



FINANCIAL REPORTING COUNCIL OF NIGERIA
(Federal Ministry of Industry, Trade & Investment)

**FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE
NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**

Section A: Introduction

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

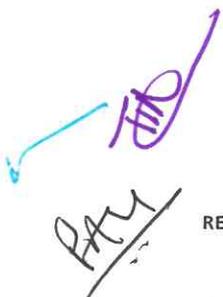
This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

Please read the instructions below carefully before completing this form:

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

Section B – General Information

S/No.	Items	Details
i.	Company Name	Access Bank Plc
ii.	Date of Incorporation	February 8, 1989
iii.	RC Number	RC 125 384
iv.	Licence Number	MB000045
v.	Company Physical Address	14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos
vi.	Company Website Address	www.accessbankplc.com
vii.	Financial Year End	December 31
viii.	Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company	Yes Access Holdings Plc
ix.	Name and Address of Company Secretary	Sunday Ekwochi Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos
x.	Name and Address of External Auditor(s)	KPMG KPMG Tower, Bishop Aboyade Cole Street, Victoria Island, Lagos
xi.	Name and Address of Registrar(s)	Coronation Registrars Limited 9, Amodu Ojikutu Street, Victoria Island, Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Ifedolapo Oyeleye oyeleyeif@accessbankplc.com 09021707453
xiii.	Name of the Governance Evaluation Consultant	Ernst & Young
xiv.	Name of the Board Evaluation Consultant	Ernst & Young



Section C - Details of Board of the Company and Attendance at Meetings

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected ¹	Remark
1	Dr. (Mrs.) Ajoritsedere Awosika, MFR, mni	Former Chairman/Non-Executive Director	Female	May 2013	Retired on May 22, 2023
2	Mr. Paul Usoro, SAN	Chairman/Non-Executive Director	Male	January 2014	Appointed as Chairman on May 22, 2023
3	Mr. Adeniyi Adekoya	Independent Non-Executive Director	Male	March 2017	
4	Mr. Iboroma Akpana	Independent Non-Executive Director	Male	March 2017	
5	Mrs. Ifeyinwa Osime	Independent Non-Executive Director	Female	November 2019	
6	Dr. Okey Nwuke, FCA	Non-Executive Director	Male	November 2019	
7	Mr. Hassan Usman, FCA	Independent Non-Executive Director	Male	August 2020	
8	Mrs. Omosalewa Fajobi	Non-Executive Director	Female	November 2020	
9	Mrs. Titilayo Osuntoki	Non-Executive Director	Female	April 2022	
10	Dr. Herbert Wigwe, FCA	Non-Executive Director	Male	May 1, 2022	Passed away on February 9, 2024
11	Mr. Roosevelt Ogbonna, FCA, CFA, FCIB	Managing Director/Chief Executive Director	Male	May 1, 2022	
12	Mr. Victor Etuokwu, HCIB	Deputy Managing Director, Retail North	Male	May 1, 2022	
13	Mrs. Chizoma Okoli, HCIB	Deputy Managing Director, Retail South	Female	May 1, 2022	
14	Dr. Gregory Jobome, HCIB	Executive Director, Risk Management Division	Male	January 2017	

¹ Central Bank of Nigeria's Approval Date

15	Ms. Hadiza Ambursa	Executive Director, Commercial Banking Division	Female	November 2017	
16	Mr. Oluseyi Kumapayi, FCA	Executive Director, African Subsidiaries	Male	November 2020	
17	Mrs. Iyabo Soji- Okusanya, FCA, FCIB	Executive Director, Corporate and Investment Banking	Female	June 2023	






2. Attendance at Board and Committee Meetings:

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1.	Dr. (Mrs.) Ajoritsedere Awosika, MFR, mni ²	10	5	NIL	NIL	NIL	NIL
2.	Mr. Paul Usoro, SAN ³	10	10	Board Technical Committee on Retail Expansion	Chairman	8	3
				Board Human Resources and Sustainability Committee	Chairman	5	2
				Board Risk Management Committee	Vice-Chairman	4	2
				Board Audit Committee	Member	7	3
				Board Credit Committee	Member	12	7
				Board Governance, Nomination, and Remuneration Committee	Member	3	1
3.	Mr. Adeniyi Adekoya	10	10	Board Human Resources and Sustainability Committee	Member	5	5

² Retired from the Board on May 22, 2023

³ Appointed as Board Chairman on May 22, 2023 and resigned from all Board Committee positions

				Board Governance, Nomination, and Remuneration Committee	Vice-Chairman	3	3
				Board Credit Committee	Member	12	12
				Board Risk Management Committee	Member	4	4
				Board Audit Committee	Member	7	7
				Board Digital and Information Technology Committee	Chairman	4	4
				Board Technical Committee on Retail Expansion	Vice-Chairman	8	8
4.	Mr. Iboroma Akpana	10	10	Board Human Resources and Sustainability Committee	Vice-Chairman	5	5
				Board Governance, Nomination and Remuneration Committee	Chairman	3	3
				Board Credit Committee	Member	12	12
				Board Risk Management Committee	Member	4	4
				Board Audit Committee	Vice-Chairman	7	7





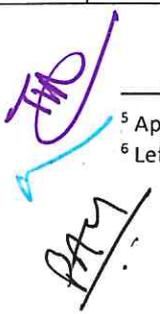
				Board Digital and Information Technology Committee ⁴	Member	4	2
				Board Technical Committee on Retail Expansion	Member	8	8
5.	Mrs. Ifeyinwa Osime	10	10	Board Human Resources and Sustainability Committee	Chairman	5	5
				Board Governance, Nomination and Remuneration Committee	Member	3	3
				Board Credit Committee	Member	12	12
				Board Audit Committee	Member	7	7
				Board Digital and Information Technology Committee	Vice-Chairman	4	4
				Board Technical Committee on Retail Expansion	Member	8	8
6.	Dr. Okey Nwuke, FCA	10	10	Board Human Resources and Sustainability Committee	Member	5	5
				Board Credit Committee	Chairman	12	12

⁴ Left the Committee on June 16, 2023

				Board Risk Management Committee	Member	4	4
				Board Audit Committee	Member	7	7
				Board Digital and Information Technology Committee	Member	4	4
				Board Technical Committee on Retail Expansion	Chairman	8	8
7.	Mr. Hassan Usman, FCA	10	10	Board Human Resources and Sustainability Committee	Member	5	5
				Board Governance, Nomination and Remuneration Committee ⁵	Member	3	2
				Board Credit Committee	Member	12	12
				Board Risk Management Committee	Member	4	4
				Board Audit Committee	Chairman	7	7
				Board Digital and Information Technology Committee ⁶	Member	4	2

⁵ Appointed to the Committee on June 16, 2023

⁶ Left the Committee on June 16, 2023

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8.	Mrs. Omosalewa Fajobi	10	10	Board Credit Committee	Member	12	12
				Board Risk Management Committee	Vice-Chairman	4	4
				Board Audit Committee	Member	7	7
				Board Digital and Information Technology Committee	Member	4	4
9.	Mrs. Titilayo Osuntoki	10	10	Board Human Resources and Sustainability Committee	Member	5	5
				Board Credit Committee	Vice-Chairman	12	12
				Board Risk Management Committee	Chairman	4	4
				Board Audit Committee ⁷	Member	7	4
				Board Digital and Information Technology Committee	Member	4	4
10.	Dr. Herbert Wigwe, FCA	10	10	Board Human Resources and Sustainability Committee	Member	5	5
				Board Governance, Nomination, and Remuneration Committee	Member	3	3

⁷ Appointed to the Committee on June 16, 2023

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				Board Risk Management Committee	Member	4	4
				Board Digital and Information Technology Committee	Member	4	4
				Board Technical Committee on Retail Expansion	Member	8	6
11.	Mr. Roosevelt Ogbonna, FCA, CFA, FCIB	10	10	Board Credit Committee	Member	12	12
				Board Human Resources and Sustainability Committee	Member	5	5
				Board Risk Management Committee	Member	4	4
				Board Digital and Information Technology Committee	Member	4	4
				Board Technical Committee on Retail Expansion	Member	8	8
12.	Mr. Victor Etuokwu, HCIB	10	9	Board Credit Committee	Member	12	12
				Board Digital and Information Technology Committee	Member	4	3
13.	Mrs. Chizoma Okoli, HCIB	10	8	Board Credit Committee	Member	12	11

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14.	Dr. Gregory Jobome, HCIB	10	10	Board Credit Committee	Member	12	11
				Board Risk Management Committee	Member	4	4
				Board Digital and Information Technology Committee	Member	4	4
				Board Technical Committee on Retail Expansion	Member	8	8
15.	Ms. Hadiza Ambursa	10	10	Board Credit Committee	Member	12	11
16.	Mr. Oluseyi Kumapayi, FCA	10	10	Board Technical Committee on Retail Expansion	Member	8	7
				Board Credit Committee	Member	12	8
17.	Mrs. Iyabo Soji-Okusanya, FCA, FCIB ⁸	10	5	Board Credit Committee	Member	12	7

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Roosevelt Ogbonna	Managing Director	Male
2.	Victor Etuokwu	Deputy Managing Director, Retail North	Male
3.	Chizoma Okoli	Deputy Managing Director, Retail South	Female
4.	Gregory Jobome	Executive Director, Risk Management Division	Male
5.	Hadiza Ambursa	Executive Director, Commercial Banking Division	Female

⁸ Appointed as a Non-Executive Director on June 14, 2023

6.	Oluseyi Kumapayi	Executive Director, African Subsidiaries	Male
7.	Iyabo Soji-Okusanya	Executive Director, Corporate and Investment Banking Division	Female
8.	Olufemi Jaiyeola	Group Chief Conduct & Compliance Officer (GCCCO)	Male
9.	Arinze Okeke	Group Head, Commercial Banking Division	Male
10.	Abraham Aziegbe	Group Head, Retail Operations	Male
11.	Ralph Chinedu Opara	Group Head, Commercial Banking Division	Male
12.	Olumide Olatunji	Managing Director, Access Bank (Ghana) Plc	Male
13.	Lookman Martins	Group Head, West, Commercial Banking Division	Male
14.	Olasunbo Femi-Oyewole Favour	Group Chief Information Security Officer	Female
15.	Abiodun Dada	Group Head, Corporate and Investment Banking Division, Oil & Gas	Male
16.	Nsikak Nnana Usoro	Group Head, Commercial Banking Division	Male
17.	Sunmbo Olatunji	Group Head, Treasury	Female
18.	Chizoba Okafor	Group Head Value Chain Management, Corporate and Investment Banking Division	Male
19.	Yewande Vaughan	Regional Sales Director, Branch Banking Lagos 1	Female
20.	Seun Olufeko	Group Head, Project and Structured Finance, Corporate and Investment Banking Division	Male
21.	Daniel Akumabor	Chief Information Officer, Subsidiaries,	Male
22.	Victor Okafor	Group Head, Financial Institutions	Male
23.	Paul Asiemo	Group Head, Risk Analytics	Male
24.	Arinze Kenechukwu Osuachala	Managing Director, Access Bank Congo DR	Male
25.	Emeka Nkwonta	Sector Head, Oil & Gas Upstream and Power	Male
26.	Neka Adogu	Regional Director, Branch Banking Abuja	Female
27.	Iheanyi Nwogu	Group Head, Business Banking Division, South East	Male
28.	Bolarinwa Animashaun	Regional Sales Director, Branch Banking Lagos 2	Male

