

BOARD

CHARTER

Adopted on

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1. PURPOSE

This Board Charter sets out the roles, responsibilities, structures and processes of the Board of Sameer Africa PLC and its subsidiaries ("**the Company**" or "**Group**").

This Board Charter complies with applicable laws and regulations as prescribed from time to time, including but not limited to the Companies Act, 2015 ("**the Act**"), the Capital Markets Authority ("**CMA**") Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 ("**the Code**"), the Capital Market (Public Offers, Listings and Disclosures) Regulations, 2023 ("**the POLD Regulations**"), and the Company's Memorandum and Articles of Association ("**the Articles**").

In the event that the provisions of this Board Charter contradict any law, code, regulation or guideline applicable to the Company, the said law, code, regulation or guideline shall take precedence, provided that, where possible, the higher standard prevails.

2. CORPORATE GOVERNANCE PRINCIPLES

2.1. Definition of Corporate Governance

Corporate governance means the process and structure used to direct and manage the business and affairs of the Company with the objective of realizing long-term shareholder value, whilst taking account of the interests of other stakeholders.

2.2. Principles of Good Corporate Governance

Good corporate governance places great emphasis on:

- (i) Responsibility;
- (ii) Accountability;
- (iii) Transparency; and
- (iv) Fairness

The Board of directors ("**the Board**") is responsible for setting up and overseeing the corporate governance framework of the Company.

In discharging its responsibilities, the Board is accountable to the shareholders of the Company and shall provide them with information as is required under the applicable laws and regulations.

The Board shall also ensure that it gives due consideration to the legitimate interests and expectations of the Company's stakeholders in its deliberations, decisions and actions, and shall disclose information in a manner that enables stakeholders to make an informed analysis of the Company's performance.

3. RIGHTS AND DUTIES OF SHAREHOLDERS

3.1. Board Relations with Shareholders

The Board shall:

- a) Recognize, respect and protect the rights of shareholders and shall ensure equitable treatment of all shareholders in the same class of issued shares whether minority, institutional or foreign.
- b) Provide shareholders with information as is required under applicable laws and regulations, and shall establish mechanisms to ensure effective communication with shareholders.

3.2. Rights of Shareholders

Shareholders have a right to:

- a) Receive relevant information on the Company's performance through the distribution of the annual reports and accounts.
- b) Receive relevant, sufficient and timely information concerning the date, location and agenda of the Annual General Meeting.
- c) Attend, either in person or by proxy all general meetings of members in the same class of issued shares of the Company.
- d) Receive a portion of the company's profits through declared dividends.
- e) Receive sufficient information on each subject to be discussed at the Annual General Meeting including sufficient information on voting rules or procedures.
- f) Participate in decision making through their right to vote.
- g) Make decisions on changes in the Company's composition documents.
- h) Elect Members of the Board of Directors.
- i) Elect external auditors.
- j) Approve annual reports, financial statements and balance sheets, as well approve the audit report.
- k) Question the board and management at general meetings.

3.3. Duties of Shareholders

Shareholders have a duty to:

- a) Keep themselves informed about the Company and to clearly understand the objects for which the Company is formed.
- b) Make independent and informed decisions on all issues, when they are called upon to make decisions.
- c) Ensure that competent and reliable persons, who can add value, are appointed to be members of the board of directors.
- d) To ensure that the Board is held accountable and responsible for efficient and effective governance of the Company so as to achieve corporate objectives, prosperity and sustainability.

- e) Understand the duties and limitations of the authority of Directors, their rights and obligations.
- f) Ensure that the provisions of the constituting instruments of the Company are consistent with the principles of good corporate governance.
- g) Ensure the principles of good corporate governance are implemented in the company by contributing effectively during shareholder's meetings.
- h) Ensure that their names are entered into the shareholder's register.
- i) Ensure safe custody of their shareholding documentation.

4. BOARD STRUCTURE

The Board shall be appointed while taking into consideration the following:

- The Company's Memorandum and Articles of Association
- The Capital Markets Act and Regulations
- The Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015
- The Companies Act, 2015
- Any other applicable Laws

4.1. Appointments to the Board

There shall be a formal and transparent procedure in the appointment of directors.

Appointments to the Board shall be on the recommendation of the Nominations and Remuneration Committee and the process shall be through a clearly outlined formal and transparent process of identifying, evaluating and vetting of suitable candidates to the position of directors.

