

Contents

DEFINITIONS OF TERMS	2
CORPORATE DIRECTORY	3
ABRIDGED TIMETABLE	4
THE OFFER	5
SUMMARY OF THE OFFER	6
DIRECTORS AND OTHER PARTIES TO THE OFFER	10
THE CHAIRMAN'S LETTER	13
HISTORY	13
THE BUSINESS OF THE COMPANY	14
OUR ENVIRONMENT	15
THE POLITICAL LANDSCAPE	16
THE INSURANCE INDUSTRY	16
STRUCTURAL REFORMS	16
STRATEGIC PARTNERS	16
CORPORATE STRATEGY	17
BUSINESS STRATEGY	17
GROWTH STRATEGY	18
BOARD OF DIRECTORS	19
MANAGEMENT TEAM	19
BRANCH OPERATION	19
BUSINESS PREMISES	26
PURPOSE OF THE OFFER	27
WORKING CAPITAL, DIVIDEND AND PROFIT FORECASTS	27
COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE	28
THE REGULATORY ENVIRONMENT	29
POTENTIAL RISK AND MITIGATING FACTORS	30
FUTURE PLAN	31
CONCLUSION	32
LETTER FROM THE ISSUING HOUSES	32
LETTER FROM THE REPORTING ACCOUNTANTS	33
BASES AND ASSUMPTIONS FOR THE PROFIT FORECAST	34
PROFIT FORECAST	35
REPORTING ACCOUNTANTS' REPORT	37
FIVE YEAR FINANCIAL SUMMARY	38
BALANCE SHEETS	42
PROFIT AND LOSS ACCOUNTS	42
CASH FLOW STATEMENT	43
NOTES TO THE FINANCIAL STATEMENTS	44
STATUTORY AND GENERAL INFORMATION	45
INCORPORATION AND SHARE CAPITAL HISTORY	49
SHAREHOLDING STRUCTURE	49
DIRECTORS' BENEFICIAL INTERESTS	49
INDEBTEDNESS	50
STATUS OF UNCLAIMED/UNPAID DIVIDENDS	50
MERGERS AND ACQUISITION	50
SUBSIDIARIES AND ASSOCIATED COMPANIES	50
EXTRACTS FROM THE MEMORANDUM & ARTICLES OF ASSOCIATION	51
CLAIMS AND LITIGATION	58
COSTS AND EXPENSES	58
DECLARATIONS	59
MATERIAL CONTRACTS	59
RELATED PARTY TRANSACTIONS	59
OFF BALANCE SHEET ITEMS	59
CONSENTS	60
DOCUMENTS AVAILABLE FOR INSPECTION	61
PROCEDURE FOR APPLICATION AND ALLOTMENT	62
RECEIVING AGENTS	63
APPLICATION FORM	65
INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM	66
PLACEMENT AGENT OVERSEAS	67

DEFINITION OF TERMS

Except where the context otherwise requires, the following definitions apply throughout this document

"The Issuer"	"Equity Assurance Plc"
'Equity Assurance Plc'	"EQUITY ASSURANCE" or "the Company"
'The Offer'	The offer for subscription of 1,500,000,000 ordinary shares of 50 Kobo at N3.50k each.
'JIH'	Joint Issuing Houses
'SEC' or 'The Commission'	The Securities & Exchange Commission
'NSE' or 'The Exchange'	The Nigerian Stock Exchange
'NAICOM'	National Insurance Commission
'ISA'	Investment and Securities Act No. 29 of 2007
'Related Parties'	Any body corporate, which is that Company's subsidiary or holding Company or subsidiary of that Company's holding Company
'Receiving Agent'	Market operators authorized to receive Application forms/monies from investors
'Parties'	Professionally engaged, whose roles will ensure the success of the Offer
'NIA'	Nigeria Insurers Association
'Pari Passu'	Equally

CORPORATE DIRECTORY

Head Office	Equity Place Plot 1196, Bishop Oluwole Street, Victoria Island, Lagos
Port Harcourt (Regional Office)	Regional Office 19 Circular Road President Estate Port Harcourt, Rivers State
Abuja Area Office (Regional Office)	Tofa House 1st Floor, Plot 770 Central Business District Abuja, Federal Capital Territory
Ibadan Office (Regional Office)	3rd Floor Broking House 1 Jimoh Odutola Road Ibadan, Oyo State
Abeokuta Office	3, Olusegun Osoba Way Okelewo Abeokuta, Ogun State
Akure Office	Ricabim House 47 Oba Adesida Road Akure, Ondo State
Calabar Office	2nd Floor, Plot 38 MCC (Anasa) Road Calabar, Cross River State
Ikeja Office	2nd Floor, Akron Building 86A, Allen Avenue Ikeja, Lagos State
Ilorin Office	2A Ahmadu Bello Way Ilorin, Kwara State
Ijebu Ode Office	19, Ibadan Road, Ijebu Ode, Ogun State
Kaduna Office	NIDB House 18 Waff Road Kaduna State
Kano Office	7 Bompai Road Kano State
Onitsha Office	41 New Market Road Opposite UBA Plc Onitsha, Anambra State
Warri Office	Block 3, Edewor Shopping Complex Effurun, Warri Delta State
Yenagoa Office	2 nd Floor, Dan Igrubia House Edepe Roundabout, Km15 Chief Melford Okilo Street, Yenagoa

ABRIDGED TIMETABLE

The dates given below are indicative only. The timetable has been prepared on the assumption that certain key events for the Offer will be achieved as stated, if not, then dates surrounding key events in the timetable may be subject to adjustments.

DATE	ACTIVITY	RESPONSIBILITY
01/09/2008	Application List Opens	JIH
30/09/2008	Application List Closes	JIH
10/10/2008	Receiving Agents Make Returns	JIH
28/10/2008	Forward Allotment Proposal and Draft Newspaper Announcement to SEC	JIH
14/11/2008	Receive SEC Authorisation of Allotment	JIH
17/11/2008	Pay Net Proceeds of the Offer to Equity Assurance Plc	JIH
20/11/2008	Allotment Announcement	JIH
21/11/2008	Return Excess/Rejected Application Monies	JIH/REGISTRARS
05/12/2008	Distribute Share Certificates	REGISTRARS
10/12/2008	Forward Declaration of Compliance to The Exchange	JIH/STOCKBROKERS
15/12/2008	Listing of the newly issued shares/ Trading commences	JIH/STOCKBROKERS
19/12/2008	Forward Post Completion Report to SEC	JIH

THE OFFER

A copy of this Prospectus, and the documents specified herein have been delivered to the Securities and Exchange Commission ("the Commission") for clearance and registration.

This Prospectus is being issued in compliance with the provisions of the Investments and Securities Act No.29 of 2007, the Rules and Regulations of the Commission and the Listing Requirements of The Nigerian Stock Exchange ("The Exchange") and contains particulars in compliance with the requirements of the Commission and The Exchange, for the purpose of giving information to the public with regard to the Offer for Subscription of 1,500,000,000 Ordinary Shares of Equity Assurance Plc by Skye Financial Services Limited, Greenwich Trust Limited and ICMG Securities Limited. An application has been made to the Council of The Exchange for the admission to its Daily Official List of the 1,500,000,000 Ordinary Shares now being offered for Subscription and the 770,788,260 ordinary shares offered by way of rights.

The Directors of Equity Assurance Plc individually and collectively accept full responsibility for the accuracy of the information contained in this Prospectus. The 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, which 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.



on behalf of

For Subscription
and are authorised to receive applications for
1,500,000,000 Ordinary Shares of 50 Kobo each
at
₦3.50 per Share
Payable in full on Application

The Application List for the shares now being offered will open on 01 September 2008 and close on 30 September 2008

SHARE CAPITAL AND RESERVES OF THE COMPANY AS AT 31 DECEMBER 2007
(EXTRACTED FROM THE REPORTING ACCOUNTANTS' REPORT)

*AUTHORISED:	8,000,000,000 Ordinary Shares of 50kobo each	N'000 4,000,000 =====
ISSUED & FULLY PAID:	7,707,882,600 Ordinary Shares of 50kobo each	3,853,941
RESERVES:	Share Premium	674,400
	Capital Reserve	327,622
	Bonus Reserve	608
	Profit and Loss Account	220,877
	Contingency reserve	118,011 _____
SHAREHOLDERS' FUNDS		5,195,460 =====

INDEBTEDNESS: As at 31 December, 2007, the Company had no outstanding debentures, mortgages, charges or similar indebtedness or material contingent liabilities other than in the ordinary course of business. However, the Company had contingent liabilities in the ordinary course of business amounting to N12,812,973.32 being potential liability from cases pending against the Company.

* At the EGM of 31st March 2008, the authorized share capital was increased to N7 Billion comprising 14,000,000,000 ordinary shares of 50kobo each.

SUMMARY OF THE OFFER

This summary draws attention to information contained elsewhere in the Prospectus; it does not contain all of the information you should consider in making your investment decision. You should read this summary together with the more detailed information, including the financial statements and related notes elsewhere in this Prospectus.

1. ISSUER: Equity Assurance Plc (“Equity Assurance” or “the Company”)
2. JOINT ISSUING HOUSES: Skye Financial Services Limited (“Skye”), Greenwich Trust Limited (“Greenwich”), and ICMG Securities Limited (“ICMG”)
3. SHARE CAPITAL:
- Authorised: ₦7,000,000,000 comprising 14,000,000,000 Ordinary Shares of 50 Kobo each
- Issued and fully paid: ₦3,853,941,300 comprising 7,707,882,600 Ordinary Shares of 50 Kobo
- Now being offered: 1,500,000,000 Ordinary Shares of 50 Kobo each at ₦3.50 per share
4. PURPOSE: The Offer is a further step in the Company's drive towards achieving its strategic objective of becoming a one stop non-banking financial services provider. The funds raised will be utilized for its growth and development objectives via branch network expansion, upgrade of Information Technology infrastructure, strengthening its capital base as well as exploiting and profiting from emerging opportunities within the Nigerian Financial Services industry and Sub Saharan Africa.
5. USE OF PROCEEDS: The company is expected to raise ₦7,562,364,780.00 through the issuance of 2,270,788,260 new shares made up of Rights Issue of 770,788,260 and an Offer for Subscription of 1,500,000,000 ordinary shares of 50 kobo each at ₦3.00 and ₦3.50 per share respectively

The net proceeds of the Offer shall be used for the implementation of the Company's strategic plan of expansion and diversification through the provision of the full complement of financial services with the exception of commercial banking activities. The net proceeds of ₦7,212,673,309.56 after deducting the estimated cost of Offer and underwriting fees of ₦349,691,470.45 (representing 4.46% of gross proceeds) would be utilised as set out below:

Activities	N	%	Estimated Completion Period
Expansion of Business into Life and Pension	2,091,675,259.77	29	24 months
Expansion of Business into Health Insurance	432,760,398.57	6	24 months
Underwriting of Oil & Gas Insurance	793,394,064.05	11	24 months
Regional Expansion Acquisitions in Anglo/Francophone countries (Ghana, Sierra Leone and Cote Divoire)	2,163,801,992.87	30	24 months
Construction/Acquisition of Regional Offices (Port Harcourt -1 unit, Abuja -1 unit, Ikeja -1 unit and Ibadan-1 unit)	793,394,064.05	11	18 months
Branch Expansion (Jos, Yenagoa, Enugu, Apapa, Ado Ekiti and Benin)	721,267,330.96	10	18 months
Working Capital	216,380,199.29	3	24 months
	7,212,673,309.56	100%	

6. METHOD OF OFFER: Offer for Subscription
7. UNITS OF SALE: Minimum of 1,000 (₦3,500.00) Ordinary Shares and multiples of 100 (₦350.00) Thereafter

SUMMARY OF THE OFFER

8. OFFER PRICE: ₦3.50 per share
9. MARKET CAPITALISATION AT OFFER PRICE (PRE-OFFER): ₦26,977,589,100.00
10. MARKET CAPITALISATION AT OFFER PRICE (POST-OFFER): ₦34,539,953,880.00
(Inclusive of 770,788,260 ordinary shares of 50 kobo each at ₦3.00 per share to be offered by way of Rights)
11. PAYMENT: In full on application
12. OPENING DATE: Monday, 01 September 2008
13. CLOSING DATE: Tuesday, 30 September 2008
14. STATUS: The new shares to be issued shall rank *pari passu* in all respects with the issued Ordinary shares of the Company.
15. QUALIFICATION: The shares qualify as securities in which Trustees may invest under the Trustee Investment Act Cap T22 LFN 2004.
16. QUOTATION: 7,707,882,600 Ordinary Shares in the Company's issued share capital are quoted on the Daily Official List of The Exchange. An application has been made to the Council of The Exchange for the admission to its Daily Official List of the 1,500,000,000 Ordinary Shares now being offered for subscription and also the 770,788,260 ordinary shares of 50 kobo each being offered by way of Rights.
17. UNDERWRITING: In accordance with the Rules and Regulations of the SEC, 1,200,000,000 Ordinary Shares representing 80% of the Offer is underwritten on a firm basis as follows;

S/N	Underwriters	%	Underwriting Exposure(N)	Units
1	Skye Financial Services Limited	45.24	1,900,000,000.00	542,857,142
2	Greenwich Trust Limited	45.24	1,900,000,000.00	542,857,142
3	ICMG Securities Limited	9.52	400,000,000.00	114,285,714
	Total	100	4,200,000,000.00	1,200,000,000

18. SHARE CERTIFICATES/
E-ALLOTMENT: Share certificates in respect of the shares allotted will be sent by electronic-transfer to the CSCS account of allottees not later than 15 working days from the date of allotment. Investors are hereby advised to state the name of their stockbrokers as well as their CSCS account number in the space provided on the Application Form.
19. FOREIGN INVESTORS: Foreign investors can participate in the Offer in accordance with Section 15 of the Foreign Exchange (Monitoring and Miscellaneous Provision) Act Cap F34 LFN 2007 and Section 17 of the Nigerian Investment Promotion Commission Act, Cap N.117 LFN 2007, relevant sections of Part F of the rules and regulations of the SEC and in compliance with the guidelines on foreign investment in the Nigerian stock market. Payment which must be made by bank transfers or by the issuance cheques will be domiciled with the Receiving Bank. The applicable Exchange Rate will be the ruling autonomous rate at the time of subscription. The Receiving Banks and Equity Assurance shall arrange for Certificates of Capital Importation for valid subscribers at the conclusion of the Offer.

SUMMARY OF THE OFFER

20. INDEBTEDNESS: As at 31 December, 2007, the Company had no outstanding debentures, mortgages, charges or similar indebtedness or material contingent liabilities other than in the ordinary course of business. However, the Company had contingent liabilities in the ordinary course of business amounting to ₦12,812,973.32 being potential liability from cases pending against the Company.

21. CLAIMS AND LITIGATION: Equity Assurance Plc is involved in 8 (eight) suits, pending in the various Courts. These cases are largely made up of claims brought against the Company by way of third party contingent liabilities in the ordinary course of business as an insurance company; 3 (three) of these cases were instituted against the Company and the sums claimed therein total approximately ₦15,447,318.14 (Fifteen million, four hundred and forty-seven thousand, three hundred and eighteen Naira, fourteen kobo), 5 (five) of these cases were filed by the Company against third parties amounting to ₦23,399,594.65 (Twenty-three million, three hundred and ninety-nine thousand, five hundred and ninety-four Naira, sixty-five kobo) in claims.

In respect of most classes of insurance, Equity Assurance has average reinsurance of 17% of its risk; in such cases therefore some of these potential liabilities of Equity Assurance is likely to be borne by the re-insurers. Hence, the Company's contingent liability arising from these cases is ₦12,812,973.32 (Twelve million, eight hundred and twelve thousand, nine hundred and seventy-three Naira, thirty-two kobo).

The Directors of Equity Assurance are not aware of any threatened and/or pending claims or litigation other than those contained in the list of the Company's claims and litigations and are of the opinion that none of these cases is likely to have a material adverse effect on the Company or the Offer. The Solicitors are also of the opinion that none of the 3 (three) suits instituted against the Company or in respect of which may incur some financial liability are likely to have material adverse effect on the Company or proposed public offer.

22. FINANCIAL SUMMARY:
(Extracted from the Reporting Accountant's Report)

	N000	N000	N000	N000	N000
Years ending 31 December	2007	2006	2005	2004	2003
Gross Income	1,516,372	239,737	92,740	35,851	28,700
Profit Before tax	491,017	45,606	15,795	(35,745)	(38,549)
Taxation	(98,203)	(9,121)	(3,159)	(759)	(285)
Profit After Tax	392,814	36,485	12,636	(36,505)	(38,834)
Share Capital	3,853,941	240,126	224,118	224,118	100,000
Shareholders Funds	5,195,460	323,569	287,084	142,284	49,287
Total Assets	6,210,503	485,443	360,705	224,760	127,563
Earnings Per Share (actual-kobo)	5.1	7.6	2.82	(8.14)	(19.42)
Earnings Per Share (adjusted-Kobo)	5.1	0.47	0.16	(0.47)	(0.5)

Calculations of Adjusted Earnings and Dividend Per Share are based on the number of shares outstanding as at the respective Balance Sheet Date.

Messrs Balogun Badejo & Co. (Chartered Accountants) and Segun Oyegbola & Co. (Chartered Accountants), joint auditors, issued a qualified opinion on the financial statements of the Company for the financial year ended December 31, 2007 for non-amortisation of the balance of goodwill amounting to ₦956.89 million over a period of five years which would have reduced profit before tax by ₦191.38 million.

The Company obtained the approval of Shareholders at the extraordinary general meeting held on March 31, 2008, to write off the goodwill against share premium account. Consequently, ₦1.87 billion was written-off against share premium account, leaving a balance of ₦956.89 million in the financial statements. However, the court order to this effect is yet to be obtained.

