CENTUM INVESTMENT COMPANY PLC
BOARD INDUCTION POLICY
May 2025

This Document is version controlled, all amendments to be tracked in the table below:

Version Number	Policy Date	Change Description	By:	Date of Approval	Effective Date
1.0	May 2025	Initial updated & Combined Version	Parker Russell Eastern Africa LLP		

Content

1. INTRODUCTION

1.1 Policy Brief

A comprehensive introduction to Centum Investment Company Limited and its subsidiaries (the "Group" of the "Company") and the Board operations allows new directors to be properly informed, supported and welcomed to the Board from the time of their appointment.

1.2 Purpose

This policy has been designed for the purpose of guiding the process of induction of new directors joining the Group. It provides a summary of the Board, the business and its activities to assist the new directors to be adequately equipped to take up their role. The policy gives a snap-shot of the Company and then outlines the process of Board induction.

1.3 Scope

The Chairman and the Company Secretary of the Board that the new director is a member of is responsible for the delivery of the induction process and the Board may nominate any other person to assist the newly appointed director. Newly appointed directors will undertake the induction process as outlined below and will be supplied with the necessary information, training and support to contribute appropriately to the respective Boards.

2. INDUCTION MATERIALS AND PROCESS

2.1 Roles and Responsibilities of Directors

1. **Fiduciary Duty**: New directors will be reminded of their fiduciary duties, including the duty of loyalty, care, and confidentiality.
2. **Governance Oversight**: Directors are responsible for overseeing the company's operations, investment strategies, and risk management.
3. **Investment Oversight**: New directors must familiarize themselves with the company's investment approach, portfolio management processes, and the performance of the investment funds managed by the company.

2.2 Content of the Induction Materials

The induction material shall cover the following topics at the minimum:

1. An overview of the Group:
    a) Introduction to the Company and its subsidiaries
    b) The business structure of the Group
    c) Structure and membership of the Board of Directors d. Structure and membership of Board committees
    d) Senior management of the Company and its subsidiaries
2. Legal and regulatory framework governing the Group
3. The Group's policies
4. The Group's stakeholders

2.3 Board Induction Procedure

2.3.1 Initial Contact

As soon as possible after the Board has confirmed the appointment of a new member the Chairman or Company secretary shall:

1. Make contact with the new member;
2. Write a letter of appointment of the new Board member;
3. Provide the Board pack which will consists of the following:
    a) Minutes of recent meetings and the Board policies and procedures;
    b) Current Board member profiles;
    c) Structure of the Board and Board committees;
    d) Relevant organizational documents such Centum's Memorandum and Articles of Association, Strategic Plan, current year-to-date budget and the most recent annual report;
    e) Organizational chart and contact information for Board members and senior staff;
    f) Board work plan for the current year;
    g) Board Charter including information about the Board and Board members' roles and responsibilities;
    h) Terms of reference for Board committees; and
    i) Any other necessary information.
4. Confirm when a formal Board induction process will take place.

2.3.2 Formal Induction Procedure

Issue	Activity	With Whom	When
Welcome	Welcome and introduction to the Board (informal set up)	Chairperson	At appointment
Governance	Explanation of function and services: ▪ History of the Organisation ▪ Vision and mission ▪ Ethics, values, and philosophy ▪ Board and committee structure ▪ Departmental structure and hierarchy ▪ Legal and regulatory framework	CEO/Company Secretary	At appointment
Governance	Explanation on capacity development processes: ▪ Outline of appraisal/review process/ Board evaluation process ▪ Analysis of training needs	Company Secretary	At appointment
Governance	Provide Board policies and procedures: ▪ Insider Trading Policy ▪ Conflict of Interest Policy ▪ Risk Policy ▪ Code of Conduct ▪ Whistleblowing Policy ▪ Stakeholder Engagement Policy ▪ Board Charter ▪ Board Manual ▪ Committees' Terms of Reference ▪ Finance and audit	Company Secretary	At appointment
Governance	Provide copies of relevant meeting notes: ▪ A copy of the current Board calendar ▪ Provide a copy of recent Board minutes ▪ Provide a copy of incorporation documents and company policies	Company Secretary and CEO	At appointment
Strategic planning	Provide copy of strategic plan Discuss strategic plans and progress	CEO	1st Month

2.3.3 Key Stages of the Induction Process

The Board induction process shall entail the following key stages:

Issue	Activity	With Whom	When
Internal relationships	Introduction to senior staff and outline of each functional area of the company The Board member will then visit the project sites and offices of the Centum subsidiaries	CEO/ Company secretary	2nd month
Finance	Provide a copy of current annual report and accounts Provide a copy of current budget report	Chair of Audit and Risk Committee and Finance Officer	3rd month

2.4 Induction Timelines

The induction process is expected to take a period of three (3) months during which the new Board member is expected to have gone through all the processes under clause 2 above and have become fully acquainted with the operations of the Company.

2.5 Feedback

At the end of the induction process, the new director shall meet with the Chairman. The Chairman shall ask for feedback on the induction process so that the process can be improved in the future. The Chairman will follow up to ensure the new director is fully prepared for the role and answer any final queries.

2.6 Confidentiality and Code of Conduct

1. Directors must maintain confidentiality regarding all sensitive company and client information discussed during the induction process.
2. Directors must adhere to the company's Code of Conduct and ensure that they act with integrity and in the best interests of the company and its stakeholders.

3. REVIEW AND APPROVAL

3.1 Policy Review

This policy will be reviewed every two years and updated as necessary to reflect changes in governance practices, regulatory requirements, or strategic priorities.

3.2 Policy Approval

Adopted by the Board

Date : 11 July 2025

Signature :

Designation : Board Chairman