

SECURITIES & EXCHANGE COMMISSION PUBLIC COMPANIES' RETURN ON CORPORATE GOVERNANCE FORM 01

Introduction

Companies shall adopt this checklist as part of their procedures for assessing their compliance with the Code of Corporate Governance for Public Companies in Nigeria issued in 2011 (the Code). The purpose of the Code is to promote good corporate governance practice among public companies in Nigeria.

The Code, from which this Form 01 is developed, is mandatory having been incorporated into the SEC Rules and Regulations (Schedule X).

Public Companies shall use the Form 01 to help assess and record their compliance with the Code. We have structured the checklist using paragraphs of the code presenting each element as a question to which companies will respond that they have complied, not complied or partially complied. A further section requires a company to record a substantiating comment against the question.

Instructions:

- i) Every line item and indicator **must** be completed.*
- ii) Fill in each cell with an "X".*
- iii) A substantiating comment **must** be provided in all cases but for Section 14.5*
- iv) Not Applicable (N/A) is not a valid response.*
- v) Where the space provided is not adequate, any other relevant information can be provided on pages 16 and 17.*

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Company Name:

Nature of Business:

Half Year Ended:

SECTION I

GENERAL INFORMATION

- i) Address of Company:
- ii) E-mail:
- iii) Website:
- iv) Financial Year End:
- v) Date of Incorporation:
- vi) Date of Listing:
- vii) Mobile phone numbers of:
 - a. MD/CEO:
 - b. Company Secretary:
 - c. Financial Controller:
 - d. Chief Internal Auditor:
 - e. Compliance Officer:
- viii) Name and Address of External Auditor (s):
- ix) Name and Address of Registrar (s):
- x) If registrars have been changed, list the names of the previous registrars with date:
- xi) Name and Address of Financial Advisers:
- xii) Name and Address of Company Secretary:
- xiii) Name and address of subsidiaries/associates, including % holding:
- xiv) Others/percentage holdings: (minority interest)
- xv) Current Status of listed Securities:

Active

Dormant

Delisted

Unlisted

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SECTION II CODE OF CORPORATE GOVERNANCE

All companies are required to report compliance with the code of corporate governance in their annual reports to shareholders and the company website.

#	Item	Ye s	No	Partial ly	Substantiating Commentary
PART B- THE BOARD OF DIRECTORS					
2	Responsibilities of the Board				
2.1.	a) Does the Board act in accordance with the principle that it is ultimately accountable and responsible for the performance and affairs of the company?				
	b) Does the Board define the company's strategic goals and ensure that human and financial resources are effectively deployed towards attaining those goals?				
2.2.	a) Does the Board ensure that the company is properly managed?				
	b) Does the Board oversee the performance of Management, protect and enhance shareholder value?				
	c) Does the Board ensure the company meets its obligations to employees and other stakeholders?				
2.3.	a) Does the Board act to ensure good corporate governance in the company?				
	b) Does the Board ensure that the company operates in accordance with its Articles and Memorandum of Association, and complies with relevant law?				
	c) Does the board ensure observance of the highest ethical standards by the company?				
2.4.	Has the Board defined a framework for the delegation of authorities or duties to Management specifying matters that may be delegated and those reserved for the Board?				
3	Duties of the Board				

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3.1(a-j)	Does the Board carry out its duties in accordance with the Part B, Paragraph 3 of the Code?				
4	Composition and Structure of the Board				
4.1-4.2	a) Does the Board have the correct size (relative to the scale and complexity of the company's operations)?				
	b) Does the Board have a minimum of five (5) members?				
	c) Do the members have sufficient diversity of experience (without compromising independence, compatibility, integrity and availability of members to attend meetings)?				
4.3.	Is the majority of Directors non-executive Directors (NED) with at least one independent Director?				
4.4.	Can it be demonstrated that Directors are upright individuals with relevant core competencies, entrepreneurial spirit, records of tangible achievement, knowledgeable in Board matters, possessing a sense of accountability and integrity and committed to implementing good corporate governance?				
4.5.	Is the Board independent of Management and does it carries out its oversight function objectively and efficiently?				
5	Officers of the Board				
5.1.	The Chairman				
5.1 (a-d)	a) Does the chairman ensure the effective operation of the board such that the board works as a group towards achieving the company's strategic objectives?				
	b) Is the Chairman's appointment and his functions conducted in the manner proscribed in Part B, Paragraph 5.1 of the Code?				
5.2.	The Chief Executive Officer/Managing Director				
5.2(a-g)	a) Does the Managing Director (MD) or Chief Executive Officer (CEO) head the management team?				

