



Process Manual

COMPANY SECRETARIAT & LEGAL SERVICES GROUP

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COMPANY SECRETARIAT & LEGAL SERVICES GROUP

Process Manual

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A) PURPOSE

This document contains the description of processes and procedures for the activities of Company Secretariat & Legal Services Group (the Group). It is the responsibility of the Group to proffer legal support to the Board of Directors and the Bank.

B) DEFINITIONS

The following words shall have the meaning(s) given hereunder:

The Group:	Company Secretariat & Legal Services Group
Management:	Executive Management and / or its constituted committees
Team / Units:	Refers either to: <ul style="list-style-type: none">- Dispute Resolution & Business Team/Unit- Contracts & Transactions Team/Unit- Company Secretariat Team/Unit- Loans and Securities Team/Unit
JDs	Job Description
Originating Unit	Branch or Business Unit making request for Legal Service

C) APPLICABILITY & SCOPE

This document takes effect from the 1st day of January 2023 and applies to the following functions:

1. Conducting Searches/Verification on Title Deeds, Probate Instruments and Incorporation Documents
2. Litigation & ADR (Against the Bank)
3. Litigation & ADR (Suits by the Bank)
4. Handling Garnishee / Mareva Orders
5. Handling Customer Complaints
6. Preparation of Mortgage Deeds, Loan Agreements and other agreements
7. Legal Evaluation of Facilities as a condition precedent to disbursement
8. Perfection / Up-stamping of security documents
9. Termination of ongoing perfection
10. Preparation of Deeds of release
11. Preparation of bonds and guarantees
12. Confirmation of bonds and guarantees
13. Company Secretariat Activities

In discharging these functions, the Group operates through the sub-Teams / Units set out below.

- a. Dispute Resolution & Business Support Team/Unit
- b. Contracts & Transactions Team/Unit
- c. Company Secretariat Team/Unit
- d. Loans and Securities Team/Unit

These teams carry out their responsibilities at the Head Office, while the Regional legal teams will be established as the Bank expands.

D) POLICY REQUIREMENTS

The Group's objectives are to:

1. Provide first class legal services to enable Management to make informed day-to-day business decisions.
2. Support the various branches, departments and units of the Bank to prevent or mitigate losses attributable to operational and business risk.
3. Provide company secretarial support services.

The functions of Dispute Resolution & Business Support Team/Unit Team are:

1. To handle all litigation and ADR matters relating to the bank and ensure diligent prosecution and defence of all lawsuits instituted by and against the bank.
2. To manage customer complaints.
3. To support the branch network

The functions of Contracts & Transactions Team are:

1. To handle review of all contracts / agreements and provide legal opinions and advisory on proposed bank transactions to various units and the management.
2. To prepare all contracts/legal transaction documents pertaining to the bank including leases, maintenance contracts, etc.
3. To handle all specialized transaction requests and enquiries (other than evaluation of loan documentation).
4. Prepare legal opinions where needed

The functions of Company Secretariat Team are:

1. To assist in the management of the Company Secretariat, conduct meetings, attend to Board of Directors, Executive Committee, Shareholders and other regulatory matters.
2. Develop relevant Corporate Governance Policies for the Board
3. Maintain the Bank's statutory books
4. Onboard directors and organize trainings for directors

The functions of the Loans & Securities Team

1. Preparation of Loan Documentation to ensure pledged properties are in a perfectible state
2. Review and advice on cost of perfection
3. Legal Evaluation of facility requests
4. Preparation of Bonds and Guarantees
5. Brief out security for perfection and follow up with solicitors until successful completion

E) ROLES & RESPONSIBILITIES

The section will be discussed in six (6) parts in the following order:

1. Part 1 – Group Structure
2. Part 2 – Activities for Dispute Resolution & Business Support Team
3. Part 3 – Activities for Contracts & Transactions Team
4. Part 4 – Activities for Company Secretariat Team
5. Part 5 – Activities for Loans & Securities Team
6. Part 5 – Other Miscellaneous Activities
7. Part 6 – Annexures

F) EXCEPTIONS

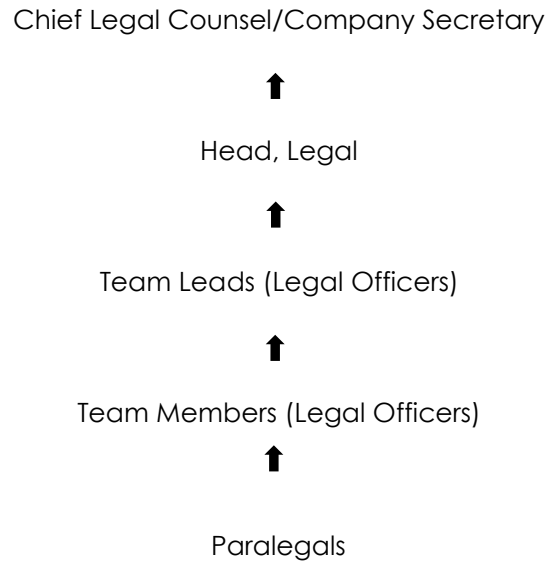
The content of this document is to serve as a process guide and shall not apply to transactions and instances where the Bank's policy or an approval is given stating otherwise. Any conflict between this document and the Bank's policy and approvals shall be resolved in favour of the approval given and this document shall (to such an extent) remain inapplicable.

PART ONE

GROUP STRUCTURE

The organizational structure of the Group may be as follows:

ORGANOGRAM



A) JOB DESCRIPTION

1. **Chief Legal Counsel/Company Secretary**

- I. Lead the strategic conceptualization, development and implementation of goals, objectives, policies, and priorities for the Company Secretariat & Legal Services Group; identify resource needs; recommend and implement policies and procedures
- II. Provide strategic direction to the Group on legal risk inherent in the bank's activities and develop the framework for the avoidance and/or mitigation of same
- III. Manage the end-to-end value chain of the Bank's legal risks and proactively respond to same using the instruments of documentation, negotiation, and where necessary, litigation to extinguish or mitigate the likelihood of loss arising therefrom.
- IV. Ensure yearly Board Evaluation/Appraisal of Directors and facilitate induction, professional development and training of Directors.
- V. Organize, document, and maintain records of proceedings of General Meetings, Board Meetings, Board Committee Meetings, and Executive Committee Meetings of the Bank.
- VI. Serve as the Company Secretary to the Board and Shareholders and provide guidance to Board members on the law and good corporate governance practices.
- VII. , and maintain minutes books and corporate records.
- VIII. Serve as the secretariat to the Executive Committee.
- IX. Serve as the liaison between the Board and the Management team.
- X. Ensure compliance with the Bank's memorandum and articles of association, and ensure that shareholder meetings, board meetings and board committee meetings are conducted in accordance with applicable laws, charters and corporate governance codes.
- XI. Perform other duties as the Company Secretary, more specifically set out under the Company Secretariat activities section in this Manual.
- XII. Ensure that the Bank's products, services, processes and activities are conducted with minimal legal risk exposures.
- XIII. Evaluate and devise strategies for cost-effective performance.
- XIV. Oversee and coordinate the Group's staffing, and operational activities and identify resource needs.
- XV. In liaison with the Personnel Management Group, select, train, motivate and evaluate the Group's personnel, provide and/or coordinate staff Training, work with employees to correct identified deficiencies, implement discipline, and inculcate professional decorum.
- XVI. Lead the development and implementation of goals, objectives, policies, and priorities for the Group.
- XVII. Identify opportunities for improving service delivery methods and procedures, review with appropriate management staff, implement improvements and optimize efficiencies
- XVIII. Render legal opinions on the bank's activities, products and services.
- XIX. Identify applicable statutes, judicial decisions, and codes and keep abreast of legislative changes in the banking industry.

2. Head, Legal

The Head of Legal has direct responsibility for the day-to-day management of the entire legal department and coordinating Team Leads and other Team Members of other units of the department and has the following specific duties and responsibilities:

- i. Ensure that the consolidated litigation portfolio is well managed, and schedules are up to date. Responsible for the workflow, content, quality and output of the Legal department.
- ii. Assist the Chief Legal Counsel in the formulation of appropriate strategy to ensure optimal performance of the Group.
- iii. Supervise, monitor and account for the activities of the Units.
- iv. Review case files, court processes and make recommendations thereon to the Chief Legal Counsel
- v. Recommend the appropriate fees to be paid to external counsels.
- vi. Co-ordinate the review and issuance of responses to customer complaints, regulator claims, law enforcement claims, requests with potential legal claims, investigation activities.
- vii. Interface with law enforcement agencies.
- viii. Develop and maintain a reliable case management system for the bank for case monitoring, tracking, and documentation management.
- ix. Ensure that litigations are conducted efficiently and effectively in liaison with colleagues throughout the organization and external solicitors
- x. Provide legal advise to Management to ensure statutory compliance with the existing laws and regulatory requirements.
- xi. Provide periodic reports and updates, through the Chief Legal Counsel, to the Executive Management, Board of Directors and their committees.
- xii. Provide guidance to the department in the execution of its functions and develop effective procedures to meet performance targets.
- xiii. Equip colleagues with understanding of litigation issues, risk factors and procedures to enable them tackle the challenges.
- xiv. Support the implementation of the strategies towards actualization of the Group's objectives.
- xv. Manage court judgments to prevent execution of judgement levies.
- xvi. Build and improve the capacity of team members through mentorship and guidance.
- xvii. Interface with external counsels on the bank's litigation portfolio.
- xviii. Liaise with Finance and Performance Monitoring (FPM) and regulators on matters affecting the bank's litigation portfolio; and provide requisite documentation as may be required for reporting purposes.
- xix. Analyse bankwide-litigation trends for decision making and recommending litigation reduction strategies.
- xx. Represent the Chief Legal Officer at meetings as required.

- xxi. Provide transactional negotiation and documentation support to other Business Units, in their deals and with respect to strategic ventures, alliances and partnerships, as well as corporate disposals and acquisitions.
- xxii. Providing legal advisory in syndicated lending (including review of Inter-lenders Agreements and Security Trust Deeds) and attend syndication meetings.
- xxiii. Review credit memos / draft offer letters / term sheets for specialized lending, Non-Interest Banking (NIB) and Corporate Banking customers; and advise on the most optimal transaction structure that best protects the bank's interest whilst meeting its commercial objectives.
- xxiv. Review legal evaluation reports on documents submitted by Relationship Managers for completeness to Credit Risk Management and relevant Business Units (BUs).
- xxv. Provide concurrence on legal evaluations on facilities within the evaluation scope described above or other facilities, where necessary.
- xxvi. Review facility and security documents.
- xxvii. Perform such other duties as may be assigned by the Chief Legal Officer or/and the Managing Director

3. Other Legal Officers in the Group

Annexure 2 of this Process Manual contains a detailed description of the Job description for all Legal Officers within the Group.

4. Company Secretariat Team

- i. Provide legal advice on applicable laws.
- ii. Make recommendations and identify opportunities to improve the Bank's governance framework.
- iii. Advise on the bank's compliance obligations and CBN regulations.
- iv. Identify compliance issues and advise on appropriate steps to mitigate compliance risks.
- v. Draft, negotiate and advise on agreements relating to corporate social responsibility and gifts.
- vi. Manage timely and appropriate engagement of external counsel and work with external advisors and internal stakeholders to ensure the provision of efficient and effective legal advice.
- vii. Organize board meetings, prepare and review board minutes and resolutions, and support the implementation of board decisions.
- viii. Manage the shareholder and stakeholders' relations of the bank by acting as a point of contact for investors and shareholders.
- ix. Process the benefits/ entitlements of board members.
- x. Attend to shareholder complaints and enquiries, and requests from local investors.
- xi. Assist to organize board meetings including AGMs & EGMs.
- xii. Liaise with the registrars on behalf of shareholders and other stakeholders.

