



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.	Item	Details
i.	Company Name	PZ CUSSONS NIGERIA PLC
ii.	Date of Incorporation	12 APRIL 1948
iii.	RC Number	RC 632
iv.	License Number	
v.	Company Physical Address	45-47 Town Planning Way Ilupeju Lagos
vi.	Company Website Address	www.pzcussons.com.ng
vii.	Financial Year End	31 May 2021
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 PZ CUSSONS (HOLDINGS) LTD
ix.	Name and Address of Company Secretary	JACQUELINE EZEOKWELUME 45-47 TOWN PLANNING WAY, ILUPEJU, LAGOS
x.	Name and Address of External Auditor(s)	Deloitte & Touché Civic Towers, Plot GA 1, Ozumba Mbadiwe Avenue, Victoria Island, Lagos
xi.	Name and Address of Registrar(s)	First Registrars & Investor Services Limited Plot 2, Abebe Village Road, Iganmu, Lagos
xii.	Investor Relations Contact Person (E-mail and Phone No.)	jacqueline.ezeokwelume@pzcussons.com 09062947063 – Jacqueline Ezeokwelume Zuber.Momoniati@pzcussons.com 08101012759 – Zuber Momoniati
xiii.	Name of the Governance Evaluation Consultant	ERNST & YOUNG
xiv.	Name of the Board Evaluation Consultant	ERNST & YOUNG

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. Gbenga Oyebode, <i>MFR</i>	CHAIRMAN	M	11 December 2020	
2	Mr. Panagiotis Katsis	MD/CEO	M	01 July 2020	
3	Mrs. Elizabeth Ebi	INED	F	02 July 2008	
4	Mr. Paul Usoro, SAN	NED	M	15 July 2011	
5	Ms. Joyce F. Coker	ED	F	01 July 2011	

6	Mr. Zuber Momoniat	ED	M	01 April 2020	
7	Mrs. Ifueko Omoigui Okauru, <i>MFR</i>	INED	F	01 April 2021	
8	Chief Kola Jamodu, <i>OFR</i>	CHAIRMAN	M	31 October 2014	Retired 11 December 2020
9	Alhaji Lawal Batagarawa	NED	M	02 July 2008	Retired 11 December 2020
10	Mallam Dahiru Muhammad	INED	M	12 May 2016	Retired 31 January 2021
11	Mr. Georgios Sotiropoulos	ED	M	22 March 2018	Retired 31 May 2021

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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.	Mr. Gbenga Oyeboode, MFR	11	3	NONE	CHAIRMAN OF BOARD	N/A	NONE
2	Chief K. Jamodu	11	8	NONE	CHAIRMAN OF BOARD (RTD.)	N/A	NONE
	Mr. Panagiotis Katsis	11	9	BOARD AUDIT & RISK MANAGEMENT COMMITTEE	MEMBER OF THE BOARD	3 MEETINGS OF THE BOARD AUDIT & RISK MANAGEMENT COMMITTEE	Board Audit & Risk Management Committee (3)
	Mrs E. Ebi	11	11	STATUTORY AUDIT COMMITTEE BOARD AUDIT & RISK MANAGEMENT COMMITTEE	MEMBER OF THE BOARD	3 MEETINGS EACH OF THE STATUTORY AUDIT COMMITTEE AND BOARD AUDIT & RISK MANAGEMENT COMMITTEE	Statutory Audit Committee (3) Board Audit & Risk Management Committee (3)
	Alhaji L. Batagarawa	11	8	STATUTORY AUDIT COMMITTEE BOARD AUDIT & RISK MANAGEMENT COMMITTEE	MEMBER OF THE BOARD (RTD.)	3 MEETINGS EACH OF THE STATUTORY AUDIT COMMITTEE AND BOARD AUDIT & RISK MANAGEMENT COMMITTEE	Statutory Audit Committee (1) Board Audit & Risk Management Committee (1)
	Mallam D. Muhammad	11	10	GOVERNANCE & PEOPLE COMMITTEE	MEMBER OF THE BOARD (RTD.)	2 MEETINGS OF THE GOVERNANCE & PEOPLE COMMITTEE	Governance & People Committee (2)
	Mr. Paul Usoro, SAN	11	11	GOVERNANCE & PEOPLE COMMITTEE STATUTORY AUDIT COMMITTEE	MEMBER OF THE BOARD	2 MEETINGS OF THE GOVERNANCE & PEOPLE COMMITTEE 3 MEETINGS OF THE STATUTORY AUDIT COMMITTEE	Governance & People Committee (2) Statutory Audit Committee (1)
	Ms J. F Coker	11	11	NONE	MEMBER OF THE BOARD		
	Mr. G. Sotiropoulos	11	10	BOARD AUDIT & RISK MANAGEMENT COMMITTEE	MEMBER OF THE BOARD	3 MEETINGS OF THE BOARD AUDIT & RISK MANAGEMENT COMMITTEE	Board Audit & Risk Management Committee (3)
	Mr. Z. Momoniat	11	11	BOARD AUDIT & RISK MANAGEMENT COMMITTEE	MEMBER OF THE BOARD	3 MEETINGS OF THE BOARD AUDIT & RISK MANAGEMENT COMMITTEE	Board Audit & Risk Management Committee (3)

