



**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	ZENITH BANK PLC
ii.	Date of Incorporation	MAY 30, 1990
iii.	RC Number	150224
iv.	License Number	MB000032 AND CBBI/000006
v.	Company Physical Address	PLOT 84/87 AJOSE ADEOGUN STREET, VICTORIA ISLAND, LAGOS
vi.	Company Website Address	WWW.ZENITHBANK.COM
vii.	Financial Year End	DECEMBER 31, 2022
viii.	Is the Company a part of a Group/Holding Company? <b>Yes/No</b> If yes, please state the name of the Group/Holding Company	NO
ix.	Name and Address of Company Secretary	OTU, MICHAEL OSILAMA, PLOT 87, AJOSE ADEOGUN STREET, VICTORIA ISLAND, LAGOS
x.	Name and Address of External Auditor(s)	MESSRS PRICEWATERHOUSECOOPERS (PWC) LANDMARK TOWERS, 5B WATER CORPORATION ROAD, VICTORIA ISLAND, LAGOS.
xi.	Name and Address of Registrar(s)	VERITAS REGISTRARS LIMITED, PLOT 87, AJOSE ADEOGUN STREET, VICTORIA ISLAND, LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	FOLASHADE KELEKO <a href="mailto:Folashade.Keleko@zenithbank.com">Folashade.Keleko@zenithbank.com</a> 07040001913
xiii.	Name of the Governance Evaluation Consultant	MESSRS PRICEWATERHOUSECOOPERS
xiv.	Name of the Board Evaluation Consultant	MESSRS KPMG PROFESSIONAL SERVICES

## 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 Appointed/ Elected	First	Remark
1.	Mr. Jim Ovia	Chairman	Male	April 2, 2014		
2.	Jeffrey Efeyini	Non-Executive Director	Male	June 23, 2010		Retired from the Board effective June 30, 2022
3.	Professor Chukwuka S. Enwemeka	Non-Executive Director	Male	June 23, 2010		Retired from the Board effective June 30, 2022
4.	Mr. Gabriel Ukpeh	Independent Non-Executive Director	Male	February 24, 2016		
5.	Engr. Mustafa Bello	Non-Executive Director	Male	December 29, 2017		
6.	Dr. Al-Mujtaba Abubakar	Independent Non-Executive Director	Male	August 1, 2019		
7.	Dr. Omobola Ibidapo-Obe Ogunfowora	Independent Non-Executive Director	Female	June 30, 2021		
8.	Dr. Peter Olatunde Bamkole	Independent Non-Executive Director	Male	April 12, 2022		
9.	Mr. Chuks Emma Okoh	Non-Executive Director	Male	April 12, 2022		
10.	Adaora Umeoji	Deputy Managing Director	Female	October 9, 2012		Retired from the Board effective February 24, 2023.
11.	Ebenezer Onyeagwu	Group Managing Director/Chief Executive	Male	April 24, 2013		
12.	Ahmed Umar Shuaib	Executive Director	Male	October 19, 2016		Retired from the Board effective December 28, 2022
13.	Dr. Temitope Fazoranti	Executive Director	Male	December 29, 2017		
14.	Mr. Dennis Olisa	Executive Director	Male	December 29, 2017		Retired from the Board effective December 28, 2022
15.	Mr. Henry Oroh	Executive Director	Male	August 1, 2019		
16.	Mrs. Adobi Stella Nwapa	Executive Director	Female	April 12, 2022		
17.	Mr. Anthony Akindele Ogunranti	Executive Director	Male	April 12, 2022		

**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. Jim Ovia	7	7	NONE	NONE	NONE	NONE
2.	Jeffrey Efeyini	7	4	Board Credit Committee	Member	4	2
				Board Risk Management Committee	Member	4	2
				Board Audit and Compliance Committee	Member	4	2
				Board Governance, Nominations and Remuneration Committee	Chairman	4	2
3.	Professor Chukwuka S. Enwemeka	7	4	Board Credit Committee	Member	4	2
				Board Risk Management Committee	Member	4	2
				Staff Welfare, Finance and General Purpose Committee	Chairman	4	2
4.	Mr. Gabriel Ukpeh	7	7	Board Credit Committee	Chairman	4	4
				Staff Welfare, Finance and General Purpose Committee	Member	4	4
				Board Governance, Nominations and Remuneration Committee	Member	4	4
				Board Audit and Compliance Committee	Member	4	4

