

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this document or what action you should take, you should immediately seek independent professional advice from your stockbroker, solicitor, accountant or qualified independent financial adviser duly registered under the Investments and Securities Act 2007. You are advised to consult with your tax advisor in the tax implications of tendering your shares in the Offer. This document has been seen and approved by the members of the Board of Directors of Preline Limited ("Preline" or the "Company"), and they jointly and individually accept full responsibility for the accuracy of all information given and confirm that, after having made enquiries which are reasonable in the circumstances and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement therein misleading.

If you have sold or otherwise transferred all of your shares in Eterna Plc ("Eterna"), please forward this document (without the personalized Acceptance Form) immediately to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. **However, this document should not be forwarded to or distributed in any jurisdiction where such transfer would constitute a violation of the relevant laws in such jurisdiction. If you have sold or otherwise transferred only part of your shares in Eterna, you should retain this document.**

MANDATORY TENDER OFFER

Pursuant to Part XII, Section 131 of the Investments and Securities Act of 2007

BY



PRELINE LIMITED

RC NO: 1752458

TO

ALL THE OTHER HOLDERS OF THE ORDINARY SHARES OF



ETERNA PLC

RC NO: 124136

FOR 1,300,000 ORDINARY SHARES OF 50 KOBO EACH OF ETERNA PLC

FINANCIAL ADVISER TO PRELINE



Cordros Capital Limited is acting as Financial Adviser to Preline Limited in connection with the Tender offer. Cordros Capital Limited will not be responsible to anyone else for providing advice in relation to the Tender Offer.

THE SECURITIES AND EXCHANGE COMMISSION HAS GRANTED AN AUTHORITY TO PROCEED WITH THE TENDER OFFER AND HAS REGISTERED THIS TENDER OFFER DOCUMENT.

The procedure for acceptance of the Offer is set out on pages 10 to 14 of this Offer Document and the accompanying Acceptance Form. **To accept the Offer, the Acceptance Form should be completed and returned to Cordros Registrars Limited ("Cordros Registrars") as soon as possible, so as to be received by Cordros Registrars Limited by the Offer closure time, which is 5.00pm on 05 09, 2022, unless otherwise extended.** Only shares tendered in accordance with the terms of this Document and the accompanying Acceptance Form prior to that time will be considered to have been validly accepted for the purpose of the Offer. **Acceptance to the Offer may be delivered by post/mail, courier or by hand (during normal business hours). The method of delivery is at your selection and risk. If you are delivering your Acceptance Form and title documents by post from within and outside Nigeria, please consider the time it takes to send documents nationally and internationally.**

You should read this entire document and the accompanying Acceptance Form carefully before deciding whether to tender your shares in the Offer.

This Tender Offer Document is dated 4th August, 2022

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1. DEFINITIONS

Acceptance Form	means the form of acceptance dispatched along with this Offer Document
Acceptance Period	means the period between 15 08, 2022 and 05 09, 2022 during which the Offer is open for acceptance.
Consideration	means a cash payment of ₦13.50 (Thirteen Naira and fifteen Kobo) , net of any applicable tax, per every ordinary share purchased by Preline during the Acceptance Period
Board	means the Board of Directors
Business Day	means any day other than a Saturday, Sunday or Federal Government of Nigeria declared public holiday on which banks are open for business in Nigeria
CAC	means Corporate Affairs Commission
CAMA	means Companies and Allied Matters Act CAP, C20 Laws of the Federation of Nigeria 2020
Closing Date	means 05 09, 2022 or such later date as Preline may specify which shall be the last date for shareholders of Eterna to tender Offer Shares pursuant to this Offer
Closing Time	means 5:00pm Nigerian time on 05 09, 2022 or such later time and date as Preline may specify, which shall be the last time for Qualifying Shareholders to deposit Offer Shares pursuant to the Tender Offer.
CSCS	means the Central Securities Clearing Systems
Eterna	Eterna Plc, registered in Nigeria with registration number 124136
Financial Adviser to Preline	Cordros Capital Limited, registered in Nigeria with registration number RC: 600461
ISA	means the Investments and Securities Act, 2007
Nigerian Time	means the local time in Nigeria i.e., Greenwich Mean Time plus 1 hour
NGX Exchange	means the Nigerian Exchange Limited
Tender Offer	means the offer made by Preline, pursuant to Section 131 of ISA as well as Rules 445 – 448 of the SEC Rules and Regulations, to the Qualifying Shareholders to tender their Offer Shares as set out on pages 10 to 14.
Offer Document	means this document which provides important information about the Offer
Offer Shares	means the 1,300,000 Ordinary Shares of 50 kobo each in Eterna held by the Qualifying Shareholders representing 0.10% of the equity share capital of Eterna
Opening Date	Means 8.00am Nigerian time on 15 08, 2022
Overseas Shareholder	means a shareholder who is resident in, or a citizen of, a jurisdiction outside Nigeria

