



**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   | CORNERSTONE INSURANCE PLC   |
| ii.   | Date of Incorporation  | JULY 26, 1991   |
| iii.  | RC Number  | 163170  |
| iv.   | License Number   | RIC-008   |
| v.    | Company Physical Address   | 21, WATER CORPORATION DRIVE,<br>OFF LIGALI AYORINDE STREET,<br>VICTORIA<br>ISLAND, LAGOS.   |
| vi.   | Company Website Address  | www.cornerstone.com.ng  |
| vii.  | Financial Year End   | DECEMBER 31   |
| viii. | Is the Company a part of a Group/Holding Company?<br><b>Yes/No</b><br><br>If yes, please state the name of the Group/Holding Company | NO  |
| ix.   | Name and Address of Company Secretary  | PAC SOLICITORS  |
| x.    | Name and Address of External Auditor(s)  | KPMG PROFESSIONAL SERVICES  |
| xi.   | Name and Address of Registrar(s)   | LIGHTHOUSE REGISTRARS   |
| xii.  | Investor Relations Contact<br>Person(E-mail and Phone No.)   | MR. ADEWALE FOSTER-<br>AILERU <a href="mailto:afoster-aileru@cornerstone.com.ng">afoster-aileru@cornerstone.com.ng</a><br>08033537696 |
| xiii. | Name of the Governance Evaluation Consultant   | DCSL CORPORATE SERVICES<br>LIMITED  |
| xiv.  | Name of the Board Evaluation Consultant  | DCSL CORPORATE SERVICES<br>LIMITED  |

## 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, INED,<br>NED, ED) | Gender | Date First<br>Appointed/<br>Elected | Remark |
|-------|----------------------------|---|--------|-------------------------------------|--------|
| 1.    | MR. SEGUN ADEBANJI         | CHAIRMAN  | MALE   | 23/04/2017                          | NA     |
| 2.    | MR GANIYU MUSA             | MANAGING DIRECTOR                               | MALE   | 26/04/2012                          | NA     |
| 3.    | MR STEVE IWENJORA          | NED   | MALE   | 17/12/2015                          | NA     |
| 4.    | MR. EKWUNIFE OKOLI         | INED  | MALE   | 22/07/2016                          | NA     |
| 5.    | MS. ELIZABETH<br>AMADIUME  | INED  | FEMALE | 21/10/2016                          | NA     |
| 6.    | MR. ANTHONY EGBUNA         | NED   | MALE   | 21/10/2016                          | NA     |
| 7.    | DR. OGECHI ADEOLA          | INED  | FEMALE | 23/02/2021                          | NA     |
| 8.    | MR TOKUNBO BELLO           | ED  | MALE   | 01/08/2008                          | NA     |
| 9.    | MR CHIDIEBERE<br>NWOKEOCHA | ED  | MALE   | 24/10/2018                          | NA     |

## 2. Attendance at Board and Committee Meetings:

| S/N | Names of Board Members | No. of Board Meetings Held in the Reporting Year-2021 | 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. SEGUN ADEBANJI     | Five (5)  | Five (5)   | NIL  | NIL                              | NIL   | NIL   |
| 2.  | MR GANIYU MUSA         | Five (5)  | Five (5)   | Finance, Investments and General Purposes Committee  | Member                           | Five (5)  | Five (5)  |
| 3.  | MR STEVE IWENJORA      | Five (5)  | Five (5)   | a. Finance, Investments & General Purposes Committee | Chairman                         | Five (5)  | Five (5)  |
|     |                        |   |  | b. Audit & Compliance                                | Member                           | Four (4)  | Four (4)  |
| 4.  | MR. EKWUNIFE OKOLI     | Five (5)  | Five (5)   | a. Finance, Investments & General Purposes Committee | Member                           | Five (5)  | Five (5)  |
|     |                        |   |  | b. Enterprise Risk Management & Governance Committee | Member                           | Four (4)  | Five (5)  |
| 5.  | MS. ELIZABETH AMADIUME | Five (5)  | Five (5)   | a. Enterprise Risk Management & Governance Committee | Chairperson                      | Four (4)  | Four (4)  |
|     |                        |   |  | b. Audit & Compliance Committee                      | Member                           | Four (4)  | Four (4)  |
|     |                        |   |  | c. Statutory Audit Committee                         | Member                           | Four (4)  | Four (4)  |
| 6.  | MR ANTHONY EGBUNA      | Five (5)  | Four (4)   | a. Audit & Compliance Committee                      | Chairman                         | Four (4)  | Four (4)  |

