



**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.

## Section B - General Information

	Items	Details
i.	Company Name	THE INITIATES PLC
ii.	Date of Incorporation	3 <sup>RD</sup> MARCH, 1995
iii.	RC Number	266755
iv.	License Number	
v.	Company Physical Address	Plot 400, Location (new) road off ABA/PH expressway, by Oyigbo Junction, Umuebule 5, Etche, Rivers State.
vi.	Company Website Address	www.initiatesgroup.com
vii.	Financial Year End	31 <sup>st</sup> December,2021
viii.	Is the Company a part of a Group/Holding Company? <b>Yes/No</b> If yes, please state the name of the Group/Holding Company	No
ix.	Name and Address of Company Secretary	OLAIDE ODEJOBI Plot 400, Location (new) road, off ABA/PH expressway, by Oyigbo Junction, Umuebule 5, Etche, Rivers State.
x.	Name and Address of External Auditor(s)	MADU, ONYEKWENA & CO. 23/25 Birabi Street, GRA Phase 1, Port Harcourt, Rivers State.
xi.	Name and Address of Registrar(s)	APEL CAPITAL AND REGISTRARS LIMITED...8, ALHAJI BASHORUN STREET OFF NORMAN WILLIAMS CRESCENT S/WEST, IKOYI
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Bimbo Adams-Ajigbotaje badams@initiatesgroup.com 08036710909
xiii.	Name of the Governance Evaluation Consultant	None
xiv.	Name of the Board Evaluation Consultant	None

## 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.	JOE ANOSIKEH	CHAIRMAN(NED)	Male	23 <sup>rd</sup> March,2015	Still serving
2.	REUBEN MUSTAPHA OSSAI	EXECUTIVE DIRECTOR	Male	Upon incorporation	Still serving
3.	CHARLES AROAWODE OBOH	NED	Male	23 <sup>rd</sup> March, 2015	Still serving
4.	PROF.EDWARD ALIKOR	NED	Male	23 <sup>rd</sup> March, 2015	Still serving
5.	JOE EBINUM	NON-EXECUTIVE DIRECTOR	Male	17 <sup>th</sup> July,2015	Still serving

## 2. Attendance at Board and Committee Meetings:

S/No.	Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1.	JOE ANOSIKEH	5	5	Nil	Nil	Nil	Nil
2.	REUBEN MUSTAPHA OSSAI	5	5	Risk	Member	Nil	Nil
3.	CHARLES AROAWODE OBOH	5	5	Compensation and Corporate Governance	Chairman	1	1
				Risk	Member	Nil	Nil
4.	PROF. EDWARD ALIKOR	5	5	Statutory Audit Committee	Member	4	3
				Risk	Chairman	Nil	Nil
5.	JOE EBINUM	5	5	Statutory Audit Committee	Member	4	4
				Compensation and Corporate Governance	Member	1	Nil

### Section D - Details of Senior Management of the Company

#### 1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Reuben Mustapha Ossai	Chief Executive Officer	Male
2.	Christian Ogidi	General Manager, Operations	Male
3.	Rosemary Douglas	Finance Manager	Female
4.	Olaide Odejebi	Company Secretary	Female
5.	Bimbo Adams-Ajigbotaje	Chief Internal Auditor	Male
6.	Ugochi Ukpobor	QHSSE Manager	Female
7.	Felix Aigbonohan	Innovation & Opportunity Manager	Male
8.	Vincent Nwachukwu	Waste Manager	Male
9.	Preston Djebah	Industrial Cleaning Services Manager	Male
10.	Tope Odeshi	E-waste Manager	Male

