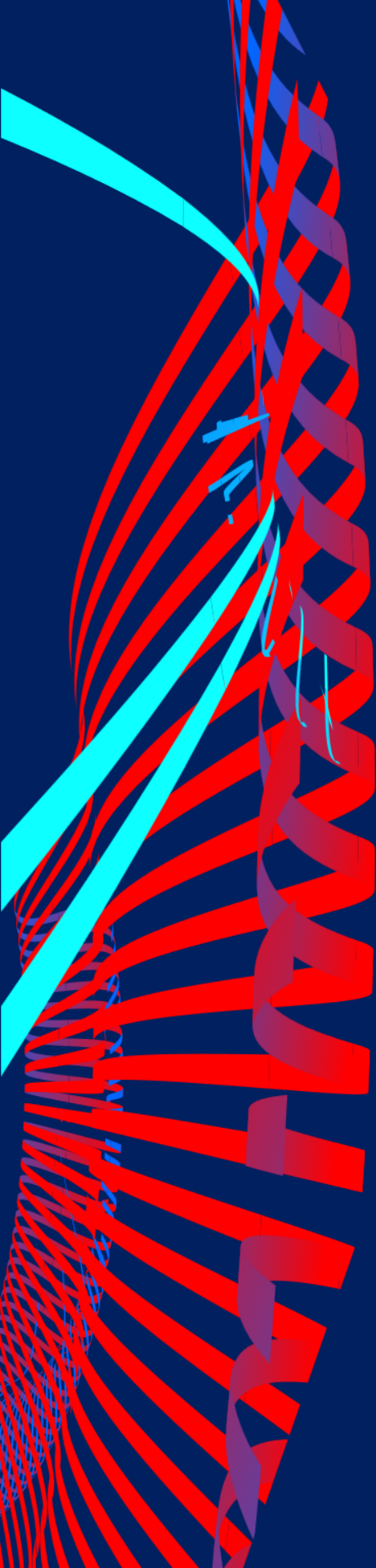




EQUILIBRIUM™

Sustainable Corporate Governance for Progressive Organizations



WHO WE ARE
WWW.ZIRCONSTRATEGY.COM

Zircon Strategy is a full service leading commercial law firm headquartered in Nigeria. Our track record of providing specialist legal services in the fields of corporate and commercial law is renown. With a team of 14 full time specialized Lawyers and over 75 affiliate Lawyers, we are distinguished by the quality and excellency of our legal services.

We draw on our unique knowledge of business environments and in-depth understanding of socio-political microclimates to advise our clients on a wide range of legal matters. Our aim is to assist our clients in achieving their objectives as efficiently as possible while minimizing the legal and regulatory risks. We deliver unique client experiences, going beyond the standard application of law by partnering with each client and delivering specialised focused solutions, and the best possible outcome.

We understand that for founders and executive leaderships, business matters require a strategic analysis of the costs and benefits associated with taking certain decisions. Strategic direction is critical, and the need for an experienced guide for developing a cost-effective strategy and a legal team prepared to put that plan in motion, cannot be over-emphasized. With a combination of solid expertise and cumulative experiences that stretches into several decades of representation of clients in varied industries, our attorneys can understand your business objectives and provide effective solutions to help you meet your business goals. You can always trust us at Zircon Strategy to attend you to the most cost-effective way forward.

Our experienced, results-oriented attorneys know how to cut through the red tape and have built a reputation for speed without compromising quality. We deftly navigate the complex web of bureaucratic agencies. We give you the advantage of sophisticated and practical solutions to the plethora of challenges attendant with running an enterprise efficiently. When you bring us to the table, you can expect incomparable service, precise expertise and cost-effective solutions.

THE EQUILIBRIUM™ LEAD TEAM

Our attorneys bring to the table years of expertise and experience in commercial and corporate law, having worked both in the private sector, as in-house counsels for multinationals, as well as within state enterprises and parastatals. This means that we are equipped to offer high quality and effective legal services from a targeted and informed perspective. We are also able to handle highly complex, time-sensitive projects because of the superior level of experience and knowledge our firm possesses. We give you the advantage of sophisticated and practical solutions to the plethora of challenges attendant with running an enterprise efficiently.



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THE EQUILIBRIUM™

The EQUILIBRIUM™ is a specialist sub-group of Zircon Strategy providing top of the class corporate governance advisory to organizations across diverse industries, countries, and sectors (public or private). Specifically, we develop a bouquet of 25 internal policies and operating manuals to guide best practices in management in compliance with extant laws.

