



BOARD CHARTER

2019

Table of Contents

1. The Company.....	3
2. Guiding Principles.....	4
3. Primary Purpose.....	4
4. The role of the Board.....	5
5. Membership.....	5
6. Directors.....	5
7. Duties of Directors.....	6
8. Role of the Chairman.....	7
9. Role of the Managing Director.....	7
10. Role of the Company Secretary.....	8
11. Appointment to the board.....	9
12. Remuneration.....	9
13. Disclosure.....	10
14. Supply of information.....	10
15. Involvement of Directors in Politics.....	11
16. Training & Development.....	11
17. Board Efficiency & Evaluation.....	12
18. Risk Management, Compliance & Audit.....	13
19. Board Committees.....;	13
19.1 Board Audit Committee.....	13
19.2 Board Investments & Strategy Committee.....	13
19.3 Board Risk & Compliance Committee.....	14
19.4 Board Property Committee.....	14
19.5 Board Nomination & Governance Committee.....	14
19.6 Board Compensation & Human Resources Committee.....	15
20 General Responsibilities of the Board.....	15
21 Meetings.....	16
22 Proceedings at Meetings.....	16
23 General.....	17

THE COMPANY

Britam Holdings Plc (“Britam”) is a leading diversified financial services group, listed on the Nairobi Securities Exchange. The Group has interests across the Eastern Africa region and offers a wide range of financial products and services in Insurance, Asset Management, Banking and Property. The product range includes: life, health and general insurance, pensions, unit trusts, investment planning, wealth management, off-shore investments, retirement planning, discretionary portfolio management, property development and private equity. The Group has set out an ambitious Pan-African regional strategy and portfolio diversification. The Group is made up of the following subsidiaries:

- Britam Life Assurance Company (Kenya) Limited
- Britam Asset Managers (Kenya) Limited
- Britam Properties (Kenya) Limited
- Britam Properties (Uganda) Limited
- Britam Insurance Company (Uganda) Limited
- Britam Asset Managers (Uganda) Limited
- Britam Insurance Company Limited – South Sudan
- Britam Insurance Company (Rwanda) Limited
- Britam Insurance (Tanzania) Limited
- Britam Insurance Company Limited, Malawi
- Britam - Companhia De Seguros De Moçambique, S.A.

The shareholders appoint the Board of Directors to provide governance. The Board is responsible to ensure good corporate governance of the company.

Vision, Mission and Values

Our Vision: To be the LEADING diversified financial services company in our chosen markets across Africa by 2020

Our Mission: Providing you with **financial security** every step of the way

Our Values:

- Respect
- Integrity
- Innovation
- Customer Focus



Brand Promise: With you every step of the way

1.0 GUIDING PRINCIPLES

This Board Charter shall govern Britam Holdings Plc (“Britam”) and all its subsidiaries as indicated above and any other subsidiaries as shall be incorporated from time to time. It shall further be noted that the each of the subsidiaries are separate legal entities and that they shall have their duly appointed directors and shall at all times adhere to the respective Memorandum & Articles of Association.

2.0 PRIMARY PURPOSE

- 3.1 The primary objective of the Company’s Board Charter is to set out the responsibilities of the Board of Directors (“the Board”). The Board is the core of the Company’s system of corporate governance and is ultimately accountable and responsible for the performance and affairs of the Company.
- 3.2 The Board’s primary responsibility includes determining the Company’s purpose and values and giving strategic direction to the Company identifying the key risks areas and key performance indicators of the Company’s business, monitoring the performance of the Company against agreed objectives, advising on significant financial matters and reviewing the performance of executive management against defined objectives and applicable industry standards.
- 3.3 Good corporate governance is regarded as critical to success of the business of the Company and the Board is unreservedly committed to applying the fundamental principles of good governance, transparency, integrity, accountability in all dealings by and in respect of and on behalf of the Company.
- 3.4 The Board accordingly embraces’ the principles of good governance set out in the following laws:-
 - a) The Constitution of Kenya
 - b) Capital Markets Authority Act, Code of Corporate Governance for listed companies and listings regulations
 - c) Companies Act 2015.
 - d) Insurance Act and Corporate Governance regulations
 - e) Retirement Benefits Act
 - f) All applicable Statutes and Regulations in the relevant jurisdictions where Britam subsidiaries operate

