



## **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 recognises 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.

## Section B – General Information

S/No.	Items	Details
i.	Company Name	FIDSON HEALTHCARE PLC.
ii.	Date of Incorporation	13 <sup>TH</sup> MARCH 1995
iii.	RC Number	267435
iv.	License Number	FRC/2013/ICSAN/00000002161
v.	Company Physical Address	268 IKORODU ROAD, OBANIKORO, LAGOS
vi.	Company Website Address	www.fidson.com
vii.	Financial Year End	31 <sup>ST</sup> DECEMBER 2022
viii.	Is the Company a part of a Group/Holding Company? <b>Yes/No</b> If yes, please state the name of the Group/Holding Company	NO
ix.	Name and Address of Company Secretary	MR. JAMIU ABAYOMI ADEBANJO, 268, IKORODU ROAD, OBANIKORO, LAGOS.
x.	Name and Address of External Auditor(s)	DELOITTE & TOUCHE, CIVIC TOWERS, PLOT GA 1 OZUMBA MBADIWE AVENUE, VICTORIA ISLAND, LAGOS.
xi.	Name and Address of Registrar(s)	MERISTEM REGISTRARS AND PROBATE SERVICES LIMITED, 213 HERBERT MACAULAY WAY, EBUTE METTA, LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Mr. J.A. Adebajo, yomiadebanjo@fidson.com  Mr. Imokha Ayebae, imokhaayebae@fidson.com
xiii.	Name of the Governance Evaluation Consultant	To be appointed
xiv.	Name of the Board Evaluation Consultant	To be appointed

## 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. O. S. Adebajji	Chairman	Male	1 <sup>st</sup> January 2018	N/A
2.	Dr. Fidelis Ayebae	Managing Director/Chief Executive Officer	Male	Pioneer MD/CEO	N/A
3.	Mr. E. E. Imoagene	Non-Executive Director	Male	23 <sup>rd</sup> February 2011	N/A
4.	Mrs. O. O. Ayebae	Non-Executive Director	Female	2001	N/A
5.	Mrs A. P. Sadauki	Independent Non-Executive Director	Female	23 <sup>rd</sup> February 2011	N/A
6.	Dr. Vincent Ahonkhai	Independent Non-Executive Director	Male	1 <sup>st</sup> January 2021	N/A
7.	Mr. Ekwunife Okoli	Independent Non-Executive Director	Male	1 <sup>st</sup> January 2021	N/A
8.	Mr. O. O. Olayeye	Executive Director	Male	1 <sup>st</sup> July 2004	N/A
9.	Mr. A. A. Adebayo	Executive Director	Male	1 <sup>st</sup> July 2004	N/A
10.	Mr Ola Ijimakin	Executive Director	Male	1 <sup>st</sup> January 2021	N/A
11.	Mr. Imokha Ayebae	Executive Director	Male	1 <sup>st</sup> November 2022	N/A

### 2. Attendance at Board and Committee Meetings:

S/No.	Names of Board Members	No. of board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1.	Mr. O. S. Adebajji	5	5	Finance and General Purpose, Risk Management and Audit	Chairman/Member	8	8
2.	Dr. Fidelis Ayebae	5	5	Finance and General Purpose, Risk Management and Audit, Strategy and Business Development	Member	11	11
3.	Mr. E. E. Imoagene	5	5	Audit, Governance Nomination and Remuneration, Finance and General Purpose, Risk Management and Audit, Strategy and Business Development	Member	18	18
4.	Mrs. O. O. Ayebae	5	5	Audit, Governance Nomination and Remuneration, Risk Management and Audit	Member	10	8
5.	Mrs A. P. Sadauki	5	4	Governance Nomination and Remuneration, Strategy and Business Development	Member	6	5
6.	Dr. Vincent Ahonkhai	5	5	Governance Nomination and Remuneration, Finance and	Member	11	11

