

COMPLAINT MANAGEMENT PROCEDURE

For Nigerian Exchange Group Plc (NGX Group)

September 2021



Reviewers

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Approvals

This document was approved by members of the Group Management Committee on 11 April 2022

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SECTION 1: COMPLAINT MANAGEMENT PROCEDURE

1.1 Background

- 1.1.1** Nigerian Exchange Group Plc (“NGX Group”) has put together this Complaint Management Procedure (“The CMP”) in compliance with the requirement of Section 2 of the Securities and Exchange Commission (“SEC” or “The Commission”) Complaint Management Framework, 2015, as amended (“The Framework”). The Framework sets forth a process for managing complaints in the Capital Market and addresses complaints arising out of issues that are covered under the Investments and Securities Act, 2007 (ISA), the rules and regulations of the Commission, and guidelines of recognized Trade Associations.
- 1.1.2** The SEC, Self-Regulatory Organisations (SROs), recognised Capital Market Trade Associations, Capital Market Operators (CMOs) and listed Public Companies shall establish fair, impartial and objective complaints management policies for the handling of: Complaints against operators by clients; Complaints between operators; Complaints against regulators and SROs; Complaints against operators by SROs and Regulator; and Trade manipulation, accounting frauds, Ponzi schemes and such other complaints as may be determined by the SEC from time to time.

1.2 Objectives

The objectives of the CMP are to:

- 1.2.1** To provide a guide on the procedures for complaint management in NGX Group.
- 1.2.2** Ensure compliance with the SEC’s Framework.
- 1.2.3** Enable NGX Group to effectively identify and manage its reputational risks.
- 1.2.4** Provide a clear procedure for handling complaints against The Nigerian Exchange Group, and Its Employees.
- 1.2.5** To further The NGX Group’s remit of investor protection by ensuring that investors’ complaints are efficiently and timeously disposed of in accordance with the Framework.

1.3 Scope of the CMP

- 1.3.1** In accordance with the SEC Rules on Complaints Management which were made pursuant to the ISA and the SEC Rules and Regulations 2013, NGX Group in its capacity as a Listed Public Company in the Nigerian Capital Market is vested with the authority to resolve complaints against alleged wrongful or illegal actions of The NGX Group or its Employees from the following stakeholders:
 - 1.3.1.1** Complaints by Clients against NGX Group
 - 1.3.1.2** Complaints by other Capital Market Operators against NGX Group
 - 1.3.1.3** Complaints by Shareholders against NGX Group
 - 1.3.1.4** Complaints by Investors against NGX Group;
 - 1.3.1.5** Complaints by Regulators, Investigative bodies and Law Enforcement Agencies;



- 1.3.1.6** Complaints by Self-Regulatory Organisations and Trade Associations such as the NGX Exchange Limited (The Exchange), the Financial Market Dealers Quotation (FMDQ), Fund Managers Association of Nigeria (FMAN), Association of Issuing Houses of Nigeria (AIHN), the Association of Corporate Trustees (ACT), Association of Securities Dealing Houses of Nigeria (ASHON) and the National Association of Securities Dealers (NASD);
- 1.3.1.7** Complaints from other stakeholders of NGX Group. Which shall include Board of Directors; General Public, Media Practitioners, Etc.
- 1.3.1.8** Such other complaints as may be determined by the SEC from time to time.

1.3.2 Complaints Not Covered by This Complaint Management Procedure

The following complaints shall not be handled under this Complaint Management Procedure:

- 1.3.2.1** Complaints on matters that are being heard or presided upon by a court of law or other forum of competent jurisdiction. Such complaints fall outside the purview of NGX Group.
- 1.3.2.2** Complaints by clients against NGX Exchange Limited's Trading License Holders (THLs).
- 1.3.2.3** Complaints between and amongst NGX Exchange Limited's Trading License Holders.
- 1.3.2.4** Complaints by NGX Exchange Limited's Trading License Holders against the Exchange.
- 1.3.2.5** Complaints against NGX Exchange Limited's Trading License Holders by the Exchange.
- 1.3.2.6** Complaints falling outside the purview of the Securities and Exchange Commission.

