CAVEAT EMPTOR

BN NO: 3765017

NDARANI (SAN) & CO.

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Our Ref. SLC/ABJ/ud.2/SAN/70/2024 Your Ref. ..... Date: .....

19th January, 2024.

1. Shell Petroleum Development Company Nigeria Limited
2. Shell International Company Limited.
3. Shell International Exploration and Production Limited
4. The Honourable Attorney General of the Federation and Minister for Justice, Federal Ministry of Justice, Central Business District, FCT-Abuja.
5. Nigeria National Petroleum Company Limited, NNPC Tower, Herbert Macaulay Way, Central Business District, Abuja.
6. All prospective buyers
7. The General Public

CAVEAT AGAINST THE SALE OF SHELL PETROLEUM DEVELOPMENT COMPANY NIGERIA LIMITED AND ITS ONSHORE OIL BUSINESS IN NIGERIA IN THE FACE OF VALID AND SUBSISTING MAREVA INJUNCTION RESTRAINING SHELL FROM CARRYING OUT SUCH SALES.

We are Counsel to **Prince Afolabi Akinruntan & 1,215 others** (The Plaintiffs) suing for themselves and on behalf of the people of Ugbo-

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IN THE CHAMBERS: Mohammed Ndarani Mohammed (SAN), Paul Haris Ogbole (SAN), Jonathan Taidi Gunu (SAN), Prof. Lawal Ahmadu Esq., Prof. Agaba James Esq., Prof. Hakeem Abimbola Olaniyan Esq., Prof. Ali Ahmad Esq., Dr. Monday Onyenkachi Ubani Esq., Olusola Egbeyinka Esq., Chief Michael Bola Eleyinmi Esq., Chief Clement Ugo Chukwuemeka Es Seidu Alfa Esq., Musa Hussieni Esq., Yusuf Hussieni Esq., Raphael Ashwe Esq., Adaobi Nwokenochie Esq.

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Ilaje Community of Ondo State in Suit No: FHC/AK/CS/68/2023, between **PRINCE AFOLABI AKINRUNTAN & 1,215 ORS VS. SHELL PETROLEUM DEVELOPMENT COMPANY NIGERIA LIMITED & 4ORS,** pending before the Federal High Court of Nigeria, Akure Division. This **CAVEAT** is issued on the firm instructions of the Plaintiffs and the good people of Ugbo-Ilaje Community of Ondo State.

The attention of the Plaintiffs have been drawn to an online Publication on the Global official website of Shell dated the 16th day of January, 2024 in London captioned; " **SHELL AGREES TO SELL NIGERIAN ONSHORE SUBSIDIARY, SPDC."** (Shell agrees to sell Nigerian onshore subsidiary, SPDC | Shell Global) and on other notable online, print and electronic media. Information in this report indicates that Shell has reached an agreement to sell its Nigerian onshore subsidiary, The **Shell Petroleum Development Company of Nigeria Limited (SPDC),** to Renaissance, a consortium of five companies comprising four exploration and production companies based in Nigeria and an international energy group known as ND Western, Aradel Energy, First E&P, Waltersmith and Petrolin. The completion of the transaction is subject to approvals by the Federal Government of Nigeria upon satisfying other laid down conditions.

In pursuance of a pending case, **on the 28th day of September, 2023, His Lordship; Honourable Justice T.B. Adegoke granted order of MAREVA INJUNCTION in the pending suit, restraining the 1st, 2nd and 3rd Defendants/Respondents , i.e Shell Petroleum Development of Nigeria Limited, Shell International Company**

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Limited and Shell International Exploration and Production Ltd from selling, allocating, vandalizing and or disposing of any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the Territory of the Federal Republic of Nigeria pending the hearing and the determination of the substantive suit. It is therefore, contemptuous, strange and indeed shocking that having been served and made aware of the valid and subsisting order of court [quite apart from being represented in court], shell would readily but in complete disregard to the law and the institution of the Judiciary of the Federal Republic of Nigeria, sell, attempt to sell, advertise for sale or in any way or manner howsoever alienate, divest of their interest, assets or stake, wholly or partially in Nigeria. For purposes of emphasis, it is imperative to reproduce herein the said ORDERS of Court as follows:

1) *That the 1st, 2nd & 3rd Defendants/Respondents Shell Petroleum Development Company of Nigeria Limited, Shell International Company Limited, Shell International Exploration and Production Ltd in SUITE NO: FHC/AK/CS/68/2023 BETWEEN PRINCE AFOLABI AKINRUNTAN & 1,252 Vs THE SHELL PETROLEUM DEVELOPMENT COMPANY OF NIGERIA LIMITED & 4 ORS whether acting by themselves or through their Agents, Officers, Employees, Servants, Assigns, Privies, Representatives, Subsidiaries or otherwise howsoever called or described are restrained from selling, allocating, vandalizing and or disposing off any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the territory of the*

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Federal Republic of Nigeria pending the hearing and determination of this suit.