3.0 THE ROLE OF THE BOARD

The Board will exercise leadership, enterprise and integrity in directing the Company so as to achieve continuing prosperity for the Company and its shareholders and shall at all times act in the best interest of the Company in a manner based on transparency, integrity, accountability and responsibility. The Board shall ensure compliance with all the Laws, Regulations and Internal Policies of the Company. The Board shall also deal with the Matters Reserved for the Board.

4.0 MEMBERSHIP

- 5.1 The number of Directors shall not be less than five Directors and not more than eleven. The appointment of Directors shall be recommended by the Nomination & Governance Committee, approved by the Board and appointed by the shareholders.
- 5.2 A director may either be an individual person or a corporate director. A corporate director shall at all times appoint an individual person to be its representative and this representative will go through the nomination and appointment process to ensure that they are fit and proper to hold the office as a representative. Both the corporate director and the representative shall be bound individually and/or severally by the terms of this Charter and other Regulations and Laws that relate to directors.
- 5.3 A majority of the Directors shall be Non-Executive. At least one-third of the board shall be Independent. The criteria for determining the independence of an independent director shall be in line with the criteria laid down in the CMA Code of Corporate Governance. The Independent Directors shall be appointed for a term of three years, which term may only be renewed twice.
- 5.4 The Chairman shall be a Non-Executive Director and the roles of the Chairman and Chief Executive Officer shall be separated.
- 5.5 The Board through the Nomination and Governance Committee shall regularly review the independence, mix of skill and experience in order to assess the efficacy of a Board. The Board must report to Capital Markets Authority the resignation or removal of any of its members within 24 hours detailing the circumstances regarding the resignation or removal.
- 5.6 The running of the Board and the executive function of the Management of the Company's business will be the responsibility of the Chairman and the Chief Executive Officer, respectively. Unless varied by these terms of reference, the appointment of Directors will be governed by the Articles of Association of the Company.

According to the Code of Corporate Governance for listed Companies, an independent director is a member of board of directors who does not have a material or pecuniary relationship with the Company or related persons, is compensated through sitting allowances, does not own more than 5% of the shares in the Company (or as shall be defined by legislation from time to time) and after nine years of service, a continuing independent director ceases to be one and assumes the position of a non-executive director.

5.0 DIRECTORS

In discharging their role, and in accordance with the principles of good corporate governance, Directors of the Company must satisfy the following requirements; A Director must always:

- a) Act in good faith and in a professional manner having due regard to his fiduciary duties and responsibilities and with the care a prudent person would take when acting on their own behalf.
- b) Act independently in what he believes to be the best interest of the Company and act in the interest of the shareholders and other stake holders.
- c) Act with degree of care, diligence and skill that may be reasonably expected from a person of his knowledge and experience.
- d) Act intravires within the scope of his authority as prescribed in the Company's Articles.
- e) Act as Trustees of the company's assets and not misappropriate any of the Company's property or assets.
- f) Avoid conflict of interest and duty.
- g) Disclose any interest, which they may have in any contract or agreement to which the Company is party.
- h) Submit the Annual Directors Declaration.
- i) Exercise a reasonable standard of skill and care in carrying out their duties.
- j) Maintain confidentiality in regard to Company affairs.
- k) Ensure equitable treatment of all the shareholders including the minority and foreigner and as shall be guided by the Regulations and any agreements in place.

