



FINANCIAL REPORTING COUNCIL OF NIGERIA

(Federal Ministry of Industry, Trade & Investment)

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

Section A: Introduction

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

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

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

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

Please read the instructions below carefully before completing this form:

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

Section B – General Information

S/No.	Items	Details
i.	Company Name	Neimeth International Pharmaceuticals Plc.
ii.	Date of Incorporation	13 th August 1957
iii.	RC Number	1557
iv.	License Number	FRC/2015/00000006315
v.	Company Physical Address	16, Billings Way (Akanni Doherty Layout), Oregon Industrial Estate, Oregon, Lagos.
vi.	Company Website Address	www.neimethplc.com.ng
vii.	Financial Year End	31 st December 2022
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	Florence I. Onyenekwe 17 Gbadayanka Street, Progressive Estate, Off Church Street, Ojodu Abiodun, Ifo, Ogun State.
x.	Name and Address of External Auditor(s)	BDO Professional Services, Chartered Accountants, ADOL House, 15, CIPM Avenue, Alausa – Ikeja, Lagos.
xi.	Name and Address of Registrar(s)	Meristem Registrars and Probate Services Limited.
xii.	Investor Relations Contact Person (E-mail and Phone No.)	Florence I. Onyenekwe (florence.onyenekwe@neimethplc.com.ng) 08033128663
xiii.	Name of the Governance Evaluation Consultant	
xiv.	Name of the Board Evaluation Consultant	Planet Governance Advisory Limited

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

1. Board Details:

S/N o.	Names of Board Members	Designation (Chairman, MD, INED, NED, ED)	Gender	Date First Appointed/ Elected	Remark
1.	Dr. A. B. C. ORJIAKO	CHAIRMAN	MALE	1 ST FEB. 2005	
2.	PHARM. MATTHEW O. AZOJI	MD/CEO	MALE	1 ST FEB. 2019	
3.	PHARM. ROSELINE A. OPUTA	ED	FEMALE	20 TH OCT. 2017	
4.	MRS. TEMITAYO O. NELSON	ED	FEMALE	3 rd JUNE 2019	
5.	MAZI SAMUEL I. OHUABUNWA	NED	MALE	1997	He was the founding MD/CEO of Neimeth. He became a NED in 2011.
6.	PROF. ELIJAH N. SOKOMBA	NED	MALE	25 TH FEB. 2008	
7.	PROF. MAURICE M. IWU	NED	MALE	20 TH DEC. 2011	
8.	SIR IKE. T. ONYECHI	NED	MALE	20 TH DEC. 2011	
9.	MR. THOMAS T. OSOBU	NED	MALE	20 TH DEC. 2011	
10.	MRS BASHIRAT O. ODUNEWU	INED	FEMALE	22 ND JAN. 2018	
11.	PHARM. GERALD I. OPUTA	ED	MALE	1 ST APRIL 2022	

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.	DR. A. B. C. ORJIAKO	5	5	NIL	---	---	---
2.	PHARM. MATTHEW O. AZOJI	5	5	NIL	---	---	---
3.	PHARM. ROSELINE A. OPUTA	5	4	NIL	---	---	---
4.	MRS TEMITAYO O. NELSON	5	5	Risk/Health/Quality Assurance	Member	4	4
5.	PHARM. GERALD I. OPUTA	5	4	NIL	---	---	---
6.	MAZI SAMUEL I. OHUABUNWA	5	5	Establishment /Remuneration	Chairman	6	6
				Risk/Health/Quality Assurance	Member	4	2
				Innovation & Strategy	Member	4	4
				Statutory Audit Committee	Member	6	6
7.	PROF. MAURICE M. IWU	5	5	Innovation & Strategy	Chairman	4	4
				Corporate Governance & Compliance	Member	4	4
8.	PROF. ELIJAH N. SOKOMBA	5	5	Corporate Governance & Compliance	Member	4	4
				Risk/Health/Quality Assurance	Member	4	4
				Establishment /Remuneration	Member	6	6
9.	MR. THOMAS OSOBU	5	5	Corporate Governance & Compliance	Chairman	4	4
				Finance & Budget	Member	6	6
				Establishment /Remuneration	Member	6	6
				Innovation & Strategy	Member	4	4
				Statutory Audit Committee	Member	6	6
10.	SIR IKECHUKWU T. ONYECHI	5	4	Risk/Health/Quality Assurance	Chairman	4	4
				Finance & Budget	Member	6	6
				Innovation & Strategy	Member	4	4
11.	MRS. BASHIRAT O. ODUNEWU	5	5	Finance & Budget	Chairman	6	6
				Corporate Governance & Compliance	Member	4	3
				Risk/Health/Quality Assurance	Member	4	3

