

THIS RIGHTS CIRCULAR IS IMPORTANT AND SHOULD BE READ CAREFULLY

If you are in doubt about its content or the action to be taken, you should consult your Stockbroker, Accountant, Solicitor, Banker or any other professional adviser for guidance before subscribing.



ABBHEY MORTGAGE BANK PLC RC 172093

RIGHTS ISSUE

of

**3,692,307,692 ORDINARY SHARES OF 50 KOBO EACH AT ₦0.82 PER SHARE
ON THE BASIS OF 4 NEW ORDINARY SHARES FOR EVERY 7 ORDINARY SHARES
HELD AS AT THE CLOSE OF BUSINESS ON 8 OCTOBER, 2020**

PAYABLE IN FULL ON ACCEPTANCE

Acceptance List Opens: 4th January, 2021

Acceptance List Closes: 11th February, 2021

ISSUING HOUSE



KAIROS CAPITAL LIMITED RC 1517636

This Rights Circular and the securities which it offers have been registered by the Securities & Exchange Commission. It is a civil wrong and a criminal offence under sections 85 and 86 of the Investments and Securities Act, No.29, 2007 to issue a Rights Circular which contains false or misleading information. Clearance and registration of this Rights Circular and the securities which it offers do not relieve the parties from any liability arising under the Act for false and misleading Statements contained herein or for any omission of a material fact.

This Rights Circular and the securities it offers, are directed to members of the general public. Investing in this offer involves risks. For information concerning certain risk factors which should be considered by prospective investors, see "risk factors" on page 30 of this Rights Circular.

Investors may confirm the clearance of the Rights Circular and registration of the securities with the Securities and Exchange Commission by contacting the Commission on sec@sec.gov.ng or +234(0)94621100; +234(0) 94621168

This Rights Circular is dated 14th December, 2020

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1. KEY TERMS AND DEFINITIONS

TERM	DEFINITION
“Abbey” or “Bank” or “the Bank”	Abbey Mortgage Bank Plc, the Issuer
“AGM”	Annual General Meeting
“Board”	Board of Directors of Abbey Mortgage Bank Plc
“Brokerage”	Fees payable to the Receiving Agents in respect of returns bearing their stamp and duly allotted
“Business Day”	Any day other than a Saturday, Sunday or Official Public Holiday as specified by the Federal Government or the relevant State Government
“CHN”	Clearing House Number
“CBN”	The Central Bank of Nigeria
“Circular” or “Rights Circular”	The legal document through which the offer is being made to a potential investor
“CSCS”	Central Securities Clearing Systems
“Daily Official List”	List of companies quoted on the Nigerian Stock Exchange
“Directors”	The members of the Board of Directors of Abbey Mortgage Plc as at the date of this Rights Circular are those persons listed out on page 6 of this document
“Existing Shareholders”	Ordinary Shareholders of the Company whose names appear on the register of members as at the Qualification Date
“FGN”	Federal Government of Nigeria
“ISA”	Investments and Securities Act No. 29 of 2007.
“Issuer”	“Abbey Mortgage Bank Plc” or “Abbey” or “The Company”
“Issuing House”	Kairos Capital Limited
“LFN”	Laws of the Federation of Nigeria
“Kairos”	Kairos Capital Limited, Issuing House
“Naira or NGN”	Means the lawful currency of the Federal republic of Nigeria
“NSE” or “Exchange”	The Nigerian Stock Exchange
“Pari Passu”	Equally
“PAT”	Profit After Taxation
“PBT”	Profit Before Taxation
“Qualification Date”	8 th October, 2020
“Rights Issue” or “the Issue”	The Rights Issue of 3,692,307,692 Ordinary Shares of ₦0.50 each at ₦0.82k, on the basis of 4 new ordinary shares for every 7 existing shares held as at the Qualification Date.
“RIN”	Registrars Identification Number
“Shareholders”	The Shareholders of the Bank
“The SEC” or “The Commission”	The Securities & Exchange Commission

2. ABRIDGED INDICATIVE TIMELINE

DATE	ACTIVITY	RESPONSIBILITY
04/01/2021	Acceptance list opens/Trading in Rights opens	Issuing House
11/02/2021	Acceptance list closes/Trading in Rights closes	Issuing House
19/02/2021	Receiving Agents make returns	Registrars/Issuing Houses
22/02/2021	Forward Allotment Proposal and Draft Allotment Announcement (Newspaper Advertisement) to SEC	Issuing House
26/02/2021	Receive SEC clearance of Allotment Proposal	Issuing House
01/03/2021	Disburse net proceeds of the Rights Issue to Abbey Mortgage Bank Plc	Receiving Agents/ Issuing House
03/03/2021	Publish Allotment Announcement in two (2) national newspapers	Issuing House
05/03/2021	Return rejected monies/excess application monies	Issuing House/Registrars/Receiving Agents
10/03/2021	Credit CSCS accounts	Registrars
12/03/2021	Forward declaration of compliance to NSE	Stockbrokers
15/03/2021	Listing of new shares on NSE/Trading Commences	Issuing House/Stockbrokers
19/03/2021	Forward post completion report to SEC	Issuing House

**All dates provided above are indicative only, and prepared on the assumption that certain key activities including, but not limited to, the receipt of regulatory approvals from the SEC for the Issue will be achieved as stated, if not, then dates surrounding key events in the timetable may be subject to adjustments without prior notice by the Issuing House in consultation with the Issuer, and subject to obtaining the relevant regulatory approvals.*

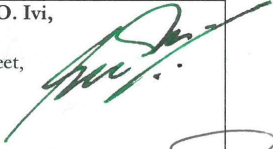
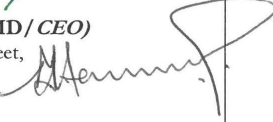


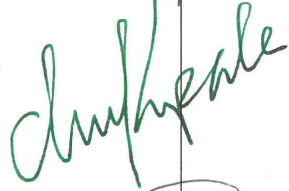
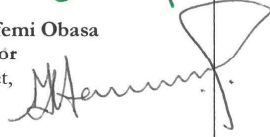


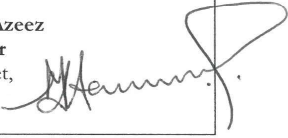
3. CORPORATE DIRECTORY

Head Office 23, Karimu Kotun Street, Victoria Island, Lagos.
Email Address: enquiries@abbeymortgagebank.com
Website <http://www.abbeymortgagebank.com/>

CORPORATE OFFICES – BRANCHES

AGBARA	Ilaro Road, Agbara Industrial Estate, Off LagosBadagry Expressway, Ogun State
ABUJA BRANCH 1	Plot 266, Cadastral Avenue. FMBN House, Central Business District, Abuja, FCT
ABUJA REGIONAL OFFICE/BRANCH 2	1, Ayangba Close, Area II, Garki, Abuja
APAPA BRANCH	19, Warehouse Road, Lagos.
ASABA BRANCH	375, Nnebisi Road, Asaba, Delta State.
BAZE UNIVERSITY BRANCH	Baze University, Plot 686, Cadastral Zone C 00, Kuchingoro, Behind National Judicial Institute, Abuja
FESTAC BRANCH	House 18, 2nd Avenue, Festac Town, Lagos
LASU/IBA BRANCH	Km 5, Lasu-Isheri Road, By Agboroko Bus Stop, Iba, Lagos.
OKOTA BRANCH	51, Okota Road, Isolo, Lagos.
VICTORIA ISLAND BRANCH	23 Karimu Kotun Street, Victoria Island, Lagos.

4.DIRECTORS, COMPANY SECRETARY, PARTIES TO THE ISSUE AND AUDIT COMMITTEE

Directors:	<p>Mazi Emmanuel Kanu O. Ivi, Chairman 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Mr. Madu Hamman, (Ag. MD/ CEO) 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>AVM Olufemi Soewu (Rtd) Non-Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Professor Marius NnannaUmego Non-Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Mr. Nonso Michael Okpala Non-Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Brigadier General John Olorunfemi Obasa Non-Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Mr. Oladipupo Ayodele Adeoye Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>Mr. Mobolaji Adewunmi Executive Director 23, Karimu Kotun Street, Victoria Island, Lagos </p> <p>High Chief Samuel Oni Azeez Independent Director 23, Karimu Kotun Street, Victoria Island, Lagos </p>
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Company Secretary:	Mr. Geoff Amaghereonu 23, Karimu Kotun Street, Victoria Island, Lagos <i>Geoff Amaghereonu</i>
Issuing House:	Kairos Capital Limited 12 th Floor, Elephant House, 214 Broad Street, Lagos Island, Lagos <i>Samuel Chidoka</i> <i>Samuel Chidoka</i>
Solicitors to the Issue:	P.G.U Madu & Associates 12th Floor, Bookshop House, 50/52 Broad Street, Lagos. <i>Pascal Madu</i>
Stockbrokers to the Issue:	Anchoria Investment and Securities Limited ("AISL") 12 th Floor, Elephant House, 214 Broad Street, Lagos Island, Lagos <i>Richard Dada</i>
Auditors:	Ernst and Young 10th Floor, UBA House, 57 Marina Rd, Lagos Island, Lagos. <i>Sam Flukoro</i> <i>Sam Flukoro</i>
Registrars:	<i>Frank</i> Africa Prudential Plc 220B, Ikorodu Road, Palmgrove, Lagos. <i>CATHERINE NWOSU</i>
Receiving Bank:	United Bank for Africa Plc, UBA House, 57 Marina Road, Lagos Island, Lagos <i>Chigo Nwusi</i> <i>CHIGO NWUSI</i>

AUDIT COMMITTEE MEMBERS

- Mr Adekunle Alli
23, Karimu Kotun Street, Victoria Island, Lagos
- Prince (Engr.) MOT. O. Tobun
23, Karimu Kotun Street, Victoria Island, Lagos
- Mr. Gbadebo Ajeigbe
23, Karimu Kotun Street, Victoria Island, Lagos
- AVM Olufemi Soewu (Rtd)
23, Karimu Kotun Street, Victoria Island, Lagos

5. THE RIGHTS ISSUE

Copies of this Rights Circular and the documents specified herein have been delivered to the Securities and Exchange Commission for clearance and registration.

This Rights Circular is being issued in compliance with the provisions of the Investment and Securities Act No. 29 2007 and the Rules and Regulations of the Commission and the Listing Requirements of the NSE and contains particulars in compliance with the requirements of the Commission and the Exchange, for the purpose of giving information to shareholders and the public with regards to the Rights Issue of 3,692,307,692 Ordinary Shares of 50kobo each in Abbey Mortgage Plc by the Issuing House. An application has been made to the Council of the NSE for the admission to its daily official list of the 3,692,307,692 Ordinary Shares of 50kobo each being issued via the Rights Issue.

The Directors of Abbey Mortgage Plc individually and collectively accept full responsibility for the accuracy of the information contained in this Rights Circular. The Directors of Abbey have taken all reasonable care to ensure that the information contained herein are true and accurate in all respects and confirm having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts the omission of which would make any statement herein misleading or untrue.

The shares to be issued by the Company pursuant to the Rights Issue will rank pari passu in all respects with the existing issued Ordinary Shares of the Company.

