Integrated Management System

EMSTEEL BOARD CHARTER

1. DEFINITIONS /ABBREVIATIONS

In this Charter (if not inconsistent with the subject or context and unless otherwise stated herein) the words and expressions set out in the first column below shall bear the meaning set out opposite to them respectively:

TERM/ABBREVIATION	DEFINITION
ADX	The Abu Dhabi Securities Exchange
Articles	The Articles of Association of the Company as may be amended from time to time.
Board or BOD	The Board of Directors of the Company.
Board Member	Any member of the Board as elected by the General Assembly from time to time.
Board Secretary	The person appointed by the Board independent of Company management and designated as the Board Secretary of the Company.
Chairman or Chairperson	The Chairperson of the Board.
Charter	This Board Charter, as may be amended and approved by the Board from time to time.
Committee	A committee constituted by the Board, including but not limited to the Audit & Risk Committee, Nomination and Rewards Committee, Strategic Investment Committee, and ESG Committee.
Companies Law	The UAE Federal Law No. 32 of 2021 concerning Commercial Companies (and its amendments from time to time).
Company	Emsteel Building Materials PJSC
Delegation of Authority or DOA	The policy on Delegation of Authority as may be amended from time to time.
Employee	An employee of the Company.
Executive	An Employee directly reporting to the Group Chief Executive Officer and carrying out managerial responsibilities including employees designated as an Executive by the Nomination and Rewards Committee. Collectively, as Executives.
Executive Board Member	A Board Member who is also an Employee.

External Auditors	The auditing firm or firms of independent public accountants engaged to audit the financial statements of the Company as may be appointed by General Assembly.

General Assembly	The General Assembly of the shareholders of the Company convened per the requirements under the Articles, Companies Law and SCA Governance Rules.
Group	Collectively, the Company and each of its wholly owned or controlled subsidiaries.
Independent Board Member	A Board Member who has no relationship with the Company, its Executive Management, auditor, parent company, subsidiary, sister or affiliate company, in a manner that may lead to financial or other benefits that may affect his / her decisions. A member forfeits his independence capacity in the cases stipulated in this Decision.
Non-Executive Board Member	A member that neither holds any position in the Company, nor receives a salary therefrom, and the remuneration it receives as Board member shall not be considered as a salary.
Related Party	Entities and persons classified as such pursuant to the resolutions or regulations issued by the SCA.
SCA	The Securities and Commodities Authority in the UAE.
SCA Governance Rules	The governance rules set forth in Securities & Commodities Authority Decision No. (3/Chairman) of 2020 Concerning the Approval of Joint Stock Companies Governance Guide, as may be amended or replaced from time to time.
Senior Management	An Employee directly reporting to an Executive.

2. PURPOSE

2.1 The purpose of the Charter is to provide the Board with a guide to define and clarify the roles and responsibilities of the Board and each of the Directors in its mandate to provide strategic guidance for the Company and effective oversight of its management and operations in attaining its objectives.

2.2 The Charter also works as a tool to address governance related issues in accordance with the Articles, Companies Law, SCA Governance Rules and other relevant regulations.

2.3 The provisions of this Charter are subject to:

a. Applicable regulatory requirements, including Law No. 32 of 2021 Concerning Commercial Companies, rules, and regulations of any stock exchange on which securities of the Company are listed, and requirements contained in the SCA Governance Rules published by the UAE Securities and Commodities Authority; and requirements set in the Articles of the Company.

b. Subject to the above, the Board shall abide by the provisions of this Charter while adhering to the highest ethical standards and principles.

c. In the event of any ambiguity or conflict between this Charter and the applicable regulatory requirements (including SCA Governance Guide) and Articles, the latter will prevail, and the Board will make such modification to this Charter as deemed necessary.

3. COMPOSITION

3.1 Appointment, size, composition, qualification, and term

3.1.1 The size of the Board will be determined in accordance with the Articles and by reference to applicable laws and regulations, in particular, the SCA Governance Rules, to ensure efficient decision-making and promote corporate governance provided that:

a. Majority of Board Members shall be Non-Executive Board Members as well as Independent Board Members as defined by the SCA Governance Rules; and

b. the Chairman of the Board and majority of Board members must be UAE nationals.

c. At least 20% of the candidates nominated for Board membership must be female. The rate of female representation on the Board must be disclosed in the annual governance report, and if females are underrepresented, the Company must disclose the reasons.

d. The Board Secretary shall maintain a register including the name, date of appointment and type of Board membership etc.