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Section D - Details of Senior Management of the Company

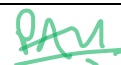
1. Senior Management:

S/No.	Names	Position Held	Gender
1	JACQUELINE EZEOKWELUME	COMPANY SECRETARY / LEGAL ADVISER	FEMALE
2	EHIEDU HARDING	GROUP FINANCIAL CONTROLLER	MALE
3	ABIMBOLA AWOSANYA	HEAD OF TAX	FEMALE
4	SIMON AKOWE	HEAD OF TREASURY	MALE
5	GODWIN UDU	HEAD OF AUDIT	MALE

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Section E – Application

Principles	Reporting Questions	Explanation on application or deviation
Part A - Board of Directors and Officers of the Board		
<p>Principle 1: Role of the Board</p> <p><i>“A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company”</i></p>	<p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p>	<p>YES.</p> <p>THE DRAFT REVIEW OF THE BOARD CHARTER WAS AN AGENDA ITEM AT THE BOARD MEETING OF 26 AUGUST 2021 AND THE ASSIGNMENT WAS DELEGATED BY THE BOARD TO THE BOARD GOVERNANCE & PEOPLE COMMITTEE WITH DIRECTIVES FOR THE COMMITTEE TO REVIEW THE CHARTER AND REPORT AT THE NEXT BOARD MEETING SCHEDULED FOR 23 SEPTEMBER 2021.</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>“The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity “</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>MR GBENGA OYEBODE, MFR - LL.M Hons, LL.B Hons BL (Hons)</p> <p>MR. PANAGIOTIS KATSIS – BSc in Business Admin and MBA</p> <p>MS. JOYCE F. COKER - M.A Human Resources</p> <p>MR. ZUBER MOMONIAT – BCom (Hons) in Accounting, CA(SA)</p> <p>MR. PAUL USORO, SAN – LL.B Hons BL (Hons)</p> <p>MRS. ELIZABETH EBI – MBA Finance & Investment</p> <p>MR GEORGIOS SOTIROPOULOS – MSc in Mechanical Engineering & Business Studies</p> <p>MRS. IFUEKO M. OMOIGUI-OKAURU, MFR – MPA, MSc, Management Science, BSc Accounting, FCA, FCTI.</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>NO</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>YES</p> <p>MR GBENGA OYEBODE - NIGERIA BREWERIES PLC</p> <p>MR. PANAGIOTIS KATSIS - HAREFIELD INDUSTRIAL NIG. LTD</p> <p>MR. PAUL USORO, SAN - ACCESS BANK PLC</p> <p>MRS. ELIZABETH EBI - FUTUREVIEW FINANCIAL SERVICES LIMITED</p> <p>MRS. IFUEKO OMOIGUI OKAURU – NIGERIA BREWERIES PLC AND MTN NIGERIA PLC</p> <p>MS. JOYCE F. COKER - NUTRICIMA LTD</p>