The Board shall be responsible for:

- a) Identifying and evaluating possible future directors to the Board and to significant Company subsidiaries;
- b) Appointing directors to fill casual vacancies on the Board;
- c) Making recommendations to the Company's Shareholders for the appointment or removal of directors; and
- d) Approving policies for appointments to the Boards of entities controlled by the Company.

4.2. Board Composition

- a) The Board shall comprise a majority of non-executive directors of which at least one third will be independent, a majority of whom are ordinarily resident in Kenya.

- b) The size of the Board shall be determined in accordance with the Company's Articles of Association and needs of the business.
- c) The Board shall adhere to the principles of diversity in its composition to ensure a balanced and inclusive representation.
- d) Collectively, the Board Members shall have a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Company.
- e) The Board shall determine and regularly review the composition of the Board having regard to the optimum number, gender and skills mix of directors, subject to the limits imposed by the Company's Articles and the terms served by existing non-executive directors.
- f) Non-executive directors shall not be executive directors or employees of related entities of the Company.
- g) The period of office of Directors shall be as follows:
 - i. Directors shall hold office for such period as may be prescribed by the Company's Articles.
 - ii. Any directors appointed other than at a general meeting shall serve office until the next annual general meeting at which they will retire and be available for re-election.
 - iii. All directors are subject to retirement by rotation and re-election by Shareholders at least once every three years, consistent with the Company's Articles.
 - iv. The termination of service of an executive director for whatever reason shall result in the resignation of that director from the Board.
 - v. The Independent directors shall hold office for a term of 6 years.
- h) On appointment to the Board, non-executive directors shall receive a formal letter of appointment setting out clearly what is expected of them in terms of their roles and responsibilities, time commitment, committee service involvement outside board meetings, confidentiality, conflict of interest and performance process. This Board Charter shall be attached to all letters of appointment and be specifically incorporated by reference.
- i) The directors shall accept the appointment in writing.
- j) An induction programme aimed at acquiring an understanding of the Company, its operating environment and the markets in which it trades shall be conducted for all newly appointed directors.
- k) The retirement age for a director shall be 70 years. Shareholders may however be entitled to re-elect a director who has exceeded this age of 70 years in the manner provided for in the Articles, the Code, and the Companies Act 2015.
- l) The Board shall establish a Nominations and Remuneration Committee with the objects, inter alia, of ensuring directorship continuity, overseeing the succession planning of Directors and the regular review of the performance of the Board, the Board Members and Board Committees, remuneration of the Board members and recommendation of appointment of Executive directors.

- m) The Board shall at all times ensure that a succession policy is in place for the Company.
- n) There shall be a limit to the number of directorships a member of the Board holds at any given time. Any director shall be at liberty to accept appointments to other boards, provided that such appointments do not result in any conflicts of interest with the Company and comply with the following guidelines:
 - i. A director of the Company except a corporate director shall not hold such position in more than three public listed companies at any one time.
 - ii. In a case where the corporate director has appointed an alternate director, the appointment of such alternate director shall be restricted to two public listed companies at any one time.
 - iii. The chairperson of the Board shall not hold such position in more than two public listed companies at any one time
 - iv. Executive directors shall not serve on the board of more than two public listed companies. The appointment of an Executive Director to another Board shall be subject to the policy adopted by the Company.
- o) The structure of the Board shall comprise of a number of directors that fairly represents the Company's shareholding structure. The composition of the Board shall not be biased towards representation by a substantial Shareholder but shall reflect the Company's broad shareholding structure. The composition of the Board shall provide a mechanism for representation of the minority Shareholders without undermining the collective responsibility of Shareholders.

4.3. Removal of Board Members

Any Director shall cease from office if:

- a) The Director ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; or
- b) The period of the Director's appointment ends and is not extended for a further term on recommendation by the Nominations & Remuneration Committee to the Board; or
- c) The Director retires in accordance with the Articles and the Board, upon recommendation by the Nominations & Remuneration Committee, requests the Director not to offer him/herself up for reelection; or
- d) The Director is not re-elected at an Annual General Meeting of the Company at which he/she has retired and offered him/herself for re-election in accordance with the Articles; or
- e) The Director is required to vacate office for any reason pursuant to Article 1.112 or any other provisions of the Articles; or
- f) The Director resigns from office by notice in writing to the Company.

