



2025 CORPORATE GOVERNANCE REPORT



www.waicare.com



Table of Contents

About our Report

Overview

- Who we are, governance philosophy and organisational ethics

Our Board

- Board Focus Areas for 2025
- Board Responsibilities
- How the Board Functions
- Board Composition, Tenures and Skills
- Board effectiveness and Training

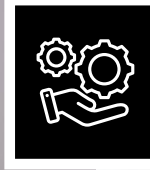
Our Management Team



About our Report



In our Corporate Governance Report, we detail our Board of Directors and Executive Management and set out our frameworks, policies and decision-making mechanisms that determine the way our people direct, administer and control all our operations.



This Report provides an overview of WAICARe's approach to corporate governance and focuses on how we do business in accordance with sound governance practices, which are informed by the highest ethical standards, integrity, transparency and accountability. This report may be of interest to investors, regulators and analysts.

Overview of the Group



Who we are, Governance Philosophy and Organisational Ethics



WAICA Reinsurance Corporation PLC is a public limited liability company incorporated and operating under the laws of the Republic of Sierra Leone, in particular, the Companies Act No. 5 of 2009 (as amended).

WAICA Reinsurance Corporation PLC was incorporated in Sierra Leone on 7th March 2011.

- In the decades following the creation of West African Insurance Companies Association (WAICA) in 1973, the founding fathers had the desire to establish a reinsurance organisation to help mitigate the effects of the lack of reinsurance capacity within the West African insurance industry. To fulfil this ambition, the founding fathers considered it prudent to start off by creating a reinsurance pool which hopefully would someday metamorphose into a fully-fledged reinsurance corporation. Today, the WAICA Reinsurance Pool has turned into WAICA Reinsurance Corporation PLC, an objective achieved, with almost fifteen (15) years in active operational existence.
- In as much as there has been improvements, there remains a lack of reinsurance capacity in the West African sub region. This situation is compelling insurance companies to seek reinsurance protection in other parts of the world where the treaties offered are not exactly competitive and/or affordable and the service in some instance almost non-existent.



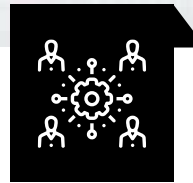
Overview of the Group



Who we are, Governance Philosophy and Organisational Ethics



The current WAICA Executive Council, to give impetus to the development and realisation of the idea of establishing a fully-fledged reinsurance institution, then embarked on revitalising and implementing the idea of establishing the WAICA Reinsurance Corporation (WAICA Re).



To that end, the Executive Council reconfirmed and endorsed the decision to locate the headquarters of WAICA Reinsurance Corporation (WAICA Re) in Freetown, Sierra Leone and to have major operating centres in some Western African Countries.



Apart from the provision of reinsurance capacity, the establishment of WAICA Re is a good example of regional socio-economic integration. The Corporation has an Authorised Share Capital of US\$100 million and a paid-up Share Capital of approximately US\$88 million. The main objective of the company is to provide reinsurance services to the insurance sector in West Africa and other regions.

Overview of the Group

 Who we are, Governance Philosophy and Organisational Ethics

In broad terms, the objectives of the company include

-  To effectively and efficiently manage the business of reinsurance, primarily though not exclusively, across the sub region;
-  To achieve excellence in our management systems and standards by employing best practices through an efficient and responsive management and an empowered and highly motivated work force;
-  To create enhanced value for our shareholders and other stakeholders.



OUR VISION

Develop and provide a diversified reinsurance capacity, to enhance economic and financial development in Africa and beyond.



OUR MISSION

Deliver unparalleled financial service through technology.

Overview of the Group



Who we are, Governance Philosophy and Organisational Ethics

Our Philosophy



To provide greater insurance and reinsurance capacity in the West African region in the context of the continued integration of the West African financial sector.



The guiding principle is 'going the extra mile' for our clients who should receive even better service than they currently do with existing reinsurers.

