

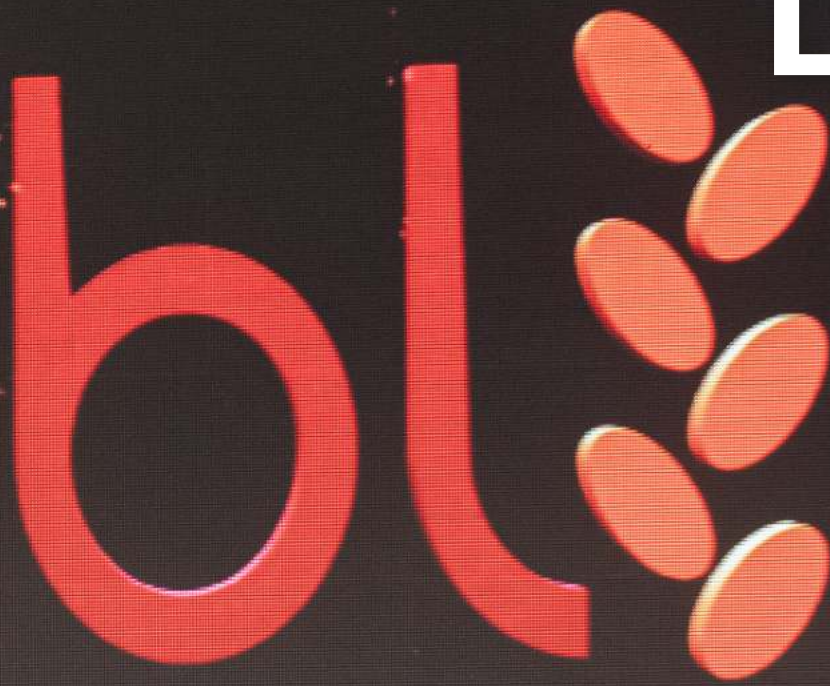
SINCE 1922  
**eabl**  
CELEBRATING LIFE



**2022 INTEGRATED REPORT  
& FINANCIAL STATEMENTS**



# Our Leadership



CELEBRATE LIFE



# Board of Directors



**Dr. Martin Luke Oduor-Otieno, CBS**  
**Independent Non-Executive Director and Group Chairman**  
**Age: 66 years**  
**Nationality: Kenyan**

Dr. Oduor-Otieno is the founder and CEO of The Leadership Group Limited, a Nairobi-based consulting firm, which is involved in facilitating board practice and leadership training as well as providing executive coaching and business advisory services. He previously worked with Deloitte East Africa as a Financial Services Partner, and with KCB Group as Chief Executive Officer, among other senior private sector appointments. He has also served as Permanent Secretary, Ministry of Finance and Planning and The Treasury, in the Government of Kenya.

Dr. Oduor-Otieno holds an honorary Doctor of Business Leadership degree from KCA University, Executive MBA from ESAMI/ Maastricht School of Management and Bachelor of Commerce degree from University of Nairobi. He is also an alumnus of the Harvard Business School's Advanced Management Programme and a Fellow of the Kenya Institute of Bankers, Institute of Certified Public Accountants of Kenya, Institute of Directors Kenya and Institute of Certified Secretaries Kenya in addition to holding the International Coaching Federation's credential as a Professional Certified Coach.

In recognition of his contribution to national development in Kenya, Dr. Oduor-Otieno was awarded the honour of Chief of the Order of the Burning Spear (CBS) by the Head of State.

**Board Experience:**

- Dr. Martin Luke Oduor-Otieno is the Group Chairman of EABL.
- He is also the Chairman of Kenya Breweries Limited and UDV (Kenya) Limited, both subsidiaries of EABL.
- He is a Non-Executive Director in BAT Kenya Plc, Standard Bank Group and Standard Bank of South Africa



**Mr. John O'Keeffe**  
**Non-Executive Director and Group Vice Chairman**  
**(resigned on 17<sup>th</sup> May, 2022)**  
**Age: 50 years**  
**Nationality: Irish**

Mr. John O'Keeffe is the current President, Asia Pacific and Global Travel, having been appointed to the role in July 2022. He is also a member of the Diageo Global Executive Committee. He was previously, the President, Diageo Africa and prior to that, the Managing Director for Guinness Nigeria Plc.

Mr. O'Keeffe has worked at Diageo for over 26 years, during which period, he has gained a wealth of experience across both emerging and developed markets namely Ireland, Jamaica, Sweden, Greece and Russia. Mr. O'Keeffe holds a Bachelor of Commerce (Hons) (Economics and Marketing) Degree from University College Cork, Ireland.

**Board Experience:**

- Mr. O'Keeffe is the immediate former Vice Chairman of Guinness Nigeria Plc.



**Mr. Dayalan Nayager**  
**Non-Executive Director and Group Vice Chairman**  
**Age: 41 years**  
**Nationality: South African**

Mr. Dayalan Nayager is the current President, Diageo Africa and is a member of the Diageo Executive Committee. In this role, he is responsible for all African Diageo markets. He was previously the Managing Director for Diageo Great Britain whereby he was responsible for Diageo's home market.

Mr. Nayager brings his extensive leadership expertise and knowledge about the consumer goods industry to Africa's alcohol beverage sector. He is passionate about developing strong talent and is known for his ability to implement a structured and disciplined approach that drives stronger performance and sustainable growth.

Mr. Nayager holds a Bachelor of commerce in Marketing from the University of KwaZulu-Natal, a Bachelor of Commerce in Business Management from the University of South Africa and an MBA from the University of Oxford.

**Board Experience:**

- Mr. Nayager is a Non-Executive Director and Vice Chairman of Guinness Nigeria Plc.



**Mr. Leo Breen**

**Non-Executive Director**  
**Age: 56 years**  
**Nationality: British**

Mr. Leo Breen is the Finance Director, Diageo Africa, a role he has held since 2017. He has over 25 years of experience with the Diageo Group and has overseen finance operations for Diageo businesses in over 40 countries across Europe, Asia and Africa. He is an influential executive with a track record of driving business growth both in major markets and emerging markets. Mr. Breen has a BA Hons in Philosophy from the University of Newcastle Upon Tyne and is a CIMA qualified accountant from the Chartered Institute of Management Accountants.

**Board Experience:**

- Mr. Breen is a Non-Executive Director of Guinness Nigeria Plc.



**Ms. Jane Karuku, MGH**

**Executive Director and Group Managing Director and CEO**  
**Age: 60 years**  
**Nationality: Kenyan**

Ms. Jane Karuku is the Group Managing Director and CEO of EABL having been appointed on 1<sup>st</sup> January, 2021. Previously, she was the Managing Director of Kenya Breweries Limited (KBL) since July 2015. She is a dynamic business leader, with strong management experience spanning over 20 years in FMCG and Non-Governmental organisations. Prior to her appointment to KBL, she was the President of Alliance for a Green Revolution in Africa (AGRA). She has also previously held a number of senior positions in various companies including Deputy Chief Executive and Secretary General, Telkom Kenya and Managing Director, Cadbury East and Central Africa. Prior to that, Ms. Karuku worked with Farmers Choice Kenya and Kenya Cooperative Creameries.

Ms. Karuku holds a Bachelor of Science Degree in Food Science and Technology from the University of Nairobi and an MBA in Marketing from the National University of California.

**Board Experience:**

- Ms. Karuku has been a member of the Board of Barclays Bank of Kenya and Junior Achievement - Kenya.
- She is currently the Chairperson of the Kenya Covid 19 Fund and Chairperson of Kenya's Vision 2030 Board.
- She is also a Trustee at the United States International University (USIU) and is a Board member of the Kenya Association of Manufacturers.