5. DIRECTORS' INDEPENDENCE

- a) The Board has adopted the definition of independent director as prescribed under the POLD Regulations.
- b) The Board shall assess the independence of its members annually.
- c) The tenure of independent directors shall not exceed a cumulative term of six years. Upon expiry of this term, independent directors may continue to serve on the Board subject to re-designation as a non-independent director.

6. DIRECTORS' FIDUCIARY DUTIES

Each Board Member shall:

- a) Exercise a reasonable degree of care and skill.
- b) Act in the best interests of the Company and not for any other purpose.
- c) Act honestly at all times and shall not place themselves in a situation where personal interests conflict with those of the Company.
- d) At all times exercise independent judgement.
- e) Devote sufficient time to carry out their responsibilities and enhance their skills.
- f) Promote and protect the image of the Company.
- g) Owe a duty to the Company and not to the nominating authority.
- h) Owe the Company a duty to hold in confidence all information available to them by virtue of their position as a Board member.

7. ETHICAL STANDARDS AND CONFLICT OF INTEREST

- a) Board Members are expected to observe the highest standards of ethical behavior.
- b) The Board has adopted policies which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings. These policies include a Code of Conduct and Ethics, and a policy on Conflict of Interest, amongst others.
- c) Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict.
- d) A Director that has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of such interest.
- e) The Company Secretary will maintain a register of dealings in securities and declarations of interest by Directors and report them to the Board as necessary.

8. ROLE AND FUNCTIONS OF THE BOARD

The role of the Board is to provide leadership and strategic guidance to the Company and its related subsidiaries, in addition to overseeing Management's implementation of the

Company's strategic initiatives. The Board is accountable to Shareholders for the performance of the Company's business. In performing its role, the Board aspires to excellence in governance standards.

8.1. Key Functions of the Board

Key functions of the Board will include the following:

- a) Defining the Company's mission, vision, values, its strategy, goals, risk policy plans and objectives.
- b) Approving the strategic direction of the Company and significant corporate strategic initiatives.
- c) Approving the Company's annual targets and financial statements and monitoring financial performance against forecast and prior periods.
- d) Monitoring the corporate performance of the Company on quarterly basis and approve interim and annual financial statements and the budget.
- e) Determining dividend policy and the amount, nature and timing of dividends to be paid.
- f) Considering and approving the Company's overall risk strategy and frameworks for managing all categories of risk, including credit, market, liquidity, equity, reputation and operational risk.
- g) Ensuring an effective internal control system and reviewing on regular basis the adequacy and integrity of the Company internal control acquisition and management of information systems.
- h) Ensuring regulatory compliance including compliance with the laws, regulations and prudential guidelines.
- i) Approving and overseeing the implementation of the key policies pertaining to compliance and obligations.
- j) Considering the social, ethical and environmental impact of the Company activities, setting standards and monitoring compliance with the Company sustainability policies and practices.
- k) Determining the structure, composition and responsibilities of the Committees of the Board and overseeing the various Committees and their evaluation.
- l) Nominating suitable candidates to be appointed as new directors of the Company and recommending them for election by the Shareholder.
- m) Putting in place a succession plan for the Board and the Management so as to maintain an appropriate balance of skills in the Company.
- n) Reviewing and approving non-executive directors' Board and Committee remuneration, including fees for the Company's non-executive directors appointed to subsidiaries of the Company subject to the Board remuneration being approved by Shareholders.
- o) Selecting, appointing and determining terms of appointment of the Managing Director and all members of the Executive Committee.

- p) Approving the organization structure and ensuring it facilitates effective decision making and good corporate governance, and developing appropriate staffing and remuneration policies.
- q) Setting and evaluating the performance of the Managing Director in light of the Company's strategy and objectives.
- r) Considering and approving the Company's remuneration policy including fixed, variable, performance and share-based remuneration.
- s) Monitoring the effectiveness of the corporate governance practices.
- t) Delegating appropriate powers to the Executive Management to ensure effective day-to-day management of the business and monitoring the exercise of these powers.
- u) Ensuring that policies and procedures are in place and consistent with the Company's objectives, and that the Company and its officers act legally, ethically and responsibly in all matters.
- v) At least annually, undertake an annual evaluation of its own performance, the performance of the Chairperson, that of its committees, individual members, the Managing Director and company secretary.
- w) In the discharge of its functions, the Board collectively, and each director individually, has the right to seek independent professional advice, subject to the approval of the Chairperson of the Board.