Our good governance mastery, complemented by our knowledge of investor and shareholder behavioral patterns enable us to develop tailor-made corporate policies that help organizations scale. The EQUILIBRIUM™ Pack enables shareholders and executive management to make informed decisions on issues of corporate governance, succession planning, board evaluation, gender diversity, social and environment policy, sustainability, executive compensation, staff administration, procurement, risk management, *et al.* We set clear expectations and engagement maps to ensure that there are no complexities along the way, in the shareholder/director/staff collaboration.

THE EQUILLIBRIUM™ QUADRANT



POLICIES



PEOPLE



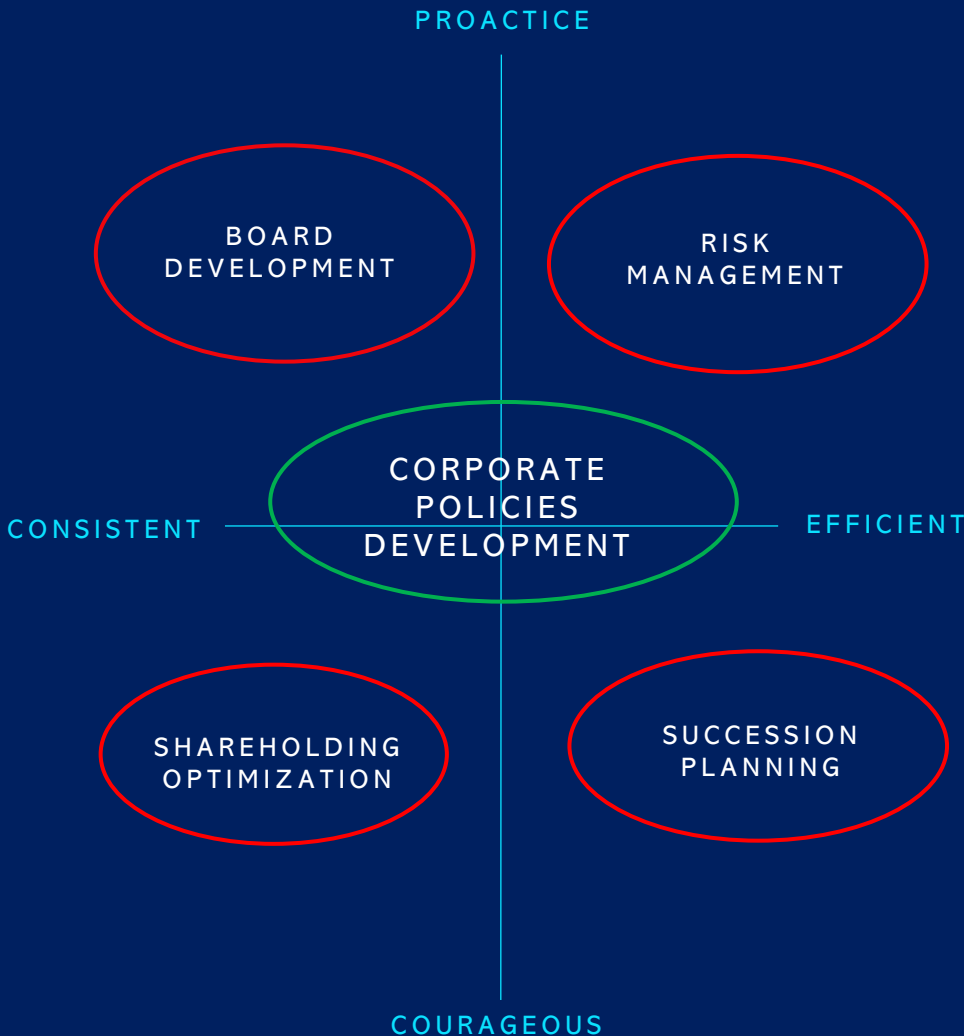
PROCESSES



TOOLS

THE EQUILIBRIUM™ PACK

In the EQUILIBRIUM™, we generate bespoke corporate policies and operating manuals that foster effective decision-making and enhance shareholder value in your organization. Our 'over the bar' approach enables us to channel our multi-dimensional mastery into crafting sustainable policies to help you maximize your profitability. Our expertise is tactical and strategic, earned through first rate experience advising multinational businesses and Boards of Directors and Board Committees.