3.1.2 Nomination for Board membership shall be opened and announced, along with inviting the General Assembly, taking the following into consideration:

a. The nomination to the Board membership shall remain open for a period of at least ten (10) days from the date of the announcement.

b. The names and details of the candidates shall be published on the Company website at least two (2) days prior to the General Assembly meeting of the Company;

c. After closing the nomination, a candidate shall not relinquish his/her nomination to another person; and

d. SCA and ADX shall be provided with a list of candidates' names on the day following the nomination closing.

3.1.3 The Board shall be sufficiently diverse in its composition and must:

a. Have an appropriate range of skills, experience, and expertise in the fields in which the Company operates.
b. Have proper understanding and competence when dealing with current and emerging issues of the Company's business.
c. Effectively review and challenge the performance of management and exercise independent judgment.
d. Exercise and perform their powers and tasks while adhering to loyal behavior taking into consideration the Company's and shareholders' interest.
e. Take due care, diligence and skill as taken by a normal person in similar circumstances.
f. Comply with the applicable laws, regulations and decisions as well as the Company's Articles.
g. These requirements, amongst others, shall be monitored by the Nomination and Rewards Committee of the Company.

3.1.4 Board Members shall hold office for a term of three years, at the end of which they shall resign, but shall be eligible for re-election or re-appointment, as the case may be, on each occasion.

3.1.5 The Board may appoint Board members to the positions which become vacant during the year provided that such appointment is presented to the General Assembly at the first subsequent meeting thereof to confirm their appointment or to appoint others. If the number of vacant positions during the year reaches one-quarter of the number of Board Members or more, the Board must invite the General Assembly to convene within thirty (30) days from the date of the last vacancy in order to elect persons to fill the vacant positions. In all cases, the new Board Member shall complete the term of his or her predecessor, and such Board Member may be re-elected once again.

3.1.6 The position of the Board Member shall be vacant on occurrence of any of the events mentioned in the Articles and SCA Governance Rules.

3.1.7 The Nomination and Rewards Committee shall set and endorse the nomination, selection, appointment, and re-appointment criteria for Board Members.

3.2 Restrictions on Board Membership

Directors are not permitted to:

3.2.1 Concurrently hold more than five (5) board positions in joint stock companies having their head offices within the UAE; and

3.2.2 Be the Chief Executive Officer or a managing director of more than one (1) company located in the UAE.

3.3 Removal and Resignation of Board Members

3.3.1 Board Member shall cease to be a Board Member if he/she resigns in writing from his/her position and shall be deemed to have resigned in the following instances:

a. If he/she absents himself/herself from more than three consecutive (or five non-consecutive) Board meetings without a justifiable excuse acceptable to the Board during the term.
b. If he/she is convicted of any crime or other offence involving dishonesty or immorality.
c. If he/she is declared bankrupt or ceases to pay his/her commercial debts, even if the same has not resulted in the announcement of their bankruptcy.
d. If he/she discloses to any third party any information detrimental to the Company's interests which he became aware of in the course of his/her being a Board Member.
e. If he/she is dismissed pursuant to the provisions of the Articles.
f. If he/she is not re-elected after the expiry of their term of membership.
g. If he/she is dismissed by a resolution adopted by the shareholders in a General Assembly.
h. If he/she dies or becomes legally incapacitated.
i. If his/her membership is contrary to the provisions of the Companies Law, SCA Governance Rules or any other law or regulation.

3.3.2 In the event of resignation, a Board Member should provide a written statement to the Chairman identifying his/her concerns, for circulation to the full Board.

3.3.3 The General Assembly shall have the right to dismiss any Board Member and elect new members. Upon resignation/removal of a Board Member, the Company must inform the competent authority.

3.3.4 A Board Member dismissed under the provision of paragraph 5.4(a) hereinabove, shall not be eligible to become a Board Member for a period of three (3) years after his/her dismissal.

4. BOARD CHAIRMAN

4.1 The Board shall elect by secret ballot a Chairman and Vice-Chairman from amongst its members, provided that they are citizens of the United Arab Emirates. In the absence of the Chairman or in case of his inability to act, the Vice-Chairman be the acting Chairman. It shall not be permissible for the same individual to contemporaneously hold the position of Chairman and Group CEO/managing director or any other executive function in the Company in accordance with the rules and regulations of SCA.

4.2 The Chairman of the Board shall be the legal representative of the Company before all types of courts, arbitration panels and vis-a-vis third parties.