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	b) Is the appointment and functions of the M.D/CEO as prescribed in Part B, Paragraph 5.2 of the Code?				
5.3.	Executive Directors				
5.3(a-e)	a) Are executive directors persons knowledgeable in relevant areas of the company's activities?				
	b) Do they possess such other qualifications as may be needed for their specific assignments or responsibilities?				
	c) Are their appointments and responsibilities in accordance with the manner as prescribed in Part B, Paragraph 5.3 of the Code?				
5.4.	Non-Executive Directors				
5.4(a-c)	a) Are non-executive directors chosen on the basis of their wide experience, specialist knowledge and personal qualities?				
	b) Do they bring these qualities to bear on issues of strategy, performance and resources?				
	c) Are the responsibilities in accordance with Part B, Paragraph 5.4 of the Code?				
5.5.	Independent Directors				
5.5(a-c)	a) Can it be demonstrated that independent non-executive directors bring the desired degree of objectivity that sustains investors' trust and confidence by representing a strong independent voice on the board?				
	b) Are the independent non-executive directors independent in character and judgment?				
	c) Are they non-executive directors as prescribed in Part B, Paragraph 5.5 of the Code?				
6	Multiple Directorships				
6.1(a-b)	Do the Board and shareholders consider the impact of other obligations and commitments of nominees in assessing their suitability for appointment into the Board?				
6.1(c)	Do serving directors notify the Board of prospective appointments on other Boards?				

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6.1(d)	Does the Board have directors sitting on the Board of other companies within the same industry?				
7	Family and Interlocking Directorship				
7.1.	Do more than two members of the same family sit on the Board?				
7.2	Are there any cross memberships with other boards that could lead to a conflict of interest?				
8	Company Secretary				
8.1.	Does the company secretary possess the necessary relevant qualifications and competence to effectively discharge the duties of the office?				
8.1	Is the Company Secretary appointed and dismissed through a rigorous selection process similar to that of new directors?				
8.2.	Does the Company Secretary assist the Board and management in implementing the SEC Code of Corporate Governance and promote good corporate governance practices culture?				
8.4(a-f)	Are the Company Secretary's duties and responsibilities in the manner as prescribed in Part B, Paragraph 8.4 of the Code?				
8.5.	Is the Company Secretary empowered by the Board?				
9	Board Committees				
9.1-9.4	a) Does the board determine the extent to which its duties and responsibilities should be undertaken through committees?				
	b) Does the Board determine the number and composition of such committees, ensuring that each comprises directors with relevant skills and competencies and that its members are able to devote sufficient time to the committee's work?				
	c) Are Board Committees constituted in the manner prescribed in Paragraph 9.2-9.4 of the Code?				
12	Meetings of the Board				
12.1-12.2	a) Does the Board meet at least once every quarter?				

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	b) Are the Directors required to attend at least two-thirds of all Board meetings as a prerequisite for re-nomination as a Director?				
13	Appointment to the Board				
13.1-13.2	a) Does the Board have a written, clearly defined, formal and transparent procedure for appointment of Directors?				
	b) Are these criteria for the selection of Directors written and designed to respond to the existing Board's strengths and weaknesses, required skills and experience, current age range and gender composition?				
13.4(a-f)	Are shareholders provided with biographical information of proposed directors as contained in Paragraph 13.4 (a-f) of the code?				
13.5.	Is there a section of the company's annual report that states the processes used in relation to all Board appointments?				
14	Remuneration				
14.1. -14.3	a) Does the company have a comprehensive policy on remuneration for Directors and senior management?				
	b) Does the Board approve the remuneration of each executive Director including the CEO?				
	c) Are only non-executive Directors involved in decisions regarding the remuneration of executive Directors?				
14.4.	a) Does the Board ensure that where share options are adopted as part of Executive remuneration or compensation, they are not priced at a discount except with the authorization of the SEC?				
	b) Are deferred compensation non-exercisable until one year after the expiration of the minimum tenure of Directorship?				
14.5.	a) Are share option grants limited within any given financial year?				
	b) Are annual share option grant limits subject to approval by the shareholders at general meetings?				

