

KASIGAU RANCHING (DA) PLC

Terms of Reference – Company Secretary

(Approved by the Board on 17th June, 2022)

In fulfilling his/her responsibilities, the Company Secretary should act in accordance with the following Terms of Reference:

1. Appointment and Reporting Relationships

- Act in the capacity of Secretary to the Company's Board of Directors (the Board) and its committees.
- directly to the Chairperson of the Board.

2. Specific Responsibilities

- Provide comprehensive corporate secretarial services to the Board, Committees and Directors.
- Undertake special assignments for the Board or a Committee as required from time to time.
- Be responsible for maintaining effective working relationships with the Board Chairperson, Committee Chairs, individual Directors and the Company's Management.

3. Governance Services

- Provide expertise and work with the Board Chairperson to implement best practices in corporate governance by the Board and its Committees.
- Provide advice and guidance to Directors and management regarding the Company's policies, directives and processes.
- Provide advice and guidance to Directors regarding regulatory and tax issues related to the Board and Directors.

4. General, Board and Committee Meetings

- Initiate, in consultation with the Board Chairperson and Committee Chairs respectively and with the Company's Management, the development of general or Board and Committee meeting plan and agendas.
- Facilitate, in consultation with the Board Chairperson and Committee Chairs or Company staff, notification of meetings, preparation and distribution of agenda items and background material and ensure that:

- General meetings are called with at least twenty one days written notice through e-mail or distribution of letters to members;
- Board meetings are called when required by the Company Manager, the Board Chairperson, or any of the Directors; and Committee meetings are called when required by the Manager, the Board Chairperson or a Committee member;
- If practicable, the agenda and any discussion material shall be sent to board members at least 5 days prior to the Board meeting. Only in extraordinary situations is a shorter time limit acceptable;
- The agenda for Board meetings identifies which items require a resolution and which items that are only for information/discussion purposes
- Discussion material shall always be prepared and distributed to Board members in advance where a Board resolution is required. As a minimum, discussion material shall include a description of the background for and, where required, a proposal for resolution.
- May be asked to attend Board and Committee meetings, and provide advice to the Chairperson to support effective functioning of the Board or Committee and adherence to proper meeting procedure.
- Prepare accurate, complete minutes of annual general meetings which contain:
 - Date and time of meeting;
 - Form and venue of meeting;
 - Whether the present attendees constitute a quorum;
- Present advisors as needed for such meeting and their addresses;
- Record of all decisions taken, brief summary of all issues discussed and any directives or authorizations given by the Board or a Committee to the management;
- Attachment of discussion material if required by a members or if required for the understanding of the content of resolutions passed;
- Record of whether resolutions were unanimous or include dissents, and if dissent the identity of the dissenting members;
- Submit Action Points arising out of members' meetings for comments to the Chairperson or Directors no later than one week after the meeting. Draft minutes of each annual or members' Meeting shall be submitted to the Chairperson of the Board and subsequently to the Board within three weeks of the meeting.
- Where required, prepare and submit to the Directors accurate and complete proposal for written resolutions.
- Arrange for signatures of minutes and written resolutions.
- In conjunction with management, clearly communicate directives from the Board and Committees to the person responsible for carrying out the directive.
- Retain and safeguard the official general meeting Minute books and Corporate documents.

5. Board Evaluation & Succession Planning Processes

- Assist the Board and Committees in evaluating and reporting on corporate governance commitments and the mandates of the various Committees.
- Assist the Board in implementing and reporting on the annual processes to assess the performance of the Board, Committees, Chairs and individual Directors.
- Assist the Board in implementing and reporting on the annual performance evaluation of the Chief Executive Officer.
- Work with the Board and Committees to facilitate Board appointment and renewal processes, and to address Committee structures, composition and mandates.
- Assist the Board to identify and communicate any skill requirements when making recommendations to fill Board vacancies.

6. Director Development Need

- Assist the Board to identify and communicate the professional development (CPD) needs of Directors.

Kindly write to the Board Chairman,

The Chairman,
Kasigau Ranching (DA) PLC
P.O BOX 793 – 80300,
Voi.

Or, Email
The Chairman
director@kasigauranching.com

Subject: COMPANY SECRETARIAL SERVICES

Not later than 22nd July, 2022