**Ms. Risper Ohaga**

**Executive Director and Group Chief Financial Officer**  
**Age: 46 years**  
**Nationality: Kenyan**

Ms. Risper Ohaga is the Group Chief Financial Officer. She is a seasoned finance professional with over 20 years' experience and is a seasoned Board member. Ms. Ohaga joined EABL in February 2020, from the Absa Group (previously Barclays Africa Group) where she held various senior roles across several African markets with the most recent posting being Finance Director of Absa Bank Zambia Plc. Prior to that, she held the role of Managing Director for Internal Audit based in Johannesburg. She has extensive regional experience in tax and regulatory matters, strategy, risk management and corporate finance, having started her career in KPMG Kenya.

She is a CPA (Kenya) and holds a BCom (Hons) in Accounting from The University of Nairobi.

**Board Experience:**

- Ms. Ohaga is a past Board member of Barclays Bank Zambia.
- She is a Director in Kenya Breweries Limited and UDV (Kenya Limited), both subsidiaries of EABL.
- She is also a Non-Executive Director at APA Insurance and Apollo Group.



**Mr. Japheth Katto**  
Independent Non-Executive Director  
Age: 71 years  
Nationality: Ugandan

Mr. Japheth Katto is a consultant in corporate governance and financial services regulation. He was the first CEO of Uganda's Capital Markets Authority from 1998 until 2013. Mr. Katto has a wealth of experience in both the private and public sectors having held various accounting, auditing, insolvency, companies' investigation and financial services regulation roles in East Africa and the UK.

Mr. Katto is an adjunct faculty at Strathmore University Business School. He is a Makerere University B.Com graduate, Fellow of ACCA, member of CPA Uganda and a Certified Corporate Governance trainer.

**Board Experience:**

- Mr. Katto is the Chairman of the Board of Uganda Breweries Limited.
- He is also the Chairman of the Board of Stanbic Uganda Holdings Limited.
- He was recently appointed to the board of trustees of the International Valuation Standards Council (IVSC).
- He is a past member of the Global Council of the Association of Chartered Certified Accountants (ACCA).
- He is a past board member of the New York based International Federation of Accountants, Duke of Edinburgh International Award Uganda and Junior Achievement Uganda.
- Mr. Katto has previously held key public appointments in Uganda including commissioner on the Judicial Commission of Enquiry into the Closure of Banks, chairman of Ministry of Finance Pensions Liberation and Regulation Committee and Council member of Africa Peer Review Mechanism.



**Mr. John Ulanga**  
Independent Non-Executive Director  
Age: 51 years  
Nationality: Tanzanian

Mr. John Ulanga is currently the Regional Director for East and Central Africa at TradeMark East Africa (TMEA) which is an East African not-for profit company limited by guarantee established in 2010 to support the growth of trade - both regional and international - in East Africa. TMEA is focused on ensuring gains from trade result in tangible gains for East Africans. Prior to this, he served as the Vice President, External Affairs and Sustainability for BG Group, a world leader in oil and gas exploration in East Africa.

Mr. Ulanga holds a B.Com (Accounting) from the University of Dar es Salaam, an Executive Master in Development Policies and Practices from the Graduate Institute of International and Development Studies in Geneva, and is a Certified Public Accountant (CPA Tanzania). Mr. Ulanga is also a Certified Emotional Intelligence Practitioner and a Certified Compliance Professional.

**Board Experience:**

- Mr. Ulanga is the Chairman of the Board of Serengeti Breweries Limited.
- He is the Chairman of the Board of Directors of KCB Bank Tanzania Limited.
- He is the Chairman of the University Council of the Hubert Kairuki Memorial University, Dar es Salaam.
- He is the Chairman of the Board of Directors of Tanzania Financial Services for the Underserved Settlements (TAFSUS), an initiative to upgrade slums and underserved settlements in Tanzania.
- He is a non-executive director in Mwananchi Communications Limited (publishers of The Citizen, Mwananchi and Mwanaspoti newspapers).
- Mr. Ulanga is a Member of the Africa Policy Advisory Board ONE Campaign ([www.one.org](http://www.one.org)).
- He is a Fellow of the African Leadership Initiative, East Africa and the Aspen Global Leadership Network of the Aspen Institute in Colorado, USA.



**Ms. Carol Musyoka**  
Independent Non-Executive Director  
Age: 50 years  
Nationality: Kenyan

Ms. Carol Musyoka, a lawyer by training and a banker by profession, is the founder and Chief Executive Officer of Carol Musyoka Consulting Limited, a corporate governance and leadership consultancy. Her Executive Management experience includes her previous role as Corporate Director at Barclays Bank of Kenya Ltd (now Absa Bank) and Executive Director at K-Rep Bank (now Sidiyan Bank). She currently provides consulting and training services for various local and public listed entities, private companies and not for profit organisations. She is also a popular weekly columnist in the Business Daily and is adjunct faculty at the Strathmore University Business School.

**Board Experience:**

- Ms. Musyoka is a non-executive director in Kenya Breweries Limited and UDV (Kenya) Limited, both subsidiaries of EABL.
- She is currently a non-executive director in BAT Kenya plc.
- Ms. Musyoka is the Chairperson of the Kenya Deposit Insurance Corporation.
- She is the immediate former Chairperson of the Business Registration Services.
- She is a former non-executive director in Kenya Airways Plc.
- Ms. Musyoka is a former non-executive director at the Competition Authority of Kenya.



**Mr. Jimmy D. Mugerwa**  
Independent Non-Executive Director  
Age: 58 years  
Nationality: Ugandan

Mr. Jimmy D. Mugerwa is the founder & CEO of Zoramu Consulting Group Limited, a private oil and gas Business Advisory firm. He has a distinguished career of over three decades, as a business executive leader with the oil and gas industry, both upstream and downstream, working across Africa and Europe. Most prominently, as the Managing Director for Tullow Oil in Uganda, he led the team in the exploration and development of the Lake Albert basin oil fields, along with the East African Crude Oil Pipeline (EACOP). Prior to this, he spent 19 years at Royal Dutch Shell, serving in several executive positions including being the Kenya Shell Country Chair/General Manager, Shell East Africa operations, Africa Retail Marketing & Strategy Manager for Shell and was also Senior Regional Advisor for sub-Saharan Africa at the corporate head office in the Netherlands. He currently serves on the Advisory board of Veracity World-wide.

Mr. Mugerwa holds a B.Sc. (Agric) from Makerere University and an M.Sc. degree from the University of Wales. He also holds the Financial Times Non-Executive Director Post-Graduate Diploma, holds several certificates in Oil and Gas and is an alumni of the Executive Business Leadership Programme at IMD in Lausanne, Switzerland.

**Board Experience:**

- Mr. Mugerwa is a non-executive director in the Board of Uganda Breweries Limited.
- He currently serves as the Chairman of the DFCU Holding Group.
- He is an independent non-executive director at Jubilee Allianz Insurance in Uganda.
- He has held directorship roles in several boards for the Shell and Tullow companies across East Africa.
- Until December 2019, Mr. Mugerwa chaired the Presidential Investor round table for Oil and Gas for four years.
- He was a co-founder chair, together with the late Professor Wangari Maathai, of the Karura Forest Environmental Education Trust.
- He was the Chairman of the Managing Committee of Starehe Boys Centre for 8 years.



**Ms. Ory Okolloh**  
Independent Non-Executive Director  
Age: 45 years  
Nationality: Kenyan

Ms. Okolloh, a lawyer by profession, is currently a Partner at Verod-Kepple Africa Ventures, a pan-African focused venture capital firm that backs exceptional founders in and from Africa. She has previously been the Managing Director, Omidyar Network and Luminate Group in Africa, companies united by a common desire to catalyse social impact. Prior to this, she worked with Google as the Policy and Strategy Manager for Africa where she was credited for leading several groundbreaking efforts around access, local content and regulatory reforms. Ms. Okolloh was also at the forefront of developing technology innovation as a founding member of Ushahidi. In 2014, she was named Time 100's most influential people in the world.

