



**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 | WEMA BANK PLC. |
| ii. | Date of Incorporation | May 2, 1945 |
| iii. | RC Number | 545 |
| iv. | License Number | CBBN/000008 |
| v. | Company Physical Address | 54, MARINA |
| vi. | Company Website Address | www.wemabank.com |
| vii. | Financial Year End | December 31 |
| viii. | Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company | No |
| ix. | Name and Address of Company Secretary | Johnson Lebile 54, Marina, Lagos |
| x. | Name and Address of External Auditor(s) | Deloitte & Touche; Civic Towers, Plot GA 1, Ozumba Mbadiwe Avenue, Victoria Island, Lagos. |
| xi. | Name and Address of Registrar(s) | Greenwich Registrars & Data Solutions 274, Murtala Muhammed Way Lagos. |
| xii. | Investor Relations Contact Person (E-mail and Phone No.) | Glory Ayanwola Investor.relations@wemabank.com Telephone: +234 1 2779786 |
| xiii. | Name of the Governance Evaluation Consultant | KPMG, NIGERIA |
| xiv. | Name of the Board Evaluation Consultant | KPMG, NIGERIA |

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. Ademola Adebise | MD/CEO | Male | October 1, 2018 | - |
| 2. | Mr. Moruf Oseni | DMD | Male | October 1, 2018 | - |
| 3. | Mr. Wole Akinleye | Executive Director | Male | December 1, 2014 | - |
| 4. | Mrs. Folake Sanu | Executive Director | Female | January 1, 2015 | Mrs Sanu is retiring at her 60 th birthday on March 31, 2021. |
| 5. | Mr. Oluwole Ajimisinmi | Executive Director | Male | July 1, 2020 | - |
| 6. | Mr. Babatunde Kasali | Chairman, NED | Male | March 7, 2017 | - |
| 7. | Mr. Adebode Adefioye | Non-Executive Director | Male | May 21, 2009 | - |

| | | | | | |
|-----|--------------------------|------------------------|--------|-------------------|---|
| 8. | Mr. Abubakar Lawal | Non-Executive Director | Male | September 8, 2011 | - |
| 9. | Mr. Samuel Durojaye | Non-Executive Director | Male | May 2, 2012 | - |
| 10. | Mrs. Abolanle Matel-Okoh | Non-Executive Director | Female | January 23, 2015 | - |
| 11. | Mrs. Ibiye Ekong | Independent Director | Female | September 7, 2020 | - |
| 12. | Mrs. Omobosola Ojo | Independent Director | Female | August 16, 2013 | - |

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. Ademola Adebise | 4 | 4 | Risk Management Committee | Member | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| | | | | Finance & General-Purpose Committee | Member | 4 | 4 |
| 2. | Mr. Moruf Oseni | 4 | 4 | Finance & General-Purpose Committee | Member | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| | | | | | | | |
| 3. | Mr. Wole Akinleye | 4 | 4 | Risk Management Committee | Member | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| | | | | | | | |
| 4. | Mrs. Folake Sanu | 4 | 4 | Risk Management Committee | Member | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| | | | | | | | |
| 5. | Mr. Oluwole Ajimisinmi | 4 | 2 | None | - | - | - |
| | | | | | - | - | - |
| | | | | | - | - | - |
| 6. | Mr. Babatunde Kasali | 4 | 4 | None | - | - | - |
| | | | | | - | - | - |
| | | | | | - | - | - |

| 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 |
|-------|--------------------------|--|--|-------------------------------------|----------------------------------|---|---|
| 7. | Mr. Adebode Adefioye | 4 | 4 | Credit Committee | Chairman | 8 | 8 |
| | | | | Risk Management Committee | Member | 4 | 4 |
| | | | | Nomination & Governance Committee | Member | 5 | 5 |
| | | | | Statutory Audit Committee | Member | 4 | 4 |
| 8. | Mr. Abubakar Lawal | 4 | 4 | Finance & General-Purpose Committee | Chairman | 4 | 4 |
| | | | | Credit Committee | Chairman | 8 | 8 |
| | | | | Statutory Audit Committee | Member | 4 | 4 |
| 9. | Mr. Samuel Durojaye | 4 | 4 | Risk Management Committee | Chairman | 4 | 4 |
| | | | | Nomination & Governance Committee | Member | 5 | 5 |
| | | | | Statutory Audit Committee | Member | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| 10. | Mrs. Abolanle Matel-Okoh | 4 | 4 | Finance & General-Purpose Committee | Member | 4 | 4 |
| | | | | Risk Management Committee | Member | 4 | 4 |
| | | | | Nomination & Governance Committee | Member | 5 | 5 |
| | | | | Board Audit Committee | Member | 4 | 4 |
| 11. | Mrs. Ibiye Ekong | 4 | 1 | Credit Committee | Member | 8 | 1 |
| | | | | Finance & General-Purpose Committee | Member | 4 | 1 |

| 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 |
|-------|------------------------|--|--|-------------------------------------|----------------------------------|---|---|
| | | | | Nomination & Governance Committee | Member | 5 | 1 |
| | | | | Board Audit Committee | Member | 4 | 1 |
| 12. | Mrs. Omobosola Ojo | 4 | 4 | Nomination & Governance Committee | Chairman | 5 | 5 |
| | | | | Board Audit Committee | Chairman | 4 | 4 |
| | | | | Credit Committee | Member | 8 | 8 |
| | | | | Finance & General-Purpose Committee | Member | 4 | 4 |

