



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 | Livestock Feeds Plc |
| ii. | Date of Incorporation | March 20, 1963 |
| iii. | RC Number | 3315 |
| iv. | License Number | It is not a requirement for the Company |
| v. | Company Physical Address | 1, Henry Carr Street, Ikeja, Lagos |
| vi. | Company Website Address | www.livestockfeedsplc.com |
| vii. | Financial Year End | 31 st December |
| 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. UAC of Nigeria Plc |
| ix. | Name and Address of Company Secretary | Mrs. Rose Hamis Plot 32, Kudirat Abiola Way, Oregun, Lagos |
| x. | Name and Address of External Auditor(s) | Messrs. KPMG Professional Services KPMG Tower Bishop Aboyade Cole Street, Victoria Island, Lagos, Nigeria |
| xi. | Name and Address of Registrar(s) | Cardinal Stones Registrars Ltd 335/337, Herbert Macaulay Way, Yaba, Lagos |
| xii. | Investor Relations Contact Person (E-mail and Phone No.) | Mr Kunle Adepoju aadepoju@livestockfeedsplc.com |
| xiii. | Name of the Governance Evaluation Consultant | Messrs DCSL Corporate Services Ltd. |
| xiv. | Name of the Board Evaluation Consultant | Messrs. 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 | Dr. Joseph I. Dada | Chairman/NED | Male | May 31, 2019 | Board Chairman |
| 2 | Adegboyega Adedeji | Managing Director | Male | August 1, 2019 | Managing Director |
| 3 | Daniel Obaseki | NED | Male | April 17, 2019 | NED |
| 4 | Abayomi Adeyemi | INED | Male | October 26, 2017 | INED |

| | | | | | |
|---|-------------------|-----|--------|------------------|-----|
| 5 | Adebolanle Badejo | NED | Male | June 1, 2020 | NED |
| 6 | Temitope Omodele | NED | Female | October 26, 2022 | NED |
| 7 | Peter B. Mombaur | NED | Male | April 22, 2022 | NED |

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 | Joseph I. Dada | 5 | 5 | Not a member of any Committee | Board Chairman | Not a member of any Committee as he is the Chairman of the Board | Not a member of any Committee |
| 2 | Adegboyega Adedeji | 5 | 5 | 1 | Member of the Risk Management Committee | 3 | 3 |
| 3 | Abayomi Adeyemi | 5 | 5 | 3 | Member: Governance & Remuneration Committee (Chair) Risk Management Committee (Member) Statutory Audit Committee (Member) | 3 3 4 | 3 3 4 |
| 4 | Daniel Obaseki | 3 | 1 | 1 | Risk Management Committee (Member) | 2 | 1 |
| 5 | Peter Mombaur | 4 | 4 | 1 | Risk Management Committee (Chair) | 3 | 2 |
| 6 | Adebolanle Badejo | 5 | 5 | 2 | Governance & Remuneration Committee (Member) Statutory Audit Committee (Member) | 3 4 | 3 4 |
| 7 | Temitope Omodele | 2 | 2 | Not yet appointed to a Committee | | | |

Section D - Details of Senior Management of the Company

1. Senior Management:

| S/No. | Names | Position Held | Gender |
|-------|--------------------|---|--------|
| 1 | Adegboyega Adedeji | Managing Director/Chief Executive Officer | Male |
| 2 | Adekunle Adepoju | Chief Financial Officer | Male |
| 3 | Femi Omogoye | Supply Chain Manager | Male |
| 4 | Adeniyi Adejola | Head Human Resources | Male |
| 5 | Taiwo Ogunbowale | National Sales Manager | Male |
| 6 | Wole Adeleke | Quality Assurance Manager | Male |
| 7 | Aliyu M. Akemokwe | Operations Manager | Male |