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
5.	Engr. Mustafa Bello	7	7	Board Risk Management Committee	Chairman	4	4
				Board Audit and Compliance Committee	Member	4	4
				Board Governance, Nominations and Remuneration Committee	Member	4	4
				Board Credit Committee	Member	4	2
6.	Dr. Al-Mujtaba Abubakar	7	7	Board Credit Committee	Member	4	4
				Board Risk Management Committee	Member	4	4
				Board Audit and Compliance Committee	Chairman	4	4
				Board Governance, Nominations and Remuneration Committee	Member	4	4
7.	Dr. Omobola Ibadapo-Obe Ogunfowora	7	7	Staff Welfare, Finance and General Purpose Committee	Member	4	1
				Board Audit and Compliance Committee	Member	4	1
				Board Risk Management Committee	Member	4	2
				Board Governance, Nominations and Remuneration Committee	Chairman	4	4
8.	Dr. Peter Olatunde Bamkole	7	4	Staff Welfare, Finance and General Purpose Committee	Member	4	2

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
				Board Audit and Compliance Committee	Member	4	2
				Board Risk Management Committee	Member	4	2
				Board Governance, Nominations and Remuneration Committee	Member	4	4
9.	Mr. Chuks Emma Okoh	7	4	Staff Welfare, Finance and General Purpose Committee	Chairman	4	2
				Board Credit Committee	Member	4	2
				Board Governance, Nominations and Remuneration Committee	Member	4	2
10.	Adaora Umeoji	7	7	Board Credit Committee	Member	4	4
				Staff Welfare, Finance and General Purpose Committee	Member	4	4
11.	Ebenezer Onyeagwu	7	7	Board Credit Committee	Member	4	4
				Staff Welfare, Finance and General Purpose Committee	Member	4	4
				Board Risk Management Committee	Member	4	4
12.	Ahmed Umar Shuaib	7	7	Board Risk Management Committee	Member	4	4
13.	Dr. Temitope Fazoranti	7	7	Board Credit Committee	Member	4	4

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
14.	Mr. Dennis Olisa	7	7	Board Risk Management Committee	Member	4	4
15.	Mr. Henry Oroh	7	7	Staff Welfare, Finance and General Purpose Committee	Member	4	4
16.	Mrs. Adobi Nwapa	7	4	Staff Welfare, Finance and General Purpose Committee	Member	4	2
17.	Mr. Anthony Akindele Ogunranti	7	4	Board Risk Management Committee	Member	4	2

## Section D - Details of Senior Management of the Company

### 1. Senior Management:

S/No.	Names	Position Held	Gender	Remarks
1.	Ebenezer Onyeagwu	Group Managing Director/Chief Executive	Male	
2.	Adaora Umeoji	Deputy Managing Director	Female	Retired from Board effective January 24, 2023
3.	Ahmed Umar Shuaib	Executive Director	Male	Retired from Board effective December 28, 2022
4.	Dr. Temitope Fasoranti	Executive Director	Male	
5.	Mr. Dennis Olisa	Executive Director	Male	Retired from Board effective December 28, 2022
6.	Mr. Henry Oroh	Executive Director	Male	
7.	Mrs. Adobi Nwapa	Executive Director	Female	
8.	Mr. Anthony Akindele Ogunranti	Executive Director	Male	
9.	Mr. Mogbitse Atsagbede	General Manager/ Chief Inspector	Male	
10.	Mr. Felix Egbon	General Manager/CRO	Male	
11.	Mr. Michael Osilama Otu	GM/Company Secretary/ General Counsel	Male	
12.	Mr. Mukhtar Adam	DGM/CFO	Male	
13.	Mr. Lawrence Oluwole Babalola	Chief Compliance Officer	Male	
14.	Mr. Ayo Awe	Chief Information Officer	Male	