Where any complaint is on any of the areas listed above, the complaint will be redirected to the most appropriate entity to handle such complaints.

1.4 Definition of Terms

The following terms shall have the following meaning in this Framework:

"CMP"	Means this Complaint Management Procedure as may be amended from time to time by NGX Group
"Commission"	Means the Securities and Exchange Commission
"Competent Authority"	Means Self-Regulatory Organizations (SROs) and recognized Capital Market Trade Associations
"Board"	Means the Board of Directors of Nigerian Exchange Group Plc
"IAD"	Means Internal Audit Department of NGX Group
"RDA"	Means Regulatory Development and Approval
"NGX Group"	Means Nigerian Exchange Group Plc
"NGX RegCo"	Means NGX Regulation Limited
"TLHs"	Means Trading Licence Holders of Nigerian Exchange Limited
"GMD/CEO"	Means the Group Managing Director/Chief Executive Officer
"CEO"	Means Chief Executive Officer of Respective NGX Group Subsidiaries



“Complaint”	<p>An expression of dissatisfaction (justified or not) made to the Group either verbally or in writing (by electronic or other means), regarding NGX Group's services, products or employee or relating to an act or omission of the Group covered under the Investment and Securities Act 2007, Securities and Exchange Commission Rules; NGX Listing Rules for which a response or resolution is expected.</p> <p>For the avoidance of doubt, the following shall not constitute a complaint under this CMP:</p> <ul style="list-style-type: none">a) A request for information, clarification of service offered or provided;b) A complaint against any of the Group's unlisted, delisted, wound up or liquidated subsidiaries or affiliates;c) A request for explanation(s) for non-trading of shares or illiquidity of shares;d) Dissatisfaction with the trading price of the shares of the Group;e) Complaints whose subject matter are being investigated by competent persons or have been or are currently the subject of legal proceedings;f) Complaints that are not covered under the ISA, SEC Rules, NGX and/or within the purview of other regulatory bodies;
“Complainant”	A person, organization or their legal representative who makes a complaint.



SECTION 2: TYPES OF COMPLAINTS AND COMPLAINT HANDLING PROCEDURES

2.1 Categorisation of Complaint

The procedure for handling a complaint at NGX Group depends on the category of complaint. The specific procedure for each category are detailed below:

2.1.1 Complaints Against Alleged Wrongful or Illegal Actions of NGX Group or Its Employees.

2.1.1.1 These complaints can be brought by Trading Licence Holders (TLHs), Issuers, the SEC, Investors, Association of Stock Broking Houses of Nigeria, the Chartered Institute of Stockbrokers and other Professional Associations within the Capital Market amongst others. The following procedure shall be applied in respect of complaints against alleged wrongful or illegal actions of NGX Group:

- 2.1.1.1.1** The IAD is responsible for handling complaints against NGX Group; while complaints against other entities within the Group will be redirected as may be appropriate;
- 2.1.1.1.2** Such Complaints may be lodged in different ways e.g. directly with NGX Group for resolution or lodged with the Commission; in which case the Commission redirects to the stakeholder.
- 2.1.1.1.3** Where Complaints are lodged with/received by NGX Group, such Complaints will be sent to the IAD and a notification sent to the GMD/CEO;
- 2.1.1.1.4** The officers in IAD who received the complaint are permitted to seek initial advice from the Head of Legal Services Department of NGX Exchange Limited or/and the Compliance Officer, in order to determine whether the complaint falls within the scope of this CMP;
 - a) Where the IAD receives the Complaint the IAD shall within one (1) working day of receiving the Complaint send the complaint to the relevant department whose actions are being complained against, asking them to provide within two (2) days a memo containing their response to the Complaint and all documents in respect of the matter. The IAD shall within two (2) working days of receiving the complaint send an acknowledgment letter to the Complainant confirming receipt of the Complaint and explaining that the Complaint is being treated by NGX Group;
 - b) The IAD shall review the documents provided by the relevant department and shall within seven (7) working days either send the Complainant a response letter or ask the department for further information and clarification. If further information or clarification is required, the department shall provide them within one (1) working day of the request. The IAD shall after receiving an adequate response from the department send the Complainant a response letter within two (2) working days. In instances where adequate responses are not received from the department in a timely



