



FCMB GROUP PLC

RC No: 1079631

January 28, 2022.

The Director General
Securities & Exchange Commission
S.E.C Tower
Plot 272, Samuel Adesujo Ademulegan Street
Central Business District
Abuja.

Dear Sir,

RETURN ON CORPORATE GOVERNANCE FORM 1 FOR THE YEAR ENDED DECEMBER 31, 2021-FCMB GROUP PLC.

The above subject matter refers.

Please find enclosed FCMB Group Plc's Return on Corporate Governance Form 1 for the year ended December 31, 2021.

Attached to the Statement is our Group Chief Executive and Chief Financial Officer's Certification pursuant to Section 60 (2) of the Investments and Securities Act.

Kindly acknowledge receipt.

Yours faithfully,
FOR: FCMB GROUP PLC

OLUFUNMILAYO ADEDIBU (MRS)
COMPANY SECRETARY

SECURITIES & EXCHANGE COMMISSION
SEC FORM 01 FOR REPORTING COMPLIANCE ON THE
SEC CORPORATE GOVERNANCE

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Introduction

Public companies, in addition to the template for reporting compliance with the Nigerian Code of Corporate Governance 2018, shall adopt this checklist as part of procedures for assessing their compliance with the SEC Corporate Governance Guideline (SCGG) issued by the Securities and Exchange Commission. The purpose of the Guideline is to add to the standards of transparency, accountability and good corporate governance practice among public companies in Nigeria.

The Guideline, from which SEC Form 01 is developed, is mandatory. The SEC Form 01 shall complement the FRC/CG/001 to help assess and record public companies' compliance with corporate governance requirements. The checklist is structured in line with the guidelines presenting each element as a question to which companies will respond that they have complied, not complied or partially complied. A further section requires a company to record a substantiating comment against the question.

Instructions:

- i) Every line item and indicator **must** be completed.
- ii) Fill in each cell with an "X".
- iii) A substantiating comment **must** be provided in all cases.
- iv) Not Applicable (N/A) is not a valid response.

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SECTION II

SEC CORPORATE GOVERNANCE GUIDELINES

All companies are required to report compliance with the SEC corporate governance guideline in their annual reports to shareholders and the company website.

No.	Item	Yes	No	Partial	Substantiating Commentary
THE BOARD OF DIRECTORS					
Guideline 1	Composition and Structure of the Board				
	Does the Board have a minimum of five (5) members?	x			Board membership is above 5
Guideline 2	Family and Interlocking Directorship				
2.1	Do more than two members of the same family sit on the Board?		x		There are no two members of the same family on the Board
2.2	Are there any cross membership on the boards of two or more companies by directors of the company?	X			The MD/CEO serves as a non-executive director in other companies: <ul style="list-style-type: none"> • FCMB Asset Management Limited • Credit Direct Limited • FCMB Pensions Limited Professor Oluwatoyin Ashiru also serves as a non-executive director in CSL Stockbrokers Limited.
Guideline 3	Provision of Meeting Documents to Officers of the Board				

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	Are Board papers made available to members of the Board at least one week prior to the date of the Board or committee meeting?	X			Board Members receive board papers at least a week to the board meetings
Guideline 4	Independent Non-Executive Directors				
4.1	Does the public company have a minimum of one Independent Director on its Board?	X			The Board has at least 2 independent directors

4.2	Are the Independent Directors: i. Partners or Executives of the company's statutory audit firm, internal audit firm, legal or other consulting firm that have a material association with the company? or		X		The independent directors are not part of the company's statutory audit firm, internal audit firm, legal or any consulting firm that has a material association with the Company.
	ii. Partners or Executives of any such firm for three financial years preceding their appointment?		X		None of the independent directors were partners or executives of any firm having material association with the Company for 3 financial years preceding their appointment

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Guideline 5	Nomination and Governance				
	Does the Nomination and Governance Committee: i. Review the performance and effectiveness of the Board of the company's subsidiary on an annual basis?	X			The governance and nominations committee reviews the performance and effectiveness of the Board of the company's subsidiary annually
	ii. Prepare job specification for the position of the Chairman, including an assessment of time commitment required of the candidate?	X			The governance and nominations committee details the job specification for the position of the Chairman including an assessment of time commitment required of the candidate.
	iii. Provide input to the annual report of the company in respect of Director compensation?	X			The governance and nominations committee provides input on director's compensation under Directors' report to Shareholders in the Annual Report and Accounts.
Guideline 6	Audit Committee				
	Whenever necessary, does the Committee obtain external professional advice?	X			Yes, the Committee obtains external professional advice whenever necessary.
Guideline 7	Risk Management Committee				
	Does the CEO/MD, Executive Directors and the Head of the internal audit unit attend the meetings of the Risk Management Committee?	X			Yes, the CEO/MD, Executive Directors and the Head of the Internal Audit Unit attend the meetings of the Risk Management Committee.

