

JOWIH GOVERNANCE & APPOINTMENT MASTER REGISTER
Consolidated Institutional Structure for the JOWIH Organization

I. STEWARDSHIP & FOUNDER-ERA ADVISORY STRUCTURE

1. Founder & Steward President

The Founder & Steward President serves as the principal constitutional steward of the JOWIH Mission, exercising the strategic, protective, and reserved powers established by the Constitution.

2. Founder's Council - Founder Era

The Founder's Council is the Founder-era advisory structure chaired by the Founder & Steward President. It consists of the Founder and persons invited by the Founder like special advisers to provide strategic counsel. The Council is not a separate operating or executive authority and does not exercise independent management powers.

3. Special Advisors to the Steward President

Special Advisors are individual appointments serving directly at the discretion of the Steward President. They may participate in the Founder's Council when invited by the Founder. The initial advisory portfolio may include:

Special Advisor -- Development & Infrastructure
Special Advisor -- Strategic Partnerships & Acquisitions
Special Advisor -- Finance & Jowih Credits
Special Advisor -- Technology & Innovation
Special Advisor -- Legal & Compliance
Special Advisor -- Diplomatic & Public Relations
Special Advisor -- Economics

Additional Special Advisors as required.

4. Foundation Advisory Council - Successor Era

Upon transition from the Founder era, the Founder's Council shall transition into the Foundation Advisory Council in accordance with the Constitution.

The Foundation Advisory Council shall serve as the successor Steward President's advisory structure.

The Founder's Council and Foundation Advisory Council are therefore successive forms of the same constitutional advisory architecture and shall not operate concurrently as separate councils.

II. JOWIH FOUNDATION GOVERNANCE

5. Board of Governors

The Board of Governors constitutes the principal governing body of the Jowih Foundation and exercises the governance, fiduciary, oversight, and strategic responsibilities assigned to it by the Constitution.

6. Permanent Board Committees

The permanent Foundation Board committee structure includes:

Audit Committee
Ethics & Oversight Committee
Nominations Committee
Remuneration Committee

These committees perform governance and oversight functions and do not constitute executive management departments.

III. INDEPENDENT FOUNDATION OVERSIGHT

7. Independent Auditor General

The Independent Auditor General serves as the Foundation's , profit and non-profit independent audit authority.

8. Independent Oversight Committee

An independent oversight mechanism responsible for designated governance and accountability functions.

9. External Audit Firm

An independent rotating professional audit firm appointed in accordance with the Constitution.

The External Audit Firm is an external professional service provider and is not a permanent JOWIH executive appointment.

10. Specialist External Professional Firms

Where required, the Foundation may retain:

external legal counsel;
specialist arbitration counsel;
forensic auditors;
specialist governance advisers;
tax and corporate advisers;
other professional firms authorized under the applicable governance framework.

These are professional service engagements and are not permanent institutional offices.

IV. FOUNDATION EXECUTIVE MANAGEMENT

The Foundation shall maintain a lean executive structure focused on mission governance, continental coordination, funding, integrity, programs, and institutional administration.

The Foundation shall not duplicate the operational management of Jowih Holdings Limited, Jowih Group, or the Operating Companies.

11. Foundation Chief Executive Officer

Responsible for the day-to-day administration and execution of the Foundation within the authority established by the Constitution.

The Foundation CEO does not exercise operational command over:

Jowih Holdings Limited;
Jowih Group;
Operating Companies; or
New Dawn City.

12. Chief Finance & Allocation Officer

Responsible for Foundation financial allocation and administration, including:

Foundation budgeting;
Mission Fund administration;

Country Budget Pots;
grants and program allocations;
Foundation reserves; and
Other Foundation financial functions.

The CFAO is distinct from the Group Chief Financial Officer.

13. Chief Integrity & Compliance Officer

Responsible for Foundation-wide integrity, compliance, ethics, internal controls, and related reporting.

