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	Sovereign Trust Insurance Plc
ii.	Date of Incorporation	February 26, 1980
iii.	RC Number	RC 31962
iv.	License Number	037
v.	Company Physical Address	17, Adetokunbo Ademola Street Victoria Island Lagos
vi.	Company Website Address	www.stiplc.com
vii.	Financial Year End	December 31st 2025
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, Sovereign Trust Insurance Plc
ix.	Name and Address of Company Secretary	Equity Union Limited, 11, C1PM Avenue Central Business District Alausa Ikeja Lagos
x.	Name and Address of External Auditor(s)	PKF 205A, Ikorodu Road Obanikoro Lagos.
xi.	Name and Address of Registrar(s)	Meristem Registrars Limited 213 Herbert Macaulay Way Adekunle Yaba, Lagos.
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Segun Bankole segun.bankole@stiplc.com 08099929157
xiii.	Name of the Governance Evaluation Consultant	DCSL Corporate Services Limited
xiv.	Name of the Board Evaluation Consultant	DCSL Corporate Services Limited

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

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1.	Mr. Oluseun O. Ajayi	Chairman (retired)	Male	7th June, 2016.	Retired 10th April 2025
2.	Mr. Abimbola Oguntunde	Chairman	Male	12th September, 2018	Newly Appointed as Chairman on 13th June 2025

3.	Ms. Emi Faloughi	NED	Female	3rd January, 2017	Retired in September 2025
4.	Mr. Shedrack Chiedozie Odoh	NED	Male	17th December, 2020	Appointed
5.	Mr. Eric Balogun	INED	Male	18th August 2022	Appointed
6.	Mr. Olaotan Soyinka	MD/CEO	Male	24th February, 2016	Retired 31st of December 2025
7.	Mrs. Ugochi Odemelam	ED	Female	14th December, 2015	Retired in November 2025
8.	Mr. Kayode Adigun	ED	Male	30th October, 2023	Appointed
9.	Mr. Emmanuel Anikibe	ED	Male	22nd November, 2023	Resigned in September 2025

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.	Mr. Oluseun O. Ajayi	8	0 (ALREADY RETIRED)				
2.	Ms. Emi Faloughi	8	6	Finance, Investment & General Purpose.	Member	4	3
				Nomination, Remuneration & Governance.	Member	3	2
				Statutory Audit & Compliance	Member	2	1
3.	Mr. Abimbola Oguntunde	8	8	Finance, Investment & General Purpose.	Chairman	4	2 (because he became the chairman of the board)
				Enterprise Risk Mgt.	Member	1	0 (because he became the chairman of the board)
				Nomination, Remuneration & Governance.	Member	3	1 (because he became the chairman of the board)
				Board Audit and Compliance.	Member	1	0 (because he became the chairman of the board)
					(vacated membership of these committees upon becoming the chairman of the board)		

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
4.	Mr. Shedrack Chidozie Odoh	8	8	Enterprise Risk Mgt.	Chairman	1	1
				Nomination, Remuneration & Governance	Chairman	3	3
				Finance, Investment & General Purpose	Member	4	4
				Statutory Audit & Compliance	Member	2	2
				Board Audit and Compliance.	Member	1	1
5.	Mr. Eric Balogun	8	8	Board Audit and Compliance.	Chairman	1	1
				Nomination, Remuneration & Governance	**Member**	3	3
				Finance, Investment & General Purpose	**Member**	4	2 (because he had not yet become a member)
6.	Mr. Olaotan Soyinka	8	8	Enterprise Risk Mgt.	Member	1	1
				Finance, Investment & General Purpose.	Member	4	4
7.	Mrs. Ugochi Odemelam	8	7	Enterprise Risk Mgt.	Member	1	1

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
8.	Emmanuel Anikibe	8	5 Resigned	Finance, Investment & General Purpose	Member	4	3 Resigned
9.	Mr. Kayode Adigun	8	8	Finance, Investment & General Purpose	Member	4	4
10.	Mr. Emmanuel Oluwadare			Statutory Audit & Compliance	Chairman	2	2
11.	Mr. David Oluwole Ashaolu			Statutory Audit & Compliance	Member	2	2
12.	Mr. Lanre Oyeniyi			Statutory Audit & Compliance	Member	2	2