|    |   |          |          |  |        |          |           |
|----|---|----------|----------|--|--------|----------|-----------|
|    |   |          |          | b. Enterprise Risk management & Governance Committee | Member | Four (4) | Four (4)  |
|    |   |          |          | c. Finance, Investments & General Purposes Committee | Member | Five (5) | Five (5)  |
|    |   |          |          | d. Statutory Audit Committee                         | Member | Four (4) | Four (4)  |
| 7. | DR. OGECHI ADEOLA<br><br>*Dr. Ogechi Adeola was appointed to the Board on the 23 <sup>rd</sup> of February 2021.<br><br>*Dr. Ogechi Adeola was appointed to the Board Committees on the 24 <sup>th</sup> of May 2021. | Five (5) | Four (4) | a. Enterprise Risk management & Governance Committee | Member | Four (4) | Two (2)   |
|    |   |          |          | b. Finance, Investments & General Purposes Committee | Member | Five (5) | Three (3) |
| 8. | MR TOKUNBO BELLO  | Five (5) | Four (4) | Finance, Investments and General Purposes Committee  | Member | Five (5) | Five (5)  |
| 9. | MR CHIDIEBERE NWOKEOCHA   | Five (5) | Five (5) | Finance, Investments and General Purposes Committee  | Member | Five (5) | Five (5)  |

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

### 1. Senior Management:

| S/No. | Names                      | Position Held                                    | Gender |
|-------|----------------------------|--|--------|
| 1.    | Mr. Dan-Olufemi Olayinka   | Chief Technology Officer                         | Male   |
| 2.    | Mr. Charles Nwachukwu      | Head, Financial Institutions & SME               | Male   |
| 3.    | Mr. Oludotun Olowonyo      | Head, Internal Audit and Control                 | Female |
| 4.    | Mrs. Oluwafunmilayo Amanwa | Head, Central Claims & Special Risk Underwriting | Female |
| 5.    | Mr. Kehinde Olorundare     | Chief Financial Officer                          | Male   |
| 6.    | Mrs. Omodayo Oduntan       | Head, Corporate Services                         | Female |
| 7.    | Mr. Oludare Olude          | Head, Special Risk                               | Male   |
| 8.    | Mr. Adewale Foster-Aileru  | Head, Strategy, ERM & Investors Relations        | Male   |
| 9.    | Mr. Jonathan Lawuyi        | Head, Product Development & Channel Innovation   | Male   |

|     |                       |   |        |
|-----|-----------------------|---|--------|
| 10. | Mr. Paschal Nwachukwu | Head, Finance and Performance Management  | Male   |
| 11. | Ms. Cordelia Ekeocha  | Head, Marketing & Corporate Communication | Female |
| 12. | Mr. Emeka Ogumka      | Head, Treasury                            | Male   |
| 13. | Mr. Ganiu Shefiu      | Head, Actuarial Services                  | Male   |
| 14. | Mrs. Edith Omeonu     | Head, Legal Services & Compliance         | Female |

## 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>Yes, the Board has an approved Charter and it was last reviewed on 20<sup>th</sup> February 2020.</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><b>1. Mr. Segun Adebajji</b> is a Fellow of both the Chartered Association of Certified Accountants and the Institute of Chartered Accountants of Nigeria.<br/>He has over 36 years working experience in blue chip companies. His working experience includes UAC and Unilever PLC London and South Africa. He has served as Financial Director of Nigerian Breweries PLC and later Managing Director, Heineken Ghana Breweries and Namibia Breweries. Mr. Adebajji is a non-Executive Director of Nigerian Breweries PLC and Chairman, Bevpak Nigeria Limited.</p> <p><b>2. Mr. Ganiyu Musa</b> is a highly experienced management professional with diversified experience in insurance, reinsurance, audit, consulting and financial management. He has over 28 years working experience and has served in different capacities at Pannell Kerr Forster, a firm of Chartered Accountants, Arthur Andersen and African Reinsurance Corporation.<br/>He holds a Bachelor of Science degree in Business Administration and a Masters in Banking and Finance degree, both from the University of Lagos. He is a Fellow of the Institute of Chartered Accountants of Nigeria. He is also a Member of the Chartered Insurance Institute of London and a Senior Member of the Chartered Insurance Institute of Nigeria.</p> <p><b>3. Mr. Steve Iwenjora</b> has over 18 years cognate experience in the financial services sector, spanning banking, private equity and investment</p> |

management with local and international organisations. He is a Fellow of the Institute of Chartered Accountants of Nigeria and holds a Bachelor's Degree in Accounting from the University of Lagos.

