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If you are in any doubt about the contents of this document or any action to be taken, you should consult your Banker, Solicitor, Accountant or any other independent professional adviser duly registered under the Investments and Securities Act, No. 29 of 2007 immediately.

If you have sold or otherwise transferred all your shares in Arдова Plc, please give this document and the accompanying proxy forms to the purchaser or transferee or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. In the alternative, kindly return this document to the Registrar.

The receipt of this document or of any information contained in it or supplied with it or subsequently communicated to any person does not constitute investment advice to a shareholder of Arдова Plc or to any other person by the Company or its directors and Arдова Plc does not commit to providing shareholders with other information, updates or corrections to this document or the information contained herein.

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SCHEME OF ARRANGEMENT

(Under Section 715 of the Companies and Allied Matters Act, No. 3 of 2020 (as amended))

Between



ARDOVA PLC

and

the holders of its fully paid ordinary shares of 50 kobo each

Incorporating an Explanatory Statement on the Proposed Scheme of Arrangement in compliance with Section 716 of the Companies and Allied Matters Act, No. 3 of 2020 (as amended)

Stanbic IBTC Capital Limited is acting as Financial Adviser to Arдова Plc. Stanbic IBTC Capital Limited will not be responsible to any person, individual or corporate body other than Arдова Plc in relation to the Scheme of Arrangement referred to herein.

The notice convening the Court-Ordered Meeting of Arдова Plc is set out on pages 35 to 37 of this document. The Proxy Form is set out on page 38. To be valid, a Proxy Form must be completed, signed and stamped, together with the powers of attorney or other authority, if any, under which it is signed and in accordance with the instructions printed therein and must reach the Registrar of Arдова Plc, Veritas Registrars Limited, Plot 89A Ajose Adeogun Street, Victoria Island, Lagos, not later than 24 hours before the time fixed for the Court-Ordered Meeting.

THE PROPOSAL, WHICH IS THE SUBJECT OF THE SCHEME OF ARRANGEMENT SET OUT IN THIS DOCUMENT, HAS BEEN CLEARED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE ACTIONS THAT YOU ARE REQUIRED TO TAKE ARE SET OUT ON PAGES 14 TO 15 OF THIS SCHEME DOCUMENT.

Financial Adviser



This Scheme Document is dated 20 April 2023

TABLE OF CONTENTS

1.	DEFINITIONS	3
2.	EXPECTED TIMETABLE OF PRINCIPAL EVENTS	5
3.	DIRECTORS AND PARTIES TO THE SCHEME	6
4.	LETTER FROM THE CHAIRMAN	7
5.	EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER	10
6.	FAIRNESS OPINION REPORT	17
7.	THE SCHEME OF ARRANGEMENT	20
8.	APPENDIX I - FINANCIAL INFORMATION	25
8.1	STATEMENT OF PROFIT AND LOSS	25
8.2	STATEMENT OF FINANCIAL POSITION	26
8.3	STATEMENT OF CASH FLOWS	27
9.	APPENDIX II - STATUTORY AND GENERAL INFORMATION	29
9.1	RESPONSIBILITY STATEMENT	29
9.2	INCORPORATION AND SHARE CAPITAL HISTORY	29
9.3	BENEFICIAL OWNERSHIP	30
9.4	DISCLOSURE OF DIRECTORS' INTERESTS	30
9.5	SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES	30
9.6	EXTRACTS FROM THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF ARDOVA	30
9.7	MATERIAL CONTRACTS	32
9.8	CLAIMS AND LITIGATION	32
9.9	INDEBTEDNESS	32
9.10	CONSENTS	32
9.11	GENERAL INFORMATION	33
9.12	DOCUMENTS AVAILABLE FOR INSPECTION	33
10.	APPENDIX III - FURTHER INFORMATION REGARDING IGNITE INVESTMENTS	34
10.1	RESPONSIBILITY STATEMENT	34
10.2	INCORPORATION AND SHARE CAPITAL HISTORY	34
10.3	BENEFICIAL OWNERSHIP	34
10.4	DISCLOSURE OF DIRECTORS' INTERESTS	34
10.5	SUBSIDIARIES AND ASSOCIATED COMPANIES	34
11.	APPENDIX IV - NOTICE OF COURT-ORDERED MEETING	35
	PROXY FORM	38

1. DEFINITIONS

In this document, unless otherwise stated or clearly indicated by the context, the following capitalised terms in the first column have the meanings stated opposite them in the second column.

<u>Terms</u>	<u>Definitions</u>
“Account Bank”	The Nigerian commercial bank with whom the Scheme Consideration Account will be held
“Board” or “Board of Directors” or “Directors”	The directors of Ardova comprising those persons whose names are set out on page 6 of the Scheme Document
“Business Day”	Between 8:00a.m. and 5:00p.m on a day other than a Saturday, Sunday or public holiday, on which banks are open for business in Nigeria
“CAC”	Corporate Affairs Commission
“CAMA”	Companies and Allied Matters Act, No. 3 of 2020 (as amended)
“Core Shareholder” or “Ignite Investments”	Ignite Investments & Commodities Limited
“Ardova” or the “Company”	Ardova Plc
“Court”	Federal High Court of the Federal Republic of Nigeria
“Court-Ordered Meeting”	The meeting of the registered holders of ordinary shares of Ardova, to be convened by an order of the Court pursuant to Section 715 of CAMA, of which notice is set out on pages 35 to 37 of this Document, including any adjournment thereof
“Court Sanction”	An order made by the Court pursuant to Section 715 (3) of CAMA, approving the Scheme
“CSCS”	Central Securities Clearing System PLC
“CTC”	Certified True Copy
“Dissenting Shareholders”	Qualifying Shareholders who vote against the special resolution proposed at the Court-Ordered Meeting
“Effective Date”	The date on which a CTC of the Court Sanction is delivered to the CAC for registration pursuant to 715 (4) of CAMA
“Eligible Shareholders” or “Scheme Shareholders”	The Shareholders of Ardova, other than the Core Shareholder, whose names appear on the Company’s register of members as at the close of business on the Effective Date
“Eligibility Date”	The close of business on the Business Day immediately preceding the Effective Date, being the last day to trade Ardova shares
“Financial Adviser” or “Stanbic IBTC Capital”	Stanbic IBTC Capital Limited, a subsidiary of Stanbic IBTC Holdings PLC, licensed by the SEC to amongst others provide financial advisory services, with registration number 1031358
“Legal Adviser”	Banwo & Ighodalo
“LFN”	Laws of the Federation of Nigeria
“NGX”	Nigerian Exchange Limited

1. DEFINITIONS

“Proxy Form”	The proxy form for use in connection with the Court-Ordered Meeting of Ardova which is set out on page 38 of the Document
“Qualification Date”	10 May 2023, being the date that the Register of Members shall be closed for the purpose of determining the shareholders eligible to attend and vote at the Court-Ordered Meeting
“Qualifying Shareholders”	The shareholders whose names appear in the Register of Members as at the Qualification Date
“Register of Members”	The register of members of Ardova as is required to be maintained pursuant to the provisions of CAMA
“Registrar”	Veritas Registrars Limited
“Scheme” or “Scheme of Arrangement”	The proposed scheme of arrangement between Ardova and the holders of its fully paid ordinary shares of 50 kobo each pursuant to Section 715 of CAMA, which is set out on pages 20 to 24 of this document
“Scheme Consideration”	The total sum of ₦5,908,549,536 (five billion nine hundred and eight million five hundred and forty nine thousand five hundred and thirty six naira only) payable to the Scheme Shareholders as consideration for the Scheme Shares, representing ₦17.38 for every Scheme Share, which shall become due to Scheme Shareholders upon the Scheme becoming effective as consideration for each Scheme Share transferred
“Scheme Consideration Account”	The bank account into which Ignite Investments will pay the Scheme Consideration and from where payments will be made to Scheme Shareholders
“Scheme Document” or “Document”	This document dated 20 April 2023, which contains the Scheme, the Explanatory Statement, the notice of the Court-Ordered Meeting and the various appendices therein in relation of the Scheme
“Scheme Shares”	The 339,962,573 (three hundred and thirty nine million nine hundred and sixty two thousand five hundred and seventy three) fully paid ordinary shares of 50 kobo each in the share capital of the Company that are not held by the Core Shareholder, which are to be transferred pursuant to the Scheme
“SEC”	Securities and Exchange Commission
“Transaction”	The offer from the Core Shareholder to acquire the shares held by the Scheme Shareholders with each Scheme Shareholder receiving ₦17.38 as consideration for every share transferred, and subsequently delist the Company from NGX
“Untraceable Holders”	Scheme Shareholders whose whereabouts cannot be ascertained 24 months after the Effective Date

2. EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>EVENT</u>	<u>DATE</u>
Obtain order of the Court convening the Court-Ordered Meeting	20 April 2023
Publish Notice of Court-Ordered Meeting in two national newspapers	02 May 2023
Last date for lodging Proxy Forms for the Court-Ordered Meeting	30 May 2023
Court-Ordered Meeting for the shareholders of Ardova	31 May 2023
Obtain the SEC's formal approval of the Scheme	08 June 2023
File Court Sanction with SEC	19 June 2023
File CTC of Court Sanction with CAC (Effective Date)	21 June 2023
Last day to trade Ardova's shares on NGX (Eligibility Date)	22 June 2023
Delist Ardova's shares from NGX	29 June 2023
Publish copy of Court Sanction in two national newspapers	30 June 2023

Important notice: The dates given above are indicative only. The timetable of principal events has been prepared on the assumption that Court dates for the Scheme will be available as and when applied for; if not, then dates surrounding events in the timetable may be subject to a corresponding adjustment.

3. DIRECTORS AND PARTIES TO THE SCHEME

Directors:

Mr AbdulWasiu O. Sowami

Chairman
1 AP/Conoil Road
Ijora
Lagos

Mr Olumide Adeosun

Chief Executive Officer
1 AP/Conoil Road
Ijora
Lagos

Mr Moshood Olajide

Chief Financial Officer
1 AP/Conoil Road
Ijora
Lagos

Mr Mohammed Aminu Umar

Non-Executive Director
1 AP/Conoil Road
Ijora
Lagos

Mr Olusola Adeeyo

Independent Non-Executive Director
1 AP/Conoil Road
Ijora
Lagos

Mrs Aniola Durosinmi-Etti

Independent Non-Executive Director
1 AP/Conoil Road
Ijora
Lagos

Company Secretary:

Mr Oladeinde Nelson-Cole

1 AP/Conoil Road
Ijora
Lagos

Professional Parties:

Financial Adviser:

Stanbic IBTC Capital Limited

I.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos

Legal Adviser:

Banwo & Ighodalo

48 Awolowo Road
Ikoyi
Lagos

Fairness Opinion Adviser:

PricewaterhouseCoopers

5B Water Corporation
Victoria Island
Lagos

Stockbroker:

Stanbic IBTC Stockbrokers Limited

I.B.T.C. Place
Walter Carrington Crescent
Victoria Island
Lagos

Registrar:

Veritas Registrars Limited

89 Ajose Adeogun Street
Victoria Island
Lagos

Scrutineer:

Deloitte & Touche

Civic Tower
Ozumba Mbadiwe Road
Victoria Island
Lagos

4. LETTER FROM THE CHAIRMAN



20 April 2023

To the shareholders of Arдова Plc

Dear Sir/Madam

PROPOSED SCHEME OF ARRANGEMENT BETWEEN ARDOVA Plc AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH

Introduction

Arдова Plc (“Arдова” or the “Company”) is one of the oldest and leading indigenous energy groups in Nigeria, operating in the downstream sector of the oil and gas industry with multiple subsidiaries across the energy value chain.