Principles	Reporting Questions	Explanation on application or deviation
<b>Part A - Board of Directors and Officers of the Board</b>		
<p><b>Principle 1: Role of the Board</b></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? <b>Yes/No</b> If yes, when was it last reviewed?</p>	<p><b>YES</b>, The Board has an approved Charter which sets out its responsibilities as terms of reference. The CBN approved the charters on October 23, 2020. The charter was last reviewed and approved by the Board on January 28, 2023.</p> <p>The Board exercises 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</p>
<p><b>Principle 2: Board Structure and Composition</b></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>The Board is made up of Professionals who have excelled in their various fields in Banking, Law Practice, Accounting, Business and Administration. The Directors have the requisite qualifications, Skills and experience to carry out their responsibilities and serve as Board members of the Bank</p> <p>Membership of the board consists of Chartered Accountants, Financial Consultants, Lawyer, Engineer, Businessmen, Bankers, IT Experts etc.</p>
	<p>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b> If yes, to what extent have the diversity targets been achieved?</p>	<p><b>Yes</b>, there is Board-approved diversity policy in place. The Board ensures that there is a mix of background, knowledge and experience.</p>
	<p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b> If yes, state names of the directors and the companies?</p>	<p>No, Not Allowed by BOFIA</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b> If yes, provide the names of the Committees.</p>	<p>No, the MD/CEO or an Executive Director is not Chair of any Board Committees.</p>
<p><b>Principle 3: Chairman</b></p> <p><i>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i></p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b> If yes, list them.</p>	<p>No. The chairman is neither a member of any Board committee nor does he chair any Board Committee.</p>
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>	<p>None</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>The Chairman is a Non-Executive Director (NED) in line with section 3.2 of the Code.</p>
	<p>iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b> If yes, when did his/her tenure as MD end?</p>	<p><b>Yes</b>. The Chairman is a former MD/CEO of the Company. His tenure ad MD/CEO ended in 2009.</p>
	<p>v) When was he/she appointed as Chairman?</p>	<p>The Chairman was appointed on April 2, 2014</p>
	<p>vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document.</p>	<p><b>Yes</b>. The roles and responsibilities of the Chairman are clearly defined in the Board Charter.</p>

<p><b>Principle 4: Managing Director/Chief Executive Officer</b></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? <b>Yes/No</b> If no, in which documents is it specified?	<b>Yes</b> , the MD/CEO has contract of employment which sets out his authority and relationship with the Board.  The Board charter also clearly sets out the authority and relationship of the M/D with the Board.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	<b>Yes</b> , the MD/CEO declares conflict of interest on appointment, annually, and any interest as they occur.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	1) Board Credit Committee 2) Board Risk Management Committee <b>3)</b> Board finance and General Purpose Committee.
	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no</b> . If yes, please state the company (ies)?	<b>Yes</b> , as NED in the bank's subsidiary companies Zenith Bank United Kingdom Limited, Zenith Pension Custodian Limited and Zenith Nominees Limited
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	<b>Yes</b> , the membership of the MD/CEO in these companies is in line with the Board-approved policies and the Code.
<p><b>Principle 5: Executive Directors</b></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? <b>Yes/no</b>	<b>Yes</b> , All the Executive Directors have contracts of Employment.
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b> If no, in which document are the roles and responsibilities specified?	<b>Yes</b> , the contract of employment sets out the roles and responsibilities of the EDs in line with the provisions of the code and CBN guidelines.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	<b>Yes</b> , the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur in line with the CBN guidelines.
	iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b> If yes, please list	<b>Yes</b> , the EDs serves as NEDs in the bank's subsidiary companies.
	v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>	<b>Yes</b> , their memberships in these companies are in line with Board-approved policy
<p><b>Principle 6: Non-Executive Directors</b></p> <p><i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i></p>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? <b>Yes/No</b> If yes, where are these documented?	<b>Yes</b> , These are contained in their contract of appointment/appointment letters and Board/Board Committee Charters.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	<b>Yes</b> , the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	<b>Yes</b> , the NEDs declare any conflict of interest on appointment and as they occur in line with the CBN guidelines.
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b> If yes, when is the information provided to the NEDs	<b>Yes</b> , NEDs are provided with information relating to the management of the company and on all Board matters through quarterly meetings and on timely basis when required.  This is evidenced by their contributions during strategic sessions and board meetings.

