



**TERMS OF REFERENCE OF THE COMPANY SECRETARY
FREIGHT AND TRANSIT COMPANY LIMITED**

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The Company Secretary is responsible for:

- (a) Ensuring that the organisation complies with its constitution and all relevant statutory and regulatory requirements, as well as the code of ethics and rules established by the Board;
- (b) Providing the Board as a whole and Directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the organization;
- (c) Developing the agenda of the Board and board committee meetings in consultation with the Chairperson and the CEO;
- (d) Circulating agendas and any supporting papers in good time;
- (e) Ensuring the presentation of high-quality information to the Board and its committees;
- (f) Checking that a quorum is present at meetings;
- (g) Taking minutes of Board meetings and circulating the draft minutes to all members;
- (h) Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Company's constitution;
- (i) Ensuring Board decisions relevant to the functions of the Company Secretary are executed;
- (j) Ensuring that the procedure for the appointment of Directors is properly carried out;
- (k) Assisting in the proper induction of Directors;
- (l) Providing comprehensive practical support and guidance to Directors both individually and collectively with particular emphasis on supporting the non-executive Directors;
- (m) Ensuring compliance with all relevant statutory and regulatory requirements ;
- (n) Reporting to the Chairperson on all Board governance matters;
- (o) Communicating with shareholders, as appropriate, to ensure that due regard is paid to their interests;
- (p) Acting as a primary point of contact for all shareholders and proxy voting/corporate governance advisers.