Kapruka Holdings PLC

Policy on Corporate Governance, Nominations, and Re-election

Objective:

To ensure that Kapruka Holdings PLC upholds the highest standards of corporate governance and maintains a transparent and rigorous process for the nomination and re-election of directors.

To achieve this, Kapruka Holdings PLC is committed to implementing clear and comprehensive guidelines for the evaluation and selection of board members, ensuring that all nominees possess the necessary qualifications, experience, and integrity to effectively contribute to the company's strategic objectives. The process will be conducted with utmost transparency and fairness, involving all relevant stakeholders, to foster a culture of accountability and trust within the organization.

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1. Corporate Governance

1.1. Governance Framework:

- The company will adhere to the corporate governance principles set forth in the CSE Corporate Governance Code and other applicable guidelines. The Board will ensure that these governance practices are embedded within the company's operations and culture.

1.2. Governance Practices:

- The Board will periodically review and update governance practices to ensure they remain aligned with best practices and regulatory requirements. The company will maintain a Corporate Governance Manual detailing the policies, procedures, and practices to be adhered to by both the Board and management.

1.3. Accountability and Transparency:

- The Board will foster transparency and accountability across all areas of the company's operations. The company will ensure the timely and accurate disclosure of information to shareholders, regulators, and other stakeholders.

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2. Nominations

2.1. Nominations and Governance Committee:

- The Nominations and Governance Committee will oversee the director nomination process. The committee will be composed of a minimum of three directors, including at least two independent directors.

2.2. Nomination Criteria:

- Board candidates will be assessed based on their skills, experience, independence, and capacity to contribute to the company's strategic objectives. The committee will also consider diversity in terms of gender, age, professional background, and other factors that enhance the Board's overall effectiveness.

2.3. Nomination Process:

- The committee will identify and evaluate potential candidates through a transparent and thorough process. External consultants may be engaged to assist in sourcing qualified candidates. The committee will then recommend suitable candidates to the Board for approval.

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3. Re-election

3.1. Re-election Policy:

- Directors will be subject to re-election at regular intervals as outlined in the company's Articles of Association. The Nominations and Governance Committee will oversee the re-election process to ensure it is conducted fairly and transparently.

3.2. Performance Evaluation:

- Directors seeking re-election will undergo a performance evaluation to assess their contributions to the Board. The evaluation will take into account factors such as attendance, participation in meetings, and alignment with the company's strategic goals.

3.3. Re-election Process:

- The committee will review the results of the performance evaluation and recommend directors for re-election to the Board. The Board will approve these recommendations and present them to shareholders for approval at the Annual General Meeting (AGM).

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4. Director Development

4.1. Orientation and Induction:

- New directors will undergo a comprehensive orientation program to acquaint them with the company’s operations, governance structure, and strategic objectives. The program will include meetings with key executives, site visits, and briefings on the company’s policies and procedures.

4.2. Ongoing Education:

- The company will offer continuous education and training programs to help directors enhance their knowledge and skills. Directors will be encouraged to participate in external training sessions and industry conferences relevant to their roles.

4.3. Performance Improvement:

- The Board will regularly evaluate the performance of its directors and provide constructive feedback to support their development. Directors will be encouraged to address any areas for improvement through additional training and mentoring.

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5. Succession Planning

5.1. Succession Framework:

- The Board will ensure that a strong succession plan is in place for key leadership positions, including the Chairperson and CEO. The Nominations and Governance Committee will be responsible for overseeing this succession planning process.

5.2. Talent Identification:

- The committee will identify potential successors for key leadership roles and assess their readiness for advancement. The company will invest in developing high-potential employees to prepare them for future leadership positions.

5.3. Emergency Succession:

- The Board will have an emergency succession plan to ensure business continuity in the event of an unexpected vacancy in a key leadership position. This plan will identify interim leadership arrangements and define the process for appointing a permanent successor.

Compliance and Review

6.1. Compliance:

- This policy will adhere to the CSE Listing Rules and other applicable regulations. The Board will review it annually to ensure its effectiveness and alignment with regulatory requirements and best practices.

6.2. Review and Amendments:

- The Nominations and Governance Committee will review the policy and propose any amendments to the Board for approval. Any changes will be communicated to all directors and integrated into the company’s governance framework.