1. DEFINITIONS

Preline or the Company	Preline limited registered in Nigeria with registration number RC: 1752458
Qualification Date	means 5:00 pm Nigerian time on June 30, 2022, being the date by which all shareholders, excluding Preline Ltd, appear on the register of members of Eterna
Qualifying Shareholders	means the shareholders of Eterna, excluding Preline Limited whose names appear in the register of members of Eterna on the Qualification Date
Registrars of Eterna	means Cordros Registrars Limited
Restricted Jurisdiction	means jurisdictions other than the Federal Republic of Nigeria, where this Offer is not registered and the circulation of this Offer Document or any part thereof may be restricted by the securities regulations
SEC	means the Securities and Exchange Commission
Withdrawal Period	means the first ten (10) day period of the Acceptance

2. PROVISIONAL TIMETABLE

The dates below, which reflect principal events, are subject to change without notice:

Event	Date
Offer Opens Time: 8:00 a.m.	15 08, 2022
Withdrawal Period Ends: 5:00 p.m.	26 08, 2022
Offer Closure Time: 5:00 p.m.	05 09, 2022
Collation of Acceptances ends	12 09, 2022
Registrars will forward the final list of Acceptance to CSCS for processing	14 09, 2022
Preline transfer funds to Registrars to settle acceptances	18 09, 2022
Detachment of tendered shares to Preline's CSCS account	19 09, 2022
CSCS confirmation of transaction entries	22 09, 2022
Transfer of consideration from Preline to Registrars subject to approval from SEC	26 09, 2022
Settlement of accepting shareholders via electronic bank transfer to designated accounts in respect of the Take-Over Offer	28 09, 2022
File Post-Offer report with SEC	05 10, 2022
Publish Post-Offer results in 2 national newspapers	05 10, 2022

Important Notice: The dates given are indicative only, and are subject to possible changes.

3. DIRECTORS AND PARTIES TO THE TENDER OFFER

PRELINE LIMITED

REGISTERED OFFICE:	Plot 8, Block 116, Akiogun Street, By Bosun Adekoya Road Lekki, Lagos
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DIRECTORS OF PRELINE LIMITED

DIRECTORS
OGBECHIE GODREY IFEANYI
OGBECHIE GABRIEL IFEANYI
OGBECHIE CHUKWUDIEBELE

DIRECTORS AND PARTIES TO THE TENDER OFFER

PARTIES	
FINANCIAL ADVISER	Cordros Capital Limited 70 Norman Williams Street Ikoyi, Lagos
STOCKBROKER	Cordros Securities Limited 70 Norman Williams Street Ikoyi, Lagos
REGISTRARS	Cordros Registrars Limited No. 21, Norman Williams Street Ikoyi, Lagos Nigeria

4. SUMMARY OF THE TENDER OFFER

The following summarizes the information contained in this Tender Offer. This summary information does not contain all the information that might be important to shareholders of Eterna Plc and therefore, should be read in conjunction with the more detailed information contained elsewhere in this Tender Offer.

