



FINANCIAL REPORTING COUNCIL OF NIGERIA **(Federal Ministry of Industry, Trade & Investment)**

FRC/CG/001: TEMPLATE FOR REPORTING COMPLIANCE WITH THE NIGERIAN CODE OF CORPORATE GOVERNANCE 2018

Section A: Introduction

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

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

Please read the instructions below carefully before completing this form:

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

Section B – General Information

S/No.	Items	Details
i.	Company Name	GUINNESS NIGERIA PLC
ii.	Date of Incorporation	29th April 1950
iii.	RC Number	771
iv.	License Number	Same as Rc Number
v.	Company Physical Address	24 Oba Akran Avenue Ikeja, Lagos
vi.	Company Website Address	www.guinness-nigeria.com
vii.	Financial Year End	30 June 2020
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- Diageo PLC Group
ix.	Name and Address of Company Secretary	Rotimi Odusola, 24 Oba Akran Avenue, Ikeja, Lagos
x.	Name and Address of External Auditor(s)	PricewaterhouseCoopers Nigeria. Landmark Towers, Plot 5B Water Corporation Road, Victoria Island, Lagos.
xi.	Name and Address of Registrar(s)	Veritas Registrars Limited Address: Plot 89A Ajose Adeogun Street, Victoria Island, Lagos Website: http://www.veritasregistrars.com/ Email: enquiry@veritasregistrars.com
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Viola Graham Douglas (Mrs.) Corporate Relations Director And Rotimi Odusola Company Secretary cosecgn@diageo.com +234 1 2709100
xiii.	Name of the Governance Evaluation Consultant	DCSL Corporate Services Limited
xiv.	Name of the Board Evaluation Consultant	DCSL Corporate Services Limited

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

1. Board Details:

S/No.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1	Babatunde Savage	Chairman/NED	M	1 st July 2009	
2	Baker Magunda	MD	M	1 st July 2018	
3	Bismarck Rewane	NED	M	6 th May 2008	
4	John O'Keeffe	NED	M	1 st July 2015	
5	Leo Breen	NED	M	25 th April 2017	
6	Mark Sandys	NED	M	30 th August 2017	
7	Ngozi Edozien (Ms.)	INED	F	24 th November 2015	
8	Omobola Johnson (Dr.)	INED	F	29 th January 2016	
9	Fabian Ajogwu, SAN (Prof.)	INED	M	1 st November 2018	
10	Stanley Njoroge	ED	M	1 st March 2018	
11	Sunday Dogonyaro (Ambassador)	INED	M	4 th September 2014	
12	Yemisi Ayeni (Mrs.)	INED	F	1 st September 2018	
13	Zainab Abdurrahman (Mrs.)	INED	F	4 th November 2011	

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	Babatunde Savage	6	6	NIL	N/A	N/A	N/A
2	Baker Magunda	6	6	NIL (Left the Nomination, Governance and Remuneration Committee in August 2019)	N/A	N/A	1
3	Bismarck Rewane	6	6	Finance, Audit and Risk Committee (FARC)	Committee Chairman	5	5
4	John O'Keeffe	6	6	Nomination, Governance and Remuneration Committee (NGRC)	Committee Chairman	4	4
5	Leo Breen	6	6	Finance, Audit and Risk Committee	Member	5	5
				Statutory Audit Committee (SAC)	Member	4	4
6	Mark Sandys	6	6	Nil	N/A	N/A	N/A
7	Ngozi Edozien (MS)	6	6	Finance, Audit & Risk Committee (FARC)	Member	5	5
8	Omobola Johnson (DR)	6	6	Finance, Audit & Risk Committee	Member	5	5
				Nomination, Governance and Remuneration Committee	Member	4	4
9	Prof. Fabian Ajogwu	6	6	Nomination, Governance and Remuneration Committee	Member	4	3 (being the total number of meetings held since his appointment)

