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

For information concerning certain risk factors which should be considered by prospective investors, see Risk Factors on pages 21 to 23



RC: 480173

RIGHTS ISSUE

OF

4,666,666,667

ORDINARY SHARES OF 50 KOBO EACH AT

₦1.50

ON THE BASIS OF 10 NEW ORDINARY SHARES FOR EVERY 9 ORDINARY SHARES

HELD AS AT THE CLOSE OF BUSINESS ON MARCH 25, 2020

PAYABLE IN FULL ON ACCEPTANCE

ACCEPTANCE LIST OPENS: TUESDAY, JULY 14, 2020

ACCEPTANCE LIST CLOSES: MONDAY, AUGUST 10, 2020

THE RIGHTS BEING OFFERED ARE TRADEABLE ON THE FLOOR OF THE NIGERIAN STOCK EXCHANGE FOR THE DURATION OF THE RIGHTS ISSUE

Lead Issuing House	Joint Issuing Houses	
 MERISTEM CAPITAL LIMITED RC: 1297664	 PAC Capital INVESTMENT BANKING & ADVISORY A Pan-African Capital Holdings Company RC: 1208597	 Stanbic IBTC Capital RC: 1031358

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

A copy of the Rights Circular will be available on eTranzact International Plc's website www.etranzact.com for the duration of the Rights Issue period.

This Rights Circular is dated Wednesday, July 1, 2020

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1. IMPORTANT NOTICE

This Rights Circular prepared by Meristem Capital Limited, PAC Capital Limited and Stanbic IBTC Capital Limited (the "Issuing Houses") is issued in connection with the Rights Issue of 4,666,666,667 Ordinary Shares of 50 kobo each at ₦1.50 per share in eTranzact International Plc.

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

The Directors of the Company individually and collectively accept full responsibility for the information contained in this Rights Circular. To the best of the knowledge and belief of the Directors (having made all reasonable enquiries to ensure that such is the case), the information contained in this Rights Circular is in accordance with the facts and contains no omission likely to affect its import. Each Shareholder should read this Rights Circular in its entirety and determine by himself/herself the relevance of the information contained herein and each Shareholder's acceptance of his/her rights should be based upon such investigation as is deemed necessary. In making an investment decision, Shareholders must rely upon their own examination of the Company and the terms of this Rights Circular, including the risks involved.

The Issuing Houses and any of their affiliates, acting as shareholders for their own accounts, may take up shares in the Issue and in that capacity may retain, purchase, sell, offer to sell or otherwise deal in such Shares for their own account and any other securities of the Company or related investments and may offer or sell such Shares or other investments other than in connection with the Issue.

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

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

Investors may confirm the clearance of this Rights Circular and registration of the securities with the Securities and Exchange Commission by contacting the Commission on sec@sec.gov.ng or +234(0)9462110; +234(0) 94621168.

2. DEFINITION OF TERMS

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

ABBREVIATION	NAME/DESCRIPTION
“AGM”	Annual General Meeting
“ASI”	All Share Index of The Nigerian Stock Exchange
“Brokerage Commission”	Fees payable to Receiving Agents in respect of returns bearing their stamps and duly allotted
“CAC”	Corporate Affairs Commission
“CAMA”	Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria, 2004
“CHN”	Clearing House Numbers
“Council”	Council of The Nigerian Stock Exchange
“CSCS”	Central Securities Clearing System Plc
“Daily Official List”	Daily Official List of The Nigerian Stock Exchange
“Directors”	The members of the Board of Directors of eTranzact International Plc who at the date of this document are those persons whose names are set out on page 12 of this Rights Circular
“eTranzact” or “the Company”	eTranzact International Plc
“Existing Shareholders”	Shareholders of the Company whose names appear in the register of members as at the Qualification Date
“FGN” or “Government”	Federal Government of Nigeria
“FX”	Foreign Exchange
“GDP”	Gross Domestic Product
“ISA”	Investments and Securities Act No. 29 2007
“Issue” or “Rights Issue”	The Rights Issue by way of provisionally allotted rights to Existing Shareholders of 4,666,666,667 Ordinary Shares of 50 kobo each in the Company, on the basis of 10 new Ordinary Shares for every 9 Ordinary Shares held by them on the Qualification date
“Issuing Houses”	Meristem Capital Limited, PAC Capital Limited and Stanbic IBTC Capital Limited
“Issuing Price”	The price at which the shares under the Rights Issue will be issued to Existing Shareholders
“LFN”	Laws of the Federation of Nigeria, 2004
“Management”	Management of eTranzact International Plc
“Naira” or “₦”	The Nigerian Naira, the official currency of Nigeria

2. DEFINITION OF TERMS

“Nigeria”	The Federal Republic of Nigeria
“The NSE” or “Exchange”	The Nigerian Stock Exchange
“Ordinary Shares”	The ordinary shares of 50 kobo each in the Company held by the ordinary shareholders of the Company
“Pari Passu”	Equally
“Professional Parties to the Issue”	The Issuing Houses, Auditors, Solicitors to the Issue, Joint Stockbrokers, Registrars and Receiving Banks
“Qualification Date”	Date of filing the Rights Issue application with The NSE, being March 25, 2020
“Receiving Agents”	Any of the institutions listed on page 39 of this Rights Circular to whom Shareholders listed on the share register of the Company as at the Qualification Date may return their duly completed Acceptance/Renunciation Forms together with payment/evidence of payment
“Receiving Banks”	First City Monument Bank Limited and Stanbic IBTC Bank PLC
“Register of Members”	The register that records the names and addresses of the ordinary shareholders of the Company
“Registrar”	Meristem Registrars & Probate Services Limited
“Rights Circular”	This document, which is issued in accordance with the Rules and Regulations of the Commission in respect of this Rights Issue
“SEC” or “the Commission”	Securities and Exchange Commission
“Working Day” or “Business Day”	Any day other than a Saturday, Sunday or official public holiday declared by the Federal Government of Nigeria from time to time

3. CORPORATE DIRECTORY

Head Office and Registered Address

5th Floor Fortune Towers
27/29, Adeyemo Alakija Street
Victoria Island
Lagos.

Tel: 234-01-7101060
234-01-4628946-9
234-01-2701162
Fax: 234-01-2701163

Website: www.etranzact.com
Email Address: info-ng@etranzact.com
agentenquiries@etranzact.com

4. ABRIDGED TIMETABLE

The dates indicated in the table below, which reflect principal events, are subject to change:

DATE	ACTIVITY	RESPONSIBILITY
July 14, 2020	Issue opens/Trading in Rights begins	Issuing Houses/ Stockbrokers
August 10, 2020	Issue closes/Trading in Rights closes	Issuing Houses/ Stockbrokers
August 17, 2020	Receiving Agents make returns	Registrars / Issuing Houses
September 1, 2020	Forward allotment proposal and draft newspaper advertisement to SEC	Issuing Houses
September 8, 2020	Receive SEC clearance of allotment proposal	Issuing Houses
September 9, 2020	Disburse net proceeds of the Rights Issue to eTranzact	Receiving Banks/Issuing Houses
September 15, 2020	Publish Allotment announcement	Issuing Houses
September 15, 2020	Return rejected/excess application monies	Issuing Houses/ Registrars
September 15, 2020	Credit CSCS accounts	Registrars
September 15, 2020	Forward Declaration of Compliance to The NSE	Stockbrokers
September 22, 2020	Listing of Shares on The NSE	Stockbrokers
October 7, 2020	Forward Issue summary report to the SEC	Issuing Houses

The dates above, which reflect principal events of the Rights Issue, are indicative only and subject to change without notice.

5. SUMMARY OF RIGHTS ISSUE

This summary draws attention to information contained elsewhere in this Rights Circular; it does not contain all the information you should consider before making an investment decision. You should therefore read this summary together with the more detailed information, including the financial statements elsewhere in this Rights Circular.

ISSUER	eTranzact International Plc.																																		
THE ISSUE	Provisional allotment of 4,666,666,667 ordinary shares of 50 Kobo each on the basis of Ten (10) new Ordinary Shares for every existing Nine (9) ordinary shares held at ₦1.50 per share.																																		
LEAD ISSUING HOUSE	Meristem Capital Limited.																																		
JOINT ISSUING HOUSES	PAC Capital Limited and Stanbic IBTC Capital Limited.																																		
AUTHORIZED SHARE CAPITAL	₦4,600,000,000 comprising 9,200,000,000 ordinary shares of 50 kobo each.																																		
ISSUED AND FULLY PAID	₦2,100,000,000 comprising 4,200,000,000 ordinary shares of 50 Kobo each.																																		
BEING ISSUED	4,666,666,667 ordinary shares of 50 Kobo each at ₦1.50 per share.																																		
METHOD OF OFFER	By way of a Rights Issue to Existing Shareholders.																																		
GROSS ISSUE PROCEEDS	₦7,000,000,000.00																																		
PURPOSE	The proceeds of the Rights Issue will be used to finance the Company's plan to expand its current operations by deploying a new switch platform, optimizing its Technology Suite, rebuilding its Data Center, settlement of outstanding liability, enhancing its Disaster Recovery as well as Platform security systems and investing in Research/Development and capacity building.																																		
USE OF PROCEEDS	<p>The net issue proceeds estimated at ₦6,825,378,419.99 after the deduction of estimated issue costs and expenses of ₦174,621,580.01 (representing 2.49% of the gross issue proceeds) will be applied as follows:</p> <table border="1"> <thead> <tr> <th>UTILIZATION</th> <th>CAPITAL TO BE RAISED (₦' M)</th> <th>(%)</th> <th>EXPECTED COMPLETION DATE</th> </tr> </thead> <tbody> <tr> <td>Investment in technology</td> <td>3,250.00</td> <td>46.43</td> <td>Between 12-36 months</td> </tr> <tr> <td>Settlement of outstanding liability</td> <td>1,799.77</td> <td>25.71</td> <td>Immediate</td> </tr> <tr> <td>Working Capital</td> <td>1,239.00</td> <td>17.70</td> <td>36 months</td> </tr> <tr> <td>Research and Development</td> <td>300.00</td> <td>4.29</td> <td>36 months</td> </tr> <tr> <td>Capacity Building</td> <td>236.61</td> <td>3.38</td> <td>36 months</td> </tr> <tr> <td>Issue Cost</td> <td>174.62</td> <td>2.49</td> <td>Immediate</td> </tr> <tr> <td>Total</td> <td>7,000.00</td> <td>100.00</td> <td></td> </tr> </tbody> </table> <p>A more detailed description on the use of proceeds is provided on page 32.</p>			UTILIZATION	CAPITAL TO BE RAISED (₦' M)	(%)	EXPECTED COMPLETION DATE	Investment in technology	3,250.00	46.43	Between 12-36 months	Settlement of outstanding liability	1,799.77	25.71	Immediate	Working Capital	1,239.00	17.70	36 months	Research and Development	300.00	4.29	36 months	Capacity Building	236.61	3.38	36 months	Issue Cost	174.62	2.49	Immediate	Total	7,000.00	100.00	
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5. SUMMARY OF RIGHTS ISSUE

