

TERM OF REFERENCE OF STATUTORY AUDIT COMMITTEE

By virtue of section 404 (2) of the Companies and Allied Matters Act, 2020, every public company is required to establish a Statutory Audit Committee ("**SAC**").

The Committee currently comprises 4 (Four) members as follows:

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| 1. Mr. Shamsideen Balogun | Chairperson/Shareholder |
| 2. Comrade Sulaimon Adenrele | Member/Shareholder |
| 3. Mrs. Adeline Ogunfidodo | Member/Non-Executive Director |
| 4. Engr. 'Dipo Ashafa | Member/Non-Executive Director |

Terms of Reference of the Statutory Audit Committee

The Committee is authorized to:

1. Ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
2. Review the scope and planning of audit requirements;
3. Review the findings in management letter in conjunction with the external auditor and management responses thereon;
4. Oversee and review the effectiveness of the Company's system of accounting and internal control and internal audit functions;
5. Make recommendation to the Board with regards to the appointment, removal and remuneration of the external auditors of the Company;
6. Approve the internal audit plant and authorize the internal auditor to carry out investigations into any activities of the Company, which may be of interest or concern to the Committee.
7. Assist in the oversight of the integrity of the Company's financial statements, compliance with legal and other regulatory requirements, assessment of qualifications and independence of external auditor and performance of the Company's internal audit function as well as that of external auditors;
8. Establish an internal audit function and ensure there are other means of obtaining sufficient assurance of regular review or appraisal of the system of internal controls of the company;
9. Ensure the development of a comprehensive internal control framework for the company; obtain assurance and report annually in the financial report, on the operating effectiveness of the company's internal control framework;
10. Oversee management's process for the identification of significant fraud risks across the company and ensure that adequate prevention, detection and reporting mechanisms are in place;

11. At least on an annual basis, obtain and review a report by the internal auditor describing the strength and quality of internal controls including any issues or recommendations for improvement, raised by the most recent control review of the company;
12. Discuss the annual audited financial statements and half yearly unaudited statements with management and external auditors;
13. Discuss policies and strategies with respect to risk assessment and management;
14. Meet separately and periodically with management, internal auditors and external auditors;
15. Review and ensure that adequate whistle-blowing procedures are in place and that a summary of issues reported are highlighted to the chairman;
16. Review, with the external auditor, any audit scope limitations or problems encountered and management's responses to same;
17. Review the independence of the external auditors and ensure that where non-audit services are provided by the external auditors, there is no conflict of interest;
18. Preserve auditor independence, by setting clear hiring policies for employees or former employees of independent auditors;
19. Consider any related party transactions that may arise within the company or group;
20. Invoke its authority to investigate any matter within its terms of reference and the company must make available resources, including internal audit and access to external advice where necessary, to carry out this function; and report.