



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	JULIUS BERGER NIGERIA PLC
ii.	Date of Incorporation	FEBRUARY 18, 1970
iii.	RC Number	6852
iv.	License Number	NONE
v.	Company Physical Address	NO 10, SHETTIMA A. MUNGUNO CRESCENT, UTAKO, FCT, ABUJA
vi.	Company Website Address	WWW.JULIUS-BERGER.COM
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  JULIUS BERGER NIGERIA PLC IS THE HOLDCO FOR THE JULIUS BERGER GROUP
ix.	Name and Address of Company Secretary	CECILIA EKANEM MADUEKE,  NO. 10, SHETTIMA A. MUNGUNO CRES, UTAKO, FCT, ABUJA
x.	Name and Address of External Auditor(s)	NEXIA AGBO ABEL & CO.  43, ANTHONY ENAHORO STREET, UTAKO, FCT ABUJA
xi.	Name and Address of Registrar(s)	GREENWICH REGISTRARS & DATA SOLUTIONS LTD.  274 MURTALA MUHAMMED WAY, EBUTE METTA, LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	CECILIA EKANEM MADUEKE,  TEL.: 0703393140,  EMAIL: CECILIA.MADUEKE@JULIUS- BERGER.COM
xiii.	Name of the Governance Evaluation Consultant	KPMG ADVISORY SERVICES
xiv.	Name of the Board Evaluation Consultant	IOD CENTRE FOR CORPORATE GOVERNANCE

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

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1	MR. MUTIU SUNMONU, CON	CHAIRMAN	MALE	JANUARY 1, 2015	
2	MR. GEORGE MARKS	NED	MALE	JANUARY 1, 2013	
3	ENGR. DR. LARS RICHTER	MANAGING DIRECTOR	MALE	OCTOBER 16, 2018	
4	MR. CHRISTIAN HAUSEMANN	ED	MALE	JANUARY 1, 2022	
5	ALHAJI ZUBAIRU IBRAHIM BAYI	ED	MALE	JANUARY 1, 2013	
6	MR. TOBIAS MELETSCUS	ED	MALE	OCTOBER 16, 2018	
7	ENGR. JAFARU DAMULAK	NED	MALE	OCTOBER 12, 2007	
8	DR. ERNEST AZUDIALU-OBIEJESI OFR	NED	MALE	MARCH 22, 2012	
9	MRS. GLADYS TALABI	NED	FEMALE	JUNE 30, 2017	
10	MRS. BELINDA AJOKE DISU, CAL	NED	FEMALE	JUNE 30, 2017	
11	ENGR. GONI MUSA SHEIKH	NED	MALE	JULY 1, 2019	
12	MR. ERNEST C. EBI MFR, FCIB, FIOD	INED	MALE	DECEMBER 7, 2019	
13	MR. CHIDI ANYA, ESQ	INED	MALE	JULY 1, 2022	
14	AMB. ADAMU SAIDU DAURA, MFR	INED	MALE	JULY 1, 2022	

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
		PLEASE SEE THE ATTENDANCE AT CORPORATE MEETINGS ATTACHED AS APPENDIX 1					

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
	PLEASE SEE THE LIST OF SENIOR MANAGEMENT ATTACHED AS APPENDIX 3		

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><b>YES</b></p> <p><b>THE BOARD CHARTER, ATTACHED AS APPENDIX 5 WAS FIRST APPROVED ON MARCH 15, 2018 AND HAS UNDERGONE A SERIES OF REVIEWS (PLEASE SEE THE DOCUMENT LEGEND).</b></p> <p><b>15/06/2022</b></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,</i></p>	<p>i) What are the qualifications and experiences of the directors?</p> <p>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b></p> <p>If yes, to what extent have the diversity targets been achieved?</p> <p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b></p> <p>If yes, state names of the directors and the companies?</p>	<p><b>THE EXPERIENCE AND QUALIFICATIONS OF THE DIRECTORS ARE IN THE PROFILE OF DIRECTORS ATTACHED AS APPENDIX 6</b></p> <p><b>YES</b></p> <p><b>PLEASE SEE THE GROUP POLICY ON DIVERSITY AND INCLUSION ATTACHED AS APPENDIX 29</b></p> <p><b>YES</b></p>