29.	Njideka Esomeju	Group Head Consumer Banking Personal Banking Division (PBD)	Female
30.	Oluwatosin Akinfolarin Olatunji	Group Head, Corporate Operations	Male
31.	Oluseyi Olukunmi Adenmosun	Group Head, Digital and Centralised Operations Digital & Centralised Operations	Male
32.	Omobola Faleye	Chief Audit Executive	Female
33.	Ganiyu Sanni	Country Managing Director, Access Bank Sierra Leone	Male
34.	Bolaji Durojaiye	Managing Director, Access Bank Guinee	Male
35.	Vashti D Samdi	Zonal Head, Lagos Zone 4	Female
36.	Eyitayo Olabode	Sector Head, Food & Beverages Food & Beverage/Cement & Construction	Male
37.	Chizoba Iheme	Group Head, Direct Sales Agent and Beta Proposition	Female
38.	Chiwetalu Obikwelu	Business Development Executive	Male
39.	Omorodion Osemwegie	Information Technology	Male
40.	Ugochukwu M Irechukwu	Sector Head, Fast Moving Consumer Goods Beverages & Personal Care	Male
41.	Adolphus Emeka Uzowuru	Regional Director, Branch Banking North Central	Male
42.	Uloma Iheukwumere	Unit Head, Treasury Oil and Gas Department	Female
43.	Oladapo Ajuwon	Sector Head, Telecoms Telecoms and Infrastructure	Male
44.	Oluseun Onasoga	Zonal Head, Commercial Banking Division	Male
45.	Adeboye Ayewamide	Zonal Head, Commercial Banking Division	Male
46.	Morenike Ogunwolu	Group Head, Value Chain Management, Corporate and Investment Banking Division Distributor Management	Female
47.	Robert Imowo	Group Head, Corporate Counsel	Male
48.	Moses Osondu	Regional Director, Branch Banking South 1 Retail	Male





49.	Reuben Dalhatu-Gora	Sector Head, Cement	Male
50.	Hassan Abdullahi	Business Development Executive	Male
51.	Isaiah Ailenmoagbon	Head, of Financial Crimes Compliance	Male
52.	Edmund Otaigbe	Group Head, Credit Documentation, Administration and Governance	Male
53.	Daniel Awe	Head, Africa Fintech Foundry	Male
54.	Inyang E Etim	Chief Compliance Officer (Retail)	Female
55.	Iheanyi K Ononiwu	Country Operating Officer Guinea	Male
56.	Felix Ejinwa	Head of Risk Management	Male
57.	Charles Oguibe	Regional Director, Branch Banking South East Retail Banking	Male
58.	Steve Isitua Obiago	Head, Group IT Infrastructure Management	Male
59.	Alexius Terwase Ayabam	Zonal Head, North Zone 3 Commercial Banking Division	Male
60.	Abdulrazaq Olayiwola Kassim	Zonal Head, Commercial Banking Division	Male
61.	Moses Ayoola	Chief Information Officer Retail Business Information Technology Group	Male
62.	Aminu Mohammed Inuwa	Group Head, Retail Banking, North-West	Male
63.	Ade Ologun	Chief Operating Officer Access Bank (Ghana) Plc	Male
64.	Adesoji Olasoko	Head of Risk Management	Male
65.	Gbenga Adeleke	Head of Risk Management Environmental & Social Risk	Male
66.	Chidimma Maria-Goretti Dureke	Zonal Head, Commercial Banking Division Zone 1	Female
67.	Ademola Bilesanmi	Zonal Head • Public Sector Group West	Male

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68.	Deborah Morenike Ricketts	Group Head, Human Resources	Female
69.	Imiebihoro Okosun	Group Head, Card Centre Operations	Female
70.	Oluropo Olanrewaju	Regional Manager, Branch Banking, Lagos 2	Male
71.	Abiodun Olubitan	Group Head, Women Banking	Female
72.	Morenike Ojewumi	Head, Retail Operations – North	Female
73.	Emeruwa Obiora Owu	Chief Operations Officer (Access Bank Zambia)	Male
74.	Mustapha Aliyu	Zonal Head, North-West Zone 3	Male
75.	Babatunde Adekunle Aro	Unit Head, Head Office Compliance	Male
76.	Foluso Adedeji	Head, Retail Operations South	Female
77.	Ugochi Okoro	Country Operating Officer Ghana	Female
78.	Taiwo Fowowe	Chief Financial Officer	Male

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</p> <p><i>“A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company”</i></p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p>	<p>Yes</p> <p>The Board Charter was last reviewed in October 2023.</p> <p>The Bank is awaiting the approval of the CBN for the revised Board Charter.</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>“The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity “</i></p>	<p>i) What are the qualifications and experiences of the directors?</p> <p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>The profiles of Directors are contained in Appendix 1.</p> <p>Yes</p> <p>The Board’s composition is aligned to global best practice on the need for Non-Executive Directors to exceed Executive Directors. The Board as at</p>

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Principles	Reporting Questions	Explanation on application or deviation
		<p>December 31, 2023 comprised 16 Directors, 9 of whom are Non-Executive Directors. 4 of the Non-Executive Directors are independent.</p> <p>The Board is committed to improving gender diversity in its composition in line with its diversity policy. 43% of the Executive Management team is composed of women while the Board had 37.5% female memberships as of December 31, 2023.</p> <p>The composition of the Board also reflects its ethnic diversity as Directors are from various ethnic groups in Nigeria.</p> <p>The Board is also a mixture of diverse skill sets and professional experiences and background.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Executive Directors are permitted to sit on the Boards on the Bank's subsidiaries and investee companies as representatives of the Bank.</p> <p>Non-Executive Directors may sit on other Boards if this is declared, and such companies are not in direct competition with the Bank.</p> <p>All Directors' Board memberships are declared to the Board.</p> <p>Directorship details of Board members are contained in Appendix 1.</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No If yes, provide the names of the Committees.</p>	<p>No</p>
<p>Principle 3: Chairman <i>"The Chairman is responsible for providing overall</i></p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.</p>	<p>No. Upon his appointment as Board Chairman, he retired from his Board</p>

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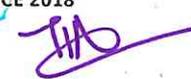
Principles	Reporting Questions	Explanation on application or deviation
<i>leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board”</i>		Committee positions.
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	None
	iii) Is the Chairman an INED or a NED?	NED
	iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?	No
	v) When was he/she appointed as Chairman?	May 22, 2023
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes The Chairman's roles and responsibilities are contained in the Board of Directors Charter as well as his appointment letter.
Principle 4: Managing Director/ Chief Executive Officer <i>“The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance”</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	Yes
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	i. Board Risk Management Committee meetings ii. Board Technical Committee on Retail Expansion meetings iii. Board Human Resources and Sustainability Committee meetings iv. Board Digital and Information Technology Committee meetings v. Board Credit Committee meetings

Principles	Reporting Questions	Explanation on application or deviation
	iv) Is the MD/CEO serving as NED in any other company? Yes/no . If yes, please state the company(ies)?	Details of the Managing Director's other directorships are contained in Appendix 1.
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	Yes
<p>Principle 5: Executive Directors</p> <p><i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i></p>	i) Do the EDs have contracts of employment? Yes/no	Yes
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No If no, in which document are the roles and responsibilities specified?	Yes Their roles and responsibilities are also contained in the Board Charter and their appointment letters.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	Executive Directors are permitted to sit on the Boards on the Bank's subsidiaries and investee companies as representatives of the Bank. Details of Executive Directors' other directorships are contained in Appendix 1.
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	Yes
<p>Principle 6: Non-Executive Directors</p> <p><i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i></p>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes The roles and responsibilities of the NEDs are contained in the Board charter and their appointment letters.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes
	iii) Do the NEDs declare any conflict of interest on	Yes

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Principles	Reporting Questions	Explanation on application or deviation
	appointment, annually, thereafter and as they occur? Yes/No	
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	Yes Directors receive Board reports from the management of the Bank every quarter and as the need arises. These reports are provided to Directors via Diligent Board, a secured board portal, at least one week prior to Board meetings.
	v) What is the process of ensuring completeness and adequacy of the information provided?	Group Heads ensure that Board reports are accurate and properly prepared and subsequently present same to relevant Management Committees for further review prior to circulation to Board Members before the quarterly meetings.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes
Principle 7: Independent Non-Executive Directors <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes
	ii) Are there any exceptions?	No
	iii) What is the process of selecting INEDs?	The Bank has a Fit and Proper Person Policy which contains the criteria for Board appointments. In addition, the Board ensures that all INEDs satisfy the independence criteria of the various Corporate Governance Codes. The INEDs are independent in character and judgment. They continually exhibit the required level of independence in their interactions on the Board and with the Bank.

Principles	Reporting Questions	Explanation on application or deviation
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes The independence of the INEDs is assessed during the annual Board Performance Evaluation exercise to ascertain that they maintain the level of independence required by the relevant guidelines. In addition, the INEDs annually certify that they have complied with the independence criteria of the applicable Corporate Governance Codes.
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	No.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No
	ix) What are the components of INEDs remuneration?	Non-Executive Directors' remuneration package includes Directors fees, sitting allowance and travel allowance.
Principle 8: Company Secretary <i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to</i>	i) Is the Company Secretary in-house or outsourced?	In-house
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a legal practitioner with over 25 years' experience. He is a Chartered Secretary and an Honorary Senior Member of Chartered Institute of Bankers of




Principles	Reporting Questions	Explanation on application or deviation
<i>develop good corporate governance practices and culture within the Company"</i>		Nigeria.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the Board with a dotted reporting line to the Managing Director.
	v) What is the appointment and removal process of the Company Secretary?	The appointment and dismissal of the Company Secretary is subject to a rigorous process as outlined in Section 333 of the Companies and Allied Matters Act, 2020.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Managing Director and the Board
Principle 9: Access to Independent Advice <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented?	Yes The Bank has a policy on Directors' access to independent professional advice.
	ii) Who bears the cost for the independent professional advice?	The Bank
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	i) What is the process for reviewing and approving minutes of Board meetings?	The Board reviews and approves minutes of previous meetings at the next meeting
	ii) What are the timelines for sending the minutes to Directors?	The minutes of previous meetings are sent to Directors at least 7 days before the next meeting.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Directors who do not meet the minimum attendance threshold of two-thirds of all Board and Board Committee meetings would not

Principles	Reporting Questions	Explanation on application or deviation
		qualify for re-election.
Principle 11: Board Committees <i>"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"</i>	i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? Yes/No	Yes The charters are all approved by the Central Bank of Nigeria
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The Board Committees review and approve minutes of previous meetings at the next meeting
	iii) What are the timelines for sending the minutes to the directors?	The minutes of previous meetings are sent to Directors at least 7 days before the next meeting
	iv) Who acts as Secretary to board committees?	The Company Secretary
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a and b. The Board Governance, Nomination and Remuneration Committee c. The Board Audit Committee d. The Board Risk Management Committee
	vi) What is the process of appointing the chair of each committee ?	The Chairman of each Committee is appointed from amongst the members and approved by the Board.
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	5 members: 4 INEDs and 1 NED
	viii) Is the chairman of the Committee a NED or INED ?	The Chairman is an INED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes The Succession Planning policy is reviewed periodically, as the need arises to ensure that it remains relevant and adequately caters to the needs of the Bank.
x) How often are Board and Committee charters as well as other governance policies	The Board and Committee Charters are reviewed and re-assessed annually or such other period as the circumstance may warrant.	



