



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 recognizes that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

Please read the instructions below carefully before completing this form:

- i. Every line item and indicator must be completed.
- ii. Respond to each question with "Yes" where you have applied the principle, and "No" where you are yet to apply the principle.
- iii. An explanation on how you are applying the principle, or otherwise should be included as part of your response.
- iv. Not Applicable (N/A) is not a valid response.

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Section B – General Information

S/No.	Items	Details
i.	Company Name	FLOUR MILLS OF NIGERIA PLC
ii.	Date of Incorporation	29 TH SEPTEMBER, 1960
iii.	RC Number	2343
iv.	License Number	
v.	Company Physical Address	1 GOLDEN PENNY PLACE, WHARF ROAD, APAPA, LAGOS
vi.	Company Website Address	www.fmnplc.com
vii.	Financial Year End	31 ST MARCH, 2023
viii.	Is the Company a part of the group? Yes/No If yes, please state the name of the Holding Company	NO
ix.	Name and Address of Company Secretary	UMOLU, JOSEPH A.O 1 GOLDEN PENNY PLACE, WHARF ROAD, APAPA, LAGOS.
x.	Name and Address of External Auditor(s)	KPMG PROFESSIONAL SERVICES KPMG TOWER, BISHOP ABOYADE COLE STREET, VICTORIA ISLAND, LAGOS.
xi.	Name and Address of Registrar(s)	ATLAS REGISTRARS LIMITED 34 ERIC MOORE ROAD, IGANMU LAGOS
xii.	Investor Relations Contact Person (E-mail and Phone No.)	1. Name: UMOLU, JOSEPH A.O Email: Jumolu@FMNPLC.COM Phone No: 08054796490 2. Name: ANDERS KRISTIANSSON Email: akristiansson@FMNPLC.COM Phone No: 08155999111
xiii.	Name of the Governance Evaluation Consultant	Institute of Chartered Secretaries and Administrators of Nigeria
xiv.	Name of the Board Evaluation Consultant	Institute of Chartered Secretaries and Administrators 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.	MR. JOHN GEORGE COUMANTAROS	CHAIRMAN	MALE	1990	SATISFACTORY
2.	MR. PAUL MIYONMIDE GBEDEDO	VICE CHAIRMAN	MALE	2013	SATISFACTORY

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3.	MR. BOYE OLUSANYA	GROUP MD/CEO	MALE	2020	SATISFACTORY
4.	PROFESSOR JERRY GANA	NON-EXECUTIVE DIRECTOR	MALE	2013	SATISFACTORY
5.	MR. ALFONSO GARATE	NON-EXECUTIVE DIRECTOR	MALE	2015	SATISFACTORY
6.	ALHAJI RABIU GWARZO	NON-EXECUTIVE DIRECTOR	MALE	2009	SATISFACTORY
7.	MR. IOANNIS KATSAOUNIS	NON-EXECUTIVE DIRECTOR	MALE	1993	SATISFACTORY
8.	MR. THANASSIS MAZARAKIS	NON-EXECUTIVE DIRECTOR	MALE	2006	SATISFACTORY
9.	MR. FOLUSO OLAJIDE PHILLIPS	INDEPENDENT NON-EXECUTIVE DIRECTOR	MALE	2014	SATISFACTORY
10.	ALHAJI YUNUS SALIU	NON-EXECUTIVE DIRECTOR	MALE	1994	SATISFACTORY
11.	MR. FOLARIN ROTIMI WILLIAMS	NON-EXECUTIVE DIRECTOR	MALE	2005	SATISFACTORY
12.	DR. (MRS) SALAMATU HUSSAINI SULEIMAN	INDEPENDENT NON-EXECUTIVE DIRECTOR	FEMALE	2017	SATISFACTORY
13.	MRS. JULLIET ANAMMAH	INDEPENDENT NON-EXECUTIVE DIRECTOR	FEMALE	2020	SATISFACTORY
14.	MR. MUHAMMAD AHMAD	INDEPENDENT NON-EXECUTIVE DIRECTOR	MALE	2020	SATISFACTORY
15.	MS. YEWANDE SADIKU	INDEPENDENT NON-EXECUTIVE DIRECTOR	FEMALE	2022	SATISFACTORY