- fashion the timeline to provide the Complainant with a response letter may be extended to ten (10) days, and a further holding letter may be sent to the Complainant;
- c) The IAD shall obtain the relevant department's position on the response letter before same is sent to the Complainant. If the IAD and the relevant department are unable to agree on the contents of the response letter the issue shall be referred to GMD/CEO for resolution. Such resolution must be concluded within two (2) working days of the impasse;
 - d) In the event that IAD's assessment of the complaint reveals that NGX Group acted wrongly, unfairly, illegally or without jurisdiction ("improperly"), this assessment shall be provided to the relevant department and as well as GMD/CEO for discussion. If the relevant department agree with the assessment, a decision shall be taken on how to rectify the action and resolve the grievance and complaint of the Complainant. Depending on the circumstances, the assessment and the remedial plan may need to be approved by the GMD/CEO or both the GMD/CEO and the Board. In such instances the timeline to provide the Complainant with a response letter may be extended to fourteen (14) days, and a further holding letter may be sent to the Complainant;
 - e) In the event the affected department do not agree with the IAD's assessment, the issue shall be referred to the GMD/CEO for resolution. A Letter shall be sent to the Complainant in line with the decision of the GMD/CEO;
 - f) Where the Complainant responds to NGX Group's response letter maintaining that NGX Group has acted improperly the IAD shall further assess the Complainant's letter, and if the IAD still maintains that NGX Group has not acted improperly the IAD will send the Complainant's letter to the department in question and a meeting will be held with the department and GMD/CEO to agree on the stance to be taken by NGX Group, and thereafter the IAD shall send a final letter to the Complainant in line with the agreed stance. The final letter should be sent to the Complainant at most ten (10) days from the receipt of the response letter from the Complainant. It is possible that the Complainant may thereafter cease his complaints or take the matter to the Commission. If after the complaint has been reported to the Commission, the Complainant is still dissatisfied, he can then apply to the Investment Securities Tribunal (IST) or the requisite court for redress.

2.1.2 Complaints Against Alleged Wrongful or Illegal Actions of The NGX Group or Employees Referred by The Commission.

- ### **2.1.2.1** Where the Commission informs NGX Group that it is investigating a Complaint lodged against NGX Group the Commission's letter will be sent to the relevant department for treatment while IAD will conduct an audit;



- 2.1.2.2** The process/procedure highlighted in paragraphs (a) – (f) above shall be followed in such instances, save that rather than the IAD sending an acknowledgment letter to the Complainant the acknowledgment letter shall be sent to the Commission and a response date shall be proposed in the acknowledgment letter;
- 2.1.2.3** Where the Commission is not satisfied with the response of NGX Group and reverses the decision of The NGX Group and/or sanctions NGX Group, the latter shall decide whether to accept and abide by the decision of the Commission or appeal against the decision and shall respond within a reasonable time after following its internal processes;
- 2.1.2.4** IAD's existing policy/procedure shall apply in the investigation of complaints as outlined above in line with its existing policy on investigation Procedures.
- 2.1.3** Complaints Received Which Is Not Against NGX Group:
Where a complaint is received and the subject matter does not fall within the purview of this CMP, a response will be sent to the complainant notifying the complainant that NGX Group is not the appropriate institution to treat such complaint but shall refer the complaint to another entity of competent authority for resolution and notify the complainant of same.