Section D - Details of Senior Management of the Company

1. Senior Management:

S/No.	Names	Position Held	Gender
1.	PHARM. MATTHEW O. AZOJI	MD/CEO	MALE
2.	PHARM. ROSELINE A. OPUTA	EXECUTIVE DIRECTOR, ADMINISTRATION	FEMALE
3.	MRS. TEMITAYO O. NELSON	EXECUTIVE DIRECTOR, FINANCE	FEMALE
4.	MRS. FLORENCE I. ONYENEKWE	COMPANY SECRETARY/CHIEF COMPLIANCE OFFICER	FEMALE
5.	MR. ADEKUNLE A. ADEBOWALE	DIRECTOR, PLANT BUSINESS OPERATIONS	MALE
6.	MR. IJEZIE M. EMEDOSI	HEAD OF LEGAL	MALE
7.	MRS. NGOZI E. KAURA	HEAD OF INTERNAL AUDIT	FEMALE
8.	PHARM. GERALD I. OPUTA	EXECUTIVE DIRECTOR, SALES & MARKETING	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 that sets out its responsibilities and terms of reference. It was last reviewed on 27th January 2022.</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 Company’s directors are qualified professionals with vast experience in fields ranging from Pharmacy, Manufacturing, Banking, Business and others.</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. The Board has an approved Diversity Policy. By virtue of the Policy, the Company targets the promotion of diversity and equality on its Board, irrespective of gender, age, disability, ethnicity, religion/belief, marital status and background. It goes further to strive for representation of at least 30% of either male or female gender on the Board. These aspirations have been largely met as the Board currently has 27% female representation on the Board which is not too far from the intent to have at least 30% representation of either gender on the Board.</p>
	<p>iii) Are there directors holding concurrent directorships? Yes/No If yes, state names of the directors and the companies?</p>	<p>Yes. Some Directors sit on the Board of more than one publicly quoted company. They are: Mrs. Bashirat Odunewu – Seplat Petroleum Plc.</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.	No. Neither the MD/CEO nor Executive Directors chair any Board Committee
Principle 3: Chairman "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) Is the Chairman a member or chair of any of the Board Committees? Yes/no If yes, list them.	No. The Chairman of the Board is neither a member nor chair of any Board Committee.
	ii) At which Committee meeting(s) was the Chairman in attendance during the period under review?	None
	iii) Is the Chairman an INED or a NED?	The Chairman is a NED.
	iv) Is the Chairman a former MD/CEO or ED of the Company? Yes/No If yes, when did his/her tenure as MD end?	No. The Chairman has never been in the employment of the Company.
	v) When was he/she appointed as Chairman?	The Chairman of the Board was appointed on the 1 st of February, 2005.
	vi) Are the roles and responsibilities of the Chairman clearly defined? Yes/No If yes, specify which document	Yes. The roles and responsibilities of the Chairman are specified in the Board Charter.
Principles	Reporting Questions	Explanation on application or deviation
Principle 4: Managing Director/ Chief Executive Officer "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) Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board? Yes/No If no, in which documents is it specified?	No, there is no Contract of Employment so called, but there is a binding Letter of Employment and the MD/CEO's authority and relationship with the Board is contained in the Letter of Employment and Board Charter.
	ii) Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes. The Company's Conflict of Interest Policy makes provision for Directors to declare any conflict-of-interest upon appointment/employment and annually thereafter. There is also a one-line item on the agenda of Board, Board Committee and Management meetings on conflict of interest disclosures.
	iii) Which of the Board Committee meetings did the MD/CEO attend during the period under review?	Risk, Health & Quality Assurance Committee, Corporate Governance & Compliance Committee, Finance & Budget Committee, Innovation & Strategy Committee and Remuneration & Establishment 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 a member on any publicly quoted company. However, he is a Council Member of Nigerian Employers Consultative Association (NECA) and a Board Member, Society for West African Internal Audit Practitioners (SWAIAP)