SUMMARY OF THE OFFER

23. FORECAST OFFER STATISTICS: (Extracted from the Reporting Accountants' Report)

Years ending 31 December	NOOO 2008	NOOO 2009	NOOO 2010
Gross Earnings	2,495,011	3,742,517	5,250,750
Profit Before Tax	1,453,340	2,481,969	3,068,708
Taxation	-174,401	-297,836	-368,245
Profit After Tax	1,278,939	2,184,133	2,700,463
Dividend	698,507	997,867	1,496,801
Earnings Per Share (Fully Diluted Kobo)	13	22	27
Earnings Yield at Offer Price (Fully Diluted)	3.71%	6.29%	7.71%
Dividend Per Share (kobo)	7	10	15
Dividend Yield at Offer Price	2.00%	2.86%	4.29%
Forecast P/E Offer Price (Fully Diluted)	26.92	15.91	12.96

Earnings Per Share (Fully Diluted) are based on 9,978,670,860 Ordinary Shares of 50 kobo each in issue for year ending December 31 2008, 2009, and 2010. Earnings Dividend per share is based on 9,978,670,860 ordinary shares for 2008, 2009 and 2010.

24. GROUP STRUCTURE:



Equity Assurance Limited-Ghana: Equity Assurance holds 100 percent shareholding in the company which has just been licensed by the National Insurance Commission Ghana to underwrite and transact General Insurance Business. The establishment of Equity Assurance Ghana is a strategic investment to accomplish the vision of Equity Assurance Group, to be a leading Insurance Group in Africa.

Managed Health Services Limited (MHS): Equity Assurance holds 57 percent interest shareholding in the company. MHS is a Health Management organization licensed by the National Health Insurance Scheme to engage in the business of managed healthcare. MHS provides health insurance and medical services through a group of care providers to those who subscribe to the scheme. Other business is Third Party administration which is a medical out sourcing programme. Considering the various opportunities inherent in the scheme, it is believed that this would become a veritable source of income for Equity Assurance Plc.

25. ADDITIONAL INFORMATION: The Company is simultaneously offering 770,788,260 ordinary shares of 50 kobo each at ₦3.00 per share been offered by way of Rights.

DIRECTORS AND PARTIES TO THE OFFER

Chairman:	Mr. Olufemi Somolu Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos.
Managing Director/Chief Executive Officer:	Mr. Ibidolapo Akinwunmi Balogun Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos.
Directors:	Mr. Pius I. Olarewaju (Deputy Managing Director) Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Mr. Ayodele Talabi (Executive) Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Mr. Francis Olajide Ogunbanjo Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Alhaji Baba Othman Tofa Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Mr. Michael Olayemi Cardoso Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Mr. Adegboyega Isiaka Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Mrs. Ola Adeola Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Dr. Olufemi Oni Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos. Alhaji Bello Dan Bappa Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos.

DIRECTORS AND PARTIES TO THE OFFER

Registered Office:	Equity Assurance Plc Equity Place Plot 1196, Bishop Oluwole Street Victoria Island, Lagos
Secretary:	BST Nominees Limited Marble House (7 th Floor) 1, Kingsway Road Ikoyi, Lagos.
Issuing House	Skye Financial Services Limited 3, Akin Adesola Street Victoria Island, Lagos. Greenwich Trust Limited Plot 1698, Oyin Jolayemi Street Victoria Island, Lagos. ICMG Securities Limited 8B, Ademola Street South West Ikoyi, Lagos
Joint Underwriters	Skye Financial Services Limited 3, Akin Adesola Street Victoria Island, Lagos Greenwich Trust Limited Plot 1698, Oyin Jolayemi Street Victoria Island, Lagos ICMG Securities Limited 8B, Ademola Street South West, Ikoyi Lagos
Stockbrokers to the Offer:	Signet Investments & Securities Limited Church House 29, Marina. Lagos F & C Securities Limited 13, Ribadu Road Off Awolowo Road Ikoyi, Lagos PSL Stockbrokers Limited Cathedral House 2, Odunlami Street Lagos Imperial Asset Managers Limited 4 th Floor, Coscharis Plaza 68A, Adeola Odeku Street Victoria Island, Lagos
Solicitors to the Offer:	H. O. Davies & Co. 3 rd Floor, H. O. Davies Building 38/40, Strachan Street Off Igboere Road by Lapal House Lagos

DIRECTORS AND PARTIES TO THE OFFER

Solicitors to the Company:	Jackson, Etti & Edu RCO Court 3-5 Sinari Daranijo Street Off Ajose Adeogun Street Victoria Island, Lagos
Joint Auditors:	Segun Oyegbola & Co. 10 th Floor, Unity House 37, Marina. Lagos Balogun Badejo & Co. 6, Ilupeju Bye-Pass Lagos.
Reporting Accountants:	Ernst & Young 2A, Bayo Kuku Street Ikoyi, Lagos
Registrars to the Company:	Sterling Registrars Limited Knight Frank House 3, Campbell Street Lagos.
Receiving Banks:	Skye Bank Plc 3, Akin Adesola Street Victoria Island Lagos. Ecobank Nigeria Plc Plot 21, Ahamadu Bello Way Victoria Island Lagos. United Bank for Africa Plc UBA House 57 Marina Lagos

THE CHAIRMAN'S LETTER

The following is the text of a letter received by Skye Bank Plc, Greenwich Trust Limited and ICMG Securities Limited from the Chairman of the Board of Directors of Equity Assurance Plc.



Equity Assurance Plc
Equity Place
Plot 1196, Bishop Oluwole Street
Victoria Island, Lagos

14th April, 2008

The Directors
Skye Financial Services Limited
3, Akin Adesola Street
Victoria Island
Lagos

and

The Directors
Greenwich Trust Limited
Plot 1698A Oyin Jolayemi Street
Victoria Island
Lagos

and

The Directors
ICMG Securities Limited
8B Ademola Street
South West Ikoyi
Lagos

Dear Sirs,

OFFER FOR SUBSCRIPTION OF 1,500,000,000 ORDINARY SHARES OF 50 KOBO EACH IN EQUITY ASSURANCE PLC ("THE COMPANY") AT ₦3.50 PER SHARE ("THE OFFER")

On behalf of Equity Assurance Plc, I am pleased to provide you with the following information in connection with the Offer for Subscription of 1,500,000,000 ordinary shares of 50kobo each at ₦3.50 per share.

HISTORY AND BUSINESS OF THE COMPANY

In accomplishment of the new minimum capital base requirement for all categories of insurance business, Equity Indemnity Insurance Company Plc and First Assurance Plc merged to form Equity Assurance Plc. The synergy from the merger derives from the strength provided by Equity Indemnity as a vibrant second generation company and First Assurance as an experienced first generation company.

Equity Indemnity Insurance Company Limited

Equity Indemnity Insurance Company was incorporated on 3rd October 1991 as a Private Limited Liability Company and was subsequently licensed by the Office of the Director of Insurance to transact all classes of General Insurance Business. The Company commenced operations in 1993 with an authorized and fully paid-up share Capital of 10,000,000 Ordinary Shares of ₦1.00 each.

First Assurance Plc

First Assurance Plc was incorporated and registered as an indigenous insurance company in 1984 as Towergate Insurance Company Limited with an Authorized and Paid-up capital of ₦300,000.00 by the Ogun State Government.

In 1985, Towergate Insurance Company Limited was enlisted and quoted on the floor of the Nigerian Stock Exchange and became known as Towergate Insurance Plc. In year 2003, ownership of our company was expanded and the Authorized Paid-Up capital increased to ₦200 Million, during which time the corporate name was also changed to First Assurance Plc.

The merger of Equity Indemnity Insurance Company Plc and First Assurance Plc was concluded in September 2006 ahead of the recapitalization deadline of December 2006. Equity Indemnity contributed a capitalization of 3,344,514,923 units in scheme shares in addition to funds raised through private placement/right issues which translated to 3,883,114,638 units resulting in a total of 7,227,629,561 shares of 50kobo each. First Assurance Plc contributed 480,253,040 units of 50kobo each. These shares were duly approved by Securities and Exchange Commission and listed on the floor of the Nigerian Stock Exchange.

THE BUSINESS OF THE COMPANY

The principal activities of the Company are the provision and marketing of general insurance and special risk services and products. The products and services are essentially market driven with emphasis on providing wide range of options on policies, taking cognizance of production processes and peculiarities of the various industries.

Equity Assurance enjoys technical and advisory correspondence relationships with reputable international companies like Munich Re, African Re-insurance Corporation, CICA Re-insurance and this has enhanced the company's capacity to handle special risks businesses. Equity Assurance plays a leading role in First Energy Insurance Consortium a group of underwriters for local contents in the oil & gas industry. In addition to the special risk insurance, Equity also provides insurance products and services for:

- Fire and Special Peril Insurance
- Consequential Loss Insurance
- Burglary Insurance
- Householder's Insurance
- Cash in Transit Insurance
- Goods in Transit Insurance
- Public Liability Insurance
- Fidelity Guarantee Insurance
- Oil & Energy Insurance
- Medical Expense/Evacuations Insurance (SOS)
- Personal Liability Insurance
- Plant All Risk Insurance
- Marine Insurance
- Contractor's All Risk Insurance
- All Risk Insurance
- Performance/Bid/Advance Payment Bond

THE CHAIRMAN'S LETTER

In addition to the above general lines of insurance products, the Company's business development strategy of envisaging its clients' insurance needs and developing tailor-made insurance products led to the development of the following innovative products for some identified market niches: -

EQUITY ENHANCED MOTOR POLICY provides extra benefits such as replacement of cars for accident vehicles, garage services, increased medical expense cover, etc in addition to the normal motor comprehensive insurance cover.

BLANKET ENGINEERING PACKAGE POLICY arranged to consolidate the entire engineering risk exposures into one policy. It is a very flexible package policy, which provides adequate cover for special equipment and special types of vehicles.

BANKER'S MARINE OPEN COVER POLICY provides banks with a standby Marine insurance cover for their customers' imported goods for which Letters of Credit are opened.

EQUITY INDEMNITY MASTER LEASING POLICY to take care of the interest of both the lessor and the lessee.

THE SOS INTERNATIONAL MEDICAL ASSISTANCE PROGRAMME arranges insurance cover for illness necessitating emergency medical treatment abroad. Members are entitled to immediate evacuation and subsequent medical attention from the country of incident to any hospital in the world where the member can be treated.

THE MATURED DRIVERS MOTOR POLICY is a special motor policy packaged for individual policyholders and their spouses. Special features include special discount at inception and the policy is excess free.

THE INDUSTRIAL ALL RISK POLICY is a combination of various industrial risks in a single package; it includes Fire, Consequential Loss, Burglary, Machinery Breakdown and Computer Insurance. This is a special package for large industrial organizations.

CORPORATE MISSION

To establish an insurance company that would be a reference point in excellent claim services. This would be achieved through motivated workforce, cutting edge office technology and good business ethics.

VISION STATEMENT

To be a leading African Insurance Group.

OUR ENVIRONMENT

The Nigerian economy is currently one of the strongest economies in Sub-Saharan Africa and is expected to maintain its strength in the coming years. The Nigerian economy has been growing at a steady pace in the last few years and this represents the longest and strongest period of sustained growth in over two decades. Growth has been broadly based across all the major sectors of the economy: agriculture, oil & gas, retail/wholesale, real estate, construction and financial services.

The key drivers of growth have been:

- Strong oil price
- Economic reform
- Increased foreign investment
- Stable Political Climate

The bedrock of the continued growth enjoyed by the Nigerian economy over the last few years was favourable crude oil prices and fiscal discipline.

THE POLITICAL LANDSCAPE

The successful first transfer of civilian government to another, and the pledge of the current administration to continue with the policies of its predecessor indicate that the progress made in the last 8 years will be maintained.

The new administration has pledged that it will ensure that the "rule of law" is the basis of all its actions. Since justice is a necessary requirement for business confidence, the government's stance is encouraging and should boost business confidence in the country.

THE INSURANCE INDUSTRY

The Insurance sector also went through a process of reforms somewhat similar to the re-capitalization of the banking sector. The recent recapitalization and consolidation exercise in the insurance sector has also led to the emergence of 49 recapitalised insurance companies out of the 168 that existed before the consolidation. This reform program has resulted in post consolidation capitalisation of the insurance sector in excess of ₦400billion by end of January 2008.

STRUCTURAL REFORMS

Over the last two years, the Federal Government of Nigeria commenced a restructuring of the financial services sector, towards strengthening the sector by improving the capital base and enthroning ethical standards, thus building a virile financial services sector capable of competing with its foreign counterparts. Some of the key policy drivers that will have a positive impact on the Insurance Industry are:

Recapitalisation

The recapitalization exercise which ended in February 2007 is expected to improve the solvency within the industry as well as force consolidation in the industry resulting in smaller and weaker insurance companies being acquired, thereby freeing up market share for the key players

Pension Reforms

The Pension Fund Reforms embarked upon in 2004 is also yielding some fruits. The Pension Reform Act of 2004 provides for a mandatory life insurance policy for all employees for a minimum of three times the total emolument of each employee. It also provides for the use of the retirement savings to purchase annuities for life from insurance companies. This will boost the demand for life assurance products.

Capital Market Reforms

Nigeria has also embarked upon reforming the Capital Markets in the latest leg of the Financial Systems Strategy 2020, an initiative being driven by the Central Bank of Nigeria to strengthen the Nigerian financial services sector. The Government believes that the Capital Market has a pivotal role to play in shaping the development of the economy at large. The experience of the South East Asia has demonstrated that Capital Market development is a force in the rapid expansion of local investment. The Government has a strong desire to make the Capital market efficient so that it can meet the urgent requirement of equity capital for sustained economic growth.

STRATEGIC PARTNERS

For enhanced security and solvency of our operations, we have put in place comprehensive reinsurance arrangements handled by a first class Reinsurance Brokerage firm, the United African Insurance Brokers Unlimited (U.A.I.B). Our reinsurance facilities are provided by a consortium of both international and local reinsurance companies namely:

INTERNATIONAL SECURITIES

- Munich Re
- African Re-insurance Corporation
- CICA Re-insurance

LOCAL SECURITIES

- Continental Re-insurance

CORPORATE STRATEGY

After a critical review of the current structure, the company has enclosed a new and vibrant growth strategy, post capitalization. This structure will ensure that the company;

- Expand its existing core business and Life Business.
- Engage in the provision of a whole range of financial services which is ancillary to the company's operations.
- Engage in Real Estate business.

In specific terms, the company would adopt the following strategies:

[A] i. Expansion of Core Business

In addition to ensuring that the company increases substantially its market share of general business, it will ensure it develops capabilities in Oil & Gas underwriting. Towards this end the company is set to play a leading role in First Energy Insurance Consortium the consortium of underwriters for local consents in Oil and Gas Industry. The company will also expand into Life Insurance business. Life business generates a longer term investible funds which allows the company to engage in long-term investments and projects.

ii. Business Combination

The company is also strategizing to engage in business combination through takeovers, acquisitions and mergers. Even the conclusion of the seeming first phase of recapitalization of the insurance sub-sector, the industry is still left with a dearth of clear leaders and with no likely significant change in the market share or dominance. Apart from going through the option of raising fresh capital, the company is considering opportunities that is opening up in acquisitions, take-overs and mergers with insurance firms/financial institutions which will add value to the company operations. A horizontal combination with one or more insurance companies or a vertical combination with a financial institution would create a mega-size Insurance company.

iii. Regional Expansion

Another key feature of the company strategy is to have presence across sub-Saharan Africa. The plan will be to invest extensively into the two largest insurance markets in the region namely Nigeria (Anglophone) and Ivory Coast (Francophone) and the target companies will acquire insurance operating licences/companies in viable countries across the region.

[B] Provision of Whole Range Financial Services

As obtains in developed economies and now in Nigeria, the prosperity of insurance companies is dictated and reflected more in investment incomes than in underwriting income.

Equity Assurance is strategizing in this direction, and will veer into investment, in Asset Management, Stock broking, Mortgage Bank, Trusteeship, holding majority or substantial interests in these institutions either as venture capital or in shareholdings.

The company will engage in leasing where it will leverage on its branch network to establish a leasing desk in each branch. Apart from the income from leasing, this will engender increased underwriting premium income in the various locations.

[C] Real Estate

The company also plans to expand into Real Estate and set up as special purpose vehicles, separate companies which would function as Realtors, Construction and supply chains.

The company would engage in both commercial and residential developments.

BUSINESS STRATEGY

The Overall Business Strategies of Equity Assurance Plc are deliberate long, medium and short term plans aimed at maximizing returns on investment and significantly increasing returns to shareholders. The Company will continue to pursue strategies that will increase its market share in its target business segments. These strategies would broadly involve:

- Aggressive pursuit of a dominant market share and expertise in the financial services sector;
- Continuous introduction of highly innovative and tailor-made insurance products to meet the insurance needs of the different sectors of the Nigerian economy.
- Deployment of state of the art information technology both at our branches and the Head Office. This is with a view to tapping the potentials therein through the use of internet, intranet-commerce, commerce and e-business. It is expected that policies shall be underwritten and delivered through these IT facilities as well as confirmation of the status of claims.
- Continuous investments in staff training and development as well as providing an environment in which our staff are well motivated. Maintain our ability to identify and recruit technically sound and progressively competent workforce.
- Efficient service delivery both in terms of policy documentations and claims payment.

In order to execute our corporate and business strategies, we shall emphasize cost control and revenue increase areas which we envisage will make us competitive in the emerging robust insurance industry as follows:

- Savings from expenditure on office rents since movement into the new Head Office.
- Taking full advantage of IT to reduce the cost of telephone, faxes as well as printing of stationeries and maintaining competitive workforce.
- Other costs to be controlled are direct costs underwriting business. It is expected that sharp practices and rate cutting shall be a thing of the past at the end of the recapitalisation exercise. We shall continue to exhibit the highest level of professional ethics in the business of insurance to reduce cost.
- We also intend to increase revenue by deployment of required tools to our marketing team.
- We intend to acquire competitors with very strong brokers support while at the same time continue to pursue even more aggressively our retail marketing expansion leveraging on Information Technology to drive service delivery.
- New products development is expected to receive greater attention with the establishment of Research and customer care department.
- Strengthening of budget monitoring and control unit.

THE CHAIRMAN'S LETTER

- Bulk printing of stationeries.
- Efforts at reducing financial cost in terms of better cost of asset leasing and negotiations with bankers on bank charges
- Outsourcing of certain non-core services.

GROWTH STRATEGY

There are strategies in place to grow the Company with the aim of controlling not less than 10% of the market in terms of gross premium within 3 years.

