



CIRCULAR

NSE/LARD/LRD/CIR10/16/10/20

20 October 2016

THE FINANCIAL REPORTING COUNCIL OF NIGERIA'S NATIONAL CODE OF CORPORATE GOVERNANCE FOR PRIVATE SECTOR IN NIGERIA

We wish to inform all companies listed on The Nigerian Stock Exchange ("The Exchange") that in accordance with Section 50 of the Financial Reporting Council of Nigeria ("FRC") Act, 2011; the FRC has released the National Code of Corporate Governance, with an effective date of 17 October 2016.

Please note that:

1. The Code of Corporate Governance for the Private Sector is mandatory.
2. Section 2.1 of the Private Sector Code provides as follows:
 - 2.1 *The National Code of Corporate Governance for the private sector in Nigeria 2016 shall be applicable to the following:*
 - a) *All public companies (whether listed or not);*
 - b) *All private companies that are holding companies or subsidiaries of public companies; and*
 - c) *Regulated private companies as defined in section 40.1.14 of this Code.*
3. Section 40.1.14 of the Private Sector Code provides as follows:

40.1.14 "regulated private companies" means those private companies that file returns to any regulatory authority other than the Federal Inland Revenue Service and the Corporate Affairs Commission, except such companies with not more than eight (8) employees;

Therefore, the Private Sector Code is applicable to all companies listed on The Exchange.

You may visit <http://www.financialreportingcouncil.gov.ng/corporate-governance/national-code-of-corporate-governance-2016/> for the provisions of the Private Sector Code. A copy of the Private Sector Code is attached here for your guidance, reference and records.

Please be reminded that The Exchange has a Zero Tolerance Policy regarding violations of its Rules and Regulations, including non-compliance with relevant laws and regulations, as applicable in Nigeria, including those of the FRC.

Please be guided accordingly.

JOSEPHINE IGBINOSUN

Head | Listings Regulation Department

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