14. Secretary-General

Responsible for:
constitutional administration;
institutional records;
Secretariat functions;
formal coordination; and
official documentation.

15. Lead Program Director

Responsible for Foundation mission programs, program implementation, monitoring, and coordination.

16. Country Coordination Lead

Responsible for coordinating the Foundation's country-level implementation and support structures.

V. REGIONAL FOUNDATION COORDINATION

The Foundation shall maintain five Regional Executive positions:

17. Regional Executive - North Africa

18. Regional Executive - West Africa

19. Regional Executive - East Africa

20. Regional Executive - Central Africa

21. Regional Executive - Southern Africa

Regional Executives coordinate Foundation mission implementation within their respective regions and support the continental and country coordination framework.

They do not exercise operational command over Jowih Group or its Operating Companies.

VI. CONTINENTAL AND COUNTRY PARTICIPATION STRUCTURE

The following structures form part of the Foundation's continental development and participation architecture:

22. PAN-Ambassadors

Country-level representatives within the continental Foundation network.

23. Country Executive Directors

Country-level Foundation implementation leadership.

24. Continental Development Assembly

The continental assembly mechanism formed through the applicable Foundation country-representation structure.

25. Diaspora Representative

The designated Diaspora representation within the Continental Development Assembly.

26. County Development Assemblies

County-level participatory development structures.

27. Beneficiary and Community Structures

Including, where established:

Beneficiary Advisory Councils;
Community Steering Assemblies
Citizen participation structures; and
Comrade Hub structures.

These bodies are participation and development structures and are not Foundation corporate executive positions.

VII. JOWIH PURPOSE TRUST

28. Purpose Trust Trustees

The Purpose Trust shall maintain its constitutionally established trustee structure.

The current structure comprises:

Trustee 1

Trustee 2

Trustee 3

Trustee 4

Trustee 5

The Purpose Trust is an ownership and mission-protection institution and does not conduct the day-to-day operations of the Foundation or Jowih Group.

VIII. FOUNDER FAMILY TRUST

29. Founder Family Trust Trustees

The Founder Family Trust shall maintain its constitutionally established trustee structure, including:

Senior Family Trustee 1

Senior Family Trustee 2

Junior Family Trustee

Independent Legal Trustee

Family Trainee / Observer

IX. COMBINED TRUSTS GOVERNANCE

30. Combined Trusts Board

The Combined Trusts Board provides the joint governance mechanism through which the Purpose Trust and Founder Family Trust exercise their constitutionally assigned powers.

X. TRUSTEE OVERSIGHT

31. Trustees Oversight Committee / Enforcer

The Trustees Oversight Committee shall comprise:

3 external governance experts; and

2 Foundation representatives.

The Committee performs trustee oversight and related accountability functions established by the Constitution. It is an independent oversight mechanism and not an executive management department.

XI. JOWIH HOLDINGS LIMITED

32. Holding Company Board

The Holding Company Board shall comprise the constitutionally established directors, including:

4 Purpose Trust-appointed Directors;
3 Founder Family Trust-appointed Directors; and
2 Independent Directors where one shall be the Chairperson.

Total: 9 Directors.

The Holding Company Board governs Jowih Holdings Limited and provides corporate governance over the Group and its Operating Companies.

XII. JOWIH GROUP EXECUTIVE STRUCTURE

Jowih Group constitutes the principal operational and commercial execution structure under Jowih Holdings Limited.

33. Group Chief Executive Officer - GCEO

Responsible for overall Group strategy, execution, integration, performance, and subsidiary leadership.

34. Group Chief Operating Officer - GCOO

Responsible for Group-wide operational coordination and execution.

35. Group Chief Financial Officer - GCFO

Responsible for Group financial management, commercial treasury, capital allocation, corporate finance, and subsidiary financial performance.

36. Group Chief Research & Innovation Officer

Responsible for:

continental R&D Centers;
research strategy;
technology development;
innovation programs;
technology transfer;
commercialization;
intellectual property development;
research partnerships; and
creation and development of technology spin-offs.