Principles	Reporting Questions	Explanation on application or deviation
<i>independence and integrity "</i>	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
<b>Principle 3: Chairman</b>  <i>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i>	i) Is the Chairman a member or chair of any of the Board Committees? <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 ?	THE CHAIRMAN PERIODICALLY SITS IN ATTENDANCE IN THE STRATEGY, RISK AND ASSETS MANAGEMENT COMMITTEE ("SRAMC") AND THE REMUNERATION COMMITTEE ("REMCO") MEETINGS
	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?	THE CHAIRMAN WAS APPOINTED TO THE CHAIR ON APRIL 1, 2016
	vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document	YES  PLEASE SEE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5
<b>Principle 4: Managing Director/ Chief Executive Officer</b>  <i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? <b>Yes/No</b> If no, in which documents is it specified?	YES  THE GOVERNANCE DOCUMENTS LIKE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5 SETS OUT THE 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
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	THE MD/CEO IS A MEMBER OF THE STRATEGY, RISKS AND ASSETS MANAGEMENT COMMITTEE AND ATTENDED ITS MEETINGS IN THE YEAR
	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no.</b> If yes, please state the company(ies)?	YES  PLEASE SEE THE PROFILE OF DIRECTORS ATTACHED AS APPENDIX 6

Principles	Reporting Questions	Explanation on application or deviation
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	YES  THE GOVERNANCE DOCUMENTS OF THE COMPANY LIKE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5 SETS OUT, ADDRESSES MEMBERSHIP OF OTHER COMPANIES
<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> 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> If yes, please list	YES  PLEASE SEE THE PROFILE OF DIRECTORS ATTACHED AS APPENDIX 6
	v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>	YES  THE GOVERNANCE DOCUMENTS OF THE COMPANY LIKE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5 SETS OUT BOARD APPROVED POLICIES
<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> If yes, where are these documented?	YES.  PLEASE SEE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5
	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  DIRECTORS DECLARE CONFLICT OF INTEREST ON APPOINTMENT AND THEREAFTER AS THEY OCCUR
	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	YES  THE INFORMATION IS ALWAYS PROVIDED TO NEDS FOR CORPORATE MEETINGS, SESSIONS AND INFORMAL INTERACTIONS WITH THE EDS AND MANAGEMENT, AND

Principles	Reporting Questions	Explanation on application or deviation
		USUALLY ALWAYS PROVIDED UPON THE REQUEST OF THE NEDS
	v) What is the process of ensuring completeness and adequacy of the information provided?	INFORMATION GIVEN ARE INTERROGATED AT CORPORATE MEETINGS AND SESSIONS, GENERALLY OR SPECIFICALLY. THE NEDS HAVE ACCESS TO MANAGEMENT AND EXECUTIVE MANAGEMENT AS STIPULATED UNDER CODES AND LAWS. THE INTERNAL AUDIT CAN BE ASKED TO MAKE INVESTIGATIONS AND THE NEDS CAN SEEK INDEPENDENT ADVICE WHEN NECESSARY. THE COMPANY SECRETARY IS ALSO A RESOURCE FOR DIRECTORS.
	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>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b>	YES
	ii) Are there any exceptions?	NO
	iii) What is the process of selecting INEDs?	PLEASE SEE THE PROCESS OF SELECTING INEDS ATTACHED AS APPENDIX 7
	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> If yes, how often? What is the process?	<p>YES</p> <p>YEARLY PLEASE SEE THE LETTER OF INDEPENDENCE AND THE LETTER OF CONFIRMATION OF INDEPENDENCE OF INEDS ATTACHED AS APPENDICES 8 AND 9, WHICH ARE THE SAMPLE OF LETTERS SENT IN RESPECT OF THE 3 (THREE) INEDS</p> <p>AT THE END OF THE YEAR A QUESTIONNAIRE IS ADMINISTERED TO BOTH THE INEDS AND THE MANAGING DIRECTOR TO CONFIRM INDEPENDENCE TO ENSURE CONTINUED INDEPENDENCE. PLEASE SEE THE LETTER OF INDEPENDENCE AND THE LETTER OF CONFIRMATION OF INDEPENDENCE OF INEDS ATTACHED AS APPENDICES 8 AND 9, WHICH ARE THE SAMPLE OF LETTERS SENT IN RESPECT OF THE 3 (THREE) INEDS</p>



