



FIDELITY BANK PLC

STAKEHOLDERS' MANAGEMENT AND COMMUNICATION POLICY

Version 2.0

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This Stakeholders' Management and Communication Policy has been reviewed and approved by the Board:

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Definitions

For the purpose of this Policy, the following definitions shall apply:

| Acronyms | Definition |
|--------------------------|--|
| Authorized Persons | Persons designated to communicate on behalf of the Bank |
| Basic Bank Information | This refers to any information about the Bank, including its mandate, policies, strategies etc. |
| Confidential Information | This refers to any organizational information that has not been made publicly available by the Bank, as well as information of third parties or beneficiaries that the Bank is obliged to keep confidential. |
| External Communication | This refers to dissemination of information to external stakeholders. |
| External Stakeholders | This refers to Regulators, Government and other Authorities, Shareholders, Customers, Funders, Partners, Media, Suppliers and Service Providers, the General Public etc. |
| Internal Communication | This refers to dissemination of information to internal stakeholders. |
| Internal Stakeholders | This refers to the Bank's Staff, Management and Board of Directors. |



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| Press/Media | This refers to organizations that focus on delivering news to the public or a target audience. These include print media (newspapers, news magazines), broadcast news (radio, and television), and the Internet (online newspapers, social media platforms and news blogs, etc.) |
| Social Media | This refers to Web pages and mobile technologies used to have an interactive discussion including but not limited to email, SMS, Social networks like Facebook, Instagram, TikTok, YouTube, X, LinkedIn, WhatsApp etc.; photo sharing websites like YouTube, Vimeo, Snapchat and Instagram, Blogs, Micro blogs like X/Twitter, Wikis and online collaborations e.g. Wikipedia, Forums, discussion boards and groups, vlogging & podcasting, websites, etc. |
| Formal Communication | A type of verbal presentation or document intended to share information, which conforms to established professional rules, standards and processes; and avoids using slang terminology. |
| Public Statement | This refers to an official speech/statement or letter to the public usually delivered through the media or other public forum. |
| Opinion | A personal view, attitude, or appraisal, which does not represent the Bank's stand on an issue. |
| Crisis | Any situation(s) that are threatening or could threaten to harm people or property, seriously interrupt business, significantly damage reputation and/or negatively impact the Bank. Additionally, it includes the occurrence of any |



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| | situation that threatens the normal operations of the bank. |
| Crisis Communication | The effort taken by the Bank to communicate with the public and stakeholders when an unexpected event occurs that could have a negative impact on its reputation or threaten its normal course of operations. It also includes the actual message communicated by the bank before, during and after a crisis. |
| Crisis Management | This includes the crisis communication process as well as all other efforts taken by the bank to either prevent the occurrence of a crisis or stop a crisis after it has occurred. |
| Stakeholders | Parties or persons that have an interest in the Bank and can either affect or be affected by our business. |
| Close Periods | A closed period or trading blackout period is a specific period of time when Insiders are prohibited from trading in the Bank's securities, except for specific exceptions. When the trading window is closed, Insiders shall not trade in the Bank's securities during such period. This occurs Four (4) times in a year where public information disclosures are required by virtue of regulations. The Close periods for the quarterly returns are usually advised by the Company Secretary and notices published to staff as reminders. |
| Insider Information | Information directly concerning the Bank and which: <ul style="list-style-type: none"> i. is precise; and ii. is not generally available; and |



| | | |
|--------------------------------|------------|---|
| | | iii. If made generally available, it would likely have a significant effect on the price of the Bank's shares or competitive position. |
| Material Information | Non-Public | All information other than publicly available information that will include non-public financial data and reports, confidential memos and documents, strategy documents and thinking. |
| Publicly Available Information | Available | Information that is already legitimately available in the public domain (e.g. information available on the Bank's websites, key messages available on Bank's Intranet, information contained in external publications such as the annual reports and newsletters) |



Vision:

To be No. 1 in every market we serve and for every branded product we offer.

Mission:

To make financial services easy and accessible to our customers.

Our Shared Values - CREST

C – Customer First

R – Respect

E- Excellence

S – Shared Ambition

T - Tenacity

PREAMBLE

This Stakeholders management and Communication Policy (the Policy) sets out the guidelines governing communication with the internal and external stakeholders of Fidelity Bank Plc (The Bank).



It establishes the frameworks and procedures that define all communication activities occurring in the Bank.

It should be noted that while every effort has been made to comply with all statutory regulations, should any part of this Policy conflict with applicable laws or/and regulations, the latter shall take precedence.

INTRODUCTION

As a publicly quoted company, Fidelity Bank Plc, including any of its subsidiaries or associated companies, has an obligation to ensure that all communications of material importance are, factual, accurate, credible, and in compliance with the applicable legal requirements of the various regulatory authorities which it is subject to, including, the Nigerian Exchange Group (NGX) as well as stock markets where its stocks/bond instruments are listed.

