

You are advised to read and understand the contents of this Rights Circular. If you are in any doubt about its contents or the action to take, kindly consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately. Investors are advised to note that liability for false or misleading statements or acts made in accordance with the Rights Circular is provided in sections 85 and 86 of the Investments and Securities Act No 29, 2007 (the "Act")

"FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS PLEASE REFER TO THE SECTION ON "RISK FACTORS" ON PAGE 25 – 26



Transcorp Hotels Plc

RC 248514

RIGHTS ISSUE

OF

2,659,574,468 ORDINARY SHARES OF ₦0.50 EACH

AT

₦3.76 PER SHARE

ON THE BASIS OF 7 NEW ORDINARY SHARES FOR EVERY 20 ORDINARY SHARES

HELD AS AT JULY 13, 2020

PAYABLE IN FULL ON ACCEPTANCE

ACCEPTANCE LIST OPENS October 5, 2020

ACCEPTANCE LIST CLOSSES November 11, 2020

LEAD ISSUING HOUSE



JOINT ISSUING HOUSE



The last trading date for the trading of Rights shall be November 10, 2020

THE RIGHTS BEING OFFERED IN THIS CIRCULAR ARE TRADEABLE ON THE FLOOR OF THE NIGERIAN STOCK EXCHANGE DURING THE PERIOD OF THE RIGHTS ISSUE.

This Rights Circular and the Securities which it offers have been cleared and registered by the Securities & Exchange Commission. It is a civil wrong and a criminal offence under the Investments and Securities Act (No. 29 of 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.

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 September 21, 2020

Forward Looking Statements

Certain statements in the Rights Circular may constitute forward looking statements that involve a number of risks and uncertainties. These forward-looking statements include statements regarding the Company's intentions, beliefs or current expectations concerning, amongst other things, the Company's strategies, future plans and the industry in which it operates. Prospective investors should be aware that forward looking statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in the Rights Circular. Actual results could differ materially from those contained in such forward-looking statements as a result of variety of factors, including the risks discussed in "Risk Factors" included in this Rights Circular.

**RIGHTS ISSUE OF 2,659,574,468 ORDINARY SHARES OF ₦0.50 EACH
AT ₦3.76 PER SHARE
PAYABLE IN FULL ON ACCEPTANCE
ACCEPTANCE LIST OPENS ON OCTOBER 5, 2020 AND CLOSSES ON NOVEMBER 11, 2020**

This Rights Circular is issued in connection with the Rights Issue by Transcorp Hotels PLC of 2,659,574,468 Ordinary Shares of ₦0.50 each ("**the Shares**") at an issue price of ₦3.76 per share.

The Rights Circular and the Shares being offered have been cleared and registered with the Securities and Exchange Commission (the "**SEC**" or the "**Commission**"). An Application has been made to the Council of The Nigerian Stock Exchange for admission of the Shares now being offered to the Daily Official List. It is expected that dealing in the Shares will commence immediately after admission to the Daily Official List.

The Directors collectively and individually accept full responsibility for the information contained in this Rights Circular. To the best of the knowledge and belief of the Directors (having made all reasonable enquiries to ensure that such is the case), the information contained in this Rights Circular is in accordance with the facts and contains no omission likely to affect its import. Ava Capital Partners Limited and United Capital Plc ("**the Issuing Houses**") are duly registered with the SEC and are acting exclusively for the Company and no-one else in connection with the Rights Issue.

Investors are advised to note that liability for false or misleading statements made, or acts done in connection with the Rights Circular is provided in sections 85 and 86 of the Investments and Securities Act (No. 29 of 2007) ("**ISA**").

This Rights Circular relates to the Company's Rights Issue and has been prepared in accordance with the ISA and the Rules and Regulations of the SEC.

The Issuing Houses and any of their affiliates, could become shareholders for their own accounts, by participating in the Rights Issue via the purchase of Traded Rights and in that capacity could retain, purchase, sell, offer to sell or otherwise deal in such Shares for their own account and may offer or sell such Shares other than in connection with the Issue.

No person has been authorised to give any information or make any representations other than those contained in this Rights Circular and if given or made, such information or representations must not be relied on as having been authorised by the Company and/or the Issuing Houses or any of their respective subsidiaries or affiliates.

The information contained in this Rights Circular has been provided by the Company and other sources duly identified herein. Each Shareholder should read this Rights Circular in its entirety and determine by himself/herself the relevance of the information contained herein and each Shareholder's acceptance of his/her rights should be based upon such investigation as is deemed necessary. In making an investment decision, Shareholders must rely upon their own examination of the Company and the terms of this Rights Circular, including the risks involved.

The distribution of this Rights Circular and the issuance of the Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the Issuing Houses that would permit a public offer of shares or possession, publication or distribution of this Rights Circular (or any other offer or publicity material or application form relating to the Issue) in any jurisdiction where action for the purpose is required, other than in Nigeria. Persons into whose possession this Rights Circular comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Rights Circular does not constitute an offer of, or an invitation to subscribe or purchase, any shares being offered in any jurisdiction in which such an offer would be unlawful.

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DEFINITION OF TERMS

The following definitions apply throughout this document except where otherwise stated:

Acceptance List	A list of shareholders who subscribe to the offer during the issue period;
Auditors	Deloitte & Touche;
Board	The Board of Directors of Transcorp Hotels PLC;
CAGR	Compound Annual Growth Rate;
CAMA	Companies and Allied Matters Act, Cap C20, LFN 2004;
CHN	Clearing House Number;
Company	Transcorp Hotels PLC;
CSCS	Central Securities Clearing System; the securities depository operated by Central Securities Clearing System Plc;
DPS	Dividend Per Share;
Daily Official List	Daily Official List of The Nigerian Stock Exchange;
EGM	Extra-Ordinary General Meeting;
EPS	Earnings Per Share;
Existing Shareholders	Ordinary shareholders of the Company whose names appear on the register of members as of the Qualification Date;
FGN or Government	Federal Government of Nigeria;
ISA	The Investments and Securities Act (No. 29 of 2007);
Joint Issuing House	United Capital PLC;
Lead Issuing House	Ava Capital Partners Limited;
LFN	Laws of the Federation of Nigeria;
NEFT	Nigeria Electronic Funds Transfer;
Nigeria	The Federal Republic of Nigeria;
Ordinary Shares	Ordinary shares of 50 kobo each in the share capital of the Company;
Pari Passu	Equally;
Person	Includes (a) an individual (b) a legal entity, including a partnership (whether or not a legal entity), a joint venture, a corporation, a trust, a limited liability company, or a limited liability partnership;
PAT	Profit After Tax;
PBT	Profit Before Tax;
Qualification Date	July 13, 2020;
Qualifying Shareholders	Ordinary shareholders of the Company whose names appear on the register of members as of the Qualification Date;
Receiving Agents	Institutions listed on page 39;
Receiving Banks	United Bank for Africa PLC;
Registrar	EDC Registrars Limited;

DEFINITION OF TERMS

Rights Circular	This information circular which has been prepared for purposes of providing information on the Rights Issue of 2,659,574,468 Ordinary Shares of ₦0.50 each by Transcorp Hotel PLC, to be offered by the Company to Existing Shareholders;
Rights Issue or Rights	The offer by the Company to Existing Shareholders to subscribe for 2,659,574,468 ordinary shares allotted in proportion to their existing shareholding, in the ratio of 7 new shares for every 20 shares held in the Company as at the Qualification Date;
RIN	Registrar Identification Number allocated by the Registrar to shareholders who do not have CSCS accounts for the warehouse of their shareholding in public companies; under the Registrars custody at the CSCS;
SEC or the Commission	Securities and Exchange Commission;
SEC Rules	The rules and regulation of the SEC made pursuant to the ISA; and as may be amended from time to time;
Shares	2,659,574,468 new Ordinary Shares being offered in this Rights Issue;
The Company	Transcorp Hotels PLC;
The NSE or Exchange	The Nigerian Stock Exchange;
Traded Rights	The rights that enables the existing shareholders to purchase new shares at a discount to the market price;
Working Day	Any day, other than a Saturday, Sunday or Official Public Holiday declared by the FGN, on which banks are open for general business in Nigeria.

INDICATIVE ABRIDGED TIMETABLE

Date	Activity	Responsibility
October 5, 2020	Acceptance Lists Open/Trading in Rights begins	Issuing Houses/ Stockbrokers
November 11, 2020	Acceptance Lists Close/Trading in Rights ends	Issuing Houses/ Stockbrokers
November 13, 2020	Receiving Agents make returns	Receiving Agents/ Registrars
November 17, 2020	Forward allotment proposal and draft newspaper advertisement to SEC	Issuing Houses
November 23, 2020	Receive SEC clearance of allotment proposal	Issuing Houses
November 24, 2020	Remit net proceeds of the Rights Issue to Transcorp Hotels PLC	Issuing Houses/Receiving Bank
November 26, 2020	Publish Allotment Announcement	Issuing Houses
November 27, 2020	Forward Return Monies (Rejected Applications /Excess monies)	Issuing Houses/ Registrars/Receiving Bank
November 27, 2020	Credit CSCS accounts	Registrars
November 30, 2020	Forward Declaration of Compliance to The NSE	Stockbrokers
December 4, 2020	Listing of new Shares/Trading Commences	Issuing Houses/ Stockbrokers
December 18, 2020	Forward Post Completion Report to SEC	Issuing Houses

THE ISSUE

The Board of Directors of Transcorp Hotels PLC individually and collectively accept full responsibility for the accuracy of the information contained in this Rights Circular. The Board of Directors have taken reasonable care to ensure that the facts 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.

LEAD ISSUING HOUSE



JOINT ISSUING HOUSE



On behalf of

transcorp Hotels

TRANSCORP HOTELS PLC

RC: 248514

**ARE AUTHORISED TO RECEIVE ACCEPTANCES FOR THE
RIGHTS ISSUE OF 2,659,574,468 ORDINARY SHARES OF ₦0.50 EACH**

AT

₦3.76 PER SHARE¹

ON THE BASIS OF 7 NEW ORDINARY SHARE FOR EVERY 20 ORDINARY SHARES

HELD AS AT July 13, 2020

PAYABLE IN FULL ON ACCEPTANCE

The Acceptance List for the Ordinary Shares now being issued will open on October 5, 2020 and close on November 11, 2020

SHARE CAPITAL AND RESERVES OF THE COMPANY AS AT DECEMBER 31, 2019	₦ 000
Authorised Share Capital	7,500,000
Issued and Fully Paid Ordinary Shares: 7,600,403,900 Ordinary Shares of ₦0.50 each	3,800,202
Share premium	4,034,411
Retained Earnings	49,710,434
Total Equity	57,542,917

As at the date of this Rights Circular, the authorised share capital of the Company is ₦7,500,000,000 comprising of 15,000,000,000 Ordinary Shares of ₦0.50 each, and the issued and fully paid up share capital is ₦3,800,201,950 comprising of 7,600,403,900 Ordinary Shares of ₦0.50 each.

