

PRESS RELEASE BY TITAN TRUST BANK LIMITED

The attention of the Board and Management of Titan Trust Bank Limited has been drawn to the widely circulating report of the special investigation into the activities of the Central Bank of Nigeria wherein among other things allegation of illegal acquisition of Union Bank of Nigeria Plc [Union Bank] by Titan Trust Bank Limited [or TTB, the Bank] has featured prominently. We are aware that our customers, shareholders, employees, and other stakeholders of the two banks will naturally be troubled by this allegation. Consequently, the Board and Management of Titan Trust Bank Limited wish to make the following clarifications to set the records straight.

1. On December 18, 2021 Titan Trust Bank Limited [on the buy side] signed a Share Sale and Purchase Agreement [SPA] with Atlas Mara Limited, Union Global Partners Limited, Emeka Emuwa, Standard Chartered Bank, Montane Partners West Africa Limited, TLG Africa Growth Impact Fund, and Sanlam Life Assurance Limited on the sale side [otherwise referred as the bulk shareholders]. The bulk shareholders together owned 93.41% of Union Bank's issued share capital. The SPA was a product of a long and tortious due diligence process which involved leading financial and technical advisers. Titan Trust Bank engaged reputable firms like PricewaterhouseCoopers Limited [or PWC] for the financial due diligence, Drey Law Practice [DLP] for the legal due diligence, Norton Rose Fulbright [NRF] UK as legal Advisers and Citibank London as financial/Transaction Advisers. The Bulk shareholders engaged a prominent UK Law firm of White & Case as their Legal advisers on the transaction.
2. The acquisition was conducted in the most professional, open, and transparent bidding process. The acquisition was funded by a combination of debt [\$300 million] and additional equity injection of about \$190 million which was contributed by TTB's two major shareholders – Magna International DMCC, and Luxis International DMCC. The Certificates of Capital Importation [CCI] for both the debt and the equity financing evidence the receipt of these funds into Nigeria by legal means have been made available where requested.
3. TTB sought and obtained all necessary regulatory approval from its primary regulator – the Central Bank of Nigeria [CBN], the Securities and Exchange Commission [SEC], the Nigerian Exchange Limited [NGX], the Federal Inland Revenue Service [FIRS] among others.
4. Following TTB's acquisition of 93.41% controlling interest in Union Bank on June 1, 2022 a change in control was effected with the dissolution of the former Board and the reconstitution of a new Board with new leadership.
5. TTB proceeded to conduct a Mandatory Takeover offer [MTO] which was legally triggered by the acquisition of 93.41% of Union Bank by TTB which brought the percentage float of Union Bank shares to less than 20%. The purpose of the MTO was to give the minority shareholders the opportunity to offer their own shares on the same terms as was offered to the bulk shareholders. The MTO was conducted after all due regulatory approvals were obtained.

6. The slow pace of TTB's acquisition and ultimate merger with Union Bank has been because of TTB's and the regulators' determination to ensure that the process remains fully compliant with extant laws, meets best global practices, and is conducted in open and transparent manner.
7. During the special investigation, the Board and Management of TTB and Union Bank have made all representations to the investigation team. There is no illegality or fraud in the acquisition as alleged. We insist that this acquisition can vie for one of the most professional and transparent in the history of this country.
8. On allegations relating to the ownership of Titan Trust Bank, the Board and Management provided to the special investigators with the share ownership structure in TTB including the holdings of Magna International DMCC and Luxis International DMCC owned by Mr. Raul Savara and Mr. Cornelis Vink. These individuals are prominent global entrepreneurs and have thriving businesses in Nigeria and several countries around the world. The shareholding structure is also verifiable at the Corporate Affairs Commission [CAC].

We, therefore, urge our customers, shareholders, and all stakeholders to remain calm as we are doing everything legal to ensure that the current misunderstanding is clarified.

ACTING MANAGING DIRECTOR