4. **Mr. Ekwunife Okoli** has over 31 years consumer goods industry experience in a wide cross section of over 20 African countries including Nigeria, Ghana, Cameroun, Ethiopia, Angola and Mozambique among others. He possesses significant corporate governance experience especially in difficult geographies and has held executive and non-executive board positions in various Diageo subsidiaries including Guinness Nigeria PLC, Guinness Ghana and Seychelles Breweries Limited.
5. **Ms. Elizabeth Amadiume** has over 33 years working experience in all aspects of non-life insurance operations. She is a Fellow of the Chartered Insurance Institute, UK and has a Masters Degree in French Language and Literature from the Voronezh State University, then USSR. She is also an alumnus of the Harvard Management and Leadership Programme.  
She is a council member of the African Reinsurance Foundation. She has also served as the Director, Central Operations and Special Risks of African Reinsurance Corporation and its Regional Director of Mauritius.
6. **Mr. Anthony Egbuna** is a Chartered Accountant and holds an M.B.A. degree from Wake Forest University, Winston Salem and a first-class Bachelor of Science degree in Social Sciences from the University of Ife. He has more than 28 years of varied experience in financial management, banking, auditing, process improvement, strategic planning and enterprise risk management, having been exposed to financial services, oil and gas, manufacturing, consumer products and several other industries as auditor, consultant, and banker.
7. **Dr. Ogechi Adeola** is an Associate Professor of Marketing and the Head of Department of Operations, Marketing, and Information Systems at the Lagos Business School. She holds an MBA and DBA from Manchester Business School, UK, and a law degree from the University of Nigeria. She has over 26 years of work and consulting experience, which includes 15 years in the Nigerian financial services sector, before joining academia.
8. **Mr. Tokunbo Bello** holds a Bachelor's degree in Biology from the Ahmadu Bello University, Zaria and a Master's degree in Information Systems Management from the University of

Stirling, Scotland. He is a senior member of the Chartered Insurance Institute of Nigeria, a member of the Chartered Institute of Insurance, United Kingdom and a Registered Member of the Financial Services Authority, both in the United Kingdom. He also holds the Financial Planning Certificates 1, 2 and 3 and a Certificate in Mortgage Advice and Practice. He has over 28 years' of inter-sectorial management experience which cuts across underwriting, reinsurance, operations, financial services consultancy and marketing. He is also adept at risk management, corporate governance & compliance and product development.

9. **Mr. Chidiebere Nwokeocha** holds a Bachelor's degree in English from the University of Nsukka and a Masters in English from the Ahmadu Bello University. He also holds an MBA from the ESUT Business School and is a fellow of the Institute of Chartered Accountants of Nigeria and is a senior member of the Chartered Insurance Institute of Nigeria. He has over 29 years' experience in banking and finance and Oil & gas sectors.



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| <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>This is contained in the Board Charter. The Board ensures diversity in skills, gender, knowledge and competence to aid better decision making.</p> <p>The Company is working to improve the gender diversity of the Board.</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> <ol style="list-style-type: none"> <li><b>1. Mr. Segun Adebajji</b> <ol style="list-style-type: none"> <li>a. Callisto Investments Limited</li> <li>b. ARM Holding Company Limited</li> <li>c. Beloxxi Industries Limited</li> <li>d. Daraju Industries Limited</li> <li>e. Multimedia Ghana Limited</li> <li>f. Fidson Healthcare PLC</li> <li>g. Crest Agro Limited</li> </ol> </li> <li><b>2. Mr. Ganiyu Musa</b> <ol style="list-style-type: none"> <li>a. Oak Pensions Limited</li> <li>b. FHN Limited</li> <li>c. Creditville Limited</li> </ol> </li> <li><b>3. Mr. Ekwunife Okoli</b> <ol style="list-style-type: none"> <li>a. Fidson Healthcare PLC</li> </ol> </li> <li><b>4. Ms. Elizabeth Amadiume</b> <ol style="list-style-type: none"> <li>a. African Reinsurance Foundation</li> </ol> </li> <li><b>5. Mr. Anthony Egbuna</b> <ol style="list-style-type: none"> <li>a. eTranzact International PLC</li> <li>b. Gas Train Limited</li> <li>c. PNG Gas Limited</li> </ol> </li> <li><b>6. Dr. Ogechi Adeola</b> <ol style="list-style-type: none"> <li>a. Bryon and Goldman Limited</li> <li>b. Principa Limited</li> <li>c. Rocabook Publishers Limited</li> <li>d. Box City Sculptors Limited</li> <li>e. Tycoon Communications Limited</li> </ol> </li> </ol> |
| <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>No. The MD/CEO and the Executive Directors do not chair any Board Committees.</p>   |
| <p><b>Principle 3: Chairman</b><br/><i>“The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive</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>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>   |
|   | <p>No. The Chairman is neither a member nor a Chairman of any Board Committee.</p> <p>The Chairman was not in attendance at any Committee meeting during the period. The reports of the Committee meetings are usually presented to the Board at subsequent Board meetings.</p>  |