2) *That the 1st, 2nd & 3rd Defendants/Respondents Shell Petroleum Development Company of Nigeria Limited, Shell International Company Limited, Shell International Exploration and Production Ltd in SUIT NO: FHC/AK/CS/68/2023 BETWEEN PRINCE AFOLABI AKINRUNTAN & 1,215 ORS VS THE SHELL PETROLEUM DEVELOPMENT COMPANY OF NIGERIA LIMITED & 4 ORS whether acting by themselves or through their Agents, Officers, Employees, Servants, Assigns, Privies, Representative, Subsidiaries or otherwise howsoever called or described are restrained from selling, allocating, vandalizing and or disposing off any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the territory of the Federal Republic of Nigeria pending the hearing and determination of this suit.*

3) *That the ex-parte order will last pending the determination of this suit.*

4) *That this suit shall be given accelerated hearing.*

5) *That this Order shall be discharged if it is shown that the Court has been deceived in making same.*

It is important to emphasize that matters that are *sub-judice* or *lis pendes* are not to be acted upon in a manner whatsoever that will foist a situation of complete helplessness on the courts and render the court's decisions nugatory. The law on this is trite.

This *CAVEAT* is therefore, issued as a **Further Notice** to the named persons and parties above, buyers and/or prospective buyers as well as the General Public to act in good faith and in obeisance/obedience to the Nigerian court by desisting from any act or further act of affront to that important arm of government. It has become very critical that the afore named persons or any one acting

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on their behalf or taking instructions from them must going forward, desist from dissipating the *res* of litigation, as earlier stated. Justice must be allowed to run its full course as any steps taken in continued contravention of the valid and subsisting order of court will be legally and legitimately resisted.

The Federal Government of Nigeria and entire public are also by this notice notified to be at high alert of this hasty attempt to circumvent the rule of law and render nugatory the decision of the Nigerian Court in the pending litigation.

CAVEAT

Let no grant be sealed in the selling, allocating, vandalizing and or disposing of any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the Territory of the Federal Republic of Nigeria pursuant to the MAREVA INJUNCTION granted on the 28th day of September, 2023 by His Lordship, Honourable Justice T.B. Adegoke in Suit No. FHC/AK/CS/68/2023, between PRINCE AFOLABI AKINRUNTAN & 1,215 ORS. VS. SHELL PETROLEUM DEVELOPMENT COMPANY NIGERIA LIMITED & 4 ORS., pending the hearing and the determination of the substantive suit.

For: Ndarani, (SAN) & Co, Solace Law Chambers, Abuja

PAUL HARRIS OGBOLE, SAN, FICMC, MCIARB (UK)
AIKUNEGBE ANTHONY MALIK, SAN
MOHAMMED NDARANI MOHAMMED, SAN
RAPHAEL USHAHEMBA ASHWE, ESQ.
(COUNSEL TO THE PLAINTIFFS)

NIGERIAN BAR ASSOCIATION NBA NDARANI M. MOHAMMED, SAN

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IN THE FEDERAL HIGH COURT OF NIGERIA
IN THE AKURE JUDICIAL DIVISION
HOLDEN AT AKURE
ON THURSDAY THE 28TH DAY OF SEPTEMBER, 2023
BEFORE HIS LORDSHIP, HON JUSTICE T.B. ADEGOKE
JUDGE

CHARGE NO: FHC/AK/CS/68/2023

BETWEEN:

PRINCE AFOLABI AKINRUNTAN & 1,215 ORS ..... **PLAINTIFFS/APPLICANTS**

AND

1) **SHELL PETROLEUM DEVELOPMENT COMPANY NIGERIA LIMITED**
2) **SHELL INTERNATIONAL COMPANY LIMITED**
3) **SHELL INTERNATIONAL EXPLORATION AND PRODUCTION LIMITED**
4) **ATTORNEY GENERAL OF THE FEDERATION AND MINISTER OF JUSTICE**
5) **NIGERIA NATIONAL PETROLEUM CORPORATION (NNPC)**

} **DEFENDANTS/RESPONDENTS**

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RULING

This ruling relates to Motion Ex-parte filed on the **1/9/23** by the Plaintiffs/Applicants – **PRINCE AFOLABI AKINRUNTAN** and **1,215 Others** against the Defendants/Respondents - **SHELL PETROLEUM DEVELOPMENT COMPANY NIGERIA LTD, SHELL INTERNATIONAL COMPANY LIMITED,**

FEDERAL HIGH COURT JUDGE AKURE

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SHELL INTERNATIONAL EXPLORATION AND PRODUCTION LTD, ATTORNEY GENERAL OF THE FEDERATION AND MINISTER OF JUSTICE and NIGERIA NATIONAL PETROLEUM CORPORATION (NNPC).

The application is brought pursuant **to Order 26 Rules (1&3), Order 28, Rule 1 of the Federal High Court (Civil Procedure) Rules, 2019, Section 6(6) and Section 252 of the Constitution of the Federal Republic of Nigeria, 1999 (as amended)** and under the inherent jurisdiction of the Honourable Court.