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Guideline 8	Appointment to the Board				
8.1	In appointing a person to the Board, are shareholders provided with information on any real or potential conflict of interest, including whether the proposed appointee is an interlocking director?	X			Shareholders are provided with all information on proposed directors to enable proper voting at the Annual General Meetings.
8.2	Do the letters of appointment cover: i. Synopsis of Director's rights?	X			Yes, the letters of appointment details, the rights of the director
	ii. Director evaluation programme used by the company?	x			Our letters of appointment clearly state directors will be evaluated
	iii. Any other contractual responsibilities?	X			Yes, all contractual responsibilities are set out in the director's letter of appointment.
Guideline 9	Board Evaluation				
	i. Does the Chairman oversee the annual evaluation of the performance of the Chief Executive Officer?	X			The CEO is evaluated by the Board annually and this evaluation is overseen by the Chairman of the Board.
	ii. Does the CEO/MD perform an annual evaluation for the Executive Directors based on agreed criteria or performance indicators?	X			Yes. The executive directors are evaluated by the CEO based on laid down Key Performance Indicators
Guideline 10	Remuneration				
10.1.	Does the remuneration policy define a process for determining Executive and Non-Executive Directors' compensation?	X			The remuneration policy clearly states the process for determining the compensation for Executive and Non-executive.

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10.2.	Does the Board approve the remuneration of each Executive Director including the CEO individually, taking into consideration direct relevance of skill and experience to the company at that time?	X			The remuneration policy is approved by the Board while remuneration of Executive Directors is subject to Board's consideration through the applicable Board Committee which is the Board Governance and Remuneration Committee.
10.3	i. Where share options are adopted as part of executive remuneration or compensation, does the Board ensure that they are not priced at a discount except with the authorization of the SEC and that any such deferred compensation are not exercisable until one year after the expiration of the minimum tenor of directorship?				This is currently not applicable to the Company.
	ii. Where share options are granted as part of remuneration to Directors, are the limits set in any given financial year and subject to the approval of the shareholders in general meeting?				This is currently not applicable to the Company.
10.4.	Does the company disclose in their annual report, details of shares held by all Directors, including on an "if-converted" basis?	X			This is included under Directors' Report in the Annual Report and Accounts.
10.5.	Are Directors required to disclose their shareholding whether on a proprietary or fiduciary basis in the public company in which they are proposed to be appointed as Directors, prior to their appointment?	X			The Company's Directors disclose their interest (if any) in other companies annually.

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10.6.	Does the Board undertake a periodic peer review of its compensation and remuneration levels to ensure that the company remains competitive?	X			This is usually undertaken by Management and sometimes via Consultants. Reports are submitted for deliberations by the Board Governance and Remuneration Committee.
Guideline 11	Internal Audit Function				
	Does the annual risk-based internal audit plan:				
	i. address the broad range of risks facing the company linking this to risk management framework?	X			Yes. The annual risk-based internal audit plan addresses the broad range of risks facing the company and this is linked to the risk management framework.
	ii. identify audit priority areas and areas of greatest threat to the company;	X			Yes. The annual risk-based internal audit plan identifies the priority areas and areas of greatest threat to the company
	iii. indicate how assurance will be provided on the company's risk management process?	X.			Yes. The annual risk-based internal audit plan also provides for an Enterprise Risk Management Framework. This is reviewed periodically by internal audit and other levels of control for adequacy and implementation.
	iv. indicate the resources and skills available or required to achieve the plan?	X			The plan states the resources and skills available or required to achieve the plan. For example, the Internal Audit Function is headed by a professional and experienced staff. Members of the team are also professionals and have experience in various fields relevant to the business.

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Guideline 12	Business Conduct and Ethics				
	<p>Are Directors, Management and other employees obligated to comply with the principles of the Code of Business Conduct and Ethics at all times, including to:</p> <ul style="list-style-type: none"> i. protect and ensure the efficient use of the Company's assets for legitimate business purposes? ii. make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally, towards achieving its goals? iii. not engage in conduct likely to bring discredit upon the company, and should encourage fair dealing by all employees with the Company's customers, suppliers, competitors and other employees? 	X			
	<ul style="list-style-type: none"> iv. not take advantage of Company property or use such property for personal gain or to compete with the Company? 	x			
	<ul style="list-style-type: none"> v. keep confidential, information received in the course of the exercise of their duties and such information remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by the person from whom the information is provided, or is required by law? 	x			
Guideline 13	Sustainability				

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13.1.	Does the company recognize corruption as a major threat to business and national development and therefore as a sustainability issue for businesses in Nigeria?	X			Yes, the company recognizes corruption as a major threat to business and national development and therefore as a sustainability issue for businesses in Nigeria
13.2.	Does the company, Board and individual directors commit themselves to transparent dealings and the establishment of a culture of integrity and zero tolerance to corruption and corrupt practices?				Yes. The Company also ensures that sustainability issues form part of the reports included in the Annual Report and Accounts.
Guideline 14	Disclosure				
	Does the company engage in increased disclosure beyond the statutory requirements in the CAMA, in order to foster good corporate governance?	X			Yes, the Company engages in increased disclosure beyond the statutory requirements in CAMA as long as it fosters good corporate governance.