The organic growth involves growing our revenue from the existing products lines. Some of the strategies put in place to achieve this are as follows:

- Prompt service delivery in terms of policy document delivery.
- Prompt response to and payment of genuine claims settlement
- Branch network expansion. Currently we have 13 branches evenly spread throughout the country. We intend to increase the branch network to 25 within the next two years to be able to reach our customers and grow our business.
- In addition to the above, the Company will increase its participation in the brokers market.
- Sound underwriting to eliminate fraudulent businesses as well as adequate reinsurance arrangement to ensure that we always meet our obligations to customers.
- There shall be more conscious efforts at growing life business as well as growth in oil and gas business in view of the emerging opportunities in these sectors.
- The strategic investments of the capitalisation proceeds will ensure that insurance premium shall be derived from them thereby growing the core business of Equity Assurance Plc.

THE BOARD AND MANAGEMENT

Board of Directors

The Board of Directors is made up of eminent Nigerians who have distinguished themselves in various fields of human endeavours. The directors are: -

Mr. Femi Somolu - Chairman

Mr. Olufemi Somolu graduated from University of London in 1964 with an LLB degree and was called to the English bar at Gray's Inn of court, London (1967). He is also an alumnus of the Nigerian Law School, Lagos since 1968. His work experience began with Ministry of Justice, as State Counsel in Ibadan, Western State. He was also at one time, the Company Secretary/Legal Advisor of the Nigerian Textile Mills, Ikeja. For several years he was the chairman of West African Portland Cement Plc, Chief Executive, Aries Investments, Fascon Ventures Limited and chairman, JKN Energy Limited. Olufemi Somolu is a member of Institute of Directors, Nigeria.

Ibidolapo Akinwunmi Balogun B. Sc, ACII, FCII, FCIIN, mni is the Managing Director of the company. Mr Balogun, a 1980 graduate of Civil Engineering from the University of Lagos. He entered into Insurance shortly after his university education. He is an Associate of the Chartered Insurance Institute, London and was trained at the London School of Insurance and Willis Fabber & Dumas PLC (an affiliate of Willis Corron Worldwide Group).

In Nigeria, he worked with Mayfair Insurance Brokers and Intra-Niger (Incorporated Insurance Brokers) where he served as Managing Director before moving over to Equity Indemnity Insurance Limited as the pioneer Managing Director and Chief Executive. He has acquired over 20 years experience in the Industry and has attended several management and technical courses within and outside the country. Mr. Balogun is the current Chairman of the Nigeria Insurance Association. He is an alumnus of Lagos Business School and National Institute for Policy and Strategic Studies Kuru, Jos.

Pius I. Olarewaju B.A (Hons), MBA, FNI MN, FNI SM, FCB, CDA is the Deputy Managing Director of the Company. He graduated with a Bachelor of Art Degree in 1994 from Kensington University, and Master in Business Administration specializing in Marketing Management in 2003. He is a Fellow of National Institute of Marketing of Nigeria, National Institute of Sales Management and Certified Board of Administrators among others. He is a member of Institute of Management Consultant of Nigeria and was awarded Certified and Distinguished Administrators Award in 1997 by the Institute of Corporate Administrators of Nigeria and Marketing Leadership Award 2005 by National Institute of Marketing of Nigeria. He is an alumnus of Lagos Business School (Advance Management Programme). He is a registered member of both the Chartered Insurance institute of London and Nigeria. He has attended many management and marketing courses within and outside Nigeria. He started his insurance career in 1983 with Leadway Assurance Company Limited from where he joined the management team of Equity Indemnity Insurance Co. Ltd in February 1994.

Ayodele Talabi, FCA is the Executive Director, Finance & Investment of the Company. He had a National Diploma in Accounting from Yaba College of Technology in 1976. He is a Chartered Accountant with several years of professional experience in Financial Management. He started his accounting career with the International Accounting firm of Ernst & Young (E & Y), reputable the second largest Accounting firm worldwide, where he rose to the position of Senior Manager, before joining Capital Consortium as pioneer General Manager, in 1992. At (E & Y), he acquired robust experience locally and in particular from successive attachment to E & Y International offices in the U.K and the United States. He effectively managed and co-ordinated consulting engagements for leading multinationals and corporations in Nigeria. As pioneer General Manger in Capital Consortium, a specialist Investment Company, he was in charge of the Company's corporate finance activities, which included Credit Marketing, Project Financing, Venture, Capital, Investments, and Financial Advisory Services. He joined Equity Indemnity Company Limited in 1998.

Francis Olajide Ogunbanjo

Mr. Ogunbanjo, a pharmacist by profession, he graduated from the School of Pharmacy, University of London in 1968. He has since made remarkable inroads into the finance and manufacturing sectors. He is a very successful businessman with shareholding in many companies. He is the chairman of Life Care Ventures Limited, also a director of Ventures and Trusts Limited, its affiliates and subsidiaries, which include Stack Industries and VT Leasing.

Alhaji Baba Othman Tofa

Alhaji Baba Othman Tofa is a 1983 Business Administration graduate of Ahmadu Bello University, Zaria. He has been in commerce and industry for quite some time. He was a Director of NAL Merchant Bank, and now the Chairman/Managing Director of BAASAR (Nigeria) Limited. Alhaji Baba Tofa was a Vice President of the Red Cross Society of Nigeria and a member of Kano State Chamber of Commerce (an affiliate of NACCIMA).

Michael Olayemi Cardoso

Michael Olayemi Cardoso graduated from The University of Aston in Birmingham, UK in 1980 with a Bachelors degree in Finance and Accounting, and a Masters degree in Public Administration from Harvard University, USA in 2005. He is a Mason Fellow of Harvard' Kennedy School of Government and the recipient of the Michael Roemer scholarship award from Harvard University. He is also a graduate of Georgetown's Leadership Seminar (GLS).

His work experience commenced in the City of London with Howard Tilley and Co., Chartered Accountants. This led him on to an 18 year banking career, a good part of which was with Chase Bank as well as Citibank locations in London, Athens, Ivory Coast and Nigeria. He left Citibank as Vice President to co-found Citizens International Bank Ltd where he held the Executive Director position for seven years. In 1997, he set up a brokerage company, FBC Trust and Securities Ltd and held the position of Chairman/CEO until 1999 when he was appointed the first Honourable Commissioner for Economic Planning and Budget of Lagos State.

He was appointed State Coordinator for the New Partnership for Africa Development (NEPAD). As State Co-ordinator for NEPAD, Mr. Cardoso hosted the first "7 African Sustainable Cities Program." It was in recognition of his efforts that he was appointed to an unprecedented second term position in year 2003 and remained a Cabinet member until June 2005 when he voluntarily relinquished his position and returned to private life.

Since leaving Government, Mr. Cardoso consults on developmental and capital market matters and has forged working alliances with World Bank, DFID, Ford Foundation, United Nations, Habitat etc. Apart from being Chairman of Citigroups Board Audit Committee, he also sits on the Board of Chevron Oil. In recognition of his leadership role in both the public and private sectors, he was recently appointed Chairman of the US\$200 million World Bank Lagos Metropolitan Development and Governance Project (LMDGP). LMDGP represents the largest credit supported program ever granted a sub national government by the World Bank. He has several awards and publications to his credit

Adegboyega Isiaka

Adegboyega Isiaka is an experienced Investment Banker and currently the Managing Director and Chief Executive of Gateway Holdings Limited. He is an Alumnus of Lagos Business School, a product of Obafemi Awolowo University, Ile-Ife, where he bagged his B.Sc. Accounting (First Class Honours) in 1986 and University of Lagos where he obtained his Masters in Business Administration (MBA) in 1994. He is adequately accomplished by his solid qualification in Accountancy and Taxation. He is an Associate of the Chartered Accountants of Nigeria (ICAN), and a member of Chartered Institute of Stockbrokers (CIS). Some of the major professional trainings and seminars he attended include:

- Intensive course on Integrated Financial Management/International Capital Market by Euromoney in Surrey, UK.
- Oil & Gas Project Finance by Euromoney
- Power & Water Financing summit in Lyon, France
- Oil & Gas Financing by CWC Europe Limited, London, UK

Mr. Gboyega Isiaka's managerial exposure has taken him to the highest level of corporate governance having served as Special Assistant to His Excellency, the Governor of Ogun State, Otunba Gbenga Daniel, on Investment and also in managerial positions in some leading Merchant Banks in Nigeria, before being appointed the Managing Director and Chief Executive of Gateway Holdings Limited, the investment arm of the Ogun State Government.

Ola Adeola (Mrs)

Ola Adeola holds an LL.B degree from the University of Lagos and B.L from the Nigeria Law School in 1975 and 1976 respectively. Her work experience commenced as a lecturer in Auchu polytechnic, Bendel State in 1976 and blossomed as a law practitioner in Chief Olisa Chukwura (SAN) law firm, Ibadan between 1977 and 1979. She was at Nigeria Reinsurance Corporation between 1979 and 2003, where she rose to the position of Deputy General Manager/ Company Secretary and Legal Adviser.

In appreciation of her various contributions to national development, she was appointed in 2004 as a member, Governing Board of the University of Uyo Teaching Hospital, Akwa Ibom State. Ola Adeola has served as committee member in various international fora such as West African Insurance companies Association (W.A.I.C.A), Federation of Afro Asian Insurers and Re insurers (F.A.I.R.), African Insurance Organization (AIO) and Nigerian Insurance Law Association (N.I.L.A).

Dr. Olufemi Amos Oni

Dr. Olufemi Amos Oni is a medical practitioner with over two and half decades of experience. He attended University the Ibadan where he bagged a Bachelor of Medicine in 1982 and Surgery (MBBS) Degree. He is the Chief Executive Officer of Fountain Hospital. He is also on the board of several organizations.

Mr. Bello Dan Bappa

Bello Dan Bappa is a 2005 graduate of Economics from Bayero University Kano. He was the General Manager, Baba Dan Bappa Ltd before joining A. T. Ventures Ltd as the General Manager.

MANAGEMENT TEAM

The management team, which is headed by Mr. I. A. Balogun as MD/CEO and supported by P.I. Olarewaju as Deputy Managing Director and Ayo Talabi as Executive Director, includes other young professionals who have distinguished themselves in various areas of specialization. They include the following:

Rotimi Olukorede B. Sc, MPA, ACII - General Manager, Business Development

He is an alumnus of University of Lagos where he studied and bagged his B.Sc (Hons) in Insurance in 1987; he proceeded further to obtain his Masters of Public Administration (MPA) from the same University. He is an Associate of the Chartered Insurance Institute of Nigeria. His working experience has taken him to companies like Kapital Insurance Company Limited between 1991 and 1993 as Area Manager (Lagos), he left Regency Insurance Company Limited in 1998 as Controller (Marketing) and joined Prime Trust Insurance Co. Limited as General Manager and Chief Executive Officer.

Between 1999 and 2001, he was the Head of Operations for Whispering Hope Insurance Co. (now Sterling Insurance Co. Limited). He was an Assistant General Manager and Head of Marketing in Equity (a member of Equity Group Limited). He then moved to First Assurance Plc. as the Managing Director. Mr. Rotimi Olukorede is not only a marketer, but an underwriter. At different times, he has attended various courses and seminars in Insurance Management and Marketing within and outside the shores of Nigeria. He is a member of some social and sporting clubs, among which are Apapa Club and Ikoyi Club 38.

Adeyemi Adetuwo ACII (Lond.), MBA, AMNIM - *Deputy General Manager (Technical)*

He had an MBA in Business Administration from Enugu State University of Science and Technology in 1999 and a B.A. Philosophy, University of Lagos in 2007. An associate of both the Chartered Insurance Institute of London and Nigeria, he is also an associate member of the Nigerian Institute of Management. He has acquired over 20 years working experience in the Insurance Industry. He started his Insurance career with UNIC Insurance Plc in 1983 where he variously worked in the Underwriting, Reinsurance and Claims departments. In UNIC he rose to the position of Asst. Manager before joining Equity in 1995. Mr. Adetuwo is an alumnus of Enugu state University of Science and Technology and has attended several technical and management courses/seminars both locally and internationally. He is a Swiss-Re trained insurance practitioner.

Adeleke Hassan ACII (Lond), ACIIN, MBA - *Deputy General Manager (Marketing)*

He had an MBA in Business Administration from Ambrose Alli University, Ekpoma (2001). A Chartered Insurer of over 20 years experience in all aspect of Underwriting, Claims Administration and Marketing covering General Insurance, Marine and Aviation, Oil and Gas Insurance Business. He became an Associate of the Chartered Insurance Institute, London in 1992 and was elected a member of Society of Fellow of the Chartered Insurance Institute, London in 1996. He is an Associate member of the Chartered Insurance Institute of Nigeria.

THE CHAIRMAN'S LETTER

He started his Insurance career with Ark Insurance Brokers Limited in 1983 before joining Hogg Robinson Nigeria Limited a reputable Insurance Brokers where he rose to the post of Senior Manager in 1995 in the Special Risks Division. He had worked in the Marine and Aviation and General Insurance Division respectively. He left for Global Commerce and General Assurance Limited (GCG) as an Assistant General Manager (Marketing and Business Development) and later joined Equity in 2003. Leke has attended several courses/seminars locally and internationally.

Samuel Adewole Turoti B.Sc., FCA, ACIT - Deputy General Manager (Finance & Investments)
Samuel Adewale Turoti is the Deputy General Manager (Finance & Investments). Mr. Turoti graduated with B.Sc. (Hons) Accounting from the University of Lagos in 1987. Between 1989 and 1991 he was Audit Assistant and Group Audit assistant Manager at Champion Newspapers and ChurchGate Industries (Nig) Ltd. respectively. He also worked with SGS Inspection Services Nigeria Limited as Manager (Accounts) between 1997 and 2001. Whilst at SGS, he doubled as Audit Manager of Olawole Coker & Co. between 1995 and 2001. Turoti's service was eventually transferred from Olawole Coker & Co to Akintola Williams Deloitte as Audit Senior between 2001 and July 2004 before joining Equity. He has gathered about two decades cognate experience spanning Manufacturing, Banking, Insurance services and commercial industries. Turoti has attended numerous local and international training. He is a Fellow member of Institute of Chartered Accountants of Nigeria (ICAN) and Chartered Institute of Taxation of Nigeria (CITN)

Sunday Oluwole Malomo MSc. (Risk Mgt.), ACII, ACIIN - *Assistant General Manager (Business Dev. South-South/East)*

Mr. Sunday Oluwole Malomo graduated from the Department of Insurance, University of Lagos in 1989 and completed his Masters degree in Insurance and Risk Management at the highly rated Cass Business School, City University, London in July, 2007. He is an Associate Member of both the Chartered Insurance Institute of London and Nigeria respectively.

He started his Insurance career with Man-Mountain & Company Incorporated Insurance Brokers in June 1991 and in September same year, was transferred to Port Harcourt, Rivers State as the Branch Manager. On 2nd January 1995, he joined Goldlink Insurance Company Ltd. as the pioneer Branch Manager for Port Harcourt and his job schedule was later expanded to include all the offices in the Eastern and South-South Region as the Regional Coordinator. Within the span of 10 years, he had the privilege of raising the company's income from scratch to over a quarter of a billion naira (₦250m) generated in 2004 through various contacts and goodwill he had succeeded in building over time. As a matter of fact, his production income was consistently next to the Head Office for a minimum period of 5 years, representing about 25% of income generated by Goldlink in the year 2004 Financial Reports and Accounts. He joined Equity Assurance Plc as Assistant General Manager (Business Development) on his return from United Kingdom on 1st October 2007.

S. R. Abatan B. Sc. PGD, MBA - Assistant General Manager, Information Technology.

Mr. S.R. Abatan is the Head of Information Technology. He holds a Bachelor of Science Combined Honors Degree in Mathematics and Statistics and also holds a Postgraduate Diploma in Computer Science from the University of Lagos in 1990 and 2001 respectively. *He is an Associate of the Computer Association of Nigeria. He was a Systems Analyst with Royal Exchange Assurance Nigeria Plc. before joining Equity in 1996.* He has attended a number of training courses.

Bisola Hephzibah Lewis B.A. [hons] History - Assistant General Manager, *Corporate Communications*
She graduated from Obafemi Awolowo University, Ile-Ife with a B.A in History in 1981. Bisola has over 15 years experience in Corporate Communications, a career she started in 1992, when she became the Head of Corporate Affairs, Chartered Bank, [now Stanbic IBTC], prior to which she had spent a couple of years in journalism, where she reached the pinnacle of the profession as an editor, with the Tribune Group of newspapers. Subsequently, she joined the elite, Nigerian Guild of Editors. She later headed the Corporate Affairs Dept of Eleganza Industries, Head, Corporate Affairs of the new National Bank, and Senior Manager, Corporate Communications, IGI, before joining Equity Assurance Plc as Controller, Corporate Communications. An astute Communicator, she honed her communications skills through work experience and participation in numerous workshops and conferences, including attending a professional course at the prestigious Lagos Business School. A very active member of ACAMB [Association of Corporate Affairs Managers of Banks] member NIPR, also a member of Ikoyi Club '38.

Abodunrin Roberts B.Sc, Masters in Actuarial Science, CLT - Assistant General Manager, Research & Strategy

Abodunrin Roberts earned the Degree Bachelor of Science, Honours in Insurance from the University of Lagos (1991) and Masters in Actuarial Science from the University of Ibadan (2007). He is also a Certified Local Trainer of the Junior Chamber International University, St. Louis Missouri, USA. He has more than sixteen (16) years work experience of the domestic insurance market obtained both as a direct broker, direct underwriter and risk solutions architect.

Abodunrin Roberts worked for twelve years as an Insurance Broker with Risk Watch Insurance Brokers Limited, and doubled as a consultant with Risk Financing Options Limited. He thereafter was part of the Business Solutions Division of UBA Insurance Company Limited that pioneered the bancassurance concept in Nigeria. He also pioneered the Business Solutions and Strategy Division in A&G Insurance Company Limited before joining Equity Assurance plc as Assistant General Manager, Research and Strategy. Roberts has also served in various capacities as team leader, project leader, senior consultant etc on various risk management and financial due diligence determinations of various blue-chip companies and state organisations.