Principles	Reporting Questions	Explanation on application or deviation
	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	NO
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	NO
	ix) What are the components of INEDs remuneration?	DIRECTORS REMUNERATION ONLY. PLEASE SEE THE REMUNERATION POLICY FOR DIRECTORS AND EXECUTIVE ATTACHED AS APPENDIX 17
<b>Principle 8: Company Secretary</b>	i) Is the Company Secretary in-house or outsourced?	IN-HOUSE
<i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	ii) What is the qualification and experience of the Company Secretary?	LLB, BL, MCIARB (UK), ACIS. PLEASE SEE THE COMPANY SECRETARY'S CV ATTACHED AS APPENDIX 10
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	YES
	iv) Who does the Company Secretary report to?	DIRECT AND FUNCTIONALLY TO THE BOARD THROUGH THE CHAIRMAN, DOTTED LINE AND ADMINISTRATIVELY TO THE MANAGING DIRECTOR
	v) What is the appointment and removal process of the Company Secretary?	APPOINTMENT AND REMOVAL IS BY THE BOARD 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 PERFORMANCE APPRAISAL OF THE COMPANY SECRETARY IS DELEGATED TO THE CHAIRMAN AND THE MANAGING DIRECTOR BY THE BOARD.
<b>Principle 9: Access to Independent Advice</b>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? <b>Yes/No</b> If yes, where is it documented?	YES  PLEASE SEE THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5
<i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	ii) Who bears the cost for the independent professional advice?	THE COMPANY
	iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b>	YES

Principles	Reporting Questions	Explanation on application or deviation
	If yes, provide details.	ADVICE WAS RECEIVED FROM VARIOUS LEGAL FIRMS AND CONSULTANTS LIKE KPMG, CONRAD CLARK ON A. REMUNERATION B. GOVERNANCE C. LEGAL D. RISKS
<b>Principle 10: Meetings of the Board</b>  <i>“Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company”</i>	i) What is the process for reviewing and approving minutes of Board meetings?	USUALLY, THE FIRST DRAFT OF THE MINUTES OF THE MEETING(S) ARE SENT TO THE CHAIRMAN WITHIN 2 (TWO) WEEKS OF MEETING(S), THEN TO THE DIRECTORS WITHIN A MONTH AFTER THE MEETING(S) FOR COMMENTS AND THE FINAL DRAFT IS TABLED, CONSIDERED, FURTHER REVIEWED AND THEN APPROVED AT THE SUBSEQUENT BOARD MEETING
	ii) What are the timelines for sending the minutes to Directors?	WITHIN 2 (TWO) WEEKS OF MEETING TO THE CHAIRMAN AND WITHIN ONE MONTH TO THE DIRECTORS
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	WHILE THE COMPANY HAS NO POLICY, THE PROVISIONS OF CODES AND LAWS WILL APPLY
<b>Principle 11: Board Committees</b>  <i>“To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities”</i>	i) Do the Board Committees have Board-approved Charters, which set out their responsibilities and terms of reference? <b>Yes/No</b>	<b>YES</b>  ALL COMMITTEES HAVE BOARD APPROVED CHARTERS.
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	USUALLY, THE FIRST DRAFT OF THE MINUTES OF THE MEETING (S) ARE SENT TO THE CHAIRMAN WITHIN 2 (TWO) WEEKS OF MEETING (S), THEN TO THE COMMITTEE MEMBERS WITHIN A MONTH AFTER THE MEETING (S) FOR COMMENTS AND THE FINAL DRAFT IS TABLED, CONSIDERED, FURTHER REVIEWED AND THEN APPROVED AT THE SUBSEQUENT COMMITTEE MEETING. THE ACTIVITIES OF THE COMMITTEE ARE TABLED BEFORE THE BOARD FOR RATIFICATION OF ACTIONS AND THE BOARD APPROVES THE INCORPORATION INTO THE MINUTES OF THE BOARD
	iii) What are the timelines for sending the minutes to the directors?	THE FIRST DRAFT OF THE MINUTES OF THE MEETING (S) ARE SENT TO THE CHAIRMAN WITHIN 2 (TWO) WEEKS OF MEETING TO THE CHAIRMAN AND WITHIN ONE MONTH TO THE COMMITTEE MEMBERS FOR COMMENTS. THE MINUTES ARE TABLED IN THE COMMITTEE MEETING FOR APPROVAL, AND THE FINAL DRAFT IS TABLED, CONSIDERED, FURTHER