2. Attendance at Board and Committee Meetings As At January 2022:

BOARD MEETINGS

S/N	FMN BOARD MEETING	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF BOARD MEETINGS HELD IN THE REPORTING YEAR ¹	NUMBER OF BOARD MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. JOHN GEORGE COUMANTAROS	CHAIRMAN	3	3
2.	MR. PAUL MIYONMIDE GBEDEDO	GROUP MD/CEO	3	3
3.	PROFESSOR JERRY GANA	NON-EXECUTIVE DIRECTOR	3	3
4.	MR. ALFONSO GARATE	NON-EXECUTIVE DIRECTOR	3	3
5.	ALHAJI RABIU GWARZO	NON-EXECUTIVE DIRECTOR	3	3
6.	MR. IOANNIS KATSAOUNIS	NON-EXECUTIVE DIRECTOR	3	3
7.	MR. THANASSIS MAZARAKIS	NON-EXECUTIVE DIRECTOR	3	3
8.	MR. FOLUSO OLAJIDE PHILLIPS	INDEPENDENT NON-EXECUTIVE DIRECTOR	3	3
9.	ALHAJI YUNUS SALIU	NON-EXECUTIVE DIRECTOR	3	3
10.	MR. FOLARIN ROTIMI WILLIAMS	NON-EXECUTIVE DIRECTOR	3	2
11.	DR. (MRS) SALAMATU HUSSAINI SULEIMAN	INDEPENDENT NON-EXECUTIVE DIRECTOR	3	3
12.	MRS. JULLIET ANAMAH	INDEPENDENT NON-EXECUTIVE DIRECTOR	3	3
13.	MR. MUHAMMAD AHMAD	INDEPENDENT NON-EXECUTIVE DIRECTOR	3	3
14.	MS YEWANDE SADIKU	INDEPENDENT NON-EXECUTIVE DIRECTOR	3	3
15.	MR. BOYE OLUSANYA	EXECUTIVE DIRECTOR	3	2

STATUTORY AUDIT COMMITTEE

S/N	MEMBERS OF STATUTORY AUDIT COMMITTEE	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. ADESHINA OLALEKAN OLADEPO	CHAIRMAN (APPOINTED 10 TH SEPTEMBER 2020)	4	4
2.	MR. ADESHINA TAJUDEEN IMRAN	MEMBER	4	4
3.	MR. SHEKONI NURUDEEN ADEBAYO	MEMBER	4	4
4.	MR. FOLUSO OLAJIDE PHILLIPS	MEMBER	4	4

¹ The next board meeting has been scheduled to come up on Wednesday, 8th February, 2023.

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5.	ALHAJI Y.O.A SALIU	MEMBER	4	4
6.	MR. UMOLU JOSEPH A.O	SECRETARY	4	4

BOARD AUDIT AND RISK MANAGEMENT COMMITTEE

S/N	MEMBERS OF AUDIT AND RISK MANAGEMENT COMMITTEE	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. THANASIS MAZARAKIS	CHAIRMAN	3	3
2.	ALHAJI OLALEKAN SALIU	MEMBER	3	2
3.	MR. PAUL MIYONMIDE GBEDEDO	MEMBER	3	3
4.	ALHAJI RABIU MUHAMMED GWARZO	MEMBER	3	3
5.	MR. BOYE OLUSANYA	MEMBER	3	3
6.	MRS. JULIET ANAMMAH	MEMBER	3	3
7.	MR. UMOLU JOSEPH A.O	SECRETARY	3	3