PROVISIONAL ALLOTMENT	Ten (10) new ordinary shares for every Nine (9) ordinary shares of 50 kobo each held as at the close of business on the Qualification Date for those shareholders whose names appear on the Register of Members and transfer books of the Company as at that date.					
ISSUE PRICE	₦1.50 per share.					
PAYMENT	In full on acceptance.					
STATUS	All the shares to be issued shall rank pari-passu in all respects with the issued Ordinary Shares of the Company.					
MARKET CAPITALIZATION AT RIGHTS ISSUE PRICE (PRE-ISSUE)	₦6,300,000,000.00.					
MARKET CAPITALIZATION AT RIGHTS ISSUE PRICE (POST-ISSUE)	₦13,300,000,000.50 (assuming all provisionally allotted ordinary shares are fully taken up on completion of the Rights Issue).					
OPENING DATE	July 14, 2020.					
CLOSING DATE	August 10, 2020.					
QUALIFICATION DATE	March 25, 2020.					
APPLICATION FOR ADDITIONAL SHARES	Shares that are not taken up by Monday, August 10, 2020 will be allotted on a pro-rata (equal) basis to Shareholders who applied and paid for additional shares over and above their provisional allotment. Accordingly, the shareholders who do not accept their allotment in full may have their shareholding in the Company diluted.					
UNDERWRITING	At the instance of the Issuer, the Issue is not underwritten.					
FINANCIAL SUMMARY (GROUP)	Financial Summary	2019	2018	2017	2016	2015
		₦'m	₦'m	₦'m	₦'m	₦'m
	Turnover	25,193.38	18,756.94	11,681.74	10,404.50	8,671.88
	Profit before taxation	291.61	-3,277.66	292.20	865.13	1,063.95
	Profit after taxation	147.04	-3,136.41	208.41	449.49	704.70
	Share Capital	2,100.00	2,100.00	2,100.00	2,100.00	2,100.00
	Net Assets	306.70	159.67	3,296.08	3,507.68	3,478.19
	Total Assets	6,766.51	5,967.40	6,243.04	6,911.27	5,833.88
Earnings per share (Naira)	4.00	-0.75	0.05	0.11	0.17	
QUOTATION	eTranzact's entire issued and paid-up share capital is listed on The NSE. An application has been made to the Council of The Exchange for the admission of the 4,666,666,667 ordinary shares to its Daily Official List.					

5. SUMMARY OF RIGHTS ISSUE

DIVIDEND QUALIFICATION	The shares being issued shall qualify for any dividend (or any other distribution) declared for the financial year ending 2020, as long as the qualification date for the dividend (or any other distribution) declared is after the allotment of the ordinary shares now being issued.
INDEBTEDNESS	As at the date of this document, the Company has no debentures, mortgages, loans, charges, material contingent liabilities or other similar indebtedness, other than in the ordinary course of business.
CLAIMS AND LITIGATION:	As at March 13, 2020, eTranzact International Plc in its ordinary course of business is currently involved in two (2) cases before the Nigerian Courts. Based on the review, the Solicitors are of the opinion that where there is an adverse decision in the referenced cases, the contingent liability arising from such is likely to be ₦7,508,740 (excluding any interest accruable on the sum). Furthermore, the Solicitors to the Issue are of the view that the claims against the Company will not have a material adverse effect on the Issuer or the Issue.
SETTLEMENT:	<p>The CSCS accounts of Shareholders will be credited immediately after allotment. Shareholders are hereby advised to state the names of their respective stockbrokers and their Clearing House Numbers in the relevant spaces on the Acceptance/Renunciation Form.</p> <p>In accordance with the SEC Directive on Dematerialization of Share Certificates, shareholders who do not provide valid CHN and CSCS account numbers will have their shares credited at the CSCS using a Registrar Identification Number. A Registrar's Identification Number is a number allocated to shareholders who do not have valid CHN and CSCS account numbers to warehouse their units of shareholding in public companies under Registrars custody at the CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. Any shareholder who does not have a valid CHN and CSCS account number, is advised to open a stockbroking account with a stockbroker and obtain a valid CHN and CSCS account number from the stockbroker.</p>
TRADING IN RIGHTS:	The Rights are tradable on the Exchange between July 14, 2020 and August 10, 2020.

6. THE RIGHTS ISSUE

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

This Rights Circular is being issued in compliance with the provisions of the Investments and Securities Act No. 29 2007, the Rules and Regulations of the Commission and the Listing Requirements of The NSE and contains particulars in compliance with the requirements of the Commission and the Exchange, for the purpose of giving information to shareholders and the public with regards to the Rights Issue of 4,666,666,667 ordinary shares of 50 kobo each in eTranzact International Plc by the Issuing Houses. An application has been made to the Council of The Exchange for the admission to its Daily Official Lists the 4,666,666,667 ordinary shares of 50 kobo each being offered via the Rights Issue.

The Directors of eTranzact International Plc individually and collectively accept full responsibility for the accuracy of the information contained in this Rights Circular. 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 that to the best of their knowledge, information and belief, there are no material facts, the omission of which would make any statement herein misleading or untrue.

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

MERISTEM CAPITAL LIMITED

RC: 1297664

PAC CAPITAL LIMITED

RC: 1208597

STANBIC IBTC CAPITAL LIMITED

RC: 1031358

on behalf of

ETRANZACT INTERNATIONAL PLC

RC: 200303

are authorized to receive acceptances for the

RIGHTS ISSUE OF

4,666,666,667 ORDINARY SHARES OF 50 KOBO EACH

AT ₦1.50 PER SHARE

on the basis of **10 new Ordinary Shares** for every **9 Ordinary Shares** held as at March 25, 2020

Payable in full on Acceptance

The Acceptance List for the shares now being issued will open on **July 14, 2020** and close on **August 10, 2020**

Share capital and Reserves of the Company (as extracted from the December 31, 2019 Financial Statements)	₦'000
Authorized Share Capital: 4,200,000,000 ordinary shares of 50 kobo each	2,100,000
Issued and fully Paid: *4,200,000,000 ordinary shares of 50 kobo each	2,100,000
EQUITY AND RESERVES	
Ordinary Share Capital	2,100,000
Share Premium	646,875
Retained earnings	(2,440,173)
TOTAL EQUITY (ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)	306,702

***The share capital of the company was increased from 4,200,000,000 ordinary shares to 9,200,000,000 ordinary shares by the creation of 5,000,000,000 ordinary shares on the 28th of February 2020.**

7. DIRECTORS, AUDIT COMMITTEE AND OTHER PARTIES TO THE RIGHTS ISSUE

Mr. Oluwole Abegunde <i>Chairman</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Olaniyi Toluwalope <i>Managing Director/CEO</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Hakeem Adeniji-Adele <i>Deputy Managing Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Anthony Egbuna <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Victor Etuokwu <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Afolabi Oyedeji Oladele <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mrs. Olayimika Philips <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Judedavid Mbamalu <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Paul Obanua <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
Mr. Olayinka Oluwatimehin <i>Non-Executive Director</i>	eTranzact International Plc 5 th Floor Fortune Towers 27/29, Adeyemo Alakija Street Victoria Island, Lagos.
PAC Solicitors <i>Company Secretary</i>	PAC Solicitors Dicon Towers 16, Kofo Abayomi Street Victoria Island, Lagos.

7. DIRECTORS, AUDIT COMMITTEE AND OTHER PARTIES TO THE RIGHTS ISSUE

PROFESSIONAL PARTIES TO THE RIGHTS ISSUE	
LEAD ISSUING HOUSE	<p>Meristem Capital Limited 124, Norman Williams Street Ikoyi Lagos.</p>
JOINT ISSUING HOUSES	<p>PAC Capital Limited Plot 8A, Elsie Femi Pearse Street Victoria Island Lagos.</p> <p>Stanbic IBTC Capital Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos.</p>
REGISTRARS	<p>Meristem Registrars & Probate Services Limited 213, Herbert Macaulay Street, Yaba Lagos.</p>
SOLICITORS	<p>Olaniwun Ajayi LP The Adunola 401 Close Banana Island Ikoyi, Lagos.</p>
STOCKBROKERS TO THE ISSUE	<p>Cordros Securities Limited 70, Norman Williams Street Ikoyi, Lagos.</p> <p>Forte Financials Limited St. Peter's House 3, Ajele Street Lagos Island Lagos.</p> <p>Reward Investments & Services Limited New Africa House 31 Marina (10th Floor) Lagos.</p>
AUDITORS	<p>Deloitte & Touche Nigeria Limited Civic Towers Plot GA 1, Ozumba Mbadiwe Avenue Victoria Island Lagos.</p>
RECEIVING BANKS	<p>First City Monument Bank Limited Primrose Tower 17A, Tinubu Street Lagos.</p> <p>Stanbic IBTC Bank PLC I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos.</p>

7. DIRECTORS, AUDIT COMMITTEE AND OTHER PARTIES TO THE RIGHTS ISSUE

AUDIT COMMITTEE	Mr. Dominic Ichaba (Chairman) Mr. Robert Ibekwe (Shareholder) Mr. Mathias Dafur (Shareholder) Mr. Afolabi Oladele (Director) Mr. Anthony Egbuna (Director) Mr. Judedavid Mbamalu (Director)
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8. CHAIRMAN'S LETTER

The following is the text of a letter received by the Issuing Houses from Mr. Oluwole Abegunde, Chairman, Board of Directors of eTranzact International Plc



May 15, 2020

TO: ALL SHAREHOLDERS OF eTRANZACT INTERNATIONAL PLC

Dear Sir/Madam,

RIGHTS ISSUE OF 4,666,666,667 ORDINARY SHARES OF 50 KOBO EACH AT ₦1.50 PER SHARE IN ETRANZACT INTERNATIONAL PLC

INTRODUCTION

At the Extraordinary General Meeting (“EGM”) of eTranzact International Plc which was held on January 17, 2019, the Shareholders of the Company authorized the Board of Directors to raise capital up to the sum of ₦7,000,000,000 (Seven Billion Naira) through various funding options including via a Rights Issue to its Shareholders at such price and terms as the Directors of the Company deem fit, subject to obtaining all requisite regulatory approvals.