The Bank therefore aims to use this Stakeholders Management and Communications Policy to guide the dissemination internally and externally, of information about itself, promote the Bank's activities and support the Bank's overall corporate goals. The Policy establishes standards for the forms and content of information and elements of corporate branding, including colours, facades and elements of reputation management.

1. OBJECTIVES

This Policy shall serve to inform the Board, Executive Management and employees of Fidelity Bank Plc about their responsibilities with respect to treatment of Bank information. As a listed company, the Bank is subject to certain obligations imposed by regulations regarding the disclosure of information to the public.

Unauthorized disclosure of internal information, particularly relating to material non-public information, could adversely affect the Bank's image and in some cases result in liability for the Bank.

Specifically, this Policy shall guarantee the following for the Bank:

- 1.1 Ensure that the Bank is visible, accessible and accountable to the public.
- 1.2 Promote the Bank's interests and project the Fidelity brand in a way that wins goodwill for the Bank.



- 1.3 Unambiguously declare the channels of communication available to all Fidelity people in line with the reporting structures in the Bank.
- 1.4 Provide sanctions for breaching the provisions of the Policy.
- 1.5 Circumstances requiring deviations from this Policy shall be subject to approval by the Board of Directors. The Communication Policy aims to encourage effective internal and external communications on behalf of the Bank. This policy applies to all Directors of Fidelity Bank, employees, consultants, vendor staff and contractors of the Bank.
- 1.6 Ensuring that dealings of the Company with stakeholder associations are always transparent and in the best interest of the Company.

2. POLICY STATEMENT

- 2.1 The Bank deals and communicates to a diverse set of stakeholders. The Bank recognizes the role of media as a factor that influences its reputation among stakeholders including customers, investors, regulators, communities etc.
- 2.2 Accordingly, the Bank's communications approach shall always focus on the Bank and not on the individuals representing the Bank.

3. GUIDING PRINCIPLES

- 3.1 The Bank has a culture of openness and the Directors and Management team regularly meet employees on an informal and formal basis to pass on information about current issues, respond to queries and receive feedback.
- 3.2 The Bank recognizes that active communication with different stakeholders and the general public is an integral part of its business strategy.
- 3.3 The Bank is committed to the dissemination of timely, accurate and quality information to its internal and external stakeholders.



- 3.4 All internal and external communications are aimed towards the achievement of the Bank's vision and mission and should be in line with its approved business strategy.
- 3.5 All Bank communication must be clear, concise and intentional and presented in a style and manner to build stakeholder trust.
- 3.6 Regular feedback is encouraged among all Bank stakeholders and will be applied towards ensuring better service delivery and achievement of the Bank's objectives.
- 3.7 Only Authorized Persons are permitted to undertake the Bank's external communications.
- 3.8 The Bank is committed to developing a two-way communication channel with all key stakeholders.
- 3.9 All information must be conveyed in a timely manner, through the appropriate and approved communication channels to the Bank's stakeholders.
- 3.10 All requests for information by stakeholders shall be responded to by the relevant officers without unnecessary delays. A turnaround time of 24 hours shall apply to all requests; where the information sought may require more time to deliver, an acknowledgement of the request must be made within the stipulated time period.
- 3.11 The Bank's communication shall reflect the principles of confidentiality, Data Protection, Freedom of Information and other relevant legislation.
- 3.12 English is the official communication language at the Bank, *when* and where necessary, interpretation shall be provided. However, for the purposes of marketing, local languages may be used to reach audiences at specific markets.

4. STAKEHOLDERS/COMMUNICATION CHANNELS

The Bank has internal and external stakeholders that can be broadly categorized as detailed below:

| EXTERNAL | COMMUNICATION CHANNELS |
|----------|------------------------|
|----------|------------------------|



| | |
|---|--|
| <ul style="list-style-type: none"> • Shareholders • Customers • Investors • Analysts • Policy Makers • Governments • Regulators • Auditors, • Media & • General Public • Other market participants • Suppliers (Vendors) • Insurers • Counterparty Institutions • Other Financial Institutions | <ul style="list-style-type: none"> • Press Releases/Statements • Annual & Quarterly Reports • Magazines • Investor Call • Newsletter • Periodic Journal • Email Marketing • Text Messaging • Advertisement (TV, Radio Programmes and Jingles, Billboards, Print Advertorial) • ATM Screens • Social Media • Website • Owned Online Infrastructure (I.e. Mobile App, Internet Banking Platform) |
| INTERNAL <ul style="list-style-type: none"> • Board of Directors • Staff members | COMUNICATION CHANNELS <ul style="list-style-type: none"> • Quarterly Magazine • E-mail • Screensaver • SharePoint • Social Media • Internal Blogs • WhatsApp Groups • Townhall meeting • Telephone |



5. ROLES AND RESPONSIBILITIES

Divisional Head, Brand & Communications, Group Head HR, and Chief Compliance Officer are ultimately responsible for ensuring compliance with this Policy. Violations of this Policy could be considered gross misconduct and shall be treated in accordance with the Bank's disciplinary policy and procedures.