## Section E - Application

Principles	Reporting Questions	Explanation on application or deviation
<b>Part A - Board of Directors and Officers of the Board</b>		
<p><b>Principle 1: Role of the Board</b></p> <p><i>“ 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>	i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? <b>Yes/No</b> If yes, when was it last reviewed?	Yes  It is undergoing review.
	<p><b>Principle 2: Board Structure and Composition</b></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>ii) Does the company have a Board-approved diversity policy? <b>Yes/No</b> If yes, to what extent have the diversity targets been achieved?</p> <p>iii) Are there directors holding concurrent directorships? <b>Yes/No</b> If yes, state names of the directors and the companies?</p> <p>iv) Is the MD/CEO or an Executive Director a chair of any Board Committee? <b>Yes/No</b>  If yes, provide the names of the Committees.</p>
<p><b>Principle 3: Chairman</b></p> <p><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></p>	i) Is the Chairman a member or chair of any of the Board Committees? <b>Yes/no</b> If yes, list them.	No
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	None
	iii) Is the Chairman an INED or a NED?	Non-Executive Director
	iv) Is the Chairman a former MD/CEO or ED of the Company? <b>Yes/No</b> If yes, when did his/her tenure as MD end?	No
	v) When was he/she appointed as Chairman?	25 <sup>th</sup> May, 2021
	vi) Are the roles and responsibilities of the Chairman clearly defined? <b>Yes/No</b> If yes, specify which document	Yes In the Board Charter and the Letter of appointment

Principles	Reporting Questions	Explanation on application or deviation
<p><b>Principle 4: Managing Director/ Chief Executive Officer</b></p> <p><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></p>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? <b>Yes/No</b> If no, in which documents is it specified?	Yes
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	Audit Committee
	iv) Is the MD/CEO serving as NED in any other company? <b>Yes/no</b> . If yes, please state the company (ies)?	No
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? <b>Yes/No</b>	The MD/CEO is not serving as NED in any other Company
<p><b>Principle 5: Executive Directors</b></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? <b>Yes/no</b>	No The MD/CEO is the only ED the Company has, as at the time of the report.
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? <b>Yes/No</b> If no, in which document are the roles and responsibilities specified?	No The MD/CEO is the only ED the Company has as at the time of the report.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	No None has arisen as at the time of the report.
	iv) Are there EDs serving as NEDs in any other company? <b>Yes/No</b> If yes, please list	No None has arisen as at the time of this report
	v) Are their memberships in these companies in line with Board-approved policy? <b>Yes/No</b>	No None has arisen as at the time of this report
<p><b>Principle 6: Non-Executive Directors</b></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? <b>Yes/No</b> If yes, where are these documented?	Yes The roles and responsibilities are clearly documented in the Board Charter and the Letters of appointment
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	Yes
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	Yes
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? <b>Yes/No</b> If yes, when is the information provided to the NEDs	Yes The information is provided 2weeks before any Meeting through Memos, Management report, Minutes of Meeting and occasional Company’s Bulletins.
	v) What is the process of ensuring completeness and adequacy of the information provided?	All matters presented before the Board must have explanatory notes and circulated to all members (NEDs inclusive). Board can only discuss and take resolution on Matters that they are duly and fully informed of.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? <b>Yes/No</b>	Yes

<b>Principle 7: Independent Non-Executive Directors</b>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? <b>Yes/No</b>	No ( 0.11% (0.12%)
---	---	-----------------------

Principles	Reporting Questions	Explanation on application or deviation
<b>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</b>	ii) Are there any exceptions?	No
	iii) What is the process of selecting INEDs?	The process of selecting INEDs is being developed.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? <b>Yes/No</b>	No
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? <b>Yes/No</b>	No
	vi) Does the Board ascertain and confirm the independence of the INEDs? <b>Yes/No</b> If yes, how often? What is the process?	No. This is because the process of selecting the INEDs is being developed.
	vii) Is the INED a Shareholder of the Company? <b>Yes/No</b> If yes, what is the percentage shareholding?	None as at the time of this report.
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? <b>Yes/No</b> If yes, provide details.	No
	ix) What are the components of INEDs remuneration?	Not applicable as the Directors are NEDs as at the time of this report
<b>Principle 8: Company Secretary</b> <i>"The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"</i>	i) Is the Company Secretary in-house or outsourced?	In-house
ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a lawyer and a Chartered Secretary qualification and has the requisite competence necessary to effectively discharge the duties	
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?	Functionally to the Board through the Chairman Administratively to the MD/CEO	
v) What is the appointment and removal process of the Company Secretary?	The appointment and removal process is line with the provisions of statutory requirement(CAMA)	
vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board	
<b>Principle 9: Access to Independent Advice</b> <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i>	i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? <b>Yes/No</b> If yes, where is it documented?	Yes  In the revised Board Charter
ii) Who bears the cost for the independent professional advice?	The Company	
iii) During the period under review, did the Directors obtain any independent professional advice? <b>Yes/No</b> If yes, provide details.	No	
<b>Principle 10: Meetings of the Board</b> <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the</i>	i) What is the process for reviewing and approving Minutes of Board meetings?	The Minutes are prepared and sent to Board members at least a week after the Meeting for a review which is further reviewed and approved by the members of the Board at its next meeting.
ii) What are the timelines for sending the minutes to Directors?	7days after the Meeting	
iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	It affects their performance evaluation and the possibility of re-election as a Director	