	v) Is the membership of the MD/CEO in these companies in line with the Board-approved policies? Yes/No	Yes. The Company has a Multiple Directorship Policy Statement that states as a general rule that no Director shall hold more than five (5) board appointments in public listed companies. The MD/CEO's membership on the said Boards is in line with other provisions of the Policy Statement and does not conflict with his role as MD/CEO of Neimeth.
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	No. However, there are binding Letters of Employment that contain terms and conditions of employment.
	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?	The Letters of Employment contain some of the job responsibilities of the EDs. However, the roles and responsibilities of the EDs are extensively specified in the Board Charter.
	iii) Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes. The Company's Conflict of Interest Policy provides for disclosure of any conflict of interest during the appointment process, annually and at Board or Board Committee meetings.
	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	No such membership exists.
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. Roles and responsibilities of NEDs are defined in the Board Charter.
	ii) Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, NEDs have Letters of Appointment that state some of their duties. However, a more robust provision is contained in the Board Charter.
	iii) Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	The Company's Conflict of Interest Policy makes provision for declaration of conflict of interest upon appointment, annually and periodically during Board and Board Committee meetings.
	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. Relevant information is provided to the NEDs through Management reports and Board & Board Committee papers circulated prior to meetings. Salient information is also provided upon request and on a need-to-know basis.
	v) What is the process of ensuring completeness and adequacy of the information provided?	The process of ensuring completeness and adequacy of information provided is through feedback from Board members on board and board Committee papers circulated.
	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) Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code? Yes/No	Yes.
<i>Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence"</i>	ii) Are there any exceptions?	No.
	iii) What is the process of selecting INEDs?	A summary of the process as contained in the Company's Policy on Appointment of Directors is sated below (The process is independent of the Company's Management): <ul style="list-style-type: none"> • Recommendations are made to the Board Nomination Committee. • The Board shall satisfy itself that the nominee fulfils the specified regulatory conditions and is independent of the Management. • Background check/screening of CV of a nominee is carried out to ensure appropriate balance of skills, experience & knowledge. • A chat shall be conducted with the nominee by the Chairman and other members of the Board if need be. • Appointment of a successful candidate shall be approved at the meeting of shareholders.
	iv) Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement? Yes/No	Yes, INEDs have letters of appointment, but detailed provision of their duties, liabilities and terms of Engagement are contained in the Board Charter.
	v) Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur? Yes/No	Yes. The Company's Conflict of Interest Policy makes provision for the INEDs to declare Conflict of Interest situations.
	vi) Does the Board ascertain and confirm the independence of the INEDs? Yes/No If yes, how often? What is the process?	Yes. The Company's Board Charter makes provision for the independence of Directors to be assessed annually. The process is via personal attestation.
	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.
	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's only relationship with the Company is as an Independent Non-Executive Director.
	ix) What are the components of INEDs remuneration?	The INED's remuneration is composed of an annual lump sum determined by the members at the AGM and meeting expenses for participating in Board and Board Committee meetings.