4.3 The Chairman's membership in the Board Committees shall be in accordance with applicable regulatory requirements.

4.4 The Board Chairman shall undertake the following responsibilities:

a. Ensure that the Board and its member acts efficiently, fulfills its roles & responsibilities and discusses all issues on a timely basis.
b. Develop and approve the agenda of each Board meeting, taking into consideration any issues that Board members propose to be included in the agenda. The Board Chairman may delegate this responsibility to a certain Board member or the Board Secretary under his own supervision.
c. Encourage all Board members to participate fully and efficiently in the Board in order to achieve the Company interests and ensure performing the Board members' tasks in the best interests of the Company.
d. Adopt suitable procedures to ensure efficient communication with the shareholders and the Board.
e. Hold periodic meetings (at least once annually) with the Non-Executive Board members without presence of the Company executives.
f. Facilitate the effective participation of Board members, specifically Non-Executive Board members; establish constructive relations between Executive Board members and Non-Executive Board members; and work to create a culture that encourages constructive criticism.
g. Ensure that the Board members receive all the necessary information that is clear, accurate and not misleading, so that they can perform their duties.
h. Ensure that the Board and Board members are subject to the annual performance evaluation. Further an external consultant shall be invited once in three years to evaluate the Board and its Committees.
i. Ensure the participation of the Board members, upon their appointment, to an induction.
j. Ensure that the Board members receive appropriate training programs.

k. Ensure that the Board has sufficient time for consultation and decision making.

l. Represent the Company before third parties according to provisions of the Companies Law and the Articles.

m. Consider any issues raised by the Board members or the external auditor, consult with the Board members and the Executive Director when preparing the agenda of the Board, and ensure that minutes of meetings are kept.

n. Ensure the proper functioning of the Board and its Committees in accordance with applicable laws and regulations.

o. Ensure that the Board members obtain the approval of the market's board of directors on trading in the Company's shares.

p. Ensure that the Board elects a Vice-Chairman.

q. Ensure that every Board member, at each Board meeting, is handed over a declaration for disclosure of conflict of interests.

r. Ensure that the Board members disclose information and actions in accordance with the requirements of SCA.

s. Notify the General Assembly, during the meeting, of the business and contracts in which any Board member has a direct or indirect interest. Such notification shall include the information provided by the member to the Board and shall be accompanied by a special report from the External Auditor of the Company.

t. Support and encourage standards of corporate governance and ethical culture within the Board and within the Company.

u. Ensure effective communications with shareholders and stakeholders.

5. BOARD SECRETARY

5.1 The Board shall appoint a Board Secretary independent of the Company management, who shall report directly to the Board. His/her authorities and remuneration shall be determined by a Board resolution. The Board Secretary may not be a Board member.

5.2 Qualifications of Board Secretary: The Board shall determine the qualifications that the Board Secretary must have in proportion to the Company and its field of work, provided that he/she shall hold an appropriate qualification and have legal experience and high competence in preparing the Board's files and follow-up reports.

5.3 The Board Secretary shall perform the following functions:

a. Document the Board meetings and prepare their minutes, which shall include the discussions and deliberations that took place during these meetings, and place of these meetings as well as times and dates of their start and end. Register the Board resolutions and voting results and keep them in a special and organized record, including the names of attendees and any expressed reservations (if any). These minutes shall be signed by all attending members.

b. Keep all reports submitted to the Board and those prepared thereby.

c. Provide Board members with the Board meeting agenda of the meeting and the related papers, documents, and information and any additional information related to subjects contained in clauses of the agenda requested by any Board member.

d. Make sure that Board members comply with actions approved by the Board.

e. Notify Board members of the Board meetings dates well in advance of the meeting date.

f. Submit draft of the minutes to Board members to express their opinion thereon before signing it.

g. Make sure that the Board members, completely and immediately, receive a photocopy of the minutes of the Board meetings, information and documents related to the Company.

h. Notify the Company executive management about resolutions of the Board and its committees and report on their implementation and application.

i. Support the Board evaluation process.

j. Coordinate between Board members, executives, and the Board's committees.

k. Regulate the disclosure record of the Board and the Executive Management in accordance with provisions stipulated in this Charter and the applicable legislations and provide assistance and advice to Board members.

l. Verify that the members of the Board (related parties) do not attend the meeting of the Board to discuss transactions related to them in the event that the Board did not decide otherwise.

m. Verify that the members of the Board (related parties) do not participate in voting in the transactions made in their favor.

n. Verify that the members of the Board (related parties) do not sign the decisions made in their favor.

o. Document all of the above in writing in the minutes of the Board.

5.4 It shall not be permissible to dismiss the Board Secretary, interfere in his work, or impose sanctions or penalties on him, except by a resolution of the Board.

