

## APPENDIX 5

### **EAST AFRICAN BREWERIES LIMITED**

**(The "Company")**

### **BOARD INVESTMENT COMMITTEE**

#### **TERMS OF REFERENCE**

##### **Membership**

- 1) Members to the Board Investment Committee (the "Committee") shall be appointed by the Company's board of directors (the "Board") on recommendation of the Nominations and Remuneration Committee. The Committee shall comprise of four (4) board members, at least two of whom shall be independent non-executive directors. One member of the committee shall have relevant commercial experience.
- 2) Upon recommendation from the Nominations and Remuneration Committee, the Board shall appoint the Chairperson of the Committee who shall be an independent non-executive director.

##### **Quorum**

- 3) The quorum for purposes of conducting the business of the Committee shall be two (2), one of whom shall be an independent director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

##### **Attendance at meetings**

- 4) No one other than the members of the Committee shall be entitled to attend the Committee meetings and vote on committee resolutions.

The committee may invite other non-executive directors, representatives of external advisers, or other persons to attend all or part of any meeting as and when appropriate in the opinion of the Committee Chairperson or the majority of its members.

The Group Legal Director and the Group Supply Director shall be permanent invitees to the Committee.

- 5) The Company Secretary, or any other person selected for the task by the Committee, shall act as the secretary of the Committee.

### **Frequency of meetings**

- 6) Meetings shall be held on an ad hoc basis and as required in order to discharge the responsibilities of the committee.

### **Notice and Agenda of meetings**

- 7) Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson.
- 8) The Committee Chairperson will review the agenda before it's published. The agenda shall cover areas of interest identified by the Committee members or the permanent invitees.
- 9) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and copies of all Committee papers shall be sent to all members of the Committee, and to all other non-executive directors and other attendees as appropriate, at least five working days before the meeting.

### **Authority**

- 10) The Committee is authorized to:
  - (a) Examine any activity within its terms of reference and is authorized to have unrestricted access to the company's external advisers and to obtain at the company's expense professional advice on any matter within its terms of reference;
  - (b) Have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;

### **Duties**

- 11) The Committee shall carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole:
  - (a) Ensure new investments made by the company and its subsidiaries comply with the company strategy and with all applicable laws and regulations;
  - (b) Ensure the necessary due diligence is conducted before any investments or divestments are made by the company or its subsidiaries;
  - (c) Ensure investments made by the company take into consideration all the stakeholders of the company.

## Reporting Procedures

- 12) The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 13) The Secretary shall minute the proceedings and resolutions of the Committee meetings, including the names of those present and in attendance.
- 14) The Secretary shall circulate draft minutes of meetings of the Committee to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.
- 15) The Committee shall prepare a report on its role and responsibilities and the actions it has taken to discharge those responsibilities for inclusion in the annual report. The report shall include:
  - (a) a summary of the role of the Committee;
  - (b) the number of Committee meetings and attendance by each member;
  - (c) a summary of the way the Committee has discharged its responsibilities.
- 16) The Committee Chairperson shall attend the Company's AGM prepared to respond to any questions which may be raised by shareholders on matters within the Committee's area of responsibility.

## Schedule of Committees Terms of Reference (TOR) reviews:

<b>Date</b>	<b>Action Taken</b>
<b>18/5/2017</b>	<b>Committee TOR approved and adopted by the board</b>
<b>16/4/2018</b>	<b>Revised TOR recommended to the board for adoption</b>
<b>24/4/2018</b>	<b>Revised TOR adopted by the board.</b>