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's qualification is B.Sc., M.Sc., FCA. She has over 20 years' experience as Company Secretary at Neimeth.
	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 Company Secretary reports to the MD/CEO with direct channel of communication with the Chairman of the Board of Directors.
	v) What is the appointment and removal process of the Company Secretary?	The appointment and removal of the Company Secretary is subject to the approval of the Board.
	vi) Who undertakes and approves the performance appraisal of the Company Secretary?	The MD/CEO undertakes and approves the performance appraisal of the Company Secretary with the approval of the Board through the relevant Board 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?	Yes. This is contained in the Board Charter.
	ii) Who bears the cost for the independent professional advice?	The Company is solely responsible for the cost of the Independent Professional advice.
	iii) During the period under review, did the Directors obtain any independent professional advice? Yes/No If yes, provide details.	No.
Principle 10: Meetings of the Board <i>"Meetings are the principal vehicle for conducting the 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?	<ul style="list-style-type: none"> At Board meetings, minutes of the previous meeting is read, having been circulated ahead of the meeting for perusal by the directors. The Chairman calls for observations or corrections to the minutes. Corrections are taken, and in the absence of further or any correction a motion to adopt/approve the minutes as amended, is moved by a director, seconded by another director and approved by the Board.
	ii) What are the timelines for sending the minutes to Directors?	Minutes of meeting are to be circulated one week/ 5 working days prior to any Board meeting.
	iii) What are the implications for Directors who do not meet the Company policy on meeting attendance?	The Company does not have a Policy on meeting attendance of Directors. However, the Board Charter specifies that Board members shall strive to attend all Board meetings. The attendance record of Directors shall be among the criteria for the re-election of a Director.
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	No. The Committees have terms of reference, but the Committee Charters are work in progress.
	ii) What is the process for reviewing and approving minutes of Board Committee of meetings?	<ul style="list-style-type: none"> Minutes of previous meeting is circulated in advance At meetings, the Chairman calls for observations or corrections to the minutes. Corrections are taken, and in the absence of further or any corrections a motion to adopt/approve the minutes as corrected is moved by a member, seconded by another member and approved by the Committee.
	iii) What are the timelines for sending the minutes to the directors?	Minutes of meeting are to be circulated one week/ 5 working days prior to any meeting.
	iv) Who acts as Secretary to board committees?	The Company Secretary/Asst. Company Secretary serves 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. Corporate Governance & Compliance Committee handles governance matters, but there is an Executive Search Committee of the Board that handles nomination matters as the need arises. b. Remuneration & Establishment Committee c. Finance & Budget Committee d. Risk/Health /Quality Assurance Committee
vi) What is the process of appointing the chair of each committee?	The chair of each Committee is appointed by the Chairman of 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?	The proportion of INEDs to NEDs on the Corporate Governance & Compliance Committee is 3:1. There are 3 NEDs and 1 INED on the Committee.
viii) Is the chairman of the Committee a NED or INED?	The Chairman of the Committee is a NED
ix) Does the Company have a succession plan policy? Yes/No If yes, how often is it reviewed?	Yes. The Policy is reviewed every two (2) years.
x) How often are Board and Committee charters as well as other governance policies reviewed?	The Board Charter and other governance policies are reviewed every 2 to 3 years, depending on the timeline provided in the Policy/Charter.
xi) How does the committee report on its activities to the Board?	The Committee reports on its activities through a formal report presented to the Board.
Committee responsible for Remuneration	
xii) What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?	The Committee is currently made up of 1 INED and 3 NEDs.
xiii) Is the chairman of the Committee a NED or INED?	The Chairman of the Committee is a NED.
Committee responsible for Audit	
xiv) Does the Company have a Board Audit Committee separate from the Statutory Audit Committee? Yes/No	Yes. The Committee is referred to as the Board Finance & Budget Committee.
xv) Are members of the Committee responsible for Audit financially literate? Yes/No	Yes.
xvi) What are their qualifications and experience?	The Committee is made up of 3 NEDs and 1 INED who are experienced professionals in business, accounting and pharmacy.
xvii) Name the financial expert(s) on the Committee responsible for Audit	Mrs B. O. Odunewu – Chair of the Committee is an FCA.