- xiii. Liaise with training institutions to train for board members.
- xiv. Provide secretarial support services for board and management meetings.
 - Support the coordination and management of General Meetings, Management Meetings, Board Meetings, AGM, EGMs and other special meetings.
 - Ensure proper record keeping and retrieval process, this covers the following:
 - i. General file management.
 - ii. Maintenance of records, documents and data in general.
 - iii. Treatment of correspondence.
 - Archive documents.
 - Maintain the following statutory registers;
 - i. Register of charges.
 - ii. Register of members.
 - iii. Register of sealed documents.
 - iv. Register of directors' interest.
 - v. Register of secretaries and directors.
 - Manage custody of the minutes of meetings of committees.
 - Provide accurate report on the use of the common seal of the Bank.

Contracts & Transaction Unit

- Render legal opinions to the management and various departments.
- Draft and review contracts / agreements.
- Draft and review finance/loan documentation.
- Attend internal and external meetings.
- Sit at management and Board Credit Committee meetings for approval of credit transactions.
- Render legal advice on all credit and non-credit transactions.
- Render legal support on all other transactions, specialized lending and project finance.
- Draft and review Service Level Agreements.
- Develop and monitor the group's standard operating processes.
- Implement standard filing of documents and correspondences.
- Organize Group meetings and reports thereon
- Ensure corporate searches are carried out by external solicitors and that reports are sent to relevant branches.
- Register trademarks and patents

Loans & Securities Team

- Assign perfection matters to the bank's external solicitors and follow up with them to ensure speedy conclusion of perfection.
- Maintain proper records and monitor the bank's perfection portfolio.
- Review and confirm the acceptability of title documents in line with the bank's Credit Risk Policy Guidelines.
- Proffering Legal advice on all perfectible transactions to the bank and management as required.

- Drafting and/or reviewing of perfection documents, related to perfectible security to ensure that the bank is adequately protected.
- Providing legal opinion on the suitability of perfectible securities in line with the bank's Credit Risk Policy Guidelines.
- Proffering advice, as required, to Remedial Assets Group on recovering collaterals upon default in repayment of loans.
- Liaising with Trustees appointed to hold securities/pledged assets on behalf of lenders and the bank.
- Credit Review & Documentation – Review all approvals provided for credit review, to ensure that they comply with internal requirements and guidelines of regulatory authorities.
- Contingent Liability Issuance/Review – Preparing and issuing indemnities, bonds and guarantees and review incoming indemnities, bonds and guarantees.
- Advising on all credit requests – Providing adequate legal advice to relationship managers or business units on credit related transactions.
- Ensure Collaterals securing credit facilities are adequately perfected and upstamped by external solicitors.
- Maintaining the schedule of perfection matters.
- Liaise with external solicitors to carry out land search / verification procedure.
- Prepare and issue deeds of release to customers, after obtaining an approved release memo, upon customer's completion of loan repayment.
- Record keeping and filing.

Dispute Resolution & Business Support Unit

- Supervise internal investigation of cases in court.
- Monitor cases in court to ensure that the Bank's interests are adequately protected.
- Liaise with and provide support to the bank's external solicitors.
- Maintain and review schedule of cases instituted by and against the bank.
- Review and assess the Bank's defence in matters in litigation and recommend settlement, where necessary.
- Monitor recovery matters under the Litigation Recovery portfolio to ensure timely and effective recovery of debts owed to the bank.
- Review and respond to garnishee order nisi [interim orders] and give necessary instructions to branches/solicitors.
- Appraise the performance of external solicitors and recommend to the Chief Legal Counsel the solicitors to be retained or delisted.
- Interface with external auditors of the Bank during audit, provide them with schedule of pending litigations and respond to their queries.
- Interface with CBN and NDIC during audit, provide them with the schedule of pending litigation, selected case files and respond to their queries.
- Prepare schedule of contingent liabilities for Financial Control which will be used for audit.
- Liaise with external solicitors on matters referred to ADR.
- Recommend terms of settlement to the management.

- Review court processes proposed to be filed by our solicitors.
- Monitor / supervise internal investigations in respect of written complaints made to /against the bank, by solicitors of the bank's customers, vendors or stakeholders.
- Respond to written complaints made to /against the bank, by solicitors of the bank's customers, vendors or stakeholders.
- Provide legal opinions on issues emanating from matters already in litigation and debt recovery matters that are not in litigation.
- Respond to invitations by the Police and law enforcement agencies.
- Liaise with external solicitors to represent the bank, upon invitation by the police and other law enforcement agencies.
- Participate in meetings and activities, as required
- Attend to inquiries from branches and external solicitors.
- Review claims and defenses prepared by or against the bank.
- Maintain and update litigation schedule and make same available to regulators and the board.
- Performing other functions delegated by the Chief Legal Counsel.

PART TWO

DISPUTE RESOLUTION

The following are the description of processes to be followed for Litigation and ADR matters.

Cases Instituted against the Bank

- A. All court documents and originating processes should be forwarded to the Team e-mail (or to Legal Helpdesk).
- B. Legal Helpdesk to forward all correspondences on the cases to the Chief Legal Counsel/Head, Legal for appropriate action. Periodic report on the bank's litigation status should be forwarded to Management by the Head, Legal through Chief Legal Counsel.
- C. Upon receipt of the originating process, the Head, Legal assigns the task to a Legal Officer
- D. The Legal Officer shall initiate a review of the case advising Management on strategies to be adopted along with the chances of success of each strategy and a recommendation for nomination of counsel; and pass to the Head, Legal for further review. For routine cases, such as erroneous transfer, garnishees, the legal officer may select a solicitor from the approved list of solicitors and recommend for approval.
- E. Upon satisfactory review of the case and negotiation of fees, the memo for approval for appointment of counsel and strategy is presented by the Legal Officer, through the Head of Legal to the Chief Legal Counsel for consideration and approval (Where the fees payable are above the Chief Legal Counsel's limit, the approval of Executive Management is sought and obtained).
- F. Legal Officer then refers the originating process and statement of claim to the department or branch directly involved for comments on the averments therein and obtain all relevant information on the case and examine options on how best to defend the bank.
- G. Legal Officer vets the statement of defence to ensure that all relevant points of defence have been stated.
- H. Legal Officer shall brief an approved solicitor and follow-up with the solicitor to ensure that all relevant processes are duly filed and obtain copies for the bank's records (Legal Officer to ensure that Solicitor provides updates in writing of all adjournments of the Court). Legal Officer may request / assist the department or branch involved to nominate a staff conversant with the facts to represent the bank at the impending trial and make arrangements to ensure the bank's representative attends pre-trial briefings with the solicitors in conjunction with a Legal Officer.

- I. Legal Officer may be required to attend court proceedings for cases adjudged material (high profile cases, sensitive cases raising reputational risks etc) by the Head of Legal and/or the Chief Legal Counsel
- J. Legal Officer shall keep independent record of every court proceeding, obtain a formal update from the solicitor and provide the Head, Legal with an update on the events in Court (All new developments should be referred by the Legal Officer, to the Head, Legal for review before submission to Chief Legal Counsel)
- K. Legal Officer shall monitor the case and inform Management through the Head of Legal and Chief Legal Counsel of the court's decision.
 - L. If the bank loses the case, Legal Officer shall (under the supervision of the Head, Legal) examine possibility and / or necessity of appeal and make recommendations to Management through Chief Legal Counsel on the next line of action.

Cases instituted by the Bank

- A. Examine the facts thereof to determine if the Bank has a cause of action to prosecute.
- B. Legal Officer shall obtain all necessary information from the relevant department or branch to undertake a review and prepare an opinion
- C. The Legal Officer shall initiate a review of the case advising Management on strategies to be adopted along with the chances of success of each strategy and a recommendation for nomination of counsel; and pass to the Head, Legal for further review
- D. The Head, Legal review and provides his/her concurrence or otherwise, determines the materiality of the case. Once satisfied, he/she then passes it for approval.
 - E. Upon satisfactory review of the case and negotiation of fees, the memo for approval for appointment of counsel and strategy is presented by the Legal Officer, through the Head of Legal for approval.
 - F. (Where the fees payable are above the Chief Legal Counsel's limit, the approval of Executive Management is sought and obtained).
 - G. Legal Officer shall brief the approved solicitor by the Head of Legal to file a memorandum of appearance within the stipulated time and vet the originating process and statement of claim.
 - H. Legal Officer may request the relevant department/branch to ascertain the staff to give evidence and ensure that the said staff attends pre-trial briefings with the solicitors (Legal Officer to attend pre-trial briefings with the bank's representatives).
 - I. Legal Officer shall monitor each step of the case and attend all adjournments of the Court and keep a record of all Court proceedings.

- J. Legal Officer shall (under the supervision of Head, Legal) inform Management of the court's decision.
- K. If the court's decision is in favour of the Bank, the Legal Officer under the supervision of the Head of Legal will ensure the judgment is enforced, save where there is an appeal.
- L. If the decision is not in favour of the Bank, immediately examine the possibility and necessity of appeal and advise management through the Head of Legal.
- M. Legal Officer shall implement management decision

Legal Opinions

- A. Upon request from departments or branches of the bank, examine the legal position and provide advice, depending on complexity after conferring with the Head of Legal.
- B. For medium to complex matters, forward a written opinion to Head, Legal for quality control before circulating to BU or branch.
- C. For highly complex, sensitive and high-profile matters, the opinion is sent to the Chief Legal Counsel through Head, Legal for comments.
- D. Forward written opinion to the originating department or branch through the Head of Legal and Chief Legal Counsel; and if by email with Chief Legal Counsel and the Head of Legal must be in copy.
- E. Copy of the opinion should be filed by the Legal Officer in customers file physically and / or electronically.

Post-Litigation Matters

- 4.1 If judgment is in favour of the bank:
 - Prepare a memo to notify the Chief Legal Counsel through the Head of Legal of the outcome of the litigation and
 - Proceed to levy execution / or undertake other judgment enforcement procedures

4.2 If judgement is not in favour of the bank, prepare a memo to notify the management through the Head of Legal and Chief Legal Counsel.

Payments on Enforcement Initiatives by the Group

- A. Legal Officer should forward the original cheques received through its solicitors to Finance Operations Group at the Head Office (or Recovery Unit / Relationship Management Team as the case may be) and keep copy for records
- B. Make photocopy of deposit slip/cheque and file a photocopy of cheque and deposit slip in the customer's case file/filings could be done electronically
- C. Advise the management by memo through the Head, Legal attaching deposit slip and photocopy of cheque.