REMUNERATION AND GOVERNANCE COMMITTEE

S/N	MEMBERS OF REMUNERATION AND GOVERNANCE COMMITTEE	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. FOLUSO OLAJIDE PHILLIPS	CHAIRMAN	4	4
2.	MR. THANASIS MAZARAKIS	MEMBER	4	4
3.	MR. FOLARIN R. WILLIAMS	MEMBER	4	4
4.	DR. MRS SALAMATU H. SULEIMAN	MEMBER	4	4
5.	MR. M.K. AHMAD	MEMBER	4	2
6.	MR. UMOLU JOSEPH A.O	SECRETARY	4	4

BOARD SPECIAL AD-HOC COMMITTEE ON LOCAL CONTENT

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S/N	MEMBERS OF LOCAL CONTENT COMMITTEE	DESIGNATION MEMBER / CHAIRMAN	NUMBER OF COMMITTEE MEETINGS HELD IN THE REPORTING YEAR	NUMBER OF COMMITTEE MEETINGS ATTENDED IN THE REPORTING YEAR
1.	MR. PAUL GBEDEDO	CHAIRMAN	4	4
2.	MR. THANASIS MAZARAKIS	MEMBER	4	4
3.	MR. BOYE OLUSANYA	MEMBER	4	2
4.	ALHAJI OLALEKAN SALIU	MEMBER	4	4
5.	MR. M.K. AHMAD	MEMBER	4	4
6.	MR. UMOLU JOSEPH A.O	SECRETARY	4	4

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	MR. BOYE OLUSANYA	GMD/CEO	MALE
2.	MR. DEVLIN HAINSWORTH	MD, FOODS DIVISION	MALE
3.	MR. STONEY SU	MD, AGRO-ALLIED DIVISION	MALE
4.	MR. JACK CWACH	FLOUR & PASTA O.P DIRECTOR	MALE
5.	MR. WALE ADEDIRAN	GROUP HR& SERVICES DIRECTOR	MALE
6.	MR. CEPHAS AFEBUAMEH	SUPPLY CHAIN DIRECTOR	MALE
7.	MR. YIANNIS KATSICHTIS	GM PREMIUM EDIBLE OIL PRODUCTS LIMITED	MALE
8.	MR. ANDERS KRISTIANSSON	GROUP CHIEF FINANCE OFFICER	MALE
9.	MR. VLASSIS LIAKOURIS	GROUP BUSINESS TRANSFORMATION DIRECTOR	MALE
10.	MR. RUSSEL PRIOR	GM, BAGCO	MALE
11.	MR. SADIQ USMAN	DIRECTOR GROUP STRATEGY AND STAKEHOLDER RELATIONS	MALE
12.	MR. NARHARI TRIPATHI	MANUFACTURING DIRECTOR,	MALE
13.	MR. WALTONIO PERCIVAL-DEIGH	DIRECTOR, BUSINESS ASSURANCE	MALE
14.	MR. BOLA ADEEKO	DIRECTOR SPECIAL PROJECTS	MALE
15.	MR. FESTUS OMOTOYINBO	GM, ABTL	MALE
16.	MR. UMOLU JOSEPH A.O	COMPANY SECRETARY/ DIRECTOR, LEGAL SERVICES	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</p> <p>It was last reviewed in January, 2020</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 is comprised of a diverse mix of skills and expertise including business, commercial and industry experience to govern the Company. The Board has bolstered its mix of expertise through recent appointments this year to ensure effective discharge of its obligations.</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, the board has practices in place to ensure diversity in employment and representation on the board.</p> <p>Mid level</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes, there are.</p> <ol style="list-style-type: none"> 1. Mr. Paul Gbededo: Northern Nigeria Flour Mills (NED), Geregu Power Plc. (NED) 2. Mr. Folarin Rotimi Abiola Williams- Pharma Deko, UPS (NED) 3. Mr. Foluso Olajide Phillips: Institute of Human Virology of Nigeria (NED), Primera Africa Group Ltd (NED), Yellow Brick Road Ltd (NED), Phillips Consulting Ltd (ED) Phillips Outsourcing Services Limited (NE), Phillips Health Management Organization (NED), Special Olympics Nigeria (NED), African Business Round Table (NED), Advisory Board of African Leadership Academy.

