

SECURITIES & EXCHANGE COMMISSION PUBLIC COMPANIES HALF-YEARLY RETURN ON CORPORATE GOVERNANCE FORM 01

Introduction

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

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

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

Instructions:

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

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Company Name:JAPPAUL OIL & MARITIME SERVICES PLC

Nature of Business: SHIPPING, MARITIME, DREDGING & MARINE SUPPORT

Half Year Ended: DECEMBER 31ST 2016

SECTION I

GENERAL INFORMATION

- i) Address of Company: Plot 8, Dr. Nurudeen Olowopopo Avenue, Ikeja CBD, Agidingbi, Ikeja, Lagos State.
- ii) E-mail: info@japaulgroup.com
- iii) Website: www.japaulgroup.com
- iv) Financial Year End: December 31st
- v) Date of Incorporation: 29th June 1994
- vi) Date of Listing: 2005
- vii) Mobile phone numbers of:
 - a. MD/CEO: 08037200051
 - b. Company Secretary: 08023139902
 - c. Financial Controller: 08022224646
 - d. Chief Internal Auditor: 08020355332
 - e. Compliance Officer: 07033949440
- viii) Name and Address of External Auditor (s): PKF Professional Services. PKF House, 205 Ikorodu Road, Obanikoro, Lagos State.
- ix) Name and Address of Registrar (s): Pace Registrars Limited, 8th Floor, Knight Frank Building, 24 Campbell Street, Lagos Island, Lagos State.
- x) If registrars have been changed, list the names of the previous registrars with date: -
- xi) Name and Address of Financial Advisers: None
- xii) Name and Address of Company Secretary: Michael Edeko Esq. Le Brigadier Complex, 2 Abimbola Amope Street, Seaside Estate Road, Seaside Estate, Badore, Ajah, Lagos State
- xiii) Name and address of subsidiaries/associates, including % holding:

Japaul Shipping & Offshore Services Limited; Plot 39 astern Bypass, Marine Base, Port Harcourt, Rivers State (100%)

Japaul Mines & Products Limited; Elegbeka, Ondo State (100%)

Japaul Dredging Services Limited; Plot 39 astern Bypass, Marine Base, Port Harcourt, Rivers State (100%)

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Japaul Gulf Electro Mechanical, LLC, Dubai, U.A.E.; (100%)

xiv) Others/percentage holdings: (minority interest)

Japaul Energy Limited (43%)
Japaul Infrastructure Limited (10%)

xv) Current Status of listed Securities:

Active	X	Dormant	
Delisted		Unlisted	

SECTION II CODE OF CORPORATE GOVERNANCE

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

#	Item	Ye s	No	Partially	Substantiating Commentary
PART B- THE BOARD OF DIRECTORS					
2	Responsibilities of the Board				
2.1.	a) Does the Board act in accordance with the principle that it is ultimately accountable and responsible for the performance and affairs of the company?	X			The Board is aware of its responsibility and accountability for the performance and affairs of the Company. The actions and deliberations of the Board are conducted with full knowledge

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					of this underlying principle.
	b) Does the Board define the company's strategic goals and ensure that human and financial resources are effectively deployed towards attaining those goals?	X			The Board sets strategic goals for the management and receives detailed report from the Management on the deployment of resources towards the attainment of those goals and objectives.
2.2.	a) Does the Board ensure that the company is properly managed?	X			The Board supervises the Executive Management and receives adequate reports from the Management.
	b) Does the Board oversee the performance of Management, protect and enhance shareholder value?	X			Management Reports are delivered at every board meeting and Board Members extensively discuss on the management of the Company.
	c) Does the Board ensure the company meets its obligations to employees and other stakeholders?	X			The Board delegates this function to Management and receives detailed Reports from management on its execution.