¹Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.

SUMMARY OF THE ISSUE

This summary is derived from information contained elsewhere in this Rights Circular and as such does not contain all the information you should consider in making your investment decision. It should therefore be read together with the more detailed information, including the financial statements elsewhere in this Rights Circular.

Issuer:	Transcorp Hotels Plc																																			
Issuing Houses:	Ava Capital Partners Limited and United Capital Plc																																			
Share Capital: Authorised:	₦7,500,000,000 comprising of 15,000,000,000 ordinary shares of ₦0.50k																																			
Issued and fully paid:	₦3,800,201,950 comprising of 7,600,403,900 Ordinary shares of ₦0.50k each																																			
Now being offered:	2,659,574,468 Ordinary shares of 50 kobo each at ₦3.76 per share by way of Rights Issue ²																																			
Gross Issue proceeds:	₦10,000,000,000																																			
Method of Issue:	By way of Rights Issue to existing shareholders of the company as at the Qualification Date																																			
Offer Price:	₦3.76																																			
Payment:	In full on acceptance																																			
Utilization of proceeds:	<p>The estimated net proceeds of ₦9,876,985,740 - following the deduction of the estimated offer costs of ₦123,014,259.98 (representing 1.23% of the Issue size) - will all be applied to repaying a portion of the Company's existing debt obligations as stated below:</p> <table border="1"> <thead> <tr> <th>S/N</th> <th>Lender</th> <th>Type of Facility</th> <th>Principal plus Accrued Interest Due 31 May 2020 (₦)</th> <th>Amount to be paid (₦)</th> <th>Percentage (%)</th> <th>Estimated Completion Period</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Africa Prudential Plc</td> <td>4-years Term Loan</td> <td>5,010,615,495</td> <td>5,010,615,495</td> <td>50.73%</td> <td>Q3 2020</td> </tr> <tr> <td>2</td> <td>United Capital Plc Group</td> <td>Short term loans</td> <td>5,082,639,003</td> <td>4,816,370,245</td> <td>48.76%</td> <td>Q3 2020</td> </tr> <tr> <td>3</td> <td>Nairda (\$452,618.46 @ N440/\$1)</td> <td>Contractor Financing Agreement</td> <td>199,152,122</td> <td>50,000,000</td> <td>0.51%</td> <td>Q3 2020</td> </tr> <tr> <td></td> <td></td> <td></td> <td>10,292,406,621</td> <td>9,876,985,740</td> <td>100.00%</td> <td></td> </tr> </tbody> </table> <p>Note: Nairda Limited is an electromechanical engineering services provider to Transcorp Hotels Plc. The Company provided vendor financing to the Company with respect to equipment supply and installation.</p>	S/N	Lender	Type of Facility	Principal plus Accrued Interest Due 31 May 2020 (₦)	Amount to be paid (₦)	Percentage (%)	Estimated Completion Period	1	Africa Prudential Plc	4-years Term Loan	5,010,615,495	5,010,615,495	50.73%	Q3 2020	2	United Capital Plc Group	Short term loans	5,082,639,003	4,816,370,245	48.76%	Q3 2020	3	Nairda (\$452,618.46 @ N440/\$1)	Contractor Financing Agreement	199,152,122	50,000,000	0.51%	Q3 2020				10,292,406,621	9,876,985,740	100.00%	
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Provisional Allotment:	7 new Ordinary Shares for every 20 Ordinary Shares of ₦0.50 each held as at Qualification Date for those shareholders whose names appear on the Register of members and transfer books of the Company as at that date																																			
Opening Date:	October 5, 2020																																			
Closing Date:	November 11, 2020																																			

² Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.

SUMMARY OF THE ISSUE

Market Capitalisation (Pre Offer):	₦30,401,615,600																																																														
Market Capitalisation (Post Offer):	₦40,401,615,600																																																														
Qualification Date:	July 13, 2020																																																														
Period tradeable on the NSE:	From Issue Opening Date to Issue Closing Date October 5, 2020 – November 11, 2020																																																														
Application for Additional Shares:	Shares that are not taken up by the date on which the Acceptance Lists close will be allotted on a <i>pro-rata</i> (proportional) basis in line with SEC Rules, to Shareholders who have applied and paid for additional shares over and above their provisional allotment.																																																														
Dilution	Shareholders who renounce their rights or do not accept their allotment in full may have their shareholding in the Company diluted.																																																														
5-Year Financial Summary:	<table border="1"> <thead> <tr> <th>₦' 000</th> <th>Jun-2020*</th> <th>Dec-2019</th> <th>Dec-2018</th> <th>Dec-2017</th> <th>Dec-2016</th> <th>Dec-2015</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>4,781,483</td> <td>20,404,533</td> <td>17,424,966</td> <td>13,843,470</td> <td>15,311,879</td> <td>13,979,324</td> </tr> <tr> <td>PBT</td> <td>(3,637,794)</td> <td>1,124,233</td> <td>5,041,581</td> <td>3,680,155</td> <td>5,234,986</td> <td>5,377,968</td> </tr> <tr> <td>PAT</td> <td>(3,637,794)</td> <td>613,736</td> <td>3,713,696</td> <td>2,681,733</td> <td>4,095,404</td> <td>3,497,341</td> </tr> <tr> <td>Share Capital</td> <td>3,800,202</td> <td>3,800,202</td> <td>3,800,202</td> <td>3,800,202</td> <td>3,800,202</td> <td>3,800,202</td> </tr> <tr> <td>Total Assets</td> <td>113,091,758</td> <td>114,746,267</td> <td>111,277,586</td> <td>100,532,539</td> <td>90,842,992</td> <td>91,341,030</td> </tr> <tr> <td>Net Assets</td> <td>53,905,123</td> <td>57,542,917</td> <td>57,461,209</td> <td>54,935,126</td> <td>53,200,393</td> <td>52,145,150</td> </tr> <tr> <td>EPS (kobo)</td> <td>(39)</td> <td>8</td> <td>49</td> <td>35</td> <td>54</td> <td>46</td> </tr> </tbody> </table> <p>*(Un-audited)</p>							₦' 000	Jun-2020*	Dec-2019	Dec-2018	Dec-2017	Dec-2016	Dec-2015	Revenue	4,781,483	20,404,533	17,424,966	13,843,470	15,311,879	13,979,324	PBT	(3,637,794)	1,124,233	5,041,581	3,680,155	5,234,986	5,377,968	PAT	(3,637,794)	613,736	3,713,696	2,681,733	4,095,404	3,497,341	Share Capital	3,800,202	3,800,202	3,800,202	3,800,202	3,800,202	3,800,202	Total Assets	113,091,758	114,746,267	111,277,586	100,532,539	90,842,992	91,341,030	Net Assets	53,905,123	57,542,917	57,461,209	54,935,126	53,200,393	52,145,150	EPS (kobo)	(39)	8	49	35	54	46
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Quotation:	Transcorp Hotels PLC's entire issued and paid-up share capital is listed on The Nigerian Stock Exchange. The newly issued shares under the Rights Issue will be listed on the Nigerian Stock Exchange.																																																														
Status:	The shares being issued will rank <i>pari passu</i> in all respects with the existing issued Ordinary Shares of the Company.																																																														
Dividend Qualification:	The shares being issued shall qualify for any dividend (or any other distribution) declared for the financial year ending December 31st, 2020, as long as the qualification date for the dividend (or any other distribution) declared is after the allotment of the ordinary shares being issued.																																																														
Claims and Litigations:	<p>As at July 2nd 2020, the company in the ordinary course of business is currently involved in 11 disputes. The aggregate value of claims made against the Company is: in Naira, ₦659,166,596 (Six Hundred and Fifty-Nine Million, One Hundred and Sixty-Six Thousand, Five Hundred and Ninety-Six Naira); and in United States Dollars, US\$412,410 (Four Hundred and Twelve Thousand, Four Hundred and Ten United States Dollars).</p> <p>Based on the Solicitors' review of the disputes, they are of the opinion that most of the claims against the Company are bogus, highly exaggerated or in some cases outrightly frivolous. Those claims will most likely fail.</p> <p>In the event that some of the other claims succeed, the portion of the contingent liability that is realistically likely to materialize is not likely to impact the Company significantly or adversely affect the investment of the potential investors in the Company envisaged under the Transaction especially considering that the liabilities are not likely to materialize concurrently.</p>																																																														

SUMMARY OF THE ISSUE

Underwriting:	At the instance of the Issuer, this Issue is not underwritten.
Settlement	<p>The CSCS accounts of Shareholders (for those who have such accounts and have provided the details required in the Acceptance Form) will be credited, immediately following SEC's clearance of the Allotment Proposal. Shareholders are advised to ensure that the names of their respective Stockbrokers and their Clearing House Numbers are indicated in the relevant spaces on the Acceptance Form.</p> <p>In accordance with the SEC Directive on Dematerialization of Share Certificates and CSCS account number, shareholders who do not provide valid CHN and CSCS account numbers will have their shares credited at the CSCS using a Registrar Identification Number ('RIN'). A RIN is a number allocated to shareholders who do not have valid CHN and CSCS account numbers, which is used for the purposes of warehousing their shareholding in public companies under the Registrar's custody at the CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. Any shareholder who does not have a CHN and CSCS account number, is advised to open a stockbroking account with a stockbroker and obtain a valid CHN and CSCS account number from the stockbroker.</p>
Indebtedness	<p>As at 31 March 2020, the Company has outstanding indebtedness of ₦41.99 Billion which include;</p> <ul style="list-style-type: none">▪ ₦2.00 Billion overdraft obtained from United Bank for Africa PLC at an interest rate of 16.00%.▪ ₦10.00 Billion from loan facilities obtained from Bank of Industry Limited at a fixed interest rate of 8.00% per annum.▪ ₦8.33 Billion being the outstanding balances from bond issuances at a fixed interest rates of 15.50% and 16.00% per annum.▪ ₦21.655 Billion loans obtained from related parties at a fixed interest rates of between 10.00% and 15.00% per annum.

