



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	Chemical and Allied Products Plc
ii.	Date of Incorporation	September, 21 1965
iii.	RC Number	4551
iv.	License Number	It is not a requirement for the Company
v.	Company Physical Address	2, Adeniyi Jones Avenue, Ikeja, Lagos
vi.	Company Website Address	www.capplc.com
vii.	Financial Year End	31st December
viii.	Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company	Yes. UAC of Nigeria Plc
ix.	Name and Address of Company Secretary	Ms. Ayomipo Wey 2, Adeniyi Jones Avenue, Ikeja, Lagos
x.	Name and Address of External Auditor(s)	Ernst & Young 10th Floor, UBA House, 57, Marina, Lagos
xi.	Name and Address of Registrar(s)	Africa Prudential Plc 220b, Ikorodu Road, Palmgrove, Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Mrs. Chinwe Okpala Head, Corporate Affairs and Communications cokpala@capplc.com +234 703 328 8115
xiii.	Name of the Governance Evaluation Consultant	DCSL Corporate Services Limited
xiv.	Name of the Board Evaluation Consultant	Society for Corporate Governance of Nigeria

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	Awuneba Ajumogobia	Chairperson/INED	Female	August 1, 2019	Board Chair
2	David Wright	Managing Director	Male	August 1, 2019	Managing Director

3	Muhibat Abbas	NED	Female	May 31, 2019	INED
4	Udo Okonjo	INED	Female	August 1, 2019	INED
5	Ambassador Kayode Garrick	INED	Male	March 21, 2013	INED

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	Awuneba Ajumogobia	6	6	Not a member of any Committee as she is the Chairperson of the Board	Board Chairperson	Not a member of any Committee as she is the Chairperson of the Board	Not a member of any Committee
2	David Wright	6	6	1	Member of the Risk Management Committee	4	4
3	Ambassador Kayode Garrick	6	6	3 (not counting the Statutory Audit Committee)	Member: Risk Management Committee Board Audit Committee Remuneration and Governance Committee Statutory Audit Committee	4 4 2 4	1 (representing 100% attendance from the date of becoming a member) 4 2 4
4	Muhibat Abbas	6	6	3 (not counting the Statutory Audit Committee)	Risk Management Committee (Chair) Board Audit Committee (Chair) Remuneration and Governance Committee (Member) Statutory Audit Committee (Member)	4 4 2 4	4 4 1 (representing 100% attendance from the date of becoming a member) 4

5	Udo Okonjo	6	5	2 (not counting the Statutory Audit Committee)	Board Audit Committee (Member) Remuneration and Governance Committee (Chair) Statutory Audit Committee (Member)	4 2 4	1 (representing 100% attendance from the date of becoming a member) 2 1 (representing 100% attendance from the date of becoming a member)
---	------------	---	---	--	---	---------------------	---

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1	David Wright	Managing Director/Chief Executive Officer	Male
2	Jethro Iruobe	Head, Human Resources	Male
3	Ayomipo Wey	Company Secretary/General Counsel	Female
4	Olusegun Oludare	Head, Operations	Male

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</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? Yes/No If yes, when was it last reviewed?</p>	<p>Yes, the Board has an approved Charter.</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>“The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity “</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>The Board has members who are Chartered Accountants with over 30 years cognate experience, Legal Practitioner with 30 years' experience, a Color Chemist and Paint Technologist with over 30 years' experience and a former Ambassador of Nigeria.</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes.</p> <p>The Board comprises 3 female and 2 male. The Board members come from different tribes in Nigeria and are adherents of Islam and Christianity. The Board members possess qualifications in diverse fields i.e. Law, Color Chemistry and Paint Technology, Economics, and Business Administration.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes.</p> <p>Mrs. Awuneba Ajumogobia –</p> <ul style="list-style-type: none"> • Airtel Africa Plc • Grange School, Lagos • University of Ibadan Research Foundation <p>Mrs. Muhibat Abbas –</p> <ul style="list-style-type: none"> • UAC Restaurant Limited.; • Leonine Investment Services Limited <p>Udo Okonjo –</p> <ul style="list-style-type: none"> • Fine and Country West Africa. <p>Ambassador Kayode Garrick –</p> <ul style="list-style-type: none"> • Ascellon Nigeria Limited • Relais Nigeria Limited
	<p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No</p>	<p>No.</p>