Section D - Details of Senior Management of the Company

1. **Senior Management:**

S/No.	Names	Position Held	Gender
1.	Olaotan Soyinka	MD/CEO (Retired 31st of December 2025)	Male
2.	Ugochi Odemelam	ED, Marketing & Business Development (Retired November 2025)	Female
3.	Kayode Adigun	ED/ Divisional Head, Finance & Administration	Male
4.	Emmanuel Anikibe	ED, Technical Operations (Resigned in September 2025)	Male
5.	Lucas Durojaiye	GM/Head, Northern Area Operations	Male
6.	Olajumoke Olatubosun	GM/ Sales & client services 1	

7.	Sanni Oladimeji	GM/Head, Compliance & Legal	Male
8.	Segun Bankole	DGM, Corporate Communications & Investor Relations	Male
9.	Olalekan Oguntunde	DGM/Head, ICT	Male
10.	Samuel Oseni	DGM/Head, Internal Audit	Male
11.	Angela Onochie	DGM/Head, Eastern Area Operations	Female
12.	Akinwunmi Akinrinmade	DGM/Head, Energy	Male
13.	Gbeminiyi Olaitan	DGM/Head, Finance & Accounts	Male
14.	Victoria Eze	DGM/Head, Sales & Client Services 2	Female
15.	Kola Azeez	AGM/Sales & client services 1	Male
16.	Abisola Asaju	AGM/Head, General Internal Services	Female
17.	Funmilayo Idodo	AGM/ General underwriting/ branch operation	Female
18.	Deborah Ugbaje	AGM/ Ikeja Area office	Female
19.	Moses Oyeyemi	AGM/ Reinsurance & claims	Male

Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
Principle 1: Role of the Board *"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) 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?	Yes. Board provides the Company with entrepreneurial leadership within a framework of prudent and effective controls which enables risk to be assessed and managed while deploying the company's resources to profitable use. The Charter was last reviewed in March 14, 2023
Principle 2: Board Structure and Composition *"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) What are the qualifications and experiences of the directors?	The Directors of the company have numerous degrees, postgraduate and professional qualifications such as BSc, MBA, MSc, ACII, AIIN, FCA and significant cognate experience in their respective fields of endeavours. See Appendix 1
	ii) Does the company have a Board-approved diversity policy? **Yes/No** If yes, to what extent have the diversity targets been achieved?	Yes. The Board has substantially met its diversity targets as it has appropriate diversity in terms of experience, skills, gender, ethnicity and age relevant for promoting better decision making and effective governance. See Appendix 1
	iii) Are there directors holding concurrent directorships? **Yes/No** If yes, state names of the directors and the companies?	Yes. The list of directors with concurrent directorships and the companies is attached herewith as appendix 2.
	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.	No. Board committees are chaired by Non-Executive and Independent directors. For independence and objectivity, the Board Charter prohibit the MD/CEO and EDs from being Chairman of any Board Committee
Principle 3: Chairman *"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) Is the Chairman a member or chair of any of the Board Committees? **Yes/no** If yes, list them.	No. The Chairman is not a member and does not chair any committee in order to avoid any influence or dominance over the Board and/or Management
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	The Chairman was not in attendance at any committee meeting during the period under review

Principles	Reporting Questions	Explanation on application or deviation
	iii) Is the Chairman an INED or a NED?	The Chairman of the company is a NED and not involved in the day-day operations of the company
	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, the Chairman is not the former MD/CEO or ED of the company
	v) When was he/she appointed as Chairman?	The Chairman was appointed on June 13, 2025
	vi) Are the roles and responsibilities of the Chairman clearly defined? **Yes/No** If yes, specify which document	Yes. The roles and responsibilities of the Chairman are clearly defined in the approved Board Charter.
Principle 4: Managing Director/ Chief Executive Officer *"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) 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. The MD/CEO has an employment contract which 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. The MD/CEO declared conflict of interest on appointment and annually thereafter as well as they occur
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	MD/CEO attended meetings of The Finance, Investment & General Purposes Committee and Enterprise Risk Management Committee during the review period.
	iv) Is the MD/CEO serving as NED in any other company? **Yes/no**. If yes, please state the company(ies)?	Yes. The MD/CEO is serving as an NED on the Board of STI Leasing Ltd as a representative of Sovereign Trust Insurance Plc. Sovereign Trust Insurance Plc owns 61.1.% of shares in STI Leasing Limited.
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? **Yes/No**	Yes. Membership of MD/CEO is in line with Board approved policies and does not affect discharge of his responsibilities
Principle 5: Executive Directors *Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company*	i) Do the EDs have contracts of employment? **Yes/no**	Yes. Executive Directors have contracts of employment.
	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. The roles, responsibilities and authority of Executive Directors are contained in their respective contracts of employment
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? **Yes/No**	Yes. Executive Directors declared conflict of interest on appointment and annually thereafter as well as they occur
	iv) Are there EDs serving as NEDs in any other company? **Yes/No** If yes, please list	No. Executive Directors are not serving as NEDs in any other company
	v) Are their memberships in these companies in line with Board-approved policy? **Yes/No**	No. Executive Directors are not serving as NEDs in any other company