INTERNAL POLICIES & OPERATING MANUALS - BOUQUET OF 25

The corporate policies developed in the EQUILIBRIUM™ for your organization include, but are not limited to, the below policies.

Further, as part of our implementation phase, two trainings are organized for the Board and Executive Management of your organization; these are Masterclasses on – (a) Transformational Leadership; and (b) Anti-money Laundering and Counter-fraud.

In addition, we deploy our AI powered internal dispute resolution software (U-Resolve), for your staff disciplinary process.

1. Board Charter and Code of Corporate Governance
2. Board Selection Policy
3. Non-Executive Directors Compensation Policy
4. Succession Policy
5. Matrix of Authority
6. Dividend Policy
7. Shareholders Engagement Policy
8. Business Risk Management Policy
9. Code of Ethics and Business Conduct
10. Procurement and Supply Chain Policy
11. Anti-Bribery and Corruption Policy
12. ICT Policy
13. Third Party and Employee Due Diligence Policy
14. Conflicts of Interest Policy
15. Human Resources Policy
16. Employee Handbook
17. Employee Disciplinary Policy
18. Whistleblowing Policy
19. Data Protection, Records Retention and Obliteration Policy
20. External Communications and Media Relations Policy
21. Anti-money Laundering, Counter fraud, and Terrorism Financing Policy
22. Board Committees' Terms of Reference (maximum of 4)

THE EQUILIBRIUM™ SERVICE PROCESS

Resultant from a high-level preliminary governance audit process, we generate a Corporate Governance Analysis Report (CGAR), to provide you with an accurate breakdown of identified areas of risk in your organization. Our CGAR effectively takes into consideration over 50 governance parameters relating to pertinent pillars of a good governance system. The CGAR would be a detailed interpretation of each audit activity and would proffer practical solutions to the risks identified. Our underlying experience in other areas of law and enterprise also come to bear in our CGAR analysis. Further to the CGAR, we then develop the bouquet of 25 corporate policies for your organization.



AUDIT



DEVELOP



IMPLEMENT



CLOSE

- Governance Audit, Process Review, Gap Survey & Analysis;
- Board Skills and Diversity Audit;
- Statutory Compliance Audit;
- Corporate Secretariat Performance, Productivity and Efficiency Evaluation;
- Meetings Efficiency Audit;
- Anti-Corruption and Anti-Money Laundering Compliance Audit;
- Management Sensitivity Analysis and Evaluation.

- Production of the CGAR;
- Board Succession Planning;
- Director Effectiveness Reviews and Performance Assessment Planning;
- Board Evaluation and Performance Matrix Development;
- Risk Management Planning – Insurance and Indemnities;
- Formulation of Internal Dispute Resolution Framework;
- Development and Drafting of the Bouquet of 25 corporate policies.

- Presentation of draft policies before the Executive Management;
- Presentation of draft policies before the Board of Directors;
- Liaising with company secretary to facilitate Board adoption;
- Holding of Masterclasses on Transformational Leadership; and Counter-fraud.
- Deployment, training, and onboarding of staff of your organization onto the UResolve software.

- Delivery of hard-copy Polices to all Board members and Ex. Management;
- Facilitating publication on organization's website;
- Training of staff and relevant stakeholders on the adopted policies;
- Facilitating any required regulatory filings, by your Secretary.

BENEFITS TO YOUR ORGANIZATION

Sustainable corporate governance plays a vital role in driving organizational and societal efficiency. The EQUILIBRIUM™ Pack formulates a united vision for your business to ensure that the business retains an enduring role in the industry and scales with ease.

RISK MITIGATION

An effective corporate governance framework helps to mitigate risks, providing shareholders with the comfort that their interests will be safeguarded by the board and management.

A good governance framework will also induce reflection on exit strategies, giving additional comfort to prospective shareholders deciding whether to invest in the company.

HIGHER STAFF RETENTION

A well-defined vision and direction enhance staff motivation and retention, making it easier to penetrate the market, attract and retain the best of scarce talent.

Increasing staff retention reduces overheads and improves staff satisfaction. Organisations with strong corporate governance frameworks retain staff easily because they offer a positive and stable environments to work in.

INCREASED PROFIT

Sound corporate governance builds trust, predictability, and investor confidence. A robust financial management reporting system increases investor and bank confidence, improves access to capital, and lowers the cost of equity and capital, resulting in an optimised capital flow, fact-based decisions, reduced costs, and improved sales margins.

Rules also reduce the potential for fraud and malpractices amongst employees.

CONTACT US

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