Tony Bassey LLB, ACIS - Head of Legal / Assistant Company Secretary

Tony Udo Bassey is the Assistant Company Secretary, Head of Legal/Compliance Officer. He holds a Bachelor of Laws Degree (LLB) from the University of Uyo (1998) and attended the Nigerian Law School, Bwari, Abuja (2000) where he was called to the Nigerian Bar. He worked as a Solicitor with Messrs. G. A. Ikott & Co. before proceeding for his NYSC in 2001 where he served in the Joint Interest Department of Mobil Producing Nig. Unlimited. (ExxonMobil). He also worked as a Solicitor with Messrs. Iniedu & Partners between 2002 and 2004 before joining Equity Indemnity Insurance Company Limited as the Assistant Manager, Legal Services/ P. A. to the Managing Director in 2004. Thereafter, he left for Honeywell Group where he worked from 2005 to 2008 as the Manager, Legal Services before joining Equity Assurance Plc. Tony's legal career spans various sectors which include manufacturing and milling, oil & gas, power, fisheries, contracting and construction, financial services, real estate and security services. He is an Associate of the Institute of Chartered Secretaries and Administrators (ICSA) since 2003.

Mr. Babatunde Amolegbe B. Sc. (Hons), MBA, MNIM - *Senior Manager, Corporate Affairs*

Mr. Babatunde Amolegbe is the Head of Corporate Affairs and holds a B. Sc Degree in political science, University of Ibadan and Masters in Public Administration, Ambrose Alli University, Ekpoma, both in 1984 and 2000 respectively. Prior to joining Equity, he was in the Marketing Communications Industry as a Group Head, where he supervised both Creative and Administrative Departments. He later joined Multi-Systems Ltd. as Head of Admin and Corporate Affairs. He is an associate of Advertising Practitioners Council of Nigeria, Member Nigeria Institute of International Affairs and Nigeria Institute of Management.

Remi Abogunsowo (Ms) ACIIN, PGD (Mgt) - *Head, Underwriting*

She had a diploma in Insurance in 1986 and an MBA in Business Administration from Lagos State University in 2008. Remi started her insurance career in 1990 with Financial Assurance Company Limited where she worked in the Technical Department. She joined Equity In 1995 and has headed various Customer Service Units including Ikeja Branch from where she was re-deployed to head the Underwriting Department.

She is an Associate of the Chartered Insurance institute of Nigeria and holds a Post Graduate Diploma in Management. She has attended several technical related courses/seminars both locally and internationally.

G. E. Ihansekhien B. SC, ACIIN - *Head, Claims & Reinsurance*

Ihansekhien is an associate of the Chartered Insurance Institute of Nigeria. He graduated with a Bachelor of Science Degree in Business Administration from Ambrose Alli University, Ekpoma in 2002 and a Masters in Business Administration from Obafemi Awolowo University, Ile-Ife in 2005. He started his insurance career with the Phoenix of Nigeria Assurance PLC in 1982 and joined Equity in 1993. With over 20 years experience in Underwriting, Claims Administration and Reinsurance, he is presently the Head of Claims and Reinsurance. He has attended a number of training and courses.

BUSINESS DEVELOPMENT MANAGERS

Wale Akintonde ACIIN - *Head, Business Development (Financial Institution)*

Mr. Akintonde had a Diploma in Insurance in 1985 and started his insurance career in 1985 with City Union Insurance Co. from where he left for Valid Assurance Co. Ltd (Now UniTrust Insurance) and worked in various Departments. He joined Equity in 1992 and has headed various Customer Service Units and was the Warri branch Manager between 1998 and 2000. He is an Associate of Chartered Insurance Institute of Nigeria; he has attended several courses/seminars both within and outside Nigeria.

Kunle Lamidi HND, MBA, ACIIN - *Head Business Development (Unit A)*

Kunle started his career with Africa Alliance Insurance Company in 1991 and has worked as a marketer and underwriter with other various companies before joining Equity In July 2005. Kunle is a seasoned Insurance lecturer in many institutions of higher learning and has attended various courses/seminars in insurance management and marketing. He is a graduate of insurance from Lagos State Polytechnic and holds Masters of Business Administration Degree from University of Uyo, both in 1994 and 2002 respectively. He qualified as an Associate of Chartered Insurance Institute of Nigeria with various distinctions. He coordinates Business Development Activities from the Head office unit A.

Robert O. Ewuzie ACIIN, PGD, MBA - *Head, Business Development (Unit B)*

Robert started his Insurance career in 1990 with Phoenix of Nigeria Assurance Plc as an Underwriter. He was the Kano Branch Manager between 1997 and 2000, Head Strategic Business Unit 1, 2000 to 2004 and Group Head Marketing 2005 to 2007. He joined Royal Exchange Assurance Nigeria Plc in 2007 before joining Equity Assurance Plc in November 2007. Robert Ewuzie is an Associate of the Chartered Insurance Institute of Nigeria (1996) and holds a Post Graduate Diploma in Management from Bayero University, Kano (2000) and Masters of Business Administration from Lagos State University Ojo(2005).

REGIONAL MANAGERS

Tiamiyu Ahmed B.ED., M. A., MBA, ACIIN - *Regional Manager West*

Ahmed graduated from University of Ilorin in 1987 with a B.Ed in Education Management. He is an astute Insurance Practitioner. He started his career in Nigerian-French Insurance Co. Ltd and later joined Great Nigeria Insurance Co. Plc. from where he resigned as Head of General Business operations in 2004. He traveled abroad and worked with Marcus Evans in the International marketing Division, South Africa before joining Equity in July 2005. Ahmed holds two masters Degree and Associate of Chartered Insurance Institute of Nigeria. He is a registered member of International Insurance Society Inc. New York, USA.

Ologun Abdulraheem ACIIN, MBA - *Regional Manager (East)*

An Associate of the Chartered Insurance Institute of Nigeria. He holds a Post Graduate Diploma in Management Studies from Rivers State University of Science & Technology and also an MBA holder in Business Management from the same institution in 1999 and 2004. He started his insurance career over a decade ago with Associated Insurance Brokers Limited. Thereafter, he joined Equity in 1993 where he is currently the Regional Manager (East region). He is an active member of the Chartered Insurance Institute of Nigeria, Port Harcourt chapter of which he was a one time Treasurer. He has attended various courses both within and outside Nigeria. He coordinates Business Development activities of the region from Port Harcourt office.

Soji Soderu B.Sc., ACIIN - *Regional Manager (North)*

He obtained B. Sc degree from the University of Ado - Ekiti in 1991 and is an Associate of the Chartered Insurance Institute in 1995.

After a brief stint with the firm of Ayo Randle Insurance Co. in 1995, Soji joined Equity in 1995 and rose to the position of Regional manager, North. He coordinates Business Development activities of the region from the Abuja office.

BRANCH OPERATIONS

The Company's branch network service spans through Ibadan, Kano, Kaduna, Abuja, Warri, Port Harcourt, Ilorin, Onitsha, Ikeja, Akure, Abeokuta, Calabar, Ijebu-Ode, Bayelsa and Jos Offices. The following people head the branches: -

Miss. Feyi Ogunsanwo	-	Branch Manager, Ikeja
Mrs. Loretha Ekunie	-	Branch Manager, Onitsha
Mr. Olorunmo Ezekiel	-	Branch Manager, Port Harcourt
Mr. Majeobaje Tajudeen	-	Branch Manager, Warri
Mr. Maryanne Bassey	-	Branch Manager, Calabar
Mr. Wale Oladebo	-	Branch Manager, Akure
Mr. Adeyemi Segun Solomon	-	Branch Manager, Abeokuta
Mr. Sunday Omotayo	-	Branch Manager, Ilorin
Mr. Tunji Odumewu	-	Branch Manager, Kano
Mr. Azeez Kolawole	-	Branch Manager, Kaduna
Mrs. Veronica Adesola Osiberu	-	Branch Manager, Ijebu-Ode
Mr. Kolawole Azees	-	Branch Manager, Jos
Mr. Amechi Ekiye	-	Branch Manager, Yenagoa

BUSINESS PREMISES

S/N	State	Address	Nature Holding	Date of Expiration
1	Lagos	Plot 1196, Bishop Oluwole Street, Victoria Island, Lagos	Freehold	N/A
2	Lagos	174B, Muritala Mohammed Way, Ebute Metta, Lagos	Freehold	N/A
3	Ogun	49, Tinubu Street Ita-Eko, Ibara, Abeokuta	Freehold	N/A
4	Rivers	19, Circular Road, Presidential Estate, Port Harcourt	Leasehold	October, 2008
5	Kano	7, Bompai Road, Kano	Leasehold	December, 2008
6	Delta	Block 3, Edewor Shopping Complex, Effurun, Warri	Leasehold	December, 2008
7	Cross Rivers	2 nd Floor Plot 38, MCC (Anasa) Road, Calabar	Leasehold	Jan, 2009
8	Lagos	2 nd Floor, Akron Building 86A, Allen Avenue, Ikeja, Lagos	Leasehold	March, 2009
9	Ogun	19, Ibadan Road, Ijebu Ode	Leasehold	March, 2009
10	Kwara	2A, Ahamadu Bello Way, Ilorin	Leasehold	April, 2009
11	FCT	Tofas House, Plot 770 Central Business District, Abuja	Leasehold	July, 2009
12	Anambra	41, New Market Road Opposite U.B.A. Plc Onitsha	Leasehold	July, 2009
13	Oyo	3 rd Floor, Broking House 1, Jimoh Odutola Road, Ibadan	Leasehold	May, 2009
14	Kaduna	NIDB House 18, Waff Road, Kaduna	Leasehold	July, 2009
15	Plateau	55, Muritala Mohammed Way, Jos	Leasehold	February, 2010
16	Bayelsa	2 nd Floor, Dan Igrubia House Edepe Roun dabout, Kilometer 15, Chief Melford Okilo Street, Yenagoa	Leasehold	December, 2011
17	Ondo	Ricabim House 47, Oba Adesida Road, Akure	Leasehold	May, 2009

PURPOSE OF OFFER

The proceeds of the Offer will be used in implementing the company's strategic plan of expansion of General business line to include life and medical as well as expansion into West African region. The offer proceeds would also be used for diversification through the provision of the full complement of financial services with the exception of commercial banking activities. In furtherance of this, separate companies would be set up to provide life assurance, property investment, real estate services, assets and wealth management. The Asset and Wealth management company would function to include, Stockbroking, Mortgage banking, Trusteeship and Leasing.

The estimated net proceeds of ₦7,212,673,309.56 after deducting the cost of the Offer and underwriting fees, estimated ₦349,691,470.45 (representing 4.62% of the gross proceeds) would be applied as follows:

Activities	N	%	Estimated Completion Period
Expansion of Business into Life and Pension	2,091,675,259.77	29	24 months
Expansion of Business into Health Insurance	432,760,398.57	6	24 months
Underwriting of Oil & Gas Insurance	793,394,064.05	11	24 months
Regional Expansion Acquisitions in Anglo/Francophone countries (Ghana, Sierra Leone and Cote D'Ivoire)	2,163,801,992.87	30	24 months
Construction/Acquisition of Regional Offices (Port Harcourt - 1 unit, Abuja -1 unit, Ikeja -1 unit and Ibadan-1 unit)	793,394,064.05	11	18 months
Branch Expansion (Jos, Yenagoa, Enugu, Apapa, Ado Ekiti and Benin)	721,267,330.96	10	18 months
Working Capital	216,380,199.29	3	24 months
	7,212,673,309.56	100%	

THE CHAIRMAN'S LETTER

WORKING CAPITAL DIVIDEND AND PROFIT FORECAST

The Directors of Equity Assurance, having considered the Company's present financial position and the anticipated proceeds from the Offer, are of the opinion that the Company will have adequate working capital and sufficient liquidity to meet its immediate and foreseeable obligations and funding requirements.

The Directors are of the opinion that subject to unforeseen circumstances and based on the forecast assumptions, the profit before taxation for the years ending 31 December 2008, 2009 and 2010 will be in the order of ₦1.4billion, ₦2.4billion and ₦3billion respectively. If these estimates are achieved, the appropriation thereof will be approximately as follows:

Years ending 31 December	2008	2009	2010
Gross Earnings	2,495,011	3,742,517	5,250,750
Profit Before Tax	1,453,340	2,481,969	3,068,708
Taxation	-174,401	-297,836	-368,245
Profit After Tax	1,278,939	2,184,133	2,700,463
Dividend	698,507	997,867	1,496,801
Earnings Per Share (Fully Diluted Kobo)	13	22	27
Earnings Yield at Offer Price (Fully Diluted)	3.71%	6.29%	7.71%
Dividend Per Share (kobo)	7	10	15
Dividend Yield at Offer Price	2.00%	2.86%	4.29%
Forecast P/E Offer Price (Fully Diluted)	26.92	15.91	12.96

Earnings Per share (Fully Diluted) are based on 9,978,670,860 Ordinary Shares of 50 kobo each in issue for year ending December 31 2008, 2009 and 2010. Dividend per share is based on 9,978,670,860 ordinary shares for 2008, 2009 and 2010.

THE CHAIRMAN'S LETTER

COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

At Equity Assurance Plc, compliance with the code of corporate governance is imperative. In view of this, there is a high level of observance of ethical standards in the Company's operations and activities at all levels. The Board has committed substantial time and resources towards the development and implementation of Quality Policy, Code of Business Principles and a Code of Professional Responsibility for directors, managers and employees of the Company.

Composition of the Board

The Board is composed of 11 Directors, 8 of whom are non-executive and 3 executive Directors respectively. Board members are professionals and business men with vast experience and credible track records. To enhance corporate governance, Board sub-committees are constituted to help the Board properly assess management reports, proposals and oversight functions and make recommendations to the main Board. Currently, the Board has (3) standing committees namely; Audit Committee; Investment Committee and General Purpose Committee, all actively functioning to ensure a balanced decision making process.

Chairman and CEO Positions

Responsibilities at the top level are well defined and the company has separated the roles of the Managing Director and Chairman to avoid the Board being dominated by one individual. The Chairman is not involved in the day-to day operations of the company and is not a member of any sub-committee of the Board.

Proceedings and frequency of meetings

The Board meets regularly at least once in a quarter or as any situation may arise that calls for a Board meeting. Sufficient notices with clear agenda/report are given ahead of such meetings. All Directors have access to the Company Secretary and Assistant Company Secretary who can only be appointed or removed by the Board and is also responsible to the Board.

Non-Executive Directors

We confirm that non-executive Directors are of strong background and contribute actively to Board's deliberation and decision making. The non-executive Directors retire by rotation at the Annual general Meeting every years and are eligible for re election according CAMA.

Directors-Remuneration

The remuneration of CEO is fixed by the Board. Full disclosure is provided for Directors' remuneration i.e highest paid Directors and the remuneration of the Chairman.

Reporting and Control

The Board is responsible for and ensures proper financial reporting as well as establishment of strong internal control procedures. There is in place Board Audit Committee comprising of three non- Executive Directors and three Shareholders. The Audit Committee is chaired by one of the representatives of the shareholders.

Shareholders' Rights & Privileges

The Directors ensure that shareholder statutory and general rights are protected at all times. Shareholders are responsible for electing the Directors at Annual General Meetings for which at least notice of 21days have been given before the meeting.

- Equity assurance has an Audit Committee, charged with the responsibility of ensuring that the company is not in violation of any government regulations, the accounting standards adopted by the Company and internal company policies. The Company is committed to full disclosure and transparency in providing information to all stakeholders because of its belief that this is the most important driving force in any good Governance process.
- Equity Assurance has a General Purpose Committee charged with the responsibility of reviewing remuneration of all staff above a certain threshold.
- Equity Assurance also has an Investment Management Committee charged with the responsibility of reviewing the Company's investment decisions, who meet on a weekly basis.
- NAICOM is currently implementing its Code of Corporate Governance, specific to operators in the insurance industry. Equity Assurance is currently working towards full compliance with the NAICOM Code of Corporate Governance, once it is implemented.

THE REGULATORY ENVIRONMENT

The Nigerian Insurance Industry operates in a closely regulated environment in order to maintain a sound industry as well as adequate protection for subscribers. Effective regulatory institutions are crucial to fostering a financial system with sound financial condition. The major regulators of Nigeria's financial sector are:

The Federal Ministry of Finance

The Federal Ministry of Finance advises the Federal Government on its fiscal operations and co-operates with Central Bank of Nigeria on monetary matters.

Financial Service Coordinating Committee

This is a committee established to coordinate the activities of all regulatory institutions in the financial system. The Committee is chaired by the Federal Minister of Finance.

The Nigerian Investment Promotion Commission (NIPC)

The NIPC Act Cap. N17 LFN 2004 set up the Nigerian Investment Promotion Commission, which is charged with responsibility of promoting investment in Nigeria, as well as registering all businesses with foreign investment in Nigeria. The Commission also plays a part in facilitating the procurement of all basic regulatory approvals for new foreign investors in Nigeria. The NIPC Act repealed the Nigerian Enterprises Promotion Act (which restricted the level of foreign participation in Nigerian companies/businesses) and thereby eliminated all quantitative and qualitative barriers to free investment in the country for foreign investors. The NIPC Act permits foreigners to buy unlimited shares in any quoted companies other than those on the negative list.

The Central Bank of Nigeria (CBN)

The CBN is the apex regulatory authority of the financial system. The CBN is an independent organization, established by the Central Bank of Nigeria Act of 1958 and commenced operations on 1st July 1969. Among its primary functions, the CBN promotes monetary stability and a sound financial system, and acts as banker and financial adviser to the Federal Government, as well as banker of last resort to the banks. The CBN also encourages the growth and development of financial institutions. The CBN Act of 2007, gave the CBN more flexibility in regulating and overseeing the banking sector and licensing finance companies which hitherto operated outside any regulatory framework.

The National Insurance Commission (NAICOM)

NAICOM is the apex regulatory body for the Insurance Industry in Nigeria, created by the National Insurance Commission Decree 1 of 1997. The Scope of its regulatory functions has been further defined under The Insurance Act 2003. The supervisory and regulatory environment of Nigerian Insurance Industry is closely monitored and streamlined by the Commission in order to set a healthy standard in the insurance industry.