ISSUING HOUSE



RC 1517636

ON BEHALF OF:



RC 172093

IS AUTHORIZED TO RECEIVE ACCEPTANCES FOR THE

RIGHTS ISSUE OF

3,692,307,692 ORDINARY SHARES OF ₦0.50 EACH AT ₦0.82 PER SHARE

ON THE BASIS OF 4 NEW ORDINARY SHARES FOR EVERY EXISTING 7 ORDINARY SHARES HELD AS AT CLOSE OF BUSINESS

ON 8TH OCTOBER, 2020

PAYABLE IN FULL ON ACCEPTANCE

THE ACCEPTANCE LIST FOR THE ORDINARY SHARES NOW BEING OFFERED WILL OPEN ON 4TH JANUARY, 2021 AND CLOSE

ON 11TH FEBRUARY, 2021

Share Capital and Reserves of the Company as at June 30, 2020

Unaudited (₦'000)

Authorized Share Capital: 12,000,000,000 ordinary shares of 50k per share	6,000,000
Equity and Reserves:	
Issued and Paid-up Capital: 6,461,538,462 ordinary shares of 50k each	3,230,769
Share Premium	4,084,356
Retained Earnings	(2,156,412)
Statutory Reserve	298,440
Regulatory Risk Reserve	2,025,954
Total Equity	7,483,107

6. SUMMARY OF THE RIGHTS ISSUE

The following is a summary of the terms and conditions of the Rights Issue by Abbey Mortgage Bank Plc. This summary draws attention to information contained elsewhere in the Rights Issue; it does not contain all the information any prospective investor should consider in making an investment decision. The Prospective investor is therefore advised to read the entire Rights Issue.

1.	Issuer:	Abbey Mortgage Bank Plc																		
2.	The Issue:	3,692,307,692 Ordinary Shares of ₦0.50 each on the basis of 4 new ordinary shares for every existing 7 ordinary shares held at ₦0.82 per share.																		
3.	Issuing House:	Kairos Capital Limited																		
4.	Share Capital:	<p>Authorized Share Capital: ₦6,000,000,000 comprising of 12,000,000,000 Ordinary Shares at ₦0.50k each</p> <p>Issued and Fully Paid: ₦3,230,769,231 comprising of 6,461,538,462 Ordinary Shares at ₦0.50K each</p> <p>Now being Issued: 3,692,307,692 Ordinary Shares of ₦0.50 each at ₦0.82 Per Share</p>																		
5.	Method of offer:	By way of a Rights Issue to existing shareholders of the Company as at the qualification date																		
6.	Issue Price:	₦0.82k																		
7.	Currency:	Nigerian Naira (₦)																		
8.	Gross Issue Proceeds:	₦3,027,692,307.44																		
9.	Net Issue Proceeds:	₦2,969,102,077.84																		
10.	Use of Proceeds:	<p>The Net Issue Proceeds estimated at ₦2,969,102,077.84 (after deducting issue costs of ₦58,590,229.60 representing 1.94% of the Gross Issue Proceeds) will be applied as follows:</p> <table border="1"> <thead> <tr> <th>Purpose</th> <th>Amount (₦)</th> <th>% of proceeds</th> <th>Estimated Completion Period</th> </tr> </thead> <tbody> <tr> <td>Mortgage Lending</td> <td>1,766,615,736.31</td> <td>59.50</td> <td>6 to 24 months</td> </tr> <tr> <td>Real Estate Construction Finance</td> <td>1,202,486,341.53</td> <td>40.50</td> <td>6 to 24 months</td> </tr> <tr> <td>Total</td> <td>₦2,969,102,077.84</td> <td>100</td> <td></td> </tr> </tbody> </table>			Purpose	Amount (₦)	% of proceeds	Estimated Completion Period	Mortgage Lending	1,766,615,736.31	59.50	6 to 24 months	Real Estate Construction Finance	1,202,486,341.53	40.50	6 to 24 months	Total	₦2,969,102,077.84	100	
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Total	₦2,969,102,077.84	100																		
11.	Provisional Allotment:	Four (4) new ordinary Shares for every Seven (7) existing ordinary Shares of ₦0.50k each held as at the Qualification Date, for those shareholders whose names appeared on the Register of members and transfer books of the Company as at 8 th October, 2020																		
12.	Payment Terms:	In full on acceptance																		
13.	Status:	All shares issued shall rank pari passu in all respects with the issued ordinary shares of the Company																		
14.	Market Capitalization at Rights Issue Price (₦0.82k):	Pre-Issue: ₦5,298,461,538.84																		

		Post Issue: ₦8,326,153,845.46 (assuming all provisionally allotted shares are fully taken up on completion of the Rights Issue).																																										
15.	Offer Open Date:	4 th January, 2021																																										
16.	Offer Closing Date:	11 th February, 2021																																										
17.	Qualification Date:	8 th October, 2020.																																										
18.	Application for additional shares:	Shares that are not taken up by the offer closing date will be allotted to shareholders who apply for additional shares on a pro-rata basis i.e., all subscribers will be allotted equal proportion of the amount applied for, in line with SEC's rules and regulations																																										
19.	Underwritten:	At the instance of the Issuer, this Issue is not underwritten																																										
20.	Quotation:	Abbey Mortgage Bank Plc's entire issued and paid-up capital is listed on the NSE. The new shares being offered shall also be quoted on the NSE, an application has been made to the council of the Exchange for the admission of the Shares to its daily official list.																																										
21.	Financial summary:	<table border="1"> <thead> <tr> <th>Financial Position</th> <th>HY 2020 ₦' Mn</th> <th>2019 ₦' Mn</th> <th>2018 ₦' Mn</th> <th>2017 ₦' Mn</th> <th>2016 ₦' Mn</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>15,043</td> <td>12,260</td> <td>11,964</td> <td>12,241</td> <td>12,453</td> </tr> <tr> <td>Total Equity</td> <td>7,483</td> <td>5,395</td> <td>5,457</td> <td>6,226</td> <td>6,438</td> </tr> <tr> <td colspan="6">Income Statement</td> </tr> <tr> <td>Turnover</td> <td>694</td> <td>1,125</td> <td>1,150</td> <td>1,256</td> <td>961</td> </tr> <tr> <td>Loss)/Profit Before Taxation</td> <td>(246)</td> <td>(52)</td> <td>(636)</td> <td>(178)</td> <td>(134)</td> </tr> <tr> <td>(Loss)/Profit After Taxation</td> <td>(250)</td> <td>(63)</td> <td>(666)</td> <td>(212)</td> <td>(168)</td> </tr> </tbody> </table>	Financial Position	HY 2020 ₦' Mn	2019 ₦' Mn	2018 ₦' Mn	2017 ₦' Mn	2016 ₦' Mn	Total Assets	15,043	12,260	11,964	12,241	12,453	Total Equity	7,483	5,395	5,457	6,226	6,438	Income Statement						Turnover	694	1,125	1,150	1,256	961	Loss)/Profit Before Taxation	(246)	(52)	(636)	(178)	(134)	(Loss)/Profit After Taxation	(250)	(63)	(666)	(212)	(168)
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22.	Indebtedness:	As at September 15, 2020, the Company had no outstanding debentures, mortgages, loans, charges or similar indebtedness or material contingent liabilities other than in the ordinary course of business.																																										
23.	Claims and Litigations:	<p>As at 21 September 2020, Abbey Mortgage Bank Plc in its ordinary course of business is involved in twenty-six (26) litigations. Twenty-four (24) of these were instituted by Abbey while two (2) were instituted against Abbey. The aggregate amount claimed in the cases instituted by Abbey is estimated at ₦873,948,015.82 (Eight Hundred and Seventy-Three Million, Nine Hundred and Forty-Eight Thousand and Fifteen Naira Eighty-Two Kobo).</p> <p>The aggregate amount claimed against Abbey is estimated at ₦150,000,000 (One Hundred and Fifty Million Naira only).</p> <p>The Solicitors to the Issue are of the opinion that there are no material litigations/claims against Abbey in the aforementioned cases that will have any material adverse effect on the Rights Issue. The Solicitors are also not aware of any other pending and/or threatened claim or litigation, which may be material to the Rights Issue.</p>																																										

24.	Settlement:	<p>The CSCS accounts of shareholders will be credited not later than 15 working days from the date the allotment proposal is cleared. Shareholders are hereby advised to indicate the names of their respective stockbrokers, their CHN and CSCS account numbers in the relevant spaces provided in the Acceptance Form.</p> <p>According to the SEC directive on dematerialization of Share Certificates, Shareholders who do not have valid CHN and CSCS account numbers will have their shares credited using a RIN.</p> <p>A RIN is a number allocated to Shareholders who do not have valid CHN and CSCS Numbers and is used for the purpose of warehousing their shareholding in public companies under the Registrars custody at CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. Shareholders who do not have a valid CHN and CSCS account number are advised to open a stockbroking account with a stockbroker and obtain a valid CHN and CSCS account number from the stockbroker</p>
25.	Trading in Rights:	The Rights are tradeable on the Exchange between 4 th January, 2021 and 11 th February, 2021
26.	Governing law:	The Offer Documents will be governed by and construed in accordance with the laws of the Federal Republic of Nigeria.

7. LETTER FROM THE CHAIRMAN OF ABBEY MORTGAGE BANK PLC

The following is a copy of the letter received by the Issuing House from Mazi Emmanuel Kanu Okoroafor Ivi, the Chairman of the Board of Directors of Abbey Mortgage Bank Plc:

21 September, 2020

The Shareholders
Abbey Mortgage Bank Plc
23, Karimu Kotun Street
Victoria Island
Lagos

Dear Shareholders,

RIGHTS ISSUE OF 3,692,307,692 ORDINARY SHARES OF ₦0.50K EACH AT ₦0.82 PER SHARE BY ABBEY MORTGAGE BANK PLC (“ABBEY” OR “THE COMPANY”)

You will recall that at the 27th Annual General Meeting of Abbey which was convened and duly held on 15th July 2019. The Company was authorized by Shareholders (“the Shareholders”) to raise additional capital of such amount that shall be appropriate for the business of the Company either locally or internationally whether through Rights Issue, Public Offer, Private Placement, Special Placing in such number as shall be determined by the Directors and on such other terms and conditions, as the Directors may deem fit, subject to the Company obtaining all requisite regulatory approvals.

Following your authorisation to raise capital and careful deliberations by the Directors, I am delighted to inform you that the Board of Directors, at its meeting held on 20th July 2020 approved an additional capital raise of up to ₦5,000,000,000 (Five Billion Naira) by way of Rights Issue.

On the basis of this, the Company is now issuing 3,692,307,692 Ordinary shares of ₦0.50k each by way of a Rights Issue to existing Shareholders on the basis of 4 new ordinary shares for every 7 ordinary shares held as at the qualification date, at a price of ₦0.82k per share.

Requisite approvals have been sought from the Securities & Exchange Commission (“the Commission” or “SEC”), Central Bank of Nigeria (“CBN”) and the Nigerian Stock Exchange (“the Exchange” or “NSE”) for the registration and subsequent listing of the shares being issued.

PURPOSE OF THE OFFER

The total offer is being undertaken as part of the long-term strategic plan to strengthen the position of Abbey, which will put the Company in a good position to harness the opportunities in the financial services sector as economic activities continue to improve with the heightened need of banking products and services in the country

The total offer is expected to raise ₦3,027,692,307.44 through the issuance of new shares made up of ₦0.50 kobo each at ₦0.82 kobo per share. Specifically, the expected net proceed of the offer shall be used to expand the Company’s core business which is lending for mortgages, construction finance and SME lending, also the fresh capital will help strengthen our capital base to support business growth, deepen capital resources to selectively exploit value creation opportunities in the financial markets and support enlarged operations and broaden relationship management capabilities.