6. AUTHORIZED SPOKESPERSONS

- 6.1 The Authorized Spokespersons for the Bank are Chairman Board of Directors, Managing Director/Chief Executive Officer, Executive Directors and Divisional Head, Brand & Communications.
- 6.2 The Managing Director/Chief Executive Officer may also delegate any other person to act as a spokesperson for the Bank.
- 6.3 In line with the Human Right provisions, the Bank shall not infringe on the right of its Directors or staff in expressing their personal conviction or views on issues.
- 6.4 Where the Director or staff chooses to oblige comments or responses to issues, on the strength of his/her personal conviction or view, on no account shall it appear to reflect the position of the Bank.
- 6.5 On annual basis, all employees and Directors of the Bank shall attest to comply with the provisions of the Communication Policy.
- 6.6 On behalf of the Board, the following shall be the guiding principles in making public expressions:
 - i. When granting any interview or addressing any forum where the Bank is not represented, it should be expressly stated that the views being presented are personal opinions.
 - ii. The Bank shall not in any way infringe on the fundamental human rights of any of its Directors or employee to comment on any issue



when called upon, but it shall be expressly stated that such views are personal and are not that of the Bank.

- iii. Where a Board Member, Director or employee of the bank is addressing a forum or making a statement in their individual capacity, such a person must ensure they are not recognized with their title in the bank. Where such statements are posted on their social media platforms, their title in the bank must not be used under their online profile.
- iv. Where there is need for a director or employee to represent the Bank, in line with the provisions of this Policy, proper guidelines shall be provided by the MD/CEO and Divisional Head Brand & Communications.
- v. Any view(s) or opinion(s) presented to the public without following the provisions as stipulated in the Policy shall not represent the position of the Bank and any damage or liability arising therefrom, shall not be that of the Bank.
- vi. The Director or employee shall be personally liable for any damage(s) or other liabilities arising from such views or opinions. Where the reputation of the Bank is infringed upon by the action of the Director or employee, such shall be determined in accordance with the Bank's disciplinary policy and procedures.
- vii. Where an employee who is not an Authorized Spokesperson is making a statement on behalf of the bank, the written approvals of the Divisional Head, Brand & Communications and the Managing Director/CEO must be obtained.
- viii. Any employee making a statement or addressing a forum on behalf of the bank must in addition to obtaining the relevant written approvals, undergo media training and be certified fit to speak to the media by the Divisional Head, Brand & Communications or relevant consultant conducting the training.



- ix. In instances where staff are approved to feature on radio or TV programmes, for example, as part of our marketing efforts, a prepared set of questions to be considered in the session must be provided beforehand. This must be vetted by the Divisional Head, Brand & Communications.

7. LANGUAGE

- 7.1 All official communication or interaction, whether verbal or written, shall be in English language.
- 7.2 All information about policies, programmes/projects, services, products and other written literature like the Annual Reports and Statement of Accounts shall be written in English language.
- 7.3 Communication must be clear, relevant, objective, easy to understand and useful. To ensure clarity and consistency, plain language and proper grammar must be used in all communication with the public.
- 7.4 All correspondence to the Bank shall be replied to in English.
- 7.5 All signage, billboards, product communications, and materials shall be in English.
- 7.6 Fidelity Bank advertising and communications may however be in Pidgin English or indigenous Nigerian languages in communities and among target audiences where the use of English is unlikely to yield maximum benefit to the Bank. Such decisions shall be based on the professional advice of the Brand and Communications Division.

8. COMMUNICATION OF PUBLICLY AVAILABLE INFORMATION

- 8.1 The Bank supports the participation of all employees in helping to build the reputation of the Bank and its business through knowledgeable and accurate communication of key messages.



8.2 Proper and accurate communication of publicly available information is therefore always encouraged, including in the course of business or appropriate private and social settings.

9. INTERNAL COMMUNICATION

Internal Communication provides a platform for the dissemination of information and exchange of ideas within the institution. It provides a framework for building and sustaining commitment to the Bank's vision, business goals and objectives in an open and transparent manner.