Our priority is to build customer relationships based on trust and value which will be delivered using cutting-edge technology.

The core values of the company include

- ♦ WAICA Re ACT's; **A** Anticipate **C** Craft **T** Timely **S** Solutions
- ♦ WAICA Re 3A's; Anticipate, Assess and Assure risk
- ♦ WAICA Re 3C's; Comprehend, Cover and Compensate



Overview of **the Group**



Who we are, Governance Philosophy and Organisational Ethics

Our Organisational Ethics

1

We strive to conduct our business responsibly and ethically and ensure our behaviour is consistent with our policies and code of ethics and relevant regulations applicable to insurance and financial services companies in the jurisdictions in which we operate.

2

Our code of ethics defines ethical behaviour as following the spirit and intention of the law and treating our stakeholders and competitors fairly and respectfully. It is supported and extended by policies including our Anti-bribery and Corruption Policy, and our Conflicts of Interest Policy.

3

It is a condition of employment that employees understand and accept their obligations in terms of these documents.

Overview of the Group



Who we are, Governance Philosophy and Organisational Ethics

Our Organisational Ethics



How is ethics governed at WAICA Re?

- The Board's role - The Board is responsible for setting the tone at the top and steering the Group's culture. Board members are individually and collectively accountable for the ethical and effective leadership of the Group. The Board considers ethical risks and the management thereof on an ongoing basis as part of its risk assessment processes.
- Ethics management is an agenda item for the responsible Board Committee. This Committee ensures that structures, systems, procedures and processes are well in place to familiarise and inform the Board, employees and supply chains with the Group's ethical standards.



How WAICA Re manages conflicts of interest?

- Directors and employees are required to comply with the Group's Conflicts of Interest Policy. In terms of this policy, directors and employees are prohibited from using their position or confidential or price-sensitive information to their own benefit or the benefit of any related party. Directors are required to disclose conflicts of interests at meetings and sign a yearly declaration confirming that these are up to date.



Our Board



Mr. Kofi Duffuor

Non-Executive Chairman



Mr. Ezekiel A. Ekundayo

Group Managing Director/CEO



Mr. William B. Coker

Non-Executive Director



Mrs. Olatoyosi Alabi

Independent Director



Mr. Adeyemo Adejumo

Independent Director



Dr. George Agyekum Donkor

Independent Director

Our Board



Mrs. Senor Thomas-Sowe
Non-Executive Director



Mr. Davis Iyasere
Non-Executive Director



Mr. Donald C. Kaye
Independent Director

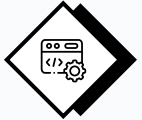


Mr. Samuel Amankwah
Non-Executive Director

Board Resignations in 2025 & Elections



There was no resignation from the Board recorded in 2025.



In line with the provisions of the Companies Act, 2009 and the Articles of Association of the Company, three directors retired at the Annual General Meeting (AGM) held in 2025 and being eligible offered themselves for re-election. All three were re-elected to the Board by the shareholders.

Board Focus Areas for 2025

Strategy



A key responsibility of the Board is to set and steer the strategic direction of the Group. The Board therefore:



Continued to monitor the steps implemented to embed the Group's medium and long-term strategy, with a specific focus on delivering an integrated reinsurance services offering;



Monitored the impact of competitors and disruptors on the industry and the Group's response thereto;



Supported management in the refinement of the Group's strategy for the Africa regions and beyond;



Supported Management in appropriate strategic allocation of capital, focusing on organic and inorganic opportunities, which support innovation and competitive positioning;



Continued to consider and monitor the return on capital the Group is generating for its shareholders.