USE OF PROCEEDS

The Net Issue Proceeds estimated at ₦2,969,102,077.84 (after deducting issue costs of ₦58,590,229.60 representing 1.94% of the Gross Issue Proceeds will be applied as follows:

Purpose	Amount (₦)	% of proceeds	Estimated Completion Period
Mortgage Lending	1,766,615,736.51	59.5	6 months to 24months
Real Estate Construction Finance	1,202,486,341.53	40.5	6 months to 24months
Total	₦2,969,102,077.84	100	

PARTICIPATION IN THE RIGHTS ISSUE

It is recommended that shareholders take up all their rights to ensure that they continue to enjoy the full benefits of their investment in Abbey. Shareholders who wish to renounce their rights partially or in full may trade these rights on the floors of the Exchange; such Shareholders are also advised to contact their Stockbrokers for further details.

Rights being renounced will be available to the existing shareholders or the general public to purchase.

The Rights Circular contains a summary of financial and general information relating to the Company, it also contains a Provisional Allotment Letter detailing full instructions for acceptance, payment and renunciation in respect of your rights.

Kindly return the completed form to the Receiving Agents listed on the back of the Acceptance/Renunciation Form on or before 11th February, 2021

I recommend that you exercise your rights in full to further enhance your Company's growth and continue to enjoy the benefits of your investment in Abbey.

Yours faithfully,



Mazi Emmanuel Kanu Okoroafor Ivi
Chairman

8. SWORN LETTER OF DECLARATION



ABBEY MORTGAGE BANK PLC.
Head Office: 23, Karimu Kotun Street
Victoria Island, Lagos

Tel: 234-1- 9035 700, 7911 025
eMail: enquiries@abbeymortgagebank.com
Website: www.abbeymortgagebank.com

8 December, 2020

The Director General,
Securities & Exchange Commission,
Plot 272, Samuel Ademulegun Adesoji Street,
Central Business District,
Abuja.

Dear Sir,


ABBEY MORTGAGE BANK PLC- RIGHTS ISSUE OF 3,692,307,692 ORDINARY SHARES OF NO.50K EACH AT NO.82K PER SHARE ON THE BASIS OF 4 NEW ORDINARY SHARES FOR EVERY 7 ORDINARY SHARES ("THE OFFER") - SWORN DECLARATION ON FULL DISCLOSURE

The Issuing house, on behalf of Abbey Mortgage Bank Plc ("Abbey" or "the Company") has prepared this Rights Circular with the aim of providing to investors relevant details of Abbey with respect to its Rights Issue.

In line with Rule 280 (3) of the Rules and Regulation of the Securities and Exchange Commission and on behalf of the Directors of the Company, we hereby make the following declarations:

1. The Directors of Abbey have taken all reasonable care to ensure that the information stated in the Rights Circular, is to the best of our knowledge and belief, is true and accurate in all material respects and in accordance with the facts. We confirm that to the best of our knowledge and belief, there are no omissions which would make any fact or opinion herein misleading or untrue;
2. We confirm that there has been no significant change in the financial conditions or material adverse change in the financial prospects of the Company as at the date of the Rights Circular;
3. We hereby make this sworn declaration that we fully disclosed all material facts in the Rights Circular prepared in connection with the Rights Issue

Signed on Behalf of
Abbey Mortgage Bank Plc


Geoff O. Amaghereonu
Company Secretary


Idowu Sanni
Chief Financial Officer


Madu Hamman
Managing Director/CEO
8 Dec 2020



Chairman: Chief Ifeanyi Chukwu Baniface Ochonogor
Directors: Mrs. Rose Ada Okwechime (Managing), Madu Hamman (Executive) Mazi Emmanuel K.O. Ivi, AVM Olufemi Soewu (Rtd.) Bernard Okumagba
Independent Directors: Hiah Chief Samuel A. Oni, Mr. Uzochukwu E. Odunukwe

9. LETTER FROM THE AUDITORS ON THE GOING CONCERN STATUS



Ernst & Young
10th Floor
UBA House
57, Marina
P. O. Box 2442, Marina
Lagos.

Tel: +234 (01) 631 4500
Fax: +234 (01) 463 0481
Email: Services@ng.ey.com
www.ey.com

11 December 2020

The Directors
Abbey Mortgage Bank Plc
23 Karimu Kotun Street,
Victoria Island
Lagos State

and

The Directors
Kairos Capital Limited
12th Floor Elephant House
214 Broad Street, Marina
Lagos State

Dear Sirs,

ABBEY MORTGAGE BANK PLC- RIGHTS ISSUE OF 3,692,307,692 ORDINARY SHARES OF ₦0.50K EACH AT ₦0.82K PER SHARE ON THE BASIS OF 4 NEW ORDINARY SHARES FOR EVERY 7 ORDINARY SHARES HELD

In connection with the proposed Abbey Mortgage Bank Plc ("the Bank") – Rights Issue of 3,692,307,692 Ordinary Shares of 50K each at 82K per share on the basis of 4 new ordinary shares for every 7 ordinary shares held, we have the Bank's authorization to issue a "Letter of Going Concern" to Kairos Capital Limited in connection with our audit of the Bank's financial statements for the year ended 31 December 2019.

Our audit for the financial statements of the Bank for the year ended 31 December 2019 was conducted in accordance with International Standards on Auditing, the objective of which is to express an opinion whether the financial statements, which are the responsibility and representations of management of the Bank, present fairly, in all material respects the financial position, the financial performance and cash flows of the Bank in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB) and in a manner required by the Companies and Allied Matters Act, 2020, Laws of the Federation of Nigeria, 2004, the Banks and Other Financial Institutions Act, B3 the Financial Reporting Council Act No. 6, 2011 and relevant Central Bank of Nigeria Circulars.

Under those standards, we have the responsibility, within the inherent limitations of the auditing process, to plan and perform our audit to obtain reasonable assurance of detecting errors and fraud that are material to the financial statements and to exercise due care in the conduct of the audit.

The concept of selective testing of the data being audited, which involves judgement regarding both the nature, timing and extent of the procedures to be performed and the areas to be tested, has been generally accepted as a valid and sufficient basis for an auditor to express an opinion on financial statements. Thus, audits, based on the concept of selective testing, are subject to the inherent risk that material errors or fraud, if they exist, will not be detected.



In addition, an audit does not address the possibility that material errors or fraud may occur in the future. Please confirm your agreement with the foregoing by signing and dating a copy of this letter and returning it in the enclosed self-addressed, stamped envelope.

Yours faithfully,

[Handwritten signature]

Oluwasayo Elumaro

Partner, Ernst & Young

Lagos, Nigeria.

Accepted:

[Handwritten signature]

Abbey Mortgage Bank Plc

By *[Handwritten signature]*

Title *[Handwritten signature]*

Date *[Handwritten signature]*

Kairos Capital Limited

By *[Handwritten signature]*

Title *[Handwritten signature]*

Date *[Handwritten signature]*

Document witnessed by me this 11th day of December 2020

BEN. EDECHIME ESQ
LL.B (Hons), BL
VERITAS CHAMBERS
SOLICITORS, ADVOCATES &
NOTARIES PUBLIC
41, Ahmadu Bello Way, Surulere Lagos, Nigeria
SIGN *[Handwritten signature]* DATE 11/12/20



10. LETTER FROM THE DIRECTORS ON THE GOING CONCERN STATUS



The Directors,
Kairos Capital Limited,
5th Floor, Elephant House,
214 Broad Street,
Lagos.

ABBEY MORTGAGE BANK PLC.
Head Office: 23, Karimu Kotun Street
Victoria Island, Lagos

Tel: 234-1- 9035 700, 7911 025
eMail: enquiries@abbeymortgagebank.com
Website: www.abbeymortgagebank.com

7th August, 2020

Dear Sirs,

CONFIRMATION OF GOING CONCERN STATUS – ABBEY MORTGAGE BANK PLC

The Board of Abbey Mortgage Bank Plc is accountable and responsible for the performance and operations of Abbey Mortgage Bank Plc (“the Bank”). Specifically, and in line with the provisions of the Companies and Allied Matters Act (CAP C20, LFN 2004), the Directors owe the Bank a duty of care and must, at all times, act in the best interest of the Bank’s employees and all other stakeholders.

The Board of Directors is also responsible that all resources - and in particular, the human, material and financial resources – are efficiently deployed towards attaining the set goals and objectives of the Bank. The Directors are jointly and severally liable for the activities of the Bank and the Board is also responsible for ensuring strict adherence to the Code of Governance.


The Directors are required to prepare financial statements at the end of each financial period, which give a true and fair view of the Bank’s state of affairs and of the profit and loss for the relevant accounting period. They are also responsible for ensuring that proper accounting records are maintained, and steps are taken to prevent and detect fraud and other irregularities. The Directors are also responsible for selecting suitable accounting policies and applying them on a consistent basis, making judgements and estimates that are prudent and reasonable. The applicable International Financial Reporting Standards have been followed and Abbey Mortgage Bank’s financial statements are prepared using accounting policies which comply with the Generally Accepted Accounting Standards in Nigeria, the Companies and Allied Matters Act (CAP C20, LFN 2004) and the Financial Reporting Council of Nigeria Act 2011.

The Directors of Abbey Mortgage Bank Plc consider that adequate resources will exist for the business to continue in operational existence for the foreseeable future, having made appropriate enquiries and reviewing budgets, projecting cash flow and other relevant information.

Yours faithfully,

FOR: ABBEY MORTGAGE BANK PLC


MR. MADU HAMMAN
AG. MANAGING DIRECTOR/CEO


GEOFF AMAGHEREONU ESQ.
COMPANY SECRETARY/LEGAL ADVISER

Chairman: Chief Ifeanyi Chukwu Boniface Ochonogor
Directors: Mrs. Rose Ada Okwechime (Managing), Mr. Madu Hamman (Executive) Mazi Emmanuel K.O. Ivi, AVM Oluferanmi Segun (Rtd.), Bernard Okunragba
Independent Directors: High Chief Samuel A. Oni, Mr. Uzochukwu E. Odunukwe



11. ABOUT ABBEY MORTGAGE BANK PLC

OVERVIEW OF ABBEY

Abbey Mortgage Bank Plc a public limited liability Bank incorporated and registered in Nigeria on 26 August 1991. The Bank obtained its license to operate as a mortgage bank on 20 January 1992 and commenced business on 11 March 1992. It was later converted to a public limited liability company in September 2007. On 21 October 2008, the Bank became officially listed on the Nigerian Stock Exchange.

The principal activities of the Bank are the provision of mortgage services, financial advisory, and real estate construction finance.

For the earlier years of its operations, the Bank specialized in funding small and medium size businesses. In the last few years, the Bank has started to implement a mortgage financing strategy in line with its strategic vision to become “the number one mortgage service provider in Nigeria”. The Bank currently has 116 (2019: 111) staff in ten (10) branches and the Head Office.

Abbey’s professional affiliation/memberships include:

- Mortgage Banking Association of Nigeria (MBAN).
- African Union of Housing Finance (AUHF).

Abbey Mortgage Bank Plc is a Primary Mortgage Bank which operates under the supervision of the Central Bank of Nigeria. Our business involves providing banking services in personal savings and investments, mortgage services, cash management, specialized banking, deposit and funds management, children and school account services, real estate amongst others.

We are also an accredited Primary Mortgage Bank for the National Housing Fund (NHF) and a subscriber to the recently created Nigerian Mortgage Refinance Company Plc (NMRC).