SECTION 3: COMPLAINT DOCUMENTATION PROCEDURES

3.1 Receipt of Complaints

- 3.1.1** The channels through which complaints may be received at NGX Group are:
 - 3.1.1.1** Electronic and Physical Mails (through Contact Centre and Mailroom);
 - 3.1.1.2** A walk-in;
 - 3.1.1.3** Whistle Blowing Portal (X-Whistle Portal);
 - 3.1.1.4** KPMG Ethics Line;
 - 3.1.1.5** Branch Offices of NGX Limited;
 - 3.1.1.6** Referrals from the Commission;
 - 3.1.1.7** Referrals from the Central Securities Clearing System; and
 - 3.1.1.8** Other channels as may be announced either through amendments from time to time by The NGX Group.

3.2 Complaint Format

- 3.2.1** Complaints to NGX Group through the channels in 3.1.1 above shall include but not limited to the following identifying information:
 - 3.2.1.1** Name of the complainant;
 - 3.2.1.2** Full address and or electronic mail address of the complainant;
 - 3.2.1.3** GSM Number
 - 3.2.1.4** A signed statement of the factual basis for the complaint with attached supporting documents;
 - 3.2.1.5** Date.



3.3 Recording and Documentation

- 3.3.1** All complaints received at NGX Group are recorded in NGX Group's Complaints' Register maintained by IAD.
- 3.3.2** The Complaints' Register contains the following details where applicable:
 - 3.3.2.1** Name of Complainant;
 - 3.3.2.2** Contact Address, Electronic mail address and Mobile number of the Complainant;
 - 3.3.2.3** Date of receipt of Complaint;
 - 3.3.2.4** Date Complaint was logged;
 - 3.3.2.5** Reference number of Complaint
 - 3.3.2.6** Entity / Department within the NGX Group against whom the complaint is made
 - 3.3.2.7** Nature of Complaint;
 - 3.3.2.8** Summary of Complaint;
 - 3.3.2.9** Summary of actions taken by NGX Group or its Subsidiary;
 - 3.3.2.10** Status of complaint which can be: ongoing, partially resolved, referred for further investigation, referred to any law enforcement agency, referred to the Commission, resolved; and date of resolution.
 - 3.3.2.11** Remarks/Comments.

3.4 Allocation of Reference Codes

- 3.4.1** All complaints received at NGX Group are allocated a unique reference code for ease of tracking/identification of the complaint by following the procedures outlined in 3.5 below. The reference codes are used for tracking the complaints until they are successfully resolved or transferred to the Commission.

3.5 Procedures for Allocation of Reference Code to Complaints Received

- 3.5.1** The following procedures shall be followed in allocating reference codes to complaints received at NGX Group by IAD:
- 3.5.2** The codes allocated to Complaints shall be alphanumeric and in the following order and meaning:
 - 3.5.2.1** NGXG: All codes shall be prefixed with the abbreviation "NGXG" to indicate the complaint was received at NGX Group;
 - 3.5.2.2** Year: The prefixed NGXG shall be followed by the year in which the complaint was received. For example, "2021" or "2022" as the case may be;
 - 3.5.2.3** Type: Complaint type shall be represented with the following symbols which shall have the meaning indicated against each symbol;
 - 3.5.2.4** IA: For complaints against NGX Group (code to be adopted by Internal Audit Department);
 - 3.5.2.5** Serial Number: A three-digit serial number following the format 001,002 etc. shall follow the abbreviation for the complaint to complete the code for a complaint.



3.5.2.6 Examples – Sample codes are generated as follows NGXG/IA/CM/001/01/21 - shall be allocated to the first complaint against NGX Group received in January 2021 by the Complaints Management Unit of the Internal Audit Department.