37. Group Chief Technology Officer

Responsible for Group-wide technology architecture, digital systems, technology implementation, and technological integration.

38. Group General Counsel / Chief Legal Officer

Responsible for Group corporate legal affairs, transactions, contracts, regulatory matters, intellectual property, and commercial disputes.

39. Group Strategy & Corporate Development Executive

Responsible for Group portfolio strategy, corporate development, acquisitions, expansion, and strategic integration.

40. Group Risk Executive

Responsible for enterprise risk, operational risk, business continuity, and Group-wide risk management.

Group Executive Principle

The Group Executive Structure shall remain distinct from the leadership of individual Operating Companies.

Group executives provide Group-wide leadership and integration; Operating Company CEOs manage their respective businesses.

XIII. CORE OPERATING SUBSIDIARIES

The Group shall establish and operate a limited number of Core Operating Subsidiaries corresponding to the actual corporate businesses approved under the Group structure.

Operating principle

One Core Operating Subsidiary - One CEO - Multiple related businesses, divisions, and operating units.

The existence of a particular GAG project, technology, product, or service does not automatically create a separate subsidiary or CEO position.

Accordingly:

CRT does not automatically require a separate CRT CEO;
robotaxis do not automatically require a separate Robotaxi CEO;
robovans do not automatically require a separate Robovan CEO;
individual R&D Centers do not require separate CEOs;
individual products or platforms do not automatically constitute subsidiaries.

Where appropriate, such activities shall operate as divisions, business units, projects, or subsidiaries under the relevant Core Operating Company.

XIV. JOWIH PROTECTIVE SERVICES

41. Jowih Protective Services Chief Executive Officer

The Jowih Protective Services CEO is a distinct operating-company leadership position.

The CEO is responsible for Jowih Protective Services operations, including authorized:
protective services;
guarding;

access control;
mobile patrol;
rapid response;
electronic security;
VIP protection; and
security services for JOWIH assets and authorized third parties.

The JPS CEO shall operate within the governance and reporting framework established by the Constitution.

XV. NEW DAWN CITY TND CITY
42. New Dawn City Administrator

New Dawn City is a distinct governance domain.
The New Dawn City Administrator is responsible for the administration and execution of TND City.
The Administrator:
reports directly to the Steward President;
is not part of the Foundation CEO's executive team;
is not subordinate to the Jowih Group CEO; and
operates under the special constitutional governance framework applicable to New Dawn City.

No separate Jowih Cities structure
There shall be:
no Jowih Cities CEO;
no Jowih Cities subsidiary;
no Group Cities CEO.

New Dawn City is governed through its own constitutional administrative structure.

XVI. R&D CENTER STRUCTURE
43. Continental R&D Centers

The R&D Centers shall operate under the Jowih Group's Research & Innovation structure.
Group Chief Research & Innovation Officer
Continental R&D Centers
R&D Center Directors / Heads
Research and technical teams
R&D Center Directors are operational/research leadership positions and are not separate subsidiary CEOs.

XVII. OPERATING COMPANY GOVERNANCE
44. Operating Company Boards

Each incorporated Operating Company shall maintain its applicable Board or governing body.

45. Operating Company CEOs
Each actual Core Operating Subsidiary shall have one CEO.
The CEO is responsible for the complete business of that subsidiary, including all divisions and operating units assigned to it.

46. Mission Compliance Officers
Each Operating Company shall maintain the required Mission Compliance function in accordance with the Constitution.
Mission Compliance Officers do not constitute additional corporate CEOs.