Ms. Okolloh holds a Bachelor of Arts (Political Science) degree from the University of Pittsburgh and a Juris Doctor (J.D.) from Harvard Law School.

**Board Experience:**

- Ms. Okolloh is a non-executive director in Kenya Breweries Limited and UDV (Kenya) Limited, both subsidiaries of EABL.
- She serves on the board of Thomson Reuters Founders Share Company.
- She is also a board member of Deloitte Africa, the Van Leer Group, and Harvard University's Centre for African Studies.
- She currently serves as the Chairperson of the Stanbic Foundation.
- She is a former non-executive director in Stanbic Holdings Plc and Stanbic Bank Kenya.
- She has served as an advisory board member to Twiga Foods, Amnesty International Africa among several other organisations.



**Ms. Kathyne Maundu**  
Group Company Secretary  
Age: 43 years  
Nationality: Kenyan

Ms. Kathyne Maundu is a partner at Stamford Corporate Services LLP, part of Bowmans in Kenya. She is an expert in Corporate Governance within the East Africa region and has been instrumental in advising leading corporates in the public and private sector, over the last 15 years. Ms. Kathyne is recognised as a leader and mentor in society and has been named as a Top 40 under 40 Women in Kenya.

Ms. Kathyne is an Advocate of the High Court of Kenya, a member of the Law Society of Kenya, a registered Certified Public Secretary and an Accredited Governance Auditor with the Institute of Certified Secretaries of Kenya.

# Senior Management



**Ms. Jane Karuku, MGH**  
Group Managing Director & Chief Executive Officer



**Ms. Risper Ohaga**  
Group Chief Financial Officer



**Mr. Colin O'Brien**  
Global Supply Operational Excellence and  
Outgoing EABL Supply Chain Director



**Ms. Temitope Akinsanya**  
Group Human Resources Director



**Mr. John Musunga**  
Kenya Breweries Limited and UDV (Kenya) Managing  
Director



**Mr. Mark Ocitti**  
Serengeti Breweries Limited Managing Director



**Mr. Andrew Kilonzo**  
Uganda Breweries Limited Managing Director



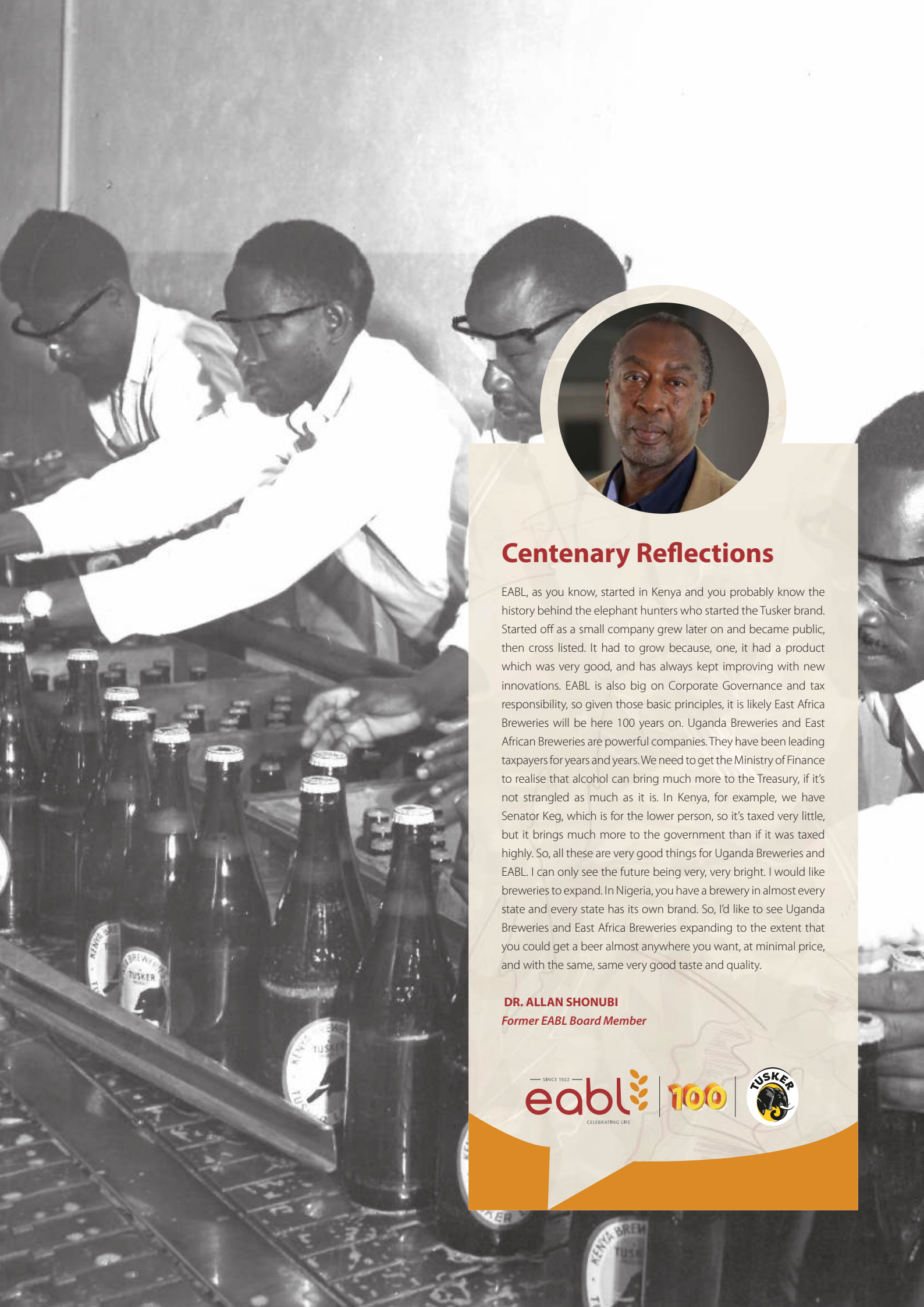
**Mr. Eric Kiniti**  
Group Corporate Relations Director



**Mr. Nadida Rowlands**  
Group Legal Director



**Ms. Anne-Joy Muhoro**  
Group Marketing and Innovations Director



## Centenary Reflections

EABL, as you know, started in Kenya and you probably know the history behind the elephant hunters who started the Tusker brand. Started off as a small company grew later on and became public, then cross listed. It had to grow because, one, it had a product which was very good, and has always kept improving with new innovations. EABL is also big on Corporate Governance and tax responsibility, so given those basic principles, it is likely East Africa Breweries will be here 100 years on. Uganda Breweries and East African Breweries are powerful companies. They have been leading taxpayers for years and years. We need to get the Ministry of Finance to realise that alcohol can bring much more to the Treasury, if it's not strangled as much as it is. In Kenya, for example, we have Senator Keg, which is for the lower person, so it's taxed very little, but it brings much more to the government than if it was taxed highly. So, all these are very good things for Uganda Breweries and EABL. I can only see the future being very, very bright. I would like breweries to expand. In Nigeria, you have a brewery in almost every state and every state has its own brand. So, I'd like to see Uganda Breweries and East Africa Breweries expanding to the extent that you could get a beer almost anywhere you want, at minimal price, and with the same, same very good taste and quality.