Principles	Reporting Questions	Explanation on application or deviation
		REVIEWED AND THEN APPROVED AT THE SUBSEQUENT COMMITTEE MEETING
	iv) Who acts as Secretary to board committees?	THE COMPANY SECRETARY
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	A. NOMINATION AND GOVERNANCE - NOMINATIONS AND GOVERNANCE COMMITTEE ("NGC") B. REMUNERATION - REMUNERATION COMMITTEE ("REMCO") C. AUDIT - BOARD AUDIT COMMITTEE ("BAC") D. RISK MANAGEMENT - STRATEGY, RISK AND ASSETS MANAGEMENT COMMITTEE ("SRAMC")
	vi) What is the process of appointing the chair of each committee ?	THE BOARD APPOINTS THE CHAIRMEN OF THE COMMITTEES, SAVE THE STATUTORY AUDIT COMMITTEE ("SAC"), AND THE RELEVANT COMMITTEES RATIFY THE APPOINTMENT THEREAFTER.
	<b>Committee responsible for Nomination and Governance</b>	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	ALL MEMBERS OF THE COMMITTEE ARE NEDS
	viii) Is the chairman of the Committee a NED or INED ?	NED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	YES THE SUCCESSION POLICY ATTACHED AS APPENDIX 31 WAS APPROVED ON MARCH 30, 2023.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	THE GOVERNANCE DOCUMENTS ARE DYNAMIC AND REVIEWED ACCORDING TO THE DYNAMICS OF LAWS AND REGULATIONS, THE GOVERNANCE ENVIRONMENT, THE COMPANY AND THE BUSINESS ENVIRONMENT.
	xi) How does the committee report on its activities to the Board?	AFTER EACH MEETING THE CHAIRS OF THE COMMITTEES SUBMITS TO THE BOARD A WRITTEN MEMORANDA ON THE ACTIVITIES OF THE COMMITTEES BETWEEN MEETINGS OF THE BOARD. THE MINUTES OF THE MEETINGS OF COMMITTEES AS ALSO PART OF THE BOARD PAPERS FOR CONSIDERATION
	<b>Committee responsible for Remuneration</b>	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	ALL MEMBERS OF THE COMMITTEE ARE NEDS