				General Purpose, Strategy and Business Development			
7.	Mr. Ekwunife Okoli	5	5	Governance Nomination and Remuneration, Finance and General Purpose, Risk Management and Audit, Strategy and Business Development	Member	14	14
8.	Mr. O. O. Olayeye	5	4	Finance and General Purpose, Risk Management and Audit, Strategy and Business Development	Member	11	11
9.	Mr. A. A. Adebayo	5	5	Finance and General Purpose, Risk Management and Audit, Strategy and Business Development	Member	11	11
10	Mr Ola Ijimakin	5	5	Finance and General Purpose, Strategy and Business Development	Member	8	7
11	Mr. Imokha Ayebae	5	1 (became member 1 <sup>st</sup> November 2022)	None as at 1 <sup>st</sup> November 2022	None as at 1 <sup>st</sup> November 2022	N/A	N/A

## Section D - Details of Senior Management of the Company

### 1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Dr. Fidelis Ayebae	Managing Director	Male
2.	Mr. Abiola Adebayo	Deputy Managing Director	Male
3.	Mr. O. O. Olayeye	Strategy & Marketing Director	Male
4.	Mr. Ola Ijimakin	Commercial Director	Male
5.	Mr. Imokha Ayebae	Finance Director	Male
6.	Mr. Rotimi Afolaogun	Head Export Business & Government relations	Male
7.	Mr. Gbenga Olayemi	National Sales Manager, Trade	Male
8.	Mrs. Adejoke Alli	Head, Human Resources & Admin	Female
9.	Mr. Raphael Ajayi	Head, Supply Chain	Male
10.	Mr. Oshoke Ayebae	Head Business Development	Male
11.	Mr. Yomi Adebajo	Company Secretary	Male
12.	Mr. Paul Adaba	Head Risk, Audit & Assurance	Male

## Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
<b>Part A - Board of Directors and Officers of the Board</b>		
<p><b>Principle 1: Role of the Board</b></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? <b>Yes/No</b> If yes, when was it last review?</p>	<p>Yes. The Board has an approved Charter which sets out the roles, terms of reference and responsibilities of our directors.</p> <p>The Charter was last reviewed 2023</p>
<p><b>Principle 2: Board Structure and Composition</b></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 board is comprised of directors with a wide range of qualifications from degrees to Doctorates. Our Directors experiences span across various Fields such as:</p> <ul style="list-style-type: none"> <li>- Finance and Accounting</li> <li>- Engineering</li> <li>- Manufacturing</li> <li>- Agricultural</li> <li>- Bio-pharmaceutical</li> <li>- Sales and Marketing</li> <li>- Consultancy</li> <li>- Sciences</li> <li>- Risk Management</li> <li>- Entrepreneurship</li> </ul>

	<p>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b> If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes the company has a Board approved diversity policy.</p> <p>Our diversity and inclusion policy prohibits discrimination by gender, age, religion and sexual orientation, to name a few. We strive to continuously improve the working environment for all our employees, this is achieved by us creating an equal opportunities &amp; Harassment free workplace. The importance of gender &amp; cultural diversity is set out in our Environmental Social &amp; Governance (ESG) Report.</p>
	<p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b> If yes, state names of the directors and the companies?</p>	<p>Yes</p> <p>Dr. Fidelis Ayebae: Chairman of NEM Insurance Plc and MD/CEO of Fidson Healthcare Plc</p> <p>Mr. Segun Adebajji: Cornerstone Ins</p> <p>Mr. Ekwunife Okoli: Cornerstone Ins</p> <p>Mrs. A. P Sadauki: MTN Foundation</p>
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b>  If yes, provide the names of the Committees.</p>	<p>No. Neither the MD/CEO nor ED are chair of any board committee.</p>
<p><b>Principle 3: Chairman</b></p>	<p>i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b></p>	<p>Yes the Chairman is a member of the following committees: - Finance and General Purposes - Risk Management and Audit (Chair)</p>