At a subsequent meeting of the Directors held on February 25, 2020, the Board authorized the Rights Issue of 4,666,666,667 Ordinary Shares at ₦1.50 per share to the Shareholders whose names appear on the Company’s Register of Members as at March 25, 2020 on the basis of Ten (10) new ordinary shares for every Nine (9) ordinary shares held.

The purpose of the Rights Issue is to enable the Company to expand its current operations, implement identified new growth opportunities and optimize its use of technology. By supporting the Rights Issue through the acceptance of your Rights, the Board will be able to implement the initiatives that will enhance the Company’s ability to achieve sustainable growth and value creation for all its Shareholders.

USE OF PROCEEDS

The Company will apply the net proceeds of the Rights Issue to expand its current operations by the deployment of a new switch platform, optimization of its Technology Suite and rebuilding of its Data Center, Disaster Recovery as well as its Platform security systems. The funds will also be applied towards settlement of outstanding liability, investment in Research/Development and Capacity building.

ECONOMIC AND OPERATING ENVIRONMENT

The year 2019 was eventful in many ways, with the introduction of unconventional macro-economic policies to shape and drive the financial services sector as well as the Nigerian economy. For the Nigerian government, the sole intent of these policies was to sustain the country’s economic growth.

8. CHAIRMAN'S LETTER

Directives were introduced to stimulate the business environment, particularly the real sector of the economy, and protect domestic businesses from unfair competition from more developed economies.

Anchored on these reforms, the Nigerian economy sailed safely through the tides, recording a GDP growth of 2.60% in Q4:2019 (2.27% in 2019FY), the strongest since its exit from recession in 2017. Businesses within the real sector of the economy, generously fed off positive sentiments, growing by 2.26% in 2019 with support from a stable FX environment and an improving credit environment. Likewise, the oil sector grew by 6.36%, as oil prices rose by 14.40% in 2019, benefiting from global political uncertainties.

With the beckoning need for improved structural changes in the economy, the 2020 budget set out to sustain growth in the economy and drive job creation by diversifying the country's revenue streams and increasing tax contribution to government revenue. On 13th of January 2020, the President signed the Finance act into law, which enforced the increase of VAT rate to 7.5% from 5.0%. However, to ensure that small businesses are not engulfed under the tax burden pressure, businesses with turnover below ₦25 million were exempted from corporate tax.

It is anticipated that the improved credit levels extended to the real sector and the intended incentives signaled by the government brightens the outlook for the level of growth obtainable. Furthermore, despite the external and internal vulnerabilities facing the country, IMF projects a GDP growth of 2.5%, recognizing the measures taken to boost revenue through the adoption of structural measures.

IMPACT OF COVID-19 ON THE BUSINESS OF ETRANZACT

Like many others during these unprecedented times, the Company has put in place several measures to ensure business continuity and minimize downtimes due to the pandemic. It is worthy to note that being a technology company positions eTranzact as one of the few which can ride the COVID-19 tide resiliently. We expect to record increased transaction volumes during this period due to the overall increase in the use of financial technology across the economy.

WORKING CAPITAL ADEQUACY AND FUTURE DEVELOPMENTS

Whilst eTranzact's working capital position is currently sufficient to finance its operations and meets its financial obligations, we expect that it will be further strengthened following the conclusion of the Rights Issue.

The Company's strategic objective is to achieve growth through expansion of the Public sector business, leveraging strategic partnerships and alliances to drive margins efficiency, grow sales of eTranzact products, improve brand awareness through marketing campaigns, deepen capabilities in the core business segment, operate an efficient and profitable switch and operate a fuller channel through licensed acquisition or technical partnerships. As part of the Company's plan to be a market leader in the payment technology space, eTranzact expects to expand its presence to five countries in the West African Sub region.

The Company also intends to invest in its network infrastructure, switching platform, network/ cyber security and human capital development in providing world-class payment solutions as part of the expansion.

CHAIRMAN'S LETTER

CONCLUSION

Amidst the challenges, our business continues to seek innovative ways to grow and capitalize on the emerging opportunities within our operating environment. Our 2019 performance reveals our effort to stay abreast of the changing environment, while drawing on our strength to retain our existing market share.

The Board and Management's gratitude goes to our shareholders, customers and all who have stood by us through the years. With your support, we are rebuilding a sustainable institution, underpinned by strong ethical and governance standards. We intend to maintain these standards as we reinvent our image.

By accepting your Rights, you will be reinforcing your support and belief in eTranzact's ability to exploit new business opportunities, attain sustainable growth, while creating value for all Shareholders.

The Provisional Allotment Letter is included on pages 36-38 of this Rights Circular, detailing full instructions for acceptance, payment and trading of your Rights.

Yours faithfully,



Oluwole Abegunde
Chairman, Board of eTranzact

9. BUSINESS OVERVIEW

eTranzact International Plc provides payment processing services daily, to its customers through its multi-channel electronic switch and payment processing platform. With an asset size of about 7 billion naira, the firm has expanded its service offering to include innovative products which cut across all e-payment processing platforms. Operating in six (6) countries globally, eTranzact processes over one billion transactions, for more than seven thousand (7,000) customers. Business solutions provided by the Company include B2C services; PocketMoni and BankIT, and B2B services; CorporatePay, WebConnect & PayOutlet.

Understanding the need to acquire and retain market share, the firm grows its business through strategic alliances with its customers. eTranzact develops its products and services to suit the operations of its individual and enterprise clients. Its clients range from Banks, other financial services companies, Government agencies, telecommunication firms to charity organizations. Services rendered by the firm cuts across all e-payment platforms; ATMs, POS, Internet and Mobile, to ensure that a simpler, easier and safer way of transacting, both offline and online, is available.

eTranzact's core business operations are driven by the strength of its innovative technology platforms which support its enterprise bulk payment, USSD payment and airtime solutions amongst others. For eTranzact, there is an understanding that the future of the firm doesn't lie solely in the present, but in the recurring value the firm can create in the future. Hence, despite the award-winning solutions and ground-breaking records attained by the firm till date, eTranzact's evolving business model is built on the knowledge and creativity of its management team and staff. By the end of the financial year ended 2019, eTranzact had bounced back from the loss recorded in 2018, to record a profit of ₦147.04million, implying a growth of 105%.

HISTORY

Created in 2003, eTranzact disrupted the Nigerian financial services space with the introduction of its proprietary payment switch. By 2004, the Company expanded its terrain to include Java Apps and ESA to its product bouquet. Deepening its portfolio, by 2005, eTranzact introduced its enterprise bulk payment solution and its patented cardless withdrawal product, CardLex.

Crowning its efforts, eTranzact attracted one million business transactions by 2007 and in the following year, the value generated from its product offering graced the business with one billion transactions, setting a strong foundation for its public listing on The Nigerian Stock Exchange in 2009.

Over the years, eTranzact continued to introduce new products such as the PocketMoni, while extending services to bank branches. By 2013, the firm obtained the ISO 27001 certification, evidence of its applied security controls and practices.

With the introduction of more product offerings, eTranzact rebranded its image to suit its new and refined profile in 2016. By 2019, the firm reconciled with the increasing need for a strategic reform and implemented an organization-wide transformation for people, process and technology.

BOARD OF DIRECTORS

1. Mr. Oluwole Abegunde - Chairman

Mr. Oluwole Abegunde obtained a Bachelor of Science degree in Agricultural Economics from the University of Ibadan in 1987 and a Masters' in Business Administration from the University of Ilorin in 1990. He is a Fellow of the Chartered Institute of Stockbrokers (FCS) and has varied experience in the

9. BUSINESS OVERVIEW

manufacturing and banking industries as well as the capital markets. He has handled responsibilities in brand management, credit appraisal, fund management, stockbroking and capital issues/ issuances. He was the General Manager of Investment Centre Limited, a subsidiary of Broad Bank Limited and has worked with NAL Bank PLC from where he joined Meristem Securities Limited as Managing Director and Chief Executive Officer in 2003. He currently serves as the Chairman of the Governing Council of Bowen University and sits on the Board of other companies.

2. Mr. Olaniyi Toluwalope - Chief Executive Officer

Mr. Toluwalope, a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN). He obtained a Bachelor of Science degree in Accounting from the University of Lagos in 1999 and a Masters' in Business Administration (Finance and Strategy) from the Darden School of Business Administration, University of Virginia, Charlottesville, VA in 2006. He started his career in the advisory unit at PricewaterhouseCoopers (PwC) before moving on to Wall Street in the United States, where he worked in the investment banking divisions of prestigious bulge bracket firms; JP Morgan, Citigroup and Credit Suisse.

Niyi has over 21 years of extensive experience in corporate finance and financial strategy; having worked on various advisory mandates for fortune 500 companies across the globe and acquired the finest education from schools globally. Niyi was a part of the global business exchange program at IESE Business School in Barcelona, Spain. He joined eTranzact as the Chief Financial Officer. A role he led till becoming Managing Director and Chief Executive Officer of eTranzact International Plc in February 2019.

3. Mr. Hakeem Adeniji-Adele - Deputy Managing Director

Mr. Adeniji-Adele is a veteran in technology and broad executive management, with over 20 years' experience. He was the Chief Technology Officer at Microsoft and before that, a Director at Microsoft Nigeria where he successfully led digital transformation projects and executive teams across the country. Hakeem had a robust career at Cap Gemini Ernst & Young (UK) and Accenture (UK) which adequately prepared for the executive roles he held. He holds a B.Sc. in Computer Science and Mathematics from the University of London, Goldsmiths College (2000) and MBA (Corporate Finance) from the University of Leicester Management School (2009). A chartered IT Professional (CITP) by the BCS, Hakeem was also awarded the Eisenhower Fellowship in 2014.

4. Mr. Tony Egbuna - Non-Executive Director

Mr. Tony Egbuna graduated from the University of Ife (now Obafemi Awolowo University), Ile-Ife, with a First Class in Social Sciences (1983). He is a Chartered Accountant and holds a Masters' in Business Administration from Wake Forest University, Winston Salem, North Carolina, USA (2004).

His impeccable educational background stands second only to the wealth of professional knowledge and experience accumulated over the last twenty-eight (28) years in Financial Management, Banking, Auditing, Process Improvement, Strategic Planning and Enterprise Risk Management. Mr. Tony worked in R. J. Reynolds Tobacco Company (Winston-Salem NC, USA), United Bank for Africa and FSB International Bank respectively in various managerial capacities. He was a Consultant on Risk Management and Internal Controls at Jefferson Wells, Charlotte, NC, USA. Currently, he is the Vice President (Investment Officer, FSI) of Africa Capital Alliance.