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	a) Does the Board act to ensure good corporate governance in the company?	X			The Board and its various Committees work together to ensure good corporate governance in the Company.
2.3.	b) Does the Board ensure that the company operates in accordance with its Articles and Memorandum of Association, and complies with relevant law?	X			The Board ensures that the Company operates in accordance with its Memorandum and Articles of Association. The Company Secretariat and Legal Department advise on relevant laws.
	c) Does the board ensure observance of the highest ethical standards by the company?	X			The Board ensures that the Company maintains ethical standards. The Company operates by a Code of Conduct which was approved by the Board.
2.4.	Has the Board defined a framework for the delegation of authorities or duties to Management specifying matters that may be delegated and those reserved for the Board?	X			The Company's "Policies, Procedures and Processes" sets out specific matters that have been delegated to Management and those reserved for the

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					Board, including financial and budgetary spending limits for each level.
3	Duties of the Board				
3.1(a-j)	Does the Board carry out its duties in accordance with the Part B, Paragraph 3 of the Code?	X			The Board carries out its duties as specified in the Code including policy formulation, risk management formulation, succession planning for Board and Senior Management, ensuring the integrity of financial Reports and ensuring that the Company, maintains ethical standards while complying with applicable laws.
4	Composition and Structure of the Board				
4.1-4.2	a) Does the Board have the correct size (relative to the scale and complexity of the company's operations)?	X			The Board comprises of 7 members
	b) Does the Board have a minimum of five (5) members?	X			The Board comprises of 7 members
	c) Do the members have sufficient diversity of experience (without compromising independence, compatibility, integrity and availability of members to attend meetings)?	X			The Board comprises of 7 members with various professional and educational qualifications.

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					The members of the Board provide a cross generational approach to problem solving.
4.3.	Is the majority of Directors non-executive Directors (NED) with at least one independent Director?	X			The Board comprises of 5 non-executive Directors and 2 executive directors. The Board has at least one independent director.
4.4.	Can it be demonstrated that Directors are upright individuals with relevant core competencies, entrepreneurial spirit, records of tangible achievement, knowledgeable in Board matters, possessing a sense of accountability and integrity and committed to implementing good corporate governance?	X			The Board Members include a Retired Justice of the Supreme Court, a retired General of the Nigerian Army, Engineers, Entrepreneurs and Businessmen
4.5.	Is the Board independent of Management and does it carry out its oversight function objectively and efficiently?	X			Only the executive directors are members of the Management team. The Management Team includes a majority of members who are not directors. Periodic reports are delivered by Management to the Board.
5	Officers of the Board				
5.1.	The Chairman				

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5.1 (a-d)	a) Does the chairman ensure the effective operation of the board such that the board works as a group towards achieving the company's strategic objectives?	X			The Chairman promotes cohesion among Board Members.
	b) Is the Chairman's appointment and his functions conducted in the manner proscribed in Part B, Paragraph 5.1 of the Code?	X			The Chairman is a non-executive Director and is not involved in the day to day management of the Company. The Chairman ensures board meetings are properly conducted and that the Board functions in an effective and cohesive manner.
5.2.	The Chief Executive Officer/Managing Director				
5.2(a-g)	a) Does the Managing Director (MD) or Chief Executive Officer (CEO) head the management team?	X			The Managing Director is the head of the Management Team.
	b) Is the appointment and functions of the M.D/CEO as prescribed in Part B, Paragraph 5.2 of the Code?	X			The MD is responsible for the day to day running of the Company and also acts as the Company's key representative in its dealing with stakeholders. He reports to the board.
5.3.	Executive Directors				
5.3(a-e)	a) Are executive directors persons knowledgeable in relevant areas of the company's activities?	X			The executive directors supervise

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					different areas of the Company's operations based on their core competence and professional backgrounds.
	b) Do they possess such other qualifications as may be needed for their specific assignments or responsibilities?	X			The executive directors are members of various professional bodies.
	c) Are their appointments and responsibilities in accordance with the manner as prescribed in Part B, Paragraph 5.3 of the Code?	X			The executive directors are involved in the day to day running of the Company and are answerable to the Board through the Managing Director.
5.4.	Non-Executive Directors				
	a) Are non-executive directors chosen on the basis of their wide experience, specialist knowledge and personal qualities?	X			Non-executive directors are invited to the Board based on their experience, knowledge and competence.
5.4(a-c)	b) Do they bring these qualities to bear on issues of strategy, performance and resources?	X			The experience, integrity and other qualities of the non-executive directors are brought to bear in strategy formulation and in ensuring good