BUSINESS SEGMENTS

Abbey Mortgage Bank Plc is the premier Primary Mortgage Bank in Nigeria. At Abbey, we understand that investment means different things to different people. That’s why we offer a wide range of banking products and services to our esteemed customers.

Retail Banking Retail Services offered include:

- Abbey Popular Savings
- Abbey EasySave
- Abbey EasySave Plus
- Abbey Home Account
- KidzSave
- Children Savings
- Abbey Cash Management Account (ACMA)
- Fixed Deposits
- Call Accounts

Wholesale Banking

Abbey understands that a business unit should serve a wide range of client’s requirements. As a result, we have made a customer-focused solution that adds value to customer’s investment, these solutions include: Hi-Fund, Certificate of Deposits, Fixed Deposits, and Strict Call. Wholesale services offered include the following:

- Abbey Cash Management Account (ACMA);
- Abbey Certificate of Deposit (Abbey COD);
- Abbey Housing Investment Fund (Hi-Fund);
- Fixed Deposits; and

- Call Account

Mortgage Banking

Abbey offers a wide range of mortgage products and services at both the wholesale and retail levels such as:

1. Lending and Mortgages (Wholesale)
 - Corporate Mortgages
 - Real Estate Development
 - School Loan
 - Mortgage and Administration Scheme
2. Lending and Mortgages (Retail)
 - Personal Mortgage
 - Staff Housing Loan
 - Equity Release
 - National Housing Fund (NHF)
 - Personal Loan and Consumer Finance
3. Mortgage Education

Electronic Banking

Our products put banking at your fingertips and gives you secure access to your finances quickly and easily anytime anywhere. E-Banking Services include:

- Abbey Cards - Abbey Debit Card
- Classic Prepaid Card
- Reflect Yourself Card
- USSD Banking

12. PROFILE OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

15.1 BOARD OF DIRECTORS

MAZI EMMANUEL KANU OKORAFOR IVI - CHAIRMAN

Mazi Emmanuel Kanu Okorafor Ivi has over 30 years post-graduation working experience. He served as a Senior Accountant with Texaco Overseas Nigeria Petroleum Company (TOPCCON) in charge of PP & E and later Joint Venture Operations including foreign cash call matters (Treasury services) 1981-1986. He was Head of Finance/Corporate Treasurer/Director at Swiss Nigeria Chemical Company Limited from 1986 to 1996.

Before joining Abbey Mortgage Bank Plc as a Director, he was and still is the Chairman/CEO of Target International Limited based in Apapa, Lagos 1997. He is a Director in many other companies including Oculus Pharmacare Limited. Mazi Ivi holds a B.Sc. in Accountancy [1980] and Executive MBA from the University of Lagos 1986-1989. He is a fellow of the Institute of Chartered Accountants of Nigeria 1994 and an Associate Member of the Chartered Institute of Taxation, Nigeria, 2003

MR. MADU HAMMAN- MANAGING DIRECTOR

Mr. Hamman holds a Bachelor's degree in Geography from the University of Maiduguri 1978-1982, Master of Business Administration (MBA) from the Federal University of Technology Akure 1999-2001 and an alumnus of IMD Lausanne 2017. He is a Senior Honorary member of the Chartered Institute of Bankers of Nigeria, 2014. He has 34 years banking experience in Mortgage and credit analysis, banking operations, Business development, business support services and human resource management.

Mr. Hamman is currently the acting Managing Director, at Abbey Mortgage Bank Plc. He is a mortgage and business development expert with career spanning financial institutions such as the African International Bank (former BCCI) 1983-1991, rising through the ranks to a senior management position before joining the corporate banking department of the New World Merchant Bank in 1991-1992 and subsequently ABBEY as a pioneer staff and Head, Research and planning Department 1992. He subsequently headed the HR, Corporate Resources and was Executive Director (Finance and Administration).

He anchored and directed the planning, integration and implementation of projects such as Orbit, the core banking application that Abbey used for about 10 years. He coordinated activities of foreign private investors and FDI's from due diligence to funding as well as project justification for a long-term loan sourcing from the international market to fund mortgage and housing developments. He coordinates all the work functions in ABBEY.

Mr. Hamman has attended several courses in management, strategy, leadership and corporate governance locally and offshore.

AIR VICE MARSHAL OLUFEMI SOEWU

Air Vice Marshal Abiodun Olufemi Soewu (Rtd) graduated from the Nigerian Defense Academy and the Royal Air force College, UK in 1973 and 1976 respectively. He also attended the administrative Staff College (ASCON), Badagry and University of Ibadan where he graduated with a certificate in Personnel Management and Master's in Strategic Studies in 1982 and 2001 respectively.

He had a distinguished working career in the Nigerian Air Force. AVM Soewu (Rtd) occupied very prominent military positions at the Nigeria Defense Academy, Military Assistant to the Lagos State Military Governor (1984-1986), Project Coordinator, Nigerian Air Force Computerization Project (1989-1990) and Commander Nigerian Air Force, Makurdi (2001-2003) amongst others.

A fellow of the National War College, Abuja 2000-2001 and the Command and Staff College, Jaji, Kaduna State, 1989-1990 AVM Soewu retired as secretary to the Nigerian Air Force in 2006. A versatile administrator per excellence, AVM Soewu (Rtd.) sits on the board of many other companies.

PROFESSOR MARIUS NNANNA UMEGO

A Professor of Geophysics, Professor Marius is a graduate of the University of Ibadan where he obtained a BSc in Physics between 1972-1974, bagged his MSc in Applied Geophysics from Ahmadu Bello University (ABU) in 1978 and attained his PHD in Geophysics from ABU in 1990. He is a prolific academic and author of many books and articles published in reputable journals. He is also a member of many professional bodies both locally and internationally including Fellow of International Programme in Physical Sciences, Uppsala, Sweden and fellow of the Nigerian Institute of Physics

MR. NONSO MICHAEL OKPALA

He is a visionary and entrepreneur and currently the Group Managing Director of the VFD Group Plc – a financial services holding company with interests in foreign exchange, debt investment, international remittances, and payment business. His competencies include corporate finance, business strategy, project management and financial reporting, credit management and budgeting/ budgeting control. He is a Chartered Accountant. He obtained his BSc in Marketing from the University of Nigeria. He started his career with KPMG as Senior Auditor between 2004 to 2008. He joined BGL PLC as Special Assistant to the ED, Capital Markets between 2008 to 2010 where he was till he moved to Heirs Holdings Limited as CFO between 2010 to 2015.

BRIGADIER GENERAL JOHN OLORUNFEMI OBASA (RTD)

He is a well decorated retired Brigadier General of the Nigerian Army, who held various command positions spanning over 30 years since joining the Nigerian Army in 1979. He started as an instructor at the Nigeria Military School, Zaria in 1989 among other positions he held till he rose to the position of Director for the Research and Development of the Defence Industries Corporation Kaduna in 2014, Director, Nigerian Army Archives Kaduna in 2015 and subsequently Director Nigerian Army Resource Centre Abuja in 2017. He obtained his BSc in Biochemistry from the University of Ilorin 1985 and MSC in Geographic Information System from the University of Ibadan.

Brigadier-General Obasa (Rtd.) is a frequent public speaker and major influencer on the improvement of education in the Nigerian Army and Nigeria at large. He published the Principles and Practices of Supervision in Schools in 2013 and was editor of the Nigerian Army Resource Centre Digest in 2018.

MR. OLADIPUPO AYODELE ADEOYE

He started his career with Access Bank PLC, Nigeria in 2006 till 2011 as the Head, Fixed Income Trader. He then moved on to Heirs Holdings Group, Nigeria as the Head, Fixed Income/Fund Management in 2011 till 2015. Following which, he progressed in his career with United Bank for Africa, Nigeria as the Head (Manager), Fixed Income Trading in 2015 till 2018. In 2018, he joined VFD Group PLC as the Group Treasurer and holds this position till date. He holds a B.Eng. in Civil Engineering (2004) from the Federal University of Technology, Akure, Nigeria.

He is a Chartered Alternative Investment Analyst and a Chartered Financial Analyst.

MR. MOBOLAJI ADEWUMI

He is an experienced professional with deep financial services industry. He possesses extensive working knowledge of the sub-Saharan Africa. He obtained his MBA (specializing in Finance) from Judge Business School, University of Cambridge, UK and his BSc in Management and Accounting from the Obafemi Awolowo University, Ile-Ife. He became a Chartered Accountant (ACCA) in 2007. He worked for KPMG as Audit Senior between 2006 to 2009 before joining UBA in 2009 to 2011 where he worked in various capacities. He also worked for Africa Finance Corporation, Egon Zehnder International London Office and Fairtrade International before joining Aso Savings and Loan Plc as Special Adviser to the MD/CEO & Head, Strategy between 2012 to 2015. He later moved to First Bank of Nigeria Limited where he was Special Assistant to the MD/CEO between 2016 to 2019

HIGH CHIEF SAMUEL ONI

High Chief Oni is a Fellow of both the Association of Certified and Chartered Accountants London 1980 and the Institute of Chartered Accountants of Nigeria. He holds a Bsc in Accounting from The Polytechnic Ibadan, 1978 and an MBA degree in Finance from the University of Ilorin in 1990.

He started his professional career as Principal Accountant at Defense Industries of Nigeria in 1979. In 1982, he joined Kwara Breweries as Chief Accountant, from where he joined a World Bank Project, Kwara State Agricultural Program as Financial Controller. He transferred his Services to the Central Bank of Nigeria in 1993 as Assistant Director. Upon the completion of several on-the-job training sessions in and outside Nigeria, he was given the role of Team Leader for on-site examination of both commercial and merchant banks.

He successfully led many teams to various banks for routine, maiden and special examinations. His reports received several commendations from the management of CBN. In recognition of his hard work and diligence, he was promoted to Deputy Director in 1998. In April 2004, he was appointed Director of Bank Examination, a position he held till 2009 when he was appointed Director of Banking Supervision. He was also Chairman of the Committee set up by the CBN to midwife the establishment of Asset Management Corporation of Nigeria (AMCON). High Chief Oni retired from CBN in 2011. Since then he has been in private business and consultancy services. He also sits on the Board of United Bank for Africa Plc.

His core competences include risk management, audit, regulatory compliance and corporate governance.

15.2 MANAGEMENT TEAM

MR. GEOFF AMAGHEREONU – COMPANY SECRETARY/LEGAL ADVISER

A quintessential corporate attorney with a passion for excellence, Mr. Geoffrey was admitted to the Nigeria Bar in 1987. He has had a prodigious experience in contentious advocacy and corporate law practice. He was the Deputy Head of Chambers in Messrs. S. A Shitta-Bey & Co. an upscale law firm from 1987 – 1995 on Broad Street, Lagos.

He has headed the corporate and legal advisory secretariat of Abbey Mortgage Bank PLC, the premier largest non-aligned mortgage bank in Nigeria for 23 years. He was actively involved in the transformation relaunch of the Company which has firmly established it as a top brand and market leader in Nigeria. In the course of his job of overseeing all the Company's legal, regulatory and compliance architecture, he has added immense value to the organisation, his mastery of complex legal matters assisted in the crystallization of direct foreign investments in Abbey by Africinvest of Tunisia, Shelter Afrique of Kenya and FMO of the Netherlands.

Mr. Amaghereonu served as a member of the Committee of the Mortgage Banking Association of Nigeria set up in 1996 to make recommendations to the Federal Mortgage Bank of Nigeria for the improvement of the operations of Primary Mortgage Bank and the overhauling of the National Housing Scheme.

