



LONGHORN

PUBLISHERS

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LONGHORN PUBLISHERS PLC

**TERMS OF REFERENCE FOR THE
OPERATIONS AND STRATEGY
COMMITTEE**

OCTOBER 2020

1. Purpose

The purpose of this charter is to define the role and responsibilities of the Operations and Strategy Committee (the "Committee") of the Board of Directors of Longhorn Publishers PLC.

The primary purpose of the Committee is to assist the Board of Directors in discharging its responsibilities in relation to the Company's strategy and general operational oversight.

2. Structure and membership

2.1 The Committee shall be established by a resolution of the Board of Directors and shall comprise of not less than four members of the Board of Directors, three of whom shall, as far as possible, be Non-Executive Directors, and one shall be the Managing Director.

2.2 Appointment of Committee members shall be by a resolution of Directors upon the recommendation of the Nominations, Governance & Human Resource Committee.

2.3 The Board shall appoint a Chairman for the Committee from the non-executive members of the Committee.

2.4 The compensation of the Committee members shall be as determined by the Board.

3. Meetings

3.1 The Committee shall meet as often as it deems necessary in order to perform its responsibilities, provided however that the Committee shall meet at least four times in a year.

- 3.2 The Committee may also act by unanimous written consent in lieu of a meeting.
- 3.3 The Secretary of the Committee shall be the Company Secretary or such other person as the Committee may determine.
- 3.4 The quorum for meetings of the Committee shall be three members comprising at least two Non-Executive Directors and the Managing Director. The Committee may however choose to have meetings without members of management present and in this case, the quorum shall be three non-executive Directors.
- 3.5 The Committee may have in attendance such members of management to provide appropriate information and explanations.
- 3.6 The Committee shall have the power and authority to engage such consultants as it deems necessary or appropriate to carry out its duties and responsibilities.
- 3.7 Reasonable notice of meetings and the business to be conducted shall be provided to members of the Committee and any Company executives required to prepare and/or present reports to the Committee.
- 3.8 Minutes of all Committee meetings shall be maintained.
- 3.9 The Committee shall give a summarised report of its deliberations to the Board at the Board Meeting subsequent to their meeting.

4. Responsibilities

- 4.1 The Committee shall have such duties as may be assigned to it by the Board of Directors from time to time in addition to the duties described below.
- 4.2 Strategic Planning: The Committee shall review, evaluate and, when appropriate, make recommendations to the Board with respect to the Company's mission and core strategy, the Company's strategic plan objectives and the strategy development processes.
- 4.3 Mergers and Acquisitions: The Committee shall review, evaluate and, when appropriate, make recommendations to the Board with respect to major acquisition and disposition opportunities.

This Charter was approved by the Board of Directors on 19 November 2020 and signed on its behalf by:

Hon. F. T Nyammo
Chair, Board of Directors



Mr Fredrick Murimi
Chair, Operations and
Strategy Committee

Charter change log

Version	Approved by	Date	Description of changes
Version 1	Board of Directors	26 November 2015	N/A
Version 2	Board of Directors	19 November 2020	Editorial changes