Section E – Application

| Principles | Reporting Questions | Explanation on application or deviation |
|--|--|--|
| Part A - Board of Directors and Officers of the Board | | |
| <p>Principle 1: Role of the Board</p> <p><i>“A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company”</i></p> | <p>i) Does the Board have an approved Charter which sets out its responsibilities and terms of reference? Yes/No If yes, when was it last reviewed?</p> | <p>Yes, the Board has an approved Charter.</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 Board has members who are Chartered Accountants, an Economists with over 30 years cognate experience, holders of MBA and CFA with more than 15 years experience.</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</p> <p>The Board presently comprise of 5 males and one female.</p> <p>The Board members come from different tribes in Nigeria and are adherents of Islam and Christianity.</p> |
| | <p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p> | <p>No.</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/CEO does not chair any Committee of the Board.</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. The Chairman is not a member and does not chair any Committee of the Board.</p> |
| | <p>ii) At which Committee meeting(s) was the Chairman in attendance during the period under review ?</p> | <p>None. The Chairman did not attend any Committee meeting during the year.</p> |
| | <p>iii) Is the Chairman an INED or a NED?</p> | <p>The Chairman is an 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. The Chairman was not an MDS/CEO or an ED of the Company at any time.</p> |

| Principles | Reporting Questions | Explanation on application or deviation |
|--|---|---|
| | v) When was he/she appointed as Chairman? | January 24, 2020 |
| | vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document | Yes. The Chairman's roles and responsibilities are 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. His contract of employment 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. He declares this annually. |
| | iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review? | Risk Management Committee, Governance and Remuneration Committee. |
| | iv) Is the MD/CEO serving as NED in any other company? Yes/no. If yes, please state the company (ies)? | No. He is not an ED of any Company. |
| | v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No | The MD/CEO is not a director in any other company. |
| 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 | There are no other EDs except the MD. |
| | 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? | There are no other EDs except the MD. |
| | iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | There are no other EDs except the MD. |
| | iv) Are there EDs serving as NEDs in any other company? Yes/No If yes, please list | There are no other EDs except the MD. |
| | v) Are their memberships in these companies in line with Board-approved policy? Yes/No | There are no other EDs except the MD. |
| 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. The roles and responsibilities of the 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. They have letters of employment specifying their roles and responsibilities. |
| | iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes. They declare annually. |
| | 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 on an ongoing basis. The Board pack for Board and Committee Meetings contains sufficient information about the management and affairs of the company. Additionally, NEDs are provided with Quarterly Unaudited Accounts and Quarterly Internal Audit Report. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | v) What is the process of ensuring completeness and adequacy of the information provided? | Receipt of confirmation and feedback from the Directors after review of reports. |
| | vi) Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor? Yes/No | Yes they do. |
| Principle 7: Independent Non-Executive Directors <i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i> | i) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No | Yes they do. |
| | ii) Are there any exceptions? | There are no exceptions. |
| | iii) What is the process of selecting INEDs? | The process includes the profiling of candidates who are not shareholders, have not served in the Company in any capacity before and not a representative of any shareholder |
| | iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No | Yes the INED has a letter of appointment. |
| | v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No | Yes he declares annually. |
| | vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process? | Yes. Confirmation is done annually through the annual declaration forms by the INED. |
| | vii) Is the INED a Shareholder of the Company? Yes/No If yes, what is the percentage shareholding? | No. The INED is not a shareholder of the Company The Company currently has 1 INED and he does not hold 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. The INED does not have any relationship with the company. |
| | ix) What are the components of INEDs remuneration? | 1) Director's Fees 2) Sitting Allowances 3) Travel/passage 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 out-sourced. |
| | ii) What is the qualification and experience of the Company Secretary? | The Company Secretary is a Legal Practitioner, an ACIS with 25 years cognate experience |
| | iii) Where the Company Secretary is an employee of the Company, is the person a member of senior management? | No. The Company Secretary is outsourced. |
| | iv) Who does the Company Secretary report to? | To the Board (through the Chairperson). Administratively to the MD/CEO |