Principles	Reporting Questions	Explanation on application or deviation	
<i>strategic objectives of the Company”</i>			
<b>Principle 11: Board Committees</b> <i>“To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities”</i>	i) Do the Board Committees have Board- approved Charters which set out their responsibilities and terms of reference? <b>Yes/No</b>	Yes	
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	The Minutes are prepared and sent to Board Committee members at most a week after the Meeting for a review which is further reviewed and approved by the members of the Board at its next meeting.	
	iii) What are the timelines for sending the minutes to the directors?	7days	
	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	Compensation and Corporate Governance Compensation and Corporate Governance Statutory Audit Committee Risk Committee	
	vi) What is the process of appointing the chair of each committee?	The Chair of each committee is usually nominated by members of the Committee taking into consideration the experience, skill and competence of the Chairman	
	<b>Committee responsible for Nomination and Governance</b>		
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	0:3	
	viii) Is the chairman of the Committee a NED or INED?	An NED	
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes The Policy is reviewed every 5years	
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Board Committee Charters are reviewed periodically	
	xi) How does the committee report on its activities to the Board?	The chairman of each Board committee presents a written report of the key recommendations held by the committee to the Board	
	<b>Committee responsible for Remuneration</b>		
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	0:3	
	xiii) Is the chairman of the Committee a NED or INED?	An N.E.D	
	<b>Committee responsible for Audit</b>		
	xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? <b>Yes/No</b>	Yes	
xv) Are members of the Committee responsible for Audit financially literate? <b>Yes/No</b>	Yes		
xvi) What are their qualifications and experience?	Professional Accountants and sound financial knowledge		
xvii) Name the financial expert(s) on the Committee responsible for Audit	Joe Ebinum Christian Ugochukwu Nwanma		



Principles	Reporting Questions	Explanation on application or deviation
	xviii) How often does the Committee responsible for Audit review the internal auditor's	Quarterly
	xix) Does the Company have a Board approved internal control framework in place? <b>Yes/No</b>	Yes
	xx) How does the Board monitor compliance with the internal control framework?	During its' quarterly Board Meetings through the report of the Statutory Audit Committee
	xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? <b>Yes/No</b> Please explain.	Yes It is considered during the presentation of the Audited Financial Statement by the External Auditor
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? <b>Yes/No</b>	yes
	xxiii) How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?	None as at the time of this report
	<b>Committee responsible for Risk Management</b>	
	Xxiv) Is the Chairman of the Risk Committee a NED or an INED?	An N.E.D
	xxv) Is there a Board approved Risk Management framework? <b>Yes/No?</b> If yes, when was it approved?	Yes October, 2021
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	The framework is reviewed quarterly to ensure the ongoing effectiveness of the Company's risk management 26 <sup>th</sup> October,2021( Date of last Board Meeting)
	xxvii) Does the Company have a Board- approved IT Data Governance Framework? <b>Yes/No</b> If yes, how often is it reviewed?	Yes It is undergoing review
	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? <b>Yes/No</b>	Yes
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4
<b>Principle 12: Appointment to the Board</b> <i>“ 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>	i) Is there a Board-approved policy for the appointment of Directors? <b>Yes/No</b>	Yes
	ii) What criteria are considered for their appointment?	Their Qualification, experience and balance of skills and diversity
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The process ensures that prospective directors have the appropriate mix of knowledge, skills and experience, including the business, commercial and industry experience needed to govern the Company
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED	Yes