MR. EMMANUEL ALAGBE – HEAD, ENTERPRISE RISK MANAGEMENT

With over 31 years post qualification experience in Banking, Management Consulting, Staff Training & Development, Financial Performance Management, Auditing and Risk Management. He became qualified as Chartered Accountant (ACA) in 1987 and obtained HND (Accountancy) from Lagos State Polytechnic in 1987. He became a Fellow of the Institute of Chartered Accountants of Nigeria (FCA) in 2000, an Associate of the Chartered Institute of Taxation of Nigeria (ACTI) in 1999 and registered with The Financial Reporting Council of Nigeria in 2015 as an Accounting Professional.

He presently works at Abbey Mortgage Bank Plc as AGM/Head, Enterprise Risk Management/ALM and has been on this role since May 2014 till date. While at Abbey Mortgage Bank Plc, he held various positions such as AGM/Head, Asset &

Liability Management from June 2009-Apr 2014, Principal Manager/Head, Internal Audit from March 2007- May 2009. While at Finacorp Building Society Ltd, he held the position of Head, Banking Services Division from 2005 - Feb 2007, and as Head, Internal Control between 2000-2005. He worked in other places including: Kayode Jayeola & Co. Partners (1999 – 2000), Olusola Faleye & Associates Consultant (1997 – 1999), Kayode Jayeola & Co. as Audit Manager (1992 – 1997), Nigeria Merchant Bank Plc as Senior Credit Analyst (1989 – 1992), WEMA Bank Plc as Assistant Manager (1988 – 1989) and Obasanjo Farm Nig. Limited as Accountant (NYSC) 1987 – 1988.

MRS. LOLITA EJIOFOR – HEAD, BUSINESS SYSTEMS REVIEW & COMPLIANCE

With over 15 years’ experience, Mrs. Ejiofor has a wealth of experience in the Financial Services sector. She obtained her Bachelor’s degree in Business Administration from Huron University in 1995 and a Master’s in Information Management and Finance from University of Westminster in 1997.

She joined Topac Enterprises as a Business Development Executive in 1997, moved to standard Chartered Bank as a financial services specialist in 1998, then moved to Lombard Finance in 1999 (Societe Internationale de Telecommunications Aeronautiques) getting promoted from pricing coordinator to junior project manager. She joined Fujitsu Services UK in 2006 and rose to senior project manager until her exit from the firm in 2013.

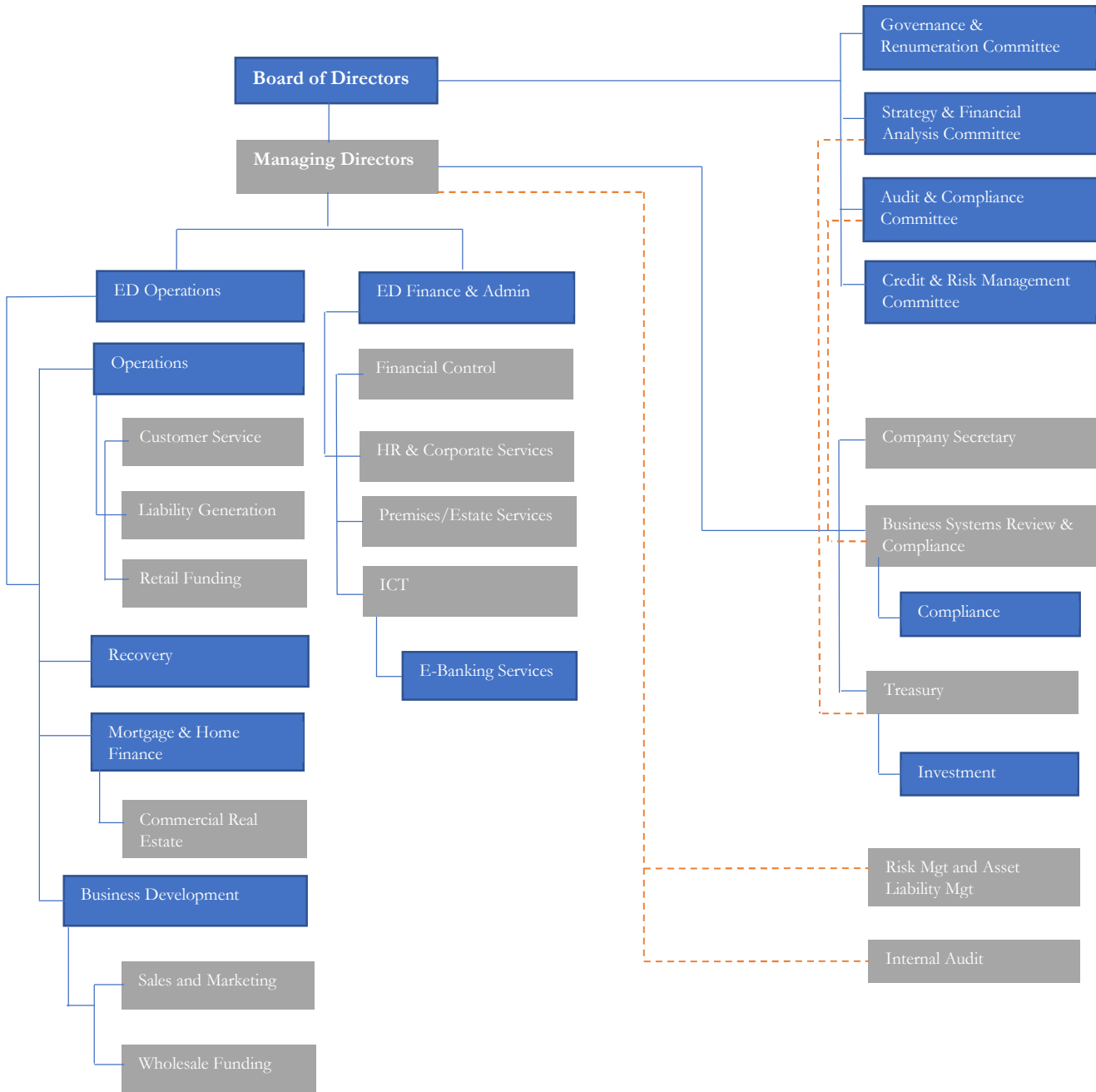
She is a member of the association of Project Management (2005) and a Practitioner Member of Project Management Academy (2009).

MR. ABIODUN LASISI – HEAD, LOAN MONITORING & RECOVERY

A fellow of the Chartered Institute of Bankers (2009), Mr. Abiodun Lasisi graduated from the University of Lagos in 1994 where he studied Accounting. He obtained a master’s degree in Business Administration at the prestigious Obafemi Awolowo University in 2001.

He joined Union Bank of Nigeria in 1986 as a banking officer and got promoted to an inspection officer in 1994. He later got promoted to the Head of the Fraud Investigation and Prevention Unit. He became a senior branch manager at First Inland Bank between 2003 and 2007. He is also a member of the Associate Chartered Institute of Bankers – 1992.

15.3 ORGANOGRAM OF ABBEY MORTGAGE BANK PLC



13. FINANCIAL SUMMARY

16.1 STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	UNAUDITED			AUDITED		
	Q2 2020	2019	2018	2017	2016	2015
INCOME STATEMENT (₹'000)						
Interest income	693,988	1,124,745	1,150,382	1,255,698	960,867	1,099,676
Interest expense	(247,471)	(487,657)	(485,456)	(490,754)	(344,405)	(436,519)
Net Interest Income	446,517	637,088	664,926	764,944	616,462	663,157
Fees and Commission Income	9,566	235,986	139,576	121,212	213,148	160,185
Net gains on financial assets at fair value through profit or loss	-	-	26,000	-	-	-
(Loss)/Profit on disposal of non-current assets held for sale	(150)	(13,796)	6,009	1,902	13,494	24,507
Other Operating Income	11,263	27,444	67,072	31,157	31,412	30,462
Total Operating Income	467,196	886,722	903,583	919,215	874,516	878,311
Credit Loss Expense	(214,090)	(79,558)	(566,743)	(167,938)	(101,786)	(54,169)
Net Operating Income	253,106	807,164	336,840	751,277	772,730	824,142
Personnel Expenses	(160,171)	(309,319)	(334,294)	(353,506)	(387,431)	(412,461)
Depreciation	(31,538)	(47,006)	(43,058)	(51,749)	(61,693)	(65,900)
Amortisation	(3,173)	(13,151)	(16,010)	(17,807)	(22,096)	(18,956)
Other Operating Expenses	(304,282)	(489,577)	(579,958)	(506,122)	(435,953)	(554,097)
Total Operating Expenses	(499,164)	(859,107)	(973,320)	(929,184)	(907,173)	(1,051,414)
(Loss)/Profit before income tax	(246,058)	(51,943)	(636,480)	(177,907)	(134,443)	(227,272)
Income Tax (Expense)/Benefits	(3,574)	(10,693)	(29,039)	(34,468)	(33,554)	282,766
(Loss)/profit for the year	(249,632)	(62,636)	(665,519)	(212,375)	(167,997)	55,494
Other Comprehensive Income	-	-	-	-	-	-
Total Other Comprehensive Income for the year net of Tax	(249,632)	(62,636)	(665,519)	(212,375)	(167,997)	55,494
Loss per share attributable to equity holders	(8)	(1.49)	(15.85)	(5.06)	(4.00)	1.32

16.2 STATEMENT OF FINANCIAL POSITION

(₹'000)	UNAUDITED			AUDITED		
	Q2 2020	2019	2018	2017	2016	2015
ASSETS						
Cash on hand	7,971	785	986	2,687	11,037	3,671
Cash balances with Central Bank	128,463	128,463	116,337	115,507	101,046	101,046
Due from Banks	4,976,496	1,831,405	766,997	782,007	896,009	1,304,714
Loans and Advances	7,774,579	7,738,141	7,288,241	7,458,506	6,900,080	7,103,478
Financial Investments – Equity Instrument at FVTPL	258,778	258,778	258,778	207,500	207,500	202,500
Financial Investments – Securities at amortised cost	-	648,316	-	-	336,163	-
Other Assets	496,462	213,188	81,834	64,128	417,583	285,573
Property and Equipment	1,085,940	1,094,520	1,060,278	1,084,748	1,133,787	1,178,750
Intangible Assets	8,341	11,515	21,466	32,176	45,583	59,823
	14,737,030	11,925,111	9,594,917	9,747,259	10,049,111	10,239,555
Non-Current assets held for sale	306,681	334,681	2,368,626	2,493,564	2,403,663	2,539,761
Total Assets	15,043,711	12,259,792	11,963,543	12,240,823	12,452,774	12,779,316
LIABILITIES AND EQUITY						
Deposits from customers	6,936,821	6,340,597	5,898,319	5,356,098	5,328,649	5,361,393
Current income tax payable	31,556	27,982	32,289	37,434	57,720	87,326
Other liabilities	272,817	170,638	216,320	232,492	205,352	188,020
Borrowings	-	-	5,712	14,670	24,245	112,049
Due to National Housing Fund	319,410	325,835	353,527	374,237	398,541	424,264
Total Liabilities	7,560,604	6,865,052	6,506,167	6,014,931	6,014,507	6,173,052
EQUITY						
Share Capital	3,230,769	2,100,000	2,100,000	2,100,000	2,100,000	2,100,000
Share Premium	4,084,356	2,877,126	2,877,126	2,877,126	2,877,126	2,877,126
(Accumulated Losses)/Retained Earnings	(2,156,412)	(2,097,353)	(1,328,039)	(191,496)	193,676	526,626
Statutory Reserve	298,440	298,440	298,440	298,440	298,440	298,440
Regulatory Risk Reserve	2,025,954	2,216,527	1,509,849	1,141,822	969,025	804,072
Total Equity	7,483,107	5,394,740	5,457,376	6,225,892	6,438,267	6,606,264
Total Liabilities and Equity	15,043,711	12,259,792	11,963,543	12,240,823	12,452,774	12,779,316

