



FINANCIAL REPORTING COUNCIL OF NIGERIA
(Federal Ministry of Industry, Trade & Investment)

**FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE NIGERIAN
CODE OF CORPORATE GOVERNANCE 2018**

Section A: Introduction

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognizes that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

Please read the instructions below carefully before completing this form:

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

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Section B – General Information

S/No.	Items	Details
i.	Company Name	HONEYWELL FLOUR MILLS PLC
ii.	Date of Incorporation	JUNE 21 1983
iii.	RC Number	55495
iv.	License Number	
v.	Company Physical Address	1 GOLDEN PENNY PLACE, WHARF ROAD, APAPA, LAGOS
vi.	Company Website Address	www.honeywellflour.com
vii.	Financial Year End	31 ST MARCH, 2023
viii.	Is the Company a part of the group? Yes/No If yes, please state the name of the Holding Company	NO
ix.	Name and Address of Company Secretary	OSOMOMEN L. OLUKOYA 1 GOLDEN PENNY PLACE, WHARF ROAD, APAPA, LAGOS.
x.	Name and Address of External Auditor(s)	BAKERTILLY LIMITED (CHARTERED ACCOUNTANTS) KRESTA LAUREL COMPLEX (4 TH FLOOR), 376, IKORODU ROAD, MARYLAND, LAGOS.
xi.	Name and Address of Registrar(s)	ATLAS REGISTRARS LIMITED 34 ERIC MOORE ROAD, IGANMU LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	1. Name: OSOMOMEN L. OLUKOYA Email: oolukoya@fmmplc.com Phone No: 09088328458 2. Name: MATTHEW CHADZIMURA Email: mchadzimura@fmmplc.com Phone No: 09088947477
xiii.	Name of the Governance Evaluation Consultant	
xiv.	Name of the Board Evaluation Consultant	

Section C - Details of Board of the Company and Attendance at Meetings

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1.	MR. BOYE OLUSANYA	CHAIRMAN	MALE	2022	SATISFACTORY
2.	MR. NASSIB RAFFOUL	MD/CEO	MALE	2022	SATISFACTORY
3.	MRS. KATE OSAMEDE IKETUBOSIN	INDEPENDENT-NON-EXECUTIVE DIRECTOR	FEMALE	2022	SATISFACTORY
4.	MR. ANDERS KRISTIANSSON	NON-EXECUTIVE DIRECTOR	MALE	2022	SATISFACTORY
5.	MR. JOSEPH UMOLU	NON-EXECUTIVE DIRECTOR	MALE	2022	SATISFACTORY
6.	MR. OLANREWAJU JAIYEOLA	NON-EXECUTIVE DIRECTOR	MALE	2019	SATISFACTORY
7.	MR. SADIQ USMAN	NON-EXECUTIVE DIRECTOR	MALE	2022	SATISFACTORY
8.	MR. VLASIOS LIAKOURIS	NON-EXECUTIVE DIRECTOR	MALE	2002	SATISFACTORY

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Attendance at Board and Committee Meetings As At January 2022:

BOARD MEETINGS

S/N	FMN BOARD MEETING	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF BOARD MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF BOARD MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. BOYE OLUSANYA	CHAIRMAN	4	3 ¹
2.	MR. NASSIB RAFFOUL	GROUP MD/CEO	4	4
3.	MRS. KATE OSAMEDE IKETUBOSIN	INDEPENDENT NON-EXECUTIVE DIRECTOR	4	4
4.	MR. ANDERS KRISTIANSSON	NON-EXECUTIVE DIRECTOR	4	3
5.	MR. JOSEPH UMOLU	NON-EXECUTIVE DIRECTOR	4	4
6.	MR. OLAREWaju JAIYEOLA	NON-EXECUTIVE DIRECTOR	4	3
7.	MR. SADIQ USMAN	NON-EXECUTIVE DIRECTOR	4	3 ²
8.	MR. VLASSIS LIAKOURIS	NON-EXECUTIVE DIRECTOR	4	4 ³