9. BUSINESS OVERVIEW

5. Mr. Victor Etuokwu - Non-Executive Director

Mr. Victor Etuokwu holds a Bachelor of Science degree from the University of Ibadan (1990) and an MBA from the University of Benin (1999). With over 20 years' experience covering; Banking Operations, Cash Management Services, Operational Risk Management, Credit and Marketing, Business Development and Mergers & Acquisition, Mr. Etuokwu is a renowned professional in the banking sector. He has attended several professional and leadership programmes both locally and internationally and is an alumnus of INSEAD, Fontainebleau, France and Harvard Business School.

He is an Executive Director in Access Bank PLC, in charge of Personal Banking and a member of the Board Credit and Finance Committee. He is the Chairman of CRC Credit Bureau, Nigeria's foremost Credit Bureau and also an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria (HCIB).

6. Mr. Afolabi Oyedeji Oladele Non-Executive Director

Mr. Afolabi Oladele graduated from the University of Ife (now Obafemi Awolowo University), Ile-Ife, with a Bachelor of Science degree in Chemical Engineering (1974). He is a Fellow of the Nigerian Society of Chemical Engineers and a member of the Boston Based American Institute of Management. He holds several Certifications including a Certificate in Petroleum Economics from the French Petroleum Institute (IFP) Paris and a Certificate in Applied International Management IFL from Sigtuna-Sweden. Having served in various managerial roles both in the Nigerian National Petroleum Corporation (NNPC) and the National Petroleum Investment Management Services (NAPIMS), he has over two (2) decades of managerial experience.

Mr. Oladele is the Chairman of Subsurface Resources Management Company (a Geological and Geophysical company) and a Founding Director of Freezone Fabrication International (an Oil and Gas Facilities Fabrication Company). He is currently a Partner, (Overseeing Oil and Gas Investments) at Africa Capital Alliance Nigeria.

7. Mrs. Olayimika Phillips- Non-Executive Director

Mrs. Olayimika Phillips holds a Bachelor of Science in Botany and Bachelor of Pharmacy from Obafemi Awolowo University, Ife in 1982 and 1986 respectively. She also holds a Bachelor of Law from the University of Lagos in 2000 and has been admitted to the Nigerian Bar. Her experience in legal services affords her the wealth of knowledge from various sectors including energy, real estate, health and manufacturing.

Mrs. Phillips currently sits on several Boards including Aviat Networks Communications Solutions Limited and Phillips Consulting.

8. Mr. Olayinka Oluwatimehin - Non-Executive Director

Mr. Olayinka Oluwatimehin is the founder and Group Chief Executive of Amazon Energy Limited. He holds a bachelor's degree in Chemical Engineering from the University of Lagos (1996) and has attended various management courses including the Owner Manager Program (OMP) at the Lagos Business School.

9. BUSINESS OVERVIEW

Mr. Oluwatimehin has considerable experience as a Business Development Engineer. He is a member of the Board of Trustees of the Oil and Gas Engineers of Nigeria (OGDEN) and sits on the Board of Rehoboth Properties Limited among other companies. In recognition for his contribution to the Nigerian Engineering Industry, Mr. Oluwatimehin was awarded fellowship of the Nigerian Society of Chemical Engineers (NSChE) in 2013.

9. Dr. Judedavid Mbamalu- Non-Executive Director

Dr. Judedavid Ogochukwu Mbamalu holds a Bachelor of Law degree from the University of Nigeria in 1986. He has Masters' degree in Maritime and Communications Law from Lagos State University (2003) and in Computer and Communication Law from Queen Mary University of London in 2005. He equally obtained a Graduate Certificate in Public Policy from Walden University and a Certificate in Privacy and Data Protection (PDP) from the United Nations Institute for Training and Research (UNITAR) in 2011.

Dr. Mbamalu is a member of Chartered Institute of Arbitrators UK, a member of the Cybercrime Law Society and a member of the Nigerian Bar Association, called to the Nigerian Bar in 1987. He is currently the Managing Partner of Jumbo Chambers and holds a doctoral degree in Law (2018).

10. Mr. Paul Obanua- Non-Executive Director

Mr. Paul Obanua is the Group Managing Director of Greenfield Assets Limited. He holds a Bachelor of Science degree in Geophysics from Ambrose Alli University (1999) with an ardent interest in business and financial management. Mr. Obanua completed several international programs including a management program (Private Equity- Venture Capital) at the Harvard Business School and the Owner Manager program certificate from the Lagos Business School.

RISK FACTORS

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

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

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

9. BUSINESS OVERVIEW

COUNTRY RISKS

Socio-Political Risk

The political landscape has relatively been calm since the 2019 election held, with the governing party retaining power. Although there were some appeals and protests, especially on the gubernatorial front against the election results, there were more peaceful handovers across major regions in the country. Civil unrest and continued attacks persist in clutter areas, especially in the northern part of the country. Insecurity is antithetical to a conducive business environment which is required for the unperturbed operations of eTranzact's business.

Macroeconomic Risk

Nigeria exited recession in 2017 and has since strived to sustain the budding growth in the economy. The goal remains to keep economic growth sufficiently above the population growth rate and maintain a stable macro-economy. Through consistent FX injections and well-intended monetary policies, the exchange rate remained stable and inflationary pressures moderated for a while before the COVID-19 pandemic arose and impacted virtually all macro-economic indices. Being directly correlated with economic performance, the recent pressures which have beleaguered the Nigerian macro-economy may adversely impact the business and operations of eTranzact due to factors such as reduced transaction value and weak volume growth for the Company. Therefore, any material decline in the overall macroeconomic landscape could have a material adverse effect on the Company's business, financial position and results of operations and/or cash flows.

BUSINESS RISKS

Liquidity and Settlement Risk

Liquidity risk refers to the inability of the Company to meet its financial obligations as they fall due. Settlement risk is the risk that settlement of the Company's transactions will not take place as expected. This risk could arise between financial institutions as they clear, settle and effect instant payment transactions with the Company. If the Company is unable to meet its settlement obligations, it could suffer significant losses from potential litigations. Thus, the occurrence of such risks could disrupt the Company's operations and have material adverse effect on its business, financial position and results of operations and/or cash flows.

Capital Adequacy Risk

This is the risk that the Company's capital resources become insufficient to meet minimum regulatory capital requirements or the risk that capital resources may be inadequate to absorb unexpected losses under severely stressed conditions or may arise due to inefficient utilization of available capital resources. This could arise as a result of new regulation or unexpected circumstances. Crystallization of this risk could lead to the loss, revocation or suspension license and partial or total cessation of eTranzact's business.

Operational Risk

Operational risks for eTranzact refers to direct and/or indirect losses that may arise from inadequacies in its internal processes, human errors, systems failures or disruption from external events. Major sources of operational risk include; operational processes, Information and communication technology, outsourcing activities, service providers, mergers and acquisitions, fraud, error, regulatory compliance, staff, social and environmental factors. The Company's success is hinged on the quality of its technology, processes and the service it provides its clients. Consequently, the Company relies heavily on its systems, processes and people and if any of these do not operate properly, eTranzact could suffer financial loss, disruptions in its business and liability from clients.

9. BUSINESS OVERVIEW

Legal Risk

Legal risk is the risk arising from the type and nature of the Company's contractual agreements. It also involves the risk that contracts may render the Company or any part, therefore, particularly vulnerable to litigation. These risks, if not addressed, may result in unspecified erosion of value for the Company. The Company's current exposure to loss from litigation is as explained in the claims and litigation section of this Rights Circular.

Regulatory risk

This is the risk of non-compliance with applicable financial services regulations that could expose the Company to penalties, as well as a change in the laws or increased complexity in the local and international regulatory environment that may materially impact the Company. The inability to meet up with the regulatory requirement could serve as a risk to the continuity of the business. Any failure on the part of eTranzact to comply with laws and regulations could result in the loss, revocation or suspension of the Company's licenses, permits or approvals and may result in negative publicity.

Technology/Cyber security risk

Technology risk is that which impacts on the integrity of the Company's information systems/ technology infrastructure and could result from unauthorized access, use, disclosure, modification, disruption or destruction of information assets/systems. It is also the risk of adopting a technology that is not optimal for the Company's operations. Given the significance of IT in the Company's operations and the increasing relevance of cybersecurity, the need to effectively and proactively manage inherent technology and electronic payment risk is crucial to the Company. A breach in cybersecurity could lead to financial loss and reputational damage for eTranzact.

10. SWORN DECLARATION OF FULL DISCLOSURE BY eTRANZACT



Lagos:
4th & 5th Floors, Fortune Towers,
27/29, Adeyemo Alakija Street
Victoria Island, Lagos.
Abuja:
2nd Floor, Leadway House,
Plot 1061, Cadastral Avenue,
Central Business District, Abuja, FCT.
Telephone: +234 1 2701162
Email: info-ng@etranzact.com
www.etranzact.com

March 17, 2020.

The Director General
Securities and Exchange Commission
SEC Tower
Plot 272 Samuel Adesujo Ademulegun Street
Central Business District
Abuja.

Dear Sir,

**PROPOSED RIGHTS ISSUE BY ETRANZACT INTERNATIONAL PLC -
DECLARATION ON FULL DISCLOSURE OF ALL MATERIAL FACTS IN THE RIGHTS
CIRCULAR**

In accordance with Rule 280 (3) of the Rules and Regulations of the Securities and Exchange Commission 2013 (as amended), eTranzact International Plc hereby makes a sworn declaration that it has fully disclosed all material facts in the Rights Circular in connection with the Rights Issue.

Yours faithfully,

**NIYI TOLUWLOPE (AWOSOPE)
MANAGING DIRECTOR**

**EMMANUEL OGUNJI
AG. CHIEF FINANCIAL OFFICER**



**PAC SOLICITORS
COMPANY SECRETARY
DOMINIC ICHABA**

**OLAYINKA A. DOHERTY ESQ.
OLAYINKA A. DOHERTY & CO.
BARRISTERS, SOLICITORS AND
NOTARIES PUBLIC
6, Tokunboh Str, Lagos Island
Lagos State**



Board of Directors: Chairman: Mr. Wale Abegunde | MD/CEO: Mr. Niyi Toluwlope | DMD: Mr. Hekem Adeniji-Adele | Mr. Tony Egbuna | Mr. Victor Etokun
Mrs. Olayinka Phillips | Mr. Afolabi Gladele | Mr. Olayinka Oluwatimhin | Mr. Jude David Mbemalu | Mr. Paul Obarua

11. LETTER FROM THE DIRECTORS ON GOING CONCERN STATUS



Lagos
4th Fl, 18a Flomo, Harmon Towers
22000 Adekunle Adesiji Street
Victoria Island, Lagos.
Nigeria
Chief Office - Leadership Towers
Plot 1007, Corporate Avenue,
Central Business District, Abuja, FCT
Telephone: +234 1 2701182
Email: info@etranzact.com
www.etranzact.com

The Directors
Meristem Capital Limited
124 Norman Williams Street
Ikoyi
Lagos.