| | v) What is the appointment and removal process of the Company Secretary? | The appointment and removal of the Company Secretary is in line with Section 333 of the Companies and Allied Matters Act (CAMA), 2020. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | vi) Who undertakes and approves the performance appraisal of the Company Secretary? | The Board of Directors (through the Governance and Remuneration Committee) |
| Principle 9: Access to Independent Advice <i>"Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise"</i> | i) Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties? Yes/No If yes, where is it documented? | No. there is no separate There is a provision on this in the Board Charter. |
| | ii) Who bears the cost for the independent professional advice? | The Company |
| | iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details. | No. They did not obtain an external independent advise. |
| 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? | The Board Reviews the Minutes of its last Meeting at subsequent Meeting and approves same thereat. |
| | ii) What are the timelines for sending the minutes to Directors? | 14 days after the meeting. This could however take longer than 14 days. |
| | iii) What are the implications for Directors who do not meet the Company policy on meeting attendance? | Such Directors will be advised accordingly and stand the chance of being removed as Directors, if the practice continues. LSF has never had issue with directors' attendance at meetings. |
| 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. The Board has an approved Charter which sets out their responsibilities. |
| | ii) What is the process for reviewing and approving minutes of Board Committee of meetings? | The Board Committee Minutes are reviewed by the Committee at subsequent Meetings and approves same thereat. |
| | iii) What are the timelines for sending the minutes to the directors? | 14 days after the meeting. This could however be longer that the stipulated timelines in some instances. |
| | iv) Who acts as Secretary to board committees? | The Company Secretary is the 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 | The Governance and Remuneration Committee is responsible for matters relating to nomination, governance and remuneration. The Board Audit Committee is responsible for matter relating to Audit. The Risk Management Committee is responsible for matter relating to risk management. |
| | vi) What is the process of appointing the chair of each committee ? | The Chairmen of the respective Committees are appointed by the Board. |
| | Committee responsible for Nomination and Governance | |
| | vii) What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance? | Two NED |
| | viii) Is the chairman of the Committee a NED or INED ? | The Chairman of the Governance and Remuneration Committee is an INED |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed? | Yes it does |
| | x) How often are Board and Committee charters as well as other governance policies reviewed? | Every two years or as the need arises to bring the provisions in line with relevant laws. |
| | xi) How does the committee report on its activities to the Board? | Reports are provided to Board after each committee meeting. |
| Committee responsible for Remuneration | | |
| | xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration? | One INED |
| | xiii) Is the chairman of the Committee a NED or INED ? | The Chairman of the Governance and Remuneration Committee is an INED |
| Committee responsible for Audit | | |
| | xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No | No. the Company does not have a Board audit Committee apart from the Statutory Audit Committee. |
| | xv) Are members of the Committee responsible for Audit financially literate? Yes/No | Yes members of the Committee financially literate. |
| | xvi) What are their qualifications and experience? | Chartered Accountants |
| | xvii) Name the financial expert(s) on the Committee responsible for Audit | Messrs. Yomi Adeyemi and Adebolanle Badejo |
| | xviii) How often does the Committee responsible for Audit review the internal auditor's reports? | Quarterly. |
| | xix) Does the Company have a Board approved internal control framework in place? Yes/No | Yes. There is an approved internal control framework. |
| | xx) How does the Board monitor compliance with the internal control framework? | Reports on any infractions are made to the Risk Management Committee which provides the Board with relevant update at Board meetings. |
| | 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 Management letter, key Audit Matters and Management response are reviewed by the Statutory Audit Committee with the External Auditors during Audit Close out meetings. |
| | xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No | Yes. There is an Internal Audit Charter |
| | 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? | 2 times with the Internal auditors, four times with the Head of Risk and compliance, during the quarterly meeting of the Statutory Audit Committee and once with the External Auditors. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | Committee responsible for Risk Management | |
| | xxiv) Is the Chairman of the Risk Committee a NED or an INED? | The Chairman of the Risk Management Committee is an NED |
| | xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved? | Yes. There is a Board Risk management committee Charter. |
| | xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review | Quarterly by the Risk Management Committee. |
| | xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed? | Yes. There is an IT Data governance framework. Every two years or as the need arises. |
| | xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework? | At any quarterly meeting where there is an issue to flag to the Committee. |
| | xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No | The Head of the Risk and Compliance Unit has the relevant experience, but not a member of Senior Management. |