In recent years, the macro-economic environment in Nigeria has been particularly difficult on the general operations of businesses in the country. The Covid-19 pandemic, the steady depreciation of the Naira, scarcity of foreign exchange, higher levels of inflation, increased reports of insecurity and banditry has grown the cost of operations and negatively impacted on net margins across sectors. While Nigeria continues to recover from the impact of pandemic related effects, the business environment remains susceptible to global geo-political unrests, volatility in crude oil prices and rising inflation.

Over the past five years, Arдова has recorded declining margins despite growth in its top-line. Operating costs have impacted its ability to pay decent returns as evidenced by its dividend payment history in the last five years. The Company is also aware and conscious of the negative price return to shareholders over the years and the current trend of its share price. While Arдова has continued to consolidate efforts towards expansion, with the notable acquisition of ENYO Retail and Supply Limited in 2021; losses from other subsidiaries and business segments have negatively impacted the Company’s overall financial performance.

In order to compete with players in the oil and gas sector and to be well positioned for future growth opportunities, Arдова has implemented strategic growth initiatives that require significant investments and acquisition of new subsidiaries. To ensure it is able to thrive in this challenging environment, the Company believes these subsidiaries will require further capital injections in the short to medium term to scale operational capacities and become profitable. Arдова believes that the required capital injection to support the Company’s future growth and profitability should come from equity given the significant amount of debt already on the Company’s balance sheet and the high cost of securing debt funding in the current operating environment. With the lack of decent returns to shareholders by way of dividend payments or capital returns, a public offer to shareholders may not be received favourably by all shareholders and could lead to dilution of minority shareholders’ equity interest.

These factors have resulted in extensive discussions around the optimal capital structure for the Company considering its growth plans and funding requirements. Pursuant to these discussions, the Board of the Company has received a proposal from Ignite Investments & Commodities Limited (“Ignite Investments” or the “Core Shareholder”) which owns about 74% of the Company’s issued shares to acquire the shares it does not currently own and subsequently delist the Company from NGX. This will allow the Core Shareholder flexibility to raise the required capital to strengthen the Company’s balance sheet and make the necessary investments in the Company’s subsidiaries.

The Board of the Company is committed to the long-term survival of the Company and foresees that the scale of investments required to achieve its objectives will further impact the value to shareholders in the near term, as any profits will have to be reinjected into the Company to mine value from the subsidiaries currently returning losses. In light of this, it is unlikely that the Company will be in a position to declare any meaningful dividends in the medium term as it has to focus on implementing its growth strategies.

4. LETTER FROM THE CHAIRMAN

Summary of the proposal

The proposal is an offer from the Core Shareholder (the “Offer”) to acquire the shares it does not currently own (the “Scheme Shares”) and subsequently delist the Company from NGX (the “Transaction”). The Transaction will be implemented through a Scheme of Arrangement under Section 715 of CAMA (the “Scheme”). The Scheme will result in the transfer of shares held by Eligible Shareholders to Ignite Investments, with each Eligible Shareholder receiving ₦17.38 for every share transferred. Following the implementation of the Scheme, the Core Shareholder intends to delist the Company’s shares from the Daily Official List of NGX.

The Scheme which is to be presented for your consideration and approval at the Court-Ordered Meeting has already received the Securities and Exchange Commission’s (“SEC”) No Objection. The terms and effects of the Scheme are explained further in an Explanatory Statement from Stanbic IBTC Capital Limited, the Financial Adviser to Ardova on pages 10 to 16 of this Document.

The Board of Directors of Ardova engaged the services of Stanbic IBTC Capital Limited and Banwo & Ighodalo to act as Financial Adviser and Legal Adviser respectively, to provide requisite advice to the Company on the structure of the Transaction and for regulatory engagements and approvals. PricewaterhouseCoopers has also been engaged as Fairness Opinion Adviser for purposes of independently determining the fairness of the Offer.

After careful consideration and advice from its advisers on the fairness of the Offer, the Board has resolved to recommend the Offer to the shareholders for consideration at a meeting to be convened by an order of the Federal High Court.

Benefits of the proposed Scheme

The Board believes that the Scheme would provide the following benefits to shareholders of the Company:

1. Immediate release of value to Ardova’s shareholders given the inconsistency of dividends and the decline in share price over the years;
2. Shareholders of the Company will be able to realise their holdings in the Company at a 25% premium to the Company’s share price of ₦13.90 on 30 November 2022, being the last traded price prior to the Offer; and
3. The Transaction provides an avenue for the Core Shareholder to support the Company in raising the required capital to expand its business operations in order to improve profitability.

Recommendation

The Board of Directors has considered the Offer and considers the terms of the Scheme to be fair and reasonable. Therefore, the Board recommends that you vote in favour of the resolutions, which are to be proposed at the Court-Ordered Meeting scheduled to hold on 31 May 2023 at 11:00am.

The Core Shareholder will not exercise its right to vote at the Court-Ordered Meeting in accordance with the Rulebook of Nigerian Exchange Limited 2015 (as amended).

The Court Ordered Meeting and Voting Protocols

It is particularly important that as many votes as possible are cast at the Court-Ordered Meeting to satisfy the Court that there was fair representation of shareholders at the Court-Ordered Meeting. If you do not intend to attend the Court-Ordered Meeting in person, we urge you to complete and sign the enclosed Proxy Form and return it in accordance with the instructions thereon, as soon as possible, but not later than 24 hours before the time fixed for the Court-Ordered Meeting.

I urge you to follow the procedure set out in the notice on pages 35 to 37 and the Proxy Form on page 38; complete and sign the Proxy Form and return it to our Registrar, Veritas Registrars Limited, in accordance with the instructions thereon.

Shareholders can elect any of the Board-nominated proxies, Mr Olumide Adeosun and Mr Moshood Olajide, or any proxy of their choice. This is to ensure Shareholders have a choice regarding the individual to best represent their interests at the Court-Ordered Meeting.

4. LETTER FROM THE CHAIRMAN

Please note that the lodging of the Proxy Form does not prevent you from attending and voting in person, should you subsequently decide to do so. However, in such instance, your proxy will not be entitled to attend or vote at the meeting.

We look forward to welcoming you or your proxy at the meeting.

Yours faithfully



Mr AbdulWasiu Sowami
Chairman

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER



20 April 2023

To the shareholders of Ardova Plc

Dear Sir/Madam

PROPOSED SCHEME OF ARRANGEMENT BETWEEN ARDOVA PLC AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES OF 50 KOBO EACH

1. INTRODUCTION

You have been informed by the letter from the Chairman of Ardova Plc (“Ardova” or the “Company”), presented on pages 7 to 9 of this Scheme Document, of the considerations that informed the proposal for the buyout of the Ardova shares not held by Ignite Investments & Commodities Limited (“Ignite Investments” or the “Core Shareholder”) and the proposed delisting of the Company from Nigerian Exchange Limited (the “Transaction”).

The Transaction will be implemented via a Scheme of Arrangement in accordance with Section 715 of CAMA 2020 (the “Scheme”), which will involve the transfer of Scheme Shares from the Scheme Shareholders to Ignite Investments in exchange for the payment of ₦17.38 for each Scheme Share transferred. Subsequent to the implementation of the Scheme, the expectation is that Ardova will be delisted from Nigerian Exchange Limited (“NGX”).

Your Chairman’s letter conveys the recommendation of your Board that the Company’s shareholders vote in favour of the Scheme at the Court-Ordered Meeting that will be convened to consider and if deemed fit, approve the Scheme.

Your Board has authorised us, as Financial Adviser to the Company, to write to you on their behalf, to explain the terms, provisions and effects of the Scheme, and provide you with other information which they consider relevant as presented hereunder.

2. RATIONALE FOR THE PROPOSED SCHEME

The current business environment has exerted pressure on Ardova, as the rising cost of operations overshadows the growth in revenue. In addition, Ardova’s financial performance has been further impacted by losses incurred from recently acquired subsidiaries that require significant investment to position the Company for future growth.

Amidst these challenges, the Company has struggled to return adequate value to shareholders over the past few years, as evidenced by its dividend payment history and the dividend yield relative to the rising cost of living for shareholders. The share price has declined by 70% from ₦42.05 on 31 December 2017 to ₦13.90 at the close of trading on 30 November 2022. The inconsistency of dividend payments over the years has also impacted the return to shareholders, as dividend paid declined from ₦5.20 per share in 2009 to ₦0.19 per share in 2021 (a dividend yield below 1.5%).

The Board believes that the required capital injection to support the Company’s future growth and profitability should come from equity given the significant amount of debt already on the Company’s balance sheet and the high cost of securing debt funding in the current operating environment. With the lack of decent returns to shareholders by way dividend payments or capital returns, the Board is of the opinion that a public offer to shareholders will not be received favourably by all shareholders and could lead to dilution of minority shareholders’ equity interest. Considering these circumstances, the Core Shareholder have made a proposal to buy shares held by other shareholders of the Company through a Scheme of Arrangement. The Scheme will ensure that Ardova is positioned to invest in its subsidiaries without pressure to return value to shareholders in the immediate term.

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

The Board believes the Offer is fair and should be presented to the other shareholders. To assess the fairness of the Offer to Scheme Shareholders, the Board appointed PricewaterhouseCoopers as Fairness Opinion Adviser to review the terms of the Offer. The Fairness Opinion Adviser conducted its review and considered the terms of the Offer to be fair and reasonable. The opinion of PricewaterhouseCoopers, the Fairness Opinion Adviser, is set out in the Fairness Opinion report on pages 17 to 19.

3. ADVANTAGES AND DISADVANTAGES OF PROCEEDING OR REJECTING THE SCHEME

The Board believes that the Transaction will ensure the Company has the full capacity to position for future growth opportunities within the sector and across the energy value chain without further negative return to shareholders. Furthermore, the Transaction will grant minority shareholders the opportunity to monetise the full value of their investments in the Company immediately.

Should the shareholders not approve the Scheme, the Company may be required to continue to inject capital into the Company and its subsidiaries without any meaningful return to shareholders by way of dividends. There is also limited prospects for financial returns or a liquidity event in the long term given the negative earnings outlook and resultant impact on the Company's share price.

4. THE PROPOSAL

Upon the terms of the Scheme, it is proposed that:

- a. The Scheme will involve the transfer of the Scheme Shares comprising 339,962,573 ordinary shares of 50 kobo each, held by the Scheme Shareholders to Ignite Investments without any further act or deed;
- b. In consideration for the transfer of the Scheme Shares, Ignite Investments will pay the Scheme Consideration to the Scheme Shareholders; and
- c. Ardova will be delisted from NGX.