A director shall not hold more than 3 directorships in listed companies. An executive director shall not hold more than one other directorship of another listed Company. A chairperson of a listed company shall not hold such position in more than two listed companies at any one time.

Directors may not be more than 70 years old but may continue to hold office if shareholders vote to retain a director over the age of 70 years. However, independent directors shall not be over the age of 70 years.

6.0 DUTIES OF DIRECTORS

The Board shall allow every Director to play a full and constructive role in his affairs. Directors shall:

- a) Uphold the core values of integrity and enterprise in all dealing of the Company.
- b) Regularly attend meetings of the Board and Board Committees. Each Director must attend at least 75% of the Board meetings of the Company in any financial year. Directors are expected to read all necessary documentation and prepare themselves thoroughly in advance of Board meetings and to participate fully, frankly and constructively in Board discussions.
- c) Endeavour to keep abreast of changes and trends in business environment and markets.
- d) Seek to avoid business activity that competes/conflicts of interest of the Company and also ensure that he/she shall in no way derive any profit as a result of his/her Directorship in the Company.
- e) Endeavor to familiarize themselves with the statutory and regulatory requirements affecting the Group including inter alia, Articles of Association, Insurance Act, Capital Markets Authority Act, Retirement Benefits Act, Companies Act and all other relevant legislation found in jurisdictions where Britam subsidiaries operate.
- f) Ensure that the Company maintains adequate level of capital at all times as stipulated in the Capital Markets Act and the business operations.
- g) Not deal in securities of the company at a time information obtained was by virtue of their Directorship.
- h) Not use their positions to further their personal interest.
- i) Not solicit appointments as executors, administrators or trustees of customer's estates.
- j) Not misuse their positions and the institutions name or facilities for personal advantage in political or economical business activity.
- k) Disclose immediately to the management where they have a financial interest in a customer whether as a sole proprietor, shareholder, creditor and or debtor.

The Directors agree that maintenance of confidentiality of Board proceeding is of paramount importance.

It is the duty of the Board to define duties of management and appoint those persons who are qualified and experienced to administer the affairs of the Company.

7.0 ROLE OF THE CHAIRMAN

The role of the Chairman shall include the following;

- a) To bring firm and objective leadership to the Board of Directors.

- b) To preside over Directors and shareholders' meetings and to ensure smooth functioning of the Board in the interest of good governance.
- c) To determine in conjunction with the Group Managing Director and Company Secretary the annual Board plan as well as items for inclusion of the agenda for the Board and shareholders' meetings.
- d) To ensure that the content and order of the Board agenda is appropriate and that Directors are fully briefed on issues arising at Board meetings and that all relevant and available information on an issue is placed before the Board in order for the members to make informed decisions.
- e) The Chairman shall be responsible of maintaining regular dialogue with the Group Managing Director.
- f) The Chairman will act as a facilitator at meetings of the Board to ensure that no Director dominates the discussion and that all opinions of Directors are solicited and freely expressed and Board discussions lead to appropriate decisions.
- g) The Chairman will seek a consensus in the Board but may where considered necessary call a vote in which event the decision of the majority of the board shall prevail.
- h) To ensure that decision making process is in accordance with the law
- i) Participate in the selection of Board members,
- j) Ensure proper induction, training and continuous development of Board members,
- k) Ensure that the Board is appropriately composed in compliance with the laws,
- l) Ensure that there is a formal succession plan for the Board

The chairman may only hold one other chairmanship of a listed company.

8.0 ROLE OF THE GROUP MANAGING DIRECTOR

The Group Managing Director is appointed by and accountable to the Board of Directors.

The Group Managing Director, in his position as the Chief Executive Officer of the Group, has a critical and strategic role to play in the operational success of the Company. Without limiting the obligations of the Group Managing Director as determined in his contract of employment, the principal functions shall include;

- a) To ensure that the assets of the group are adequately maintained and protected and not unnecessarily placed at risk.
- b) To ensure that comprehensive and appropriate internal controls mechanisms are recommended to and adopted by the Board in order to mitigate key risks.
- c) To ensure that optimum balance between the achievement of short term objectives with long term sustainability and strategy.

