

**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.

**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**

**Section B – General Information**

| S/No. | Items   | Details  |
|-------|---|--|
| i.    | Company Name  | Dangote Sugar Refinery Plc.  |
| ii.   | Date of Incorporation   | January 4 <sup>th</sup> , 2005   |
| iii.  | RC Number   | 613748   |
| iv.   | License Number  | C.370/38/4/832   |
| v.    | Company Physical Address  | GDNL Administrative Building, Terminal E, Shed 20, NPA Apapa, Wharf Complex, Apapa, Lagos  |
| vi.   | Company Website Address   | <a href="http://www.dangotesugar.com.ng">www.dangotesugar.com.ng</a>   |
| vii.  | Financial Year End  | December 31 <sup>st</sup> 2020   |
| viii. | Is the Company a part of a Group/Holding Company? <b>Yes/No</b><br>If yes, please state the name of the Group/Holding Company | <b>Yes</b><br><b>Dangote Industries Limited</b>  |
| ix.   | Name and Address of Company Secretary   | <b>Mrs. Temitope Hassan – GDNL Administrative Building, Terminal E, Shed 20, NPA Apapa, Wharf Complex, Apapa, Lagos.</b>   |
| x.    | Name and Address of External Auditor(s)   | <b>PricewaterhouseCoopers – 5B, Water Corporation Road, Landmark Towers, Victoria Island, Lagos</b>  |
| xi.   | Name and Address of Registrar(s)  | <b>Veritas Registrars Limited- Plot 89a, Ajose Adeogun Street, Victoria Island, Lagos</b>  |
| xii.  | Investor Relations Contact Person<br>(E-mail and Phone No.)   | <b>Douglas Ngharamike</b><br><b>Email: Douglas.Ngharamike@dangote.com</b><br><b>Phone no: +234 811 219 2595</b>  |
| xiii. | Name of the Governance Evaluation Consultant  | <b>For 2019FY - DCSL Corporate Services Limited</b><br><b>For 2020FY - The Governance Evaluation was conducted internally using a Board Assessment Tool by KPMG.</b> |
| xiv.  | Name of the Board Evaluation Consultant   | <b>For 2019FY - DCSL Corporate Services Limited</b><br><b>For 2020FY - The Board Evaluation was conducted internally using a Board Assessment Tool by KPMG.</b>      |

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

### 1. Board Details:

| S/No. | Names of Board Members   | Designation<br>(Chairman, MD,<br>INED, NED, ED) | Gender | Date First<br>Appointed/ Elected | Remark   |
|-------|--------------------------|---|--------|----------------------------------|--|
| 1.    | Alh. Aliko Dangote, GCON | Chairman  | Male   | 20th July, 2006                  | Prior to 2006 when the Company was incorporated as a public limited liability company. |
| 2.    | Alh. Sani Dangote        | NED   | Male   | 20th July, 2006                  | Prior to 2006 when the Company was incorporated as a public limited liability company. |
| 3.    | Alh. Abdu Dantata        | NED   | Male   | 20th July, 2006                  | From inception as a public company   |
| 4.    | Mr. Olakunle Alake       | NED   | Male   | 20th July, 2006                  | From inception as a public company   |
| 5.    | Prof. 'Konyinsola Ajayi  | NED   | Male   | 20th July, 2006                  | From inception as a public company   |
| 6.    | Ms. Bennedikter Molokwu  | NED   | Female | 20th July, 2006                  | From inception as a public company   |
| 7.    | Ms. Maryam Bashir        | INED  | Female | 30th Jan, 2014                   | Appointed by the Board in 2014   |
| 8.    | Mr. Uzoma Nwankwo        | NED   | Male   | 20th July, 2006                  | From inception as a public company   |
| 9.    | Mr. Ravindra Singhvi     | GMD/CEO   | Male   | May 22, 2020                     | Appointed by the Board in 2020   |

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### 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 | Membershi p of Board Committees | Designatio n (Member or Chairman) | Number of Committee Meetings Held in the Reporting Year | Number of Committee Meetings Attended in the Reporting Year |
|-------|----------------------------|--|--|---------------------------------|-----------------------------------|---|---|
| 1.    | Alhaji Aliko Dangote, GCON | 5  | 5  | Nil                             | Board Chairman                    | N/A   | N/A   |
|       |                            |  |  |                                 |                                   |   |   |
|       |                            |  |  |                                 |                                   |   |   |
| 2.    | Alhaji Sani                | 5  | 3  | -                               | -                                 | -   | -   |

