

**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.

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### Section B – General Information

S/N o.	Items	Details
i.	Company Name	FBNQuest Funds Limited
ii.	Date of Incorporation	14 <sup>th</sup> of November, 2002
iii.	RC Number	466037
iv.	License Number	No License Numbers are issued by the SEC.
v.	Company Physical Address	16, Keffi Street, off Awolowo Road, Ikoyi, Lagos
vi.	Company Website Address	<a href="http://www.fbnquest.com/funds">www.fbnquest.com/funds</a>
vii.	Financial Year End	December 31
viii.	Is the Company a part of a Group/Holding Company? <b>Yes/No</b> If yes, please state the name of the Group/Holding Company	Yes – FBNQuest Capital Limited
ix.	Name and Address of Company Secretary	Tolulope Adetugbo 16, Keffi Street, off Awolowo Road, Ikoyi, Lagos
x.	Name and Address of External Auditor(s)	PricewaterhouseCoopers Inc Landmark Towers 5b, Water Corporation Road Victoria Island
xi.	Name and Address of Registrar(s)	The Company Secretariat, FBNQuest Funds Limited 16, Keffi Street, off Awolowo Road, Ikoyi, Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Tolulope Adetugbo <a href="mailto:tolulope.adetugbo@fbnquestmb.com">tolulope.adetugbo@fbnquestmb.com</a> 01-2798300
xiii.	Name of the Governance Evaluation Consultant	DCSL Corporate Services Limited
xiv.	Name of the Board Evaluation Consultant	DCSL Corporate Services Limited

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

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1.	Ike Onyia	Chairman	Male	30.6.2017	
2,	Bunmi Asaolu	NED	Male	30.6.2017	
3.	Ijeoma Agboti-Obatoyinbo	MD	Female	13.11.2017	

**1. Board Details:**

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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	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.	Ike Onyia	5	5	0	0	0	0
2.	Bunmi Asaolu	5	5	0	0	0	0
3.	Ijeoma Agboti-Obatoyinbo	5	5	0	0	0	0

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

S/No.	Names	Position Held	Gender
1.	Ijeoma Agboti-Obatoyinbo	Managing Director	Female
2.	Christian Ekpo	Vice President, Investments	Male

1. Senior Management:

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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></p> <p>If yes, when was it last reviewed?</p>	<p>Yes. It was approved in March 2021.</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>	<table border="1"> <thead> <tr> <th data-bbox="987 1402 1129 1503">Name</th> <th data-bbox="1129 1402 1265 1503">Designation</th> <th data-bbox="1265 1402 1401 1503">Qualification</th> <th data-bbox="1401 1402 1536 1503">Years of Experience</th> <th data-bbox="1536 1402 1554 1503"></th> </tr> </thead> <tbody> <tr> <td data-bbox="987 1503 1129 1962">Mr. Ike Onyia</td> <td data-bbox="1129 1503 1265 1962">Chairman</td> <td data-bbox="1265 1503 1401 1962">Msc. International Economics, Banking and Finance B.Sc Economics Fiducia Capital Limited</td> <td data-bbox="1401 1503 1536 1962">26 years</td> <td data-bbox="1536 1503 1554 1962"></td> </tr> <tr> <td data-bbox="987 1962 1129 2072">Mr. Bunmi Asaolu</td> <td data-bbox="1129 1962 1265 2072">Non-Executive Director</td> <td data-bbox="1265 1962 1401 2072">Meng Chemical Engineeri</td> <td data-bbox="1401 1962 1536 2072">17 years</td> <td data-bbox="1536 1962 1554 2072"></td> </tr> </tbody> </table>	Name	Designation	Qualification	Years of Experience		Mr. Ike Onyia	Chairman	Msc. International Economics, Banking and Finance B.Sc Economics Fiducia Capital Limited	26 years		Mr. Bunmi Asaolu	Non-Executive Director	Meng Chemical Engineeri	17 years	
Name	Designation	Qualification	Years of Experience														
Mr. Ike Onyia	Chairman	Msc. International Economics, Banking and Finance B.Sc Economics Fiducia Capital Limited	26 years														
Mr. Bunmi Asaolu	Non-Executive Director	Meng Chemical Engineeri	17 years														