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Principles	Reporting Questions	Explanation on application or deviation
	reviewed?	The Charters were reviewed in October 2023.
	xi) How does the committee report on its activities to the Board?	The Chairman of the Committee presents a report to Directors during board meetings.
Committee responsible for Remuneration		
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	5 members: 4 INEDs and 1 NED
	xiii) Is the chairman of the Committee a NED or INED?	The Chairman is an INED
Committee responsible for Audit		
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes
	xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes
	xvi) What are their qualifications and experience?	The Qualifications of the Board Audit Committee members are contained in their profiles in Appendix 1.
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Dr. Okey Nwuke, FCA and Mr. Hassan Usman, FCA
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	At least once a quarter
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes
	xx) How does the Board monitor compliance with the internal control framework?	Internal Audit and Conduct and Compliance reports are presented to the Board Audit Committee and subsequently to the Board.
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and	Yes The External Auditors Management Letter, Key Audit Matters and

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Principles	Reporting Questions	Explanation on application or deviation
	relevant experience for this role? Yes/No	
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4 Meetings
Principle 12: Appointment to the Board <i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes
	ii) What criteria are considered for their appointment?	<p>The Fit and Proper Person Policy is designed to ensure that the Bank and its subsidiary entities are managed and overseen by competent, capable and trustworthy individuals.</p> <p>The criteria for Board appointment includes but is not limited to requisite qualifications, skills, experience, integrity, competence, diversity and financial soundness.</p>
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	<p>The Governance, Nomination and Remuneration Committee is responsible for both Executive and Non-Executive Director succession planning and recommends new appointments to the Board.</p> <p>The Committee takes cognisance of the existing range of skills, experience, background, and diversity on the Board in the context of the Bank's strategic direction before articulating the specifications for the candidate sought.</p> <p>The Committee also considers the need for appropriate demographic and gender balance in recommending candidates for Board appointments.</p> <p>Enhanced due diligence is subsequently carried out on candidates who meet the criteria set by the Committee.</p>
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO	Yes

Principles	Reporting Questions	Explanation on application or deviation
	c) INED d) NED e) EDs	
	v) Please state the tenure	MD/CEO – Maximum of 12 years. Where the Deputy Managing Director becomes the MD, his previous tenure as DMD/ED is not included in computing his/her tenure as MD/CEO. INED – 2 terms of 4 years each. NED – Maximum tenure of 12 years comprising 3 terms of 4 years each. EDs – Maximum tenure of 12 years.
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes
Principle 13: Induction and Continuing Education <i>“A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company”</i>	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	Yes. The induction was carried out in June 2023 following the appointment of Mrs. Iyabo Soji-Okusanya as an Executive Director.
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	Yes Directors participated in the under listed trainings in 2023: <ol style="list-style-type: none"> 1. Driving Digital Strategy 2. Finance and Accounting for the Non-financial Executive. 3. Leading Digital Transformation 4. Competing in the Age of Digital Platforms 5. High Performance People Skills for leaders 6. Effective Audit Committees: Entrenching Good Governance 7. Audit Committee Oversight of Cybersecurity 8. Retooling Businesses for Change: Leveraging AI

Principles	Reporting Questions	Explanation on application or deviation
		<p>Technology Corporate Governance Evolution</p> <p>9. Cybersecurity Governance for the Board of Directors</p> <p>10. Advanced Management Program</p> <p>11. Senior Executive Program</p> <p>12. Women on Boards: Succeeding as a Corporate Director</p> <p>13. The Women's Leadership Forum</p> <p>14. Project and Infrastructure Finance</p> <p>15. Risk Masterclass for Board Members</p>
	iv) How do you assess the training needs of Directors?	This is benchmarked against new industry requirements, best practices as well as the Bank aspirations.
	v) Is there a Board-approved training plan? Yes/No	Yes
	vi) Has it been budgeted for? Yes/No	Yes
<p>Principle 14: Board Evaluation</p> <p><i>“Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives”</i></p>	i) Is there a Board-approved policy for evaluating Board performance? Yes/No	Yes
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	Yes
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External Board performance evaluation was conducted for the 2023 Financial Year.
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes The Board Performance Evaluation Report for the 2023 Financial Year was presented to Directors during the Board meeting held on February 6, 2024.

Principles	Reporting Questions	Explanation on application or deviation
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	Yes
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes
<p>Principle 15: Corporate Governance Evaluation</p> <p><i>“Institutionalizing a system for evaluating the Company’s corporate governance practices ensures that its governance standards, practices and processes are adequate and effective”</i></p>	<p>i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No</p> <p>If yes, provide date of the evaluation.</p>	<p>Yes</p> <p>Corporate Governance evaluation was conducted for the 2023 FY.</p>
	<p>ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No</p>	Yes
	<p>iii) If yes, please indicate the date of last presentation.</p>	<p>The Corporate Governance Evaluation report for the 2023 FY was presented to Directors during the Board meeting held on February 6, 2024.</p>
	<p>iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No</p>	Yes
<p>Principle 16: Remuneration Governance</p> <p><i>“The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term”</i></p>	<p>i) Is there a Board-approved Directors’ remuneration policy? Yes/No</p> <p>If yes, how often is it reviewed?</p>	<p>Yes</p> <p>The policy is reviewed periodically and as the need arises to ensure that it remains relevant.</p>
	<p>ii) Provide details of directors’ fees, allowances and all other benefits paid to them during the period under review.</p>	<p>The total sum of 1,486,000,000 was paid to Directors in 2023.</p>
	<p>iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No</p> <p>If yes, when was it approved?</p>	<p>Yes</p> <p>It would be presented to the shareholders at the next Annual General Meeting of the Company.</p>

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Principles	Reporting Questions	Explanation on application or deviation
	iv) What portion of the NEDs remuneration is linked to company performance?	None
	v) Is there a Board-approved remuneration policy for Executive and Senior management? Yes/No If yes, to what extent is remuneration linked to company performance?	Yes The Remuneration Policy ensures that the Company attracts and retains skilled professionals as Senior Management staff. The Board had implemented measures to ensure that remuneration of Senior Management is adequately linked to the Company's performance.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fees? Yes/No	No
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	Yes The clawback policy is contained in Appendix 2.
Principle 17: Risk Management <i>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic</i>	i) Has the Board defined the company's risk appetite and limit? Yes/No	Yes
	ii) How often does the company conduct a risk assessment?	Quarterly
	iii) How often does the board receive and review risk	Quarterly

Principles	Reporting Questions	Explanation on application or deviation
<i>objectives of the Company”</i>	management reports?	
Principle 18: Internal Audit <i>“An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems”</i>	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes
	ii) Does the company have a Board-approved internal audit charter? Yes/No	Yes
	iii) Is the head of internal audit a member of senior management? Yes/No	Yes
	iv) What is the qualification and experience of the head of internal audit?	<p>She has over 25 years banking experience, having led the Investigations and Risk Audit Units at different points in her career.</p> <p>She is a Fellow of the Institute of Chartered Accountants of Nigeria. She is also a Member of the Association of Certified Fraud Examiners.</p>
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	Yes
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer	<p>Yes</p> <p>The last assessment was conducted in 2021.</p>

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Principles	Reporting Questions	Explanation on application or deviation
	appointed by the Board? Yes/No If yes, when was the last assessment?	
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Board Audit Committee
Principle 19: Whistleblowing <i>"An effective whistleblowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes The Whistleblowing Policy was reviewed in July 2023.
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes The Policy is available on the Bank's website.
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	Yes
Principle 20: External Audit <i>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Board Audit Committee
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The approval of appointment, reappointment or removal of External Auditors is done by the Board, subject to shareholders' approval and CBN's "No Objection".
	iii) When was the first date of appointment of the External auditors?	May 22, 2023
	iv) How often are the audit partners rotated?	Every 5 years
Principle 21: General Meetings <i>"General Meetings are</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched	7 days Consent to shorter notice was obtained from the Bank's





Principles	Reporting Questions	Explanation on application or deviation
<p><i>important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i></p>	to Shareholders?	shareholders in line with Section 241(2) of the Companies and Allied Matters Act, 2020.
	<p>ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? Yes/No</p>	Yes
<p>Principle 22: Shareholder Engagement <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i></p>	<p>i) Is there a Board-approved policy on shareholders' engagement? Yes/No If yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?</p>	<p>Yes</p> <p>The Policy was reviewed in July 2023. Yes</p>
	<p>ii) How does the Board engage with Institutional Investors and how often?</p>	<p>The Company organizes investors calls periodically to engage with all investors.</p> <p>The Company has a robust investors section on its website which contains critical investor-related information including share price, investors news, details of the Bank's corporate actions as well as audited and unaudited Financial Statements.</p>
<p>Principle 23: Protection of Shareholder Rights <i>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the</i></p>	<p>i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No</p>	Yes




Principles	Reporting Questions	Explanation on application or deviation
<i>interest of minority shareholders, promote good governance</i>		
<p>Principle 24: Business Conduct and Ethics</p> <p><i>"The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence"</i></p>	<p>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? Yes/No</p> <p>If yes:</p> <p>a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No</p> <p>b) Is the COBE applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees 4. Third parties <p>ii) When was the date of last review of the policy?</p> <p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No</p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>Yes</p> <p>Yes, it has been communicated to both internal and external stakeholders.</p> <p>Yes, the Bank has Codes of Ethics which apply to the Board, Senior Management, Other employees and third parties.</p> <p>The policy was reviewed in October 2023.</p> <p>Yes. There is a process in place for identifying, monitoring, and reporting adherence to the COBE.</p> <p>There was no reported case of non-compliance during the 2023 financial year, hence no sanction was imposed against the Bank.</p>
<p>Principle 25: Ethical Culture</p> <p><i>"The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of</i></p>	<p>i) Is there a Board-approved policy on insider trading? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p>	<p>N/A</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><i>interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence”</i></p>	<p>ii) Does the company have a Board approved policy on related party transactions? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify)</p>	<p>The Bank has robust controls which regulate related party transactions. These provisions are contained in various policies in the Bank including the Conflict-of-Interest Policy.</p> <p>The policy was reviewed in July 2022.</p> <p>It is applicable to the Board, Management, and other employees.</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>Several disclosure mechanisms have been implemented by the Bank to regulate related party transactions by staff and other affected parties.</p> <p>In addition, Directors are required to disclose to the Board interests in contracts and proposed contracts with the Bank.</p>
	<p>iv) Does the company have a Board-approved policy on conflict of interest? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Senior management 2. Other employees (Specify)</p>	<p>Yes</p> <p>The policy was reviewed in July 2022.</p> <p>Through the Governance, Nomination and Remuneration Committee.</p> <p>It is applicable to the Board, Management, and employees.</p>
<p>Principle 26: Sustainability <i>“Paying adequate attention to</i></p>	<p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p>	<p>Yes</p> <p>The Policy was reviewed in July 2023.</p> <p>The Bank’s sustainability vision and</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><i>sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i></p>		strategy are underpinned by international principles, frameworks and standards that support the design of best-in-class local policies that enable effective mainstreaming of sustainability for strategic growth and long-term success.
	ii) How does the Board monitor compliance with the policy?	The Board monitors compliance with the policy through the quarterly and periodic reports by the Head Sustainability Unit to the Board Human Resources and Sustainability Committee.
	iii) How does the Board report compliance with the policy?	The Board reports compliance with the Sustainability policy through the Sustainability report.
	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	Yes The policy was reviewed in July 2023.
<p>Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i></p>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	Yes
	ii) Does the Company have an up-to-date investor relation portal? Yes/No If yes, provide the link.	Yes https://www.accessbankplc.com/pages/Investor-Relations.aspx
<p>Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code,</i></p>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No	Yes
	ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	Yes. Please find attached Appendix 3.