The Securities & Exchange Commission (SEC)

Formerly called the Capital Issues Commission, SEC was established by Securities and Exchange Commission Act, 1988 which has been repealed, by the Investment and Securities Act, Decree 45 of 1999. This Act was recently repealed and replaced by the Investment and Securities Act, 2007. Its objective is the promotion of an orderly, efficient and active capital market. Its primary function is ensuring adequate protection of investors, the registration and review of securities offered to the public and the manner/disclosures surrounding these offers. The SEC also acts as the regulator for all capital market operators.

The supervisory roles performed by these various regulators have been very strict, as the Government has tried to ensure that they maintain stability in the sector, particularly when consideration is given to the systemic impact a collapse of the insurance system would have on the economy. The regulations come with stiff penalties for offending insurance companies, including instituting criminal proceedings against any offending staff, lifting the veil of incorporation and directly pursuing the directors of the companies etc. The Insurance Act, 2003, was passed to provide a legal framework for these regulatory functions.

POTENTIAL RISKS & MITIGATING FACTORS

Below are certain risks associated with the Nigerian Insurance Industry and Equity Assurance Plc which each investor should be aware of. These risks encompass sectoral, political, currency and environmental risks and risks associated with the business activities of the entity. The material implication of the risks envisaged by management has been quantified as far as possible. Where such quantification has not been made, it may be construed that the implication cannot be quantified.

1. Operational Risk

Equity Assurance is exposed to inherent risks specific to its operations including key man risk, risks associated with non adequate monitoring of operations, lack of proper accounting records to monitor and manage the business proactively and lack of suitable controls.

Mitigating Factors: Equity Assurance has built a strong business framework in which it operates, including internal controls which are constantly reviewed and revised and a robust management team to monitor these controls. Equity Assurance is committed to deepening and strengthening its management team and currently has depth in its management team.

11. Exposure to high rates of inflation.

The high rate of inflation reduces disposable income of existing and potential customers and the value of any income earned, thereby affecting the client's ability to meet up with their premium payments and take on new policies. This also affects potential customers as it limits spending power.

111. Material changes in the Banks and Other Financial Institutions Act or the Insurance Act could impact the Company's business.

The Company's business may be directly affected by any changes in policies for Insurers in respect of restrictions on investments and reserve requirements. Equity Assurance could also be subject to other changes in laws and regulations such as those affecting the extent to which the Company can engage in specific businesses, as well as changes in other governmental policies.

It is expected that the next few years will see a significant amount of insurance sector reform. The first of which has already been concluded, involving the forced recapitalization of insurance industry and the separation between the Life and Non-Life areas of The Insurance Business.

Mitigating Factor: The Company has already taken steps to secure its position in the insurance industry by surpassing the minimum capital requirement directive. The company continues to maintain a pro-active stance in anticipating changes in the regulatory environment.

IV. Fluctuations in Currency Exchange Rates

The Company's business is predominantly Naira denominated and the Company is therefore vulnerable to fluctuations in exchange rates.

Mitigating Factor: The Company continues to try to make investments with returns that will surpass the effects of fluctuating exchange rates. Furthermore, equity Assurance transacts most of its business in the local currency.

V. Political Risk

The operations of the firm could be affected by the uncertainties that characterize the political climate in Nigeria, particularly around changes to the policies that have created an enabling environment for insurance operators.

Mitigating Factor: The Nigerian government has instituted the reforms which should be sustained through the present regime and beyond. The Company continues to maintain a pro-active stance to anticipate any changes in the political environment.

THE CHAIRMAN'S LETTER

VI. Competition

Many insurance companies in Nigeria are re-capitalizing their businesses to increase their capacity, leading to increased competition in the sector.

Mitigating Factor: The market opportunities in Nigeria far exceed the combined capacity of the existing insurance companies. Equity Assurance positioned itself to be a leading player in the industry with its growth strategy

VII. Environmental Risk

The Company is exposed to environmental risks from natural disasters such as earthquakes, flooding and other unpredictable natural events.

Mitigating Factor: Equity Assurance has developed and continues to monitor a disaster recovery plan such that the effects of any natural disasters or occurrences will have minimal effect on the Company's operations.

FUTURE PLANS

Going forward, the overall business strategies of Equity Assurance are deliberate long, medium and short term plans aimed at maximizing returns on investments and significantly increasing returns to shareholders. In broad outline, the company will:

- expand its existing core business and aggressively pursue a dominant market share particularly in the oil and gas underwriting capabilities. It will also expand into Life Assurance business.
- engage in the provision of a whole range of financial services which is ancillary to the company's operations.
- engage in vibrant Real Estate sector of the economy.

CONCLUSION

The Board of Directors, management and staff are committed to continuous improvement in the performance of the Company. The Company is thus poised to consolidate its position in the industry with a dependable and stable resource base, thus ensuring growth and good returns on your investment in Equity Assurance PLC

Yours sincerely,

Mr. Olufemi Somolu
Chairman

LETTER FROM THE ISSUING HOUSES

The following is a copy of the letter on the Profit Forecast from Skye Financial Services Limited, Greenwich Trust Limited and ICGM Securities Limited:



11 April 2008

THE DIRECTORS

Equity Assurance PLC
Equity Place
Plot 1196, Bishop Oluwole Street
Victoria Island
Lagos State

Dear Sirs,

OFFER FOR SUBSCRIPTION OF 1,500,000,000 ORDINARY SHARES OF 50 KOBO EACH OFFERING BY EQUITY ASSURANCE PLC AT ₦3.50 PER SHARE

We write further to the Prospectus issued in respect of the offering of 1,500,000,000 Ordinary shares of 50 Kobo by Equity Assurance Plc, the draft of which we have had the privilege of reviewing. The Prospectus contains forecasts of the profits of the Company for the years ending 31 December 2008, 2009 and 2010.

We have discussed the bases and assumptions upon which the forecasts were made with you and with Ernst and Young, the Reporting Accountants to the Offer. We have also considered the letter dated Thursday, 10 April 2008 from the Reporting Accountants regarding the accounting bases and calculations upon which the forecasts were compiled.

Having considered the assumptions made by you as well as the accounting bases and calculations reviewed by Ernst and Young, we consider that the forecasts (for which you as Directors are solely responsible) have been made by you after due and careful enquiry.

Yours faithfully,

TIMOTHY OGUNTAYO
Managing Director/CEO
Skye Financial Services Limited

KAYODE FALOWO
Managing Director/CEO
Greenwich Trust Limited

MICHAEL OSIME
Managing Director/CEO
ICMG Securities Limited

LETTER FROM THE REPORTING ACCOUNTANTS

April 10, 2008

The Directors
Equity Assurance Plc
Equity Place
Plot 1196, Bishop Oluwole Street
Victoria Island, Lagos

The Directors
Skye Financial Services Limited
3, Akin Adesola Street
Victoria Island,
Lagos

The Directors
Greenwich Trust Limited
Plot 1698, Oyin Jolayemi Street
Victoria Island
Lagos

The Directors
ICMG Securities Limited
8B Ademola Street
Victoria Island
Lagos

Gentlemen,

MEMORANDUM OF PROFIT FORECAST

We have reviewed the accounting policies and calculations of the Profit forecast of Equity Assurance Plc (for which the Directors of Equity Assurance Plc are solely responsible) for the years ending December 31, 2008, 2009 and 2010.

The Company has an amount of N956,889,818 as Goodwill following the merger of Equity Indemnity Insurance Co. Plc and First Assurance Plc in 2007. Section 2(2) of Schedule II of the Company and Allied Matters Act requires that Goodwill acquired by a Company, be amortised over a period of not more than five years. The Goodwill of N956,889,818, if amortised over a five year period would have reduced the forecasted profit of each year by N191.38million. This has not been taken into consideration in the four year forecast.

Except as stated in the above paragraph, in our opinion, the profit forecast, so far as the accounting policies and calculations are concerned, have been properly compiled on the footing of the assumptions made by the Directors and are presented on a basis consistent with the accounting policies normally adopted by an Insurance Company. However, there will usually be differences between forecast and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Yours faithfully,

Ernst and Young
(Chartered Accountants)

BASES AND ASSUMPTIONS FOR THE PROFIT FORECAST

The forecast have been arrived at on the following bases and assumptions:

Bases

The profit forecast for the year ending December 31, 2008, 2009 & 2010 have been prepared on the assumption that the Equity Assurance Plc will continue to operate on a basis consistent with the accounting policies normally adopted by the Company.

Assumptions

The following underlying assumptions have been used for the Company's Profit forecast:

1. Gross Premium

At the current level of operation of the Company gross premium is expected to grow by 65% in 2008, 50% in 2009 and 40% in 2010.

2. Re-insurance Premium

This is made up of 17% Gross Premium for each year would be ceded for re-insurance throughout the three years under review.

3. Commission Received:

The Commission received from re-insurers would be at 33% of the amount ceded during the period of the forecast.

4. Commission Expenses:

Commission expenses are taken at the industry average of 17% of Gross Premium for the period of forecast.

5. Management Expenses:

The management expenses are at 31% of the Net Premium written.

6. Unexpired Risk

It is expected that 30% of the Net premium would be unexpired at the end of each year of the forecast. Of this unexpired risk the amount charged in the Projected Profit and Loss Account is the difference between the opening and closing balance o Unexpired Risk on the Projected Balance Sheet.

7. Outstanding Claims

It is expected that 10 % of the Net Premium would be outstanding at the end of each year of the Forecast period. The Outstanding Claims charged in the forecast Profit and Loss Account is the difference between the opening and closing balance on the Forecast Balance Sheet.

8. Investment Income:

Investment Income comprise of various funds that would be investment in money market, capital market and property investments. It is estimated that existing fund balances would be invested at 13% and the anticipated public offer would be invested in capital market at 30% for three months in 2008 and at same rate in subsequent years.

9. Net Claims Paid:

This is arrived at as a difference between Claims Paid and claims recoverable from reinsurance. It is estimated that the Claims paid will be at 18% of net premium written while recovery is estimated at 31% of the claims over the years under review.

BASES AND ASSUMPTIONS FOR THE PROFIT FORECAST

10. Tax:

Tax rate and basis of taxation will not materially change. Although the Company Tax rate is 33% of Profit before Tax (Company tax of 30%, education tax of 2% and information technology tax of 1% inclusive). However, the effective tax rate after consideration of Capital Allowance is 12% which has been used throughout the forecast period.

11. Dividend:

Dividend will be declared based on the available profit after tax in a given year and proposed dividend on any year will be paid in the following year. Dividend is projected at 10kobo in 2008, 13kobo in 2009 and 15kobo in 2010.

12. Contingency Reserves:

Contingency Reserves is at 20% of Profit before Tax been higher than 3% of Net Premium written.

13. Macroeconomic Indicators

- Inflation rate is projected to be 13.5% in 2008, 12.4% in 2009 and 11.2% in 2010.
- The current dollar rate of ₦116.73 per US \$ shall be sustained by the Federal Government through the forecast period and used on any foreign currency transactions.

Note that the assumptions discussed above are not exhaustive and are based on what the directors considered to be significant in these circumstances.

PROFIT FORECAST

PROFIT FORECAST FOR THE YEARS ENDING DECEMBER 31, 2008, 2009 and 2010

The Directors are of the opinion that subject to unforeseen circumstances and based on the assumptions, the profit before taxation for the year's ending December 31, 2008, 2009 and 2010 will ₦1.453m, ₦2.481m and ₦3.068m respectively as stated below

	2008	2009	2010
	₦000	₦000	₦000
Gross Premium	2,495,011	3,742,517	5,250,750
Re-Insurance	(424,152)	(636,228)	(892,627)
Earned Premium	2,070,859	3,106,289	4,358,123
Commission Received	139,970	209,955	294,567
Commission Expenses	(424,152)	(636,228)	(892,627)
Net Claims Paid	(309,880)	(464,821)	(652,143)
Management Expenses	(641,966)	(962,949)	(1,351,018)
Accretion to Unexpired Risk	(183,048)	(353,920)	(492,994)
Accretion to Outstanding Claims	(38,443)	(16,357)	(45,200)
	-----	-----	-----
Underwriting Profit	613,340	881,969	1,218,708
Investment Income	840,000	1,600,000	1,850,000
	-----	-----	-----
Profit before Tax	1,453,340	2,481,969	3,068,708
Provision for Taxation	(174,401)	(297,836)	(368,245)
	-----	-----	-----
Profit after Tax	1,278,939	2,184,133	2,700,462
Contingency Reserves	(290,668)	(496,394)	(613,741)
Dividend	(698,507)	(997,867)	(1,496,801)
	-----	-----	-----
Retained Profit	289,764	689,872	589,920
	=====	=====	=====
Earnings per share (Kobo)	13	22	27
Dividend per share (Kobo)	7	10	15

Earnings Per Share (Fully Diluted) are based on 9,978,670,860 Ordinary Shares of 50 kobo each in issue for year ending December 31 2008 and 2009, 2010. Earnings Dividend per share is based on 9,978,670,860 ordinary shares for 2008, 2009 and 2010.

REPORTING ACCOUNTANTS' REPORT

The following is a copy of the report of Ernst and Young (Chartered Accountants), the Reporting Accountants to the Offer:

April 15, 2008

The Directors
Equity Assurance Plc
Equity Place
Plot 1196, Bishop Oluwole Street
Victoria Island
Lagos

and

The Managing Director
Skye Financial Services Limited
3, Akin Adesola Street
Victoria Island,
Lagos

and

The Managing Director
Greenwich Trust Limited
Plot 1698A Oyin Jolayemi Street
Victoria Island
Lagos

and

The Managing Director
ICMG Securities Limited
8B, Ademola Street,
S.W. Ikoyi,
Lagos

Gentlemen,

ACCOUNTANTS' REPORT ON THE FINANCIAL STATEMENTS OF EQUITY ASSURANCE PLC FOR FIVE YEARS ENDED DECEMBER 31, 2007

We have reviewed the audited Financial Statements of Equity Assurance Plc for the five years ended December 31, 2007. The financial statements were prepared under the historical cost convention. Messrs Balogun Badejo & Co. (Chartered Accountants) were the auditors of the Company in respect of the financial years ended December 31, 2003, 2004, 2005 and 2006, while Balogun Badejo & Co. (Chartered Accountants) and Segun Oyegbola & (Chartered Accountants) were the joint auditors for the year ended December 31, 2007.

The Directors are responsible for the preparation of the financial statements.

Our review of the financial statements has been limited primarily to the review of the work papers of the external auditors of the Company and enquiries of the Company's personnel and analytical procedures applied to the financial data. We have not performed an audit and accordingly, we do not express an audit opinion.

REPORTING ACCOUNTANTS' REPORT

The summarised balance sheets, profit and loss accounts and statements of cash flows set out below are based on the audited financial statements of Equity Assurance Plc after making such adjustments as we considered necessary.

Messrs Balogun Badejo & Co. (Chartered Accountants) and Segun Oyegbola & Co. (Chartered Accountants), joint auditors, issued a qualified opinion on the financial statements of the Company for the financial year ended December 31, 2007 for non-amortisation of the balance of goodwill amounting to ₦956.89 million over a period of five years which would have reduced profit before tax by ₦191.38 million.

The Company obtained the approval of Shareholders at the extraordinary general meeting held on March 31, 2008, to write off the goodwill against share premium account. Consequently, ₦1.87 billion was written-off against share premium account, leaving a balance of ₦956.89 million in the financial statements. However, the court order to this effect is yet to be obtained.

Except as stated in the above paragraph, in our opinion, the financial statements give a true and fair view of the state of affairs of Equity Assurance Plc and of the profit and cash flows for each of the years ended December 31, 2003, 2004, 2005, 2006 and 2007 and have been prepared on the same accounting basis normally adopted by the Company.

Yours faithfully,

Ernst and Young
(Chartered Accountants)

REPORTING ACCOUNTANTS' REPORT

SIGNIFICANT ACCOUNTING POLICIES FOR FIVE YEARS ENDED DECEMBER 31, 2007

The principal accounting policies adopted in the preparation of these financial statements are set out below:

1. Accounting convention

The financial statements are prepared under the historical cost convention

2. Basis of Preparation

The annual basis of accounting method has been adopted in the preparation of the financial statements.

3. Premium written

This is made up of insurance premium on direct and indirect businesses and is stated after taking into consideration premiums not likely to be collected.

4. Fixed Assets

Fixed assets are stated at historical costs/valuation less accumulated depreciation.

5. Depreciation

Depreciation of fixed assets is calculated to write off the cost or revalued amount on a straight-line basis over the estimated useful lives, based on the following annual rates:

Leasehold building	-	2.5%
Leasehold improvement	-	20%
Office Equipment	-	10%
Furniture & fittings	-	10%
Motor vehicles	-	25%

No depreciation is provided on fixed assets until they are brought into use.

6. Debtors

Debtors are stated after deductions of specific debts considered bad or doubtful of recovery.

7. Technical Reserves

These are computed in accordance with the provisions of sections 20(a) & 21 of the Insurance Act 2003 as follows:

a) Insurance Funds

i) Reserve for unexpired risk

ii) Provisions for unexpired risks are made on basis of percentages of net premiums written on time appointment.

iii) Reserves for outstanding claims

This is maintained at the amount of estimated outstanding claims plus 10% thereof to cover claims incurred but not reported at the balance sheet date.

REPORTING ACCOUNTANTS' REPORT

b) Contingency Reserve

This is credited with the higher of 3% of total premium during the year or 20% of net profits every year, until it reaches the higher of the minimum paid up capital or 50% of net premiums.

8. Investments

Investments are stated at cost less provision for diminution in value, dividends and interest there from, are accounted for when received.

9. Revenue Account

Management expenses are apportioned to the various classes of Insurance in the proportion of gross written premiums during the year.

10. Deferred Tax

Deferred taxation is provided, using the liability method, for all temporary differences arising between the tax bases of assets and liability and their carrying values. Deferred taxes resulting from ordinary activities are shown as part of assets and liabilities on the profit and loss account.

11. Employment Retirement Benefits

The Company operates a contributory retirement benefit scheme. Contributions to the scheme are funded through payroll deductions and Company distributions.