**DR. ALLAN SHONUBI**  
*Former EABL Board Member*





# Corporate Governance Statement

## Overview

Corporate Governance underpins the process and structure used to direct and manage the business and affairs of the Company towards enhancing business prosperity and corporate accountability with the ultimate objective of realising long-term shareholder value, whilst taking into account the interests of other stakeholders. East African Breweries PLC (EABL) is committed to the highest standards of Corporate Governance and Business Ethics. The Company has instituted systems to ensure that high standards of corporate governance are maintained at all levels of the organisation and is in compliance with the Capital Markets Authority Code of Corporate Governance Practices for Issuers of Securities to the Public (the CMA Code) as well as the equivalent guidelines for listed companies in Tanzania and Uganda.

Besides complying with the CMA Code, the Company has committed to embedding internal rules of engagement to support corporate governance. These internal guidelines are constituted in the Code of Business Conduct (CoBC) to which every Director and employee makes a commitment to comply. The CoBC is aligned to globally accepted standards and meets the requirements of local laws as well as internationally applicable laws and regulations. It guides activities in dealing with employees, customers, suppliers, competitors, government and the community at large. The CoBC also articulates the Company's policy on insider trading. Directors, management, staff members and related parties are instructed during closed periods, not to trade in the Company's shares while in possession of any insider information not available to the public.

## Governance Principles

Among the principles that the Board subscribes to in upholding the Group's Corporate Governance practices include, but are not limited to:

<b>1. Discipline</b>	the commitment by the Group's Senior Management to adhere to behaviour that is universally recognised and accepted to be correct and prudent.
<b>2. Transparency and disclosure</b>	the ease with which an outsider is able to access information relating to the Group and to make meaningful analysis of the Group's actions, its economic details and the non-financial aspects pertinent to the business.
<b>3. Independence</b>	the extent to which mechanisms have been put in place to minimise or avoid potential conflicts of interest that may exist, such as dominance by a strong Group Managing Director or large shareholder.
<b>4. Accountability:</b>	Individuals or groups in the Group, who make decisions and take actions on specific issues, need to be accountable for their decisions and actions.
<b>5. Adherence to laws and regulations</b>	with regard to management, this pertains to compliance with applicable laws and regulations and implementing standards of relevant best practice. Behaviour must allow for corrective action and for penalising non-adherence or mismanagement. Responsible management would, when necessary, put in place what it would take to set the Group on the right path. While the Board is accountable to the Group's shareholders, it must act responsively to and with responsibility towards all stakeholders of the Group.
<b>6. Fairness</b>	the systems that exist within the Company must be impartial in taking into account all those that have an interest in the Company and its future. The rights of various groups have to be acknowledged and respected, and the Company must continually focus on stakeholder value free of favouritism.
<b>7. Social responsibility</b>	a well-managed Company will be aware of, and respond to, social issues while placing a high priority on ethical standards.

## OUR CORPORATE GOVERNANCE FRAMEWORK

EABL is committed to implementing and adhering to good corporate governance and best practice. We have put in place a corporate governance structure which assists to attain the following objectives:



- Organise operational, financial, risk management, and reporting processes such that the Board receives the information it requires to effect good governance and management and the business units can conduct their activities in ways that comply with regulations and serve strategic ends.



- Bring the organisation's governance framework down to the level of roles, responsibilities, reporting lines, and communications to bridge the gap between the governance framework and operational realities.



- Sustain governance by creating a feedback loop in which the Board and management can identify and respond to new business, operational, competitive, and regulatory needs.

### The Board of Directors

The Board of Directors is responsible for the governance of the Company. The Directors are committed to fulfilling their fiduciary responsibilities and have instituted various principles necessary to ensure that good governance is practiced with respect to dealings with the Company's shareholders, customers and other relevant stakeholders in line with the spirit of the CMA Code of Corporate Governance for listed Companies.

The Board is committed to ensuring that a strong governance framework operates throughout the Group, recognising that good corporate governance is a vital component to support management in their delivery of the Company's strategic objectives, and to operate a sustainable business for the benefit of all stakeholders. The Board recognises that the process of identifying, developing and maintaining high standards of corporate governance suitable for the Company is ongoing and dynamic to reflect changes in the Company and its business, the composition of the Board and developments in corporate governance.

### The role and functioning of the Board

The Board is collectively accountable to the Company's shareholders for the long-term success of the Company and for its overall strategic direction, its values and governance. It provides the leadership necessary for the organisation to meet its business objectives within the framework of its internal controls, while also discharging the Company's obligations to its shareholders. Responsibility for implementing strategy and day-to-day operations has been delegated by the Board to the Group Managing Director & Chief Executive Officer and the Company's executive team.

The primary role of the Board remains the provision of effective leadership to the Company towards:

- sustainable long-term success through the exercise of objective and informed judgement in determining the strategy of the Company;
- having the right team in place to execute the strategy through effective succession planning;
- setting up appropriate governance structures for the management of the business operations;
- monitoring business performance and maintaining an effective framework of controls to mitigate risks facing the business; and
- ensuring ethical behaviour and compliance with the laws and regulations.

The Board is solely responsible for its agenda. It is, however, the responsibility of the Chairman and the Company Secretary, working closely with the Group Managing Director & Chief Executive Officer, to come up with the annual Board work plan and the agenda for the Board meetings. The Board work plan for the year ended 30<sup>th</sup> June, 2022, was approved by the Board at its meeting held on 29<sup>th</sup> July, 2021.

### Key responsibilities of the Board

The responsibilities of the Board include *inter alia*:

- Provide effective leadership, oversight and value creation in collaboration with the Executive management team;
- Approve the Company's mission, vision, its business strategy, goals, risk policy plans and objectives;
- Approve the Company's business strategy and ensure the necessary financial and human resources are in place to meet the agreed objectives;
- Approve the Company's budgets as proposed by the Executive management team;

- Approve the Company's performance objectives and monitoring their achievement;
- Review the sufficiency, effectiveness and integrity of the risk management and internal control systems;
- Establish and agree an appropriate governance framework;
- Review and agree Board succession plans and approve appointments of Directors;
- Review periodic financial and governance reports;
- Approve the Annual Report, Company results and public announcements;
- Approve Company policies and monitoring compliance with the Standards of Business Conduct; and

There is a formal schedule of matters reserved for consideration by the Board, which include responsibility for the following:

- approval of overall Group strategy and objectives
- approval of the Group annual budget and monitoring progress towards its achievement
- changes to the Group's capital structure
- changes to the Group's principal activities
- review and approval of the annual financial statements
- changes to the senior management structure
- approval of Group financing arrangements and treasury policy
- approval of major investments, disposals and additional investments in existing operations
- Approval of major unbudgeted expenditure

These reserved matters are reviewed by the Board, at least annually, to ensure they remain appropriate and complete. In tandem, the Board also reviews an approved schedule of operational matters, which are delegated to management of the operating subsidiaries.

### Board size, composition, appointments and independence

The constitution of the Company's Board is stipulated by the Company's Articles of Association which provides that the number of Directors shall be not less than 5 and not more than 11 in number. The Board currently comprises of 10 Directors, of whom 6 are Independent Non-Executive Directors, 2 are Non-Executive Directors and 2 are Executive Directors. The Directors have a balance and depth of skills and experience, together with long-standing knowledge of the Group, which enables them to discharge their respective duties and responsibilities effectively.

The Non-Executive Directors are subject to retirement by rotation and seek re-election (if they choose to) by shareholders in accordance with the Articles of Association.

Proposed candidates for the role of Independent Director, undergo a formal screening process conducted by the Nominations and Remuneration Committee of the Board before they are formally appointed. In between AGMs, in the event of any vacancy, the Board may appoint Directors to serve until the next AGM. Any such appointment of Independent Directors is brought to the attention of the shareholders through the notice of the AGM, and the Director, if they opt to seek re-election, is subjected to an election process by the shareholders, at the next AGM following their appointment

### Non-Executive Directors

As at the end of the financial year, the Board had 8 Non-Executive

Directors. The Non-Executive Directors come from broad industry and professional backgrounds, with varied experience and expertise aligned to the needs of the business. As at the date of this Report, the Chairman and five of the Non-Executive Directors, are independent as defined by the CMA Code and accordingly over half of the Board is comprised of Independent Non-Executive Directors. Non-Executive Directors do not have service contracts with the Company but instead have letters of appointment which stipulate the terms of their appointment.

