



## REPORT OF THE INDEPENDENT CONSULTANT TO THE BOARD OF DIRECTORS OF FBN HOLDINGS PLC ON THEIR APPRAISAL FOR THE YEAR ENDED 31 DECEMBER 2019

In compliance with the guidelines of Section 2.8.3 of the Central Bank of Nigeria (CBN) Revised Code of Corporate Governance for Banks in Nigeria Post Consolidation ("the CBN Code") and the Securities and Exchange Commission (SEC) Code of Corporate Governance ("the SEC Code"), FBN Holdings Plc ("FBNHoldings" or "the Company") engaged KPMG Advisory Services to carry out an appraisal of the Board of Directors ("the Board") for the year ended 31 December 2019. The CBN Code mandates an annual appraisal of the Board with specific focus on the Board's structure and composition, responsibilities, processes and relationships, individual Director competencies and respective roles in the performance of the Board.

We have performed the procedures agreed with FBNHoldings in respect of the appraisal of the Board in accordance with the provisions of the CBN Code and SEC Code. These procedures, which are limited in scope but sufficient for the Board's objectives in line with the Codes, are different in scope from an external audit. Consequently, no opinion is expressed by us on the activities reported upon.

Our approach to the appraisal of the Board involved a review of the Company's Board papers and minutes, key corporate governance structures, policies and practices. This included the review of the corporate governance framework and representations obtained from questionnaires and interviews with members of the Board and Senior Management.

On the basis of our review, the Company's corporate governance practices are largely in compliance with the key provisions of the CBN Code. Specific recommendations for further improving the Company's governance practices have been articulated and included in our detailed report to the Board. This includes the recommendation that will further strengthen the whistleblowing process.

A handwritten signature in blue ink, appearing to read 'Olumide Olayinka', is written over a light blue horizontal line.

**Olumide Olayinka**

Partner, KPMG Advisory Services  
FRC/2013/ICAN/00000000427  
5 March, 2020