The Directors
PAC Capital Limited
8a Elsie Femi-Pearse Street
Off Adeola Odeku
Victoria Island
Lagos.

The Chief Executive
Stanbic IBTC Capital Limited
L.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos.

March 3, 2020

Dear Sirs,

CONFIRMATION OF GOING CONCERN STATUS IN RESPECT OF THE PROPOSED RIGHTS ISSUE BY eTRANZACT INTERNATIONAL PLC.

The Directors of eTranzact International Plc. ("eTranzact" or "the company") are required to prepare financial statements at the end of each financial period, which give a true and fair view of the affairs, and of the profit and loss of the company. They are also responsible for maintaining proper accounting records and taking reasonable steps to prevent and detect fraud and other irregularities. The Directors are also responsible for selecting suitable accounting policies and applying them on a consistent basis, making judgements and estimates that are prudent and reasonable.

The applicable International Financial Reporting Standards ("IFRS") have been followed and eTranzact's financial statement are prepared using accounting policies which comply with the requirement of the Financial Reporting Council of Nigerian Act and the Companies and Allied Matters Act 2004.

The Directors of the company, having been made appropriate enquiries, reviewed budget, projected cashflows and other relevant information, consider that adequate resources will exist for the business to continue in operational existence for the foreseeable future and therefore, it is appropriate to adopt the going concern basis in preparing financial statements.

Yours faithfully,

For: eTranzact International Plc

Mr. Olaniyi Totuwalepe
Managing Director/ CEO

Mr. Dominic Ichaba
PAC Solicitors
Company Secretary/Legal Advisers

Bank
Statements

Statement for Bank Statements
Account No. 888 8888888

By the Controller
of Tax Authority



The Director/Manager
Mr. Olaniyi Totuwalepe

The Director/Manager
Mr. Olaniyi Totuwalepe

By the Director
Mr. Olaniyi Totuwalepe

12. LETTER FROM THE AUDITORS ON GOING CONCERN STATUS

Deloitte.

P.O. Box 965
Marina
Lagos
Nigeria

Deloitte & Touche
Civic Towers
Plot GA 1, Ozumba Mbadawe Avenue
Victoria Island
Lagos
Nigeria

Tel: +234 (1) 904 1700
www.deloitte.com.ng

11 March 2020

The Directors
Etranzact International Plc
5th Floor Fortune Towers
27/29, Adeyemo Alakija Street
Victoria Island
Lagos.

The Managing Director
Meristem Capital Limited
124, Norman Williams
South-West Ikoyi
Lagos.

The Managing Director
PAC Capital Limited
8a Elsie Femi-Pearse Street
Off Adeola Odeku
Victoria Island
Lagos.

The Managing Director
Stanbic IBTC Capital Limited
I.B.T.C Place, Walter Carrington Crescent
Victoria Island
Lagos.

Dear Sirs,

RIGHT ISSUE BY ETRANZACT INTERNATIONAL PLC

We have audited the financial statements of eTranzact International Plc (the Company) for the years ended 31 December 2015 to 31 December 2018. The financial statements were prepared in accordance with International Financial Reporting Standards (IFRS).

Based on our audit of those financial statements, nothing has come to our attention that causes us to believe that the Company will not continue as a going concern.

Yours faithfully,



Chigozie Okoro
Audit Partner
FRC/2013/ICAN/00000004457

List of partners and partner equivalents available on the website
Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

13. FINANCIAL INFORMATION

The financial information has been extracted from the Company's audited financials from 2015 to 2019.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

ETRANZACT INTERNATIONAL PLC					
	2019 N '000	2018 N '000	2017 N '000	2016 N '000	2015 N '000
Revenue	25,193,379	18,756,944	11,681,743	10,404,501	8,671,880
Cost of Sales	(23,167,776)	(16,997,019)	(9,964,795)	(7,500,582)	(6,199,541)
GROSS PROFIT	2,025,603	1,759,925	1,716,948	2,903,919	2,472,339
Selling and marketing costs	(73,294)	(78,232)	(90,863)	(107,502)	(108,870)
Administrative expenses	(1,891,988)	(2,360,725)	(1,611,204)	(2,176,237)	(1,512,518)
Other expenses	-	(2,773,124)	-	-	-
OPERATING (LOSS)/PROFIT	60,321	(3,452,156)	14,881	620,180	850,951
Finance cost	(16,034)	-	-	-	-
Investment income	245,103	163,132	174,709	156,766	185,598
Other gains and losses	2,215	11,369	102,610	88,185	27,396
(LOSS)/PROFIT BEFORE TAX	291,605	(3,277,655)	292,200	865,131	1,063,945
TAXATION	(144,570)	141,242	(83,796)	(415,645)	(359,241)
PROFIT AFTER TAXATION	147,035	(3,136,413)	208,404	449,486	704,704
There is no other comprehensive income for the year, hence the profit for the year is equal to the total Comprehensive income.					
Earnings per share (kobo)					
Basic and diluted earnings per share	4	(75)	5	11	17

13. FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ETRANZACT INTERNATIONAL PLC					
	2019	2018	2017	2016	2015
	N'000	N'000	N'000	N'000	N'000
ASSETS					
<u>Non-current assets</u>					
Property, plant & equipment	555,993	622,404	558,951	584,653	374,717
Investment property	645,917	645,917	645,917	645,917	645,917
Intangible assets	174,264	137,320	171,748	215,310	218,562
Deferred tax asset	-	-	-	-	27,803
Deposit for shares	456,755	456,755	907,505	895,530	232,275
Total non-current assets	1,832,929	1,862,396	903,056	2,341,410	1,499,274
<u>Current assets</u>					
Inventories	507,090	401,048	232,436	209,302	259,755
Trade and other receivables	1,064,057	1,075,193	1,162,975	853,823	944,426
Other assets	84,770	66,894	263,861	99,259	53,304
Cash and bank balances	3,277,666	2,561,868	2,299,644	3,407,472	3,077,117
Total current assets	4,933,583	4,105,003	3,958,916	4,569,856	4,334,602
TOTAL ASSETS	6,766,512	5,967,399	6,243,037	6,911,266	5,833,876
EQUITY AND LIABILITIES					
<u>Equity</u>					
Share capital	2,100,000	2,100,000	2,100,000	2,100,000	2,100,000
Share premium account	646,875	646,875	646,875	646,875	646,875
Retained earnings	(2,440,173)	(2,587,208)	549,205	760,800	731,314
Total equity	306,702	159,667	3,296,080	3,507,675	3,478,189
LIABILITIES					
<u>Non-current liabilities</u>					
Deferred taxation	39,052	27,107	52,145	13,850	-
Accrued Loan Interest	20,449	-	-	-	-
Deferred Grant Income	119,605	-	-	-	-
Long term loan	263,378	150,000	-	-	-
Total non-current liabilities	442,484	177,017	52,145	13,850	-
<u>Current liabilities</u>					
Trade and other payables	5,818,666	5,564,590	2,457,089	2,667,260	1,814,375
Current tax liabilities	198,660	66,125	437,723	722,481	541,312
Total current liabilities	6,017,326	5,630,715	2,894,812	3,389,741	2,355,687
Total liabilities	6,459,810	5,807,732	2,946,957	3,403,591	2,355,687
TOTAL EQUITY AND LIABILITIES	6,766,512	5,967,399	6,243,037	6,911,266	5,833,876

13. FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF CASHFLOW

ETRANZACT INTERNATIONAL PLC					
	2019	2018	2017	2016	2015
	N '000	N '000	N '000	N '000	N '000
CASHFLOW FROM OPERATING ACTIVITIES					
Cash receipt from customers	25,204,514	18,844,726	11,372,590	10,538,450	8,644,489
Cash paid to suppliers and employees	(24,746,406)	(18,831,594)	(11,887,335)	(8,731,425)	(7,230,615)
Income taxes paid	-	(233,422)	(300,259)	(192,823)	(68,427)
Net cash generated by/(used in) operating activities	458,108	(220,290)	(815,004)	1,614,202	1,345,447
CASHFLOW FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment	(143,109)	(292,905)	(138,169)	(364,076)	(169,912)
Additions to intangible assets	(80,484)	-	-	(38,319)	(17,908)
Interest received and similar income	245,103	163,132	174,709	156,766	185,598
Interest on Loan	(16,034)	-	-	-	-
Refund for Shares	-	450,750	(11,975)	-	-
Proceeds from sale of property, plant and equipment	2,297	300	1,000	200	132
Net cash generated by investing activities	7,773	321,277	25,565	(245,429)	(2,090)
CASHFLOW FROM FINANCING ACTIVITIES					
Dividend paid to shareholders during the year	-	-	(420,000)	(420,000)	(210,000)
Deposit for Shares	-	-	-	(663,255)	-
Loan obtained	250,000	150,000	-	-	-
Net cash generated by financing activities	250,000	150,000	(420,000)	(1,083,255)	(210,000)
Net increase/ (decrease) in cash and cash equivalents	715,880	250,987	(1,209,439)	285,518	1,133,357
Effects of Exchange rate on year end bank balances	(82)	11,237	101,611	44,837	8,371
Cash and cash equivalents at the beginning of the year	2,561,868	2,299,644	3,407,472	3,077,117	1,935,389
Cash and cash equivalents at the end of period	3,277,666	2,561,868	2,299,644	3,407,472	3,077,177

14. STATUTORY AND GENERAL INFORMATION

INCORPORATION AND SHARE CAPITAL HISTORY

eTranzact International Plc was incorporated on the 7th of May 2003 as a private limited liability company with an authorized share capital of ₦1 million comprising of 1,000,000 Ordinary Shares of ₦1.00 each and a fully paid up share capital of ₦1 million comprising 1,000,000 Ordinary Shares.

In 2008, the Company had its shares subdivided into ordinary shares of 50 kobo each. It also converted to a public company in the same year. The Company's authorized share capital is currently ₦4.6 billion, comprising 9,200,000,000 ordinary shares of 50 Kobo each with an issued share capital of ₦2.1 billion representing 4,200,000,000 ordinary shares of 50 Kobo each.

The following changes have taken place in the authorized and issued share capital of the Company since incorporation.

