

ENTITY:	SANLAM ALLIANZ KENYA PLC
POLICY:	BOARD CHARTER
PURPOSE:	The purpose of this Charter is to set out the role, responsibilities and composition requirements of the Board and to give guidance on the effective functioning of the Board.
SCOPE:	This Policy applies to the Board of Directors of SanlamAllianz Kenya Plc and its subsidiaries.
FREQUENCY OF REVIEW OR UPDATE:	Annually.
OVERALL RESPONSIBILITIES:	<p>They are grouped into two i.e. the General Responsibilities of the Board and the those of the Individual Director's as indicated in the Board Charter.</p> <p>Responsibilities of the Board:</p> <p>That the Board will provide oversight and set the strategy of SanlamAllianz Kenya and the SanlamAllianz Kenya Group, and be responsible for the overall direction and control of the management of SanlamAllianz Kenya;</p> <p>That the Board will establish and maintain the responsibility for the effective governance and risk management of SanlamAllianz Kenya and the SanlamAllianz Kenya Group;</p> <p>That the Board will act as the focal point for, and custodian of, corporate governance by managing its relationship with management, the shareholders and other stakeholders of SanlamAllianz Kenya in accordance with sound corporate governance principles;</p> <p>That the Board will determine and review SanlamAllianz Kenya's vision and values.</p> <p>That the Board will delegate to management the formulation and development of the short, medium and long-term strategy and direction of SanlamAllianz Kenya to achieve its objectives as a business enterprise;</p> <p>That the Board will assume responsibility for SanlamAllianz Kenya's performance by steering and setting the direction for the realisation of SanlamAllianz Kenya's core purpose and values through its strategy;</p> <p>That the Board will consider, challenge and approve SanlamAllianz Kenya's strategy as formulated and developed by management.</p>



	<p>Individual Directors' Responsibilities:</p> <p>That the Director will ensure that they have the time to devote to properly carry out their responsibilities and duties to SanlamAllianz Kenya; That the Director will exercise leadership, enterprise, integrity and judgment, as well as the utmost good faith and honesty in all their dealings with or on behalf of SanlamAllianz Kenya and act independently of any outside fetter or instruction;</p> <p>That the Director will exhibit the degree of skill and care as may be reasonably expected from persons of their skill and experience, and exercise the care and skill any reasonable person would be expected to show in looking after their own affairs.</p> <p>That the Director will qualify themselves on a continuous basis with a sufficient understanding of SanlamAllianz Kenya's business and the effect of the economy on SanlamAllianz Kenya's business, and be informed about the financial, industrial and social milieu in which SanlamAllianz Kenya operates;</p> <p>That the Director will never permit a conflict of duties and interests and disclose potential conflicts of interest at the earliest possible opportunity;</p> <p>That the Director will treat any confidential matters relating to SanlamAllianz Kenya, learned in their capacity as a director, as strictly confidential and not divulge them to anyone without the authority of the Board;</p> <p>That the Director will regularly attend all meetings and insist that Board papers and other important information regarding SanlamAllianz Kenya are provided to them in time for them to make informed decisions.</p>
<p>MONITORING COMPLIANCE WITH THE POLICY AND REPORTING:</p>	<p>The Board's collective responsibility is to ensure its oversight of SanlamAllianz Kenya's strategy and related risks and opportunities, its business model and its performance and sustainable development.</p> <p>The responsibility of the Directors is to oversee that SanlamAllianz Kenya continually assesses and responsibly responds to the negative consequences of its activities and outputs on the triple context in which it operates, and the capital which it uses and affects. In discharging this obligation, directors should be able to rely on the honesty and integrity of SanlamAllianz Kenya's senior executives and its external advisors and auditors.</p> <p>The Board must exercise oversight by continuously monitoring and evaluating the implementation of strategies, policies, management performance criteria and operational and business plans against agreed performance measures and targets.</p>
<p>MANDATORY DISCLOSURES:</p>	<p>SanlamAllianz Kenya's Articles of Association prescribes that the number of Directors which shall constitute the whole Board shall not be less than 7 (seven).</p> <p>Directors' terms of office will be subject to the Capital Markets Authority's Guidelines and subject to the Board's and shareholders' right to remove a Director as set out in the Board Charter.</p> <p>Any Director may resign at any time by giving 1 (one) months' notice in writing or earlier with the permission of the other Directors.</p>