XVIII. AD-HOC AND ACTIVATED BODIES
The following shall not form part of the permanent appointment roster:

47. Acquisition Review Panel
Established only when required for applicable acquisition reviews.

48. Technology Ethics Council
Part-time/ad-hoc expert body activated as required.
49. Whistleblower & Ethics Investigation Committee
Activated for designated investigations and matters requiring independent review.
50. Emergency Council
Activated under the constitutional emergency framework when the applicable emergency threshold is reached.
51. Temporary Investigation and Review Panels
Established only where required for a defined mandate.
These bodies remain constitutionally available where required but do not constitute permanent executive positions.

XIX. APPOINTMENT CATEGORIES
For purposes of the JOWIH appointment process, every position shall be classified into one of the following categories:

- A. Constitutional Office**
Permanent office expressly established by the Constitution.
- B. Governance Appointment**
Board, trustee, director, or standing governance committee appointment.
- C. Executive Appointment**
Permanent executive position responsible for institutional or commercial management.
- D. Operating Company Appointment**
CEO or executive position within an incorporated Operating Company.
- E. Advisory Appointment**
Special Advisor or equivalent advisory appointment.
- F. Oversight Appointment**
Independent audit, integrity, trustee oversight, or similar appointment.
- G. Ad-Hoc Appointment**
Temporary appointment created for a defined mandate.
- H. External Professional Engagement**
Law firms, auditors, consultants, specialist advisers, and other contracted professional providers.

XX. STRUCTURAL SEPARATION PRINCIPLE
The JOWIH institutional architecture shall maintain the following separation:

STEWARDSHIP
Founder & Steward President
Founder’s Council / Successor Foundation Advisory Council- Special Advisers

FOUNDATION
Mission → Governance → Funding → Standards → Continental Coordination → Program Oversight

TRUSTS
Ownership → Mission Protection → Reserved Governance Powers

HOLDING COMPANY
Ownership Governance → Corporate Oversight → Capital Governance

JOWIH GROUP
Strategy → Integration → R&D → Technology → Commercial Execution

OPERATING COMPANIES
Businesses → Infrastructure → Services → Products → Operations

NEW DAWN CITY
Separate City Governance → New Dawn City Administrator → Steward President

JOWIH PROTECTIVE SERVICES
Separate Operating Company → JPS CEO
This structure prevents duplication of executive authority while preserving the constitutional separation between mission stewardship, ownership, governance, commercial execution, and New Dawn City administration.

JOWIH MASTER ECOSYSTEM FUND - VCC SECTION

VCC GOVERNANCE

The Fund as a Distinct Governance Domain
The Jowih Master Ecosystem Fund ("Master Fund") is a Foundation-established investment vehicle structured as a Mauritius Variable Capital Company (VCC).
The Master Fund:

is established by the Jowih Foundation;
is a separate legal entity from Jowih Holdings Limited;
is not under the operational control of Jowih Holdings Limited;
operates under its own governance framework;
provides regulated economic participation to permitted investors; and
does not exercise governance over the Jowih Foundation, Jowih Holdings, Jowih Group, or the Operating Companies.

The Master Fund is a distinct governance domain within the JOWIH institutional architecture.

VCC Board of Directors

Element	Architecture
Central Board	VCC Board of Directors
Board Appointment	Appointed by the Steward President of the Jowih Foundation
Board Responsibilities	Appoints auditor, custodian and fund administrator; oversees valuation policy; approves new asset admissions; ensures regulatory compliance; approves sub-fund establishment; approves unit pricing; exercises voting rights of vaulted shares in the best interest of the Fund and its unit holders
Relationship to Foundation	The Fund is a Foundation-established vehicle. The Foundation retains mission protection. The Fund does not control the Foundation.
Relationship to Holdings	The Fund is separate from Jowih Holdings. Holdings governs the commercial operating companies. The Fund provides economic participation.