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SECTION IV-GENERAL INFORMATION

1. NAME AND ADDRESS OF EXTERNAL AUDITORS

Deloitte & Touche Civic Towers
Plot GA 1 Ozumba Mbadiwe Road
Victoria Island Lagos

2. NAME AND ADDRESS OF REGISTRAR(S)

Cardinal Stone Registrars Limited
358 Herbert Macaulay Way, Yaba, Lagos

3. NAME AND ADDRESS OF COMPANY SECRETARY

Olufunmilayo Adedibu-44 Marina Lagos

4. NAME AND ADDRESS OF SUBSIDIARIES/ASSOCIATES INCLUDING % HOLDING:

- A. First City Monument Bank Limited-17a Tinubu Street Lagos (99.99%)
- B. FCMB Capital Markets Limited-44 Marina Lagos (99.99%)
- C. CSL Stockbrokers Limited-44 Marina Lagos (99.99%)
- D. FCMB Trustees Limited-44 Marina Lagos (99.99%)
- E. FCMB Microfinance Bank Limited-10 Moshood Abiola Way, Challenge Ibadan (99.99%)
- F. FCMB Pensions Limited-39, Adetokunbo Ademola Crescent Wuse II, Abuja (88.3%)
- G. Credit Direct Limited-48/50 Isaac John Street, GRA, Ikeja, Lagos (99.99%)

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CERTIFICATION

All information provided herein is to the best of our knowledge true. We take responsibility for any Contradictory information given by us. Material variations would be considered as fraudulent misrepresentation.

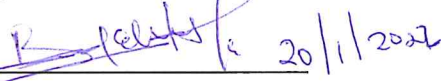
Company Secretary

Name: Mrs. Funmi Adedibu

Sign & Date:  25/1/2022


Chief Internal Auditor

Name: Mr. Babajide Odedele

Sign & Date:  20/1/2022

Chief Financial Officer

Name: Mr. Deji Fayose

Sign & Date:  25/1/2022

Group Chief Executive

Name: Mr. Ladi Balogun

Sign & Stamp:  25/1/2022

Chairman of the Board

Name: Mr. Oladipupo Jadesimi

Sign & Date:  25/1/2022

Chairman of Audit Committee

Name: Evangelist Akinola Soares

Sign & Date:  25/1/2022

COMPANY SEAL



**CERTIFICATION PURSUANT TO SECTION 60(2) OF INVESTMENT AND SECURITIES ACT
NO. 29 OF 2007**

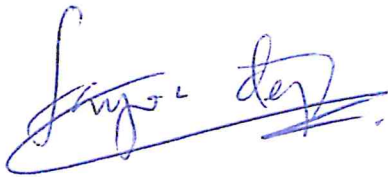
We, the undersigned hereby certify the following with regards to our **Form 01 - Return on Corporate Governance** for the year ended December 31, 2021 that:

- (a) We have reviewed the report;
- (b) To the best of our knowledge, the report does not contain:
 - (i) Any untrue statement of a material fact, or
 - (ii) Omit to state a material fact, which would make the statements, misleading in the light of the circumstances under which such statements were made;
- (c) To the best of our knowledge, the financial statement and other financial information included in the report fairly present in all material respects the financial condition and results of operation of the company as of, and for the periods presented in the report.
- (d) We:
 - (i) Are responsible for establishing and maintaining internal controls.
 - (ii) Have designed such internal controls to ensure that material information relating to the company and its consolidated subsidiary is made known to such officers by others within those entities particularly during the period in which the periodic reports are being prepared;
 - (iii) Have evaluated the effectiveness of the company's internal controls as of date within 90 days prior to the report;
 - (iv) Have present in the report our conclusions about the effectiveness of our internal controls based on our evaluation as of that date;

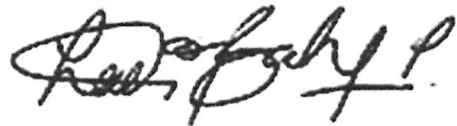
(e) We have disclosed to the auditors of the company and Audit Committee:

- (i) All significant deficiency in the design or operation of internal controls which would adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's auditors any material weakness in internal controls, and
- (ii) Any fraud, whether or not material, that involves management or other employees who have significant role in the company's internal controls;

(f) We have identified in the report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective actions with regard to significant deficiencies and material weakness.



CHIEF FINANCIAL OFFICER



GROUP CHIEF EXECUTIVE