



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.	License 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

09/00

		Plot 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos
x.	Name and Address of External Auditor(s)	PricewaterhouseCoopers 5B, Water Corporation Road, Landmark Towers, 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.)	Omolara_Akinola Omolara.Falusi@accessbankplc.com 08091019577
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*	Remark
1	Dr. (Mrs.) Ajoritsedere Awosika, MFR, mni	Chairman/Non-Executive Director	Female	May 2013	
2	Mr. Herbert Wigwe, FCA	Group Managing Director/CEO	Male	June 2005**	
3	Mr. Roosevelt Ogbonna, FCA, CFA	Group Deputy Managing Director	Male	November 2013	
4	Mrs. Anthonia Ogunmefun	Non-Executive Director	Female	June 2011	
5	Mr. Paul Usoro, SAN	Non-Executive Director	Male	January 2014	
6	Mr. Adeniyi Adekoya	Independent Non-Executive Director	Male	March 2017	
7	Mr. Iboroma Akpana	Independent Non-Executive Director	Male	March 2017	
8	Mrs. Ifeyinwa Osime	Independent Non-Executive Director	Female	November 2019	
9	Dr. Okey Nwuke FCA	Non-Executive Director	Male	November 2019	
10	Mr. Hassan Usman, FCA	Independent Non-Executive Director	Male	August 2020	
11	Mrs. Omosalewa Fajobi	Non-Executive Director	Female	November 2020	
12	Mr. Victor Etuokwu, HCIB	Executive Director	Male	April 2012	
13	Dr. Gregory Jobome, HCIB	Executive Director	Male	January 2017	
14	Ms. Hadiza Ambursa	Executive Director	Female	November 2017	
15	Mr. Adeolu Bajomo	Executive Director	Male	January 2018	
16	Mrs. Chizoma Okoli, HCIB	Executive Director	Female	March 2019	
17	Mr. Oluseyi Kumapayi, FCA	Executive Director	Male	November 2020	

*Central Bank of Nigeria's approval date

** Appointed by the Board in March 2002 and approved by the Central Bank of Nigeria in June 2005

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	8	8	Nil	NIL	NIL	NIL
2	Mr. Herbert Wigwe		8	Human Resources and Sustainability Committee	Member	4	4
				Credit Committee	Member	13	11
				Risk Management Committee	Member	4	4
				Digital and Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
3	Mr. Roosevelt Ogbonna		8	Credit Committee	Member	13	13
				Risk Management Committee	Member	4	4
				Digital & Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
4	Mrs. Anthonia Ogunmefun		8	Risk Management Committee	Chairman	4	4
				Human Resources and Sustainability Committee	Member	4	4
				Governance, Nomination and Remuneration Committee	Member	3	3
			Credit Committee	Member	13	13	
			Digital & Information Technology Committee	Member	4	4	
5	Mr. Paul Usoro, SAN	8	Human Resources and Sustainability Committee	Chairman	4	4	

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
				Technical Committee on Retail Expansion	Chairman	7	7
				Credit Committee	Member	13	13
				Governance, Nomination and Remuneration Committee	Member	3	3
				Risk Management Committee	Member	4	4
				Audit Committee	Member	6	6
6	Mr. Adeniyi Adekoya		8	Board Audit Committee	Chairman	6	6
				Digital & Information Technology Committee	Chairman	4	4
				Human Resources and Sustainability Committee	Member	4	4
				Governance, Nomination and Remuneration Committee	Member	3	3
				Credit Committee	Member	13	13
				Risk Management Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
7	Mr. Iboroma Akpana		8	Governance, Nomination and Remuneration Committee	Chairman	3	3
				Human Resources and Sustainability Committee	Member	4	4
				Credit Committee	Member	13	13
				Risk Management Committee	Member	4	4
				Audit Committee	Member	6	6
				Digital & Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7