|    |                         |   |   |   |                         |        |   |
|----|-------------------------|---|---|---|-------------------------|--------|---|
|    | Dangote                 |   |   |   |                         |        |   |
| 3. | Mr. Olakunle Alake      | 5 | 5 | Board Governance Committee                  | Member                  | 5      | 3*Mr. Olakunle Alake was admitted to the Committee on May 22, 2020. The attended 100% of the meetings after his admittance.                     |
|    |                         |   |   | Board Finance Committee                     | Member                  | 6      | 6   |
|    |                         |   |   | Board Risk Management & Assurance Committee | Member                  | 4      | 4   |
|    |                         |   |   | Statutory Audit Committee                   | Member                  | 3      | 3   |
| 4. | Alhaji Abdu Dantata     | 5 | 5 | Board Finance Committee                     | Member                  | 6      | 6   |
| 5. | Prof. Konyinsola Ajayi  | 5 | 4 | Board Governance Committee                  | Member                  | 5      | 5   |
|    |                         |   |   | Board Risk Management & Assurance Committee | Member                  | 4      | 3   |
|    |                         |   |   | Statutory Audit Committee                   | Member                  | 3      | 3   |
| 6. | Mr. Uzoma Nwankwo       | 5 | 5 | Board Governance Committee                  | Member                  | 5      | 5   |
|    |                         |   |   | Board Finance Committee                     | Chairman                | 6      | 3 Mr. Uzoma Nwankwo was admitted to the Committee on May 22, 2020. The attended 100% of the meetings after his admittance.                      |
|    |                         |   |   | Board Risk Management & Assurance Committee | Member                  | 4      | 4   |
| 7. | Ms. Bennedikter Molokwu | 5 | 5 | Board Governance Committee                  | Chairman                | 5      | 5 *Ms. Bennedikter Molokwu was admitted to the Committee on May 22, 2020 but was in attendance at the Committee meetings prior to her admission |
|    |                         |   |   |   | Board Finance Committee | Member | 6   |

|    |  |   |   |   |          |   |  |
|----|--|---|---|---|----------|---|--|
|    |  |   |   | Board Risk Management & Assurance Committee | Member   | 4 | 4  |
|    |  |   |   | Statutory Audit Committee                   | Member   | 3 | 3  |
| 8. | Ms. Maryam Bashir                              | 5 | 5   | Board Governance Committee                  | Member   | 5 | 5  |
|    |  |   |   | Board Finance Committee                     | Member   | 6 | 6  |
|    |  |   |   | Board Risk Management & Assurance Committee | Chairman | 4 | 4  |
| 9  | Mr. Ravindra Singhvi (Group Managing Dir./CEO) | 5 | 5*Mr. Ravindra Singhvi attended the Board Meetings in his acting capacity prior to confirmation as substantive GMD. | Board Finance Committee                     | Member   | 6 | 6 Mr. Ravindra Singhvi attended the Board Finance Committee Meetings in his acting capacity prior to confirmation. |

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

### 1. Senior Management:

| S/No. | Names                  | Position Held                           | Gender |
|-------|------------------------|---|--------|
| 1.    | Mr. Hassan Saliu       | GM, HR & Admin                          | Male   |
| 2.    | Mrs. Temitope Hassan   | Company Secretary/Legal Adviser         | Female |
| 3.    | Mrs. Debola Falade     | Chief Finance Officer                   | Female |
| 4.    | Mr. Fatay Olamilekan   | Chief Risk Officer                      | Male   |
| 5.    | Mr. Bello Sadiq        | GM, Sales & Marketing                   | Male   |
| 6.    | Mr. Babafemi Gbadewole | Chief Internal Auditor                  | Male   |
| 7.    | Mr. Thiru Rajasekar    | GM, Refinery                            | Male   |
| 8.    | Mrs. Ngozi Ngene       | Head, Corporate Affairs                 | Female |
| 9.    | Mr. Cheema Jaswinder   | Chief Operating Officer, Numan Division | Male   |
| 10.   | Engr. Salisu Isa       | Head, Fleet Operations                  | Male   |
| 11.   | Mr. Olashina Mateen    | Head, Supply Chain                      | Male   |
| 12.   | Mr. Ganiyu Awotubo     | Head, Information Technology            | Male   |

|     |              |            |      |
|-----|--------------|------------|------|
| 13. | Mr. Ito Unam | Head, HSSE | Male |
|-----|--------------|------------|------|

## REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

### 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><br/>If yes, when was it last reviewed?</p> | <p><b>Yes. The Board Charter was last reviewed in 2020.</b></p>   |
|  | <p>i) What are the qualifications and experiences of the directors?</p>  | <p><b>The Board comprises members with diverse experiences and skills ranging from Legal to Finance, Auditing and Business Administration.</b></p>  |
|  | <p>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b><br/>If yes, to what extent have the diversity targets been achieved?</p>             | <p>The Board will put in place a Diversity Policy, this may be incorporated into Sustainability Policy during the review scheduled for the 2021FY.</p>  |
|  | <p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b><br/>If yes, state names of the directors and the companies?</p>                        | <p>Yes</p> <p>Alhaji Aliko Dangote (GCON) &amp; Mr. Olakunle Alake</p> <ul style="list-style-type: none"> <li>- Nasarawa Sugar Company Ltd.</li> <li>- Dangote Taraba Sugar Ltd.</li> <li>- Dangote Adamawa Sugar Ltd.</li> </ul> |
| <p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b><br/>If yes, provide the names of the Committees.</p>   | <p><b>NO</b></p>   |   |
| <p><b>Principle 3: Chairman</b></p> <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>i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b><br/>If yes, list them.</p>   | <p><b>No, the Chairman is not a member of any of the Board Committees.</b></p>  |
|  | <p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>  | <p><b>None. The Chairman did not attend any Board Committee meeting.</b></p>  |