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
10	Sunday Dogonyaro (Ambassador)	6	6	Nomination, Governance and Remuneration Committee	Committee Vice Chairman	4	4
11	Yemisi Ayeni	6	6	Statutory Audit Committee	Member	4	3
12	Stanley Njoroge	6	6	NIL	N/A	N/A	N/A
13	Zainab Abdurrahman (MRS)	6	6	Finance, Audit & Risk Committee	Member	5	5
				Statutory Audit Committee	Member	4	4

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Baker Magunda	Managing Director/ CEO	M
2.	Stanley Njoroge	Finance and Strategy Director	M
3.	Viola Graham-Douglas	Corporate Relations Director	F
4.	Ngozi Aghomi	Acting Supply Chain Director	F
5.	Rotimi Odusola	Legal Director/ Company Secretary	M
6.	Adebayo Alli	Director, International Premium Spirits (IPS), Reserve & Modern Trade and Acting Commercial Director	M
7.	Adenike Ajibola	Marketing and Innovation Director	F
8.	Ayodeji Ajibola	Human Resources Director	F

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, It was last reviewed in October 2019.</p>
<p>Principle 2: Board Structure and Composition</p> <p><i>"The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity"</i></p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>The Directors hold qualifications in various areas including finance & accounting, strategy, corporate governance, marketing and general management. Their experiences are also diverse and include experience in the consumer goods and alcohol industry within emerging and developed markets, management and strategic direction positions within financial institutions and ministerial ambassadorial positions within Nigeria.</p>
	<p>ii) Does the company have a Board-approved diversity policy? Yes/No If yes, to what extent have the diversity targets been achieved?</p>	<p>Yes At the end of the 2019 financial year, we had a staff strength of 828 (618 males and 210 females). We successfully increased the number of female employees by 2%; and 41% of our new hires in 2020 were females. We also have a fair mix of gender diversity both on the Board and on the Management Leadership team as reflected in the profile provided.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes Please see attached schedule</p>
	<p>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.</p>	<p>No – the MD and the ED are not members/chairs of any Board Committees. In line with good corporate governance practices, the MD has relinquished the membership of the Nominations, Governance & Remunerations Committee.</p>
<p>Principle 3: Chairman</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>	<p>i) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.</p>	<p>No- This has been deliberately avoided to enhance the effectiveness of the Committees and in line with good corporate governance practices.</p>
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?</p>	<p>The Chairman did not attend any of the Committee meetings in the period under review</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>NED</p>
	<p>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?</p>	<p>No. Not a former MD/CEO but was an ED (Deputy Managing Director from 2005 to 2009)</p>
	<p>v) When was he/she appointed as Chairman?</p>	<p>1 July 2009</p>

	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes. The Chairman's roles are clearly defined in the Board Charter.
Principle 4: Managing Director/Chief Executive Officer <i>"The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance"</i>	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	Yes – this is correct. This is also partly contained in the Board Charter.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes- both at the point of appointment and periodically.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	The MD attended the August 2019 NGRC meeting as a member of the committee as he then was. He has since relinquished his membership of that Committee.
	iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company(ies)?	No- the MD is not a member of the board of any other companies.
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	The MD is not member of the board of any other companies.
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. The role and responsibilities of the ED is as contained in his contract of employment and reflected in the Board Charter.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes- both upon appointment and periodically.
	iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list	No- the ED is not a member of the board of any other companies.
	v) Are their memberships in these companies in line with Board-approved policy? Yes/No	The ED is not a member of the board of any other companies.
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, these are documented within the Board Charter and their letters of appointment.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes- this is correct.
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes- this is done at the point of appointment and also periodically.
	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- this is provided first at the point of appointment as part of their Induction and also periodically relevant information relating to the management are provided in advance of all scheduled board meetings.
	v) What is the process of ensuring completeness and adequacy of the information provided?	For the information provided as part of the Induction, there is a Board Induction Pack that is regularly updated with relevant information and documents (including the Board Charter, Terms of Reference of all the Committees, Memo & Articles of the Company, The Companies Code of Business Conducts, the most recent Annual Reports and Financial Statements of the Company etc) In addition, for every Board and Committee meeting, an agenda is proposed by the Company

