



Title	Purpose	Author	Approver
<b>Governance &amp; Nomination Committee Terms of Reference</b>	<b>Committee review and approval</b>	<b>Gail Odongo</b>  <b>Company</b>  <b>Signature.</b>  .....	<b>Committee Members</b> <b>CIC Insurance Group PLC.</b>   <b>Approval date</b>  ...16.05. 24..

Control Version

<b>Version</b>	<b>3</b>	<b>Status</b>	<b>Final</b>
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## **1. Preamble**

The Board of Directors (the “Board”) CIC Insurance Group PLC (the “Company”) acknowledges the need for a nomination and remuneration committee (the “Committee) to help it discharge its mandate as recommended in the Company Act No. 17 of 2015 (“The Act”), and under section 2.1.2 of The Code of Corporate Governance Practices for Issuers of Securities to the Public 2015.

This Committee Terms of Reference is subject to the provisions of the CMA Act and its Regulations, the Company's Memorandum of Incorporation (“MOI”), other relevant laws, regulatory and supervisory prescripts, and applicable corporate governance principles, codes and best practices.

## **2. Purpose**

- a. To horn and enhance the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities. Directors must continue to exercise due care and judgement in accordance with their statutory obligations.
- b. Determining and evaluating the adequacy efficiency and the appropriateness of the Corporate Governance structure and practices of the Group.
- c. Establishing and maintaining a board directorship continuity programme.
- d. Ensuring that the group is at all times compliant with all applicable laws, regulations and codes of conduct and practices.

## **3. Constitution of the committee**

- a. The Committee will be composed of a minimum of three non-executive directors.
- b. Chairman of the Committee shall be an independent non-executive director.
- c. Quorum will be three members.
- d. The secretary will be the Group Company Secretary.
- e. The committee may require the attendance of any employee of the Group at its meetings as an invitee.
- f. The Group Chief Executive Officer will be a permanent member to the committee.

## **4. Term**

- a. The Board of CIC Insurance Group Plc will appoint the members and Chairman of the Committee.
- b. The Board of CIC Insurance Group Plc shall have powers at all times to remove any member from the Committee and fill any vacancies created by such removal.



## **5. Company Secretary**

The Group Company Secretary shall assist the Committee with the following;

- a. Appointment of Directors;
- b. Induction and on-going capacity building programme;
- c. Maintaining Board and Committee mandates;
- d. Board and Committee Evaluations.

## **6. Role of the committee**

- a. The Board through the Governance and Nomination Committee shall on an annual basis review the required skills mix and expertise that the executive directors as well as independent and non-executive directors bring to the Board and make disclosure of the same in its annual report.
- b. The Committee shall recommend to the Board candidates for directorships to be considered for appointment by the shareholders.
- c. The Committee shall consider only persons of calibre , credibility and who have the necessary skills and expertise to exercise independent judgement on issues that are necessary to promote the company's objectives and performance in its area of business.
- d. Committee shall consider candidates for directorships proposed by all the shareholders including the majority shareholders.
- e. The Committee shall consider the achievement of diversity including age, race and gender during its board recommendations for appointments and while reviewing board composition.
- f. During vetting for recommendation for appointment, the committee shall ensure that the multiple directorship regulatory requirement is adhered to, to ensure that prospective directors are not conflicted or have several board positions that could affect their directorship at CIC.
- g. Address any Corporate Governance and succession issues that are not dealt with by the boards or committees.
- h. Review and endorse the Board Remuneration Policy for submission to the Board for approval.



## 7. Appointment of Directors

Board appointment will involve the following;

- a. **Election of Directors**- Shareholders elect members of the board.
- b. **Re-appointment** - Before recommending a member of the board for reappointment the board will carefully consider their past performance on the board. Eligible board members will be presented to the shareholders for re-election.
- c. **Recruitment** - Independent Directors will be recruited through the Governance & Nomination Committee and recommendations presented to the board for approval.
  - The approved names will be subject to regulatory approvals.
  - Their re-appointment will be subject to performance.
  - Independent Directors will serve for a total of six years, which is two terms of three years each.
- d. **Staggered Retirement** - Board members shall retire periodically according to the rotational plan.

## 8. Remuneration Function

- a. The Committee will also be in charge of the remuneration function for the Board. The Committee shall recommend fair remuneration proposals to the Board in relation to fair practice and benchmarking with the industry.
- b. The remuneration policy for Board members shall clearly stipulate the elements of such remuneration including directors' fees, attendance allowances and bonuses.
- c. The committee shall ensure that the remuneration policies are aligned with its strategies.
- d. The directors' remuneration shall be sufficient to attract and retain directors to run the company effectively and shall retroactively be approved by shareholders in an Annual General Meeting.
- e. The executive directors' remuneration shall be structured in line with remuneration for other directors in the same industry and shall be aligned with the business strategy and long-term objectives of the company.
- f. The remuneration of non-executive directors shall be competitive and in line with remuneration for other non-executive directors in the same industry.



## **9. Meetings**

- a. The Committee will meet at least twice per annum.
- b. The Chairperson of the Committee may meet with the GCEO, the Head Human Resource/ or the Company Secretary prior to a Committee meeting to discuss important issues and agree on the agenda

## **10. Committee Evaluation**

The Board, and each member of the committee, will annually be evaluated as per the Board Charter.

## **11. Review**

This policy will be reviewed after every three years but may be reviewed periodically to align with the dynamic governance guidelines and changing business strategic objectives.