Principles	Reporting Questions	Explanation on application or deviation
	d) NED e) EDs	
	v) Please state the tenure	3years
	vi) Does the Board have a process to ensure that it is refreshed periodically? <b>Yes/No?</b>	Yes
<b>Principle 13: Induction and Continuing Education</b>	i) Does the Board have a formal induction programme for new directors? <b>Yes/No</b>	Yes
<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>	ii) During the period under review, were new Directors appointed? <b>Yes/No</b> If yes, provide date of induction.	No
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? <b>Yes/No</b> If yes, provide training details.	Yes The last training was organized by the Nigerian Stock Exchange on "Emerging responsibilities of the Company Secretaries and Board Members"
	iv) How do you assess the training needs of Directors?	Through a knowledge gap assessment method
	v) Is there a Board-approved training plan? <b>Yes/No</b>	Yes
	vi) Has it been budgeted for? <b>Yes/No</b>	Yes
	<b>Principle 14: Board Evaluation</b>	i) Is there a Board-approved policy for evaluating Board performance? <b>Yes/No</b>
<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>	ii) For the period under review, was there any Board Evaluation exercise conducted? <b>Yes/No</b>	No
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	No
	iv) Has the Board Evaluation report been presented to the full Board? <b>Yes/No</b> If yes, indicate date of presentation.	No
	v) Did the Chairman discuss the evaluation report with the individual directors? <b>Yes/No</b>	No
	vi) Is the result of the evaluation for each Director considered in the re-election process? <b>Yes/No</b>	Yes
	<b>Principle 15: Corporate Governance Evaluation</b>	i) For the period under review, has the Company conducted a corporate governance evaluation? <b>Yes/No</b> If yes, provide date of the evaluation.
<i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective"</i>	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? <b>Yes/No</b>	Yes
	iii) If yes, please indicate the date of last presentation.	26 <sup>th</sup> October, 2021
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? <b>Yes/No</b>	yes
<b>Principle 16: Remuneration Governance</b>	i) Is there a Board-approved Directors' remuneration policy? <b>Yes/No</b> If yes, how often is it reviewed?	Yes Annually

Principles	Reporting Questions	Explanation on application or deviation
<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>	ii) Provide details of directors’ fees, allowances and all other benefits paid to them during the period under review	Directors’ fee...N750,000(Chairman) N500,000(Other Directors except the MD/CEO) Sitting Allowances, Transport Allowance, Lunch Allowance
	iii) Is the remuneration of NEDs presented to shareholders for approval? <b>Yes/No</b> If yes, when was it approved?	Yes 25 <sup>th</sup> of May, 2021
	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? <b>Yes/No</b> If yes, to what extent is remuneration linked to company performance?	Yes Through Performance Bonus
	vi) Has the Board set KPIs for Executive Management? <b>Yes/No</b>	Yes
	vii) If yes, was the performance measured against the KPIs? <b>Yes/No</b>	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? <b>Yes/No</b>	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 claw back policy for Executive management? <b>Yes/No</b> If yes, attach the policy.	No
<b>Principle 17: Risk Management</b>	i) Has the Board defined the company’s risk appetite and limit? <b>Yes/No</b>	Yes
<p><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></p>	ii) How often does the company conduct a risk assessment?	Quarterly
	iii) How often does the board receive and review risk management reports?	Quarterly
<b>Principle 18: Internal Audit</b>	i) Does the company have an Internal Audit function? <b>Yes/No</b> If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes
<p><i>“An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems”</i></p>	ii) Does the company have a Board-approved internal audit charter? <b>Yes/No</b>	Yes
	iii) Is the head of internal audit a member of senior management? <b>Yes/No</b>	Yes
	iv) What is the qualification and experience of the head of internal audit?	Professional Accountant with vast experience in auditing and forensic reporting
	v) Does the company have a Board-approved annual risk-based internal audit plan? <b>Yes/No</b>	Yes
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the	Yes