6. AUTHORITY AND DELEGATION OF THE BOD

6.1 Authority

6.1.1 The Board shall have all the powers to perform all acts and deeds on behalf of the Company as the Company may be permitted to do, and to engage in all actions and exercise all such powers to achieve its objectives. Such powers and actions shall not be limited except as specified by the Companies Law, SCA Governance Rules, and Company's Articles.

6.1.2 Subject to the provisions of the Companies Law and the SCA Governance Rules issued by SCA, the Board has been expressly authorized to enter into loan agreements having a period in excess of three (3) years, to discharge the debtors of their liabilities towards the Company, to enter into compromise agreements and to agree to arbitration.

6.1.3 The Board shall establish from amongst its members one or more committees and grant such committee some of its powers or entrust it with monitoring the Company's business and the execution of its resolutions. The Board has the authority to appoint and remove the members of each Board Committee.

6.2 **Delegation to Group Executive Management**

6.2.1 The Board delegates to the Group CEO the authority and power to manage the day-to-day business affairs of the Company within specific delegations and limits that the Board sets.

6.2.2 A list of tasks and authorities maintained by the Board and those delegated to the Board Committees, Group CEO and Group Executive Management are set out in the Company's DOA.

7. BOARD COMMITTEES

7.1 The Board has established the following Committees to assist the Board in discharging its oversight responsibilities:

a. Audit and Risk Committee
b. Nomination and Rewards Committee
c. Strategic Investment Committee
d. ESG Committee

7.2 Other Committees may be established from time to time by a Board resolution.

7.3 The purpose and responsibilities of each Committee are described in their respective Committee Charter.

7.4 The Board Committees may appoint members who are not Board members.

8. INDUCTION, TRAINING AND BOARD EVALUATION

8.1 **Induction**

The Company shall present to the new Board members an induction program on the Company and its business as well as other subjects that assist them in performing their duties, focusing in particular on the following:

a. Company history;
b. Company strategy, objectives, vision and mission;
c. Board and Committee structure;
d. SCA Governance Rules
e. Obligations, duties, liabilities and rights of Board members;
f. Governance structure;
g. Departmental structure and hierarchy;
h. Financial and operational practices of the Company;
i. Conflict of Interest and Related Party policy;
j. Risk policy;
k. Code of conduct (incl. Insider Trading);
l. Whistleblowing; and
m. Insight on Finance and Audit.

8.2 **Evaluation**

8.2.1 An annual evaluation shall be conducted by the NRC, Board Secretary or external third party to evaluate the performance of the Board, the performance of its members, committees, and the executive management.

8.2.2 The evaluation shall include consideration of all the Board's key areas of duties and responsibilities and will specifically include areas where the Board and/or management contribution may be improved.

8.2.3 The Nomination and Rewards Committee will recommend to the Board the performance criteria (both measurable and qualitative) to be considered in these evaluation processes.

8.2.4 An external independent consultant will be brought in once every three years to review and make recommendations on any aspect of the Board's activities and performance.

8.3 **Training**

8.3.1 The Company shall provide, to members and Board Secretary, specialized courses as a mean for continuing professional education in matters directly related to the Company interests.

8.3.2 The Board shall annually identify the training needs of the Board and its members in order to provide such training in light of the available budget. Training subjects shall depend on gaps identified through the annual evaluation of the Board.

9. MEETINGS

9.1 **Frequency and Notice of meeting**

9.1.1 The Board shall meet at least four (4) times a year and at such times as shall be determined by its Chairman, or upon the request of any two (2) of its Directors.

9.1.2 The agenda of each meeting will be prepared by the Board Secretary in consultation with the Chairman and the Group CEO and circulated to each Director at least five (5) business days prior to the meeting date.

9.1.3 In the event that an urgent Board meeting is convened without providing notice to members one week prior to the meeting, such meeting shall not be considered among the 4 mandatory Board meetings required as per Section 9.1(9.1.1) above.

9.1.4 The meetings of the Board shall be held in the Company's headquarters unless the Board considers otherwise. The meeting shall be valid only after inviting all the members.

9.2 **Convening the meeting and coordinating its proceedings**

9.2.1 The Board Secretary shall be responsible to prepare the Annual Board meeting calendar, agenda and provide the Board members with Board papers.