Section D - Details of Senior Management of the Company

1. Senior Management:

| S/No. | Names | Position Held | Gender |
|-------|---------------------|--|--------|
| 1. | Olukayode Bakare | Treasurer | Male |
| 2. | Tunde Mabawonku | Chief Financial Officer | Male |
| 3. | Rotimi Badiru | Regional Manager – Lagos Mainland 1 | Male |
| 4. | Mohammed Kawu | Regional Manager – North Business | Male |
| 5. | Sylvanus Eneche | Chief Risk Officer | Male |
| 6. | Richard Amafonye | Chief Information Officer | Male |
| 7. | Dotun Ifebogun | Ag. Group Head, Retail Business | Male |
| 8. | Sunday Olaitan | Regional Manager – South West | Male |
| 9. | Ololade Ogungbenro | Chief Human Resources Officer | Female |
| 10. | Oluwatoyin Karieren | Chief Compliance Officer | Female |
| 11. | Adekunle Onifiri | Chief Audit Executive | Male |
| 12. | Emmanuel Edah | Head, Corporate Banking | Male |
| 13. | Adeoluwa Akomolafe | Chief Information Security Officer | Male |
| 14. | Uduak Afangide | Regional Manager- South South Business | Male |
| 15. | Oluwakemi Adeniji | Head, Customer Experience and Process Management | Female |
| 16. | Olalekan Somorin | Regional Manager – Apapa, Lagos Business | Male |
| 17. | Aramide Awosanya | Regional Manager – Lagos Mainland | Female |
| 18. | Tajudeen Bakare | Head of Operation | Male |

| | | | |
|-----|----------------|-------------------|------|
| 19. | Johnson Lebile | Company Secretary | Male |
|-----|----------------|-------------------|------|