Board Focus Areas for 2025



Risk Management

The Board is responsible for ensuring that risks are monitored and managed within the Group and that it has effective risk management and internal control systems in place. **It therefore:**

- ▶ Reviewed and monitored the stability and security of the technology strategy, information security and operational processes to enable business success and continuity;
- ▶ Continued to monitor the impacts and actions required to proactively address climate and ESG risks;
- ▶ Monitored retail credit, life and general insurance risks to ensure that they are optimally managed;
- ▶ Oversaw the Group's response to the complex macroeconomic landscape.



Climate Change

Climate change is an existential threat to society and business. **The Board therefore:**

- ▶ Assessed the climate change risks the Group faces. Considerations included the climate risk impacts on the Group's product offerings, as well as related operational and process landscapes;
- ▶ Assessed the progress of initiatives to manage the Group's emissions to achieve net zero targets by 2050;
- ▶ Considered the impact of climate change on the Group's short-term insurance business where both individual and commercial lines are affected;
- ▶ Monitored the Group's responsible investment initiatives, noting the minimising of climate exposure, as well as the maximising of Green Economy investment exposure;
- ▶ Approved the ESG metrics and targets incorporated into the Group's performance scorecards.

Board Focus Areas for 2025

Digital Journey



This will ensure its sustainability and facilitates the delivery of an integrated financial service offering. **The Board therefore:**



Ensured that the Group remained at the forefront of innovation and digitalisation, which will ensure that our products and services are competitive and meet the changing needs of customers. This includes the use of digital channels and data analytics to better understand customer needs and tailor products and services accordingly.



Monitored the progress and effectiveness of the various information and technology strategies and initiatives across the Group, including the reskilling of employees and the use of artificial intelligence tools.
» Ensured the Group's cyber security risk is managed within tolerance levels



Considered and deliberated on new technologies and the associated information technology security risks and noted that mitigating controls have been implemented by Management.

Customer and Product



The Board has a statutory responsibility to ensure our customers' interests are represented and safeguarded. **It therefore**

- Continued to oversee the Group's efforts to enhance our customer centric approach to become our customers' first choice, including the various digital capabilities being built to enhance the customer experience, particularly customer service;
- Considered and monitored the impact of the constrained macroeconomic environment on our customers;

- Monitored the compliance of our products and services with all relevant laws and regulations, including those related to consumer protection and data privacy;
- Continued to provide oversight over the programme responsible for market conduct throughout the Group.

Board Focus Areas for 2025

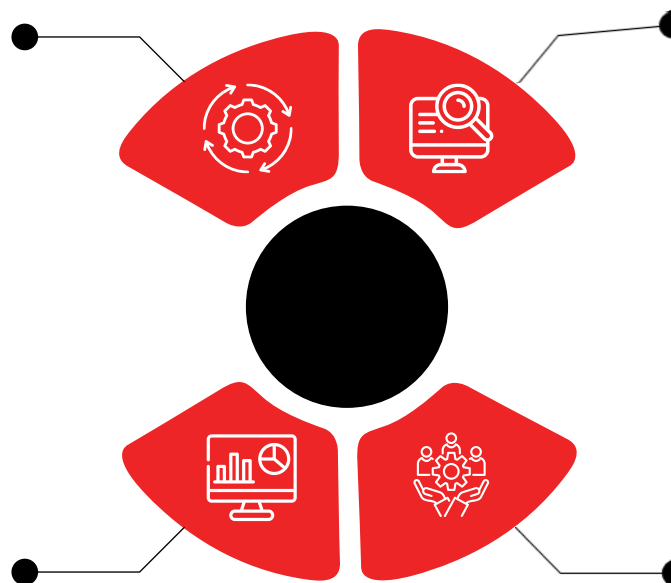
Culture and Human Capital



The creation of a high-performance culture is a focus area for the Group. **The Board therefore:**

Continued to oversee the Group's cultural transformation to a higher-performance culture, suited for a hybrid working environment;

Monitored the Group's efforts aimed at identifying, recruiting and retaining critical skills, as well as initiatives aimed at reskilling of employees to enable the delivery of the Group's strategy;



Continued to monitor the Group's succession planning, for both Board members and Executive Management and senior members of staff members;

Monitored Group culture and employee wellbeing to support a high performing workforce in a changing world of work.