9.2.2 Directors may assist in the development of an agenda for Board meetings through the Chairman.

9.2.3 Executive Management and other invitees shall attend Board meetings by invitation.

9.2.4 Participation in meetings through the modern means of communication (including teleconference, video conference and other electronic means) is permissible subject to compliance to the procedures prescribed by SCA in this regard. In such case any Director attending a meeting through such modern means of communication shall be deemed to be present for the purposes of determining quorum and shall be permitted to vote on any proposed resolutions at such meeting. The Board Secretary shall ensure that the Company has the electronic equipment needed; this equipment shall be tested before the meetings.

9.2.5 In case of Board meeting through virtual tools, the Board Secretary shall coordinate and ensure the following:

a. Contacting all members to make sure they attend the meeting either in person or through this mechanism.

b. The member who intends to attend via this mechanism shall notify the Board Secretary sufficiently in advance of the meeting and sign on using this mechanism in the meeting.

c. All documents shall be sent before the meeting to all members.

d. The Minutes of Board Meeting shall be recorded and saved.

e. Each member of the Board as well as the Board Secretary shall introduce himself at the beginning of the meeting (for recording purposes).

f. At the beginning of the meeting, the users of this mechanism shall confirm the following:

- Clear hearing of the rest of the members present in person.
- Receiving all the documents and agenda for the meeting.
- Determining the type of device used in the mechanism.

g. A member of the Board shall mention his/her name in case he desires to speak when making an intervention, comment, or vote.

h. In accordance with the requirements of Article (24) of SCA Resolution No. 3 of 2020 concerning Approval of Joint Stock Companies Governance Guide, for all Board meetings held using electronic media:

i. The Board shall have the choice to record audio/video of the Board meetings., and

j. The electronic register of the meetings of the Board and its Committees shall be kept by using audio or video methods and techniques.

9.3 **Attendance and Quorum**

9.3.1 The Chairman (or his nominee) will preside at all meetings of the Board.

9.3.2 An attendance of the majority of the Directors of the Company forms a quorum. A Board member may authorise any other Board member to vote on behalf of him/her, by issuing a written power of attorney to that effect. In such case, a Board member may not replace more than one member, and such member shall have two votes. The power of attorney shall be provided to the meeting Chairman prior to the Board meeting.

9.3.3 A Director may not be absent for more than 3 consecutive meetings or five intermittent meetings without permission of the Chairman.

9.4 **Voting**

9.4.1 Each Director will have one vote. In the case that a tie is reached in a vote, the Chairman shall have a casting vote or if the Chairman is not present, then his nominee will stand in his stead.

9.4.2 A simple majority of the Directors present at any meeting, at which a quorum is present, may act on behalf of the Board.

9.4.3 Voting by correspondence is impermissible, and a delegated member shall vote on behalf of an absent member in the manner specified in the power of attorney;

9.4.4 In case a Director is subject to conflict of interest on a particular issue to be considered by the Board and the Board resolves that it is a material issue, the concerned Board member should declare his/her conflict and may not vote on the resolution.

9.5 **Minutes**

9.5.1 The minutes of meetings of the Board or its Committees shall reflect details of considered issues and adopted resolutions, including any reservations or objecting opinions raised by members. All attending Directors shall approve the draft minutes of the meetings of the Board prior to signing.

9.5.2 Minutes of meetings of the Board shall be kept by the Board Secretary. Minutes of meetings of the Board Committees shall be kept by the appointed secretary for each Committee. In case a Director refuses to sign, his/her objection shall, together with the cause(s) of the objection shall be reflected in the meeting minutes.

9.5.3 The Board may, at the Company's expense, by a resolution adopted by a majority of attending members, request an external consultant's / expert's opinion on any issues related to the Company.

10. WRITTEN RESOLUTIONS BY CIRCULATION

10.1 The Board may pass Written Resolutions in emergency cases without a formal meeting by circulation subject to the following conditions:

a. Majority approval of the Board members is in place that the case entailing passage of resolution is an emergency;

b. the Board members shall receive the resolution in writing for approval, together with all necessary associated documents for review; and

c. any passed resolutions of the Board shall be approved in writing by a majority and shall be forwarded to the next meeting of the Board to be included in the meeting minutes.

10.2 The above approval of Board decisions by passing shall not be considered a meeting for the purpose of minimum requirement of Section 9.1 above.

11. BOARD RESPONSIBILITIES

11.1 The business of the Company is conducted by its employees, managers and executive officers, under the direction of the appointed Group Chief Executive Officer ("Group CEO") and the oversight of the Board, to enhance the long-term performance and value of the Company.

11.2 The Board shall assume all the necessary powers for the Company's management in line with its Articles. The ultimate responsibility for the Company rests with the Board even if it establishes Committees or delegates certain of its powers to any other individual.