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Principles	Reporting Questions	Explanation on application or deviation
<i>ensures proper monitoring of its implementation which engenders good corporate governance practice"</i>		

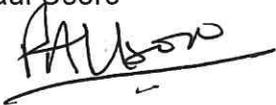
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Section F – Certification

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

Chairman of the Board of Directors

Name: Mr. Paul Usoro

Signature: 

Date: 22-03-2024

Chairman of the Committee responsible for Governance

Name: Mr. Iboroma Akpana

Signature: 

Date: 22/03/2024

Managing Director/Chief Executive Officer

Name: Mr. Roosevelt Ogbonna

Signature: 

Date: 22/03/2024

Company Secretary

Name: Sunday Ekwochi

Signature: 

Date: 22-03-2024

PROFILE OF BOARD OF DIRECTORS

Dr. (Mrs.) Ajouritsedere Awosika, MFR , mni Former Chairman/ Non-Executive Director

Dr. Awosika is an accomplished administrator with over three decades' experience in public sector governance. She was at various times, the Permanent Secretary in the Federal Ministries of Internal Affairs, Power and Science and Technology. She is a Fellow of the Pharmaceutical Society of Nigeria and the West African Postgraduate College of Pharmacy.

She holds a doctorate degree in pharmaceutical technology from the University of Bradford, United Kingdom. She was appointed to the Board of Access Bank Plc in April 2013 and served as the Vice-Chairman of the Board Audit Committee and Chairman of the Board Credit Committee prior to her appointment as the Chairman of the Board.

Dr. Awosika sits on the boards of Capital Express Assurance Ltd, Josephine Consulting Limited, Council of University of Warri, African Initiative for Governance, Med-In Pharmaceuticals Limited, and International Foundation Against Infectious Diseases.

She became the Chairman of the Board on January 8, 2020 following the retirement of Mrs. Mosun Belo-Olusoga.

Professional Experience	Academic and Professional Qualifications	Appointment Date*	Board Committee Membership
January 2020- Date Chairperson, Access Bank Plc	1993 Post-Doctoral Award, Clinical Pharmacy University of Leeds Teaching Hospital University of Leeds, UK	April 2013	Nil
April 2013-Date Non-Executive Director, Access Bank Plc	1990 Fellow, West Africa Post Graduate College of Pharmacy		
March 2012- January 2013 Permanent Secretary, Federal Ministry of Power	1982-1985 (Ph.D) Pharmacy Technology		

	Postgraduate School of Pharmacy, UK		
January 2011-March 2012	1981-1982		
Permanent Secretary, Federal Ministry of Science & Technology.	Masters in Clinical Pharmacy (M.Pharm), School of Pharmacy, University of Bradford, UK		
August 2010- December 2010	1973-1976		
Permanent Secretary, Career Management Office, Office of the Head of the Civil Service of the Federation.	B.Sc. Pharm (2nd class upper) Ahmadu Bello University, Zaria		
February 2010-July 2010	1971-1972		
Permanent Secretary, Ministry of Interior	(Prelim. Science) Ahmadu Bello University, Zaria		
2009-February 2010			
Director (Department of Community Relations & Youth Development) Ministry of Niger Delta Affairs			
2007-2009			
Director (Parastatals, Office of the Head of Civil Service of the Federation)			
2006			
National Institute for Policy and Strategic Studies, Kuru, Jos, mni			
1998-2005			
National Coordinator/Chief Executive National Programme on Immunization (On secondment from Federal Ministry Of Defence)			
1987-1998			

<p>Clinical Pharmacist, Base Hospital, Yaba (Military Hospital ,Yaba-up-to Directorate level)</p>			
<p>1985 Practical attachment, General Barnett Hospital London (Working experience while in-service Course)</p>			
<p>1985 Practical attachment, Whipp Cross Hospital London (working experience while in-service Course)</p>			
<p>1981-1982 Research Pharmacist, St. Mary's Hospital Bradford, U.K (working experience while on in-service course)</p>			
<p>1979-1981 Senior Pharmacist-in-Charge, Military Hospital, Ministry of Defence, Benin City</p>			
<p>1978-1979 Pharmacist (I), Military Hospital, Lagos – Ministry of Defence</p>			
<p>1977-1978 S.I.M Hospital/Plateau Hospital Jos, Plateau State (NYSC)</p>			
<p>1976-1977 Internship, General Hospital, Benin City</p>			

She retired from the Board on May 22, 2023, and was replaced by Mr. Paul Usoro, SAN.

Mr. Paul Usoro, SAN
Non-Executive Director

Mr. Usoro is a Senior Advocate of Nigeria, a Fellow of the Chartered Institute of Arbitrators and the founder and Senior Partner of the Law firm of Paul Usoro & Co. He has over 30 years of law practice experience and is acknowledged as a highly experienced litigator and communication law expert.

Mr. Usoro holds a Bachelor of Laws degree from the University of Ife (1981) and was called to the Nigerian Bar in 1982.

He was elected President of the Nigerian Bar Association in August 2018 for a two-year term and is currently a Non-Executive Director of Dakkada Luxury Estates Limited and Empee Ventures Limited.

He joined the Board in January 2014 and represented the Bank as a Non-Executive Director on the board of the defunct Intercontinental Bank Plc.

Mr. Usoro was appointed Chairman of the Board on May 22, 2023, following the retirement of Dr. (Mrs.) Ajoritsedere Awosika. Prior to his appointment as Chairman, he chaired the Board Human Resources and Sustainability Committee and Technical Committee on Retail Expansion and served as the Vice-Chairman of the Risk Management Committee.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
January 2014- Date Non-Executive Director, Access Bank Plc	FCIArb- Fellow, Chartered Institute of Arbitrators	January 2014 May 22, 2023 (Appointed as Chairman)	Nil
1985-Date Senior Partner, Paul Usoro & Co Law Firm	1981-1982 B.L (Hons), Nigerian Law School, Lagos		
1983-1984	1977-1981		

Head, Litigation, Sani Mohammed, Kuso & Co	LL.B (Hons) , University of Ife		
1982-1983 (NYSC)			
<ul style="list-style-type: none"> • Benue State House of Assembly (3 months) • George Uloko & Co 			

Mr. Adeniyi Adekoya
Independent Non-Executive Director

Mr. Adekoya is a highly experienced maritime and oil and gas industry expert with significant experience in investment banking. He worked as a General Manager in Peacegate Holdings Ltd where he was responsible for setting up and developing the company’s marine operations. He was also a consultant to Maine Nigeria Ltd where he developed the framework for a private placement to raise USD 500 million start-up capital and led the company’s participation in bid rounds for oil blocks in the Republic of Equatorial Guinea.

Mr. Adekoya worked with Mobil Oil Producing Nigeria Unlimited as a Budget Officer, Exploration Department and obtained financial service industry experience from AIM Fund and Trimark Investment Service, both in Ontario, Canada. Mr. Adekoya holds a Bachelor’s degree in Business Administration from the University of Lagos. He sits on the boards of Synerpet Ltd, Weston Integrated Services Ltd and G-SAG Nigeria Limited.

He joined the Board in March 2017 and currently chairs the Board Digital and Information Technology Committee. He is also the Vice-Chairman of the Board Governance, Nomination and Remuneration Committee and the Board Technical Committee on Retail Expansion.

Professional Experience	Academic and Professional Experience	Appointment Date	Committee Membership
March 2017-Date Independent Non-Executive Director, Access Bank Plc	1991 Bachelors in Business Administration, University Of Lagos	March 2017	Member-Board Audit Committee
July 2012- Date Executive Director, Synarpet Nigeria Limited (Formerly Akeprime Limited)			
February 2005-May 2012 General Manager, Peacegate Holdings	Member, Indigenous Ship-Owners Association		Chairman- Board Digital and Information Technology Committee

June 2004-December 2004 Consultant, Business Development Maine Nigeria Limited	Member, Nigerian Gas Association Committee on the Implementation of the Gas Act.		Vice Chairman- Board Governance, Nomination and Remuneration Committee
November 1999-December 2003 Assistant Manager, Funds Analysis and Reporting-AIM Funds Canada	Civilian Instructor on the Canadian Air Force Cadet Group.		Member- Board Human Resources and Sustainability Committee
November 1997-October 1999 Investor/Dealer Services (Associate)-Trimark Investments Services, Canada			Member-Board Credit Committee
June 1991-September 1993 Budget Officer, Exploration Department, Mobil Producing Company Limited			Member- Board Risk Management Committee Vice-Chairman, Board Technical Committee on Retail Expansion

Mr. Iboroma Akpana
Independent Non-Executive Director

Mr. Akpana is the Managing Partner of Solola & Akpana, one of the leading commercial and oil and gas law firms in Nigeria. He is a consummate corporate and commercial lawyer with a career spanning over two decades. Mr. Akpana has a proven track record of academic excellence. He graduated as a top student in Law from the University of Jos and obtained a Master's degree from Harvard Law School. He is a Notary of the Federal Republic of Nigeria.

Based on his work, he was recognised in the Chambers Global 2006, 2007, 2008 and 2009 editions as a 'Leading Individual' in Nigeria in its Corporate and Commercial section. Similarly, the International Financial Law Review 1000 ranked him as a 'Leading Lawyer' in Nigeria in its 2006, 2007, 2008 and 2009 editions while the Legal 500 Europe, Middle East and Africa profiled him as a 'Recommended Individual'.

Mr. Akpana is a member of the International Bar Association, American Bar Association, New York State Bar Association, Nigerian Bar Association and the Law Society of England and Wales. He joined the Board in March 2017 and currently chairs the Board Governance, Nomination and

Remuneration Committee. He is also the Vice-Chairman of the Board Audit Committee and Board Human Resources and Sustainability Committee. He currently sits on the Board of Contracting Plus Limited.