Board Responsibilities

Strategy and Culture



The Board set the tone at the top and steer the strategic direction and culture of the Group. It assumes responsibility for organisational performance of the Group. The overarching process delivers a consistent documented strategic baseline across the Group, with agreed-upon deliverables and key performance indicators. The Board monitored the strategic execution against the strategy and business plans. Progress is monitored by the Executive Management Committee during the year, with dedicated progress reviews presented to the Board every quarter.



The Board takes an integrated view regarding strategy setting and delegates the execution of the strategy to the Chief Executive Officer and the Executive Management. The Board ensures that the strategy is sustainable and aligned across the Group. The Board works with Management to develop the strategy. It does so with a robust consideration and understanding of how the proposed strategy depends on the resources and relationships connected to the various forms of capital and the legitimate interests and expectations of the Group's stakeholders.



The Board retains the responsibility for approval of the strategy. Long-term strategy The Group's long-term strategic ambition is defined by being our customers' first choice to sustain, grow and protect their prosperity. The long-term strategy is reflected in the annual business plans. The long-term strategy is supported by a clearly defined set of strategic focus areas, Implementation Plan with deliverables that are informed by the Group's risk appetite.

Board Responsibilities...continued

These deliverables are monitored and refreshed on a regular basis, considering the Group's operating context and its customers' needs and preferences. The strategy statement and strategic objectives of each business in the Group must be aligned with the Group's overarching strategy. All operating offices and subsidiaries are required to confirm that their strategy and business plans are aligned to the Group strategy, consider the changes in the environment in which they operate and are approved by the relevant Board before being implemented. The Board reviewed the Group's long-term strategy during dedicated sessions in October 2025. The Board considers possible disruption to this strategy and remedial actions on an ongoing basis.



The Group has a detailed acquisition framework in place which sets out the governance procedures and structures applicable to strategic transactions in the Group. The Board has final sign-off over material strategic transactions and considers the following: Whether a transaction aligns with the Group strategy; whether a transaction's internal rate of return exceeds the required hurdle rate; The exchangeability of capital and future profits; The risk of a transaction to the Group's licence to operate, etc.



Board Responsibilities...continued



Governance and Assurance

- The Board facilitates an effective governance environment and risk management framework as well as oversees relationships with assurance providers. The Board, as part of its governance responsibility, is accountable for combined assurance, and sets the direction for the Group assurance services and functions by means of thorough frameworks and policies. The Board delegates to the Group Board Risk Management, Audit and Internal Compliance Committee the responsibility for overseeing that its combined assurance activities are effective and efficient in achieving their objectives. The referred Committee is responsible for monitoring the effectiveness of combined assurance as well as monitoring the application of the risk principles related to combined assurance.
 - The Group Chief Executive Officer and the Group Chief Finance Officer ensures that the necessary internal financial controls are implemented, that the financial statements are fairly presented and no facts have been omitted or untrue statements made. The three lines of assurance model ensures clear accountability and ownership for risk management, the control environment and required mitigating management actions. It also enables effective separation of risk taking from risk oversight activities.
-
- The first line of assurance comprises the business owners, who are responsible for identifying and monitoring risks and executing actions to manage and mitigate them. The second line of assurance comprises the control functions (actuarial oversight, compliance and risk), which are responsible for establishing risk policies and procedures and exercising oversight over the first line of assurance. The third line of assurance comprises the independent assurance providers (internal and external audit), who report independently to the Group Board Risk Management, Audit and Internal Compliance Committee.
 - The Board is satisfied that its assurance activities result in an adequate, effective and efficient control environment and the integrity of reports relied upon for decision making.

