

**TRANSFORMATION COMMITTEE  
CHARTER**

## Table of Contents

1. INTRODUCTION .....	3
2. PURPOSE .....	3
3. AUTHORITY .....	3
4. RESPONSIBILITIES .....	3
4.1 Technology .....	3
4.2 Strategy .....	3
5. COMMITTEE MEMBERSHIP .....	4
5.1 Composition and Size .....	4
5.2 Chairperson .....	4
5.3 Knowledge .....	5
5.4 Commitment of Committee Members .....	5
5.5 Secretary .....	5
6. COMMITTEE MEETINGS AND PROCEDURES .....	5
6.1 Meetings .....	5
6.2 Frequency and calling of Meetings .....	5
6.3 Quorum .....	6
6.4 Attendance by consultants or suppliers .....	6
6.5 Agenda and documents .....	6
6.6 Minutes .....	6
7. CONFLICT OF INTEREST .....	6
8. REMUNERATION .....	6
9. REVIEW .....	7
10. DOCUMENT HISTORY .....	8



## 1. INTRODUCTION

This Charter outlines the purpose, authority, responsibilities, composition, meetings and compensation of the Transformation Committee ("the Committee") established by Nambawan Super Limited ("NSL") through its Board of Directors.

## 2. PURPOSE

The purpose of the Committee is to assist the Board and Management identify and strategize relevant Technological and Strategic improvements as a key enabler for sustainable and competitive growth.

## 3. AUTHORITY

The Committee is established in accordance with Clause 21.13 of the Company's Constitution. The Committee has the authority and power to exercise its responsibilities set out in this Charter and under any separate resolutions of the Board that may be handed down to it from time to time.

## 4. RESPONSIBILITIES

### 4.1 Technology

The role and responsibilities of the Committee include:

- (a) Review and assess transformational business cases related to information technology and communication (ICT) investments to ensure spend is relevant, cost effective, returns benefit, and risks are identified and mitigated.
- (b) Ensure that appropriate ICT strategies are in place to support long term sustainability and a member centric culture;
- (c) Oversee the effective implementation of ICT projects, ensuring project outcomes are delivered and critical documentation maintained;
- (d) Review tracking systems to monitor outputs and outcomes for projects after implementation.

### 4.2 Strategy

To guide and support the:

- (a) Board, the CEO and Management in identifying, developing and recommending overall strategic directions of NSL and implementation protocols thereof;
- (b) CEO in cascading the Strategic Plan to NSL and relevant Stakeholders;
- (c) Board, the CEO and Management as appropriate in assessing outputs and outcomes of the Strategic Plan deliverables to ensure relevance and continuous improvement, and
- (d) Board, the CEO and Management in assessing environmental and any external influences that have the potential to impact NSL's strategic direction, and recommend appropriate monitoring and evaluation processes and operating ethos.

## **5. COMMITTEE MEMBERSHIP**

### **5.1 Composition and Size**

- (a) The Committee shall be comprised of a minimum of three suitably qualified independent Directors.
- (b) Employees of NSL are not permitted to be members of the Transformation Committee. Members of management may attend meetings of the Committee by invitation.
- (c) The Directors must be able to provide an objective, non-executive assessment of business cases and strategies.
- (d) At least one member of the Committee must have either Information Technology, Strategic or Transformational qualifications, skills and relevant experience.
- (e) Membership will be reviewed annually and re-appointment to the Committee shall not be automatic. All appointments and changes will be decided by the Board.
- (f) Directors who are not members of the Committee are entitled to attend meetings of the Committee as observers.

### **5.2 Chairperson**

- (a) The Chairperson of the Committee must be an independent Director, must possess general business management experience and be a person other than the Chairperson of the Board.
- (b) The Chairperson must not be the Chairperson of any other Board Committee.
- (c) The Chairperson of the Committee is appointed by the Board. If, for a



particular Committee Meeting, the Committee Chairperson is not present within 15 minutes of the nominated starting time of the Meeting, the Committee may elect a Chairperson for the Meeting.

### **5.3 Knowledge**

- (a) The Committee shall collectively have skills and knowledge in all facets of the business management and should be abreast of technological and strategic advancements.
- (b) If the Committee Chairperson approves, a Committee Member may attend seminars or training related to the functions and responsibilities of the Committee, at the expense of the Company.

### **5.4 Commitment of Committee Members**

Committee Members are expected to devote the necessary time and attention for the Committee to carry out its responsibilities.

At the first Committee Meeting after their appointment and when the Board review Committee membership, each Committee Member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

### **5.5 Secretary**

The Company Secretary will be the Secretary of the Committee.

## **6. COMMITTEE MEETINGS AND PROCEDURES**

### **6.1 Meetings**

Meetings and proceedings of the Committee are governed by the provisions of NSL's Constitution regulating Meetings and proceedings of the Board and Committees of the Board in so far as they are applicable and not inconsistent with this Charter.

### **6.2 Frequency and calling of Meetings**

The Committee will meet as required by the annual business plan to undertake its role effectively. The Chairperson must call a Meeting of the Committee, if requested by any member of the Committee or the Chairperson of the Board.

### **6.3 Quorum**

Two of the Members specified in Clause 5.1 (a) who are directors will constitute a quorum for Meetings of the Committee.

### **6.4 Attendance by consultants or suppliers**

Where required, consultants or suppliers engaged onto specific projects may be requested by the committee to attend meetings or make presentation.

### **6.5 Agenda and documents**

The Chairperson of the Committee is to determine the Meeting Agenda after appropriate consultation.

The Secretary will distribute the Agenda and any related documents to all Committee Members and other attendees, at least five (5) working days before each proposed Meeting.

### **6.6 Minutes**

- (a) The Secretary will keep minute books to record the proceedings and resolutions of its Meetings.
- (b) The Chairperson of the Committee, or delegate, will table decision items to the Board. In addition, the Committee should report to the Board on key specific matters within its responsibility or as requested by the Board.

## **7. CONFLICT OF INTEREST**

To meet the fiduciary obligations, members must declare any conflicts of interest, whether actual, potential, apparent, or likely to arise, and manage those in consultation with the Chair. In relation to specific agenda items of Committee meetings, real, potential, or apparent conflicts of interest are to be advised at the beginning of each Committee meeting. A register of conflicts of interest will be maintained by the Secretariat. Committee members (and other attendees) must, at the start of the meeting, declare any conflicts of interest whether actual, potential, or perceived. The Chair



of the Committee must require the conflicted person to leave the room while the remaining members determine whether the conflicted person is entitled to attend the meeting for the discussion.

## **8. REVIEW**

This Charter will be reviewed every two years and/or under any separate resolutions of the Board that may be handed down to it from time to time, to ensure it is relevant to changing circumstances.

This Charter is to be made available on the company's website and the key features published in the annual report.


## 9. DOCUMENT HISTORY

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### Document Approvals

Approved by (name)	Title	Signature	Board approved Date
Lesieli Taviri	Technology Committee Chairperson	<i>Resolution on file</i>	13/02/2017
Anthony Smare	NSL Board Chairman	<i>Resolution on file</i>	27/02/2017
Lesieli Taviri	Technology Committee Chairperson	<i>Resolution on file</i>	19/09/2017
Anthony Smare	NSL Board Chairman	<i>Resolution on file</i>	08/10/2017
Lesieli Taviri	Transformation Committee Chairperson	<i>Resolution on file</i>	10/04/2018
Anthony Smare	NSL Board Chairman	<i>Resolution on file</i>	10/05/2018
Reginald Monagi	NSL Board Chairman		04/05/2021