	v) What is the process of ensuring completeness and adequacy of the information provided?	Senior and Executive Management review and scrutinize the papers/information before they are presented to the Committees or Board where the NED serve.  The NEDs also have access to the company management staff to crosscheck and information given to them
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>	<b>Yes</b> , NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor in line with the code and CBN guidelines.
<b>Principle 7: Independent Non-Executive Directors</b>  <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? <b>Yes/No</b>	<b>Yes</b> , the INEDs meet the independence criteria prescribed under Section 7.2 of the Code.
	ii) Are there any exceptions?	There are no exceptions
	iii) What is the process of selecting INEDs?	The INEDs are selected in line with the existing policy on Directors' appointment procedures, CBN code of Corporate Governance and in line with the code.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	<b>Yes</b> , 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? <b>Yes/No</b>	<b>Yes</b> , the INEDs declare any conflict of interest on appointment and as they occur in line with the code.
	vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b> If yes, how often? What is the process?	<b>Yes</b> , the Board ascertains and confirms the continued independence of the INEDs through periodic administering of questionnaires to confirm this and Board evaluation which is carried out annually.
	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	<b>No</b> , the INED does not possess a shareholding of the company that are capable or being interpreted to impair his independence.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	<b>No</b> , the INED does not have another relationship with the Company apart from directorship and/or shareholding
	ix) What are the components of INEDs remuneration?	Sitting Allowance, Reimbursement of Expense on traveling and accommodation for meetings and trainings and Annual Directors fees.
<b>Principle 8: Company Secretary</b>  <i>"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>	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?	He is a highly qualified legal practitioner, with over 27 years of Banking experience, law and one of the industry's topmost
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	The Company Secretary is an employee of the Company and a senior management member of a General Manager level
	iv) Who does the Company Secretary report to?	The company Secretary reports administratively to the GMD/CEO  He also reports functionally to the Board through the Chairman
	v) What is the appointment and removal process of the Company Secretary?	The company secretary is appointed (and could be removed) through a selection process similar to that of Directors. He is a senior management member of a General Manager level.

	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The company Secretary's performance appraisal is undertaken by the board in line with section 8.5 of the code.
<b>Principle 9: Access to Independent Advice</b>  <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? <b>Yes/No</b> If yes, where is it documented?	<b>Yes</b> , the company has a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties in line with section 9.1 of the Code. This is documented in the board charter.
	ii) Who bears the cost for the independent professional advice?	The cost for the independent professional advice is at the company's expense.
	iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b> If yes, provide details.	<b>No</b> , during the period under review, the Directors did not obtain any independent professional advice.
<b>Principle 10: Meetings of the Board</b>  <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	i) What is the process for reviewing and approving minutes of Board meetings?	The minutes of meeting are formally reviewed and approved by members of the Board or relevant Board committee at its subsequent meeting. These would have been calculated in advance before the meeting.
	ii) What are the timelines for sending the minutes to Directors?	Minutes of meetings of the Board and its committees are prepared and sent to Directors at least 1 week before the meeting.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	The attendance record of Directors is among the criteria for the re-election of a sitting Director. Hence, the Directors attend meetings 100% or at least 75%.
<b>Principle 11: Board Committees</b>  <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>	i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? <b>Yes/No</b>	<b>Yes</b> , the Board Committees have Board-approved Charters which sets out their responsibilities and terms of reference.
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The minutes of meeting are formally reviewed and approved by members of the Board or relevant Board committee at its subsequent meeting. These would have been circulated in advance.
	iii) What are the timelines for sending the minutes to the directors?	Minutes of meetings of the Board and its committees is prepared and sent to Directors on timely basis. This is at least 1 week before the meeting.
	iv) Who acts as Secretary to board committees?	The company secretary acts as secretary to the Board committees
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a) Board Governance, Nomination and Remuneration Committee b) Board Governance, Nomination and Remuneration Committee c) Board Audit and Compliance Committee d) Board Risk Management Committee
	vi) What is the process of appointing the chair of each committee?	The chair of each committee is appointed by the Board in line with section 11 of the Code.
	<b>Committee responsible for Nomination and Governance</b>	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	<b>The Committee is made up of six (6) Non-Executive Directors and one of the Independent non-executive Directors chairs the Committee. Four (4 ) INEDs and Two (2) NED.</b>
	viii) Is the chairman of the Committee a NED or INED?	The Chairman of the committee is an Independent Non- Executive Director (INED)
	ix) Does the Company have a succession plan policy? Yes/No	Yes, succession plan policy is in place and it is reviewed periodically at least 3 years or as needed.

