



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	RED STAR EXPRESS PLC
ii.	Date of Incorporation	10 <sup>th</sup> July 1992
iii.	RC Number	200303
iv.	License Number	FRC/2012/000000000253
v.	Company Physical Address	70 International Airport Road, Lagos
vi.	Company Website Address	www.redstarplc.com
vii.	Financial Year End	31 <sup>st</sup> March
viii.	Is the Company a part of a Group/Holding Company? Yes/No If yes, please state the name of the Group/Holding Company	NO
ix.	Name and Address of Company Secretary	<b>FRANCES NDIDI AKPOMUKA, 70 International Airport Road, Lagos</b>
x.	Name and Address of External Auditor(s)	<b>MESSRS ERNST &amp; YOUNG, 10<sup>th</sup> &amp; 13<sup>th</sup> Floors, UBA House, Marina, Lagos</b>
xi.	Name and Address of Registrar(s)	<b>UNITED SECURITIES LIMITED, Plot 9 Amodu Ojikutu Street, Victoria Island, Lagos.</b>
xii.	Investor Relations Contact Person (E-mail and Phone No.)	<b>FRANCES AKPOMUKA, <a href="mailto:investorrelations@redstarplc.com">investorrelations@redstarplc.com</a>, 07031763726</b>
xiii.	Name of the Governance Evaluation Consultant	-
xiv.	Name of the Board Evaluation Consultant	-

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.	Suleiman Barau	Chairman	M	June 26, 2018	
2.	Olusola Obabori	MD/CEO	M	4 <sup>th</sup> March 2016	
3.	ChiomaSideso	INED	F	June 26, 2018	
4.	Aminu Dangana	NED	M	January 21, 2008	
5.	Sule Umar Bichi	NED	M	October 27, 2016	Prior to his appointment as NED, he was the MD/CEO from 2005- 2016
6.	Sulaiman Koguna	NED	M	June 26, 2014	
7.	Victor Ukwat	ED	M	March 4, 2016	

8.	Auwalu Babura	ED	M	March 4, 2016	
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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.	Suleiman Barau	6	6	Strategy & Business Development	Not a member	6	-
				Risk Management	Not a member	2	-
				Audit	Not a member	5	-
				Governance, Nomination & Remuneration	Not a member	5	-
2.	Olusola Obabori	6	6	Strategy & Business Development	member	6	6
				Risk Management	member	2	2
				Audit	Not a member	5	-
				Governance, Nomination & Remuneration	Not a member	5	-
3.	Chioma Sideso	6	5	Strategy & Business Development	Chairman	6	6
				Risk Management	Not a member	2	-
				Audit	member	5	5
				Governance, Nomination & Remuneration	member	5	5
4.	Aminu Dangana	6	6	Strategy & Business Development	member	6	6
				Risk Management	member	2	2
				Audit	Not a member	5	-
				Governance, Nomination	Chairman	5	5

				& Remuneration			
5.	Sule Umar Bichi	6	6	Strategy & Business Development	member	6	6
				Risk Management	Chairman	2	2
				Audit	member	5	5
				Governance, Nomination & Remuneration	member	5	5
6.	Sulaiman Koguna	6	6	Strategy & Business Development	member	6	5
				Risk Management	member	2	2
				Audit	member	5	5
				Governance, Nomination & Remuneration	Not a Member	5	-
7.	Victor Ukwat	6	6	Strategy & Business Development	member	6	6
				Risk Management	member	2	2
				Audit	Not a member	5	-
				Governance, Nomination & Remuneration	Not a member	5	-
8.	Auwalu Babura	6	6	Strategy & Business Development	Member	6	6
				Risk Management	Member	2	2
				Audit	Not a member	5	5
				Governance, Nomination & Remuneration	Not a member	5	-

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	Olusola Obabori	Group M.D/CEO	M
2.	Victor Ukwat	Executive Director Sales & Marketing	M
3.	Auwalu Babura	Executive Director Finance & Admin	M
4.	Charles Ejekam	Divisional M.D, Red Star Logistics Limited	M
5.	Tonye Pregarhi	Divisional M.D, Red Star Support Services Limited	M
6.	Mudiaga Okumagba	Chief Operating Officer, Red Star Freight Limited	M
7.	Inemesit James Okoro	General Manager, International Operations	F
8.	Kayode Agbe	Deputy General Manager, Sales and Domestic Operations	M
9.	Jayson Oyarekhua	Deputy General Manager, Allied Services	M
10.	Abdulkadri Koguna	Deputy General Manager, Central Admin	M
11.	Frances Akpomuka	Company Secretary/Legal Adviser & Head, Corporate Resources	F

