



FINANCIAL REPORTING COUNCIL OF NIGERIA
(Federal Ministry of Industry, Trade & Investment)

**FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE NIGERIAN
CODE OF CORPORATE GOVERNANCE 2018**

Section A: Introduction

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

Please read the instructions below carefully before completing this form:

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

Section B – General Information

S/No.	Items	Details
i.	Company Name	FCMB Group Plc
ii.	Date of Incorporation	November 20, 2012
iii.	RC Number	1079631
iv.	License Number	FHC/000003
v.	Company Physical Address	FIRST CITY PLAZA 44, Marina Lagos
vi.	Company Website Address	www.fcmbgroup.com
vii.	Financial Year End	31st December, 2020
viii.	Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company	Yes, the Company is the Holding Company FCMB Group Plc
ix.	Name and Address of Company Secretary	OLUFUNMILAYO ADEDIBU (MRS.) 17A, TINUBU STREET, LAGOS.
x.	Name and Address of External Auditor(s)	Messrs. Deloitte & Touché Civic Towers Plot GA 1 Ozumba Mbadiwe Avenue Victoria Island, Lagos Nigeria
xi.	Name and Address of Registrar(s)	Cardinal Stone Registrars 335/337 Herbert Macaulay Way Yaba Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Orighoye Rewane orighoye.rewane@fcmb.com +234 805 500 2424
xiii.	Name of the Governance Evaluation Consultant	DCSL Corporate Services Limited
xiv.	Name of the Board Evaluation Consultant	DCSL Corporate Services Limited

Section C - Details of Board of the Company and Attendance at Meetings

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1	Mr. Oladipupo Jadesimi	Chairman	Male	December 2017	Appointed Chairman March 2018
2	Mr. Ladipupo Balogun	Group Chief Executive	Male	March 2017	
3	Mr. Peter Obaseki	Chief Operating Officer	Male	July 2013	
4	Mr. Olufemi Badeji	Executive Director	Male	October 2019	
5	Mr. Olusegun Odubogun	Non-Executive Director	Male	July 2013	Retired with effect from July 2020
6	Mr. Olutola Mobolurin	Non-Executive Director	Male	July 2013	Retired with effect from July 2020
7	Prof. Oluwatoyin Ashiru	Non-Executive Director	Male	December 2013	
8	Alhaji Mustapha Damcida	Non-Executive Director	Male	July 2013	
9	Dr. (Engr) Gregory Omosigho Ero	Non-Executive Director	Male	December 2013	
10	Mrs. Olapeju Eniola Sofowora	Non-Executive Director	Female	December 2017	
11	Mrs. 'Tokunboh Ishmael	Non-Executive Director	Female	April 2020	

2. Attendance at Board and Committee Meetings:

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1	Mr. Oladipupo Jadesimi	5	5	NOT A MEMBER OF ANY COMMITTEE	NOT IN ATTENDANCE AT ANY COMMITTEE		NOT IN ATTENDANCE AT ANY COMMITTEE
2	Mr. Ladipupo Balogun	5	5	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	RISK AUDIT AND FINANCE COMMITTEE: 5 BOARD GOVERNANCE AND REMUNERATION COMMITTEE: 4	4
3	Mr. Peter Obaseki	5	5	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	4 RISK AUDIT AND FINANCE COMMITTEE: 5 BOARD GOVERNANCE AND REMUNERATION COMMITTEE: 4	4
4	Mr. Olufemi Badeji	5	5	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	NOT A MEMBER OF ANY COMMITTEE IN ATTENDANCE ONLY	4 RISK AUDIT AND FINANCE COMMITTEE: 5 BOARD GOVERNANCE AND REMUNERATION COMMITTEE: 4	4
5.	Mr. Olusegun Odubogun	5	5	BOARD RISK, AUDIT AND FINANCE COMMITTEE	CHAIRMAN (Retired with effect from July 2020)	5	3
6.	Mr. Olutola Mobolurin	5	5	BOARD GOVERNANCE & REMUNERATION COMMITTEE	CHAIRMAN (Retired with effect from July 2020)	4	3
7	Prof. Oluwatoyin Ashiru	5	5	BOARD GOVERNANCE & REMUNERATION COMMITTEE	CHAIRMAN (with effect from August 2020)	4	4
8	Alhaji Mustapha Damcida	5	5	BOARD GOVERNANCE & REMUNERATION COMMITTEE	MEMBER	4	3