Board Responsibilities ...continued



Compliance

The Board ensures that the Group complies with its regulatory and statutory obligations. It is also responsible for monitoring and overseeing the Group's regulatory and statutory compliance, processes and reporting. It also provides ongoing guidance on and oversight of compliance risk management. The Board, through the Group Board Risk Management, Audit and Internal Compliance Committee, delegates the responsibility for managing compliance to the Group ERM and Compliance Officer, who is responsible for ensuring that an appropriate compliance programme is implemented across the different business units through a standardised compliance framework. The Group Board Risk Management, Audit and Internal Compliance Committee is also responsible for the annual approval of the Group compliance mandate and strategy.

There is an established anonymous whistleblowing arrangements that facilitate the reporting of actual or suspected unethical or corrupt behaviour, supported by strong investigative capabilities and rigorous disciplinary processes and sanctions. Any concerns are reported to the independent service provider. The responsible Committee and Department are responsible for monitoring compliance with laws, rules, codes and standards relating to employment equity, environmental management, health and safety. The Group ERM and Compliance Officer reports to the Group Board Risk Management, Audit and Internal Compliance Committee quarterly.

Board Responsibilities...continued



Governance and Assurance

Board Committee	Primary Responsibilities	Meetings Held
Risk Management, Audit and Internal Compliance Committee	Oversees enterprise risk management, internal control, assurance, financial reporting and regulatory compliance. Includes review of risk appetite, emerging risks, audit findings, BCP, AML, whistleblowing, and sustainability-related risk oversight.	5
Strategy and Operations Committee	Oversees strategy formulation and execution, strategic initiatives, KPIs, execution risks, and operational systems including ICT capability.	5
Finance and Investment Committee	Oversees financial performance, capital adequacy, liquidity, investment strategy, and portfolio risk including political, environmental, and socio-economic factors.	4
Human Resources, Remuneration, Ethics and Corporate Governance Committee	Oversees succession, remuneration, ethics, culture, governance effectiveness, and social/governance aspects of sustainability, including approval of sustainability reporting.	6

Board Responsibilities...continued



Governance and Assurance

Director	Board Meetings Attended	Total Board Meetings	Attendance (%)
Kofi Duffuor (Chairman)	5	5	100%
Adeyemo Adejumo	5	5	100%
Davis Iyasere	3	5	60%
Donald Charles Kaye	4	5	80%
Olatoyosi Alabi	5	5	100%
Dr. George Agyekum Nana Donkor	3	5	60%
Samuel Amankwah	4	5	80%
Senor Thomas-Sowe	4	5	80%
William Coker	5	5	100%
Ezekiel Abiola Ekundayo	5	5	100%



Management

The Board ensures that there is an effective and competent management team in place and adequate succession planning for this team. The Board is satisfied that the arrangements for its delegation within its own structures promote independent judgement and assists with a balance of power and the effective discharge of its duties. Thus, the management system of the Group is broken down into several layers of leadership structure at different levels with separate and distinct duties and responsibilities geared towards achieve a singular objective, the Group's success.

Inherent in this leadership structure is the Group Board Chairman, the Independent Non-Executive Directors, the Group Chief Executive Officer and the Group Company Secretary, with their duties and responsibilities clearly defined in the Governance Framework.

Board

Responsibilities ...continued

Board Responsibilities

...continued



The Group Board Chairman provides leadership to the Board in respect of the proper and effective functioning of the Board as a collective. He is responsible for leading the Board's monitoring of the Group's performance and ensuring an effective system of governance and controls over the Group's activities. The Chairman ensures adequate time is allocated to discussing Board matters, especially matters of a strategic or policy nature, and promotes a culture of openness and debate among directors, senior management and heads of control functions. He takes the lead in engagements with investors and regulators on behalf of the Board.