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|  | iii) Is the Chairman an INED or a NED?  | <b>NED</b>   |
|  | iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b><br>If yes, when did his/her tenure as MD end?   | <b>No, the Chairman is not a former MD/CEO of the Company.</b>                   |
|  | v) When was he/she appointed as Chairman?   | <b>Prior to 2006 when the Company became a public limited liability company.</b> |
|  | vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b><br>If yes, specify which document | <b>Yes</b><br><br><b>Board Charter</b><br><b>Letter of Appointment</b>           |

### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles   | Reporting Questions   | Explanation on application or deviation  |
|--|---|--|
| <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> | 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?               | <b>Yes</b>   |
|  | ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>  | <b>Yes, the MD/CEO completes a conflict of interest form annually.</b>   |
|  | iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?  | <b>The MD is a member of the Board Finance Committee and attended all the Committee meetings during the period.</b><br><b>He was in attendance at the Board Risk Management &amp; Assurance Committee and the Board Governance Committee meetings upon the Committee Chairman's request.</b> |
|  | iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no.</b><br>If yes, please state the company (ies)?  | <b>No, the MD is not serving as an NED in any other company.</b>   |
|  | v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>   | <b>The MD/CEO is not serving in any other company.</b>   |
| <p><b>Principle 5: Executive Directors</b></p> <p><i>Executive Directors support the Managing Director/Chief Executive Officer in</i></p>  | i) Do the EDs have contracts of employment?<br><b>Yes/no</b>  | <b>Yes.</b>  |
|  | ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b><br>If no, in which document are the roles and responsibilities specified? | <b>Yes, the Contract of employment sets out the roles and responsibilities of the ED.</b>  |

|  |  |   |
|--|--|---|
| <i>the operations and management of the Company</i>  | iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>   | <b>Yes, this is done upon acceptance of appointment, and annually. In addition, disclosures are done when real or potential conflict situations arise.</b>                                  |
|  | iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b><br>If yes, please list   | No ED is serving as NED in any other company.   |
|  | v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>  | <b>There are no current EDs serving as NEDs in other companies</b>  |
| <b>Principle 6: Non-Executive Directors</b><br><br><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? <b>Yes/No</b> If yes, where are these documented?  | <b>Yes, In their Letters of Appointment and Board Charters</b>  |
|  | ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>  | <b>Yes</b>  |
|  | iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>  | <b>Yes, the NEDs declare conflict of interest upon appointment, annually and when conflicts arise thereafter.</b>   |
|  | iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b><br>If yes, when is the information provided to the NEDs | <b>Yes</b><br><b>The quarterly Board meeting packs detail information about the management of the company, including but not limited to financial statements of the company.</b>            |
|  | v) What is the process of ensuring completeness and adequacy of the information provided?  | <b>Information provided to the Board are properly reviewed by the MD/CEO before circulation to the Board through an authorized information dissemination channel (Company Secretariat).</b> |
|  | vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>   | <b>Yes, NED have unfettered access to the EDs, Company Secretary and Internal Auditor.</b>  |
| <b>Principle 7: Independent Non-Executive Directors</b>  | i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b>   | <b>Yes, and this is further assessed annually after appointment.</b>  |

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| Principles  | Reporting Questions  | Explanation on application or deviation   |
|---|--|---|
| <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i> | ii) Are there any exceptions?  | <b>No</b>   |
|   | iii) What is the process of selecting INEDs?   | In line with the Board Appointment Policy – Through a rigorous selection process. |
|   | iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b> | <b>Yes, all Directors have appointment letters.</b>                               |