Principles	Reporting Questions	Explanation on application or deviation
<b>Part A - Board of Directors and Officers of the Board</b>		
<p>Principle 1: Role of the Board</p> <p>“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”</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, last reviewed 2018. It is currently under review.</p>
<p>Principle 2: Board Structure and Composition</p> <p>“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 “</p>	<p>i) What are the qualifications and experiences of the directors?</p>	<p>Please find attached the Profile of all Directors, marked Schedule 1.</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>The Company does not have a written Diversity Policy, however, due consideration is always given to all groups, to avoid discrimination of any sort.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes <b>Suleiman Barau</b> – Family Homes Funds Limited <b>Aminu Dangana</b>- Media Trust Limited, Gidauniya Investment &amp; Securities Limited, Gidauniya Travels &amp; Tours Limited <b>Sulaiman Koguna</b> – Apel Asset Management Company Limited, TurnQuest Business Solutions Limited, E-Training Institute Limited, Koguna Babura Insurance Brokers Limited, E-Insurance Solutions Centre Limited <b>Sule Umar Bichi</b> – Madinka Ventures Limited <b>Chioma Sideso</b>– Unitrust Insurance Company Limited, TAD Mining Limited</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</p>
<p>Principle 3: overall Chairman</p> <p>“The Chairman is responsible for providing leadership to the Company and for eliciting the active participation of all stakeholders to facilitate effective management of the Company”</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</p>
	<p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review ?</p>	<p>None</p>
	<p>iii) Is the Chairman an INED or a NED?</p>	<p>NED</p>

Board”	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?	October 2018
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes, the Board Charter & Memorandum & Articles of Association
Principle 4: Managing Director/ Chief Executive Officer  “The Managing Director/Chief Executive Officer is the head delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance”	i) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	Yes, MD/CEO has a contract of employment which sets out his authority and relationship with the Board
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes as they occur. However none occurred in year under review.
the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance”	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	Strategy and Business Development Committee, Risk Management Committee (Governance, Nomination & Remuneration Committee on invitation)
	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	N/A
Principle 5: Executive Directors  Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company	i) Do the EDs have contracts of employment? Yes/no	Yes
	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 as they occur. However none occurred in year under review.
	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	Not applicable
Principle 6: Non-Executive Directors  Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board	i) Are the roles and responsibilities of the NEDs clearly defined and documented? Yes/No If yes, where are these documented?	Yes. The roles and responsibilities of NEDs are clearly defined in the Board Charter.
	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 as they occur. However none occurred in year under review.
	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, before every Board Meeting

	v) What is the process of ensuring completeness and adequacy of the information provided?	All information are reviewed by the MD and Executive Directors to ensure they address relevant questions raised or information requested.
	vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No	Yes
Principle 7: Independent Non-Executive Directors  Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"	i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes
	ii) Are there any exceptions?	NO
	iii) What is the process of selecting INEDs?	Same as selecting the NEDs, i.e. in compliance with the Policy on Appointment of Directors. Calls for CVs are made, candidates are screened/interviewed by the Governance Committee & recommended to the Board. Approval is sought from the shareholders.
	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. However none occurred in year under review.

	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes. All Directors are requested to declare any interests they may have in the Company by the Chairman before commencement of all Board meetings.
	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?	Fees.
Principle 8: Company Secretary  "The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company"	i) Is the Company Secretary in-house or outsourced?	In-House
	ii) What is the qualification and experience of the Company Secretary?	LL.B, BL, Chartered Secretary, 20 years Post Call
	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 Board and GMD
	v) What is the appointment and removal process of the Company Secretary?	As specified in CAMA
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	Board Governance Committee
Principle 9: Access to Independent Advice	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. It is contained in the Board Charter.

“Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise”	ii) Who bears the cost for the independent professional advice?	The Company
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	Yes. The Governance Committee engaged the Services of Jasperberly and DCSL Corporate Services Ltd for survey on staff and Executive Directors remuneration and review of Board Charter and Memorandum and Articles of Association respectively.
Principle 10: Meetings of the Board  “Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company”	i) What is the process for reviewing and approving minutes of Board meetings?	Minutes are reviewed, amended & adopted at the next meeting, adopted and signed off by the Chairman.
	ii) What are the timelines for sending the minutes to Directors?	14 days before the meeting
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	It affects their re-election.
Principle 11: Board Committees  “To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to wellstructured committees, without abdicating its responsibilities”	i) Do the Board Committees have Board approved Charters which set out their responsibilities and terms of reference? Yes/No	Yes
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	Minutes are reviewed, amended & adopted at the next meeting, adopted and signed off by the Chairman.
	iii) What are the timelines for sending the minutes to the directors?	At least 5 days before the meeting
	iv) Who acts as Secretary to board committees?	Company Secretary or any member of the Secretariat

	v) What Board Committees are responsible for the following matters? a) Nomination and Governance b) Remuneration c) Audit d) Risk Management	a. Governance, Nomination & Remuneration Committee b. Governance, Nomination & Remuneration Committee c. Audit Committee d. Risk Management Committee
	vi) What is the process of appointing the chair of each committee?	The Board appoints the Chairman of each committee except Audit Committee where members determine the Chairman
Committee responsible for Nomination and Governance		
vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?	1 INED : 2 NED	
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, reviewed every four years or as need arise.	
x) How often are Board and Committee charters as well as other governance policies reviewed?	Between 2-4 years or as need arise.	
xi) How does the committee report on its activities to the Board?	A report is presented at every Board meeting	
Committee responsible for Remuneration		
xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	1 INEDs : 2 NED	

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	No
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes, but only one is an expert
xvi) What are their qualifications and experience?	Moses Ogundeji – HND Admin & Mgt Cyril Ugwumadu – WAEC Ganiyu Amoo - WAEC Sule Umar Bichi – FCA Chioma Sideso – LLB, B.L, MBA Sulaiman Koguna – B.Sc. Econ, PGD Finance & Management
xvii) Name the financial expert(s) on the Committee responsible for Audit	Sule Umar Bichi
xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	At least once every Quarter
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?	Through the Internal Audit unit which reports to the Audit Committee at every Committee meeting.
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 ML & KAMs are monitored until closed out.
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?	With the Internal Auditor – 2 With the External - 1
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, September 2019
xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	At least twice a year. February 2020
xxvii) Does the Company have a Board approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	No, Currently WIP.

	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	Currently WIP.
	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?	1 meeting, she was on maternity leave at the time of the second meeting
<p>Principle 12: Appointment to the Board</p> <p>“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”</p>	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes
	ii) What criteria are considered for their appointment?	Academic qualification, Knowledge, skill, experience, character etc.
	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	Interview with prospective directors by the Governance committee and referrals/recommendations from organizations where they have worked.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs	Yes
	v) Please state the tenure	Chairman – 4 years, subject to maximum of 3 terms MD/CEO – 3 years subject to maximum of 2 terms INED - 4 years, subject to maximum of 3 terms NED -4 years, subject to maximum of 3 terms ED - 3 years subject to maximum of 2 terms
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes
<p>Principle 13: Induction and Continuing Education</p> <p>“A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company”</p>	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes
	ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction.	No
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	Yes Mr. Koguna attended the 2019 DCSL Hawkamah Director Development Programme on Strategic Leadership in Dubai.
	iv) How do you assess the training needs of Directors?	New trends, responsibilities, up skilling to fill identified gaps, etc
	v) Is there a Board-approved training plan? Yes/No	Policy.
	vi) Has it been budgeted for? Yes/No	Yes
<p>Principle 14: Board Evaluation</p> <p>“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</p>	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	No formal Board Evaluation was conducted, however, the Chairman, periodically engaged Directors on their performance.
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	External Board Evaluation was done in 2018

effectively to the achievement of the Company's objectives"	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes
	v) Did the Chairman discuss the evaluation report with the individual directors? Yes/No	Yes
	vi) Is the result of the evaluation for each Director considered in the re-election process? Yes/No	Yes
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.	The Company did not conducted a formal corporate governance evaluation.
	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	The Board periodically benchmarks its actions against FRCN & SEC Codes of Corporate Governance.
	iii) If yes, please indicate the date of last presentation.	May 2018
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	Yes
Principle 16: Remuneration Governance "The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term"	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes, every two years or as need arise
	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Sitting allowance and Fees, ₦18,275,000.00
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes, 8 <sup>th</sup> August 2019
	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?	Yes Executive, Senior Management and all staff get 10% PBT as Productivity Incentive subject to set KPIs by the Board.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes
	vii) If yes, was the performance measured against the KPIs? Yes/No	Yes
	viii) Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or director's 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 clawback policy for Executive management? Yes/No If yes, attach the policy.	Yes