		MR. ZUBER MOMONIAT - HPZ LTD
	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
Principle 3: Chairman <i>"The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board"</i>	i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.	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?	NED
	iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?	NO
	v) When was he/she appointed as Chairman?	11 DECEMBER 2020
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	YES. IN HIS LETTER OF APPOINTMENT

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Principles	Reporting Questions	Explanation on application or deviation
Principle 4: Managing Director/Chief Executive Officer <i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	NO
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	YES – ALL EXECUTIVE DIRECTORS ARE ASKED TO DECLARE ANNUALLY
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	BOARD AUDIT & RISK MANAGEMENT COMMITTEE. HE ALSO ATTENDED, BY INVITATION, THE MEETINGS OF THE BOARD GOVERNANCE & PEOPLE COMMITTEE
	iv) Is the MD/CEO serving as NED in any other Company? Yes/no . 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? Yes/No	NO
Principle 5: Executive Directors <i>Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company</i>	i) Do the EDs have contracts of employment? Yes/No	YES
	ii) If yes, do the contracts of employment set out the roles and responsibilities of the EDs? Yes/No If no, in which document are the roles and responsibilities specified?	YES
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	YES. ALL EXECUTIVE DIRECTORS ARE ASKED TO DECLARE ANNUALLY.
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	NO
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	THIS DOES NOT APPLY BECAUSE THE EXECUTIVE DIRECTORS ARE NOT SERVING AS NEDS IN ANY OTHER COMPANY.
Principle 6: Non-Executive Directors <i>Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board</i>	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	YES IN THEIR LETTERS OF APPOINTMENT
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	YES
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	YES
	iv) Are NEDs provided with information relating to the management of the company and on all Board matters? Yes/No If yes, when is the information provided to the NEDs	YES QUARTERLY OR AS SOON AS REQUIRED
	v) What is the process of ensuring completeness and adequacy of the information provided?	BY A THOROUGH REVIEW AND IN SOME CASES, DIRECT ENGAGEMENT WITH THE ACTUAL MANAGERS WHO HAVE PROVIDED THE INFORMATION
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	YES
Principle 7: Independent Non-Executive Directors	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	YES

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Principles	Reporting Questions	Explanation on application or deviation
<i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	ii) Are there any exceptions?	NONE
	iii) What is the process of selecting INEDs?	THE BOARD GOVERNANCE & PEOPLE COMMITTEE SCREENS CANDIDATES BASED ON CRITERIA THAT ARE SET OUT IN THE BOARD APPOINTMENT DOCUMENT FOR INED APPOINTMENTS. CANDIDATES ARE THEN RECOMMENDED BY THE COMMITTEE TO THE BOARD FOR FINAL DECISION.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	YES
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	YES
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	NO
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	NO
	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	NO
	IX) WHAT ARE THE COMPONENTS OF INEDS REMUNERATION?	SITTING ALLOWANCE, BI- ANNUAL DIRECTOR'S FEES AND MONETIZED INTERNATIONAL TRAVEL TICKETS
Principle 8: Company Secretary <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?	QUALIFICATION - LLB, BL, MSc. LL.M. ACIS. LAWYER AND CORPORATE GOVERNANCE PROFESSIONAL WITH 13 YEARS EXPERIENCE
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	YES
	iv) Who does the Company Secretary report to?	THE CEO AND THE BOARD
	V) WHAT IS THE APPOINTMENT AND REMOVAL PROCESS OF THE COMPANY SECRETARY?	BOARD APPOINTMENT AND REMOVAL
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	THE CEO AND THE BOARD
Principle 9: Access to Independent Advice <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? Yes/No If yes, where is it documented?	NO
	ii) Who bears the cost for the independent professional advice?	NO COST PROVISIONED FOR INDEPENDENT PROFESSIONAL ADVICE
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	NO
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the</i>	i) What is the process for reviewing and approving minutes of Board meetings?	MINUTES OF MEETINGS ARE REVIEWED AND ADOPTED BY MEMBERS AT THE SUCCEEDING MEETINGS
	ii) What are the timelines for sending the minutes to Directors?	72 HOURS AFTER EACH MEETING