DIRECTORS AND COMPANY SECRETARY OF THE ISSUER

Mr. Emmanuel Nnorom
(Chairman)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mrs. Dupe Olusola
(Managing Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mrs. Helen Iwuchukwu
(Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mrs. Owen Omogiafo
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mr. Valentine Ozigbo
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



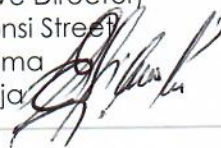
Mr. Adim Jibunoh
(Non-Executive Director)
1, Aguiyi Ironsi Street
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Abuja



Mr. Alex Okoh
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mr. Peter Elumelu
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mr. Alexander Adeyemi
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Hajia Saratu Umar
(Non-Executive Director)
1, Aguiyi Ironsi Street
Maitama
Abuja



Mr. Chike Anikwe
(Company Secretary)
1, Aguiyi Ironsi Street
Maitama
Abuja



STATUTORY AUDIT COMMITTEE

Mr. Akaninyene Obot
Shareholder
(Chairman)

Mr. Adim Jibunoh
Director
(Member)

Mr. Peter Elumelu
Director
(Member)

Hajia Saratu Umar
Director
(Member)

Mr. Eric Akinduro
Shareholder
(Member)

Mr. Gafar Erinfolami
Shareholder
(Member)

LEAD ISSUING HOUSE

AVA CAPITAL PARTNERS LIMITED
3, Glover road
Ikoyi
Lagos

Fadahunsi
Kayode Fadahunsi

JOINT ISSUING HOUSE

UNITED CAPITAL PLC
3rd and 4th Floor
Afriland Towers
97/105 Broad Street
Lagos

Babatunde Obaniyi
BABATUNDE OBANIYI

SOLICITORS TO THE ISSUE

G. ELIAS & Co.
6th Floor, NCR Building
6 Broad Street
Lagos

Segun Omoregie
SEGUN OMOREGIE

STOCKBROKERS TO THE ISSUE

UNITED CAPITAL SECURITIES LIMITED
3rd and 4th Floor
Afriland Towers
97/105 Broad Street
Lagos

Bawo Oritsejafon
Bawo Oritsejafon

RECEIVING BANK

UNITED BANK FOR AFRICA PLC
UBA House
57 Marina
Lagos

Citugo Noubisi
CITUGO NOUBISI

REGISTRARS TO THE OFFER

EDC REGISTRARS LIMITED
23 Olusoji Idowu Street
Ilupeju
Lagos

Mercy Onyejiwa
MERCY ONYEJIWA

AUDITORS

DELOITTE & TOUCHE
Civic Towers
Plot GA 1, Ozumba Mbadiwe Road
Victoria Island
Lagos

Stella Naba
Stella Naba

Head Office and Registered Address:

1, Agunyi Ironsi Street
Maitama
Abuja

Website:

www.transcorphotels.com

Contact telephone number and email:

+234 708 999 6951

oluwatobiloba.ojediran@transcorpnigeria.com

The following is the text of a letter received by the Issuing Houses from Emmanuel Nnorom, the Chairman of Transcorp Hotels Plc.



Transcorp Hotels Plc
1, Aguiyi Ironsi Street
Abuja

September 21, 2020

To: All Shareholders of Transcorp Hotels Plc

Dear Sir/Madam:

RIGHTS ISSUE OF 2,659,574,468 ORDINARY SHARES OF ₦0.50 EACH AT ₦3.76 PER SHARE

1. Introduction

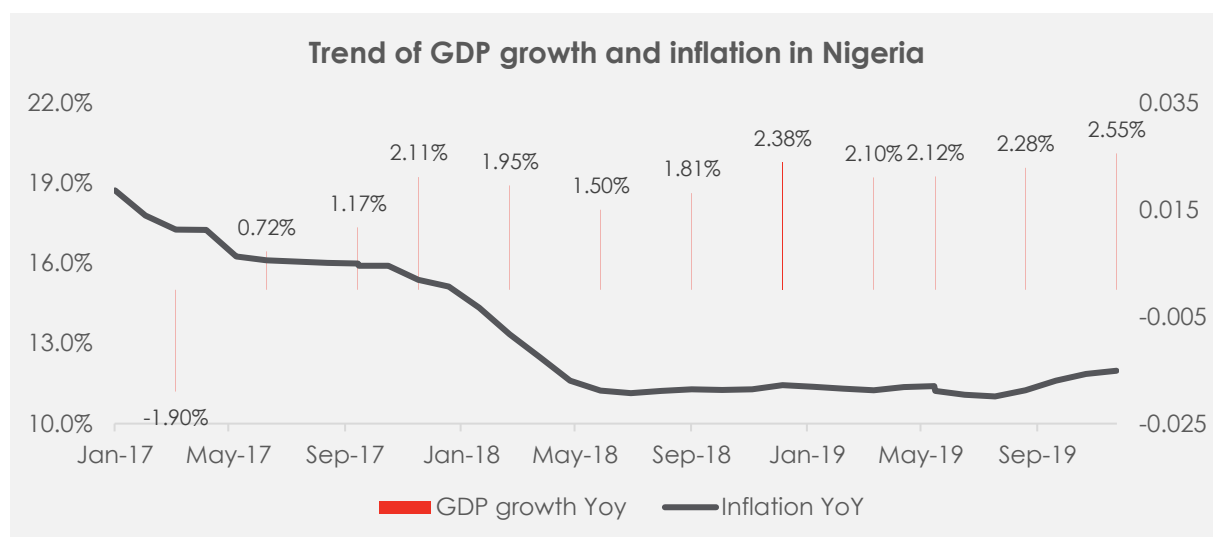
At the Extraordinary General Meeting ("EGM") of Transcorp Hotels Plc (the "Company"), which was duly convened and held on June 29, 2020, the Shareholders of the Company authorised the Board of Directors of the Company to issue up to 2,659,574,468 ordinary shares of 50 kobo each from the Company's share capital by way of Rights Issue, in such proportion, at such time, for such consideration and upon such terms and conditions as the Directors may deem it fit, subject to the Company obtaining all requisite regulatory approvals.

Following the Shareholders' authorisation to raise capital and in line with the Company's corporate strategy, I am delighted to inform you that the Board of Directors - at its Board meeting, which was held on June 29, 2020- approved the issuance of 2,659,574,468 Ordinary Shares of 50 kobo each by way of a Rights Issue to the Shareholders on the basis of 7 new Ordinary Shares for every 20 Ordinary Shares of 50 kobo each held as at the Qualification Date at a price of ₦3.76 per share³. Requisite approvals have been sought and obtained from the Securities & Exchange Commission and The Nigerian Stock Exchange for the registration and subsequent listing of the shares now being issued.

The purpose of this letter is to set out the strategic rationale for the Rights Issue and outline the Board of Directors' view that the transaction is in the best interest of Transcorp Hotels Plc and its Shareholders.

Performance of the Nigerian macro-economic environment has been relatively weak in recent times – with GDP growth in the region of 2% over the last three years. In addition, declining disposable income, inflationary pressures, and insecurity in certain parts of the country have led to a constrained business environment.

³ Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.



Source: CBN, NBS

Unfortunately, the first and second quarters of 2020 have witnessed a significant decline in global economic activity as a result of the COVID-19 pandemic. Specifically, the hospitality sector has been under pressure as a result of the restrictions on business travel and public gatherings. Notwithstanding the weak macro-economic environment, Nigeria remains a significant investment opportunity given the size and potential of the market.

2. Rationale for the Rights Issue

You will recall that in 2015, Transcorp Hotels Plc completed its Series 1 & 2 bond issuances raising a total of ₦19.758 Billion. Proceeds of the bond issue were earmarked for the upgrade & refurbishment of several parts of the Transcorp Hilton Abuja. The Company also took on some additional borrowings, for expansion and refurbishment of its existing hotel assets in Abuja and Calabar, as well as the development of new assets. While the upgrade and refurbishment of Transcorp Hilton Abuja was completed in March 2019, the Multipurpose Banquet Centre is still under development. Transcorp Hotels Plc plans to collaborate with a partner for the completion and operation of the Centre.

In view of the prevailing macro-economic challenges in the country and their impact on the revenues of the business, the Board of the Company has considered it expedient to raise additional equity so as to reduce financing cost and stabilize the Company's balance sheet. In addition, Transcorp Hotels will continue to execute prudent cost management practices, notwithstanding the high energy and rising operating costs, in order to improve the Company's overall financial condition in the near-to-medium term.

The proposed de-leveraging strategy will effectively optimize the Company's capital structure, decrease the interest burden, and consequently provide management with the flexibility to take advantage of opportunities in line with the Company's growth strategy. The Board also believes that the Rights Issue provides a unique opportunity to present the key milestones achieved by management to both existing and new shareholders, as well as a unique opportunity for Shareholders to further invest at a significant discount to the current market price.

3. Use of Proceeds

Transcorp Hotels Plc will apply the net proceeds of the Rights Issue to settle a significant portion of the Company's medium-term borrowings.

4. Working Capital Adequacy

The Directors are of the opinion that the Company has adequate working capital to meet its requirements in the immediate and foreseeable future. The company appropriately monitors its Assets and Liabilities to ensure that there is sufficient working capital for daily operations.

5. Future Plans of the Company

We intend to take advantage of the opportunities within the hospitality space by optimising existing assets for additional income (such as development of the Transcorp Event Centre) and launch other new businesses, leveraging technology and our strengths. At this time, there are a number of projects in the works and in the short to long-term plan. We remain resolute in our push for expansion by driving necessary milestone achievements towards developing Ikoyi and Port Harcourt properties.

6. Principal terms of the Rights Issue

The Company is offering 2,659,574,468 new Ordinary Shares by a way of a Rights Issue, at ₦3.76 per Share and based on a ratio of 7 new Ordinary Shares for every 20 Ordinary Shares. These shares are being offered to existing shareholders as at the Qualification Date of July 13, 2020⁴, and the Offer is expected to raise ₦10,000,000,000 only (Ten Billion Naira only), inclusive of expenses.

The Issue Price represents a discount of approximately:

- 6% to the Closing Price of ₦4.00 on May 27th, 2020.

The Rights Issue will result in 2,659,574,468 new Ordinary Shares being issued; these new shares will rank *pari-passu* (equally) with existing Ordinary Shares of the Company in all respects, including the right to receive dividends declared after the date of issue, provided that the qualification date for the dividend (or any other distribution) declared is after the allotment of the Shares issued by way of a Rights Issue.

Shareholders will also be able to trade their rights on the Floor of The Nigerian Stock Exchange during the Offer period. Shareholders who wish to trade their Rights should seek advice from their respective stockbrokers, who will provide guidance regarding the process.