### The role of Non-Executive Directors

The Non-Executive Directors help develop strategy and are responsible for ensuring that the business strategies proposed are fully discussed and critically reviewed. This enables the directors to promote the success of the Company for the benefit of its shareholders, with consideration of, among other matters, the interests of employees, the fostering of business relationships with customers, suppliers and other stakeholders. The Non-Executive Directors oversee the operational performance of the business, scrutinise performance of Management and the Company, bring an external perspective to the Board, monitor reporting of performance and should be available to meet with major stakeholders as appropriate. To perform these tasks, they have full access to all relevant information, with updates provided on governance, regulatory and other matters affecting the company.

### Independence of Directors

The Board recognises the importance of independent judgement and constructive engagement on all matters brought before the Board for deliberation. Directors' views should have regard to the best interest of the organisation and its stakeholders.

In accordance with the CMA Code, one-third of the Board comprises of independent directors. The Board undertakes an annual assessment of Directors' independence based on the independence criteria outlined in the CMA Code.

### Separation of powers and duties of the Chairman and the Group Managing Director & Chief Executive Officer

The Chairman and the Group Managing Director's roles are separate, with each having distinct and clearly defined duties and responsibilities.

The separation of the functions of the Chairman (an Independent Non-Executive Director) and the Group Managing Director (Executive Director) supports and ensures the independence of the Board and Management. The balance of power, increased accountability, clear definition of responsibilities and improved decision-making are attained through a clear distinction between the non-executive and executive roles.

### Responsibilities of the Chairman

These include *inter alia*:

- He is responsible for the leadership of the Board, for ensuring its effectiveness on all aspects of its role and for facilitating productive contribution of all Directors.
- Responsible for ensuring that the interests of the Company's shareholders are safeguarded and that there is effective communication with them.
- Promotes high standards of corporate governance.

- Promotes and safeguards the interests and reputation of the Company.
- As part of stakeholder management, represents the Company to Government, shareholders, regulators, financial institutions, the media, the community and the public.
- Serves as the link between the Board and Management in between meetings and is responsible for ensuring that decisions of the Board are implemented.

### Responsibilities of the Group Managing Director & Chief Executive Officer

These include *inter alia*:

- Is responsible for the day-to-day management of the business of the Company and to oversee the implementation of strategy and policies approved by the Board.
- Overall responsibility for the performance of the business.
- Represents the Company to customers, suppliers, governments, shareholders, financial institutions, employees, the media, the community and the public and enhances the Company's reputation.
- Serves as the official spokesperson for the Company.
- Ensures that there are effective processes for engaging with, communicating with, and listening to, employees and others working for the Company.
- Manages the Company's risk profile and ensures appropriate internal controls are in place.

### Company Secretary

The Company Secretary is a member in good standing with the Institute of Certified Secretaries (ICS). The Company Secretary provides a central source of guidance and advice to the Board on matters of statutory compliance, compliance with the regulators and good governance.

### Role of the Company Secretary

- Providing a central source of guidance and advice to the Board and the Company, on matters of statutory and regulatory compliance and good governance.
- Providing the Board and the Directors individually with guidance on how their responsibilities should be discharged in the best interests of the Company.
- Facilitating the induction training of new Directors and assisting with the Directors' professional development as required. This includes identifying and facilitating continuous Board education.
- In consultation with the GMD & CEO and the Chairman, ensuring effective flow of information within the Board and its committees and between senior management and Non- Executive Directors. This includes timely compilation and distribution of Board papers and minutes, as well as communication of resolutions from Board meetings.
- Guiding the company in taking the initiative to not only disclose corporate governance matters as required by law, but also information of material importance to decision-making by shareholders, customers and other stakeholders.
- Keeping formal records of Board discussions and following-up on the timely execution of agreed actions.

### Board Operations

The Board meets at least four times a year and the meetings are structured in a way that allows for open discussions. Comprehensive Board papers are prepared and circulated to all Directors for all substantive agenda items prior to the meeting. This allows time for the Directors to undertake an appropriate review of the Board papers to facilitate full and effective discussions at the meetings. The submissions and notification period may be waived should any urgent and critical matters arise prior to the date of the meeting. Where Directors are unable to attend a meeting, they are advised on the matters to be discussed and given the opportunity to make their views known to the Chairman or the Group Managing Director prior to the meeting. This process also applies to the Committee meetings.

The members of the Executive Team may be invited to attend the Board and/or Committee meetings if deemed necessary and as appropriate, to make presentations on their areas of responsibility. This serves as an opportunity to give the Directors greater insights into their business areas.

### Induction of Directors

On joining the Board, all Directors receive a full induction. Non-Executive Directors also receive a full programme of briefings on all areas of the Company's business from Executive Directors, the Company Secretary and other senior executives. The induction provides an overview of the Company, the Company's operating environment and new developments thereof, accounting and financial reporting developments, as well as any regulatory changes.

### Directors' Training and Development

The Board is committed to on-going training and development of its Directors and towards that goal, appropriate training interventions were identified during the year for attendance by Directors. To enable the Non-Executive Directors gain exposure to the Group's business on the ground, when possible, one of the four scheduled Board meetings is held in the end markets, where Directors get an opportunity to undertake various trade visits, engage the sales team and outlet owners on market related issues. The Board and Committees undertake deep dive sessions on the various markets to gain deeper insights on the market. The Board and its Committees also receive regular briefings on legal and regulatory developments that affect the business.

In December 2021, the Board held its annual corporate governance training session and its annual strategy session, whereby the Strategy was refreshed to F26 and the Board had deep dive sessions on various topics including post covid strategy for the business, innovation, people and culture and ESG.

### Access to Independent Advice

The Board recognises that there may be occasions when one or more Directors considers it necessary to take Independent Advice on various matters such as legal or financial advice, at the Company's expense. This is provided for in the Board Charter and the Terms of Reference of each Committee.

### Management of Conflicts of Interest

The Directors are obligated to fully disclose to the Board any real or potential conflict of interest, which comes to any director's attention, whether direct or indirect. The statutory duty to avoid situations in which the directors have or may have interests that conflict with those of the Company has been observed by the Board in the financial year under review. All business transactions with all parties, directors or their

related parties are carried out at arm's length. An acknowledgement that should it come to the attention of a director that a matter concerning the Company may result in a conflict of interest, obligates the director to declare the same and exclude himself / herself from any discussion or decision over the matter in question.

The Board has formal procedures for managing conflicts of interest in accordance with the Companies Act 2015 and the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public. Directors are required to give advance notice of any conflict issues to the Chairman or Company Secretary and these are considered at the next Board meeting.

Declaration of conflicts of interest is also a standard agenda item which is addressed at the onset of each Board and Committee meeting. The Board also requires all Directors to disclose on appointment and annually, any circumstance which may give rise to an actual or potential conflict of interest with their roles as Directors.

Directors are excluded from the quorum and vote in respect of any matters in which they have an interest. No material conflicts were reported by Directors in the year under review.