11.3 The Board must carry out its duties in a responsible manner, in good faith and with due diligence. Its decisions should be based on sufficient information from executive management, and/or from any other reliable sources.

11.4 The Board operates by delegating certain of its responsibilities to management and reserving certain powers to itself. The Board shall determine the powers to be delegated to the Company's executive management and the procedures for taking any action and the validity of such delegation. It shall also determine matters reserved for decision by the Board.

11.5 In addition to the Board's statutory responsibilities under applicable regulatory requirements, the Board shall have the following responsibilities. The responsibilities of the Board provided herein will be superseded by the approved DOA, where relevant, and supported by the corresponding business processes:

Sr. No.	Area/Function	Responsibilities
1.	Capital Allocation and Structure	a. Approve guidelines/principles on capital allocation and capital expenditures of the Company and oversee its implementation. b. Approve proposed issuance of equity stock, options, equity instruments, other securities or other changes to the Company's capital structure.
2.	Investments	a. Review and approve acquisitions/disposals of investments which exceed the authority limits delegated to the Strategic Investment Committee as per the approved DOA. b. Review and approve pre-termination/early redemption of loans/financing activities within defined thresholds as per the approved DOA. c. Settle corporate debt within defined thresholds as per the approved DOA. d. Review and approve purchase/disposal of fixed assets within defined thresholds as per the approved DOA.
3.	Strategy	a. Approve, monitor and evaluate the Company's current, medium and long-term strategic objectives and business plan considering

Sr. No.	Area/Function	Responsibilities
		the competitive and regulatory landscape, long- term interest, exposure to risk and the ability to manage risk effectively. b. Review the assumptions and rationale underlying the Company's strategic plans and ensure that clearly defined and measurable performance metrics (e.g., Key Performance Indicators) are developed and embedded throughout the Company. c. Periodically review strategy and business plan performance dashboard and achievements of KPI targets.
4.	People	a. Approve succession plan for the members of Group Executive Management and key personnel. b. Oversee the design and implementation of the Company's compensation framework and ensure that it is aligned with the Company's strategic objectives and the risk appetite. c. Review and approve policy and structure of performance- based remuneration/bonus schemes for the Group CEO and Group Executive Management.
5.	Risk Management	a. Approve and oversee implementation of an effective Enterprise Risk Management Framework (including risk policies) across the Company. b. Review key risks (including emerging risks) that the Company is or likely to be exposed to and determine the nature and extent of such risks it is willing to undertake to achieve the strategic objectives of the Company. c. Approve and monitor a Companywide risk appetite statement and risk limits, considering the competitive and regulatory landscape and the Company's long-term strategic objectives. d. Obtain updates from the Audit and Risk Committee on the risk management practices and strategies, key risks facing the business, any changes to the risk profile and the respective mitigation plans. e. Approve Company wide contingency, business continuity and disaster recovery plans.

Sr. No.	Area/Function	Responsibilities
6.	Governance	a. Set the "tone from the top" by playing a lead role in establishing, promoting, and monitoring the Company's adherence to corporate culture and values that create expectations that all business must be conducted in a legal and ethical manner. b. Monitor and influence the culture, reputation and ethical standards. c. Approve the Company's Corporate Governance framework and ensure it remains appropriate to the operational structure, size, complexity and business strategy of the Company and applicable regulatory requirements. d. Periodically review the structure, size and composition (including the skills, knowledge, and experience) of the Board and Board Committees. e. Conduct annual performance assessment of the Board, Board Committees and Individual Directors and determine/implement improvement opportunities, if any. f. Approve induction programs for new Directors and ongoing training programs of the Board. g. Approve nomination and selection procedures of Board membership. h. Approve the DOA and proposed changes to the DOA by providing a clear policy for delegated authorities throughout the Company. i. Appoint the Board Secretary and set his/her terms of reference and key performance indicators. j. Approve and monitor compliance with the Conflict of Interest and Related Party Policy to ensure perceived and actual conflicts of interests are effectively assessed and managed. k. Approve and monitor compliance with the Conflict of Interest and Related Party Policy. l. Approve Investor Relations Policy to ensure that the Company fulfills its obligations towards shareholders, preserving their rights, providing them with required information, and establishing sound relations with them.