<i>business of the Board and successfully fulfilling the</i>	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	SUCH DIRECTORS WILL NOT BE ELIGIBLE FOR REAPPOINTMENT
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Principles	Reporting Questions	Explanation on application or deviation	
<i>strategic objectives of the Company"</i>			
Principle 11: Board Committees <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? Yes/No	YES	
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	MINUTES OF MEETINGS ARE REVIEWED AND ADOPTED BY MEMBERS AT THE SUCCEEDING MEETINGS.	
	iii) What are the timelines for sending the minutes to the directors?	72 HOURS AFTER EACH MEETING	
	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	a) GOVERNANCE & PEOPLE COMMITTEE b) GOVERNANCE & PEOPLE COMMITTEE c) BOARD AUDIT & RISK MANAGEMENT COMMITTEE d) BOARD AUDIT & RISK MANAGEMENT COMMITTEE	
	vi) What is the process of appointing the chair of each committee?	BOARD APPOINTMENT	
	Committee responsible for Nomination and Governance		
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	1:1 - THE COMMITTEE COMPRISES OF ONE INED AND ONE NED	
	viii) Is the chairman of the Committee a NED or INED?	THE CHAIRMAN IS A NED	
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	YES QUARTERLY UPDATE DONE ON TALENT & SUCCESSION.	
	x) How often are Board and Committee charters as well as other governance policies reviewed?	THE DRAFT REVIEW OF THE BOARD CHARTER WAS AN AGENDA ITEM AT THE BOARD MEETING OF 26 AUGUST 2021 AND THE ASSIGNMENT WAS DELEGATED BY THE BOARD TO THE BOARD GOVERNANCE & PEOPLE COMMITTEE WITH DIRECTIVES FOR THE COMMITTEE TO REVIEW THE CHARTER AND REPORT AT THE NEXT BOARD MEETING SCHEDULED FOR 23 SEPTEMBER 2021. THE COMMITTEE INTENDS TO ALSO REVIEW THE COMMITTEE CHARTERS AND PRESENT THEM AT THE NEXT MEETING OF THE BOARD.	
	xi) How does the committee report on its activities to the Board?	THE COMMITTEE SUBMITS QUARTERLY REPORTS TO THE BOARD	
	Committee responsible for Remuneration		
	xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	1:1 - THE COMMITTEE COMPRISES OF ONE INED AND ONE NED	
	xiii) Is the chairman of the Committee a NED or INED?	THE CHAIRMAN 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	
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	YES		

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xvi) What are their qualifications and experience?	MRS. IFUEKO M. OMOIGUI- OKAURU, MFR – MPA, MSc, Management Science, BSc Accounting, FCA, FCTI. MRS. ELIZABETH EBI – MBA Finance & Investment
xvii) Name the financial expert(s) on the Committee responsible for Audit	MRS IFUEKO OMOIGUI OKAURU MRS. ELIZABETH EBI