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
8	Mrs. Ifeyinwa Osime		8	Human Resources and Sustainability Committee	Member	4	4
				Governance, Nomination and Remuneration Committee	Member	3	3
				Credit Committee	Member	13	13
				Audit Committee	Member	6	6
				Digital & Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
9	Dr. Okey Nwuke		8	Credit Committee	Chairman	13	13
				Human Resources and Sustainability Committee	Member	4	4
				Risk Management Committee	Member	4	4
				Audit Committee	Member	6	6
				Digital & Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
10	Mr. Hassan Usman		8	Human Resources and Sustainability Committee	Member	4	4
				Credit Committee	Member	13	13
				Risk Management Committee	Member	4	4
				Audit Committee	Member	6	6
				Digital & Information Technology Committee	Member	4	4
11	Mrs. Omosalewa Fajobi		8	Credit Committee	Member	13	13
				Audit Committee	Member	6	6
				Risk Management Committee	Member	4	4
				Digital and Information	Member	4	4

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
				Technology Committee			
12	Mr. Victor Etuokwu		8	Credit Committee	Member	13	13
				Digital & Information Technology Committee	Member	4	4
13	Dr. Gregory Jobome		8	Credit Committee	Member	13	12
				Risk Management Committee	Member	4	4
				Digital & Information Technology Committee	Member	4	4
				Technical Committee on Retail Expansion	Member	7	7
14	Ms. Hadiza Ambursa		8	Credit Committee	Member	13	13
15	Mr. Adeolu Bajomo		8	Risk Management Committee	Member	4	4
				Digital & Information Technology Committee	Member	4	4
16	Mrs. Chizoma Okoli		8	Credit Committee	Member	13	13
17	Mr. Oluseyi Kumapayi		8	Credit Committee	Member	13	13
				Technical Committee on Retail Expansion	Member	7	7

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1	Herbert Wigwe	Group Managing Director/CEO	Male
2	Roosevelt Ogbonna	Group Deputy Managing Director	Male
3	Victor Etuokwu	Executive Director, Personal Banking Division	Male
4	Gregory Jobome	Executive Director, Risk Management Division	Male
5	Hadiza Ambursa	Executive Director, Commercial Banking Division	Female
6	Adeolu Bajomo	Executive Director, IT & Operations Division	Male
7	Chizoma Okoli	Executive Director, Business Banking Division	Female
8	Oluseyi Kumapayi	Executive Director, African Subsidiaries	Male

9	Bolaji Agbede	Head, Group Human Resources	Female
10	Abraham Aziegbe	Group Head, Retail Operations	Male
11	Pattison Boleigha	Chief Conduct and Compliance Officer	Male
12	Lookman Martins	Group Head, West – Commercial Banking Division	Male
13	Arinze Okeke	Group Head South, Commercial Banking Division	Male
14	Iyabo Soji-Okusanya	Group Head, Corporate and Investment Banking Division	Female
15	Olayinka Tiamiyu	Chief Audit Executive	Male
16	Ralph Opara	Group Head, Commercial Banking Division, Lagos 2	Male
17	Abiodun Dada	Group Head, Oil and Gas, Corporate and Investment Banking Division	Male
18	Adebanji Jimoh	Regional Sales Director, Branch Banking North-Central and North East	Male
19	Amaechi Okobi	Group Head, Corporate Communications	Male
20	Daniel Akumabor	Group Technology Officer, Channels	Male
21	Favour Olasunmbo Femi-Oyewole	Group Chief Information Security Officer	Female
22	Yewande Shoneye-Vaughan,	Group Head, Business Banking Division, Lagos Island	Female
23	Nsikak Usoro	Group Head, Commercial Banking Division, North	Male
24	Oluwatosin Olatunji	Group Head, Corporate Operations	Male
25	Ehizojie Ohiole	Sector Head, Transportation, Corporate and Investment Banking Division	Male
26	Chizoba Okafor	Group Head, Global Transaction Banking	Male
27	Olasunmbo Olatunji	Group Treasurer	Female
28	Sunday Ekwochi	Group Company Secretary	Male
29	Uzoma Uja	Chief Compliance Officer (Wholesale)	Female
30	Ifeanyi Emefiele	Unit Head, Anti-Fraud	Male
31	Mac Atom	Group Head, Enterprise Business Services	Male
32	Kolawole Ajimoko,	Chief Risk Officer (Subsidiaries)	Male
33	Nkem Okoro	Regional Sales Director, South-South	Male
34	Neka Adogu	Group Head, Private Banking	Female
35	Ayobami Adegoke	Group Head, Retail Operations North	Male
36	Chizoba Iheme	Group Head, DSA and Beta Proposition	Female
37	Iheanyi Nwogu	Group Head, Business Banking Division, South East	Male
38	Bolarinwa Animashaun	Group Head, Business Banking Division, Lagos Mainland 1	Male
39	Ayodele Olojede	Group Head, Emerging Businesses	Female
40	John Iyaji	Zonal Head, Commercial Banking Division, Zone 6 North	Male
41	Alexius Terwase Ayabam	Zonal Head, Commercial Banking Division, Zone 3 North	Male
42	Umar Mohammed	Zonal Head, Commercial Banking Division, Zone 2 North	Male
43	Muhammed Adelabu	Zonal Head, Commercial Banking Division, West	Male
44	Emeka Nkwonta	Sector Head Oil & Gas Upstream and Power	Male
45	Victor Okafor	Group Head, Financial Institutions	Male