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					performance of the Company.
	c) Are the responsibilities in accordance with Part B, Paragraph 5.4 of the Code?	X			The non-executive directors scrutinize the proposals and actions of Management.
5.5.	Independent Directors				
5.5(a-c)	a) Can it be demonstrated that independent non-executive directors bring the desired degree of objectivity that sustains investors' trust and confidence by representing a strong independent voice on the board?	X			The Independent director is objective and has a strong voice on the Board.
	b) Are the independent non-executive directors independent in character and judgment?	X			The independent director is independent in character and judgment and does not hold any shares of the Company.
	c) Are they non-executive directors as prescribed in Part B, Paragraph 5.5 of the Code?	X			The independent director is a non-executive director.
6	Multiple Directorships				
6.1(a-b)	Do the Board and shareholders consider the impact of other obligations and commitments of nominees in assessing their suitability for appointment into the Board?	X			The board considers other directorships held by nominees when nominating new members and shareholders are advised if nominees to the Board also sit on the Board of

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					other Companies.
6.1(c)	Do serving directors notify the Board of prospective appointments on other Boards?	X			Serving Directors are required to notify the Board of prospective appointments to other Boards and indeed notify the Board upon confirmation of such appointments.
6.1(d)	Does the Board have directors sitting on the Board of other companies within the same industry?	X			None of the Directors are on the Board of other companies within the same industry.
7	Family and Interlocking Directorship				
7.1.	Do more than two members of the same family sit on the Board?	X			There are no members of the same family on the Board.
7.2	Are there any cross memberships with other boards that could lead to a conflict of interest?	X			Board Members do not sit on the Board of competing companies.
8	Company Secretary				
8.1.	Does the company secretary possess the necessary relevant qualifications and competence to effectively discharge the duties of the office?	X			The Company Secretary is a legal practitioner with over 25 years professional experience.
8.1	Is the Company Secretary appointed and dismissed through a rigorous selection process similar to that of new directors?	X			The Company Secretary was interviewed by the Board prior

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					to his appointment.
8.2.	Does the Company Secretary assist the Board and management in implementing the SEC Code of Corporate Governance and promote good corporate governance practices culture?	X			The Company Secretary advises the Board on matters of corporate governance.
8.4(a-f)	Are the Company Secretary's duties and responsibilities in the manner as prescribed in Part B, Paragraph 8.4 of the Code?	X			The Company Secretary carries out his duties as prescribed in the Code.
8.5.	Is the Company Secretary empowered by the Board?	X			The Company Secretary is empowered by the Board to discharge his functions.
9	Board Committees				
	a) Does the board determine the extent to which its duties and responsibilities should be undertaken through committees?	X			The board determines the committees necessary to aid the discharge of its responsibilities and ensures that they are properly constituted to discharge these functions.
	b) Does the Board determine the number and composition of such committees, ensuring that each comprises directors with relevant skills and competencies and that its members are able to devote sufficient time to the committee's work?	X			The terms of reference of each committee requires that members of each committee possess the requisite skill and experience to discharge the responsibilities

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					of the committee.
	c) Are Board Committees constituted in the manner prescribed in Paragraph 9.2-9.4 of the Code?	X			The board has 4 committees – 1. Audit 2. Risk 3. Governance & Remuneration 4. Finance & Strategy; and the board ensures that these committees are provided with all resources necessary for the discharge of their duties.
12	Meetings of the Board				
12.1-12.2	a) Does the Board meet at least once every quarter?			X	The Board met in the 1 st , 2 nd and twice in the 4 th Quarter of 2016.
	b) Are the Directors required to attend at least two-thirds of all Board meetings as a prerequisite for re-nomination as a Director?	X			The Board Charter requires all directors to attend at least two-thirds of all Board meetings.
13	Appointment to the Board				
9.1-9.4	a) Does the Board have a written, clearly defined, formal and transparent procedure for appointment of Directors?	X			The Board charter as well and the Governance and Remuneration charter provides for the procedure of appointment to the board.