## WHO GOVERNS US

### Composition of the Board and its activities

The profile of the Board Directors is as set out on pages 96, 97, 98 and 99 of the Annual Report. The Directors who served during the year to 30<sup>th</sup> June, 2022, are set out below:

Name	Nationality	Date of appointment
Dr. Martin Oduor-Otieno* – Group Chairman	Kenyan	May 2016
Mr. John O’Keeffe <sup>1</sup> ** - Former Group Vice Chairman	Irish	July 2015
Mr. Dayalan Nayager** - Group Vice Chairman	South African	March 2021
Ms. Jane Karuku*** (Group Managing Director and CEO)	Kenyan	September 2013
Mr. Japheth Katto*	Ugandan	February 2014
Ms. Carol Musyoka*	Kenyan	September 2015
Mr. Jimmy Mugerwa*	Ugandan	July 2018
Mr. John Ulanga *	Tanzanian	June 2019
Mr. Leo Breen**	British	January 2020
Ms. Risper Ohaga*** (Group Chief Financial Officer)	Kenyan	May 2020
Ms. Ory Okolloh*	Kenyan	October 2020

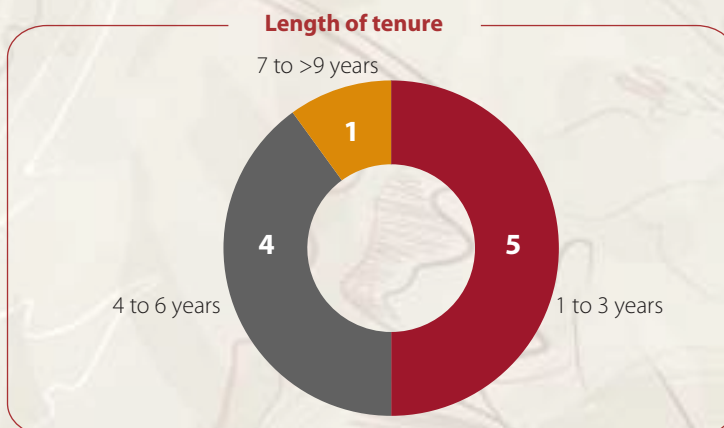
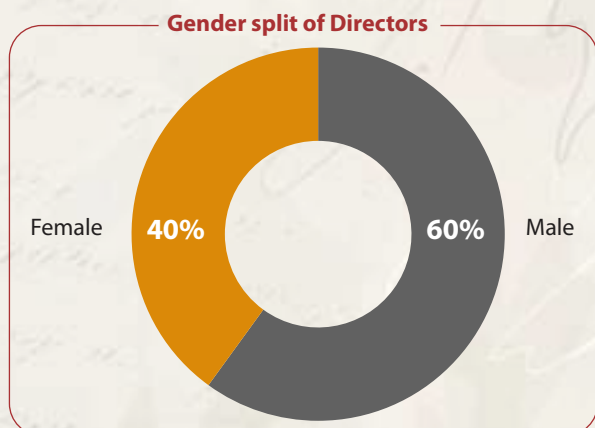
1. Mr. John O’Keeffe resigned as a Director of the Board with effect from 17<sup>th</sup> May, 2022.

\*Independent Non-Executive Director | \*\* Non-Executive Director | \*\*\* Executive Director

### Board Diversity

The Board recognises and embraces the benefits of diversity and views increasing diversity as an essential element in maintaining a competitive advantage. The Board also recognises the role of diversity in bringing different perspectives into Board debates and offers better anticipation of the risks that are inherent in the business and the opportunities that the business pursues. The Non-Executive Directors

come from broad industry and professional backgrounds, with varied experience and expertise aligned to the needs of the business. The areas of expertise of the current Board of Directors include: business management, banking, finance, corporate communications, economics, marketing, project management, risk management, capital markets, legal and governance and information technology.



## Directors' shareholding

Directors can purchase or sell shares of the Company in the open market. None of the Directors as at the end of financial year under review held shares in their individual capacity of more than 1% of the Company's total equity. The breakdown of the Directors' personal shareholding in the Company as at 30<sup>th</sup> June, 2022, is as follows:

Director	No of shares
Ms. Jane Karuku	1,296
Ms. Ory Okolloh	820
Ms. Risper Ohaga	700
Ms. Carol Musyoka	5,782

## Activities of the Board

During the year, the Board met eight times and reviewed various activities including the following:

- Reviewed and approved the strategy and the F22 Key performance indicators.
- Discussed and approved the Annual Operating Plan.
- Approved the half year results as well as the end of year results, press release and commentary.
- Made a recommendation to the shareholders on the approval of the final dividend for 30 June 2021 and approved an interim dividend for the year ended 30 June 2022.
- Oversight of the Group and Subsidiaries performance.
- Reviewed the reports from the deliberations of the various Committees.
- With the general elections, focused on deep dive sessions to discuss the Continuity and Resilience Plan 2023.
- Monitored the political and regulatory trends and developments and their implications for the business.
- Engaged in detailed discussion on the Group Capital structure.
- Reviewed the legal documentation with respect to the Medium Term Note programme.
- Approved the audit fees for the external auditor.
- Approved the Board Work Plan.

## Attendance at Board and Annual General Meetings during the Financial Year

	29.07.2021	14.09.2021	15.09.2021 (AGM)	22.09.2021 (Sp. Board)	9.11.2021	7-8.12.2021 (Strategy session)	27.01.2022	17.05.2022
Dr. Martin Oduor-Otieno	√	√	√	√	√	√	√	√
Ms. Carol Musyoka	√	√	√	√	√	√	√	√
Ms. Jane Karuku	√	√	√	√	√	√	√	√
Mr. John O'Keeffe*	√	√	√	√	√	Absent with apology	√	√
Mr. Leo Breen	√	√	√	√	√	Absent with apology	√	√
Mr. John Ulanga	√	√	√	√	√	√	√	√
Mr. Japheth Katto	√	√	√	√	√	√	√	√
Mr. Jimmy Mugerwa	√	√	√	√	√	√	√	√
Ms. Risper Ohaga	√	√	√	√	√	√	√	√
Ms. Ory Okolloh	√	√	√	√	√	√	√	√
Mr. Dayalan Nayager	√	√	√	√	√	√	√	√

\*John O'Keeffe resigned as a director with effect from 17<sup>th</sup> May, 2022.

**Permanent invitee to the Board meetings:** Nadida Rowlands – Group Legal Director

## The Board Committees, composition and their activities

The Board carries out its obligations through Board Committees. During the year, there were three standing committees and one ad hoc committee of the Board. The standing committees are: the Board Audit and Risk Management Committee; the Board Nominations & Remuneration Committee and the Board Corporate Governance Committee. The Board Investment Committee is an ad hoc committee. The Committees are all chaired by Independent Non-Executive Directors who also form the majority of the Committee's membership.

### Board Corporate Governance Committee

The Board Corporate Governance Committee comprises of three Independent Non-Executive Directors and reports to the Board after every committee meeting. The Committee is chaired by an Independent Non-Executive Director.

#### Current Members:

- Mr. Japheth Katto – Chairman
- Ms. Carol Musyoka
- Mr. John Ulanga
- Ms. Kathyryne Maundu - Committee Secretary

#### Permanent invitees:

- Ms. Jane Karuku - Group Managing Director and CEO
- Mr. Nadida Rowlands – Group Legal Director

### Role of the Committee

The Board Corporate Governance Committee has oversight over the adherence and compliance by the Company to the principles and requirements of good corporate governance and business ethics. The Committee is also responsible for ensuring an annual Board evaluation is conducted for evaluating the performance of the Board, Board Committees, Individual Directors, Group Managing Director and the Company Secretary. All members of the Committee are Independent Non-Executive Directors.

During the year, the Committee met four times and reviewed the following business:

- Monitored implementation of the requirements of the CMA Code.
- Assessed the independence of the independent directors in line with the requirements of the CMA Code.
- Reviewed the directors' interest in other entities and mitigation measures thereof.
- Reviewed the declarations of good standing of the directors with various professional bodies.
- Reviewed the Board Charter and the terms of reference of the various committees.
- Reviewed the compliance report to the CMA, detailing the measures taken to ensure compliance with the CMA Code.
- Reviewed the Legal and compliance audit report.
- Continued to track the progress made in implementing the recommendations from the Legal and compliance audit.
- Reviewed various guideline documents including the Menopause guidelines and Domestic & Family Abuse guidelines.