Principles	Reporting Questions	Explanation on application or deviation
	xviii) How often does the Committee responsible for Audit review the internal auditor's reports?	At least once every quarter. The Internal Auditor submits a report to the Finance & Budget Committee for review at the Committee's quarterly meetings.
	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?	Monitoring of compliance with the Internal Control framework is through the Internal Auditor's reports.
	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 Committee reviews the External Auditors Management letter and Key Audit Matters of previous years to ascertain the level of compliance. Where compliance has not been achieved, Management is queried on the outstanding issues. In the event that Management's response is not satisfactory, the Committee gives Management a timeline to close out issues observed.
	xxii) Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide? Yes/No	No. There is a draft Policy awaiting approval.
	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?	The Audit Committee met once in the period under review with the Internal Audit function alone, without the Management.
	Committee responsible for Risk Management	
	xxiv) Is the Chairman of the Risk Committee a NED or an INED?	The Chairman of the Committee is a NED
	xxv) Is there a Board approved Risk Management framework? Yes/No? If yes, when was it approved?	Yes. It was approved on the 28 th July 2022.
	xxvi) How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review	Quarterly, at Committee meetings. 13 th October 2022.
	xxvii) Does the Company have a Board-approved IT Data Governance Framework? Yes/No If yes, how often is it reviewed?	No. The Policy is at the draft stage.
	xxviii) How often does the Committee receive and review compliance report on the IT Data Governance Framework?	The Company's IT Data Governance Framework is yet to be approved.
	xxix) Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role? Yes/No	Yes. The Head, Internal Audit doubles as the CRO. She is a member of Senior Management and has the relevant experience for the role.
	xxx) How many meetings of the Committee did the CRO attend during the period under review?	3.
Principle 12: Appointment to the Board	i) Is there a Board-approved policy for the appointment of Directors? Yes/No	Yes.
<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?	A Director must: <ul style="list-style-type: none"> • Be a fit & proper person • Be a person of good character • Be committed and available, with enough time to devote to the job • Have the appropriate balance of skills, experience, independence and knowledge for effective discharge of his/her responsibilities.

	iii) What is the Board process for ascertaining that prospective directors are fit and proper persons?	The process for ascertaining that a prospective Director is a fit and proper person is through background checks and testimonies of referees.
	iv) Is there a defined tenure for the following: a) The Chairman b) The MD/CEO c) INED	Yes.
	d) NED e) EDs	Yes.
	v) Please state the tenure	By virtue of the Company's Director Tenure Policy, NEDs shall retire from the Board by their 15 th anniversary of service on the Board or by their 75 th birthday, whichever is earlier. EDs are guided by the Company's Human Resources Policy on Retirement which provides for 35years of service in the employment of the Company or attainment of 60years of age, whichever is earlier.
	vi) Does the Board have a process to ensure that it is refreshed periodically? Yes/No?	Yes. This is achieved by prescribing a term limit/tenure for Board members.
Principle 13: Induction and Continuing Education	i) Does the Board have a formal induction programme for new directors? Yes/No	Yes. The programme is yet to receive final Board approval.
<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. No formal induction programme was carried out.
	iii) Are Directors provided relevant training to enable them effectively discharge their duties? Yes/No If yes, provide training details.	Yes. Directors are provided relevant trainings to improve their effectiveness. However, during the year under review, the Company did not implement any training programme for the Board, due to time constraint.
	iv) How do you assess the training needs of Directors?	The training needs of Directors are assessed in consultation with Board members. Recommended training topics are presented by the Company Secretariat to the Board members for approval or suggestions on areas of need.
	v) Is there a Board-approved training plan? Yes/No	It is the Board's practice to approve an annual training plan, but the Company could not achieve it in the outgone year.
	vi) Has it been budgeted for? Yes/No	Yes. Training plans are budgeted for.
	Principle 14: Board Evaluation	i) Is there a Board-approved policy for evaluating Board performance? Yes/No
<i>"Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives"</i>	ii) For the period under review, was there any Board Evaluation exercise conducted? Yes/No	No.
	iii) If yes, indicate whether internal or external. Provide date of last evaluation.	Date of last external evaluation was March 2021.
	iv) Has the Board Evaluation report been presented to the full Board? Yes/No If yes, indicate date of presentation.	Yes. The external evaluation report was presented to the Board at its Board meeting of 29 th July 2021.
	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) For the period under review, has the Company conducted a corporate governance evaluation? Yes/No If yes, provide date of the evaluation.	No.
<i>"Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards,</i>	ii) Is the result of the Corporate Governance Evaluation presented and considered by the Board? Yes/No	No Corporate Governance Evaluation was carried out during the year under review.