Following the implementation of the Scheme, the Scheme Shareholders will no longer be shareholders of the Company and the entire issued ordinary share capital of Ardova will be held by the Core Shareholder.

The Company will be delisted from NGX pursuant to the relevant provisions of the NGX Rulebook.

5. SCHEME CONSIDERATION

In consideration for the transfer of the Scheme Shares, each Scheme Shareholder shall be entitled to receive ₦17.38 for each Scheme Share held as at the Effective Date. This represents a 25% premium to the Company's share price of ₦13.90 on 30 November 2022, being the last traded price prior to the Offer.

6. STATEMENT OF FINANCIAL CAPABILITY

The Core Shareholder have confirmed in writing and provided evidence of funding to show that it has the necessary financial resources to meet the Scheme Consideration and is not dependent upon raising funds or securing debt financing to pay the Scheme Shareholders.

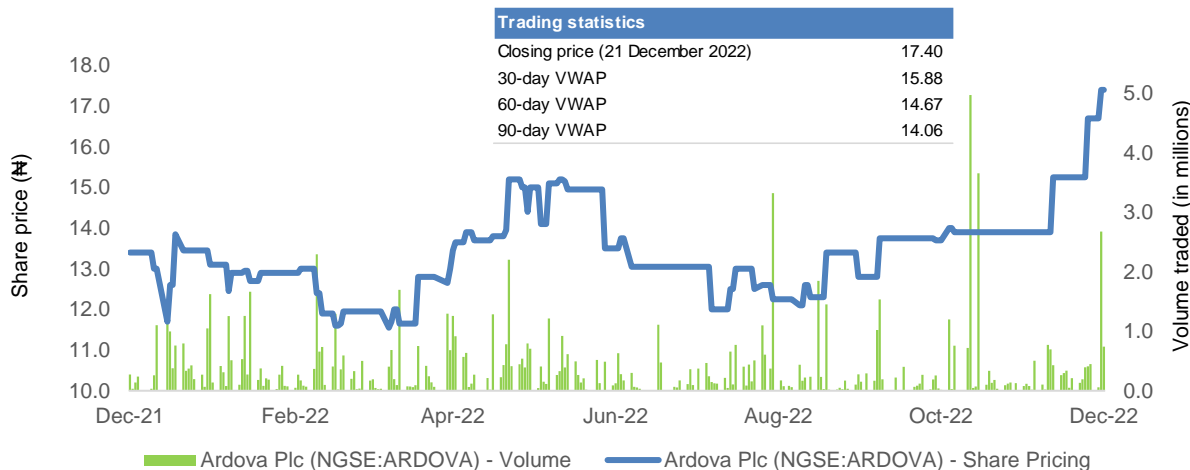
7. CHANGES IN THE FINANCIAL POSITION OF ARDOVA SINCE 2020

Ardova recorded 10.7% growth in revenue from ₦182 billion in 2020 to ₦201 billion in 2021, largely driven by 52.2% growth in revenue from lubricants and greases. Cost of sales as a percentage of total revenue increased from 93.3% in 2020 to 95.1% in 2021 due to the rising cost environment. The Company's continued effort towards improving cost efficiency led to a 14.9% reduction in distribution expenses from ₦2.2 billion in 2020 to ₦1.9 billion in 2021, however, administrative expenses rose by 8.5% from ₦7.2 billion in 2020 to ₦7.8 billion in 2021 on account of higher personnel expenses. Finance cost rose significantly by 138% from ₦1.5 billion in 2020 to ₦3.6 billion in 2021 on account of higher interest expense on its short-term financing and other borrowings.

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

Consequently, the Company recorded a loss before tax of ₦2.9 billion in 2021 compared to a profit before tax of ₦2.9 billion in 2020. Loss after tax in 2021 was ₦3.8 billion which led to an erosion of shareholder value, as the Company's retained earnings declined to ₦6.6 billion in 2021 from ₦10.7 billion in 2020. Further details on the 2021 financial performance of the Company are contained on pages 25 to 28.

8. HISTORICAL MARKET TRADING OF ARDOVA PLC



9. VALUE OF THE COMPANY AS A GOING CONCERN AND ON LIQUIDATION

The financial statements of Ardova as at 31 December 2021 were prepared on the going concern basis. The Group and Company has no intention or need to reduce substantially its business operations. The management believes that the going concern assumption is appropriate for the Group and Company due to sufficient capital adequacy ratio, healthy solvency margin and projected liquidity, based on historical experience that short-term obligations will be refinanced in the normal course of business. Continuous evaluation of the current ratio and liquidity ratio of the Group and Company are carried out to ensure that there are no going concern threats to the operation of the Group and Company.

10. CONDITIONS PRECEDENT

From the Effective Date, the Scheme shall become effective and binding on all the Shareholders of Ardova (regardless of whether they attended or were absent from the Court-Ordered Meeting), if:

- a. The Scheme is approved by a majority representing not less than three-quarters in value of ordinary shares cast by the Qualifying Shareholders, present and voting, either in person or by proxy, at the Court-Ordered Meeting;
- b. The SEC approves, with or without modification, the terms and conditions of the Scheme as agreed by the majority of the Scheme Shareholders in accordance with (a) above;
- c. The Scheme is sanctioned by an order of the Court; and
- d. A certified true copy of the Court Sanction in respect of the Scheme is delivered to the CAC for registration.

On the Effective Date, any share certificates representing the interests of the holders of the Scheme Shares will cease to be valid. In addition, Scheme Shares held in dematerialised form with the CSCS will be transferred to Ignite Investments.

11. MEETING TO APPROVE THE SCHEME OF ARRANGEMENT AND VOTING RIGHTS

The Court-Ordered Meeting scheduled to hold on 31 May 2023 at 11:00am, is being held pursuant to an order of the Court for Ardova's shareholders to consider, and if deemed fit, approve the Scheme.

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

At the Court-Ordered Meeting, voting on the resolutions relating to the Scheme will be by poll. Duly filled Proxy Forms should be sent at least 24 hours before the meeting.

Arдова has made arrangements, at its expense, for the stamping of the duly completed and signed Proxy Forms submitted to the Registrars within the stipulated time. We urge shareholders to submit the Proxy Forms well ahead of the meeting to enable the Company to complete the stamping within the stipulated period.

Each Qualifying Shareholder will be entitled to one vote for every Ordinary Share held. The statutory threshold required to pass the resolutions at the Court-Ordered Meeting is a majority representing not less than three-quarters in value of the Ordinary Shares present and voting in person or by proxy, cast in favour of the Scheme. The Core Shareholder, who owns 74.06% equity stake of Arдова will not exercise its right of voting at the Court-Ordered Meeting in accordance with the Rulebook of NGX.

The Core Shareholder has confirmed that no undertaking has been secured from any of the Scheme Shareholders, to vote or procure votes in favour of the Scheme.

The Notice of the Court-Ordered Meeting is on pages 35 to 37 of this Scheme Document.

12. SETTLEMENT OF SCHEME CONSIDERATION

a. Scheme Consideration Account

Prior to the date of the Court-Ordered meeting, the Registrars will open the Scheme Consideration Account. In the event that Arдова Shareholders approve the Scheme at the Court-Ordered Meeting, Ignite Investments will fund the Scheme Consideration Account with the Scheme Consideration within 5 (five) Business Days of receipt of the Court Sanction.

The Scheme Consideration to which each Scheme Shareholder shall become entitled shall be remitted to each Shareholder by the Registrars within 7 (seven) Business Days of the Effective Date by way of e-remittance (to bank accounts in respect of which the Registrars have e-dividend mandates).

b. Duration of the Operation of the Scheme Consideration Account

To provide flexibility for the payment of the Scheme Consideration to Scheme Shareholders who remain untraceable pursuant to the Scheme becoming effective, the Scheme Consideration Account shall remain operational for a period of 2 (two) years from the Effective Date, during which period the Scheme Shareholders will be eligible to receive the portion of the Scheme Consideration due to them in respect of the Scheme.

On the second anniversary of the Effective Date, the Scheme Consideration Account will cease to be operational and any amount remaining in the Scheme Consideration Account shall be transferred by the Registrars to the National Investors Protection Fund in accordance with the directive of the SEC.

c. Scheme Shares subject to Encumbrance

Settlement of the Scheme Consideration to which each Scheme Shareholder is entitled under the Scheme will be implemented in full in accordance with the Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Ignite Investments or any other shareholder may otherwise be, or claim to be entitled, against such Scheme Shareholder.

d. Plans for Untraceable Holders

Any portion of the Scheme Consideration which is yet to be claimed within 6 (six) months of the Effective Date, shall be deemed unclaimed. Scheme Shareholders whose whereabouts cannot be ascertained within 18 (eighteen) months of the Scheme Consideration being unclaimed (an aggregate of two years from the Effective Date) shall be deemed untraceable.

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

The Scheme Consideration to which each Scheme Shareholder shall become entitled pursuant to the Scheme shall be held in trust for the benefit of all Scheme Shareholders by the Registrars for a period of 2 (two) years from the Effective Date (the “Final Payment Date”).

On the Final Payment Date (being two years from the Effective Date), any portion of the Scheme Consideration remaining unclaimed on the Final Payment Date, shall be transferred by the Registrars to the National Investors Protection Fund and the liability of Ignite Investments or the Registrars to pay any Scheme Shareholder shall cease.

13. PROVISION FOR DISSENTING SHAREHOLDERS

There are no specific arrangements for shareholders who vote against the Scheme. All shareholders of the Company will be entitled to the Scheme Consideration, pro rata their respective shareholding in the Company. Under the provisions of Section 715 of CAMA, the Scheme binds the Scheme Shareholders and the Company where the statutorily required majority of shareholders vote in favour of the Scheme and same is sanctioned by the Court and delivered at the CAC.

14. EFFECTS OF THE SCHEME ON THE LISTING AND TRADING OF ARDOVA’S SHARES

Following the receipt of the Court Sanction, NGX will be notified of the last day of trading in Ardova shares. NGX will notify the CSCS and the investing public at least 24 hours before the Eligibility Date, which is the last day to trade Ardova shares in order to participate in the Scheme. No transfers of Ardova shares will be registered after the Eligibility Date.

Upon the Scheme becoming effective, an application will be made to NGX for the delisting of all the shares of the Company from the Daily Official List of NGX.

15. PLANS FOR EMPLOYEES AND DIRECTORS AFTER THE SCHEME

The Scheme is not expected to affect existing employment rights, including pension rights, of any and all employees of Ardova.

It is expected that the appointment of Directors of Ardova will be governed by the requirements in the Company’s Memorandum and Articles of Association.

Where any employee or director does not wish to continue in the employment or service of Ardova after the Scheme is effected, such employee or director will be entitled to obtain the full terminal benefits due under his/her existing contract of service.

16. TREATMENT OF COMPETING OFFER

Where an unsolicited written offer is made to the Board of Directors of Ardova by an existing shareholder of the Company or a third party, (not related to the Core Shareholder), to acquire all of the shares of the Company not held by such offeror, the Board would take steps to evaluate whether such potential offer would become a competing offer to the offer made by the Core Shareholder in relation to the Scheme.

In the event that such offer is deemed to be a competing offer, the Board would take the necessary steps to act in the best interest of the shareholders of the Company.