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	b) Are these criteria for the selection of Directors written and designed to respond to the existing Board's strengths and weaknesses, required skills and experience, current age range and gender composition?	X			The criteria for the selection of directors are written in the above mentioned charters.
13.4(a-f)	Are shareholders provided with biographical information of proposed directors as contained in Paragraph 13.4 (a-f) of the code?	X			At the AGM, Shareholders are provided with biographical information on proposed directors prior to the ratification of their appointment.
13.5.	Is there a section of the company's annual report that states the processes used in relation to all Board appointments?	X			The company's annual report provides information on the processes used in the appointment of directors.
14	Remuneration				
14.1. -14.3	a) Does the company have a comprehensive policy on remuneration for Directors and senior management?	X			The board has a Remuneration Policy for directors and senior management.
	b) Does the Board approve the remuneration of each executive Director including the CEO?	X			The board approves the remuneration of the executive directors in line with the Remuneration Policy.
	c) Are only non-executive Directors involved in decisions regarding the remuneration of executive Directors?	X			Only non-executive directors are involved in

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					determining the remuneration of executive directors in line with the remuneration policy.
14.4.	a) Does the Board ensure that where share options are adopted as part of Executive remuneration or compensation, they are not priced at a discount except with the authorization of the SEC?	X			Share options are not adopted as a part of executive remuneration.
	b) Are deferred compensation non-exercisable until one year after the expiration of the minimum tenure of Directorship?	X			Share options are not adopted as a part of executive or Board remuneration.
14.5.	a) Are share option grants limited within any given financial year?	X			Share options are not adopted as a part of executive or Board remuneration.
	b) Are annual share option grant limits subject to approval by the shareholders at general meetings?	X			Share options are not adopted as a part of executive or Board remuneration.
14.7.	Do companies disclose in their Annual Report the details of shares of the company held by all Directors, including on an "if converted" basis?	X			The Annual Report discloses details of shares in the company held by Directors directly and indirectly.
14.8.	Do all directors disclose their shareholdings in the public company where they are proposed to be appointed as Directors?	X			Proposed Directors are required to disclose their shareholding in the company.

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14.9.	Does the Board undertake a periodic "peer review" of its remuneration levels to ensure that the company remains competitive?	X			The company periodically undertakes a peer review of the remuneration of directors.
14.10.	Is the company's remuneration policy disclosed in the company's Annual Report including all material benefits and compensation paid to Directors?	X			The Annual Report discloses the company's remuneration policy including all material benefits and compensation paid to Directors.
15	Performance Evaluation of the Board				
15.1.-15.7.	a) Does the board undertake a formal and rigorous annual evaluation of its own performance, its committees, the chairman and individual directors?		X		The Board is yet to undertake periodic evaluations of its performance and that of its directors.
	b) Does the evaluation system include key performance indicators (KPIs) in accordance with Section 15.7 of the Code?		X		The Board is yet to undertake periodic evaluations of its performance and that of its directors.
16	Conflict of Interest				
16.1.(a-f)	a) Does the company have a policy on conflict of interest?	X			The company has a policy on conflict of interest.
	b) Does the policy include the principles outlined in Paragraph 16.1(a-f) of the code?	X			The policy includes principles which address the board's response to perceived or real conflicts of interest.

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17	Insider Trading				
17	a) Are directors of the company in possession of price sensitive or confidential information?		X		The company has a policy against insider trading and limiting access to price sensitive and confidential information.
	b) Do their immediate families and other insiders engage in insider trading?		X		The company has a policy against insider trading and limiting access to price sensitive and confidential information.
18	Orientation and Training of Directors				
18.1-18.2	a) Does the Board have a formal induction programme to familiarize new Directors with the company's operations, strategic plan, senior management and its business environment?	X			The Board has a formal induction programme for new directors to familiarize them with the company as a whole.
	b) Do they induct them within the scope of their fiduciary duties and responsibilities?	X			The induction process involves educating the directors on their fiduciary responsibilities and duties.
	c) Do all Directors participate in on-going education to update their knowledge and skills?			X	Some directors are sent on trainings periodically at the company's expense.
	d) Are such on-going training at the company's expense?	X			Trainings attended by directors at the request of the company are at

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					the company's expense.
19	Tenure and Re-election of Directors				
19.1.-19.2	a) Are all Directors (subject to satisfactory performance) presented for re-election at regular intervals of at least once every three (3) year?	X			All directors are presented for re-election periodically.
	b) Are names and sufficient biographical details of Directors nominated for re-election accompanied by performance evaluation results?		X		The names and biographical details of directors who are up for re-election are not usually accompanied by performance evaluation results.
PART C- RELATIONSHIP WITH SHAREHOLDERS					
21	Meeting of Shareholders				
21.2	Does the Board ensure that all shareholders have equal access to information about the company?	X			The board ensures equal access to information by publishing on the company's website, by sending out notice of meeting to all shareholders and by publishing notices in national newspapers.
21.4.	Are the Chairmen of all Board Committees and statutory Audit Committee present at general meetings of the company to respond to shareholders' queries?	X			The Chairmen of all board committees including the statutory audit committee are always present at the AGM and