Principles	Reporting Questions	Explanation on application or deviation
Principle 6: Non-Executive Directors *Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board*	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 and documented in the approved Board Charter and their Letters of appointment
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? **Yes/No**	Yes. The NEDs have letters of appointment stating their duties, terms of engagement and liabilities
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? **Yes/No**	Yes. Non-Executive Directors declared conflict of interest on appointment and annually thereafter as well as they occur
	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. NEDs are provided with timely detailed information on management of the Company and on all Board matters. The information is provided quarterly or as otherwise required.
	v) What is the process of ensuring completeness and adequacy of the information provided?	There is in place a robust Management Information System which ensures completeness and adequacy of information provided to the Board in a timely manner
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? **Yes/No**	Yes. The NEDs have unhindered access to the EDs, Company Secretary and the Internal Auditor.
Principle 7: Independent Non-Executive Directors *Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"*	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? **Yes/No**	Yes. The INED fully meets the independence criteria prescribed under section 7.2.1 – 7.2.9 of the Code.
	ii) Are there any exceptions?	No exception to the independence criteria.
	iii) What is the process of selecting INEDs?	The Nomination, Remuneration & Governance Committee makes recommendations to the Board after due consideration of independence criteria, following which the Board seeks approval of industry regulator, NAICOM and the Shareholders.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? **Yes/No**	Yes. The INED has a letter of appointment stating his duties, terms of engagement and liabilities
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? **Yes/No**	Yes. The INED declared conflict of interest on appointment and annually thereafter as well as they occur
	vi) Does the Board ascertain and confirm the independence of the INEDs? **Yes/No** If yes, how often? What is the process?	Yes. The Board Nomination, Remuneration & Governance Committee through direct enquiry from INED, news scanning and 3rd

Principles	Reporting Questions	Explanation on application or deviation
		party confirmation, ascertains and confirms the independence of the INED annually
	vii) Is the INED a Shareholder of the Company? **Yes/No** If yes, what is the percentage shareholding?	No. The INED is not a Shareholder of the Company.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? **Yes/No** If yes, provide details.	No. The INED does not have any other relationship with the Company apart from being INED.
	ix) What are the components of INEDs remuneration?	Director's Fee and Sitting Allowance only.
Principle 8: Company Secretary *"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) Is the Company Secretary in-house or outsourced?	The Company Secretary is outsourced
	ii) What is the qualification and experience of the Company Secretary?	Equity Union Limited is a corporate entity managed by qualified lawyers and operates as Company Secretaries & Nominees Services. The Managing Partner is a Fellow (FCIS) and a past member of the Governing Council of the Chartered Institute of Secretaries and Administrators of Nigeria (ICSAN)
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	The Company Secretary is outsourced and not a member of senior management
	iv) Who does the Company Secretary report to?	The Company Secretary reports functionally 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 Board appoints and has responsibility for the removal of the Company Secretary. The appointment goes through a rigorous selection process similar to that of a new director and handled by the Board Nomination, Remuneration & Governance Committee
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board undertakes and approves the performance evaluation of the Company Secretary
Principle 9: Access to Independent Advice *"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"*	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. This is documented in the approved Board and Committee Charters in order to ensure that directors, NEDs in particular discharge their responsibilities effectively.
	ii) Who bears the cost for the independent professional advice?	The Company bears the cost of the independent professional advice