STATUTORY AUDIT COMMITTEE

S/N	MEMBERS OF STATUTORY AUDIT COMMITTEE	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. ADEBAYO ADETUNJI ADELEKE	CHAIRMAN	4	4
2.	MR. JOHN OGUNDIPE	MEMBER	4	4
3.	MR. MORENIKE OMILABU	MEMBER	4	4
4.	MRS. KATE OSAMEDE IKETUBOSIN	MEMBER	4	4
5.	MR. ANDERS KRISTIANSSON	MEMBER	4	3
6.	MRS. OSOMOMEN OLUKOYA	SECRETARY	4	4

BOARD AUDIT AND RISK MANAGEMENT COMMITTEE

S/N	MEMBERS OF AUDIT AND RISK MANAGEMENT COMMITTEE ⁴	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. ANDERS KRISTIANSSON	CHAIRMAN		
2.	MR. LANRE JAIYEOLA	MEMBER		
3.	MR. JOSEPH UMOLU	MEMBER		
4.	MR. VLASIOS LIAKOURIS	MEMBER		
5.	MR. SADIQ USMAN	MEMBER		

REMUNERATION AND GOVERNANCE COMMITTEE

S/N	MEMBERS OF REMUNERATION AND GOVERNANCE COMMITTEE ⁵	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MRS. KATE OSAMEDE IKETUBOSIN	CHAIRMAN		
2.	MR. UMOLU JOSEPH	MEMBER		

¹ Mr. Olusanya attended the meeting 3 times, one of which he was represented by an alternate.

² Mr. Usman attended the meeting 3 times, one of which he was represented by an alternate.

³ Mr. Liakouris attended the meeting 4 times, one of which he was represented by an alternate.

⁴ Following the official take-over of Honeywell Flour Mills, the new Board constituted the Members of the Audit and Risk management committee at its Board meeting held on Thursday, 26th January, 2023.

⁵ Following the official take-over of Honeywell Flour Mills, the new Board constituted the Members of the Remuneration and Governance committee at its Board meeting held on Thursday, 26th January, 202.

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3.	MR. VLASIOS LIAKOURIS	MEMBER		
4.	MR. SADIQ USMAN	MEMBER		

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	MR. NASSIB RAFFOUL	MANAGING DIRECTOR	MALE
2.	MRS. OSOMOMEN OLUKOYA	COMPANY SECRETARY	FEMALE
3.	MR. MATTHEW CHADZIMURA	FINANCE DIRECTOR	MALE
5.	MR. TAYO ILORI	SUPPLY CHAIN DIRECTOR	MALE
6.	MR. OLUSEYE OGUNWOLE	HEAD, NATIONAL SALES (BUSINESS TO BUSINESS) B2B	MALE
7.	MR. NARENDRA NAGARKAR	HEAD, NATIONAL SALES (BUSINESS TO CUSTOMERS)	MALE
8.	MR. BABATUNDE ADEBAYO	HEAD, OPERATIONS, SAGAMU	MALE
9.	MRS. OLABISI DUDUYEMI	HEAD, HUMAN RESOURCES	FEMALE
10.	MR. GBOLARO OLULADE	HEAD, CORPORATE STRATEGY	MALE

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</p> <p><i>"A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company"</i></p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p>	<p>YES</p> <p>It was last reviewed in January, 2021</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>"The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity"</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>The Directors' experience covers the areas listed below:</p> <p>Accountancy, Corporate Finance, Manufacturing Operations, Milling, Economics, Banking and Legal</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes, the board has practices in place to ensure diversity in employment and representation on the board.</p> <p>Mid level</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No</p>	<p>Yes, there are.</p>

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Principles	Reporting Questions	Explanation on application or deviation
	If yes, state names of the directors and the companies?	1. Mr. Boye Olusanya: Axxela Group (NED), Nigerian Economic Summit Group (NESG) and M-Kudi Nigeria Limited. 2. Mrs. Kate Osamede Iketubosin: Stern & Kay Consulting Ltd (ED) Petunia Books Limited (NED) and Amazon Investment and Consulting Limited (NED) 3. Mr. Sadiq Usman: Fastnet Capital Limited (NED) and Shamsuddeen Usman Foundation
	iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No If yes, provide the names of the Committees.	No
Principle 3: Chairman <i>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i>	i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.	No
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	None
	iii) Is the Chairman an INED or a NED?	NED
	iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?	No
	v) When was he appointed as Chairman?	27 th May, 2020 at its first Board meeting following the acquisition.
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes The Chairman's roles and responsibilities are clearly defined in the Board Charter
Principle 4: Managing Director/ Chief Executive Officer <i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	Yes
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	The Board Committees were just newly constituted on Thursday, 26 th January, 2023
	iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)?	No
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	
Principle 5: Executive Directors <i>Executive Directors support the Managing Director/Chief</i>	i) Do the EDs have contracts of employment? Yes/no	Yes
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No	Yes

