

## **QUALITY BEVERAGES LIMITED (the “Company”)**

### **POSITION STATEMENT OF THE SECRETARY (CURRIMJEE SECRETARIES LTD)**

The Secretary is appointed by virtue of Clauses 27.1 of the Constitution of the Company and Sections 163,164,165 of the Companies Act 2001 (“Act”).

The appointment and removal of the Company Secretary should be approved by the Board. The Board must satisfy itself that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her duties.

The main duties of the Secretary as defined in the Act shall include but shall not be restricted to:

- a. Providing the Board with guidance as to its duties, responsibilities and powers.
- b. Informing the Board of all legislation relevant to or affecting meetings of Shareholders and Directors and reporting at any meetings and the filing of any documents required of the company and any failure to comply with such legislation.
- c. Ensuring that Minutes of all Meetings of Shareholders or Directors are properly recorded in accordance with the Act and all statutory registers are properly maintained.
- d. Certifying in the Annual Financial Statements that the Company has filed with the Registrar all such Returns as are required under the Act.
- e. Ensuring that a copy of the Company's Annual Financial Statements and where applicable the Annual Report are sent to every person entitled to such Statements or Reports in accordance with the Act.

The Company Secretary also acts as a vital bridge between the Board and the Executive Management and has access to all Board Members.

The Company Secretary is also responsible for:

- a. Ensuring that the organization complies with its Constitution and all relevant statutory and regulatory requirements, Codes of Conduct and rules established by the Board.
- b. Providing the Board as a whole and Directors individually with practical guidance and support as to how their responsibilities should be properly discharged in the best interests of the Company.
- c. Developing the Agenda of Board and Board Committee meetings in consultation with the Chairperson and the MD / Executive Director.
- d. Circulating Agenda and any supporting papers within set timelines.

- e. Checking that quorum is present at Meetings and advising the Chairman on any apologies received in advance.
- f. Prepare record of the proceedings of the Meetings.
- g. Ensuring that Meetings and Resolutions of the Boards and General Meetings are properly held and passed in accordance with the Company's Constitution.
- h. Ensuring that the procedure for the appointment of Directors is properly carried out.
- i. Assisting the Chairman in terms of procedure to ensure proper induction of Directors and that their development needs are met.
- j. Communicating with Shareholders as appropriate and to ensure that due regard is paid to their interests.
- k. Acting as a primary point of contact (often via the share registrar) for all Shareholders.
- l. In consultation with the Chairman and or the Managing Director, to periodically review whether the Board and the Company's Governance processes are fit for purpose, and to consider any improvements or initiatives that could strengthen the governance of the Company, or to align with the Code or any other legal requirements.

#### Reporting of the Secretary

The Reporting requirements of the Secretary shall be as follows:

| Reporting to the MD of the Company   | Reporting to the Chairman                             |
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| Secretariat Matters and Compliance with Authorities                          | Governance Principles and adherence                   |
| Implementation/Enhancement of Governance principles and maintenance thereof. | Board Governance & Board Administration               |
| Business Publications  | Communication to Public Shareholders                  |
| Special Assignments  | Any other requirements as may be decided by the Board |
| Share Registry Administration  |   |
| Any other requirements as may be decided by the Board                        |   |