8.2. Board Committees

- a) The Board shall establish Committees to assist in exercising its authority.
- b) The Board shall establish (and may amend) Committee Charters for each Committee.
- c) The delegation of authority to Board Committees or Management shall not mitigate or discharge the Board and its directors from their duties and responsibilities.
- d) The standing Board Committees shall be as follows:
 - i. Board Finance, Strategy and Investments Committee
 - ii. Board Audit, Risk and Corporate Governance Committee;
 - iii. Board Nominations and Remuneration Committee;
- e) The Board may establish ad hoc committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.
- f) The Board will determine the charters of standing and ad hoc Board Committees, which will set out the roles and responsibilities of each Committee.
- g) The Board will determine the membership and composition of Board Committees, having regard to workload, skills and experience and any regulatory requirements.
- h) Each Committee shall have formal terms of reference that shall be approved by the Board.

- i) The Chairperson of each Committee shall report back to the Board at each Board meeting on a general principle of transparency and full disclosure.
- j) At least one third of the members of the Nominations and Remuneration Committee shall be independent directors.
- k) The chairperson of the Nominations and Remuneration Committee shall be an independent director.
- l) At least one third of the members of the Audit, Risk and Corporate Governance Committee shall be independent directors.
- m) At least one member of the Audit, Risk and Corporate Governance Committee shall hold a professional qualification in audit or accounting and be in good standing with the applicable professional body.
- n) The members of the Audit, Risk and Corporate Governance Committee shall be approved by the Shareholders at the Annual General Meeting of the Company.
- o) The Board may, from time to time, rotate Board Members between Committees.
- p) Board Committees and members are authorised to obtain independent outside professional advice as and when considered necessary. The Company Secretary shall assist the Board Committees and members in obtaining any such professional advice.
- q) The Board shall be able to impose or revoke any regulation and/or delegation of authority, by which any Committee or individual shall operate, at any time by recording its decision in the Board minutes.

8.3. Role of the Board Chairperson

- a) The Board will appoint one of its members to be the Chairperson in accordance with the Articles
- b) The Chairperson shall lead the Board in the oversight of management of the Company and shall not be involved in the day to day running of the business in order to ensure effective oversight of the Company.
- c) The Chairperson shall represent the Board to the Shareholders and communicate the Board's position.
- d) The Chairperson shall be a non-executive member of the Board.
- e) The Chairperson shall not hold office in more than two public listed companies at any one time.
- f) The functions of the Chairperson and the Managing Director shall not be exercised by the same individual at the same time.
- g) The Chairperson shall not have served as the Managing Director at any time during the previous three years.

8.4. Functions of the Chairperson of the Board

- a) Providing overall leadership to the Board and ensuring smooth functioning of the Board, appropriate governance structures and inculcating a positive culture in the Board.
- b) Leading the Board in oversight of management;
- c) Chairing Board meetings of the directors and general meetings of the members of the Company;
- d) Organizing and presenting the agenda for regular or special Board meetings based on input from the directors;
- e) Setting objectives to be achieved by the Board both in long and short-term;
- f) Providing guidance and mentorship to other Board members on what is expected of them;
- g) Ensuring that Board meetings are effective and all directors are given the opportunity to effectively contribute to the discussion, and to ensuring adequate time is given to discuss performance and strategy matters.
- h) Ensuring that the decisions of the Board are implemented by Management effectively.
- i) Ensuring that the Board complies with the Company's Code of Conduct.
- j) Ensuring the annual Board evaluation exercise is conducted.
- k) Delegating to and in conjunction with the Managing Director, undertaking appropriate public relations activities.
- l) Being the spokesperson for the Company at members' general meetings.
- m) Being kept fully informed of current events by the Managing Director on all matters which may be of interest to directors.
- n) Regularly reviewing with the Managing Director the progress on important initiatives and significant issues facing the Company.
- o) Providing mentorship for the Managing Director; and
- p) Together with the Company Secretary, being responsible in preparing a comprehensive induction program for incoming Directors.

8.5. Role and Functions of the Managing Director

The Board shall appoint a Managing Director who leads the executive management, is responsible for the day to day running of the Company and implementing the Board's corporate decisions.