Year	Authorized ₦		Issued & Fully paid up ₦'000		Consideration
	Increase	Cumulative	Increase	Cumulative	
2003	1,000,000	1,000,000	1,000,000	1,000,000	Cash
2005	349,000,000	350,000,000	349,000,000	350,000,000	Cash
2008	1,750,000,000	2,100,000,000	1,750,000,000	2,100,000,000	Cash
2020	2,500,000,000	4,600,000,000	-	-	-

SHAREHOLDING STRUCTURE

As at April 30, 2020 the Company had approximately 813 shareholders with six shareholders owning 5% and above as displayed in the table below.

Shareholder	Shareholding	%
eTranzact Global Limited	2,113,903,449	50.33
Sybase Nigeria Business Solutions Limited	568,014,565	13.52
Blue Account GASL Nominee Limited	257,761,669	6.14
Ecobank Transnational Incorporated	240,000,000	5.71
Multi-Harvest Properties Limited	233,000,000	5.55
Access Bank Plc	229,477,314	5.46

DIRECTORS' BENEFICIAL INTEREST

The interests of Directors of eTranzact International Plc in the issued share capital of the Company as recorded in the Register of Members and as notified by them for the purpose of Section 275 (1) of the CAMA, as at April 30, 2020 are as follows:

14. STATUTORY AND GENERAL INFORMATION

DIRECTOR	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING	TOTAL	% OF SHARE CAPITAL
Mr. Oluwole Abegunde	-	50,400,000	50,400,000	1.20
Mr. Olaniyi Toluwalope	16,587,618	-	16,587,618	0.39
Mr. Hakeem Adeniji-Adele	-	-	-	-
Mr. Tony Egbuna	-	2,113,903,449	2,113,903,449	50.33
Mr. Victor Etuokwu	-	229,477,314	229,477,314	5.46
Mr. Afolabi Oyedeji Oladele	-	-	-	-
Mrs. Olayimika Phillips	-	568,014,565	568,014,565	13.52
Mr. Olayinka Oluwatimehin	-	-	-	-
Mr. Judedavid Mbamalu	-	-	-	-
Mr. Paul Obanua	-	-	-	-

STATEMENT OF INDEBTEDNESS

As at December 31, 2019, eTranzact International Plc has no debentures, mortgages, loans, charges, material contingent liabilities or other similar indebtedness, other than in the ordinary course of business.

OFF BALANCE SHEET ITEMS

No off-balance sheet item was reported in the audited financial statements as at December 31, 2018 and December 31, 2019.

CLAIMS AND LITIGATIONS

As at March 13, 2020, eTranzact International Plc in its ordinary course of business is currently involved in two (2) cases. In the first case, the Company is appealing the judgement of the High Court against her while the second case is seeking injunction restraining eTranzact from using for commercial or other purposes the devices or applying the solutions covered by the claimant's registered patent. Based on the review, the Solicitors are of the opinion that where there is an adverse decision in the referenced cases, the contingent liability arising from such is likely to be ₦7,508,740 (excluding any interest accruable on the sum). Furthermore, the Solicitors are of the view that the claims against the Company will not have a material adverse effect on the Issuer or the Issue.

UNCLAIMED DIVIDENDS

The total amount of unclaimed dividends as at December 31, 2019 stands at ₦122,358,322.09. The sum of ₦106,668,046.00 was returned to the Company, while the balance of ₦15,690,276.09 is domiciled with Meristem Registrars and Probate Services Limited in a Zenith Bank Plc account. In addressing the issue of unclaimed dividends, the Company has put in place various measures to create awareness, which includes notification to shareholders in the annual reports and encouraging shareholders to execute an e-dividend form to enable payments directly into their account on every dividend payment day.

14. STATUTORY AND GENERAL INFORMATION

USE OF PROCEEDS

The Company will apply the net proceeds of the Rights Issue to expand its current operations by implementing the following:

- Investment in Technology – secure a new switch platform, optimization of Tech suite, Rebuild of Data center, Disaster recovery and Platform security;
- Settlement of outstanding liability to First Bank of Nigeria PLC;
- Working Capital – Operational transaction float optimization;
- Research and Development;
- Capacity Building – workforce build-out and training.

UTILIZATION	CAPITAL TO BE RAISED (₦' M)	(%)	EXPECTED COMPLETION DATE
Investment in technology	3,250.00	46.43	Between 12-36 months
Settlement of outstanding liability*	1,799.77	25.71	Immediate
Working Capital	1,239.00	17.70	36 months
Research and Development**	300.00	4.29	36 months
Capacity Building***	236.61	3.38	36 months
Issue Cost	174.62	2.49	Immediate
Total	7,000.00	100.00	

* Settlement of outstanding liability represents the balance due to First Bank of Nigeria PLC (“FBN”) as a result of the fraudulent transactions carried out by Smart Micro Systems Limited. On March 8th, 2018, a fraud of ₦11.49 billion was reported by FBN involving Smart Micro Systems Limited, a merchant on-boarded to the eTranzact Fundgate platform as an aggregator for Micro Finance Banks. As directed by CBN in a letter issued on March 13, 2019 the net liability was shared equally between eTranzact and FBN at ₦5.75 billion. Also, the sum of ₦5.95 billion recovered from Smart Micro System Limited was shared equally and eTranzact’s portion of the recovered assets was transferred to FBN to reduce the balance payable to FBN. The value of the transferred asset to First Bank of Nigeria Plc was ₦2.98 billion, hence the balance due to FBN is currently ₦2.77 billion.

** This entails investment in the design and implementation of new payment solutions, establishment of an innovation hub, new product designs and software architecture. These investments are aimed at ensuring that the Company maintains a competitive edge and remains a market leader in the provision of new payment solutions in effectively meeting the increasing payment needs of end users.

*** This involves expenditure towards the recruitment of world-class talents as well as learning and development costs of the workforce. These investments are to ensure that eTranzact has the right skillset and human capital mix to position the Company as a leading payment service provider. From highly skilled software engineers to certified business analysts and product managers, the recruitment drive of the Company is expected to culminate in efficiencies and increase shareholder value over time. Regarding learning and development, an all-encompassing training policy across the breadth of the organization is to be executed to level the playing field and propel staff towards embracing international best practice whilst fostering creativity. Human Capital remains a critical success factor for the Company and hence requires significant investment.

RELATED PARTY TRANSACTIONS

As at the date of this Rights Circular, the Company has no related party transaction.

14. STATUTORY AND GENERAL INFORMATION

COST AND EXPENSES

The costs and expenses of this Issue including fees payable to the SEC, The NSE and professional parties, legal fees, brokerage commission, printing and advertising costs and miscellaneous expenses are estimated at ₦174,621,580.01 representing 2.49% of the gross amount to be raised.

MATERIAL CONTRACTS

The following material contracts have been entered by eTranzact International Plc:

1. Vending Agreement dated July 1, 2020 between eTranzact and the Issuing Houses;

RELATIONSHIP BETWEEN THE COMPANY AND ITS ADVISERS

As at the date of this Right Circular, the Chairman of the Company is currently one of the Directors of the Lead Issuing House. Also, a Partner with Olaniwun Ajayi LP (Solicitors to this Issue), Mrs. Olayimika Phillips currently sits on the Board of the Company. Apart from the foregoing, there is no relationship between the Company and its advisers except in the ordinary course of business.

RESEARCH AND DEVELOPMENT

The Company continually explores ways of enhancing its operations and service delivery to its numerous clients to ensuring that all stakeholders are adequately served. The personnel are adequately trained to perform the different functions assigned to them. However, no amount was expended on research and development in the last 3 years.

MERGERS AND ACQUISITIONS

As at the date of this Rights Circular, eTranzact International Plc is not aware of any attempt by any investor to acquire a majority shareholding in the Company or by the Company of any other entity.

DECLARATIONS

Except as otherwise disclosed herein:

1. No share of the Company is under option or agreed conditionally or unconditionally to be put under option
2. There are no long-term service agreements between the Company and any of the Directors and employees except pension agreements
3. The Company also hereby declares that none of its directors or management staff is subject to any of the following in Nigeria or elsewhere:
 - a. A petition brought under any bankruptcy or insolvency proceedings either against his/her person or against any partnership or company of which he or she is partner, director or key personnel;
 - b. A conviction in a criminal proceeding relating to fraud or dishonesty;
 - c. A judgement or a ruling by a 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 practice or activity.

14. STATUTORY AND GENERAL INFORMATION

CONSENTS

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

Directors of eTranzact:	Mr. Oluwole Abegunde
	Mr. Olaniyi Toluwalope
	Mr. Hakeem Adeniji-Adele
	Mr. Anthony Egbuna
	Mr. Victor Etuokwu
	Mr. Afolabi Oladele
	Mrs. Olayimika Phillips
	Mr. Judedavid Mbamalu
	Mr. Paul Obanua
	Mr. Olayinka Oluwatimehin
Company Secretary:	PAC Solicitors
Auditors:	Deloitte & Touche
Issuing Houses:	Meristem Capital Limited PAC Capital Limited Stanbic IBTC Capital Limited
Solicitors to the Issue:	Olaniwun Ajayi LP
Stockbrokers to the Issue:	Cordros Securities Limited Forte Financials Limited Reward Investment and Services Limited
Registrars:	Meristem Registrars and Probate Services Limited
Receiving Banks:	First City Monument Bank Limited Stanbic IBTC Bank PLC

OVERVIEW OF CORPORATE GOVERNANCE

eTranzact International Plc is committed to complying with the Securities and Exchange Commission's code of corporate governance.

Overseen by the Board of Directors, corporate governance practices are constantly under review in line with the dynamics of the business environment. The Corporate Governance policies adopted by the Board of Directors are designed to ensure that the Company's business is conducted in a fair, honest and transparent manner which conforms to high ethical standards.

The daily affairs of the Company are run by the Executive Management with regular meetings to brainstorm on the Company's operations and to also give departmental reports for reviews.

BOARD COMMITTEES

The Board exercises its oversight responsibilities through four (4) Committees namely:

1. Finance and General-Purpose Committee;
2. Governance and Establishment Committee;

14. STATUTORY AND GENERAL INFORMATION

3. Risk Management Committee; and
4. Strategy and Technical Committee.

The Finance and General-Purpose Committee

The Finance and General-Purpose Committee monitors and reviews the decisions and strategies made about the company's financial resources. The Committee is responsible for vetting the Company's financial statements and related reports before presenting it to the Board for approval, as well as effectively addressing financial and general administration matters. Its areas of control include overseeing and reviewing significant financial planning and budgeting, adequacy of financial controls, risk management strategy, internal control policies and regulations, and regulatory compliance

Governance and Establishment Committee

The Governance and Establishment Committee handles matters relating to the corporate governance of the firm. The committee recommends policies and structures for effective corporate governance in line with best practices and carries out other matters delegated to it by the Board. Also, the committee reviews the structure, size and composition of the Board as well as advises the Board on the optimal remuneration policy and structure for all Board members and Senior Management.

