



Policy on Board Committees

Policy on Board Committees – Summary

This summary highlights the structured approach to governance through various Board committees, ensuring transparency, compliance with regulatory requirements, and effective oversight of corporate affairs.

1. Introduction

Board committees are established to focus on specific governance areas and support the Board in fulfilling its responsibilities. These committees are composed of Board members and play a crucial role in governance.

2. Objectives

The policy outlines the roles, responsibilities, and procedures related to the committees of the Board.

3. Board Committees

The policy mandates the establishment and effective functioning of several committees:

3.1. Nomination and Governance Committee

- **Composition:** Minimum of three Directors, including at least two Independent Directors. No Executive Directors can be part of this committee. The Chairperson must be an Independent Director.
- **Functions:** Responsible for assessing and recommending Directors for the Board and its committees, establishing criteria for Director selection, evaluating Board and CEO performance, developing succession plans, and overseeing corporate governance frameworks.

3.2. Remuneration Committee and HR

- **Composition:** Minimum of three Directors, including at least two Independent Directors. No Executive Directors can be part of this committee. The Chairperson must be an Independent Director.
- **Functions:** Recommends remuneration for Executive Directors and CEO, engages external consultants for remuneration assessment.

3.3. Audit Committee

- **Composition:** Minimum of three Directors, with a majority being Independent Directors. No Executive Directors can be part of this committee. The

Chairperson must be an Independent Director who is a member of a recognized professional accounting body.

- **Functions:** Oversees financial reporting compliance, reviews financial statements, approves external auditor appointment and remuneration, ensures internal controls and risk management effectiveness, and monitors audit processes.

3.4. Related Party Transaction Review Committee

- **Composition:** Minimum of three Directors, including at least two Independent Directors. Executive Directors can optionally be included. The Chairperson must be an Independent Director.
- **Functions:** Reviews and manages related party transactions to ensure fairness and prevent conflicts of interest.

4. Other Subcommittees Additional subcommittees may be formed for specific purposes, such as Investment, Risk Management, Strategy Review, and Procurement, with Board approval.

5. Disclosures in Annual Report The Annual Report will include detailed information about each committee's activities, ensuring transparency and adherence to regulatory standards.

6. Applicable Directives

- Committees provide recommendations to the Board, which makes final decisions.
- Committees meet regularly, with agendas prepared by the Chair and minutes distributed to members.
- Committees are expected to review their performance annually and adjust their terms of reference as needed.