				ng		
		Ms. Ijeoma Agboti Obatoyinbo	Managing Director	MBA, BSc	21 years	
	ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b> If yes, to what extent have the diversity targets been achieved?	Yes.				
	iii) Are there directors holding concurrent directorships? <b>Yes/No</b> If yes, state names of the directors and the companies?	<p>Yes.</p> <p><b>Mr. Ike Onyia</b> FBNQuest Capital Limited FBNQuest Asset Management Limited</p> <p><b>Mrs. Ijeoma Agboti-Obatoyinbo</b> FBNQuest Capital Limited FBNQuest Asset Management Limited (awaiting regulatory approval)</p>				
	iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b>  If yes, provide the names of the Committees.	No.				
<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>	i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b> If yes, list them.	No				
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	None				
	iii) Is the Chairman an INED or a NED?	NED				
	iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b> If yes, when did his/her tenure as MD end?	No				

	v) When was he/she appointed as Chairman?	30 <sup>th</sup> of June, 2017
	vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document	Yes. The roles and responsibilities of the Chairman are clearly defined in the Board Charter.

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<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
<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?	Yes.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter, and as they occur? <b>Yes/No</b>	Yes.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	None. The Board Committees are yet to be constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board Committees of the Parent entity.
	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no</b> . If yes, please state the company(ies)?	Yes. FBNQuest Capital Limited FBNQuest Asset Management Limited (awaiting regulatory approval).
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	Yes.
<b>Principle 5: Executive Directors</b>	i) Do the EDs have contracts of employment? <b>Yes/no</b>	No. The Company does not have any EDs.

<p><i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i></p>	<p>ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b> If no, in which document are the roles and responsibilities specified?</p>	<p>No. The Company does not have any EDs.</p>
	<p>iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter, and as they occur? <b>Yes/No</b></p>	<p>The Company does not have any EDs.</p>
	<p>iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b> If yes, please list</p>	<p>The Company does not have any EDs.</p>
	<p>v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b></p>	<p>The Company does not have any EDs.</p>
<p><b>Principle 6: Non-Executive Directors</b> <i>Non-Executive Directors bring to bear their knowledge, expertise, and independent judgment on issues of strategy and performance on the Board</i></p>	<p>i) Are the roles and responsibilities of the NEDs clearly defined and documented? <b>Yes/No</b> If yes, where are these documented?</p>	<p>Yes. The roles and responsibilities of the NEDs are defined in the Board Charter.</p>
	<p>ii) Do the NEDs have letters of appointment specifying their duties, liabilities, and terms of engagement? <b>Yes/No</b></p>	<p>Yes.</p>
	<p>iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter, and as they occur? <b>Yes/No</b></p>	<p>Yes.</p>
	<p>iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b> If yes, when is the information provided to the NEDs</p>	<p>Yes. The information is provided quarterly and as frequently as is required.</p>
	<p>v) What is the process of ensuring completeness and adequacy of the information provided?</p>	<p>Information provided to the Directors are reviewed and can be independently verified by the NEDs.</p>

	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>	Yes.
<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>	No. The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.

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<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
<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?	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	iii) What is the process of selecting INEDs?	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities, and terms of engagement? <b>Yes/No</b>	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter, and as they occur? <b>Yes/No</b>	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b> If yes, how often? What is the process?	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.



	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
	ix) What are the components of INEDs remuneration?	The Company does not have INEDs. INEDs however sit on the parent company Board which has oversight of the company.
<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?	The Company Secretary is external.
	ii) What is the qualification and experience of the Company Secretary?	BL, LLB, LLM with over 17 years’ experience.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	The Company Secretary is external.
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the Chairman, Board of Directors
	v) What is the appointment and removal process of the Company Secretary?	The Company Secretary is appointed and removed by the Board in line with Section 333 of the Companies & Allied Matters Act, 2020.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Managing Director and Board of Directors appraise the Company Secretary
<p><b>Principle 9: Access to Independent Advice</b></p> <p><i>“Directors are sometimes required to</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>	Yes. This is documented in the Board Charter.

<i>make decisions of a technical and complex nature that may require independent external expertise”</i>	If yes, where is it documented?	
	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> If yes, provide details.	No
<b>Principle 10: Meetings of the Board</b>  <i>“Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the</i>	i) What is the process for reviewing and approving minutes of Board meetings?	The Minutes are reviewed and adopted by the Directors at subsequent Board meetings.
	ii) What are the timelines for sending the minutes to Directors?	The draft Minutes are circulated amongst the Directors 2 weeks after the meeting to which the Minutes relate.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Directors who do not meet the minimum attendance required are not eligible for renewal of tenure.