		<p>Secretary based on minutes of previous meetings and regulatory requirements for the relevant period. The respective agendas are approved by the Chairman of the Board and Chairmen of various Committees. Papers and presentations are then prepared by relevant members of management and their team members in accordance with the agenda.</p> <p>At the meetings, the Directors seek clarification and seek feedback on the information provided.</p>
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes- this access is unrestricted and contact on relevant company matters are encouraged.
<p>Principle 7: Independent Non-Executive Directors</p> <p><i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i></p>	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes- All the INEDs on the Board of the Company meet all relevant criteria for independence as prescribed.
	ii) Are there any exceptions?	No- there are no exceptions to the prescribed requirements.
	iii) What is the process of selecting INEDs?	<p>Appointment of Independent Non-Executive Directors are based on merit with selection criteria emphasising: competence, qualification and relevant experience; national/regional clout; and diversity and gender representation</p> <p>The NGRC undertakes the initial identification of suitable persons meeting the set criteria and who are eligible for nomination as INEDs. The Profile/CVs of the candidates are then reviewed extensively by the NGRC, working with the Company Secretary and sometimes with independent external advisors. Following this, the Committee shortlists candidates and presents to the full Board for a review and final decision on the selection alongside its recommendation for appointment.</p> <p>Upon satisfactory assessment of the candidates and the consideration of the report of the NGRC on the process as well as the nominees leading to its recommendation, the Board makes the appointment of the suitably qualified candidate and thereafter presents the appointees for approval to the Shareholders at the next AGM.</p>
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes- all INEDs have letters of appointment setting out their duties, liabilities and terms of engagement.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes- this is done at the time of appointment and subsequently, periodically on an annual basis.
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	<p>Yes</p> <p>'Directors' Interests Declaration' is a fixed agenda item for all Board meetings held quarterly. By this, GN ascertains independence of Directors on a quarterly basis.</p> <p>All INEDs (and all Directors) also execute an Annual Certificate of Compliance declaring their continued compliance with the relevant policies of the Company.</p>
	vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding?	No- for the year under review ending 30th June 2020, none of the INEDs on the Board owned shares in the Company.

	viii) Does the INED have another relationship with the Company apart from directorship and/or shareholding? Yes/No If yes, provide details.	No- for the year under review, none of the INEDs on the Board had any other relationships with the Company apart from shareholding and directorship.
	ix) What are the components of INEDs remuneration?	Annual Directors' Fees Board and Committee Sitting allowances Board Expenses Annual Passage/Travel Allowances
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?	The Company Secretary is in-house.
	ii) What is the qualification and experience of the Company Secretary?	The Company Secretary is a qualified legal practitioner and Chartered Secretary with over 25 years post call experience. He joined Guinness Nigeria as Legal Director in November 2014. Prior to that he was Senior Manager, Commercial Legal in MTN Nigeria Communications Limited (now MTN Nigeria PLC). Prior to joining MTN Nigeria, he was Senior Associate at Aluko & Oyebode where he was responsible for full legal advisory services to major clients across various industries that included manufacturing, tobacco, agro-allied and food processing, oil and gas, telecommunications, aviation and banking.
	iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management?	Yes, the Company Secretary is a member of senior management in the capacity of Legal Director and Company Secretary.
	iv) Who does the Company Secretary report to?	The Company Secretary reports to the Board through the Board Chairman as well as to the Managing Director as a member of the Company's management.
	v) What is the appointment and removal process of the Company Secretary?	Appointment of the Company Secretary is based on merit with selection criteria emphasising: competence, qualification and relevant experience; national/regional clout; and diversity and gender representation The NGRC reviews the qualification and suitability of the candidate for the role and makes a recommendation to the Board for the appointment as Company Secretary. The full Board of the Company then reviews the recommendation and takes a final decision which is documented via a formal resolution appointing the Company Secretary. Thereafter, the appointment is filed with the Corporate Affairs Commission as required by law.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The Board, led by the Chairman, performs an appraisal of the performance of the Company Secretary as an integral part of the annual board evaluation exercise. On the one hand the MD also undertakes a performance appraisal of the Company Secretary as his direct report and member of the management of the Company.
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?	Yes, the Board Charter provides that the Board and each committee have the power to hire independent legal, financial, technical and other advisors in the discharge of ties. Where required and utilized, the cost of the services of the independent adviser is borne by the Company.
	ii) Who bears the cost for the independent professional advice?	The Company bears the cost for such independent advice whenever required.