practices and processes are adequate and effective"	iii) If yes, please indicate the date of last presentation.	
	iv) Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal? Yes/No	No Corporate Governance Evaluation was conducted.
Principle 16: Remuneration Governance	i) Is there a Board-approved Directors' remuneration policy? Yes/No If yes, how often is it reviewed?	Yes. It is to be reviewed every two (2) years.
Principles	Reporting Questions	Explanation on application or deviation
"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"	ii) Provide details of directors' fees, allowances and all other benefits paid to them during the period under review	Remuneration paid to Directors (excluding pension contributions) ₦ - Chairman 500,000 - Other 7 NEDs 2,800,000 - Sitting Allowance 1,750,000 - Emolument of 3 Executive Directors 98,578,300 Total 103,628,300
	iii) Is the remuneration of NEDS presented to shareholders for approval? Yes/No If yes, when was it approved?	Yes. Remuneration for the NEDs was last approved 22 nd of March, 2022 at the Annual General Meeting
	iv) What portion of the NEDs remuneration is linked to company performance?	None. But bonus payment 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?	Yes. An aspect of the EDs and Senior Management's remuneration is to be structured to link rewards to corporate and individual performances.
	vi) Has the Board set KPIs for Executive Management? Yes/No	Yes. KPIs have been set, which include the achievement of the Company's yearly budget, expected turnover and profit and other indices.
	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. Neither the MD/CEO, EDs nor Company Secretary receive a sitting allowance or director's fee.
	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. They are all full-time staff of the Company and are only entitled to a monthly salary and approved allowances.
	x) Is there a Board-approved clawback policy for Executive management? Yes/No If yes, attach the policy.	No.
Principle 17: Risk Management	i) Has the Board defined the company's risk appetite and limit? Yes/No	Yes.
"A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company"	ii) How often does the company conduct a risk assessment?	Quarterly.
	iii) How often does the board receive and review risk management reports?	Quarterly. The Board through its Risk Committee receives reports from Management on areas of risk and these are thoroughly deliberated and recommendations made to the Board and Management on how to manage/mitigate the identified risks.
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?	Yes
"An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal	ii) Does the company have a Board-approved internal audit charter? Yes/No	No. There is a draft awaiting Board approval.

control systems"	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?	The Internal Audit function has the following qualifications- HND Accounting, FCA, CFE, MBA (Financial Management) She has about 20 years' experience as an Internal Auditor.
	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. The Internal Audit Function presents a comprehensive quarterly report to the Board Finance & Budget Committee, as well as to the Statutory Audit Committee.
	vii) Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board? Yes/No If yes, when was the last assessment?	No.
	viii) Who undertakes and approves the performance evaluation of the Head of Internal Audit?	The Board Finance and Budget 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
	ii) Does the Board ensure that the whistleblowing mechanism and process are reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower? Yes/No	Yes. The Board ensures the Policy is accessible to stakeholders and guarantees confidentiality and 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, if any.
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 or The Board of Directors through the Finance & Budget Committee
	ii) Who approves the appointment, re-appointment, and removal of External Auditors?	The shareholders at Annual General Meetings.
	iii) When was the first date of appointment of the External auditors?	2022
	iv) How often are the audit partners rotated?	The current External auditors have not been up to one year in the service of the Company, thus, that is yet to be ascertained.
Principle 21: General Meetings <i>"General Meetings are</i>	i) How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?	21 days