16.3 STATEMENT OF CASH FLOWS

(₹'000)	UNAUDITED Q2 2020	2019	2018	AUDITED 2017	2016	2015
Cash flow from operating activities:						
Loss before income tax	(246,058)	(51,943)	(636,480)	(177,907)	(134,443)	(227,272)
Adjustment for non-cash items	248,395	121,305	627,164	259,032	171,596	133,217
Cash flows from operating activities before changes in working capital	2,337	69,362	(9,316)	81,125	37,153	(94,055)
Change in operating assets	(533,802)	(674,327)	(519,404)	(562,028)	(50,721)	(626,832)
Change in operating liabilities	691,978	368,904	505,339	30,285	(41,135)	175,195
Loss/(Gain) from investing activities	(1,055)	10,604	(60,064)	(2,102)	(14,659)	(24,507)
Income Tax Paid	-	(15,000)	(29,729)	(43,777)	(49,659)	(37,163)
Net cash flows used in operating activities	159,458	(240,457)	(113,174)	(496,497)	(118,456)	(607,362)
Cash flows from investing activities:						
Purchase of intangible assets	-	(3,200)	(5,300)	(4,400)	(7,855)	(11,766)
Proceeds on disposal of non-current asset held for sale	27,850	2,065,400	130,947	22,000	151,091	547,900
Refund to customer for returning non-current asset formerly sold	-	(45,251)	-	-	-	-
Proceeds on disposal of property and equipment	1,207	3,192	55,648	200	600	-
Purchase of property and equipment	(19,055)	(73,495)	(71,459)	(2,712)	(16,733)	(8,849)
Acquisition of right of use assets	(3,904)	(6,269)	-	-	-	-
Purchase financial assets designated at FVTPL	-	-	-	-	-	-
Proceed/(Purchase) financial assets designated at amortised cost	-	(630,001)	-	368,632	(322,368)	-
Liquidation of financial assets designated at amortised cost	648,722	-	-	-	-	-
Net cash flows generated from investing activities	654,820	1,310,376	109,836	383,720	(195,265)	527,285
Cash flows from financing activities:						
Deposit for share	-	-	-	-	-	-
Proceeds from increase in share capital	2,337,999	-	-	-	-	-
Repayments of borrowings	-	(5,712)	(8,958)	(9,575)	(109,576)	(468,967)
Proceeds from additional borrowings	-	-	-	-	21,774	-
Net cash flows used in financing activities	2,337,999	(5,712)	(8,958)	(9,575)	(87,802)	(468,967)
Net increase/(decrease) in cash and cash equivalents	3,152,277	1,064,207	(12,296)	(122,352)	(401,523)	(549,044)
Net foreign exchange difference	-	-	-	-	184	49
Cash and cash equivalents at beginning of year	1,831,940	767,733	780,029	906,796	1,308,135	1,857,130
Cash and cash equivalents at end of year	4,984,217	1,831,940	767,733	784,444	906,796	1,308,135

14. STATUTORY AND GENERAL INFORMATION

17.1 INCORPORATION AND SHARE CAPITAL HISTORY

Abbey Mortgage Bank Plc was incorporated in Nigeria as a private limited liability company on 26 August 1991 as Abbey Building Society Limited and obtained its license to operate as a mortgage bank on the 20th of January 1992. The Bank commenced business on 11th of March 1992 and later converted to a public limited liability company in September 2007. On the 21st of October 2008, the Bank became officially listed on The Nigerian Stock Exchange. Following the approval of CBN on the 17th of September 2013, and the approval of the Corporate Affairs Commission of Nigeria on the 16th of January 2014, the Bank changed its name from Abbey Building Society Plc to Abbey Mortgage Bank Plc.

17.2 PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal business of the Bank continues to be the provision of mortgages and banking services to individuals and corporate organizations. Specifically, Abbey's service offering includes; conventional savings, current and other retail banking services; deposit and funds management; personal loans; real estate and mortgage services; children and school account services; syndicated project development and financing; and collaborative business ventures that brings convenience to its stakeholders.

Abbey is also an accredited primary mortgage bank (PMB) for the National Housing Fund (NHF) and a subscriber to the Nigeria Mortgage Refinance Company Plc (NMRC).

17.3 SHARE CAPITAL HISTORY

DATE	AUTHORISED		ISSUED AND FULLY PAID		CONSIDERATION
	INCREASE (₦)	CUMMULATIVE (₦)	INCREASE (₦)	CUMMULATIVE (₦)	
1991		5,000,000		5,000,000	CASH
1992	10,000,000	15,000,000	10,000,000	15,000,000	CASH
1992	15,000,000	30,000,000	NIL	15,000,000	
1994	20,000,000	50,000,000	15,000,000	30,000,000	CASH
1996	NIL	50,000,000	20,000,000	50,000,000	CASH
1997	50,000,000	100,000,000	NIL	50,000,000	
1999	NIL	100,000,000	20,000,000	70,000,000	CASH
1999	NIL	100,000,000	8,000,000	78,000,000	BONUS
2000	100,000,000	200,000,000	22,000,000	100,000,000	BONUS
2001	NIL	200,000,000	85,000,000	185,000,000	CASH
2001	NIL	200,000,000	15,000,000	200,000,000	BONUS
2002	300,000,000	500,000,000	40,000,000	240,000,000	BONUS
2003	NIL	500,000,000	25,000,000	265,000,000	BONUS
2004	300,000,000	800,000,000	50,000,000	315,000,000	CASH
2004	NIL	800,000,000	20,000,000	335,000,000	BONUS
2005	200,000,000	1,000,000,000	25,000,000	360,000,000	BONUS
2006	500,000,000	1,500,000,000	140,000,000	500,000,000	CASH
2006	NIL	1,500,000,000	18,000,000	518,000,000	BONUS
2007	NIL	1,500,000,000	501,935,000	1,019,935,000	CASH
2008	2,000,000,000	3,500,000,000	1,080,065,000	2,100,000,000	CASH
2020	2,500,000,000	6,000,000,000	1,130,769,000	3,230,769,000	CASH

17.4 SHAREHOLDING STRUCTURE

The authorized Share Capital of the Bank is ₦6,000,000,000 comprising 12,000,000,000 Ordinary Shares of 50 Kobo each. The Bank's issued and fully paid-up Share Capital is ₦3,230,769,231 made up of 6,461,538,462 Ordinary Shares of 50 Kobo each. Nigerian citizens and associations held all the ordinary shares of the Bank as at June 30, 2020.

No other individual shareholder held more than 5% of the paid-up share capital of the Bank as at 30th of June 2020 except the following:

Shareholder	No. of Shares	Percentage of Shareholding
VFD Group Plc	2,275,538,462	35.22%
Madonna Ashib Comm. Enterprise Limited	1,068,622,674	16.54%
Forte Properties & Investment Limited	1,021,611,013	15.81%

17.5 DIRECTORS' INTEREST

The interests of the Directors in the issued share capital of the Bank as recorded in the Register of Directors' Shareholding as at 30 June 2020 are as follows:

	Name of Directors	30th June, 2020		30th June, 2019	
		No of Shares	Percentage Holding	No of Shares	Percentage Holding
1	Mr. Madu Hamman	839,170	0.01	839,170	0.02
2	Mazi Emmanuel Kanu Ivi	86,642,341	1.34	86,642,341	2.06
3	AVM Olufemi Soewu	50,717,076	0.78	50,717,076	1.21
4	Geoff Amaghereonu Esq.	471,600	0.007	Nil	Nil
5	High Chief Samuel. Oni	Nil	Nil	Nil	Nil
6	Mr. Oladipupo Ayodele Adeoye	Nil	Nil	Nil	Nil
7	Mr. Mobolaji Adewumi	Nil	Nil	Nil	Nil
8	Brigadier General John Olurunfemi Obasa	Nil	Nil	Nil	Nil
9	Mr. Nonso Okpala	Nil	Nil	Nil	Nil
10	Professor Marius Nnnanna Umego	Nil	Nil	Nil	Nil
Total Directors' Shareholdings		138,670,187	2.137%	138,198,587	3.29%

17.6 STATEMENT OF INDEBTEDNESS

As at September 15, 2020, Abbey had no outstanding debentures, mortgages, loans, charges or similar indebtedness or material contingent liabilities or other similar indebtedness, other than those incurred in the ordinary course of business.

17.7 STATEMENT ON CLAIMS AND LITIGATION

As at 21 September 2020, Abbey Mortgage Bank Plc in its ordinary course of business is involved in twenty-six (26) litigations. Twenty-four (24) of these were instituted by Abbey while two (2) were instituted against Abbey. The aggregate amount claimed in the cases instituted by Abbey is estimated at ₦873,948,015.82 (Eight Hundred and Seventy-Three Million, Nine Hundred and Forty-Eight Thousand and Fifteen Naira Eighty-Two Kobo).

The aggregate amount claimed against Abbey is estimated at ₦150,000,000 (One Hundred and Fifty Million Naira only).

The Solicitors to the Issue are of the opinion that there are no material litigations/claims against Abbey in the aforementioned cases that will have any material adverse effect on the Rights Issue. The Solicitors are also not aware of any other pending and/or threatened claim or litigation, which may be material to the Rights Issue.

17.8 COST AND EXPENSES

The total cost and expenses of this Issue, including fees payable to SEC and the NSE, professional parties, and printing and distribution expenses are estimated at ₦58,590,229.60 representing 1.94% of the gross proceeds of the Issue.

17.9 RISK

- a) **Regulatory Risk:** This is the risk arising from a change in regulations in any taxation and accounting pronouncements or specific industry that pertains to the business of the Bank.
- b) **Legal Risk:** This is the risk that the Bank will be exposed to contractual obligations which it has not made provisions for.
- c) **Credit Risk:** Banks provide loan facilities to individuals, corporations, which involve significant levels of risks that may result in non-performing loans.
- d) **Market Risk:** The bank is currently quoted on the Nigerian Stock Exchange and as a quoted Company, the share price of Abbey may be subject to price volatility resulting in a decline in the demand and price of the Bank's shares due to adverse developments that may not be related to the performance of the Bank.
- e) **Environmental Risk:** The environmental risk is associated with the hazards relating to the Banks' premises arising from changes in the climate and non-compliance to safety and other environmental standards and procedures.
- f) **Liquidity Risk:** Liquidity risk is the risk that the Bank may encounter in meeting its short-term financial commitments

17.10 RELATIONSHIP BETWEEN ISSUER AND THE PROFESSIONAL PARTIES

As at the date of this Rights Circular, there is no relationship between Abbey and the Professional Parties except in the ordinary course of business.

17.11 RESEARCH AND DEVELOPMENT

As at the date of this Rights Circular, the bank has not expended any amount on Research & Development in the last three (3) years.

17.12 MERGERS AND ACQUISITION

As at the date of this Rights Circular, the Company is not aware of any investor trying to acquire a majority stake in the Company, nor is the Company actively seeking to acquire a majority stake in another entity. No merger or any form of acquisition has taken place in the bank over the years.