FIVE YEAR FINANCIAL SUMMARY

BALANCE SHEET AS AT DECEMBER 31,

		2007	2006	2005	2004	2003
ASSETS	Note	₹	₹	₹	₹	₹
Cash and bank balances		65,900,881	63,343	271,101	279,816	1,960,187
Short term Investments	2	1,737,708,051	13,063,038	30,219,562	133,416,380	30,353,490
Debtors and prepayments	3	991,197,981	246,128,109	84,150,113	51,731,927	58,286,746
Long term Investments	4	1,192,268,611	35,348,595	35,348,595	618,345	618,345
Statutory deposit	5	300,000,000	20,000,000	20,000,000	20,000,000	10,500,000
Goodwill	6	956,889,818	-	-	-	-
Fixed assets	7	966,537,742	170,840,409	190,716,120	18,714,193	25,844,329
		<u>6,210,503,085</u>	<u>485,443,494</u>	<u>360,705,491</u>	<u>224,760,661</u>	<u>127,563,097</u>
LIABILITIES						
Creditors and Accruals	8	362,394,671	27,121,208	18,905,620	52,203,183	52,543,518
Insurance Funds	9	519,459,119	117,710,577	45,719,547	24,436,623	20,655,172
Taxation	10	119,642,058	14,995,579	7,033,805	3,958,772	3,199,365
Deferred tax	11	13,546,305	2,046,305	1,962,168	1,878,031	1,878,031
		<u>1,015,042,153</u>	<u>161,873,669</u>	<u>73,621,140</u>	<u>82,476,609</u>	<u>78,276,086</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>5,195,460,931</u></u>	<u><u>323,569,825</u></u>	<u><u>287,084,351</u></u>	<u><u>142,284,052</u></u>	<u><u>49,287,011</u></u>
CAPITAL AND RESERVES						
Called-up share capital	12	3,853,941,300	240,126,520	224,118,085	224,118,085	100,000,000
Share premium	13	674,400,313	-	15,504,983	15,504,983	10,120,719
Capital reserve	14	327,622,146	136,760,285	136,760,285	4,596,664	4,596,664
Reserve for bonus shares	15	608,781	608,781	1,112,234	1,112,234	1,112,234
Retained earnings/(Accumulated deficit)	16	220,877,268	(73,733,347)	(101,462,544)	(111,317,014)	(73,736,147)
Contingency reserve	17	118,011,123	19,807,586	11,051,308	8,269,100	7,193,541
Shareholders fund		<u><u>5,195,460,931</u></u>	<u><u>323,569,825</u></u>	<u><u>287,084,351</u></u>	<u><u>142,284,052</u></u>	<u><u>49,287,011</u></u>

FIVE YEAR FINANCIAL SUMMARY

PROFIT AND LOSS ACCOUNT

FOR FIVE YEARS ENDED DECEMBER 31,

	Note	2007 ₦	2006 ₦	2005 ₦	2004 ₦	2003 ₦
Gross written premium		1,516,372,727	239,737,182	92,740,281	35,851,956	28,700,375
Outward reinsurance premium		(223,357,115)	(1,850,149)	(4,629,686)	(2,802,188)	(5,342,523)
Earned premium		1,293,015,612	237,887,033	88,110,595	33,049,768	23,357,852
Commission received		63,580,930	399,717	797,239	1,139,585	1,437,965
Commission expenses		(251,378,839)	(44,348,855)	(15,031,832)	(5,800,766)	(4,708,103)
Business acquisition expenses		(30,222,094)	(74,645,272)	(61,402,783)	(48,083,494)	(48,866,111)
Net claims paid		(299,881,664)	(3,341,712)	(2,567,247)	(2,951,405)	(2,736,273)
Management Expenses		(398,419,852)	(18,999,821)	(7,766,559)	(9,530,632)	(12,216,528)
Provision for bad debts		(64,418,762)	(2,000,000)	(7,500,000)	(2,490,241)	(486,263)
Accretion to unexpired risk		(20,043,325)	(45,347,735)	(25,730,280)	(4,272,030)	(2,446,687)
Accretion to outstanding claims		(6,559,153)	(11,636,747)	4,617,293	240,288	(2,699,397)
Underwriting profit		285,672,853	37,966,608	(26,473,574)	(38,698,927)	(49,363,545)
Net investment income		201,921,542	4,216,303	14,962,800	2,235,723	9,735,557
Other income		3,423,296	3,423,932	27,306,622	717,303	1,078,832
Profit before taxation	18	491,017,691	45,606,843	15,795,848	(35,745,901)	(38,549,156)
Taxation	10	(98,203,538)	(9,121,369)	(3,159,170)	(759,407)	(285,545)
Profit after taxation		392,814,153	36,485,474	12,636,678	(36,505,308)	(38,834,701)
Appropriations:						
Accretion to contingency reserve	17	(98,203,537)	(8,756,278)	(2,782,208)	(1,075,559)	(700,735)
Retained profit/(loss for the year)		294,610,616	27,729,196	9,854,470	(37,580,867)	(39,535,436)
Earnings per share - Actual (kobo)		5.10	7.60	2.82	(8.14)	(19.42)
Earnings per share - Adjusted (kobo)		5.10	0.47	0.16	(0.47)	(0.50)

Earnings per share are based on the number of shares at balance sheet date

FIVE YEAR FINANCIAL SUMMARY

STATEMENT OF CASH FLOWS

FOR FIVE YEARS ENDED DECEMBER 31,

	2007	2006	2005	2004	2003
	₹	₹	₹	₹	₹
CASH FLOWS FROM OPERATING ACTIVITIES					
Operating profit before taxation	491,017,691	45,606,843	15,795,848	(35,745,901)	(38,549,156)
Adjustment for items not involving movement of cash:					
Depreciation	54,186,182	13,704,876	14,632,937	6,777,925	7,292,450
Increase in insurance funds	20,043,325	45,347,735	25,515,262	3,781,451	4,874,689
(Profit)/Loss on disposal of fixed assets	(302,641)	(2,422,640)	(25,593,481)	384,911	(102,699)
Cashflow before changes in working capital	564,944,557	102,236,814	30,350,566	(24,801,614)	(26,484,716)
(Increase)/Decrease in debtors	165,109,271	(135,363,297)	(32,418,186)	6,554,819	(12,747,750)
Increase/(Decrease) in creditors	147,709,224	10,084,323	(66,448,132)	(291,999)	28,355,138
Net cash from operating activities	877,763,052	(23,042,160)	(68,515,752)	(18,538,794)	(10,877,328)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of fixed assets	(149,557,099)	(601,805)	(62,222,698)	(131,305)	(26,515,588)
Proceeds from sale of fixed assets	1,196,000	4,350,000	27,044,500	98,605	301,005
Purchase of investments	(441,549,925)				
Statutory deposit	(260,000,000)	-	-	(9,500,000)	-
Net cash from investing activities	(849,911,024)	3,748,195	(35,178,198)	(9,532,700)	(26,214,583)
CASH FLOWS FROM FINANCING ACTIVITIES					
Recapitalisation expenses	(234,512,367)			(19,439,803)	(3,704,500)
Proceeds from issue of shares	1,923,767,150			148,942,152	-
Net cash from financing activities	1,689,254,783	-	-	129,502,349	(3,704,500)
Total cashflow	1,717,106,811	(19,293,965)	(103,693,950)	101,430,855	(40,796,411)
Cash and cash equivalents at 1 January	10,694,135	29,988,100	133,682,050	32,251,195	73,047,606
Cash and cash equivalents at 31 December	1,727,800,946	10,694,135	29,988,100	133,682,050	32,251,195
Cash and cash equivalents comprise:					
Deposit Account	1,737,708,051	13,063,038	30,219,562	133,416,380	30,353,490
Cash and short-term funds at the start of the year	65,900,881	63,343	271,101	279,816	1,960,187
Bank overdraft	(75,807,986)	(2,432,246)	(502,563)	(14,146)	(62,482)
Balance at year end	1,727,800,946	10,694,135	29,988,100	133,682,050	32,251,195

FIVE YEAR FINANCIAL SUMMARY

NOTES TO THE FINANCIAL STATEMENTS

FOR FIVE YEARS ENDED DECEMBER 31, 2007

1. CORPORATE STRUCTURE AND BUSINESS

Equity Assurance Plc which is wholly owned by Nigerian citizens is a Public liability company which emerged as a result of the merger between Equity Indemnity Insurance Company PLC (EIIC) and First Assurance Plc. It is incorporated under the Companies Act 1968, on February 7, 2007. It obtained its certificate of registration as an insurer on February 22, 2007. It has its head office in Lagos and branch offices in major cities in the country.

Equity Assurance Plc is principally involved in the provision of non-life insurance business.

	Year ended				
	2007	2006	2005	2004	2003
	N	N	N	N	N
2 Short term Investments					
These represents bank deposits and CPs	1,737,708,051	13,063,038	30,219,562	133,416,380	30,353,490
3 Debtors and prepayments					
Insurance receivable less provision for bad debts	728,383,771	244,026,001	80,630,608	48,223,368	49,318,548
Prepayments	88,299,467	2,014,348	3,286,745	3,303,333	7,227,333
Due from subsidiary companies	8,543,857	-	-	-	-
Other debtors	165,970,886	87,760	232,760	205,226	1,740,865
	991,197,981	246,128,109	84,150,113	51,731,927	58,286,746
4 Long term investments					
Quoted shares	725,773,070	32,945,107	32,945,107	316,368	316,368
Unquoted shares	319,293,564	2,201,510	2,201,510	100,000	100,000
Other long term investments	147,000,000	-	-	-	-
Federal government securities	201,977	201,978	201,978	201,977	201,977
	1,192,268,611	35,348,595	35,348,595	618,345	618,345
5 Statutory Deposit					
At December 31,	300,000,000	20,000,000	20,000,000	20,000,000	10,500,000
	This represents deposit with the Central Bank of Nigeria in accordance with provisions of the Insurance Act, 2003				
6 Goodwill					
Goodwill on consolidation	2,828,141,243	-	-	-	-
Written against share premium	(1,871,251,425)	-	-	-	-
At December 31,	956,889,818	-	-	-	-

The market value of quoted shares is =N=1,097,188,644 as at December 31, 2007 and =N=38,304,784 as at December 31, 2006.

The Directors are of the opinion that the market values of unquoted investments are not lower than the cost.

This arose as a result of the share exchange during the merger of First Assurance Plc and Equity Indemnity Insurance amounting to =N=2,828,141,243

FIVE YEAR FINANCIAL SUMMARY

NOTES TO THE FINANCIAL STATEMENTS

FOR FIVE YEARS ENDED DECEMBER 31, 2007

		Year ended				
		←	←	←	←	←
		2007	2006	2005	2004	2003
		N	N	N	N	N
7	Fixed Assets					
	COST/VALUATION:					
	Leasehold land and building	823,005,541	169,068,947	176,185,000	5,657,000	5,657,000
	Office equipment	76,866,435	6,461,520	6,005,665	4,852,305	7,655,050
	Motor vehicles	207,640,029	30,730,106	33,950,926	20,594,588	21,636,063
	Furniture & Fittings	26,500,152	5,118,885	4,972,935	4,947,935	4,947,935
		<u>1,134,012,157</u>	<u>211,379,458</u>	<u>221,114,526</u>	<u>36,051,828</u>	<u>39,896,048</u>
	ACCUMULATED DEPRECIATION:					
	Leasehold land and building	28,246,830	7,482,437	4,404,625	1,050,642	909,217
	Office equipment	39,634,675	5,509,875	3,894,744	2,393,327	3,630,784
	Motor vehicles	86,205,654	23,811,622	18,634,982	10,668,784	6,702,362
	Furniture & Fittings	13,387,256	3,735,115	3,464,055	3,224,882	2,809,356
		<u>167,474,415</u>	<u>40,539,049</u>	<u>30,398,406</u>	<u>17,337,635</u>	<u>14,051,719</u>
	NET BOOK VALUE	<u>966,537,742</u>	<u>170,840,409</u>	<u>190,716,120</u>	<u>18,714,193</u>	<u>25,844,329</u>
8	Creditors and Accruals					
	Reinsurance premium payable	53,230,136	-	-	-	-
	Commission payable	10,352,803	1,936,286	2,800,671	4,043,484	2,756,481
	Obligation under finance lease	71,291,912	3,416,951	2,428,419	6,075,240	8,075,240
	Loans and overdraft	75,807,986	11,802,109	5,041,774	23,743,921	23,792,257
	Dividend payable	6,400,404	139,948	139,948	139,948	139,948
	Accruals	12,256,027	5,719,475	5,119,475	9,868,275	9,114,767
	Due to subsidiary companies	5,145,850	-	-	-	-
	Pension and gratuity	50,348,582	-	-	-	-
	Other payables	77,560,971	4,106,439	3,375,333	8,332,315	8,664,825
		<u>362,394,671</u>	<u>27,121,208</u>	<u>18,905,620</u>	<u>52,203,183</u>	<u>52,543,518</u>
9	Insurance funds					
	Reserve for unexpired risks	353,697,374	101,839,320	41,485,037	15,969,775	11,948,036
	Reserve for outstanding claims	165,761,745	15,871,257	4,234,510	8,466,848	8,707,136
		<u>519,459,119</u>	<u>117,710,577</u>	<u>45,719,547</u>	<u>24,436,623</u>	<u>20,655,172</u>

FIVE YEAR FINANCIAL SUMMARY

NOTES TO THE FINANCIAL STATEMENTS

FOR FIVE YEARS ENDED DECEMBER 31, 2007

		Year ended				
	2007	2006	2005	2004	2003	
	N	N	N	N	N	
10	Taxation					
	i) Per profit and loss account					
	Company income tax	94,203,538	9,037,232	3,075,033	759,407	285,545
	Deferred tax	4,000,000	84,137	84,137	-	-
		<u>98,203,538</u>	<u>9,121,369</u>	<u>3,159,170</u>	<u>759,407</u>	<u>285,545</u>
	ii) Per balance sheet					
	Balance at beginning of the year	14,995,579	7,033,805	3,958,772	3,199,365	2,913,820
	Legacy	27,215,969	-	-	-	-
	Charge for the year	94,203,538	9,037,232	3,075,033	759,407	285,545
	Tax paid during the year	(16,773,028)	(1,075,457)	-	-	-
	Balance at end of the year	<u>119,642,058</u>	<u>14,995,579</u>	<u>7,033,805</u>	<u>3,958,772</u>	<u>3,199,365</u>
11	Deferred tax					
	Balance beginning of the year	2,046,305	1,962,168	1,878,031	1,878,031	1,878,031
	Legacy	7,500,000	-	-	-	-
	Charge for the year	4,000,000	84,137	84,137	-	-
	Balance at end of the year	<u>13,546,305</u>	<u>2,046,305</u>	<u>1,962,168</u>	<u>1,878,031</u>	<u>1,878,031</u>
12	Share capital					
	Authorised:					
	Ordinary shares of 50k each	4,000,000,000	350,000,000	350,000,000	350,000,000	225,000,000
	Issued and fully paid:					
	Ordinary shares of 50k each	<u>3,853,941,300</u>	<u>240,126,520</u>	<u>224,118,085</u>	<u>224,118,085</u>	<u>100,000,000</u>
13	Share premium					
	Balance 1st January,	-	15,504,983	15,504,983	10,120,719	13,825,219
	Addition on consolidation	1,871,251,425	-	-	-	-
	Addition/(Capitalised) during the year	908,912,680	(15,504,983)	-	24,824,067	-
	Goodwill written-off	(1,871,251,425)	-	-	-	-
	Recapitalisation expenses written off	(234,512,367)	-	-	(19,439,803)	(3,704,500)
	Balance 31st December,	<u>674,400,313</u>	<u>-</u>	<u>15,504,983</u>	<u>15,504,983</u>	<u>10,120,719</u>
	The shareholders at an extra-ordinary general meeting held on March 31, 2008 approved the write-off of the goodwill amounting to =N=2,828,141,243, against Share premium account in two installment					
14	Capital reserves					
	Balance 1st January,	136,760,285	136,760,285	4,596,664	4,596,664	4,596,664
	Additions during the year	190,861,861	-	132,163,621	-	-
	Balance 31st December,	<u>327,622,146</u>	<u>136,760,285</u>	<u>136,760,285</u>	<u>4,596,664</u>	<u>4,596,664</u>
15	Reserve for bonus issue					
	Balance 1st January,	608,781	1,112,234	1,112,234	1,112,234	1,112,234
	Bonus utilised	-	(503,453)	-	-	-
	Balance 31st December,	<u>608,781</u>	<u>608,781</u>	<u>1,112,234</u>	<u>1,112,234</u>	<u>1,112,234</u>
16	Retained earnings					
	Balance 1st January,	(73,733,347)	(101,462,544)	(111,317,014)	(73,736,147)	(34,200,711)
	Profit/(Loss) for the year	294,610,616	27,729,196	9,854,470	(37,580,867)	(39,535,436)
	Balance 31st December,	<u>220,877,268</u>	<u>(73,733,347)</u>	<u>(101,462,544)</u>	<u>(111,317,014)</u>	<u>(73,736,147)</u>

FIVE YEAR FINANCIAL SUMMARY

NOTES TO THE FINANCIAL STATEMENTS

FOR FIVE YEARS ENDED DECEMBER 31, 2007

	2007	2006	Year ended 2005	2004	2003
	₹	₹	₹	₹	₹
17					
Contingency reserves					
Balance 1st January,	19,807,586	11,051,308	8,269,100	7,193,541	6,492,806
Transfer from profit and loss account	98,203,537	8,756,278	2,782,208	1,075,559	700,735
Balance 31st December,	<u>118,011,123</u>	<u>19,807,586</u>	<u>11,051,308</u>	<u>8,269,100</u>	<u>7,193,541</u>
18					
Profit / (Loss) before taxation					
Profit before taxation is stated after charging:					
Staff costs	160,708,900	26,625,607	20,281,123	14,730,320	30,021,377
Directors' emoluments	5,850,000	8,323,590	2,934,830	2,863,480	3,325,865
Auditor's remuneration	4,000,000	600,000	500,000	400,000	400,000
Depreciation on fixed assets	54,186,182	13,704,876	14,632,937	6,777,925	7,292,450

STATUTORY AND GENERAL INFORMATION

INCORPORATION AND SHARE CAPITAL HISTORY

Equity Assurance Plc was initially incorporated as Tower Gate Insurance Plc with RC No. 65,443 on 13th day of December 1984 to carry out insurance business.