9	Dr. (Engr) Gregory Omosigbo Ero	5	4	BOARD RISK, AUDIT AND FINANCE COMMITTEE	Member	5	4
10	Mrs. Olapeju Eniola Sofowora	5	5	BOARD RISK, AUDIT AND FINANCE COMMITTEE	Member	5	5
				BOARD GOVERNANCE & REMUNERATION COMMITTEE	Member	4	4
11	Mrs. Tokunboh Ishmael	5	5	BOARD RISK, AUDIT AND FINANCE COMMITTEE	Chairman	5	3
				BOARD GOVERNANCE & REMUNERATION COMMITTEE		4	3

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Mr. Ladi Balogun	Group Chief Executive	Male
2.	Mr. Peter Obaseki	Chief Operations Officer	Male
3.	Mr. Femi Badeji	Executive Director	Male
4.	Mrs. Funmi Adedibu	Company Secretary	Female
5.	Mr. Kayode Adewuyi	Chief Financial Officer	Male
6.	Mr. Babajide Odedele	Head Internal Audit	Male
7.	Mr. Adetayo Olatunde	Head Risk and Compliance (Chief Risk Officer)	Male
8.	Ms. Orighoye Rewane	Head Investor Relations	Female

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</p> <p><i>“A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company”</i></p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p>	<p>Yes It was last reviewed in October 2018</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>“The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity “</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>Please find attached the profile of the directors stating their qualifications and experience</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes. The set diversity targets have been largely achieved as seen in the recruitment of an additional female director to bridge the gap in gender diversity on the board. A close look at the members of the board also shows a variety of backgrounds with directors of different religions, tribes and experience resulting in a well-diversified board.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes. 1. Mr. Ladi Balogun i. FCMB Pensions Limited ii. Credit Direct Limited iii. FCMB Asset Management iv. FCMB Capital Markets Limited 2. Mr. Peter Obaseki i. FCMB Pensions Limited 3. Mr. Femi Badeji i. FCMB Capital Markets Limited</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No If yes, provide the names of the Committees.</p>	<p>No</p>
<p>Principle 3: Chairman</p> <p><i>“The Chairman is responsible for providing overall</i></p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.</p>	<p>No</p>

<p>leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</p>	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>	<p>The Chairman was not in attendance at any of the committee meetings</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>The Chairman is a Non-Executive Director</p>
	<p>iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?</p>	<p>The Chairman is not a former MD/CEO or ED of the company.</p>
	<p>v) When was he/she appointed as Chairman?</p>	<p>March 8, 2018</p>
	<p>vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document</p>	<p>The roles and responsibilities of the Chairman are clearly defined in the company's corporate governance manual.</p>

Principles	Reporting Questions	Explanation on application or deviation
<p>Principle 4: Managing Director/Chief Executive Officer</p> <p>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</p>	<p>i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?</p>	<p>Yes, the MD/CEO has a contract of employment which sets out his authority and relationship with the Board</p>
	<p>ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No</p>	<p>Yes, the MD/CEO declares any conflict of interest annually, thereafter and as they occur.</p>
	<p>iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?</p>	<p>The MD/CEO attends the Board Risk, Audit and Finance Committee and the Board Governance and Remuneration Committee</p>
	<p>iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)?</p>	<p>Yes, the MD/CEO serves as a Non-Executive Director in other companies. FCMB Asset Management Limited Credit Direct Limited FCMB Pensions Limited FCMB Capital Markets Limited</p>
	<p>v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No</p>	<p>Yes, the membership of the MD/CEO in these companies is in line with the Board approved policies.</p>
<p>Principle 5: Executive Directors</p> <p>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</p>	<p>i) Do the EDs have contracts of employment? Yes/no</p>	<p>Yes, the Executive Directors have contracts of employment</p>
	<p>ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No If no, in which document are the roles and responsibilities specified?</p>	<p>Yes, the contracts of employment set out the roles and responsibilities of the Executive Directors.</p>
	<p>iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No</p>	<p>Yes, the Executive Directors declare any conflict of interest annually, thereafter and as they occur</p>
	<p>iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list</p>	<p>Yes Mr. Peter Obaseki Non-Executive Director in FCMB Pensions Limited</p>
	<p>v) Are their memberships in these companies in line with Board-approved policy? Yes/No</p>	<p>Yes the membership is in line with Board approved policy</p>