<p>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>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. Although the last AGM was held by proxy and not all Chairmen of the Board Committees were physically present. They were however present virtually to respond to Shareholders' enquiries at the last AGM.</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>Yes. It was approved on the 31st of January 2022 and is not due for review. The Policy is hosted on the Company website.</p>
<p>"</p>	<p>ii) How does the Board engage with Institutional Investors and how often?</p>	<p>The Board engages majorly with Institutional investors at AGM. But the Board can also engage with key shareholders periodically, either directly or with the assistance of the Management to discuss matters of interest.</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. Adequate and timely information is provided to Shareholders on Company activities via the Issuers Portal of the NGX, Company website and Annual Reports.</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 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 If yes: a) Has the COBE been communicated to all internal and external Stakeholders? Yes/No b) Is the COBE applicable to any or all of the following: 1. Board 2. Senior management 3. Other employees 4. Third parties</p> <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 has a Board approved Code of Ethics and Professional Conduct, applicable to Employees, Management, and Directors, but has not been sufficiently communicated to all internal and external stakeholders.</p> <p>The document was approved in 2020 and is not yet due for approval.</p> <p>No.</p> <p>No identified non-compliance for the period under review.</p>
<p>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</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. There is a Board approved Securities Trading Policy which deals with Insider Trading.</p> <ul style="list-style-type: none"> - It was last reviewed on the 29th of July, 2020. - The Board monitor's compliance via the Registrars who inform the Company in the event of any trading by an Insider or related persons. This way, the Company Secretary is able to ensure there is no trading during closed periods and where there is any deviation or contravention,

<p><i>the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence"</i></p>		<p>that such is treated accordingly</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. Last reviewed 28th April 2022. The Policy is applicable to Board members, the Executive Management Team and persons related to them.</p>
	<p>iii) How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?</p>	<p>Disclosure of related party transaction is via the Annual Report.</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. It was last reviewed on the 4th of November 2020. The Board monitors compliance with this Policy by ensuring that disclosure of conflict of interest is mandatory. It is also included on the agenda of all Board and Board Committee meetings The Policy is applicable to both Senior Management and the Board.</p>
<p>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></p>	<p>i) Is there a Board-approved sustainability policy? Yes/No If yes, when was it last reviewed?</p> <p>ii) How does the Board monitor compliance with the policy?</p> <p>iii) How does the Board report compliance with the policy?</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. The Policy was reviewed and approved on the 28th of April 2022. The Policy is monitored by the Board Corporate Governance & Compliance Committee, which is to receive an annual report on the level of compliance with the Policy, following evaluation of the Policy. The Board is yet to adopt a mechanism for reporting compliance with the Policy. Yes. It was approved on the 30th of August 2021 and will be due for review in 2023.</p>
<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></p>	<p>i) Is there a Board-approved policy on stakeholder management and communication? Yes/No</p> <p>ii) Does the Company have an up to date investor relation portal? Yes/No If yes, provide the link.</p>	<p>Yes. The Company has a functional website www.neimethplc.com.ng, which has an investor page where relevant information is uploaded and updated.</p>
<p>Principle 28: Disclosures <i>"Full and comprehensive disclosure of all matters material to</i></p>	<p>i) Does the company's annual report include a summary of the corporate governance report? Yes/No</p>	<p>No. But the annual report includes a statement on the progress Neimeth has made in complying with Corporate Governance principles and its commitment to compliance with the code, noting that Neimeth will keep striving until it achieves total compliance.</p>

<p><i>investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice"</i></p>	<p>ii) Has the company been fined by any regulator during the reporting period? Yes/No If yes, provide details of the fines and penalties.</p>	<p>No.</p>
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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. A. B. C. Orjiako

Signature: .....

Date: **March 29th, 2023**.....

Chairman of the Committee responsible for Governance

Name: Mr. Thomas T. Osobu

Signature: .....

Date: **26 MARCH, 2023**.....

Ag. Managing Director/Chief Executive Officer

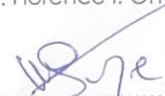
Name: Pharm. Gerald I. Oputa

Signature: .....

Date: **20/03/23**.....

Company Secretary/Chief Compliance Officer

Name: Mrs. Florence I. Onyenekwe

Signature: .....

Date: **20-03-2023**.....