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14.7.	Do companies disclose in their Annual Report the details of shares of the company held by all Directors, including on an "if converted" basis?				
14.8.	Do all directors disclose their shareholdings in the public company where they are proposed to be appointed as Directors?				
14.9.	Does the Board undertake a periodic "peer review" of its remuneration levels to ensure that the company remains competitive?				
14.10.	Is the company's remuneration policy disclosed in the company's Annual Report including all material benefits and compensation paid to Directors?				
15	Performance Evaluation of the Board				
15.1.-15.7.	a) Does the board undertake a formal and rigorous annual evaluation of its own performance, its committees, the chairman and individual directors?				
	b) Does the evaluation system include key performance indicators (KPIs) in accordance with Section 15.7 of the Code?				
16	Conflict of Interest				
16.1.(a-f)	a) Does the company have a policy on conflict of interest?				
	b) Does the policy include the principles outlined in Paragraph 16.1(a-f) of the code?				
17	Insider Trading				
17	a) Are directors of the company in possession of price sensitive or confidential information?				
	b) Do their immediate families and other insiders engage in insider trading?				
18	Orientation and Training of Directors				
18.1-18.2	a) Does the Board have a formal induction programme to familiarize new Directors with the company's operations, strategic plan, senior management and its business environment?				
	b) Do they induct them within the scope of their fiduciary duties and responsibilities?				
	c) Do all Directors participate in on-going education to update their knowledge and skills?				

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	d) Are such on-going training at the company's expense?				
19	Tenure and Re-election of Directors				
19.1.-19.2	a) Are all Directors (subject to satisfactory performance) presented for re-election at regular intervals of at least once every three (3) year?				
	b) Are names and sufficient biographical details of Directors nominated for re-election accompanied by performance evaluation results?				
PART C- RELATIONSHIP WITH SHAREHOLDERS					
21	Meeting of Shareholders				
21.2	Does the Board ensure that all shareholders have equal access to information about the company?				
21.4.	Are the Chairmen of all Board Committees and statutory Audit Committee present at general meetings of the company to respond to shareholders' queries?				
22	Protection of Shareholder Rights				
22.1-22.2	a) Does the Board ensure that shareholders' statutory and general rights are protected at all times including their effective powers to appoint and remove Directors of the company?				
	b) Does the Board ensure that all shareholders are treated equally?				
	c) Does the Board ensure that no shareholder, however large his shareholding (whether institutional or otherwise), benefits from preferential treatment or superior access to information?				
22.3	Does the Board ensure that minority shareholders are protected from abusive actions of controlling shareholders?				
22.4.	Does the Board ensure that the company promptly renders to shareholders documentary evidence of ownership interest in the company such as share certificates, dividend warrants and related instruments?				

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22.5.	a) Are shareholder representation on a Board proportionate to the size of shareholding?				
	b) Does the company provide shareholders holding more than a specified ratio of the total issued capital of the company with representation on the Board?				
23	Venue of Meeting				
23	Are venues of general meetings easily accessible to shareholders?				
24	Notice of Meeting				
24	a) Do notice of general meetings occur at least 21 days before the date on which the meeting is held?				
	b) Do companies provide at least seven days for service of notice if sent out by post from the day the letter is posted?				
	c) Are all relevant document sent along with the notice?				
25	Resolutions				
25.1.-25.2	a) Are unrelated issues considered separately at general meetings?				
	b) Are separate resolutions proposed and voted on for each substantial issue?				
	c) Are statutory businesses clearly and separately set out?				
	d) Are decisions reached at general meetings properly and fully implemented?				
PART D- RELATIONSHIP WITH OTHER STAKEHOLDERS					
28	Sustainability Issues				
28.3 (a-i)	Does the company ensure compliance with the stipulations of Part D, Paragraph 28.3 of the Code and disclose same annually?				
PART E- RISK MANAGEMENT AND AUDIT					
29	Risk Management				
29.2(a-e)	Does the Board ensure compliance with the stipulations of Paragraph 29.2(a-e) of the Code?				
30	The Audit Committee				
30.1.	a) Does the company have an Audit Committee?				

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	b) Does the Board ensure that the Audit Committee is properly constituted and able to discharge its duties effectively?				
30.2.	a) Are members of the Audit Committee financially literate?				
	b) Are they able to read financial statements?				
	c) Does at least one member have an in-depth knowledge of accounting or financial management?				
30.4.(a-o)	Does the Audit Committee (in addition to statutory functions) carry out its functions as stipulated in Paragraph 30.4(a-o)				
31	Internal Audit Function				
31.1.	Does the company have an effective risk-based internal audit function?				
31.2.	a) Is the purpose, authority and responsibility of the internal auditing activity clearly and formally defined in the internal audit charter?				
	b) Is the internal audit charter approved by the Board?				
31.3-31.4	a) Does the internal audit unit report directly to the Audit Committee (while having a line of communication with the CEO/MD) and the Chairman of the Board?				
	b) Is the internal audit unit headed by a senior management staff?				
31.3	Does the internal audit unit have adequate human and financial resources to effectively discharge its responsibilities?				
31.5.	Does the internal audit report at least once every quarter to the Audit Committee on the adequacy and effectiveness of management, governance, risk and control environment, deficiencies observed and management's mitigation plans?				
31.6.-31.7	a) Does the evaluation of controls by the internal audit unit encompass the information systems environment, the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations?				
	b) Does it safeguard assets and compliance with laws and regulations?				

