



BRITAM HOLDINGS PLC

BOARD CHARTER

2026

Version Control

Version Control					
Version #	Date	Description of change	Author	Recommender	Approver
1.0	2018	Final	Nancy Kiruki	NGR Committee	BHP Board
2.0	2022	Final	Hilda Njeru	NGR Committee	BHP Board
3.0	2026	Draft	Hilda Njeru	NGR Committee	BHP Board

Approval History

Approved By	Date Approved	Signature
Recommended by Director Legal & Group Company Secretary	5 th March 2026	
Approved by Group Nominations, Governance and Remuneration Committee and signed by the Committee Chairman	19 th March 2026	
Approved by Britam Holdings Plc Board of Directors and signed by the Board Chairman	30 th March 2026	

TABLE OF CONTENTS

THE COMPANY	4
1.0 GUIDING PRINCIPLES	6
2.0 PRIMARY PURPOSE	6
3.0 THE ROLE OF THE BOARD	7
4.0 MEMBERSHIP	7
5.0 DIRECTORS	9
6.0 RESPONSIBILITIES OF DIRECTORS	9
7.0 DUTIES OF DIRECTORS	10
8.0 ROLE OF THE CHAIRMAN	11
9.0 ROLE OF THE GROUP MANAGING DIRECTOR	11
10.0 ROLE THE COMPANY SECRETARY	13
11.0 APPOINTMENT TO THE BOARD	13
12.0 REMUNERATION OF BOARD MEMBERS	16
13.0 RELATIONSHIP BETWEEN BOARD AND MANAGEMENT	16
14.0 DISCLOSURE REQUIREMENTS	16
15.0 SUPPLY OF INFORMATION	17
16.0 INVOLVEMENT OF DIRECTORS IN POLITICS	17
17.0 TRAINING & DEVELOPMENT	17
18.0 BOARD EFFICIENCY AND EVALUATION	18
19.0 RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDIT	19
20.0 MEETINGS	19
21.0 BOARD COMMITTEES	20
21.1 BOARD AUDIT, RISK & COMPLIANCE COMMITTEE	20
21.2 BOARD INVESTMENTS AND STRATEGY COMMITTEE	21
21.3 BOARD NOMINATION, GOVERNANCE AND REMUNERATION COMMITTEE	22
21.4 BOARD CUSTOMER EXPERIENCE, BRAND AND MARKETING COMMITTEE	23
21.5 BOARD INNOVATION AND TECHNOLOGY COMMITTEE	23
22.0 CONFLICTS OF INTEREST	24
23.0 GENERAL	24
24.0 APPROVAL AND REVIEW	25

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 General Insurance Company (Kenya) Limited
- Britam Asset Managers Company (Kenya) Limited
- Britam Micro Insurance (Kenya) Limited
- Britam Insurance Company (Uganda) Limited
- Britam Life Assurance 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.
- Britam Foundation

Vision, Mission and Values

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

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



Our Values:

- **A**ccountability
- **T**rust
- **A**gility
- **C**ustomer centricity

Brand Promise: With you every step of the way

Purpose: Safeguarding your dream and aspirations

1.0 GUIDING PRINCIPLES

This Board Charter shall govern Britam Holdings Plc (“Britam” or “the Company”) 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 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

- 2.1 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.
- 2.2 Good corporate governance is regarded as critical to the 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.
- 2.3 The Board accordingly embraces the principles of good governance set out in the following laws: -
- a) The Constitution of Kenya
 - b) [The Capital Markets Act and the relevant regulations, rules and guidelines issued thereunder, including but not limited to the Code of Corporate Governance Practices for Issuers of Securities to the Public, and the Capital Markets \(Public Offers, Listing and Disclosure\) Regulations, 2023](#)
 - c) [Companies Act 2015 the relevant regulations, rules and guidelines issued thereunder](#)
 - d) [The Insurance Act and the relevant regulations, rules and guidelines issued thereunder, including but not limited to the Corporate Governance Guidelines for Insurance and Reinsurance Companies, the Insurance \(Group-wide Supervision\) Regulations and Guidelines on Risk Management and Internal Controls.](#)
 - e) [The Retirement Benefits Act the relevant regulations, rules and guidelines issued thereunder](#)

- f) All applicable Statutes and Regulations in the relevant jurisdictions where Britam subsidiaries operate

3.0 THE ROLE OF THE BOARD

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

- 3.1 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.
- 3.2 The Board's primary responsibilities include 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 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.
- 3.4 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.