46	Seun Olufeko	Group Head Projects & Structured Finance	Male
47	Eyitayo Olabode	Sector Head, Food & Trade	Male
48	Inyang Etim	Chief Compliance Officer, Retail	Female
49	Felix Ejinwa	Head of Risk Management, Commercial Bank	Male
50	Steve Isitua Obiagio	Head, IT Infrastructure & Networks	Male
51	Muhammed Aminu Inuwa	Group Head, Retail Banking, North	Male
52	Omobolanle Victor-Laniyan	Unit Head, Sustainability	Female
53	Linus Iwuajoku	Unit Head, Strategy and Planning	Male
54	Olasoko Adesoji	Head of Risk Management, Corporate & Investment Banking	Male
55	Paul Asiemo	Group Head, Risk Analytics & Reporting	Male
56	Omobola Faleye	Group Head, Credit Admin & Portfolio Management	Female
57	Ahisu Nunayon	Group Head, Remedial Assets Management	Male
58	Toyese Soladoye	Group Head, Digital Ecosystem and Partnerships	Male
59	Njideka Esomeju	Regional Sales Director, Branch Banking, Lagos 1	Female
60	Chioma Afe	Group Head, Retail Marketing and Analytics	Female
61	Daniel Awe	Head, Africa Fintech Foundry	Male
62	Edmund Otaigbe	Head of Risk Management, Retail	Male
63	Moses Ayoola	Unit Head, Technology Operations	Male
64	Regina Odugbemi	Sector/Segment Head, High Network Individuals	Female
65	Robert Imowo	Group Head, Corporate Counsel	Male
66	Jamie Simmonds	Managing Director, The Access Bank (UK)	Male
67	David Aluko	Managing Director, Access Bank Kenya	Male
68	Marco Abalroado	Managing Director, Access Bank Mozambique	Male
69	Ibukun Odegbaik	Subsidiaries Business Development	Female
70	Bolaji Durojaiye	Managing Director, Access Bank Guinea	Male
71	Ellis Asu	Deputy Managing Director, Access Bank Cameroon- in-formation	Male
72	Olumide Olatunji	Managing Director, Access Bank Ghana	Male
73	Faustin Byishimo	Managing Director, Access Bank Rwanda	Male
74	Lishala Situmbeko	Managing Director, Access Bank Zambia	Male
75	Arinze Osuachala	Managing Director, Access Bank Congo	Male
76	Ganiyu Sanni	Managing Director, Access Bank Sierra Leone	Male
77	Stephen Abban	Managing Director, Access Bank Gambia	Male
78	Iheanyi Ononiwu	Country Operations Officer , Access Bank Guinea	Male
79	Adesipe Ologun	Country Operation Officer– Access Bank (Ghana)	Male
80	Okwuosa C. Idu	Managing Director, Access Pension Funds Custodian	Female
81	Chrisanthi Michaelides	Acting Managing Director, Access Bank South Africa	Female
82	Kgotso Bannalothle	Managing Director, Access Bank Botswana	Male
83	Isaiah Ailenmoagbon	Head, Conduct and Compliance, Subsidiaries	Male
84	Segun Isiaka Lamidi	Group Head, Subsidiaries Operations	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 on October 29, 2021</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>The profiles of Directors are contained in Appendix 1</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>Yes</p> <p>The Board’s composition subscribes to global best practice on the need for Non-Executive Directors to exceed Executive Directors. The Board comprises 17 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. 25% of the Executive Management team is composed of females while the Board had 35% female memberships as of December 31, 2021 above Nigeria’s national average of 12%.</p> <p>The composition of the Board also reflects its ethnic diversity as Directors are from various ethnic groups in Nigeria.</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>