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| <i>participation of all Directors to facilitate effective direction of the Board”</i> | iii) Is the Chairman an INED or a NED?  | The Chairman is a Non-Executive Director   |
|   | 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?   | No   |
|   | v) When was he/she appointed as Chairman?   | He was appointed on the 23 <sup>rd</sup> of April 2017.  |
|   | vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b><br>If yes, specify which document | Yes, the roles and responsibilities of the Chairman are clearly defined in the approved Board Charter. |

| 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><br>If no, in which documents is it specified?            | Yes. The MD/CEO has a contract of employment that sets out his authority and relationship with the Board.  |
|  | ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>  | Yes. The MD/CEO declares any conflict of interest on appointment, annually and thereafter.   |
|  | iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?  | Upon invitation, the Managing Director attended the following Board Committees meetings: <ul style="list-style-type: none"> <li>a. Audit and Compliance Committee</li> <li>b. Finance, Investments and General Purposes Committee</li> <li>c. Enterprise Risk Management and Governance</li> </ul> |
|  | iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no</b> .<br>If yes, please state the company(ies)?  | Yes <ul style="list-style-type: none"> <li>a. Oak Pensions Limited</li> <li>b. FHN Limited</li> <li>c. Creditville Limited</li> </ul>  |
|  | v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>   | Yes  |
| <p><b>Principle 5: Executive Directors</b></p> <p><i>Executive Directors support the Managing Director/Chief 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  |
|  | 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? | Yes  |
|  | iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>  | Yes  |
|  | iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b><br>If yes, please list  | No   |
|  | v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>   | N/A  |
| <p><b>Principle 6: Non-Executive Directors</b></p> <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>  | i) Are the roles and responsibilities of the NEDs clearly defined and documented? <b>Yes/No</b><br>If yes, where are these documented?  | Yes. The roles and responsibilities of the Non-Executive Directors are clearly defined in the approved Board Charter and in their letter of appointment to the Board.  |
|  | ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>   | Yes.   |
|  | iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>   | Yes.   |
|  | 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      | Yes.<br><br>The information is provided as part of the appointment process, induction programme, before, during and after Board meetings and upon their request.   |
|  | v) What is the process of ensuring completeness and adequacy of the information provided?   | The information is provided by relevant members of Management and Directors are provided with the opportunity to make enquiries on the information provided.   |
|  | vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>  | Yes.   |

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| <p><b>Principle 7: Independent Non- Executive Directors</b><br/> <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence”</i></p> | i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b>  | Yes   |
|  | ii) Are there any exceptions?   | No  |
|  | iii) What is the process of selecting INEDs?  | <p>The Board identifies the skills, experience and competence needed on the Board and seek out candidates who possess such skills and competence, taking into consideration the criteria for nomination of an INED as reflected in the Nigerian Code of Corporate Governance 2018.</p> <p>The curriculum vitae of suitable candidates are then forwarded to the Governance Committee for consideration and interview.</p> <p>After this, the Committee shortlists the candidates and presents a report on the selection, to the Board, for review and approval.</p> |
|  | iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>                              | Yes   |
|  | v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>                                | Yes.  |
|  | vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b><br>If yes, how often? What is the process?                      | Yes. The INEDs are required to complete and execute a Declaration of Independence Form annually. The Board can ascertain and confirm the independence of the INED based on the information provided.  |
|  | vii) Is the INED a Shareholder of the Company?<br><b>Yes/No</b><br>If yes, what is the percentage shareholding?                                       | <p>Only one (1) INED is a Shareholder of the Company</p> <p>Mr. Ekwunife Okoli holds less than 0.001% of the paid-up capital of the Company.</p> <p>Ms. Elizabeth Amadiume is not a shareholder of the Company.</p> <p>Dr. Ogechi Adeola is not a shareholder of the Company.</p>   |
|  | 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. | No  |
|  | ix) What are the components of INEDs remuneration?  | <p>The components of the remuneration are:</p> <ol style="list-style-type: none"> <li>Annual Directors’ Fee</li> <li>Sitting Allowances and Expenses</li> </ol>   |

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| <b>Principle 8: Company Secretary</b><br><br><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?   | Outsourced   |
|  | ii) What is the qualification and experience of the Company Secretary?  | The Company Secretary is made up of a team of qualified solicitors with more than 20 years combined experience in Company secretarial services, Corporate Governance, Regulatory Compliance.<br><br>The company secretarial unit manages a wide range of clientele in diverse sectors including the Banking, Insurance, Financial Services, Insurance, Telecommunication, Healthcare, Hospitality etc. |
|  | iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?  | N/A  |
|  | iv) Who does the Company Secretary report to?   | The Company Secretary reports to the Board.  |
|  | v) What is the appointment and removal process of the Company Secretary?  | The appointment of the Company Secretary is based on merit with emphasis on skills, competence and experience. The process of appointing the Company Secretary is as rigorous as the process of appointing Directors.<br><br>The process of removal of the Company Secretary is in accordance with the provisions of the Companies and Allied Matters Act 2020.  |
|  | vi) Who undertakes and approves the performance appraisal of the Company Secretary?   | The appraisal of the Company Secretary is carried out by an Independent Evaluator on the request of the Board. The appraisal is considered and approved by the Board.  |
| <b>Principle 9: Access to Independent Advice</b><br><br><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><br>If yes, where is it documented? | Yes. This is contained in the approved Board Charter   |
|  | ii) Who bears the cost for the independent professional advice?   | The Company  |
|  | iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b><br>If yes, provide details.  | Yes.<br><br>The Board obtained independent professional advice regarding the Company’s:<br><ul style="list-style-type: none"> <li>• Staff Remuneration Structure</li> <li>• Enterprise Risk Management Framework</li> </ul>  |
| <b>Principle 10: Meetings of the Board</b><br><br><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?   | The draft Minutes of the Board Meetings are reviewed by the Chairman and his comments/amendments are incorporated in the Minutes. The Minutes are then circulated to the Directors at least 14 days before the next Board meeting, and are reviewed and approved at the Board meeting.   |
|  | ii) What are the timelines for sending the minutes to Directors?  | Minutes are sent to the Directors at least 14 days before the next Board meeting.  |
|  | iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?  | The attendance records of Directors is considered to determine if any Director should be re-elected to the Board.  |