The Offer:	Tender offer to acquire up to 1,300,000 ordinary shares in Eterna (representing up to 0.10% of the issued and paid-up capital of Eterna) not currently held by Preline
Offeror:	Preline Limited
Address of the Offeror:	Plot 8, Block 116, Akiogun Street, By Bosun Adekoya Road Lekki, Lagos
Offeree:	Qualifying Shareholders of Eterna PLC
Subject of the Offer:	Acquisition of 0.10% of the issued and fully paid-up ordinary shares in Eterna not currently held by Preline
Consideration:	Qualifying Shareholders, who accept the Offer, will receive cash payments of ₦13.50 (Thirteen Naira Fifty Kobo) , net of any applicable tax, per every ordinary share purchased by Preline during the Acceptance Period
Offeror's existing shareholding in Eterna:	805,213,517 ordinary shares of 50 kobo each, representing 61.74% of the total issued and paid-up capital of Eterna.
Maximum number of shares in the Offeree company proposed to be acquired:	1,300,000 ordinary shares of 50 kobo each in Eterna
Particulars of the shares proposed to be acquired:	Issued and fully paid ordinary shares in Eterna
Purpose of the Offer:	To enable Preline comply with Section 131 of the ISA and Rules 445 – 448 of the SEC Rules and Regulations 2007, following its acquisition of a 61.74% majority equity stake in Eterna
Acceptance:	Eterna shareholders may only accept this offer by completing and executing the Acceptance Form (on pages 16 to 17 of this Tender Offer) and delivering the same to the Registrar, Cordros Registrars, within the Acceptance Period.

4. SUMMARY OF THE TENDER OFFER

Acceptance Period:	8:00 a.m. on 15 08, 2022 to 5.00 p.m. on 05 09, 2022 subject to a possible extension of the Acceptance Period.
Acceptance Conditions:	The Offer is conditional upon the following: (i) there shall have been ordinary shares validly tendered under the Offer and not withdrawn as at the Closing Date; (ii) confirmation that the representations and warranties by Qualifying Shareholders set out in the Acceptance Form are true and accurate in all respects; (iii) the Offer Shares tendered are not subject to any charge, lien or other encumbrances and (iv) there is absence of pending or threatened material litigation, investigations or other matters in respect of the ordinary shares tendered.
Settlement:	If all of the conditions of the Offer have been satisfied, the Offeror will take up and pay for the 1,300,000 ordinary shares validly tendered (and not withdrawn) as soon as practicable, but in any event not later than five (5) Business Days after the Closing Date. In the event that there is an Oversubscription and acceptances are scaled back in accordance with the requirements for Oversubscription, Qualifying Shareholders should note that this may have timing implications and the settlement period may be subject to change or adjustment by the SEC.
Rights of Withdrawal:	Shares tendered under the Offer may be withdrawn by the Qualifying Shareholders, in whole or in part, within the first ten (10) days of the Acceptance Period by writing notice of withdrawal to Cordros Registrars before the end of the Withdrawal Period which is 5:00pm on 26 08, 2022
Costs/Expenses:	The Acceptance of the Offer and receipt of the Offer Price shall be free of costs and expenses for Qualifying Shareholders tendering their Offer Shares. However, Qualifying Shareholders are cautioned to consult with their own stockbrokers or other intermediaries to determine whether any fees or commissions are payable to their brokers or other intermediaries in connection with the sale of their Ordinary Shares pursuant to the Offer.
Oversubscription	If the Tender Offer is over-subscribed i.e., the total number of Ordinary Shares comprised of acceptance exceeds 1,300,000; Preline will acquire the shares tendered pro-rata, taking cognizance of the number of shares tendered by the Qualifying Shareholders as at the Offer Closing Date and Time. In the event that pro-rata acceptance results in fractional shares, such shares would be rounded down to the nearest whole number.

5. TENDER OFFER BY PRELINE LIMITED TO ALL THE OTHER HOLDERS OF THE ORDINARY SHARES OF ETERNA



Plot 8, Block 116, Akiogun Street, By Bosun Adekoya Road Lekki, Lagos

01 08, 2022

To Qualifying Shareholders of Eterna PLC

Dear Sir/ Madam

TENDER OFFER BY PRELINE LIMITED FOR 1,300,000 FULLY PAID ORDINARY SHARES OF 50 KOBO EACH IN ETERNA PLC

On October 29, 2021, Preline Limited acquired 794,969,774 ordinary shares in Eterna PLC representing a 60.98% equity stake. Preline Limited and Eterna Plc executed a Share Sale and Purchase Agreement detailing the terms and conditions of the acquisition. The acquisition was concluded following receipt of the required regulatory approvals from the FCCPC; SEC and the NGX. In accordance with Section 131(1)(a) of the ISA, Preline Limited is required to make a Tender Offer to all the other shareholders of Eterna Plc. Consequently, on December 10, 2021, the Board of Preline granted approval for a Tender Offer to be made to all Qualifying Shareholders, for the acquisition of the Offer Shares.

