



# SHAREHOLDER ENGAGEMENT POLICY

## INTRODUCTION

The Board of Directors and Management of Chams Plc may interact with shareholders from time to time in order to help develop a balanced understanding of shareholder issues and ensure that their views are communicated to the Board through open dialogue.

To facilitate such engagement, this policy outlines how the Board of Directors may communicate with shareholders and how shareholders can communicate with the Board of Directors. The Policy also describes how Management interacts with shareholders.

### 1. How the Board of Directors and Management communicate with shareholders

#### 1.1 Board of Directors

Chams Plc (the “Company”) is committed to having regular and constructive engagement directly with its shareholders to allow and encourage shareholders to express their views on governance matters directly to the Board of Directors outside of the annual meeting. The Board of Directors will annually communicate information about the Board of Directors and individual directors, the Company’s corporate governance and executive compensation practices through the Company’s management, the regulators or press release.

## ANNUAL GENERAL MEETING

The Annual General Meeting is the main channel for shareholder participation in corporate life. All duly accredited shareholders have the right to attend the Annual General Meeting, with no minimum number of shares being required for such purpose, during which various presentations may be made and activities may be held in order to bring the Company closer to the shareholders and foster a constructive dialogue between them.

The Board of Directors encourages shareholder participation at the Company’s annual general meetings as well as through informal meetings throughout the year as necessary.

All directors are expected to attend the Annual General Meeting, except absent with a compelling reason. At each Annual General Meeting, the Directors will be available to respond to shareholder questions.

The Board of Directors encourages shareholders to attend the Company’s annual meeting as it provides a valuable opportunity to discuss the Company, its corporate governance and other important matters.

Our website also provides extensive information about the Board of Directors and its mandate.

#### 1.2 Management

Management communicates with shareholders in many ways which include the Company’s annual report, quarterly reports, public accountability statement, news releases, earning release, the Company’s website, presentations at investor and industry conferences and other meetings.

The following are the primary spokespeople to shareholders and the investment community:



- The Chairman
- The Group Managing Director/Chief Executive Officer;
- Executive Directors; and
- Company Secretary

## **2. How shareholders can communicate with the Board of Directors and Management**

### **2.1 Board of Directors**

In between annual general meetings, the Company supports an open and transparent process for shareholders to contact the Board of Directors, including the chairs of our board committees, through the office of the Secretary of the Company.

Shareholders are encouraged to be specific in their communications such that inquiries can be directed to appropriate contacts and replied to efficiently and effectively.

The Secretary will determine whether the communication received is a proper communication to the Board of Directors or should be addressed by Management.

The Board of Directors has the right to decline requests for meetings for any reason it deems appropriate, including where the proposed topics are not appropriate and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all shareholders.

The Chairman of the Board of Directors will determine which directors will attend any such meeting. Topics suitable for Board of Directors – shareholder communications include:

- Board of Directors structure and composition;
- Board of Directors performance;
- Chief Executive Officer performance;
- executive compensation;
- succession planning;
- corporate governance practices and disclosure;
- material strategic decisions; and
- overall corporate performance.

If Management receives any questions that the Board of Directors should be made aware of, the information will be passed on to the Secretary to consider for communication to the Board of Directors. The Board of Directors will endeavour to respond to all appropriate correspondence in a timely manner.

Shareholders or other stakeholders of the Company may communicate with the Board of Directors by mail, e-mail or telephone by contacting the Company Secretary.

#### **Contact details:**

Yetunde Emmanuel

Company Secretary/Legal Services

8, Louis Solomon Close,

Victoria Island, Lagos

[yfasunloye@chams.com](mailto:yfasunloye@chams.com)



## **2.2 Management**

Questions or concerns regarding the Company's general business operations, financial results, strategic direction and similar matters are most appropriately addressed by Management. Management will endeavour to respond to all appropriate correspondence in a timely manner.

Shareholders or other stakeholders of the Company may communicate with Management by mail, e-mail or telephone by contacting the Company's Group Managing Director/Chief Executive Officer

### Contact details:

Mr. Gavin Young

Group Managing Director/Chief Executive Officer

8, Louis Solomon Close, Victoria Island, Lagos

[gyoung@chams.com](mailto:gyoung@chams.com)

## **2.2 Relations with Shareholder Associations and Institutional Shareholders**

The Company acknowledges the importance of shareholder associations and institutional shareholders as suitable vehicles for representation of retail shareholders for the purpose of positively influencing the standard of corporate governance, promoting value creation in the companies in which they invest and monitoring of compliance with appropriate laws, regulations and codes.

The Board shall ensure that dealings of the Company with shareholder associations are always transparent and in the best interest of the Company.

Without prejudice to the meetings or other contacts promoted by the Company, both shareholder associations and institutional shareholders may request, through the Company Secretary, the holding of meetings with Company representatives designated by the Board of Directors or by the chairman & chief executive officer thereof, setting forth the specific matters to be addressed therein.

The Company will review such requests and will accommodate them when it so deems appropriate and provided that, in so doing, the provisions of this Policy are not violated.

The Company shall provide information regarding the meetings to be held and the establishment of any engagement plans or communication mechanisms.

## **Conclusion**

The Board of Directors and Management recognize that shareholder engagement is an evolving practice, and will review this policy periodically to ensure that it is effective in achieving its objectives.

A handwritten signature in blue ink, appearing to be "Ayo".

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**COMPANY SECRETARY/LEGAL ADVISER**

A handwritten signature in black ink, appearing to be "Gavin Young".

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**GROUP MANAGING DIRECTOR**