| 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>Yes. The Board Committees have Terms of Reference that state their responsibilities.</p>   |
|  | <p>ii) What is the process for reviewing and approving minutes of Board Committee of meetings?</p>  | <p>The draft Minutes of the Committee meetings are reviewed by the Committee Chairmen and their comments/amendments are incorporated in the Minutes. The Minutes are then circulated to the Directors at least 7 days before the next Committee meeting, and are reviewed and approved at Committee meeting.</p>  |
|  | <p>iii) What are the timelines for sending the minutes to the directors?</p>  | <p>The Minutes of the Committee meetings are reviewed by the Chairman and his comments/amendments are incorporated in the Minutes. The Minutes are then sent to the Committee members at least 7 days before the next Committee meeting.</p>  |
|  | <p>iv) Who acts as Secretary to board committees?</p>   | <p>The Company Secretary acts as the Secretary of the Board Committees.</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>a. The Enterprise Risk Management and Governance Committee. During the period, the Enterprise Risk Management and Governance Committee was reconstituted to form two separate Committees namely: Risk Management, Audit and Compliance Committee and the Governance, Nomination and Remuneration.</p> <p>b. The Enterprise Risk Management and Governance Committee. During the period, the Enterprise Risk Management and Governance Committee was reconstituted to form two separate Committees namely: Risk Management, Audit and Compliance Committee and the Governance, Nomination and Remuneration.</p> <p>c. The Audit and Compliance Committee &amp; the Statutory Audit Committee. During the period, the Audit and Compliance was reconstituted to become the Risk Management, Audit and Compliance Committee.</p> <p>d. Enterprise Risk Management and Governance Committee. During the period, the Enterprise Risk Management and Governance Committee was reconstituted to form two separate Committees namely: Risk Management, Audit and Compliance Committee and the Governance, Nomination and Remuneration.</p> |

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| vi) What is the process of appointing the chair of each committee? | The Enterprise Risk Management and Governance Committee prepares a schedule of the membership of the Board Committees and presents to the Board. The schedule outlines the proposed Chairman of each Board Committee taking into consideration their qualifications and the provisions of the NCCG on the Chairmanship of Board Committees. The Board reviews the schedule and appoints the Chairmen of Board committees. |
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**Committee responsible for Nomination and Governance**

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| vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance? | Two-third. There were two (2) INEDs and one (1) NED on the Committee responsible for Nomination and Governance.   |
| viii) Is the chairman of the Committee a NED or INED ?   | The Chairman is an INED   |
| ix) Does the Company have a succession plan policy? Yes/No<br>If yes, how often is it reviewed?          | Yes. It is reviewed every three years or as the need arises.  |
| x) How often are Board and Committee charters as well as other governance policies reviewed?             | Every three (3) years or as the need arise.   |
| xi) How does the committee report on its activities to the Board?  | The Committee presents to the Board, a report on the recommendations and directives issued to Management at the Committee meetings, for consideration and approval (where necessary). |

**Committee responsible for Remuneration**

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|---|---|
| xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration? | Two-third. There are two (2) INEDs and one (1) NED on the Committee responsible for Remuneration. |
| xiii) Is the chairman of the Committee a NED or INED?                                       | The Chairman is an INED   |