|   |   |   |
|---|---|---|
|   | v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>  | <b>Yes, they declare conflict of interest situations upon appointment, annually and when real or potential conflict of interest situations arise.</b>   |
|   | vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b><br>If yes, how often?<br>What is the process?   | <ul style="list-style-type: none"> <li>• <b>Yes</b></li> <li>• <b>On an annual basis</b></li> <li>• <b>Through a review of the current position of the INED in accordance with the independence criteria under Section 7.2 of the NCCG 2018 and/or other circumstances which may impair, or appear to impair an INED's independent judgment.</b></li> </ul> |
|   | vii) Is the INED a Shareholder of the Company? <b>Yes/No</b><br>If yes, what is the percentage shareholding?  | <b>No</b>   |
|   | viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b><br>If yes, provide details.   | <b>No, the INED does not have any other relationship with the Company nor does she have any shares in the Company.</b>  |
|   | ix) What are the components of INEDs remuneration?  | <b>Sitting Allowances and Annual Directors' fees</b>  |
| <p><b>Principle 8: Company Secretary</b></p> <p><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></p> | i) Is the Company Secretary in-house or outsourced?   | <b>In-house</b>   |
|   | ii) What is the qualification and experience of the Company Secretary?  | <b>The Company Secretary is a Legal Practitioner, Chartered Secretary, a Fellow of the Institute of Chartered Secretaries &amp; Administrators of Nigeria, with well over 2 decades of cognate experience.</b>  |
|   | iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?  | <b>Yes, the Company Secretary is a member of Senior Management.</b>   |
|   | iv) Who does the Company Secretary report to?   | <b>The Company Secretary reports to the Board functionally and to the MD/CEO administratively.</b>  |
|   | v) What is the appointment and removal process of the Company Secretary?  | <b>As stipulated in the Companies &amp; Allied Matters Act 2020</b>   |
|   | vi) Who undertakes and approves the performance appraisal of the Company Secretary?   | <b>The Chairman of the Board (on behalf of the Board) and the Group Managing Director.</b>  |
| <p><b>Principle 9: Access to Independent Advice</b></p> <p><i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i></p>                                  | 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><br>If yes, where is it documented? | <b>Yes, the policy is documented in the Board Charter.</b>  |
|   | ii) Who bears the cost for the independent professional advice?   | <b>The Company bears the cost of independent advice.</b>  |
|   | iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b><br>If yes, provide details.  | <p><b>Yes</b></p> <p><b>During the year under review, the Board engaged independent Professional Advisors as follows:</b></p> <p><b>a. Messrs. Deloitte to provide Audit assurance on the Internal Audit &amp; Internal Control Function of the Company.</b></p>  |

|  |   |   |
|--|---|---|
|  |   | <p>b. Messrs. Deloitte to conduct a Remuneration Survey.</p> <p>c. Messrs. Deloitte to review the Company's Standard Operating Procedure Manuals.</p>   |
| <p><b>Principle 10: Meetings of the Board</b></p> <p><i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company."</i></p> | <p>i) What is the process for reviewing and approving minutes of Board meetings?</p>                          | <ul style="list-style-type: none"> <li>Minutes of Board meetings are circulated to Directors before a scheduled meeting of the Board.</li> <li>The circulated Minutes of the prior meeting are reviewed and adopted at the Board meeting where there are presented for consideration.</li> <li>Thereafter, the Minutes are signed by the Company Secretary and the Chairman.</li> </ul> |
|  | <p>ii) What are the timelines for sending the minutes to Directors?</p>                                       | <p><b>Not later than 7days to date of the scheduled meeting.</b></p>  |
|  | <p>iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?</p> | <p><b>Attendance at meetings is a criterion for re-election of a Director. Directors are expected to attend at least two-thirds of Board meetings except where a leave of absence has been granted by the Board.</b></p>  |

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| Principles   | Reporting Questions   | Explanation on application or deviation   |  |
|--|---|---|--|
| <p><b>Principle 11: Board Committees</b></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> | <p>i) Do the Board Committees have Board approved Charters which set out their responsibilities and terms of reference?<br/><b>Yes/No</b></p>                       | <p><b>Yes, every Board Committee has its approved charter.</b></p>  |  |
|  | <p>ii) What is the process for reviewing and approving minutes of Board Committee of meetings?</p>  | <ul style="list-style-type: none"> <li>Minutes of Board Committee meetings are circulated to Directors before a scheduled meeting of the Committee.</li> <li>The circulated Minutes of the prior meeting are reviewed and adopted at the Committee meeting where there are presented for consideration.</li> <li>Thereafter, the Minutes are signed by the Company Secretary and the Committee Chairman.</li> </ul> |  |
|  | <p>iii) What are the timelines for sending the minutes to the directors?</p>  | <p><b>Not later than 7days to date of meeting.</b></p>  |  |
|  | <p>iv) Who acts as Secretary to board committees?</p>   | <p><b>The Company Secretary</b></p>   |  |
|  | <p>v) What Board Committees are responsible for the following matters?<br/>a) Nomination and Governance<br/>b) Remuneration<br/>c) Audit<br/>d) Risk Management</p> | <p><b>a. Board Governance Committee<br/>b. Board Governance Committee<br/>c. Board Risk Management &amp; Assurance Committee<br/>d. Board Risk Management &amp; Assurance Committee</b></p>   |  |
|  | <p>vi) What is the process of appointing the chair of each committee?</p>   | <p>Through a rigorous selection process</p>   |  |
|  | <p><b>Committee responsible for Nomination and Governance</b></p>   |   |  |
|  | <p>vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?</p>   | <p>One (1) INED and four (4) NEDs</p>   |  |

|   |   |   |
|---|---|---|
|   | viii) Is the chairman of the Committee a NED or INED?   | <b>The Chairman of the Board Governance Committee is an NED</b>   |
|   | ix) Does the Company have a succession plan policy? Yes/No<br>If yes, how often is it reviewed?               | <b>Yes<br/>Annually</b>   |
|   | x) How often are Board and Committee charters as well as other governance policies reviewed?                  | <b>At least once in every three years or when the need arises.</b>  |
|   | xi) How does the committee report on its activities to the Board?   | <b>At every meeting of the Board of Directors, the Chairman of the Committee presents a written report to the Board detailing matters considered at its meetings and the recommendations thereon.</b> |
| <b>Committee responsible for Remuneration</b> |   |   |
|   | xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?                   | One (1) INED and four (4) NEDs  |
|   | xiii) Is the chairman of the Committee a NED or INED?   | <b>NED</b>  |
| <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> | <b>Yes</b>  |
|   | xv) Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>                    | <b>Yes</b>  |
|   | xvi) What are their qualifications and experience?  | The Chairman of the Audit Committee is a financial expert.  |
|   | xvii) Name the financial expert(s) on the Committee responsible for Audit                                     | Ms. Maryam Bashir<br>Mr. Olakunle Alake<br>Mr. Uzoma Nwankwo  |