Complaints Management / Alternative Dispute Resolution

- A. Receive verbal or written complaint from the requesting unit and/or letter(s) from complainants; send a holding response pending investigation.
- B. Obtain material information from the affected branch or BU. Where deemed necessary, refer the matter to internal audit for investigation
- C. Review facts/report and recommend resolution strategy to the Head of Legal;
- D. Legal Officer and Head of Legal attempt settlement for non-contentious cases and thereafter seek approval of the Chief Legal Counsel and the BU/Branch/Management for the settlement terms. The support of the BU/branch representatives would be support as required in the negotiations.
- E. For complex, sensitive or material cases/complaints, the Legal Officer shall make recommendations to the Chief Legal Counsel through the Head, Legal on a resolution strategy/option.
- F. Negotiate with complainant to settle the matter (Method of negotiation depends on the issue and must be done in a manner that is legally acceptable).
- G. Prepare a memo to notify the Chief Legal Counsel through the Head, Legal of the outcome of the negotiation.
- H. If negotiation with complainant result in settlement and an agreement / terms of settlement is required, perform the following tasks:
 - Prepare the agreement / terms of settlement
 - Obtain approval for the terms of settlement
 - Execute the agreement / terms of settlement and obtain complainant's signature
 - File terms of settlement in court, where necessary
 - File agreement / terms of settlement in the case file
- I. If negotiating with the complainant does not result in settlement, matter may be resolved through other dispute resolution methods.

Probate Searches/Verification of Court Orders

- A. Legal Officer receives request for searches on letters of administration or court orders in respect of deceased customers from the originating branch or unit
- B. Legal officer is to ensure that the account is well funded to cover the search fee and advise the originating branch or unit to move the fee into the appropriate account for payment
- C. Legal Officer assigns the request to a competent solicitor recommended by the Head, Legal to conduct the search
- D. Upon receipt of the search report from the solicitor, scanned copy of search report will be forwarded to the requesting branch
- E. If the search report is unfavourable, advise the branch stating the reason and the bank's next line of action
 - F. Legal Officer updates Schedule of Probate Search showing customer's names, account number, domicile branch, assigned solicitor, date of request to solicitor and status of request
- G. Save a soft copy of the search report to the Group's sharepoint page
- H. Advise Finance & Performance Management and or the necessary branch to debit for payment of the solicitor upon approval

Support on Regulatory Matters

- A. Upon request, provide opinions on enquiries / demands from law enforcement agencies with respect to a wide range of the bank's activities, including the Police, tax authorities, Independent Corrupt Practices Commission, Economic & Financial Crimes Commission
 - B. Legal Officer may nominate solicitors (subject to concurrence of Head Legal to accompany staff (in conjunction with Compliance Officers in the Law Enforcement Unit of the Bank) to honour invitations from law enforcement agencies.

Treatment of Garnishee Orders/Mareva Injunctions

- A. All Garnishee Orders and Mareva Injunctions should be forwarded to the Team e-mail (or to Legal Helpdesk) for all Lagos Regions or email address of physical offices for up-country branches.
- B. Upon receipt of the Garnishee Order/Mareva Injunction the order is assigned to a Legal Officer.
- C. The Legal Officer ensures that necessary steps are taken to comply with and manage all Garnishee Orders/Mareva Injunctions and other injunctive court processes / orders served on the Bank in collaboration with Internal Stakeholders.
- D. For Garnishee Orders, upon receipt of the Garnishee Order Nisi, the Legal Officer sends an e-mail to Operations Group requesting the following:
 - i. Confirmation of whether the Bank maintains any accounts in the name of the Judgment Debtor(s)/Respondent(s).

- ii. Where an account exists, Operations Group directs the branch in which the account is domiciled to place a lien on the credit balance(s) in the account(s) of the Customer/Judgement Debtor and sends the statement of account to the Legal Officer.
- iii. Operations Group instructs that the Branch to inform the Customer/Judgement Debtor that the relevant account has been placed on lien in compliance with the Garnishee Order Nisi.

E. Thereafter the Legal Officer forwards the Court Order and the Certified Statement of Account to the Bank's External Solicitor to enable the Solicitor file the Bank's Affidavit to Show Cause.

F. Where no account exists in the Banks Database, belonging to the Judgment Debtor(s) / Respondent(s), the Legal Officer shall ensure that this is reflected in the instruction conveyed to the External Solicitor.

G. Legal Officer shall follow up with assigned solicitors to obtain periodic updates on matters and ensure the schedule is promptly updated from time to time.

H. Upon conclusion, the Legal Officer receives discharged order and ensures full compliance with the terms of the Garnishee Order.

PART THREE

CONTRACTS & TRANSACTIONS TEAM

The following are the description of processes for Contracts & Transactions Team.

SECTION 1: BANK TRANSACTION ACTIVITIES

Review of Contracts and Transaction Documents

- A. Receive maintenance contracts, leases and other agreements that are forwarded to Legal Services Group for vetting.
- B. On receipt, the agreement shall be assigned to a Legal Officer for review to ensure that the terms and conditions are in order, not onerous on the bank and the best interests of the bank is preserved (Legal Officer shall ensure that the documents are valid and enforceable).
- C. For medium to complex contracts, the Legal Officer shall forward documents to the Team Lead / a senior officer in the team for a second level review. For medium, sensitive and highly complex reviews, the contracts should be referred to the Head of Legal for final review.
- D. After the internal reviews and if the documents are not satisfactory, Legal Officer will return documents with comments to originating unit.
- E. Where there are areas of disagreement, the issue(s) will be referred to the Chief Legal Counsel through the Head, Legal (Thereafter, final areas of disagreement shall be referred to the originating department in writing)
- F. Duly acknowledged hard copies of the observations received by the originating department or branch regarding the agreement shall be handed over to the Legal Helpdesk for filing while the soft copy shall be filed by the Legal Officer.
- G. After resolution of issues raised, Legal Officer shall send documents for execution.

Note: The Head, Legal and/or Team Leads will determine complexity of the contracts/agreements/transactions.

Company Searches

- A. Receives request for searches from the branches
- B. Assign the search request to a registered Solicitor of the bank.
- C. Upon receipt of the search report(s) from the solicitor, the scanned copy of the search report(s) shall be forwarded to originating branch.

- D. Update Schedule of corporate search showing customer names and RC number, account number, solicitors assigned search, date of request to solicitor and status of request.
- E. If the search report is unfavourable, advise the branch through the Head, Legal and state the reason and the bank's next line of action.
- F. Save a copy of the search report to the Legal Services Group page.
- G. Advise the Branch or Finance to pay the solicitor upon approval from Head, Legal.

Execution of Documents

- A. Legal Helpdesk receives the physical or electronic documents and forwards to Head, Legal for assignment.
- B. Request is assigned to Legal Officer by the Head, Legal for preparation for execution
- C. Legal Officer confirms document is the execution version and then sends documents for execution (digital signatures also applicable)
- D. Forwards executed document to the Legal Helpdesk for sealing (where required) and for circulation to requesting unit.
- E. Helpdesk sends executed copies to requesting unit.

Drafting/Preparation of Agreements

The process is initiated on receipt of the following documents from requesting units:

- Approved Facility Summary Report (FSR) / Credit Approval Memo (CAM) / Credit Facility Approval Memo (CFAM) for agreements relating to the granting of credit facility
- Approved Memo and Specimen document / agreement for non-credit related agreements
 - Legal Officer prepares relevant document in accordance with term sheet, transaction dynamics/approval. Medium to complex agreements are reviewed by the Team Lead and/or Head of Legal.

Registration of Trademarks & Patents

The Legal Officer shall do the following:

- A. Receive request with the following:
 - Copy of approval document; and
 - Documentation of the trademark to be registered
- B. Review and brief an external solicitor for conduct of Availability Search with supervisor's concurrence
- C. Receive the report and forward findings/and search report to the requesting unit.
- D. Forward payment request to Branch Operations/Finance to debit the Business Unit's account for search fees.

- E. Branch Operations/Finance debits customers account for search fees and credits both Solicitor as advised.
- F. Upon response of requesting unit, brief external solicitor for processing of registration of trademark indicating which classes the device and / or word should be registered.
- G. Upon receipt of Acceptance Note, present payment request to Branch Operations/Finance for part payment of agreed solicitor's fees
- H. Upon receipt of evidence of registration of trademark (Certificate of Registration), present payment request to Branch Operations/Finance for balance payment of the agreed solicitor's fees
- I. Notify requesting SBU of the duration for which successful registration is meant to last and available options for renewal (if any)
- J. File originals and make further arrangements with external solicitor for active monitoring to curtail any form of infringement

Land Search/Verification Procedure

The Legal Officer shall do the following -

- A. Receive request and with copy of Title document.
- B. Request originals of title documents for verification.
- C. Engage external counsel to conduct search / verification on title to property
- D. Receive search / verification report from external solicitor.
 - E. Prepare an opinion based on the search / verification report.
 - F. Forward opinion and the search / verification report to the requesting unit
- G. Present payment request for Branch Operations/Finance to credit solicitors and debit the relevant accounts for search / verification fee

PART FOUR

LOANS & SECURITIES TEAM

The following are the description of processes for Loans & Securities Team.

SECTION 1: EVALUATION AND SECURITY DOCUMENTATION ACTIVITIES

General Procedure for Loan Documentation

- A. Helpdesk receives documents from originating branch, registers the receipt in the documentation register and passes to the Head, Legal for assignment to responsible Legal Officer
- B. Legal Officer examines the approved terms and conditions in the credit proposal and Offer Letter to ascertain that the terms and conditions are duly communicated to the customer (The terms and conditions of the approved credit proposal supersedes the Offer Letter)
- C. If the facility is to a company, Legal Officer reviews the company's memorandum and articles or search report on the company to confirm if it has borrowing powers that authorizes the facility and security
- D. Legal Officer sights duly executed Board Resolution of the company authorizing and / or accepting the credit facility, executed by a Director and Secretary (or two Directors) under seal
 - E. Ascertains the directors and secretary of the company. In case of small companies, two directors indicated in the CAC Form 07 filed should execute documents on behalf of the company. The Secretary is to sign only if statutory returns / CAC Form 2.1 noting the name of the Secretary is duly filed at the Corporate Affairs Commission. (For blue chip companies a Director and the Secretary may sign.)
- F. Conduct fresh search at the Corporate Affairs Commission (CAC), on the current status of the company: i.e. it's members, assets & liabilities and the existence of charges on its assets. (if necessary)
- G. Examine the security documents/position and ascertain its adequacy. If considered inadequate, advise the originating department, branch or the approving authority depending on the existing security approval processes in the bank.
- H. Upon conclusion of documentation review, advise Credit Administration of the status of the Security documentation.
 - I. Where tangible assets are offered as part of the security, the legal officer reviews and advises originating unit to debit customer for perfection fees and warehouse same in Legal Escrow account

- J. Advise the originating unit or branch of any outstanding documentation where such is noted to enable regularization before conclusion of the legal evaluation.
- K. Upon conclusion of the legal evaluation and Credit Administration Department advise, the originals of the documents are forwarded to the security cabinet

Note: Where Legal Mortgage or Debenture or other such tangible collateral is offered as collateral, the Team would review and advise adequacy of the mortgage/debenture documents.

Warehouse Financing

- A. The Legal Officer (with the supervision of Team Lead / senior officer in Contracts and Transactions Team) shall be responsible for review / drafting / preparation of the Warehousing Agreement
- B. Documentation required during evaluation include:
 - Executed warehousing agreement between the customer, the bank and the warehousing agent.
 - Schedule of goods to be warehoused stated;
 - Insurance policy on the goods to be taken by the customer and the interest of the bank noted, or by the bank (the customer will bear the charges);
 - Executed indemnity by an approved clearing agent of the bank, with 2 passport pictures of the clearing agent obtained; and
 - Letter of application from the customer for the facility is required
- C. The terms of release of the goods will be determined and agreed before the warehousing agreement is executed
- D. The Legal Officer shall be responsible for vetting / preparation of the Letter of Release addressed to the warehouse agents
- E. The Letter of Release will then be forwarded for execution by the authorized signatories of the Bank for specific goods paid for to be released or the entire consignment if the outstanding facility is fully liquidated.