Professional Experience	Academic and Professional Experience	Appointment Date	Professional Experience
March 2017-Date Independent Non-Executive Director, Access Bank Plc	2001-2002 LLM, Harvard Law School, Cambridge	March 2017	Chairman-Board Governance, Nomination and Remuneration Committee
1998- Date Managing Partner, Solola & Akpana [Barristers and Solicitors]	1992-1993 B.L, Nigerian Law School		Vice Chairman-Board Audit Committee
1993-1998 Associate-Banwo & Ighodalo Solicitors	1988-1992 LL.B, University of Jos, Plateau		Member- Board Credit Committee
	Member, New York State Bar Association		Vice-Chairman-Board Human Resources and Sustainability Committee
	Member, Law Society of England and Wales		Member-Board Risk Management Committee
	Member, International Bar Association (IBA)		Member-Board Digital and Information Technology Committee
	Member, American Bar Association		Member-Board Technical Committee on Retail Expansion
	Member-Association of International Petroleum Negotiators		
	Member - Energy Institute		

	Notary Public Federal Republic of Nigeria		
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Dr. Okey Nwuke, FCA
Non-Executive Director

Dr. Nwuke has over 30 years' experience in finance and corporate governance working with top corporates and leading commercial banks in Nigeria. He is a Fellow of both the Institute of Chartered Accountants of Nigeria and Chartered Institute of Taxation of Nigeria, an honorary member of Chartered Institute of Bankers of Nigeria and a member of Business Recovery and Insolvency Practitioners.

He has garnered considerable expertise in credit analysis and bank financial management through professional training as a Chartered Accountant, from relevant training programmes as well as on the job training. He was an Executive Director in Access Bank from 2004 to 2013 and served as the Chairman of the Board of Directors of the Bank's subsidiaries in Rwanda and Burundi. Dr. Nwuke was a pioneer Non-Executive Director of Stanbic IBTC Pension Managers Limited representing Access Bank and subsequently a Non-Executive Director of defunct Access Pension Fund Custodian Limited.

Dr. Nwuke's key competencies include finance, strategy development and execution, organizational restructuring and transformation, leadership and change management. He currently sits on the Boards of Coscharis Ghana Limited, Coscharis Technologies Limited, Coscharis Mobilities Limited, Simply Gift and Interiors Limited, Claritus Limited, Rekit Financial Advisers Limited and Access Pensions Limited.

He holds a Bachelor's degree in Accountancy from the University of Nigeria, Nsukka and a Master's in Business Administration (Distinction) in International Banking and Finance from the Birmingham Business School, United Kingdom. Dr. Nwuke holds a Doctorate Degree in Business Administration (DBA) from Walden University, Minnesota, USA with a research focus on leadership transition challenges in family businesses. He has been exposed to several leadership and professional development programmes at renowned institutions including Harvard Business School, Boston (AMP 175), Wharton Business School, Pennsylvania (both in U.S.A), INSEAD and IMD.

He joined the Board in November 2019 and is currently the Chairman of the Board Credit Committee and Board Technical Committee on Retail Expansion.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
November 2019-Date Non-Executive Director, Access Bank Plc	2017 Doctor of Business Administration (DBA),	November 2019	Chairman-Board Credit Committee

	Walden University Minnesota, USA		
August 2014-Date Group Deputy Managing Director, Coscharis Group	2017 Chief Executive Program Lagos Business School		Chairman-Board Technical Committee on Retail Expansion
December 2004- December 2013 Executive Director, Access Bank Plc	2008 Advanced Management Program Harvard Business School		Member-Board Digital and Information Technology Committee
May 2002-December 2004 General Manager, Access Bank Plc	2005 Fellow, Institute of Chartered Accountant of Nigeria		Member-Board Risk Management Committee
2001-2002 Group Head, Commercial Banking Group (Assistant General Manager) Guaranty Trust Bank (GTB)	2000 ACIT Chartered Institute of Taxation		Member, Board Audit Committee
2000-2001 Head, Institutional Banking Group(Senior Manager),GTB	1997-1998 MBA, International Banking and Finance Birmingham Business School		Member-Board Human Resources and Sustainability Committee
1997-2000 Oil and Gas Desk (Manager and Senior Manager),GTB	B.Sc Accountancy, University of Nigeria		
1993-1997 Corporate Banking (Banking Officer-Deputy Manager) GTB			
1991-1993 Financial Control Department			

GTB			
1990-1991 Trainee Accountant AT & T Nigeria Plc			

Mrs. Ifeyinwa Osime
Independent Non-Executive Director

Mrs. Osime is a versatile and result oriented professional with over 30 years' experience in the insurance industry and commercial legal practice at management and board levels. She has deep knowledge and experience in the management of administrative, legal, and company secretarial functions in financial and other related institutions.

She had championed and established a special needs programme which is actively involved in the management and care of children and young people with special needs. She is currently engaged in legal practice with Macpherson Legal Practitioners, a Lagos-based law firm. Mrs. Osime is a Non-Executive Director in Ebudo Trust Limited.

Mrs. Osime was the former Chairperson of PHB Healthcare Limited as well as a former Director of Bank PHB Plc (now Keystone Bank Limited), Insurance PHB Limited (now KBL Insurance) and Coronation Life Assurance Limited. She was the Company Secretary/Legal Adviser of African Development Insurance Company Limited (now NSIA Insurance) between 1989 and 1997. She currently sits on the Board of Ebudo Trust Limited.

She holds a Master's degree in Law from University of London (1989) with specialisation in Corporate and Commercial Law and Bachelor's of Law degree from the University of Benin (1986).

She joined the Board in November 2019 and currently chairs the Board Human Resources and Sustainability Committee. She is also the Vice-Chairman of the Board Digital and Information Technology Committee.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
November 2019-Date Independent Non-Executive Director, Access Bank Plc	1988-1989 LL.M Commercial & Corporate Law, London School of Economics, University of London, London, United Kingdom	November 2019	Vice Chairman-Board Digital and Information Technology Committee

2013-Date Partner-Macpherson Legal Practitioners	1986-1987 B.L Nigerian Law School		Member-Board Credit Committee
2004-Date Partner, Smartbase Services	LL.B (Hons), University of Benin		Member-Board Audit Committee
1998-2004 Partner, Okonjo, Odiawa & Ebie		Member-Board Governance, Nomination and Remuneration Committee	
1989-1997 Company Secretary/ Legal & Admin- African Development Insurance Company Limited (ADIC Ltd, now NSIA Insurance)		Chairman-Board Human Resources and Sustainability Committee	
1987-1988 Legal Officer, Nigeria Re- Insurance Corporation (NYSC)			

Mr. Hassan M.T Usman, FCA
Independent Non-Executive Director

Mr. Usman is the Founder/Chief Executive Officer of New Frontier Development Limited, an investment company focused on financial advisory, hospitality, real estate and proprietary investments in start-ups and challenged companies in the SME space. He is also the Founder/Chairman of the Board of Trustees of the Al-Qalam (Pen) Foundation, a Not-for-Profit Organisation that provides educational opportunities to disadvantaged children.

Prior to this, he was the Managing Director/Chief Executive Officer of Aso Savings and Loans Plc and an Executive Director at Abuja Investment and Property Development Company Limited. He was at various times the Deputy Director and Head of Petrochemicals and Gas Unit; Transport Sector Reform Team as well as the Deputy Director Telecoms Reform Team Lead and Head NITEL Privatisation at the Bureau of Public Enterprises. He also worked with Central Bank of Nigeria, Arthur Andersen and CitiBank Nigeria.

Mr. Usman sits on the Boards of New Frontier Development Limited, Sentinel Energy and Gas Limited, Blue Atlantic Ventures Partners Ltd, NFD Agro Ltd, Northcapital Resources Limited, Ire

Clay Products Limited, Kairos Capital Ltd, Allied Trust Asset Management and First Atlantic Nigeria Limited.

Mr. Usman holds a Bachelor of Arts Degree in Economics from University of Sussex and a Master of Philosophy in Development Economics from University of Cambridge. He is a Fellow of the Institute of Chartered Accountants of England and Wales. Mr. Usman is also an Eisenhower Fellow and Archbishop Desmond Tutu Fellow of the African Leadership Institute.

Over the years, he has served as a member of the Board of Directors of the Nigeria Sovereign Investment Authority, Nigeria Mortgage Refinance Company, and Council of the Nigeria Stock Exchange (now Nigerian Exchange Group).

Mr. Usman joined the Board in August 2020 and chairs the Board Audit Committee.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
August 2020- Date Independent Non-Executive Director, Access Bank Plc	1999 Registered Investment Banking Representative, United States National Association of Securities Dealers (NASD)	August 2020	Member -Board Human Resources and Sustainability Committee Chairman -Board Audit Committee
January 2016-Date Founder/ Chief Executive Officer, New Frontier Development Limited	1993 ACA, Associate of the Institute of Chartered Accountants in England and Wales;		Member -Board Credit Committee Member -Board Risk Management Committee
January 2006-September 2015 Managing Director/Chief Executive Officer-Aso Savings and Loans Plc	1988-1989 M.Phil, Development Economics, Upper Second Class Darwin College, University of Cambridge, England		Member -Board Digital and Information Technology Committee
March 2004-February 2006 Executive Director Investments- Abuja Investment & Property Development Company Limited	1985-1988 B.A. (Hons.) Economics, Upper Second Class, University of Sussex, Falmer, Brighton, England		
Sept 2003 – March			

<p>2004</p> <p>Deputy Director & Head Petrochemicals and Gas Unit- Bureau Of Public Enterprises, Abuja</p>			
<p>March 2002 – Sept 2003</p> <p>Deputy Director & Head Transport Sector Reform Team- Bureau Of Public Enterprises, Abuja</p>			
<p>October 2000 – March 2002</p> <p>Deputy Director, Telecoms Reform Team Leader & Head Nitel Privatisation Team- Bureau Of Public Enterprises, Abuja</p>			
<p>1993-2000</p> <ul style="list-style-type: none"> • Corporate Finance Group, Citibank Nigeria • Investment Banking Adviser/Transaction Manager under USAID/World Bank funded programme 			
<p>September 1990- December 1993</p> <p>Financial Markets Division, Arthur Andersen S.C, London</p>			
<p>August 1989- September 1990</p>			

Research Assistant, International Economic and Monetary Relations Department, Central Bank of Nigeria, Lagos			
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Omosalewa Fajobi
Non-Executive Director

Mrs. Fajobi is an experienced legal counsel and governance professional with a demonstrated history of working in the financial, investment and legal services industry. She is currently an Operating Director at Tengen Family Office Ltd.

She is a versatile solicitor with strong competencies in negotiation, business risk management and financial analysis who has provided support in setting up companies across different sectors, creating operational bases that have proved effective and efficient.

Mrs. Fajobi worked with International Finance Corporation from May 2014 to June 2017 as Project Lead (Nigeria) Africa Corporate Governance Programme. She also had extensive corporate counsel experience working at Standard Chartered Bank, Access Bank, and the defunct Ocean Bank Plc.

She holds an LLM Degree (Merit) from University of London (2009) with specialisation in Corporate and Commercial Law and Second-Class Upper Degree from University of Lagos (1999). She is a member of the Nigerian Bar Association.

She sits on the Boards of Coronation Insurance Plc, Coronation Securities Limited, Coronation GPS Limited and One Terminals Limited.