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					are available to answer the shareholders questions.
22	Protection of Shareholder Rights				
22.1-22.2	a) Does the Board ensure that shareholders' statutory and general rights are protected at all times including their effective powers to appoint and remove Directors of the company?	X			The Board ensures the protection of shareholders rights and every appointment to the Board is required to be ratified by the shareholders at the AGM.
	b) Does the Board ensure that all shareholders are treated equally?	X			The Board ensures that all shareholders are treated equally by ensuring all shareholders have access to the same information and are given the opportunity to speak at AGM's.
	c) Does the Board ensure that no shareholder, however large his shareholding (whether institutional or otherwise), benefits from preferential treatment or superior access to information?	X			The Board ensures that all shareholders are treated equally by ensuring all shareholders have access to the same information and are given the opportunity to speak at AGM's.
22.3	Does the Board ensure that minority shareholders are protected from abusive actions of controlling shareholders?	X			The Board ensures that all shareholders are treated equally by ensuring all

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					shareholders have access to the same information and are given the opportunity to speak at AGM's.
22.4.	Does the Board ensure that the company promptly renders to shareholders documentary evidence of ownership interest in the company such as share certificates, dividend warrants and related instruments?	X			The Board ensures (through its registrars) that shareholders are promptly given all documentary evidence of ownership interest in the company.
22.5.	a) Are shareholder representation on a Board proportionate to the size of shareholding?			X	Shareholders with 5% and above of the issued share capital have a representation on the Board.
	b) Does the company provide shareholders holding more than a specified ratio of the total issued capital of the company with representation on the Board?			X	Shareholders with 5% and above of the issued share capital has a representation on the Board.
23	Venue of Meeting				
23	Are venues of general meetings easily accessible to shareholders?	X			The venue of our AGM is easily accessible.
24	Notice of Meeting				
24	a) Do notice of general meetings occur at least 21 days before the date on which the meeting is held?	X			Notices of General Meetings are usually sent out at least 21 days before the date on which the meeting is held.

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	b) Do companies provide at least seven days for service of notice if sent out by post from the day the letter is posted?	X			The company provides adequate time for service of all notices.
	c) Are all relevant document sent along with the notice?	X			All relevant documentation including the annual report, proxy form, e-dividend mandate form, etc, are usually sent along with the notice.
25	Resolutions				
25.1.-25.2	a) Are unrelated issues considered separately at general meetings?	X			Unrelated issues are usually considered separately and voted on separately at general meetings.
	b) Are separate resolutions proposed and voted on for each substantial issue?	X			Unrelated issues are usually considered separately and voted on separately at general meetings.
	c) Are statutory businesses clearly and separately set out?	X			Statutory businesses are clearly and separately spelt out.
	d) Are decisions reached at general meetings properly and fully implemented?	X			The Board ensures that decisions reached at general meetings are fully implemented.
PART D- RELATIONSHIP WITH OTHER STAKEHOLDERS					

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28	Sustainability Issues				
28.3 (a-i)	Does the company ensure compliance with the stipulations of Part D, Paragraph 28.3 of the Code and disclose same annually?	X			The Directors Report contained in the Annual Report discloses compliance with the stipulation of the Code on sustainability.
PART E- RISK MANAGEMENT AND AUDIT					
29	Risk Management				
29.2(a-e)	Does the Board ensure compliance with the stipulations of Paragraph 29.2(a-e) of the Code?	X			The Board ensures compliance with the provisions of the Code on Risk Management.
30	The Audit Committee				
30.1.	a) Does the company have an Audit Committee?	X			The company has a duly constituted audit committee
	b) Does the Board ensure that the Audit Committee is properly constituted and able to discharge its duties effectively?	X			The audit committee is composed of individuals who are financially literate.
30.2.	a) Are members of the Audit Committee financially literate?	X			The audit committee is composed of individuals who possess financial literacy.
	b) Are they able to read financial statements?	X			The audit committee is composed of individuals who possess financial literacy and are able to read