	If yes, how often is it reviewed?	
x)	How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee charters as well as other governance policies reviewed and refreshed periodically at least 3 years or as needed.
xi)	How does the committee report on its activities to the Board?	The chairman of each Board committee presents a written report of the key activities and recommendations made at all the meetings held by the committee at the last Committee meeting.
<b>Committee responsible for Remuneration</b>		
xii)	What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	<b>The Committee is made up of six (6) Non-Executive Directors and one of the Independent non-executive Directors chairs the Committee. Four (4) INEDs and two (2) NEDs.</b>
xiii)	Is the chairman of the Committee a NED or INED?	The Chairman of the committee is an Independent Non-Executive Director
<b>Committee responsible for Audit</b>		
xiv)	Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? <b>Yes/No</b>	<b>Yes</b> , the Company have a Board Audit Committee separate from the Statutory Audit Committee set up in line with CAMA.
xv)	Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>	<b>Yes</b> , they are financially literate
xvi)	What are their qualifications and experience?	They are highly qualified, experienced and knowledgeable as defined in the charter.
xvii)	Name the financial expert(s) on the Committee responsible for Audit	They are all experts in line with the code. Dr. Al-Mujitaba Abubakar and Mr. Gabriel Ukpeh are reputable Chartered Accountants
xviii)	How often does the Committee responsible for Audit review the internal auditor's reports?	The committee reviews the internal auditor's report on quarterly basis with presentation made by the Chief Internal Auditor.
xix)	Does the Company have a Board approved internal control framework in place? <b>Yes/No</b>	<b>Yes</b> , the internal control framework is in place and approved by the Board in line with the Code.
xx)	How does the Board monitor compliance with the internal control framework?	The Board monitors compliance with the internal control framework through quarterly reports/review of the status of the pre-approved Audit plan.
xxi)	Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? <b>Yes/No</b> Please explain.	<b>Yes</b> , The Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised in line with the Code.
xxii)	Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? <b>Yes/No</b>	<b>Yes</b> , Board approved Policy in place.
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 hold discussions with the head of internal audit function and external auditors four (4) times without the management during the period under review. They may meet at such other times as the need arises.
<b>Committee responsible for Risk Management</b>		
xxiv)	Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Risk Committee is a Non-Executive Director.
xxv)	Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	<b>Yes</b> , a Board approved Risk Management framework is in place. It was approved in July 19, 2021.

	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee periodically reviews the adequacy and effectiveness of the Risk Management policies and practices in place in line with the Code. At least every quarter. It was last reviewed on January 26, 2023.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? <b>Yes/No</b> If yes, how often is it reviewed?	<b>Yes</b> , a Board-approved IT Data Governance Framework in place to ensure IT data risks are adequately mitigated and relevant assets are managed effectively. It is reviewed at least quarterly.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Committee receive and review compliance report on the IT Data Governance Framework at least every quarterly through presentation from the Chief Information Security Officer (CISO).
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? <b>Yes/No</b>	<b>Yes</b> , the Chief Risk Officer (CRO) is a member of Senior Management with the requisite experience for his role.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	As the committee Chairman, the CRO attended all the meetings held during the period under review.
<b>Principle 12: Appointment to the Board</b>  <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? <b>Yes/No</b>	<b>Yes</b> , a Board-approved policy for the appointment of Directors in place.
	ii) What criteria are considered for their appointment?	The Board takes into consideration the strengths and weaknesses of the Board. It considers the required competence and skills, its current age range and gender exposition.  The Board approved criteria is in line with paragraph 12.1 of the Code and the policy on director's appointment.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	Prospective candidates for Directorship are interviewed and background checks analyzed, screened and recommendation is thereafter made to the Board on all new appointments.  The Board also submits the names of prospective appointees to Regulators for approval, who in turn conduct a background check on the prospective appointees.  The Board process for ascertaining that prospective director are fit and proper persons is in line with paragraph 12 of the code.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	The tenure of the Chairman, MD/CEO, INED, NED and EDs is determined by the Board in line with the CBN guidelines, the code and other relevant Laws. The MD/CEO has contract which defines his tenure.
	v) Please state the tenure	a) The Chairman - Maximum 12 years b) The MD/CEO - 12 years c) INED - 9 years d) NED - 12 years e) EDs - 10 years
	vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>	<b>Yes</b> , the Board have a process to ensure that it is refreshed periodically in line with the Board Charter and the code. This is based on board appraisal report.
	<b>Principle 13: Induction and Continuing Education</b>	i) Does the Board have a formal induction programme for new directors? <b>Yes/No</b>

