
7. There are no other facts relating to the company's Application for listing or quotations which, in our opinion, should be disclosed to FMDQ Exchange
8. 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 prospectus/information memorandum misleading
9. We make this declaration conscientiously believing same to be true

SIGNED:

Director

Secretary

[SPONSOR'S LETTERHEAD]

TO: THE BOARD LISTINGS AND MARKETS COMMITTEE

FMDQ SECURITIES EXCHANGE LIMITED

Exchange Place

35 Idowu Taylor Street

Victoria Island

Lagos

APPENDIX II - ALLOTMENT REPORT

S/N	Issue Description	Investor Group	Allocation (%)
1.		Pension Fund Administrators	
		Asset Managers	
		Fund Managers	
		High Net worth Investors	
		Trustees	
		Insurance Companies	
		Discount Houses	
		Banks	
		Others (Please Specify)	

AUTHORISED SIGNATORY

Name:

Designation:

AUTHORISED SIGNATORY

Name:

Designation: