

GENERAL COMPANY SECRETARIAT PROCESS

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 twentyfour 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