The key functions of the Managing Director are:

- a) Implementation of the Board's corporate decisions.
- b) Providing clear flow of relevant and accurate information to the Board.

- c) Developing, in conjunction with the Board, the company's vision, values, and goals.
- d) Bearing responsibility for the achievement of corporate goals and objectives.
- e) Development of short, medium and long-term corporate strategies and planning to achieve the Company's vision and overall business objectives
- f) Managing and directing the employees and agents of the Company to ensure appropriate commitment and strategic alignment with the corporate culture and organization's goals and objectives.
- g) Establishing and maintaining effective and positive relationships with Board members, shareholders, customers, suppliers and other government and business liaisons.
- h) Undertaking the role of key Company spokesperson.
- i) Recommending policies to the Board in relation to a range of organizational issues including delegations of authority, consultancies and performance incentives.
- j) Ensuring statutory, legal and regulatory compliance and complying with corporate policies and standards.
- k) Ensuring appropriate risk management practices and policies are in place.
- l) Promoting good corporate governance within the Company.
- m) Developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy.

8.6. Role and Functions of the Company Secretary

- a) The Board shall be assisted by a suitably qualified, competent and experienced Company Secretary, who shall be a practicing member of the Institute of Certified Public Secretaries of Kenya and in good standing.
- b) The Company Secretary shall not be a member of the Board.
- c) Appointment and removal of a Company secretary will be subject to Board approval.
- d) All directors shall have direct access to the Company Secretary.
- e) The functions of the Company Secretary shall include the following:
 - i. Providing guidance to the Board on its duties and responsibilities and on other matters of governance.
 - ii. Working with the Chairperson and Managing Director in the preparation of the agendas, board papers for Board meetings, Committee meetings and the Annual General Meeting.
 - iii. Ensuring there is timely preparation and circulation of the Board and Committee minutes and other relevant papers.
 - iv. Under the direction of the Chairperson, ensuring timely flow of information within the Board and the Committees.

- v. Preparing a work plan to be approved by the Board, setting out the principal activities for the year.
- vi. Preparing an annual schedule of meetings of the Board and Committees for approval by the Board.
- vii. Facilitating the induction of new directors and organize professional development training of directors in accordance with the Code.
- viii. Assisting in the coordination of the Board evaluation exercise.
- ix. Coordinating the governance and legal compliance audit processes.
- x. Having custody of the company's seal and accounting for its use by maintaining a register.
- xi. Maintenance and update of the register of conflict of interest.
- xii. Ensuring there is effective communication between the Company and Shareholders.
- xiii. Recording, maintaining and distributing the minutes of all Board and Board Committee meetings.
- xiv. Maintaining a complete set of Board papers at the company's main office.
- xv. Preparing for and attending all annual and extraordinary general meetings of the Company.
- xvi. Recording, maintaining and distributing the minutes of all Annual General Meetings of the Company.
- xvii. Filing all statutory returns and maintain statutory registers as required under the Companies Act, 2015 or any other applicable law or regulation
- xviii. Facilitating effective communication between the Company and the Shareholders.
- xix. Acting as a liaison person between the Board and Management.

8.7. Role and Functions of the Compliance Officer

- a) The Board shall appoint, engage or designate a person to be the Company's Compliance Officer.
- b) The Compliance Officer shall not be a member of the Board.
- c) The Compliance Officer shall ensure the Company complies with the obligations under the POLD Regulations, the Act and any relevant written law during the period when the Company is publicly listed. In particular, the Compliance Officer shall:
 - i. review, before publication, all financial information announcements, and any other documentation to ensure that the announcements or documentation accurately disclose all material information to shareholders and the market;
 - ii. submit all required documents to the securities exchange and ensure that the documents comply with the continuing disclosure obligations;

- iii. take all reasonable steps to brief the members of the board of directors of the issuer as to the nature of the directors' responsibilities under the continuing disclosure obligations, other applicable regulations and general nature of the directors' obligations in relation to holders of securities;
 - iv. ensure that all new appointments to the board of directors of the Company are complete;
 - v. ensure that the members of the board of directors undertake training in corporate governance and the Directors Training Programme within six months after being appointed;
 - vi. attend all Board Audit, Risk and Corporate Governance Committee meetings in an advisory capacity to ensure that the Company conducts its meetings in compliance with the continuing listing obligations; and
 - vii. carry out any activities relating to the Company as may be requested by the securities exchange.
- d) The Company Secretary may be designated as the Company's Compliance Officer.