Principles	Reporting Questions	Explanation on application or deviation
	xiii) Is the chairman of the Committee a NED or INED ?	NED
	<b>Committee responsible for Audit</b>	
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? <b>Yes/No</b>	YES
	xv) Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>	YES
	xvi) What are their qualifications and experience?	PLEASE SEE THE PROFILE OF DIRECTORS ATTACHED AS APPENDIX 6
	xvii) Name the financial expert(s) on the Committee responsible for Audit	MR. ERNEST EBI, MFR, FCIB, FIOD
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	THE INTERNAL AUDIT'S REPORT(S) ARE REVIEWED AT LEAST QUARTERLY AT EVERY MEETING OF THE BAC, AND AT EVERY MEETING OF THE SAC
	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 THROUGH THE BAC, AND REPORTS OF THE ASSURANCE OFFICERS
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? <b>Yes/No</b> Please explain.	YES  BOTH THE SAC AND BAC REVIEW THE EXTERNAL AUDITORS' MANAGEMENT LETTER, KEY AUDIT MATTERS AND MANAGEMENT RESPONSE TO 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  PLEASE SEE THE ATTACHED POLICY ON PROVISION OF NON-AUDIT SERVICES MARKED APPENDIX 11
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	THE SESSION OF THE BAC WITH THE HEAD, INTERNAL AUDITOR AND THE EXTERNAL AUDITORS IS HELD YEARLY IN DECEMBER OF EACH YEAR AND WAS LAST HELD ON DECEMBER 29, 2022

Principles	Reporting Questions	Explanation on application or deviation
	<b>Committee responsible for Risk Management</b>	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	NED
	xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	YES  THE RISK MANAGEMENT FRAMEWORK WAS APPROVED ON MARCH 11, 2021
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	THE CHIEF RISK OFFICER REPORTS TO THE SRAMC ON RISKS, QUARTERLY  23/03/2023
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? <b>Yes/No</b>  If yes, how often is it reviewed?	NO  THE COMPANY HAS AN IT GOVERNANCE SYSTEM IN WHICH IS EMBEDDED A FRAMEWORK ON IT DATA GOVERNANCE  THE IT GOVERNANCE SYSTEM WAS APPROVED ON MARCH 24, 2022
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	REPORTING ON THE IT GOVERNANCE IS AN AGENDA ITEM FOR EVERY MEETING OF THE SRAMC
	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  PLEASE SEE THE CRO'S CV ATTACHED AS APPENDIX 12
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	ALL MEETINGS OF THE SRAMC HELD IN THE YEAR 2022 AND ON MARCH 23, 2023 WERE ATTENDED BY THE CRO
<p><b>Principle 12: Appointment to the Board</b></p> <p><i>"A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i></p>	i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>	YES  THE SUCCESSION PLANNING POLICY ATTACHED AS APPENDIX 31, AND THE BOARD QUALIFICATION POLICY ATTACHED AS APPENDIX 13, DETAILS CRITERIA FOR DIRECTORS AND ADDRESSES ISSUES OF APPOINTMENT  PLEASE FIND THE BOARD QUALIFICATION POLICY ATTACHED AS APPENDIX 13
	ii) What criteria are considered for their appointment?	PLEASE SEE THE SUCCESSION PLANNING POLICY AND THE BOARD QUALIFICATION POLICY ATTACHED AS APPENDICES 31 AND 13

Principles	Reporting Questions	Explanation on application or deviation
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	PLEASE SEE THE BOARD QUALIFICATION POLICY ATTACHED AS APPENDIX 13
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	NO THERE ARE NO DEFINED TENURES FOR THE UNDERMENTIONED: A. THE MD/CEO - NO, AS PER CONTRACT OF EMPLOYMENT B. NED - NO, AS PER NCCG 2018 AND BOARD CHARTER C. EDS - NO, AS PER CONTRACT OF EMPLOYMENT
	v) Please state the tenure	A. THE GROUP BOARD CHARTER PROVIDES FOR A TENURE FOR THE CHAIRMAN OF 3 (THREE) TERMS OF 3 (THREE) YEARS EACH B. INEDS HAVE TENURES SPECIFIED AS PER NCCG 2018 AND BOARD CHARTER
	vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>	NO SUCCESSION PLAN POLICY AND BOARD QUALIFICATION POLICY ADDRESSES A PROCESS OF REFRESHMENT
<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  PLEASE SEE THE GROUP BOARD CHARTER ATTACHED
	ii) During the period under review, were new Directors appointed? <b>Yes/No</b> If yes, provide date of induction.	YES  12/09/2022  PLEASE SEE THE PROGRAMME FOR INDUCTION 2022 ATTACHED AS APPENDIX 14
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b> If yes, provide training details.	YES  A. TRAINING ON CORPORATE GOVERNANCE PROVIDED BY THE HARVARD BUSINESS SCHOOL B. TRAINING ON RISK PROVIDED BY CONRAD CLARK C. DIRECTORS HAD ACCESS TO TRAINING UNDER COURSERA
	iv) How do you assess the training needs of Directors?	THE DIRECTORS IDENTIFY THEIR TRAINING GAPS, AND FURTHER GAPS ARE IDENTIFIED IN THE BOARD SELF-EVALUATION PROCESS AND THIS FEEDS INTO THE TRAINING PLAN