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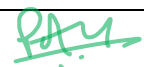
Principles	Reporting Questions	Explanation on application or deviation
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	QUARTERLY
	xix) Does the Company have a Board approved internal control framework in place? Yes/No	YES
	xx) How does the Board monitor compliance with the internal control framework?	BY A REVIEW OF THE INTERNAL CONTROLS FRAMEWORK IN THE QUARTERLY REPORT SUBMITTED BY THE GROUP HEAD OF AUDIT TO THE BOARD THROUGH THE BOARD AUDIT & RISK MANAGEMENT COMMITTEE
	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 AFTER THE AUDIT EXERCISE, THE COMMITTEE MEETS AND EVALUATES THE EXTERNAL AUDITOR'S MANAGEMENT LETTER, KEY AUDIT MATTERS AND MANAGEMENT'S RESPONSES TO THE ISSUES RAISED AND GIVES SPECIFIC MANDATES TO MANAGEMENT ON ANY REQUIRED ACTIONS AND/OR STEPS.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	NO
	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?	MANAGEMENT WAS PRESENT AT ALL THE MEETINGS HELD WITH THE HEAD OF INTERNAL AUDIT FUNCTION AND EXTERNAL AUDITORS DURING THE PERIOD UNDER REVIEW
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	INED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	NO
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	QUARTERLY 23 JUNE 2021
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	NO
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	THIS IS CURRENTLY NOT INCLUDED IN THE COMMITTEE'S SPHERE OF COVERAGE
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	YES
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	3
Principle 12: Appointment to the Board <i>"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"</i>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	YES
	ii) What criteria are considered for their appointment?	a) THE STRENGTHS AND WEAKNESSES OF THE EXISTING BOARD / GAPS IN THE EXISTING BOARD b) THE NATURE OF CANDIDATES' EXISTING

individuals to the Board"

	<p>POSITIONS AND RELATIONSHIPS, INCLUDING BOARD POSITIONS THAT MAY IMPACT THE POTENTIAL CANDIDATE'S ABILITY TO EXERCISE INDEPENDENT JUDGMENT OR PRESENT ANY POTENTIAL CONFLICTS OF INTEREST;</p> <p>c) THE CANDIDATE'S PROFESSIONAL COMPETENCIES, SKILLS, KNOWLEDGE INCLUDING BOARD EXPERIENCE;</p> <p>d) DIVERSITY CONSIDERATIONS (INCLUDING GENDER, AGE, CULTURE);</p> <p>e) PERSONAL AND PROFESSIONAL ACCOUNTABILITY AND INTEGRITY;</p> <p>f) RECORDS OF TANGIBLE ACHIEVEMENTS, AND ENTREPRENEURIAL DRIVE;</p> <p>g) THE NUMBER OF EXISTING DIRECTORSHIP POSITIONS HELD BY THE POTENTIAL CANDIDATE, AS WELL AS OTHER COMMITMENTS THAT MAY DEMAND THE POTENTIAL CANDIDATE'S ATTENTION;</p> <p>h) A COMMITMENT TO IMPLEMENTING GOOD CORPORATE GOVERNANCE POLICIES; AND</p> <p>i) ANY OTHER RELEVANT CRITERIA THAT THE BOARD MAY FROM TIME TO TIME SPECIFY.</p>
<p>iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?</p>	<p>THROUGH THE USE OF TRUSTED SOURCES INCLUDING EXTERNAL CONSULTANTS OR RECRUITMENT / VETTING FIRMS TO ASCERTAIN THAT PROSPECTIVE DIRECTORS ARE FIT AND PROPER PERSONS</p>
<p>iv) Is there a defined tenure for the following:</p> <p>a) The Chairman</p> <p>b) The MD/CEO</p> <p>c) INED</p>	<p>a. NO</p> <p>b. NO</p> <p>c. NO</p>