7. Conclusion

By accepting your Rights, you will be making a strong statement regarding your commitment to ensuring that the Company is well-positioned to achieving its strategic growth objectives. I therefore strongly recommend that you take advantage of the opportunities presented by this Rights Issue and vote in its favour.

The Board of Directors strongly recommends that shareholders take up their Rights in full. This Rights Circular contains an Allotment Letter detailing full instructions for acceptance, payment and renunciation of your Rights.

Yours faithfully,



EMMANUEL NNOROM
CHAIRMAN

⁴ Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.

History of the Company

Transcorp Hotels Plc (formerly Transnational Hotels and Tourism Services Limited) is the hospitality subsidiary of Transnational Corporation of Nigeria Plc ("Transcorp Plc"). Transcorp Plc holds an 83% ownership interest in the Company – based on the Company's current issued share capital of ₦3,800,201,950 as at the date of this Rights Circular. The Federal Government of Nigeria through the Ministry of Finance Incorporated owns 11% while the remaining 6% is owned by other investors. The vision of Transcorp Hotels is to be a leading hospitality company in Nigeria and across Africa creating maximum and sustainable value for its stakeholders.

Transcorp Plc was incorporated in 2004 with the goal of creating a truly Nigerian conglomerate, able to compete with other global multinational companies, and has been quoted on the Nigerian Stock Exchange since November 2006. Transcorp Plc is a diversified conglomerate with strategic investments and core interests in the hospitality, agriculture and energy sectors of the Nigerian economy. In 2011, Heirs Holdings Limited, a strategic investor acquired a major stake in Transcorp Plc and has since progressively increased the Company's footprint in its core businesses.

Our Business

The Company currently owns two hotels -Transcorp Hilton Abuja and Transcorp Hotels Calabar and plans to develop two more hotels in Port Harcourt and Ikoyi.

Transcorp Hilton Abuja



Transcorp Hilton Abuja is adjudged the best hotel in Nigeria with 670 rooms, including 427 standard rooms, 116 deluxe rooms and 127 executive suites. This hotel also boasts of 24 meeting rooms, one banquet hall and 7 restaurants and bars. Located in the heart of Nigeria's Federal Capital Territory, Transcorp Hilton Abuja offers easy access to the commercial district, Abuja tourist attractions, and is only 40 minutes from Nnamdi Azikiwe International Airport. Set on beautifully landscaped gardens, this hotel offers a wide range of leisure facilities including swimming pool, tennis and squash courts, gymnasium, wellness center, shopping arcade and casino all onsite.

The hotel also offers an eclectic variety of dining options, including the 24-hour Piano Lounge and the Fulani Pool Bar. With seven restaurants and bars featuring poolside barbecue, garden views, live entertainment and fine dining, this hotel appeals to every taste and occasion.

Transcorp Hilton Abuja is also an ideal venue for meetings or events, as it offers 24 multipurpose meeting rooms and an expansive 1200-capacity Congress Hall - connected by a covered walkway and equipped with modern technical and lighting facilities.

Note: there has been no change to the Issuer's paid up share capital ₦3,800,201,950 comprising of 7,600,403,900 Ordinary Shares of ₦0.50 each.

Transcorp Hotels Calabar

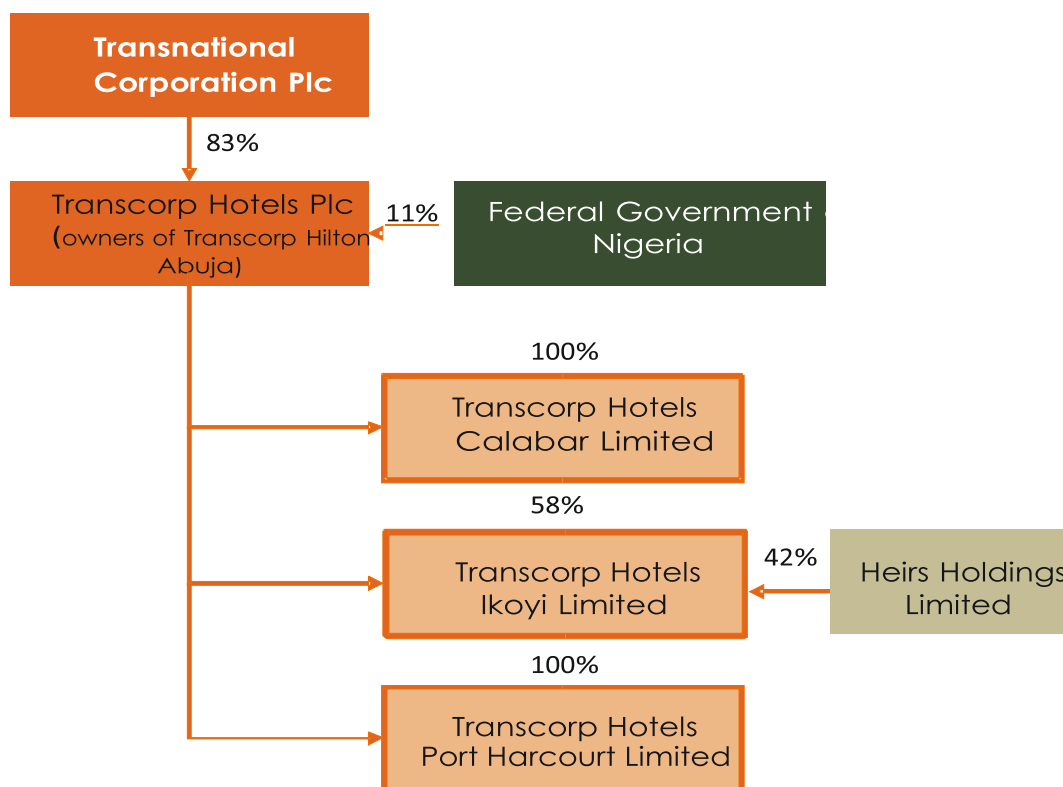


Transcorp Hotels Calabar (formerly The Metropolitan) is adjudged the best hotel in Calabar with 132 rooms. This hotel has 102 standard rooms, 8 Royal rooms, 4 Ambassadorial rooms, 2 Executive and 16 Chalets; 2 conference rooms and one meeting room. It is located in the heart of Calabar, a few metres away from U.J. Esuene Stadium and the Government House.

Transcorp Hotels Calabar is a premier destination hotel, a well-known landmark for both locals and visitors, and is fast becoming the destination stop for vacations and conferences in Nigeria. It is the perfect meeting ground for business and pleasure. The hotel provides outstanding conferencing facilities: fine dining, 24-hour room service, a fitness centre, complimentary airport pick up, complimentary Wi-Fi connection in all guest rooms and guest discounts with local merchants.

Transcorp Hilton Abuja and Transcorp Hotels Calabar were acquired as fully developed properties in 2005 and 2010 respectively.

Transcorp's Structure



transcorp Hotels

15 May 2020

The Group CEO
United Capital Plc
3rd & 4th Floor, Afriland Towers
97/105 Broad Street, Lagos

Dear Sir,

CONFIRMATION OF GOING CONCERN STATUS OF TRANSCORP HOTELS PLC ("TRANSCORP HOTELS")

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

The Board of Directors is also responsible for the efficient deployment of all resources – and in particular, the human, material and financial resources – towards attaining the set goals and objectives of the Company. The Directors are jointly and severally liable for the activities of the Company 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 Company'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 Transcorp Hotels Plc'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 Transcorp Hotels 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 flows and other relevant information. Based on our review of the financial statements of Transcorp Hotels Plc for the year ended 31st December 2019, we have a reasonable expectation that Transcorp Hotels Plc has adequate resources to continue as a going concern in the foreseeable future.

Yours faithfully,
For and on behalf of Transcorp Hotels Plc



Helen Iwuchukwu
Director/COO



Dupe Olusola
Managing Director/CEO

LETTER FROM THE AUDITORS ON THE GOING CONCERN STATUS

It is worthy to note that Ernst & Young's tenure as the Auditor of Transcorp Hotels Plc expired December 2019 while a new Auditor – Deloitte & Touche has been appointed effective January 2020. Included herein is the Letter on the Gong Concern Status of the Company based on the Ernst and Young audit of the December 2019 Financial statements.



Ernst & Young
10th & 13th Floor, USA House
57, Marina
Lagos, Nigeria

Tel: +234 (01) 63 14600
Fax: +234 (01) 463 0481
Email: services@ng.ey.com
ey.com

July 1, 2020

The Managing Director/CEO
Transcorp Hotels Plc
1, Aguiyi Ironsi Street
Abuja

Dear Sir,

CONFIRMATION OF GOING CONCERN STATUS OF TRANSCORP HOTELS PLC

Transcorp Hotels Plc is in the process of raising capital via rights issue of up to N10,000,000,000.

We have audited the financial statement for the year ended 31 December 2019 which were prepared in accordance with International Financial Reporting Standards, the Companies and Allied Matter Act and the Financial Reporting Council of Nigerian Act.

Based on our audit of the financial statements for year ended 31 December 2019 on which we expressed our opinion and the representation received from the directors of the Company, nothing has come to our notice that makes us believe that the company will not continue in operations as a going concern for at least 12 months from 31 December 2019.

This letter has been prepared only for the purposes of compliance with the rules and regulations of the Securities and Exchange Commission ("SEC").

Yours faithfully,

For: Ernst & Young

Yusuf Aliu
Engagement Partner

STATEMENT OF COMPREHENSIVE INCOME OF THE COMPANY

₹' 000	Jun-2020*	Dec-2019	Dec-2018	Dec-2017	Dec-2016	Dec-2015
Revenue	4,781,483	20,404,533	17,424,966	13,843,470	15,311,879	13,979,324
Cost of sales	(1,693,737)	(5,076,209)	(4,536,148)	(3,763,131)	(3,889,893)	(3,361,965)
Gross profit	3,087,746	15,328,324	12,888,818	10,080,339	11,421,986	10,617,359
Administrative expenses	(4,086,872)	(10,361,124)	(8,430,763)	(7,796,080)	(7,323,156)	(5,943,159)
Other operating income	237,309	338,487	571,336	1,178,729	560,571	108,970
Operating profit	(761,817)	5,305,687	5,029,391	10,080,339	4,659,401	4,783,170
Finance income	2,664	10,485	12,190	217,167	575,585	594,798
Finance Cost	(2,878,641)	(4,149,528)	-	-	-	-
Net finance income/(Cost)	(2,875,977)	(4,139,043)	12,190	217,167	575,585	594,798
Profit before taxation	(3,637,794)	1,166,644	3,680,155	3,680,155	5,234,986	5,377,968
Income tax expense	-	(361,643)	(1,327,885)	(998,422)	(1,139,582)	(1,880,627)
Profit for the year	(3,637,794)	613,736	3,713,696	2,681,733	4,095,404	3,497,341

NOTE: Financial Statements as at June 30, 2020 are not audited.