In considering whether such potential offer could become a competing offer, the Board shall consider amongst other things, the quantum of the consideration being offered, source of funds for the settlement of such consideration, proof of funds provided, evidence and confirmation that such funds will be in place and will be sufficient for the settlement of the consideration, conditionality of the offer and plans of the offeror for the business of the Company.

17. ACTIONS TO BE TAKEN BY ARDOVA SHAREHOLDERS

The appropriate Proxy Form for the Court-Ordered Meeting is enclosed with the Scheme Document. If you are unable to attend the meeting in person, you are requested to complete the Proxy Form in accordance with the instructions thereon and return same as soon as possible by post or by hand, to the Registrars, Veritas Registrars Limited at 89A Ajose Adeogun Street, Victoria Island, Lagos,

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

on or by 30 May 2023 at 11:00am, being 24 hours before the time appointed for the Court-Ordered Meeting.

Arдова has made arrangements, at its expense, for the stamping of the duly completed and signed Proxy Forms submitted to the Registrars within the stipulated time. We urge shareholders to submit the Proxy Forms well ahead of the meeting to enable the Company to complete the stamping within the stipulated period.

The completion and return of the Proxy Form, which, to be valid must be appropriately stamped, will not prevent you from attending in person and voting at the Court-Ordered Meeting or any adjournment thereof, should you so wish. However, in such instance, your proxy will not be entitled.

Please note that if you do not give a specific instruction on the resolutions to be considered at the Court-Ordered Meeting by placing a mark in the appropriate box, your proxy will be at liberty to vote or abstain from voting as he or she thinks fit on the resolutions, any modifications to the Scheme, or on any other business that may properly come before the Court-Ordered Meeting.

It is important for all Arдова shareholders to attend the Court-Ordered Meeting and exercise their voting rights.

18. RELATED PARTIES

As at the date of this Scheme, the Core Shareholder holds 970,666,694 ordinary shares in Arдова. The Core Shareholder's shareholding in Arдова is held directly. Apart from the Core Shareholder, there are no other related parties with shares in the Company. In compliance with the requirements of the NGX Rulebook, the Core Shareholder will not exercise its right of voting at the Court-Ordered Meeting.

19. TAXATION

Save as provided in the Capital Gains Tax Act C1 LFN 2004 (as amended), the Companies Income Tax Act Cap C21 LFN 2004, Personal Income Tax Act and the Stamp Duties Act, in all cases as amended by the Finance Acts 2019, 2020 and 2021, the implementation of the Scheme as proposed will not give rise to any tax liability to the Eligible Shareholders under Nigerian law.

In line with Capital Gains Tax Act (as amended), Capital Gains Tax will apply where the disposal proceeds exceeds the sum of ₦100,000,000 in 12 (twelve) consecutive calendar months, or the disposal proceeds are not re-invested in a Nigerian company within the same year.

Furthermore, the Stamp Duties Act as amended (the "SDA") exempts instruments for the transfer of shares from the payment of stamp duty. However, sections 49(2) and 50(1) of the SDA imposes an obligation on a stockbroker to issue a contract note to effect a sale or purchase of stock or marketable securities and all contract notes relating to the sale and purchase of stock or marketable securities are chargeable to stamp duty. The current rate of stamp duties is 0.08% which is payable to the CSCS will be borne by the Core Shareholder.

This statement is not intended to be, and should not be construed to be, legal or tax advice. Shareholders who are in any doubt about their taxation position, or who are subject to taxation in a jurisdiction outside Nigeria, are strongly advised to consult their professional advisers without delay as to the consequences of the Scheme in view of their circumstances.

20. BACKGROUND ON IGNITE INVESTMENTS & COMMODITIES LIMITED

Ignite Investments is an investment vehicle established in 2018 for the acquisition of a significant equity stake in Arдова, with investment assets in the oil and gas sector. Ignite Investments is the largest shareholder of Arдова Plc with a 74.06% ownership, and it is wholly owned by Mr AbdulwasIU Sowami and Mrs Ganiyat Sowami.

5. EXPLANATORY STATEMENT FROM THE FINANCIAL ADVISER

21. FURTHER INFORMATION

The following information is contained in this Scheme Document:

The Scheme of Arrangement on pages 20 to 24.

Your attention is also drawn to the additional information contained in the following appendices to the Scheme Document.

Appendix I: Financial information of Ardova on pages 25 to 28;

Appendix II: Statutory and general information on pages 29 to 33;

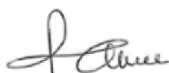
Appendix III: Further information on Ignite Investments on page 34; and

Appendix IV: Notice of Court-Ordered Meeting on pages 35 to 37.

22. CONCLUSION AND RECOMMENDATION

The Board, having considered the terms and conditions of the Scheme, and the benefits thereof, recommend that you vote in favour of the resolutions which will be proposed at the Court-Ordered Meeting.

Yours faithfully



Funso Akere
Chief Executive



The Chairman
Board of Directors
Arдова Plc
13 Walter Carrington Street,
Victoria Island, Lagos
Nigeria

Attention: Mr. AbdulwasIU Sowami

21 December 2022

Dear Sir,

Fairness and reasonableness opinion on the proposed buy-out of Arдова Plc's minority shareholders by its core investor

Introduction

Ignite Investments & Commodities Limited, Arдова Plc's largest shareholders are proposing to acquire the 25.94% shares of the company held by all other shareholders to enable them to take the company in a new direction via a Scheme of Arrangement (the "Transaction") in line with Section 715 of the Companies & Allied Matters Act, 2020.

Arдова Plc has therefore requested PricewaterhouseCoopers Limited ("PwC") to provide a fairness opinion (the "Opinion") on the offer price of NGN17.38 per share for the 25.94% shares held by all other shareholders of Arдова Plc.

This fairness opinion has been prepared in compliance with the Securities & Exchange Commission ("SEC" or the "Commission") Mergers & Acquisition Regulatory Guide which states that "where a proponent or beneficiary in a Scheme of Arrangement holds at least 30% of the company or where there are common directors in the entities involved in the scheme of arrangement, or where a scheme seeks to remove minority shareholders, the Commission will require the explanatory statement to be accompanied by an independent expert report."

Responsibility

Compliance with the NGX listing requirements and SEC regulations is the responsibility of the Board of Directors of the Company ("the Board"). The Board is also responsible for guaranteeing the fairness of the Proposed Offer Price to the Selling Shareholders.

To the fullest extent permitted by law, PwC accepts no duty of care to any third party in connection with the provision of the Opinion and/or any related information or explanation (together, the "Information"). Accordingly, regardless of the form of action, whether in contract, tort (including, without limitation, negligence) or otherwise, and to the extent permitted by applicable law, PwC accepts no liability of any kind to any third party and disclaims all responsibility for the consequences of any third party acting or refraining to act in reliance on the information.

PricewaterhouseCoopers Chartered Accountants
Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria
T: +234 1 271 1700, www.pwc.com/ng TIN: 01556757-0001 BN: 958268

Partners: S Abu, O Adekoya, T Adeleke, W Adetokunbo-Ajayi, S Adu, E Agbeyi, A Akingbade, UN Akpata, O Alakhume, A Altebi, C Azobu, A Banjo, E Ertile, K Erikume, M IweIumo, H Jaiyeola, T Labeodan, U Muogilim, C Obaro, C Ojechi, U Ojinmah, O Oladipo, W Olowofoyeku, P Omonluemhen, O Osinubi, T Oyedele, O Uban, C Uwaegbute, Y Yusuf



The information used by PwC in preparing this Opinion has been obtained from a variety of sources as indicated within the Opinion. While our work has involved analysis of financial information and/or accounting records, it has not included an audit in accordance with generally accepted auditing standards.

Definition of the term “fair”

For the purpose of this Opinion, we define “fair market value” as the price which might reasonably be expected to be obtained in money or money’s worth, in a sale between a willing buyer and a willing seller, each of whom is deemed to be acting on self-interest and gain and both of whom are equally well informed about the business and the markets in which this business operates. The Offer Price for this Transaction may be considered fair if it is not less than the fair value of Ardova Plc.

Procedures

In rendering our Opinion, we have, inter alia, considered the following:

- The Proposed Offer Price by Ignite Investments & Commodities Limited;
- Audited financial statement for the period 31 December 2021;
- Year-to-date management account as at 30 September 2022;
- The company’s price per share on the Nigerian Exchange as at 30th November 2022 and the last 5 years’ trend of the company’s daily price per share on the Nigerian Exchange;
- Letter dated 1 December 2022 from Ignite Investments & Commodities Limited to the Board of Directors of Ardova Plc regarding the proposed buyout and the key terms and conditions of the Transaction;
- Certain publicly available information on transactions involving publicly traded companies considered reasonably comparable to this Transaction;
- Certain public stock market and financial data for publicly traded companies considered comparable to Ardova PLC.

Assumptions and limitations

PwC has assumed and relied, without any responsibility for independent verification, upon the accuracy and completeness of all financial and other information, which was provided to it or is publicly available. In rendering this Opinion, PwC has not provided, obtained or reviewed any legal, tax, regulatory, accounting, actuarial or other advice and accordingly, PwC assumes no liability or responsibility in respect thereof. Our Opinion is based on economic, monetary and market conditions as they exist as at the date of this Opinion. Subsequent developments in the aforementioned conditions may affect the Opinion and the assumptions on which it is based. PwC is not obliged to update, revise or reaffirm the Opinion should such conditions change.

While our work has involved analysis of financial information and/or accounting records, it has not included an audit in accordance with generally accepted auditing standards and accordingly, we do not express an opinion on the financial data or other information used in arriving at our Opinion.

PwC has adopted valuation methodologies such as market-based methods and precedent minority buyout transactions in Nigeria.

6. FAIRNESS OPINION REPORT



This Opinion is given as of 16 December 2022. PwC disclaims any undertakings or obligations to advise any person of any change in fact or matter affecting this Opinion, which may occur after the date of this Opinion. In the event that there is any material change in any fact or matter affecting this opinion after the date hereof, PwC reserves the right, but will be under no obligation, to change, modify or withdraw this Opinion. In addition, PwC reserves the right, but will be under no obligation, to complete any additional analysis that might be subsequently required, following the receipt of additional information.

Opinion

Based upon and subject to the foregoing, PwC is of the opinion that, as at the date hereof, the cash consideration of NGN 17.38 per share offered to the other Arдова PLC's shareholders – is fair and reasonable; and in the best interest of the minority shareholders as well as continuing shareholders.

The reasons for the opinion are:

- The proposed scheme price of NGN17.38 represents a premium of 25% to the share price of the Company on 30 November 2022, a 24.97% premium to the Company's 30-day VWAP and a 26.65% premium to the Company's 60-day VWAP as at 30 November 2022.
- The proposed scheme price of NGN17.38 represents a 14.34% premium to the Company's 52-week-high trading price of NGN15.20 as at 30 November 2022.
- The proposed scheme price protects minority shareholders from further capital loss as there was a 69.78% decline in share price between 30 November 2017 (NGN 45.99) and 30 November 2022 (NGN 13.90).
- The proposed scheme price presents a viable opportunity for minority shareholders to realise their investment in the Company.
- The proposed scheme price presents an opportunity to facilitate the achievement of Arдова PLC's long-term growth objectives.