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Principles	Reporting Questions	Explanation on application or deviation
	d) NED e) EDs	d. NO e. NO
	v) Please state the tenure	NONE
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	YES
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 THIS IS CONDUCTED BY THE COMPANY SECRETARY IN CONJUNCTION WITH MANAGEMENT
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	YES 18 JANUARY 2021
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	YES IN THE YEAR UNDER REVIEW, VARIOUS EXECUTIVE DIRECTORS ATTENDED THE FOLLOWING TRAININGS: 1. LEADERSHIP DEVELOPMENT TRAINING – NOVEMBER 2020 2. FINANCE ACADEMY TRAINING – JUNE/JULY 2020 3. PRINCIPLES OF ETHICAL PERSUASION – FEBRUARY 2021
	iv) How do you assess the training needs of Directors?	EXECUTIVE DIRECTORS' TRAININGS ARE BASED ON NEEDS AND CHANGING DYNAMICS
	v) Is there a Board-approved training plan? Yes/No	NO
	vi) Has it been budgeted for? Yes/No	NO
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 effectively to the achievement of the Company's objectives"	i) Is there a Board-approved policy for evaluating Board performance? Yes/No	YES
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	YES
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	YES. THE BOARD EVALUATION THIS YEAR WAS EXTERNALLY FACILITATED. MAY 2021
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	YES 26 AUGUST 2021
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	NO
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	NO
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 THIS YEAR WAS EXTERNALLY FACILITATED. MAY 2021
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	YES



	iii) If yes, please indicate the date of last presentation.	26 AUGUST 2021
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	IT WILL BE INCLUDED IN THE ANNUAL REPORT AND ACCOUNTS SCHEDULED FOR PUBLICATION AND DISEMMINATION IN OCTOBER 2021
Principle 16: Remuneration Governance	i) Is there a Board-approved Directors' Remuneration policy? Yes/No If yes, how often is it reviewed?	NO.

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Principles	Reporting Questions	Explanation on application or deviation
<p>"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"</p>	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	<p>a. SITTING ALLOWANCE OF CHAIRMAN (BOARD MEETINGS) – N250,000.00 (incl. taxes)</p> <p>b. SITTING ALLOWANCE OF OTHER NEDs AND INEDs (BOARD MEETINGS) – N200,000.00 each (incl. taxes).</p> <p>c. SITTING ALLOWANCE OF NEDs AND INEDs (GOVERNANCE & PEOPLE COMMITTEE) – N200,000.00 each (incl. taxes).</p> <p>d. SITTING ALLOWANCE OF NEDs AND INEDs (STATUTORY AUDIT COMMITTEE) – N200,000.00 each (incl. taxes).</p> <p>e. SITTING ALLOWANCE OF NEDs AND INEDs (BOARD AUDIT & RISK MANAGEMENT COMMITTEES) – N200,000.00 each (incl. taxes).</p> <p>f. DIRECTORS FEES FOR THE CHAIRMAN – N1,800,000 (incl. taxes).</p> <p>g. DIRECTORS FEES FOR OTHER NEDs AND INEDs – N1,300,000 each (incl. taxes).</p> <p>h. MONETIZED TICKETS FOR THE CHAIRMAN- N6,000,000.00 each (incl. taxes).</p> <p>i. MONETIZED TICKETS FOR OTHER NEDs AND INEDs- N3,000,000.00 each (incl. taxes).</p>
	iii) Is the remuneration of NEDs presented to shareholders for approval? Yes/No If yes, when was it approved?	YES AT THE LAST ANNUAL GENERAL MEETING HELD ON 29 JANUARY 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? Yes/No If yes, to what extent is remuneration linked to company performance?	REMUNERATION POLICY IS APPROVED BY THE GROUP AND IS LARGELY LINKED TO PERFORMANCE
	vi) Has the Board set KPIs for Executive Management? Yes/No	KPIs FOR EXECUTIVE MANAGEMENT ARE SET BY THE GROUP
	vii) If yes, was the performance measured against the KPIs? Yes/No	YES
	viii) Do the MD/CEO, EDs and Company Secretary receive sitting allowance and/or directors' fees? Yes/No	NO
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	NONE
	x) Is there a Board-approved claw back policy for Executive management? Yes/No If yes, attach the policy.	NO
<p>Principle 17: Risk Management</p> <p>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</p>	i) Has the Board defined the company's risk appetite and limit? Yes/No	NO
	ii) How often does the company conduct a risk assessment?	QUARTERLY
	iii) How often does the board receive and review risk management reports?	QUARTERLY