Hypothecation / Pledge

- A. The following documents are required for the legal evaluation:
 - Executed Deed of Hypothecation / Pledge (4 copies);
 - Satisfactory company search report indicating that there are no previous charges in the company's books on the same goods / stock;
 - Certified True Copy of the Memorandum and Articles of Association of the Company indicating the borrowing powers of the company and a copy to be attached.

- Insurance policy on the goods pledged noting the bank as a loss payee;
 - Copy of the Certificate of Incorporation; and
 - Letter of Application from the Customer for the facility.
- B. Legal Officer will ensure that the documents are properly executed

Personal and Corporate Guarantees

- A. The following documents are required for the legal evaluation:
- Executed Bank's template deed of Guarantee for individuals / firms or Corporate Guarantee for Limited Liability Company where applicable (2 copies for each guarantor);
 - The deed of guarantee shall be accompanied by the Guarantor's sworn statement of net-worth (1 copy each);
 - If the Guarantor is a Limited Liability Company, a Board resolution authorizing it and signed by a Director and Secretary or two (2) Directors under seal; and
 - Letter of application from the customer for the facility
- B. The Memorandum & Articles authorizing to ascertain the borrowing powers of the company seeking to act as a Guarantor and to confirm the authorization required for so doing
- C. Legal Officer will ensure that the documents are properly executed

Shares

- A. The following documents are required for the legal evaluation:
- Current Statement of stock position of the customer from the stockbrokers;
 - Duly executed CSCS Joint Memorandum, sworn to at the court registry;
 - Undated letter of consent to sell shares;
 - Letter of no objection from stockbrokers addressed to the Managing Director, CSCS Ltd; and
 - Cheque drawn in favour of CSCS Ltd to cover the charges for placing the lien (varies per amount of facility)
- B. Legal Officer collates documents and process lien placement at CSCS Ltd. Lien is placed and shares moved to bank's account with CSCS Ltd
- C. Upon customer satisfying its obligation to the Bank, Legal Officer writes a letter of lien release to CSCS Ltd for release of lien to customer through its stockbrokers

NIB Loans Evaluation

- A. Examine credit approval to ascertain the terms and conditions, especially the security, approved
- B. Examine the offer letter to ascertain that the security, terms and conditions are aligned with the approval

- C. Obtain duly executed Board Resolution of the company authorizing and / accepting the credit facility, executed by a Director and Secretary (or two Directors) under seal
- D. Ensure that all Guarantors Net-worth Form are filled and notarized or affirmed before the court and the guarantor's cheques provided are suitable
- E. Ensure that where applicable, ancillary letters / documents are provided such as undertaking to permit unhindered access to asset, Hamish Jiddiyah, Agency Agreement, authority to debit, request to purchase, invoice and confirmation of invoice by RM
- F. Examine all credit documents and NIB contract documents to ascertain that they are in the bank's acceptable format, duly executed and interest of the bank is protected
- G. Upon completion of the evaluation and concurrence, forward to Credit Administration and Documentation (CAD)

Issuance of Contingent Liability Instruments

- A. Legal Helpdesk receives and reviews request to ensure checklist items (customer's letter of request, contract award letters and approval for issuance of the instrument) are in place.
- B. Helpdesk assigns to Maker & Checker in the same email with which request was sent by the requesting unit or branch (Para Legal Officer/Help Desk assigner is to follow up with Maker or reassign to another if Maker does not respond)
- C. The responsible Legal Officer (the Maker) acknowledges receipt within an hour of receipt to the requesting unit or branch and Legal Helpdesk
- D. The Maker prepares draft and sends to the assigned Legal Officer (the Checker) for second level review (the Maker should ensure they utilize the templates provided on Legal Teams Platform when issuing instruments to ensure uniformity and minimize errors). Where non templated instruments are used, maker and checker review and negotiate terms suitable.
- E. The Maker numbers instrument and prints (the Maker is to obtain updates from Legal Helpdesk on status of the issuance and provide same to the requesting unit or branch)
- F. Para Legal Officer circulates the instrument for execution and sealing giving updates to the Maker on the status of the issuance (After issuance, copy of the instrument is retained and filed while the original is sent to CAD for release to requesting unit or branch)

Confirmation Of Instruments

Makers are also responsible for confirmation or verification of authenticity of instrument when requested. Procedure for confirmation or verification is as follows:

- A. Legal Helpdesk receives and assigns the request for confirmation of instrument to Maker of the instrument

- B. The Maker reviews the instrument presented for confirmation that was issued to verify / confirm its authenticity
- C. The Maker prepares written confirmation of the instrument issued by the Bank on behalf of its customers and sends same for dispatch to the address of beneficiary of the instrument (email confirmations are in order where the email of the beneficiary is provided)
- D. Where the instrument is not issued by the bank, the Maker prepares a response and sends same for dispatch to the issuer (this can also be achieved by electronic mail)
- E. Legal Officer ensures correspondences are filed

SECTION 2: SECURITY DOCUMENTATION ACTIVITIES

Legal Evaluation for Retail and Commercial Banking

A. Legal Evaluation of all loan requests for Retail Banking and Commercial Banking (within a scope of transactions valued at a threshold below ₦100M or other currency equivalent) is conducted as described above in Procedures Nos. 1 – 5 under Section 1 Evaluation & Security Documentation Activities)

B. Where required, collated documents shall be forwarded for perfection at the relevant registry according to the procedures described below and copies of perfected documents shall be kept in the customer's file.

For All Legal Evaluation with Legal Mortgages and Debentures the following shall be done -

Legal Mortgage

A. Legal Officer receives request for search on title of pledged property from originating branch or Unit and instructs external solicitors to conduct search or conducts the search personally where required

B. Legal Officer receives search report and review for suitability. Where no encumbrance, originating branch or Unit will be advised to proceed with documentation by adopting precedents from uploaded documents. Where there is an encumbrance, property will be declined

C. Where there is no encumbrance, Legal Officer extracts the following legal mortgage documents from the documentation received from the originating branch or SBU

- Original Title Document which could be either of the following:
 - i. Certificate of Occupancy;
 - ii. Land Certificate;
 - iii. Registered Deed of Conveyance;
 - iv. Registered Deed of Assignment;
 - v. Registered Deed of Sub-lease; or
 - vi. Irrevocable Power of Attorney (to be approved by the Chief Legal Counsel)
- Application Form for governor's consent duly executed by the Mortgagor or letter of application for consent to register mortgage written by Mortgagor.
- Letter of application for the facility from the customer.
- Evidence for payments for:
 - Current land use charge, ground rent or tenement rate on the property as may be applicable;

If the customer is a limited liability company, PAYE certificate of the company; Current Tax Clearance of the company; and Current Tax Clearance certificate of two (2) Directors of the customer.

- Duly executed Deed of legal mortgage

- Execution of 2 copies of the Bank's Memorandum of Deposit of Security of Title Deeds
 - Independent professional valuation report on the property by a bank-appointed and reputable estate surveyor
 - If a company is involved, a Board Resolution authorizing the borrowing and pledging their property will be obtained
 - Evidence of filing of current Annual Returns at Corporate Affairs Commission. (For Companies Only)
 - Any other document required by the relevant state government from time to time
- D. Legal Officer to advise originating unit to debit customer for perfection fees and warehouse same in Legal Escrow account

Debentures

Debentures could be in the form of All Asset Debenture, Fixed / Floating or Fixed and Floating Debenture, Mortgage Debenture or other forms of charges created on a company's assets, all of which require filing at CAC.

A. Obtain the following documents:

- Four (4) copies of the Debenture / Security Deed to be executed by the company and the bank;
 - Schedule of fixed assets;
 - CAC Form for Particulars of Charge;
 - Current receipt of payment of Annual Returns / Evidence of filing of information on Company Secretary;
 - Letter of application from the customer for the facility;
 - Certificate of Incorporation (copy);
 - Memorandum and Article of association of the customer;
 - Independent professional valuation reports on the assets of the company
 - Where assets include land, obtain alongside relevant documentation required for legal mortgage as discussed above to enable registration of at various Land Registries
- B. Legal Officer will ensure that the documents are properly executed and are acceptable for registration
- C. Legal Officer to advise originating unit to debit customer for perfection fees and warehouse same in Legal Escrow account

SECTION 3: ASSET MANAGEMENT ACTIVITIES

Perfection of Titles / Charges

- A. Legal Officer shall collate documents required for perfection and process deeds for execution by the bank (where necessary)
- B. Perfection of title / charges entails the following:
- Perfection of Mortgages—on landed properties, aircrafts and vessels;
 - Perfection of Titles (for acquisition of properties whether to be owned by the bank or being financed by the bank for another); and
 - Perfection of Debentures—Fixed & Floating Debentures, All Assets Debenture, Mortgage Debentures, etc.
- C. Legal Officer shall make recommendation to the Head, Legal (through the Team Lead / senior officer in the team) on nomination of Solicitor and the Head, Legal shall review same and then passes it to the Chief Legal Counsel for approval (The Legal Officer shall ensure to stick with the Bank's pre-selected solicitor, or the solicitor approved by the Head, Legal as the case may be)
- D. Legal Officer shall confirm availability of fees for perfection warehoused in the escrow account or advice the requesting unit or branch to credit Legal Escrow Account with perfection fees with a confirmation of same (For new acquisitions made by the bank, Legal Officer shall ensure the necessary approvals and instruction to perfect is in place)
- E. Where requesting unit or branch fails to provide funds or outstanding documents required for perfection of security after the request, Legal Officer should advise Finance Operations (FINOPS) through the Team Lead on the concurrence of Head of Legal to debit the customer's account for funds or for procurement of documents (the requesting unit or branch will be advised accordingly)
- F. Legal Officer shall brief the nominated external solicitor (with concurrence of Team Lead /senior officer in the team) for commencement of perfection at the relevant registry and provide solicitor with documentation required for progress of perfection (Securities that require perfection shall be assigned only to the bank's approved solicitor for perfection)
- G. Perfections can be undertaken at the following Registries: State Land Registries for properties falling under State Governments
- Federal Land Registry for lands within the control of Federal Government; or
 - Corporate Affairs Commission for perfection of charges on properties of a company.
- I. Legal Officer shall monitor progress of perfection progress closely, obtain periodic updates from solicitors and keep records of updates on status of each perfection. For the purpose of reporting, the stages of perfection are:
- Preliminary Stage;

- Survey Stage;
 - Assessment Stage;
 - Consent Stage; and
 - Registration Stage.
- J. If the Solicitor cannot obtain the documents required, Legal Officer shall raise an exception report to the Executive Management through the Head of Legal.
- K. Present payment request for Finance or Branch Operations to cause a debit to be passed unto the relevant accounts and raise drafts for necessary payments
- L. Upon completion of perfection, perfected documents shall be vaulted (with copy sent to the requesting unit or branch and payment is processed through Finance or Branch Operations for payment of solicitor's fees
- M. Legal Officer should ensure record perfected titles received to be entered in the titles register and file counterpart in customer's file (originals are put in fireproof cabinet for safe keeping)
- N. Where the legal mortgage or debenture involves multiple lenders or banks, the banks concerned must be carried along in the review and registration of perfection documents and each will retain copies of the documentation upon conclusion of perfection

Up-Stamping Procedure

For up-stamping of collaterals pledged as security see procedure described in this Section 3 (above) for perfection of collaterals.

Land Search / Verification Procedure

The Legal Officer shall do the following –

- A. Receive request with copy of Title document.
- B. Request originals of title documents for verification.
- C. Engage external counsel to conduct search / verification on title to property.
- D. Receive search / verification report from external solicitor.
- E. Prepare an opinion based on the search / verification report.
- F. Forward opinion and the search / verification report to the requesting unit.
- G. Present payment request for Finance or Branch Operations to credit solicitors and debit the relevant accounts for search / verification fee.

Release of Titles / Collaterals

- A. Customer sends a request for release of security documents to the branch upon liquidation of its indebtedness.
- B. Branch obtains the requisite approval and forwards the request to the Credit Administration (CAD).
- C. CAD reviews the status of the account and processes the release request

- D. Once request is received in Legal, Legal Officer reviews the customer's files viz a viz the approval from CAD
- E. If no encumbrance, title documents or collaterals are released to the branch for release to customer
- F. If encumbered, Deed of Release is prepared upon payment of prescribed fees and forwarded to the branch for release to customer
- G. Confirm if there are outstanding fees to be paid for perfection and ensure such fees are collected before proceeding with release
- H. Legal Officer updates the records of release in the perfection / release schedules

PART FIVE

COMPANY SECRETARIAT TEAM

The following are the description of processes for Company Secretariat Team.

SECTION 1: GENERAL ACTIVITIES

The Secretariat Officers duties include the following -

- A. Provision of company secretarial services to the Board and Board Committees
- B. Collation and circulation of Board papers
- C. Organizing venue for meetings and other logistics
- D. Attendance at Board meetings and taking minutes thereat
- E. Attendance at Executive Committee meetings and taking minutes thereat
- F. Preparation of the minutes of the meetings and communication of the decisions reached at such meetings to all relevant parties
- G. Shareholders' management
- H. Organization and conduct of the bank's Annual General Meetings and other shareholders' meetings
- I. Filing of necessary returns with the following statutory authorities and other relevant bodies
 - Corporate Affairs Commission (CAC);
 - The Nigerian Stock Exchange (NSE);
 - Securities & Exchange Commission (SEC); and
 - Central Bank of Nigeria (CBN)
- J. Processing of regulatory approvals for Board appointments
- K. Liaison with the bank's registrars on the general administration of the bank's Register of Members
- L. Interfacing with the bank's registrars and shareholders on issues of shareholding, dividend, etc
- M. Management of Directors related matters
- N. Oversee the evaluation / appraisal of the Board by an external consultant
- O. Attendance at meetings in relation to the bank's investments
- P. Preparation, vetting and circulation of documents in relation to capital raising and other debt issuance programmes
- Q. Attendance at meetings in relation to capital raising and other debt issuance programmes
- R. General legal advisory services
- S. Any other tasks that may be assigned by the Chief Legal Officer or Company Secretary from time to time

Convening Board, Exco and Other Committee Meetings

Unless otherwise specified, the Company Secretary, supported by the Team Lead, Company Secretariat, Secretariat Officers shall ensure the following activities are carried out

- A. Convene Board meetings in accordance with the approved Year Planner.
 - Attend Board and Board Committee meetings
 - Present minutes of last meeting for review and approval
 - Obtain Chairman's sign off on the minutes
 - Take minutes of Board and Board Committee meeting
 - Provide legal advisory service during the meeting
 - Carry out other instructions as requested by the Board of Directors
 - Conduct proceedings until the end of Board meeting in accordance with the Memorandum and Articles of Association, Corporate Governance Code and other relevant Company Laws
- B. Notify all Directors of the date, time and venue of meeting
- C. Set up calendar invite / meeting
- D. Set up meeting on the Passageway Onboard Platform
- E. Prepare in conjunction with the Chairman of the Board / Board Committee the agenda for the meeting
- F. Request for Board papers (including Board performance reports) from the various units of the bank
- G. Circulate minutes of previous meeting together with the matters arising from the previous meeting
- H. Upload the approved agenda, minutes, matters arising and appropriate Board papers to the Onboard Platform

Post Meeting Activities

- A. Prepare minutes and implement decisions of the Board and Board Committees:
 - Prepare minutes of Board meeting
 - Forward minutes to the Chairman / Board Committee for review
 - Receive draft minutes from the Chairman
 - Keep draft minutes in Board file until next Board meeting when minutes will be presented for adoption
 - The Team Lead and Secretariat Officers shall print adopted Board minutes for sign-off by the Company Secretary / Chief Legal Counsel and the Chairman
 - Insert minutes in the Minutes Book
- B. Circulate the Board decisions to the various units and departments
- C. Draw up matters arising from the meeting and forward points of action to the responsible units

D. Collate reports for Board and Board Committee meetings and AGM. Board papers are a function of the agenda of the Board and Board Committee meeting. They include but are not limited to the following:

- Agenda for the meeting;
- Minutes of the previous meeting;
- Managing Director's briefing report;
- Directorate reports;
- Quarterly Performance Report (from Finance & Performance Management Group and other groups as applicable);
- Periodic Status Reports from Internal Audit Group;
- Executive Compliance Officer's report;
- CBN / NDIC Examination's report (most current);
- Statement to the NSE on results for the quarter ended (where applicable)
- Requests for Board approval; and
- Any other report related to the Board's agenda

E. Receive Board reports and papers

F. Receive performance reports from other units of the bank with an internal memo addressed to the Board

G. Review Board papers

Additional Roles of the Legal/Secretariat Officers

- A. Upload the internal memo and Board papers to the Director's Onboard Platform
- B. Print the required copies of the internal memo and Board papers where required for the Directors and the Company Secretary
- C. Ensure that Boardroom or meeting venue is arranged and ready for meeting, also provide writing materials and other resources for the meeting
- D. Ensure provision of refreshments and relevant logistics for the meetings

Maintenance of Statutory Books and Returns

- A. The Company Secretary shall give information on the nature of the amendment to be made to statutory records
- B. When a change is to be made to statutory records such as the particulars of Directors, return of allotment and documents are to be filed at the Corporate Affairs Commission (CAC), the Company Secretary / Chief Legal Counsel shall direct the Legal Officer, and the following returns shall be filed by the Legal Officer when necessary and in accordance with the statutory requirements:
 - Annual returns;
 - Statement of Affairs under S. 733 of Companies and Allied Matters Act 2020;
 - Notice of change of Directors;
 - Notice of change of Company Secretary;
 - Change in authorised share capital;
 - Return of allotment; and

- Amendment of Memorandum & Articles of Association
- C. Legal Officer shall:
 - Receive information from the Company Secretary / Chief Legal Counsel
 - Prepare a letter detailing the nature of the changes to be made
 - Complete the relevant CAC Forms and prepare the necessary Board and / or shareholder's resolutions
 - Manage external solicitor to file the returns at the Corporate Affairs Commission to reflect the changes made to statutory records
 - Receive returns from the external solicitor
 - File the returns received in the Statutory Returns file

SECTION 2: ANNUAL GENERAL MEETING (AGM)

Circulation Of Notices for AGM

Unless otherwise specified, the Company Secretary, supported by the Team Lead Company Secretariat and Secretariat Officers shall ensure the following activities are carried out:

- A. Agree AGM date with the Chairman in accordance with the Year Planner.
- B. Identify and book venue of the AGM.
- C. Prepare AGM timetable and circulate same to the relevant units.
- D. Notify the NSE of the date of the Board meeting to approve audited Financial Statements at least two weeks before the date of the meeting (If publicly listed)
- E. Notify the NSE of the outcome of the Board meeting within twenty-four hours after the meeting (If publicly listed).
- F. Prepare Notice of AGM.
- G. Forward Notice of AGM to the Managing Director and Chairman for approval.
- H. Notify Directors of the date of AGM.
- I. Notify members of the Statutory Audit Committee of the date of AGM.
- J. Forward Notice of AGM to the Nigerian Stock Exchange for approval (If publicly listed).
- K. Upload approved Notice of AGM on the NSE Issuers Portal (If publicly listed).
- L. Notify NSE of the date of closure of Register of Members.
- M. Prepare and upload Corporate Action on the NSE Portal after approval of Audited Financial Statements (If publicly listed).
- N. Publish Notice of AGM in two (2) national newspapers at least twenty-one (21) days or twenty-eight (28) days before the date of the meeting.
- O. Publish Audited Financial Statements in two national newspapers.
- P. Notify and invite the following regulatory bodies and others to the AGM:
 - The Nigerian Stock Exchange (NSE);
 - Central Bank of Nigeria (CBN);
 - Securities Exchange Commission (SEC);
 - Corporate Affairs Commission (CAC);
 - Nigeria Deposit Insurance Corporation (NDIC);
 - Auditors and consultants on Board appraisal; and
 - The Registrars.

Preparation for AGM

(FOR PUBLIC COMPANIES)

- Procure materials and other resources required for the AGM
- Working with Investor Relations, ensure the delivery of copies of the Annual Report & Financial Statements to the Registrars for distribution to shareholders

- Ensure that the Registrars distribute Annual Report & Financial Statements to shareholders
- Forward Annual Reports & Financial Statements to the following regulators:
 - The Central Bank of Nigeria (CBN);
 - Nigeria Deposit Insurance Corporation (NDIC);
 - Securities and Exchange Commission (SEC);
 - Corporate Affairs Commission (CAC); and
 - Any other regulatory body deemed necessary.
- Liaise with Brand Communications unit to prepare AGM venue and other resources
- Prepare order of proceedings for the Chairman

Conduct AGM

The Company Secretary shall:

- A. Attend AGM
- B. Take minutes of AGM
- C. Provide legal advisory services and other secretariat services during the meeting
- D. Carry out other assignment as requested by the Board

Preparation Of Minutes and Implementation of Decisions of AGM

Unless otherwise specified, the Company Secretary, supported by the Team Lead, Company Secretariat and Secretariat Officers shall ensure the following activities are carried out:

- A. Notify CAC of the outcome of the AGM
- B. If bonus or dividend is approved, ensure payment to eligible shareholders
- C. Prepare minutes of AGM
- D. Forward draft AGM minutes to the Chairman for review
- E. Receive draft minutes from the Chairman
- F. Finalize AGM minutes
- G. Print minutes for execution by the Company Secretary and the Chairman
- H. Insert executed minutes in the AGM Minutes Book

SECTION 3: DIRECTORS AND OTHER ENGAGEMENTS

Appointment of Directors

1.1 Role of the Company Secretary

- A. Upon receipt of nomination for Director, review the nomination for compliance with the Articles of Association of the bank and other applicable regulations
- B. Notify the Chairman of the Board of the Remuneration & Governance Committee
- C. Include the item on the agenda for consideration by the Board Remuneration & Governance Committee at its next meeting where the nomination shall be considered, and appropriate recommendation made to the Board
- D. Include, upon recommendation by the Board Remuneration & Governance Committee, the item in the agenda for consideration by the Board. The Board shall consider the nomination and make the necessary recommendation
- E. If nomination is approved by the Board, notify the Legal Officer
- F. Include the item on the Agenda for ratification at the next AGM