**Committee responsible for Audit**

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|---|------|
| xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? <b>Yes/No</b> | Yes. |
| xv) Are members of the Committee responsible for Audit financially literate?                                  | Yes  |

| Yes/No   |  |
|--|--|
| xvi) What are their qualifications and experience?   | <p><b>1. Mr. Anthony Egbuna</b> is a Chartered Accountant and holds an M.B.A. degree from Wake Forest University, Winston Salem and a first-class Bachelor of Science degree in Social Sciences from the University of Ife. He has more than 29 years of varied experience in financial management, banking, auditing, process improvement, strategic planning and enterprise risk management, having been exposed to financial services, oil and gas, manufacturing, consumer products and several other industries as auditor, consultant, and banker.</p> <p><b>2. Mr. Steve Iwenjora</b> has over 18 years cognate experience in the financial services sector, spanning banking, private equity and investment management with local and international organisations. He is a Fellow of the Institute of Chartered Accountants of Nigeria and holds a Bachelor's Degree in Accounting from the University of Lagos.</p> <p><b>3. Ms. Elizabeth Amadiume</b> has over 32 years working experience in all aspects of non-life insurance operations. She is a Fellow of the Chartered Insurance Institute, UK and has a Master's Degree in French Language and Literature from the Voronezh State University, then USSR. She is also an alumnus of the Harvard Management and Leadership Programme.</p> <p>She is a council member of the African Reinsurance Foundation. She has also served as the Director, Central Operations and Special Risks of African Reinsurance Corporation and its Regional Director of Mauritius.</p> |
| xvii) Name the financial expert(s) on the Committee responsible for Audit  | <p>1. Mr. Anthony Egbuna<br/>2. Mr. Steve Iwenjora</p>   |
| xviii) How often does the Committee responsible for Audit review the internal auditor's reports?   | The Committee reviews the internal auditor's report on a quarterly basis.  |
| xix) Does the Company have a Board approved internal control framework in place?<br><b>Yes/No</b>  | Yes.   |
| xx) How does the Board monitor compliance with the internal control framework?   | The Board, through the Audit and Compliance Committee, monitors compliance with the internal control framework by assessing and validating the Company's internal control framework, and obtaining assurance and reports, on the operating effectiveness of same.  |
| 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. | Yes. The Committee reviews the External Auditor's management letter, key audit matters and any audit scope limitations or problems encountered. The Committee also reviews management's responses to the issues identified.  |



| Principles  | Reporting Questions  | Explanation on application or deviation   |
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|   | 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>                                      | Yes   |
|   | 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? | Once  |
|   | <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><br>If yes, when was it approved?  | Yes<br>It was approved in December 2012   |
|   | xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place?<br>Date of last review  | The Committee reviews the adequacy and effectiveness of the Risk Management controls on a quarterly basis.<br>The date of the last review is October 2020   |
|   | xxvii) Does the Company have a Board-approved IT Data Governance Framework? <b>Yes/No</b><br>If yes, how often is it reviewed?   | Yes.<br>It is reviewed every three (3) years or as the need arises.   |
|   | xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?   | The Committee receives and reviews the compliance report annually.  |
|   | 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   |
|   | xxx) How many meetings of the Committee did the CRO attend during the period under review?   | Four (4)  |
| <b>Principle 12: Appointment to the Board</b>   | i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>  | Yes   |
| <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> | ii) What criteria are considered for their appointment?  | The criteria are:<br>a. The strengths and weaknesses of the Board;<br>b. Required competence and skills;<br>c. Integrity of the Nominee;<br>d. Knowledge and experience;<br>e. Possession of any requisite technical skill;<br>f. Capacity to undertake the responsibility; and<br>g. Diversity, including gender and age diversity.                                |
|   | iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?   | The Board determines the relevant knowledge, experience and competence that a prospective director should possess to fit into the Company and source for prospective directors with the relevant skills.<br><br>The curriculum vitae of prospective directors are then forwarded to the Governance Committee for the review and interview of prospective directors. |
|   | Is there a defined tenure for the following:<br>a) The Chairman<br>b) The MD/CEO<br>c) INED  | Yes<br>a. Nine years, subject to re-election<br>b. Based on the contract of employment<br>c. Nine years, subject to re-election   |

| Principles   | Reporting Questions   | Explanation on application or deviation   |
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|  | d) NED<br>e) EDs  | d). Nine years, subject to reelection<br>e). Based on the contract of employment  |
|  | v) Please state the tenure  | <p>a. The Chairman has a tenure of nine (9) years as required by the NAICOM Code of Good Corporate Governance, subject to periodic re-election by shareholders in accordance with the requirement of the Companies and Allied Matters Act 2020 on retirement by rotation.</p> <p>b. The MD/CEO is an employee of the Company and his tenure is as stipulated in his contract of employment and subject to assessment by the Board.</p> <p>c. The INEDs have a tenure of nine (9) years as required by the NAICOM Code of Good Corporate Governance, subject to periodic re-election by shareholders in accordance with the requirement of the Companies and Allied Matters Act 2020 on retirement by rotation.</p> <p>d. The NEDs have a tenure of nine (9) years as required by the NAICOM Code of Good Corporate Governance, subject to periodic re-election by shareholders in accordance with the requirement of the Companies and Allied Matters Act 2020 on retirement by rotation.</p> <p>e. The EDs are employees of the Company and their tenure is as stated in their contract of employment and subject to periodic assessment by the Board.</p> |
|  | vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>   | Yes   |
| <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>  | Yes.  |
|  | ii) During the period under review, were new Directors appointed? <b>Yes/No</b><br>If yes, provide date of induction.                               | Yes<br><br>The date of induction was 26 <sup>th</sup> April 2021.   |
|  | iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b><br>If yes, provide training details. | <p>Yes. Directors of the Company are provided with relevant trainings to improve their capability, update their knowledge and skills and enable them effectively discharge their duties.</p> <p>Some of the trainings the Directors participated in are:</p> <ol style="list-style-type: none"> <li>1. Ensuring Effective Board Oversight Regarding AML/CFT, Governance and Data Privacy and Data Protection;</li> <li>2. Enterprise Risk Management Workshop; and</li> <li>3. Insurance Directors’ Conference.</li> </ol>  |
|  | iv) How do you assess the training needs of Directors?  | The training needs of Directors are assessed based on their areas of interest, their request for specific trainings and the result of the annual Directors’ evaluation.   |
|  | v) Is there a Board-approved training plan? <b>Yes/No</b>   | Yes   |
|  | vi) Has it been budgeted for? <b>Yes/No</b>   | Yes   |