- d) To maintain a positive and ethical work climate which is conducive to attracting retaining and motivating a diverse group of top quality employees at all levels in the Company and not to cause or permit any practice activity or decision by or within the Company that is contrary to good corporate governance or professional ethics.
- e) To consistently strive to exceed the Company's financial and operating goals and to ensure that the day to day business affairs of the Company are appropriately monitored and managed.
- f) To develop and recommend to the Board a long term strategy and vision for the Company that will generate satisfactory levels of shareholder value.
- g) To develop and recommend to the Board annual business plans and budgets that support the Company's long term strategy.
- h) To ensure continuous improvement in business and product offerings to ensure the Company retains its competitiveness in the market.
- i) To ensure that the Company has an effective management team and to effectively participate in the development of management and succession planning.
- j) To serve as the chief spokesperson of the Company.
- k) To communicate to the Board at least annually the Company's senior management succession planning and management development initiatives.

The Board shall monitor and evaluate the performance of the Group Managing Director against these agreed objectives at least once annually or more frequently at the discretion of the Board.

9.0 ROLE THE COMPANY SECRETARY

The Company Secretary shall ensure adherence to the proper governance of the Company. The appointment and removal of the Company Secretary is matter of the Board.

The Company Secretary shall be a member of the institute of Certified Public Secretaries of Kenya (ICPSK) established under Certified Public Secretaries Act.

The Company Secretary shall work closely with the Chairman and the Group Managing Director to ensure the proper and effective functioning of the Board and integrity of the Board governance process.

In addition to the statutory duties of the Company Secretary, he or she must provide the Board as whole and Directors individually with detailed guidance as to how their responsibilities should be discharged. The Company Secretary shall be responsible inter alia for the following;

- a) Ensuring that Board procedures as per the articles are followed.
- b) Providing guidance and advice on procedural and compliance issues
- c) Ensuring that the procedure of appointment of Directors is adhered to.

- d) Keeping abreast and informing the Board of current governance thinking both locally and internationally.
- e) Ensuring unhindered access to all Company information by all Board and Committee members.
- f) Ensuring a procedure exists for facilitating obtaining of independent professional advice.
- g) Ensuring compliance with all relevant statutory and regulatory requirements.
- h) Assisting in carrying out corporate strategies by ensuring Board decisions and instructions are clearly communicated to all relevant persons.
- i) Advising the Company on matters of ethics and good governance.

The performance of the Company Secretary shall be evaluated annually.

10.0 APPOINTMENT TO THE BOARD

Appointments to the Board shall, through a managed and effective process, ensure that a balanced mix of proficient individuals is made and that each of those appointed is able to add value and bring independent judgment to bear on the decision-making process. In this regard:

- (i) The appointment of Directors shall be recommended by the Group Nomination & Governance Committee, approved by the Board and appointed by the Shareholders;
- (ii) The criteria for appointment to the Board shall be guided by the following:
 - a) Commitment to the principles of good governance;
 - b) Ability and willingness to live the vision, mission and values of Britam;
 - c) Gender diversity;
 - d) Academic excellence;
 - e) Professional skills;
 - f) Independence;
 - g) Geographical representation;
 - h) Integrity;
 - i) Age;
 - j) Business experience;
 - k) Expertise in relevant fields e.g. financial markets, legal, marketing, public relations, IT, Property, Insurance etc;
- (iii) The Board shall formally review its composition and performance at least once every year to ensure that:
 - a) The mix of Directors is appropriate and compatible with the needs of the Board and the Company, with a majority non-executive and at least one third independent directors.
 - b) Every non-executive director commits adequate time to his/her

responsibilities and contributes effectively, and that, based on the priority needs of the Board and the Company, the Nomination & Governance committee will recommend to the Board qualified, competent fit and proper persons to be nominated for election to the Board.