The Tender Offer, the terms of which are laid out below, has been registered by SEC.

5.1 Subject of the Tender Offer

Preline Limited, a company duly incorporated under the laws of the Federal Republic of Nigeria with RC No. 1752458 and having its registered address at **Plot 8, Block 116, Akiogun Street, By Bosun Adekoya Road Lekki, Lagos** (herein after referred to as “Preline”, “the Offeror” or “the Company”) hereby offers to all Eterna shareholders to purchase and acquire, on the terms and conditions set forth in this Offer, the ordinary shares held by them in Eterna. This Tender Offer was approved by the Board of Preline on December 10, 2021.

Preline currently holds 805,213,517 ordinary shares in Eterna, representing 61.74% of the equity shareholding of Eterna. This Tender Offer for 1,300,000 ordinary shares of 50 kobo each in Eterna (herein after referred to as “Offer Shares”), therefore represents an offer for 0.10% of the shares in Eterna not presently held by Preline. The Offer Shares represents the maximum number of shares that Preline will acquire pursuant to the Offer.

5.2 Consideration

In consideration for the sale and transfer of the Offer Shares, Shareholders accepting the Mandatory Tender Offer on or before the Closing Date will receive a cash consideration of ₦13.50 (Thirteen Naira and Fifty Kobo) per every ordinary share acquired by Preline, net of any applicable tax.

The Offer Shares will be acquired pursuant to the Tender Offer free from all liens, equitable charges, encumbrances, rights of pre-emption and other third party rights of any nature whatsoever and together with all the rights now or hereafter attaching thereto, including, without limitation, voting rights and the right to receive and retain all dividends, distributions (if any) declared and any adjustment shares issued as a consequence of any corporate action made or paid after the date of this document.

TENDER OFFER BY PRELINE TO ALL THE OTHER HOLDERS OF THE ORDINARY SHARES OF ETERNA

The Company hereby offers to acquire, upon the terms and subject to the conditions described herein, the Offer Shares with the Consideration (free of all commissions). **Qualifying Shareholders will be required to pay any brokerage or any transfer fees or charges due in relation to their acceptance of the Tender Offer, as described herein.**

5.3 Provisions for fractional shares

Any resulting fractional shares will be rounded down to the nearest whole share and Preline will bear the cost for providing the additional share to applicable Qualifying Shareholders.

5.4 Beginning and End of the Acceptance Period

The period for acceptance of the Offer ("Acceptance Period") will begin at 8:00am on 15 08 2022 and end at 5:00pm on 05 09 2022 ("Closing Time").

5.5 Eligibility

This document is being sent to all the shareholders of Eterna, excluding Preline, whose names appear in the register of members of Eterna on June 30, 2022 ("Qualification Date") ("Qualifying Shareholders"). Qualifying Shareholders who prior to their receipt of this document have sold or otherwise transferred some or all of their shares in Eterna are requested to forward this document to the transferee, or to the agent through whom the shares were sold, for transmission to the transferee.

5.6 Dividends and Distributions

Subject to the terms and conditions of the Tender Offer, by accepting the Tender Offer and tendering Offer Shares in accordance with the procedures described herein, a Qualifying Shareholder agrees to sell, assign and transfer to Preline all rights, benefits, title and interest in and to all the Offer Shares tendered pursuant to the Tender Offer, including any and all dividends and distributions which may be declared on or in respect of the tendered Offer Shares after the Closing Time. For the avoidance of doubt, Preline shall not be entitled to receive dividends or distributions declared, if any, in respect of any tendered Offer Shares for the financial year ended December 31, 2021.