Risk Management Committee

The Risk Management Committee oversees the risk management systems, practices and procedures of the Company, to ensure that risk identification, mitigation and management are effectively addressed. The committee aims to maximize shareholder's value by ensuring adherence to internal risk management policies and procedures, which will minimize the operational risks and improve the standard of risk management.

Strategy and Technical Committee

The committee is to assist the Board in monitoring the implementation of the Company's long-term strategy. In carrying out its duties, the committee makes recommendations to the Board on strategic decisions regarding investments, acquisitions and divestitures by the Company. It also ensures that the strategies formulated align with the vision and business objective of the Company.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the offices of the Issuing Houses during normal business hours on any weekday (except public holidays) between Tuesday, July 14, 2020 to Monday, August 10, 2020:

1. The Certificate of Incorporation of the Company, duly certified by the CAC;
2. The Memorandum and Articles of Association of the Company, duly certified by the CAC;
3. The Board resolution authorizing the Rights Issue, dated February 25, 2020, passed at the meeting of the Board of Directors, signed by a Director and the Company Secretary;
4. The resolution of the shareholders passed at the EGM dated January 17, 2019 approving the Capital Raising Exercise, duly certified by the CAC;
5. The Company's Audited Accounts for the financial years ended December 31, 2015, 2016, 2017, 2018 and 2019;
6. The schedule of the Claims and Litigation referred to on page 31;
7. Letters of approval from SEC and The NSE;
8. The material contract referred to on page 33; and
9. The written consents referred to on page 34.

15. PROVISIONAL ALLOTMENT LETTER



RC: 480173

July 1, 2020

Dear Sir/Madam,

RIGHTS ISSUE OF 4,666,666,667 ORDINARY SHARES OF 50 KOBO EACH AT ₦1.50 PER SHARE IN ETRANZACT INTERNATIONAL PLC

1. Provisional Allotment

The Chairman's letter dated May 15, 2020 on page 15 of this Rights Circular contains particulars of the Rights Issue now being made. The Directors have provisionally allotted to you the number of Ordinary Shares set out on the first page of the enclosed Acceptance/Renunciation Form, representing **Ten (10)** new ordinary share for every **Nine (9)** ordinary shares registered in your name at the close of business on **March 25, 2020**. The new Ordinary Shares will rank pari passu in all respects with the existing Ordinary Shares of the Company.

You may accept all or some of the shares offered to you or renounce your Rights to all or some of them. If you are accepting the provisional allotment in full, kindly complete box A of the Acceptance/Renunciation Form, while if renouncing your rights partially or in full, kindly complete box B of the form. You may also apply for additional shares over and above your provisional allotment as described in 2(b) below.

2. Acceptance and Payment

The receipt of any payment with your Acceptance/Renunciation Form will constitute an acceptance of all or part of this allotment on the terms of this letter, subject to the Memorandum and Articles of Association of the Company and to the clearance of the Securities and Exchange Commission. If payment is not received by August 10, 2020, the provisional allotment will be deemed to have been declined and will be cancelled. You may participate in the Rights Issue through any of the following methods:

a) Full Acceptance

If you wish to accept this provisional allotment in full, please complete box A of the Acceptance/Renunciation Form. The completed Acceptance/Renunciation Form together with a cheque or bank draft for the full amount payable must be submitted to any of the Receiving Agents listed on page 39 of this document not later than Monday, August 10, 2020. The cheque or draft must be made payable to the Receiving Agent, drawn on a bank in the same town or city in which the Receiving Agent is located and crossed "eTRANZACT RIGHTS" with your name, address and daytime telephone number (if any) written on the back of the cheque or draft. All cheques and drafts will be presented for payment upon receipt and all Acceptance/Renunciation Forms in respect of which cheques are returned unpaid for any reason will be rejected and returned through the registered post.

Shareholders who wish to make payments electronically for their rights, should contact any of the Receiving Agents listed on page 39 of this Rights Circular for the transfer details.

Any payment value exceeding ₦10 million should be made via SWIFT, RTGS or NEFT into the designated account provided by the Receiving Agent. Such payment must include the subscriber's full name in the transfer instruction narrative.

15. PROVISIONAL ALLOTMENT LETTER

b) *Applying for Additional Shares*

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

c) *Partial Acceptance*

To accept your provisional allotment partially, please complete box B of the Acceptance/Renunciation Form and submit the completed Acceptance/Renunciation Form to any of the Receiving Agents listed on Page 39 of this document together along with full amount payable in respect of the number of shares you wish to accept. Payment should be made in accordance with 2(a) above

3. Trading in Rights on The NSE

The approval of The Exchange has been obtained for trading in the Rights of the Company. The Rights will be tradable between July 14, 2020 and August 10, 2020 at the price at which the Rights are quoted on the Exchange. If you wish to trade your Rights, you may do so on the floor of the Exchange between these dates. Please complete item (iii) of box B of the Acceptance/Renunciation Form and contact your stockbroker for assistance. If you wish to purchase Rights traded on the Exchange, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing traded Rights. Any purchaser of Rights may also trade those Rights between these dates.

4. Allotment of Additional Shares

Ordinary shares which are not taken up by August 10, 2020 will be allotted, on a pro-rata (equal) basis to Existing Shareholders who applied and paid for additional shares over and above their provisional allotment by completing item (ii) of box A. Shares not taken up by shareholders after allotment will be returned to eTranzact's authorized share capital as part of its un-issued shares.

5. Subscription Monies

Acceptance/Renunciation Forms must be accompanied with the full amount due on acceptance in accordance with 2(a) above. All subscription monies will be retained in interest yielding bank accounts by the Receiving Banks.

6. Surplus Application Monies

If any application for additional shares is not accepted or accepted for fewer shares than the number of shares applied for; a cheque for the balance of the amount paid will be returned by registered post within 5 (five) working days of allotment.

Any electronic payment with a value exceeding ₹10 million would be made via RTGS or NEFT into the affected subscriber's bank account details stated on the Acceptance/Renunciation Form.

7. Rounding Principle

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

15. PROVISIONAL ALLOTMENT LETTER

8. Settlement

The CSCS accounts of Shareholders will be credited immediately upon allotment. Shareholders are hereby advised to state the name of their respective stockbrokers, their CHN and CSCS account numbers in the relevant spaces on the Acceptance/ Renunciation form.

In accordance with the SEC Directive on Dematerialization of Share Certificates, shareholders who do not provide valid CHN and CSCS account numbers will have their shares credited at the CSCS using a Registrar Identification Number.

Yours faithfully,

For: eTranzact International Plc



Dominic Ichaba
PAC Solicitors
Company Secretary

RECEIVING AGENTS

A copy of the Rights Circular has been forwarded to each of the shareholders whose names appeared in the Company's Register of Members as at March 25, 2020. The completed Acceptance Forms may be returned to any of the following Receiving Agents to whom brokerage will be paid by the Issuer at the rate of ₦0.50 per ₦100 worth of shares allotted in respect of Acceptance Forms bearing their official stamp.

The Issuing Houses cannot accept responsibility for the conduct of any of the institutions listed below. Shareholders are therefore advised to conduct their own enquiries before choosing an agent to act on their behalf. Evidence of lodgment of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Issuing Houses cannot give rise to a liability on the part of the Issuing Houses under any circumstances.