1.2 Role of Legal Officer

- A. Receive information from the Company Secretary
- B. Prepare the necessary Board Resolution
- C. Forward the Approved Persons Regime Questionnaire Form, Code of Conduct Form and Personal History Statement Form to the appointee for completion
- D. Obtain and forward the underlisted documents to the CBN for approval:
 - Board resolution approving the appointment;
 - Copy of Curriculum Vitae;
 - Approved Persons Regime Questionnaire;
 - Personal History Statement Forms;
 - Code of Conduct Forms;
 - Three (3) letters of reference;
 - Four (4) recent passport size photographs;
 - Letters from bankers;
 - Notarized Statements of Networth;
 - Two (2) Credit Bureau reports;
 - Tax Clearance Certificates for the last three (3) years; and
 - Any other document(s) that may be required
- E. Upon receipt of CBN approval, notify the appointee
- F. Notify the NSE of the appointment and file a notification through the NSE Issuers Portal (if publicly listed)
- G. Notify the Securities & Exchange Commission of the appointment (if it is a PLC)

- H. Complete the relevant CAC Forms and forward same to the appointee for signature
- I. Prepare the necessary Board and / or shareholders resolutions
- J. Engage external solicitor to file the Notice of Change of Directors at the Corporate Affairs Commission
- K. Receive the new filed CAC Form from the external solicitor
- L. File the new CAC Form received in the Statutory Returns file

Where Bank is a PLC - Notification to the Nigerian Stock Exchange (NSE)

- A. The following notification should be filed with the NSE:
 - Notice of Change of Directors.
 - Notice of Annual General Meeting / Extra-Ordinary General Meeting / court ordered meeting.
 - Audited Financial Statements.
 - Quarterly Financial Statements.
 - Earnings forecasts.
 - Corporate Action.
 - Directors Dealing; and
 - Any other material and price-sensitive Information
- B. The Legal Officer shall, upon the occurrence of event resulting to any of the above, prepare the necessary notification to the NSE:
 - Forward draft notification to Head, Company Secretariat for review and onward communication to the Company Secretary and Managing Director
 - Forward approved notification to the NSE for clearance before publication
 - Publish notification on the NSE Issuers Portal after clearance

SECTION 4: LIASON WITH EXTERNAL PARTIES & REGULATORY BODIES

The Legal Officer Shall:

- A. Receive request from either the Company Secretary or the external party
- B. Resolve the issue raised in the request
- C. Attend to the request which may entail getting information from another unit in the bank or contacting an external solicitor or having the Legal Officer personally perform some act
- D. Inform external party of the outcome of the request
- E. Inform the Company Secretary of the outcome of the request

Ensure Compliance / Review Enactment

- A. Review the effect of the enactment on the bank and on its operations
- B. Prepare memo showing the results of the review
- C. Circulate reviewed enactment and results of the review to affected members of staff by use of e-mails and other platforms provided by the Bank

PART SIX

OTHER MISCELLANEOUS ACTIVITIES

The following activities are applicable to Legal Officers without regard to the Officer's Unit.

SECTION 1: GENERAL RESPONSIBILITIES

Legal Opinions, Advice and Counselling

- A. Legal Officer receives verbal / written request for advice / counseling from the requesting unit
- B. Review request
- C. Where necessary, Legal Officer shall conduct search, further engagements and consultations with external solicitors for second opinions on the request (This task may involve liaising with relevant units, external organizations and / or briefing external solicitors)
- D. Document findings
- E. If any further action is required, take the appropriate action
- F. Communicate feedback / legal advice to the requesting unit

Management of External Counsel

- A. Receive request for legal services from the requesting unit
- B. If an external solicitor is not required, provide legal services to the requesting unit and file advices communicated in appropriate files
- C. If an external solicitor is required seek the approval of the appointment of external solicitor through the Head, Legal or Company Secretary/Chief Legal Officer.

SECTION 2: INCIDENCE CONTROL ACTIVITIES

Operational Risk Management

- A. Each Legal / Para-Legal Officer is expected to be attentive and adhere to Operational Risk Initiatives as communicated from time to time by Operational Risk Management Team
- B. The Risk Champion is to periodically review and update the following matrixes:
 - Risk & Control Self-Assessment Template;
 - Risk Register for the Legal Services Group;
 - Register for Information / Non-information Assets for the Department; and
 - Any other documentation requested by Enterprise Risk Management Team
- C. The Risk Champion shall secure the sign-off of the Company Secretary / Chief Legal Counsel and maintain documentation for spot checks / periodic audits
- D. The Business Continuity Champion shall file and upload reports of periodic self-audits conducted unto the Operation Risk Management (ORM) Portal and keep records of same

Business Continuity Activities

- A. The Business Continuity Champion is to periodically review and update the following matrixes:
 - Business Impact Analysis & Risk Assessment.
 - Business Continuity Plan.
 - Call-Tree / Communication Plan; and
 - Any other documentation requested by ISO22301 Implementation Team
- B. The Business Continuity Champion shall secure the sign-off of the Company Secretary / Chief Legal Counsel and maintain good documentation thereof for presentation during the annual ISO22301 certification exercise
- C. Each Legal Officer shall avail participation in the periodic scenario tests to be conducted as advised (including but not limited to):
 - Call-Tests;
 - Walk-through Tests;
 - Relocation Tests; and
 - Any other test required to be conducted by Legal Services Group
- D. The Business Continuity Champion shall file reports of these test exercises with the Business Continuity Manager

PART SEVEN

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The annexures to this document are as follows:

- a. Annexure 1 - Job Description of Other Officers in the Group.
- b. Annexure 2- Bank's Checklist for Legal Mortgage.
- c. Annexure 3 - Checklist of Required Legal Documentation

ANNEXURE 1 - JOB DESCRIPTION OF OTHER OFFICERS IN THE GROUP

The following contains, accordingly, the Job Description for Officers in:

- ✓ Dispute Resolution & Business Support Unit (Item A & B)
- ✓ Contracts & Transactions Unit (items C & D)
- ✓ Company Secretariat
- ✓ Loan & Securities Unit (items E - F)

Team Lead, Dispute Resolution

- Carries full responsibility for the workflow, content, quality and output of the Team.
- Provides legal advisory and interpretation services to the Management to ensure statutory compliance with the existing laws and regulatory requirements and reviews draft legal opinions written by Legal Officers in the Team.
- Reviews, advises on and/or prepares papers and instruments which have legal implication(s) for and on behalf of the Management.
- Conducts first level reviews of Case files and Court processes and does same at second level on files reviewed by Legal Officers in the Team and recommends the best strategy to adopt to ensure the Bank's interest is properly presented for review by the Head Legal.
- Liaises with External solicitors to ensure that bank's cases are promptly pursued, acted upon and resolved in good time.
- Preparing, through the Chief Legal Counsel, and Head of Legal, periodic reports and updates to the Management, ExCo, on key cases involving the bank and potential litigation liabilities arising out of its operations
- Working with the Law Enforcement Unit, responding to enquiries / demands from, and interfaces with, Law Enforcement Agencies with respect to a wide range of the bank's activities, including the Nigeria Police, Independent Corrupt Practices Commission, Economic & Financial Crimes Commission; ensuring legal representation as may be required for member(s) of staff of the bank who are invited by these bodies and procuring external counsel support where required, including arrangement for bail in deserving cases
- Attending mediation sessions and high level and sensitive court sessions involving the bank
- Monitoring the Litigation schedule, analysing trends and recommending resolution and litigation reduction strategies
- Attending to garnishee and other injunctive court processes / orders involving the bank in liaison with internal stakeholders and the external solicitors

- Serves as a Bonds & Guarantee Supervisor. To this end, reviews the drafts of all species of local and cross-border Bonds and Guarantees and vets drafts of same prepared by counterparties to ensure there are no adverse clauses and that the interest of the Bank is adequately protected and trains Legal Officers in the art of Bonds and Guarantee drafting and reviews.
- Reviews and recommends cases instituted against or by the bank either for settlement out of court or full trial, appeal or withdrawal.
- Representing the Head, Legal in meetings with customers and / or branch representatives.
- Attending to requests emanating from branches in respect of matter arising from day-to-day operations which require legal advice / guidance
- Reviewing litigation portfolio periodically and reducing litigation portfolio of the Bank
- Representing the Bank at meetings with the Public Defender, Consumer Protection Agencies and other quasi-judicial bodies that defend the rights of customers
- Attending to requests emanating from branches, Business Units/Enabling Units in respect of matter arising from day-to-day operations which require legal advice / guidance,
- Ensuring prompt treatment of judgment against the bank to prevent execution of judgement levies on assets of the bank.
- Providing legal support for recovery actions and / or the realization of the securities by issuing demand letters, appointment and formalization of appointment of Receiver / Managers, Auctioneers at the instance of Recovery Unit, Credit Admin and Business units
- Organizes learning and awareness programmes for internal customers and thought sharing sessions with external clients.
- Performs any other duties as may be assigned by the Head, Legal and/or Chief Legal Counsel.

Dispute Resolution Team Member

Litigation Officers have the following specific duties and responsibilities:

- Reviewing Writs of Summon and Statements of Claim / Defence and other court processes, involving the bank; proffers first level drafts thereon and/or responses thereto; making first level evaluations thereof as well recommendation of likely strategies for the prosecution and / or defence of same to the Head, Legal for further review
- Working with the Law Enforcement Unit, responding to enquiries / demands from, and interfaces with, Law Enforcement Agencies with respect to a

wide range of the bank's activities, including the Nigeria Police, Independent Corrupt Practices Commission, Economic & Financial Crimes Commission; ensuring legal representation as may be required for member(s) of staff of the bank who are invited by these bodies and procuring external counsel support where required, including arrangement for bail in deserving cases

- Representing the Team Lead/Head, Litigation in meetings with customers and / or branch representatives
- Attending mediation sessions and court sessions involving the bank
- Attending to garnishee and other injunctive court processes / orders involving the bank in liaison with internal stakeholders and the external solicitors
- Managing and monitoring pending cases in liaison with external Solicitors till conclusion
- Creating and maintaining up to date litigation register
- Preparing the drafts of all species of local and cross-border Bonds and Guarantees and vetting / reviewing drafts of same prepared by counterparties to ensure there are no adverse clauses and that the interest of the Bank is adequately protected
- Conducting searches on Case files in various Court Registries which outcomes are used to support the bank's position in litigations and other tussle for interest
- Responding to complaints sent in by external lawyers on behalf of their clients and convene meetings to resolve issues raised to avoid litigation and mitigate loss by the bank
- Working with external solicitors to verify genuineness Letters of Administration and probate documents (Probate Search).
- Ensuring prompt treatment of judgment against the bank to prevent execution of judgement levies on assets of the bank
- Providing legal support for recovery actions and / or the realization of the securities by issuing demand letters, appointment and formalization of appointment of Receiver / Managers, Auctioneers at the instance of Recovery Unit, Credit Admin and Business units
- Under the supervision of the Team Lead/Head of Litigation, representing the Bank at meetings with the Public Defender, Consumer Protection Agencies and other quasi-judicial bodies that defend the rights of customers
- Attending to requests emanating from branches, Business Units/Enabling Units in respect of matter arising from day-to-day operations which require legal advice / guidance.
- Creating and managing the database of all activities of the Unit for purposes of storage, confidentiality, seamless retrieval, etc.