Mrs. Fajobi joined the Board in November 2020 and is currently the Vice-Chairman of the Board Risk Management Committee.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
November 2020-Date Non-Executive Director, Access Bank Plc	Associate Member, Certified Pension Institute of Nigeria	November 2020	Board Audit Committee
2017-Date Operating Director	2009		Board Credit Committee

Tengen Holdings Limited	LL.M, Commercial and Corporate Law University of London		
2014-2017 Project Lead (Nigeria), Africa Corporate Governance Program International Finance Corporate	2000 B.L Nigerian Law School Bwari, Abuja		Board Risk Management Committee
2010 Managing Executive, Sociedad Services Limited	1999 LL.B University of Lagos		Board Digital and Information Technology Committee
2006-2010 Senior Officer, Legal Department, Oceanic Bank International Plc			
January 2005-July 2005 Legal and Compliance Risk Manager, Standard Chartered Bank Nigeria Limited			
2002-2004 Legal Officer, Access Bank Plc			
2001-2002 Counsel, Babalakin & Co			
2001 Legal Officer, Ajibola Abudu			

**Mrs. Titilayo Osuntoki , HCIB
Non-Executive Director**

Mrs. Osuntoki is an accomplished banker and business consultant with over two decades of cognate experience cutting across all facets of banking. She worked with Guaranty Trust Bank from 1991 to 2011 where she served in various functions including Foreign Exchange Desk; Financial Control and Risk Management; Corporate Finance and Commercial Banking. She served as Executive Director between 2008 and 2011.

Mrs. Osuntoki was subsequently appointed as an Executive Director in Access Bank Plc in 2013 where she effectively led the Business Banking Division until her resignation on March 18, 2019. She is currently the Chief Executive Officer, GTO Professional Services Limited, a business and management consulting firm and sits on the boards of Coronation Insurance Plc, Konga Online Nigeria Limited, Saro Oil Palm Ltd, Richardson Oil & Gas Ltd and HelpGate Foundation.

She obtained a bachelor’s degree in Civil Engineering and an MBA from University of Lagos in 1987 and 2000, respectively. She is an alumnus of Canfield University School of Management, UK. She is a member of the Non-Oil/Non-Agric Policy Commission of the Nigerian Economic Summit Group. She is also an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria.

Mrs. Osuntoki joined the Board as a Non-Executive Director in April 2022 and currently chairs the Board Risk Management Committee. She is also the Vice-Chairman of the Board Credit Committee.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
April 2022-Date Non-Executive Director, Access Bank Plc	2012 Diplome D’Etudes En Langue Francaise (B2, B1) Alliance Francaise, Lagos, Nigeria	April 2022	Member -Board Human Resources and Sustainability Committee
2019-Date Chief Executive Officer, GTO Professional Services Limited	2000 Masters in Business Administration University of Lagos , Akoka, Lagos		Member -Board Credit Committee
2014-2019	1987		Chairman - Board Risk Management Committee

Executive Director, Access Bank Plc	BSc (Hons) Civil Engineering		
2012-2013 Chief Executive Officer, GTO Professional Services Limited	(Second Class Upper Division)		Member -Board Digital and Information Technology Committee
1990-2011 Guaranty Trust Bank Various Positions including Executive Director; Group Head, Commercial Banking; Group Head, Financial Control and Risk Management ; Group Head, Financial Control ; Unit Head, Corporate Finance; Unit Head, Financial Control ; and Foreign Exchange Dealer			
1987-1988 NYSC-Akure Local Government Works Department			
1986 Assistant Engineer, Bouygues (Nigeria) Limited			
1985 Industrial Attache, HFP Engineering (Nigeria) Limited			

Mr. Herbert Wigwe, FCA
Non-Executive Director

Mr. Wigwe started his professional career with Coopers & Lybrand Associates, an international firm of Chartered Accountants. He spent over 10 years at Guaranty Trust Bank Plc where he managed several portfolios, including financial institutions, large corporates and multinationals. He left Guaranty Trust Bank as an Executive Director to co-lead the transformation of Access Bank Plc in March 2002 as Deputy Managing Director. He was appointed Group Managing Director/CEO effective January 1, 2014. He resigned as the GMD/CEO in May 2022 and was appointed as a Non-Executive Director.

Mr Wigwe was an alumnus of the Harvard Business School Executive Management Programme. He held a master’s degree in Banking and International Finance from the University College of North Wales, a master’s degree in Financial Economics from the University of London and a B.Sc. degree in Accounting from the University of Nigeria, Nsukka. He was also a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN).

Mr Wigwe was the Chairman of The Access Bank (UK) Ltd and a Non-Executive Director in Nigerian Mortgage Refinance Company Plc; NG Clearing Limited, Agri-Business/ SME Enterprises Investment Scheme. He also sits on the Boards of HIV Trust Fund of Nigeria, Nigerian Business Coalition Against Aids, Access Pensions Limited. He was the Group Chief Executive Officer of Access Holdings Plc.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
May 2022-Date Non-Executive Director, Access Bank Plc	June 2007 Fellow, The Institute of Credit Administration	Effective May 2022	Member-Board Human Resources and Sustainability Committee
January 2014-May 2022 Group Managing Director Access Bank Plc			
2008-Date Chairman, Access Bank UK	November 2004 Honorary Member of Chartered Institute of Bankers Nigeria		Member-Board Governance Committee
March 2002-December 2013 Group Deputy Managing Director, Access Bank Plc	May 2001 Fellow, Institute of Chartered Accountants of Nigeria (FCA)		Member-Board Risk Management Committee

December 1999-February 2002 Executive Director, GTB	September 1996 MSC Financial Economics, University of London		Member-Board Digital and Information Technology Committee
May 1999 – Dec., 1999 Group Head – Institutional Banking Group (Deputy General Manager), GTB	October 1, 1990 – Sept 1991 M.A. Banking and Finance, University College of North Wales		Member-Board Technical Committee on Retail Expansion
May 1996 – May 1998 Group Head: Energy Group (Assistant General Manager), GTB	October 1989 Associate of Chartered Institute of Accountants of Nigeria (ACA).		
November 1991 – May 1996 Corporate Bank (Deputy Manager -Manager) GTB	September 1983 – June 1987 B.Sc. Accountancy (2nd Class Upper Division)		
Sept 1989 – Sept 1990 Credit Analyst, Kapital Merchant Bank, Lagos	University of Nigeria Nsukka, Enugu Campus		
July 1988 – Sept 1989 Audit Trainee- Coopers and Lybrand – Chartered Accountants			
Sept 1987 – July 1988 Graduate Assistant, Coopers and Lybrand Associates Limited, Lagos			

Mr. Roosevelt Ogbonna FCA, CFA, FCIB
Managing Director /Chief Executive Director

Mr Ogbonna was appointed Executive Director, Commercial Banking Division in October 2013. He was the appointed as the Group Deputy Managing Director on May 1, 2017 and became the Managing Director/Chief Executive Officer in May 2022. He has over 20 years' experience in banking, cutting across Treasury, Commercial and Corporate Banking. He joined Access Bank Plc in 2002 as a Manager from Guaranty Trust Bank Plc.

He is a Chartered Financial Analyst, a Fellow of the Institute of Chartered Accountants of Nigeria and a member of Chartered Institute of Bankers of Nigeria.

Amongst other academic attainments, Mr. Ogbonna holds a master's degree in International Corporate and Commercial Law from King's College, London and Executive Master's Degree and Master's Degree from Cheung Kung Graduate School of Business and Institute of Management Development respectively. He graduated with a Second-Class Upper degree in Banking and Finance from University of Nigeria, Nsukka and has attended Executive Management Development Programmes on diverse areas of banking and management in world leading institutions.

Mr. Ogbonna is a Non-Executive Director of the Bank's subsidiaries in UK and South Africa and represents the Bank on the Boards of its investee companies - African Finance Corporation, Central Securities Clearing System Plc and Shared Agent Network Expansion Facilities Limited. He is also a Non-Executive Director in Access Holdings Plc.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
May 2022- Date Managing Director/CEO, Access Bank Plc	2019 Chartered Financial Analyst	Effective May 2022	Member-Board Technical Committee on Retail Expansion
2017 -May 2022 Group Deputy Managing Director, Access Bank Plc			
2013-2017 Executive Director, Access Bank Plc	2017 Masters in Business Administration ("MBA") Institute of Management Development		Member - Board Digital and Information Technology Committee
2010-2013	2017 Executive Masters in Business	Member - Board Risk Management Committee	

Divisional Director, Commercial Banking Access Bank Plc	Administration (“EMBA”) Cheung Kung Graduate School of Business		
2005-2010 Group Head and Super Regional Commercial Division Access Banking Plc	2015 Graduate Senior Executive Fellow (“SEF”) Program Harvard Kennedy School	Member- Board Credit Committee	
2002-2004 Team Lead, Local Corporate, Corporate Banking Group, Access Bank Plc	2011 Honorary Member, Chartered Institute of Bankers	Member – Board Human Resources and Sustainability Committee	
1998-2002 Institutional Banking Group GTB	2009 General Management Program (GMP), Harvard Business School		
Investment Banking Group Lead Merchant Bank	2003 Associate Chartered Accountant (ACA)		
	1991 – 1996 University of Nigeria, Nsukka B.Sc. (Hons) Banking & Finance Second Class (Honours) Upper Division		

Victor Etuokwu, HCIB
Deputy Managing Director, Retail North

Mr. Etuokwu's appointment as Executive Director was renewed in January 2022 following the expiration of his second term. He was first appointed Executive Director of the Bank in January 2012. He oversees the Personal Banking Division and has over two decades of banking experience cutting across Operations, Information Technology, and Business Development. He was appointed as the Deputy Managing Director, Retail North in May 2022.

He joined the Bank in July 2003 from Citibank Nigeria. Mr Etuokwu holds a Bachelor of Science degree and a Master's in Business Administration from the University of Ibadan and the University of Benin respectively.

He is an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria and represents the Bank on the boards of Unified Payment Services Ltd (UPSL), E-Tranzact Plc, Hydrogen Payments Services Ltd and Access Pensions Limited. He is also a board member of ACT Foundation.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
May 2022-Date Deputy Managing Director, Retail North, Access Bank Plc	Senior Honorary Member - Chartered Institute of Bankers of Nigeria (HCIB)	Effective May 2022	Member-Board Credit Committee
2012 to May 2022 Executive Director, Access Bank Plc			
January 2011-January 2012 Integration Director, Access Bank / Intercontinental Bank Business Combination Project (General Manager)	Masters in Business Administration-University of Benin		Member-Board Digital and Information Technology Committee
February 2008-January 2011 (Head, Retail Banking Division) Access Bank Plc (General Manager)	Bachelor of Science, Human Nutrition-University of Ibadan		
July 2006-February 2008			

<p>Head, Retail Banking Division Access Bank Plc (Deputy General Manager)</p>			
<p>2005-2006</p> <p>Director of Integration – Access Bank Merger Group (Deputy General Manager)</p>			
<p>2003-2005</p> <p>Group Head, Branch Services and Cash Management Access Bank Plc (Assistant General Manager)</p>			
<p>2001 – 2003</p> <p>Head, Records and Reconciliation, Internal Control Unit, Citibank Bank Nigeria Deputy Head, Quality Assurance/ Verification/Technology Control Unit (Manager)</p>			
<p>1999-2000</p> <p>Head, Cash Management Operations Unit, Citibank Nigeria</p>			
<p>1997-1999</p> <p>Head of Operations, Citibank Nigeria</p>			
<p>1993-1996</p> <p>Head, Sundries, Clearing and General Internal Services Units Citibank Nigeria</p>			

1992-1993			
Head Teller, Head Office			
Citibank Nigeria			

Mrs. Chizoma Okoli, HCIB
Deputy Managing Director, Retail South

Mrs. Okoli commenced her banking career as an Executive Trainee in the Operations Unit of Diamond Bank Plc in April 1992 and served in various capacities in the bank until her appointment as an Executive Director in Diamond Bank in September 2016.