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| <b>Principle 14: Board Evaluation</b> | i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b> | Yes. |
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| <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>ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b></p>   | <p>The evaluation exercise is ongoing.</p>  |
|   | <p>iii) If yes, indicate whether internal or external. Provide date of last evaluation.</p>  | <p>The evaluation is being conducted by an external consultant.<br/>The last evaluation conducted was for the year ended 31<sup>st</sup> December 2019.</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>Yes. The report of the evaluation for the year ended 31<sup>st</sup> December 2019 was presented to the Board in December 2021.</p>  |
|   | <p>v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b></p>  | <p>Yes</p>  |
|   | <p>vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b></p>  | <p>Yes</p>  |
| <p><b>Principle 15: Corporate Governance Evaluation</b><br/><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>The evaluation exercise is ongoing.</p>  |
|   | <p>ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b></p>   | <p>Yes</p>  |
|   | <p>iii) If yes, please indicate the date of last presentation.</p>   | <p>October 2021</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>Yes</p>  |
| <p><b>Principle 16: Remuneration Governance</b><br/><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></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>Yes. The Policy is reviewed every three (3) years or whenever the need arises</p>  |
|   | <p>ii) Provide details of directors’ fees, allowances and all other benefits paid to them during the period under review</p>   | <p>a. Annual Directors’ Fees: ₦4 Million for Chairman and ₦3 Million for other Directors<br/>b. Sitting Allowance per meeting: ₦200,000 for Chairman and ₦150,000 for other Directors<br/>c. Group Life Insurance Cover</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>Yes. The remuneration of NEDs is presented to shareholders for approval.<br/>It was approved in July 2021.</p>   |
|   | <p>iv) What portion of the NEDs remuneration is linked to company performance?</p>   | <p>The NEDs do not receive any remuneration that is linked to the Company’s performance.</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 is linked to their achievement of their KPIs</p>   |
|   | <p>vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b></p>  | <p>Yes.</p>   |
|   | <p>vii) If yes, was the performance measured against the KPIs? <b>Yes/No</b></p>   | <p>Yes. The performance of the Executive Management team is measured against their KPIs.</p>  |

| Principles   | Reporting Questions   | Explanation on application or deviation  |
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|  | viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? <b>Yes/No</b>   | No.  |
|  | 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   | None   |
|  | x) Is there a Board-approved clawback policy for Executive management? <b>Yes/No</b><br>If yes, attach the policy.  | Yes.   |
| <b>Principle 17: Risk Management</b>   | i) Has the Board defined the company's risk appetite and limit? <b>Yes/No</b>   | Yes.   |
| <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>  | ii) How often does the company conduct a risk assessment?   | The Company conducts a risk assessment on a quarterly basis.   |
|  | iii) How often does the board receive and review risk management reports?   | The Board receives and review the risk management reports on a quarterly basis.  |
| <b>Principle 18: Internal Audit</b>  | 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?  | Yes.   |
| <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i> | ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>  | Yes.   |
|  | iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>   | Yes  |
|  | iv) What is the qualification and experience of the head of internal audit?   | He is an Associate of the Institute of Chartered Accountants of Nigeria and the Chartered Institute of Taxation of Nigeria. He holds a Bachelor of Science in Accounting and a Masters in Business Administration. He has experience in Finance, Internal Audit and Control Reporting. |
|  | v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>  | Yes.   |
|  | vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? <b>Yes/No</b> | Yes.   |
|  | vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? <b>Yes/No</b><br>If yes, when was the last assessment?   | Yes<br><br>The last assessment was in December 2019.   |
|  | viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?   | The performance evaluation of the Head of Internal Audit is carried out by the Management's Performance Review Committee.  |