Principle 6: Non-Executive Directors <i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes, the roles and responsibilities of the Non-Executive Directors are clearly stated in the company's corporate governance manual
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, the contracts of employment set out the roles and responsibilities of the Non-Executive Directors
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the Non-Executive Directors declare any conflict of interest annually, thereafter and as they occur
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	Yes, the Non-Executive Directors are provided with information relating to the management of the company and on all Board matters. The information is provided on demand and at least 2 weeks before the Board meetings.
	v) What is the process of ensuring completeness and adequacy of the information provided?	The completeness and adequacy of the information provided is verified from source. E.g. The documents on containing information provided by Management are verified from the Units they emanated from.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes, the Non-Executive Directors have unfettered access to the EDs, Company Secretary and the Internal Auditors.
Principle 7: Independent Non-Executive Directors	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes, the independent director meets the criteria prescribed under section 7.2 of the code.

Principles	Reporting Questions	Explanation on application or deviation
<i>Independent Non-Executive Directors bring a high degree of objectivity to the sustaining and confidence of the shareholder trust</i>	ii) Are there any exceptions?	No
	iii) What is the process of selecting INEDs?	<p>The process of selecting Independent Non-Executive Directors is as follows:</p> <ul style="list-style-type: none"> • A careful analysis of the existing Board's strengths and weaknesses, its skills, experience gaps and diversity considering the company's current business priorities and future plans; • Identification, short-listing and interviewing of candidates with the appropriate expertise and experience; • Conducting formal and informal background checks to ensure they are fit and proper persons to sit on the Board of the company; • Discussing formally with prospective candidates concerning the Board's expectations and the nominee's ability to make the necessary commitment; and • The appointment process shall be communicated to Board members and filed by the Company Secretary. • External consultants may be engaged as appropriate to obtain an independent view and input into the appointment process. • Once the nomination is approved by the Board, the company secretary shall notify the CBN in

		writing, seeking the CBN's approval to the appointment. <ul style="list-style-type: none"> • Upon approval by the CBN, the appointment and approval shall be communicated the new Director in writing. • Other required regulatory authorities shall be notified of the appointment in writing.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, the INEDs have letters of appointment specifying their duties, liabilities, and terms of engagement.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes, the INEDs declare any conflict of interest on appointment, annually thereafter and as they occur.
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes. The Board ascertains and confirms the independence of the INEDS at appoint and annual through the annual declaration process. The company has generic forms which INEDS are required to fill on appointment and annually thereafter. These forms contain questions on the shareholding of the INED and any information conflict of interest.
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	Yes, the INED is a shareholder of the Company. The INED is holding 228,000 units as at December 31, 2020
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No, the INED does not have any other relationship with the Company apart from directorship and/or shareholding.
	ix) What are the components of INEDs remuneration?	The INED's remuneration consists of emoluments paid quarterly, sitting allowance and any reimbursable expenses incurred in the process of carrying out duties to the Company.
<p>Principle 8: Company Secretary</p> <p><i>"The Company Secretary support the independence of the Board by assist Board and manage develop good corporate governance practice culture within the C</i></p>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is in-house
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a lawyer and a Member of the Nigerian Bar Association with over 22 years' experience in legal practice.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes, the Company Secretary is a member of Senior Management
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the MD/CEO
	v) What is the appointment and removal process of the Company Secretary?	The criteria for considering the appointment of the company secretary includes: <ul style="list-style-type: none"> • A careful due diligence exercise is carried out on the candidate. • The candidate must have the appropriate expertise and experience in addition to being fit and proper persons; • The candidate must have the ability to make the necessary commitment; and • The candidate must be approved by the board of directors