The Independent Non-Executive Directors provide leadership and advice to the Board on matters where the Chairman is conflicted and presides at Board meetings in the absence of the Chairman. They are required to facilitate discussion and open dialogue among themselves during and outside Board meetings, and when required, serve as a liaison between the Chairman and other Board members. They provide the Chairman with feedback and counsel concerning interactions at Board engagements where he is absent. They act as a sounding board for the Chairman on corporate governance-related matters.



Board Responsibilities

...continued

The Group Chief Executive Officer is responsible for leading the implementation and execution of the Board-approved strategy, Group policies, directives and operational planning. He serves as the primary link between management and the Board. The Board delegates responsibility for overseeing the Group's day-to-day management to him, subject to the matters reserved for the Board and the matters delegated to the Group Board Committees of the Board. He is accountable and reports to the Board and, in terms of best practice, he is not a member of the Board committees. The Chief Executive Officer is a standing invitee to these committee meetings. With advice from Executive Management, where necessary and appropriate, the Group Chief Executive Officer has overall responsibility for delivering and reporting to the Board on strategy implementation and the execution of business plans agreed by the Board. He is further responsible for developing proposals to present to the Board on all areas reserved for its judgement. The Group Chief Executive Officer has a notice period of three months for resignation.

Board Responsibilities...continued



The Group Company Secretary and team provide professional and independent guidance to the Board on corporate governance, ethics and the Board's legal, regulatory and compliance duties. She also supports and coordinates the functioning of the Board and its committees. She has unrestricted access to the Board. She is not a member of the Board and maintains an arm's length relationship with the Board and its members. The Group Company Secretary reports to the Board via the Chairman on all statutory duties and functions performed in connection with the Board. The Group Company Secretary or her representative attends all sessions of the Board and its Committees. The Group Company Secretary's performance evaluation forms part of the annual Board evaluation process.

The Board could confirm that it is satisfied that the Group Company Secretary is competent, suitably qualified and experienced, has the requisite skills, knowledge and experience to advise the Board on good governance, maintains an arm's length relationship with the Board of Directors, has discharged her responsibilities for the year under review. The Board is satisfied that the arrangements for its delegation within its own structures promote independent judgement and assists with a balance of power and the effective discharge of its duties.

Board Responsibilities

...continued



Responsible Business

The Board ensures that the Group is a responsible corporate citizen and that its responsible business strategy aligns with its sustainability policies and overall strategy in all the jurisdictions it operates.



Responsible to our customers

The Board monitors the programme responsible for market conduct and initiatives in Africa and beyond to continuously improve the customer proposition and quality of advice and oversight Management's delivery and response to related issues.



Board Responsibilities

...continued



Tracks the experience and outcomes for customers across the Group, including investment performance, ensuring customers are treated fairly.



Monitors the Group's communication with customers to ensure it reflects its corporate image and values.

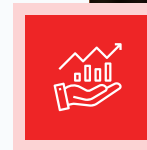


Reviews progress made to address persistency and risk management controls



Responsible to communities

Monitors the implementation of and tracked progress against policies and strategies relating to entrepreneurship, financial education and financial inclusion, responsible investment, education, ethics, stakeholder management and skills development, reviewed the Group's corporate social investment initiatives.



Responsible investment

- ◊ Reviews the Group's responsible investment progress report.
- ◊ Reviews the Responsible Investment Policy and monitored compliance.
- ◊ Considers the Group's climate change investment risk exposure.

Board Responsibilities

...continued

Stakeholders

The Board manages key stakeholder relationships and is committed to understanding and responding to the interests and expectations of all our stakeholders. This guides how the Board governs, manages and monitors stakeholder relationships.

In terms of this policy all material decisions must explicitly consider the impact on stakeholders and the organisation as a whole.



Board Responsibilities

...Continued

The Board also observes the good corporate governance principles of consistency and transparency when reporting on stakeholder dealings.

The Board further ensures alignment to recognised standards and best practice for stakeholder management.

The respective Boards of subsidiaries in Africa and beyond adhere to the best standards of stakeholder engagement and ensure implementation and compliance with all applicable requirements.

