



# SHAREHOLDERS' ENGAGEMENT POLICY

LEADWAY HOLDINGS LIMITED



**APPROVAL DATE:** 28<sup>TH</sup> MARCH, 2025

**(Version 1.0 D1) (Classification:** Internal Use Only)

**REFERENCE:** LHL/SEP/002

**EFFECTIVE DATE:** 1<sup>ST</sup> JANUARY, 2025

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**CLIENT:** LEADWAY HOLDINGS LIMITED

## Document History

The following table describes the history of this document

<b>Version</b>	<b>Date</b>	<b>Description</b>	<b>Created By</b>
1.0	11/11/2020	First Approval	Olumide Hanson
2.0	28/03/2025	Second Approval	Olumide Hanson

## Revision History

The following table describes the amendments made to this Policy:

<b>Version</b>	<b>Date</b>	<b>Description</b>	<b>Summary of Changes</b>
Page 4(clause 1.3)	March, 2025	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 5&6 (Clauses 3.2&3.3)	March, 2025	Communication with shareholders	Revised to include the AGM as the main channel for shareholders' communication and the activities therein
Page 6(Clause 4.0)	March, 2025	Responsibility for shareholders engagement	Deletion of "management's" from clause 4.0
Page 6 (Cause 4.1)	March, 2025	Communication Channels for Shareholders	Revised to include the Chairperson's delivery address
Page 8 (Clause 5.2)	March, 2025	Board's Responsibility for	Revised to implore the Chairperson or other



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		shareholders' engagement	designated board member to interact with shareholders at least once a year.
Page 9 (Clause 7.2)	March, 2025	The effective date of the revised policy	Revised to specify 1 <sup>st</sup> January, 2025 as the effective date of the revised Policy to ensure uniformity of the review period of all policies across Board
Page 9(Clause 7.3)	March, 2025	The Board's Right to establish a Committee in the absence of a Nomination, Remuneration and Governance Board Committee	Deletion of Clause as the Nomination, Remuneration and Governance Board Committee has already been established and populated further to the growth in the size and operations of the Company.

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## **1.0. SCOPE AND PURPOSE**

- 1.1. The Board of Directors and management of Leadway Holdings Limited (Leadway Holdings) 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 Holdings.
- 1.2. The Company regards 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 Holdings 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.

## **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



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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 organisation 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 Holdings.

### **3.0. COMMUNICATION WITH SHAREHOLDERS**

- 3.1. Leadway Holdings is committed to engaging in constructive and meaningful communication with its shareholders. The Board of Directors is to adopt this Shareholder Engagement Policy (the "Policy") to promote open and sustained dialogue with Leadway Holdings' 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 Chairpersons of each Board Committee will be available to respond to shareholders' questions. The Board encourages 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



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General Meetings to answer questions about the Company's financial statements.

- 3.4. Leadway Holdings 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 the 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 communication and engagement, and the Management Executive is Leadway Holdings' official spokesperson. The Management Executive is in the best position to communicate the views of the Board and management. From time to time, the Management Executive authorizes a limited number of spokespersons to communicate to the media or the shareholder about Leadway Holdings and/or its financial results. Shareholders may communicate their views to



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management and the Board by sending a letter to:

The Managing Director  
Leadway Holdings Limited  
Leadway Wing, Second Floor,  
Leadway Marble House,  
1, Alfred Rewane Road,  
Ikoyi, Lagos.

Or email through [c-secretariat@leadway.com](mailto:c-secretariat@leadway.com) to the  
Chairperson  
The Chairperson  
Leadway Holdings Limited  
Leadway Wing, Second Floor,  
Leadway Marble House,  
1, Alfred Rewane Road,  
Ikoyi, Lagos

- 4.1.1. The Company Secretary shall read the communication to the Chairperson and other directors.
- 4.2. Shareholders may report concerns regarding actual or suspected improper activities in respect of Leadway Holdings' 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 Holdings' Whistleblowing Policy, by following the "Whistleblowing Reporting" procedures set out on the 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



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and engagement responsibilities. Directors may also from time to time participate with management in initiatives to elicit shareholder views.

- 5.2. The Chairperson 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 Holdings Limited  
Leadway Wing, Second Floor,  
Leadway Marble House,  
1, Alfred Rewane Road,  
Ikoyi, 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, the Chairperson 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



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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 of the Board shall be responsible for the administration of the Policy. The Committee shall review communications, review concerns raised by shareholder(s) and 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 Holdings' Board for approval.

7.2. Without prejudice to the provisions of clause 7.1 above and notwithstanding the approval date of this policy, the effective date of this revised policy shall be the 1st January, 2025.

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