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<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
<i>strategic objectives of the Company”</i>		
<b>Principle 11: Board Committees</b>  <i>“To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to</i>	i) Do the Board Committees have Board approved Charters which set out their responsibilities and terms of reference? <b>Yes/No</b>	No. The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.

<p><i>well. structured committees, without abdicating its responsibilities”</i></p>	<p>ii) What is the process for reviewing and approving minutes of Board Committee of meetings?</p>	<p>The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.</p>
	<p>iii) What are the timelines for sending the minutes to the directors?</p>	<p>The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.</p>
	<p>iv) Who acts as Secretary to Board Committees?</p>	<p>The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.</p>
	<p>v) What Board Committees are responsible for the following matters?</p> <ul style="list-style-type: none"> <li>a) Nomination and Governance</li> <li>b) Remuneration</li> <li>c) Audit</li> <li>d) Risk Management</li> </ul>	<p>The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity</p>
	<p>vi) What is the process of appointing the chair of each committee?</p>	<p>The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.</p>
	<p><b>Committee responsible for Nomination and Governance</b></p>	

	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity. The Board is responsible for Nomination and Governance.
	viii) Is the chairman of the Committee a NED or INED?	The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes, there is a Succession Planning Policy in operation within the Group.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	Governance Policies are generally reviewed every 3 years.
	xi) How does the committee report on its activities to the Board?	The Company does not have Board Committees constituted because the Company is a small company which forms part of a group structure whereby oversight is provided by the Board of the Parent entity.
	<b>Committee responsible for Remuneration</b>	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	The full Board considers remuneration.
	xiii) Is the chairman of the Committee a NED or INED?	The Company does not have Board Committees constituted because the Company is a small company which forms part of a

		group structure whereby some oversight is provided by the Board of the Parent entity.
	<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>	There is no Board Audit Committee constituted as the Company relies on the oversight of the Board Audit Committee of the Parent entity and the full Board
	xv) Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>	There is no Board Audit Committee constituted as the Company relies on the oversight of the Board audit Committee of the parent entity and the full Board.
	xvi) What are their qualifications and experience?	There is no Board Audit Committee constituted as the Company relies on the oversight of the Board audit Committee of the Parent entity and the full Board.
	xvii) Name the financial expert(s) on the Committee responsible for Audit	There is no Board Audit Committee constituted as the Company relies on the oversight of the Board audit Committee of the parent entity and the full Board, which consists of 1 CFA Charter holder.

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Principles	Reporting Questions	Explanation on application or deviation
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	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The full Board receives and considers the Internal Auditor's reports at its quarterly meetings.
	xix) Does the Company have a Board approved internal control framework in place? <b>Yes/No</b>	Yes.
	xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance quarterly via the reports of the Risk Management department.
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? <b>Yes/No</b> Please explain.	No. The Board of Directors review the External Auditors management letter, key audit matters and management's response to the issues raised.
	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?	There is no Board Audit Committee constituted as the Company relies on the oversight of the Board audit Committee of the Parent entity. The full Board however held multiple discussions with the head of the internal audit function.
<b>Committee responsible for Risk Management</b>		
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	There is no Board Risk Management Committee constituted as the Company relies on the oversight of the Board Audit & Risk management Committee of the parent entity
	xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	Yes. It was reviewed in March 2021

	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Risk Management controls are reviewed every 3 years. It was last reviewed in March 2021
	xxvii) Does the Company have a Board approved IT Data Governance Framework? <b>Yes/No</b> If yes, how often is it reviewed?	Yes. The framework is reviewed every 3 years.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	There is no Board Risk Management Committee constituted as the Company relies on the oversight of the Board Audit & Risk Management Committee of the parent company
	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>	The Group CRO has relevant experience.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	The CRO made presentations to the Board at the quarterly Board meetings.
<b>Principle 12: Appointment to the Board</b>  <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>	i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>	Yes
	ii) What criteria are considered for their appointment?	The Board considers the knowledge, skill, and experience of each appointee to the Board
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The Board Governance/HR Committee of the Parent Entity considers the knowledge, skill, and experience of each appointee before making a recommendation to the Board of the Company. The Board thereafter considers the recommendation based on the knowledge and skill.