5.7 Acceptance/Action to be Taken

Qualifying Shareholders who wish to accept the Tender Offer are required to execute the Acceptance Form on pages 16 to 17 of this document. The Offer can be accepted, by tendering, and not withdrawing, the following documents with the Registrar, Cordros Registrars at No. 21 Norman Williams Street, Ikoyi, Lagos, which documents must arrive at the address not later than the Closing Time:

the Acceptance Form set out on pages 16 to 17 of this document, properly completed and duly executed as required by the instructions set out there-on;

1. Qualifying Shareholders with corporate accounts will be required to present a copy of the board resolution authorizing and specifying the number of shares to be tendered; and a signature mandate card if not already with the Registrars.
2. Qualifying Shareholders should ensure that their Acceptance Forms are properly executed and reach the Registrar at the relevant address not later than the Closing Time. The Tender Offer will be deemed to have been validly accepted on confirmation from the Registrar that the Acceptance Form has been duly completed and executed and that Eterna's Register of Members as at the

TENDER OFFER BY PRELINE TO ALL THE OTHER HOLDERS OF THE ORDINARY SHARES OF ETERNA

Qualification Date, confirms that the shares indicated on the Acceptance Form are held by the Qualifying Shareholder.

5.8 Validity of Acceptance and Offers

Preline shall not be under any duty to give notification of any defect or irregularity in any acceptance or the procedures for acceptance of the Tender Offer, nor will it incur any liability for failure to give such notification.

5.9 Rights of Withdrawal

Qualifying Shareholders may withdraw some or all the Offer Shares they tendered pursuant to the Tender Offer at any time until 26 08 2022 which is the Withdrawal Period i.e., 10 days after the Opening Date of the Tender Offer. Offer Shares would be deemed to have been tendered pursuant to the Tender Offer, if duly completed at Closing Time.

5.10 Settlement

Preline will transfer the Consideration to Cordros Registrars by 18 09 2022 and Cordros Registrars will effect full settlement of the Consideration due to Qualifying Shareholders who have validly tendered Offer Shares pursuant to the Tender Offer by 28 09 2022 by direct electronic transfer to the bank accounts of the respective Qualifying Shareholders.

In the event that the Offer is over-subscribed and acceptances are scaled back, Qualifying Shareholders should note that this may have timing implications and the settlement period may be subject to change or adjustment by the SEC.

5.11 Taxation

The taxation consequences of the Tender Offer will depend on the jurisdiction in which the Qualifying Shareholders are resident for tax purposes. Under current Nigerian tax legislation, participation in the Tender Offer should not give rise to any chargeable capital gains tax or stamp duty. However, this statement is not intended to be, and should not be construed to be, legal or tax advice to any particular shareholder.

Qualifying Shareholders who are in doubt about their taxation position, or who are subject to taxation in a jurisdiction outside Nigeria, are strongly advised to consult their own professional advisers without delay as to the consequences of the Tender Offer in view of their own circumstances.

5.12 Plans for Employees and Directors

The Take-Over Offer is not expected to result in any changes to the terms and conditions of employment of the employees of Eterna. Where any employee does not wish to continue in the employment of Eterna following the completion of the Tender Offer, such employee will be entitled to obtain the full terminal benefits due under his/her existing contract of service.

5.13 Agreement between Preline Limited and the Directors of Eterna PLC

Preline has not entered into any agreement whatsoever with any of the directors of Eterna, in connection with, pertaining to or dependent upon the Tender Offer.

5.14 Variation of Payment

Preline is not presently contemplating the variation or revision of its directors' emoluments, as a result of this tender offer.

5.1 Deceased Shareholders

If any Qualifying Shareholder is deceased, the personal representatives/administrators of the estate/executors of the deceased's estate may accept the Tender Offer by returning Acceptance Form duly signed and completed.

The Acceptance Form should be submitted along with copies of the death certificate and a valid letter of administration and any other document that the Registrars may require on or before the Offer Closure Time.

5.2 Additional Information

Eterna will remain a corporate legal entity following the Tender Offer.

5.3 Foreign Jurisdictions

The Tender Offer is being made in Nigeria in accordance with Part XII of the ISA. Non- resident Qualifying Shareholders are advised that the legality of making the Tender Offer to person's resident outside Nigeria may be affected by the laws of the jurisdiction in which they reside. Non-resident Qualifying Shareholders are therefore required to inform themselves about any applicable legal requirements they are obliged to observe in their countries of residence, as the Tender Offer is not being made either directly or indirectly to any Shareholder who is resident in a jurisdiction where it is illegal for the Tender Offer to be made or accepted or in which the Tender Offer would in any manner breach the requirements of such jurisdiction.