Principles	Reporting Questions	Explanation on application or deviation
		All Directors' Board memberships are declared to the Board of the Bank. Directorship details of Board members are contained in their profiles.
	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.	No
Principle 3: Chairman <i>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i>	i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.	No
	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?	January 8, 2020
	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
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
	iv) Is the MD/CEO serving as NED in any other company? Yes/no . If yes, please state the company(ies)?	Details of the Group 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
Principle 5: Executive Directors	i) Do the EDs have contracts of employment? Yes/no	Yes

Principles	Reporting Questions	Explanation on application or deviation
<p><i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i></p>	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.
	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 their profiles.
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	Yes
<p>Principle 6: Non-Executive Directors <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 appointment, annually, thereafter and as they occur? Yes/No	Yes
	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 on management of the Bank every quarter and as the need arises. These reports are provided to Directors via 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 forward same to the Group Managing Director for further review prior to Board meetings.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes
<p>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></p>	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 requisite criteria for Board appointments. In addition, the Board ensures that all INEDs satisfy the independence criteria of the various applicable Corporate Governance Codes including the Central

Principles	Reporting Questions	Explanation on application or deviation
		Bank of Nigeria's Guidelines on Appointment of Independent Directors of Banks in Nigeria. 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.
	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?	Only 2 out of 4 INEDs are shareholders of the Bank. Their holdings in the Bank are less than the maximum thresholds for INEDs as defined in the applicable corporate governance codes: Please find their percentage holdings below: 1. Mrs. Ifeyinwa Osime: 0.000029 2. Mr. Iboroma Akpana: 0.00089
	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 develop good corporate governance practices and culture within the Company"</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 23 years' experience. He is a Chartered Secretary and an Honorary Senior Member of Chartered Institute of Bankers of 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 Group 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

Principles	Reporting Questions	Explanation on application or deviation
		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 Group 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 held 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 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?	All Board Committees review and approve minutes of previous meetings at the next held 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: 3 INEDs and 2 NEDs
	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

Principles	Reporting Questions	Explanation on application or deviation
		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 reviewed?	The Board and Committee Charters are reviewed and re-assessed every three years or such other period as the circumstance may warrant. The Charters were reviewed in 2021.
	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: 3 INEDs and 2 NEDs
	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 management response to issues raised? Yes/No Please explain.	Yes The External Auditors Management Letter, Key Audit Matters and Management responses are presented to the Committee.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	The list of non-audit services are contained in the Board Audit Committee Charter.
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	The Board Committee met with Head of the Internal Audit Function once in 2021 The Committee also met with the External Auditors once in 2021
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman is a NED

Principles	Reporting Questions	Explanation on application or deviation
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes The Enterprise Risk Management Framework was reviewed in 2021
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	Quarterly The date of last review was January 14, 2022
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes The policy was reviewed in 2022
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	Quarterly
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	Yes He is an Executive Director
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4
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 c) INED d) NED e) EDs	Yes

Principles	Reporting Questions	Explanation on application or deviation
	v) Please state the tenure	GMD/CEO-5 years in the first instance and renewable for a subsequent term of not more than 5 years INED-8 Years NED-Initial term of 4 years and maximum of 2 subsequent terms of 4 years each EDs-Initial term of 4 years. Tenure can be renewed for further terms subject to satisfactory performance.
	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.	No
	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 2021: <ol style="list-style-type: none"> 1. Asset Declaration training 2. Risk Refresher Class 3. Cyber Risk Masterclass 4. Finance for Executives 5. Exploiting Disruption in a Digital World 6. Effective Board Governance and Oversight for Sustainable Growth in the Volatility , Uncertainty, Complexity and Ambiguity (VUCA) time 7. High Performance Board 8. Risk Management for Corporate Leaders: From Compliance to Competitive Advantage
	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
Principle 14: Board Evaluation <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>	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 2021 FY
	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 2021 FY was presented to Directors during the Board meeting held on January 27, 2022