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.</p> <p>The Board has an approved Charter which sets out the responsibilities of the Board and contains the corporate governance policies and practices.</p> <p>The Charter helps the Board in providing overall strategic leadership of the Company and guides in the Board oversight function.</p> <p>The Charter was last reviewed on October 27, 2020. The Board Charter is reviewed periodically based on circumstances and changes that may necessitate the review.</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>Directors are appointed to ensure appropriate balance of skills. The Directors have a minimum of first Degree or its equivalent with relevant experiences not less than 10 years in different field and profession. The profiles of the Directors are detailed in the Appendix A.</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 Company has a diversity Policy approved by the Board, which covers diversity in gender, skill, knowledge and experience, ethnic group, and religion.</p> <p>The Company has been able to achieve the diversity target to a large extent. The Board of Directors has 33% female directors, while the female employees make up over 47% of the workforce. The Board also has an appropriate balance of skills and is comprised of members from different part of the Country as can be seen in the Directors profiles.</p> |
| | <p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p> | <p>Yes.</p> <p>There are some members of the Board holding concurrent directorship in other companies but not in any of the Company competitors to avoid conflict of interest. Their concurrent directorship have been appropriately disclosed to the Board. The names of Directors with concurrent directorship are contained in the Appendix B.</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>The MD/CEO or any of the Executive Directors are not allowed by the Board Charter to be Chairman of any of the Board Committees.</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>The Board Charter prohibits the Chairman from being a member of the Board Committee.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|--|
| <p><i>leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i></p> | ii) At which Committee meeting(s) was the Chairman in attendance during the period under review ? | None. The Chairman was never in attendance at any of the Committees' meetings. |
| | iii) Is the Chairman an INED or a NED? | The Chairman is a NED. |
| | 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? | No. The Chairman was never an MD or ED of the Company. |
| | v) When was he/she appointed as Chairman? | The Chairman was appointed by the Board on March 7, 2017. |
| | vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document | Yes. The roles and responsibilities of the Chairman is clearly defined in the Company's Board Charter |
| <p>Principle 4: Managing Director/Chief Executive Officer</p> <p><i>"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"</i></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? | Yes. The authority of the MD/CEO and his relationship with the Board is outlined in his contract of employment and the Board Charter. |
| | ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes. The MD/CEO declared any conflict of Interest on appointment. This declaration is also done annually or as it occurs. |
| | iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review? | The MD/CEO attended the Risk Management Committee; Finance & General-Purpose Committee and Credit Committee meetings during the period under review. |
| | iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)? | Yes. The MD/CEO serves as an NED in Apexgate Nigeria Ltd; AICO Insurance, AICO Pensions and NIBSS. |
| | v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No | Yes. MD/CEO's membership of the above companies are in line with the Board approved policy. |
| <p>Principle 5: Executive Directors</p> <p><i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i></p> | i) Do the EDs have contracts of employment? Yes/no | Yes. Every executive director of the bank has an employment contract which sets out their roles and responsibilities, likewise the tenure of the contract. |
| | 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? | Yes. The EDs' contract of employment set out their roles and responsibilities as set out in the Board Charter. |
| | iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes. The executive directors declared conflict of interest on appointment. This declaration is also done annually and whenever conflict is likely to occur. |
| | iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list | Yes. The following executive directors serves as NED in the companies listed against their names: Moruf Oseni: MG Ineso Ltd; Continental Broadcasting Ltd. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | | Folake Sanu: Saro Agro Allied ; Horscegin Resources; Rolus Energy; Averti Professional; FITC. Wole Akinleye: Oil Pro Energy Ltd; Dowel Energy Ltd Oluwole Ajimisinmi: Folly-Yem Allied Services Ltd; Sammies Sensation Ltd. |
| | v) Are their memberships in these companies in line with Board-approved policy? Yes/No | Yes. Their membership of these companies are in line with the company's policy. |
| 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 NEDs' are outlined in their contracts and the Board Charter. |
| | ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No | Yes. All the NEDs have a letter of appointment which spells out their terms of engagement, duties and responsibilities. |
| | iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes. The NEDs declare conflict of interest at appointment and annually 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 NEDs are periodically provided with information relating to the management of the company and on all Board related matters. The information is provided during quarterly Board and Committee meetings as well as upon specific request. |
| | v) What is the process of ensuring completeness and adequacy of the information provided? | The information provided is verified independently by the Non-Executive Directors through engagement with auditors and independent consultants engaged by the Board. |
| | vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No | Yes. The NED's have unrestricted access to the executive directors and the internal Auditors. |
| Principle 7: Independent Non-Executive Directors <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i> | i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No | Yes. The INED met all the criteria prescribed in the National Code. |
| | ii) Are there any exceptions? | No. |
| | iii) What is the process of selecting INEDs? | INEDs are appointed in accordance with the CBN Guidelines. Qualified candidates are nominated based on the skill need of the Board and the nominees are interviewed by the Nomination and Governance Committee; the Committee selects preferred candidates and recommends them to the Board for approval. Upon Board approval, the Bank obtains CBN approval. |
| | iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No | Yes. The INEDs' roles and responsibilities are outlined in their contract of employment and the Board Charter. |
| | v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes. The INED were mandated to declare conflict of interest on appointment. This declaration is also done annually and as the need arises. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | 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 ascertain the independence of the INED through a review of their annual declaration of conflict of interest. This is done on an annual basis. All directors, including INEDs are required to complete a declaration form outlining all relevant interests and possible areas of conflict. |
| | vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding? | No. The INEDs are not shareholders of the Company. |
| | 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 do not have any relationship with the company aside from directorship. |
| | ix) What are the components of INEDs remuneration? | The component of INEDs remuneration are as follows: Annual Director's Fee. Sitting Allowances, and Reimbursable hotel and travel expenses. |
| Principle 8: Company Secretary "The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company" | i) Is the Company Secretary in-house or outsourced? | The Company Secretary is In-house and is also the Chief Legal Officer of the Company. |
| | ii) What is the qualification and experience of the Company Secretary? | The Company Secretary holds a master's in law and an Associate of ICSAN. (LL.B, LL.M, BL). He has over 15 years' experience in company secretarial function and corporate governance practices. |
| | iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management? | Yes. The Company Secretary was an Assistant General Manager Designate but has recently been promoted to an Assistant General Manager. |
| | iv) Who does the Company Secretary report to? | The Company Secretary was appointed by the Board in line with the requirement of the Companies and Allied Matters Act and he reports to the Board of Directors. |
| | v) What is the appointment and removal process of the Company Secretary? | The appointment and removal process of the Company Secretary is as provided in the Companies and Allied Matters Act. This is solely handled by the Board of Directors at the recommendation of the Board Nomination and Governance Committee. |
| | vi) Who undertakes and approves the performance appraisal of the Company Secretary? | The Company Secretary is appraised by the Board Chairman as well as the MD/CEO because of his dual function as Company Secretary and Legal Adviser. |
