

ISSUE OF SHARES TO ESOP TRUSTEES

Fourth Schedule of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002

A. DOCUMENTS IN SUPPORT OF APPLICATION

Requirement	
1.	Application Letter addressed to the Authority
2.	Board of Directors Resolution authorizing issue of shares to trustees
3.	List of current trustees of the ESOP including a Deed of Appointment/Replacement of Trustees where there has been a new appointment/replacement of trustees since the date of registration of the ESOP
4.	Latest copy of the Trust Deed and Scheme Rules (in the event that there has been a change since the date of establishment of the ESOP)
5.	Certificate from the issuer's auditors indicating that the reserves are sufficient to cover capitalization

B. DISCLOSURE REQUIREMENTS CHECKLIST

	Requirement	Met: Yes, No or N/A	Comments
1	(1) The issuer's application shall state:		
	(a) the applicant's name and date, place and number of incorporation;		
	(b) the dates of resolutions passed by its board of directors and shareholders (where already obtained) furnish certified copies as required under the Companies Act, authorizing the issue of new shares, and if there were any proceedings of a court of law involved, the date and outcome of such proceedings;		
	(c) designation or title of each class of shares proposed for additional listing and its amount, par value and whether fully paid;		
	(d) the number of additional shares to be listed;		
	(e) the effective date on which the additional shares are to be fully qualified for admission to trading;		
	(f) the exchange at which the applicant's shares are listed;		
	(g) purpose of issuance;		
	(h) the names of the persons responsible for the application;		

	Requirement	Met: Yes, No or N/A	Comments
	(i) number of shares authorized by the articles and number of shares issued and fully paid;		
	(j) where applicable, the number of un-issued shares of each class of security reserved for issuance for any purpose, and purpose for which they are reserved;		
	(k) a brief description of the rights attached to the shares with regard to voting, dividends, liquidation proceeds, pre-emption in future capital increases or any other special circumstances;		
	(l) the date with effect from which the additional shares will qualify for dividend, whether dividend will be paid in full, and the circumstances relevant to the time limitation on the right to dividend;		
	(m) the nature of the document of title (if any) and its proposed date of issue;		
	(n) how any fractions will be treated;		
	(o) details regarding the proposed listing of the letters of allocation, the subsequent listing of the new shares and the amount payable in respect of listing fees;		
2	The issuer's application shall be endorsed with the following declaration under the signature of two directors or one director and the secretary: <i>"We hereby declare that all information stated in this application and the statements contained in the report are correct, and neither the board of directors' minutes, audit reports or any other internal documents contain information which could distort the interpretation of the report".</i>		
3	The issuer shall: (a) make a declaration that the annual accounts have been audited; and		
	(b) furnish a statement from the issuer's auditor stating all circumstances regarding the additional listing known to the auditor, which could influence the evaluation by investors of the assets, liabilities, financial position, results and prospectus are included in the report.		

NOTE: The transfer of shares from the ESOP Trustees to the employees who are beneficially entitled to the shares is undertaken by way of a private transfer application which is submitted to the Nairobi Securities Exchange through the parties' respective CDAs.