The Applicants seek the following reliefs:

1. **AN ORDER OF MAREVA INJUNCTION restraining the 1st, 2nd & 3rd Defendants/Respondents Shell Petroleum Development Company of Nigeria Limited, Shell International Company Limited, Shell International Exploration and Production Ltd in SUITE NO: FHC/AK/CS/68/2023 BETWEEN PRINCE AFOLABI AKINRUNTAN & 1,252 vs THE SHELL PETROLEUM DEVELOPMENT COMPANY OF NIGERIA LIMITED & 4 ORS whether acting by**

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themselves or through their Agents, Officers, Employees, Servants, Assigns, Privies, Representatives, Subsidiaries or otherwise howsoever called or described from selling, allocating, vandalizing and or disposing off any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the territory of the Federal Republic of Nigeria pending the hearing and determination of this suit.

2. **AN ORDER OF THIS HONOURABLE COURT restraining the 1st, 2nd & 3rd Defendants/Respondents Shell Petroleum Development Company of Nigeria Limited, Shell International Company Limited, Shell International Exploration and Production Ltd in SUIT NO: FHC/AK/CS/68/2023 BETWEEN PRINCE AFOLABI AKINRUNTAN & 1,215 ORS vs THE SHELL PETROLEUM DEVELOPMENT COMPANY OF NIGERIA**

FEDERAL HIGH COURT JUDGE AKURE

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LIMITED & 4 ORS whether acting by themselves or through their Agents, Officers, Employees, Servants, Assigns, Privies, Representative, Subsidiaries or otherwise howsoever called or described from selling, allocating, vandalizing and or disposing off any of their assets/properties including official structures, oil wells, oil fields, installations, vehicles, equipment, investments, offshore or onshore or any of its properties howsoever described in any part of the territory of the Federal Republic of Nigeria pending the hearing and determination of this suit.

3. **AND FOR SUCH FURTHER OTHER ORDER(S) as this Honourable Court may deem fit to make in the circumstances.**

The grounds upon which the application is brought are that:

1) **The Plaintiffs/Applicants who are members of indigenous communities in the Ondo State Region of the Federal Republic of Nigeria have filed this suit against the 1st, 2nd, & 3rd Defendants and other Defendants**

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in this suit for the enforcement of their fundamental rights and the remediation of the environmental hazard and degradation caused by the oil spillage of the 1st and 2nd Defendants ruptured pipelines.

2) **The 1st, 2nd & 3rd Defendants/Respondents have assets and properties in Nigeria, including official structures, oil wells, oil fields, installations, vehicles, equipment, offshore and onshore investments.**
3) **The 1st, 2nd & 3rd Defendants/Respondents have expressly communicated intention to sale off their assets and quit business operations in Nigeria and have substantiated this intention by engaging in negotiations with other multinationals interested in buying their investments.**
4) **If the 1st, 2nd & 3rd Defendants/Respondents are not restrained from selling off their properties so as to quit business in Nigeria, the judgment of this Court will be rendered nugatory, academic and unenforceable if it is in favour of the Plaintiffs/Applicants.**

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5) **By the authority of A.I.C. LTD vs EDO STATE GOV & ANOR (2016) LPELR-40132(CA) and the recent authorities of HALADU vs ACCESS BANK (2021) LPELR-54553(CA) and SPDC-WEST MULTIPURPOSE CO-OPERATIVE SOCIETY vs UBA PLC (2017) LPELR-50091(CA) an application for the grant of a Mareva Injunction is apt in the circumstance.**
6) **By the authority of UBN PLC vs PAM (2016) 15 NWLR, PART 1533, PAGE 400 AT 403, this Court is empowered to exercise its discretionary power to grant reliefs sought by the Applicants.**

The application is supported by a **20 paragraphs** affidavit filed on the **1/9/23**, attached thereto **two (2) Exhibits** marked as **Exhibits** 1 and 2 and a written address filed on the same date.

The Court while delivering its ruling held that; I have read the ex-parte application of the Plaintiffs; the reliefs sought, the grounds for the reliefs, the attached affidavit and exhibits and the written address of Counsel.

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Let me begin by saying that, Courts have been enjoined to be wary in granting ex-parte application because of the absence of the opposing side in a matter who have not been given the opportunity to say his own side of the story. However because an ex-parte order is an interim order of a Court issued by a Court without notice to the other party in the suit, it may be issued in very special circumstances in order not make nugatory the essence of the suit. A critical look at **Exhibits 1** and **2** attached to this instant application seem to suggest the need for the urgency of this matter. The Plaintiffs are in Court to claim compensation, remediation and rehabilitation of their environment, farm land, fish ponds, engine boats machineries etc destroyed by oil spill, rain acid and pollution since **2011** to **2019** and which still continues by the activities of the Defendants. By careful perusal of **Exhibits 1** and **2**, the 1st to 3rd Defendants have perfected plans to

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