The Bank uses emails, screen savers, the intranet platform and other devices to facilitate work and information flow. The following shall, therefore, apply to internal communications in the Bank:

- 9.1 Fidelity Bank employees are not authorized to send Bank-wide e-mail messages for personal use. This includes messages announcing various events such as births, deaths, disengagements, retirements.
- 9.2 Brand & Communications and Human Resources are responsible for passing on information about the Bank to staff. Human Resources will send communications as it relates to staff welfare.
- 9.3 Any staff member who has information for the consumption of All Staff shall route same through his/her Divisional Head to Brand & Communications. Any unauthorized person using staff mail grouping (eg: All ABE, All ET, All DM) to reach All Staff or significant number of the staff, shall be sanctioned for the breach of Policy.
- 9.4 Only Staff of AGM and above cadre, or the most senior officer in a Division, Group or Region/Area, may authorize "All Staff" mails through the Brands and Communications Division.
- 9.5 Request for Group Address/Profile shall be sent to the Head of IT and approved by the Executive Director, Operations & Technology.
- 9.6 Without prejudice to the provisions above, any staff member who has matters of a personal nature for general consumption, or wishes to inform



for public good, e.g. availability of goods and services at beneficial rates, may forward same to Brand & Communications Division.

- 9.7 To avoid distraction that unwarranted mails may cause, staff may send/copy their mails to only those who are relevant to the subject being discussed or people whose inputs are necessary to resolve a matter.
- 9.8 As a disciplined environment, staff are advised to work through their line supervisors. They should only seek the intervention of higher authorities if their immediate supervisors/heads are unable to resolve relevant issues.
- 9.9 In response to an all-Staff mail or large groups, the staff may not need to copy all others in the original mail if they would not help him. Such would amount to distraction (spam mail) which this Policy frowns upon.
- 9.10 Any information circulated on the Bank's intranet is confidential and proprietary to the Bank Plc and on no account shall it be sent, copied or otherwise exposed to non-Fidelity staff members without appropriate approval of the Divisional Head, Brands and Communications Division.
- 9.11 Any internal memo circulated in the Bank is a confidential document not meant to be shared with a non-Fidelity staff.
- 9.12 In line with the Oath of Confidentiality signed by all staff, Fidelity staff are not expected to share confidential matters about the Bank's operations, strategies and people with non-Fidelity people. Any breach shall be treated in accordance with the bank's disciplinary policy and procedures.

10. HOLDING OF MEETINGS

Meetings shall be either virtual or physical and shall be held in compliance with all COVID-19 protocols.

The Health & Safety Guideline video must be played before commencing virtual meetings that will last beyond an hour.

11. FONTS



Internal Communication shall be in Black and approved Font is Century Gothic size 14.

12. EXTERNAL COMMUNICATION

The Media is both a key audience and an influencer of all stakeholders of the Bank, and therefore plays a big role in shaping the Bank's reputation. Communicating with the Media is crucial to the Bank's external communications and must be both carefully managed and coordinated.

12.1 Communication to the Media

In a formal or informal environment, it is strictly confined to authorized media spokespersons. Please refer all enquiries to the Divisional Head, Brand & Communications Division.

12.2 Media Relations

- (a) The Bank's view of the media is holistic and includes all mass media and practitioners.
- (b) Bank's media relations strategy is to guarantee a harmonious relationship with the media and to ensure that media practitioners see the Bank as a partner and friend.
- (c) The Brand & Communications Division is entrusted with the responsibility of ensuring that the Bank's Media Relations objectives are achieved optimally.
- (d) Brand & Communications shall facilitate information and interview requests from the media in a way that serves the business interests of the Bank.
- (e) The Bank may not grant every request for media interviews or participation in media reports and events, if in the judgment of the BCD, so doing shall not constitute optimal use of time and resources or shall not help to build necessary good will.
- (f) Media enquiries whether by phone, e-mail, letter or in person shall be addressed properly to meet publication deadlines.



- (g) In responding to media enquiries, Brand & Communications Division shall confirm matters about which it has no expert knowledge, from the relevant units. Such units shall assist in providing the required information to meet deadlines.
- (h) Core to Media communications are headline/front page placement; prime positions in the media for the Bank's related events shall be the goal because of the visibility it affords the Bank.
- (i) Placed Features: Features based on the achievements or plans of the Bank shall be placed strategically on relevant media platforms.
- (j) Press Releases and News Stories: Press releases are deployed in the media to provide a constant flow of information on the Bank.
- (k) Exclusive Interviews for the MD/CEO and principal officers: This is to ensure name recognition and project the Bank's quality of mind as personified by the Interviewees.
- (l) Focused Briefings/Hosting: This shall be organized from time to time with editors, financial journalists and other identified groups for cementing existing relationships with the media and to disseminate information to stakeholders.

13. EXTERNAL CORRESPONDENCES

All written external communication between the Bank and the external public by this Policy is subject to the following considerations:

- 13.1 Shall be printed on the Bank's letter headed paper.
- 13.2 All pages after the first page of the Bank's correspondence shall be printed on an official continuation sheet.
- 13.3 For image, mails must be printed with a computer-enabled printer.
- 13.4 The official font type for Fidelity Bank is Century Gothic, size 14 which are conservative, professional and reader friendly. They must be used in all written communications.