Principles	Reporting Questions	Explanation on application or deviation
<p><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></p>	<p>If yes, list them.</p>	
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>	<p>Chairman attended: - Finance and General Purpose meetings - Risk Management and Audit meetings</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>INED</p>
	<p>iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b> If yes, when did his/her tenure as MD end?</p>	<p>No</p>
	<p>v) When was he/ appointed as Chairman?</p>	<p>1<sup>st</sup> January 2018</p>
	<p>vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document</p>	<p>Yes, the roles and responsibilities of the chairman are clearly defined in our Board Charter and Code of Ethics</p>
<p><b>Principle 4: Managing Director/ Chief Executive Officer</b></p> <p><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></p>	<p>i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? <b>Yes/No</b> If no, in which documents is it specified?</p>	<p>Yes, the MD/CEO employment contract approved by the board sets out his responsibilities, authority, relationship with the Board, remuneration, entitlements and limitations of authority.</p>
	<p>ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b></p>	<p>Yes, the Company has a policy and requirement, in line with our Board Charter for MD/CEO to declare conflict of interest on appointment, annually or as they occur.</p>
	<p>iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?</p>	<p>MD/CEO Attended: - Finance and General Purpose meetings - Risk Management and Audit meetings - Strategy and Business Development meetings</p>

	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no</b> . If yes, please state the company (ies)?	Yes, NEM Insurance Plc
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	Yes, his membership is in line with the Board-approved policies.
<p><b>Principle 5: Executive Directors</b></p> <p><i>Executive Directors support the Managing Director/Chief</i></p> <p><i>Executive Officer in the operations and management of the Company</i></p>	i) Do the EDs have contracts of employment? <b>Yes/no</b>	Yes EDs have contract of employment
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b> If no, in which document are the roles and responsibilities specified?	Yes. The Contracts of employment set out the roles and responsibilities if the EDs
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes. The EDs declare any conflict of interest on appointment, annually, thereafter and as they occur.
	iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b> If yes, please list	No.
	v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>	No N/A
<p><b>Principle 6: Non-Executive Directors</b></p>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? <b>Yes/No</b> If yes, where are these documented?	Yes. The roles and responsibilities of the NEDs are clearly defined in the Letter of Appointment and Board of Charter

Principles	Reporting Questions	Explanation on application or deviation
<p><i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i></p>	<p>ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b></p>	<p>Yes. The NEDs have letters of appointment specifying their duties, liabilities and terms of engagement.</p>
	<p>iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b></p>	<p>Yes. The NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur.</p>
	<p>iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b> If yes, when is the information provided to the NEDs</p>	<p>Yes. The NEDs are provided with information relating to the management of the company and on all Board matters. This information is provided on appointment in their Letter of Appointment, Memorandum and articles of Association and Board Charter</p>
	<p>v) What is the process of ensuring completeness and adequacy of the information provided?</p>	<p>Completeness and adequacy is ensured through standardization of information provided. With regular peer reviews, and updates</p>
	<p>vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b></p>	<p>Yes. The NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor</p>
<p><b>Principle 7: Independent Non-Executive Directors</b> <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i></p>	<p>i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b></p>	<p>Yes. The INEDs meet the independence criteria prescribed under Section 7.2 of the Code</p>
	<p>ii) Are there any exceptions?</p>	<p>No there are no exceptions</p>
	<p>iii) What is the process of selecting INEDs?</p>	<p>INEDs are selected in accordance with the company's SOP procedure for Appointing Directors and According to the NCCG recommended best practice.</p>
	<p>iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b></p>	<p>Yes. The INEDs have letters of appointment specifying their duties, liabilities and terms of engagement</p>
	<p>v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b></p>	<p>Yes. The INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur</p>

	vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b> If yes, how often? What is the process?	Yes, the Board ascertain and confirm the independence of the INEDs Annually through the register of Members. This is reviewed by the Nominations, Governance and Remuneration committee.
	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	One of the INEDs has no share in the company. Others have.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	No the INED have no other relationship with the Company apart from directorship and/or shareholding.
	ix) What are the components of INEDs remuneration?	INEDs receive Director fees and sitting allowances.
<b>Principle 8: Company Secretary</b> <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>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is in-house.
	ii) What is the qualification and experience of the Company Secretary?	FCIS over 20 years' experience
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	The Company Secretary is a member of senior management
	iv) Who does the Company Secretary report to?	The Company Secretary (CS) reports to the Board and MD/CEO

Principles	Reporting Questions	Explanation on application or deviation
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal process of the Company Secretary is approved by the Board
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board and MD/CEO undertakes and approves the performance appraisal of the CS
<b>Principle 9: Access to Independent Advice</b> <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? <b>Yes/No</b> If yes, where is it documented?	Yes, the company has a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties.