<p>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</p>	<p>ii) During the period under review, were new Directors appointed? <b>Yes/No</b> If yes, provide date of induction.</p>	<p>Dr. Peter Olatunde Bamkole, Mr. Chuks Emma Okoh, Mr. Anthony Akindede Ogunranti and Mrs. Adobi Stella Nwapa - Directors were appointed on April 12, 2022 during the period under review. They were inducted on June 22, 2022</p>
	<p>iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b> If yes, provide training details.</p>	<p><b>Yes</b>, all Directors participate in periodic, relevant, continuing effective education programmes.</p>
	<p>iv) How do you assess the training needs of Directors?</p>	<p>Director's training needs is assessed through the outcome of the Board's performance evaluation, General point of need of business of the bank, individual, committee members and Board need basis.</p>
	<p>v) Is there a Board-approved training plan? <b>Yes/No</b></p>	<p><b>Yes</b>, a board-approved annual training plan policy is in place</p>
	<p>vi) Has it been budgeted for? <b>Yes/No</b></p>	<p><b>Yes</b>, a board-approved training plan is captured in the budget.</p>
<p><b>Principle 14: Board Evaluation</b> "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"</p>	<p>i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b></p>	<p><b>Yes</b>, a Board-approved policy for Annual evaluation of Board performance in Place.</p>
	<p>ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b></p>	<p><b>Yes</b>, for the period under review, there was a Board Evaluation exercise.</p>
	<p>iii) If yes, indicate whether internal or external. Provide date of last evaluation.</p>	<p>There was an external Board evaluation carried out by an independent external consultant. The date of the last evaluation was October, 2022.</p>
	<p>iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.</p>	<p><b>Yes</b>, the Board Evaluation report has been presented to the full Board on January 26, 2023</p>
	<p>v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b></p>	<p><b>Yes</b>, the Chairman discuss the evaluation report with the individual directors in line with the Regulatory requirements.</p>
	<p>vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b></p>	<p><b>Yes</b>, the result of the evaluation for each Director considered in the re-election process</p>
<p><b>Principle 15: Corporate Governance Evaluation</b> "Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</p>	<p>i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b> If yes, provide date of the evaluation.</p>	<p><b>Yes</b>, the Company conducted a corporate governance evaluation in March, 2022</p>
	<p>ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b></p>	<p><b>Yes</b>, the result of the Corporate Governance Evaluation was presented and considered by the Board.</p>
	<p>iii) If yes, please indicate the date of last presentation.</p>	<p><b>The</b> Corporate Governance Evaluation last was presented to the Board on January 26, 2023.</p>
	<p>iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b></p>	<p><b>Yes</b>, the summary of the Corporate Governance Evaluation was included in the annual reports and Investors portal.</p>
<p><b>Principle 16: Remuneration Governance</b> "The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive</p>	<p>i) Is there a Board-approved Directors' remuneration policy? <b>Yes/No</b> If yes, how often is it reviewed?</p>	<p><b>Yes</b>, there is a Board-approved Directors' remuneration policy reviewed periodically in line with the code. Every three years or as needed.</p>
	<p>ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review</p>	<p>The directors' fees, allowances and all other benefits are paid in line with the company's remuneration policy and as disclosed in the annual report. These are directors' annual fee, sitting allowance and reimbursement.</p>

outcomes in the short, medium and long term"	iii) Is the remuneration of NEDS presented to shareholders for approval? <b>Yes/No</b> If yes, when was it approved?	<b>Yes</b> , the remuneration of the NEDs is fixed by the Board and approved by shareholders in the General Meeting.
	iv) What portion of the NEDs remuneration is linked to company performance?	Remuneration of the NEDs is not linked to the company's performance.
	v) Is there a Board-approved remuneration policy for Executive and Senior management? <b>Yes/No</b> If yes, to what extent is remuneration linked to company performance?	<b>Yes</b> , a Board-approved remuneration policy for Executive and Senior management in place. This is in line with their contract of employment. However, the performance bonus scheme is linked to the Bank's performance.
	vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b>	<b>Yes</b> , the Board has set KPIs for Executive Management.
	vii) If yes, was the performance measured against the KPIs? Yes/No	The performance is measured against the KPIs of the Executive Management.
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fees? <b>Yes/No</b>	<b>No</b> , the MD/CEO, EDs and Company Secretary do not receive sitting allowance and/or directors fees.
	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 above mentioned senior management staff receives sitting allowance/ or fees.
	x) Is there a Board-approved clawback policy for Executive management? <b>Yes/No</b> If yes, attach the policy.	<b>Yes</b> , there is a Board-approved clawback policy for Executive management. (See attached remuneration/clawback policy).
<b>Principle 17: Risk Management</b>  "A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"	i) Has the Board defined the company's risk appetite and limit? <b>Yes/No</b>	<b>Yes</b> , Risk framework that defines the company's risk policy, risk appetite and limits in place.
	ii) How often does the company conduct a risk assessment?	The company conducts a thorough risk assessment periodically covering all aspects of the company's business. This is done through a rigorous stress testing mechanism.
	iii) How often does the board receive and review risk management reports?	The company obtain and review relevant risk assessment reports periodically and on quarterly basis. This is done at every quarterly meeting or as need be.
<b>Principle 18: Internal Audit</b>  "An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"	i) Does the company have an Internal Audit function? <b>Yes/No</b> If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	<b>Yes</b> , an effective internal audit function which provides assurance to the board on the effectiveness of the governance, risk management and internal control systems. The Board obtains a report on this at every Board meeting and appoint consultants to conduct external quality assurance.
	ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>	<b>Yes</b> , the company has a Board-approved internal audit charter in place.
	iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>	<b>Yes</b> , the head of internal audit is a member of senior management team. He is a General Manager (GM).
	iv) What is the qualification and experience of the head of internal audit?	The head of internal audit is professionally qualified, competent, objectivity and with relevant experience. A chartered accountant.
	v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>	<b>Yes</b> , the company has a Board-approved annual risk-based internal audit plan in place.
	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	<b>Yes</b> , the head of the internal audit function report at least once every quarter to the committee responsible for audit on adequacy and effectiveness of management, governance, risk and control