Principles	Reporting Questions	Explanation on application or deviation
	v) Is there a Board-approved training plan? <b>Yes/No</b>	YES
	vi) Has it been budgeted for? <b>Yes/No</b>	YES
<b>Principle 14: Board Evaluation</b>  <i>“Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company’s objectives”</i>	i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b>	YES  THE GROUP BOARD CHARTER ATTACHED AS APPENDIX 5 PROVIDES THAT THE BOARD MUST BE EVALUATED IN ACCORDANCE WITH THE PROVISIONS OF NCCG 2018
	ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b>	YES  BOTH INTERNAL AND EXTERNAL. IN THE YEAR 2022 THE EVALUATION FOR THE YEAR ENDED DECEMBER 31, 2021 WAS CONDUCTED BY THE INSTITUTE OF DIRECTORS CENTER FOR CORPORATE GOVERNANCE (“IODCCG”). ALSO BOARD SELF EXAMINATION QUESTIONNAIRES WERE ADMINISTERED TO DIRECTORS ON DECEMBER 6, 2022.  PLEASE SEE THE STATEMENT ON BOARD EVALUATION ATTACHED AS APPENDIX 15
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	06/12/2022, PLEASE SEE THE BOARD EVALUATION REPORT OF IODCCG ATTACHED AS APPENDIX 15
	iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.	YES  THE REPORT OF THE BOARD EVALUATION CARRIED OUT BY THE IODCCG WAS PRESENTED TO THE BOARD ON DECEMBER 6, 2022
	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
	<b>Principle 15: Corporate Governance Evaluation</b>  <i>“Institutionalizing a system for evaluating the Company’s corporate governance practices ensures that its</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b>  If yes, provide date of the evaluation.

Principles	Reporting Questions	Explanation on application or deviation
<i>governance standards, practices and processes are adequate and effective"</i>	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.	30/03/2023
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b>	YES THE REPORT OF KPMG ADVISORY SERVICES WOULD BE INCLUDED IN THE ANNUAL REPORTS & CONSOLIDATED AUDITED FINANCIAL STATEMENTS 2022 AND WILL BE HOSTED ON THE INVESTORS' PORTAL
<b>Principle 16: Remuneration Governance</b> <i>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</i>	i) Is there a Board-approved Directors' remuneration policy? <b>Yes/No</b>  If yes, how often is it reviewed?	YES  PLEASE SEE THE REMUNERATION POLICY FOR DIRECTORS AND EXECUTIVE EMPLOYEES ATTACHED AS APPENDIX 17  CURRENTLY UNDERGOING REVIEW
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	PLEASE SEE THE DETAILS OF REMUNERATION OF NEDS ATTACHED AS APPENDIX 17
	iii) Is the remuneration of NEDS presented to shareholders for approval? <b>Yes/No</b>  If yes, when was it approved?	YES. REMUNERATION BY WAY OF DIRECTORS' FEES ONLY  16/06/2022
	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  PLEASE SEE THE REMUNERATION POLICY ATTACHED AS APPENDIX 33. THERE ARE PROVISIONS FOR STIS BASED ON PERFORMANCE IN A FINANCIAL YEAR
	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