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Principles	Reporting Questions	Explanation on application or deviation
		<p>4. Alhaji Olalekan Saliu: Northern Nigeria Flour Mills. (NED)</p> <p>5. Mr. Boye Ousanya : Axxela Group (NED), Nigerian Economic Summit Group (NESG) and M-Kudi Nigeria Limited.</p> <p>6. Dr. Salamatu Suleiman: Stanbic IBTC Holdings Plc (INED), NGX Regulation Limited(NED), West African Network for Peace Building (Director), National Human Rights Commission (Chairman), S&M Essentials Units &Co Ltd (Director), PeerLess Concepts Limited (Director), ECOWAS Council of the wise (Member (Representing Nigeria)</p> <p>7. Mrs. Juliet Anammah: Jumia Nigeria (ED), Imperial Logistics South Africa (NED), Consultative Group to Assist the Poor (CGAP) NED</p> <p>8. Mr. Muhammad Ahmad: Polaris Bank Limited (Chairman/NED), International Energy Insurance Plc (Chairman/NED), MTN Nigeria Communications Plc (Director/INED), Credent Capital and Advisory Limited (Chairman/NED), Buraq Capital Limited (Director/INED), Data Guard Document Management Limited (Director/NED), Ultramed Specialist Hospital Limited (Director/ NED) ,Pan Atlantic University (Council Member/NED), Society for Corporate Governance Nigeria (President/Chairman of Council /NED)Polaris Bank (NED)</p> <p>9. Professor Jerry Gana: Supertek Nigeria Limited (Chairman/NED, Supertek Electric Limited (Chairman/NED), Supertek Fams Limited (Director), ABC Shelters Limited (Chairman/NED), Finetek Industries Limited (Chairman/NED), Avvid Resources Limited (Chairman/NED), Avid Bank (Chairman/NED)</p> <p>10. Mr. John George Coumantaros: Oxbow Carbon LLC (NED), ELBISCO (NED), Northern Nigeria Flour Mills (NED), Cycladic Art Foundation (NED)</p>

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Principles	Reporting Questions	Explanation on application or deviation
	iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? Yes/No If yes, provide the names of the Committees.	11. Alhaji Rabiw Gwarzo: Northern Nigeria Flour Mills Plc (Vice Chairman/NED), No
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. ii) At which Committee meeting(s) was the Chairman in attendance during the period under review? iii) Is the Chairman an INED or a NED? 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? v) When was he appointed as Chairman? vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	No None NED No 10 th September, 2014 Yes The Chairman's roles and responsibilities are clearly defined in the Board Charter
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? ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review? iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)? v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	yes Yes Board Audit & Risk Management Committee Meeting held on the 13 th July 202, 19 th October 2022, 25 th January 2023. Remuneration and Governance Committee Meeting held on the 5 th May, 2022, 24 th August 2022, 2 nd November, 2022 and 20 th January, 2023 Yes Axxela Group, Nigeria Economic Summit Group and M-Kudi Nigeria Limited. Yes

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Principles	Reporting Questions	Explanation on application or deviation
<p>Principle 5: Executive Directors</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? Yes/no	Yes
	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?	Yes
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	Yes Subsidiaries of FMN (Flour Mills of Nigeria Plc)
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	Yes
<p>Principle 6: Non-Executive Directors</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? Yes/No If yes, where are these documented?	Yes The roles and responsibilities of the NEDs are clearly defined in the Board Charter.
	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 The information is provided at all Board meetings which holds on a quarterly basis.
	v) What is the process of ensuring completeness and adequacy of the information provided?	The Company Secretary get inputs from all business units in order to ensure completeness of information relating to the management of the Company and provided to directors at their Board meetings.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes
<p>Principle 7: Independent Non-Executive Directors</p> <p><i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i></p>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes
	ii) Are there any exceptions?	No
	iii) What is the process of selecting INEDs?	Recruitment requirements are streamlined with the Remuneration and Governance Committee
	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