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31.8.-31.10	Does the internal audit function have a risk-based internal audit methodology and plan (as contained in Section 31.10a-d of the code) that is subject to approval by the Audit Committee and the Board?				
31.11	a) Is the risk assessment process continuous?				
	b) Does it identify emerging as well as existing risks?				
	c) Is this conducted at least annually?				
31.12.-31.13.	a) Does the internal audit provide an independent assurance on the robustness and effectiveness of the company's risk management process?				
	b) Does it co-ordinate with other internal and external providers of assurances in order to ensure proper coverage and to minimize duplication of effort?				
31.14.	a) Is there an external assessment of the effectiveness of the internal audit function at least once every three years?				
	b) Is it conducted by a qualified independent reviewer, as defined by the Institute of Internal Auditors, or by an external review team?				
32	Whistle-blowing Policy				
32.1.	Is there a written whistle-blowing policy that is known to employees, stakeholders such as contractors, shareholders, job applicants and the general public?				
32.2	Does the Board take responsibility, accord priority and reaffirm its commitment for implementing the whistle-blowing mechanism?				
32.3.	Does the whistle-blowing mechanism have a dedicated "hot-line" and/or e-mail system which can be used anonymously?				
32.3.	Is a senior level officer (if necessary at the level of the Board or CEO/MD) designated to review reported cases and provide the chairman of the Audit Committee with a summary of the cases reported, investigated, the process of investigation and the result of the investigation?				

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33	Rotation of External Auditors				
33.1.-33.2	Does the company rotate both audit firms (not retained longer than ten (10) years continuously) and audit partners?				
PART G- ACCOUNTABILITY AND REPORTING					
34	Disclosures				
34.2.	Does the CEO and the Head of Finance certify in a written statement to the Board that the "financial statements present a true and fair view of the affairs of the company"?				
34.3(a-d)	Does the company's Annual Report contain details as contained in Paragraph 34.3 (a-d) of the code?				
34.4.(a-k)	Does the Board ensure that the company's Annual Report includes a Corporate Governance Report that addresses the requirement of paragraph 34.4 (a-k) of the code?				
34.5(a-g)	Does the company disclose information on accounting and risk management issues as contained in paragraph 34.5 (a-g) of the code?				
34.6.	Does the Chairman's statement in the annual report provides a balanced and readable summary of the company's performance and reflects the collective view of the Board?				
34.7.(a-e)	Does the Annual Report contain a statement from the Board with regards to the company's degree of compliance with the provisions of the Corporate Governance Code, in particular paragraph 34.7 (a-e)?				
34.8.	Has the company disclosed details of any Director's interest in contracts either directly or indirectly with the company or its subsidiaries or holding companies?				

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34.9.	Has the company disclosed any service contract and other significant contracts with controlling shareholder(s)?				
34.10.(a-e)	Do disclosures on related party transactions (RPTs) relating to Directors' current accounts or loans include information as listed in paragraph 34.10 (a-e) of the code?				
34.11.(a-g)	Are disclosures required to be made for related party transactions (RPTs) made separately for each of the categories mentioned in Paragraph 34.11 (a-g) of the code?				
34.13.	Has the Board disclosed any matter (even though not specifically required in this Code) capable of affecting in a significant form the financial condition of the company or its status as a going concern?				
PART H- COMMUNICATION					
35	Communication Policy				
35.1.	Does the company have and implement a Communications Policy?				
PART I- Ethics Code					
36	Code of Ethics				
36.1.-36.4	a) Does the company have an Ethics Code and a Statement of Business Practices that are fully implemented and contain at a minimum the elements in paragraph 36.2(a-m)?				
	b) Does the Ethics Code comply with the stipulations of paragraph 36.4 (a-f)?				

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CERTIFICATION

All information provided herein is to the best of our knowledge true. We take responsibility for any Contradictory information given by us. Material variations would be considered as fraudulent misrepresentation.

Company Secretary

Name: _____

Sign & Date: _____

Chief Internal Auditor

Name: _____

Sign & Date: _____

Executive Director Finance/Chief Financial Controller

Name: _____

Sign & Date: _____

Managing Director

Name: _____

Sign & Stamp: _____

Chairman of the Board

Name: _____

Sign & Date: _____

Chairman of Audit Committee

Name: _____

Sign & Date: _____

COMPANY SEAL