	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The MD/CEO
Principle 9: Access to Independent Advice <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented?	Yes This is documented in the corporate governance manual
	ii) Who bears the cost for the independent professional advice?	The company bears the cost for the independent professional advice.
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the</i>	i) What is the process for reviewing and approving minutes of Board meetings?	The process of reviewing and approving the minutes of Board Meetings is as follows: <ul style="list-style-type: none"> • The draft minutes are prepared and sent to the Chairman for Review. • The inputs and corrections noted are sent to Directors for review. • The minutes are finalized and presented to the Board for adoption. • Finalized minutes are executed
	ii) What are the timelines for sending the minutes to Directors?	2 weeks before the next Board meeting
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	The directors who do not meet the company policy for attending board meetings may find themselves ineligible for reelection

Principles	Reporting Questions	Explanation on application or deviation
<i>strategic objectives of the Company"</i>		
Principle 11: Board Committees <i>"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to wellstructured committees, without abdicating its responsibilities"</i>	i) Do the Board Committees have Board approved Charters which set out their responsibilities and terms of reference? Yes/No	Yes
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The process of reviewing and approving the minutes of Board Committee Meetings is as follows: <ul style="list-style-type: none"> • The draft minutes are prepared and sent to the Chairman of the Committee for review. • The inputs and corrections noted are sent to Members for review • The minutes are finalized and presented to the Board for adoption <ul style="list-style-type: none"> • Finalised minutes are executed
	iii) What are the timelines for sending the minutes to the directors?	A summary the minutes is sent out a few days after the meeting while full minutes are sent 2 weeks before the committee meeting.
	iv) Who acts as Secretary to board committees?	The Company secretary acts as secretary to the board committees and may appoint suitable persons to act as secretary at any of the meetings

v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a. The Board Governance and Remuneration Committee b. The Board Governance and Remuneration Committee c. The Board Risk, Audit and Finance Committee d. The Board Risk, Audit and Finance Committee
vi) What is the process of appointing the chair of each committee?	The Chairman of each Committee is appointed based on the balance of skill set, relevant qualification and years of experience serving on such committees and diversity of thoughts
Committee responsible for Nomination and Governance	
vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	1:2
viii) Is the chairman of the Committee a NED or INED ?	The Chairman of the Committee is a NED
ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes Every 3 years or subject to business exigency
x) How often are Board and Committee charters as well as other governance policies reviewed?	Every 3 years or subject to business exigency
xi) How does the committee report on its activities to the Board?	The report is presented to the board at the full board of directors meeting where it is considered and deliberated on.
Committee responsible for Remuneration	
xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	1:2
xiii) Is the chairman of the Committee a NED or INED ?	The Chairman is a NED
Committee responsible for Audit	
xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	The company has a Board Audit Committee separate from the Statutory Audit Committee.
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes, they are financially literate
xvi) What are their qualifications and experience?	The Members of the Board Risk and Audit Committee have experience which cut across finance and business management and capital market operations.
xvii) Name the financial expert(s) on the Committee responsible for Audit	Mrs. Olapeju Sofowora Mrs. 'Tokunboh Ishmael

Principles	Reporting Questions	Explanation on application or deviation
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	On a quarterly basis, the Committee reviews the Internal Auditor's report
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes the company has a Board approved internal control framework in place.

xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance of the internal control framework through the reports made by Head of the Internal Audit to the committee
xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes. The Committee has a meeting specifically dedicated to reviewing the report of the external auditors and the Management response to the report.
xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	Yes
xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	The Audit Committee met twice with the External Audit in 2020 FY. Aside the structured meetings with the Head, Internal Audit Function, there were also series of engagements between the Chairman of the Audit Committee and the Head, Internal Audit Function.
Committee responsible for Risk Management	
xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Risk Management Committee is a Non-Executive Director
xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes, there is. The Board approved Risk Management framework was approved on July 24, 2020.
xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee reviews the adequacy and effectiveness of the Risk Management controls in place on a quarterly basis. The last review was on November 30, 2020
xxvii) Does the Company have a Board approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes, the Company has a Board approved IT Data Governance framework. It is reviewed quarterly
xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Committee receives and reviews the compliance report on the IT Data Governance framework on a quarterly basis
xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	Yes, the CRO is a member of Senior Management and has the required experience for his role
xxx) How many meetings of the Committee did the CRO attend during the period under review?	The CRO attended all meetings in the period under review.
Principle 12: Appointment to the Board <i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No
	ii) What criteria are considered for their appointment? The criteria for considering the appointment of directors include: <ul style="list-style-type: none"> • A careful analysis of the existing Board's strengths and weaknesses, its skills, experience gaps and diversity considering the company's current business priorities and future plans; • The candidate must have the appropriate expertise and experience in addition to being fit and proper persons; • The candidate must have the ability to make the necessary commitment; and

		<ul style="list-style-type: none"> The candidate must be approved by the board and by the Central Bank of Nigeria.
iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?		<p>The process of ascertaining the prospective directors are fit and proper persons:</p> <ol style="list-style-type: none"> The Company conducts formal and informal background checks on the director including checks at the credit bureau. Various questions are asked during the interview process taking in the Board's existing strengths and weakness, future plans vis a vis the qualification background and experience of the potential candidate.
iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED		Yes

Principles	Reporting Questions	Explanation on application or deviation
	d) NED e) EDs	
	v) Please state the tenure	<p>The Chairman: 3 terms of 4 years The MD/CEO: 2 terms of 5 years The INED: 2 terms of 4 years The NED: 3 terms of 4 years The ED: 2 terms of 4 years</p>
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes.
<p>Principle 13: Induction and Continuing Education</p> <p><i>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</i></p>	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	<p>Yes</p> <p>There was no need for induction as the director moved from a subsidiary to the Holding Company</p>
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	<p>Yes. Directors are provided with relevant trainings to assist them in the effective discharge of their duties.</p> <p>In the course of the year the directors were enrolled for the following trainings:</p> <ol style="list-style-type: none"> Building Effective Directors Regulatory expectations from the Board of directors on AML/CFT compliances organized by the Central Bank of Nigeria <p>In addition, Executive Directors were also enrolled for the following courses:</p> <ul style="list-style-type: none"> Eocus on AML CFT for Nigeria FCMB QMS and BCM course 2020 Sustainability in Banking 2020 FCMB Information Security Course 2020 FCMB values and Code of conduct 2020
	iv) How do you assess the training needs of Directors?	Training needs are assessed based on the result of the assessment done under the annual board evaluation exercise and identified knowledge gaps within the board.
	v) Is there a Board-approved training plan? Yes/No	Yes
	vi) Has it been budgeted for? Yes/No	Yes

Principle 14: Board Evaluation <i>“Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company’s objectives”</i>	i) Is there a Board-approved policy for evaluating Board performance? Yes/No	Yes, as contained in the Corporate Governance manual of the Company.
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	Yes, a Board evaluation exercise was conducted
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	Board evaluation exercise carried out during the period under review was externally facilitated by DCSL Corporate Services Limited The last evaluation was conducted in February 28, 2020
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes, the Board Evaluation has been presented to the Board. December 2020
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	Yes
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes
Principle 15: Corporate Governance Evaluation <i>“Institutionalizing a system for evaluating the Company’s corporate governance practices ensures that its governance standards, practices and processes are adequate and effective”</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	Yes. This is incorporated as part of the board evaluation assessment. March 2020
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	Yes, as part of the Board Evaluation
	iii) If yes, please indicate the date of last presentation.	December 2020 as part of the Board Evaluation
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	Yes, as part of the Board Evaluation
Principle 16: Remuneration Governance	i) Is there a Board-approved Directors’ remuneration policy? Yes/No If yes, how often is it reviewed?	Yes The policy is reviewed every 3 years and when business exigencies so demand.