- 13.5 Only official letter headed papers and continuation sheets shall be used for the Bank's correspondence.
- 13.6 All of the Bank's external communications shall be signed by two Officers of the Bank with their names and designations clearly printed on the letter in an unambiguous way. The junior officer's signature will appear on the left and the senior officer's signature will appear on the right.
- 13.7 The only exception to (13.6) above are letters emanating from the Offices of the Managing Director, Executive Directors and Company Secretary.

14. CONDUCT OF CONFERENCE CALLS

Fidelity Bank Plc makes a practice of holding open, publicly accessible conference calls to discuss quarterly and annual financial results and other significant events that arise during the course of its business. Generally, analysts and professional investors will have teleconference access to the call so they can participate in the question-and-answer segment of the call. The Bank will attempt to respond to as many questions as possible as time may allow.

15. INVESTMENT COMMUNITY MEETINGS

The Bank makes a practice of communicating on a regular basis with the investment community to allow for a better understanding of the strategies, fundamentals, operations and financials of the Bank, as well as to give analysts and investors the opportunity to personally meet and assess management. This communication takes the form of phone conversations, one on-one meetings and group meetings with members of the senior management team, whether at Bank offices or during deal/non-deal road shows.

Before the commencement of an investor conference call, a list of all analysts being invited to the call must be sent the Divisional Head, Brand & Communications to enable them proactively monitor news



disseminated by the analysts and manage any negative news published on their platforms

16. COMMUNICATION OF INSIDER INFORMATION

As a listed company, the Bank is committed to adhering to the Nigeria Stock Exchange disclosure regulations in Nigeria. Communication of non-public information must therefore be always treated with extreme care. Any external leak of non-public information may expose the Bank to reputational risk, cause formal disclosure announcements and lead to investigation by regulators. Also, only authorized spokespersons are allowed to communicate non-public information.

13.8 Disclosure of any Insider Information that has the propensity to malign the bank's reputation if exposed to the media must be sighted, reviewed and approved by the Divisional Head of Brand & Communications before such information is sent out. This includes but is not limited to reporting of staff-related fraud cases to the police and regulators, responding to requests sent in by regulators etc.

17. LOGO

The Bank's logo shall appear on all Bank's printed and official documentations including but not limited to forms, billboards, adverts, presentations, proposals, signage, letter heads, identity cards, call cards, as well as audio/visual media like websites and intranet, etc. All documents, which carry the Bank's logo are copyrighted to the Bank and are protected by the relevant National and International Copyright Laws.

The logo is not subject to modification to suit individual whims and convenience but must be consistent on all materials that it appears, in line with the provisions of the Bank's subsisting Corporate Identity Manual/provisions at any point in time. Any modification must be with the express approval of the Board.

18. BUILDING FAÇADE

(a) As contained in the Fidelity Brand Manual, branches shall have a uniform exterior physical view, which is also a way of communication. Where



uniformity may not be easily achieved structurally, an efficient use of the colour scheme shall be explored.

- (b) The uniform exterior shall remain consistent in the construction of new approved branches within or outside the country.
- (c) The maintenance of a uniform physical exterior in all branches of the Bank, the uniform logo, and the adherence of staff to stipulated dress codes and colours are part of a deliberate strategy to evolve a distinct, clear and consistent corporate identity.

19. ADVERTISING

Advertising, is a paid form of public communication, affords the Bank the opportunity to promote its products and services.

Choosing an Advertising Agency

The Bank shall engage reputable communication consultants to assist in prosecuting communication campaigns based on briefs given by the Bank. The agencies shall be chosen in line with the bank's extant policy and procedures for the appointment of service providers.

Separate Agencies may be commissioned to handle the Bank's different advertising needs, such as: Corporate or Product Advertising; Print or Electronic; Seasonal Productions; Design and Productions; Subsidiaries. Bank may also decide to use more than one Agency at a time.

To strengthen the quality of the input from appointed agencies, pitches shall be held from time to time to establish that the Agency working for the Bank at any point in time has an appropriate understanding of the Bank and its business objectives.

The bank carries out Masterbrand and product campaigns from time to time, working with agencies and media houses. For each campaign, an impact analysis or post campaign evaluation shall be carried out to measure effectiveness, including audience, reach and Top of Mind Awareness (TOMA).

20. SOCIAL MEDIA



The Bank deals and communicates with a diverse set of stakeholders that operate in different legal, regulatory and cultural environments. The Bank recognizes the role of social Media and its influences on the reputation of the Bank among stakeholders including customers, investors, regulators, and communities etc.