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

₺' 000	Jun-2020*	Dec-2019	Dec-2018	Dec-2017	Dec-2016	Dec-2015
Total non-current assets	108,715,277	108,776,561	105,444,729	92,047,452	79,145,837	65,366,706
Total current assets	4,376,481	5,969,706	5,832,857	8,485,087	11,618,676	25,974,324
Total assets	113,091,758	114,746,247	111,277,586	100,532,539	90,764,513	91,341,030
Total non-current liabilities	28,742,786	34,649,473	33,931,045	30,646,683	24,062,167	26,206,350
Total current liabilities	30,443,850	22,553,877	19,885,332	14,950,730	13,501,953	12,989,530
Total liabilities	59,186,636	57,203,350	53,816,377	45,597,413	37,564,120	39,195,880
Equity attributable to owners of the parent	53,908,612	57,545,047	57,461,507	54,934,286	53,199,553	52,144,310
Non-controlling interests	(3,489)	(2,130)	(298)	840	840	840
Total equity	53,905,123	57,542,917	57,461,209	54,935,126	53,200,393	52,145,150
Total equity and liabilities	113,091,758	114,746,247	111,277,586	100,532,539	90,764,513	91,341,030

NOTE: Financial Statements as at June 30, 2020 are not audited.

STATEMENT OF CASHFLOW OF THE COMPANY

₹' 000	Jun-2020*	Dec-2019	Dec-2018	Dec-2017	Dec-2016	Dec-2015
Cash generated from operating activities	3,078,535	8,074,435	11,267,496	11,548,462	8,014,100	8,983,761
Tax paid	(55,600)	(1,440,999)	(770,674)	(1,386,174)	(3,042,659)	(2,063,008)
Net cash generated from/ (used in) operating activities	3,022,935	6,663,436	10,496,822	10,162,288	4,971,441	6,920,753
Net cash used in investing activities	(1,230,030)	(3,701,375)	(9,050,487)	(10,117,805)	(11,449,513)	(12,164,448)
Net cash generated from financing activities	(3,085,523)	(3,392,617)	(3,479,723)	483,592	(6,044,612)	(16,739,946)
Net increase/ (decrease) in cash and cash equivalents	(1,404,630)	(460,556)	(2,033,388)	528,075	(12,522,684)	(11,496,251)
Cash and cash equivalents at the beginning of the year/period	2,439,341	2,775,165	4,650,345	1,814,074	14,184,829	2,688,578
Cash and cash equivalents at end of year/period	1,034,711	2,439,341	2,775,165	2,687,474	4,650,345	(14,184,829)

NOTE: Financial Statements as at June 30, 2020 are not audited.

RISK FACTORS

Accepting Shareholders should consider all of the information in this Rights Circular, including the following risk factors, before deciding to accept delivery of the new shares. If the risks described below materialise, the Company's business, results of operations, financial condition and/or future prospects could be materially adversely affected, which could cause the value and trading price of its ordinary shares to decline, resulting in a loss of all or part of any investment in the ordinary shares of Transcorp Hotels PLC.

The following risk factors do not purport to be an exhaustive list or explanation of all the risk factors involved in investing in Transcorp Hotels PLC and they are not set out in any order of priority. In particular, the Company's performance might be affected by changes in market and economic conditions and in legal, regulatory or tax requirements. If such changes were to occur, the price of the shares may decline and investors could lose all or part of their investment. Additionally, there may be further risks of which the Company is not aware of or believes to be immaterial which may, in the future, adversely affect the Company's business and the market price of its shares.

Investment in the shares will involve risks. The shares may not be suitable for all recipients or be appropriate for their personal circumstances. You should carefully consider in light of your financial resources whether investing in Transcorp Hotels PLC is suitable for you. An investment in the shares is only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses, which may arise (which may be equal to the whole amount invested).

Risk factors relating to Nigeria

Government/Political Risks

The Company may be faced with potential changes in government policies and the risk of nationalization, currency risk, and other government actions that can affect its business negatively given the political changes in the country.

Security Risks

This is the risk that the insecurity in certain parts of the country would affect travel and thereby affect demand for hotel rooms. Over the last few years the Country has experienced pockets of violence. There have been a series of bomb blasts, kidnapping of school children and killing of innocent civilians by members of a terrorist sect, Boko Haram in some states of the North. This risk is also eminent in the Niger-Delta region of the country which could affect the company as two of the Company's hotels are located in these regions.

Environmental Risks

These are losses that arise due to natural occurrences in the environment. Such events include floods and other natural disasters within the operating environment of the Company. Non-compliance with the established environmental rules and regulations is also a threat to the Company.

Risk factors relating to the Hospitality Sector

Industry/Segment Risks

The Nigerian hospitality industry is fast becoming more competitive with the development of several new upscale hotels and entry of global brands. There is a risk that the Company may not be able to compete favourably with other competitors in some areas of its business.

Demand Risks

This is the risk that demand for the Company's existing hotel rooms will decline and projected demand for the yet to be developed hotel rooms, conference center and apartments will not come to fruition.

Risk factors relating to the Issuer**Financing Risk**

The banking sector has been hit by various reforms which have made banks more cautious. The tightening stance of the Central Bank of Nigeria ("CBN") which has resulted in the prevailing high interest rate environment presents challenges for businesses seeking relatively long term funds. As a result of these, Transcorp Hotels could be faced with depressed earnings due to more stringent financing terms charged the Company and/or the Company's subsidiaries to fund the proposed projects.

Currency Risks

The recent CBN circulars restricting the pricing and payment for goods and services in foreign currency may affect the Company. The Company may have to pay Hilton International in foreign currency based on the existing management agreement but the Company's revenues will be denominated in Naira. This may result in the risk that the Company's earnings might be depressed due to an unfavourable movement in foreign exchange rates. Also cost of proposed projects could increase and the company also imports some of its hotel supplies/stock.

COVID-19 Pandemic Risks

Transcorp Hotel plc started the year 2020 optimistic with detailed plans and budget to surpass the N20bn revenue performance achieved in 2019.

With the Global Coronavirus Pandemic, the hospitality industry has been negatively impacted. Early in the year, the management implemented several precautionary measures to ensure the safety and security of all its guests and team members against Covid-19 virus.

Nigeria has witnessed an increase in confirmed cases which led to closure of airports and flights and an official lockdown of the FCT issued by the Federal Government to ensure the effective combat of the virus. All of these have negatively impacted the hotel and its business activities in this period.

The Company anticipates that its future results of operations, including the results for 2020, will be materially impacted by the coronavirus outbreak. However, given the speed and frequency of continuously evolving developments with respect to this pandemic, the Company cannot reasonably estimate the magnitude of the impact on its results and its operations, and, if the outbreak continues on its current trajectory, such impact could grow and become material to its liquidity or financial position.

MARKET PRICE INFORMATION

The Company's shares are listed on The NSE. The annual high and low market prices of the Company's shares for the five years to April 30, 2020 are shown below:

Year	N High	N Low
2015.....	10.00	5.80
2016.....	5.56	4.59
2017.....	7.21	4.58
2018.....	7.57	6.10
2019.....	6.10	4.90
May 2019 – April 2020.....	5.40	4.00

The monthly high and low market prices of the Company's shares on The NSE for each of the twelve months Year to Date ending December 31, 2019 are presented in the table below:

Year	N High	N Low
January.....	6.10	6.10
February.....	6.10	5.95
March.....	5.95	5.95
April.....	5.40	5.40
May.....	5.40	5.40
June.....	5.40	5.40
July.....	5.40	5.40
August.....	5.40	5.40
September.....	5.40	5.40
October.....	5.40	5.40
November.....	5.40	5.40
December.....	5.40	4.90

The monthly high and low market prices of the Company's shares on The NSE for each of the six months ending April 30, 2020 are presented in the table below:

Year	N High	N Low
January.....	4.90	4.45
February.....	4.05	4.05
March.....	4.05	4.00
April.....	4.00	4.00
May.....	4.00	4.00
June.....	4.00	4.00

STATUTORY AND GENERAL INFORMATION

Incorporation and Share Capital History

Transcorp Hotels Plc RC 248514 (formerly Transnational Hotels and Tourism Services Limited, which was previously called NIRMSCO Properties Limited) was incorporated as a private limited company on 12 July, 1994. Through an extra-ordinary general meeting held in March 2014 by the shareholders, it was agreed that the Company be re-registered at the Corporate Affairs Commission as a public limited liability company and an initial public offer (IPO) of the shares of the company was authorised. The IPO was approved by the Securities and Exchange Commission in August 2014.

The Company maintains controlling interest in Transcorp Hotels Calabar Limited (formerly known as Transcorp Metropolitan Hotels and Conferencing Limited). On 30 September 2012, the Company acquired 100% equity interest in Transcorp Hotels Calabar Limited. The Company also holds 100% and 58% equity stake in Transcorp Hotels Port Harcourt Limited and Transcorp Hotels Ikoyi Limited respectively.

At present, the authorized share capital of the Company is ₦7,500,000,000 divided into 15,000,000,000 ordinary shares of 50 kobo each, of which ₦3,800,201,950 divided into 7,600,403,900 ordinary shares of 50 kobo each, is issued and fully paid up.

The following changes have taken place in the Company's authorized and issued capital:

Date	Authorized Increase Units	Authorized Cumulative Units	Issued Increase Units	Authorized Cumulative Units	Consideration
12-Jul-1994	10,000,000	10,000,000	5,000,000	5,000,000	Cash
13-Jan-2014	20,000,000	30,000,000	16,000,000	21,000,000	Cash
13-Mar-2014	7,470,000,000	7,500,000,000	3,570,000,000	3,591,000,000	Bonus Issue
13-Mar-2014	7,500,000,000	15,000,000,000	3,591,000,000	7,182,000,000	Stock Split
11-Nov-2014	-	15,000,000,000	418,403,900	7,600,403,900	Cash

Shareholding Structure

As at 31st December 2019, the 7,600,403,900 ordinary shares of 50k each, issued and fully paid up capital of Transcorp Hotels Plc are held as follows: ⁵

Shareholder	No of Ordinary Shares	% Holding
Transnational Corporation of Nigeria Plc	6,344,100,000	83%
Ministry of Finance Incorporated	837,900,000	11%
Others	418,403,900	6%
Total	7,600,403,900	100%

Source: Transcorp Hotels Board of Directors

Except as stated above, no other shareholder held up to 5% of the issued share capital of Transcorp Hotels Plc as at the date of this document.

