



CORPORATE GOVERNANCE DOCUMENT

1. Introduction

Vitaseed Oil Mills Limited ("the Company") is committed to upholding the highest standards of corporate governance in compliance with the laws and regulations of Kenya. This document outlines the governance framework, policies, and structures that guide the Company's operations and management.

2. Governance Structure

2.1 Board of Directors

The Board of Directors is responsible for the overall strategic direction and governance of the Company. It ensures accountability, fairness, and transparency in the Company's operations.

Composition: The Board comprises executive, non-executive, and independent directors.

Roles & Responsibilities: Setting corporate strategy, risk management, oversight of financial performance, and ensuring compliance with regulatory requirements.

Meetings: The Board meets at least quarterly and as needed.

Committees: The Board has established committees to enhance governance, including:

- i. Audit & Risk Committee
- ii. Nomination & Remuneration Committee
- iii. Corporate Social Responsibility (CSR) & Sustainability Committee

2.2 Executive Management

The Executive Management, led by the Chief Executive Officer (CEO), is responsible for the day-to-day management of the Company. It implements the policies and strategies set by the Board.

3. Compliance & Regulatory Framework

The Company complies with the following regulatory and statutory frameworks:

- i. The Companies Act, 2015 (Kenya)
- ii. Capital Markets Authority (CMA) Guidelines (if applicable)
- iii. Corporate governance guidelines issued by relevant authorities
- iv. Industry-specific regulations

4. Ethics & Code of Conduct

The Company upholds ethical business practices and has a Code of Conduct that applies to all employees, directors, and stakeholders. This includes policies on:

- i. Compliance with laws and regulations
- ii. Anti-bribery and corruption
- iii. Professional Conduct
- iv. Conflict of interest
- v. Whistle blower protection
- vi. Health & Safety
- vii. Equal opportunity & non-discrimination
- viii. Environmental, Social, and Governance (ESG) considerations
- ix. Confidentiality & data protection

5. Risk Management & Internal Controls

The Company has a robust risk management framework, which includes:

- i. Internal audit and financial controls
- ii. Enterprise risk management strategy
- iii. Compliance monitoring

6. Shareholder Rights & Stakeholder Engagement

The Company ensures the protection of shareholder rights and engages stakeholders through:

- i. Annual General Meetings (AGMs)
- ii. Regular financial disclosures and reports
- iii. Open communication channels with investors, employees, and the community

7. Corporate Social Responsibility (CSR) & Sustainability

Vitaseed Oil Mills Limited is committed to sustainable business practices and corporate social responsibility, including:

- i. Environmental conservation efforts
- ii. Community development initiatives
- iii. Employee welfare programs

8. Amendments & Review

This Corporate Governance document shall be reviewed periodically to align with evolving legal and regulatory requirements and best practices.

Approved by the Board of Directors

Date: 19-03-2025

Signature: _____
(Chairperson, Board of Directors)

Signature: _____
(Company Secretary)