Sr. No.	Area/Function	Responsibilities
		m. Approve Insider Trading Policy to prevent misuse of the Company's material non-public information. n. Approve the Company Disclosure and Transparency Policy and monitor its compliance across the Company. o. Approve the Company's Code of Business Conduct and monitor its compliance across the Company. p. Approve the Company's annual report and ensure it is available to the Company's shareholders in a timely manner. q. Approve press releases, statements and other correspondence which include material financial or non- financial information issued to shareholders and general public, including critical and politically sensitive information.
7.	Sustainability and ESG	a. Approve Company's environmental and social policies, programs, and practices which impact its stakeholders and business goals. b. Approve Company's additional corporate social responsibility actions based on recommendations from the ESG Committee and political and regulatory trends. c. Approve Company's ESG strategy, which includes climate change mitigation and long-term sustainability of the business, with guidance from the ESG Committee. d. Oversee the implementation of Company's ESG strategy with guidance from ESG Committee. e. Approve appropriate metrics, procedures, and targets relating to environmental, health, and safety matters to gauge progress toward achievement of Company's objectives, including decarbonization. f. Review significant health, safety or environmental incidents or litigation, or material regulatory compliance violations or proceedings in which Company is, or is reasonably likely to become, involved. g. Review significant changes to legislation or regulations, judicial decisions, protocols, conventions or other agreements, public policies, or other medical or scientific developments involving

Sr. No.	Area/Function	Responsibilities
		health, safety, and environmental matters that are reasonably likely to materially affect employee safety and health. h. Engage with stakeholders to address ESG and climate-related issues and concerns. i. Approve Company's strategies, initiatives, and programs with respect to its culture, talent recruitment, development and retention, and employee engagement as they pertain to diversity and inclusion.
8.	Financial and Business Performance	a. Approve and monitor the Company's annual budget for the Company. b. Approve significant Company expenditure within defined thresholds as per the approved DOA. c. Approve write-off/impairment of assets within defined thresholds as per the approved DOA. d. Approve financial commitments/guarantees within defined thresholds as per the approved DOA. Approve and monitor the Company's annual budget for the Company. e. Approve significant Company expenditure within defined thresholds as per the approved DOA. f. Approve write-off/impairment of assets within defined thresholds as per the approved DOA. g. Approve financial commitments/guarantees within defined thresholds as per the approved DOA.
9.	Financial Reporting	a. Recommend the Company's annual financial statements to the shareholders for approval. b. Approve interim financial statements and significant financial reports to regulators/public, where applicable. c. Approve all financial information in material public disclosure documents including press releases, prospectuses, regulatory disclosures, proposed dividend announcements, and other public documents. d. Monitor the processes, controls and procedures which are in place to maintain the integrity of the Company's accounting and

Sr. No.	Area/Function	Responsibilities
		financial records and statements with the support of the Audit and Risk Committee.
10.	External Audit	a. Endorse proposed appointment of External Auditors along with their remuneration for shareholders' review and approval at the Annual General Meeting. b. Approve representation letters requested by the External Auditor from the Company to ensure all substantial matters are addressed.
11.	Internal Audit	a. Monitor and review reports from the Audit and Risk Committee in relation to internal audit activities. b. Review significant audit and compliance issues, assess proposed corrective action plans and oversee their implementation.
12.	Internal Controls	a. Establish an effective internal control framework across the Company, considering the Company's risk profile, and oversee its implementation. b. Monitor and review reports from the Audit and Risk Committee in relation to effectiveness and efficiency of the internal control framework and systems.
13.	Compliance and Legal Matters	a. Monitor and review reports from the Audit and Risk Committee in relation to effectiveness of the compliance framework and systems. b. Ensure compliance with applicable regulatory requirements. c. Review investigations of significant regulatory breaches, misconduct, and/or fraud, including matters pertaining to the integrity of Group Executive Management (e.g., due to a conflict of interest) and ensure appropriate corrective/disciplinary actions have been implemented. d. Approve and oversee implementation of the internal whistleblowing policy and mechanism. e. Approve initiation of litigation/arbitration proceedings/defending strategy within defined thresholds as per the approved DOA. f. Approve any material litigation settlement within defined thresholds as per the approved DOA.

Sr. No.	Area/Function	Responsibilities
		g. Receive regular reports on significant litigation and financial commitments and potential liability issues involving the Company.

12. DIRECTOR OBLIGATIONS

12.1 The Directors shall perform their duties with integrity and focus on enhancing long-term shareholder value.

12.2 The Directors shall devote sufficient time to carrying out their duties and responsibilities effectively.

12.3 The Directors may serve on other boards of public/non-public companies (subject to any restrictions imposed by any applicable law or regulation) provided they are able to perform their responsibilities to the Company in an independent and diligent manner.