Later, a major restructuring plan necessitated a change of the company's name. By a special resolution passed on 16th of January 2003 Tower Gate Insurance Plc was changed to First Assurance Plc.

By an application dated 7th May 2007 the Scheme of Merger Between Equity Indemnity Insurance Plc and First Assurance Plc was sanctioned by a Court order dated 14th day of May 2007. Following this merger the company's name First Assurance Plc was by a special resolution dated 7th February 2007 changed to Equity Assurance Plc.

At the Company's EGM held on 31 March 2008 shareholders approved the increase in authorised share capital to ₦7,000,000,000.00 comprising 14,000,000,000 Ordinary shares of 50 Kobo each .

The changes in the share capital of the Company since incorporation are summarized below:

ISSUED SHARE CAPITAL

First Assurance Plc Now Equity Assurance Plc					
SHARE CAPITAL HISTORY					
			Ordinary Shares		
			Issued and	Fully Paid up	
YEAR	Authorization (₦)		(₦)		Consideration
	Increase	Cumulative	Increase	Cumulative	
1999	100,000,000	100,000,000	20,000,000	20,000,000	CASH
2000	-	100,000,000	12,869,376	32,869,376	CASH
2001	-	100,000,000	10,000,000	42,869,376	CASH
2002	-	100,000,000	57,130,624	100,000,000	CASH
2003	125,000,000	225,000,000	0	100,000,000	-
2004	125,000,000	350,000,000	124,118,085	224,118,085	CASH
2005	150,000,000	500,000,000	0	224,118,085	-
2006	500,000,000	1,000,000,000	16,008,435	240,126,520	BONUS
2006		1,000,000,000	1,672,257,462	1,912,383,982	MERGER
2006		1,000,000,000	1,587,616,018	3,500,000,000	PRIVATE PLACEMENT / RIGHT ISSUE
2007	3,000,000,000	4,000,000,000	353,941,300	3,853,941,300	SUPPLEMENTARY
2007		4,000,000,000		3,853,941,300	

SHAREHOLDING STRUCTURE

As at 31 December 2008, the 7,707,882,600 Ordinary Shares of 50 kobo each in the issues share capital of the Company were beneficially held as follows:

Shareholder's Name	Number of Shares	Percentage
Gateway Holdings Ltd.	1,264,332,808	16.40%
KTY Investments Ltd.	501,220,825	6.50%
I.A. Balogun	468,517,162	6.08%
Life Care ventures Ltd	393,794,658	5.11%
Others	5,080,017,147	65.91%
Total	7,707,882,600	100%

STATUTORY AND GENERAL INFORMATION

DIRECTORS' BENEFICIAL INTERESTS

The interests of the Directors of Equity Assurance in the issued share capital of the Company as recorded in the Register of Members as at 31 December 2007 and as notified by them for the purpose of Section 275 (1) of the Companies & Allied Matters Act Cap C20 LFN 2004 are as follows:

Directors' Holding

Shareholding					
S/N	Directors	Direct	Indirect	Total	% Holding
1	Adegboyega Isiaka Gateway Holdings Ltd	-	1,264,332,808	1,264,332,808	16.40
2	Olufemi Somolu	-	-	Nil	0
3	Ola Adeola	-	-	Nil	0
4	Yemi Cardoso Representing KYT Investment Ltd	-	501,220,825	501,220,825	6.50
5	Ibidolapo Akinwunmi Balogun	468,517,162	-	468,517,162	6.08
6	F.O.Ogunbanjo Representing Life Care Ventures	-	393,794,658	393,794,658	5.11
7	Bello Dan Bappa Representing Baba Dan Bappa Ltd	-	241,825,727	241,825,727	3.14
8	Olufemi Amos Oni Representing Polak Nigeria Ltd	-	201,009,257	201,009,257	2.61
9	Pius I.Olarewaju	210,017,331	-	210,017,331	2.72
10	Ayo Talabi	100,272,416	-	100,272,416	1.30
11	Baba Othman Tofa	75,561,547	-	75,561,547	0.98

INDEBTEDNESS

As at December 2007, the Company had no outstanding debentures, mortgages, charges or similar indebtedness or material contingent liabilities other than in the ordinary course of business.

STATUS OF UNCLAIMED/UNPAID DIVIDENDS

Equity Assurance does not have any unclaimed and unpaid dividend.

MERGERS AND ACQUISITION

Equity Assurance Plc has no plans of merger or acquisition for now.

SUBSIDIARIES AND ASSOCIATED COMPANIES

As at 31 December 2007, the Company had two subsidiaries and one associated company as follows and Equity Life Insurance Company Limited

Subsidiary	Shareholding
Managed Health Care Services Limited	57%
Equity Assurance Limited -Ghana	100%
Other	
Equity Life Insurance Company Limited	11%

STATUTORY AND GENERAL INFORMATION

EXTRACTS FROM THE MEMORANDUM & ARTICLES OF ASSOCIATION

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

Clauses of the Memorandum of Association:

Clause 4: The Company is a Public Company

Clause 6: The Share Capital of the Company is Seven Billion Naira (₦7,000,000,000.00) divided into 14,000,000,000 ordinary shares of 50 kobo each.

Clause 22: To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing, by mortgage charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

Articles of Association:

Article 3: - The Share Capital of the Company is Seven Billion Naira (₦7,000,000,000.00) divided into 14,000,000,000 ordinary shares of 50 kobo each.

Article 4: The company may from time to time by ordinary resolution, whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amount as the general meeting resolving upon the creation thereof shall direct. Subject and without prejudice to any rights for the time being attached to the shares of any special class, any shares in such increased capital may have attached thereto such special rights or privileges as the General Meeting resolving upon the creation thereof shall direct, or, failing such direction as the Directors shall by resolution determine and in particular any such shares may be issued with preferential, deferred or qualified right to dividends or in the distribution of assets and with a special or without any right of voting.

Article 5: Alteration of Share Capital

(1). The Company may from time to time by Special Resolution: -

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person or;
- (c) By sub-division of its existing shares, or any of them, divide its capital or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association, and so that as between the holders of the resulting shares one or more of such shares may by the Special Resolution by which the sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares.

(2) the Company may from time to time by Special Resolution reduce its share capital in any manner authorised and with and subject to any incident prescribed or allowed by the Act.

- (4) (c) Without prejudice to any specific right previously conferred on the holder of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanctions as is provided by the next following Article) any shares in the capital of the Company (whether forming part of the original capital or not) , may be issued with such preferred, deferred or other special rights or such restriction, whether with regard to dividend, return on capital, voting or otherwise as the Company may from time to time by Special Resolution determine.

Article 6: Subject to the provisions of the Act and any other rules and regulations governing the Company, the shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

Transfer of shares

Article 22: Any member may transfer all or any of his shares, but every transfer must be in writing in the usual common form or such other form as the Directors may approve and must be left at the Office accompanied by the certificate of the shares to be transferred, and such evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares, and be permanently deposited in the custody of the Board.

Article 23: The instrument of transfer of a share shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of members in respect thereof.

The Company may decline to recognize any instrument of transfer unless:

- (a) such fee not exceeding ₦100 (One Hundred Naira) or such other sum as the directors may from time to time require, is paid to the Company in respect thereof, and
- (b) the instrument of transfer is left at the Office for registration and is accompanied by the certificates of the shares to which it relates and such other evidence as the Directors may reasonably require, to show the right of the transferor to make the transfer.

Transmission of Shares

Article 24: In case of the death of a member, the survivor or survivors where the deceased was a joint holder or the legal personal representative of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Article 25: Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be.

STATUTORY AND GENERAL INFORMATION

Article 26: If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid, as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

Article 27: A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Article 38: Conversion of share into stock

The Company may from time to time, by ordinary resolution of a general Meeting convert all of its paid-up shares into stock and from time to time, in like manner re-convert any such stock into paid-up shares of any denomination.

Article 39: When any shares have been converted into stock, the several holders of such stock shall transfer their respective interests therein or any part of such interests, in such manner the Company in General Meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations and conditions as and subject to which the shares from which the stock arose might previous to the conversion have been transferred, or as near to it as circumstances admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

General Meeting

Article 45: Annual General Meeting shall be held once in every calendar year, at such time and place within Nigeria as may be determined by the Company in General Meeting, failing such determination by the directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings.

Article 46: All other General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

Article 48: Twenty-one days' notice at least specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business shall be given to the members by notice sent by post or otherwise served as hereinafter provided. Provided that if it is so agreed by all members having the right to attend and vote, the meeting may be convened on less than twenty-one days notice. The accidental omission to give any such notice to any member shall not invalidate

any resolution passed at any such meeting. Where it is proposed to pass a Special resolution, the two meetings may be convened by one and the same notice, and it is to be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

Proceedings at General Meetings

- Article 49: All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the re-election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors and the appointment of the members of the Audit Committee.
- Article 50: No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum for the transaction of any business at any General Meeting shall be one-third of the total number of members of the Company or 25 members (whichever is less) present in person or by proxy: Provided that where the number of members is not a multiple of three, then the number nearest to one-third shall form a quorum for all purposes.
- Article 56: In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Vote of Members

- Article 58: - Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy shall have one vote and on a poll every member shall have one vote for each share of which he is the holder.
- Article 59. Any corporation which is a member of this Company may by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of this Company or of any class of members thereof, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present to vote on a show of hands.
- Article 60: In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- Article 61: A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver, curator bonis, appointed by that court and any such committee, receiver, curator bonis, or other person may vote by proxy.
- Article 64: On a poll, votes may be given either personally or by proxy.

STATUTORY AND GENERAL INFORMATION

Directors

- Article 67: The first Directors of the Company shall be appointed by an instrument in writing signed by the subscribers to the Memorandum of Association of the Company. Unless and until otherwise determined by the Company in general meeting, the number of the directors shall not be less than two or more than thirteen.
- Article 69: A Directors shall not be required to hold any share qualification.
- Article 71: The Company may from time to time in General meeting increase or reduce the number of directors, and may make the appointments necessary for effecting any such increase and may determine in what rotation such increase or reduced number shall go out of office.

Appointment of chairman and Vice Chairman

- Article 76: the directors shall elect one of their number as Chairman of the Company and any Chairman so elected shall be entitled to remain in office for a maximum period of five years
- Article 77: the directors shall elect one of their number as Vice Chairman of the Company and any Vice Chairman so elected shall be entitled to remain in office for a maximum period of five years

Powers and duties of Directors

- Article 80: The business of the Company shall be managed by the Directors, who may exercise all such powers of the company (including the powers expressly mentioned in Clause 3 of the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General meeting, subject, nevertheless, to any regulations of these Articles, inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- Article 81: The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- Article 84: (1) A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 277 of the Act. A general notice that a Director is to be regarded as interested in all transactions involving a specified firm or company shall be a sufficient disclosure under this Clause as regards such Director and such transactions, and after such a general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with the said firm or company.
- (2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to: -
- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
 - (b) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or
 - (d) any contract or arrangement with any other Company in which he is interested only as an officer of the Company or as holder of shares or other securities;
- and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in general meeting.

- (3) A Director may hold any other office or place of profit under the Company (other than the office of auditor or, where not allowed by law, that of a Secretary) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- (4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arrangement other than his own appointment or the arrangement of the terms thereof.
- (5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

Article 85: The Directors on behalf of the Company may grant pensions, annuities, gratuities and superannuation or other allowances or benefits, to any persons who are or have been directors (including a Managing Director or Executive Director) of, or who are or have been employed by, or who are serving or have served the Company or in whose welfare the Company may be interested, and to the spouses, widows, widowers, children and other relatives and dependants of such person, and may set up, establish, support, maintain and alter superannuation and other funds or scheme (whether contributory) for the benefit or any of such persons and of their spouses, widows, widowers, children and other relatives and dependants. A Director shall be entitled to the exercise of any of the powers aforesaid or on any matter arising thereout, or otherwise in connection therewith notwithstanding that he is or may become interested therein.

Article 86: The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business to carried on or for financing, assisting or subsidizing any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors and Executive Directors or Managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Director of this Company may retain any remuneration so payable to them.

Article 87: The Directors may, in the ordinary course of the Company's business, raise or borrow in the name of otherwise on behalf of the Company such sums of money as they may from time to time think expedient, either by way of mortgage of the whole or any part of the property of the Company or by bonds or debenture notes or by opening cash credits or in such other manner as they deem best.

STATUTORY AND GENERAL INFORMATION

Article 88: The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Article 89: All acts bona fide done by any meetings of Directors, or by a Committee of Directors or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Article 90: The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors, and of the attendance thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minute of such meeting, if purporting to be signed by a Director present at such meeting and the Company Secretary, or by the Chairman of the next succeeding meeting of the Company or Director or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Proceedings of Directors

Article 98: The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

Article 99: A Director may and the Secretary shall, on the requisition of any Director, at any time, summon a meeting of the Directors on five days notice in writing unless waived, provided that if one or more of the Directors are then overseas at least 10 days notice shall be given to such overseas Director(s) by telex, fax, or cable confirmed by courier or airmail specifying matters to be discussed.

Article 101: The quorum necessary for the transaction of the business of the directors shall be three where there are not more than nine Directors, but where there are more than nine Directors, the quorum shall be one third of the number of Directors, and where the number of Directors is not a multiple of three, then the quorum shall be one third to the nearest number.

Article 110: In all Director's meeting, each director shall be entitled to one vote.

Articles 114: DIVIDENDS AND RESERVE FUND

Subject to any rights or privileges for the time being attached to any share in the capital of the Company having preferential, deferred or other special rights in regard to dividends, the profits for the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends. Upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.

CLAIMS AND LITIGATION

Equity Assurance Plc is involved in 8 (eight) suits, pending in the various Courts. These cases are largely made up of claims brought against the Company by way of third party contingent liabilities in the ordinary course of business as an insurance company; 3 (three) of these cases were instituted against the Company and the sums claimed therein total approximately ₦15,447,318.14 (Fifteen million, four hundred forty-seven thousand, three hundred and eighteen Naira, fourteen kobo), 5 (five) of these cases were filed by the Company against third parties amounting to ₦23, 399,594.65 (Twenty-three million, three hundred and ninety-nine thousand, five hundred and ninety-four Naira, sixty-five kobo) in claims.

In respect of most classes of insurance, Equity Assurance has average reinsurance of 17% of its risk; in such cases therefore some of the potential liability of Equity Assurance is likely to be borne by the reinsurers. Hence, the Company's contingent liability arising from these cases is ₦12,812,973.32 (Twelve million, eight hundred and twelve thousand, nine hundred and seventy-three Naira, thirty-two kobo).

The Directors of Equity Assurance are not aware of any threatened and/or pending claims or litigation other than those contained in the list of the Company's claims and litigations and are of the opinion that none of these cases is likely to have a material adverse effect on the Company or the Offer.

The Solicitors are also of the opinion that none of the 3 (three) suits instituted against the Company or in respect of which may incur some financial liability are likely to have material adverse effect on the Company or proposed public offer.

COSTS AND EXPENSES

The costs, charges and expenses of and incidental to this Offer including underwriting fees and fees payable to the Securities & Exchange Commission, The Nigerian Stock Exchange, Central Securities Clearing System and the professional parties, and brokerage, printing and distribution expenses, are estimated at ₦349,691,470.45 approximately 4.46% of the Offer proceeds and are payable by Equity Assurance.

STATUTORY AND GENERAL INFORMATION

DECLARATIONS

Except as otherwise disclosed in this Prospectus:

- (a) No share of Equity Assurance is under option or agreed conditionally or unconditionally to be put under option;
- (b) No commissions, discounts, brokerages or other special terms have been granted by Equity Assurance to any person in connection with the offer or sale of any share of the Company;
- (c) Save as discussed herein, the Directors of Equity Assurance have not been informed of any holding representing 10% or more of the issued share capital of the Company;
- (d) There are no founders', management or deferred shares or any options outstanding in Equity Assurance;
- (e) There are no material service agreements between Equity Assurance or any of its Directors and employees other than in the ordinary course of business;
- (f) There are no long term service agreements between Equity Assurance and any of its Directors and employees except Pension Agreements;
- (g) 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 five years prior to the date of this Prospectus; and
- (h) No Director or key management staff of the Company is or has been involved in any of the following (whether in or outside Nigeria):
 - 1. A petition under any bankruptcy or insolvency laws filed (and not struck out) against him/her or any partnership in which he/she is or was a partner or any company of which he/she is or was a Director or key personnel;
 - 2. A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; and
 - 3. The subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him/her from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business or activity.

MATERIAL CONTRACTS

The following agreement has been entered into and is considered material to this Offer:

- 1. A Vending Agreement dated (Wednesday, 13 August 2008) by which Skye Financial Services Limited, Greenwich Trust Limited and ICMG Securities Limited have agreed to Offer for Subscription 1,500,000,000 Ordinary Shares of 50k each.
- 2. An Underwriting Agreement (Wednesday, 13 August 2008) by which Skye Financial Services Limited, Greenwich Trust Limited and ICMG Securities have agreed to underwrite on a firm basis, 1,200,000,000 shares of 50k each out of the 1,500,000,000 Ordinary Shares of 50k each being offered for Subscription.

Other than as stated above, the Company has not entered into any material contract except in the ordinary course of business.

RELATED PARTY TRANSACTIONS

As at the date of this Prospectus, there were no related party transactions.

OFF BALANCE SHEET ITEMS

As at the date of this prospectus, the Company had no Off-Balance sheet items.

STATUTORY AND GENERAL INFORMATION

CONSENTS

The following have given and not withdrawn their written consents to the issue of this Prospectus with their names and reports (where applicable) included in the form and context in which they appear:

DIRECTORS OF THE COMPANY:

Mr. Olufemi Somolu (Chairman)
Mr. Ibidolapo Akinwunmi Balogun (Managing Director)
Mr. Pius I. Olarewaju (Deputy Managing Director)
Mr. Ayodele Talabi (Executive)
Mr. Francis Olajide Ogunbanjo
Alhaji Baba Othman Tofa
Mr. Michael Olayemi Cardoso
Mr. Adegboyega Isiaka
Mrs. Ola Adeola
Dr. Olufemi Oni
Alhaji Bello Dan Bappa

BST Nominees Limited (Company Secretary)

JOINT ISSUING HOUSES:

Skye Financial Services Limited
Greenwich Trust Limited
ICMG Securities Limited

JOINT UNDERWRITERS:

Skye Financial Services Limited
Greenwich Trust Limited
ICMG Securities Limited

STOCKBROKERS:

Signet Investments & Securities Limited
F & C Securities Limited
PSL Stockbrokers Limited
Imperial Asset Managers Limited

SOLICITORS TO THE OFFER:

H. O. Davies & Co.

SOLICITORS TO THE COMPANY:

Jackson, Etti & Edu

JOINT AUDITORS:

Segun Oyegbola & Co.
Balogun Badejo & Co.