Principles	Reporting Questions	Explanation on application or deviation
	iii) During the period under review, did the Directors obtain any independent professional advice? **Yes/No** If yes, provide details.	No. There was no request for such during the review period
Principle 10: Meetings of the Board *"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"*	i) What is the process for reviewing and approving minutes of Board meetings?	Minutes of the previous meetings are sent promptly to directors and reviewed and adopted at commencement of the next meeting.
	ii) What are the timelines for sending the minutes to Directors?	Minutes of meeting are sent at least 2 weeks before the date of the next meeting
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	This would reflect in the annual report and Board Evaluation report. This also forms a criterion when considering them for re-election.
Principle 11: Board Committees *"To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities"*	i) Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference? **Yes/No**	Yes. The Board Committees have Board approved Charters which set out delegated oversight responsibilities of the Board. The charters clearly define committees' accountability and performance measurement
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	Minutes of the prior meetings are sent promptly to members and reviewed and adopted at commencement of the next meeting.
	iii) What are the timelines for sending the minutes to the directors?	Minutes of meeting are sent at least 2 weeks before the date of the next meeting
	iv) Who acts as Secretary to board committees?	Equity Union Limited
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a. Nomination, Remuneration & Governance b. Nomination, Remuneration & Governance c. Audit & Compliance Committee d. Enterprise Risk Management
	vi) What is the process of appointing the chair of each committee?	Chairmen of Committees are appointed by the Board taking into consideration skills, experience and knowledge for effective decision making
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	25%
	viii) Is the chairman of the Committee a NED or INED?	The chairman of the Committee is a NED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes. The Company has a succession plan to ensure orderly identification, selection and

Principles	Reporting Questions	Explanation on application or deviation
		transparency in the filling of Board vacancy and the policy is reviewed every 3 years
	x) How often are Board and Committee charters as well as other governance policies reviewed?	These are reviewed every 3 years or as otherwise required.
	xi) How does the committee report on its activities to the Board?	The Committee chairman reports quarterly on its activities to the Board or as requested by the Chairman during Board meetings
	Committee responsible for Remuneration	
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	25%
	xiii) Is the chairman of the Committee a NED or INED ?	The chairman of the Committee is a NED
	Committee responsible for Audit	
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? **Yes/No**	Yes. The Company has a Board Audit Committee separate from the Statutory Audit Committee
	xv) Are members of the Committee responsible for Audit financially literate? **Yes/No**	Yes. The members are financially literate
	xvi) What are their qualifications and experience?	Members have various degrees, postgraduate and professional qualifications such as BSC, MBA, PHD, ACA, FCIT, FCA, as well as robust cognate experiences in their respective fields of endeavours
	xvii) Name the financial expert(s) on the Committee responsible for Audit	Mr. Shedrack Chiedozie Odoh, Mr. Emmanuel O. Oluwadare and Mr Oluwole Ashaolu.
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	The Committee reviews the Internal Audit reports on a quarterly basis.
	xix) Does the Company have a Board approved internal control framework in place? **Yes/No**	Yes. There is Board approved Internal Control Framework in place.
	xx) How does the Board monitor compliance with the internal control framework?	The Board receives and reviews the internal audit reports on a quarterly basis. The internal audit report describes the strength and quality of internal controls including identification and resolution of issues raised in the 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 Audit Committee reviews the management letter, key audit matters and management response to the issues raised.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? **Yes/No**	Yes. There is Board approved policy on the nature, extent and terms under which the external auditor may perform non-audit services

Principles	Reporting Questions	Explanation on application or deviation
	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 during the period under review
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Risk Management is a NED
	xxv) Is there a Board approved Risk Management framework? **Yes/No?** If yes, when was it approved?	Yes. There is Board approved Risk Management Framework and was updated and approved on 14/03/2023
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The review is done on a quarterly basis and the last review was on 22/09/2025
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? **Yes/No** If yes, how often is it reviewed?	Yes. There is Board approved IT Data Governance Framework and it is reviewed annually
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Committee receives quarterly reports in this regard
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? **Yes/No**	Yes. The CRO is a member of Senior Management and has relevant qualification such as FCA, certified ISO 31000 risk management professional and with over 25 years' experience for the role
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	The CRO attended one meeting held during the period under review
Principle 12: Appointment to the Board *"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) Is there a Board-approved policy for the appointment of Directors? **Yes/No**	Yes. There is a Board approved policy on appointment of directors
	ii) What criteria are considered for their appointment?	The criteria include experience, specialist knowledge, integrity and personal qualities as well as meeting the board's diversity targets
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The Board's Nomination, Remuneration and Governance Committee is charged with the responsibility of leading the process for Board appointments and for identifying and recommending suitable candidates for the consideration and approval of the Board based on approved criteria. The Committee undertakes background checks and recommends candidates for potential appointment as Directors. The appointment of Directors is subject to the approval of the National Insurance Commission (NAICOM) and shareholders at the Annual General Meeting.