Principles	Reporting Questions	Explanation on application or deviation
<i>“The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term”</i>	ii) Provide details of directors’ fees, allowances and all other benefits paid to them during the period under review	Please see details in attached sheet (details of director’s emolument)
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes The remuneration was last approved in 2019
	iv) What portion of the NEDs remuneration is linked to company performance?	None of the NED’s remuneration is linked to the Company’s performance
	v) Is there a Board-approved remuneration policy for Executive and Senior management? Yes/No If yes, to what extent is remuneration linked to company performance?	Yes, there is a Board approved remuneration policy for Executive and Senior Management Remuneration is linked to company performance to the extent of performance of bonus payment

	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? Yes/No	No
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None of the listed officers receive sitting allowances or fees.
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	No
Principle 17: Risk Management	i) Has the Board defined the company's risk appetite and limit? Yes/No	Yes
<i>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</i>	ii) How often does the company conduct a risk assessment?	Monthly
	iii) How often does the board receive and review risk management reports?	Every Quarter
Principle 18: Internal Audit	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes, the Company has an internal Audit function.
<i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i>	ii) Does the company have a Board-approved internal audit charter? Yes/No	Yes, the Company has a Board approved internal audit charter.
	iii) Is the head of internal audit a member of senior management? Yes/No	Yes, the head Internal Audit is a member of senior management.
	iv) What is the qualification and experience of the head of internal audit?	The Head, Internal Audit is a fellow of the Institute of Chartered Accounts of Nigeria (ICAN) with almost 18 years post qualification experience and 23 years industry experience.
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes, the Company has a Board approved annual risk-based internal audit plan.
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the	Yes. The Head, Internal Audit reports to the Board of Directors on quarterly basis through the Board Risk, Audit & Finance Committee and Statutory Audit Committee.

Principles	Reporting Questions	Explanation on application or deviation
	adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	

	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	Yes, the last assessment was carried out in 2018
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Chairman of the Board Risk, Audit & Finance and Statutory Audit Committees have input in the performance evaluation of the Head Internal Audit
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes, the Company has a Board approved whistleblowing framework. The date of the last review was April 2020
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes, the Board ensures that the whistleblowing mechanism and process is reliable and easily accessible to all stakeholders and guarantees the anonymity of the whistle blower
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	Yes, the Audit Committee is presented with quarterly reports on cases, processes, and results of investigated cases.
Principle 20: External Audit <i>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Board of directors makes the recommendation for the appointment, re-appointment and removal of external auditors.
	ii) Who approves the appointment, reappointment, and removal of External Auditors?	The members at the Annual General Meeting approve the appointment, reappointment and removal of External Auditors
	iii) When was the first date of appointment of the External auditors?	The first date of appointment of the present External Auditors was July 2020
	iv) How often are the audit partners rotated?	Audit partners are rotated every 5 years
Principle 21: General Meetings <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Notice, annual reports and other relevant information are dispatched to shareholders at least twenty-one days prior to the Annual General Meeting.
	ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? Yes/No	Yes, the Chairman of all the board Committees were presented at the Annual General Meeting
Principle 22: Shareholder Engagement <i>"The establishment of a system of regular dialogue with shareholders balance</i>	i) Is there a Board-approved policy on shareholders' engagement? Yes/No If yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?	No The Company provides adequate information to shareholders and by ensuring its commitment to maintain high standards of corporate disclosure. Meetings of shareholders are convened and held regularly as required by statutory and regulatory regimes.