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					financial statements.
	c) Does at least one member have an in-depth knowledge of accounting or financial management?	X			At least one member of the audit committee has an in-depth knowledge of accounting or financial management.
30.4.(a-o)	Does the Audit Committee (in addition to statutory functions) carry out its functions as stipulated in Paragraph 30.4(a-o)	X			The Audit Committee carries out its functions in line with the provisions of the code.
31	Internal Audit Function				
31.1.	Does the company have an effective risk-based internal audit function?	X			The company has a risk based internal audit department.
31.2.	a) Is the purpose, authority and responsibility of the internal auditing activity clearly and formally defined in the internal audit charter?	X			The purpose, authority and responsibility of the internal audit unit is formally defined in the internal audit charter.
	b) Is the internal audit charter approved by the Board?	X			The Internal Audit charter was reviewed and approved by the board in Q3 2016.
31.3-31.4	a) Does the internal audit unit report directly to the Audit Committee (while having a line of communication with the CEO/MD) and the Chairman of the Board?	X			The internal audit unit reports directly to the audit committee and the chairman.
	b) Is the internal audit unit headed by a senior management staff?	X			The Head of the Internal Audit unit is a senior

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					management staff.
31.3	Does the internal audit unit have adequate human and financial resources to effectively discharge its responsibilities?	X			The internal audit unit is adequately equipped to discharge its responsibilities.
31.5.	Does the internal audit report at least once every quarter to the Audit Committee on the adequacy and effectiveness of management, governance, risk and control environment, deficiencies observed and management's mitigation plans?	X			The Internal Audit unit reports at least once every quarter to the Audit Committee on the adequacy of management, governance, risk and control environment.
31.6.-31.7	a) Does the evaluation of controls by the internal audit unit encompass the information systems environment, the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations?	X			The evaluation of controls by the internal audit unit incorporates the information systems environment, the reliability and integrity of financial and operational information, and the effectiveness and efficiency of operations.
	b) Does it safeguard assets and compliance with laws and regulations?	X			The controls safeguard assets and compliance with laws and regulations.

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31.8.-31.10	Does the internal audit function have a risk-based internal audit methodology and plan (as contained in Section 31.10a-d of the code) that is subject to approval by the Audit Committee and the Board?	X			The Audit Committee and the Board has approved the adoption of a risk-based internal audit methodology and plan.
31.11	a) Is the risk assessment process continuous?	X			The risk assessment process is continuous and is done quarterly.
	b) Does it identify emerging as well as existing risks?	X			The risk assessment process identifies emerging risks from both new and existing projects.
	c) Is this conducted at least annually?	X			The risk assessment process is done quarterly.
31.12.-31.13.	a) Does the internal audit provide an independent assurance on the robustness and effectiveness of the company's risk management process?	X			The Internal audit unit provides an independent assurance on the robustness and effectiveness of the company's risk management process.
	b) Does it co-ordinate with other internal and external providers of assurances in order to ensure proper coverage and to minimize duplication of effort?	X			The internal audit co-ordinate's with other internal and external providers of assurances in

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					order to ensure proper coverage and to minimize duplication of effort.
31.14.	a) Is there an external assessment of the effectiveness of the internal audit function at least once every three years?		X		There has not been an external assessment of the effectiveness of the internal audit function.
	b) Is it conducted by a qualified independent reviewer, as defined by the Institute of Internal Auditors, or by an external review team?		X		There has not been an external assessment of the effectiveness of the internal audit function.
32	Whistle-blowing Policy				
32.1.	Is there a written whistle-blowing policy that is known to employees, stakeholders such as contractors, shareholders, job applicants and the general public?	X			The company has an anti-bribery and whistleblowing policy.
32.2	Does the Board take responsibility, accord priority and reaffirm its commitment for implementing the whistle-blowing mechanism?	X			The Board takes responsibility and reaffirms its commitment to implementing the whistle-blowing mechanism.
32.3.	Does the whistle-blowing mechanism have a dedicated "hot-line" and/or e-mail system which can be used anonymously?	X			The whistleblowing mechanism has a dedicated email which can be used anonymously.