| Principle 9: Access to Independent Advice "Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise" | 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. The Board Charter and the Charters of the Committees allow directors access to independent professional advice in the discharge of their duties. |
| | ii) Who bears the cost for the independent professional advice? | The Board and Committees Charters provide that the Company shall bears the cost for independent professional advice sought by the Committees and the Board. |
| | iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details. | The directors did not seek any independent professional advice within the year under review. |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|--|---|
| <p>Principle 10: Meetings of the Board</p> <p><i>“Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company”</i></p> | i) What is the process for reviewing and approving minutes of Board meetings? | Minutes are sent to Board members by email for review and correction prior to the next meeting and corrections are collated and incorporated by the Company Secretary. The Minutes are thereafter adopted at the next Board meeting. |
| | ii) What are the timelines for sending the minutes to Directors? | Minutes are sent to Directors within a reasonable time after the meeting as provided by the Board and Committees charters. |
| | iii) What are the implications for Directors who do not meet the Company policy on meeting attendance? | Attendance at meetings is a criterion for re-appointment into the Board during the reappointment of directors who had retired by rotation. The implication for a director who did not meet the company policy on meeting attendance is that such director may be asked to resign or not be presented for reappointment when he or she retires by rotation. |
| <p>Principle 11: Board Committees</p> <p><i>“To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities.”</i></p> | i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? Yes/No | Yes. All the Board Committees have a Board approved Charters which set out their responsibilities and terms of reference. |
| | ii) What is the process for reviewing and approving minutes of Board Committee of meetings? | Minutes of Board Committees are sent to Committee members by email for review and correction prior to the next meeting and corrections are collated and incorporated by the Company Secretary. The Minutes are thereafter adopted at the next Committee's meeting. |
| | iii) What are the timelines for sending the minutes to the directors? | The minutes are sent to directors within a reasonable time in line with the provisions of the Committees' Charters. |
| | iv) Who acts as Secretary to board committees? | The Company Secretary acts as the Secretary to the Board and Committees' meetings. |
| | v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management | The Board Committees responsible are: a) Nomination and Governance Committee b) Nomination and Governance Committee c) Board Audit Committee d) Risk Management Committee |
| | vi) What is the process of appointing the chair of each committee ? | The Chairman of each Committee is appointed by the Chairman of the Board during the annual reconstitution of Board Committees. |
| | Committee responsible for Nomination and Governance | |
| | vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance? | The proportion of INEDs to NED on the Committee responsible for Nomination and Governance is 2 to 3. INED – 2 NED - 3 |
| | viii) Is the chairman of the Committee a NED or INED ? | The Chairman of the Nomination and Governance Committee is an INED. |
| | ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed? | Yes. The Company has a board approved succession plan policy which provides for the appointment of directors into the Board and various Management functions in the company. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | | The succession plan policy is reviewed periodically or as frequently as may be required to keep it in line with extant laws and good corporate governance practices. |
| | x) How often are Board and Committee charters as well as other governance policies reviewed? | They are reviewed as frequently as required to keep it in line with extant laws and good corporate governance practices. |
| | xi) How does the committee report on its activities to the Board? | The Committee reports on its activities to the Board at the quarterly Board meetings. |
| | Committee responsible for Remuneration | |
| | xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration? | The Committee responsible for Remuneration of directors is the Nomination and Governance Committee. The Committee is comprised of 2 INEDs and 3 NEDs |
| | xiii) Is the chairman of the Committee a NED or INED ? | The Chairman of the Committee is an INED. |
| | Committee responsible for Audit | |
| | xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No | Yes. The Company has a Board Audit Committee saddled with oversight function of audit and internal control processes in the company. The Board Audit Committee is separate from the Statutory Audit Committee. |
| | xv) Are members of the Committee responsible for Audit financially literate? Yes/No | Yes. Some members of the Board Audit Committee are financially literate. |
| | xvi) What are their qualifications and experience? | Members of the Committee are with minimum qualification of first degree or its equivalent in different fields. The profiles of the Board Audit Committee members are provided in the Appendix C. |
| | xvii) Name the financial expert(s) on the Committee responsible for Audit | The financial expert on the Board Audit Committee are: Mr. Samuel Durojaye Mrs. Ibiye Wakama-Ekong |
| | xviii) How often does the Committee responsible for Audit review the internal auditor's reports? | The Board Audit Committee review the internal auditor's report quarterly. |
| | xix) Does the Company have a Board approved internal control framework in place? Yes/No | Yes. The Company has an approved Internal Control Framework which provides for the internal control processes, compliance objectives and quality assurance within the Company and the responsibility of the internal control function. |
| | xx) How does the Board monitor compliance with the internal control framework? | The Board, through the Board Risk Committee and the Board Audit Committee receives quarterly reports from the Chief Compliance Officer. The report provides update on internal control and regulatory compliance. |
| | xxi) Does the Committee responsible for Audit review the External Auditors management | Yes. Management Letters are usually presented to the Statutory Audit Committee and the Board Audit |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | letter, Key Audit Matters and management response to issues raised? Yes/No Please explain. | Committee by the external Auditors upon the conclusion of the financial statement audit. |
| | xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No | Yes. There is a board approved policy on non-audit services that external auditors cannot provide and those requiring the Board approval before same can be provided. |
| | 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 Board Audit Committee held discussions with the head of internal audit function and external auditors without the management once during the period under review. |
| Committee responsible for Risk Management | | |
| | xxiv) Is the Chairman of the Risk Committee a NED or an INED? | The Chairman of the Board Risk Management Committee is an INED. |
| | xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved? | Yes. There is a Board approved Risk Management Framework that was approved in July 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 at its quarterly meetings. The last review was conducted on October 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 policy which is reviewed periodically to keep it relevant and in line with extant laws and regulations. |
| | xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework? | The Committee receive and review quarterly compliance report on ITR Data Governance at its quarterly meetings. |
| | 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 Company's Chief Risk Officer is a Deputy General Manager and a member of the Senior Management. He has over 20 years of experience in banking industry with career spanning , marketing, banking operation and risk management. He is a CFA (Chartered Financial Analyst) Charter holder, holds an MBA from the Lagos Business School and a bachelor's degree in Pharmacy. |
| | xxx) How many meetings of the Committee did the CRO attend during the period under review? | The CRO attends all the meetings of the Board Risk Management Committee. The CRO attended all the four meetings of the Committee held within 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</i> | a) Is there a Board-approved policy for the appointment of Directors? Yes/No | Yes. Appointment of Directors is governed by the Board Charter, Succession Plan policy and the relevant provisions of the Companies and Allied Matters Act. |
| | b) What criteria are considered for their appointment? | The following criteria are considered for directors' appointment. |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|--|--|
| <p><i>appointment of high-quality individuals to the Board"</i></p> | | <ol style="list-style-type: none"> 1. 'The criteria set out in the CBN Guideline, the various codes of corporate governance. 2. The Board's Selection Criteria and Succession Policy. |