⁵ Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.

Directors Interest

The beneficial interests of Directors in the issued share capital of the Company as at 31st December 2019 are as follows:

Director	Direct	Indirect	Total
EMMANUEL NNOROM	NIL	1,000,000 6,344,100,000	6,345,100,000
VALENTINE OZIGBO	1,000,000	NIL	1,000,000
OWEN OMOGIAFO	350,000	NIL	350,000
ADIM JIBUNOH	NIL	NIL	NIL
PETER ELUMELU	100,000	NIL	100,000
ALEXANDER OKOH	10,000	NIL	10,000
ALEXANDER ADEYEMI	NIL	837,900,000	837,900,000
HAJIA SARATU UMAR	NIL	NIL	NIL

Indebtedness

As at 31 March 2020, the Company has outstanding indebtedness of ₦41.99 Billion.

Claims and Litigation

As at July 2nd 2020, the company in the ordinary course of business is currently involved in 11 disputes. The aggregate value of claims made against the Company is: in Naira, ₦659,166,596 (Six Hundred and Fifty-Nine Million, One Hundred and Sixty-Six Thousand, Five Hundred and Ninety-Six Naira); and in United States Dollars, US\$412,410 (Four Hundred and Twelve Thousand, Four Hundred and Ten United States Dollars).

Based on the Solicitors' review of the disputes, they are of the opinion that most of the claims against the Company are bogus, highly exaggerated or in some cases outrightly frivolous. Those claims will most likely fail.

The Solicitors to the rights issue are of the opinion that In the event that some of the claims crystallize, the outcome and portion of the contingent liability that is realistically likely to materialize is not likely to impact the operations and business of the Company significantly or adversely affect the investment of the potential investors in the Company envisaged under the Rights Issue especially considering that the liabilities are not likely to materialize concurrently.

Material Contracts

A Vending Agreement dated September 21, 2020 under the terms of which Ava Capital Partners Limited and United Capital Plc have agreed, on behalf of the Company, to offer by way of a Rights Issue 2,659,574,468 Ordinary Shares of 50 kobo each at ₦3.76 per share on the basis of 7 new Ordinary Shares for every 20 Ordinary Shares held in the Company.

Off Balance Sheet Items

The Company had no off-balance sheet liabilities as at December 31, 2019.

Relationship Between the Company and Its Advisers

The Issuer and United Capital Plc (Joint Issuing House) have common board members, Mr. Emmanuel Nnorom and Mr. Adim Jibunoh. In addition, Mr. Nnorom and Mr. Jibunoh are Directors of United Capital Securities Limited, Stockbrokers to the Issue. Other than as disclosed above and in the ordinary course of business, no further relationship exists between the Issuer and any of its advisers.

Overview of Corporate Governance

Transcorp Hotels Plc ("the Company") places great importance on maintaining high standards of Corporate Governance through a culture of strong business ethics, sound policies & procedures and effective internal control systems. During the year ended 31 December 2019, the Company complied with the provisions of the Corporate Governance Code issued by the Securities and Exchange Commission (SEC Code), its Board and Board Committees Governance Charter and all Company policies, as well as rules and regulations of its Regulators.

The Board performs some of its functions through its Committees whose Terms of Reference are spelt out in the Board and Committees Governance Charter. The delegation of these functions does not in any way discharge board members of their duties and responsibilities.

The following Committees exist in the Company: the Board Audit and Governance Committee (BAGC), the Finance and Investment Committee (FIC), and the Statutory Audit Committee (SAC).

Transcorp Hotels Plc's existing corporate governance policies approved by the Board of Directors remained operational throughout the period under review and additional policies (Whistleblowing Policy, Code of Conduct, and Revised Board Remuneration Policy) were formulated or revised and approved. Other policies approved by the Board in 2019 include:

1. AGM Procedural Manual
2. Data Protection Policy
3. Executive Management Committee Charter
4. Information Technology Policies and Procedures Manual
5. Policy on Useful Lives of Fixed Assets
6. Software Project Documentation Framework.

The following are details of some policies that promote good Corporate Governance in the Company:

i. Governance Framework

This framework explains the governance policies applicable to the Company's businesses. It provides for policy development and application, policy classification, review, and revision as well as policy deviations and guiding templates.

ii. Board and Board Committees Governance Charter

This Charter provides for the terms of reference, types of Committees, composition, functions, roles, responsibilities of the Board, each Committee, Non-Executive Directors, CEO, Executives, and Company Secretary. It also provides for tenor, meetings, quorum, proceedings, appointments, and the overall governance framework for the Board, Board Committees and members. The functions and proceedings of the Statutory Audit Committee (SAC) are governed by the provisions of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria, 2004 (CAMA).

iii. Executive Management Committee Charter

This Charter provides for the Executive Management Committee (EMC) of the Company – its composition, role, terms of reference, proceedings and general governance framework for management. As at year-end 2019, the EMC comprised a total of 7 members, 86% of whom were female.

iv. Code of Conduct

This Policy was designed to adopt a consistent approach to integrity issues between the Company and its employees, Directors, subsidiaries, government officials, business partners, and customers. It provides the policies and procedures to be followed on anti-corruption, conflict of interest, anti-bribery/improper payments, money laundering, terrorism financing and insider trading (blackout policy). Upon appointment, each staff and Director sign an undertaking to abide by the provisions of this Code.

Related Party Transactions

As at the date of this Rights Circular, Transcorp Hotels had the following related-party transactions:

- i) Loans from related party institutions amounting to N21.655 billion;
- ii) Technical Management Services Agreement between Transcorp Hotels Plc and Transnational Corporation of Nigeria Plc dated entered into in 2013, under which Transnational Corporation of Nigeria Plc has agreed to provide corporate finance and financial advisory services, treasury management and accounting, legal and governance support, human resource management support, branding, marketing and PR and other ancillary services to the Company.

Research and Development

The Company has not incurred any expense on research and development activities over the last 3 (three) years.

Cost and Expenses

The costs and expenses of this Rights Issue including fees payable to the SEC, The NSE and professional parties, filing fees, stamp duties, legal fees, brokerage commission, printing and advertising costs and miscellaneous expenses are estimated at ₦123,014,259.98, representing 1.23% of the total amount to be raised.

Documents Available for Inspection

Copies of the following documents may be inspected at the office of the Issuing Houses during normal business hours on any weekday (except public holidays):

- a. The Rights Circular issued in respect of the Issue;
- b. The Shareholders' Resolution authorising the Issue;
- c. The Board Resolution authorising the Issue;
- d. The Material Contracts;
- e. Certificate of Incorporation of the Company;
- f. The Memorandum and Articles of Association of the Company;
- g. The Certified True Copy of the Board Resolution dated Monday, June 29, 2020, approving the Rights Issue;
- h. The Certified True Copy of the Shareholders Resolution dated Monday, June 29 2020, approving the Issue;
- i. The Audited Financial Statements of the Company for each of the five financial years ended December 31, 2015, 2016, 2017, 2018 and 2019;
- j. Q1 2020 Management Account sworn under oath;
- k. The schedule and Solicitors' Opinion on Claims and Litigations;
- l. The written consents of all parties;
- m. SEC Approval letter; and
- n. NSE Approval letter.

Consents

The Directors of the Company, Company Secretary and all other Professional Parties to the Issue listed on pages 12 – 13, in the form and in the context in which they appear, have given and have not withdrawn their written consents to the issue of the Rights Circular.

Mergers and Takeovers

As at the date of this Rights Circular, the Directors were not aware of a merger or takeover offer by third parties in respect of the Company's securities during the preceding financial year or current financial year.

Subsidiaries, Associated Companies and Investments

As at the date of this Rights Circular, the Company had 3 subsidiaries: Transcorp Hotels Calabar Limited, Transcorp Hotels Ikoyi Limited and Transcorp Hotels Port Harcourt Limited.

Transcorp Hotels Calabar Limited owns the 132-room Transcorp Hotels Calabar(formerly The Metropolitan), which is adjudged the best hotel in Calabar. This hotel has 102 standard rooms, 8 Royal rooms, 4 Ambassadorial rooms, 2 Executive and 16 Chalets; 2 conference rooms and one meeting room. It is located in the heart of Calabar, a few metres away from U.J. Esuene Stadium and Government House.

Transcorp Hilton Abuja and Transcorp Hotels Calabar were acquired as fully developed properties in 2005 and 2010 respectively.

The Company's associated companies include; Transnational Corporation of Nigeria Plc which has an 83% interest in the Company of which Heirs Holdings Limited has controlling interest and is therefore the ultimate controlling party of the Group.

Purpose and Use of Proceeds

The estimated net proceeds of ₦9,876,985,740 - following the deduction of the estimated offer costs of ₦123,014,259.98 (representing 1.23% of the Issue size) - will all be applied to repaying a portion of the Company's existing debt obligations as stated below:

S/N	Lender	Type of Facility	Principal plus Accrued Interest Due 31 May 2020 (₦)	Amount to be paid (₦)	Percentage (%)	Estimated Completion Period
1	Africa Prudential Plc	4-years Term Loan	5,010,615,495	5,010,615,495	50.73%	Q3 2020
2	United Capital Plc Group	Short term loans	5,082,639,003	4,816,370,245	48.76%	Q3 2020
3	Nairda (\$452,618.46 @ N440/\$1)	Contractor Financing Agreement	199,152,122	50,000,000	0.51%	Q3 2020
			10,292,406,621	9,876,985,740	100.00%	

Note: Nairda Limited is an electromechanical engineering services provider to Transcorp Hotels Plc. The Company provided vendor financing to the Company with respect to equipment supply and installation.

Upon utilisation of the Rights Issue proceeds to reduce the obligations shown above, the Company will be able to reduce its annual interest expense, improve the stability of its funding base as well as withstand the volatilities in the current macro-economic environment.

