

SCOTT & CO LTD
POSITION STATEMENT – COMPANY SECRETARY

1. *Compliance*

- 1.1. *To ensure that the organisation complies with its constitution, all relevant statutory and regulatory requirements, codes of ethics and procedures established by the Board.*
- 1.2. *To inform Board of all legislations relevant to or affecting meetings of shareholders and directors.*
- 1.3. *To continually review developments in corporate governance.*

2. *Board members - Appointment, Guidance and Development*

- 2.1. *To ensure that procedures for the appointment of directors are properly undertaken.*
- 2.2. *To facilitate the proper induction of directors into their role.*
- 2.3. *To provide the Board as a whole and directors individually with guidance as to their roles and responsibilities, advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with prevailing regulations.*
- 2.4. *To act as a channel of communication and information for non-executive directors.*
- 2.5. *To assist the Chairman in governance processes such as Board and Committee evaluation.*

3. *Organisation of Meetings of the Company*

- 3.1. *To prepare the agenda of Board, Board Committees and shareholder's meetings in consultation with the Chairman and the CEO and to circulate the agendas and supporting documents in a timely manner.*
- 3.2. *To ensure that there is a quorum for meetings.*
- 3.3. *To take minutes of Board/Annual meetings and circulate draft minutes to all members and to ensure that minutes of proceedings of Board meetings and meetings of shareholder as well as resolutions of the Board are properly maintained.*
- 3.4. *To ensure that Annual and Special Meetings of Shareholder are held in accordance with the requirements of the Companies Act and the Company's Constitution.*
- 3.5. *To ensure that proxy forms are correctly processed and that the voting process whenever applicable is carried out correctly at meetings of shareholders.*

4. *Communication with the Shareholder*

- 4.1. *To ensure that the shareholder's interests are taken care of and act as a primary point of contact for the shareholder.*
- 4.2. *To communicate with the shareholder and arrange payment of dividends and/or interest, issuing documentation regarding corporate events being undertaken by the Company such as rights and bonus issues and maintaining good shareholder relations.*