### Attendance at Board Corporate Governance Committee meetings during the Financial Year

	27.07.2021	13.10.2021	24.01.2022	20.04.2022
Mr. Japheth Katto	√	√	√	√
Ms. Carol Musyoka	√	√	√	√
Mr. John Ulanga	√	√	√	√

## Board Audit and Risk Management Committee



The Committee consists of five Non-Executive Directors and reports to the Board after every committee meeting. In line with the Code of Corporate Governance for Issuers of Securities to the Public 2015, the committee is comprised of at least three Independent and Non-Executive Directors. It is chaired by an Independent Non-Executive Director with at least one committee member holding a professional qualification in audit or accounting and in good standing with a relevant professional body.

#### Current Members:

Mr. John Ulanga – Chairman | Mr. Japheth Katto | Mr. Jimmy Mugerwa | Mr. Leo Breen | Ms. Ory Okolloh  
Ms. Kathyryne Maundu - Committee Secretary

#### Permanent invitees:

Ms. Jane Karuku - Group Managing Director and CEO | Ms. Risper Ohaga - Group Chief Finance Officer  
Mr. Nadida Rowlands – Group Legal Director

### Role of the Committee

The Board Audit and Risk Management Committee (BARC) is responsible for monitoring and reviewing the integrity of the financial statements, the effectiveness of the accounting, internal control and business risk management systems of the Group, and the efficiency of the Group's procedures for handling complaints and whistle blowing allegations. The Mandate of the Committee also includes:

- Reviewing the integrity of the Group's financial statements.
- Compliance with legal and regulatory requirements.
- Monitoring and reviewing the performance of the Group's external auditors including their independence and objectivity, making recommendations as to their reappointments (or where appropriate, change) and approving their terms of engagement and the level of audit fees payable to them.
- Review of business operations policies.
- Overseeing the internal control and risk management systems in relation to the Company's financial reporting process and the Group's process for preparation of the consolidated financial statements.



### Activities of the Committee

During the year, the BARC met five times and reviewed the following business:

- Annual report and associated preliminary year end results announcement, focusing on key areas of accounting judgement and complexity, accounting and provisioning policies.
- The external audit strategy and the findings of the external auditor from its review of the interim results.
- Interim results announcement, which included the condensed financial statements and Company's management results.
- Business integrity which covered risk management, controls and assurance, breach management and health, safety and environment.
- Reviewed the consolidated financial statements for the year ended 30<sup>th</sup> June, 2022, together with the accounting policies, disclosures and other explanatory information and based on the information provided to it.
- Reviewed the appointment of the auditors taking into account the auditors' effectiveness and independence and all appropriate guidelines and makes a recommendation to the Board accordingly.
- Considered the appropriateness of management judgment and the accounting treatment of significant transactions.
- Reviewed the reports from the Control, Compliance and Ethics team (CCE).
- Reviewed the reports from the Global Audit and Risk (GAR) team; approved the annual GAR audit plan and reviewed the assessment of top risks identified by GAR as driving the plan and scope of audits for the year ended 30<sup>th</sup> June, 2022.
- Discussed the legal and regulatory updates.
- Approved the committee's work plan.

The Group has a policy on auditor independence and on the use of the external auditors for non-audit services which is reviewed annually. Any decision to open the external audit to tender is taken on the recommendation of the BARC. There are no contractual obligations that restrict the Company's current choice of external auditor.

PricewaterhouseCoopers LLP (PwC) were the Group's auditors during the financial year. They have since issued a written confirmation to the Board of their intention to seek re-appointment as the Company's auditors at the Annual General Meeting, subject to approval by the Shareholders.

### Attendance at Board Audit and Risk Management Committee meetings during the Financial Year

	27.07.2021	25.10.2021	24.01.2022	21.04.2022	22.06.2022
Mr. John Ulanga	√	√	√	√	√
Mr. Japheth Katto	√	√	√	√	√
Mr. Jimmy Mugerwa	√	√	√	√	√
Mr. Leo Breen	√	√	√	Absent with apology	√
Ms. Ory Okolloh	√	√	√	√	Absent with apology



## Board Nominations and Remuneration Committee

The Nominations and Remuneration Committee consists of four Non-Executive Directors and reports to the Board after every committee meeting. The current Chairperson is an Independent Non-Executive Director.

### Current Members:

- Ms. Carol Musyoka – Chairperson
- Dr. Martin Oduor-Otieno
- Mr. Jimmy Mugerwa
- Mr. Dayalan Nayager
- Ms. Kathyne Maundu – Committee Secretary

### Permanent invitees:

- Ms. Jane Karuku – Group Managing Director and CEO,
- Ms. Temitope Akinsanya – Group Human Resource Director
- Mr. Nadida Rowlands – Group Legal Director

### Role of the Committee

The Board Nominations and Remuneration Committee (BNRC) is responsible for key business processes listed below:

- Monitoring the size and composition of the Board and its succession planning and external talent pipelining for potential vacancies within the Board and EABL subsidiary boards. This is done through nomination, selection and vetting from a pool of suitable candidates to fill vacancies that may arise from the Board and Board Committees.
- Identifying and recommending for approval of the Board, remuneration proposals for executive and independent Directors of the Board.
- Approving key policies and principles driving remuneration decisions for management and non-management employees.
- Assessing and recommending to the Board, the remuneration of management and independent non-executive Directors.
- Approval of staff incentive schemes, pension plans, and other remuneration related terms and conditions of employment.

### Activities of the Committee

The Committee had three meetings during the year and dealt with the following business:

- Assessment of the effectiveness and adequacy of the Board succession pipeline and succession plans, with particular consideration for actual and potential vacancies in the longer term horizon.
- Review of senior management talent and succession review.
- Review and adoption of changes to reward pay principles, management pay structures, pension plans and other cash and non-cash benefits pursuant to the talent strategy.
- Review of the remuneration paid to the independent non-executive directors.
- Review of the Directors’ Remuneration Report for the year ended 30<sup>th</sup> June, 2021.
- Review and approval of benefits associated with long term incentive plans related to the Employee Share Ownership Plan (ESOP) including the relevant Governance Framework and structures.
- Board changes which occurred during the year.
- Approved the Committee’s work plan.

### Attendance at Board Nominations & Remuneration Committee meetings during the Financial Year

	28.07.2021	25.01.2022	11.04.2022
Ms. Carol Musyoka	√	√	√
Mr. John O’Keeffe	√	√	√
Dr. Martin Oduor-Otieno	Absent with apology	√	√
Mr. Jimmy Mugerwa	√	√	√
Mr. Dayalan Nayager*	N/A	√	√

\*Mr. Dayalan Nayager was appointed to the Committee with effect from 29<sup>th</sup> July, 2021.

### Board Investment Committee

The Investment Committee consists of four members, three Non-Executive Directors and one Executive Director. The Committee reports to the Board after every committee meeting. The current Chairperson is an Independent Non-Executive Director.

#### Current Members:

- Ms. Carol Musyoka – Chairperson
- Mr. Japheth Katto
- Ms. Risper Ohaga
- Ms. Ory Okolloh
- Ms. Kathyne Maundu - Committee Secretary

#### Permanent invitees:

- Ms. Jane Karuku - Group Managing Director and CEO
- Mr. Nadida Rowlands – Group Legal Director

#### Role of the Committee

- Responsible for reviewing and interrogating any investments or divestments that would have a significant impact on the Company’s balance sheet.
- Ensuring new investments made by the Company and its subsidiaries comply with the Company strategy and with all applicable laws and regulations.
- Ensuring the necessary due diligence is conducted before any investments or divestments are made by the company or its subsidiaries.
- Ensuring investments made by the Company take into consideration all the stakeholders of the Company.