The Bank recognizes Social media as various virtual platforms to communicate and interact with stakeholders on a real time basis. In businesses, social media allows brands to stay connected with customers throughout their day.

The rules of engagements, writing style, types of channels suitable for the Bank, tone of voice and other protocols are captured under the bank's Digital Marketing and Social Media Framework Policy.

21. REPUTATIONAL RISK

Reputation plays an important role in determining an organization's business future. A good reputation strengthens the trust and confidence of an organization's major stakeholders, and this improves its safety and soundness. It also adds competitiveness, business value and long-term survival during economic downturns. If the bank's reputation has been badly damaged, it weakens the public confidence in the organization, and its business prospects and survival could be at stake.

In responding to the challenges posed by reputational risk, the Bank has put in place a framework to properly articulate, analyze and manage reputational risk factors in the Bank's Reputational Risk Management Policy. The Policy identifies the roles and responsibilities of all stakeholders including the Board of Directors, Management and Staff in Reputational Risk Management.

The Policy also enables the bank to analyze and categorize reputational risks which fall into 4 basic categories namely, Low, Moderate, Above Average or High and outlines measures to be implemented during such.

22. CRISIS COMMUNICATION

Crisis could present itself in the form of regulatory sanctions, extreme weather, crime, cyber-attacks, corporate malfeasance, etc. Such



occurrences have the potential to erode public confidence in the Bank, affect brand reputation and ultimately market share, if not handled carefully.

Crisis communication refers to everything the bank is saying before, during and after a crisis while crisis management refers to everything the bank is doing to effectively prevent the occurrence of a crisis or curb the extension of a crisis when it has already occurred.. Central to this is how effectively the Bank can communicate and share information that helps to quickly rectify the situation, protect customers, employees and assets, and ensure business continuity.

23. ESTABLISHING A CRISIS MANAGEMENT COMMITTEE

The existence of a committee that deals with crisis situations is a key consideration for the Bank. This Policy mandates the setting up of a Crisis Management Committee that cuts across functional areas and made up of senior level officers in the Bank. The Committee shall comprise of the:

- Managing Director/CEO as the Chairman
- Executive Director/CRO
- Executive Director/Chief Operations and Information Officer
- Executive Director, Lagos & Southwest
- Executive Director, South Bank
- Executive Director, Corporate Banking
- Chief Financial Officer
- Chief Compliance Officer
- Divisional Head Operations
- Divisional Head, Brand & Communication
- Divisional Head, Legal Services
- Chief Audit Executive
- Chief Human Resources Officer



- Divisional Head, SIBT
- Divisional Head Treasury and Financial Institutions
- Chief Information Officer
- Chief Information Security Officer
- Chief Security Officer
- Divisional Head, IT & Operational risk/BCMS Manager.

The process owner shall be the Divisional Head, Brand & Communications Division.

- (a) The Committee shall have an Alternate Chairman.
- (b) The Committee shall understand issues that could lead to crisis.
- (c) Staff should know about the Crisis Management Committee and who to call for information.
- (d) In the case of a Management or Board issue, the Committee shall act only to the limit advised and directed by Executive Management.

24. ROLE OF CRISIS MANAGEMENT COMMITTEE

The Crisis Management Committee shall primarily focus on:

- (a) Analyzing and assessing potential damages.
- (b) Devising mitigation strategies and plans.
- (c) Managing the flow of communication internally and externally, including the preparation of holding Statements.
- (d) Engaging with other units and external support structures that may be needed during the crisis.
- (e) Tracking and analyzing the efficacy of measures deployed to mitigate the crisis.



- (f) Author and provide oversight for the development and maintenance of a crisis management plan.
- (g) Plan and execute crisis management policies and procedures in the event of an incident requiring the invocation of the Business Continuity plan, Contingency Funding Plan and Crisis Management artefacts.
- (h) Take a leadership role in coordinating and managing crisis events as they unfold.
- (i) Develop an immediate response strategy and execute against plans.
- (j) Ensure coordinated response to crisis situations.
- (k) Develop and manage the Crisis Communication Plan of the Bank.

25. COMMUNICATING IN CRISIS

- (l) Only the CEO or an EXCO member, or Head, Brand & Communications or any other appointed member of the Crisis Management Committee may speak to the media. The Bank shall employ the communication plan in the Contingency funding plan for liquidity crisis and communication plan in the Crisis management plan and BCP for other forms of crisis during a crisis.

26. OVER-ARCHING CONSIDERATIONS IN CRISIS COMMUNICATIONS

The principle of openness and transparency shall be observed, but information not necessary to provide understanding of the issue at hand may not be freely given out to members of the public. Also, any information that would compromise the Bank's strategies and reputation shall not be freely given.