She joined the Board of Access Bank Plc in March 2019 following the merger with the former Diamond Bank. She was appointed as the Deputy Managing Director, Retail South in May 2022.

She is a 1989 Law Graduate from the University of Benin and was called to the Nigerian Bar in December 1990. She holds an MBA from Warwick Business School, Coventry, UK. Mrs. Okoli has attended various courses in Nigeria and abroad including the Advanced Management Programme of Wharton Executive Education, University of Pennsylvania, and the Senior Management Programme of the Lagos Business School. She is also an Honorary Member of the Chartered Institute of Bankers of Nigeria. She represents the Bank on the board of Bank Directors Association of Nigeria.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
May 2022-Date Deputy Managing Director, Access Bank Plc	Honorary Senior Member, Chartered Institute of Bankers of Nigeria	Effective May 2022	Member, Board Credit Committee
March 2019-May 2022 Executive Director, Business Banking Access Bank Plc			
September 2016-March 2019 Executive Director, Business Development Former Diamond Bank Plc	MBA, Warwick Business School, Coventry, UK.		

<p>March 2015-September 2016 Head, Corporate Banking Directorate Former Diamond Bank Plc</p>	<p>Senior Management Programme, Lagos Business School</p>		
<p>October 2011-March 2015 Divisional Head Institutional Banking Former Diamond Bank Plc</p>	<p>Advanced Management Programme, Wharton Executive Education, The Wharton School, University of Pennsylvania</p>		
<p>November 2008-October 2011 Regional Manager, Apapa Former Diamond Bank Plc</p>	<p>B.L. Nigerian Law School, Victoria Island Lagos</p>		
<p>April 2008-November 2008 Divisional Head, Branch Banking, Lagos 2 Division, Former Diamond Bank Plc</p>	<p>University of Benin, Edo State, Nigeria - LL.B (Hons)</p>		
<p>May 2007-April 2008 Group Head, National Corporate Former Diamond Bank Plc</p>			
<p>March 2006 to May 2007 Group Head, Commercial Banking, Adeola Hopewell Group Former Diamond Bank Plc</p>			
<p>June 2005-March 2006 Group Head, Commercial Banking, Lagos Island Former Diamond Bank Plc</p>			
<p>May 2003-June 2005 Branch Manager, Victoria Island Former Diamond Bank Plc</p>			
<p>July 2002-May 2003 Team Lead, Large Commercial Banking Group, Victoria Island Former Diamond Bank Plc</p>			

<p>November 2000- July 2002</p> <p>Head, Corporate Banking/ Financial Institutions Unit, Marina Branch Former Diamond Bank Plc</p>			
<p>June 1998-November 2000</p> <p>Head, Commercial and Consumer Banking, Marina Branch Former Diamond Bank Plc</p>			
<p>January 1996-June 1998</p> <p>Credit and Marketing staff Commercial and Consumer Banking, Marina Branch Former Diamond Bank Plc</p>			
<p>November 1994-January 1996</p> <p>Cash Officer Former Diamond Bank Plc</p>			
<p>April 1992- November 1994</p> <p>Executive Trainee Former Diamond Bank Plc</p>			
<p>1991-1992</p> <p>Clerical Officer, Office of the Company Secretary/Legal Adviser- National Oil and Chemical Marketing Company.</p>			

Dr. Gregory Jobome
Executive Director/Chief Risk Officer

Dr. Jobome is a thoroughbred banking professional with a strong academic background. He obtained a first-class degree in Economics from the University of Maiduguri in 1986 and a Distinction in Master's in Business Administration from Obafemi Awolowo University in 1990. Dr Jobome also obtained a Master of Science Degree (1994) and a Doctorate degree (2002) both in Economics and Finance from Loughborough University, UK.

He has over 26 years of working experience obtained from Guaranty Trust Bank, the University of Liverpool Management School, Manchester Business School and Access Bank Plc. He joined Access Bank Plc in July 2010 as a General Manager and Chief Risk Officer. Prior to joining the Bank, he was a Risk Management Consultant to Guaranty Trust Bank Plc. Dr. Jobome has been instrumental to the many giant strides attained by the Bank in the risk management space.

Dr. Jobome is a highly sought-after resource person and has held several key industry leadership positions, including Chairman, CRC Credit Bureau Ltd; President, Risk Management Association of Nigeria; Member, Working Group on Regulatory Reforms of the Institute of International Finance and Member, Capacity Building Committee. He is also an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria. He was appointed to the Board in January 2017.

He represents the Bank on Boards of the Access Bank UK Limited and CRC Credit Bureau Ltd.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee membership
2017 Executive Director Chief Risk Officer Access Bank Plc	1995-2002 PhD Economics & Finance, Economics Department, Loughborough University, UK	January 2017	Member-Board Credit Committee
July 2010-2017 Chief Risk Officer Access Bank Plc (General Manager)	1993-1994 M.Sc. Economics & Finance, Economics Department, Loughborough University, UK		Member-Board Risk Management Committee
September 2008-March 2010 Risk Management Consultant GTB	1988-1990 MBA, Obafemi Awolowo University		Member-Board Digital and Information Technology Committee
2001-2008 University of Liverpool Lecturer and Researcher	1983-1987 B.Sc. Economics, University of Maiduguri		Member-Board Technical Committee on Retail Expansion
1996-2001 Project Research Associate	Member, Global Association of Risk Practitioners		

Manchester Business School			
October 1990- December 1994	Member, International Association of Risk & Compliance Professionals		
<ul style="list-style-type: none"> Financial Control Local Treasury 	Member, Risk Managers Association of Nigeria		
GTB (Deputy Manager)	Member, Institute of Leadership and Management UK		
	Member, Royal Economic Society UK		
	Member, Institute of Directors UK		
	Member, Institute of Directors Nigeria		
	Institute of International Finance (organizational membership)		
	Honorary Senior Member, Chartered Institute of Bankers of Nigeria		
	Certified Risk Specialist (CRS)		
	Certified Operational Risk Professional		
	Certified Risk Manager		

Ms. Hadiza Ambursa
Executive Director, Commercial Banking

Ms. Ambursa was appointed Executive Director, Commercial Banking Division in November 2017.

She has over two decades of banking experience from Guaranty Trust Bank and Access Bank. Her experience spans across Transaction Services, Public Sector, Commercial Banking and Corporate Finance. Prior to joining Access Bank in 2003, she was a Relationship Manager, Public Sector in Guaranty Trust Bank Plc.

Ms. Ambursa graduated with a Bachelor of Science degree in Political Science from University of Jos in 1991 and obtained a master's degree in Law and Diplomacy in 1996 from the same university. She subsequently attended Massachusetts Institute of Technology ('MIT') where she obtained a Master's in Business Administration in 2009. She has attended several Executive Management Development Programmes in leading institutions, including Harvard Business School and MIT.

She represents the Bank on the Board of Access Bank Ghana Plc.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
2017-Date Executive Director Commercial Banking Access Bank Plc	2015 General Management Program Harvard Business School, Harvard University, Boston MA.	November 2017	Member- Board Credit Committee
2016-2017 Group Head, Commercial Banking North Access Bank Plc (General Manager)	2015 Executive Certificate in Strategy and Innovation, Massachusetts Institute of Technology (MIT), Cambridge MA		
2013-2015 Group Head, Private Banking Access Bank Plc (General Manager)	2009 Masters in Business Administration, Massachusetts Institute of Technology (MIT), Cambridge MA.		
2011-2013 Group Head, Corporate Finance Access Bank Plc (Deputy General Manager)	1996 M.A. International Law and Diplomacy University of Jos, Jos, Nigeria		
2007-2010 Group Head, Public Sector, Abuja Access Bank Plc (Assistant General Manager)	1991 B.Sc Political Science University of Jos, Jos, Nigeria		
2005-2007 Group Head, Public Sector Access Bank Plc			

(Senior Manager)			
2004-2005 Group Head, Commercial Bank North West Access Bank Plc (Senior Manager)			
2003-2004 Group Head Public Lagos Access Bank Plc (Manager)			
2000-2003 Relationship Manager, Public Sector GTB (Senior Banking Officer- Deputy Manager)			
1999-2000 Account Officer, Public Sector GTB (Banking Officer)			
1989-1999 Transaction Services GTB (Banking Officer)			
1997-1998 Transaction Services GTB (Assistant Banking Officer)			

Mr. Seyi Kumapayi, FCA
Executive Director, African Subsidiaries

Prior to his appointment as an Executive Director in November 2020, Mr. Kumapayi was the Group Chief Financial Officer of Access Bank Plc, a position he held since 2008. He is a highly accomplished and result-driven professional. He has over 20 years of progressive banking experience spanning across Finance, Strategy, Risk Management, and Treasury.

He joined Access Bank in 2002 as the Head of Financial Control and Credit Risk Management. Prior to joining Access Bank, he held controller and analyst positions with First City Monument Bank Limited and Guaranty Trust Bank Plc, respectively.

Since joining Access Bank, he has played a significant role in the creation of the largest retail bank in Nigeria and specific corporate actions that have supported the Bank's growth objectives and enhanced its capacity to play in key local and international markets.

Mr. Kumapayi is an alumnus of Harvard Business School. He holds a master's degree in Mechanical Engineering from the University of Lagos, and a bachelor's degree in Agricultural Engineering from the University of Ibadan, Nigeria. He has also attended several Executive Management Development programme in leading institutions including INSEAD, IMD and London Business School. He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), and a member of the Global Association of Risk Professionals (GARP), the Chartered Institute of Taxation of Nigeria (CITN) and the Chartered Institution of Bankers of Nigeria (CIBN).

Mr. Kumapayi is a Non-Executive Director in Access Holdings Plc and represents the Bank on the boards of its subsidiaries in Ghana, Botswana, and Kenya.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
2020-Date Executive Director, Access Bank Plc	2015 Member, Chartered Institute of Taxation of Nigeria	November 2020	Member-Board Credit Committee
2007-2020 Chief Financial Officer, Access Bank Plc	2009 Member, Global Association of Risk Professional ('GARP')		Member, Board Technical Committee on Retail Expansion
2002-2007 Head, Financial Control and Credit Risk Management	2008 Member, Chartered Institute of Bankers of Nigeria		
2001-2002	2004		

Deputy Financial Controller, First City Monument Bank Plc	Fellow, Associate Institute of Chartered Accountants (‘ACA’)		
1997-2001 Financial Analyst/Senior Financial Analyst			

Mrs. Iyabo Soji-Okusanya, FCA, FCIB
Executive Director
Corporate and Investment Banking Division

Mrs. Soji-Okusanya is a seasoned professional with over three decades’ experience in corporate and commercial banking, accounting, and human capital development.

She has deep institutional knowledge of the Bank, having worked with the institution for about 25 years and successfully executed critical projects, including the creation of several banking products.

Mrs. Soji-Okusanya holds a Bachelor of Science degree in Accounting from University of Ilorin and is a Fellow of both the Institute of Chartered Accountants of Nigeria (FCA) and the Chartered Institute of Bankers of Nigeria.

She has attended several leadership development courses and is an alumnus of Harvard Business School, Institute of Management Development (IMD), Lausanne Switzerland and INSEAD, Fontainebleau, France.