- (iv) All non-executive directors shall be required to submit themselves for re-election at regular intervals and in accordance with the Memorandum and Articles of Association of Britam.
- (v) Re-appointment of Directors whose terms have expired shall be on the basis of their performance and conduct in addition to fulfilling the requirements under this Clause 10.o.
- (vi) Directors shall be issued with formal appointment letters setting out main terms and conditions.
- (vii) Newly appointed director shall be taken through a formal induction process.
- (viii) Procedures of appointing directors should be transparent, documented and approved by the board.
- (ix) Board Composition Guiding principles:
 - a) One director will belong to a maximum of 3 boards within the Group
 - b) The Chairman of the Group Board will not be a chair of any other Britam board in order to enhance oversight.
 - c) Either the Chairman or the CEO will be a local national in the Regional subsidiaries
 - d) Regional boards will be comprised of Local national members and representatives from the Britam Holdings executive management.
 - e) Must adhere to corporate governance guidelines within the various jurisdictions
- (x) Board Committees Guiding principles:
 - a) One director will belong to a maximum of 5 board committees within the Britam Group

- b) The chairman of a Britam board shall not chair any Britam board committee. The only exception is the Chairman of the Group Board who shall also chair the Nomination & Governance Committee. The Group Chairman may also chair the Compensation & Human Resources Committee.

Qualification of Directors

No person shall be appointed as a Director if he/she:

- i. has served in any senior civil servant or any public servant position, that would give rise to a real or perceived conflict of interest with Britam, within two years of the date of his or her appointment to the Board.
- ii. has been found to have committed, and is under any investigation for bribery, fraud, corruption, anti-money laundering, terrorism financing, or any illegal activity by any investigative, administrative, civil or judicial body.
- iii. Has been charged with, convicted of or under investigation for a crime.
- iv. has caused or is causing any material reputational risk and/or damage to the Company due to past or present personal or external activities.
- v. is an immediate family member (spouse, parent, or natural, adoptive or step child) of any officer of a public or private entity that supervises, reviews, audits, finances, or regularly conducts business with the Company.
- vi. has violated the Code of Conduct for directors.
- vii. is disqualified under the Companies Act 2015

11.0 REMUNERATION

In order to avoid potential conflict of interest, the Board shall set up an Independent Nomination & Governance Committee to determine the remuneration of respective individual executive and non-executive directors. The Committee shall:

- a) Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual executive and non-executive directors;
- b) Ensure that the level of remuneration shall be sufficient to attract and retain the quality and calibre of executive directors needed to run the Company successfully while the make-up should be structured as to link corporate and individual performance.
- c) The remuneration of the executive directors shall include an element that is linked to corporate performance, including a share option scheme, so as to ensure the maximization of the shareholders' value.
- d) The Board remuneration policies and procedures shall be disclosed in the annual report. The remuneration package to directors shall be appropriately disclosed.
- e) The Board Remuneration Report shall be approved by the Shareholders at the General Meeting.

12.0 DISCLOSURE

On the first appointment and at regular intervals (at least once every year), or at any time when circumstances change, all directors shall, in good faith, disclose to the Board for recording and disclosure to the external auditors, any business or other interests that are likely to create a potential conflict of interest, including:

- a) All business interests (direct or indirect) in any other company, partnership or other business venture;
- b) Their shareholdings in trade, business or other profit making organization;
- c) Their shareholding, share options and/or other interest in Britam;
- d) Any interest (direct or indirect) in any transaction with Britam;
- e) Any gift, monies, commissions, benefits or other favours extended or received from whatsoever party in respect of or in relation to any business dealings with Britam.

If a Director resigns or is removed from office before the expiry of their term, the director shall disclose to the Company's external auditors and if necessary to the Shareholders (if the reason for removal or resignation is refusal to compound fraud, corruption or other activities or behaviour incompatible with the shareholders' interests) the reasons for the resignation or removal.