4.0 MEMBERSHIP

- 4.1 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 Nominations, Governance & Remuneration Committee, approved by the Board and appointed by the shareholders.
- 4.2 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 severally by the terms of this Charter and other Regulations and Laws that relate to directors.
- 4.3 A majority of the Directors shall be Non-Executive. At least a third of the board members shall be independent* directors who shall not hold office for more than two

terms of three years each¹. The criteria for determining the independence of an independent director shall be in line with the criteria laid down in the Capital Markets (Public Offers, Listings And Disclosures) Regulations, 2023.²

4.4 The Chairman shall be a Non-Executive Director and the roles of the Chairman and Chief Executive Officer shall be separated.

4.5 A person shall not be appointed as a Director unless that person has been certified by the Capital Markets Authority and the Insurance Regulatory Authority as fit and proper to hold that office.

4.6 The Board must report to the Capital Markets Authority on the resignation or removal of any of its members within 24 hours detailing the circumstances regarding the resignation or removal. The Company shall also publish the resignation/removal in two (2) newspapers of national reach and on its website.

4.7 Unless varied by these terms of reference, the appointment of Directors will be governed by the Articles of Association of the Company.

4.8 The Board, through the Nominations, Governance and Remuneration Committee shall annually review the independence, mix of skill and experience of the Directors in order to assess the efficacy of a Board, and identify the diversity areas that are required on the Board at any given time. In line with the best practices, the Company shall strive to achieve diversity in the various broad thematic areas, including but not limited to:

- 4.8.1 Academic qualifications;
- 4.8.2 Professional skills and technical expertise;
- 4.8.3 Business experience and relevant knowledge;
- 4.8.4 Expertise in relevant fields.
- 4.8.5 Gender.
- 4.8.6 Age

¹ Guideline 3.1.1 of the IRA Corporate Governance Guidelines for Insurance and Reinsurance Companies

² According to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, an independent director means a member of a board of directors who: is not an executive director; does not have a material or pecuniary relationship with the company or related persons; is compensated through sitting fees or allowances; and does not own shares in the company, provided that after six (6) years of continuous service as such director, such person shall no longer be considered as an independent director.

5.0 DIRECTORS

5.1 Multiple Directorships

- 5.1.1 A director shall not hold more than 3 directorships in listed companies.
- 5.1.2 A person shall not be a director in any other Company in the business of Life Assurance, pensions, asset management and general insurance unless such a Company is a subsidiary of Britam Holdings PLC.
- 5.1.3 An executive director shall not hold more than one other directorship of another listed Company.
- 5.1.4 A chairperson of a listed company shall not hold such position in more than two listed companies at any one time.

5.2 Limitations on Age of Directors

- 5.2.1 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, a director above the age of 70 years shall not qualify to be considered an independent director.

6.0 RESPONSIBILITIES OF 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) Uphold the core values of integrity and enterprise in all dealings of the Company.
- c) Act independently in what he believes to be the best interest of the Company and act in the interest of the shareholders and other stakeholders.
- d) Act with degree of care, diligence and skill that may be reasonably expected from a person of knowledge and experience.
- e) Act intravires within the scope of his authority as prescribed in the Company's Articles.
- f) Act as Trustees of the company's assets and not misappropriate any of the Company's property or assets.
- g) Avoid conflict of interest and duty.
- h) Disclose any interest which they may have in any contract or agreement to which the Company is party.
- i) Submit the Annual Directors Declaration.
- j) Exercise a reasonable standard of skill and care in carrying out their duties.
- k) Maintain confidentiality in regard to Company affairs.

- l) 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.

