



SHAREHOLDERS' ENGAGEMENT POLICY

LEADWAY CAPITAL AND TRUSTS LIMITED



LEADWAY
CAPITAL & TRUSTS LIMITED
RC 268275

SHAREHOLDERS' ENGAGEMENT POLICY

FIRST APPROVAL DATE: 30/01/2020

REFERENCE: LCTL/SEP/002

SECOND APPROVAL DATE: 27/01/2023

NEXT REVIEW DATE: JANUARY 2026

(Version 2.0 D2) (CLASSIFICATION: INTERNAL USE ONLY)

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Document History

The following table describes the history of this document

Version	Date	Description	Created/Reviewed By

Revision History

The following table describes the amendments made to this Policy:

Version	Date	Description	Summary of Changes
Page 4 (Clause 1.1.)	January 2023	Scope and Purpose	Revised to replace "board of directors and management" with "the company"
Page 4 (clause 1.3)	January 2023	Scope and Purpose	Revised to include the shareholders right to communicate with the company on business sustainability, corporate strategy and regulatory compliance and monitoring.
Page 6 (Clause 4.0)	January 2023	Responsibility for shareholders engagement	Deletion of "management's" from clause 4.0
Page 5 (Clauses 3.2&3.3)	January 2023	Communication with shareholders	Revised to include the AGM as the main channel for shareholders' communication and the activities therein
Page 6 (Cause 4.1)	January 2023	Communication Channels for Shareholders	Revised to include the Chairman's delivery address
Page 8 (Clause	January 2023	Board's Responsibility for shareholders'	Revised to implore the Chairman or other designated board



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5.2)		engagement	member to interact with shareholders at least once a year.
Page 9 (Clauses (6.1 & 7.1))	January 2023	Administration and Review of the Policy	Revised to include the Board's right to act on behalf of the Nomination, Remuneration and Governance Board Committee
Page 9 (Clause 7.1.)	January 2023	The Board's right to establish a Committee in the absence of the Nomination, Remuneration and Governance Board Committee	Revised to include the Board's right to establish a Committee where the Nomination, Remuneration and Governance Board Committee has not been established or populated due to the size and operations of the Company



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1.0. SCOPE AND PURPOSE

- 1.1. The Company, Leadway Capital & Trusts Limited holds the firm belief that regular and constructive engagement with the Company's shareholders will foster good corporate governance and transparency. To facilitate such engagement, this policy outlines Board communication with shareholders and how shareholders can communicate with the Board and management of Leadway Capital and Trusts.
- 1.2. The Company regard the feedback from shareholders as sacrosanct to management in understanding what information and disclosure is most meaningful and helpful to shareholders and the broader investment community. Accordingly, Leadway Capital and Trusts has instituted procedures to ensure that the Board and management consider and respond to shareholder concerns in a prompt, transparent and disciplined manner that is consistent with the Company's governance structure and its policies governing corporate disclosure and confidentiality.
- 1.3. The shareholders may communicate with the company on business sustainability (ESG), corporate strategy and regulatory compliance and monitoring
- 1.4. This policy shall apply to all communications between the company and its shareholders.



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2.0. DEFINITION AND INTERPRETATION

- 2.1. Board - A committee of persons organized under authority of law in order to exercise certain authorities, have oversight or control of certain matters, or discharge certain functions of a representative, or fiduciary character;
- 2.2. Committee - Nomination, Remuneration and Governance Board Committee.
- 2.3. Corporate Governance - the system and related processes by which an organization is directed and controlled.
- 2.4. Director – A member of the Board who could be the Managing Director, Executive Director or Non-Executive Director duly appointed by the Company to manage the affairs of the Company.
- 2.5. Major shareholder - A person who has an interest in 5% or more of the total number of voting shares in Leadway Capital and Trusts.

3.0. COMMUNICATION WITH SHAREHOLDERS

- 3.1. Leadway Capital and Trusts is committed to engaging in constructive and meaningful communications with its shareholders. The Board of Directors is to adopt this Shareholder Engagement Policy (the "Policy") to promote open and sustained dialogue with Leadway Capital and Trusts shareholders and our obligations to provide fair disclosure and maintain effective disclosure controls and procedures.
- 3.2. The main channel for shareholder communication is the Annual General Meeting. At each Annual General Meeting, the Chairmen of each Board Committee will be available to respond to shareholders' questions. The Board encourages

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shareholders to attend the General Meetings as it provides a valuable opportunity to discuss the Company, its corporate governance and other important matters with the Board.