	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No- the occasion for the use of such services did not occur in the period under review.
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company"</i>	i) What is the process for reviewing and approving minutes of Board meetings?	Minutes of Board meetings are extensively reviewed and approved by the Board and subsequently included in the Company's Minute Book
	ii) What are the timelines for sending the minutes to Directors?	The minutes of Board and Committee are required to be sent out not less than 5 days ahead of the next scheduled meeting
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	Repeated non-attendance without justifiable reason could impact on the Director's eligibility to be re-elected to the Board.
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- all the Board Committees have Charters/Terms of Reference
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	Minutes of the previous meeting are extensively reviewed and approved at the next meeting by the respective Committee members.
	iii) What are the timelines for sending the minutes to the directors?	The minutes of Committee meetings are required to be sent out not less than 5 days ahead of the next scheduled Committee meeting
	iv) Who acts as Secretary to board committees?	The Company Secretary acts as Secretary to the Board Committees.
	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a) Nomination, Governance and Remuneration Committee b) Nomination, Governance and Remuneration Committee c) Finance Audit and Risk Committee d) Finance Audit and Risk Committee
	vi) What is the process of appointing the chair of each committee?	The Chairman of each Board Committee is appointed by the Board of Directors following the recommendation of the Nominations, Governance & Remunerations Committee except for the Chairman of the Statutory Audit Committee who is appointed by the Committee itself based on an appointment or election process.
	Committee responsible for Nomination and Governance	
	vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	3 INEDs, 2 NEDs
	viii) Is the chairman of the Committee a NED or INED ?	NED
	ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes, this is reviewed annually.
	x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board and Committee Charters are reviewed annually.
xi) How does the committee report on its activities to the Board?	The Board Committees submit and present reports on their activities to the Board on a quarterly basis and the reports presented are reviewed and then accepted by the Board as part of its records.	
Committee responsible for Remuneration		

xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	3 INEDs, 2 NEDs
xiii) Is the chairman of the Committee a NED or INED ?	NED
Committee responsible for Audit	
xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes- The Finance, Audit & Risk Committee of the Board performs this function.
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes- very much so with relevant financial qualifications and experience.
xvi) What are their qualifications and experience?	The members have a range of qualifications which include degrees in accounting, finance and economics. A member of the Committee also has professional accounting qualification. They also have many years of experience within management roles at blue-chip financial institutions within Nigeria and overseas.
xvii) Name the financial expert(s) on the Committee responsible for Audit	Bismarck Rewane; Leo Breen; Ngozi Edozien.
xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	Quarterly- the review is done at the Committee's quarterly meeting where the internal auditor presents his report for the past quarter as well as the plans for the next quarter to the Committee for review and alignment.
xix) Does the Company have a Board approved internal control framework in place? Yes/No	Yes- the internal audit control framework guides the work of the internal auditor.
xx) How does the Board monitor compliance with the internal control framework?	The Board monitors compliance through the Finance, Audit & Risk Committee's periodic meetings and review during which it receives reports of the internal auditor and independent external auditors on a quarterly basis.
xxi) Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Yes/No Please explain.	Yes. The external auditors attend the quarterly Committee meetings, present these Key Audit Matters and Management Letter and receives feedback from the Committee and responses from management. The papers/ presentations are usually circulated ahead of the Committee meetings for the Committee members to review. It evaluates annually, the independence and performance of external auditors, receives the interim and final audit presentation from the external auditors and also reviews with management and the external auditors the quarterly unaudited financial statements and annual audited financial statements before they are submitted to the Board for consideration and approval.
xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	Yes – contained in the Independent Auditor policy applicable to the Company.
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?	Nil during the period under review- This was done by the Statutory Audit Committee which also has the three members of the Board (one of which is also a member of both the Statutory Audit Committee as well as the Board's Finance, Audit and Risk Committee).
Committee responsible for Risk Management	

