

Filings before Listing by Introduction

Listing by Introduction by TransCorp on the floor of the Nigerian Stock Exchange on November 23, 2006 required applications to be made to the following statutory bodies:

- The **Securities & Exchange Commission** (“SEC”) for the registration of the shares of the Company and the clearance of the Listing Documents by virtue of the power conferred on it by the Investment & Securities Act of 1999.
- The **Nigerian Stock Exchange** (“The Exchange”) for the admission of the shares to be listed on its Daily Official List.

The principal Documentation checklist for NSE and SEC are:

- Information Memorandum on the Company to include brief on the history and business of the Company, future plan, write-up on the resume of the directors and top management, organizational structure etc.
- Certificate of Incorporation (CAC Certified True Copy)
- Shareholders/ Board resolution authorising the Listing (CAC Certified True Copy)
- Evidence of Conversion to Plc if necessary
- Evidence of SEC registration of TransCorp’s issued shares
- Memorandum and Article of Association (as amended for Plc Status)
- Board Members Resolutions authorising a stock split from N1.00 par share to 50 kobo par share to align with the stock market convention for quoted stocks.change.
- Statement of Affairs of the Company
- Five (5) years Profit Forecast
- Letter disclosing TransCorp’s compliance level with the Code of Corporate Governance in Nigeria

Other documents submitted to the market regulatory bodies were:

- Statement of Claims and Litigations
- List of properties (freehold or leasehold), Expiry Date and the Values/Lease rental amounts
- List of shareholders with 5% and above of shares of the Company

- Directors/Management shareholding interest
- Details of equity investments, subsidiaries and associated companies
- Copies of material contract involving TransCorp
- Copies of pledges, liens or other security document
- Form CO2 (return on allotment)
- Form CO7 (Particulars of Directors)
- Shareholding History
- Consent letters from Directors and the Company Secretary

Prior to the grant of its Application to offer securities to investors via an initial public offering, TransCorp submitted the following documents to the market regulatory agencies:

- Prospectus, including brief on the history and business of the Company, future plan, write-up on the resume of the directors and top management, organizational structure etc
- Certificate of Incorporation (CAC Certified True Copy)
- Shareholders/ Board resolution authorising the IPO (CAC Certified True Copy)
- Board resolution authorising the exact size and price of the IPO
- Evidence of Conversion to Plc
- Evidence of SEC registration of TransCorp's issued shares
- Certificate of Increase in authorised Share Capital to accommodate the IPO
- Memorandum and Article of Association (as amended for Plc Status)
- Statement of Affairs/Audited Account of the Company
- Five (5) years Profit Forecast
- Details of the proposed application of the net proceeds of the IPO
- Draft of all adverts to be published in respect of the IPO
- Samples of Share Certificates to be issued to subscribers to the IPO

- Reporting Accountants' Report on the Audited Account
- Reporting Accountants' Memorandum on profit forecast of the Company
- Letter disclosing TransCorp's compliance level with the Code of Corporate Governance in Nigeria

Other documents

- Statement of Claims and Litigations
- List of properties (freehold or leasehold), Expiry Date and the Values/Lease rental amounts
- List of shareholders with 5% and above of shares of the Company
- Details of equity investments, subsidiaries and associated companies
- Copies of material contract involving TransCorp
- Copies of pledges, liens or other security document
- Directors/Management shareholding interest
- Form CO2 (return on allotment)
- Form CO7 (Particulars of Directors)
- Shareholding History
- Consent letters from Directors and the Company Secretary
- Vending agreement
- Memorandum of Understanding on Underwriting