7.0 DUTIES OF DIRECTORS

Directors shall:

- a) 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.
- b) Endeavour to keep abreast of changes and trends in business environment and markets.
- c) 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.
- d) 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.
- e) Ensure that the Company maintains adequate level of capital at all times as stipulated in the Capital Markets Act and the business operations.
- f) Not deal in securities of the company at a time information obtained was by virtue of their Directorship.
- g) Not use their positions to further their personal interest.
- h) Not solicit appointments as executors, administrators or trustees of customer's estates.
- i) Not misuse their positions and the institutions name or facilities for personal advantage in political or economical business activity.
- j) Disclose immediately to the management where they have a financial interest in a customer or a product whether as a sole proprietor, shareholder, creditor and or debtor.
- k) The Board shall allow every Director to play a full and constructive role in his/her affairs.

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

8.0 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.

9.0 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 direct and control the company's operations and to give strategic guidance and direction to the board to ensure that the company achieves its mission and objectives.

- b) To provide strategic advice and guidance to the chair and members of the board, to keep them aware of developments within the industry and ensure that the appropriate policies are developed to meet the company's mission and objectives and to comply with all relevant statutory and other regulations.
- c) To establish and maintain effective formal and informal links with major customers, relevant government departments and agencies, local authorities, key decision-makers and other stakeholders generally, to exchange information and views and to ensure that the company is providing the appropriate range and quality of services.
- d) To ensure that the assets of the group are adequately maintained and protected and not unnecessarily placed at risk.
- e) To ensure that comprehensive and appropriate internal controls mechanisms are recommended to and adopted by the Board in order to mitigate key risks.
- f) To ensure that optimum balance between the achievement of short term objectives with long term sustainability and strategy.
- g) 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.
- h) 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.
- i) To develop and recommend to the Board a long term strategy and vision for the Company that will generate satisfactory levels of shareholder value.
- j) To develop and recommend to the Board annual business plans and budgets that support the Company's long term strategy.
- k) To ensure continuous improvement in business and product offerings to ensure the Company retains its competitiveness in the market.
- l) To ensure that the Company has an effective management team and to effectively participate in the development of management and succession planning.
- m) To serve as the chief spokesperson of the Company.
- n) 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.

10.0 ROLE THE COMPANY SECRETARY

- 10.1 The appointment and removal of the Company Secretary is a matter of the Board.
- 10.2 The Company Secretary shall ensure adherence to the proper governance of the Company.
- 10.3 The Company Secretary shall be a member of the institute of Certified Public Secretaries of Kenya (ICPSK) established under Certified Public Secretaries Act.
- 10.4 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.
- 10.5 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.
- 10.6 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.
- 10.7 The performance of the Company Secretary shall be evaluated annually.

11.0 APPOINTMENT TO THE BOARD

Appointments to the Board shall be through a managed and effective process and shall 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 Nominations, Governance & Remuneration 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.
 - (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) The Chairman of the Group Board will not be a chair of any other Britam board in order to enhance oversight.
 - b) Either the Chairman or the CEO will be a local national in the Regional subsidiaries
 - c) Regional boards will be comprised of Local national members and representatives from the Britam Holdings Board and executive management.
 - d) Directors must adhere to corporate governance guidelines within the various jurisdictions
- (x) Board Committees Guiding principles:
- a) One director may 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 may also chair the Nomination, Governance & Remuneration Committee, [where such Chairman is an independent director.](#)³

11.1 Disqualification of Directors

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

- i. within two years of the date of his or her appointment to the Board, 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.
- 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 officer of a public or private entity that supervises, reviews, audits, finances, or regularly conducts business with the Company.
- vi. 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.
- vii. has violated the Code of Conduct for directors.
- viii. is disqualified under the Companies Act 2015

³ Clause 2.2.3 of the IRA Code of Corporate Governance recommends that the chairperson of the Nomination Committee shall be an independent director.

12.0 REMUNERATION OF BOARD MEMBERS

In order to avoid potential conflict of interest, the Board shall set up a Nominations, Governance and Remuneration 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.

13.0 RELATIONSHIP BETWEEN BOARD AND MANAGEMENT

- a) The Board and Management should execute their mandate in an environment of mutual trust and respect in line with the principles of good governance.
- b) The Board shall provide clear and distinct lines of responsibility and accountability and maintain effective channels of communication.

14.0 DISCLOSURE REQUIREMENTS

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.

15.0 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.