VCC Central Administration - Economies of Scale

Function	Architecture
Fund Administrator	Single central fund administrator for the entire VCC framework
Auditor	Single central auditor for the entire VCC framework
Custodian	Single central custodian for the entire VCC framework
Economies of Scale	One umbrella VCC structure means one administrator, one auditor, one custodian - significantly reducing operational costs across all sub-funds
Sub-Fund Administration	Each sub-fund maintains separate accounting, valuation and reporting within the central framework

VCC Sub-Fund Cells

Element	Architecture
Structure	Segregated cells within a single VCC legal entity
Asset Isolation	Assets and liabilities of one sub-fund cannot attach to another
Scalability	Permits additional investment cells as the ecosystem expands
Compartment-Level Administration	Permits portfolio-specific accounting, valuation and reporting
Regulatory Compliance	Enables implementation within the applicable Mauritius regulatory framework

56. Regulatory Architecture - ADFA
The Master Fund operates within the regulatory framework established by the Jowih Foundation and the Accelerated Development Framework Agreement (ADFA) with participating governments.

Element	Architecture
Regulatory Basis	Accelerated Development Framework Agreement (ADFA)
Framework Provider	Jowih Foundation and participating governments
Scope	Cross-border operations, land settlement, regulatory recognition in host jurisdictions
Host Jurisdiction Compliance	Applicable local securities, exchange control, tax and land laws
Mauritius Framework	VCC licensing and regulatory oversight under applicable Mauritius law
Listing Framework	NSE and other regulated African securities exchanges
Grid Bond	Operates under its own separate framework; not governed by this Blueprint

Foreign Exchange & Currency Controls
Cross-border capital flows, currency conversion, and foreign exchange management shall be handled through the Jowih Credits framework, subject to applicable exchange-control regulations in each host jurisdiction.

Element	Architecture
FX Management	Jowih Credits framework
Scope	Cross-border settlement, unit subscriptions, distributions, land-settlement transactions
Compliance	Subject to applicable exchange-control regulations in each host jurisdiction
Design Objective	Compliant, transparent, and efficient cross-border capital movement

Stewardship and Voting
The Fund as Legal Owner of Vaulted Shares

The Fund, through its applicable VCC sub-fund compartments, is the legal owner of the vaulted shares deposited by partners. As legal owner, the Fund holds the voting rights attached to those shares. Unit holders have economic exposure to the Fund's NAV and distributable performance. Unit holders do not have direct voting rights over the vaulted shares. Unit holders do not have governance rights over the underlying companies or over the Jowih Foundation. This structure preserves the absolute decoupling of downstream economic rights from upstream control rights.

Element	Architecture
Vaulted Shares	Held by Fund
Voting Rights	Held by Fund as legal owner
Unit Holders	Economic exposure only; no direct voting rights
Fund's Exercise of Voting Rights	In the best interest of the Fund and its unit holders
Foundation Governance	Unit holders have zero rights
Stewardship	Fund exercises voting rights as owner of vaulted shares

Jowih Stewardship Principles
The Fund shall exercise voting rights in accordance with the Jowih Stewardship Principles, which shall be published and applied consistently across all vaulted shares.

Principle	Description
Long-Term Value Creation	Vote in favor of proposals that promote long-term value creation
Board Accountability	Vote against boards that fail to meet governance standards
Executive Compensation	Vote against excessive or misaligned compensation
Environmental & Social Responsibility	Vote in favor of proposals that promote sustainability
Shareholder Rights	Vote in favor of proposals that protect shareholder rights
Transparency	Vote in favor of proposals that increase transparency
Mission Alignment	Vote in favor of proposals that align with the Jowih mission

Jowih Proxy Voting Guidelines

Category	Guideline
Board Elections	Vote in favor of directors who meet independence, diversity, and competence criteria
Executive Compensation	Vote against packages that are excessive or misaligned with performance
Mergers & Acquisitions	Vote in favor of transactions that create long-term value
Capital Structure	Vote in favor of proposals that maintain a sound capital structure
Environmental & Social	Vote in favor of proposals that promote sustainability and social responsibility
Shareholder Proposals	Vote in favor of proposals that promote shareholder rights and transparency