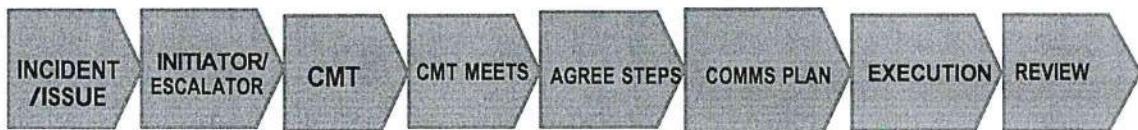
27. NOTIFYING THE BOARD

The Managing Director, or in his/her absence, the Alternate Chairman of the Crisis Management Committee shall notify the Chairman and other Directors, depending on the magnitude of the incident. Otherwise, it shall be reported at the next meeting of the Board or during an emergency Board meeting depending on the severity of the crisis.

28. NOTIFYING THE EMPLOYEES

Chairman of Crisis Management Committee shall convene a meeting to brainstorm the situation and establish facts and details, identify issues and their causes, identify and prioritize affected stakeholder groups, agree media engagement strategy, messages, channels of communication to stakeholder groups and assess legal situation and thereafter inform employees of the situation.

29. PROCESS FLOW



30. RELATED POLICIES

- (a) Reputation Risk Management Policy
- (b) Digital Marketing & Social Media Frame Policy
- (c) HR Policy

31. COMPLAINTS TO THE BANK

31.1 As a service organization, customer satisfaction is of prime importance. Consequently, Fidelity Bank recognizes the right of a customer to complain and welcomes such, as a valuable form of feedback for improvements in its services and products. In line with the bank's complaints handling procedure, complaints on transactions shall be handled and resolved within 24 hours by Customer Care Officers. In a situation where the resolution goes beyond 24 hours, the customer must be informed in writing and a possible resolution time frame included in the communication to the customer. Complaints received by telephone call, social media and online through the Call Centers shall be handled by TrueServe Representatives timely. Complaints relating to reputational issues shall be escalated to the Brand and Communication



Division for handling. The guidelines governing complaints received through the Call Center shall also apply to complaints received through the branches.

- 31.2 All complaints must be responded to in writing within 24 hours with a view to either acknowledging or resolving the Complaint. Where the Complaint requires investigation, the Complaint should be acknowledged while a full response will be sent to the Complainant upon completion of investigation.
- 31.3 All complaints shall be properly investigated and addressed. Brand and Communications, TrueServe shall liaise with Audit & Investigation Division, as well as the relevant groups or units to achieve this.

32. STAKEHOLDERS ENGAGEMENT

- 32.1 The Chairman of the Board, or other designated persons, may interact with stakeholders to help develop a balanced understanding of stakeholder issues and ensure that their views are communicated to the Board.
- 32.2 The Board should encourage institutional investors to:
 - (a) Positively influence the standard of corporate governance and promote value creation in the companies in which they invest.
 - (b) Monitor conformance with the provisions of this policy and raise concerns as appropriate.
 - (c) The Board should ensure that the dealings of the Company with stakeholder associations are always transparent and in the best interest of the Company.

33. PROTECTION OF SHAREHOLDERS RIGHTS

The Board should ensure that:



- 33.1 Shareholders at annual general meetings preserve their effective powers to appoint and remove Directors of the Company.
- 33.2 All shareholders are treated fairly and equitably. No shareholders, however large his shareholding or whether institutional or otherwise, should be given preferential treatment or superior access to information or other materials.
- 33.3 Minority shareholders are adequately protected from abusive actions by controlling shareholders;
- 33.4 The Company promptly renders to shareholders documentary evidence of ownership interest in the Company and related instruments. Where these are rendered electronically, the Board should ensure that they are rendered to shareholders promptly and in a secure manner; and
- 33.5 All shareholders understand the ownership structure of the Company, and support them in this by making available, current information on the ultimate beneficial owners of the major shareholdings or any shareholders owning, controlling or influencing five percent (5%) or more of the Company's shares.

At all times, Directors should act in good faith and with integrity in the best interests of all stakeholders and provide adequate information to stakeholders to facilitate their investment decisions.

34. DISCLOSURES

- 34.1 The Board should ensure that the Company's annual report includes a corporate governance report that provides clear information on the Company's governance structures, policies and practices as well as environmental and social risks and opportunities.
- 34.2 The report should specify the nature of any related party relationships and transactions as follows:
 - (a) Their purpose and financial magnitude necessary to understand whether the transactions have been at arm's length and that the



Company has not suffered any loss or disadvantage from such transactions.

- (b) any Director's interest in contracts either directly or indirectly with the Company or its subsidiaries and holding companies.
- (c) The name of the Director, his classification, the nature and details of the transaction and the Director's interest therein: provided that the disclosures required do not include the Director's service contract.
- (d) Any contracts with controlling stakeholder(s), their group networks and associates.
- (e) The names of the parties and the nature of the transaction, and the value (monetary or other value) involved in the transaction.