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| Principles | Reporting Questions  | Explanation on application or deviation |
|------------|--|---|
|            | xviii) How often does the Committee responsible for Audit review the internal auditor's reports? | <b>On a quarterly basis</b>             |
|            | xix) Does the Company have a Board approved internal control framework in place? <b>Yes/No</b>   | <b>Yes</b>                              |

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|   | xx) How does the Board monitor compliance with the internal control framework?   | <b>Through review of internal Control reports at every meeting of the Committee.</b>   |
|   | 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><br>Please explain. | <b>Yes.</b><br><b>The external Auditors' Management Letter including the key audit matters and Management responses are reviewed by the Committee, with a quarterly status on the implementation of the recommendations tracked by the Internal Auditor and presented to the Committee on a quarterly basis.</b> |
|   | 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>  | <b>Yes</b>   |
|   | 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?       | <b>Once</b>  |
| <b>Committee responsible for Risk Management</b>  |  |  |
|   | xxiv) Is the Chairman of the Risk Committee a NED or an INED?  | <b>The Chairman of the Risk Committee is an INED</b>   |
|   | xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b><br>If yes, when was it approved?  | <b>Yes</b><br><b>The Risk Management Framework was approved in 2015 and reviewed in 2018. It would be refreshed by the Board during the 2021FY.</b>  |
|   | xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place?<br>Date of last review  | Every quarter.<br>It was last reviewed on February 18, 2021  |
|   | xxvii) Does the Company have a Board approved IT Data Governance Framework? <b>Yes/No</b><br>If yes, how often is it reviewed?   | <b>Yes</b><br><b>Annually</b>  |
|   | xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?   | <b>On a quarterly basis</b>  |
|   | 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>  | <b>Yes</b>   |
|   | xxx) How many meetings of the Committee did the CRO attend during the period under review?   | <b>The CRO attended all the meetings of the Committee during the period under review.</b>  |
| <b>Principle 12: Appointment to the Board</b><br><br><i>"A written, clearly defined, rigorous, formal and</i> | i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>  | <b>Yes, the Board has a Board Appointment Policy</b>   |
|   | ii) What criteria are considered for their appointment?  | The criteria considered for Board appointment include vacancy, nominations, interviews, background checks, rigorous selection process, Board approval, and   |

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| transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board" |  | Shareholders' ratification.  |
|  | iii) What is the Board process for ascertaining that prospective directors are fit and proper persons? | The selection process is thorough and rigorous as stated above. Interviews and background checks are carried out.  |
|  | iv) Is there a defined tenure for the following:<br>a) The Chairman<br>b) The MD/CEO<br>c) INED        | a. No defined tenure for the Chairman in line with the NCCG Code.<br>b. The tenure of the MD/CEO is a maximum of 9 years.<br>c. The tenure of the INED is a maximum of 9years in line with the NCCG Code.<br>d. No defined tenure for the NED in line with the NCCG Code.<br>e. The tenure of EDs is a maximum of 9 years. |

### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles   | Reporting Questions   | Explanation on application or deviation  |
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|  | d) NED<br>e) EDs  |  |
|  | v) Please state the tenure  | The tenures of members of the Board are stated above.  |
|  | vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>   | <b>The Board has a process in place to ensure that it is periodically refreshed.</b>   |
| <b>Principle 13: Induction and Continuing Education</b><br><br><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>  | <b>Yes, the Board has an established formal induction program for new Directors.</b>   |
|  | ii) During the period under review, were new Directors appointed? <b>Yes/No</b><br>If yes, provide date of induction.                               | <b>Yes</b><br><b>Yes, induction was provided.</b>  |
|  | iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b><br>If yes, provide training details. | <b>Yes, the Board is provided with adequate training and learning to horn their skills.</b><br><br>Title - 'Effective Director Seminar' organized by the Lagos Business School.<br><br>Title – 'Boards that Lead' organized by the Wharton University of Pennsylvania, (Aresty Institute of Executive Education) |
|  | iv) How do you assess the training needs of Directors?  | <b>Through annual Training Needs Assessment in line with the Board Training Policy.</b>  |
|  | v) Is there a Board-approved training plan? <b>Yes/No</b>   | <b>Yes, the Board has a Training Policy and a Training Plan.</b>   |
|  | vi) Has it been budgeted for? <b>Yes/No</b>   | <b>Yes, this is included in the approved budget annually</b>   |

