



CENTUM INVESTMENT COMPANY PLC

BOARD SUCCESSION 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 Approval	of	Effective Date
1.0	May 2025	Initial updated & Combined Version	Parker Russell Eastern Africa	11 July 2025		11 July 2025

Content

1	INTRODUCTION	1
1.1	Policy Brief	1
1.2	Objectives and Scope of the Policy Manual	1
1.3	Guiding Principles	1
2	SUCCESSION PLANNING	2
2.1	Responsibility of the Board.....	2
2.2	Succession Planning	2
2.2.1	Contingency Planning.....	2
2.2.2	Medium-Term Planning	2
2.2.3	Long-term Planning	2
2.3	Key Considerations for Board Succession Planning	2
2.4	Succession Time Line.....	2
2.5	Onboarding and Development	3
2.6	Confidentiality and Communication	3
3	GOVERNANCE FRAMEWORK & RESPONSIBILITY	4
3.1	Nomination and Governance Committee (NGC)	4
3.2	Appointment of members to Nomination and Governance Committee	4
4	REVIEW AND APPROVAL	5
4.1	Review of this Policy	5
4.2	Board Ratification	5

1 INTRODUCTION

1.1 Policy Brief

The below policy documents aim to develop strategies for harnessing ICTs' potential for Centum Investment Company PLC (CIC) benefits. These ICT policy documents are crucial for guiding how CIC will leverage technology for growth, ensuring compliance with laws, maximizing investment benefits, and promoting a digitally inclusive company.

1.2 Objectives and Scope of the Policy Manual

1. Define guidelines to ensure preparedness for change at Board level thereby underscoring good governance.
2. Ensure that there are appropriate and pro-active processes are in place to recruit suitable candidates for vacant positions in the Board;
3. Ensure that a framework is in place to identify the required knowledge, skills and experience that will result in the collective knowledge, skills and experience necessary for the Board to effectively govern the Bank and to effectively fulfill its role and responsibilities.
4. Achieve continuity through a smooth succession of Directors (including Board and committee leadership) that balances fresh perspective and independence with experience and institutional memory; and,
5. Satisfy best practice within the legal and regulatory framework, in particular, the various Code of Corporate Governance issued by Capital Markets Authority from time to time.

1.3 Guiding Principles

An appropriate degree and balance shall be sought among the full Board to ensure that it possesses sufficient technical expertise to fulfill its strategic and fiduciary and risk oversight responsibilities. This will include the need for emerging technical skills and expertise at the Board level that may evolve based as a result of emerging or evolving priorities, risks or changes in the Group's business operations.

In addition to the overall objectives to achieve a diversity of perspective and demographics at a full Board composite level, specifically, the Board is committed to achieving a full board composition in which each gender is well balanced and represented in addition to ensuring ethnic, cultural, geographic and age diversity.

2 SUCCESSION PLANNING

2.1 Responsibility of the Board

Succession Planning falls under the fiduciary ‘duty of care’, which means that the Board of Directors is responsible for ensuring the long-term sustainability of the Company, this includes recruiting and maintaining effective leadership at the Board level.

2.2 Succession Planning

The Time horizons considered are described as follows:

2.2.1 Contingency Planning

For sudden and unforeseen departures, such as instances where the director has an unexpected conflict of interest, or because of illness. In such instances, the deputy/vice will step in as applicable. Where there is no such deputy, a director may appoint a peer or alternate to represent him/her.

2.2.2 Medium-Term Planning

The orderly replacement of current board member, such as in the event of retirement. This includes aiming to having staggered departure dates and consideration of what gaps relating to skills and diversity will be created as a result of the departure(s). This is captured under the Articles of Association and the Companies Act of Kenya, which requires rotation of a third of the board every year.

2.2.3 Long-term Planning

This refers to the relationship between the delivery of the Company’s strategy and objectives and the skills need on the Board now and in the future. It involves taking a holistic view of the size and shape of the board and of the skills, experience and diversity of characteristics that is needed in the long-term.

2.3 Key Considerations for Board Succession Planning

Key Considerations for Board succession planning are as follows:

1. **The Composition of the Board:** The Board Composition is guided by the Company’s Articles of Association which provides for 2-11 directors under Article 78. At any given time, the board composition will take into account the right size and balance between independent and non-independent directors.
2. **Diversity:** Diversity in age, gender, experience, skills and background will bring a multitude of perspectives in the boardroom.
3. **Competencies and attributes:** An evaluation of the skills, experience and attributes required shall be conducted to identify what gaps exist.
4. **Nomination and election:** This involves the identification and selection of nominees that meet the needed competencies.
5. **Ongoing Director Development:** All directors require ongoing education on the sectors in which the organization operates, the specific priorities of the Company, stakeholder needs and governance evolution.
6. **Regulatory approval:** In planning, consideration must be given to any requirements relating to approval of the regulators being required prior to the appointment of Directors.

2.4 Succession Time Line

The Nomination Committee will review the Board’s composition on an annual basis. Recruitment of new directors, if necessary, will follow the identified timeline to ensure sufficient lead time for onboarding and integration.

2.5 Onboarding and Development

Newly appointed directors will undergo an onboarding process that includes:

1. Orientation sessions on the organization's strategy, finances, and governance framework
2. Meetings with senior management
3. Ongoing professional development to enhance governance knowledge and leadership skills

2.6 Confidentiality and Communication

The succession process will be conducted with the highest level of confidentiality. Any communication related to the succession process will be handled transparently with stakeholders, as appropriate.

3 GOVERNANCE FRAMEWORK & RESPONSIBILITY

3.1 Nomination and Governance Committee (NGC)

The Board of Directors has established the Nomination and Governance Committee (NGC) which has the responsibility of identifying and assessing potential candidates for directorship as well as ensuring that an appropriate board succession plan is in place for the Company.

The NGC is responsible for reviewing the structure, size and composition of the Board of Directors, and for identification and selection of potential successors based on their professional training, skills, experience, commitment and social standing.

The committee will provide leadership over Board succession planning and shall implement such processes and procedures as required to fulfill these policy objectives.

The Nomination and Governance Committee shall ensure that the identification of potentially qualified Directors and evaluation processes will be fair, open, transparent, competency- based and inclusive.

3.2 Appointment of members to Nomination and Governance Committee

Key considerations in identifying possible candidates for being appointed as a Director in addition to being guided by the skills matrix and succession plan and will include, inter alia, the following:

1. Competencies required by the Board in accordance with its dynamic and the challenges the business may be faced with at a given time;
2. Independence as defined by the applicable regulatory framework; and
3. Leadership, career, recognition, training, availability, complementary capabilities, gaps, diversity and eventual conflicts of interests of potential successors.

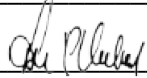
4 REVIEW AND APPROVAL

4.1 Review of this Policy

The Nominations Committee will discuss any revisions that may be required of this Policy and recommend any such revisions to the Board for consideration and approval.

4.2 Board Ratification

Adopted by the Board

Date	:	11 July 2025
Signature	:	
Designation	:	Board Chairman