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Principles	Reporting Questions	Explanation on application or deviation
<i>Executive Officer in the operations and management of the Company</i>	if no, in which document are the roles and responsibilities specified?	
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	No
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	Yes
Principle 6: Non-Executive Directors <i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes The roles and responsibilities of the NEDs are clearly defined in the Board Charter.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes.
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	Yes The information is provided at all Board meetings which holds on a quarterly basis.
	v) What is the process of ensuring completeness and adequacy of the information provided?	The Company Secretary liaises with the relevant business units lead in order to ensure completeness of information relating to the management of the Company and provided to directors at the Board meetings.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes
Principle 7: Independent Non-Executive Directors <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes
	ii) Are there any exceptions?	No
	iii) What is the process of selecting INEDs?	Recruitment requirement are streamlined with the Remuneration and Governance Committee
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes, they do. Annually They do this during the recruitment process and through review of transaction involving the company during the annual Board evaluation.

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Principles	Reporting Questions	Explanation on application or deviation
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	No
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No
	ix) What are the components of INEDs remuneration?	Sitting allowances and Director's fee
Principle 8: Company Secretary	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is in-house.
<i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	ii) What is the qualification and experience of the Company Secretary?	BL, LLB, ACIS with over 20 years of seasoned experience in legal practice.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes
	iv) Who does the Company Secretary report to?	The Company Secretary functionally reports to the Board through the Chairman and administratively reports to the MD/ CEO.
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal process of the Company Secretary is done by the Board.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	MD/CEO and the Chairman.
Principle 9: Access to Independent Advice	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented?	Yes It is documented in the Board Charter
<i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	ii) Who bears the cost for the independent professional advice?	The Company bears the cost.
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No
Principle 10: Meetings of the Board	i) What is the process for reviewing and approving minutes of Board meetings?	The minutes of the last meeting are reviewed by the Chairman prior to meetings and approved by members after detailed review at the meeting
<i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	ii) What are the timelines for sending the minutes to Directors?	The minutes are sent to the Directors promptly. However, action points are sent to the Directors involved as soon as required.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Directors who do not meet the Company Policy on meeting attendance stand a chance of being removed from the Board. The Chairman addresses the Board on this subject matter regularly. However, Honeywell Flour Mills Plc does not have this challenge.
	i) Do the Board Committees have Board-approved Charters which set out their	Yes

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Principles	Reporting Questions	Explanation on application or deviation
<p>Principle 11: Board Committees</p> <p><i>"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"</i></p>	responsibilities and terms of reference? Yes/No	
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The minutes are reviewed by the Chairman of the Committee prior to meetings and approved by members after detailed review at the meeting
	iii) What are the timelines for sending the minutes to the directors?	The minutes are sent to the Directors at least one (1) week before Committee meetings. However, action points are sent to the Directors involved as soon as required.
	iv) Who acts as Secretary to board committees?	The Company Secretary
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	Committee "A and B " are merged into one Remuneration and Governance Committee while "C" and "D" are merged into one as Audit and Risk Management Committee
	vi) What is the process of appointing the chair of each committee ?	The Chairman recommends the suitable candidates for review and the Board approves.
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	3:1
	viii) Is the chairman of the Committee a NED or INED ?	INED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	No However, a Succession Plan Policy is in the works.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee charters shall be reviewed biennially ⁵ .
	xi) How does the committee report on its activities to the Board?	The Committee reports its activities to the Board immediately after its meeting.
	Committee responsible for Remuneration	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	1:3
	xiii) Is the chairman of the Committee a NED or INED?	INED
	Committee responsible for Audit	
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes	
xvi) What are their qualifications and experience?	B.Sc. Economics, FCA, B.A, MBA, LLB, B.SC. Finance	

⁵ The Company just constituted its committee meeting at the Board meeting that held on the 26th of January, 2022.