Subsidiary Boards must ensure full compliance with local regulatory requirements. The Subsidiaries are responsible for escalating identified material stakeholder-related risks, including control breaks or non-adherence. Stakeholder risks are incorporated into the risk management process and are identified, assessed, mitigated and reported on in the same way as all other Group risks. The responsible committee shapes the Group's relationship with its stakeholders and how it relates as corporate citizen as a Group.





The Company Secretary is mandated to send any material information to the Board. Quarterly Structured feedback from the Executive Management to the Board takes place through various Board Committee meetings and at Board meetings.

How the Board Functions



In terms of the Governance Framework, the Board should meet at least four times in a financial year and the same for the Committees or as may be required. The Board and its Committees each agree on an annual workplan. Agenda setting for each Board meeting is a collaborative effort between the Group Chairman, Group Chief Executive Officer and Group Company Secretary.



Committee agendas are set by Executive Management and the Group Secretariat. The Board and Committees' agendas are aligned with the Board workplan and relevant committee Charters, ensuring that all matters that the Board and Committees are responsible for are addressed during the financial year.

The Group Chief Executive Officer communicates relevant matters and developments that occur between scheduled meetings to the Board, as and when required.

How the Board Functions



During these meetings, Executive Management will present consolidated feedback, flowing from relevant Management meetings.

These meetings include the quarterly business review meetings, which provide a comprehensive, robust view of the business's performance against the prior period and the approved business plan. From time to time, Non-Executive Directors meet without Executive Management present in closed sessions. The Chairman or the respective Chairpersons provide feedback to Management from the closed sessions. All closed sessions are attended by the Group Company Secretary. All Board committees are entitled to take independent professional advice, as and when necessary, at the cost of the Company. They have unrestricted access to all Company and Group information, records, documents and property and regularly meet with members of Executive and Senior Management.

Relevant Board committees receive reports from the subsidiaries to assist them in providing the necessary oversight over the broader Group operations.

Composition, Tenure and Skills

The Board consists of 10 (ten) members with relevant qualifications, collective skills and expertise required to guide and steer the extensive Group. There is no maximum tenure in the Group and directors who have served for three (3) years are eligible for re-election for another three (3) years until the Shareholders decide not to re-elect the director or the director resigns or retires. This is in line with the provisions of Articles of Association of the Company.

The Board and its composition are evaluated annually by an external consultant to ensure an appropriate balance of knowledge, skills, experience, diversity and independence. The Board also considers its succession plan and rotation schedule, in advance of the Annual General Meeting, and the directors required to rotate, in accordance with the rotation schedule.



Composition, Tenure and Skills



The Board ensures through annual declarations of their external board memberships by members, that they are not overcommitted in terms of their representation on other listed boards.



The Board has identified, and continues to consider, the individual skills required to provide effective oversight over the Group using a skills matrix. The skills matrix of the Board and its Committees are reviewed annually, identifying skills gaps, which guide decisions on future Board appointments and inform training requirements. The process also considers directors' level of institutional knowledge. Preference is given to executive and/or industry experience when filling skills gaps on the Board, as the Board believes that these skills enable effective functioning and facilitates robust oversight by Board members with the requisite practical experience.



In terms of the Articles of Association and the Companies Act of Sierra Leone, all directors are subject to retirement by rotation and re-election by shareholders at least once every three years. Directors appointed to fill a casual vacancy or as additional directors may hold office only until the next Annual General Meeting, at which point they retire and become eligible for re-election by shareholders on the recommendation of the Board. At the Annual General Meeting held in July 2025, the directors who were up for re-election were re-elected, after indicating their willingness to be submitted for re-election in line with the provisions of the Articles of Association.



Composition, Tenure and Skills...continued

When identifying directors with the longest term in office since their last election, consideration is given to their respective dates of appointment/election/re-election as a Non-Executive Director.