Principle 18: Internal Audit <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i>	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	YES
	ii) Does the company have a Board-approved internal audit charter? Yes/No	YES
	iii) Is the head of internal audit a member of senior management? Yes/No	YES
	iv) What is the qualification and experience of the head of internal audit?	BSc, FCA, CFE, CISA, CISM, CRISC
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	YES

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Principles	Reporting Questions	Explanation on application or deviation
	j) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of Management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	YES
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	NO. IN LINE WITH THE CODE, THE BUSINESS WILL ENSURE THAT THIS EXTERNAL ASSESSMENT IS EXTERNALLY FACILITATED ONCE EVERY THREE YEARS BY A QUALIFIED INDEPENDENT REVIEWER.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	THE CEO
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review?	YES 2014
	ii) Does the Board ensure that the whistleblowing mechanism and process is reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	YES
	iii) Is the Audit committee provided with the following reports on a periodic basis? a) Reported cases b) Process and results of Investigated cases	YES
Principle 20: External Audit <i>"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>	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	THE STATUTORY AUDIT COMMITTEE
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	THE SHAREHOLDERS AT A GENERAL MEETING
	iii) When was the first date of appointment of the External auditors?	2017
	iv) How often are the audit partners rotated?	EVERY 5 YEARS
Principle 21: General Meetings <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?	21 DAYS
	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

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<p>Principle 22: Shareholder Engagement</p> <p><i>"The establishment of a system of regular dialogue with shareholders balance"</i></p>	<p>i) Is there a Board-approved policy on Shareholders' engagement? Yes/No</p> <p>If yes:</p> <p>a) When was it last reviewed?</p> <p>b) Is the policy hosted on the company's website?</p>	<p>NO</p>
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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?	NO
Principle 23: Protection of Shareholder Rights <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? Yes/No	YES
Principle 24: Business Conduct and Ethics <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>	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 a. COMMUNICATION WAS TO INTERNAL STAKEHOLDERS b. 1. NO 2. YES 3. YES 4. YES
	ii) When was the date of last review of the policy?	01 JUNE 2019
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No	NO
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	NONE
Principle 25: Ethical Culture <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>	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?	NO
	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)	NO
	iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?	THROUGH FREQUENT MONITORING BY AND DISCLOSURES TO THE COMPANY SECRETARY



Principles	Reporting Questions	Explanation on application or deviation
	iv) Does the company have Board-approved policy on conflict of interest? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Senior management 2. Other employees (Specify)	YES a. 2017 b. Through the enforcement of an annual declaration by all Directors and employees of the Company. c. 1. Yes 2. Mid-level Managers and Junior Staff
Principle 26: Sustainability <i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i>	i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?	NO
	ii) How does the Board monitor compliance with the policy?	NO
	iii) How does the Board report compliance with the policy?	NO
	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	YES 2019
Principle 27: Stakeholder Communication <i>"Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions"</i>	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	NO
	ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.	YES https://www.pzcussons.com/nigeria/
Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i>	i) Does the company's annual report include a summary of the corporate governance report? Yes/No	YES
	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

Section F – Certification

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



Chairman of the Board of Directors

Name: Mr. Gbenga Oyeboade, MFR

Signature: 

Date: August 30, 2021

Chairman of the Committee responsible for Governance

Name: Mr. Paul Usoro, SAN


Signature:

Date: 

Managing Director/Chief Executive Officer

Name: Mr. Panagiotis Katsis

Signature: 

Date: 30/08/2021 

Company Secretary/Chief Compliance Officer

Name: Mrs. Jacqueline Ezeokwelum

Signature:

Date: 30 August 2021 