Principles	Reporting Questions	Explanation on application or deviation
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	Their tenure is defined in line with NAICOM Corporate Governance Guidelines vis-à-vis NCCG 2018 and the Board Charter
	v) Please state the tenure	For Chairman, NED and INED - Not more than 3 terms of 3 years each. For MD/CEO – Not more than 2 terms of 5 years each For EDs – Not more than 2 terms of 5 years each
	vi) Does the Board have a process to ensure that it is refreshed periodically? **Yes/No?**	Yes. The Board is refreshed periodically to maintain effectiveness.
Principle 13: Induction and Continuing Education *"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"*	i) Does the Board have a formal induction programme for new directors? **Yes/No**	Yes. There is an induction programme for new directors for proper understanding of the nature of the Company, its business and the markets in which it operates
	ii) During the period under review, were new Directors appointed? **Yes/No** If yes, provide date of induction.	Yes, new directors were appointed towards the end of 2025. However, the appointments are subject to rectification, therefore no induction has been conducted yet.
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? **Yes/No** If yes, provide training details.	Yes. Directors participate in relevant training to enable them effectively perform their responsibilities. The training details are contained in appendix 3.
	iv) How do you assess the training needs of Directors?	Through the outcome of the Board performance evaluation exercise and new developments in regulatory and operating environment
	v) Is there a Board-approved training plan? **Yes/No**	Yes. There is a Board- approved training plan
	vi) Has it been budgeted for? **Yes/No**	Yes. It was budgeted for.
Principle 14: Board Evaluation *"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*	i) Is there a Board-approved policy for evaluating Board performance? **Yes/No**	Yes, and as contained in the Board Charter
	ii) For the period under review, was there any Board Evaluation exercise conducted? **Yes/No**	Yes. The Board Evaluation Exercise for the period under review (2024 FY) commenced on January 2025.

Principles	Reporting Questions	Explanation on application or deviation
effectively to the achievement of the Company's objectives"	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External. The last evaluation for 2024 FY commenced on January, 2025. and concluded within the month.
	iv) Has the Board Evaluation report been presented to the full Board? **Yes/No** If yes, indicate date of presentation.	Yes. 2024 FY Board Evaluation was presented at the full Board meeting held on June 13, 2025.
	v) Did the Chairman discuss the evaluation report with the individual directors? **Yes/No**	Yes. The Chairman discussed the evaluation report with each member of the Board.
	vi) Is the result of the evaluation for each Director considered in the re-election process? **Yes/No**	Yes. The evaluation result was considered in re-election of directors.
Principle 15: Corporate Governance Evaluation "Institutionalizing a system for *evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"*	i) For the period under review, has the Company conducted a corporate governance evaluation? **Yes/No** If yes, provide date of the evaluation.	Yes. The corporate governance evaluation Exercise for 2025 FY commenced In January 2026 and the report would be presented and considered at the next Board meeting.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? **Yes/No**	Yes. 2024 FY Corporate Governance Evaluation done in January 2025 was presented and considered by the Board.
	iii) If yes, please indicate the date of last presentation.	2024 FY Corporate Governance Evaluation done in January 2025 was presented at the full Board meeting held on June 13, 2025.
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? **Yes/No**	Yes. 2024 FY Corporate Governance Evaluation was included in the annual report and investors portal.
Principle 16: Remuneration Governance *"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) Is there a Board-approved Directors' remuneration policy? **Yes/No** If yes, how often is it reviewed?	There is Board approved remuneration policy and it is reviewed every two years or as otherwise required.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Chairman Fee – N1,200,000 Chairman Sitting Allowance – N480,000 NEDs & INED Fee – N1,000,000 Each NEDs & INED Sitting Allowance – N360,000 Each
	iii) Is the remuneration of NEDS presented to shareholders for approval? **Yes/No** If yes, when was it approved?	Yes. It was approved at the 2024 AGM held on September 25, 2025.
	iv) What portion of the NEDs remuneration is linked to company performance?	None. No policy relating to such
	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. There is Board approved remuneration policy for executive and senior management. In addition to fixed pay, EDs and Senior Management receive a Performance bonus of 5% of net profit after tax on meeting set targets
	vi) Has the Board set KPIs for Executive Management? **Yes/No**	Yes. There are KPIs for Executive Management as set by the Board.

