
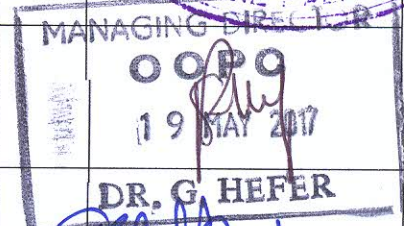
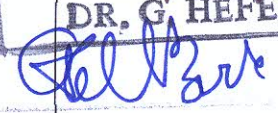
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1. STATEMENT

The Board of Directors of The Okomu Oil Palm Company Plc (OOPC) has drawn up this Board Charter in terms of the recommendations contained in the Code of Corporate Governance by Securities and Exchange Commission (SEC). The Charter is subject to the provisions of the Companies and Allied Matters Act, the Company's Articles of Association and any other applicable law or regulations.

2. PURPOSE OF CHARTER

This Charter sets out:

- 2.1 The roles, functions, obligations, rights, responsibilities, and powers of the Board, and
- 2.2 The policies and practices of the Board in respect of its duties, functions and responsibilities.

3. COMPOSITION AND STRUCTURE OF THE BOARD

- 3.1 The company shall maintain a unitary Board which shall comprise of executive and non-executive directors with majority of non-executive directors of whom at least one shall be independent.
- 3.2 The board should be of a sufficient size relative to the scale and complexity of the company's operations and be composed in such a way as to ensure diversity of experience *without compromising independence, compatibility, integrity and availability* of members to attend meetings.
- 3.3 The chairman of the Board shall be a non-executive director
- 3.4 The board shall recommend the appointment of the Chief Executive Officer ('CEO') to members at the annual general meeting, on the recommendation of the Managing partners and set the terms of his employment.

4. MEMBERSHIP/RESPONSIBILITIES OF THE BOARD

- 4.1. The office of the chairman of the Board and the CEO shall be separate. There shall at all times be a clearly defined division of responsibilities in both offices to ensure a balance of authority and power. The chairman's primary responsibility is to ensure effective operation of the Board such that it works towards achieving the