	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	NED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes- there is.
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	Quarterly during the Committee meetings. 25th August, 2020
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	Yes, it is reviewed periodically but at least once every year.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	Annually and at times that a prevailing situation may demand it.
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	No, he is not a member of senior management described as Guinness Leadership Team. However, he is a member of the Extended Leadership Team (ELT) and he reports to the MD and both the Statutory Audit Committee as well as the Finance, Audit & Risk Committee of the Board. He has relevant experience for the role.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	4
<p>Principle 12: Appointment to the Board</p> <p><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 individuals to the Board"</i></p>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes- there is a Board Succession Planning program document alongside the Board Charter.
	ii) What criteria are considered for their appointment?	The appointment of Directors is based on merit, with clearly outlined selection criteria emphasising: competence, qualification and relevance; national/regional clout and diversity/gender representation.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	<p>The Board has an effective procedure in place for identifying, interviewing and the appointment of prospective candidates for appointment as directors.</p> <p>The Nomination, Governance & Remuneration Committee has the responsibility to identify, screen, and recommend qualified candidates to the Board. Qualified candidates are interviewed by the Chairman and at least two Independent Non-Executive Directors. Certain other Directors and members of management may interview a candidate as requested by the Board Chairman, or the Chairman of the Nomination, Governance & Remuneration Committee.</p> <p>In addition, the Nominations, Governance & Remuneration Committee may consider candidates recommended by shareholders in the manner set forth in the Articles of Association of the Company.</p>
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) Eds	<p>a) The Chairman – Yes</p> <p>b) The MD/CEO - No</p> <p>c) INED - Yes</p> <p>d) NED - Yes</p> <p>e) EDs -NO</p>

	v) Please state the tenure	<p>a) The Chairman - Initial term of 3 years subject to a maximum of three (3) terms making a maximum of 9 years in total as currently stipulated in the Board Charter except where a reasonable extension is agreed in appropriate case. (The tenure is also subject to periodic re-election by shareholders following statutory retirement by rotation)</p> <p>b) The MD/CEO – Is a full-time employee and typically retained in role based on performance as assessed by the Board but usually not longer than 5 years.</p> <p>c) INED- Initial term of 3 years subject to a maximum of three (3) terms making a maximum of 9 years in total as currently stipulated in the Board Charter. (The tenure is also subject to periodic re-election by shareholders following statutory retirement by rotation)</p> <p>d) NED - Initial term of 3 years subject to a maximum of three (3) terms making a maximum of 9 years in total as currently stipulated in the Board Charter. (The tenure is also subject to periodic re-election by shareholders following statutory retirement by rotation)</p> <p>e) EDs- Are full-time employees</p>
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes- this happens as part of the annual review of the Board Charter and corporate governance review.
<p>Principle 13: Induction and Continuing Education</p> <p><i>“A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company”</i></p>	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes- there is a comprehensive induction program for all new members of the Board.
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	No- last appointment was on 1st November 2018.
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	<p>Yes, the Nominations, Governance & Remunerations Committee is responsible for overseeing the director development and continuing education program of the Board. The Committee typically works with the Company Secretariat to organize regular training and development sessions for the Board with facilitators knowledgeable and experienced in business programmes to ensure existing Directors stay current with the Company's business and objectives as well as relevant industry information and other external factors such as corporate governance requirements and best practices.</p> <p>The training is held annually typically as part of the Board activities in the month of April and ad hoc interventions may also be introduced at different times of the year.</p>
	iv) How do you assess the training needs of Directors?	<p>A formal evaluation process to assess the performance of the Board is conducted on an annual basis. As part of the process, each member completes a detailed and thorough questionnaire which forms part of the basis for the assessment of the training and developments needs of the Board. The assessment is conducted to ensure the Board, Committees, and individual Board members are</p>