REPORTING ACCOUNTANTS:

Ernst & Young

REGISTRARS TO THE OFFER:

Sterling Registrars Limited

RECEIVING BANKERS:

Skye Bank PLC
Ecobank Nigeria PLC
United Bank for Africa

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the offices of Equity Assurance Plc, Equity Assurance PLC, Equity Place, Plot 1196, Bishop Oluwole Street, Victoria Island, Lagos; the offices of the Joint Issuing Houses (refer to pages 12 and 77) during normal business hours on any weekday except public holidays from Monday, 01 September 2008 until Tuesday, 30 September 2008.

- (a) Certificate of Incorporation of the Company;
- (b) Certificate of Increase in Share Capital;
- (c) Form C07 (Particulars of Directors);
- (d) Memorandum and Articles of Association of the Company;
- (e) The Prospectus issued in respect of the Offer;
- (f) The Abridged Particulars of Prospectus in respect of the Offer
- (g) Shareholders' Resolution authorising the Offer;
- (h) Board Resolution for the Offer;
- (i) The audited financial statements of the Company for each of the five years ended 31 December 2007;
- (j) The Report of Ernst and Young; Reporting Accountants, on the audited financial statements of the Company for each of the five years ended 31 December 2007;
- (k) The Memorandum of Ernst and Young, Reporting Accountants, on the Profit Forecast of the Company for the three years ending 31 December 2008, 2009 and 2010;
- (l) The List of Claims and Litigation referred to above;
- (m) The Material Contracts referred to above;
- (n) The Letter from SEC approving the Offer;
- (o) The Letter from The NSE approving the Listing;
- (p) The written Consents referred to above;
- (q) The Vending Agreement referred to above;
- (r) The Joint Issuing Houses Agreement referred to above; and
- (s) The Underwriting Agreement referred to above.

PROCEDURE FOR APPLICATION AND ALLOTMENT

1. APPLICATION

- 1.1 The general investing public is hereby invited to apply for the shares through any of the Receiving Agents listed on Page 63.
- 1.2 Applications for the shares must be made in accordance with the instructions set out at the back of the application form. Care must be taken to follow these instructions, as applications which do not comply will be rejected.
- 1.3 The Application List for the shares will be open from 01 September 2008 to 30 September 2008. Applications must be for a minimum of 1,000 shares and in multiples of 100 thereafter. The number of shares for which an application is made and the value of the cheque or bank draft attached should be entered in the boxes provided.
- 1.4 A single applicant should sign the declaration and write his/her full names, address, daytime telephone number and occupation in item "1" on the application form. Item "1B" should be used by joint applicants. A corporate applicant should affix its seal in item the space provided and state its incorporation (RC) number or in the case of a corporate foreign subscriber its appropriate identification number in the jurisdiction in which it was constituted.
- 1.5 Each application should be forwarded together with the cheque or bank draft for the full amount of the purchase price to any of the Receiving Agents listed on Page 63. The cheque or draft must be drawn on a bank in the same town or city in which the Receiving Agent is located and crossed "EQUITY ASSURANCE OFFER" with the name, address and daytime telephone number of the applicant written on the back. All transfer charges to Lagos, if any, must be paid by the applicant and no application will be accepted unless this has been done. All cheques and drafts will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected and returned through the registered post.

2. ALLOTMENT

Skye Financial Limited, Greenwich Trust Limited and ICMG Securities Limited and the Directors of the Company reserve the right to accept or reject any application in whole or in part for not meeting the conditions of the Offer. The allotment proposal will be subject to the clearance of the Securities & Exchange Commission.

3. SHARE CERTIFICATE/ E-ALLOTMENT

Share certificates in respect of the shares allotted will be sent by electronic-transfer to the CSCS account of allottees not later than 15 working days from the date of allotment. Investors are hereby advised to state the name of their stockbrokers as well as their CSCS account number in the space provided on the Application Form.

4. APPLICATION MONIES

All application monies will be retained in separate interest yielding bank accounts by the Receiving Banks pending allotment. If any application is not accepted, or is accepted for fewer shares than the number applied for, a crossed cheque for the full amount or the balance of the amount paid (including accrued interest) will be returned by registered post within 5 working days of allotment. Where monies are not sent within the stipulated 5 days, accrued interest will be paid at the rate not below MRP plus 1.

RECEIVING AGENTS

Application Forms may be obtained free of charge from, and submitted upon completion to, any of the under listed Receiving Agents duly registered as capital market operators by the SEC, to whom brokerage will be paid at the rate of 0.75% per N100 worth of Units allotted in respect of Application Forms bearing their official stamp.

The Issuing House cannot accept responsibility for the conduct of any of the institutions listed below. Investors are therefore advised to conduct their own enquiries before choosing an agent to act on their behalf. Evidence of lodgement 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 Afribank Nigeria Plc Diamond Bank Plc ECO Bank Nigeria Plc Equitorial Trust Bank Limited Fidelity Bank Plc First Bank of Nigeria Plc First City Monument Bank Plc First Inland Bank Plc Guaranty Trust Bank Plc Intercontinental Bank Plc Nigerian International Bank Ltd.	Oceanic Bank International Plc Platinum Habib Bank Plc Skye Bank Plc Stanbic IBTC Bank Plc Standard Chartered Bank Plc Sterling Bank Plc Spring 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

Afrinvest Nig Ltd Adonai Stockbrokers Ltd Alangrange Sec. Ltd Arian Capital Mgt. Ltd. Alltrade Securities Ltd Associated Asset Managers Ltd. Atlass Portfolio Ltd Anchoria Investment & Securities Ltd APT Securities & Fund Ltd Best Link Inv Ltd Bestworth Assets & Trust Ltd BFCL Assets & Investment Ltd BGL Securities Ltd bytofellTrust & Sec. Ltd C&I Heritage Ltd Camry Sec Ltd Capital Assets Ltd Capital Trust Brokers Ltd Citi Investment Capital Ltd Compass Investment & Securities Ltd Cordros Capital Ltd Cash Craft Asset Management Ltd. Cowry Asset Mgt. Ltd Cradle Trust Finance & Sec. Ltd. Crown Wealth Assets Mgt. Ltd City Investment Management Ltd City-Code Trust & Investments Ltd Cooper Flemming Stockbrokers Ltd Crossworld Securities Ltd Clearview Investment Co Ltd Counters Trust Securities Ltd CSL Stockbrokers Ltd De-canon Investments Ltd De-Lords Securities Ltd Denham Management Ltd Deep Trust Investment. Ltd Dominion Diamond Securities Ltd Emi Capital Resourced Ltd Euro Comm Securities Ltd Express Portfolio Services Ltd Equity Capital Solution Ltd Express Discount Asset Mgt Ltd Falcon Securities Ltd F & C Securities Ltd Fidelity Union Securities Ltd Fidelity Finance Ltd First Inland Capital Ltd Fittco Sec Ltd FBC Trust & Securities Ltd FIC Securities Ltd Finmal Finance Company Ltd First Equity Securities Ltd First Stockbrokers Ltd Foresight Securities & Investment Ltd Forte Asset Management Ltd Forthright Securities & Investments Ltd Future View Securities Ltd	Genesis Securities Ltd. Global Asset Mgt. Ltd GTB Securities Ltd Great Africa Trust Ltd (Meristem Security) Greenwich Trust Ltd GTI Capital Ltd Golden Securities Ltd Hembeat Investment Ltd Hedge Sec & Investment Co. Ltd Horizon Stockbrokers Ltd IBTC Asset Management Ltd IBN Securities Ltd ICON Stockbroker Ltd ICMG Sec. Ltd Imperial Asset Managers Ltd Independent Securities Ltd Integrated Trust & Investments Ltd International Capital Securities Ltd International Standard Securities Ltd Intercontinental Capital Markets Ltd Interstate Securities Ltd Investors & Trust Co Ltd Jamkol Investments Ltd Kinley Securities Ltd Kundlia Finance Services Ltd LB Securities Ltd Lead Securities & Investment Ltd Lighthouse Asset Management Ltd Lion Stockbrokers Ltd Lambeth Trust & Inv. Co. Ltd Maven Asset Mgt. Ltd Maxifund Ivs. & Securities Ltd Metropolitan Trust Nig. Ltd Mercov Securities Ltd Mega Equities Ltd MBC Securities Ltd Mutual Alliance Investment & Securities Ltd Midlands Investment & Trust Co. Ltd Mission Securities Ltd Mountain Investment & Securities Ltd Monument Sec. & Financial Ltd Newdevco Finance Securities Ltd Nigerian Stockbrokers Ltd Network Securities & Finance Ltd Nova Finance & Securities Ltd Nigeria International Securities Ltd. OMF Securities & Finance Ltd Partnership Investment Co. Ltd Pennisula Assets Management and Investment Company Limited Pine Fields Investment Services Ltd Pilot Securities Ltd Phronesis Securities Ltd PML Securities Comm. Ltd Pyramid Securities Ltd Premium Securities Ltd Professional Stockbroker Ltd	Profund Securities Ltd Prominent Securities Ltd P.S.I. Securities Ltd Rainbow Securities & Investment Co. Ltd Reward Investments & Services Ltd Royal Crest Finance Ltd Reading Investment Ltd Regency Asset Mgt. Ltd Resano Sec Ltd Resort Securities & Trust Ltd Rolex Securities Ltd Securities Solutions Ltd Securities Swaps Ltd Securities Solution Ltd See Trading & Inv. Ltd Shelling Inv. Ltd Skyelimit Inv. Ltd SMADAC Securities Ltd Signet Investment and Securities Ltf Solid-Rock Securities & Investment Ltd Stanbic Equities Nigeria Ltd Springboard Trust & investment Ltd Spring Trust & Securities Limited Stacoprime Capital Ltd Standard Alliance Money Ltd Stanival Sec Ltd Strategy & Arbitrage Ltd Summit Finance Company Ltd Santrust & Securities Ltd*- Tomil Trusts Ltd Topmost Finance & Investment s Ltd TRW Stockbrokers Ltd Transglobe Investment & Finance Co Ltd TFS Securities & Inv. Co. Ltd The Bridge Securities Ltd The Portfolio Advisers Ltd Tower Asset Mgt. Ltd Tower Securities & Inv. Co. Ltd Trans world Inv. & Sec. Trade Link Finance & Securities Ltd Tropics Securities Ltd Trusthouse Investment Ltd Trust Yields Securities Ltd UBA Securities Ltd UBA Stockbrokers Ltd. Wem Asset Mgt. Ltd UNEX Securities & Investment Ltd Union Stockbrokers Ltd Valmon Securities Ltd Valueline Securities & Investment Ltd Vetiva Capital Management Limited WSTC Financial Services Ltd WT Securities Ltd Yobe Investment Co. Ltd Yuderb Investment & Securities Ltd Zenith Securities Ltd Zuma Securities Ltd
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Application List Opens
1st September, 2008



Application List Closes
30th September, 2008

Offer for Subscription of
1,500,000,000

Ordinary shares of 50 kobo each at N3.50 per share
Payable in full on Application



Applications must be made in accordance with the instructions set out on the back of the application form. Care must be taken to follow these instructions as applications that do not comply may be rejected. If you are in any doubt, please consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance

DECLARATION

- I/We am/are 18 years of age or over
- I/We authorise you to send a share certificate and/or cheque for any amount overpaid by Registered post to the address given below and to procure registration in my/our name as the holder(s) of such number of shares or such smaller number, as aforesaid.
- I/We attached the amount payable in full on application for the number of shares in Equity Assurance Plc at N3,50k per share
- I/We agree to accept the same or any smaller number of shares in respect of which allotment may be made upon the terms of the Prospectus and subject to the Memorandum and Articles of Association of Equity Assurance Plc
- I/We declare that I/We have read a copy of the Prospectus for the Offer dated as 13th August, 2008 issued by the joint issuing Houses on behalf of Equity Assurance Plc

GUIDE TO APPLICATION

Number of Units applied for	Amount Payable
1,000 minimum	N3,500.00
Subsequent multiples of 100	N350.00

Date (DD/MM/YYYY)

/ / 2 0 0 8

Number of Units Applied for:

Value of Units applied for / Amount Paid

N :

PLEASE COMPLETE IN BLOCK LETTERS

1. INDIVIDUAL/CORPORATE APPLICANT

Title Mr. Mrs. Miss Others

Surname/Company's Name

Other Names (for individual applicant only)

Full Postal Address

City

State

Land Phone Number

Mobile (GSM) Phone Number

Email Address

Next of Kin

CSCS NO (If you want shares allotted credited to your CSCS A/C)

Clearing House No (CHN)

Stockbroker's Name

2. JOINT APPLICANT

Title : Mr. Mrs. Miss

Surname

Other Names

BANK DETAILS (for E-Dividend)

Bank Name: _____

Bank Account No:

Signature or Thumbprint	Signature or Thumbprint	Company Seal & Incorporation Number (Corporate Applicant) <input type="text"/>

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

1. Applications should be made only on the Application Form or photocopies or scanned copies of the Application Form.
2. Applications must be for not less than the minimum number of units stated on the Application Form. Applications for more than the minimum number of Units must be in the multiples stated on the Application Form. The number of Units for which applications are made and the amount of the cheque or bank draft attached should be entered in the boxes provided.
3. The Application Form when completed should be lodged with any of the Receiving Agents listed herein. Applications must be accompanied by cheque or bank draft made payable to the Receiving Agent with whom the application is submitted, for the full amount payable on application. The cheque or draft must be drawn on a bank in the same town or city in which the Receiving Agent is located and crossed "EQUITY ASSURANCE OFFER" with the name(s) and address(es) and daytime telephone number (where available) of the applicant(s) on the back. All cheques and drafts will be presented for payment on receipt and applications in respect of which cheques are returned unpaid for any reason will be rejected.
4. The applicant(s) should make only one application, whether in his own name or in the name of a nominee. Multiple or suspected multiple applications will be rejected.
5. Joint applicants must all sign the Application Form.
6. An application from a group of individuals should be made in the names of those individuals with no mention of the name of the group. An application by a firm, which is not registered under the Companies and Allied Matters Act Cap C20 LFN 2004 should be made either in the name of the proprietor or in the names of the individual partners. In neither case should the name of the firm be mentioned.
7. An application from a corporate body must bear the corporate body's seal and be completed under the hand of a duly authorized official.
8. An application by an illiterate should bear his right thumb print on the application form and be witnessed by an official of the bank or stock broking firm at which the application is lodged who must first have explained the meaning and effect of the Application Form to the illiterate in the illiterate's own language. Above the thumb print of the illiterate, the witness must record in writing that he has given this explanation to the illiterate in a language understandable to him and that the illiterate appeared to have understood the same before affixing his thumb impression.
9. The applicant should not print his signature. If he is unable to sign in the normal manner he should be treated for the purpose of this Offer as an illiterate and his right thumbprint should be clearly impressed on the Application Form.

APPLICATION FORM
EQUITY ASSURANCE PLC

PLACEMENT AGENTS OVERSEAS

<p>SKYE BANK PLC For GBP transactions DEUTSCHE BANK AG LONDON 6, Bishops Gate, London EC2N 4DA SWIFT CODE: DEUTGB2LXXX ACCOUNT NO.: 3066990000 SORT CODE: 23-01-76 IBAN NO: GB25DEUT40508130669900 BENEFICIARY BANK: Skye Bank Plc, Lagos SWIFT CODE: PRDTNGLA BENEFICIARY NAME: Equity Assurance Plc Proceeds Account</p>	<p>For USD Transactions DEUTSCHE BANK TRUST COY. AMERICAS, P.O. Box 318, Church Street Station, New York, NY 10008-0318. SWIFT BKTRUS33 Aba No.021001033 Account No:04-180-168 BENEFICIARY BANK: Skye Bank Plc, Lagos BENEFICIARY NAME: Equity Assurance Plc Proceeds Account</p>
<p>ECOBANK PLC For GBP transactions Bank: Standard Chartered Bank Clements House 27 Clements Lane London EC4N7AP Swift Code: SCBLGB2L Sort Code: 60-91-04 In favour of Ecobank Nigeria Plc Account No: 01254512801 For further credit to Account Name: Equity Assurance Proceeds a/c Account Number: 0012510156891303</p>	<p>For USD Transactions Bank: Deutsche Bank Trust Company New York Bankers Trust Plaza 13 Liberty Street New York NY 10006 Swift Code: BKTRUS33 Fed. Wire: 021001033 In favour of Ecobank Nigeria Plc Account No: 040870350 For further credit to Account Name: Equity Assurance Proceeds a/c Account Number: 0012510156891302</p>
<p>UNITED BANK FOR AFRI CA PLC EURO Deutsche Bank AG Frankfurt AM Main DE Swift Code: DEUTDEFF Further credit to: United Bank for Africa Plc Swift Code: UNAFNGLA Account No:95570910000 IBAN: DE20 5007 0010 0955709100 GBP Deutsche Bank AG London , United Kingdom EC2P 2AT Swift Code: DEUTGB2L Sort Code: 40-50-81 Further credit to: United Bank for Africa Plc Swift Code: UNAFNGLA Account No:30591304 IBAN: GB93DEUT40508130591304</p>	<p>USD Deutsche (Bankers Trust) Bank Americas New York, America Swift Code: BKTRUS33 ABA: 021001033 Further credit to: United Bank for Africa Plc Swift Code: UNAFNGLA Account No: 04430446 <i>(Euro, GBP and USD payment to further credit)</i> Customer's Account No: 01610030006096 Customer's Name: Equity Assurance Plc Customer's Branch: Lagos East</p>