

Board Committees	Terms of Reference
<p><b>Finance, Strategy &amp; Risk Committee</b></p> <p><b>Members</b></p> <ol style="list-style-type: none"> <li>1. <b>James Rege (Chair)</b></li> <li>2. Dr. Stephen Iikii</li> <li>3. Albert Mugo</li> <li>4. Isaac Kiva</li> <li>5. MD &amp; CEO</li> </ol>	<ul style="list-style-type: none"> <li>• To review the accounting and financial reporting policies, practices, and procedures of the Company.</li> <li>• To consider and review the management accounts and to monitor on a quarterly basis the Company's key financial ratio.</li> <li>• To set long-range financial goals along with funding strategies to achieve them.</li> <li>• To oversee the development of strategies of a financial nature and review of capital raising strategies.</li> <li>• To review the Company's capital and recurrent expenditure against the budget.</li> <li>• To review and monitor the implementation of the annual procurement plan to the Board for approval.</li> <li>• To oversee the financial performance of the Company's Pension Funds (Defined Benefits and Defined Contributions).</li> <li>• To review, monitor and make recommendations to the Board on the Company's current and emerging risks.</li> <li>• To review and oversee implementation of the 5 Year Corporate Strategic Plan and the annual implementation of the Plan.</li> <li>• To review and recommend the Corporate and Board Performance Contracts to the Board for approval.</li> <li>• Monitor the objectives and targets set in relation to implementation of the Company's Sustainability strategy.</li> <li>• Identify and oversight implementation of value creation opportunities, in the content of sustainability.</li> </ul>
<p><b>Governance and Human Resource Committee</b></p> <p><b>Members</b></p> <ol style="list-style-type: none"> <li>1. <b>Ruth Muiruri (Chair)</b></li> <li>2. CPA Dr. Caleb Bwama</li> <li>3. Ezekiel Saina</li> <li>4. Isaac Kiva</li> <li>5. MD &amp; CEO</li> </ol>	<ul style="list-style-type: none"> <li>• To oversee the appointment, promotion and disciplinary issues of senior staff (General Managers) of the Company for recommendation to the Board for approval.</li> <li>• To develop, review and recommend the remuneration structure for staff to the Board for approval.</li> <li>• To review periodically the adequacy and effectiveness of governance documents including the policies, terms of reference for committees, and make recommendations for change as necessary to the Board.</li> <li>• To oversee succession planning for senior staff and Board.</li> <li>• To oversee adherence to the Code of Ethics and upholding of ethical values and integrity in the Company.</li> <li>• To propose new nominees for appointment to the Board and formulate the Board's nomination/appointment policy.</li> <li>• To review the Board's composition and diversity, including skills mix at least once annually and make</li> </ul>

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	<p>recommendations on any proposed changes to the Board.</p> <ul style="list-style-type: none"> <li>To assess the independence of Non-Executive Directors and review their annual confirmations on their independence.</li> </ul>
<p><b>Audit Committee Members</b></p> <ul style="list-style-type: none"> <li>• CPA Dr. Caleb B. Manyaga (Chair)</li> <li>• Logan Christi</li> <li>• Dr. Stephen Ikikii</li> <li>• Ezekiel Saina</li> </ul>	<ul style="list-style-type: none"> <li>• To oversee the Company's financial reporting process and to ensure that the financial statements are correct, sufficient and credible.</li> <li>• To review half-year and annual financial statements before submission to the Board for approval.</li> <li>• To review the performance, objectivity, and independence of external auditors and consideration of audit findings by the external auditors.</li> <li>• To review the Company's internal control and risk management systems.</li> <li>• To oversight the internal audit, including review and approve internal audit charter, annual audit plan, budgets of the internal audit function.</li> <li>• Review the activities of the internal audit function, including its coordination with the external auditors, the reports of significant investigations, and the responses of management to specific recommendations.</li> <li>• Receive progress report from internal audit activities during regular meeting</li> </ul>
<p><b>Technical Committee Members</b></p> <ol style="list-style-type: none"> <li>1. Albert Mugo (Chair)</li> <li>2. Isaac Kiva</li> <li>3. Dr. Stephen Ikikii</li> <li>4. Logan Christi</li> <li>5. MD &amp; CEO</li> </ol>	<ul style="list-style-type: none"> <li>• To oversee and monitor the implementation of projects and make recommendations to the Board.</li> <li>• To oversee the Network Management, Infrastructure Development, Commercial Services and Regional Operations of the Company and present periodic reports to the Board.</li> <li>• To safeguard the interests of shareholders, customers and other stakeholders to achieve cost-effective power purchase costs.</li> <li>• To ensure adoption of technology that supports Company business, minimises risks and achieves maximum benefits from the investments.</li> <li>• To identify any challenges affecting technical operations, project management, contract management and recommend to the Board strategies for addressing the identified challenges.</li> <li>• To assist the Board and Management to stay abreast of new developments, technologies and anticipate emerging concepts and trends in the industry.</li> </ul>



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	<ul style="list-style-type: none"> <li>To support innovation and research within the Company and make recommendations to the Board for the implementation of the same.</li> </ul>
<b>Telecoms, SCADA, ICT &amp; Innovation</b> <b>Members</b> <ol style="list-style-type: none"> <li><b>Ezekiel Saina (Chair)</b></li> <li>James Rege</li> <li>Ruth Muiruri</li> <li>MD &amp; CEO</li> </ol>	<ul style="list-style-type: none"> <li>To advise the Board on the Company's Telecoms, SCADA and ICT strategy and programs including providing high level guidance on their development and implementation.</li> <li>Oversee the development of a Telecoms, SCADA and ICT Strategic plan aligned to the Corporate Strategic Plan and supportive of the Company's objectives.</li> <li>Guide the review and re-engineering of Telecoms and ICT processes to ensure that they efficiently and effectively support company operations.</li> <li>Review the current Telecoms, SCADA and ICT Strategic Plan, Policies and Procedures and make recommendations for their improvement.</li> <li>Receive updates on ICT security and audit matters and monitor progress on how they are being mitigated and resolved.</li> <li>Consider any matter related to Telecoms and ICT and where appropriate engage a third party or consultant to review and advise on any matter that is within the Committee's mandate.</li> <li>Review and advise the Board on the Company's major technology positions relative to emerging technologies, emerging concepts and changing market requirements.</li> <li>Review and recommend to the Board for approval the commitment of long-term ICT plans and expenditures.</li> </ul>