13.0 SUPPLY OF INFORMATION

For the Board to exercise informed, intelligent, objective and independent judgments on Britam's affairs, they shall have access to accurate, relevant and timely information. In this regard:

- a) There shall be established a formal procedure to enable independent directors to take professional advice on any matter pertinent to their functions if and where they deem it necessary and at Britam's expense, but subject always to the limitations, restrictions and conditions stipulated by the Board.
- b) All directors shall have unlimited access to the advice and services of the Company Secretary who has a statutory duty to advise the Board and any other professional officer of the Company, on matters of procedures, Memorandum and Articles of Association and regulations.
- c) It is the duty of every director to demand and obtain any information they deem critical to the performance of their duties as a director.

14.0 INVOLVEMENT OF DIRECTORS IN POLITICS

Any Director who intends to run for political office, either at the presidential, parliamentary, or county level must resign from office.

Britam must maintain a position of neutrality in political and religious inclinations. The Directors must therefore conduct themselves in a way that enhances this position.

15.0 TRAINING & DEVELOPMENT

16.1 All directors shall receive some formal training on their role, duties, responsibilities and obligations as well as Board practices and procedures on first appointment. The training shall cover the following areas:

- a) Role, duties and responsibilities of the Board and directors;
- b) Rights and obligations of a director;
- c) Statutory liabilities and duties of a director under criminal and company law;
- d) Board practices and procedures;
- e) Corporate strategy and organization;
- f) Disclosure and communication policies;
- g) Financial management systems, internal control procedures and internal audit;
- h) External Audit and the Board;
- i) The Corporate Environment;
- j) Performance targeting, monitoring and evaluation;
- k) Risk Management;
- l) Information Technology and information to the Board;
- m) Any other matters of interest to the Board.

16.2 Directors shall attend at least twelve hours of board development annually on matters relevant to legal reforms, corporate governance, changing corporate environment, business/commercial risks and other matters that may be of interest in the execution of their role.

16.0 BOARD EFFICIENCY AND EVALUATION

17.1 Each director is fully aware of the importance of regular attendance and effective participation at meetings. Where a director is unable to attend a meeting, each director undertakes to communicate through the Chairman or the Group Managing Director any concerns or issues they would wish considered. Board deliberations give rise to consensus or formal votes covering, among others, approval of accounts, budget, resolutions to be submitted to the General Meeting of Shareholders as well as other matters of importance to the Company.

17.2 Each director shall be attentive to and respectful of the delineation and exercise of powers and responsibilities attributed to the Company's respective decision-making organs. Directors shall however ensure that no single person can exercise uncontrolled discretionary powers. They shall support the proper functioning of Board Committees and pay particular attention to ensure that the Company's

internal controls are effective and that its statutory auditors perform their mission in a satisfactory manner.

17.3 At regular intervals, not exceeding twelve months, the Board of Directors shall undertake an evaluation of its functioning as a collective agency and as individual directors. Where necessary, the Board may obtain the services of an external facilitator to guide the evaluation.

17.4 The Board of Directors shall ensure that a Governance Audit is carried out annually by a Certified Governance Auditor to check on the level of compliance with sound governance practices. The Board is required to report on the level of compliance.

17.0 RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDIT

Risk Management and Internal Audit are recognized to be integral parts of the governance structures of the Company and functions under policies established by the executive management and the Board. The Risk, Compliance and Internal Audit functions shall provide to the board:

- a) Assurance that management processes are adequate to identify and monitor significant risks.
- b) Confirmation of the effective operation of the established internal control systems.
- c) Ongoing development and evaluation of improved controls.
- d) Credible processes for feedback on risk management assurances.

The Board must ensure that the management of the risk function has the necessary standing and that it reports to a level within the Company that is able to discharge its duties effectively. The Head of Internal Audit reports to the Audit Committee of the Board.