16.0 INVOLVEMENT OF DIRECTORS IN POLITICS

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

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

17.0 TRAINING & DEVELOPMENT

- 17.1 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.

17.2 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.

17.3 [New directors shall undergo training in corporate governance and an accredited training programme for training in relation to, among others, directors' responsibilities, corporate governance, regulatory compliance and accountability, within six \(6\) months after being appointed.](#)

18.0 BOARD EFFICIENCY AND EVALUATION

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.

18.1 Each director is expected to be fully aware of the importance of regular attendance and effective participation at meetings. Where a director is unable to attend a meeting, the director shall communicate through the Chairman, the Group Managing Director or the Company Secretary any concerns or issues they would wish considered.

18.2 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.

18.3 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.

18.4 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.

19.0 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.

20.0 MEETINGS

- a) Meetings of the Board shall be held at least once every quarter each year and special meetings shall be called when deemed necessary.
- b) The Company shall hold a general meeting each year as its Annual General Meeting.
- c) The Chairperson shall preside at all meetings of the Board.
- d) If the Chairperson of the Board is not present at any Board meeting, the Directors present may choose one amongst themselves other than the CEO to act as Chairperson.
- e) All board reports shall be circulated to the Board members at least seven (7) days prior to the board meeting. In the case of Special Meetings, board papers will be circulated at

least three (3) days prior to the Meeting, except where circumstances or the urgency of the matter do not allow for the waiting period.

- f) The quorum for the conduct of business at a meeting of the Board including that of the Board Committees, shall be two thirds of the total number of members being present. No business shall be transacted at any Board meeting unless a quorum is present.
- g) The Chairperson, at his/her discretion, may invite other executives to attend meetings of the Board and/or Board Committees.
- h) Unless varied by this Charter, meetings and proceedings of the Board shall be governed by the Company's Articles of Association.
- i) The Company Secretary shall take minutes of proceedings of the meetings. These shall be reviewed and approved by the members of the Board at the next meeting.

21.0 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.

As at the date of this Board Charter, the Key Committees of the Board were:

21.1 Board Audit, Risk & Compliance Committee

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

- vi. The Audit, Risk & Compliance Committee shall be appointed by the shareholders upon recommendation of the Board.
- vii. **The Heads of Internal Audit and Risk functions shall be standing invitees to the Audit, Risk and Compliance Committee.**
- viii. The primary responsibilities of the Audit, Risk & Compliance Committee shall include;
 - a) Ensuring that accounts are prepared in a timely and accurate manner to facilitate prompt publication and statutory reporting.
 - b) Reviewing the scope of the internal audit programme, the findings and recommended actions to be taken by the management.
 - c) Reviewing coordination between the internal audit function and external auditors.
 - d) Nominating external auditors for appointment by the shareholders.
 - e) Reviewing management reports from external auditors concerning deviations and weaknesses in accounting and operational controls.
 - f) Consider matters of concern raised at the risk management level.
 - g) To guide the development and implementation of the risk management framework and policies;
 - h) To monitor the Company's compliance with policies, relevant laws and regulations and established risk limits;
 - i) 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.
- ix. The Board chair, CEO and the Finance Director may attend meetings of the Audit, Risk & Compliance Committee upon invitation by the Audit, Risk & Compliance Committee.
- x. At least once a year, the Committee shall meet with the external auditors without members of Management being present.

21.2 Board Investments and Strategy Committee

- a) The Investments and Strategy Committee shall comprise of at least three non-executive members, one of whom shall be its chair.
- b) The Board Chairman shall be a member of the Investments & Strategy Committee.
- c) The primary role of the Investments and Strategy committee shall be:
 - i. 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.