17.13 MATERIAL CONTRACT

A Vending Agreement between Abbey Mortgage Bank Plc and Kairos Capital dated 14th December, 2020 has been executed in connection with this Rights Issue. The company has however not entered into any other material contracts except in its ordinary course of business

17.14 RELATED PARTY TRANSACTIONS

An analysis of insider related credit granted to companies and individuals with whom the key management of the Bank are related or in which the key management have related interests are as stated below. Credit facilities were provided by the Bank to related parties on commercial terms. Loans and advances to related parties at the reporting date, which are all performing amounted to ₦190.2 million (December 2019: ₦249.1 million).

Below is a summary of related party transactions as at June 30, 2020.

Name of Borrower	Relationship with the Bank	Facility Type	Status	Nature of Security	Amount Outstanding Jun-20 (₦'000)	Amount Outstanding Dec-19 (₦'000)
Rosabon Investment Company	Bank's Chairman is majority shareholder and director of the Company	Working Capital	Performing	Equitable Mortgage/Cash	23,356	36,955
Infant Jesus Academy	Bank's MD/CEO is a director of the school	Mortgage Loan	Performing	Legal Mortgage	166,878	194,800
Chike Chiemeke	A brother to the Bank's MD/CEO	Mortgage Loan	Performing	Legal Mortgage	-	17,417
Total					190,234	249,172

17.15 CONSENTS

The following have given and not withdrawn their written consents to the Rights Circular with their names and reports (where applicable) included in the form and context in which they appear.

Directors:

Mazi Emmanuel Kanu O. Ivi (*Chairman*)
Mr. Madu Hamman, MD/*CEO*
AVM Olufemi Soewu (Rtd), *Non-Executive Director*
Professor Marius Nnnanna Umego *Non-Executive Director*
Mr. Nonso Michael Okpala *Non-Executive Director*
Brigadier General John Olurunfemi Obasa *Non-Executive Director*
Mr. Oladipupo Ayodele Adeoye *-Executive Director*
Mr. Mobolaji Adewumi *-Executive Director*
High Chief Samuel Oni, *Independent Director*

Company Secretary: Mr. Geoff Amaghereonu
Issuing House: Kairos Capital Limited
Solicitors to the Issuer: P.G.U Madu & Associates
Stockbrokers to the Issue: Anchoria Investment and Securities Limited
Registrars: Africa Prudential Plc
Auditors: Ernst & Young
Receiving Bank: United Bank for Africa Plc

17.16 DECLARATIONS

Except as otherwise disclosed in this Rights Circular:

- i. No Share of Abbey is under option or agreed conditionally or unconditionally to be put under option;

- ii. No commissions, discounts, brokerages or other special terms have been granted by Abbey to any person in connection with the issue or sale of any share of the Company
- iii. There are no founders, management or deferred shares or any options outstanding;
- iv. There are no material service agreements between Abbey and any of its directors and employees
- v. No Director of the Abbey has had any interest, direct or indirect in any property purchased or proposed to be purchased by the Company in the three years prior to the date of this Rights Circular; and
- vi. No Director of the Company is or has been involved in any of the following:
 - A petition under any bankruptcy or insolvency laws filed (and not struck out) against him/her or any partnership in which he/she was a partner or any company of which he/she is or was Director or key personnel;
 - A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; and
 - The subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him/her from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business or activity.

17.17 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the office of Kairos Capital Limited, 214 Broad Street, Lagos Island, Lagos, during the normal business hours on any week-day (except public holidays), from 4th January, 2021 until 11th February, 2021.

- a. Certificate of Incorporation
- b. Memorandum and Articles of Association of the Bank
- c. Audited Financial Statement of the Bank for the years 2015, 2016, 2017, 2018 and 2019
- d. Unaudited financial statements for six months ended 30 June, 2020
- e. The Rights Circular issued in respect of the Issue
- e. Copy of Board resolution authorizing the Issue
- f. Copy of the shareholders' resolution authorizing the Issue
- i. Letters of Consents of all the parties to the Issue
- j. Material Contracts - Vending Agreement dated 14th December, 2020 between Abbey Mortgage Bank Plc and Kairos Capital Limited in connection with the Rights Issue
- k. A copy of SEC letter approving the Issue
- l. Letter of Approval from NSE

15. PROVISIONAL ALLOTMENT LETTER

8 October, 2020

RIGHTS ISSUE OF 3,692,307,692 ORDINARY SHARES OF 50 KOBO EACH AT ₦0.82 PER SHARE BY ABBEY MORTGAGE BANK PLC

Dear Sir/Madam

1. **Provisional Allotment**

The letter dated 21 September 2020 from the Chairman, which is provided, on page 12 of the Rights Circular contains particulars of the Rights Issue now being made. The Directors have provisionally allotted to you the number of new shares set out on the first page of the enclosed Acceptance/ Renunciation Form, representing 4 new Ordinary Shares for every 7 Ordinary Shares registered in your name at the close of business on 8th October 2020. The new Ordinary Shares will rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

You may accept all or some of the shares allotted to you or renounce your rights to all or some of them. If you are accepting the provisional allotment in full, kindly complete box B of the Acceptance/ Renunciation Form, while if renouncing your rights partially or in full, kindly complete box C of the form. You may also apply for additional shares over and above your provisional allotment as described in below.

2. **Acceptance and Payment**

The receipt of payment with your Acceptance/ Renunciation Form will constitute an acceptance of all or part of this allotment on the terms of this letter, subject to the Memorandum and Articles of Association of the Company and the clearance of the Securities and Exchange Commission. If payment is not received by the close of the acceptance period, the provisional allotment will be deemed to have been declined and will be cancelled. You may participate in the Rights Issue through any of the following methods:

a) **Full Acceptance**

If you wish to accept this provisional allotment in full, please complete box B of the Acceptance/ Renunciation Form. The completed Acceptance/ Renunciation Form together with a cheque or bank draft for the full amount payable must be submitted to any of the Receiving Agents listed on page 35 of the Rights Circular not later than 11th February 2021. **The cheque or draft must be made payable to the Receiving Agent** and crossed “**ABBEY MORTGAGE BANK PLC RIGHTS**” with your name, address and mobile number written on the back of the cheque or draft. All cheques and drafts will be presented for payment on receipt and all Acceptance/ Renunciation Forms in respect of which cheques are returned unpaid for any reason will be rejected and returned via bank transfer.

Shareholders who wish to make payments electronically for their rights, should contact any of the Receiving Agents listed on page 35 of this Rights Circular for the transfer details.

Any payment value exceeding ₦10,000,000.00 (Ten million Naira) should be made via SWIFT, RTGS or NEFT into the designated account provided by the Receiving Agent. Such payment must include the subscriber's full name in the transfer instruction narrative: “**[FULL NAME OF SHAREHOLDER]'s PAYMENT FOR ABBEY MORTGAGE BANK PLC RIGHTS**”.

b) **Partial Acceptance**

To accept your provisional allotment partially, please complete box C of the Acceptance/ Renunciation Form and submit the completed Acceptance/Renunciation Form to any of the Receiving Agents listed on Page 35 of this document together along with full amount payable in respect of the number of shares you wish to accept. Payment should be made in as described above.

c) **Applying for Additional Shares**

This may be done by **completing items (ii) and (iii) of box B** of the Acceptance/ Renunciation Form. Payment should be made in accordance with paragraph 2(a) above. Shareholders who apply for additional shares using the Acceptance/Renunciation Form will be subject to the allotment process and may therefore be allotted less than the number of additional shares applied for.

3. **Payment:**

All payments should be made into the offer bank account provided below:

Account Name	Account Number	Bank
Abbey Mortgage Bank Plc Rights	1023401362	United Bank for Africa Plc (UBA)

4. **Trading in Rights on the NSE:**

The approval of The Exchange has been obtained for trading in the Rights of the Company. The Rights will be tradable throughout the offer period at the price at which the Rights are quoted on The Exchange. If you wish to trade your Rights, you may do so on the floor of The Exchange between these dates. Please complete item iii of box C of the Acceptance/Renunciation Form and contact your stockbroker for assistance. If you wish to purchase traded Rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing traded Rights. Any purchaser of Rights may also trade those Rights between these dates.

5. **Allotment of Additional Shares:**

Ordinary shares which are not taken up by the Offer Closing Date will be allotted on a pro-rated basis to shareholders who apply for additional shares i.e. all subscribers will be allotted equal proportion of the amount applied for according to the Rules and Regulations of the Securities and Exchange Commission.

6. **Subscription Monies:**

Acceptance/Renunciation Forms must be accompanied with the full amount due on acceptance All subscription monies will be retained in interest yielding bank accounts by the Receiving Bank.

7. **Surplus Application Monies:**

If any application for additional shares is not accepted or accepted for fewer shares than the number of shares applied for; the balance of the amount paid together with accrued interest will be returned by bank transfer within 5 (five) working days of allotment. Any electronic payment with a value exceeding ₦10 million would be made via RTGS or NEFT into the affected subscriber's bank account details stated on the Acceptance/Renunciation Form.

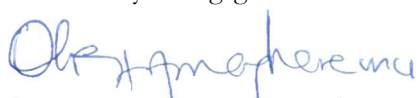
8. **Rounding Principle:**

The allocation of Rights Issue shares will be such that shareholders will not be allocated a fraction of a Rights Issue share and as such any shareholding giving rise to a fraction of less than one of a Rights Issue will be rounded to the nearest whole number.

9. **Settlement:**

The CSCS accounts of Shareholders will be credited immediately after allotment.

Yours Faithfully,
For: Abbey Mortgage Bank Plc



Geoff Amaghereonu. Esq
Company Secretary

16. RECEIVING AGENTS

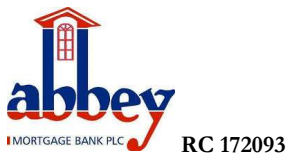
A copy of this Rights Circular has been forwarded to each of the Shareholders whose names appeared in the Company's Register of Members as at 8th October, 2020. The completed Acceptance forms together with a cheque, bank draft or evidence of payment via bank transfer for the full amount payable may be returned to any of the receiving agents listed below to whom brokerage will be paid at the rate of 0.5% of the value of shares allotted in respect of the Acceptance Forms bearing their official stamp.

Abbey Mortgage Bank Plc and the Issuing House, Kairos Capital Limited cannot accept responsibility for the conduct of any of the institutions listed below. Investors are therefore advised to conduct their own independent enquiries before choosing an agent to act on their behalf. Evidence of lodgment of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Issuing House, cannot give rise to a liability on the part of the Issuing House under any circumstance.