		Appointments are subject to the approval of the Securities and Exchange Commission (SEC),
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED	a. Yes b. No c. Not Applicable

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<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
	d) NED e) EDs	d. Yes e. Not Applicable
	v) Please state the tenure	3 years, subject to further re-election
	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>  <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> If yes, provide date of induction.	No
	iii) Are Directors provided relevant training to enable them effectively to discharge their duties? <b>Yes/No</b> If yes, provide training details.	Yes. The Directors attended trainings on: AML/CFT Corporate Governance.
	iv) How do you assess the training needs of Directors?	Training needs are assessed as part of the Board and Governance appraisal.



	v) Is there a Board-approved training plan? <b>Yes/No</b>	The Directors attended training in line with the plan approved for the year.
	vi) Has it been budgeted for? <b>Yes/No</b>	Yes
<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>	i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b>	Yes
	ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b>	Yes
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External. October, 2021
	iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.	Yes. The Board Evaluation report was presented in October, 2021.
	v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b>	Yes
	vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b>	Yes
<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>	i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b> If yes, provide date of the evaluation.	Yes. October 2021 (as part of the Board Appraisal)
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b>	Yes
	iii) If yes, please indicate the date of last presentation.	October, 2021
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investor’s portal? <b>Yes/No</b>	No, because the Company is not a publicly listed entity.

<b>Principle 16: Remuneration Governance</b>	i) Is there a Board-approved Directors' remuneration policy? <b>Yes/No</b> If yes, how often is it reviewed?	Yes.  Every 3 years
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<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
<i>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</i>	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	The Directors are employees with the Group companies and do not receive fees.
	iii) Is the remuneration of NEDs presented to shareholders for approval? <b>Yes/No</b> If yes, when was it approved?	No. The Directors are employees within the group companies and do not receive fees.
	iv) What portion of the NEDs remuneration is linked to company performance?	None
	v) Is there a Board-approved remuneration policy for Executive and Senior management? <b>Yes/No</b> If yes, to what extent is remuneration linked to company performance?	Yes  Performance incentives are evaluated against KPIs defined in the individual score cards.
	vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b>	Yes
	vii) If yes, was the performance measured against the KPIs? <b>Yes/No</b>	Yes
	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: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None
	x) Is there a Board-approved clawback policy for Executive management? <b>Yes/No</b> If yes, attach the policy.	sYe
<p><b>Principle 17: Risk Management</b></p> <p><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></p>	i) Has the Board defined the company’s risk appetite and limit? <b>Yes/No</b>	Yes
	ii) How often does the company conduct a risk assessment?	Quarterly
	iii) How often does the board receive and review risk management reports?	Quarterly.
<p><b>Principle 18: Internal Audit</b></p> <p><i>“An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems”</i></p>	i) Does the company have an Internal Audit function? <b>Yes/No</b> If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes. Assurances are being provided to the Board on a quarterly basis via the Internal Audit Function at the group level
	ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>	<b>Yes</b>
	iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>	Yes, a member of senior management with the Group.
	iv) What is the qualification and experience of the head of internal audit?	The audit function is external. The Chief Audit Executive of the parent entity has over 12years experience with the following qualifications: ICAN, ACFE
	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	Yes, the head of internal audit reports quarterly to the Board.
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**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE  
2018**

<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
	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> If yes, when was the last assessment?	No. This is expected to commence in 2022.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Board.
<b>Principle 19: Whistleblowing</b>  <i>“An effective whistleblowing framework for reporting any illegal or unethical behaviour minimises the Company’s exposure and prevents recurrence”</i>	i) Does the company have a Board-approved whistleblowing framework? <b>Yes/No</b> If yes, when was the date of last review	Yes. The Whistleblowing Framework of the parent entity is operational across the Group
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b>	Yes
	iii) Is the Audit committee provided with the following reports on a periodic basis?  a) Reported cases b) Process and results of Investigated	The Board is provided with reported cases and result of investigated cases on a periodic basis.