- ii. To determine the company's investment strategy and policy, consider the proposed strategic investments and make recommendations to the Board.
- iii. 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.
- iv. To provide strategic direction for IT across the business;
- v. To provide strategic direction for procurement across the business, ensuring compliance with procurement policies and processes

21.3 Board Nomination, Governance and Remuneration Committee

- i. The Nominations, Governance and Remuneration Committee shall comprise of at least three non-executive members, with a majority being independent non-executive directors, and shall be chaired by an independent director.
- ii. The Board Chairman shall be a member of the Nominations, Governance and Remuneration Committee.
- iii. 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.
- iv. 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.
- v. The Committee shall have the primary responsibility of recommending the remuneration for the non-executive directors. The Committee shall also ensure that the Group adheres to the Corporate Governance Guidelines.
- vi. The Committee shall also oversee compensation and human resource matters and will have the primary responsibility of:
 - a) review and consider proposals for the appointment of new directors, re-appointment of retiring directors and appointment of the Group Managing Director
 - b) Supporting the Company's strategic plan of ensuring that there is an empowered, motivated and productive workforce in a 'one company one culture' environment.
 - c) 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.
 - d) Ensuring implementation and compliance with the Human Resources Policies and Procedures and recommend to the Board relevant reviews.

21.4 Board Customer Experience, Brand and Marketing Committee

The Customer Experience, **Brand and Marketing** Committee shall comprise of at least three non-executive members, one of whom shall be its chair.

The Customer Experience and Innovation Committee will have primary responsibility for overseeing the development and progress of the customer-centric and innovative strategy and plans at Britam.

The Committee is charged with, amongst other responsibilities:

- i. Providing oversight of and increase the company focus on customer experience issues and plans to improve.
- ii. Participating in the development of the strategic plan around CXBM, the decision framework for choosing initiatives as well oversee the progress of such (possibly dynamic) plans including their validation;
- iii. Ensuring client fairness and ethical treatment are core to the client strategy and outcomes and that all business units have developed a framework so such objectives may be tracked, measured and reported to the Board.
- iv. Ensuring clear standards and benchmarks are established for the initiatives and monitor the performance of management to such standards and inform the Board;
- v. Keep the company abreast of global and local trends in customer experience to continuously challenge our goals in these areas.

21.5 Board Innovation and Technology Committee

The **Innovation** and Technology Committee shall comprise of at least three non-executive members, one of whom shall be its chair.

The primary mandate of the IT Committee is to drive technological transformation and innovation, digital enablement, governance, cyber security, and business growth for Britam group.

The Committee is charged with:

- i. Developing and sustaining the IT plan for the Britam Holdings and its subsidiaries and ensure approval by the Board. To accomplish its activities IT Board Committee will be:
 - a. Responsible for managing strategic IT-related projects like the core business systems upgrade/replacement.

- b. Coordinate the IT components of the IT plans from all units across the Britam Holdings within the wider group, where Britam Holdings has operations.
 - c. Review and Approval of IT Annual budgets and expenditure as per the relevant SoDAs.
- ii. Developing and recommending Britam Holdings policy with relation to IT.
- iii. Reviewing and recommending on IT project development plans within the context of IT strategic and transformation agenda.
- iv. Reviewing, coordinating and arbitrating major IT activities across the group.
- v. Supporting management in fostering a culture of innovation and experimentation in the group by challenging the status quo and exploring best practices in the global industry.
- vi. Keep the company abreast of global and local trends in innovation
- vii. Providing updates to the Britam Board, Regulators and the relevant subsidiary boards on the progress made in the identified IT related strategic projects and transformation agenda.

22.0 CONFLICTS OF INTEREST

- i. A conflict of interest may arise where the Board member or close family member such as a spouse, child, parent or sibling has private interest that could improperly influence the performance of the Board member's official duties and responsibilities.
- ii. Board members are required to avoid conflict of interest. However, any Board member who identifies an area of conflict of interest shall be required to disclose any actual or potential conflict of interest to the Board. In so reporting, the Board members shall be required to provide all relevant information including information which relates to their immediate family members related by blood or marriage which is related to the area of conflict. When declared, the Board members shall refrain from participating in decisions where conflict exists.
- iii. The Company Secretary shall keep a record of conflict of interests declared for accountability purposes and as a rule of good practice.
- iv. Matters of Conflict of Interest shall be dealt with in accordance with the relevant provisions of the Companies Act, the Board Charter and the Conflicts of Interests Policy.

23.0 GENERAL

- i. 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.

24.0 APPROVAL AND REVIEW

This Board Charter will be subject to review by the Board every three years, or sooner as the need may arise and subject to the approval of the Board.

The Board Charter shall be a public document and shall be published on the Company website.