Principles	Reporting Questions	Explanation on application or deviation
	adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? <b>Yes/No</b>	
	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? <b>Yes/No</b> If yes, when was the last assessment?	No although there are plans for the assessment this year
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The evaluation is undertaken by the Audit Committee and approved by the Board
<b>Principle 19: Whistleblowing</b> <i>"n effective whistle-blowing framework for reporting any illegal or unethical behavior minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? <b>Yes/No</b> If yes, when was the date of last review	Yes It is undergoing review
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? <b>Yes/No</b>	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
<b>Principle 20: External Audit</b> <i>"n external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	The Audit Committee
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Shareholders at the Annual General Meeting
	iii) When was the first date of appointment of the External auditors?	2014
	iv) How often are the audit partners rotated?	10years
<b>Principle 21: General Meetings</b> <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>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	21days
	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? <b>Yes/No</b>	Yes
<b>Principle 22: Shareholder Engagement</b> <i>"The establishment of a system of regular dialogue with shareholders balance"</i>	i) Is there a Board-approved policy on Shareholders' engagement? <b>Yes/No</b> If yes: a) When was it last reviewed? b) Is the policy hosted on the company's website?	Yes  Not yet reviewed No

Principles	Reporting Questions	Explanation on application or deviation
<i>their needs, interests and expectations with the objectives of the Company”</i>	ii) How does the Board engage with Institutional Investors and how often?	None The shares of the Institutional investor have been taken over by SEC
<b>Principle 23: Protection of Shareholder Rights</b> <i>“Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders,, promote good governance”</i>	i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company’s activities? <b>Yes/No</b>	Yes
<b>Principle 24: Business Conduct and Ethics</b> <i>“The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence”</i>	<b>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? <b>Yes/No</b></b> If yes: a) Has the COBE been communicated to all internal and external Stakeholders? <b>Yes/No</b> b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties	Yes  Yes  Yes Yes Yes Yes
	ii) When was the date of last review of the policy?	October, 2021
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? <b>Yes/No</b>	Yes
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	Query and Suspension
<b>Principle 25: Ethical Culture</b> <i>“The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence”</i>	<b>i) Is there a Board- approved policy on insider trading? <b>Yes/No</b></b> If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy?	Yes  Not yet reviewed Through reports
	<b>ii) Does the company have a Board approved policy on related party transactions? <b>Yes/No</b></b> 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)	Yes  October,2021 Through Compliance Monitoring schedule  Yes Yes Yes Yes
	iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?	Through Compliance Monitoring schedule

Principles	Reporting Questions	Explanation on application or deviation
	iv) Does the company have a Board-approved policy on conflict of interest? <b>Yes/No</b>  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   October,2021 Through the Compliance Monitoring Schedule  Yes Yes(Supervisors and Junior staff)
<b>Principle 26: Sustainability</b>  <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? <b>Yes/No</b> 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? <b>Yes/No</b> If yes, when was it last reviewed?	Yes  Not yet reviewed  Through the Environmental and risk register  Through the Annual reports  Yes Not yet reviewed
<b>Principle 27: Stakeholder Communication</b>  <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? <b>Yes/No</b>  ii) Does the Company have an up to date investor relation portal? <b>Yes/No</b> If yes, provide the link.	Yes  Yes <a href="http://initiatesgroup.com/sec-filings-reports/">http://initiatesgroup.com/sec-filings-reports/</a>
<b>Principle 28: Disclosures</b>  <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? <b>Yes/No</b>  ii) Has the company been fined by any regulator during the reporting period? <b>Yes/No</b> 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: JOE OGBONNA ANOSIKEH



Signature:

Date: 28<sup>th</sup> January 2021

**Chairman of the Committee responsible for Governance**

Name: CHARLES OBOH



Signature:

Date: 28<sup>th</sup> January, 2021

**Managing Director/Chief Executive Officer**

Name: REUBEN MUSTAPHA OSSAI



Signature:

Date: 28<sup>th</sup> January, 2021

**Company Secretary/Chief Compliance Officer**

Name: OLAIDE ODEOBI



Signature:

Date: 28<sup>th</sup> January, 2021