| | <p>c) What is the Board process for ascertaining that prospective directors are fit and proper persons?</p> | <p>Prospective directors are subjected to the CBN's criteria for fit and proper persons regime applicable to financial institutions in Nigeria. Board's appointments are subject to the approval of the CBN.</p> |
| | <p>d) Is there a defined tenure for the following:</p> <ol style="list-style-type: none"> a) The Chairman b) The MD/CEO c) INED d) NED e) EDs | <p>Yes.</p> <p>There is a defined tenure for the Chairman, MD/CEO, INED, NEDs and EDs captured as follows:</p> <ol style="list-style-type: none"> a) The Chairman – Maximum of 12 years b) MD/CEO – Maximum of 10 years or age of 60, whichever comes earlier. c) INED – Maximum of 8 years d) NED – Maximum of 12 years e) ED – Maximum of 10 years or age of 60 whichever is earlier. |
| | <p>e) Please state the tenure</p> | <p>Directors tenure are as follows:</p> <ol style="list-style-type: none"> a. The Chairman – Maximum of 12 years b. MD/CEO – Maximum of 10 years or age of 60, whichever comes earlier. c. INED – Maximum of 8 years d. NED – Maximum of 12 years e. ED – Maximum of 10 years or age of 60 whichever is earlier. |
| | <p>a) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?</p> | <p>Yes.</p> <p>The Board has a process to ensure that it is refreshed through its succession plan policy</p> |
| <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> | <p>i) Does the Board have a formal induction programme for new directors? Yes/No</p> | <p>Yes.</p> <p>The Board has a formal induction training for all the newly appointed directors. This induction programme is organised by the Company Secretary upon approval by the Board.</p> |
| | <p>ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.</p> | <p>Yes.</p> <p>Two directors namely, Mr. Oluwole Ajimisinmi and Mrs. Ibiye Wakama- Ekong were appointed by the Board during the period under review and their appointments were accordingly approved by the CBN.</p> <p>The dates of their induction are as follows: Mr. Ajimisinmi - August 26-28, 2020 Mrs. Ekong - October 8, 9 & 14, 2020</p> |
| | <p>iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.</p> | <p>Yes.</p> <p>The Directors are periodically trained to enable them to discharge their duties effectively. The Board usually approve a Board training plan yearly so ensure that Directors a well trained on contemporary issues of governance to help their oversight functions.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|--|---|--|
| | | <p>Some of the trainings organised for the Directors during the year under review are.</p> <ul style="list-style-type: none"> - Digital Transformation Training – August 11, 2020. - AML/CFT Training – December 15, 2020 - Digital Transformation Strategy - Effective Board Oversight of Cyber Security and Risk Management. |
| | iv) How do you assess the training needs of Directors? | The training needs of the Directors are assessed based on skills gaps highlighted during the Board evaluation Appraisal conducted by an independent consultant appointed by the Board, and the bank's strategic direction. |
| | v) Is there a Board-approved training plan? Yes/No | <p>Yes.</p> <p>The Board approves Training plan for Directors every year.</p> |
| | vi) Has it been budgeted for? Yes/No | <p>Yes.</p> <p>The Training plan for each year is usually budgeted for.</p> |
| <p>Principle 14: Board Evaluation</p> <p><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></p> | i) Is there a Board-approved policy for evaluating Board performance? Yes/No | <p>Yes.</p> <p>There is a policy for evaluating Board performance contained in the Board Charter.</p> |
| | ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No | <p>Yes.</p> <p>There was a Board evaluation during the period under review, conducted by KPMG the Board appointed consultant.</p> |
| | iii) If yes, indicate whether internal or external. Provide date of last evaluation. | <p>The evaluation exercise was conducted by an External auditor.</p> <p>The last evaluation was conducted in January - February, 2020</p> |
| | iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation. | <p>Yes. The last evaluation report had been presented to the Board by the external consultant.</p> <p>The presentation of the report was on March 9, 2020.</p> |
| | v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No | <p>Yes.</p> <p>The Chairman discussed the evaluation report with each of the directors.</p> |
| | vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No | <p>Yes.</p> <p>The result of the evaluation is usually considered for the re-election of directors retiring by rotation.</p> |
| <p>Principle 15: Corporate Governance Evaluation</p> <p><i>“Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards,</i></p> | i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation. | <p>Yes.</p> <p>Corporate Governance Evaluation report is conducted by an external consultant every year.</p> <p>The evaluation conducted within the period under review was between January - February 2020.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|--|---|
| <i>practices and processes are adequate and effective"</i> | ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No | Yes. The report on corporate governance evaluation is usually presented and considered by the Board. |
| | iii) If yes, please indicate the date of last presentation. | March 9, 2020 |
| | iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No | Yes. The summary of the corporate governance evaluation report will be captured in the Annual report for year 2020. |
| Principle 16: Remuneration Governance <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> | i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed? | Yes. There is a board approved remuneration policy which spells out directors' remuneration in line with extant laws and governance Codes. The Policy is reviewed as often as required to keep it in tune with extant laws. |
| | ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review | Total remuneration paid was: - 7 NEDs Annual Fees: ₦33,000,000.00 - 7 NEDs Sitting Allowance: ₦24,800,000.00 |
| | iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved? | Yes. The remuneration of NEDs is usually presented to the General Meeting for approval as required by relevant laws. The last approval of Directors remuneration was in May 8, 2019 at the Company's Annual General Meeting. |
| | iv) What portion of the NEDs remuneration is linked to company performance? | None of the NEDs 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 Directors, (executive and non-executive directors). There is no remuneration policy for Senior management. Remuneration of senior management staff and other staff are considered by the Board through the Finance and General-Purpose Committee. |
| | vi) Has the Board set KPIs for Executive Management? Yes/No | Yes. The Board usual set KPIs for executive Directors every year. |
| | vii) If yes, was the performance measured against the KPIs? Yes/No | Yes. Performance is measured against the KPI's at the end of the financial year. The performance review of the year under review was conducted by the Board on March 8, 2021. |
| | viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fees? Yes/No | No. Executive Directors and Company Secretary do not receive sitting allowance or Directors fees. The Executive Directors are prohibited from receiving sitting allowance and directors' fees. |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|---|
| | 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. Executive Directors are prohibited from receiving sitting allowance by the Board approved remuneration policy. The Company Secretary and other members of staff are also precluded from receiving sitting allowance. |
| | x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy. | Yes. The clawback policy is incorporated in the Remuneration Policy. See Appendix D . |
| Principle 17: Risk Management <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> | i) Has the Board defined the company's risk appetite and limit? Yes/No | Yes. The Company has a well-defined risk appetite and limit. This is contained in the company's Risk Management Framework. |
| | ii) How often does the company conduct a risk assessment? | The company conducts risk assessment on an annual basis and as often as required. |
| | iii) How often does the board receive and review risk management reports? | The Board receive and review management reports every quarter. |
| Principle 18: Internal Audit <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i> | 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 that reviews all functions and processes in addition to investigative powers on any process gaps, anomalies or misdemeanor. |
| | 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 of Internal audit is a member of Senior Management. |
| | iv) What is the qualification and experience of the head of internal audit? | The head of Internal audit has the following qualifications: FCA, MSc, LLB, BL, LLM, CISA CISM,ISO 27001, ISO 2000,CFE He has 24 years of banking experience and 22 years in internal audit and controls. |
| | 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. The plan is presented to the Board by the head of Internal audit annually. |
| | vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No | Yes. The head of internal audit function report to the Board audit Committee and Statutory Audit Committee every quarter on the adequacy and effectiveness of management, governance risk and control environment; deficiencies observed and mitigation plans. |
| | vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified | Yes. |