This Opinion shall be governed by and construed in accordance with Nigerian Law and any claims or disputes arising out of, or in connection with, this Opinion, shall be resolved by arbitration in accordance with the provisions of the Arbitration and Conciliation Act Cap. A18 by a sole arbitrator appointed by the Chairman, Chartered Institute of Arbitrators UK (Nigeria branch).

If you require any clarification or further information, please do not hesitate to contact Omobolanle Adekoya on +234 807 500 0540.

Yours sincerely,

For: PricewaterhouseCoopers Limited

A handwritten signature in black ink that reads 'Adekoya' with a stylized flourish at the end.

Omobolanle Adekoya

Partner

7. THE SCHEME OF ARRANGEMENT

SCHEME OF ARRANGEMENT

Pursuant to Section 715 of the Companies and Allied Matters Act, No. 3 of 2020 (as amended)

Between



ARDOVA PLC

and

The holders of its fully paid ordinary shares of 50 kobo each

A. PRELIMINARY

1. In this Scheme of Arrangement, the following words shall have the meanings ascribed to them below, unless otherwise stated or clearly indicated by the context:

“Account Bank”	The Nigerian commercial bank with whom the Scheme Consideration Bank Account will be held
“Ardova” or the “Company”	Ardova Plc
“Board” or “Board of Directors” or “Directors”	The directors of Ardova comprising those persons whose names are set out on page 6 of the Scheme Document
“Business Day”	Between 8:00a.m. and 5:00p.m on a day other than a Saturday, Sunday or public holiday, on which banks are open for business in Nigeria
“CAC”	Corporate Affairs Commission
“CAMA”	Companies and Allied Matters Act, No. 3 of 2020 (as amended)
“Core Shareholder” or “Ignite Investments”	Ignite Investments & Commodities Limited
“Court”	Federal High Court of the Federal Republic of Nigeria
“Court-Ordered Meeting”	The meeting of the registered holders of ordinary shares of Ardova, to be convened by an order of the Court pursuant to Section 715 of CAMA, of which notice is set out on pages 35 to 37 of this Document, including any adjournment thereof
“Court Sanction”	An order made by the Court pursuant to Section 715 (3) of CAMA, approving and giving effect to the Scheme
“CSCS”	Central Securities Clearing System PLC
“CTC”	Certified True Copy
“Dissenting Shareholders”	Qualifying Shareholders who vote against the special resolution proposed at the Court-Ordered Meeting

7. THE SCHEME OF ARRANGEMENT

“Effective Date”	The date on which a CTC of the Court Sanction is delivered to the CAC for registration pursuant to 715 of CAMA
“Eligible Shareholders” or “Scheme Shareholders”	The shareholders of Ardova, other than the Core Shareholder, whose names appear on the Company’s register of members as at the close of business on the Eligibility Date
“Eligibility Date”	The last day to trade Ardova shares in order to participate in the Scheme
“Financial Adviser to Ardova” or “Stanbic IBTC Capital”	Stanbic IBTC Capital Limited, a subsidiary of Stanbic IBTC Holdings PLC, licensed by the SEC to amongst others provide financial advisory services, with registration number 1031358
“NGX”	Nigerian Exchange Limited
“Legal Adviser”	Banwo & Ighodalo
“LFN”	Laws of the Federation of Nigeria
“Proxy Form”	The proxy form for use in connection with the Court-Ordered Meeting of Ardova which is set out on page 38 of the Document
“Qualification Date”	10 May 2023, being the date that the Register of Members shall be closed for the purpose of determining the shareholders eligible to attend and vote at the Court-Ordered Meeting
“Qualifying Shareholders”	The shareholders whose names appear in the Register of Members as at the Qualification Date
“Register of Members”	The register of members of Ardova as is required to be maintained pursuant to the provisions of CAMA
“Registrar”	Veritas Registrars Limited
“Scheme” or “Scheme of Arrangement”	The proposed scheme of arrangement between Ardova and the holders of its fully paid ordinary shares of 50 kobo each pursuant to Section 715 of CAMA, which is set out on pages 20 to 24 of this Document
“Scheme Consideration”	The total sum of ₦5,908,549,536 (five billion nine hundred and eight million five hundred and forty nine thousand five hundred and thirty six naira) payable to the Scheme Shareholders as consideration for the Scheme Shares, representing ₦17.38 for every Scheme Share, which shall become due to Scheme Shareholders upon the Scheme becoming effective as consideration for each Scheme Share transferred
“Scheme Consideration Account”	The bank account into which Ignite Investments will pay the Scheme Consideration and from where payments will be made to Scheme Shareholders
“Scheme Document” or “Document”	This document dated 20 April 2023, which contains the Scheme, the Explanatory Statement, the notice of the Court-Ordered Meeting and the various appendices therein in relation of the Scheme
“Scheme Shares”	The 339,962,573 fully paid ordinary shares of 50 kobo each in the share capital of the Company that are not held by the Core Shareholder, which are to be transferred pursuant to the Scheme
“SEC”	Securities and Exchange Commission
“Untraceable Holders”	Scheme Shareholders whose whereabouts cannot be ascertained 24 months after the Effective Date

7. THE SCHEME OF ARRANGEMENT

2. As at the date of this Scheme, the share capital of Ardova is ₦655,314,633.50 comprising of 1,310,629,267 ordinary shares of 50 kobo each, all of which are fully paid up. The shareholding structure as at 23 November 2022 is as follows:

Shareholder	Ordinary Shares held	%
Ignite Investments and Commodities Limited	970,666,694	74.06
Others	339,962,573	25.94
Total	1,310,629,267	100.00

3. By a Board resolution dated 13 December 2022, the Board of Directors resolved to propose to the Eligible Shareholders of Ardova that the Scheme Shares be transferred to the Core Shareholder for the Scheme Consideration on the terms and conditions hereinafter set forth and to this end proposed that the necessary resolutions required by law to carry the Scheme into effect be passed by the shareholders of the Company at a Court-Ordered Meeting.

B. THE SCHEME

The Scheme shall be comprised of the following elements:

1. ACQUISITION AND TRANSFER OF SCHEME SHARES

The Scheme Shares held by the Scheme Shareholders shall be acquired by Ignite Investments without any further act or deed, in exchange for the Scheme Consideration.

2. CONSIDERATION FOR THE TRANSFER OF THE SCHEME SHARES

The consideration for the transfer of the Scheme Shares shall be the Scheme Consideration.

3. SETTLEMENT OF THE SCHEME CONSIDERATION

- 3.1 Prior to the date of the Court-Ordered Meeting, the Registrars will open the Scheme Consideration Account. In the event that Ardova shareholders approve the Scheme at the Court-Ordered Meeting, the Core Shareholder will fund the Scheme Consideration Account with the Scheme Consideration within 5 (five) Business Days of receipt of the Court Sanction.
- 3.2 The Scheme Consideration to which each Scheme Shareholder shall become entitled shall be remitted to each Shareholder by the Registrar within 7 (seven) Business Days of the Effective Date by way of e-remittance (to bank accounts in respect of which the Registrar has e-dividend mandates).
- 3.3 Scheme Shareholders who have registered for the electronic payment system (e-dividend) with the Registrar will receive a direct credit of the Scheme Consideration to their accounts in their respective nominated banks.
- 3.4 Payment of the Scheme Consideration due in respect of the Scheme Shares shall be made in Nigerian Naira by way of e-remittance (to bank accounts in respect of which the Registrar have e-dividend mandates). Receipt of the credit into the Scheme Consideration Account shall be a complete discharge of the Company and the Core Shareholder's obligations with respect to payment of the Scheme Consideration.
- 3.5 Settlement of the Scheme Consideration to which each Scheme Shareholder is entitled under the Scheme will be implemented in full in accordance with the Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which any of the Core Shareholder may otherwise be, or claim to be entitled, against such Scheme Shareholder.
- 3.6 On the second anniversary of the Effective Date, the Scheme Consideration Account will cease to be operational and any amount remaining in the Scheme Consideration Account shall be transferred by the Registrar to the National Investors Protection Fund in line with SEC's directive.

7. THE SCHEME OF ARRANGEMENT

3.7 The provisions of the clauses above shall be in effect for a period of 2 (two) years and shall take effect subject to any prohibition or condition imposed by the Court.

4. REGISTRATION OF THE COURT SANCTION

Following the grant of the Court Sanction, a certified true copy of the Court Sanction shall be delivered to the CAC for registration pursuant to Section 715 (4) of CAMA.

5. CONDITIONS PRECEDENT

As from the Effective Date, the Scheme shall become effective and binding on all the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court-Ordered Meeting (and if they attended and voted, irrespective of whether or not they voted in favour of the Scheme), if:

- a. The Scheme is approved by a majority representing three-quarters in value of the Ordinary Shares cast by Qualifying Shareholders present and voting either in person or by proxy at the Court-Ordered Meeting;
- b. The SEC approves, with or without modification, the terms and conditions of the Scheme as agreed by the required majority of the Qualifying Shareholders;
- c. The acquisition of the Scheme Shares on the terms and conditions set forth in the Scheme is sanctioned by the Court; and
- d. An original or certified true copy of the Court Sanction in respect of the Scheme is delivered to the CAC for registration.

6. CONSEQUENCES OF THE SCHEME

6.1 *Certificates and Dematerialised holdings*

As from and including the Effective Date:

- a. the share certificates representing the Scheme Shares shall cease to be valid for any purpose;
- b. in respect of Scheme Shareholders holding the Scheme Shares in uncertificated form, CSCS shall be instructed to transfer such shares to Ignite Investments;
- c. the Company's Register of Members will be updated to exclude the names of the Scheme Shareholders; and
- d. Ardova will be wholly owned by the Core Shareholder.

6.2 *Delisting of Ardova shares from Nigerian Exchange Limited*

Following receipt of the Court Sanction, NGX will be notified of the last day of trading in Ardova shares. NGX will notify the CSCS and the investing public at least 24 hours before the Eligibility Date, which is the last day to trade Ardova shares in order to participate in the Scheme. No transfers of Ardova shares will be registered after the Eligibility date.

Upon the Scheme becoming effective, all shares of the Company shall be delisted from the Daily Official List of NGX.

6.3 *Plans for Employees and Directors of Ardova after the Scheme*

The Scheme is not expected to affect existing employment rights, including pension rights, of any and all employees of Ardova.

It is expected that the appointment of or any changes to the existing Directors of Ardova will be governed by the requirements in the Company's Memorandum and Articles of Association.

7. THE SCHEME OF ARRANGEMENT

Where any employee or director does not wish to continue in the employment or service of Ardova after the Scheme is effected, such employee or director will be entitled to obtain the full terminal benefits due under his/her existing contract of service.

7. EFFECTIVENESS

The Scheme shall become effective on the day on which a CTC of the Court Sanction in respect of the Scheme is delivered to the CAC for registration and shall become binding on all shareholders of the Company, including those who were absent at the Court-Ordered Meeting, those who attended but did not vote, and those who voted against the Scheme at the Court-Ordered Meeting.