		effective and productive and to identify opportunities for improvement and skill set requirements.
	v) Is there a Board-approved training plan? Yes/No	Yes- typically based on the plan articulated by the Nominations, Governance & Remunerations Committee of the Board.
	vi) Has it been budgeted for? Yes/No	Yes- the Company Secretary ensures that the training requirements and other needs of the Board are adequately budgeted for annually.
Principle 14: Board Evaluation <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>	i) Is there a Board-approved policy for evaluating Board performance? Yes/No	Yes- incorporated in the Board Charter and the Terms of Reference of the Nominations, Governance & Remunerations Committee
	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	Yes, this is currently ongoing for the year ended June 2020.
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External- being administered and managed by DCSL Limited The last evaluation was conducted in August 2019 for the period ended 30 June 2019.
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes for the 2019 exercise. October 23rd 2019
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	Yes- the Board Chairman debriefs each Director individually about the outcome of the evaluation and particularly the Peer review exercise which identifies areas of strength and improvement for each Director.
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes- this is considered by the Board in deciding whether to present a Director for re-election by rotation.
Principle 15: Corporate Governance 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>	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 last evaluation was concluded in August 2019 for the period ended 30 June 2019.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	Yes it is
	iii) If yes, please indicate the date of last presentation.	October 23rd 2019
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	Yes- a summary of the Report was included in the 2019 Annual Report to the Shareholders at the AGM.
Principle 16: Remuneration Governance <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>	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes. It is in line with the recommendations of the Nominations, Governance & Remunerations Committee and reviewed periodically based on external industry-wide benchmarking done by the Company.
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Sitting allowance for Board meeting – N222,222 per meeting Sitting allowance per committee -N187,000 per meeting Travel allowance - N9,300,000 annually Board Fees- N525,000 per quarter Expenses- N68,189.25 per quarter

	iii) Is the remuneration of NEDs presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes- presented annually It was approved on the 23rd of October 2019 at the Company's last AGM
	iv) What portion of the NEDs remuneration is linked to company performance?	Beyond the fees stated above, the NEDs do not receive any additional remuneration that is linked to the Company's performance.
	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?	The remuneration of the MD as an Executive Directors is part of the performance and appraisal review process undertaken by the Board through the Board Chairman as approved by the Board.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes- the KPIs set for the MD are applicable to the executive management team which he leads.
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes- the Board, through the Chairman appraises and reviews the performance of the MD (and by extension, the executive management team) periodically against the KPIs set.
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees? Yes/No	No- none of the MD, ED or Company secretary receives any sitting allowances or other remunerations beyond their contractual remuneration by virtue of being part of the Board
	ix) Which of the following receive sitting allowance and/or fees: a. MD/CEO b. ED c. Company Secretary d. Other Senior management staff	None
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	None for the period under review.
Principle 17: Risk Management <i>"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"</i>	i) Has the Board defined the company's risk appetite and limit? Yes/No	Yes – this is done as part of the risk review exercise conducted by the Finance, Audit & Risk Committee and which forms the basis of the Committee's report on risks to the Board on a periodic basis.
	ii) How often does the company conduct a risk assessment?	The Company conducts a risk assessment and review of emerging risks and mitigations bi-monthly basis.
	iii) How often does the board receive and review risk management reports?	The Board receives an update on a quarterly basis
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- This is the Company's Controls, Compliance and Ethics Function
	ii) Does the company have a Board-approved internal audit charter ? Yes/No	No separate charter on this for the period under review but these are incorporated in the Terms of Reference of the Board Committee.
	iii) Is the head of internal audit a member of senior management? Yes/No	Yes, The Head of the Compliance Controls and Ethics department who is responsible for internal audit function is a member of the Extended Leadership Team (ELT).
	iv) What is the qualification and experience of the head of internal audit?	The Head of the internal audit has HND, MBA and FCA qualifications with over 20 years' experience.
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes- this is presented by the internal audit function to the Board through its Committee
	vi) Does the head of the internal audit function report at least once every quarter to the	Yes- this happens on a quarterly basis

	committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	
	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?	There was none done for the period under review, however one is scheduled for Q4 2020.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	- The MD in collaboration with the Finance and Strategy Director undertake and approve the performance of the Head of the internal audit. - The Audit Committees provide feedback on the performance of the Head of the Internal Audit. - An external evaluation is planned to hold during the current financial year.- This evaluation will include the performance evaluation and effectiveness of the internal audit function and the Head of the Function and will be reported to the Board Finance, Audit & Risk Committee.
Principle 19: Whistleblowing <i>"An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence"</i>	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes.- This is regularly reviewed at the quarterly meetings of the Finance, Audit & Risk Committee meetings. It was last reviewed on the 25th August 2020
	ii) Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes- at least one of the multiple platforms is managed by an independent external service provider which guarantees anonymity.
	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- This is part of the standard reporting to the Committee done by the internal audit function on a quarterly basis.
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?	Statutory Audit Committee makes recommendations for the appointment, re-appointment or removal as well as the remuneration of external auditors.
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The Shareholders approve the appointment, re-appointment and removal of the External Auditors at the Company's AGM.
	iii) When was the first date of appointment of the External auditors?	22 December 2015
	iv) How often are the audit partners rotated?	The Audit Partners are 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</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	- They were dispatched 22-25 days prior to the last general meeting. - The Newspaper notice was published 24 days prior to the AGM.
	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

<p>shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</p>		
<p>Principle 22: Shareholder Engagement</p> <p>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</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>ii) How does the Board engage with Institutional Investors and how often?</p>	<p>The Board encourages regular engagement with Shareholders through platforms that includes the Shareholders and Analysts review sessions for the half-year and full year results of the Company as well as the engagement of Shareholders through publications in the Newspapers on a quarterly basis to explain the state of the business and reasons behind the financial performance of the Company.</p> <p>Shareholders are also encouraged to reach out to the Company through the Company Secretary's office and a functional email address is provided for this purpose.</p> <p>We have engagements with institutional investors between two and three times within the year. October is exempted due to the AGM which serves as a platform for engaging with all Shareholders.</p>
<p>Principle 23: Protection of Shareholder Rights</p> <p>"Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance"</p>	<p>i) Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities? Yes/No</p>	<p>Yes- timely and simultaneously</p>
<p>Principle 24: Business Conduct and Ethics</p> <p>"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"</p>	<p>i) Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards? Yes/No</p> <p>If yes:</p> <p>a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No</p> <p>b) Is the COBE applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees 4. Third parties <p>ii) When was the date of last review of the policy?</p> <p>iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No</p> <p>iv) What sanctions were imposed for the period under review for non-compliance with the COBE?</p>	<p>Yes to all the questions.</p> <p>The Guinness Nigeria Code of Business Conduct is an important guiding document central to everything we do in the business and one that is a guiding principle for all functionaries of the Com[any, including its Distributors and service providers who are also required to subscribe and contractually commit to abide by its dictates</p> <p>July 2019</p> <p>Yes- this includes a process of Annual Certification of Compliance which all Directors and Employees must confirm to every year.</p> <p>Employees who were found to have acted in contravention of the Code of Business Conduct in the period under review were put through the Company's Disciplinary Process and where found culpable had sanctions including termination and dismissal imposed within the period under review.</p>