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
Principle 15: Corporate Governance Evaluation <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>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	Yes Corporate Governance evaluation was conducted for the 2021 FY
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	Yes
	iii) If yes, please indicate the date of last presentation.	The Corporate Governance Evaluation report for the 2021 FY was presented to Directors during the Board meeting held on January 27, 2022
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	Yes
Principle 16: Remuneration Governance <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>	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes The policy is reviewed periodically and as the need arises to ensure that it remains relevant.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	The total sum of N649,637,000 was paid to Non-Executives in 2021
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes April 30, 2021
	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 Bank 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 Bank'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

Principles	Reporting Questions	Explanation on application or deviation
	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 objectives of the Company"</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 management reports?	Quarterly
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?	He has served as the Bank's Chief Audit Executive for over 12 years. He is an Honorary Senior Member of the Chartered Institute of Bankers and Fellow of the Institute of Chartered Accountant of Nigeria . He is also a Member of the Chartered Institute of Taxation of Nigeria.
	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 appointed by the Board? Yes/No If yes, when was the last assessment?	Yes The last assessment was conducted in 2021
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Board Audit Committee
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes The Whistleblowing Policy was reviewed in 2021
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders,	Yes

Principles	Reporting Questions	Explanation on application or deviation
	guarantees anonymity and protection of the whistleblower? Yes/No	
	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/ The Board
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	Shareholders
	iii) When was the first date of appointment of the External auditors?	2013
	iv) How often are the audit partners rotated?	Every 5 years
Principle 21: General Meetings <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	24 days
	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	Yes
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>	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?	Yes The policy was reviewed in 2020 Yes, the policy is hosted on the website
	ii) How does the Board engage with Institutional Investors and how often?	The Bank organises investors calls periodically to engage with all investors. The Bank 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. Investors also engage Board members during the annual general meeting.

Principles	Reporting Questions	Explanation on application or deviation
<p>Principle 23: Protection of Shareholder Rights</p> <p><i>“Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance”</i></p>	<p>i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company’s activities? Yes/No</p>	<p>Yes</p>
<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</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 2020</p> <p>Yes</p> <p>None</p>
<p>Principle 25: Ethical Culture</p> <p><i>“The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence”</i></p>	<p>i) Is there a Board- approved policy on insider trading? 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>ii) Does the company have a Board approved policy on related party transactions? 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>c) Is the policy applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify) 	<p>Yes</p> <p>The policy was reviewed in 2020</p> <p>The Company Secretary advises all staff on the commencement and end of a non-dealing period on the Bank’s securities.</p> <p>The Bank has robust controls which regulate related party transactions. These provisions are contained in various policies in the Bank including the Securities Dealing Policy.</p> <p>The policy was reviewed in 2020.</p> <p>The policy relates to the under listed people:</p> <ul style="list-style-type: none"> • All Directors • Members of the Shareholders’ Audit Committee • All Employees • All Related Companies and their Employees • All insiders as defined by the Investments & Securities Act

Principles	Reporting Questions	Explanation on application or deviation
	iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?	Several disclosure mechanisms have been implemented by the Bank to regulate related party transactions by staff and other affected parties. In addition, Directors are required to disclose to the Board interests in contracts and proposed contracts with the Bank.
	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)	Yes The policy was reviewed in 2020. Through the Governance, Nomination and Remuneration Committee
Principle 26: Sustainability <i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i>	i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?	Yes The Policy was reviewed in 2020
	ii) How does the Board monitor compliance with the policy?	Through the Human Resources and Sustainability Policy
	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 2020
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>	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
Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i>	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.	Details of the fines are contained in Appendix 3

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: *Dr (Mrs) Ajorntse Odete*
Josephine Awosika, MFR
Signature: *[Handwritten Signature]*
Date: *29-03-2022*

Chairman of the Committee responsible for Governance

Name: *T. IBOROMA AKPANA*
Signature: *[Handwritten Signature]*
Date: *29-03-2022*

Managing Director/Chief Executive Officer

Name: **HERBERT WIGWE**
GROUP MANAGING DIRECTOR
Signature: *[Handwritten Signature]*
Date: *29/03/2022*

Company Secretary

Name: *Sunday Ekwochi*
Signature: *[Handwritten Signature]*
Date: *29-03-2022*