		The Board Relies on the NCCG Code
	ii) Who bears the cost for the independent professional advice?	The Company bears the cost for the independent professional advice
	iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b> If yes, provide details.	No, the directors did not obtain any independent professional advice.
<b>Principle 10: Meetings of the Board</b> <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	i) What is the process for reviewing and approving minutes of Board meetings?	Draft minutes are reviewed by the board chairman before they are circulated to directors; and then adopted at subsequent board meetings.
	ii) What are the timelines for sending the minutes to Directors?	Minutes are sent 7-14 days ahead of a scheduled meeting
	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 are ineligible for re-election at the subsequent Annual General Meeting. (rarely the case with the company)
<b>Principle 11: Board Committees</b> <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>	i) Do the Board Committees have Board approved Charters which set out their responsibilities and terms of reference? <b>Yes/No</b>	Yes, the Board Committees have Board approved Charters which set out their responsibilities and terms of reference
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	Minutes of previous meeting and subsequent meeting are presented to the board committee members for comments and amendments (where necessary) before adoption.
	iii) What are the timelines for sending the minutes to the directors?	Minutes are sent seven 7-14 days ahead of a scheduled meeting
	iv) Who acts as Secretary to board committees?	The Company Secretary acts as Secretary to the board committees

	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a&b) Governance Nomination & Remuneration Committee is responsible for both Nomination and Governance and Remuneration  c) Audit Committee is responsible for Audit  d) Risk Management and Audit Committee is responsible for Risk Management
	vi) What is the process of appointing the chair of each Committee?	The Chair of each Committee is appointed by the board
	<b>Committee responsible for Nomination and Governance</b>	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	The Committee responsible for Nomination and Governance consist of 2 NEDs and 3 INEDs
	viii) Is the chairman of the Committee a NED or INED?	The chairman of the Committee is a INED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes the company has a succession plan policy. It is reviewed regularly.

Principles	Reporting Questions	Explanation on application or deviation
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee charters as well as other governance policies are reviewed As often Necessary
	xi) How does the committee report on its activities to the Board?	The Committee chair presents the report on its activities to the board. This formal report is circulated by the company secretary.
<b>Committee responsible for Remuneration</b>		
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	The Committee responsible for Remuneration consist of 2 NEDs and 3 INEDs
	xiii) Is the chairman of the Committee a NED or INED?	The chairman of the Committee is a INED

<b>Committee responsible for Audit</b>	
xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? <b>Yes/No</b>	Yes, the Company has a Board Audit Committee separate from the Statutory Audit Committee
xv) Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>	Yes, the members of the Committee responsible for Audit are financially literate
xvi) What are their qualifications and experience?	Qualifications of the Members are University Degrees. Chairman of the committee is a Chartered Accountant. Members have experience in Business Development, Engineering, Human resources, logistics and procurement.
xvii) Name the financial expert(s) on the Committee responsible for Audit	Mr. O. S. Adebajji (Chairman)
xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Committee responsible for Audit review the internal auditor's reports 4 times a year. Every quarter
xix) Does the Company have a Board approved internal control framework in place? <b>Yes/No</b>	Yes, the Company has a Board approved internal control framework in place
xx) How does the Board monitor compliance with the internal control framework?	Compliance is monitored through quarterly reports presented by the internal control team. The Head of Risk, Audit Reports to the CEO and the Board.
xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? <b>Yes/No</b> Please explain.	Yes. The committee engages with the external auditor through thorough review of the management letter and key audit matters. These matters are presented quarterly to the board until full resolution is achieved
xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? <b>Yes/No</b>	This policy is in the works.
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?	Discussions are held quarterly, 4 times.
<b>Committee responsible for Risk Management</b>	
xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Risk Committee is an INED

	xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	Yes there is a Board approved Risk Management framework. This gets approved annually
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Principles	Reporting Questions	Explanation on application or deviation
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee review the adequacy and effectiveness of the Risk Management Controls in place quarterly
	xxvii) Does the Company have a Board approved IT Data Governance Framework? <b>Yes/No</b> If yes, how often is it reviewed?	Yes. This is reviewed as and when due but not later biannual.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	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? <b>Yes/No</b>	Yes, Chief Risk Officer (CRO) is a member of Senior Management
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	All 3 meetings were attended by the CRO
<p><b>Principle 12: Appointment to the Board</b></p> <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>	i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>	Yes there is a Board-approved policy for the appointment of Directors.
	ii) What criteria are considered for their appointment?	The criteria considered are: -Competence -Integrity -Skills -Experience -Knowledge In line with the NCCG recommendations
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The board process is outlined in our SOP Procedure of Appointing directors, A screening process is conducted by the committee responsible for nomination and governance.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	Chairman, NED and INED, yes as per rotation of Directors in line with the regulations  MD/CEO as contained in the Contract of Engagement.



		Tenure is subject to performance, appraisal and Re-Election by members at General meetings in accordance with The Companies & Allied Matters Act.
	v) Please state the tenure	The tenure is in accordance with The Companies & Allied Matters Act.
	vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>	Yes, the board has a process to ensure that it is refreshed periodically.
<b>Principle 13: Induction and Continuing Education</b> <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>	i) Does the Board have a formal induction programme for new directors? <b>Yes/No</b>	Yes the Board has a formal induction programme for new directors
	ii) During the period under review, were new Directors appointed? <b>Yes/No</b> If yes, provide date of induction.	Yes Mr. Imokha Ayebea, Inducted 1 <sup>st</sup> November 2022
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b> If yes, provide training details.	Yes Directors are provided relevant training by specialist within their respected fields periodically throughout the year via meetings.
	iv) How do you assess the training needs of Directors?	Training needs of directors are assessed based on performance, annual evaluation and directors request
	v) Is there a Board-approved training plan? <b>Yes/No</b>	Yes there is a Board-approved training plan
	vi) Has it been budgeted for? <b>Yes/No</b>	Yes
	<b>Principle 14: Board Evaluation</b> <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>	i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b>
ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b>		No
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	None
	iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.	No

	v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b>	No
	vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b>	No
<b>Principle 15: Corporate Governance Evaluation</b> <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? <b>Yes/No</b> If yes, provide date of the evaluation.	This is in the works
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b>	No
	iii) If yes, please indicate the date of last presentation.	None
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b>	No
<b>Principle 16: Remuneration Governance</b> <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? <b>Yes/No</b> If yes, how often is it reviewed?	Yes there is a Board-approved Directors' remuneration policy. This is reviewed regularly
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	This amount is stated in the Audited Financial Statement
	iii) Is the remuneration of NEDS presented to shareholders for approval? <b>Yes/No</b> If yes, when was it approved?	Yes the remuneration of NEDS are presented to shareholders for approval at the Annual General Meeting
	iv) What portion of the NEDs remuneration is linked to company performance?	Yet to be ascertained

Principles	Reporting Questions	Explanation on application or deviation
	v) Is there a Board-approved remuneration policy for Executive and Senior Management? <b>Yes/No</b> If yes, to what extent is remuneration linked to company performance?	Yes there is a Board approved remuneration policy for Executive and Senior Management. Remuneration is linked to company performance.
	vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b>	Yes the Board sets KPIs for Executive Management
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes performance is measured against the KPIs
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fee? <b>Yes/No</b>	No. The MD/CEO, EDs and Company Secretary do not receive a sitting allowance and/or directors' fee.
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	No. The MD/CEO, EDs and Company Secretary do not receive a sitting allowance and/or directors' fee.
	x) Is there a Board-approved policy for Executive management? <b>Yes/No</b> If yes, attach the policy.	This is in the works.
<b>Principle 17: Risk Management</b> <i>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</i>	i) Has the Board defined the company's risk appetite and limit? <b>Yes/No</b>	Yes the Board has defined the company's risk appetite and limit
	ii) How often does the company conduct a risk assessment?	The company conducts a risk assessment quarterly.
	iii) How often does the Board receive and review risk management reports?	The Board receive and review risk management reports quarterly.
<b>Principle 18: Internal Audit</b> <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i>	i) Does the company have an Internal Audit function? <b>Yes/No</b> If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes the company has an Internal Audit function
	ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>	Yes the company has a Board-approved internal audit charter
	iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>	Yes the head of internal audit is a member of senior management