	cases	
<p><b>Principle 20: External Audit</b></p> <p><i>“An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements”</i></p>	i) Who makes the recommendations for the appointment, re-appointment, or removal of external auditors?	The Board makes the recommendation.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Board
	iii) When was the first date of appointment of the External auditors?	September 19, 2013
	iv) How often are the audit partners rotated?	Maximum of 5 years
<p><b>Principle 21: General Meetings</b></p> <p><i>“General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company’s business, governance, and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest”</i></p>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Twenty-One days
	ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders’ enquiries at the last meeting? <b>Yes/No</b>	Yes, the Board Chairman was present to respond to the Shareholder enquiries.
<p><b>Principle 22: Shareholder Engagement</b></p> <p><i>“The establishment of a system of regular</i></p>	<p>i) Is there a Board-approved policy on shareholders’ engagement? <b>Yes/No</b></p> <p>If yes:</p> <p>a) when was it last reviewed?</p> <p>b) Is the policy hosted on the company’s website?</p>	No. The Company has a single shareholder whose representatives are in regular communication with Management.

<i>dialogue with shareholders balance</i>		
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**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE  
2018**

<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
<i>their needs, interests and expectations with the objectives of the Company”</i>	ii) How does the Board engage with Institutional Investors and how often?	The Company being a wholly owned subsidiary has regular engagements with the parent entity.
<b>Principle 23: Protection of Shareholder Rights</b> <i>“Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance”</i>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company’s activities? <b>Yes/No</b>	Yes
<b>Principle 24: Business Conduct and Ethics</b> <i>“The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence”</i>	i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? <b>Yes/No</b>  If yes: a) Has the COBE been communicated to all internal and external Stakeholders? <b>Yes/No</b> b) Is the COBE applicable to any or all the following: 1. Board 2. Senior management	Yes, a group wide COBE is operational.  Yes  Yes

	<p>3. Other employees 4. Third parties</p>	
	<p>ii) When was the date of last review of the policy?</p>	<p>July 23, 2021</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</b></p>
	<p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>None</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> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?</p>	<p>No. The Company is not a Plc.</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? <b>Yes/No</b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all the following: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify)</p>	<p>Yes</p> <p>a. March 2021 b. Quarterly reports are presented to the Board. c. The Policy is applicable to the Board and senior management</p>
	<p>iii) How does the Board ensure adequate disclosure of Related</p>	<p>All related party transactions are reported to the Board.</p>

	Party Transactions by the responsible parties?	
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**REPORT ON COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018**

<b>Principles</b>	<b>Reporting Questions</b>	<b>Explanation on application or deviation</b>
	iv) Does the company have a Board approved policy on conflict of interest? <b>Yes/No</b>  If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all the following: 1. Senior management 2. Other employees (Specify)	Yes, a group wide Conflict of Interest Policy is operational  a) The Policy was last reviewed on March 11, 2021 b) The Board monitors through the Board Audit & Risk Committee in parent entity c) Yes.
<b>Principle 26: Sustainability</b>  <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> If yes, when was it last reviewed?	Yes, as part of the larger FBN Holdings Group.
	ii) How does the Board monitor compliance with the policy?	The Board monitors and oversees sustainability on an ongoing basis.
	iii) How does the Board report compliance with the policy?	No reporting on Sustainability is done by the Company
	iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b> If yes, when was it last reviewed?	Yes. 24 <sup>th</sup> May, 2021
<b>Principle 27: Stakeholder</b>	i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b>	



<p><b>Communication</b></p> <p><i>“Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions”</i></p>	<p>ii) Does the Company have an up-to-date investor relation portal? <b>Yes/No</b> If yes, provide the link.</p>	<p>No. The Company has just one shareholder.</p>
<p><b>Principle 28: Disclosures</b></p> <p><i>“Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice”</i></p>	<p>i) Does the company’s annual report include a summary of the corporate governance report? <b>Yes/No</b></p>	<p>Yes</p>
	<p>ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b> If yes, provide details of the fines and penalties.</p>	<p>No.</p>

**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, Board of Directors**

Name: **Mr. Ike Onyia**


Signature:



Date: 22-03-2022

**Managing Director/CEO**

**Name: Ms Ijeoma Agboti Obatoyinbo**

Signature: 

Date: 21st of March, 2022

**Company Secretary**

**Name: Mrs. Tolulope Adetugbo**

Signature: 

Date: 17th of March, 2022