Principle 17: Risk Management  “A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company”	i) Has the Board defined the company’s risk appetite and limit? Yes/No	Yes
	ii) How often does the company conduct a risk assessment?	Immediately it is lodged on the Risk Management Portal.
	iii) How often does the board receive and review risk management reports?	The Risk Management Committee reports to the Board at least twice a year. The Risk Management Committee also has access to the Risk Management Portal.
Principle 18: Internal Audit  “An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems”	i) Does the company have an Internal Audit function? Yes/No If no, how has the Board obtained adequate assurance on the effectiveness of internal processes and systems?	Yes
	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?	FCA, Chartered Information Systems Auditor (CISA)
	v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No	Yes
	vi) Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans? Yes/No	Yes
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	Yes
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	Audit Committee on recommendation of GMD.
Principle 19: Whistleblowing  “An effective whistleblowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence”	i) Does the company have a Board-approved whistleblowing framework? Yes/No If yes, when was the date of last review	Yes, January 2019
	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
	iii) Is the Audit committee provided with the following reports on a periodic basis?  a) Reported cases b) Process and results of Investigated cases	Yes. But none was reported in the year under review.
Principle 20: External Audit  “An external auditor is appointed to provide an independent opinion on the true and fair view of the	i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors?	Audit Committee
	ii) Who approves the appointment, reappointment, and removal of External Auditors?	Shareholders at the AGM

<p>financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements”</p>	<p>iii) When was the first date of appointment of the External auditors?</p>	<p>2013</p>
	<p>iv) How often are the audit partners rotated?</p>	<p>Every 7 years</p>
<p>Principle 21: General Meetings “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”</p>	<p>i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?</p>	<p>30 days</p>
	<p>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</p>	<p>Yes</p>
<p>Principle 22: Shareholder Engagement “The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company”</p>	<p>i) Is there a Board-approved policy on shareholders’ engagement? Yes/No If yes: a) when was it last reviewed? b) Is the policy hosted on the company’s website?</p>	<p>No, WIP</p>
	<p>ii) How does the Board engage with Institutional Investors and how often?</p>	<p>NIL</p>
<p>Principle 23: Protection of Shareholder Rights “Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance”</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</p>
<p>Principle 24: Business Conduct and Ethics “The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good</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 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:</p>	<p>Yes  a. Yes b. Yes</p>
<p>conduct and investor confidence”</p>	<ol style="list-style-type: none"> <li>1. Board</li> <li>2. Senior management</li> <li>3. Other employees</li> <li>4. Third parties</li> </ol>	

	ii) When was the date of last review of the policy?	26 <sup>th</sup> April 2018
	iii) Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE? Yes/No	Yes
	iv) What sanctions were imposed for the period under review for non-compliance with the COBE?	None
Principle 25: Ethical Culture “The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence”	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?	Yes  a. March 2019 b. Reminders are sent by the Company Secretary on dealing windows and prompt notification to regulatory authorities upon sale/purchase by Directors.
	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)	Yes  a. 2018 b. Through questions, investigations. c. The Policy is only applicable to the Board Senior management and staff.
	iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?	Directors are enjoined to disclose any conflict of interest/related at every Board meeting.
	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)	Yes  a. 26 <sup>th</sup> April 2018 b. By Directors’ declaration c. Yes it is applicable to Senior Management and Employees
Principle 26: Sustainability “Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development”	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?	Though Policy is not yet in place, however, Board is committed to sustainability principles and
	iii) How does the Board report compliance with the policy?	Via the Sustainability Report contained in the Annual Report
	iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed?	No
Principle 27: Stakeholder Communication	i) Is there a Board-approved policy on stakeholder management and communication? Yes/No	Yes

	ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.	Yes. investorrelations@redstarplc.com
<b>Principle 28: Disclosures</b> “Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice”	i) Does the company’s annual report include a summary of the corporate governance report? Yes/No	Yes
	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

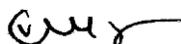
**Section E - Application**

**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: **SULEIMAN BARAU**

Signature: 

Date: 29<sup>th</sup> July 2020

Chairman of the Committee responsible for Governance

Name: **AMINU DANGANA**

Signature: 

Date: 29<sup>th</sup> July 2020

Managing Director/Chief Executive Officer

Name: **OLUSOLA OBABORI**

Signature: 

Date: 29<sup>th</sup> July 2020

Company Secretary/Chief Compliance Officer

Name: **FRANCES AKPOMUKA**

Signature: 

Date: 29<sup>th</sup> July 2020