9. MATTERS RESERVED FOR DETERMINATION BY THE BOARD

The Board shall define levels of materiality, reserving specific powers to itself and delegating other matters with the necessary written authority to Management. Delegated matters shall be evaluated on a regular basis.

The following matters shall be reserved for decision by the Board on the basis of any recommendation that may be made from time to time by the Committees of the Board and/or Management.

9.1. Strategic Plans and Objectives

The Board shall steer the Company strategy and ensure performance, social and environmental sustainability. This will entail the following:

- a) Approval of the strategy, business plans and annual budgets and approval of any subsequent material change in strategic direction or material deviations in business plans;
- b) Evaluation of key assumptions and business indicators on which the Company's strategic objectives and policies are based;
- c) Consideration and approval of any material departure from strategic objectives and policies, including significant re-alignment of the businesses which the group operates or is invested in;
- d) Consideration and approval of any major transactions; and
- e) Oversight of all important policies regulating the Company's relations with its primary stakeholders and any significant issues arising from these relationships.

9.2. Financial Matters and Reporting

With the guidance of the Audit, Risk and Corporate Governance Committee and the Finance Strategy and Investment Committee, the following will be reserved for decision by the Board:

- a) Establishment and implementation of a process to provide reasonable assurance regarding the reliability of financial reporting and compliance with applicable laws and regulations.
- b) Establishment of a formal and transparent arrangement for shareholders to effect the appointment of independent auditors at each Annual General Meeting.
- c) Ensuring the independence and competence of the Company's external auditors.
- d) Approval of annual financial statements, interim reports and all matters related thereto.
- e) Adoption of any significant change or departure in the accounting policies and practices of the Company.
- f) Approval of interim and annual dividends.
- g) Approval of the annual budgets. Recommendation to Shareholders of any increase or reduction in or alteration to the share capital of the Company and the allotment, issue or other disposal of shares of the Company (except for shares allotted under any share incentive scheme).
- h) Establishment and approval of loan facilities from any financial institution or other body.

9.3. Statutory and Administrative Matters

- a) Amendments to the Memorandum and Articles of Association of the Company, subject to shareholders' approval during the Company's general meeting.
- b) Appointment, removal or replacement of the external auditor/s of the Company, subject to shareholders' approval during the Company's general meeting.
- c) Convening general meetings of shareholders of the Company and approval of the notice of the general meetings of shareholders.
- d) Prosecution, defense or settlement of legal or arbitration proceedings, where material, excluding those proceedings that are conducted in the ordinary course of business.
- e) Where applicable, approval of the rules of and amendments to pension and provident funds having a material effect on the actuarial liabilities of those funds.
- f) Granting general signing authorities and changes thereto pursuant to the Articles of Association.
- g) Formulation of policies in relation to information communication technology, procurement, human resources, corporate social responsibility, environment, health and safety, community relations and any such other policies relevant to the Company's primary stakeholders.

9.4. Listing Regulatory Matters

- a) Approval of terms and conditions of the Company's rights issues, public offers, capital issues or issues of convertible securities, including shares, or convertible securities issued for acquisitions.
- b) Approval and authority to issue circulars to Shareholders of the Company.
- c) Approval and authority to issue prospectuses, listing particulars, rights offers or takeover or merger documents.
- d) Recommendations to Shareholders to approve any ordinary or special resolutions.
- e) Recommendations to Shareholders on a particular course of action proposed by the Company.
- f) Recommendations in respect of the listing or termination of the listing of the Company's shares on any stock exchange.

9.5. Risk Management and Internal Control

The Board is responsible for establishing an effective risk management framework for the Company and putting in place an effective system of internal control. With the support of the Audit Risk and Corporate Governance Committee, the Board shall:

- a) Adopt a Risk Management Plan that is not isolated from the Company's strategic plan. At least annually, ensure that a review of the effectiveness of the Company's risk management practices and internal control systems is conducted, covering all material controls including financial, strategic, operational and compliance.
- b) Establish an internal audit function, whether internally based or externally sourced and identify a suitably qualified head of internal audit who reports directly to the Audit, Risk and Corporate Governance Committee.
- c) Determine the responsibilities of the internal audit function including the adequacy, scope and resources of the function to ensure that it has the necessary authority to carry out its work effectively.
- d) Ensure that the internal audit function is independent of the activities of the Company and is performed with impartiality, proficiency and due professional care.
- e) Determine the Company's appetite for risk and the Company's ability to bear the consequences of risk. Risk shall be evaluated in terms of probability of occurrence and the severity of the risk events.
- f) Ensure that comprehensive risk assessment is undertaken on a regular basis and there is adequate disclosure of risk tolerance and risk management processes in the annual report.
- g) Ensure that the Company's information communication technology ("ICT") systems and tools are aligned with business objectives and sustainability.
- h) Establish an ICT Policy that promotes the use of ICT.

9.6. Nominations and Remuneration

- a) Appointments to the Board, duly assisted by the Nominations and Remuneration Committee.
- b) Approval of terms of reference of and changes in the composition of the Board.
- c) Changes to Directors' fees as recommended by the Nominations and Remuneration Committee.
- d) Approval of any share incentive scheme, the rules applicable to any such scheme and any amendment to such rules as recommended by the Nominations and Remuneration Committee, for submission to shareholders, if applicable.
- e) Appointment of Executive Management of the Company assisted by the Nomination and Remuneration Committee.
- f) Approving terms and conditions of service for employees of the Company assisted by the Nomination and Remuneration Committee.

10. BOARD REMUNERATION

- a) The Board shall establish a formal policy to ensure attraction and retention of Board members, and to define their remuneration.
- b) The policy on board attraction, retention and remuneration shall be approved by shareholders.

11. BOARD PERFORMANCE

- a) The Board shall undertake an annual evaluation of its own performance, the performance of the Chairperson, that of its committees, individual members, the Managing Director and company secretary.
- b) The Board shall ensure regular governance audits are carried out by a competent and recognized professional accredited for that purpose every two years to confirm the Company is operating on sound governance practices.
- c) The Board shall ensure that a comprehensive independent legal audit is carried out at least once every two years by a legal professional in good standing with the Law Society of Kenya.
- d) Save for when the independent legal and compliance audit is carried out, an internal legal and compliance audit shall be carried out on an annual basis.
- e) The Board shall in its annual report disclose whether evaluation of the Board the chairperson, the Managing Director and the company secretary have been undertaken.

12. BOARD AND COMMITTEE MEETINGS

12.1. Notice and Agenda

- a) The Chairperson of the Board or relevant Committee shall be responsible, in consultation with the Company Secretary, for the Notice and Agenda of the meeting. This includes being satisfied that the agenda is comprehensive, that all agenda items are appropriate and that recommendations fit within the Broad strategic direction set by the Board.
- b) Additional Agenda items may be included in the agenda during the meeting subject to approval by the Board or the Committee.

12.2. Constitution of Meetings

- a) The normal quorum for meetings of the Board is three (3) Directors as set out in the Articles.
- b) The quorum for meetings of the Committees shall be as set out in the Committees' Terms of Reference.
- c) A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
- d) Board and Committee members who are unable to attend shall inform the respective Chairperson and the Secretary well in advance of the meeting for recording.
- e) If a quorum is not present, the meeting shall be adjourned to such other time and place as the Board shall deem fit.

12.3. Frequency of Meetings and Venue for Meetings

- a) The Board shall in every year formulate a work plan containing a schedule of meetings and activities planned for the year.
- b) The Board shall meet at least four (4) times annually. Special meetings of the Board may be convened to deal with urgent matters where necessary.
- c) Each Committee of the Board shall meet at such frequency as set out in its Terms of Reference.
- d) Board and Committee meetings are generally held at the head office of the Company but may also take place elsewhere as approved by the directors.

12.4. Attendance of Board and Committee Meetings by Electronic Means

- a) Board or Committee meetings may be held by telepresence, telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by any other communication equipment which allows all persons participating in the meeting to speak and hear each other.

- b) For such meetings, the Company Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting.