Principles	Reporting Questions	Explanation on application or deviation
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes. Performance was measured against set KPIs
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors' fees? **Yes/No**	No. They do not receive sitting allowance and/or directors' fee for attending meetings.
	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 of them receive sitting allowance and outsourced Company Secretary receives only professional fee for their services
	x) Is there a Board-approved clawback policy for Executive management? **Yes/No** If yes, attach the policy.	Yes. There is Board approved clawback policy to recover "Incentive-Based Compensation" from EDs & Key Management staff upon the occurrence of certain "Triggering Events" and it is attached as appendix 4
Principle 17: Risk Management *"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"*	i) Has the Board defined the company's risk appetite and limit? **Yes/No**	Yes. The Board has defined risk appetite and limit. Our risk appetite is defined for different risk categories and illustrated using qualitative and quantitative measures for monitoring, escalating and reporting the identified risks.
	ii) How often does the company conduct a risk assessment?	Risk assessment is conducted annually either by facilitated workshops or questionnaires involving members of staff.
	iii) How often does the board receive and review risk management reports?	Quarterly
Principle 18: Internal Audit *"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"*	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. There is Internal Audit function in place to safeguard assets and assure compliance with laws and regulations
	ii) Does the company have a Board-approved internal audit charter? **Yes/No**	Yes. The Internal Audit has an audit charter approved by the Board
	iii) Is the head of internal audit a member of senior management? **Yes/No**	Yes. The Internal Audit Function is headed by a Deputy General Manager, a senior management staff of the Company
	iv) What is the qualification and experience of the head of internal audit?	The head of Internal Audit has relevant qualifications such as HND, MBA, AIIN, FCA with over 21years cognate experience.
	v) Does the company have a Board-approved annual risk-based internal audit plan? **Yes/No**	Yes. The internal audit has an annual risk-based audit plan and approved by the Audit Committee.
	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. The Internal Auditor reports quarterly to the Audit Committee on the effectiveness of the internal processes and systems such as risk management and internal control while having a line of communication with the MD/CEO and the Chairman of the Board

Principles	Reporting Questions	Explanation on application or deviation
	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. External assessment was conducted by Innovius Resources & Solutions Limited and undertook last assessment in May 2025
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Audit Committee.
Principle 19: Whistleblowing *"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"*	i) Does the company have a Board-approved whistleblowing framework? **Yes/No** If yes, when was the date of last review	Yes. There is Board approved whistleblowing policy to report perceived unethical conduct or wrongdoing of employees, management, directors, and other stakeholders by an employee or other persons to appropriate authority, and it was last reviewed in March 2023
	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. The Board ensures that the whistleblowing mechanism process is reliable, accessible to all stakeholders and guarantees the anonymity of the whistle-blower. It provides an assurance mechanism that all disclosures will be handled seriously, treated as confidential and managed without fear of reprisal of any form
	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, but there was no reported case during the period
Principle 20: External Audit *"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) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Audit Committee makes recommendations to the Board for the appointment, re-appointment or removal of external auditors
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The appointment, re-appointment and removal of external auditors is ratified and approved by shareholders at the AGM.
	iii) When was the first date of appointment of the External auditors?	The External Auditor was appointed on November 26, 2020
	iv) How often are the audit partners rotated?	Audit partners are rotated every 2 years (NAICOM)
Principle 21: General Meetings *"General Meetings are important platforms for the*	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	21 days' notice is given before the date of Annual General Meeting and relevant information dispatched accordingly