	environment; deficiencies observed and management mitigation plans? <b>Yes/No</b>	environment; deficiencies observed and management mitigation plan.
	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? <b>Yes/No</b> If yes, when was the last assessment?	<b>Yes</b> , there is 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 periodically.  The last assessment was done on January 26, 2023.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Head of Internal Audit reports directly to the statutory committee and Board Audit Committee and the Committee conduct the evaluation.
<b>Principle 19: Whistleblowing</b>  <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? <b>Yes/No</b> If yes, when was the date of last review	<b>Yes</b> , a Board-approved whistleblowing framework for reporting any illegal and unethical behaviours in place and was reviewed recently in 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? <b>Yes/No</b>	<b>Yes</b> , the Board ensure that the whistleblowing mechanism and process are reliable, accessible to all stakeholders, guarantee anonymity and protection of the whistleblower.
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	<b>Yes</b> , reported cases, Process and results of Investigated cases are provide to the audit committee periodically and at least every quarter.
<b>Principle 20: External Audit</b>  <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?	Subject to extant laws the Board committee responsible for audit make recommendations for the appointment, re-appointment or removal of external auditors.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Board approves the appointment, re-appointment, and removal of External Auditors subject to the Annual General Meeting approval.
	iii) When was the first date of appointment of the External auditors?	PricewaterhouseCoopers (PWC) appointed in 2020.
	iv) How often are the audit partners rotated?	The audit partners are rotated periodically on a 5 years basis.
<b>Principle 21: General Meetings</b>  <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?	At least 21 days prior to the last general meeting notices, annual reports and any other relevant information were dispatched to Shareholders in line with CAMA.
	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? <b>Yes/No</b>	<b>Yes</b> , the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee were present to respond to Shareholders' enquiries at the last meeting.
<b>Principle 22: Shareholder Engagement</b>  <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and</i>	i) Is there a Board-approved policy on shareholders' engagement? <b>Yes/No</b> If yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?	<b>Yes</b> , a Board-approved policy on shareholders' engagement is in place, hosted on the company website and reviewed periodically. Last reviewed in 2020.

<p>expectations with the objectives of the Company”</p>	<p>ii) How does the Board engage with Institutional Investors and how often?</p>	<p>The Board have a system of regular dialogue with institutional investors and shareholders in line with paragraph 22 of the Code. Through quarterly report to the NSE, Investors relations and a robust website.</p>
<p><b>Principle 23: Protection of Shareholder Rights</b> <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? <b>Yes/No</b></p>	<p><b>Yes</b>, the Board ensure that adequate and timely information is provided to the shareholders on the Company’s activities regularly.</p>
<p><b>Principle 24: Business Conduct and Ethics</b> <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? <b>Yes/No</b> If yes: a) Has the COBE been communicated to all internal and external Stakeholders? <b>Yes/No</b> b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties</p> <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? <b>Yes/No</b></p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p><b>Yes</b>, Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards of the company in place.</p> <p>a) <b>Yes</b>, the COBE has been communicated to all internal and external Stakeholders. c) The COBE is applicable to the Board, Senior management, other employees and third parties.</p> <p>The Code of Business Conduct and Ethics is periodically reviewed to ensure that breaches are effectively sanctioned. It was last reviewed in 2022.</p> <p><b>Yes</b>, the Board’s incorporated policy for identifying, monitoring and reporting adherence to the COBE in place.</p> <p>It is an obligation on Directors, management and all employees to comply with the COBE. No breaches were observed.</p>
<p><b>Principle 25: Ethical Culture</b> <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? <b>Yes/No</b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?</p> <p>ii) Does the company have a Board approved policy on related party transactions? <b>Yes/No</b> 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><b>Yes</b>, a Board- approved policy on insider trading in place, periodically reviewed and monitored by the Board. The Board monitors compliance to the policy through reports from the Internal control unit. It was last reviewed in 2021.</p> <p><b>Yes</b>, a Board- approved policy on related party transaction in place, periodically reviewed and last reviewed in 2021.</p> <p>All insiders are required to send notification on all dealings in Zenith bank Plc shares to the company secretariat for publication on the Nigerian Stock exchange.</p> <p>Insiders are not allowed to trade in the company’s shares within “the closed period”</p>