Jowih Escalation Framework

Level	Action
Level 1	Private engagement with company management
Level 2	Public statement of concern
Level 3	Vote against board or management proposals
Level 4	Collaborate with other institutional investors
Level 5	Public campaign for change
Level 6	Consider removal of company from the Index

VCC Stewardship Committee

Element	Architecture
Composition	Independent directors, Fund executives, external experts
Appointment	Appointed by the VCC Board
Authority	Voting decisions on vaulted shares
Reporting	Annual Jowih Stewardship Report
Transparency	Public voting dashboard

Responsibilities:

Developing and maintaining the Jowih Stewardship Principles
Overseeing voting decisions on vaulted shares
Engaging with company management where necessary
Managing conflicts of interest
Reporting to unit holders
Ensuring compliance with applicable regulations

Jowih Stewardship Team

Role	Responsibility
Head of Stewardship	Leads the stewardship team
Stewardship Analysts	Monitor companies and prepare voting recommendations
Engagement Specialists	Engage with company management
Data & Reporting Analysts	Maintain voting records and reports
Compliance Officers	Ensure regulatory compliance

58.7 Conflict-of-Interest Policy

Conflict	Management
Fund vs. Company	Independent review by VCC Stewardship Committee
Fund vs. Unit Holders	Disclosure and independent review
Fund vs. Foundation	Foundation outside investable plane; no conflict

Conflict

Fund vs. Partners

Management

Partners retain economic interest; no conflict

Public Dashboard

The Fund shall maintain a public voting dashboard showing:

- How the Fund voted on each proposal
- The rationale for each vote
- The outcome of each vote
- Engagement activities
- Escalation activities

Annual Jowih Stewardship Report

The Fund shall publish an annual Jowih Stewardship Report covering:

- Voting activities
- Engagement activities
- Escalation activities
- Conflicts of interest
- Compliance
- Impact on long-term value creation

Appointment Categories - VCC

For purposes of the JOWIH appointment process, the following VCC positions shall be classified as follows:

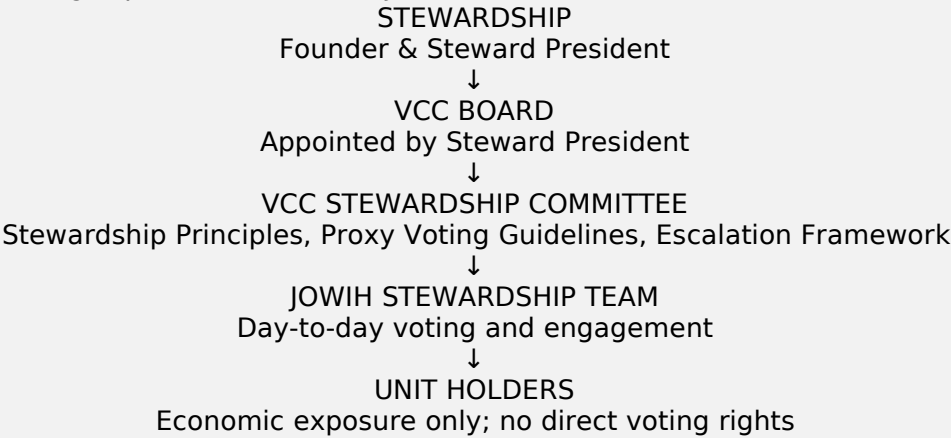
Position

Category

VCC Board Director	Governance Appointment
VCC Stewardship Committee Member	Governance Appointment
Head of Stewardship	Executive Appointment
Stewardship Analyst	Executive Appointment
Engagement Specialist	Executive Appointment
Compliance Officer	Executive Appointment
Fund Administrator	External Professional Engagement
Auditor	External Professional Engagement
Custodian	External Professional Engagement
Legal Counsel	External Professional Engagement

Structural Separation - VCC

The VCC shall maintain the following separation within the JOWIH institutional architecture:



JOWIH ORGANISATION SUMMARIZED GOVERNANCE FLOW