8. MODIFICATION

The Board of Directors is authorised to consent, on behalf of all parties concerned, to any modifications of or additions to the Scheme which the Court or any regulatory authority, may deem fit to approve or to any condition imposed by them.

Dated 20 April 2023

8. APPENDIX I - FINANCIAL INFORMATION

8.1 STATEMENT OF PROFIT AND LOSS

Year ended 31 December	2021	2020	2019	2018	2017
	₦'000	₦'000	₦000	₦'000	₦'000
Revenue	201,440,111	181,938,678	176,550,766	134,706,306	129,443,804
Cost of Sales	(191,591,138)	(169,808,131)	(165,269,049)	(123,376,240)	(105,237,865)
Gross Profit	9,848,973	12,130,547	11,281,717	11,330,066	24,115,939
Distribution Expenses	(1,900,071)	(2,233,371)	4,317,155	1,859,809	2,058,140
Administrative Expenses	(7,806,662)	(7,192,811)	(2,280,966)	(2,245,688)	(1,796,741)
Net impairment losses on financial assets	(225,312)	(39,468)	(8,393,460)	(7,995,101)	(10,119,573)
Operating (loss)/profit	(83,072)	2,664,897	4,924,446	2,949,086	14,257,765
Other income	868,827	1,472,068	-	-	-
Finance income	157,072	270,949	4,555,095	1,181,038	2,096,143
Finance cost	(3,582,639)	(1,502,426)	(4,825,394)	(3,101,580)	(5,726,751)
Acquisition related cost	(303,029)	-	-	-	-
Profit/(Loss) before tax	(2,941,841)	2,905,488	4,654,147	1,028,544	10,627,157
Income tax expense	(906,490)	(1,047,520)	(739,007)	(397,073)	1,599,266
Profit/(Loss)for the year	(3,848,331)	1,857,968	3,915,140	631,471	12,226,422
Other comprehensive income					
Items that will subsequently be reclassified to profit or loss	-	-	-	-	4,222
Total comprehensive income/(loss)	(3,848,331)	1,857,968	3,915,140	631,471	12,230,644
Earnings/(Loss) per share) - Diluted	2.95	1.44	3.00	0.48	2.89

8. APPENDIX I - FINANCIAL INFORMATION

8.2 STATEMENT OF FINANCIAL POSITION

Year ended 31 December	2021 ₦'000	2020 ₦'000	2019 ₦'000	2018 ₦'000	2017 ₦'000
Assets					
Non-current assets					
Property, plant and equipment	37,287,277	15,220,348	11,116,680	8,789,910	65,730,699
Right of use assets	5,605,791	1,325,861	1,376,470	-	-
Investment property	1,484,743	1,481,097	1,506,546	1,531,995	1,557,444
Intangible assets	847,794	43,567	72,753	143,811	210,616
Deposit for property, plant and equipment	199,686	-	-	-	-
Trucks on Hire purchase receivables	-	4,591	-	-	-
Investment in Mobile Power	-	50,890	-	-	-
Long term investments (employee benefits)	-	-	36,735	563,910	38,822
Deferred tax assets	779,414	639,181	783,157	577,571	3,681,641
Total non-current assets	46,204,705	18,765,535	14,892,341	11,607,197	71,219,222
Current assets					
Inventories	21,792,478	14,553,607	12,834,373	9,528,146	6,100,441
Trade and other receivables	38,940,691	28,490,908	16,677,971	28,611,871	68,146,204
Short term investments (employee benefits)	-	-	610,302	-	-
Available for sale	-	-	-	10,296,796	-
Restricted cash	707,909	30,127	19,707	-	-
Cash and cash equivalents	19,233,930	3,006,283	1,984,260	1,154,269	1,771,949
Total current assets	80,675,008	46,080,925	32,126,613	49,591,082	76,018,594
Total assets	126,879,713	64,846,460	47,018,954	61,198,279	147,237,816
Equity					
Share capital	655,314	655,314	655,314	655,314	655,314
Share premium	8,071,943	8,071,943	8,071,943	8,071,943	8,071,943
Other reserves	(5,041)	(5,041)	(5,041)	(7,752)	(218,135)
Retained earnings	6,590,201	10,687,652	8,829,683	6,418,039	7,928,047
	15,312,417	19,409,868	17,551,899	15,137,544	16,437,169
Treasury stock	(1,388,574)	(1,388,574)	(1,388,574)	(1,388,574)	(1,388,574)
	13,923,843	18,021,294	16,163,325	13,748,970	15,048,595
Non-controlling interest	3,180,938	-	-	-	40,230,626
Total equity	17,103,881	18,021,294	16,163,325	13,748,970	55,279,221
Liabilities					
Non-current liabilities					
Trade and other payables	-	-	-	-	378,045
Deferred tax liabilities	1,050,397	1,211,164	1,463,956	1,490,741	1,711,028
Employee benefit	-	-	-	468,546	-
Loans and borrowings	35,735,490	-	-	634,369	20,777,411
Deferred fair value gain on loan	-	-	-	-	567,538
Total non-current liabilities	36,785,887	1,211,164	2,735,388	5,041,359	23,434,022
Current liabilities					
Trade and other payables	47,856,007	35,481,426	22,823,177	26,473,273	53,359,633
Interest payable	660,664	-	-	-	-
Derivative financial instrument	420,269	-	-	-	-
Current income tax liabilities	1,229,745	1,175,592	976,632	296,217	733,172
Loans and borrowings	16,414,955	5,137,389	2,476,801	3,571,258	13,175,342
Employee benefits	-	-	262,902	-	-
Deferred fair value on gain on loan	-	-	-	-	-
Bank overdraft	6,408,305	3,819,595	116,773	9,473,546	802,392
Total current liabilities	72,989,945	45,614,002	26,656,285	39,814,294	68,524,573
Total liabilities	109,775,832	46,825,166	30,855,629	47,449,309	91,958,595
Total equity and liabilities	126,879,713	64,846,460	47,018,954	61,198,279	147,237,816

8. APPENDIX I - FINANCIAL INFORMATION

8.3 STATEMENT OF CASH FLOWS

Year ended 31 December	2021	2020	2019	2018	2017
	₹'000	₹'000	₹000	₹'000	₹'000
Operating activities					
Profit/(Loss) for the year	(3,848,331)	1,857,968	3,915,140	631,471	12,226,422
Adjustments					
Foreign exchange translation gain on consolidation					4,222
Depreciation & amortization	1,805,924	1,479,782	2,054,952	1,324,413	5,193,499
Depreciation of investment property	-	-	25,449	25,449	31,712
Provision no longer required	-	(516,713)	(23,055)	77,402	280,073
Gain on disposal of property, plant and equipment	(190,464)	(280,589)	30,067	(6,537)	30,897
Amortization of intangible asset	-	-	71,058	72,236	86,663
Gain on disposal of subsidiaries	-	-	(2,674,891)	-	-
Gain on disposal of investment property	-	-	-	-	(489,694)
Gain on disposal of investment in Mobile Power	(13,466)	-	-	-	-
Impairment allowances	225,312	39,468	-	-	(27,821)
Finance income	(157,072)	(270,949)	(4,555,095)	(1,181,038)	(2,096,143)
Finance cost on loans and borrowings	-	-	4,825,394	3,101,580	5,726,751
Finance cost - Borrowings	1,001,131	857,557	-	-	-
Finance cost - Overdraft	1,084,695	644,869	-	-	-
Current service cost	-	-	254,680	97,347	112,337
Exchange gain	(127,747)	-	-	-	-
Increase in impairment allowance for trade receivables	-	-	69,436	443,944	-
Effect of retrospective adoption of New standard	-	-	-	(19,291)	-
Deferred fair value gain on loan	-	-	-	-	(454,032)
Income tax expense	906,490	1,047,520	739,007	397,073	(1,599,266)
Cash flows before working capital changes	696,472	4,858,913	4,732,142	4,964,049	19,025,620
Changes in working capital					
Inventories	(7,228,871)	(1,712,022)	(3,306,227)	(4,909,760)	(700,510)
Trade and other receivables	(9,705,956)	(10,747,120)	9,204,260	4,675,901	(21,298,925)
Trade and other payables	11,450,810	12,712,120	(3,912,260)	(303,620)	8,267,765
Non trade payables and other creditors			(295,696)	83,745	106,661
Cash generated from operations	(4,787,545)	5,111,896	6,422,219	4,510,315	5,400,611
Employee benefit paid on defined benefit scheme	-	(262,531)	(530,084)	(102,173)	(57,947)
Interest paid on overdraft and other short-term borrowings	(1,084,695)	(644,869)	(209,058)	(241,852)	
Derivative financial assets	420,269	-			
Income taxes paid	(1,153,338)	(957,375)			(1,200,034)
Net cash flow from operating activities	(6,605,309)	3,247,121	5,683,077	4,166,290	4,142,630

8. APPENDIX I - FINANCIAL INFORMATION

Year ended 31 December	2021	2020	2019	2018	2017
	₦'000	₦'000	₦000	₦'000	₦'000
Investing activities					
Proceeds from sale of property, plant and equipment	1,059,490	1,023,355	212,821	32,263	8,846
Acquisition of property, plant and equipment	(17,978,533)	(5,934,198)	(816,036)	(371,798)	(1,667,291)
Deposit for property, plant and equipment	199,686	-	-	-	-
Acquisition of ROU Asset	4,290,782	(283,499)	(245,542)	-	-
Acquisition of Intangible Assets	840,631	(5,860)	-	(19,397)	(67,972)
Acquisition of investment property	30,287	-	-	-	-
Investment in Mobile Power	-	(50,890)	-	-	-
Proceeds of disposal of subsidiaries	-	-	12,960,887	-	-
Proceeds from sale of investment property	-	-	-	-	700,000
Long term employee benefit funded	-	-	-	-	(2,400)
Proceeds from disposal of investment in Mobile Power	54,357	-	-	-	-
Return on employee benefits planned assets	-	-	-	-	(89,138)
Investment in subsidiaries	1,025	-	-	-	-
Acquisition of subsidiary	(392,596)	-	-	-	-
Investment in Ardogreen	(3,593,206)	-	-	-	-
Investment in long term loan receivables	-	-	-	-	-
Interest received	157,072	270,949	539,103	1,106,542	2,096,143
Cashflows from investing activities	(26,055,827)	4,985,143	12,651,233	747,610	978,188
Financing activities					
Principal repayment	(3,918,424)	(2,364,427)	(5,438,107)	(10,442,422)	-
Additional Borrowings – Bond	25,300,000	-	-	-	-
Other borrowing costs – Bond	(521,064)	-	-	-	-
Additional borrowings – Loans	26,712,517	2,289,627	-	-	-
Short term loans and borrowings	-	-	-	-	(8,220,500)
Long term loans and borrowings	-	-	-	-	(5,321,824)
Dividend paid	(249,665)	-	(1,500,785)	-	-
Restricted cash for bond repayment	(677,782)	(10,420)	-	-	-
Interest paid	(396,463)	(857,557)	(1,188,948)	(3,101,580)	(5,726,751)
Cash flows from financing activities	(46,249,665)	(942,777)	(8,127,840)	(13,544,002)	(19,269,075)
Net increase in cash and cash equivalents	13,588,529	(2,680,799)	10,206,470	(8,630,100)	(14,148,257)
Effect of foreign exchange rate on cash and cash equivalent	50,408	-	(19,707)	-	2,202
cash and cash equivalents as at 1 January	(813,312)	1,867,487	(8,319,276)	310,823	15,115,612
Cash and cash equivalents at the end of the period	12,825,625	(813,312)	1,867,487	8,319,277	969,557

9. APPENDIX II - STATUTORY AND GENERAL INFORMATION

9.1 RESPONSIBILITY STATEMENT

The information contained in this document in relation to Ardova has been provided by the Company. The Directors of Ardova have taken all reasonable care to ensure that the facts stated, and opinions expressed in this document with regard to the Company, are all fair and accurate and, having made all reasonable enquiries, confirm that to the best of their knowledge and belief (having made due and careful enquiry) as at the date of this Scheme Document, no material facts concerning the Company have been omitted from this Scheme Document. The Directors hereby accept responsibility for the information provided.