	iv) What is the qualification and experience of the head of internal audit?	Bsc Economics & Statistics, ACIT, FCA. Over 20 years audit experience.
	v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>	Yes the company has a Board-approved annual risk-based internal audit plan
	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? <b>Yes/No</b>	Yes, the head of Internal Audit function reports quarterly to the Audit Committee
	vii) Is there an external assessment of the effectiveness of the internal audit function at	No, not yet

Principles	Reporting Questions	Explanation on application or deviation
	Least once every three years by a qualified independent reviewer appointed by the Board? <b>Yes/No</b> If yes, when was the last assessment?	
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Audit Committee and MD/CEO undertakes the performance evaluation of the Head of Internal Audit
<b>Principle 19: Whistleblowing</b> <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? <b>Yes/No</b> If yes, when was the date of last review	Yes the company has a Board approved whistleblowing framework.  This was last reviewed 22 September 2020
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b>	Yes the Board ensure that the whistleblowing mechanism are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower
	iii) Is the Audit committee provided with the following reports on a periodic basis?  a) Reported cases b) Process and results of Investigated cases	No instance yet.

<p><b>Principle 20: External Audit</b></p> <p><i>"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 to stakeholders on the reliability of the financial statements"</i></p>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The audit committee makes recommendations for the appointment, re-appointment or removal of external auditors to the board.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Shareholders approves the appointment, re-appointment, and removal of External Auditors
	iii) When was the first date of appointment of the External auditors?	2018
	iv) How often are the audit partners rotated?	5-6 Years
<p><b>Principle 21: General Meetings</b></p> <p><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></p>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	30/31 Days (1month) prior to the Annual General 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? <b>Yes/No</b>	Yes the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee were present to respond to Shareholders' enquiries at the last meeting
<p><b>Principle 22: Shareholder Engagement</b></p> <p><i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i></p>	<p>i) Is there a Board-approved policy on shareholders' engagement? <b>Yes/No</b></p> <p>If yes:</p> <p>a) When was it last reviewed?</p> <p>b) Is the policy hosted on the company's website?</p>	<p>Yes there is a Board-approved policy on shareholders' engagement. The Board has adopted the provisions of the NCCG Code</p> <p>This is reviewed annually. This policy is hosted on our company website.</p>

Principles	Reporting Questions	Explanation on application or deviation
	ii) How does the Board engage with Institutional Investors and how often?	Institutional Investors are engaged with quarterly via formal meetings, investor/analysis calls and NGX Engagement.
<p><b>Principle 23: Protection of Shareholder Rights</b></p> <p><i>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</i></p>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? <b>Yes/No</b>	Yes the board ensures that adequate and timely information is provided to the shareholders on the Company's activities, via the company's website and on the Nigerian Stock Exchange portal.
<p><b>Principle 24: Business Conduct and Ethics</b></p> <p><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></p>	<p>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? <b>Yes/No</b></p> <p>If yes:</p> <p>a) Has the COBE been communicated to all internal and external Stakeholders? <b>Yes/No</b></p> <p>b) Is the COBE applicable to any or all of the following:</p> <ol style="list-style-type: none"> <li>1. Board</li> <li>2. Senior management</li> <li>3. Other employees</li> <li>4. Third parties</li> </ol>	<p>Yes the company has a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards</p> <p>a) Yes the COBE has been communicated to all internal and external Stakeholders</p> <p>b) The COBE is applicable to the Board, Senior Management, Other employees and Third parties</p>
	ii) When was the date of last review of the policy?	This was last reviewed 2022
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b>	Yes the Board has incorporated a process for identifying, monitoring and reporting adherence to the COBE
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	There have been No infractions however, Disciplinary Sanctions imposed for non-compliance with the COBE include written