| Principles | Reporting Questions | Explanation on application or deviation |
|--|---|---|
| | independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment? | The assessment of the effectiveness of the Internal audit function is carried out every three years by a qualified external consultant. The last assessment was carried out on January 23, 2019 by |
| | viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit? | The Board through the Audit Committee undertake and approves the evaluation of the head of Internal Audit. |
| Principle 19: Whistleblowing "An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence" | 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, that detailed whistleblowing processes, investigation and reporting to the Board. The whistleblowing policy was last reviewed on April 15, 2019. |
| | 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 Company ensures that the provisions of the Whistleblowing policy contain provisions that guarantees anonymity and protect the whistleblower. The company also ensures that the process is reliable and accessible to all stakeholders |
| | 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 Board Audit Committee and statutory Audit Committee are provided with reported cases and results of investigation on quarterly basis. |
| Principle 20: External Audit "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) Who makes the recommendations for the appointment, re-appointment or removal of external auditors? | The Statutory Audit Committee makes recommendations to the Board for the appointment re-appointment or removal of external auditors in line with the provision of CAMA and NCCG. |
| | ii) Who approves the appointment, re-appointment, and removal of External Auditors? | The Board of Directors approves the appointment and removal of External Auditors. |
| | iii) When was the first date of appointment of the External auditors? | The external Auditor was appointed on June 10, 2011. |
| | iv) How often are the audit partners rotated? | The audit partners were rotated every 5 years |
| Principle 21: General Meetings "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) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders? | Notices and other relevant information were dispatched to shareholders 21 days before the general meeting. Annual report was delivered subsequently due to Covid-19 pandemic. |
| | 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. Only the Chairmen of the Board Audit Committee and Statutory Audit Committee were present to respond to shareholders enquiries at the last meeting due to the restrictions imposed by the Covid-19 protocols. |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|--|
| <p>Principle 22: Shareholder Engagement</p> <p><i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i></p> | <p>i) Is there a Board-approved policy on shareholders' engagement? Yes/No</p> <p>If yes:</p> <p>a) when was it last reviewed?</p> <p>b) Is the policy hosted on the company's website?</p> <p>ii) How does the Board engage with Institutional Investors and how often?</p> | <p>Yes.</p> <p>There is a Board approved policy on shareholder engagement which stipulates among others the process of engagement between the directors and the shareholders as well as management and shareholders.</p> <p>The policy was reviewed on February 3, 2021 and has been hosted on the Company's website.</p> <p>The Board engages with the institutional investors through public announcements/release of financial information and investor engagement forum, where necessary.</p> |
| <p>Principle 23: Protection of Shareholder Rights</p> <p><i>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</i></p> | <p>i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No</p> | <p>Yes.</p> <p>The Board provides information to its shareholders on the Company's activities through publications and public announcements on the NSE issuer's portal and through the Company's annual reports.</p> |
| <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>ii) When was the date of last review of the policy?</p> <p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No</p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p> | <p>Yes.</p> <p>The Company has a Board approved Code of Business Conduct and Ethics (COBE) that provides ethical standards for all its stakeholders.</p> <p>a.) Yes. The COBE has been communicated to all the Company's internal and external stakeholders.</p> <p>b.) The code of business conduct is applicable to the Board, senior Management, and all other employees and third parties.</p> <p>The policy was last reviewed on July 1, 2020.</p> <p>The Internal Audit team monitors and investigates matters of conduct and all other issues covered by the COBE.</p> <p>Sanctions imposed during the period ranges from Termination, last warning, warning and caution.</p> |
| <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</i></p> | <p>i) Is there a Board- approved policy on insider trading? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p> | <p>Yes.</p> <p>The company has an approved Board policy on insider trading which provides guidance on when an insider can deal in the company's shares.</p> <p>a.) The Policy was reviewed on March 6, 2018 and subsequently reviewed on February 3, 2021.</p> <p>b.) The Company Secretary monitors compliance with the policy through the company's Registrars.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|--|
| <p><i>promotes good ethical conduct and investor confidence"</i></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>Yes. The Company has a Board policy on related party transaction which is embedded in the Company's Credit Policy. a. The Policy was reviewed on March 17, 2020. b. The Board requires disclosure of interest during deliberations on transactions at quarterly meetings. The same process is followed during Management meetings. c. The policy is applicable to the Board, senior management and all other employees.</p> |
| | <p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p> | <p>Board members are required to declare their interest at the beginning of every year and as they occur. Management monitors related party transactions, and the Board requires disclosure of interest during deliberations at quarterly meetings.</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. a) It was reviewed on October 27, 2020. b) The Board ensures declaration of interest disclosures are made by directors annually and Board Committees call for disclosure of conflict during deliberations at quarterly meetings.</p> |
| | <p>Principle 26: Sustainability <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> | <p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p> |
| <p>ii) How does the Board monitor compliance with the policy?</p> | <p>The Sustainability Unit reports to the Board, through the Nomination and Governance Committee, half yearly.</p> | |
| <p>iii) How does the Board report compliance with the policy?</p> | <p>The Board report compliance through the Company's Annual Report</p> | |
| <p>iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?</p> | <p>Yes. The Company has an approved policy on diversity in the workplace. The Policy was reviewed on July 2020.</p> | |
| <p>Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i></p> | <p>i) Is there a Board-approved policy on stakeholder management and communication? Yes/No</p> | <p>Yes. There is a Board-approved policy on stakeholder management and communication.</p> |
| <p>ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.</p> | <p>Yes. https://wemabank.com/investor-relations/</p> | |
| <p>Principle 28: Disclosures</p> | <p>i) Does the company's annual report include a summary of the corporate governance report? Yes/No</p> | <p>Yes. The summary of the Corporate Governance report is included in the Company's Annual Report.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|---|
| <p>"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"</p> | <p>ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.</p> | <p>Yes. The fines are contained in Appendix E.</p> |