BANKS

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

Adamawa Securities Limited Adonai Stockbrokers Limited African Alliance Stockbrokers Limited Afrinvest (West Africa) Limited AIMS Asset Management Limited Alangrange Securities Limited Allbond Investment Limited Alliance Capital Managt Co. Limited Altrade Securities Limited Amin Investments Limited Anchorage Sec & Finance Limited Anchoria Inv& Securities Limited Apel Asset Limited APT Sec. & Funds Limited Arian Capital Management Limited ARM Securities Limited Associated Asset Managers Limited Atlas Portfolio Limited Belfry Stockbrokers Limited Bestlink Investment Limited Bestworth Assets & Trust Limited BFCL Assets & Sec Limited BIC Securities Limited Bytofel Trust & Securities Limited Cadington Securities Limited Calyx Securities Limited Camry Securities Limited Capital Asset Limited Capital Bancorp Limited Capital Express Securities Limited Capital Trust Brokers Limited Cardinal Stone Securities Limited Cashcraft Asset Mgt. Limited Cashville Inv& Sec. Limited Centre-Point Inv. Limited Century Securities Limited Chapel Hill Denham Securities Limited Chartwell Securities Limited Citi Investment Capital Limited City-Code Trust & Inv Limited Clearview Inv Co. Limited Colvia Securities Limited Compass Inv and Sec. Limited Consolidated Inv Limited Consortium Investments Limited Cordros Securities Limited Core Trust & Investment Limited Covenant Securities & Asset Management Limited Cowry Asset Mgt Limited Cradle Trust Fin & Sec. Limited Crane Securities Limited Crossworld Securities Limited Crown Capital Limited CSL Stockbrokers Limited Dakal Securities Limited Davandy Finance & Sec Limited DBSL Securities Limited De-canon Investments Limited Deep Trust Investment Limited De-Lords Securities Limited Dependable Securities Limited Diamond Securities Limited Dolbic Finance Limited Dominion Trust Limited DSU Brokerage Services Limited Dunbell Securities Limited Dunn Loren Merrifield Securities Limited Dynamic Portfolios Limited ECL Asset Management Limited EDC Securities Limited Edgefield Capital Management Limited Emerging Capital Limited EMI Capital Resources Limited Empire Securities Limited	Enterprise Stockbroker Plc Epic Investment Trust Limited Equity Capital Solutions Limited Eurocomm Securities Limited Excel Securities Limited Express Discount Asset Mgt Limited Express Portfolio Services Limited FCSL Asset Management Company Limited Falcon Securities Limited FBC Trust & Securities Limited FBN Securities Limited Financial Trust Company Nigeria Limited Fidelity Securities Limited FinBank Securities Limited Finmal Finance Company Limited First Inland Capital Limited First Inland Sec. & Asset Mgt. Limited FIS Securities Limited Fittco Securities Limited Foresight Sec. & Inv Limited Forte Financial Limited Forthright Securities & Investments Limited Fortress Capital Limited FSDH Securities Limited Fund Matrix & Assets Mgt Limited Future view Financial Services Limited Future view Securities Limited Gem Assets Mgt Limited Genesis Securities & inv. Limited Gidauniya Inv. & Sec Limited Global Assets Mgt (Nig) Limited Global Inv. & Sec. Limited Global View Consult & Investment Limited GMT Securities Golden Securites Limited Gombe Securities Limited Gosord Securities Limited Greenwich Securities Limited GTI Capital Limited Harmony Securites Limited Heartbeat Investments Limited Hedge Sec. & Inv. Co. Limited Heritage Capital Mkt Limited Horizon Stockbrokers Limited HP Securities Limited ICMG Securities Limited ICON Stockbroker Limited Imperial Assets Mgt Limited IMTL Securities Limited Independent Securities Limited Integrated Trust &Inv. Limited Intercontinental Securities Limited International Capital Sec. Limited International Standard Sec Limited Interstate Securities Limited Investment Centre Limited Investment One Financial Services Limited Investment One Stockbrokers International Limited Investors & Trust Co Limited ITIS Securities Limited Kakawa Asset Mgt Limited Kapital Care Trust & Sec. Limited Kedari Securities Limited Kinley Securities Limited Kofana Securities & Inv. Limited Kundila Finance Services Limited Laksworth Inv. & Sec Limited Lambeth Trust & Inv. Co. Limited LB Securities Limited	Lead Securities and Inv. Limited Lighthouse Asset Mgt Limited Lion Stockbrokers Limited LMB Stockbrokers Limited Long Term Global Capital Limited Mact Securities Limited Magnartis Fin & Inv Limited Mainland Trust Limited Maninvest Securities Limited Marina Securities Stockbroking Services Limited Maven Asset Mgt Limited Maxifund Invest & Sec. Limited Mayfield Investment Limited MBC Securities Limited MBL Financial Services Limited MC-Finero Investment limited Mega Equities Limited Mercov Securities Limited Meristem Stockbrokers Limited Midas Stockbrokers Limited Mission Securities Limited Molten Trust Limited Morgan Capital Sec Limited Mountain Investment & Securities Limited Mutual Alliance Investments and Securities Limited Network Capital Limited Networth Securities & Finance Limited Newdevo Investments & Securities Co Limited Nigerian Intl Sec Limited Nigerian Stockbrokers Limited Nova Finance & Securities Limited Oasis Capital Omas Investments & Trust Company Limited Options Securities Limited PAC Securities Limited Parthian Partners Limited Partnership Investment Company Limited Peace Capital Market Limited Peninsula Asset Mgt& Inv Co. Limited Perfecta Inv Trust Limited Phronesis Sec Limited Pilot Securities Limited Pinefields Inv Serv Limited PIPC Securities Limited Pivot Trust and Investment Co Limited Platinum Capital Limited Plural Securities Limited PML Securities Company Limited Portfolio Advisers Limited Primera Africa Securities Prime Wealth Capital Limited Professional Stockbrokers Limited, Profund Securities Limited Prominent Securities Limited Prudential Securities Limited Pyramid Securities Limited Quantum Securities Limited, Rainbow Securities and Investment Co. Limited Readings Investment Limited Redasel Investment Limited Regency Assets Mgt Limited Regency Financings Limited Rencap Securities (Nig.) Limited Resano Securities Limited Resort Securities & Trust Limited Reward Investments and Services Limited Richmond Securities Limited	Riverside Trust Limited Rivtrus Securities Limited Rostrum Inv& Sec Limited Rowet Capital Mgt Limited Royal Crest Finance Limited Royal Trust Securities Limited Santrust Securities Limited Securities Africa Financial Limited Securities Solutions Limited Securities Trading & Investments Limited Shelong Investment Limited Sigma Securities Limited Signet Investments & Securities Limited Sikon Securities and Investment Trust Limited Skyview Capital Limited SMADAC Securities Limited Solid-Rock Securities & Investment Limited Spring Trust & Securities Limited Springboard Trust & Inv Limited Stanbic IBTC Asset Mgt Limited Stanbic IBTC Stockbrokers Limited Standard Alliance Capital & Asset Management Limited Standard Union Securities Limited Stanwal Securities Limited Strategy and Arbitrage Limited Summa Guaranty & Trust Co. Plc Summit Finance Company Limited Support Services Limited, Supra Commercial Trust Limited TFS Securities & Investment Limited The Bridge Securities Limited Tiddo Securities Limited Tomil Trust Limited Topmost Securities Limited Tower Asset Management Limited Tower Securities & Investment Co. Limited Trade Link Securities Limited Traders Trust & Investment Company Limited TransAfrica Financial Services Limited Transglobe Investment & Finance Co. Limited Transworld Investment & Securities Limited Tropics Securities Limited Trust Yields Securities Limited Trust House Investments Limited TRW Stockbrokers Limited UBA Securities Limited UIDC Securities Limited UNEX Capital Limited Union Capital Markets Limited Valmon Securities Limited Valueline Securities & Investments Limited Vetiva Capital Mgt Limited Vetiva Securities Limited Vision Trust & Investment Limited Wizetrade Capital & Asset Management Limited WSTC Financial Services Limited WT Securities Limited Yobe Inv. & Sec. Limited Yuderb Inv. & Sec. Limited Zenith Securities Limited
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ACCEPTANCE / RENUNCIATION FORM

LEAD ISSUING HOUSE



JOINT ISSUING HOUSES



On behalf of

Acceptance List opens
July 14, 2020



Acceptance List closes
August 10, 2020

ETRANZACT INTERNATIONAL PLC

Rights Issue of

4,666,666,667 Ordinary Shares of 50 kobo each at ₦1.50

on the basis of 10 new Ordinary Shares for every 9 Ordinary Shares held as at close of business on March 25, 2020

PAYABLE IN FULL ON ACCEPTANCE

INSTRUCTIONS FOR COMPLETING THE ACCEPTANCE/RENUNCIATION FORM

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

Shareholders who wish to make payment electronically for their Rights, should contact any of the Receiving Agents listed on page 39 of this Rights Circular for the transfer details.

Evidence of all electronic transfers along with completed Forms must be submitted to the Receiving Agents or the Issuing Houses. If payment is not received by August 10, 2020, the provisional allotment will be deemed to have been declined and will be cancelled.
3. Shareholders accepting their provisional allotment partially should complete box B and submit their Acceptance/Renunciation Forms to any of the Receiving Agents listed on Page 39 of the Rights Circular together with the evidence of payment transfer for the partial acceptance in accordance with 2 above.
4. Shareholders who wish to trade their rights partially or in full on the floor of The Exchange should complete item (III) of box B. They should obtain a Transfer Form from their stockbroker, complete it in accordance with these instructions, and return it to the stockbroker together with the completed Acceptance/Renunciation Form and the amount payable/evidence of transfer for any partial acceptance in accordance with 2 above.
5. Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase traded rights and/or apply for additional shares by completing items (II) and (III) of box A.
6. All cheques or bank drafts for amounts below ₦10 million will be presented for payment on receipt and all acceptances/ applications in respect of which cheques are returned unpaid for any reason will be rejected and cancelled. Shareholders are advised to obtain an acknowledgement of the amount paid from the Receiving Agent through which this Form is lodged.
7. Joint allottees must sign on separate lines in the appropriate section of the Form.
8. Acceptance/ Renunciation Forms of corporate allottees must bear the Incorporation numbers and corporate seals and must be completed under the hands of duly authorized officials who should also state their designations.

FOR REGISTRARS USE ONLY

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

STAMP OF RECEIVING AGENT

ACCEPTANCE / RENUNCIATION FORM

Acceptance and/or renunciation must be made in accordance with the instructions set out on the front of this form. Care should be taken to comply with the instructions set out on the front of this form. If you are in doubt as to what action to take, you should immediately consult your Stockbroker, Accountant, Banker, Solicitor, Independent Investment Adviser or any other professional adviser for guidance. The Company and the Issuing House have the discretion to reject any incomplete Form

Investor's Stockbroker.....

CHN Number.....

Stockbroker Code.....

CSCS Number.....

A. FULL ACCEPTANCE/REQUEST FOR ADDITIONAL ORDINARY SHARES																																																																																																			
I. I/We accept in full, the provisional allotment shown on the front of this form																																																																																																			
II. I/We also apply for additional Ordinary Shares:																																																		Additional amount payable at ₦1.50 per share																																																	
Number of Additional Ordinary Shares applied for																																																																																																			
I/We agree to accept the same or smaller number of additional shares in respect of which allotment may be made to me/us, in accordance with the Provisional Allotment Letter contained in the Rights Circular.																																																																																																			
III. I/We enclose my/our cheque/bank draft/evidence of payment transfer for ₦..... being the sum of the amount payable as shown on the front of this form, and the additional amount payable as shown in item (II) above. Cheque details: Name of bank/cheque/branch.....																																																																																																			
B. RENUNCIATION OR PARTIAL ACCEPTANCE																																																																																																			
1																																	2																																	3																																	
Number of Ordinary Shares accepted																																	Amount payable at ₦1.50 per share																																	Number of Ordinary Shares renounced																																	
I. I/We accept only the number of Ordinary Shares shown in column (1) above and enclose my/our cheque/bank draft for the value shown in column (2) above. Cheque details: Name of bank / cheque number / branch																																																																																																			
II. I/We hereby renounce my/our rights to the Ordinary Shares shown in column (3) above, being the balance of the Ordinary Shares allocated to me/us																																																																																																			
C. TRADING IN RIGHTS																																																																																																			
III. I / We confirm that I / We wish to trade my / our rights of Ordinary Shares on the floor of The Exchange. I / We shall obtain a Transfer Form from my / our stockbroker, complete it in accordance with his instructions and return it to the stockbroker with the form.																																																																																																			
MUST BE FULLY COMPLETED FOR BOTH A AND B																																																																																																			
Name(s) (in block letters)																																																																																																			
Next of Kin																																																																																																			
Daytime Telephone Number																																																		Mobile (GSM) Telephone Number																																																	
Email Address																																																																																																			
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D. TRADING IN RIGHTS																																																																																																			
I. Shareholders who wish to trade in their rights partially or in full may trade such rights on the floor of the Exchange. The rights will be traded actively on the floor of The Exchange.																																																																																																			
II. Shareholders who wish to acquire additional shares over and above their provisional allotment may purchase traded rights (see IV), and/or apply for additional shares by completing item (II) of box A above.																																																																																																			
III. Shareholders who purchase rights on the floor of the Exchange are guaranteed the number of shares purchased: they will not be subject to the allotment process in respect of shares so purchased. Those that apply for additional shares by completing item (II) of box A will be subject to the allotment process i.e. they may be allotted a smaller number of additional shares than what they applied for.																																																																																																			
IV. If you wish to purchase traded rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing eTranzact Rights																																																																																																			

STAMP OF RECEIVING AGENT