9.2 INCORPORATION AND SHARE CAPITAL HISTORY

Ardova was incorporated on 11 December 1964 as British Petroleum Nigeria Limited and converted to a public company in 1978. The Company's name was changed to African Petroleum Limited in 1979 and subsequently re-registered as African Petroleum Plc. The Company was acquired by a majority shareholder, Zenon Petroleum and Gas Limited, in 2007 and its name was changed to Forte Oil Plc in 2010. The Company disposed of its upstream services, power and a portion of its fuel segments in March 2019. The majority shareholder sold all its shares in the Company to Ignite Investments in June 2019 and the Company's name was changed to Ardova Plc in February 2020.

Ardova currently has an issued share capital of ₦655,314,633.50 comprising 1,310,629,267 ordinary shares of 50 kobo each. The regime for authorised share capital has been abolished by CAMA, hence the Company has no authorised share capital, the capital recognised by CAMA is issued share capital. The information below relates to the Company's issued share capital since inception:

Date	Issued & Fully Paid Capital (₦)		Consideration
	Increase	Cumulative	
1978	6,000,000	6,000,000	Cash
1979	1,500,000	7,500,000	Cash
1980	3,750,000	11,250,000	Bonus 1:2
1982	11,250,000	22,500,000	Bonus 1:1
1984	7,500,000	30,000,000	Bonus 1:3
1986	6,000,000	36,000,000	Bonus 1:5
1988	7,200,000	43,200,000	Bonus 2:3
1990	28,800,000	72,000,000	Rights Issue
1994	14,400,000	86,400,000	Bonus 1:4
1999	21,600,000	108,000,000	Rights Issue
2004	108,000,000	216,000,000	Rights Issue
2004	18,263,450.50	234,263,450.50	-
2005	46,852,690.50	281,116,141	Bonus 1:5
2006	113,277,778	394,393,919	Placement
2009	48,877,636	443,271,555	Rights Issue
2009	100,263,828	543,535,383	Public Offer
2014	2,560,145	546,095,528	Underwriting of 2008/2009 Hybrid Offer
2015	109,219,105	655,314,633	Bonus 1:5

9. APPENDIX II - STATUTORY AND GENERAL INFORMATION

9.3 BENEFICIAL OWNERSHIP

As at 23 November 2022, Ardova's issued share capital of 1,310,629,267 ordinary shares of 50 kobo each were beneficially held as follows:

Shareholder	Ordinary Shares held	Shareholding (%)
Ignite Investments & Commodities Limited	970,666,694	74.06
Other	339,962,573	25.94
Total	1,310,629,267	100.00

As at 23 November 2022, except as stated above, no other shareholder held more than 5% of the issued share capital of the Company.

9.4 DISCLOSURE OF DIRECTORS' INTERESTS

The interests of the Directors in the issued share capital of the Company as recorded in the Register of Directors' Interests or as notified by them as at 23 November 2022 are as follows:

Director	Direct holding	Indirect holding	Total shares	Shareholding (%)
Mr AbdulWasiu Sowami	-	970,666,694	970,666,694	74.06
Mr Olumide Adeosun	-	-	-	-
Mr Moshood Olajide	-	-	-	-
Mr Mohammed Aminu Umar	-	-	-	-
Mr Olusola Adeeyo	-	-	-	-
Mrs Aniola Durosinmi-Etti	-	-	-	-

The effect of the Scheme will be the same for all shareholders, including Directors who are shareholders of the Company.

9.5 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES

As of the date of this Scheme document, the Company had five subsidiaries with ownership as follows:

Subsidiaries	Shareholding (%)
Axles and Cartage Limited	100
AP LPG Limited	100
AP Renewables Limited	100
Bags and Kegs Limited*	100
ArdoGreen Energy Limited	53

* Bags and Kegs Limited is the acquisition vehicle used by the Company to acquire Enyo Retail and Supply Limited

9.6 EXTRACTS FROM THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF ARDOVA

A. Memorandum of Association

The objects for which the Company is established are: -

(A) To purchase, or otherwise acquire, and to import, manufacture, store, export, trade and deal in any kind of oil, whether mineral, animal, or vegetable, also to purchase, take or lease or license, or otherwise acquire, any petroleum or oil-bearing lands, or any interest in any such lands, or any rights of or connected with the getting or winning of any petroleum or other oil, and to sink wells,

9. APPENDIX II - STATUTORY AND GENERAL INFORMATION

to make borings and otherwise to search for and get petroleum and other mineral oils and products thereof.

(B) To carry on all and any of the businesses of dealers in and refiners of petroleum and other mineral oils, natural gas, asphalt, and ozokerite, or other similar substances and products thereof, and other fuels, mine owners, merchants, carriers, wharfingers, manufacturers, ship owners, ship-builders, barge owners, lightermen, factors and brokers in all or any of their respective branches, and to treat or turn to account in any other manner any natural gas, petroleum or other oil, asphalt, or any products thereof, or any other fuel.

(Y) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

B. Articles of Association

TRANSFER OF SHARES

24. The Directors may decline to register the transfer of a share not being fully paid up for and they may also decline to register the transfer of a share on which the Company has a lien.

PROCEEDINGS AT GENERAL MEETING

53. Save as herein otherwise provided, three members present in person or by proxy shall be a quorum; and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, the representatives of a corporation appointed under Section 231 of the ACT shall count towards such quorum.

54. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the resolution of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

60. In case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hand takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

65. No members shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company has been paid.

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

67. On a poll, votes may be given either PERSONALLY or by proxy.

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

74. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

9. APPENDIX II - STATUTORY AND GENERAL INFORMATION

9.7 MATERIAL CONTRACTS

1. Financial Advisory Services Agreement between Stanbic IBTC Capital Limited and Ardova which sets out the terms and conditions under which Stanbic IBTC Capital Limited has agreed to act as Financial Adviser to Ardova in respect of the Scheme.

Other than as stated above and the indebtedness section below, Ardova has not entered into any material contract except in the ordinary course of business.

9.8 CLAIMS AND LITIGATION

Ardova Plc (the “Company”) is involved in Twenty-Eight (28) litigation matters as of December 28, 2022. In the context of the contemplated Transaction, the Solicitors to the Transaction set a materiality threshold of ₦75,000,000 (Seventy-Five Million Naira) (the “Materiality Threshold”) with regard to the monetary reliefs claimed in the cases against the Company; and reviewed all matters determined as high risk based on their subject matter.

Of the twenty-eight (28) cases, nine (9) cases were identified, which are either within and above the Materiality Threshold or deemed as high risk based on their subject matter.

The Solicitors to the Transaction are of the opinion that the contingent liability, that may arise from the cases in respect of which case files were provided for its review and the case summary, where same are diligently defended, would not have a material adverse effect on the proposed Transaction.

9.9 INDEBTEDNESS

As at the date of the Scheme document, Ardova had no outstanding debentures, mortgages, loans, charges or similar indebtedness or material contingent liabilities or other similar indebtedness, other than those incurred in the ordinary course of business.”

9.10 CONSENTS

The following have given and have not withdrawn their written consents to the issue of this Scheme Document in the form and context in which they appear herein:

Directors of the Company	Mr AbdulWasiu Sowami Mr Olumide Adeosun Mr Moshood Olajide Mr Mohammed Aminu Umar Mr Olusola Adeeyo Mrs Aniola Durosinmi-Etti	Chairman Chief Executive Officer Chief Financial Officer Non-Executive Director Non-Executive Director Non-Executive Director
Company Secretary	Mr Oladeinde Nelson-Cole	
Financial Adviser	Stanbic IBTC Capital Limited	
Solicitors	Banwo & Ighodalo	
Fairness Opinion Adviser	PricewaterhouseCoopers	
Stockbroker	Stanbic IBTC Stockbrokers Limited	
Registrar	Veritas Registrars Limited	
Scrutineer	Deloitte & Touche	

9. APPENDIX II - STATUTORY AND GENERAL INFORMATION

9.11 GENERAL INFORMATION

1. Except as otherwise disclosed, there is no agreement, arrangement or understanding between Ardova or any person acting in concert with Ardova and the Core Shareholder in relation to the Scheme.
2. Except as otherwise disclosed in this Scheme Document:
 - a. No share or loan capital of Ardova is under option nor agreed conditionally or unconditionally to be put under option;
 - b. No share or loan capital of Ardova within two years prior to the date of this document has been issued or agreed to be issued by the Company; and
 - c. No commissions, discounts, brokerages or other special terms have been granted by Ardova to any person in connection with the issue or sale of any such capital.
3. Save as disclosed herein, the Directors of Ardova have not been informed of any holding representing 5% or more of the issued share capital of Ardova.
4. Except as disclosed herein, there are no founders', management or deferred shares or any options outstanding in Ardova.
5. There are no material service agreements between Ardova or any of its Directors and employees other than in the ordinary course of business.
6. There are no contracts which are or may be material, entered into by Ardova with other parties other than in the ordinary course of business.

9.12 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the offices of Stanbic IBTC Capital at I.B.T.C. Place, Walter Carrington Crescent, Victoria Island, Lagos during normal business hours on any Business Day, until the Effective Date.

- (i) The Certificate of Incorporation of Ardova;
- (ii) The Memorandum and Articles of Association of Ardova;
- (iii) The order of the Court convening the meeting of the holders of the ordinary shares of the Company;
- (iv) The audited financial statements of Ardova for each of the preceding five years from 31 December 2017 to 31 December 2021;
- (v) Schedule of Claims & Litigation referred to on page 32 of Appendix II; and
- (vi) The notarised consent letters referred to on page 32 of Appendix II.

10. APPENDIX III - FURTHER INFORMATION REGARDING IGNITE INVESTMENTS

10.1 RESPONSIBILITY STATEMENT

The information contained in this document in relation to Ignite Investments has been supplied by the company. The Directors of Ignite Investments have taken all reasonable care to ensure that the facts stated, and opinions expressed in this document with regard to the company, are all fair and accurate and, having made all reasonable enquiries, confirm that to the best of their knowledge and belief as at the date of this Scheme Document, no material facts concerning the company have been omitted from this Scheme Document. The Board of Directors hereby accept responsibility for the information provided.