Yours faithfully,

GABRIEL OGBECHIE
Managing Director,
Preline Limited

STATUTORY AND GENERAL INFORMATION

6.1 Overview of Preline Limited

Preline Limited was incorporated in Nigeria in February 2021 under the Companies and Allied Matters Act as a Private Limited Liability company to acquire, hold, manage and own properties, companies across different sectors such as Real Estate, Agriculture, Oil & Gas, etc.

As at February 4, 2021, Preline Limited had an issued share capital of N10,000,000, comprising 10,000,000 Ordinary Shares of N1 each.

6.2 Preline's Ownership Structure

As at December 31, 2021 the 10,000,000 ordinary shares of ₦1.00 each in the issued share capital of Preline were beneficially held as follows:

Shareholder	Number of Shares Held	% Shareholding
OGBECHIE GODREY IFEANYI	500,000	5%
OGBECHIE DAVID UCHECHUKWU	500,000	5%
OGBECHIE GABRIEL IFEANYI	8,000,000	80%
OGBECHIE CHUKWUDIEBELE	500,000	5%
OGBECHIE YVONNE OGECHUKWU	500,000	5%
Total	10,000,000	100.00%

6.3. Preline's Directors' Interest

As at December 31, 2021 the interests of the Directors of Preline Limited were as follows:

Shareholder	Number of Shares Held	% Shareholding
OGBECHIE GODREY IFEANYI	500,000	5%
OGBECHIE GABRIEL IFEANYI	8,000,000	80%
OGBECHIE CHUKWUDIEBELE	500,000	5%

6.4 Relationship with the Company and its Advisers

We hereby state that there is no shareholding relationship between Preline Limited and any of its advisers.

6.5 Shareholding Structure of Eterna

a. Pre-Tender Offer

As at the Opening date, the 1,304,144,647 ordinary shares of 50 kobo each in the issued share capital of Eterna were held as follows:

Shareholder	Shareholding	Percentage Holding
Preline Limited	805,213,517	61.74%
Others	498,931,130	38.26%

b. Post Tender Offer

If all the 1,300,000 shares representing 0.10% equity stake held by the other shareholders of Eterna are validly accepted pursuant to the Tender Offer, the 1,304,144,647 ordinary shares in the issued share capital of Eterna are expected to be held as follows.

Shareholder	Number of shares to be acquired	Percentage Holding of shares to be acquired
Preline Limited	806,513,517	61.84%
Others	497,631,130	38.16%

6.6 Documents Available for Inspection

Copies of the following documents may be inspected at the offices of Cordros Capital Limited, 70 Norman Williams Street, Ikoyi, Lagos, during normal business hours on any Business Day, while the Offer remains open for acceptance:

1. Certificate of Incorporation of Preline;
2. Memorandum and Articles of Association of Preline;
3. CAC documents on Particulars of Directors and shareholders
4. The consent letters of the Directors and Company Secretary of Preline;
5. The consent letters of the Parties to the Tender Offer;
6. The Board Resolution of Preline authorizing the Tender Offer; and
7. The Shareholders' Resolution of Preline approving the Tender Offer.

7. ACCEPTANCE FORM

**TO BE COMPLETED BY ALL SHAREHOLDERS OF ETERNA WHO ACCEPT THE TENDER
OFFER TO SELL SOME OR ALL OF THEIR ETERNA SHARES
Offer Opens 15 Aug 2022 and Closes 05 Sep 2022**

FROM: STICKER TO BE PRE-AFFIXED BY Registrars SHOWING: SHAREHOLDER'S NAME ACCOUNT NUMBER NUMBER OF SHARES HELD	TO: THE REGISTRAR, ETERNA PLC, CORDROS REGISTRARS LIMITED, NO. 21 NORMAN WILLIAMS STREET, IKOYI, LAGOS
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Dear Sir/ma,

**TENDER OFFER FOR UP TO 1,300,000 ORDINARY SHARES OF 50 KOBO EACH (REPRESENTING A
0.10% EQUITY INTEREST) TO MINORITY SHAREHOLDERS OF ETERNA PLC BY PRELINE LIMITED**