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Principles	Reporting Questions	Explanation on application or deviation
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Mr. Anders Kristiansson Mr. Lanre Jaiyeola
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Audit and Risk management committee reviews the internal auditor's report quarterly.
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes.
	xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance with the internal control framework through quarterly review of Internal Control Reports and level of compliance by the business and recommendations from Internal Control Reports.
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	There are practice measures monitored by our finance team to that effect.
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	The schedule is for the Audit and Risk Management Committee to meet quarterly.
Committee responsible for Risk Management		
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	NED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee reviews the adequacy and effectiveness of the Risk Management Controls on an annual basis.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes Every 2 years.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	Quarterly
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	Yes
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	The CRO shall attend all the meetings as soon as the meetings are scheduled.
Principle 12: Appointment to the Board	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes

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Principles	Reporting Questions	Explanation on application or deviation
<p><i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i></p>	ii) What criteria are considered for their appointment?	Integrity, reputation and commitment. Familiarity with the commercial and economic environment. Regional balancing. Good network in FMN areas of business. Gender diversity.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	Detailed review of profiles of scouted candidates by the Remuneration and Governance Committee in line with above identified criteria
	iv) Is there a defined tenure for the following. a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	No
	v) Please state the tenure	
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes., the criteria for Board appointments are refreshed periodically.
	<p>Principle 13: Induction and Continuing Education</p> <p><i>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</i></p>	i) Does the Board have a formal induction programme for new directors? Yes/No
ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.		Yes 17 th September, 2022
iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.		Yes.
iv) How do you assess the training needs of Directors?		Directors make suggestions on training areas during annual board evaluation. Questionnaires touching on training areas are filled by Directors and the suggestions are later reviewed by Company Secretary and the Chairman.
v) Is there a Board-approved training plan? Yes/No		Yes, there is a Board-approved training plan.
vi) Has it been budgeted for? Yes/No		Yes
<p>Principle 14: Board Evaluation</p> <p><i>"Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives"</i></p>		i) Is there a Board-approved policy for evaluating Board performance? Yes/No
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	No. We intend to conduct a Board evaluation exercise In-House after the year ended 31 st March, 2023
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	

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Principles	Reporting Questions	Explanation on application or deviation
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	
Principle 15: Corporate Governance Evaluation <i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	NO.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	
	iii) If yes, please indicate the date of last presentation.	
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	
Principle 16: Remuneration Governance <i>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</i>	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes, there is a Board-approved Directors' remuneration policy. It is usually reviewed on a yearly basis.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Director's Fee- N1,000,000 Sitting Allowance- N200,000
	iii) Is the remuneration of NEDs presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes
	iv) What portion of the NEDs remuneration is linked to company performance?	None
	v) Is there a Board-approved remuneration policy for Executive and Senior management? Yes/No If yes, to what extent is remuneration linked to company performance?	Yes. The Annual Incentive Plan is linked to performance.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or Directors fees? Yes/No	No
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	No.
Principle 17: Risk Management <i>"A sound framework for managing risk and ensuring an effective internal control system is essential for</i>	i) Has the Board defined the company's risk appetite and limit? Yes/No	Yes.
	ii) How often does the company conduct a risk assessment?	The company conducts risk assessments on an annual basis
	iii) How often does the board receive and review risk management reports?	Quarterly

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Principles	Reporting Questions	Explanation on application or deviation
achieving the strategic objectives of the Company"		
Principle 18: Internal Audit "An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes
	ii) Does the company have a Board-approved internal audit charter? Yes/No	Yes
	iii) Is the head of internal audit a member of senior management? Yes/No	Yes
	iv) What is the qualification and experience of the head of internal audit?	MBA, FCA , ACTI . He is also an experienced internal Auditor with over 17 years' experience.
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	Yes
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	Yes 2022
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	MD/CEO and the Board Audit and Risk committee.
Principle 19: Whistleblowing "An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes 2017
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	Yes
Principle 20: External Audit "An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	Statutory Audit Committee will recommend to the Board and the Board will recommend to the Shareholders at the General Meeting.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	Shareholders at General Meetings

