

Omnicane Limited

The 'Company'

# Statement of Accountabilities

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# Board of Directors

The following principles shape the accountabilities and duties of the constituent members of the board of directors of the Company (the 'Board'):

- Upholding the highest standards of integrity, probity and ethical behaviour in all actions and decisions.
- Ensuring transparency in decision-making processes, financial reporting and communication with stakeholders.
- Accepting ultimate responsibility for the performance and affairs of the Company, as well as promoting the interests of shareholders and stakeholders.
- Ensuring compliance with all relevant laws, regulations, corporate governance standards and code of ethics.
- Striving for the effective representation and promotion of the Company's interests, as well as the achievement of continuing prosperity.
- Being accountable for decisions and actions taken and regularly evaluating performance on both individual and collective levels.
- Encouraging active engagement and participation from stakeholders, including shareholders, employees, clients, suppliers and the wider community.
- Providing effective leadership to the Board, guiding governance processes and fostering a positive work climate.
- Prioritizing strategic matters, evaluating business plans and strategies and monitoring performance against strategic objectives.
- Establishing and overseeing a robust risk management framework to identify, assess, address and monitor key risks.
- Ensuring the long-term sustainability of the business and promoting sound corporate governance policies within the Company and its subsidiaries.
- Committing to continuous improvement through regular evaluation, feedback and development of Board members, committees and overall governance processes.

The accountabilities of the Directors include the following:

## 1. Knowledge, Skills and Expertise

- Directors are expected to bring a blend of knowledge, skills, objectivity, experience and commitment to the Board.
- The Board shall comprise of executive directors with intimate knowledge of the business and non-executive Directors who can provide broader perspectives and additional experience.

## 2. Personal Qualities

- All members of the Board are required to be individuals of integrity.

## 3. Integrity

- Directors are expected to uphold the highest standards of integrity and probity.
- Duty to keep information confidential and not to use confidential information for personal benefit.

## 4. Compliance with Board Policies

- Directors must comply with the formal and transparent policy for directors' remuneration, which is approved by shareholders.

## 5. Participation in Board

- Directors are required to attend Board meetings with frequency determined by the Board, ensuring a quorum is met for effective decision-making.
- Meetings may be attended in person or through remote means like audio/video conferencing.

## 6. Participation in Committees

- Members of Committees are required to attend Committee meetings with frequency determined by the Board, ensuring a quorum is met for effective decision-making.
- Committees may be attended in person or through remote means like audio/video conferencing.

## 7. Assessment of Performance

- Directors undergo regular review and assessment to evaluate the effectiveness of the Board and committees as a whole, as well as performance on a personal and individual level.

# Chairperson

The accountabilities of the Chairperson include the following:

### 1. Leadership

- Offer impactful leadership to the Board by directing governance procedures and aligning the Board's functions with the Company's vision, mission and strategic objectives.

### 2. Meetings

- Chair Board and shareholders meetings, upholding rigorous standards of preparation, running effective meetings and setting forward-looking agendas focusing on strategic matters.

### 3. Delegation and Oversight

- Ensure appropriate delegation of authority from the Board to Board committees and executive management.
- Oversee the effectiveness of the Board in all aspects of its role, including regularity and frequency of meetings.

## 4. Communication and Engagement

- Encourage all Board members to engage in meetings, draw on their skills, experience, knowledge and independence.
- Ensure accurate, timely and clear information is provided to Directors to enable sound decision-making and effective monitoring of the Company's affairs.

## 5. Relations and Collaboration

- Foster constructive relations between executive and non-executive Directors, both inside and outside the boardroom.
- Maintain a sound relationship between the Chairperson and the CEO, providing support and advice while respecting executive responsibility.

## 6. Induction, Development and Succession

- Ensure new Directors participate in a full, formal and tailored induction program.
- Mentor Directors to develop their skills, enhance confidence and encourage active contribution at meetings.
- Plan succession in Board appointments, subject to Board and/or shareholder approval, as relevant.

## 7. Performance Evaluation

- Oversee performance evaluation of the Board, its committees and individual Directors at least once every two years.
- Address strengths and weaknesses identified in evaluations, proposing new appointments or seeking resignations as appropriate.

## 8. Relations with Shareholders

- Chair shareholders meetings and maintain effective communication with shareholders.
- Maintain contact with major shareholders to understand issues and concerns, discussing governance, strategy and remuneration.

## 9. Ethics and Governance

- Set the ethical tone for the Board and the Company, upholding the highest standards of integrity and corporate governance.
- Promote highest standards of corporate governance and ensure compliance, explaining reasons for non-compliance to shareholders if necessary.

## 10. Special Assignments

- Carry out any special assignments assigned by the Board from time to time.

# Chief Executive Officer

The accountabilities of the Chief Executive Officer include the following:

## 1. Executive Management

- Responsible for the day-to-day operations and executive management of the Company.

## 2. Strategic Leadership

- Develop the Company's strategy and operations to enhance shareholder value.

## 3. Leadership and Guidance

- Provide strong, exemplary leadership and clear guidance to the management team.

## 4. Reporting and Compliance

- Report policy issues, strategies and business performance to the Board.
- Ensure compliance with all relevant laws, regulations and corporate governance principles.

## 5. Financial Management

- Oversee budgeting processes, evaluate financial health and provide strategic financial input and leadership.

## 6. Stakeholder Relations

- Build key partnerships with stakeholders and act as a point of contact for important shareholders.
- Maintain effective communication with internal and external stakeholders.

## 7. Organizational Development

- Develop high-quality business strategies and plans aligned with short-term and long-term objectives.
- Foster a positive, constructive and ethical work climate within the organization.

## 8. Spokesperson

- Act as the primary spokesperson for the organization, representing its interests to external stakeholders.

## 9. Performance Evaluation

- Ensure the evaluation of the Company's performance against strategic plans and objectives.

## 10. Sustainability

- Ensure the long-term sustainability of the business and promote sound corporate governance policies.

# Company Secretary

The accountabilities of the Company Secretary include the following:

## 1. Legal and Statutory Compliance

- Ensure compliance with the Company's constitution, relevant statutory and regulatory requirements, codes of ethics and established procedures.

## 2. Board Members – Appointment, Guidance and Development

- Facilitate the proper appointment and induction of directors into their roles.
- Provide guidance to the Board and individual directors regarding their roles, responsibilities and compliance with regulations.

## 3. Organization of Meetings of the Company

- Prepare agendas for Board, committee and shareholders meetings in consultation with the Chairperson and CEO.
- Ensure proper conduct of meetings, including maintaining quorum, taking minutes and facilitating voting processes.

## 4. Communication with Shareholders

- Act as a primary point of contact for shareholders, communicating with them regarding corporate events and maintaining good shareholder relations.