| | xxx) How many meetings of the Committee did the CRO attend during the period under review? | Four. |
| Principle 12: Appointment to the Board | i) Is there a Board-approved policy for the appointment of Directors? Yes/No | Yes there is. |
| <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> | ii) What criteria are considered for their appointment? | Qualifications, expertise, experience and diversity. |
| | iii) What is the Board process for ascertaining that prospective directors are fit and proper persons? | The Board applies the provisions of Section 283 of the Companies and Allied Matters Act, 2020 in the appointment of its Directors. |
| | iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED d) NED e) EDs | The Company applies the provisions of Section 285 of the Companies and Allied Matters Act, 2020, in the tenure of all its Directors and Principle 7.2.9 of the NCCG 2018, in the tenure of its INEDs. |
| | v) Please state the tenure | Application of Section 285 of CAMA, 2020, Principle 7.2.9 of the NCCG, 2018 and Board Governance Charter. |
| | vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No? | Yes there is a process. |
| | Principle 13: Induction and Continuing Education | i) Does the Board have a formal induction programme for new directors? Yes/No |
| <i>"A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company"</i> | ii) During the period under review, were new Directors appointed? Yes/No If yes, provide date of induction. | Yes. An induction is being planned for new directors in Q1 2023. |
| | iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details. | Yes. NSE training on accessing sustainable and innovative funds- insight for Directors. Other relevant trainings will also be sought in 2023 for the directors. |
| | iv) How do you assess the training needs of Directors? | We rely in feedback/result of the Board evaluation, directors output against best |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|---|
| | | practice and the current regulations to organize trainings that meet their needs. |
| | v) Is there a Board-approved training plan? Yes/No | There is none but there is a plan to have one. |
| | vi) Has it been budgeted for? Yes/No | Yes. |
| 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. There is |
| | ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No | Yes. There was a board evaluation. |
| | iii) If yes, indicate whether internal or external. Provide date of last evaluation. | It was external. An external evaluation was conducted in the first quarter 2022 for 2021 YE. |
| | iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation. | Yes. July 2022 |
| | 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 <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. | No. There is plan to conduct one. |
| | ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No | This has not been done but there is plan to do so. |
| | iii) If yes, please indicate the date of last presentation. | This will be presented by the evaluator when it is done. |
| | iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No | This will be included in the next annual report when completed. |
| 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. This will be reviewed every two year or as the need arises. |
| | ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review | Basic Salary: This is part of the gross salary package for the Managing Director only. Directors Fees: This is paid annually to Non-Executive Directors only. Travel Allowances: This is paid annually to Non-Executive Directors only Sitting Allowances: This is paid to Non-Executive Directors only after attendance at each meeting |
| | iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved? | Yes. This is presented every year. |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | | At the last AGM on July 21, 2022 |
| | iv) What portion of the NEDs remuneration is linked to company performance? | None of the remuneration is linked to company 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? | Yes. Bonuses payable are linked to performance |
| | vi) Has the Board set KPIs for Executive Management? Yes/No | Yes the Board has set KPIs for EM. |
| | 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 directors' fees? Yes/No | No they do not receive sitting allowance. |
| | 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 received sitting allowance. |
| | x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy. | This is being put in place |
| Principle 17: Risk Management | i) Has the Board defined the company's risk appetite and limit? Yes/No | Yes |
| <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> | ii) How often does the company conduct a risk assessment? | Quarterly at meetings |
| | iii) How often does the board receive and review risk management reports? | Quarterly at meetings |
| Principle 18: Internal Audit | 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? | No. The Company's internal audit function is outsourced. There is a Risk and Compliance Manager who compliments the outsourced internal auditors |
| <i>"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems"</i> | ii) Does the company have a Board-approved internal audit charter? Yes/No | Yes there is an approved internal audit charter. |
| | iii) Is the head of internal audit a member of senior management? Yes/No | No, The Internal Audit function is outsourced to an audit firm, PricewaterHouseCoopers (PwC) |
| | iv) What is the qualification and experience of the head of internal audit? | The Internal Audit function is outsourced to a leading audit firm, PwC. |
| | v) Does the company have a Board-approved annual risk-based internal audit plan? Yes/No | Yes it has. |
| | 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 | This will be implemented in 2023. |
| | vii) Is there an external assessment of the effectiveness of the internal audit function at | No. this will be undertaken in 2023. |

| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|---|
| | least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment? | |
| | viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit? | The Internal Audit function is outsourced to a leading audit firm, PwC |
| 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. April 2022 |
| | 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 it does. |
| | 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 when there is any reported case. |
| Principle 20: External Audit <i>"An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements"</i> | i) Who makes the recommendations for the appointment, re-appointment or removal of external auditors? | The Statutory Audit Committee |
| | ii) Who approves the appointment, re-appointment, and removal of External Auditors? | The Company's Shareholders at AGM |
| | iii) When was the first date of appointment of the External auditors? | July 23, 2021 |
| | iv) How often are the audit partners rotated? | Every 5 years |
| Principle 21: General Meetings <i>"General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest"</i> | i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders? | Twenty-one (21) days |
| | ii) Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting? Yes/No | Yes they were all present at the last AGM. |
| Principle 22: Shareholder Engagement <i>"The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company"</i> | 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? | Yes. There is. |
| | ii) How does the Board engage with Institutional Investors and how often? | The Investor Relations Section of the Company's website contains information on the Company's Audited Accounts. As a Company listed on the Main Board of the Nigerian Exchange, Livestock Feeds Plc. is required to notify the NGX via its portal on any |

| Principles | Reporting Questions | Explanation on application or deviation |
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| | | event that has occurred in the Company of which Shareholders should be aware |
| <p>Principle 23: Protection of Shareholder Rights</p> <p><i>“Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance”</i></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 the Board ensures that this information is provided to the shareholders.</p> |
| <p>Principle 24: Business Conduct and Ethics</p> <p><i>“The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence”</i></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, the Company currently adheres to the UACN COBE.</p> <p>Yes, it has been communicated to all internal and external stakeholders.</p> <p>The COBE is applicable to all Board Members, Senior Management, Other Employees and third parties.</p> <p>April 2022</p> <p>No. this is being done by management.</p> <p>There were no incidences of non-compliance during 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</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p> <p>ii) Does the company have a Board approved policy on related party transactions? Yes/No</p> <p>If yes:</p> <p>a) When was the last date of review?</p> <p>b) How does the Board monitor compliance with this policy?</p> <p>c) Is the policy applicable to any or all of the following:</p> <ol style="list-style-type: none"> 1. Board 2. Senior management 3. Other employees (Specify) | <p>Yes</p> <p>April 2022</p> <p>The Board monitors Compliance through the Company Secretary who obtain details of dealings in the Company's Securities at relevant times from the Registrars. The Secretariat follows the applicable regulations in the NGX Rulebook and listing regulations to ensure that there is no incidence of Insider Trading.</p> <p>Yes.</p> <p>The Board monitors Compliance through the Risk Management Committee.</p> <p>The Policy is applicable to all Board Members, Senior Management, Other Employees (both those on full employment and those on contracts) and third parties (this includes the Company's Contractors, Consultants, Distributors of its products etc).</p> |

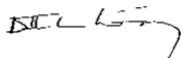
| Principles | Reporting Questions | Explanation on application or deviation |
|---|---|---|
| | 4. Third parties (Specify) | |
| | iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties? | The Board ensures that related party transactions are stated in the Annual Report. |
| | 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 The Board monitors Compliance through the Governance and Remuneration Committee. Additionally, the directors are required to fill and submit a declaration form on an annual basis (or as frequently as conflict arises) and submit same to the Board through the Remuneration and Governance Committee. This is applicable to Senior Management and Other Employees (who are on full time employment and on those who are on part time employment). |
| Principle 26: Sustainability <i>"Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development"</i> | i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed? | Yes. April 2022 |
| | ii) How does the Board monitor compliance with the policy? | By requesting management to provide update on the policy from time to time. |
| | iii) How does the Board report compliance with the policy? | This is reported in the company's annual report. |
| | iv) Is there a Board-approved policy on diversity in the workplace? Yes/No If yes, when was it last reviewed? | Yes. April 2022. |
| 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 there is. |
| | ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link. | Yes at www.livestockfeedsplc.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 it does. |
| | 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 there was no fine. |

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: Dr. Joseph I. Dada



Signature:

Date: 27/1/2023

Chairman of the Committee responsible for Governance

Name: Mr Abayomi Adeyemi



Signature:

Date: 27/1/2023

Managing Director/Chief Executive Officer

Name: Adegboyega Adedeji



Signature:

Date: 26/1/2023

Company Secretary/Chief Compliance Officer

Name: Rose Hamis (Mrs.)



Signature:

Date: 26/01/2023