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Principles	Reporting Questions	Explanation on application or deviation
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes, they do. Annually They do this during the recruitment process and through review of transaction involving the company during the annual Board evaluation.
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	No
	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?	Sitting allowances and Director's fee
<p>Principle 8: Company Secretary</p> <p><i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i></p>	i) Is the Company Secretary in-house or outsourced?	The Company Secretary is in-house.
	ii) What is the qualification and experience of the Company Secretary?	BL, LLB, LLM with over 20 years of seasoned experience in legal practice.
	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?	The Company Secretary functionally reports to the Board through the Chairman and administratively reports to the MD/ CEO.
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal process of the Company Secretary is done by the Board.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	MD/CEO and the Chairman.
<p>Principle 9: Access to Independent Advice</p> <p><i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i></p>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented?	Yes It is documented in the Board Charter
	ii) Who bears the cost for the independent professional advice?	The Company bears the cost.
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No
<p>Principle 10: Meetings of the Board</p> <p><i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i></p>	i) What is the process for reviewing and approving minutes of Board meetings?	The minutes of the last meeting are reviewed by the Chairman prior to meetings and approved by members after detailed review at the meeting
	ii) What are the timelines for sending the minutes to Directors?	The minutes are sent to the Directors promptly. However, action points are sent to the Directors involved as soon as required.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Directors who do not meet the Company Policy on meeting attendance stand a chance of being removed from the Board. The Chairman

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Principles	Reporting Questions	Explanation on application or deviation
		addresses the Board on this subject matter regularly. However, Flour Mills does not have this problem.
<p>Principle 11: Board Committees</p> <p><i>"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"</i></p>	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 minutes are reviewed by the Chairman of the Committee prior to meetings and approved by members after detailed review at the meeting
	iii) What are the timelines for sending the minutes to the directors?	The minutes are sent to the Directors 2 weeks before Committee meeting. However, action points are sent to the Directors involved as soon as required.
	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	Committee "A and B " are merged into one Remuneration and Governance Committee while "C" and "D" are merged into one as Audit and Risk Management Committee
	vi) What is the process of appointing the chair of each committee ?	The Chairman recommends the suitable candidates for review and the Board approves.
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	3:2
	viii) Is the chairman of the Committee a NED or INED ?	INED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee charters are reviewed biennially.
	xi) How does the committee report on its activities to the Board?	The Committee reports its activities to the Board immediately after its meeting.
	Committee responsible for Remuneration	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	3:2
	xiii) Is the chairman of the Committee a NED or INED ?	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?	B.Sc. Economics, FCA, B.A, MBA	

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Principles	Reporting Questions	Explanation on application or deviation
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Mr. Thanasis Mazarakis Alhaji Olalekan Saliu
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Audit and Risk management committee reviews the internal auditor's report quarterly.
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes.
	xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance with the internal control framework through quarterly review of Internal Control Reports and level of compliance by the business and recommendations from Internal Control Reports.
	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 External Auditor meets with the committee to review the reports this review is done for interim audit cases and at year end audit.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	There are practice measures monitored by our finance team to that effect. .
	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?	4 times
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	NED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes September, 2017
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The Committee reviews the adequacy and effectiveness of the Risk Management Controls on an annual basis.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes Every 2 years.
	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	Yes
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	All
Principle 12: Appointment to the Board <i>"A written, clearly defined, rigorous, formal and</i>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes
	ii) What criteria are considered for their appointment?	Integrity, reputation and commitment.