SECTION 4: SHAREHOLDERS COMPLAINTS PROCEDURE

4.1 Complaints from Shareholders

- 4.1.1** This Shareholders Complaint Procedure (“SCP”) has been prepared pursuant to the requirements of the Securities & Exchange Commission's Rules Relating to the Complaints Management Framework of the Nigerian Capital Market ("SEC Rules") issued on 16th February, 2015 and The Nigerian Stock Exchange Directive (NSE/LARD/LRD/CIR6/15/04/22) to all Listed Companies ("the NSE Directive") issued on 22nd April, 2015.
- 4.1.2** This Procedure sets out the broad framework by which NGX Group and DataMax Registrars Limited, its Registrar, will provide assistance regarding shareholder issues and concerns. It also provides the opportunity for NGX Group's shareholders to provide feedback to the Group on matters that affect shareholders.
- 4.1.3** This Procedure only relates to NGX Group's shareholders and does not extend to its customers, suppliers or other stakeholders.

4.2 Objective

This Shareholders Complaint Procedure is designed to ensure that Complaints and enquiries from NGX Group's shareholders are managed in a fair, impartial, efficient and timely manner.

4.3 NGX Group's Commitment

- 4.3.1** NGX Group is committed to providing high standards of services for shareholders, including:
 - 4.3.1.1** Providing a platform for efficient handling of shareholder complaints and enquiries;
 - 4.3.1.2** Enabling shareholders to have shareholder related matters acknowledged and addressed;
 - 4.3.1.3** Providing sufficient resources to ensure that shareholders' complaints and enquiries are dealt with adequately, and in an efficient and timely manner; and
 - 4.3.1.4** Facilitating efficient and easy access to shareholder information.

4.4 Procedure for Handling Shareholder Complaints/Enquiries

Shareholders can make Complaints/Enquiries and access relevant information about their shareholdings in the following manner:

4.5 Contact the Registrar:

- 4.5.1** Shareholders who wish to make a complaint/ enquiry shall in the first instance contact the Registrar (see the contact details set out in Sections 4.10 of this Procedure);



- 4.5.2** The Registrar manages all the registered information relating to all shareholdings, including shareholder name(s), shareholder address and dividend payment instructions amongst others.
- 4.5.3** Upon receipt of a Complaint or an enquiry, the Registrar shall immediately provide the relevant details of such complaint or enquiry to NGX Group for monitoring, record keeping and reporting purposes;
- 4.5.4** In resolving complaints or enquiries, the Registrar shall be guided by the timelines stipulated in Section 2.1 of this CMP.

4.6 Contact NGX Group's Company Secretary

If the Registrar is unable to satisfactorily address shareholders' enquiries and resolve their complaints, then shareholders should contact the office of the Company Secretary (See the contact details set out in sections 4.11 of this Procedure).

4.7 Shareholder's Complaints/Enquiries Received Directly by NGX Group

4.7.1 Where a complaint or an enquiry is sent to NGX Group directly, the Group upon receipt of the complaint or enquiry, shall use its best endeavours to ensure that:

4.7.1.1 Relevant details of the complaint or enquiry are immediately recorded;

4.7.1.2 A response is provided by the Group or the Registrar within the time frame set out in sub-clauses a-f below:

- a) Complaints or enquiries received by e-mail are acknowledged within two (2) working days of receipt;
- b) Complaints or enquiries received by post are responded to within five (5) working days of receipt;
- c) Complaints or enquiries are resolved within ten (10) working days of receipt;
- d) the Registrar is notified, within two (2) working days, of the resolution of a shareholder's complaint or enquiry;
- e) Where a complaint/ enquiry cannot be resolved within the stipulated time frame set out above, the shareholder shall be notified that the matter is being investigated. Delays may be experienced in some situations, including where documents need to be retrieved from storage;
- f) The same or similar medium that was used for the initial enquiry is used in providing a response (whether by email, phone, post or fax), unless otherwise notified to or agreed with the shareholder;

4.8 Electronic Complaints Register and Quarterly Reporting Obligations

4.8.1 NGX Group shall maintain electronic complaints register.

4.8.2 The electronic complaints register shall include the following information:



- 4.8.3** The date that the enquiry or complaint was received.
- 4.8.4** Complainant's information (including name, address. Telephone number, e-mail address).
- 4.8.5** Nature and Details of the enquiry or complaint.
- 4.8.6** Action Taken/ Status.
- 4.8.7** Date of the Resolution of the complaint.
- 4.8.8** NGX Group shall also provide information on the details and status of complaints to the Securities and Exchange Commission on a quarterly basis.