- 3.3.** The Company's External Auditors shall be present at Annual General Meetings to answer questions about the Company's financial statements.
- 3.4.** Leadway Capital and Trusts Limited seeks to communicate with its shareholders through a variety of channels, including through its annual report, one-on-one engagement, Governance report, news releases, web site and presentations at its Annual General meeting of shareholders. Shareholder feedback is received through these variety of channels, as well as by letter (via regular mail or courier), e-mail or telephone contact. As appropriate, relevant shareholder concerns are addressed promptly by the management
- 3.5.** Shareholders may wish to communicate with the Board on the following:
 - 3.5.1. Board structure, composition and performance
 - 3.5.2. General Board oversight, including board committee charters
 - 3.5.3. Corporate governance practices and disclosures
 - 3.5.4. Disclosure of financial and non-financial information
 - 3.5.5. Oversight of risk, including environmental and social risk
 - 3.5.6. Overall corporate performance
 - 3.5.7. All other matters that are in the interest of the company.

4.0. RESPONSIBILITY FOR SHAREHOLDERS ENGAGEMENT

- 4.1.** The Executive Management is principally responsible for shareholder communications and engagement, and the Managing Director/ Chief Executive Officer (CEO) is Leadway Capital and Trusts' official spokesperson. As a director and senior executive, the MD/CEO is in the best position to



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communicate the views of the Board and management. From time to time, the MD/CEO authorizes a limited number of spokespersons to communicate to the media or the shareholder about Leadway Capital and Trusts and/or its financial results. Shareholders may communicate their views to management and the Board by sending a letter to:

The Managing Director
Leadway Capital & Trusts Limited,
121/123, Funso Williams Avenue,
Iponri, Surulere,
Lagos.

Or email through c-secretariat@leadway.com to the Chairman

The Chairman
Leadway Capital and Trusts Limited,
121/123, Funso Williams Avenue,
Iponri, Surulere,
Lagos.

4.1.1. The Company Secretary shall read the communication to the Chairman and other directors.

4.2. Shareholders may report concerns regarding actual or suspected improper activities in respect of Leadway Capital and Trusts' accounting, internal controls or auditing matters, violations of law and other violations of its Code of Business Conduct and Ethics on a confidential and, at the election of the reporting person, anonymous basis pursuant to Leadway Capital and Trusts' Whistleblowing Policy, by following the "Whistleblowing Reporting" procedures set out on the



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Company's website.

5.0. BOARD'S RESPONSIBILITY FOR SHAREHOLDERS ENGAGEMENT

- 5.1.** The Board shall be responsible for the supervision of Management's dissemination of its shareholder communication and engagement responsibilities. Directors may also from time to time participate with management in initiatives to elicit shareholder views.
- 5.2.** The Chairman of the Board, or other designated board member may interact with shareholders at least once a year in order to develop a balanced understanding of shareholder issues and ensure that shareholder views are communicated to the Board.
- 5.3.** Shareholders may themselves initiate communications directly with the Board. To do so, shareholders should communicate their questions or concerns to the Board through the Company Secretary by delivering a sealed envelope, marked "Confidential", to:

The Company Secretary
Leadway Capital & Trusts Limited,
121/123, Funso Williams Avenue,
Iponri, Surulere,
Lagos.
c-secretariat@leadway.com

- 5.4.** The Board may request for a meeting with the shareholder upon review of the questions or concerns. The request should:
 - 5.4.1.** Provide a description of the topics to be discussed;
 - 5.4.2.** The Company Secretary will contact the shareholder to confirm arrangements for the meeting.
 - 5.4.3.** Where the agenda involves particularly sensitive matters,



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the Chairman may grant a shareholder request to have any such meeting held in the absence of all members of management, although if such a request is granted generally, the directors will adopt a "listen-only" approach and shareholders should be aware that the directors in attendance at the meeting reserve the right to review the matters discussed with management.

6.0. ADMINISTRATION OF THE POLICY:

- 6.1. The Nomination, Remuneration and Governance Board Committee shall be responsible for the administration of the Policy, review communications and concerns raised by shareholder(s) and also provide guidance and instructions in those matters.

7.0. REVIEW OF THE POLICY:

- 7.1. The Nomination, Remuneration and Governance Board Committee shall review the Policy every three (3) years to ensure its continued appropriateness and applicability and recommend any changes to the Leadway Capital and Trusts' Board for approval.
- 7.2. Where the Nomination, Remuneration and Governance Board Committee has not been established or populated due to the size and operations of the Company, the Board shall take up the responsibility of the Committee and implement the provisions of this Policy accordingly