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Principles	Reporting Questions	Explanation on application or deviation
<p><i>transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board"</i></p>		<p>Familiarity with the commercial and economic environment.</p> <p>Regional balancing.</p> <p>Good network in FMN areas of business.</p> <p>Gender diversity.</p>
	<p>iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?</p>	<p>Detailed review of profiles of scouted candidates by the Remuneration and Governance Committee in line with above identified criteria</p>
	<p>iv) Is there a defined tenure for the following</p> <p>a) The Chairman</p> <p>b) The MD/CEO</p> <p>c) INED</p> <p>d) NED</p> <p>e) EDs</p>	<p>No</p>
	<p>v) Please state the tenure</p>	
	<p>vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?</p>	<p>Yes., the criteria for Board appointments are refreshed periodically.</p>
<p>Principle 13: Induction and Continuing Education</p> <p><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></p>	<p>i) Does the Board have a formal induction programme for new directors? Yes/No</p>	<p>Yes</p>
	<p>ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.</p>	<p>No</p>
	<p>iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.</p>	<p>Yes.</p> <p>The Directors are scheduled to have their next training before 31st March 2023</p>
	<p>iv) How do you assess the training needs of Directors?</p>	<p>Directors make suggestions on training areas during annual board evaluation. Questionnaires touching on training areas are filled by Directors and the suggestions are later reviewed by Company Secretary and the Chairman.</p>
	<p>v) Is there a Board-approved training plan? Yes/No</p>	<p>Yes, there is a Board-approved training plan.</p>
	<p>vi) Has it been budgeted for? Yes/No</p>	<p>Yes</p>
<p>Principle 14: Board Evaluation</p> <p><i>"Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives"</i></p>	<p>i) Is there a Board-approved policy for evaluating Board performance? Yes/No</p>	<p>Yes</p>
	<p>ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No</p>	<p>We have not conducted any Board Evaluation for the period under review as same is not yet due until the end of 31st March, 2023</p>
	<p>iii) If yes, indicate whether internal or external. Provide date of last evaluation.</p>	<p>The evaluation for the year ended 31st March 2023 shall be facilitated In-House.</p>
	<p>iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.</p>	
	<p>v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No</p>	

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Principles	Reporting Questions	Explanation on application or deviation
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Upon review of evaluation results, key items are discussed between the Chairman and individual directors.
<p>Principle 15: Corporate Governance Evaluation</p> <p><i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</i></p>	i) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	NO. The last Corporate Governance evaluation was conducted in the year 2021 by Institute of Chartered Secretaries and Administrators of Nigeria (ICSAN). The next evaluation shall be conducted in 2024 by an external consultant in line with the provisions of the NCCG code.
	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.	
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	The summary of the Corporate Governance Evaluation is always included in the annual reports and Investors portal.
<p>Principle 16: Remuneration Governance</p> <p><i>"The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"</i></p>	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes, there is a Board-approved Directors' remuneration policy. It is usually reviewed on a yearly basis.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Director's Fee- N200,000 Sitting Allowance- N500,000
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes The remuneration of NEDS was approved by Shareholders at the last Annual General Meeting held on the 10 th of September, 2020
	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?	Yes. The Annual Incentive Plan is linked to performance.
	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	Yes, The clawback policy has been drafted and approved for presentation

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Principles	Reporting Questions	Explanation on application or deviation
	If yes, attach the policy.	to Board members by the R &G committee.
Principle 17: Risk Management <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>	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?	The company conducts risk assessments on an annual basis
	iii) How often does the board receive and review risk management reports?	Quarterly
Principle 18: Internal Audit <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i>	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	Yes
	iv) What is the qualification and experience of the head of internal audit?	BS.C (Account), FCA, Certified Risks Management Assurance Specialist with over 32 years' experience
	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?	Yes 2022
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	MD/CEO and the Board Audit and Risk committee.
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 2017
	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) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	Statutory Audit Committee will recommend to the Board and the Board