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: Babatunde Kasali

Signature:

Date: 17/3/21

Chairman of the Committee responsible for Governance

Name: Omobosola Ojo

Signature:

Date: 17/3/21

Managing Director/Chief Executive Officer

Name: Ademola Adebise

Signature:

Date: 17/3/21

Company Secretary

Name: Johnson Lebile

Signature:

Date: 17/3/21

APPENDIX A

WEMA BANK PLC. - SCHEDULE OF BOARD OF DIRECTORS' QUALIFICATIONS & EXPERIENCES

| S/N | Name | Status | Qualification | Experience |
|-----|----------------------------|------------------------------------|--|---|
| 1. | Babatunde Kasali | Chairman | B.Sc. Economics, FCA | Finance professional with over 30 years' experience. Former General Manager and Regional Bank Head in UBA Plc. He is currently a Non-Executive Director in UAC of Nigeria Plc. |
| 2. | Ademola Adebise | MD/CEO | BSc. (Computer Science), MBA, FCA, FCIB, | Over 31 years' experience in banking covering Information Technology & Operations, Financial Control & Strategic Planning, Risk Management and Treasury. |
| 3. | Moruf Oseni | DMD | BSc. (Computer Eng.), MSc. (Finance), MiF (Finance), MBA, AMP, HCIBN | Finance and Management Expert with experience in Investment and Retail Banking and IT & Digital Transformation. |
| 4. | Wole Akinleye | Executive Director | BSc (Accounting & Management), MBA, FCA | Over 30 years' banking experience. He is currently the Executive Director in charge of Corporate Banking and South Business. |
| 5. | Folake Sanu (Mrs.) | Executive Director | HND, FCA, FCIB | Finance professional with over 32 years' experience in Corporate Strategy, Financial Control, Operations, Risk Management, Audit, Mergers & Acquisitions, Credit & Monitoring and General Management. |
| 6. | Omobosola Ojo (Mrs.) | Independent Non-Executive Director | BA (History), LL.B, BL | Seasoned Lawyer and Mediator |
| 7. | Abolanle Matel-Okoh (Mrs.) | Non-Executive Director | LLB, BL | Experienced Lawyer and Licensed Real Estate Agent |
| 8. | Abubakar Lawal | Non-Executive Director | HND, MBA, FCS, ACIP, ANIMN | Experienced Stockbroker and former Council member of the Nigerian Stock Exchange. |
| 9. | Adebode Adefioye | Non-Executive Director | BSC, MSC (Chemistry) | Former General Manager at John Holt with experience in production, quality control, people management and business administration. He is currently the Chairman of Lafarge Africa Plc and a Non-Executive Director in Eterna Oil. |
| 10. | Samuel Durojaye | Non-Executive Director | FCIB, ACS, FCA, ACIB, ACA | Chartered Accountant and former Commissioner of Finance for Ogun State |

| | | | | |
|-----|---------------------------|------------------------------------|-------------------------------------|---|
| 11. | Oluwole Albert Ajimisinmi | Executive Director | LL.B, B.L, | A former Company Secretary of commercial banks with over 25 years' experience. He is currently the Executive Director in charge of Lagos Business. |
| 12. | Ibiye Asime Ekong | Independent Non-Executive Director | B.Sc. (Finance), Executive MBA, FCA | Former Executive Director of Skye Bank Plc with strong background in Banking and Finance, Accounting background with excellent financial analysis skills. |