Principles	Reporting Questions	Explanation on application or deviation
	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.	YES  PLEASE SEE THE CLAWBACK POLICY ATTACHED AS APPENDIX 18
<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?	ENVISAGED AND WILL BE DONE ONCE A YEAR
	iii) How often does the board receive and review risk management reports?	THE SRAMC RECEIVES AND CONSIDERS THE REPORTS ON RISKS QUARTERLY AT ITS MEETINGS AND REPORTS THEREAFTER TO THE BOARD AT THE NEXT MEETING OF THE BOARD
<b>Principle 18: Internal Audit</b>	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
<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  PLEASE SEE THE INTERNAL AUDIT CHARTER ATTACHED AS APPENDIX 19
	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?	PLEASE SEE THE CV OF THE HEAD INTERNAL AUDIT ATTACHED AS APPENDIX 20
	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,	YES

Principles	Reporting Questions	Explanation on application or deviation
	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?	<b>YES</b>  <b>20/07/2021</b>
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	<b>THE CHAIRMAN OF THE BAC AND THE MANAGING DIRECTOR</b>
<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	<b>YES</b>  <b>15/06/2022</b>
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b>	<b>YES</b>
	iii) Is the Audit committee provided with the following reports on a periodic basis?  a) Reported cases b) Process and results of Investigated cases	<b>YES</b>
<b>Principle 20: External Audit</b> <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"</i>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	<b>THE AUDIT COMMITTEES MAKE RECOMMENDATIONS ON APPOINTMENT, RE-APPOINTMENT OR REMOVAL OF EXTERNAL AUDITORS TO THE BOARD. THE BOARD MAKES RECOMMENDATIONS ON APPOINTMENT, RE-APPOINTMENT OR REMOVAL OF EXTERNAL AUDITORS TO THE SHAREHOLDERS IN GENERAL MEETING FOR APPROVAL.</b>
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	<b>THE AUDIT COMMITTEES AND BOARD MAKE RECOMMENDATIONS FOR APPOINTMENT AND REMOVAL OF THE EXTERNAL AUDITORS TO THE SHAREHOLDERS IN GENERAL MEETING. THE SHAREHOLDERS APPROVE THE APPOINTMENT AND REMOVAL OF EXTERNAL AUDITOR. THE</b>

Principles	Reporting Questions	Explanation on application or deviation
<i>on the reliability of the financial statements"</i>		PROVISION OF S.401 (2) OF CAMA 2020 IS APPLIED TO RE-APPOINTMENT.
	iii) When was the first date of appointment of the External auditors?	19/06/2014
	iv) How often are the audit partners rotated?	EVERY 5 YEARS, AS REQUIRED BY REGULATIONS PLEASE SEE THE CHANGE OF ENGAGEMENT PARTNER ATTACHED AS APPENDIX 22
<b>Principle 21: General Meetings</b>  <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	36
	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
<b>Principle 22: Shareholder Engagement</b>  <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i>	i) Is there a Board-approved policy on shareholders' engagement? <b>Yes/No</b> If yes:  a) when was it last reviewed? b) Is the policy hosted on the company's website?	YES  PLEASE SEE THE SHAREHOLDERS ENGAGEMENT POLICY ATTACHED AS APPENDIX 24  A. ____ <b>B. YES</b>
	ii) How does the Board engage with Institutional Investors and how often?	AGMS AND INVESTOR RELATIONS FORA. IN THE YEAR 2022, THE INSTITUTIONAL INVESTORS WERE ENGAGED BY AGM AND AN INVESTOR RELATIONS FORUM