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| <p><b>Principle 14: Board Evaluation</b></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> | <p>i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b></p>  | <p><b>Yes, this is contained in the Board Charter.</b></p>   |
|  | <p>ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b></p>  | <p><b>Yes</b></p>  |
|  | <p>iii) If yes, indicate whether internal or external. Provide date of last evaluation.</p>   | <p>Internal Board evaluation was conducted for the review period in line with the Code. An external Board evaluation was conducted in February 2020 for the 2019FY.</p>  |
|  | <p>iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b><br/>If yes, indicate date of presentation.</p>                         | <p>The Board Evaluation Report will be presented to the Board at its next meeting scheduled for April 2021.</p>  |
|  | <p>v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b></p>   | <p><b>Yes, the Chairman discussed the individual assessments with each director.</b></p>   |
|  | <p>vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b></p>   | <p><b>Yes, this is a criterion for re-election.</b></p>  |
| <p><b>Principle 15: Corporate Governance Evaluation</b></p> <p><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></p>                                | <p>i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b><br/>If yes, provide date of the evaluation.</p> | <p>Yes, the Corporate Governance Evaluation is on-going to be concluded before the end of March, 2021.</p>   |
|  | <p>ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b></p>  | <p><b>The result of the Corporate Governance Report will be presented to the Board at its Meeting scheduled for April 2021.</b></p>  |
|  | <p>iii) If yes, please indicate the date of last presentation.</p>  | <p>The last Board Evaluation Report which included its Corporate Governance Evaluation was presented to the Board at its meeting of May 22, 2020.</p>  |
|  | <p>iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b></p>                           | <p><b>Yes, the summary of the Corporate Governance Evaluation will be included in our upcoming Annual Report &amp; Financial Statements for the 2020FY and would be hoisted in the Investor Relations Portal of the Company’s website.</b></p> |
| <p><b>Principle 16: Remuneration Governance</b></p>  | <p>i) Is there a Board-approved Directors’ remuneration policy? <b>Yes/No</b><br/>If yes, how often is it reviewed?</p>                                       | <p><b>Yes, the Board has a duly approved Remunerations Policy.</b><br/><b>At least once in three (3) years</b></p>   |

#### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles  | Reporting Questions  | Explanation on application or deviation  |
|---|--|--|
| <p><i>“The Board ensures that the Company remunerates fairly, responsibly and transparently so as</i></p> | <p>ii) Provide details of directors’ fees, allowances and all other benefits paid to them during the period under review</p> | <ul style="list-style-type: none"> <li>• <b>Sitting Allowance for Board &amp; Committee Meetings</b></li> <li>• <b>Reimbursable Travel Expenses</b></li> </ul> |

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| <p>to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</p>   | <p>iii) Is the remuneration of NEDs presented to shareholders for approval? <b>Yes/No</b><br/>If yes, when was it approved?</p>  | <p><b>Yes</b><br/><b>At the Company's Annual General Meeting</b></p>   |
|   | <p>iv) What portion of the NEDs remuneration is linked to company performance?</p>   | <p><b>None, NEDs remuneration is not linked to the Company's performance as this may lead to bias in their decision making and compromise objectivity.</b></p> |
|   | <p>v) Is there a Board-approved remuneration policy for Executive and Senior management? <b>Yes/No</b><br/>If yes, to what extent is remuneration linked to company performance?</p>       | <p>Yes<br/>The remuneration of the MD and EDs is structured to link rewards to corporate and individual performance.</p>                                       |
|   | <p>vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b></p>  | <p><b>Yes, the Board has set KPIs for Executive Management</b></p>   |
|   | <p>vii) If yes, was the performance measured against the KPIs? Yes/No</p>  | <p><b>Yes, performance was measured against KPIs</b></p>   |
|   | <p>viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? <b>Yes/No</b></p>   | <p><b>No, the MD, ED and Company Secretary do not receive Sitting Allowance or Directors Fees.</b></p>   |
|   | <p>ix) Which of the following receive sitting allowance and/or fees:<br/>a. MD/CEO<br/>b. ED<br/>c. Company Secretary<br/>d. Other Senior management staff</p>                             | <p><b>No Executive Management or Senior Management Staff receives Sitting Allowances.</b></p>  |
|   | <p>x) Is there a Board-approved claw back policy for Executive management? <b>Yes/No</b><br/>If yes, attach the policy.</p>  | <p>Yes, the Claw-back Clause is contained in the Remuneration policy.</p>  |
| <p><b>Principle 17: Risk Management</b><br/><br/>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</p> | <p>i) Has the Board defined the company's risk appetite and limit? <b>Yes/No</b></p>   | <p><b>Yes, this is contained in the Enterprise-wide Risk Management Policy.</b></p>  |
|   | <p>ii) How often does the company conduct a risk assessment?</p>   | <p><b>Periodically and at least on a quarterly basis.</b></p>  |
|   | <p>iii) How often does the board receive and review risk management reports?</p>   | <p><b>On a quarterly basis</b></p>   |
| <p><b>Principle 18: Internal Audit</b><br/><br/>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</p> | <p>i) Does the company have an Internal Audit function? <b>Yes/No</b><br/>If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?</p> | <p><b>Yes, the Company has an Internal Audit Function.</b></p>   |
|   | <p>ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b></p>  | <p><b>Yes, the Company has a duly approved Internal Audit Charter.</b></p>   |
|   | <p>iii) Is the head of internal audit a member of senior management? <b>Yes/No</b></p>   | <p><b>Yes</b></p>  |