- Performing the duties of a Secretariat Officer
- Performs any other duties as may be assigned by the Head, Legal and / or Chief Legal Officer

Team Lead, Contracts & Transactions Unit

The Team Lead, Contracts & Transactions Team has the following specific duties and responsibilities:

- Providing pragmatic legal advice and solutions to the bank and its related entities on a broad range of legal issues
- Assisting in the provision of high-level transactional negotiation and documentation support to BUs, in their deals and to other units with respect to strategic ventures, alliances and partnership as well as corporate disposals and acquisitions
- Drafting, negotiating and arranging for the execution of loan and security documentation relating to bank's facilities for Corporate Banking, customers, NIB Customers or other borrowing customers with facilities of ₦100M and above (or other currency equivalents)
- Reviewing credit memos / draft offer letters / term sheets for specialized lending, NIB, Corporate Banking customers, and advising on the most optimal transaction structure that best protects the bank's interest whilst meeting its commercial objectives
- Liaising directly with external solicitors to ensure that bank's transactions specifically being handled by the team are promptly pursued, acted upon and concluded in good time
- Supervising and serving as co-counsel with external solicitors retained by the bank in specialized and cross-border transactions
- Building and improving on the capacity of team members by mentoring and guiding them in specialized and big-ticket transactions
- Supporting the Head, Legal in the actualization of numerous product and service offerings, alliances, partnerships and other synergistic relationships created by relevant product teams
- Under the leadership of the Head, Legal, managing / overseeing the documentation, preparation and review of a caseload of large and intricate financial transactions involving the bank allocated to the team
- Providing general transaction advisory support to the Corporate Banking directorate, Non-Interest Banking unit, including legal due diligence required for such transactions
- Serves as a Bonds & Guarantee Supervisor. To this end, reviews the drafts of all species of local and cross-border Bonds and Guarantees and vets drafts of same prepared by counterparties to ensure there are no adverse clauses and that the interest of the Bank is adequately protected and trains Legal Officers in the art of Bonds and Guarantee drafting and reviews

- Reviewing the work of subordinates for quality assurance purposes
- Leading, nurturing, training, developing and motivating team members with robust job content and challenging assignments
- Performing the duties of a Secretariat Officer
- Performing any other duties as may be assigned by the Head, Legal and / or Chief Legal Counsel

Contracts and Transactions Team Members

Contracts and Transactions Officers have the following specific duties and responsibilities:

- Providing (under the guidance of the Team Lead/Head, Contracts and Transactions) legal advisory services in respect of various contracts to various business units, support / enabler functions in the bank and the bank's related entities highlighting the bank's attendant obligations, privileges and rights and consequences of breach of such contracts
- Providing (under the guidance of the Team Lead/ Head, Contracts and Transactions) support to Corporate Banking, NIB teams with respect to structured finance, project finance, international trade, oil & gas financing, derivatives, telecommunications financing (operators, service providers and dealers)
- Researching and preparing legal opinions on basic day-to-day issues bordering on the Unit's activities
- Attending meetings with internal customers for purposes of negotiating terms and conditions of commercial transaction to be entered into by the bank
- Preparing the drafts of all species of local and cross-border Bonds and Guarantees and vets / reviews drafts of same prepared by counterparties to ensure there are no adverse clauses and that the interest of the bank is adequately protected
- Supporting the Team Lead/Head, Legal and Chief Legal Counsel in the actualization of numerous product and service offerings, alliances, partnerships and other synergistic relationships created by various product development teams
- Preparing, reviewing and vetting a wide range of documentation, including but not limited to letter of domiciliation, Indemnities, Irrevocable Remittance Undertakings, Irrevocable Standard Payment Orders, Letters of Comfort, Letters of Support, Letters of Intent, etc.
- Conducting legal evaluation on facilities for Corporate Banking Customers, NIB Customers or other borrowing customers with facilities of ₦100m and above (or other currency equivalents)
- Preparing Guarantees, Sales & Collection Agreements, SLAs, Letters of Hypothecation, Equipment Leases, etc.

- Supporting the Team Lead, Head, Legal and Chief Legal Counsel in the actualization of numerous product and service offerings, alliances, partnerships and other synergistic relationships created by relevant product teams
- Liaising directly with external solicitors to ensure that bank's transactions specifically being handled by the team are promptly pursued, acted upon and concluded in good time
- Conducting, analyzing, and interpreting searches on Certificates of Registration / Incorporation of corporate entities (Corporate Searches).
- Creating and managing the database of all activities of the Unit for purposes of storage, confidentiality, seamless retrieval, etc.
- Supporting the Head, Legal in provision of general advisory services to the bank
- Performing such other duties as may be assigned by the Head, Legal and/or Chief Legal Counsel.

Team Lead, Loans and Securities Team

The Team Lead, Loans and Contingent Liabilities Team has the following specific duties and responsibilities:

- Ensuring the overall efficient administration and smooth running of the Security Documentation desk
- Ensuring that all facilities granted by the bank are adequately secured in line with the terms of the approval of each facility and within stipulated timelines
- Ensuring end-to-end tracking and monitoring of perfection / up-stamping exercises and prompt resolution of challenges arising in the course of perfection of security
- Supervising and providing guidance / direction to the Legal Officers in the Security Documentation Unit in the day-to-day performance of their official duties with a view to ensuring efficiency, performance optimization and excellent service delivery
- Attending to the needs, enquiries, and requests of internal customers as well as providing solution to knotty and challenging transactions
- Attending management credit committee meetings risk committee meetings as may be required from time to time
- Ensuring end-to-end tracking and monitoring of the trademark / patent (other intellectual property rights / assets) registration at the trademarks registry
- Ensuring proper record and safe keeping of all security documents and files. Ensuring that the Vault administrative duties are properly performed, vault register is maintained, and the custody and release of documents is properly carried out. Serves as the Vault administrator.

- Leading, nurturing, training, developing and motivating the team members with robust job content and challenging assignments
- Preparing, through the Head, Legal and Chief Legal Counsel, periodic reports and updates to the ExCo, Management, Board of Directors and their committees, on perfection status of key customers.
- Providing and analyzing information to Management and internal Customers on requirements of security documentation as stipulated by various laws and administrative rules of the various land and corporate registries
- Rendering strategic advice to Credit Analysis, Credit Risk and business units on the suitability / appropriateness of the security offered by customers for facilities, the appropriate security documentation, effectiveness / realizability of security, legal structure and dynamics of lending transactions as well as other legal aspects of lending
- Notifying the bank on change of laws, regulations, rules and practice relating to security and security documentation in Nigeria and advising the Bank on the appropriate response to such changes
- Creating, updating and maintaining a database on the status of perfection activities on the security interest of the bank in respect of all facilities granted by the Bank
- Creating and maintaining a database on the status of perfection of properties owned by the bank
- Reviewing legal evaluation reports on documents submitted by Relationship Managers and other business units for completeness to Credit Risk Management and relevant business units (within an evaluation scope covering Retail Banking, Institutional Banking and Commercial Banking Customers or other borrowing customers with facilities below ₦100M or other currency equivalents) when requested.
- Performing such other duties as may be assigned by the Head, Legal and the Chief Legal Officer
- Serves as a Bonds & Guarantees Supervisor. To this end, reviews the drafts of all species of local and cross-border Bonds and Guarantees and vets drafts of same prepared by counterparties to ensure there are no adverse clauses and that the interest of the Bank is adequately protected and trains Legal Officers in the art of Bonds and Guarantee drafting and reviews.
- Managing the database of all activities of the Unit for purposes of storage, confidentiality, seamless retrieval, etc.
- Performing Secretariat duties/acting as a secretariat officer as required.
- Providing legal opinions and reviewing agreements as may be assigned from time to time.

Loans and Securities Team Members

These officers have the following specific duties and responsibilities:

- Preparing and reviewing various types of security documentation such as Direct Legal Mortgages, Tripartite Legal Mortgages, All Asset Debentures, specific Asset Debentures, Chattel Mortgages, Vessel / Ship Mortgages, Mortgage Loan Agreements, Negative Pledges etc (including collateral for NIB facilities).
- Preparing Deeds of Release / Surrender upon the liquidation of facility by Customers, managing requests for release of title documents. Ensuring timely release of title documents upon liquidation of credit facilities
- Preparing, reviewing and vetting a wide range of documentation, including but not limited to Contract of Sale, Deeds of Assignment. Deeds of Lease, Deeds of Sublease with respect to Branch Premises
- Liaising with external solicitors in respect of perfection of the bank's title on Branch premises and other real estate owned by the Bank
- Advising business units on the documents and costs required for perfection of security interest in different asset classes
- Conducting searches (through external counsel) on assets of corporate entities to determine, amongst other things, whether or not the assets of borrowing companies are suitable as security for lending (title searches)
- Conducting searches (through external counsel) on title documents for the premises that the bank proposes to acquire for its own business and utilization processes
- Corresponding with and monitoring perfection / up-stamping exercises, including obtaining regular updates from external solicitors, procuring bank cheques for statutory payments, attends to requests from external solicitors, providing regular updates on perfection status to Credit Risk and relevant business units and generally facilitating the perfection process with the aim of ensuring same is concluded promptly and within stipulated timelines
- Reviewing concluded perfection / up-stamping exercises to ensure that same are properly carried out, review of solicitor's bill and thereafter forwards the perfected security documents to the vault for safekeeping
- Collating data on search, verification, perfection and up-stamping exercises for record keeping purposes
- Providing legal advisory services to the various units of the bank on day-to-day issues relating to security documentation
- Attending meetings with Relationship Managers and customers on issues relating to security documentation as the Head, Legal or the Chief Legal Counsel may request from time to time
- Assisting with research towards the achievement of robust legal opinions and generating first level draft legal opinions for further review
- Preparing the drafts of all species of local and cross-border Bonds and Guarantees; and vetting / reviewing drafts of same provided by

counterparties to ensure there are no adverse clauses and that the interest of the bank is adequately protected

- Creating and managing the database of all activities of the Unit for purposes of storage, confidentiality, seamless retrieval, etc.
- Ensuring proper record and safe keeping of all security documents and files
- Creating and maintaining a data base of the bank's trademarks, interfaces with external solicitors for the registration of the bank's marks, patent and intellectual property.
- Providing legal opinions, advise and reviewing agreements as may be assigned from time to time.
- Maintaining the security of all Information entrusted to staff
- Maintaining a schedule of vault assets / vault register
- Performing the duties of a Secretariat Officer as requested
- Performing any other duties as may be assigned by the Team Leads, the Head, Legal and / or the Chief Legal Counsel

Company Secretariat Team Member Functions

- Assisting with the preparation of board packs
- Undertaking shareholder engagements including request and complaint management of matters affecting shares
- Interfacing with Registrars, Stockbrokers, Underwriters as may be required
- Statutory filing of returns at Central Bank of Nigeria (CBN), Nigerian Stock Exchange (NSE), Securities and Exchange Commission (SEC) and Corporate Affairs Commission (CAC)
- Liaising with regulators under the supervision of the Team Lead, Company Secretariat or the Company Secretary
- Preparing and circulating meeting notices, agenda for meetings, circulating of matters arising and ensuring receipt of feedback
- Providing administrative support for Board members and for Board and Shareholder meetings
- Performing any other duties as may be assigned by the Team Lead, Company Secretariat and / or the Company Secretary