#### Activities of the Committee

The Committee had two meetings during the year and dealt with the following business:

- Review of the capital structure of the Company.
- Review of the intercompany loan arrangements.
- The review of the legal documentation with respect to the Medium Term Note programme.

#### Attendance at Board Investment Committee meetings during the Financial Year

	28.07.2021	21.09.2021
Ms. Carol Musyoka	√	√
Mr. Japheth Katto	√	√
Ms. Risper Ohaga	√	√
Ms. Ory Okolloh	√	√

### Internal Regulations

Besides complying with the Code and the laws, the Group has committed to embed internal rules of engagement to support corporate governance. These internal guidelines are constituted in various policies and in the Code of Business Conduct to which every employee, supplier and the Board makes a commitment to comply with.

### Board Charter

The Board charter outlines the specific roles and responsibilities of the Board which are separate from those of management. The Charter covers areas relating to Board structure, functions, processes, effectiveness and internal controls. The Charter has also embedded policies on Related Party Transactions. The Charter is not a substitute or a replacement of any laws and regulations that govern the running of the Company.

The Board Charter is reviewed annually to ensure that it remains current. The Charter and Committee Charters have been published on the Company’s website.


### Code of Conduct and Ethics

The Company pursues ethical decision making and leadership to promote corporate social responsibility, fair business practices, sustainability and the triple bottom line that focuses on the society, the environment and profitability.

The Board has implemented a Code of Ethics and Conduct which binds Directors and employees and is subscribed to by all members of the Company. Initiatives to ensure its application include training, monitoring, mechanisms for whistle blowing, taking disciplinary action, etc. The Code has been integrated into the Company’s operations through the development of various policies and reporting mechanisms.

## Board Policies

The Board has established policy and procedure documents to guide the Directors and Management in the implementation of their roles and responsibilities. A brief summary of the governance documents and their key provisions are listed below:

 <p><b>Conflict of Interest Policy</b></p>	<ul style="list-style-type: none"> <li>• Directors are obligated to fully disclose to the Board any real or potential conflict of interest which come to their attention, whether direct or indirect.</li> <li>• All business transactions with all parties, directors or their related parties are carried out at arm's length.</li> </ul>
 <p><b>Whistle Blowing Policy</b></p>	<ul style="list-style-type: none"> <li>• The policy outlines mechanisms that facilitate anonymous reporting and anti ethical behaviour by all stakeholders.</li> <li>• The ethics hotline is managed by an independent, accredited and external institution.</li> </ul>
 <p><b>Insider Trading Policy</b></p>	<ul style="list-style-type: none"> <li>• The policy is used to institute structures to prevent insider dealings by Directors and Management. Through this, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and prevent misuse of such information.</li> </ul>
 <p><b>Anti Bribery Policy and Anti fraud and Corruption</b></p>	<ul style="list-style-type: none"> <li>• This policy prevents employees and agents from giving or receiving bribes (directly or indirectly) and attempts to induce favours by way of bribes.</li> <li>• We review compliance with regulatory obligations, particularly those surrounding fraud, corruption and Anti Money Laundering.</li> </ul>
 <p><b>Board Remuneration Policy</b></p>	<ul style="list-style-type: none"> <li>• This policy sets out the guidelines and criteria for the compensation of the Independent Non- Executive Directors.</li> </ul>

## Legal and Compliance Audit

In compliance with the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, a Legal and Compliance Audit was carried out by an external consultant for the year ended 30<sup>th</sup> June, 2022, with the objective of ascertaining the level of adherence to applicable laws, regulations and standards in order to deliver long-term value to stakeholders. The findings from the audit confirmed that the Company was generally in compliance with applicable laws and regulations. Implementation of the recommendations from the external Legal and Compliance Audit conducted are ongoing.

## Board Evaluation

The effectiveness of the Board, its Committees, the Executive and Non-Executive Directors, the Chairman, and the Company Secretary is reviewed annually. The Board evaluation for the year under review is currently ongoing and is being facilitated by an external service provider, Ms. Madrene Oluoch-Olunya of Azali LLP. The evaluation is aimed at assessing how the Board has performed in its oversight role over the period under review and to identify opportunities for improvement in its structures and processes in order to improve its effectiveness.

## Governance Audit

In compliance with the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, the Board appointed Ms. Catherine Musakali of Dorion Associates LLP to conduct the Company's Governance Audit for the year ended 30<sup>th</sup> June, 2022. As at the date of this Annual report, the audit was ongoing.

## Communication with Stakeholders

East African Breweries PLC is committed to ensuring that there is regular interaction and communication with its stakeholders who include shareholders, investors and the financial markets among others. The Board has mapped all its stakeholders and ensures that they are provided with full and timely information about the Company's performance. This is achieved through the release of the half-year and annual results in the local press, distribution of annual reports and holding of investor briefings as appropriate. The Annual General Meeting provides a useful opportunity for shareholder engagement and in particular, for the Chairman to articulate the Company's progress, receive and answer questions from investors. The Board believes that there is an active and regular interaction with all its stakeholders. In addition to information on the Company's

activities the following documents and policies are readily available to stakeholders on the Company's website: The Board Charter; Board Committees Terms of Reference; Past and current copies of the Annual Reports; Investor News; and Share Price performance – Kenya, Uganda and Tanzania.

### Engagement with shareholders

The Board seeks to engage with shareholders to maintain a mutual understanding of objectives between them and the Company and manage their expectations. Relations with shareholders and potential investors are managed principally by the Executive Directors, who are contactable both directly and via the Shares Registrar.

EABL remains committed to relating openly with its shareholders by providing regular as well as ad hoc information on operating and financial performance and addressing any areas of concern. This is achieved through the following:

- Interim and Annual Results and publication of extracts of its financial performance in the daily newspapers, preparation of annual audited accounts and holding of the Annual General Meeting.
- Copies of the annual reports are made available to shareholders at least 21 days before the date of the AGM and they are free to raise questions to the Board during the meeting.
- Investor briefing sessions are held immediately after the announcement of interim and full year results.
- The Executive Directors make regular presentations to investors (both existing and potential shareholders), meet with shareholders to discuss long-term issues and obtain their views, present at externally run investor events and communicate regularly during the year.
- The Company's website has a specific web page dedicated to the information requirements of the shareholders and investment analysts.

- The Board of Directors encourages shareholder participation at the Company's annual shareholder meetings. The Board, including the Chairs of the Committees, are available at the Company's AGMs to answer questions from shareholders.
- The Company also retains an external Shares Registrar who provides feedback from existing shareholders and potential investors. During the year, the Company changes Share Registrars from Custody & Registrar Services to Image Registrars Limited.

### Stakeholders and social responsibilities

The Group's business model relies heavily on developing and maintaining strong relationships with staff, clients and regulatory authorities. The Board is conscious of its responsibility towards all stakeholders and believes this is an important consideration for the long-term growth of the business. Stakeholder engagement and feedback is taken seriously throughout the Group. Regular communication is made around the Group companies and internal staff. The Group places considerable value on the involvement of its internal staff and keeps them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through formal and informal meetings, information available on the Company's website and workplace. The Group uses social media to engage directly with stakeholders through various channels including Facebook, Twitter and LinkedIn. The Group also engages with regulators and Government agencies both directly and through membership of worldwide trade associations.

### Going concern

The Board confirms the financial statements are prepared on a going concern basis and is satisfied that the Group has adequate resources to continue in business for the foreseeable future. In making this assessment, the directors consider a wide range of information relating to present and anticipated future conditions, including future projections of profitability, cash flows, capital and other resources.