

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

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

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	<ul style="list-style-type: none"> • To support innovation and research within the Company and make recommendations to the Board for the implementation of the same.
Telecoms, SCADA, ICT & Innovation Members 1. Ezekiel Saina (Chair) 2. James Rege 3. Ruth Muiruri 4. MD & CEO	<ul style="list-style-type: none"> • 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. • Oversee the development of a Telecoms, SCADA and ICT Strategic plan aligned to the Corporate Strategic Plan and supportive of the Company's objectives. • Guide the review and re-engineering of Telecoms and ICT processes to ensure that they efficiently and effectively support company operations. • Review the current Telecoms, SCADA and ICT Strategic Plan, Policies and Procedures and make recommendations for their improvement. • Receive updates on ICT security and audit matters and monitor progress on how they are being mitigated and resolved. • 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. • Review and advise the Board on the Company's major technology positions relative to emerging technologies, emerging concepts and changing market requirements. • Review and recommend to the Board for approval the commitment of long-term ICT plans and expenditures.