Principles	Reporting Questions	Explanation on application or deviation
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"	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. They were all present at the last annual general meeting held on September 25, 2025.
Principle 22: Shareholder Engagement *"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"*	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. There is Board approved policy on shareholders' engagement and it was reviewed in March 2023. The policy is hosted on the Company's website @ www.stiplc.com .
	ii) How does the Board engage with Institutional Investors and how often?	The Board Chairman meets and interacts with Institutional investors annually or as the need arises
Principle 23: Protection of Shareholder Rights *"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"*	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? **Yes/No**	Yes. Adequate and timely information on the Company's activities is provided to the shareholders through prompt release of the quarterly and annual financials as well as consistent press releases on the activities of the company
Principle 24: Business Conduct and Ethics *"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) 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	Yes. There is Board approved Code of Business Conduct and Ethics. The Objective of this Code of Business and Ethical Conduct is to promote a culture of Ethics and Compliance in our Company and to define the way and manner we shall conduct our business in a way that truly reflects the values we profess. The Code has been communicated to all internal and external stakeholders and it is applicable to the listed stakeholders.
	ii) When was the date of last review of the policy?	The policy was last reviewed in March 2023 and currently undergoing review
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? **Yes/No**	Yes. The Code provided the process for identifying, monitoring and reporting adherence. All stakeholders are encouraged to report violation to the code. An Investigation Committee investigates a reported violation of the code confidentially, make a determination whether the Code or

<table>
<tr><th>Principles</th><th>Reporting Questions</th><th>Explanation on application or deviation</th></tr>
<tr><td rowspan="2"></td><td></td><td>the law has been violated, and recommend appropriate corrective action</td></tr>
<tr><td>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</td><td>Caution and Warning letters to members of staff that breached the Code.</td></tr>
<tr><td rowspan="4">Principle 25: Ethical Culture

“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”</td><td>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?</td><td>Yes. There is Board approved policy for insider trading. The policy was last reviewed in March 2023 and the Company Secretary and Nomination, Remuneration and Governance Committee monitor compliance with the policy.</td></tr>
<tr><td>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)</td><td>Yes. There is Board approved policy on related party transactions and it was last reviewed in March, 2023. The Company Secretary and Nomination, Remuneration & Governance Committee monitor compliance with the policy. The policy is applicable to all listed stakeholders including contract staff and contractors</td></tr>
<tr><td>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</td><td>The Company Secretary, Nomination, Remuneration & Governance Committee and Audit Committee ensure adequate disclosure</td></tr>
<tr><td>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)</td><td>Yes. There is Board approved policy on Conflict of Interest. The policy was last reviewed in March 2023 and the Company Secretary and Nomination, Remuneration & Governance Committee monitor compliance with the policy. The policy is applicable to listed stakeholders including contract staff</td></tr>
<tr><td rowspan="3">Principle 26: Sustainability

“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”</td><td>i) Is there a Board-approved sustainability policy? Yes/No
If yes, when was it last reviewed?</td><td>Yes. There is Board approved policy on Sustainability aimed at developing strategic partnerships and implementing best practice to reduce the impact of our operations on the environment and people. The policy was reviewed in March 2023</td></tr>
<tr><td>ii) How does the Board monitor compliance with the policy?</td><td>The Company Secretary and Nomination, Remuneration & Governance Committee monitor compliance with the policy</td></tr>
<tr><td>iii) How does the Board report compliance with the policy?</td><td>A Compliance report is contained in the annual reports</td></tr>
</table>

Principles	Reporting Questions	Explanation on application or deviation
	iv) Is there a Board-approved policy on diversity in the workplace? **Yes/No** If yes, when was it last reviewed?	Yes. There is Board approved diversity policy and it was last reviewed in March 2023
Principle 27: Stakeholder Communication *"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"*	i) Is there a Board-approved policy on stakeholder management and communication? **Yes/No**	Yes. There is Board-approved policy on stakeholders' management and communication to ensure that material information is disclosed in a timely, consistent and appropriate manner.
	ii) Does the Company have an up to date investor relation portal? **Yes/No** If yes, provide the link.	Yes. www.stiplc.com
Principle 28: Disclosures *"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) Does the company's annual report include a summary of the corporate governance report? **Yes/No**	Yes. The annual report contains a summary of the corporate governance report
	ii) Has the company been fined by any regulator during the reporting period? **Yes/No** If yes, provide details of the fines and penalties.	No. There was no fine by any regulator during the reporting period.

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: ABIMBOLA OLUWATUNDE

Signature:

Date: 28/01/2026

Chairman of the Committee responsible for Governance

Name: SHEDERACH CHIEDOZIE ODOH

Signature:

Date: 28/01/2026

Managing Director/Chief Executive Officer

Name: **Lucas Durojaiye**

Signature:

Date: 27/01/2026

Company Secretary/Chief Compliance Officer

Name: Sami Oladimeji

Signature:

Date: 27/01/2026