	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>The Board ensure adequate disclosure of Related Party Transactions by the responsible parties through questionnaire administered periodically.</p> <p>The Board also discloses all related party transactions in the Annual Report and financial Statements of the company.</p>
	<p>iv) Does the company have a Board-approved policy on conflict of interest? <b>Yes/No</b></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>c) Is the policy applicable to any or all of the following:</p> <ol style="list-style-type: none"> <li>1. Senior management</li> <li>2. Other employees (Specify).</li> </ol>	<p>A Board-approved policy on conflict of interest in place. The Board monitors compliance to the policy through reports from the Internal control unit, periodically reviewed and applicable to senior management and other employees.</p> <p>The policy was last reviewed in 2021.</p> <p>The board monitors compliance through regular questionnaire administered and reviewed and report to the board by the Compliance Group.</p>
<p><b>Principle 26: Sustainability</b></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>	<p>i) Is there a Board-approved sustainability policy? <b>Yes/No</b></p> <p>If yes, when was it last reviewed?</p>	<p><b>Yes</b>, a Board established policies and practices regarding its social, ethical, safety, working conditions, health and Environment in place and reviewed periodically.</p> <p>It was last reviewed in January 26, 2023.</p>
	<p>ii) How does the Board monitor compliance with the policy?</p>	<p>The Board monitors compliance with the policy through reports from the relevant Board Committee. Through quarterly report to the Board.</p>
	<p>iii) How does the Board report compliance with the policy?</p>	<p>The Board reports compliance with the policy by consistent monitoring implementation of the extent of compliance. Quarterly report is provided to the Board.</p>
	<p>iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b></p> <p>If yes, when was it last reviewed?</p>	<p>Policy on diversity in the workplace in place and reviewed periodically in line with the Code. Developed and approved in 2021.</p>
<p><b>Principle 27: Stakeholder Communication</b></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>	<p>i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b></p>	<p><b>Yes</b>, Board approved policy on stakeholder management and communication in place.</p>
	<p>ii) Does the Company have an up to date investor relation portal? <b>Yes/No</b></p> <p>If yes, provide the link.</p>	<p><b>Yes</b>, an up to date investor relation portal in place. (See website). <b>www.zenithbank.com</b></p>
<p><b>Principle 28: Disclosures</b></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>	<p>i) Does the company's annual report include a summary of the corporate governance report? <b>Yes/No</b></p>	<p><b>Yes</b>, the company's annual report include a summary of the corporate governance report.</p>
	<p>ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b></p> <p>If yes, provide details of the fines and penalties.</p>	<p><b>No</b>, the company has not been fined by any regulator during the reporting period as it has always complied with the Code and other relevant Regulations.</p> <p>None.</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**

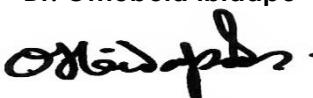
Name: **Mr. Jim Ovia, CON**

Signature: 

Date: 28/03/2023

**Chairman of the Committee responsible for Governance**

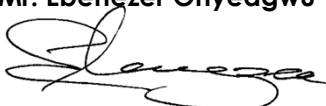
Name: **Dr. Omobola Ibadapo-Obe Ogunfowora**

Signature: 

Date: 28/03/2023

**Managing Director/Chief Executive Officer**

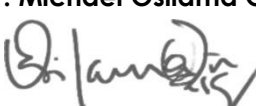
Name: **Mr. Ebenezer Onyeagwu**

Signature: 

Date: 28/02/2023

**Company Secretary/Chief Compliance Officer**

Name: **Mr. Michael Osilama Otu**

Signature: 

Date: 28/03/2023