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32.3.	Is a senior level officer (if necessary at the level of the Board or CEO/MD) designated to review reported cases and provide the chairman of the Audit Committee with a summary of the cases reported, investigated, the process of investigation and the result of the investigation?	X			The Head of Internal Audit who is a part of management is tasked with the review of reported cases and reports concluded cases to the chairman of the audit committee.
33	Rotation of External Auditors				
33.1.-33.2	Does the company rotate both audit firms (not retained longer than ten (10) years continuously) and audit partners?	X			It is the policy of the board to rotate audit firms and audit partners.
PART G- ACCOUNTABILITY AND REPORTING					
34	Disclosures				
34.2.	Does the CEO and the Head of Finance certify in a written statement to the Board that the "financial statements present a true and fair view of the affairs of the company"?	X			The CEO and CFO certify in writing all company financial statements.
34.3(a-d)	Does the company's Annual Report contain details as contained in Paragraph 34.3 (a-d) of the code?	X			The company's Annual Report contains details on the company's capital structure in the relevant financial year.
34.4.(a-k)	Does the Board ensure that the company's Annual Report includes a Corporate Governance Report that addresses the requirement of paragraph 34.4 (a-k) of the code?			X	The company's annual report includes a Corporate Governance Report which is in line with some of the provisions of the code.

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34.5(a-g)	Does the company disclose information on accounting and risk management issues as contained in paragraph 34.5 (a-g) of the code?			X	The company discloses most of the information on accounting and risk management issues as contained in paragraph 34.5 (a-g) of the code.
34.6.	Does the Chairman's statement in the annual report provides a balanced and readable summary of the company's performance and reflects the collective view of the Board?	X			The Chairman's statement in the annual report reflects the view of the board and summarizes the company's performance.
34.7.(a-e)	Does the Annual Report contain a statement from the Board with regards to the company's degree of compliance with the provisions of the Corporate Governance Code, in particular paragraph 34.7 (a-e)?	X			The Corporate Governance Report in the Annual Report contains a statement from the Board on its compliance with the provisions of the Code.
34.8.	Has the company disclosed details of any Director's interest in contracts either directly or indirectly with the company or its subsidiaries or holding companies?	X			The company discloses details of related party transactions in its annual reports.
34.9.	Has the company disclosed any service contract and other significant contracts with controlling shareholder(s)?	X			The company discloses details of related party transactions in its annual reports.
34.10.(a-e)	Do disclosures on related party transactions (RPTs) relating to Directors' current accounts or loans include information as listed in paragraph 34.10 (a-e) of the code?	X			Disclosures on RPT relating to Directors' current accounts

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					are in line with the provisions of paragraph 34.10 of the code.
34.11.(a-g)	Are disclosures required to be made for related party transactions (RPTs) made separately for each of the categories mentioned in Paragraph 34.11 (a-g) of the code?	X			The audited report makes separate disclosures on RPTs for the categories mentioned in Paragraph 34.11 (a-g) of the code.
34.13.	Has the Board disclosed any matter (even though not specifically required in this Code) capable of affecting in a significant form the financial condition of the company or its status as a going concern?	X			The Board has disclosed matters capable of affecting in a significant form the financial condition of the company or its status as a going concern
PART H- COMMUNICATION					
35	Communication Policy				
35.1.	Does the company have and implement a Communications Policy?	X			The board has approved the company's Communication Policy and the management ensures its implementation.
PART I- Ethics Code					
36	Code of Ethics				
36.1.-36.4	a) Does the company have an Ethics Code and a Statement of Business Practices that are fully implemented and contain at a minimum the elements in paragraph 36.2(a-m)?	X			The company has an Ethics Code and a Statement of Business Practices which

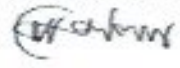
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CERTIFICATION

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


Company Secretary

Name: Michael Edeko Esq.

Sign & Date:  30/01/2017


Chief Internal Auditor

Name: Samuel Ajileye

Sign & Date:  30/01/2017

Financial Controller

Name: Olubunmi Falua

Sign & Date:  30/01/2017

Managing Director


Name: Kayode T. Oluwasagun

Sign & Stamp:



Chairman of the Board

Name: Jegede A. Paul

Sign & Date: 

Chairman of Audit Committee

Name: Adio A. Alex

Sign & Date:  30/01/17



COMPANY SEAL