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Principles	Reporting Questions	Explanation on application or deviation
<p><i>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i></p>		will recommend to the Shareholders at the General Meeting.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	Shareholders at General Meetings
	iii) When was the first date of appointment of the External auditors?	September, 2015
	iv) How often are the audit partners rotated?	The audit partners are usually rotated every 3years
<p>Principle 21: General Meetings</p> <p><i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i></p>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	Notices, annual reports and any other relevant information were dispatched to Shareholders 21 days before the date of the last meeting.
	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, physically and virtually
<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>	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?	Yes 2020 Yes
	ii) How does the Board engage with Institutional Investors and how often?	The Board engages with Institutional Investors through its Investors portal on the Company's website and through the company investors contacts and engagement.
<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>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No	Yes
<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"</i></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:	Yes. Yes

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Principles	Reporting Questions	Explanation on application or deviation
conduct and investor confidence”	<ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees 4. Third parties 	<p>Yes.</p> <p>The Board has approved that the group's Code of Business Conduct and Ethics should apply to the Directors</p>
	<p>ii) When was the date of last review of the policy?</p>	<p>The last review was done in 2014 however, review process is ongoing presently.</p>
	<p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No</p>	<p>Yes</p>
	<p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>Reprimand, warning letters, suspension, termination and dismissal.</p>
<p>Principle 25: Ethical Culture</p> <p>“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”</p>	<p>i) Is there a Board- approved policy on insider trading? Yes/No</p> <p>If yes:</p> <ol style="list-style-type: none"> a) When was the last date of review? b) How does the Board monitor compliance with this policy? 	<p>Yes</p> <p>2020</p> <p>The Company Secretary monitors the insider dealing lists and transactions involving insiders whilst liaising the Registrars.</p>
	<p>ii) Does the company have a Board approved policy on related party transactions? Yes/No</p> <p>If yes:</p> <ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees (Specify) 4. Third parties (Specify) 	<p>Yes, the Company has an approved policy on related party transactions.</p> <ol style="list-style-type: none"> a. The original policy was prepared in 2014 and is still in effect. In addition, annual Transfer Pricing reports are prepared to accommodate new transactions. The last report was prepared in 2022, in relation to the 2021 – 2022 Financial year. b. Annual Transfer Pricing reports are prepared after review of related party transactions conducted during the year to ensure compliance with the policy and the arm's length principle, in line with the Transfer Pricing regulations (2018). c. The policy applies to employees involved in the provision of management and business support services by FMN to its related entities. These include: <ul style="list-style-type: none"> • Information technology services • Human resources • Finance support services • Procurement • Tax Payroll services • Treasury services • Legal/secretarial services • Technical services
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>Related party transactions are duly reviewed and disclosed by the statutory auditors in line with the provisions of <i>International Accounting Standards (IAS) 24 – Related party disclosures</i>.</p>

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Principles	Reporting Questions	Explanation on application or deviation
	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)	Yes This is linked with the company's Code of Conduct and same is applicable to all Employees, Senior Management and Directors.
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>	i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed? 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? Yes/No If yes, when was it last reviewed?	Yes 2019 Monitoring is done through the relevant reports presented by management on progress made to the Board. In addition, the remuneration and governance committee (RGC) of the Board are responsible for board level oversight of FMN's sustainability agenda. The sustainability unit provides quarterly updates to the RGC through the Company secretary. The Board reports compliance with the policy through its annual report and Sustainability report. Yes
Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.	Yes Yes https://www.fmnplc.com/investor-relations
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>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	Yes No

Section F – Certification

We hereby make this declaration in good faith and confirm that the information provided in this form is true.

Chairman of the Board of Directors

Name: MR. JOHN GEORGE COUMANTAROS

Signature: 

Date: 30/01/2023

Chairman of the Committee responsible for Governance

Name: MR. FOLUSO PHILLIPS

Signature: 

Date: 30/01/2023

Managing Director/Chief Executive Officer

Name: MR. BOYE OLUSANYA

Signature: 

Date: 30/01/2023

Company Secretary/Chief Compliance Officer

Name: MR JOSEPH UMOLU

Signature: 

Date: 30/01/2023