		The Annual General Meeting also allows for the interaction between Board, Management and Shareholders.
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Principles	Reporting Questions	Explanation on application or deviation
<i>their needs, interests and expectations with the objectives of the Company"</i>	ii) How does the Board engage with Institutional Investors and how often?	<p>The Board engages with institutional investors through the company's Investor Relations department which handles all communication interfaces with its investors and analysts.</p> <p>To effectively engage with institutional investors, there is an institutional investor/analyst conference and webcast conducted wherein all institutional investors, stakeholders and analysts are invited to discuss the company's consolidated results and answer questions from the institutional investors. This is done at least every quarter.</p> <p>The company also takes meetings with its analysts and institutional investors on an ad hoc basis.</p>
<p>Principle 23: Protection of Shareholder Rights</p> <p><i>"Equitable treatment of Yes shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</i></p>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No	Yes. There is an investors' relations portal hosted on the Company's website where information about the company's performance and the performance of its operating companies are disclosed to shareholders, stakeholders and the general public on a timely basis.
<p>Principle 24: Business Conduct and Ethics</p> <p><i>"The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence"</i></p>	<p>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? Yes/No</p> <p>If yes:</p> <p>a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No</p> <p>b) Is the COBE applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees 4. Third parties 	<p>Yes</p> <p>Yes</p> <p>Yes, the COBE is applicable to all</p>
	ii) When was the date of last review of the policy?	The policy was last reviewed in the year 2020
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No	Yes
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	Sanctions imposed for non-compliance with the COBE are in line with the company's sanction grid

<p>Principle 25: Ethical Culture</p> <p><i>"The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence"</i></p>	<p>i) Is there a Board- approved policy on insider trading? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?</p>	<p>Yes</p> <p>October 19, 2020 The Board monitors compliance with this policy by: i. By report from the Management on how well it has created awareness of this policy which policy document is hosted on FCMB website. The Policy makes it the primary fiduciary responsibility of persons who fall within the definition of insiders to get accustomed with the document and ensure compliance. ii. Ensuring that no insider is allowed to trade within the close periods</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify)</p>	<p>The Company is a non-operating holding company but there is an approved policy on intra-group transactions.</p> <p>a) The policy was reviewed and approved on July 22, 2019. Review is based on operational and regulatory exigencies. b) The Board monitors compliance with the policy through related party transaction reports generated by Management periodically and in line with regulatory requirements. c) Yes, the policy is applicable to the Board, Senior Management, other employees and third parties specifically all the companies within the group and affiliated to the company.</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>The Board ensures adequate disclosure of Related Party Transactions by responsible parties by ensuring that Management ensures that all parties are aware of the need for disclosure. Management is also mandated to monitor the transactions by persons classified as insider.</p>
<p>Principles</p>	<p>Reporting Questions</p>	<p>Explanation on application or deviation</p>
	<p>iv) Does the company have a Board- approved policy on conflict of interest? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Senior management 2. Other employees (Specify)</p>	<p>Yes, the company has a Board approved policy on conflict of interest.</p> <p>October 2019 The directors disclose any conflict of interest annually.</p> <p>Yes, the policy applies to senior management and other employees.</p>
<p>Principle 26: Sustainability</p>	<p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p>	<p>Yes</p> <p>The Policy was last reviewed in May 2018</p>

<p><i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i></p>	ii) How does the Board monitor compliance with the policy?	There is a staff assigned to monitor compliance with the policy and make reports to the Board.
	iii) How does the Board report compliance with the policy?	The Board reports compliance with the policy annually in the Annual reports and Accounts
	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	Yes December 2020
<p>Principle 27: Stakeholder Communication</p> <p><i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i></p>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	Yes, there is a Board approved policy on stakeholder management and communication.
	ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.	Yes, the Company has an up-to-date investor relation portal. http://www.fcmbgroup.com/investor-relations
<p>Principle 28: Disclosures</p> <p><i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i></p>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No	Yes, a summary of the corporate governance report is contained in the company's annual report
	ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	No, the company was not fined by any regulator during the reporting period

Section F – Certification

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

Chairman of the Board of Directors
Name: Mr. Oladipupo Jadesimi

Signature: 

Date: 29/3/2021

Chairman Governance and Remuneration Committee
Name: Professor Oluwatoyin Ashiru

Signature: 

Date: 29/3/2021

Group Chief Executive
Name: Mr. Ladi Balogun

Signature: 

Date: 29/3/2021

Company Secretary
Name: Mrs. Funmi Adedibu

Signature: 

Date: 29/3/2021