

11<sup>th</sup> March 2024

## **REPORT OF THE EXTERNAL CONSULTANTS ON THE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE AUDIT OF AIICO INSURANCE PLC FOR THE YEAR ENDED DECEMBER 31, 2023**

In line with the applicable provisions of the Nigerian Code of Corporate Governance 2018 (NCCG), National Insurance Commission (NAICOM) Implementation Guidelines for Corporate Governance ("NAICOM Guidelines"), Securities and Exchange Commission, Corporate Governance Guidelines 2020 (SCCG) and Companies and Allied Matters Act 2020 (CAMA), as well as global best practices on Corporate Governance, DCSL Corporate Services Limited (DCSL) was engaged by AIICO Insurance Plc ("the Company") to carry out a performance evaluation of the Board of Directors and Corporate Governance Audit for the year-ended December 31, 2023.

The appraisal entailed a review of the Company's corporate and statutory documents, Minutes of Board and Committee meetings, policies and other ancillary documents made available to us and the administration of questionnaires to Directors.

To ascertain the extent of compliance with the Code and Guidelines and appraise the performance of the Board, we benchmarked the Company's corporate governance structures, policies and processes against the above-mentioned Codes and regulations as well as global Best Practices and considered the following key seven (7) corporate governance themes:

1. Board Structure and Composition;
2. Strategy and Planning;
3. Board Operations and Effectiveness;
4. Measuring and Monitoring of Performance;
5. Risk Management and Compliance;
6. Corporate Citizenship; and
7. Transparency and Disclosure

Our review of the policies and process in place at AIICO Insurance Plc indicates that the Board has taken significant steps towards ensuring the implementation of best corporate governance practices and adherence to the principles enshrined in the NCCG, NAICOM Guidelines and SCGG. We also found from the Directors' Peer Assessment and Chairman's Leadership Assessment surveys administered on the individual Directors, that the Directors performed satisfactorily and remained committed to sustaining the growth of the Company's business.

We have brought to the attention of the Board the few areas that require improvement for implementation. A key recommendation is to prioritize and finalize the appointment of additional Independent Non-Executive Director(s) whilst noting the Board's ongoing efforts in identifying and selecting a suitable candidate.

Details of our key findings and recommendations are contained in our detailed Reports.

Yours faithfully,

For: **DCSL Corporate Services Limited**



Bisi Adeyemi

**Managing Director**

**FRC/2013/NBA/0000002716**

Directors: ~ Abel O. Ajayi (Chairman) ~ Bisi Adeyemi (Managing Director) ~ Adeniyi Obe ~ Dr Anino Emuwa ~ Obi A. Ogbечи ~ Mr. Lekan Belo