10.2 INCORPORATION AND SHARE CAPITAL HISTORY

Ignite Investments was incorporated on 06 December 2018. Ignite Investments currently has an authorised and paid up share capital of ₦1,000,000 divided into 1,000,000 ordinary shares of ₦1.00 each.

10.3 BENEFICIAL OWNERSHIP

As at date of this Scheme document, Ignite Investments' issued share capital was beneficially held as follows:

Shareholder	Ordinary Shares held	Shareholding (%)
Sowami AbdulwasIU Olatunde	900,000	90
Sowami Ganiyat	100,000	10

10.4 DISCLOSURE OF DIRECTORS' INTERESTS

Director	Direct holding	Indirect holding	Total shares	Shareholding (%)
Sowami AbdulwasIU Olatunde	-	-	900,000	90
Sowami Ganiyat	-	-	100,000	10

10.5 SUBSIDIARIES AND ASSOCIATED COMPANIES

Ignite Investments has no subsidiaries and 3 (three) associated companies as at 31 December 2021. Details are as follows:

Associated Companies
Prudent Energy Limited
Prime Fuels Limited
Prudent Effsow Commodities Limited

11. APPENDIX IV - NOTICE OF COURT-ORDERED MEETING

**IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE LAGOS JUDICIAL DIVISION
HOLDEN AT IKOYI LAGOS**

SUIT NO: FHC/L/CS/698/2023

**IN THE MATTER OF THE COMPANIES AND ALLIED MATTERS ACT, NO. 3 OF 2020 (AS
AMENDED)**

AND

IN THE MATTER OF AN APPLICATION UNDER SECTION 715 THEREOF

IN RE: ARDOVA PLC (RC 4119) AND HOLDERS OF ITS FULLY PAID ORDINARY SHARES

MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF ARDOVA PLC

NOTICE IS HEREBY GIVEN that by an order of the Federal High Court (hereinafter referred to as the "Court") dated 20 April 2023 made in the above matter, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of Ardova Plc ("Ardova" or the "Company") (the "Meeting") be convened for the purpose of considering and if thought fit, approving (with or without modification) a Scheme of Arrangement between Ardova and the holders of its fully paid ordinary shares of 50 kobo each (the "Scheme").

A copy of the said Scheme and a copy of the Explanatory Statement that each shareholder of the Company is required to be furnished with pursuant to Section 716 of the Companies and Allied Matters Act, No. 3 of 2020 (as amended) ("CAMA") can be found on pages 20 to 24 and pages 10 to 16 respectively, of the Scheme Document.

The Meeting will be held on 31 May 2023 at 11:00am at Lagos Oriental Hotel, Victoria Island at which place and time all the aforesaid shareholders are requested to attend.

At the Meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as a Special Resolution of the Company:

"THAT:

1. *The Scheme of Arrangement as contained in the Scheme Document dated 20 April 2023, with or subject to such modification, addition or condition agreed at the Meeting and/or approved or imposed by the Securities and Exchange Commission ("SEC") and/or the Court, a print of which has been submitted at the Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved;*
2. *Subject to the sanction of the Court and delivery of the sanction for registration at the Corporate Affairs Commission:*
 - (a) *as consideration for the transfer of the Scheme Shares (as defined in the Scheme Document), each Scheme Shareholder (as defined in the Scheme Document) shall receive ₦17.38 per Scheme Share held by such Scheme Shareholder;*
 - (b) *as a result of the Scheme, the legal and beneficial ownership of the Scheme Shares be transferred to Ignite Investments & Commodities Limited;*
3. *The Board of Directors of the Company be and are hereby authorised to consent to any modifications of the Scheme of Arrangement that the SEC and/or the Court may deem fit to impose and approve;*
4. *The Board of Directors of the Company be and are hereby authorised to take all actions deemed necessary to give effect to the aforementioned resolutions of the Company or as may become necessary to put the Scheme of Arrangement into effect; and*

11. APPENDIX IV - NOTICE OF COURT-ORDERED MEETING

5. *That the Solicitors of the Company be directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such incidental, consequential and supplemental orders as are necessary or required to give full effect to the Scheme.*

In compliance with the Rulebook of Nigerian Exchange Limited, Ignite Investments & Commodities Limited, as majority shareholder to whom the Scheme Shares would be transferred, will not exercise its right to vote at the Court-Ordered Meeting.

By the said Order, the Court has appointed Mrs Aniola Durosinmi-Etti or failing her, Mr Olumide Adeosun, or failing them both, any other Director of the Company present at the Court-Ordered Meeting and appointed in their stead by the Directors of the Company present at the Meeting, to act as Chairman of the said Meeting and has directed the Chairman to report the results thereof to the Court.

Voting at the Meeting will be by poll. Shareholders may vote in person, or they may elect any of the Board-nominated proxies, Mr Olumide Adeosun and Mr Moshood Olajide, or any other person, whether a shareholder or not, to act as proxy and to attend and vote in their stead.

The proxies will vote on their own behalf where such a proxy is a shareholder as well as on behalf of the shareholders who selected them as proxies. Where a shareholder executes a proxy form, without selecting a proxy or indicating how his or her shares should be voted, such proxy form will be deemed to be invalid.

In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority will be determined by the order in which their names stand in the Register of Members of Ardova.

For a proxy form to be valid same must be duly stamped at the Stamp Duties office. It is requested that duly executed (together with any power of attorney or other authority under which it is signed, or a notarised copy of such power of attorney or other authority) be lodged at the office of Veritas Registrars Limited as shown on the Proxy Form, not less than 24 hours before the time appointed for the Meeting. Ardova has made for the stamping of the duly completed and signed proxy forms submitted to the Registrar within the stipulated time. Shareholders are therefore encouraged to submit the Proxy Form well ahead of the Meeting in any event, no later than 24 hours before the time of the Meeting.

In addition to the questions that Qualifying Shareholders (as defined in the Scheme Document) can ask at the Court-Ordered Meeting, the Qualifying Shareholders may submit questions on the Scheme to the Company prior to the date of the Court-Ordered Meeting. All such questions must be submitted to the Company Secretary not less than 24 hours before the time appointed for the Court-Ordered Meeting. Qualifying Shareholders sending in their questions will be required to provide the following details along with their questions: full name as provided during the purchase of the share(s), phone number and email address (if available).

REGISTER OF MEMBERS UPDATE

Entitlement to attend and vote at the Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the contents of the Register of Members of the Company on 10 May 2023, after which the Register of Members will be closed for the purposes of the Meeting. The Register of Members of the Company will be closed on 10 May 2023 for the purpose of determining attendance at the Meeting.

Shareholders whose names appear in the Register of Members on 10 May 2023 will be entitled to attend and vote at the Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the contents of the Register of Members.

A member entitled to attend the Court-Ordered Meeting who does not receive a copy of the Scheme Document within 14 days of the date of this notice can obtain copies of same from the registrars of Ardova, Veritas Registrars Limited, Plot 89A Ajose Adeogun Street, Victoria Island, Lagos. Copies of the Scheme Document will also be available for download on the Company's website at www.ardovapl.com.

11. APPENDIX IV - NOTICE OF COURT-ORDERED MEETING

DATED 20 APRIL 2023

MR OLADEINDE NELSON-COLE

Arдова Plc
1 AP/Conoil Road
Ijora
Lagos

Company Secretary

BANWO & IGHODALO

48 Awolowo Road
Ikoyi
Lagos

Solicitors to Arдова Plc

PROXY FORM



PROXY FORM FOR THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN ARDOVA PLC AND HOLDERS OF ITS ORDINARY SHARES OF 50 KOBO EACH

I/We,

Shareholder's Name:.....
Address:
Account Number:
No of shares held:

being the registered holder(s) of the ordinary shares of

Arдова Plc,

hereby appoint*

or failing him/her

as my/our proxy to vote on my/our behalf at the Court-ordered Meeting of the holders of the ordinary shares of the Company to be held by 11:00am on 31 May 2023 or at any adjournment thereof.

Signed this..... day of 2023

Shareholder's Signature

NOTES:

- Members (shareholders) are allowed by law to vote by proxy and this proxy form has been prepared to enable you to exercise your right to vote in case you cannot personally attend the meeting.
- Provision has been made on this form for you to insert in the blank spaces, the names of the persons, one of whom will attend the Meeting and vote on your behalf.
- Voting at the Court-Ordered Meeting will be by poll which means that each shareholder has one vote for each of the shares he/she/it holds in Arдова Plc.
- Please sign and post the Proxy Form so as to reach the registrar not less than 24 hours before the time appointed for the Court-Ordered Meeting and ensure that the Proxy Form is dated and signed. If executed by a corporate body, the Proxy Form should be sealed with the Common Seal.
- The Company has made arrangements, at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Registrars within the stipulated time.
- The details in the Scheme of Arrangement provide information on the material features of the proposed Scheme and the general effect thereof upon the rights of shareholders of Arдова whilst also providing information essential to a shareholder's appraisal of the action to be taken with regards to the Scheme.

SPECIAL RESOLUTION

At the Court-Ordered Meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as a Special Resolution of the Company:

"THAT:

- The Scheme of Arrangement as contained in the Scheme Document dated 20 April 2023, with or subject to such modification, addition or condition agreed at the Meeting and/or approved or imposed by the Securities and Exchange Commission ("SEC") and/or the Court, a print of which has been submitted at the Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved;*
- Subject to the sanction of the Court and delivery of the sanction for registration at the Corporate Affairs Commission:*
 - as consideration for the transfer of the Scheme Shares (as defined in the Scheme Document), each Scheme Shareholder (as defined in the Scheme Document) shall receive ₦17.38 per Scheme Share held by such Scheme Shareholder;*
 - as a result of the Scheme, the legal and beneficial ownership of the Scheme Shares be transferred to Ignite Investments & Commodities Limited;*
- the Board of Directors of the Company be and are hereby authorised to consent to any modifications of the Scheme of Arrangement that the SEC and/or the Court may deem fit to impose and approve;*
- the Board of Directors of the Company be and are hereby authorised to take all actions deemed necessary to give effect to the aforementioned resolutions of the Company or as may become necessary to put the Scheme of Arrangement into effect; and*
- That the Solicitors of the Company be directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such incidental, consequential and supplemental orders as are necessary or required to give full effect to the Scheme.*

FOR		AGAINST	
<small>Please indicate how you wish your vote to be cast on the sub-joined resolution set out above by placing an "x" in the appropriate box. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.</small>			

IF YOU ARE UNABLE TO ATTEND, PLEASE:

- Write the name of your proxy (if any) where marked*
- Ensure that the form is signed by you
- Return the Proxy Form to reach the address shown overleaf not less than 24 hours before the time for holding the Court-Ordered Meeting.

Before posting the above form, please tear off this section and retain it to facilitate your admission to the meeting. Please admit the shareholder named on this admission form or his/her duly appointed proxy to the Court-Ordered Meeting to be held as follows:

DATE: 31 May 2023
TIME: 11:00am
VENUE: Lagos Oriental Hotel, Victoria Island

Shareholder's Name.....
Address.....
No of shares held.....
Signature.....
PROXY **SHAREHOLDER**

**Please affix
postage
stamp**

Veritas Registrars Limited
Plot 89A Ajose Adeogun Street
Victoria Island
Lagos