ANNEXURE 3 – BANKS CHECKLIST FOR LEGAL MORTGAGE

PREMIUMTRUST BANK LTD MORTGAGE APPROVAL AND LEGAL EVALUATION CHECKLIST						
		AVAILABILITY (Please tick if available)	SELLER CATEGORY (Please tick one)		INDIVIDUAL <input type="checkbox"/>	COMPANY <input type="checkbox"/>
			APPROVAL	DISBURSEMENT	POST DISBURSEMENT	REVIEWING TEAM
S/N	DOCUMENTS TO BE PROVIDED BY CUSTOMER					
1	Clean Search Report		✓			Retail/Legal
2	Charting report					Retail/CAD
3	Valuation report					Retail
4	Employer's letter of undertaking/form to domicile Customer's salary account with the Bank.					Retail
5	Executed PremiumTrust Bank Ltd Mortgage Application form					Retail
6	Offer for Sale indicating the description of the property, the location of the property, the offered amount and other conditions.					Retail
7	Copy of the Title Document (Original to Legal)					Retail/Legal
8	Letter from customer accepting offer for sale					CAD
9	Collateral visitation memo and photographs of the property (taken from four sides).					CAD
10	Picture of the Customer executing security documents					CAD
11	Statutorily acceptable means of identification.					CAD
12	Authority to debit Customer's account for: (i) comprehensive insurance of the property (ii) Perfection Charges (iii) Mortgage Cost (iv) tax payment for the customer (if not available) (v) tax payment for the seller (if not available)					CAD
13	Duly executed offer letter.					CAD (Legal)
14	Six (6) duly executed mortgage deeds between the Customer and the Bank (Customer must execute every page for Lagos properties)					Legal
15	Customer's current tax clearance (Please NOTE that tax card is not evidence of payment of tax)					Legal
16	Executed Land Consent Forms (where applicable) by the Customer.					Legal
17	Executed Land Consent Form (where applicable) by the Customer and the Seller.					CAD
18	Letter of confirmation from New Towns Development Authority (NTDA), FHA or HFP (where applicable) and verified by the Bank's solicitor.					CAD
19	Duly executed term loan agreement.					Legal
20	Copy of the letter from the customer to the Seller a copy of which must be addressed to the Bank stating clearly a description of the property, the purchase price and the Bank's interest in the transaction.					Legal

21	Letter from customer authorizing the Bank to (i) appoint a solicitor to perfect the Deed of Assignment (ii) Collect Perfection documents (iii) Register title documents			✓		Legal
22	Six (6) original deed of assignments (or sub-lease) between the customer and the seller (for Lagos State; both parties are required to sign on the document).				✓	CAD
23	Evidence of payment of insurance premium or the insurance policy over the pledged property				✓	CAD
24	Letter of consent to mortgage from the Customer addressed to the Lands Registry and the Bank				✓	CAD

ANNEXURE 4 – CHECKLIST OF REQUIRED LEGAL DOCUMENTATION

The following contains checklist for security documentation in the following order:

Note: The list of documents may change from time to time as the registration requirements of Registries change periodically

✓ General Documentation	A
✓ Legal Mortgage & Mortgage Debentures	B
✓ All forms of Debentures	C
✓ Leases / Lien on Equipment Financed	D
✓ Stock Hypothecation / Warehousing Arrangements	E
✓ Lien on Shares	F
✓ Personal and Corporate Guarantees	G
✓ General Documentation for Non-Interest Banking	H

A. General Documentation Requirements

The following documents are needed for creation of a legal mortgage:

S/N	Document	Required	Number	Comments
1.	Approval for grant of the Facility	Yes	1	To ascertain approved security conditions
2.	Duly executed Offer Letter	Yes	1	BVN, TIN and key boiler-plate clauses have to be contained
3.	Customer's Letter of Request	Yes	1	The amount requested must not be lower than the facility amount
4.	Duly executed Board Resolution (for limited liability companies)	Yes	1	Executed by two Directors of the Customer under seal
5.	Credit Facility Agreement	No	1	Can be replaced with Mortgage Deed, Equipment Lease or Memorandum of Hypothecation
6.	Licensing Requirements (Department of Petroleum Resources license for oil companies, customer's appointment as LAWMA Operator, government approval to operate schools, professional practice licenses)	Yes	1	Applicable for transactions by businesses requiring licenses
7.	Incorporation documents (Certificate and MEMART)	Yes	1	Applicable to companies

J. These are collected in addition to the general documentation

B. Checklist for Direct Mortgages & Mortgage Debentures

The following documents are needed for creation of a legal mortgage:

S/N	Document	Required	Number	Comments
1.	Original Title Document in the name of the Mortgagor	Yes	1	Either Certificate of Occupancy (C of O); Land Certificate; Registered Deed of Conveyance; Registered Deed of Assignment; Registered Deed of Sub-lease; Indenture; Vesting Deed or Irrevocable Power of Attorney
2.	Duly executed Memorandum of Deposit of Title Document	Yes	2	Specify the particulars of the title document submitted
3.	Deed of Legal Mortgage / Deed of Tripartite Legal Mortgage	Yes	4	With content printed on both sides of every page; duly executed and initialed on all pages by the customer; schedule containing description of property should be on the same page as the execution block
4.	Solicitor's Search Report	Yes	1	Confirmation of Mortgagor's interest as free from encumbrance
5.	Solicitor's Verification Report	Yes	1	Confirming the authenticity of original title document presented
6.	Land Consent Application Form	Yes	1	Executed by the Mortgagor
7.	Survey Plan	Yes	1	Situating the location of the property
8.	Surveyor's Charting Report	Yes	1	Stating that the property conforms to the coordinates in the survey plan
9.	Evidence of payment for Land Consent Form	No	1	Only required in Ogun State
10.	Evidence of payment of charges (Land Use Charge / Tenement Rates / Ground Rent)	Yes	1	Provision of funds for settlement of charges is acceptable
11.	Evidence of payment of Development Levies	Yes	1	Affidavit in lieu is acceptable for undeveloped lands
12.	Evidence of filing of Annual Returns (for limited liability companies only)	Yes	1	For current year

13.	Independent Valuation	Yes	1	Valuation must not have been conducted earlier than 3 years
14.	Physical Inspection Report	Yes	1	Bank's policy requirement
15.	Passport photograph of the Mortgagor	Yes	4	Passport of the directors for corporate Mortgagors
16.	Valid means of identification of Mortgagor	Yes	1	Bearing the names of the Mortgagor as captured on the title document presented
17.	Evidence of purchase of (or provision for) insurance on the pledged asset	Yes	1	Bank's policy requirement
18.	Undertaking to produce title document for sighting at Land's registry	No	1	Only applicable to mortgage on properties with global title
19.	Letter of Allocation of premises	No	1	Only applicable to allotment of shops in certain markets, or property in estates financed by the Bank
20.	Duly executed Power of Attorney to register a mortgage	No	1	Depending on location

K. These are collected in addition to the general documentation

C. **Checklist for All Forms of Debentures**

The following documents are needed for creation of charge on company assets:

S/N	Document	Required	Number	Comments
1.	Duly executed Debenture Deeds	Yes	4	For Mortgage Debenture, see note below table
2.	Schedule of Fixed Assets	Yes	4	Attached to each copy of the debenture
3.	CAC Form (Particulars of Charge)	Yes	1	Executed by the directors of the company
4.	Evidence of filing Annual Returns	Yes	1	For current year
5.	Evidence of filing of details on Company Secretary	Yes	1	
6.	Independent Valuation	Yes	1	Valuation must not have been conducted earlier than 3 years
7.	Physical Inspection Report	Yes	1	Bank's policy requirement
8.	Evidence of purchase of (or provision for) insurance on the pledged asset	Yes	1	Bank's policy requirement

L. These are collected in addition to the general documentation

M. Note that for Mortgage debentures, the documentation for Legal Mortgage applies

D. Checklist for Leases / Lien on Equipment Financed

The following documents are needed for leases or for creation of lien on equipment financed:

S/N	Document	Required	Number	Comments
1.	Duly executed Equipment Lease Agreement	Yes	2	Schedule must contain description of equipment / asset
2.	Pro forma invoice	Yes	1	Issued in the name of the "Bank / customer"
3.	Confirmation of invoice by credit	Yes	1	Bank's policy requirement
4.	Commitment to grant unhindered access to the equipment / asset financed	Yes	1	Especially where assets require periodic inspection like vehicles, plants and machinery
5.	Indemnity for Usage of assets	No	1	Only applicable to vehicles, plants and machinery
6.	Evidence of purchase of (or provision for) insurance on the equipment / asset financed	Yes	1	Bank's policy requirement

N. These are collected in addition to the general documentation

E. Checklist for Stock Hypothecation / Warehousing Arrangements

The following documents are needed for stock hypothecation or warehousing arrangements:

S/N	Document	Required	Number	Comments
1.	Duly executed Memorandum of Hypothecation	Yes	2	For stock hypothecation
2.	Duly executed Warehousing Agreement	Yes	2	For tripartite warehousing arrangements
3.	Duly executed Power of Attorney over pledged stock	Yes	1	Bank's policy requirement
4.	Statement of stock position / schedule of stock	Yes	1	
5.	Confirmation of stock / Physical Inspection Report	Yes	1	

6.	Evidence of purchase of (or provision for) insurance on the equipment / asset financed	Yes	1	Bank's policy requirement
7.	Duly executed Indemnity of the Clearing Agent (For warehousing Arrangements)	Yes	1	
7.	Independent Valuation	No	1	Depending on approval requirements
8.	Agency Agreement (For Warehousing Arrangements)	No	1	Depending on approval requirements

O. These are collected in addition to the general documentation

F. Checklist for Lien on Shares

The following documents are needed for creation of lien on shares:

S/N	Document	Required	Number	Comments
1.	Duly executed CSCS Joint Memorandum	Yes	1	This must be sworn to at the court registry
2.	Statement of stock position	Yes	1	Issued by stock brokers
3.	Undated Letter of Consent to sell shares	Yes	1	
4.	Brokers Letter of No Objection to placement of lien	Yes	1	Addressed to the Managing Director, CSCS Limited
5.	Cheque drawn in favour of CSCS Limited	Yes	1	Covering charges for placement of lien

P. These are collected in addition to the general documentation

G. Check list for Personal / Corporate Guarantees

The following documents are needed for guarantees:

S/N	Document	Required	Number	Comments
1.	Duly executed Guarantee Form	Yes	1	To be executed under seal for Corporate Guarantors
2.	Board Resolution authorizing the Corporate Guarantee	Yes	1	Also, to be executed under seal
3.	Notarized sworn Statement of Net-worth containing a declaration of assets	Yes	1	Applicable to Personal Guarantors

Q. These are collected in addition to the general documentation

H. Specific Documentation for NIB Loans

The following documents are documentation peculiar to NIB Loans:

S/N	Document	Required	Number	Comments
1.	Murabaha Agreement (for Mark-up Sales)	Yes	1	
2.	Ijarah Agreement (For Leases)	Yes	1	
3.	Kafaalah Bond	Yes	1	
4.	Hamish Jiddiyah	No	1	Depending on approval
5.	Agency Agreement	Yes	1	
6.	Sales Agreement	Yes	1	
7.	Promise to purchase	Yes	1	

R. Other security documentation as described above (A – G) may be collected alongside these general NIB documentation