Declaration

Except as otherwise disclosed herein:

- No share of the Company is under option or agreed conditionally or unconditionally to be put under option;
- No commissions, discounts, brokerages or other special terms have been granted by the Company to any person in connection with the issue or sale of any share of the Company;
- Save as disclosed herein, the Directors of Transcorp Hotels PLC have not been informed of any shareholding representing 5% or more of the issued share capital of the Company;
- There are no founders, management or deferred shares or any options outstanding;
- There are no material service agreements between Transcorp Hotels PLC and any of its Directors and employees other than in the ordinary course of business;
- There are no long-term service agreements between the Company and any of its Directors and employees;
- No Director of the Company 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
- No director or key management personnel has been involved in any of the following (in or outside Nigeria):
 - i. A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any company of which he was a director or key personnel;
 - ii. A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty;
 - iii. The subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him from acting as an investment adviser, dealer in securities, director or employee of a Nigerian Company and engaging in any type of business practice or activity.

Extract from the Memorandum and Articles of Association

The following are the relevant extracts from the Company's Articles of Association.

Alteration of Capital

8. The Company may from time to time by ordinary resolution increase or reduce the share capital of the Company by such sum to be divided into shares of such amount as the resolution shall prescribe and in accordance with section 102, and section 103 of the Act.

September 21, 2020

RIGHTS ISSUE OF 2,659,574,468 ORDINARY SHARES OF ₦0.50 EACH AT ₦3.76 PER SHARE PAYABLE IN FULL ON ACCEPTANCE NOT LATER THAN NOVEMBER 11, 2020.

Dear Sir/Madam,

1. Provisional Allotment

The Chairman's letter dated September 21, 2020 on pages 15 to 17 of this Rights Circular, contains the particulars of the Rights Issue of 2,659,574,468 Ordinary Shares of ₦0.50 each at ₦3.76 per share now being made. The Directors of the Company have provisionally allotted to you the number of new Ordinary Shares set out on the first page of the Acceptance/Renunciation Form in the proportion of 7 new Ordinary share for every 20 Ordinary Shares of ₦0.50 each registered in your name as at July 13, 2020.⁶

The new Ordinary Shares will rank *pari passu* with the existing Ordinary Shares of the Company. You may accept all or some of the shares provisionally allotted to you or renounce your right to all or some of them. Shareholders accepting their provisional allotment in full should complete box A of the Acceptance/Renunciation Form, while those renouncing their rights partially or in full should complete box B of the Form. You may also apply for additional shares over and above your provisional allotment as described in 2 (c) below.

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 Issue, the provisional allotment will be deemed to have been declined and will be cancelled. Any payment made into any of the designated Offer Proceeds Accounts stated below without a Acceptance / Renunciation Form will be rejected and returned. You may participate in the Rights Issue through any of the following methods:

2. Acceptance and Payment

a. Full Acceptance

If you wish to accept this provisional allotment in full, please complete box A of the Acceptance/Renunciation Form. The completed Acceptance/Renunciation Form should be submitted together with payment, unless payment is to be made electronically. The Acceptance/Remuneration form with a bank cheque/draft for the full amount payable should be lodged with any of the Receiving Agents listed on page 39 in this document not later than November 11, 2020. The cheque or draft must be made payable to the Receiving Agent and crossed "**TRANSCORP HOTELS 2020 RIGHTS ISSUE**" with your name, address, mobile number and email address written on the back of the cheque/draft. All cheques or drafts will be presented upon receipt and all

Acceptance/Renunciation Forms in respect of which cheques are returned unpaid will be rejected.

Any payment being made electronically or with a value exceeding ₦10 million should be made via SWIFT, RTGS or NEFT into the designated Issue Proceeds Account stated on the Acceptance/Renunciation Form. Such payments must include the following narrative in the transfer instructions: "**[SHAREHOLDER'S FULL NAME]' PAYMENT FOR TRANSCORP HOTELS PLC RIGHTS**".

⁶ Note: The basis of the Rights Issue and the number of shares being offered were arrived at in order to ensure that the Gross Offer Proceeds are exactly N10,000,000,000.00. Transnational Corporation of Nigeria has confirmed that it will absorb the shortfall of 566,897 shares.

Evidence of all electronic transfers along with a copy of the Acceptance/Renunciation Form must also be submitted electronically to the Receiving Agents and the Receiving Banks stated below. If payment is not received by November 11, 2020, the provisional allotment will be deemed to have been declined and will be cancelled.

Bank	United Bank of Africa
Account Name	Transcorp Hotels 2020 Rights Issue
Account No	1023232144

Email address	stephen.unwan@ubagroup.com
Contact number	

b. Partial Acceptance

To accept your provisional allotment partially, please complete item (1) of box B and submit your Acceptance/Renunciation Form to any of the Receiving Agents listed on 39 of this document together with a cheque or bank draft made payable to the Receiving Agent for the full amount payable in respect of the number of shares you decide to accept; or evidence of the transfer of the full amount to the offer account as detailed above.

c. Applying for additional shares

An application for additional shares may be done by completing item (ii) of box A of the Acceptance/Renunciation Form. Payment should be made in accordance with paragraph 2 above. Shareholders who apply for additional shares using the Acceptance/Renunciation Form will be subject to the regulatory allotment process and may therefore be allotted less than the number of additional shares they applied for. The receipt of payment with your Acceptance/Renunciation Form constitutes 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. If payment and your Acceptance/Renunciation Form is not received by November 11, 2020, the provisional allotment will be deemed to have been declined and will be cancelled.

3. Trading in Rights on The NSE

The approval of The NSE has been obtained for trading in the Rights of the Company. The Rights will be tradable between October 5, 2020 and November 11, 2020 at the price at which the Rights are quoted on The NSE. If you wish to trade your rights, you may do so on the Floor of The NSE between October 5, 2020 and November 11, 2020. If you wish to purchase traded rights, please contact your Stockbroker who will guide you regarding the procedure for purchasing Transcorp Hotels Plc Rights.

4. Allotment of Additional Shares

All shares which are not taken up by November 11, 2020 will be allotted on a pro rata (proportional basis) to the existing shareholders who have taken up their provisional allotment in full and have applied for additional shares under the terms of the Issue and in accordance to the SEC Rules.

5. Subscription Monies

Acceptance Forms must be accompanied with the full amount due on acceptance in accordance with Section 2 (a) above. All subscription monies will be retained in an interest yielding bank account by United Bank of Africa.

6. Surplus Application

If any application for additional shares is not accepted or accepted for fewer shares than the number applied for, the Registrar shall remit via RTGS or NEFT the balance of the amount paid together with the applicable interest thereon to the bank detailed in the Acceptance/Renunciation Form; within 5 Working Days of the approval of the allotment.

7. 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 Share have been rounded down to the nearest whole number (for the purposes of calculating your provisional allotment).

8. E-Allotment

The Shares will be credited to Shareholders' CSCS accounts immediately on the date of receipt of the SEC's approval of the Allotment Proposal. No share certificates will be issued and shareholders are advised to ensure that they provide details of their CSCS accounts and stockbroker on the Acceptance. In accordance with the SEC Directive on Dematerialization of Share Certificates, shareholders who do not provide valid CHN and CSCS account numbers will have their shares credited at the CSCS using a Registrar Identification Number. A Registrars Identification Number is a number allocated to shareholders who do not have valid CHN and CSCS account numbers to warehouse their units of shareholding in public companies under Registrars custody at the CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. Any shareholder who does not have a valid CHN and CSCS account number, is advised to open a stockbroking account with a stockbroker and obtain a valid CHN and CSCS account number from the stockbroker.

Yours faithfully,



CHIKE ANIKWE (AG.)
COMPANY SECRETARY

ACCEPTANCE/RENUNCIATION FORM

Lead Issuing House:

Joint Issuing House:



on behalf of



Transcorp Hotels PLC

248514

**2,659,574,468 Ordinary Shares of 50 kobo each
at ₦3.76 per share**

**Acceptance List Opens
October 5, 2020**

**Acceptance List Closes
November 11, 2020**

**Rights Issue of
on the basis of 7 new Ordinary Shares
for every 20 Ordinary Shares held as at the close of business on July 13, 2020**

PAYABLE IN FULL ON ACCEPTANCE

INSTRUCTIONS FOR COMPLETING THE PARTICIPATION FORM

- Acceptance and/or renunciation must be made on this Participation Form.
- Allottees should complete only **ONE** of the boxes marked A and B on the reverse of this form. Shareholders accepting the provisional allotment in full should complete box A and submit their Participation Forms to any of the Receiving Agents listed on page 39 of the Rights Circular together with a cheque or bank draft made payable to the Receiving Agent for the full amount payable on acceptance. The cheque or draft must be crossed "TRANSCORP HOTELS RIGHTS", with the name, address and mobile number of the shareholder written on the back.

Any payment value exceeding N=10 million should be made via SWIFT, RTGS or NEFT into the designated Issue Proceeds Account stated below:

Account Name	Transcorp Hotels 2020 Rights Issue
Bank Name	UBA PLC
Account Number	1023232144

Foreign currency subscribers are advised to contact [*Bank Name*] for the applicable US Dollar exchange rate on the day the remittance is being effected. Payment can be made in US Dollars for credit to:

[*Bank's Full Details* with the narrative "[Full Name of Shareholder]'s payment for Transcorp Hotel Rights".]

Evidence of all electronic transfers must be submitted to the Receiving Agents and the Issuing Houses. Applications which do not comply with the terms of the Offer or the Rules and Regulations of the Commission will be rejected.

- Shareholders accepting their provisional allotment partially should complete box B and submit their Participation Forms to any of the Receiving Agents listed on page 39 of the Rights Circular together with the evidence of payment transfer for the partial acceptance in accordance with 2 above.
- Shareholders renouncing the provisional allotment partially or in full, who also wish to trade their rights on the floor of The Exchange should complete item (iii) of box B. They should obtain a Transfer Form from their stockbroker, complete it in accordance with these instructions, and return it to the stockbroker together with the completed Participation Form and the amount payable/evidence of transfer for any partial acceptance in accordance with 2 above.
- Shareholders who wish to acquire additional shares over and above their provisional allotment should apply for additional shares by completing item (ii) and (iii) of box A.
- All cheques or bank drafts for amounts below N=10 million will be presented for payment on receipt and all acceptances / applications in respect of which cheques are returned unpaid for any reason will be rejected and cancelled. Shareholders are advised to obtain an acknowledgement of the amount paid from the Receiving Agent through which this Participation Form is lodged.
- Joint allottees must sign on separate lines in the appropriate section of the Participation Form.
- Participation Forms of corporate allottees must bear their incorporation numbers and corporate seals and must be completed under the hands of duly authorised officials who should also state their designations.