BANKS			
Access Bank Plc	First City Monument Bank Plc	Providus Bank	Union Bank of Nigeria Limited
Citi Bank Nigeria Limited	Globus Bank Limited	Stanbic IBTC Bank Limited	United Bank for Africa Plc
Diamond Bank Plc	Guaranty Trust Bank Plc	Standard Chartered Bank Nigeria Limited	Unity Bank Plc
Ecobank Nigeria Plc	Heritage Banking Company Limited	Sterling Bank Plc	Wema Bank Plc
Fidelity Bank Plc	Keystone Bank	SunTrust Bank Nigeria Limited	Zenith Bank Plc
First Bank Nigeria Plc	Polaris Bank	Titan Trust Bank Limited	
STOCKBROKERS AND OTHERS			
Absa Securities Nigeria Limited	FBC Trust & Securities Limited	Morgan Capital Securities Limited	Topmost Securities Limited
Afrinvest Securities Nigeria Limited	FBNQuest Securities Limited	Mountain Investment & Securities Limited	Tower Securities & Investment Coy. Ltd
Anchoña Investment & Securities Limited	FCSL Asset Mgt. Company Limited	Network Capital Limited	Trade link Securities Limited
Apel Asset Limited	Fidelity Finance Company Limited	Networth Securities & Finance Limited	Traders Trust & Investment Coy. Ltd
APT Securities & Funds Limited	Financial Trust Company Nigeria Limited	Newdevo Investment & Securities Limited	Transworld Investment & Securities Limited
ARM Securities Limited	Finmal Securities Limited	Nigerian International Securities Limited	Trust Yields Securities Limited
Arthur Stevens Asset Management Limited	First Integrated Capital Mgt. Limited	Nigerian Stockbrokers Limited	Transbanc Capital Management Limited
Associated Asset Managers Limited	FIS Securities Limited	Nova Finance & Securities Limited	Trusthouse Investments Limited
Atlas Portfolio Limited	Foresight Securities & Investment Limited	Osborne Capital Markets Limited	TRW Stockbrokers Limited
Bauchi Investment Corp. Securities Limited	Forte Financial Limited	PAC Securities Limited	Tyndale Securities Limited
Belfry Investment & Securities Limited	Forthright Securities & Investment Limited	Peace Capital Markets Limited	UIDC Securities Limited
Bestworth Asset & Trust Limited	Fortress Capital Limited	Pilot Securities Limited	UNEX Capital Limited
Calyx Securities Limited	FSDH Securities Limited	Planet Capital Limited	Union Capital Markets Limited
Camry Securities Limited	FSL Securities Limited	Portfolio Advisers Limited	United Capital Securities Limited
Capital Asset Limited	Funds Matrix & Asset Mgt. Limited	Premium Capital & Stockbrokers Limited	Valmon Securities Limited
Capital Bancorp Plc	Fundvine Capital & Securities Limited	Primewalth Capital Limited	ValueLine Securities & Investments Limited
Capital Express Securities Limited	Futureview Securities Limited	Prominent Securities Limited	Vetiva Securities Limited
Capital Trust Brokers Limited	Gidauniya Investment & Securities Limited	PSI Securities Limited	WCM Capital Limited
Cardinal Stone Securities Limited	Global Asset Mgt. Nigeria Limited	Pyramid Securities Limited	WSTC Securities Limited
Cashcraft Securities Limited	Globalview Capital Limited	Qualinvest Capital Limited	Zion Stockbrokers & Securities Limited
Cashville Investment & Securities Limited	Golden Securities Limited	Quantum Zenith Securities & Investments Ltd	
CDL Capital Markets Limited	Greenwich Securities Limited	Rainbow Securities Limited	
Centre Point Investment Limited	Growth & Devpt. Asset Mgt. Limited	Readings Investment Limited	
Century Securities Limited	Gruene Capital Limited	Regency Assets Management Limited	
Chapel Hill Denham Securities Limited	GTT Securities Limited	Rencap Securities (Nig) Limited	
Chartwell Securities Limited	Harmony Investment & Securities Ltd	Resort Securities Limited	
Citi Investment Capital Limited	Heartbeat Investments Limited	Reward Investment & Service Limited	
City Code Trust & Invest Company Limited	Hedge Securities & Investments Limited	RMB Nigeria Stockbrokers Limited	
Compass Investments & Securities Limited	Helix Securities Limited	Rostrum Investment & Securities Limited	
Cordros Securities Limited	Heritage Capital Markets Limited	Rowet Capital Management Limited	
Core Securities Limited	IMCG Securities Limited	Royal Crest Finance Limited	
Coronation Securities Limited	Icon Stockbrokers Limited	Royal Guaranty & Trust Limited	
Cowry Securities Limited	Imperial Asset Managers Limited	Royal Trust Securities Limited	
Crane Securities Limited	Integrated Trust & Investments Limited	Sankore Securities Limited	
Crossworld Securities Limited	Interstate Securities Limited	Santrust Securities Limited	
Crown Capital Limited	Investment One Stockbrokers Int'l Limited	Securities & Capital Mgt. Coy. Ltd.	
CSL Stockbrokers Limited	Investors & Trust Company Limited	Securities Africa Financial Limited	
Deep Trust & Investments Limited	Kapital Care Trust & Securities Limited	Securities Swaps Limited	
De – Lords Securities Limited	Kedari Capital Limited	Shalom Investments & Securities Limited	
Dominion Trust Limited	Kinley Securities & Investment Limited	Shelong Investments Limited	
DSU Brokerage Services Limited	Kofana Securities & Investment Limited	Sigma Securities Limited	
Dunbell Securities Limited	Lambeth Capital Limited	Signet Investments & Securities Limited	
Dunn Loren Merrifield Securities Limited	Lead Securities & Investment Limited	Skyview Capital Limited	
Dynamic Portfolio Limited	Lighthouse Asset Mgt. Limited	Smadac Securities Limited	
EDC Securities Limited	Magnartis Finance & Investment Limited	Solid Rock Securities & Investments Plc	
Edgefield Capital Management Limited	Mainstreet Bank Securities Limited	Spring Board Trust & Investments Limited	
EFG Hermes Nigeria Limited	Maxifund Investment & Securities Plc	Spring Trust & Securities Limited	
El- Elyon Alliance & Securities Limited	MBC Securities Limited	Stanbic IBTC Stockbrokers Limited	
Elixir Securities Limited	Mega Equities Limited	Standard Union Securities Limited	
Enterprise Stockbrokers Limited	Meristem Stockbrokers Limited	Tellimer Capital Limited	
Equity Capital Solutions Limited	Midas Stockbrokers Limited	The Bridge Securities Limited	
Eurocomm Securities Limited	Mission Securities Limited	Tiddo Securities Limited	
Falcon Securities Limited	Molten Trust Limited	Tomil Trust Limited	

17. ACCEPTANCE/RENUNCIATION FORM

APPLICATION LIST
OPENS:
4th January, 2021



APPLICATION LIST
CLOSES:
11th February, 2021

Abbey Mortgage Bank Plc
Rights Issue of 3,692,307,692 Ordinary Shares of 50 Kobo Each

At

₦0.82k Per Share

[Payable in full on Acceptance]



KAIROS CAPITAL LIMITED RC1517636

ISSUING HOUSE

Bank Details (for E-Dividend):

Bank Name: Branch:

Account Number:

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 BVN

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Email Address:

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INSTRUCTION FOR COMPLETING THE ACCEPTANCE/RENUNCIATION FORM

1. Acceptance and/or renunciation must be made on the prescribed form. Photostat copies of the Acceptance/Renunciation Form will be rejected.
2. Allottees should complete only ONE of the boxes marked B or C on the reverse of this form.
3. Shareholders accepting the provisional allotment in full should complete box B and submit their Acceptance/Renunciation Forms to any of the Receiving agents listed on page 35 of the Rights Circular together with a cheque or bank draft payable to the Receiving agent for the full amount payable on acceptance. The cheque or draft must be drawn on a bank in the same town or city in which the Receiving Agent is located and crossed "**ABBEY MORTGAGE BANK PLC RIGHTS**" with the name, address and day time telephone number (if any) of the shareholder written on the back. Shareholders who wish to make payments electronically for their rights, should contact any of the Receiving Agents listed on page 35 of this Rights Circular for the transfer details. If payment is not received by 11th February, 2021, the provisional allotment will be deemed to have been declined and will be cancelled.
4. Shareholders accepting their provisional allotment partially should complete box C and submit their Acceptance/Renunciation Form to any of the Receiving Agents listed on page 35 of the Rights Circular together with a cheque, bank draft or electronic transfer made payable to the Receiving Agent for the amount payable for the partial acceptance.
5. Shareholders who wish to trade their renounced rights on the floor of The Nigeria Stock Exchange ("The Exchange") should complete item (iii) of box C. They should obtain a Transfer form from their stockbroker, complete it in accordance with his instructions and return it to the stockbroker together with the completed Acceptance/Renunciation Form and a cheque, bank draft or electronic transfer made payable to the stockbroker for any partial acceptance. If payment is not received by 11th February, 2021, the provisional allotment will be deemed to have been declined and will be cancelled.

6. Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase renounced rights and/or apply for additional shares by completing item (ii) of box B
7. All cheques and bank drafts will be presented upon receipt and all acceptances in respect of which bank drafts are returned unpaid will be rejected and cancelled. Shareholders are advised to obtain an acknowledgement of the amount paid from the Receiving Agent through which the Acceptance/Renunciation Form is submitted.
8. Joint Allottees must all sign the appropriate box in the Acceptance/Renunciation Form.
9. Acceptance/Renunciation Forms of the corporate allottees must bear the corporate seal, RC Number and be completed under the hand of duly authorized officials who should state their designations.

For Registrars' Use Only:

Control No:

Account No:

Number of Shares Accepted:

Additional Shares Applied for:

Value of shares applied for/ Amount Paid

Stamp of Receiving Agent

A) TRADING IN RIGHTS

- i. Shareholders who renounce their Rights partially or in full may trade their Rights on the floor of The Exchange. The renounced Rights will be traded actively on the floor of The Exchange.
- ii. Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase renounced Rights (see A. below) and/or apply for additional shares by completing item (ii) of box B below.
- iii. Shareholders who purchase Rights on the floor of The Exchange are guaranteed the number of shares purchased. They will not be subject to the allotment process in respect of shares so purchased. Those that apply for additional shares by completing item (ii) of box B will be subject to the allotment process i.e. they may be allotted a smaller number of additional shares than what they applied for.
- iv. If you wish to purchase traded Rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing ABBEY MORTGAGE BANK PLC Rights.

DETAILS OF SHAREHOLDERS PROVISIONAL ALLOTMENT

PLEASE COMPLETE SECTION B OR C AS APPLICABLE

B) FORM OF FULL ACCEPTANCE AND REQUEST FOR ADDITIONAL SHARES

- i. I/We accept this allotment in full as shown above
- ii. I/We also apply for the following additional shares

This section should be completed if you wish to apply for additional shares

No of additional shares applied for	Additional Amount payable at ₱0.82k per share

- iii. I/We agree to accept the same or smaller number of additional shares in respect of which allotment may be made to me/us in accordance with the Provisional Allotment Letter contained in the Rights Circular.

iv. I/We enclose my/our bank draft for ₦ being the amount payable as shown above, plus any additional amount payable as shown in item (ii) above.

C) Form of Renunciation or Partial Acceptance

1. No. of Shares	2. Amount Payable at ₦0.82k per Share	3. No. of Share Renounced
	₦	

- i. I/We accept the number of shares as shown in Column (1) above and enclose my/our bank draft for ₦ shown in column (2) above.
- ii. I/We hereby renounce my/our right to Ordinary Shares shown in Column (3) above being the balance of the Ordinary Shares allotted to me/us.
- iii. I/We confirm that I/We wish to trade my/our rights to..... Ordinary Shares on the floors of The Exchange. I/We shall obtain a Transfer Form from my/our stockbroker, complete it in accordance with his instructions and return it to the stockbroker with the form.

(For either B or C)

(For joint/Corporate Allottees)

Signature: 2nd Signature:

Date: Next of Kin:

Clearing House Number (CHN):


CSCS No (if you want shares allotted credited to your CSCS A/C)

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Name of your Stockbroker:

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	Stamp of Receiving Agent	Seal of Corporate Allottee
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