

The Unga Group complies fully and strictly with all requirements of a publicly listed company, including clarity of financial reporting and accountability to shareholders, and aims to set best practice standards in product and service quality and fair conduct towards its staff, suppliers and customers.

The Group recognises its responsibilities of good citizenship in the national and international communities, especially with regard to social welfare, environmental care, economic value and principles of integrity.

## **Role of the Board**

The Board holds the Group's long-term vision, sets broad goals, plans and organisational policies to uphold it, and it offers guidance on strategic decisions and actions of management.

## **Composition of the Board**

The Board consists of the Chairman, who has non-executive responsibilities, one executive and six non-executive directors. One third of the directors retire by rotation each year but are eligible for re-election. The directors' profiles appear on pages 4 and 5 of this Annual Report.

## **Other Board Information**

The roles of the Chairman and Chief Executive are clearly separated, to ensure true accountability of management to shareholders through the Board, in parallel with equally sure autonomy and authority of management in the day-to-day operation of the Group. Directors are kept fully informed of all company activities through both regular and special event reports.

## **Board Meetings**

The Board has four scheduled meetings per year and stands ready for additional meetings on any specific or urgent matters. In the period under review, the Board met four times.

## **Board Committees**

Under its mandate to establish appropriate committees for technical or other specialised issues, the Board currently operates an Audit and Risk Committee of Mr J Kiereini (Chairman), Mr J Kibet and Mr A Ndegwa, which met four times in the year under review, and a Nominating and Remuneration Committee of Mr J Kibet (Chairman), Mr R Kemoli, Mr J Kiereini and Mr A Ndegwa, which did not meet during the year.

## **Communication**

The Board receives management reports in advance of all scheduled meetings and as necessary at other times. The Board issues an Annual Report and Financial Statements to all shareholders and other interested parties, and keeps the public advised through half-yearly and annual press notices of results and any significant developments. Shareholders have direct access to the company in line with conventional business practices.

## **Directors' Benefits and Loans**

In the year under review, Directors have received no benefits other than fees and no loans to directors have been advanced.

## Corporate Governance (continued)



### Directors' Interest

The interest of the Directors in the shares of the company as at 30 June 2011, were as follows:

Name	No. of shares
Alan McKittrick	13,472

### Distribution of shareholders

#### (a) By number of shares range

Shareholding(No of shares)	No. of shareholders
Less than 1,000	3,831
1,001-5,000	3,339
5,001-10,000	592
10,001-100,000	495
100,001-1,000,000	45
1,000,001 and above	4
<b>Total</b>	<b>8,306</b>

#### (b) By category of shareholders

Category	No. of shareholders	No. of shares	% shareholding
Individual local investors	7,772	30,938,681	40.87
Institutional local investors	279	43,166,246	57.02
Foreign investors	255	1,602,059	2.11
<b>Total</b>	<b>8,306</b>	<b>75,706,986</b>	<b>100.00</b>

### Major shareholders

The top ten shareholders as at 30 June 2011 were as follows:

Name	No. of shares	% shareholding
1. Victus Limited	38,557,190	50.93
2. Moses Thara	3,808,117	5.03
3. Alimohamed Adam	1,047,342	1.38
4. Kingsway Nominees Limited	1,043,254	1.38
5. Savitaben Velji Raichand Shah	745,677	0.98
6. Lawrence Gatitu Mbugua	603,475	0.80
7. Shah D Premchand & Premchand D F Shah	497,356	0.66
8. Mohamed A Alimohamed Adam	392,877	0.52
9. Paul Wanderi Ndungu	341,280	0.45
10. Stanbic Nominees Kenya Ltd. A/c R 48701	325,704	0.43

**R Kemoli**  
Director

29 September 2011

**N Hutchinson**  
Director

29 September 2011