34.3 The Board should use its best judgment to disclose any material matter even though not specifically required by this Code to be disclosed if in the opinion of the Board such matter is capable of affecting the present or anticipated financial condition of the Company or its status as a going concern. The onus of proof of such possible negative effect is on the Board.

34.4 The annual report should contain a statement by the Board on the Company's level of application of this Code arising from the results of its corporate governance evaluation.

34.5 Where the Board has engaged independent experts in evaluating and reporting on the extent of application of the NCCG, they should name the consultant and include a summary of the report (provided by the consultant) in the Company's annual report.

34.6 A Director who has serious concerns about the activities of a Company should ensure that the following are promptly raised to the Board for resolution:

- (a) Any unreported cases of conflict of interest, insider trading, related party transactions, fraud or any illegal or suspected illegal activities.



(b) The impairment of the external auditor's independence and objectivity, or failure to approach his work with an acceptable degree of professional skepticism.

(c) Any violation of this Code, extant laws and regulations, and disregard for accounting standards, auditing standards or financial reporting requirements.

(d) The impairment of the independence of the Board or any of its committees; or

(e) Condoning of unethical behaviour and conduct in the Company.

34.7 The annual report should contain a statement by the Board on the Company's ESG activities. This should be reviewed by an appropriate Board committee and may be subject to independent review.

35. APPENDICES

APPENDIX 1 – Attestation to comply with the provisions of the External Communication Policy by a Director

Fidelity Bank has a Communication Policy which provides guidance on expressing views/opinions on specific and/or general issues that may be construed to be the views of the Bank.

Provisions of the Policy states that the Chairman, Managing Director & Chief Executive Officer, and Divisional Head, Brand & Communications are the authorized spokespersons on issues relating to the Bank. The Managing Director/Chief Executive Officer may also give approval to a member of EXCO, or other staff, which may be called upon to do so as the need arises.

Given the position of Directors in the society, they could be approached by the press or other institutions or entities, on a wide range of issues. Directors are free to oblige comments or responses to issues, on the strength of his/her personal convictions or views.

Accordingly, the following principles shall apply to pronouncements by Non-Executive Directors:



1. When granting any interview or addressing any forum where the Bank is not being represented, it shall be expressly stated that the views being presented are the Director's personal opinion.
2. The Bank shall not in any way infringe on the fundamental human rights of any of its Directors to comment on any issue when called upon, but it shall be expressly stated by the Director that such views are not that of the Bank.
3. The Bank shall not in any way infringe on the fundamental human rights of any of its Directors to comment on any issue when called upon, but it shall be expressly stated by the Director that such views are not that of the Bank.
4. The use of bank official designation is prohibited when a director is granting an interview or addressing a forum in their individual capacity.

I hereby agree to abide by the provisions of the Communications Policy.

Signed by: _____

Name: _____

Date: _____

APPENDIX 2 – Attestation to comply with the provisions of the External Communication Policy by Staff

Fidelity Bank has a Communication Policy which provides guidance on expressing views/opinions on specific and/or general issues that may be construed to be the views of the Bank.

Provisions of the Policy states that, "Chairman, Managing Director & Chief Executive Officer, and Divisional Head, Brand & Communications are the authorized spokespersons on issues relating to the Bank. The Managing Director/Chief Executive Officer may also give approval to a member of EXCO/Director or staff that may be called upon to do so as the need arises."

Given the position of staff members in the society, they could be approached by the press or other institutions or entities, on a wide range of issues. Should



the staff choose to oblige comments or responses to issues, on the strength of



his/her personal convictions or views, on no account should it appear to reflect the position of Fidelity Bank.

Accordingly, the following principles shall apply:

1. All requests for media appearances, interviews not relating to the bank must be prior approved in writing by the Managing Director/Chief Executive Officer through BCD at least 48 hours before time.
2. When granting any interview or addressing any forum where the Bank is not being represented, it shall be expressly stated that the views being presented are the staff's personal opinion. The use of bank official titles are prohibited in such circumstances.
3. The Bank shall not in any way infringe on the fundamental human rights of any of its staffs to comment on any issue when called upon, but it shall be expressly stated by the staff that such views are not that of the Bank.
4. Where there is need for a staff to represent the Bank, in line with the provisions of the extant policy, proper guidelines shall be provided by BCD.
5. Any view(s) or opinion(s) presented to the public without following the provisions as stipulated in the policy shall not represent the position of the Bank and any damage or liability arising there from shall be borne by the staff. Where the reputation of the Bank is infringed upon by the action of the staff, such shall be decided in line with the provision of the staff disciplinary grid and sanction policy.

I hereby agree to abide by the provisions of the Communications Policy.

Signed by: _____

Name: _____

Employment No: _____

Date: _____