- I/We confirm that I/we have read and understand the terms and conditions of the Tender Offer. I/we confirm my/our acceptance of the Tender Offer and wish to deposit some/all the Offer Shares held by me/us in accordance with the terms of the Tender Offer. I/We hereby represent and warrant to Preline that I/we am/are the sole owner(s) of the Offer Shares which I/we seek to tender pursuant to the Tender Offer, and that these Offer Shares are free from any mortgage, pledge, equitable interest, claim or any other security interest and I/we have full power and authority to deposit these Offer Shares in acceptance of the Tender Offer.
- Accordingly, **For Eterna shares held in CSCS:** I/we deposit the Eterna shares held by me/us in the following CSCS account(s):

	Account Number	CHN Number	# of Eterna shares	Name and Authorized Signatures of Stockbroker with
1				
2				
3				
4				
5				
Total number of Eterna shares tendered				

**For shareholders holding Eterna shares in more than 5 CSCS accounts, please provide additional details on a plain sheet of paper which should be attached to this form.*

- For corporate shareholders: I/We also attach a duly executed Board Resolution authorizing that the shares specified in Clause 2 above be tendered pursuant to the Tender Offer.
- I/We understand that the acceptance of the Offer Shares tendered will be subject to the verification of the signatures provided by me/us on this Acceptance Form.
- I/We understand that my/our deposit of the Offer Shares as specified in Clause 2 above is an indication of my/our decision to sell all of the Offer Shares as may be accepted in accordance with the terms of the Tender Offer at the Offer Consideration. The number of Eterna shares accepted pursuant to the Take-Over Offer may be equal to or smaller than the number of Eterna shares indicated above
- I/We also understand that, if the total number of Ordinary Shares comprised in acceptances or deemed acceptances from all Qualifying Shareholders exceeds 1,300,000, then acceptances shall be scaled back so that Preline shall only be obliged to purchase a pro-rated quantity of Ordinary Shares from each such Qualifying Shareholder, being a number equal to:

The total number of Ordinary Shares comprised in acceptances or deemed acceptances from that Qualifying Shareholder	x	<table style="margin: auto; border-collapse: collapse;"> <tr> <td style="text-align: center; border-bottom: 1px solid black;">1,300,000</td> </tr> <tr> <td style="text-align: center;">The total number of Ordinary Shares comprised in acceptances or deemed acceptances from all Qualifying Shareholders</td> </tr> </table>	1,300,000	The total number of Ordinary Shares comprised in acceptances or deemed acceptances from all Qualifying Shareholders
1,300,000				
The total number of Ordinary Shares comprised in acceptances or deemed acceptances from all Qualifying Shareholders				

7. Subject to Clause 6 above, I/we understand that by accepting the Take-Over Offer and tendering Offer Shares, and upon the Take-Over Offer becoming unconditional and the tendered Offer Shares being accepted by Preline, I/we sell, assign and transfer all the rights, benefits, title and interest in and to the Offer Shares tendered pursuant to the Take-Over Offer including any and all dividends and distributions which may be declared on or in respect of the tendered Offer Shares after the Offer Closure Time.
8. I/We hereby request that the Consideration payable to me/us for the Offer Shares tendered pursuant to the Tender Offer be settled by direct electronic transfer to my/our Bank account based on details stated in Clause 11 below.
9. In the event that the number of Ordinary Shares acquired pursuant to the Offer is smaller than the number of Ordinary Shares indicated above, I/We authorise the crediting of my/our CSCS account with any Ordinary Shares not acquired pursuant to the Offer.
10. I/We advise that I/we may be contacted using the details provided below:
 - a. By mobile telephone on
 - b. By Email at
11. *I/We authorise you to transfer the amount due to me/us to the NUBAN-compliant Bank account details stated below*

Bank Name:
Bank Account Number
BVN
Bank Sort Code
Stockbroker's member code
CSCS account number
Stockbroker's stamp

Shareholder's Name, Signature(s) & Date (column 2 only applicable to joint/corporate shareholders)

	1	2
Name:		
Signature & Date:		
Designation (for corporate shareholders):		



Number of shares tendered	Number of shares accepted	Value of shares accepted
		N