The Group Board is responsible for succession planning for the Board and the Group Board Human Resource, Remuneration, Ethics and Corporate Governance Committee, for key Executives. The Board has an agreed succession pipeline, which identifies immediate and planned successors for all directors on the Board, including the specific roles fulfilled by these directors, such as Committee Chairpersons. The Board is satisfied that the directors have the appropriate balance of knowledge, skills, experience, diversity and independence to govern the Group efficiently and effectively, considering its nature, size and scale of operations, and the laws and customs governing its actions.

The number of Board members with recognised executive industry expertise in a particular field, strategy risk management, remuneration and performance management, sales and distribution, actuarial information technology is required to steer the Group in retaining, attracting and developing the talent and skills and to effectively govern and guide the Group in future proofing the business.

Board Effectiveness and Training



The Board ensures directors are well equipped to discharge their duties through its formal orientation and induction programme. This ensures that incoming directors are familiarised with the Group's operations, the Executive Management and Senior Management team, the operating environment and directors' fiduciary duties and responsibilities.



Ongoing training is essential to ensure directors are well equipped to fulfil their functions and discharge their duties responsibly and in line with corporate governance best practices and standards. The Group Governance Framework requires training at a Board and Committee level. Training needs are assessed by considering the Board's skills matrix, relevant industry trends and developments, corporate governance developments, changes in the broader operating environment and legislative and regulatory updates. In 2025, Board members received training on Cybersecurity. The ongoing training programme for 2026 is expected to update the Board on key emerging industry themes and Group-specific matters.



The Board through an external consultant assesses annually, its own performance and the appropriateness and effectiveness of its procedures and processes. The annual assessments are designed to ensure that recommendations from the previous assessment(s) are followed up on effectively, and that priority areas receive the appropriate focus. The assessment included a review of the Board operation and the performance of the Chairman, Directors, the Chief Executive Officer and the Group Company Secretary.



The Board through external independent consultants conducts evaluation of the subsidiary Boards (including individual directors). The frequency and nature of assessments aligns with that of the WAICA Re PLC.

Our Executive Management Team



**Mr. Ezekiel Abiola
Ekundayo**

Group Managing
Director/CEO



Mr. Samuel Jasper Baidoo
Group Chief Finance

Officer



Mr. Clement Owusu
Group Chief Commercial

Officer



Mr. Steve Odjugo
Group Chief Technical

Officer

Our Senior Management Team



Mr. Haruna Gariba
Chief Executive Officer
WAICA Re Capital



Mr. Charles Etemesi
Chief Executive Officer
WAICA Re Kenya



Mr. Wilberforce Machimbidzofa
Chief Executive Officer
WAICA Re Zimbabwe

Our Senior Management TEAM

...Continued



Dr. Sunday Segun Asake
Regional Director
HQ1



Mr. Ademola Olowosuna
Regional Director
HQ2



Mrs. Hanene Boukhris
Regional Director
North Africa



Mr. Edward Duamroh
Regional Director
Ghana

Our Senior Management Team...continued



Ms. Rawan Naser
Senior Executive Officer
Dubai



Mr. Gilles-Alexandre Ayiman
Regional Director
Francophone



Dr. Monday Utomwen
Group Head ERM and
Compliance



Mr. Mohammed Tarawalli
Group Head Internal Audit

Our Senior Management Team...continued



Mr. Eustace Bull
Group Head
Information Technology



Mr. Anthony Kadima
Group Head
Actuarial Services



Ms. Patricia V. Wright
Group Head
Legal and Corporate Services



Mrs. Binty Kamara
Head Administration

Our Senior Management Team...continued



Mrs. Annette Coker
Group Human Resource
Manager



Mr. Samuel Miya
Chief Finance Officer

THANK YOU

WAICA Re

WAICA REINSURANCE CORPORATION PLC

TOGETHER TOWARDS TOMORROW