FOR REGISTRAR'S USE ONLY

Number of Ordinary Shares Provisionally Allotted	Number of Ordinary Shares Accepted	Number of Additional Ordinary Shares applied for	Number of Ordinary Shares Renounced	Number of Additional Ordinary Shares allotted	Total number of Ordinary Shares Allotted	Total amount payable	Amount paid	Amount to be returned	Bank draft/ cheque number
						₦	₦	₦	

STAMP OF RECEIVING AGENT

Please Turn Over ↩

ACCEPTANCE/RENUNCIATION FORM

Acceptance and/or renunciation must be made in accordance with the instructions set out on the front of this form. Care should be taken to comply with the instructions as application that do not comply may be rejected. If you are in doubt as to what action to take, you should immediately consult your Stockbroker, Accountant, Banker, Solicitor, Independent Investment Adviser or any other professional adviser for guidance. The decision to reject an incomplete application will apply across board.

Investor's Stockbroker.....

CHN Number.....

Stockbroker Code.....

CSCS Number.....

A. FULL ACCEPTANCE / REQUEST FOR ADDITIONAL ORDINARY SHARES	
i. I / We accept in full, the provisional allotment shown on the front of this form.	
ii. I / We also apply for additional ordinary shares: Number of Additional ordinary shares applied for Additional amount payable at N=[●] per share	
N=	
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.	
iii. I / We enclose my / our cheque / bank draft / evidence of payment transfer for N=..... being the sum of the amount payable as shown on the front of this form, and the additional amount payable as shown in item (ii) above. Cheque details: Name of bank / cheque number/branch.....	
B. RENUNCIATION OR PARTIAL ACCEPTANCE	
1 Number of ordinary shares accepted	2 Amount payable at N=[●] per share
N=	
3 Number of ordinary shares renounced	
i. I / We accept only the number of ordinary shares shown in column (1) above and enclose my/our cheque / bank draft for the value shown in column (2) above. Cheque details: Name of bank / cheque number / branch.....	
ii. I / We hereby renounce my / our rights to the ordinary shares shown in column (3) above, being the balance of the ordinary shares allocated to me / us.	
iii. I / We confirm that I / We wish to trade my / our rights of ordinary shares on the floor 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.	

MUST BE FULLY COMPLETED FOR BOTH A AND B	
Name (s) (in block letters)	
Next of Kin	
Daytime Telephone Number	Mobile (GSM) Telephone Number
Email Address	
BANK DETAILS (FOR E-DIVIDEND)	
Name of Bank	
Branch	Incorporation Number and Seal of Corporate Allottee
Account Number	
Signature	2 nd Signature (Joint only)
Name of Authorised Signatory (corporate only):	Name of Authorised Signatory (corporate only):
Designation (corporate only):	Designation (corporate only):

C. TRADING IN RIGHTS	
i) Shareholders who wish to trade in their rights partially or in full may trade such rights on the floor of The Exchange. The 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 should apply for additional shares by completing item (ii) of box A above.	
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 A will be subject to the allotment process i.e. they may be allotted a smaller number of additional shares than what they applied for.	

STAMP OF RECEIVING AGENT

RECEIVING AGENTS & RECEIVING BANK

A copy of the Rights Circular has been forwarded to each of the shareholders whose names appeared in the Company's Register of Members as at July 13. The completed Acceptance Forms may be returned to any of the following Receiving Agents to whom brokerage will be paid at the rate of 0.05% of the value of shares allotted in respect of Acceptance Forms bearing their official stamp.

Shareholders are therefore advised to conduct their own 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 Houses cannot give rise to a liability on the part of the Issuing Houses under any circumstances.

Banks

Access Bank Plc Citibank Nigeria Limited Diamond Bank Plc Ecobank Nigeria Limited Fidelity Bank Plc	First Bank of Nigeria Plc First City Monument Bank Limited Guaranty Trust Bank Plc Heritage Bank Plc Keystone Bank Limited	Skye Bank Plc Stanbic IBTC Bank PLC Standard Chartered Bank Nigeria Ltd Sterling Bank Plc Union Bank of Nigeria Plc	United Bank for Africa Plc Unity Bank Plc Wema Bank Plc Zenith Bank Plc
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STOCKBROKERS AND OTHERS

Adamawa Securities Limited Adonai Stockbrokers Limited African Alliance Stockbrokers Ltd Afrinvest (West Africa) Limited Alangrange Securities Limited Anchoria Inv& Securities Ltd Apel Asset Limited APT Sec. & Funds Limited Arian Capital Management Ltd ARM Securities Limited Arthur Steven Asset Mgt Ltd Associated Asset Managers Ltd Alass Portfolio Limited Ava Capital Securities Ltd Belfry Stockbrokers Limited Bestlink Investment Limited Bestworth Assets & Trust Ltd Calyx Securities Limited Camry Securities Limited Capital Asset Limited Capital Bancorp Limited Capital Express Securities Ltd Capital Trust Brokers Limited Cardinal Stone Securities Ltd Cashcraft Securities Limited Cashville Inv& Sec. Limited CDL Capital Markets Limited Centre-Point Inv. Limited Century Securities Limited Chapel Hill Denham Sec. Ltd Chartwell Securities Limited Citi Investment Capital Limited City-Code Trust & Inv Limited Clearview Inv Co. Limited Compass Inv and Sec Limited Cordros Capital Limited Core Trust & Investment Ltd Coronation Securities Limited Cowry Asset Mgt Limited Crane Securities Limited Crossworld Securities Limited Crown Capital Limited CSL Stockbrokers Limited Deep Trust Investment Limited De-Lords Securities Limited Dependable Securities Limited Diamond Securities Limited Dominion Trust Limited DSU Brokerage Services Ltd Dunbell Securities Limited Dunn Loren Merrifield Sec. Ltd Dynamic Portfolios Limited ECL Asset Management Limited EDC Securities Limited Edgefield Capital Mgt Ltd	EFCP Limited Elixir Securities Limited Emerging Capital Limited Enterprise Stockbroker Plc Equity Capital Solutions Limited Eurocomm Securities Limited Express Discount Asset Mgt Ltd Express Portfolio Services Ltd FBC Trust & Securities Limited FBN Securities Limited FCSL Asset Mgt. Company Ltd Fidelity Finance Company Ltd Fidelity Securities Limited Financial & Analytics Capital Ltd Financial Trust Company LdFinmal Finance Company Ltd First Integrated Capital Mgt Ltd First Stockbrokers Limited FIS Securities Ltd Foresight Sec. & Inv Limited Forte Financial Limited Forthright Sec & Investments Ltd Fortress Capital Limited FSDH Securities Limited Funds Matrix & Assets Mgt Ltd Future view Securities Limited Gem Assets Mgt Limited Gidauniya Inv. & Sec Limited Global Assets Mgt (Nig) Limited GlobalView Capital Limited Golden Securites Limited Greenwich Securities Limited Greene Capital Limited GTI Capital Limited Harmony Securites Limited Heartbeat Investments Limited Hedge Sec. & Inv. Co. Limited Heritage Capital Mkt Limited Horizon Stockbrokers Limited ICMG Securities Limited ICON Stockbroker Limited Imperial Assets Managers Ltd Independent Securities Limited Integrated Trust &Inv. Limited Interstate Securities Limited Investment Centre Limited Investment One Stock Brokers Investment Shark & Asset Mgt.Ltd Investors & Trust Co Limited Kapital Care Trust & Sec. Ltd Kedari Securities Limited Kinley Securities Limited Kofana Securities & Inv. Limited Kundila Finance Services Ltd	Lambeth Trust & Inv. Co. Ltd Lead Securities and Inv. Limited Lighthouse Asset Mgt Limited Long Term Global Capital Ltd Magnartis Fin & Inv Limited Mainland Trust Limited Mainstreet Bank Securities Ltd Marriot Sec. & Invest. Co. Ltd Maven Asset Mgt Limited Maxifund Invest & Sec. Limited Mayfield Investment Limited MBC Securities Limited Mega Equities Limited Meristem Securities Limited Midas Stockbrokers Limited Milestone Capital Mgt Ltd Mission Securities Limited Molten Trust Limited Morgan Capital Sec Limited Mountain Invest. & Sec. Ltd Mutual Alliance Invest. and Sec. Ltd Network Capital Limited Network Sec. & Finance Ltd Newdevco Invest. & Sec. Co Ltd Nigerian Intl Sec Limited Nigerian Stockbrokers Limited Nova Finance & Securities Ltd Options Securities Limited PAC Securities Limited Partnership Securities Limited Peace Capital Market Limited Perfecta Inv Trust Limited Phronesis Sec Limited Pilot Securities Limited Pinefields Inv Serv Limited PIPC Securities Limited Pivot Trust and Invest. Co Ltd Planet Capital Limited Portfolio Advisers Limited Primera Africa Securities Prime Wealth Capital Limited Prominent Securities Limited PSI Securities Limited Pyramid Securities Limited Quantum Securities Limited Rainbow Sec. and Invest Co. Ltd Readings Investment Limited Regency Assets Mgt Limited Rencap Securities (Nig.) Limited Resort Securities & Trust Ltd Reward Invest and Services Ltd Rostrum Inv& Sec Limited Rowet Capital Mgt Limited Royal Crest Finance Limited	Royal Guaranty & Trust Limited Royal Trust Securities Limited Santrust Securities Limited Securities Africa Financial Ltd Securities and Capital Mgt. Co. Ltd. Security Swaps Limited SFC Securities Limited Shalom Invest. & Sec. Transactions Ltd Shelong Investment Limited Sigma Securities Limited Signet Investments & Sec. Ltd Skyview Capital Limited SMADAC Securities Limited Solid-Rock Sec & Invest. Plc Spring Trust & Securities Ltd Springboard Trust & Inv Limited Stanbic IBTC Stockbrokers Ltd Standard Alliance Capital Asset Mgt Ltd Standard Union Securities Ltd TFS Sec. & Investment Ltd The Bridge Securities Limited Tiddo Securities Limited Tomil Trust Limited Topmost Securities Limited Tower Asset Mgt Limited Tower Secs & Invest. Co. Ltd Trade Link Securities Limited Traders Trust & Invest Co. Ltd TransAfrica Fin. Services Ltd Transworld Invest & Sec. Ltd Trust Yields Securities Limited TrustBanc Capital Mgt Limited TrustHouse Investments Ltd TRW Stockbrokers Limited Tyndale Securities Limited UNEX Capital Limited Union Capital Markets Limited United Capital Securities Ltd Valmon Securities Limited Valueline Sec. & Invest. Ltd Vetiva Securities Limited Woodland Capital Markets Plc WSTC Financial Services Ltd Yuderb Inv. & Sec. Limited Zenith Securities Limited Zion Stocobrokers & Sec. Ltd
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