<p>Principle 25: Ethical Culture</p> <p><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></p>	<p>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?</p>	<p>Yes- this is the Guinness Nigeria's Dealing in Securities Code</p> <p>a) June 2007</p> <p>b) The Board monitors compliance through its Company Secretary who is the Code Officer.</p>
	<p>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)</p>	<p>Yes- this is incorporated into the Schedule of Limits and Authorities and the Conflicts of Interest Policy of the Company which is reviewed and approved annually by the Board.</p> <p>a) July 2019</p> <p>b) A declaration of interest in accordance with the Conflicts of Interest policy for staff and all third parties is conducted on an annual basis.</p> <p>The Company also maintains a conflict of interest policy.</p> <p>All third parties vendors and service providers further undergo a know your business partner (KYBP) process as part of their onboarding.</p> <p>All related party transactions are also disclosed within the financials in the annual report and the Mandate of the Shareholders is obtained at every AGM for such transactions..</p> <p>c) The policy is applicable to all.</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>All related party transactions are disclosed within the Company's financial statements and at every Board meeting, the Directors are asked to declare interests, if any.</p> <p>The Board monitors compliance through the FARC who receives updates on this from the internal audit function.</p>
	<p>iv) Does the company have a Board-approved policy on conflict of interest? Yes/No If yes: a) When was the last date of review? b) How does the Board monitor compliance with this policy? c) Is the policy applicable to any or all of the following: 1. Senior management 2. Other employees (Specify)</p>	<p>Yes</p> <p>a) July, 2019</p> <p>b) The Directors make a declaration of interest at every Board meeting.</p> <p>c) The policy is applicable to all employees regardless of seniority.</p>
<p>Principle 26: Sustainability</p> <p><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></p>	<p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p>	<p>Yes.</p> <p>July 2019</p>
	<p>ii) How does the Board monitor compliance with the policy?</p>	<p>The Board receives reports on sustainability activities from time to time through the Corporate Relations Director or the Legal Director/Company Secretary.</p>
	<p>iii) How does the Board report compliance with the policy?</p>	<p>This is disclosed as part of the Directors' Report within the Company's Annual Report.</p>
	<p>iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?</p>	<p>Yes. This was last reviewed in July 2019</p>

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	Yes (COBC and Communications policy)
	ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.	Yes https://www.guinness-nigeria.com/investors/
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- this is included in the yearly annual report.
	ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.	No- no fine was imposed on the Company by any regulator in the period under review.

Section E – Application

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

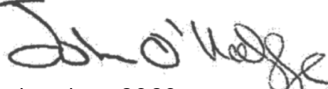
Name: **MR. BABATUNDE SAVAGE**

Signature: 

Date: 29 September 2020

Chairman of the Committee responsible for Governance

Name: **MR. JOHN O'KEEFFE**

Signature: 

Date: 29 September 2020

Managing Director/Chief Executive Officer

Name: **MR. BAKER MAGUNDA**

Signature: 

Date: 29 September 2020

Company Secretary/Chief Compliance Officer

Name: **MR. ROTIMI ODUSOLA**

Signature: 

Date: 29 September 2020

GUINNESS NIGERIA PLC.
Individual Director's Schedule of Concurrent Directorships

S/N	Director	Company	Designation (NED/ INED/ED/MD)
1	Babatunde Savage	Rand Merchant Bank Nigeria (Wholly Owned Subsidiary of Firststrand SA)	INED
2	Fabian Ajogwu, SAN (Prof.)	Stanbic IBTC Holdings Plc	NED
		Novare Real Estate Africa (Urshday, Elysium Diem, Gray Bar, Nep Mall) – Owners of Novare Malls	NED
		Arm-Harith Infrastructure Investment Limited	INED
		NES Global Limited	NED
3	Yemisi Ayeni (Mrs.)	Nascon Allied Industries Plc	INED
		Stanbic IBTC Pension Managers Limited	NED
		Tom Hawskworth Limited	NED
5	Leo Breen	East African Breweries Limited	NED
6	Mark Sandys	Diageo Ireland	NED
7	Bismarck Rewane	Financial Derivatives Company Limited	MD/CEO
		Top Feeds/Life Flour Mill Nigeria Limited	NED
		Navgas Nigeria Limited	NED
		Africa Infra Plus Fund	NED
		First City Asset Management Limited	NED (Chairman)
		FCMB Capital Markets Limited	INED
		Whyte Cleon Limited	NED (Chairman)
		Parthian Partners	NED
8	Ngozi Edozien (Ms.)	Physio Centers of Africa Limited- Nigeria	NED
		Invivo Partners Limited	NED
		Stanbic Holdings	INED
		Barloworld Plc -South Africa	NED
		Invivio Holdings Limited	NED
		ONELEAD Limited	NED

9	Omobola Johnson (Dr.)	FBNQuest Merchant Bank	NED
		Custodian Investments plc	NED
		MTN Nigeria Communications Limited	INED
		100Kobo Logistics	NED
10	John O'Keeffe	East African Breweries Limited	NED
11	Zainab Abdurrahman	Jaiz Takaful Insurance Plc	INED
		EL Jaiz Investments and Services Limited	INED