

Summary minutes of a meeting of the Board of CDC Group plc

Held in Lusaka, Zambia on Wednesday 26 September 2018 from 11.30 am.

Present: Graham Wrigley (Chair)
Andrew Alli
Dolika Banda
Wim Borgdorff
Valentine Chitalu
Sam Fankhauser
Michele Giddens
Clive MacTavish
Keki Mistry (by telephone)
Nick O'Donohoe
Laurie Spengler

In attendance: Jane Earl (Company Secretary)
Chris Coles
Tenbite Ermias
Murray Grant
Srini Nagarajan
Holger Rothenbusch

1. Conflicts of interest

Potential conflicts of interest were disclosed.

2. Appointment of new directors

The Chairman welcomed Andrew Alli and Dolika Banda to their first CDC Board meeting. It was reported that FCA approval for both appointments had been received and, accordingly, the appointments of Andrew Alli and Dolika Banda as non-executive directors of CDC Group plc, with effect from Monday 24 September 2018, were approved.

3. Minutes

The draft minutes of the meeting held on 6 July 2018 were approved as an accurate record of proceedings subject to a couple of small amendments.

The summary minutes for the meeting were also discussed and approved for publication.

4. Matters arising

The schedule of matters arising was reviewed and noted.

5. CEO report

Nick O'Donohoe introduced the CEO report with particular reference to progress against each of the corporate objectives.

Each of the Managing Directors was asked to comment on performance in their business area and markets as a whole. Progress on regional expansion was also discussed.

Whilst reviewing the portfolio, the Board also received reports on two particularly challenging investments and the remedial action being taken in each case.

6. IP2

It was reported that the new Deputy Chief Investment Officer, with responsibility for delivering the IP2 strategy, had been recruited. Michele Giddens had been appointed the Board Champion for IP2 issues.

A number of items raised by the Executive Committee around the implementation of IP2, which had also been shared with Michele Giddens, were discussed. A more detailed discussion would take place at the November Board meeting when a strategic plan for implementing IP2 investments would be presented.

7. Promissory Notes

The Chairman explained the process whereby the Board members would be enabled to make a decision on the amount of the final Promissory Note. Work would continue and information would be shared with the Board prior to the November Board meeting.

8. Reorganisation of the investment teams

Given the pending management changes, the Executive committee had taken the opportunity to commission a review of the investment team structure to ascertain

whether it would be beneficial to change the existing structure. Having reviewed the various options, the Executive committee had identified some enhancements to the existing structure which were explained to the Board.

The Board endorsed the plans for the new investment team structure and the Chairman thanked the CEO and his team for the work they had done on this project.

9. Employee survey

The Board received a brief update on the results of the recent employee survey. It was agreed to examine the survey results at a specially convened meeting of the People Development and Remuneration committee. All the Board members were invited to attend the meeting if they were able to do so.

10. Company Secretary's report

The Company Secretary's report was presented which included guidance on the provisions of the revised UK Corporate Governance Code published by the Financial Reporting Council in July 2018.

(a) Transparency and Disclosure Policy

The Board approved the Transparency and Disclosure Policy which codified the approach to transparency discussed by the Board in November 2017.

(b) Bank accounts in Ghana and Cote d'Ivoire

A proposal was submitted to the Board to request approval to open local currency accounts with Standard Chartered Bank in Ghana and Cote d'Ivoire to collect interest and principal receipts from the latest off-grid solar project.

Accordingly, the Board resolved:

- (i) to approve the standard resolution appended to this report and to authorise the CFO and Company Secretary to certify that the resolution has been passed in order to establish the local currency accounts with Standard Chartered Bank;
- (ii) to authorise the CFO and Treasurer to sign, for and on behalf of CDC Group plc, the documentation required to open the accounts; and
- (iii) to appoint the authorised signatories on the account.

(c) Signing authorities

The Board ratified the update to the Authorised Signatory Lists for Investment Matters. The Board further ratified the update to the Authorised Signatories List for Operations & Banking Matters to include the Development Impact Director, Research & Policy.

(d) Powers of Attorney

The Board ratified the granting of a power of attorney, dated 30 July 2018.

11. Termination

There being no further business the meeting closed at 14.45 hrs.

Approved by the Board on 23 November 2018