Principles	Reporting Questions	Explanation on application or deviation
	If yes, provide the names of the Committees.	
Principle 3: Chairman <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? Yes/no 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?	INED
	iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?	No.
	v) When was he/she appointed as Chairman?	August 1, 2019
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes. The Chairman's roles and responsibilities are defined in the Board Governance Charter and Letter of Appointment.
Principle 4: Managing Director/Chief Executive Officer <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? Yes/No If no, in which documents is it specified?	Yes. His contract of employment 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? Yes/No	Yes.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	Risk Management Committee
	iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)?	No.
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	The MD/CEO is not a director in any other company.
Principle 5: Executive Directors <i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i>	i) Do the EDs have contracts of employment? Yes/no	There are no other EDs except the MD.
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No If no, in which document are the roles and responsibilities specified?	There are no other EDs except the MD.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	There are no other EDs except the MD.
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	There are no other EDs except the MD.
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	There are no other EDs except the MD.
Principle 6: Non-Executive Directors	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes. The roles and responsibilities of the NEDs are clearly defined in the Board Governance Charter.

Principles	Reporting Questions	Explanation on application or deviation
<i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i>	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes.
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes.
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	Yes, this is provided on an ongoing basis. The Board Book for Board and Committee Meetings contains sufficient information about the management and affairs of the company. Additionally, NEDs are provided with Quarterly Unaudited Accounts and Quarterly Internal Audit Report
	v) What is the process of ensuring completeness and adequacy of the information provided?	Receipt of confirmation and feedback from the Directors.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes.
Principle 7: Independent Non-Executive Directors <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? Yes/No	Yes.
	ii) Are there any exceptions?	No.
	iii) What is the process of selecting INEDs?	The process includes the profiling of candidates who are not shareholders, have not served in the Company in any capacity before and not a representative of any shareholder
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes.
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes. Confirmation is done annually. The Chairman advises the Company Secretary to confirm this from the INEDs
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	The Company currently has 3 INEDs. 2 (two) do not hold shares in the Company, whilst one (1) (Ambassador Kayode Garrick) is a shareholder in the Company, holding 1,215 units of shares representing 0.00% of the Company's issued shares.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No.
	ix) What are the components of INEDs remuneration?	1) Director's Fees 2) Sitting Allowances 3) Travel Allowances

Principles	Reporting Questions	Explanation on application or deviation
Principle 8: Company Secretary <i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is In-House
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a Legal Practitioner with 13 years cognate experience
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	No
	iv) Who does the Company Secretary report to?	To the Board (through the Chairperson) on functional matters, and To the MD/CEO on administrative and other matters
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal of the Company Secretary is in line with Section 333 of the Companies and Allied Matters Act (CAMA), 2020.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board of Directors (through the Remuneration and Governance Committee)
Principle 9: Access to Independent Advice <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? Yes/No If yes, where is it documented?	Yes. Policy on Accessing Independent Professional Advice.
	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? Yes/No If yes, provide details.	No.
Principle 10: Meetings of the Board <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 Board Reviews the Minutes of its last Meeting at subsequent Meeting and approves same thereat.
	ii) What are the timelines for sending the minutes to Directors?	Within 7 (seven) days after the Meeting.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Such Directors will be advised accordingly and stand the chance of being removed as Directors, if the practice continues.
Principle 11: Board Committees <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? Yes/No	Yes
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The Board Committee Minutes are reviewed by the Committee at subsequent Meetings and approves same thereat.
	iii) What are the timelines for sending the minutes to the directors?	Within 7 days after the 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	The Remuneration and Governance Committee is responsible for matters relating to nomination, governance and remuneration.

Principles	Reporting Questions	Explanation on application or deviation
		The Board Audit Committee is responsible for matter relating to Audit. The Risk Management Committee is responsible for matter relating to risk management.
	vi) What is the process of appointing the chair of each committee ?	The Chairmen of the respective Committees are appointed by the Board.
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	2 INEDs and 1 NED
	viii) Is the chairman of the Committee a NED or INED ?	The Chairman of the Remuneration and Governance Committee is an INED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes. It is reviewed when the need arises.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	From time to time to bring the provisions in line with relevant laws.
	xi) How does the committee report on its activities to the Board?	Reports are provided to Board after each meeting.
	Committee responsible for Remuneration	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	2 INEDs and 1 NED
	xiii) Is the chairman of the Committee a NED or INED ?	The Chairman of the Remuneration and Governance Committee is an INED
	Committee responsible for Audit	
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes.
	xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes.
	xvi) What are their qualifications and experience?	Chartered Accountant, Legal Practitioner, and Diplomat each with at least 30 years' experience.
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Mrs. Muhibat Abbas. She is a Fellow of the Institute of Chartered Accountants of Nigeria and has over thirty years' experience in Internal Audit, Financial Accounting, Management Accounting, Treasury Management and Pension Fund Administration.
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	On a quarterly basis
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	No. This is however currently being developed
	xx) How does the Board monitor compliance with the internal control framework?	The Company does not have an internal control framework. This is currently being developed