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Principles	Reporting Questions	Explanation on application or deviation
to stakeholders on the reliability of the financial statements"	iii) When was the first date of appointment of the External auditors?	September, 2019
	iv) How often are the audit partners rotated?	The audit partners are usually rotated every 7 years
Principle 21: General Meetings <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Notices, annual reports and any other relevant information were dispatched to Shareholders 21 days before the date of the last meeting.
	ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? Yes/No	Yes, physically and virtually
Principle 22: Shareholder Engagement <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i>	i) Is there a Board-approved policy on shareholders' engagement? Yes/No if yes: a) when was it last reviewed? b) Is the policy hosted on the company's website?	Yes Yes
	ii) How does the Board engage with Institutional Investors and how often?	The Board engages with Institutional Investors through its Investors portal on the Company's website and through the company investors contacts and engagement.
Principle 23: Protection of Shareholder Rights <i>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</i>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No	Yes
Principle 24: Business Conduct and Ethics <i>"The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence"</i>	i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? Yes/No If yes: a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties	Yes. Yes Yes.
	ii) When was the date of last review of the policy?	The last review was done in 2014 however, review process is ongoing presently.

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Principles	Reporting Questions	Explanation on application or deviation
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No	Yes
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	Reprimand, warning letters, suspension, termination and dismissal.
<p>Principle 25: Ethical Culture</p> <p><i>"The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence"</i></p>	<p>i) Is there a Board- approved policy on insider trading? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p>	<p>Yes</p> <p>The Company Secretary monitors the insider dealing lists and transactions involving insiders whilst liaising the Registrars.</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p> <p>c) Is the policy applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify) 	<p>Yes, the Company has an approved policy on related party transactions.</p> <p>In line with the Nigerian Transfer Pricing Regulation (2018), FMN and its subsidiaries have an instituted policy which governs transactions between all legal entities. Transactions between related parties are re-assessed every January, with the most recent revision in Jan 2023. The policy covers sales of goods and services between all legal entities but exclude transactions between the legal entities and Board/senior management/employees of the companies.</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>Related party transactions are duly reviewed and disclosed by the statutory auditors in line with the provisions of <i>International Accounting Standards (IAS) 24 – Related party disclosures</i>.</p>
	<p>iv) Does the company have a Board-approved policy on conflict of interest? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p> <p>c) Is the policy applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Senior management 2. Other employees (Specify) 	<p>Yes</p> <p>This is linked with the company's Code of Conduct and same is applicable to all Employees, Senior Management and Directors.</p>
<p>Principle 26: Sustainability</p> <p><i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen"</i></p>	<p>i) Is there a Board-approved sustainability policy? Yes/No</p> <p>If yes, when was it last reviewed?</p>	<p>Yes</p> <p>2019</p>
	<p>ii) How does the Board monitor compliance with the policy?</p>	<p>Monitoring is done through the relevant reports presented to the Board by management on sustainability matters.</p>
	<p>iii) How does the Board report compliance with the policy?</p>	<p>The Board reports compliance with the policy through its annual report and Sustainability report.</p>

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Principles	Reporting Questions	Explanation on application or deviation
<i>contributing to economic development"</i>	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	Yes
Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	Yes
	ii) Does the Company have an up-to-date investor relation portal? Yes/No If yes, provide the link.	Yes www.honeywellflour.com
Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No	Yes
	ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	No

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Section F – Certification

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

Chairman of the Board of Directors
Name: MR. OMOBOYEDE OLUSANYA

Signature: 

Date: 30/01/2023

Chairman of the Committee responsible for Governance
Name: MRS. KATE IKETUBOSIN

Signature: 

Date: 31/1/2023

Managing Director/Chief Executive Officer
Name: MR. NASSIB RAFFOUL

Signature: 

Date: 30-Jan-2023

Company Secretary/Chief Compliance Officer
Name: MRS. OSOMOMEN OLUKOYA

Signature: 

Date: 30.01.23