Mrs. Soji-Okusanya was appointed Executive Director, Corporate and Investment Banking Division on June 14, 2023 and represents the Bank on the boards of Access Bank Cameroon, Fiducia Data Services Limited and Access Investors Services Nominees Limited.

Professional Experience	Academic and Professional Qualifications	Appointment Date	Board Committee Membership
2023-Date Executive Director, Access Bank Plc	October 1994 Fellow, Chartered Institute of Bankers of Nigeria (FCIB)	June 2023	Member-Board Credit Committee
1998-2023 Group Head, Corporate & Investment Banking Head, Infrastructure Group Head, Telecomms Group Head, Commercial Banking, Apapa Group	October 1992 Fellow, Institute of Chartered Accountants of Nigeria (FCA)		

Head, Human Resources Relationship Manager – Commercial Banking, Victoria Island			
1992-1998 Magnum Trust Bank Ltd	September 1984-June 1988 University of Ilorin, Kwara State, Nigeria		
1990-1992 Peat Marwick Ani Ogunde & Co	September 1983-June 1984 Kwara State Polytechnic		

MULTIPLE DIRECTORSHIPS

S/N	Name	Particulars of Directorship Held
1.	Dr. (Mrs.) Ajoritsedere Awosika	Med-In Pharmaceuticals Limited
		Josephine Consulting Limited
		International Foundation Against Infectious Diseases (IFAIN)
		Africa Initiative for Governance (AIG)
		Council of the University of Warri
2.	Mr. Paul Usoro	Paul Usoro & Co.
		Dakkada Luxury Estates Limited
		Empee Ventures Limited
3.	Mr. Adeniyi Adekoya	Synerpet Nigeria Limited
		Weston Integrated Services Ltd
		G-SAG Nigeria Limited
4.	Mr. Iboroma Akpana	Contracting Plus Limited
5.	Mrs. Ifeyinwa Osime	Ebudo Trust Company Limited
6.	Dr. Okey Nwuke	Coscharis Ghana Limited
		Coscharis Technologies Limited
		Coscharis Mobilities Limited
		Simply Gifts and Interiors Limited
		Rekit Financial Advisers Limited
		Claritus Limited
7.	Mr. Hassan Usman	Access Pensions Limited
		New Frontier Development Limited
		Sentinel Energy and Gas Limited
		Blue Atlantic Ventures Partners Ltd
		NFD Agro Ltd
		Northcapital Resources Limited
		Ire Clay Products Limited
		Kairos Capital Ltd
Allied Trust Asset Management		

		First Atlantic Nigeria Limited
8.	Mrs. Omosalewa Fajobi	Coronation Insurance Plc
		Coronation Securities Limited
		Coronation GPS Limited
		One Terminals Limited
9.	Mrs. Titi Osuntoki	Coronation Insurance Plc
		Konga Online Nigeria Limited
		Saro Oil Palm Ltd
		Richardson Oil & Gas Ltd
		HelpGate Foundation
		GTO Professional Services
10.	Mr. Herbert Wigwe	The Access Bank UK Limited
		Nigerian Mortgage Refinance Company
		Agri-Business/Small and Medium Enterprises Investment Scheme
		HIV Trust Fund of Nigeria
		Nigerian Business Coalition Against Aids
		NG Clearing Limited
		Access Holdings Plc
		Access Pensions Ltd
11.	Mr. Roosevelt Ogbonna	The Access Bank UK Limited
		Access Bank South Africa
		Africa Finance Corporation
		Central Securities Clearing System Plc
		Access Holdings Plc
		Shared Agent Network Expansion Facilities Limited
12.	Mr. Victor Etuokwu	Unified Payment Services Ltd (UPSL)
		E-Tranzact Plc
		ACT Foundation
		Hydrogen Payments Services Ltd
13.	Mrs. Chizoma Okoli	N/A
14.	Dr. Gregory Jobome	CRC Credit Bureau Ltd
		The Access Bank UK Limited
15.	Ms. Hadiza Ambursa	Access Bank Ghana Plc
16.	Mr. Oluseyi Kumapayi	Access Bank Botswana
		Access Bank Ghana
		Access Bank Kenya
		Access Holdings Plc
16.	Mrs. Iyabo Soji-Okusanya	Access Bank Cameroon
		Fiducia Data Services Limited
		Access Investors Services Nominees Limited



ACCESS BANK PLC

CLAWBACK POLICY



CLAWBACK POLICY

1.0. INTRODUCTION

In line with international corporate governance best practices, the Bank has adopted this Claw Back Policy to ensure that all incentive-based compensation is founded on accurate financial data. The objective of this policy is to recover excess and undeserved rewards such as bonuses, incentives, profit sharing and other performance-based compensation from current and former Executives and applicable Senior Management employees. This policy would be triggered if the Bank's financial performance upon which the reward was based is discovered to be materially false, misstated, erroneous or in instances of misdemeanour, fraud, material violation of the Bank's policy or regulatory infractions.

2.0. DEFINITIONS.

The underlisted terms have the following meanings as described below, unless the context stipulates otherwise:

'Audit Committee'-means Board Audit Committee and Shareholders Audit Committee

'Claw Back'- This is the return of money or benefits that have been given out by the Bank due to financial misconduct, error, fraud or misstatement of the Financials on which such rewards were based.

'Executive'-means an Executive Director of Access Bank Plc or any of its subsidiaries

'Former Executive'-means a previous Executive Director of Access Bank Plc or any of its subsidiaries

'Financials Restatement'-This is a revision of a previously issued financial statement to correct an error.

'Look Back period'- Three fiscal completed years immediately preceding the date the Bank is required to restate its financial results



3.0. CLAWBACK REGULATIONS

- 3.1. In the event of a restatement of the Bank's financial results (other than a restatement caused by a change in applicable accounting rules or interpretations), the result of which is that any performance-based compensation paid would have been a lower amount had it been calculated based on such restated results, the Audit Committee shall review such performance-based compensation.
- 3.2. The principal officers whose incentive-based compensation is covered by this policy include the Managing Director/Chief Executive Officer, Deputy Managing Directors, Executive Directors and former Executive Directors. This policy also applies to the Bank's Chief Financial Officer and all other senior management employees of the Bank entitled to such incentive-based bonuses. These Executives, Chief Financial Officer and applicable senior management employee must have served the Bank during the '**look back period**' and incentives paid to them must have been tied to a financial parameter. Claw back would apply irrespective of whether the Executives and Senior Management employees are responsible or involved in the preparation of the underlying financial statements.
- 3.3. Incentive based compensation includes cash and equity, which is granted based on the Bank's financial performance. Incentive based compensation however does not include salaries, compensation tied to non-financial measures, compensation based on service to the company (a time-vested award), compensation awarded solely at the discretion of the Board, or compensation based on operational measures (attainment of a certain market share).
- 3.4. This policy applies to any incentive-based compensation paid during any of the three fiscal completed years immediately preceding the date the Bank is required to restate its financial results (look back period), meaning the earlier of:
 - i. The date that the Audit Committee concludes that the Bank's previously issued financial statement contains a material error or
 - ii. The date on which a court, regulator or other similarly authorized body causes the Bank to restate its financial information to correct a material error.
- 3.5. If, in the opinion of the Audit Committee, the Bank's financial results are restated (or materially misstated) due in whole or in part to intentional fraud or misconduct by one or more of the Bank's Executives or Chief Financial Officer, the Audit Committee has the discretion to use its best efforts to remedy the fraud or misconduct and prevent its recurrence. The Audit Committee may, based upon



the facts and circumstances surrounding the restatement, direct that the Bank recover all or a portion of any bonus or incentive compensation paid, or cancel the stock-based awards granted, to an Executive or Senior Management Employee.

- 3.6. The remedies that may be sought by the Audit Committee is subject to the condition that the bonus or incentive compensation to be recouped was calculated based upon the financial results that were restated

In addition, the Audit Committee may take other disciplinary action, including

- a. Adjustment of future compensation of the Executives, Chief Financial Officer, and other applicable Senior Management employee
 - b. Pursuing other penalties or punishments imposed by third parties, such as law enforcement agencies, regulators, or other authorities.
- 3.7. The Audit Committee should exercise discretion about how best to pursue recovery of any excessive pay. Recovery could be made all at once or in phases via direct payment or reduction in future entitlements. The Bank must act in good faith and without delay, so the objective of the claw back is not defeated. To facilitate timely and easy recovery, the Remuneration Committee may consider a mandatory deferral of a portion of annual bonuses.
- 3.8. The Audit Committee shall not seek recovery to the extent that it decides that to do so would be unreasonable.

In making such determination, the Audit Committee shall take into account such considerations as it deems appropriate, including:

- a The likelihood of success under governing law versus the cost and effort involved,
- b Whether the assertion of a claim may prejudice the interests of the Bank, including in any related proceeding or investigation,
- c. the passage of time since the occurrence of the act in respect of the applicable fraud or intentional illegal conduct and
- d. any pending legal proceeding relating to the applicable fraud or intentional illegal conduct.



- 3.9. Before the Audit Committee determines to seek recovery pursuant to this policy, it shall provide to the Executives and officers responsible for preparation of the Bank's Financial Statements including the Chief Financial Officer written notice and the opportunity to be heard at a meeting of the Audit Committee.
- 3.10. If the Audit Committee decides to seek a recovery pursuant to this policy, it shall make a written demand for repayment from the Executives, former Executives (if applicable) and applicable Senior Management employees who have received such rewards, including the Chief Financial Officer. If such rewards are not repaid within a reasonable period and the Audit Committee perceives that repayment is unlikely, it may seek a court order to enforce such repayment.
- 3.11. The Bank should disclose in its Annual Report all cases of claw back being pursued to ensure that investors are well informed.

4.0. POLICY REVIEW

The Board Governance, Nomination and Remuneration Committee shall review this policy annually or such other period as the circumstances may warrant to ensure that it remains current and consistent with best practices and applicable laws. Any changes to the policy shall be recommended to the Board for approval.

5.0. POLICY GOVERNANCE

Date Approved: July 27, 2022

Recommended By: Board Governance, Nomination and Remuneration Committee

Approved By: The Board

Responsibility for Document Management: Group Company Secretariat

**CONTRAVENTIONS OF THE BANKS AND OTHER FINANCIAL INSTITUTIONS ACT
OF NIGERIA AND CBN CIRCULARS**

No.	Regulatory Body	Penalty	Date
1	Central Bank of Nigeria	Sum of N2m penalty for the delayed payment to customer as directed by the CBN.	March 30, 2023
2	Central Bank of Nigeria	Sum of N10m in respect of Employment of Prospective Employees without CBN approval.	March 20, 2023
3	Central Bank of Nigeria	Sum of N5m IRO Anti-Money Laundering/Combating the Financing of Terrorism/Countering Proliferation Financing (AML/CFT/CPF) risk-based examination for the period of May 1, 2021 to April 30, 2022.	November 29, 2023
4	Central Bank of Nigeria	Sum of N15m IRO of penalties for late rendition of Monthly, Quarterly and Semi-Annual Returns for June 2023.	December 15, 2023
5	Central Bank of Nigeria	Sum of N6m IRO risk-based examination as at June 30, 2022.	December 18, 2023