| Principles   | Reporting Questions   | Explanation on application or deviation   |
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| <p><b>Principle 19: Whistleblowing</b></p> <p><i>“An effective whistleblowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence”</i></p>   | <p>i) Does the company have a Board-approved whistleblowing framework? <b>Yes/No</b><br/>If yes, when was the date of last review?</p> <p>ii) Does the Board ensure that the whistleblowing mechanism and process are reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b></p>   | <p>Yes.</p> <p>It was last reviewed in July 2020.</p> <p>Yes.</p>   |
|  | <p>iii) Is the Audit committee provided with the following reports on a periodic basis?</p> <p>a) Reported cases<br/>b) Process and results of Investigated cases</p>   | <p>Yes. The Audit Committee receives periodic reports on the whistleblowing mechanism of the Company, reported cases and the process and results of investigated cases.</p>   |
| <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>  | <p>i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?</p> <p>ii) Who approves the appointment, re-appointment, and removal of External Auditors?</p> <p>iii) When was the first date of appointment of the External auditors?</p> <p>iv) How often are the audit partners rotated?</p>     | <p>The Statutory Audit Committee.</p> <p>The Shareholders at the Company's General Meeting.</p> <p>July 31, 2017</p> <p>Five (5) years.</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>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>Notices, annual reports and any other relevant information were dispatched to Shareholders and published at least 21 days before the last AGM.</p> <p>Yes.</p>   |
| <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><br/>If yes:<br/>a) when was it last reviewed?<br/>b) Is the policy hosted on the company's website?</p> <p>ii) How does the Board engage with Institutional Investors and how often?</p>  | <p>Yes.</p> <p>a. The Policy was approved by the Board in February 2021.<br/>b. Yes</p> <p>Through engagement platforms organized by insurance institutions and stakeholder's engagement sessions organized by the Company.</p> |

| Principles   | Reporting Questions   | Explanation on application or deviation  |
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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>Yes.</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>ii) When was the date of last review of the policy?</p> <p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b></p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p> | <p>Yes.</p> <p>a. Yes, the COBE has been communicated to all internal and external Stakeholders and is easily accessible on the Company’s investors portal.</p> <p>b. Yes. The COBE is applicable to the Board, senior management, all employees and third parties.</p> <p>February 2020</p> <p>Yes</p> <p>None, because there was no record of non-compliance during the period under review.</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>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>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p> | <p>Yes.</p> <p>a. It was last reviewed in February 2020</p> <p>b. Through periodic review by the Board and Management.</p> <p>Yes.</p> <p>a. February 2020</p> <p>b. Through periodic review.</p> <p>c. Yes.</p> <p>Affected parties are requested to disclose relevant information on related party transactions. The disclosures are reviewed and appropriate actions are taken to confirm their adequacy and the Board is notified.</p> |

| Principles  | Reporting Questions  | Explanation on application or deviation   |
|---|--|---|
|   | 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 | Yes.<br><br>a. February 2020<br>b. The Board receives periodic reports on disclosure of conflict and compliance with the policy from the Governance Committee.<br>c. The Policy is applicable to all employees and senior management staff. |
| <b>Principle 26: Sustainability</b><br><br><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> | i) Is there a Board-approved sustainability policy? <b>Yes/No</b><br>If yes, when was it last reviewed?  | Yes. The Policy was last reviewed in February 2020  |
|   | ii) How does the Board monitor compliance with the policy?   | The Board receives reports on sustainability activities and takes necessary actions, where necessary.   |
|   | iii) How does the Board report compliance with the policy?   | The Company’s compliance with the policy is disclosed in its annual report.   |
|   | iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b><br>If yes, when was it last reviewed?  | Yes.<br><br>It was last reviewed in February 2020   |
| <b>Principle 27: Stakeholder Communication</b><br><br><i>“Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions”</i>   | i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b>   | Yes   |
|   | ii) Does the Company have an up-to-date investor relation portal? <b>Yes/No</b><br>If yes, provide the link.   | Yes<br><br><a href="https://cornerstone.com.ng/corporate/investor-relations.php">https://cornerstone.com.ng/corporate/investor-relations.php</a>  |
| <b>Principle 28: Disclosures</b><br><br><i>“Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance”</i>  | i) Does the company’s annual report include a summary of the corporate governance report? <b>Yes/No</b>  | Yes   |
|   | 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.  | No  |

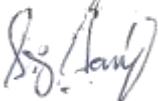


**Section F – Certification**

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 ADEBANJI**

Signature: 

Date: 15<sup>TH</sup> MARCH 2022

**Chairman of the Committee responsible for Governance**

Name: **MS. ELIZABETH AMADIUME**

Signature: 

Date: 11<sup>TH</sup> MARCH 2022

**Group Managing Director/Chief Executive Officer**

Name: **MR. GANIYU MUSA**

Signature: 

Date: 10<sup>TH</sup> MARCH 2022

**Company Secretary**

Name: **PAC SOLICITORS**

Signature:  **PAC SOLICITORS**  
Company Secretary

Date: 14<sup>TH</sup> MARCH 2022