		warning, suspension or termination
<p><b>Principle 25: Ethical Culture</b></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? <b>Yes/No</b></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, there is a Board- approved policy on insider trading.</p> <p>a) This is reviewed annually</p> <p>b) Compliance is monitored through reports, disclosures and adherence to The Nigerian Stock Exchange (NGX) trading policy</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? <b>Yes/No</b></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"> <li>1. Board</li> <li>2. Senior management</li> <li>3. Other employees (Specify)</li> </ol>	<p>Yes the company have a Board approved policy on related party transactions.</p> <p>a) This was last reviewed 2022</p> <p>b) Compliance is monitored through transaction reporting, and adherence to The Nigerian Stock Exchange rules on related party transactions</p> <p>c) The policy is applicable to the Board, senior management other employees and third parties.</p>

Principles	Reporting Questions	Explanation on application or deviation
	4. Third parties (Specify)	
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>The Board ensure adequate disclosure of Related Party Transactions by the responsible parties Through continuous monitoring by Executives, regular reports presented at board meetings and disclosures included in the annual report.</p>

	<p>iv) Does the company have a Board approved policy on conflict of interest? <b>Yes/No</b></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"> <li>1. Senior management</li> <li>2. Other employees (Specify)</li> </ol>	<p>Yes the company has a Board approved policy on conflict of interest as part of the board charter</p> <p>a) This was last reviewed 1<sup>st</sup> quarter 2023</p> <p>b) The Board Monitors compliance through disclosures and communicating the requirement to declare all conflicts of interest set out in our Board Charter.</p> <p>c) This policy is applicable to senior management and other employees.</p>
<p><b>Principle 26: Sustainability</b></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 contributing to economic development"</i></p>	<p>i) Is there a Board-approved sustainability policy? <b>Yes/No</b></p> <p>If yes, when was it last reviewed?</p>	<p>Yes there is a Board-approved sustainability policy. This is reviewed annually</p>
	<p>ii) How does the Board monitor compliance with the policy?</p>	<p>The Board monitor compliance with the policy through periodic reports on sustainability presented in meetings</p>
	<p>iii) How does the Board report compliance with the policy?</p>	<p>The Board report compliance with the policy in the Audited Accounts</p>
	<p>iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b></p> <p>If yes, when was it last reviewed?</p>	<p>Yes</p>
<p><b>Principle 27: Stakeholder Communication</b></p> <p><i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i></p>	<p>i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b></p>	<p>In the works.</p>
	<p>ii) Does the Company have an up-to-date investor relation portal? <b>Yes/No</b></p> <p>If yes, provide the link.</p>	<p>Yes, on the company website</p>
<p><b>Principle 28: Disclosures</b></p> <p><i>"Full and comprehensive disclosure of all matters material to</i></p>	<p>i) Does the company's annual report include a summary of the corporate governance report? <b>Yes/No</b></p>	<p>Yes the Company's annual report includes a summary of the corporate governance report.</p>



<p><i>investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i></p>	<p>ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b> If yes, provide details of the fines and penalties.</p>	<p>No</p>
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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. Segun Adebajji

Signature: SGD

Date: 30<sup>th</sup> March 2023.

**Chairman of the Committee responsible for Governance**

Name: Mrs. Aishatu Pamela Sadauki

Signature: SGD

Date: 30<sup>th</sup> March 2023.

**Managing Director/Chief Executive Officer**

Name: Dr. Fidelis Ayebae

Signature: SGD

Date: 30<sup>th</sup> March 2023

**Company Secretary/Chief Compliance Officer**

Name: J. Abayomi Adebajjo

Signature:



Date: 30<sup>th</sup> March 2023.