12.4 Directors shall avoid conflict of interest and provide declaration of independence.

12.5 Directors shall disclose to the Company, any direct or indirect work that constitutes a competition to the Company, the names of companies and public institutions he/she works for or serves as a member of the boards of directors therein, and any other relationships that could potentially result in a conflict of interest.

12.6 The basic responsibility of the Directors is to act in good faith, with care and diligence and exercising business judgment, in the best interests of the Company and its shareholders. In discharging that responsibility, the Directors shall be entitled to rely on the honesty and integrity of the Company's senior executives and their independent advisors and auditors etc.

12.7 The Directors are expected to attend Board meetings and meetings of the Board Committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

12.8 Information and data that is important to the Directors' understanding of the business to be conducted at a Board or a Board Committee meeting should generally be distributed in writing to the Directors in a sufficient period of time (5 business days) prior to the meeting, and the Directors should review such materials in advance of the meeting.

12.9 The Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities, which would interfere with their ability to carry out their duties and responsibilities effectively on the Board or any of the Board Committees.

12.10 Additionally, the Non-Executive Directors shall have the following obligations:

a. Participating in the meetings of the Board and to provide independent opinion on strategic matters, policy, performance, accountability, resources and appointments;

b. Ensuring that the priority shall be given to the interests of the Company and its shareholders in the event of a conflict of interests;

c. Participating in the Committees the Board may constitute from time to time;

d. Follow up on the Company's performance in realizing its agreed objectives and goals and to monitor its performance reports;

e. Providing the Board and its different Committees their skills, experience, diversified specialties and qualifications through regular presence and efficient participation in the General Assembly.

13. LIABILITY OF BOARD MEMBERS

13.1 The Company shall be bound by the actions of the Board within the limits of the Board's authority and shall be liable to compensate for loss or damage arising from breach of the applicable regulatory requirements, the Company's Articles, or any other illegal acts committed by the Directors in the course of their management of the Company.

13.2 Directors shall be liable toward the Company, the shareholders and third parties for all acts of fraud, power abuse, violation of the applicable regulatory requirements, SCA regulations or the Company's Articles.

13.3 The liability of the Board Members referred above shall be joint if the mismanagement resulted from a unanimous resolution of the Board. However, where the relevant resolution was adopted by a majority vote, the dissenting Board Member shall not be liable, provided that they have recorded their objection in the minutes of the meeting. A Board Member who was absent from the meeting in which the resolution was adopted shall not be relieved from liability unless it can be proven that he had no knowledge of the resolution or that he knew about the resolution but had not been able to object to it.

14. CONFLICT OF INTEREST / DECLARATION OF INTEREST

14.1 Board Members should take all reasonable steps to avoid conflicts of interest.

14.2 Directors shall, upon assuming the office, disclose to the Company all interests and relationships that may, or may be deemed to, affect his/her ability to perform his/her duties as a Director. Any such declared interests shall be recorded by the Board Secretary.

14.3 In particular, Directors shall disclose partnerships, related employment or the main interests of relatives that may create a conflict or potential conflict in interests. Each Director shall notify the Company of any changes in his/her interests and shall complete a form prepared by the Company for this purpose on a quarterly basis and as may be necessary to determine specifically his/her interests.

14.4 The Board Secretary shall request the Directors to review the form on a quarterly basis to verify its accuracy and completeness.

14.5 At the beginning of each Board meeting, each Director shall declare their actual or potential conflicting interests, if any, which shall be recorded by the Secretary in the meeting minutes and:

a. must not participate in the Board discussion on such transaction;
b. must refrain to vote on any such proposed transaction; and
c. must not seek to influence the decision in relation to the proposed transaction.

14.6 The Board shall facilitate a process to ensure conflicts of interest are recognized and dealt with appropriately in line with the Company's Conflicts of Interest and Related Party Policy and shall include an opportunity at the commencement of each Board meeting, to declare a conflict of interest on any matter on the agenda and to maintain a register of conflicts of interest together with details of measures taken with regards to such conflict of interest.

15. OWNERSHIP AND DOCUMENT MAINTENANCE RESPONSIBILITIES

15.1 Periodic Review

The Board must review this Charter on a periodic basis preferably once every two (2) years to determine any requirement for updates arising from changes in applicable laws or practices and to ensure it remains consistent with the Board's objectives and responsibilities.

15.2 Document Updates

This Charter can only be amended by a resolution of the Board to that effect. Any amendment shall be laid down in writing.

15.3 Record Retention

The Company shall maintain all minutes, documents, reports and other papers pertaining to the Board activities at the Company headquarters for a period not less than ten (10) years