Principles	Reporting Questions	Explanation on application or deviation
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes. The letter, Plan and Report of the External Auditors are reviewed by the Board Audit Committee and the Statutory Audit Committee
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	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 with the External Auditors and Twice with the Internal Auditors
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Risk Management Committee is a NED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	Annually October 2020
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	Quarterly
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	The Head of the Risk and Compliance Unit has the relevant experience, but not a member of Senior Management
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4
Principle 12: Appointment to the Board	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	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?	Qualifications, expertise, experience and diversity.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The Board applies the provisions of Section 283 of the Companies and Allied Matters Act, 2020 in the appointment of its Directors.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	The Company applies the provisions of Section 285 of the Companies and Allied Matters Act, 2020, in the tenure of all its Directors and Principle 7.2.9 of the NCCG 2018, in the tenure of its INEDs.
	v) Please state the tenure	Application of Section 285 of CAMA, 2020, Principle 7.2.9 of the NCCG, 2018 and Board Governance Charter.
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes.

Principles	Reporting Questions	Explanation on application or deviation
Principle 13: Induction and Continuing Education <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? Yes/No	Yes.
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	No.
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	Yes. The Directors are provided with training on Strategic Leadership by the Institute of Directors and Effective Optimum Board Performance by the Society for Corporate Governance of Nigeria
	iv) How do you assess the training needs of Directors?	We benchmark the output of Directors against best practice and the current regulations to organize trainings that meet their needs. Also, the result of the Board Evaluation Exercise is used to determine relevant training for Directors.
	v) Is there a Board-approved training plan? Yes/No	Yes.
	vi) Has it been budgeted for? Yes/No	Yes.
Principle 14: Board Evaluation <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? Yes/No	Yes.
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	Yes.
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	It was external. January 2021 in respect of the 2020 Financial Year
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes. March 22, 2021
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	Yes.
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes.
Principle 15: Corporate Governance Evaluation <i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</i>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	Yes.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	Yes.
	iii) If yes, please indicate the date of last presentation.	October 19, 2020
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	Yes.
Principle 16: Remuneration Governance	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes. It is reviewed when the need arises.

Principles	Reporting Questions	Explanation on application or deviation
<p>"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"</p>	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	<p>Basic Salary: This is part of the gross salary package for the Managing Director only.</p> <p>Directors Fees: This is paid annually to Non-Executive Directors only.</p> <p>Travel Allowances: This is paid annually to Non-Executive Directors only</p> <p>Sitting Allowances: This is paid to Non-Executive Directors only after attendance at each meeting</p>
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	<p>Yes.</p> <p>At the AGM on June 19, 2020</p>
	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? Yes/No If yes, to what extent is remuneration linked to company performance?	<p>Yes.</p> <p>Bonuses payable are linked to performance</p>
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fees? Yes/No	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? Yes/No If yes, attach the policy.	Yes
<p>Principle 17: Risk Management</p> <p>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</p>	i) Has the Board defined the company's risk appetite and limit? Yes/No	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>Principle 18: Internal Audit</p> <p>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</p>	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes
	ii) Does the company have a Board-approved internal audit charter? Yes/No	Yes
	iii) Is the head of internal audit a member of senior management? Yes/No	No, The Internal Audit function is outsourced to an audit firm, KPMG Professional Services

Principles	Reporting Questions	Explanation on application or deviation
	iv) What is the qualification and experience of the head of internal audit?	The Internal Audit function is outsourced to a leading audit firm, KPMG Professional Services
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	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? Yes/No	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? Yes/No If yes, when was the last assessment?	No.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Internal Audit function is outsourced to a leading audit firm, KPMG Professional Services
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes. December 2020
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	Yes
Principle 20: External Audit <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>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Statutory Audit Committee
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Company's Shareholders
	iii) When was the first date of appointment of the External auditors?	September 17, 2015
	iv) How often are the audit partners rotated?	Every 5 years
Principle 21: General Meetings <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</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Twenty-one (21) days Plus 7 days for posting
	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? Yes/No	Yes