18.0 BOARD COMMITTEES

Board committees will assist the Board and its Directors in discharging the duties and responsibilities, however the Board remains accountable. Board committees with formally determined terms of reference, lifespan, role and function constitute an important element of process and should be established with clear reporting procedures and written scope of authority. Non-executive Directors must play an important role in the Board Committees.

Independent and external professionals with particular skills may be co-opted to board committees to supplement skills and expertise.

The Key Committees of the Board are;

19.1 BOARD AUDIT COMMITTEE

The Audit Committee shall comprise of at least three independent non-executive members one of whom shall be its chair. The Board Chairman should not be the Chairman of the Audit Committee. At least one member of the Audit Committee shall be a member in good standing of a professional audit or accounting body. Membership and attendance of the meetings of the Audit Committee shall be disclosed in the annual report. Alternate directors may not be appointed as members of the Audit Committee.

The Audit committee shall be appointed by the shareholders upon recommendation of the Board.

The primary responsibilities of the Audit Committee shall include;

- Ensuring that accounts are prepared in a timely and accurate manner to facilitate prompt publication and statutory reporting.
- Reviewing the scope of the internal audit programme, the findings and recommended actions to be taken by the management.
- Reviewing coordination between the internal audit function and external auditors.
- Nominating external auditors for appointment by the shareholders.
- Reviewing management reports from external auditors concerning deviations and weaknesses in accounting and operational controls.
- Consider matters of concern raised at the risk management level.

The Board chair, CEO and the finance director may attend meetings of the audit committee upon invitation by the audit committee.

At least once a year, the Committee shall meet with the external auditors without members of Management being present.

19.2 BOARD INVESTMENTS AND STRATEGY COMMITTEE

The primary role of the Investments and Strategy committee shall be:

- To consider the various strategic options available to the company and make recommendations to the Board regarding the development and implementation of the company's long-range strategic plans.
- To determine the company's investment strategy and policy, consider the proposed strategic investments and make recommendations to the Board.
- To facilitate deliberations of the Board by enabling additional focus on strategic and investment matters proposed by management so as to provide more informed and objective input to the Board discussions.
- To provide strategic direction for IT across the business;
- To provide strategic direction for procurement across the business, ensuring compliance with procurement policies and processes;

19.3 BOARD RISK & COMPLIANCE COMMITTEE

The Primary responsibility of the Risk & Compliance Committee shall be:

- To guide the development and implementation of the risk management framework and policies;
- To monitor the Company's compliance with policies, relevant laws and regulations and established risk limits;
- To review the implementation and maintenance of appropriate systems, procedures and codes of conduct in accordance with the Company's policy guidelines regarding identification, analysis, mitigation and control of risks.

19.4 BOARD NOMINATION AND GOVERNANCE COMMITTEE

The Primary purpose of the Governance & Nominations Committee is to review and consider proposals for the appointment of new directors, re-appointment of retiring directors and appointment of the Group Managing Director. The Board through the Committee shall regularly review its required mix of skills and experience and other qualities in order to assess the effectiveness of the Board.

The Board will through this Committee ensure adequacy, efficiency and effectiveness of the Committee structure including the nature of committees, their membership and terms of reference.

The Committee shall also ensure that the Group adheres to the Corporate Governance Guidelines.

19.5 BOARD COMPENSATION & HUMAN RESOURCES COMMITTEE

The Compensation & Human Resources Committee will have the primary responsibility of:

- Supporting the Company's strategic plan of ensuring that there is an empowered, motivated and productive workforce in a 'one company one culture' environment.
- Recommending the remuneration for the non-executive directors, appraise the performance of senior management and determine their remuneration as well as establish the overall staff remuneration budget including performance bonus pools for approval by the Board.
- Ensuring implementation and compliance with the Human Resources Policies and Procedures and recommend to the Board relevant reviews.