APPENDIX B**WEMA BANK PLC. – SCHEDULE OF CONCURRENT DIRECTORSHIPS IN FY2020**

| S/N | Name | Status | Concurrent Directorships |
|------------|----------------------------|------------------------------------|---|
| 1. | Babatunde Kasali | Chairman | UAC of Nigeria Plc; UACN Property Development Co. Plc |
| 2. | Ademola Adebise | MD/CEO | Apexgate Nigeria Ltd; AIICO Insurance; AIICO Pensions; NIBBS. |
| 3. | Moruf Oseni | DMD | MG Ineso Ltd; Continental Broadcasting Ltd. |
| 4. | Wole Akinleye | Executive Director | Oil Pro Energy Ltd; Dowel Energy |
| | Folake Sanu (Mrs.) | Executive Director | Saro Agro Allied; Horsegin Resources Ltd; Rolus Energy Ltd; Averti Professional; FITC Fintech Institute Ltd. |
| 5. | Oluwole Albert Ajimisinmi | Executive Director | Folly-Yem Allied Services Ltd; Sammies Sensation Ltd. |
| 6. | Omobosola Ojo (Mrs.) | Independent Non-Executive Director | None |
| 7. | Abolanle Matel-Okoh (Mrs.) | Non-Executive Director | Paul Silas Ltd; Havilah Ventures. |
| 8. | Abubakar Lawal | Non-Executive Director | L.A. Pro Shares Ltd; GTI Capital Ltd; GTI Asset Mgt Ltd; GTI Securities Ltd; NASD Plc. |
| 9. | Adebode Adefioye | Non-Executive Director | Lafarge Africa Plc; Eterna Plc; SW8 Investment Ltd; Spectrum Ventures Limited; Bank Directors Association of Nigeria. |
| 10. | Samuel Durojaye | Non-Executive Director | Pilot Securities Ltd; Honeycomb Assets Mgt Ltd; Erias Integrated Solutions. |
| 11. | Ibiye Asime Ekong | Independent Non-Executive Director | Dementa Nigeria Ltd; One & Only Real Estate Mgt Ltd. |

APPENDIX C

WEMA BANK PLC. - SCHEDULE OF QUALIFICATIONS & EXPERIENCES OF BOARD AUDIT COMMITTEE MEMBERS

| S/N | Name | Status | Qualification | Experience |
|-----|----------------------------|------------------------------------|---------------------------------|---|
| 1. | Omobosola Ojo (Mrs.) | Independent Non-Executive Director | , BA (History), LL.B, BL | Seasoned Lawyer and Mediator |
| 2. | Abolanle Matel-Okoh (Mrs.) | Non-Executive Director | LLB, BL | Experienced Lawyer and Licensed Real Estate Agent |
| 3. | Samuel Durojaye | Non-Executive Director | FCIB, ACS, FCA, ACIB, ACA | Chartered Accountant and former Commissioner of Finance for Ogun State |
| 4. | Ibiye Asime Ekong | Independent Non-Executive Director | B.Sc. (Finance), Executive MBA, | Former Executive Director of Skye Bank Plc with strong background in Banking and Finance, Accounting background with excellent financial analysis skills. |

APPENDIX D

WEMA BANK PLC. - CLAWBACK POLICY (PART OF REMUNERATION POLICY)

- a) The Bank shall be entitled to recover any excess or undeserved reward, such as bonuses, incentives, share of profits, stock options, or any performance-based reward, from Directors and senior employees.

- b) The Bank shall be entitled to initiate a clawback of payments made to the Directors if the account or financial performance on which the reward was based is later found to be materially false, misstated, misleading, erroneous, etc. or in instances of misdemeanour, fraud, material violation of Company policy or material regulatory infractions.

APPENDIX E

WEMA BANK PLC – DETAILS OF FINES AND PENALTIES IN FY2020

| PENALTY AMOUNT | DATE | DESCRIPTION |
|----------------|------------------|---|
| 2,000,000.00 | 03-JAN-20 | MC IFO CENTRAL BANK OF NIGERIA FOR CUSTOMER SERVICE COMPALINT |
| 13,400,000.00 | 18-MAY-20 | BG PENALTY FOR CLOSING IGBARA-ODO BRANCH |
| 4,000,000.00 | 18-MAY-20 | BG PENALTY FOR OPENING ARIARA BRANCH WITHOUT APPROVAL |
| 2,000,000.00 | 18-MAY-20 | BG PENALTY FOR SOL BREACH |
| 2,000,000.00 | 18-MAY-20 | BG PENALTY FOR BREACH NON-IMPLEMENTATION OF MANAGEMENT LETTER |
| 4,610,000 | 12-NOVEMBER-2020 | BG FINE IN SUIT NO.: IST/LA/OA/06/2018 – WEMA vs. SEC & ORS |

TOTAL: N28,010,000.00