Principles	Reporting Questions	Explanation on application or deviation
<i>their views to the Board on any areas of interest"</i>		
<p>Principle 22: Shareholder Engagement</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? Yes/No If yes: a) when was it last reviewed? 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>Currently undergoing review</p> <p>The revised Policy will be hosted on the Company's website following conclusion of the review</p> <p>The Investor Relations Section of the Company's website contains information on the Company's Audited Accounts. As a Company listed on the Main Board of the Nigerian Stock Exchange, CAP Plc is required to notify the NSE via its portal on any event that has occurred in the Company of which Shareholders should be aware</p>
<p>Principle 23: Protection of Shareholder Rights</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? Yes/No</p>	<p>Yes.</p>
<p>Principle 24: Business Conduct and Ethics</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? Yes/No If yes: a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties</p> <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? Yes/No</p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>Yes, the Company currently adheres to the UACN COBE.</p> <p>Yes, it has been communicated to all internal and external stakeholders.</p> <p>The COBE is applicable to all Board Members, Senior Management, Other Employees and third parties.</p> <p>2015</p> <p>Yes</p> <p>There were no incidences of non-compliance during the period under review.</p>
<p>Principle 25: Ethical Culture</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</i></p>	<p>i) Is there a Board- approved policy on insider trading? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?</p>	<p>Yes</p> <p>December 2015</p> <p>The Board monitors Compliance through the Company Secretary who obtain details of dealings in the Company's Securities at relevant times from the Registrars. The Secretariat follows the applicable regulations</p>

Principles	Reporting Questions	Explanation on application or deviation
<p><i>abuses on the Company and promotes good ethical conduct and investor confidence"</i></p>		<p>in the NSE Rulebook to ensure that there is no incidence of Insider Trading.</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? Yes/No 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.</p> <p>January 2021.</p> <p>The Board monitors Compliance via the Audit Committee and the Finance Team.</p> <p>The Policy is applicable to all Board Members, Senior Management, Other Employees (both those on full employment and those on contracts) and third parties (this includes the Company's Contractors, Consultants, Distributors of its products etc).</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>The Board ensures that related party transactions are stated in the Annual Reports.</p>
	<p>iv) Does the company have a Board-approved policy on conflict of interest? Yes/No 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.</p> <p>January 2021</p> <p>The Board monitors Compliance via the Remuneration and Governance Committee. Additionally, the directors are required to fill and submit a declaration form on an annual basis (or as frequently as conflict arises) and submit same to the Board through the Remuneration and Governance Committee.</p> <p>The Policy is applicable to Senior Management and Other Employees (who are on full time employment and on those who are on part time employment).</p>
<p>Principle 26: Sustainability <i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i></p>	<p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p>	<p>No.</p> <p>However, a draft policy is being prepared for the approval of the Board.</p>
	<p>ii) How does the Board monitor compliance with the policy?</p>	<p>A draft policy is being prepared for the approval of the Board</p>
	<p>iii) How does the Board report compliance with the policy?</p>	<p>A draft policy is being prepared for the approval of the Board.</p>
	<p>iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?</p>	<p>No.</p> <p>However, a draft policy is being prepared for the approval of the Board.</p>
<p>Principle 27: Stakeholder Communication</p>	<p>i) Is there a Board-approved policy on stakeholder management and communication? Yes/No</p>	<p>Yes.</p>

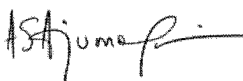
Principles	Reporting Questions	Explanation on application or deviation
<p><i>“Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions”</i></p>	<p>ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.</p>	<p>Yes. www.capplc.com/investor-relations/annual reports.</p>
<p>Principle 28: Disclosures <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? Yes/No</p>	<p>Yes.</p>
	<p>ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.</p>	<p>No.</p>

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: Awuneba Ajumogobia

Signature: 

Date: January 27, 2021

Chairman of the Committee responsible for Governance

Name: Udo Okonjo

Signature: 

Date: January 25, 2021

Managing Director/Chief Executive Officer

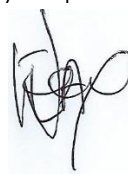
Name: David Wright

Signature: 

Date: January 25, 2021

Company Secretary/Chief Compliance Officer

Name: Ayomipo Wey

Signature: 

Date: January 25, 2021