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|  | iv) What is the qualification and experience of the head of internal audit?  | MBA, HND,FCA, ACIT<br>27 years experience across finance, audit and internal control.  |
|  | v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>                                     | <b>Yes, the Annual Audit Plan is risk based. It is approved by the Board Risk Management &amp; Assurance Committee annually.</b> |
|  | vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the | <b>Yes, the Chief Internal Auditor reports to the Committee each quarter.</b>  |

### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles  | Reporting Questions   | Explanation on application or deviation  |
|---|---|--|
|   | adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? <b>Yes/No</b>  |  |
|   | 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? <b>Yes/No</b><br>If yes, when was the last assessment? | <b>Yes</b><br><b>An external assessment of the Internal Audit &amp; Internal Control Functions was conducted in 2020FY</b> |
|   | viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?   | <b>The Audit Committee</b>   |
| <b>Principle 19: Whistleblowing</b><br><br>"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? <b>Yes/No</b><br>If yes, when was the date of last review   | <b>Yes</b><br><b>The Whistle Blowing reports are reviewed and presented to the Audit Committee on a quarterly basis.</b>   |
|   | 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>   | <b>Yes, the Whistle Blowing mechanism is published, and is accessible to all stakeholders.</b>                             |
|   | iii) Is the Audit committee provided with the following reports on a periodic basis?<br><br>a) Reported cases<br>b) Process and results of Investigated cases   | <b>Yes, the reports are presented to the Committee on a quarterly basis.</b>   |
| <b>Principle 20: External Audit</b><br><br>"An external auditor is appointed to provide an independent opinion on the true and fair view of the   | i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?   | <b>The Committee responsible for audit makes the recommendations to the Board.</b>   |
|   | ii) Who approves the appointment, re-appointment, and removal of External Auditors?   | <b>Shareholders of the Company at the Annual General Meeting (AGM).</b>  |



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| <p><i>financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i></p>  | <p>iii) When was the first date of appointment of the External auditors?</p>  | <p>The current External Auditor was appointed by members at the AGM of 2017.</p>  |
|  | <p>iv) How often are the audit partners rotated?</p>  | <p>The Audit partner will be rotated after the first 5years as Audit Partner.</p>   |
| <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> | <p>i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?</p>                                     | <p><b>Notice of 21days was given but notices, annual report and other meeting documents were dispatched 28days before date of meeting.</b></p>  |
|  | <p>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></p>   | <p><b>The Board Chairman and Chairmen of the Board Governance and Statutory Audit Committees attended the AGM, while the Chairmen of the Board Finance &amp; Board Risk Management &amp; Audit Committees were unable to attend the meeting in person as the Meeting was held in compliance with the strict COVID-19 protocols which severely limited general attendance at the meeting to a maximum of 25 persons. (They however joined the meeting by streaming live via the available online channels)</b></p> <p><b>The other Chairmen and Directors provided sufficient answers to Shareholders enquiries at the meeting. (Shareholders were also encouraged to send their questions to the Company Secretariat electronically, and answers where provided).</b></p> |
| <p><b>Principle 22: Shareholder Engagement</b></p> <p><i>"The establishment of a system of regular dialogue with shareholders balance</i></p>  | <p>i) Is there a Board-approved policy on shareholders' engagement? <b>Yes/No</b><br/>If yes:<br/>a) when was it last reviewed?<br/>b) Is the policy hosted on the company's website?</p> | <p>The Shareholders Engagement Policy is currently being reviewed and would be approved by the Board by H1, 2021.</p> <p>The Policy will thereafter be hoisted on the Company's website.</p>  |

#### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles  | Reporting Questions  | Explanation on application or deviation   |
|---|--|---|
| <p><i>their needs, interests and expectations with the objectives of the Company"</i></p> | <p>ii) How does the Board engage with Institutional Investors and how often?</p> | <p>The Board encourages the Company's institutional investors to positively influence the standard of corporate governance and promote value creation. This is done as often as required via the Company's official communication lines.</p> <p>The Board or the Company does not give preferential treatment to institutional investors nor grant them access to superior information.</p> |