Principles	Reporting Questions	Explanation on application or deviation
<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>A. THE ANNUAL REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS</p> <p>B. ANNOUNCEMENTS TO THE MARKET VIA THE NGX PORTAL</p> <p>C. SOCIAL MEDIA</p> <p>D. WEBSITE</p> <p>E. PRINT MEDIA</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>YES</p> <p>PLEASE SEE THE CODE OF BUSINESS CONDUCT &amp; ETHICS ATTACHED AS APPENDIX 25</p> <p>A. YES</p> <p>B. NO</p> <p>COBE IS APPLICABLE TO:</p> <ol style="list-style-type: none"> <li>1) BOARD</li> <li>2) SENIOR MANAGEMENT</li> <li>3) OTHER EMPLOYEES</li> </ol> <p>THERE IS A CODE OF CONDUCT FOR SUB-CONTRACTORS AND SUPPLIERS HERE ATTACHED</p>
	<p>ii) When was the date of last review of the policy?</p>	<p>YET TO BE REVIEWED</p>
	<p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b></p>	<p>YES</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) Is there a Board- approved policy on insider trading? <b>Yes/No</b></p> <p>If yes:</p>	<p>YES</p> <p>PLEASE SEE THE SECURITIES TRADING POLICY ATTACHED AS APPENDIX 27</p>

Principles	Reporting Questions	Explanation on application or deviation
<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>a) When was the last date of review? b) How does the Board monitor compliance with this policy?</p>	<p>A. ____ B. THROUGH THE OFFICE OF THE COMPANY SECRETARY</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 of the following: 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify)</p>	<p>YES PLEASE SEE THE RELATED PARTY TRANSACTION AND CONFLICT OF INTEREST POLICY ATTACHED AS APPENDIX 30  A. 30/03/2023 B. THE COMPLIANCE IS MONITORED THROUGH THE INTERNAL AUDIT AND OFFICE OF THE COMPANY SECRETARY, BOTH OF WHICH MAKES REPORT TO THE BOARD THROUGH THE BAC  C. YES, PLEASE SEE THE RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST POLICY ATTACHED AS APPENDIX 30</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>THE POLICY DOCUMENTS A FRAMEWORK FOR DISCLOSURE</p>
	<p>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 of the following: 1. Senior management 2. Other employees (Specify)</p>	<p>YES  A. 30/03/2023 B. THE POLICY DOCUMENTS A FRAMEWORK FOR DISCLOSURE C. YES</p>
<p><b>Principle 26: Sustainability</b></p>	<p>i) Is there a Board-approved sustainability policy? <b>Yes/No</b> If yes, when was it last reviewed?</p>	<p>NO</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i></p>	ii) How does the Board monitor compliance with the policy?	
	iii) How does the Board report compliance with the policy?	
	iv) Is there a Board-approved policy on diversity in the workplace? <b>Yes/No</b>  If yes, when was it last reviewed?	<p><b>YES</b></p> <p>PLEASE SEE THE GROUP POLICY ON DIVERSITY AND INCLUSION ATTACHED AS APPENDIX 29</p> <p>30/03/2023</p>
<p><b>Principle 27: Stakeholder Communication</b></p> <p><i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i></p>	i) Is there a Board-approved policy on stakeholder management and communication? <b>Yes/No</b>	<b>NO. POLICY UNDER FORMULATION</b>
	ii) Does the Company have an up to date investor relation portal? <b>Yes/No</b> If yes, provide the link.	<p><b>YES</b></p> <p><a href="https://www.juliusberger.com/investor-relations">https://www.juliusberger.com/investor-relations</a></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>	i) Does the company's annual report include a summary of the corporate governance report? <b>Yes/No</b>	<p><b>YES</b></p> <p>PLEASE SEE THE AR&amp;FS 2021 ATTACHED AS APPENDIX 28</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.	<b>NO</b>

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: *Muti Sunmonu, con*

Signature: 

Date: *March 31, 2023*

Chairman of the Committee responsible for Governance

Name: *Gracy Okunsoza Talabi*

Signature: 

Date: *March 31, 2023*

Managing Director/Chief Executive Officer

Name: *Dr. Laus Richter*

Signature: 

Date: *March 31, 2023*

Company Secretary/Chief Compliance Officer

Name: *CECILIA EKANEM MADUKE*

Signature: 

Date: *March 31, 2023*