4.9 Liaison with The Registrar

4.9.1 During the course of investigating a shareholder's enquiry, complaint or feedback, NGX Group may liaise with the Registrar. NGX Group 's engagement with the Registrar will include:

- 4.9.1.1** Determining the facts;
- 4.9.1.2** Determining what action has been undertaken by the Registrar (if any); and
- 4.9.1.3** Coordinating a response with the assistance of the Registrar.

4.10 Contact Details of the Registrar

The Registrar may be contacted as follows:

DataMax Registrars Limited

DataMax Group

2C, Gbagada Expressway,
By Beko Ransome Kuti Park
Lagos State

07064000751, 07064000752, 07064000758, 0700DATAMAX

datamax@datamaxregistrars.com

www.datamaxgroup.ng

4.11 Contact Details of NGX Group's Company Secretary

Shareholders seeking to escalate unresolved complaints are invited to contact the Company Secretary as follows:

Corporate Head Office

Stock Exchange House | 2-4 Customs Street | Lagos, Nigeria

Office of the Company Secretary

2-4 Customs Street, Lagos

madeola@ngxgroup.com

Call Center: 2347002255673)

contactcenter@ngxgroup.com

ngxgroup.com

4.12 Contact Details of NGX Group's Investor Relations

Investor Relations Contact



**Investor Relations Department
Nigerian Exchange Group**

2-4 Customs Street, Lagos

ir@ngxgroup.com

+234-1-4489363, +234-1-4489373

Call Center: 0700CALLNSE (07002255673)

4.13 Accessibility of This CMP

4.13.1 This Procedure shall be hosted on the Company's website;

4.13.2 A copy of this CMP shall also be made available to all Subsidiaries within the NGX Group.

SECTION 5: COMPLAINT REPORTING PROCEDURES

5.1 Procedure for Quarterly Reports – Consolidated Quarterly Report to The Commission

5.1.1 Group Internal Audit Department shall be responsible for collating Complaint relating to NGX Group

5.1.2 The report shall be in the format prescribed by the Commission

5.1.3 Complaint Management Report of NGX Group shall be filed with the Commission on or before the last working day of the month following the end of a quarter.

5.1.4 The quarterly reports are without prejudice to the various cases referred to the Commission by the various departments based on the 20 days' time frame allowed in the rules.

SECTION 6: ROLES AND RESPONSIBILITIES

6.1 Board of Directors

6.1.1 Has ultimate responsibility for this CMP.

6.1.2 Adopts and approves this CMP.

6.1.3 Familiarises itself and adheres to the CMP.

6.1.4 Initiate any disciplinary action required for any breach of this CMP.

6.1.5 Institute and maintain measures and controls to ensure adherence to this CMP.

6.2 Group Managing Director/Chief Executive Officer)

6.2.1 Considers and approves this CMP.

6.2.2 Minutes any exceptions or deviations allowed in terms of this CMP.

6.2.3 Review reports on non-compliance with this CMP.

6.3 Heads of Departments/Heads of Units (collectively referred to as "HODs")

6.3.1 Familiarise themselves with and adhere to this CMP and other related Guidelines as may become necessary.



Ensure that all employees in their respective Departments/Units familiarise themselves with and comply with this CMP.

SECTION 7: CONCLUSION

This CMP has been developed to adhere to the requirements of the Framework and to ensure that all complaints received at The NGX Group go through standard procedures as set out above.