19.0 GENERAL RESPONSIBILITIES OF THE BOARD

The Board will be responsible for, inter alia:

- a) Review and adoption of strategic plans.

- b) Succession planning for the Board and the Group Managing Director
- c) Retaining full and effective control over the Company, and monitoring management in implementing Board plans and strategies.
- d) Monitoring of operational performance and management.
- e) Preparation and integrity of the annual financial statements and all related information
- f) Recording the facts and assumptions on which it relies to conclude that the business will continue as a going concern in the financial year ahead or why it will not, and in that case, what steps the Board is taking to remedy the situation.
- g) Delegating powers with the necessary written authority to management.
- h) Maintenance of adequate accounting records.
- i) Adequately safeguarding, verifying and maintaining accountability of assets.
- j) Preventing and detecting material misstatement and loss.
- k) Determination of policy and processes to ensure the integrity of the Company's risk management and internal control procedures.
- l) Implementing proper systems of internal control which are designed to provide reasonable, but not absolute, assurance as to the reliability of the financial statements.
- m) Ensuring that the Company complies with all relevant laws, regulations and codes of business practice, and that it communicates with its shareholders and relevant stakeholders (internal and external) openly and promptly.
- n) Developing a corporate code of ethics and conduct that addresses conflicts of interest, particularly relating to directors and management.
- o) Assessing its composition to consider whether its size, diversity and demographics makes its effective.
- p) Developing the communications policy of the Company.
- q) Director selection, orientation and evaluation.
- r) Ensuring that there is an appropriate balance of power and authority on the Board, such that no individual or block of individuals can dominate the Board's decision making.
- s) Ensuring that each item of special business included in the notice of the general meeting, or any other shareholder meeting, is accompanied by a full explanation of the effects of the proposed resolution.
- t) Encouraging shareholders to attend general meetings and other Company meeting, at which the directors should be present.
- u) Defining and monitoring the information needs of the Board. The Board should have unrestricted access to all Company information, documentation records and property.
- v) Identification and monitoring of the non-financial aspects relevant to the business of the company.
- w) Ensuring that the duties of Directors as prescribed by the Companies Act 2015 are carried out and Corporate Governance Guidelines are adhered to.

- x) Risk management.
- y) The Board may delegate any of its responsibilities to committees of the Board.
- z) Upon recommendations of the Governance and Nominations Committee, the Board shall annually review the adequacy, efficiency and effectiveness of committee structure, including the number and nature of committees, their membership and Committee Terms of Reference. The Board may also establish ad hoc committees as necessary.

20.0 MEETINGS

- A quorum of meetings of directors shall be as defined in the Company's Articles of Association.
- Meetings of the Board will be held as frequently as the Board considers appropriate, but not less than four times a year. Any Board member may requisition further meetings if required.
- Reasonable notice (as per the Articles of Association) of meetings and the business to be conducted shall be given to members of the Board.
- The Chairman in consultation with the Group Managing Director may invite other executives to attend and to be heard at meetings of the Board.

21.0 PROCEEDINGS AT MEETINGS

- Unless varied by this Charter, meetings and proceedings of the Board will be governed by the Company's Articles of Association.
- The meetings shall be chaired by the Chairman of the Board and in the absence of the Chairman, the directors shall appoint one of them to chair the meeting.
- The Company Secretary shall take minutes of the meetings. These shall be reviewed and approved by the members of the Board at the next meeting.

22.0 GENERAL

- The Board, in carrying out its tasks under these terms of reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties. Any such requests may be sent to the Company Secretary who shall liaise with Chairman and Group Managing Director to facilitate the provision of such and shall be in line with the company's procurement process. To ensure independence, the professional advisor shall report directly to the Board or a Board Committee.
- This Board Charter may be amended as required, subject to the approval of the Board.
- This Board Charter will be subject to review by the Board every two years.