12.5. Procedure of Board and Committee Meetings

- a) Board meetings shall be chaired by the Chairperson of the Board and in the case of a Committee meeting, the Chairperson of that committee.
- b) In the absence of the Chairperson, one of the Board members or Committee members as the case shall be, designated by the members present at the meeting, will chair.
- c) The Chairperson shall ensure that the meeting is properly constituted.
- d) The Chairperson shall ensure that during the meeting, the minutes of the previous meeting are confirmed and matters arising therefrom handled.
- e) At every Board or Committee Meeting, members shall be required to declare any conflict of interest in relation to the agenda before them. Any conflict of interest shall be dealt with in line with the Company's Conflict of Interest Policy approved by the Board.
- f) The Company Secretary shall take minutes of all meetings of the Board as a record of the outcomes, with resolutions being highlighted therein.
- g) Members of the Management team may be invited to attend meetings of the Board and will be available to be contacted by Board Directors.
- h) The Managing Director is responsible for implementation of the Board's decisions and may delegate such implementation to the Management team.
- i) The Board is responsible for monitoring implementation of its resolutions.
- j) The Board will regularly meet without Executive Management to deliberate on the business of the Company

13. MANAGING STAKEHOLDER RELATIONSHIPS

- a) The Board shall take account of the legitimate interests of stakeholders in its decisions.
- b) The Board shall proactively manage the relationships with its stakeholders to ensure the realization of the legitimate interests and expectations of stakeholders and the achievement of corporate objectives.
- c) The Company should identify mechanisms and processes that will promote enhanced levels of constructive stakeholder engagement. Constructive engagement with stakeholders should be to the mutual benefit of all parties.
- d) The Board shall establish a policy on Effective Communication with Stakeholders which shall be approved by shareholders.

14. DISPUTE RESOLUTION

- a) The Board should establish a formal process to resolve internal and external disputes.

- b) The Board shall establish a policy on Dispute Resolution for Internal and External Disputes which shall be approved by shareholders.

15. ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

- a) The Board is committed to ensuring that the Company operates in a responsible, sustainable, ethical manner, and as a good corporate citizen.
- b) The Board has adopted a policy on Environmental, Social and Governance and a Code of Conduct and Ethics that set out the Company's values and principles on good corporate governance practices, environmental and social stewardship.
- c) The Board has established a Whistleblowing Policy which provides a platform for employees and third parties to raise concerns regarding any suspected breaches of the Company's ethical standards and regulatory compliance. Good corporate citizenship shall be integrated into the culture of the Company.

16. COMPLIANCE WITH LAWS AND REGULATIONS

- a) The Company shall ensure that the Company conducts its business affairs in full compliance with all applicable laws, rules and regulations including compliance with the Constitution, all applicable laws and regulations, Codes and in line with accepted national and international standards, as well as the Company's policies.
- b) The Board shall ensure that the directors and officers of the Company are made aware of the laws, rules, regulations, codes and standards which are applicable to the Company, and risk management processes include a review of the Company's compliance with these laws and procedures.
- c) The Board shall ensure that a legal compliance audit is carried out regularly in line with the requirements of the CMA Code with the objective of establishing the level of adherence to applicable laws, rules, regulations and standards.
- d) The Board shall review the findings from the audits and monitor remedial action on any non-compliance issues that may be identified for successful closure.

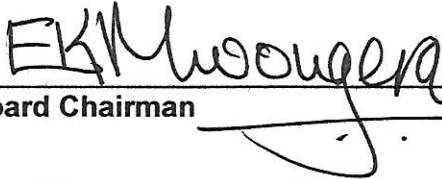
17. LIABILITY OF BOARD MEMBERS

- a) A Board member shall not be liable for any act done in good faith in carrying out his/her duties and responsibilities in connection with the Company.
- b) The Company will take out appropriate Directors' and Officers' Liability cover for its Board members in line with the provisions of sections 195 and 196 of the Companies Act 2015.
- c) The Company recognises that the indemnity cover may be void in certain circumstances as described in section 196 of the Companies Act 2015.
- d) In this regard therefore, Board members are encouraged to fully understand the provisions governing liability of directors and to perform their duties with integrity and the necessary care and skill required of them.

18. REVIEW OF CHARTER

- a) The Board shall review this Charter every three years or more frequently as required to ensure it remains consistent with the Board's objectives and responsibilities, current laws, regulations and best practice.
- b) Where the terms of this Charter differ from any existing or newly enacted law, articles, rule or regulation governing the Company, the law, article, rule or regulation will take precedence over this Charter until this Charter is changed to conform to the law, article, rule, or regulation.

APPROVED BY THE BOARD OF DIRECTORS AND EFFECTIVE FROM 14 APRIL 2026:



Board Chairman

22.04.2026.