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| <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>   | <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></p>   | <p><b>Yes, the requisite information is provided to shareholders via the Nigerian Stock Exchange Issuers Portal and the Company's website.</b></p>  |
| <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><b>Yes, the Company as a duly approved COBE Policy which Directors and Staff annually attest to.</b></p> <p><b>a. Yes, the COBE has been communicated to internal and external stakeholders.</b></p> <p><b>b. Yes, the COBE is applicable to all listed nos. (1-4)</b></p>   |
|  | <p>ii) When was the date of last review of the policy?</p>  | <p>The COBE was last reviewed on May 22, 2020</p>   |
|  | <p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b></p>   | <p><b>Yes, in line with the COBE policy.</b></p>  |
|  | <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>  | <p><b>There was no incident of non-compliance with the COBE during the review period, as such no sanction was issued.</b></p>   |
| <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><b>Yes, we have a Board approved Policy on Insider Trading.</b></p> <p><b>a. May 22, 2020</b></p> <p><b>b. Through the issuance of notifications to insiders on a regular basis, and monitoring of disclosures of investment, prior notification and clearance of trade, and observance of the Closed period and Trading Window amongst others.</b></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> <li>4. Third parties (Specify)</li> </ol>                                | <p><b>Yes, the Company has a Board approved policy on Related Party Transaction.</b></p> <p><b>a. May 22, 2020</b></p> <p><b>b. The Board monitors compliance with the policy in its oversight capacity for ensuring tagging of related parties, reviewing and approving, monitoring of performance of related party transactions and un-tagging related parties when required.</b></p> |

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|  |  | c. Yes, the policy is applicable to all categories listed in nos. (1-4) including related parties, suppliers, vendors, any shareholder owning more than 0.1% of the total equity of the Company, associate companies and any close family member of a Director or shareholder. |
|  | iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties? | The Board ensures adequate disclosure of related party transactions by reviewing the disclosure requirement for related party transactions in accordance with regulatory requirements and leading corporate governance practices to achieve arm's length transactions.         |

### REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

| Principles   | Reporting Questions  | Explanation on application or deviation   |
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|  | iv) Does the company have a Board approved policy on conflict of interest? <b>Yes/No</b><br><br>If yes:<br>a) When was the last date of review?<br>b) How does the Board monitor compliance with this policy?<br>c) Is the policy applicable to any or all of the following:<br>1. Senior management<br>2. Other employees (Specify) | <b>Yes</b><br><br>a. May 22, 2020<br>b. Disclosure of conflict-of-interest situations (whether real or potential conflict of interest situations)<br>- Excuses from its meeting, any Director that has interest in any matter for consideration before the Board.<br>- Same principle is applicable at Management meetings.<br><br>c. Yes, the policy is applicable to Senior Management and other employees. |
| <b>Principle 26: Sustainability</b><br><br>"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) Is there a Board-approved sustainability policy? <b>Yes/No</b><br>If yes, when was it last reviewed?  | <b>Yes</b><br><br><b>May 22, 2020</b>   |
|  | ii) How does the Board monitor compliance with the policy?   | It reviews quarterly reports from Management.   |
|  | iii) How does the Board report compliance with the policy?   | The Board reports compliance in the Annual Report & Financial Statement each year.  |
|  | iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b><br>If yes, when was it last reviewed?  | The Board is currently reviewing this for incorporation in its Sustainability Policy.   |
| <b>Principle 27: Stakeholder Communication</b>   | i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b>   | <b>Yes, the Board has an approved Stakeholder Engagement &amp; Communications Policy.</b>   |

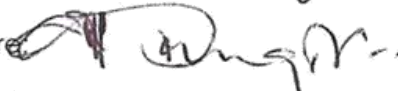
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| <p>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</p>   | <p>ii) Does the Company have an up to date investor relation portal? <b>Yes/No</b><br/>If yes, provide the link.</p>                                      | <p>Yes, the Company has an up-to-date Investor relations Portal.<br/><br/>Dangotesugar.com.ng/annual-reports-archive/</p>  |
| <p><b>Principle 28: Disclosures</b><br/><br/>"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"</p> | <p>i) Does the company's annual report include a summary of the corporate governance report? <b>Yes/No</b></p>  | <p><b>Yes, the Company's Annual Report includes a Report on Corporate Governance.</b></p>  |
|   | <p>ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b><br/>If yes, provide details of the fines and penalties.</p> | <p><b>Yes.</b><br/><br/>The Company inadvertently omitted to complete a transaction at the National Agency for Food &amp; Drugs Administration &amp; Control (NAFDAC) and a penalty of Two Million and Five Hundred Thousand Naira (N2.5m) was imposed on the Company for the inchoate transaction.<br/><br/><b>This will be reported in the 2020FY Annual Report of the Company in line the code.</b></p> |

**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**  
**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: **Ah. Alikeo Dangote, GCON**

Signature: 

Date: **March 22, 2021**

**Chairman of the Committee responsible for Governance**

Name: **Ms. BENNEDIKTER MOLOKWA**

Signature: 

Date: **11th MARCH 2021**

**Managing Director/Chief Executive Officer**

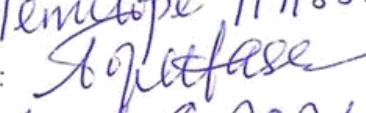
Name: **RAVINDRA SINGHVI**

Signature: 

Date: **March 8th, 2021**

**Company Secretary/Chief Compliance Officer**

Name: **Temitope HASSAN (Msc.)**

Signature: 

Date: **March 8, 2021**

**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**