

The Telkom logo consists of a blue square with the word "Telkom" written in white, sans-serif font. A small blue crosshair is located at the top-left corner of the square.

Telkom

TELKOM SA SOC LIMITED ("Telkom")

BOARD CHARTER

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1. CONSTITUTION

- 1.1 The Telkom Board of Directors is responsible for directing the Group towards the achievement of the Telkom vision and strategy and is accountable for the Group's strategy, operating performance and financial results.
- 1.2 Subject to any limitations imposed by the Companies Act, JSE Listing Requirements and the Memorandum of Incorporation ("Moi"), the management of the business of the Company is be vested in the Directors.

2. PURPOSE OF THE BOARD CHARTER

The purpose of the Board Charter is to provide a concise overview of:

- 2.1 The roles, responsibilities, functions and powers of the Board, individual directors and the officials and Executives of the Company;
- 2.2 The powers delegated to various Board Committees of the Company;
- 2.3 Relevant principles of the Company's limits and delegations of authority and matters reserved for final decision-making or pre-approval by the Board; and
- 2.4 The policies and practices of the Board in respect of matters such as corporate governance, trading by directors in the securities of the Company, declarations and conflicts of interest, Board meeting documentation and procedures, composition of the Board and the nomination, appointment, induction, training and evaluation of directors and members of Board Committees.

3. PURPOSE OF THE BOARD

- 3.1 To approve the Company's objectives and operations.
- 3.2 To direct the Company's strategy and approve the strategic plan for achieving the objectives of the Company.
- 3.3 To provide effective corporate governance and annually review the Group's corporate governance process and assess achievement against objectives.
- 3.4 To review the Terms of Reference of the Committees, at least annually, and approve recommended amendments.
- 3.5 To review and monitor the performance of the Group Chief Executive Officer ("Group CEO") on an annual basis.
- 3.6 To ensure that an adequate budget and planning process exists, that performance is measured against budgets and business plans.
- 3.7 To approve the Company's Annual budgets.
- 3.8 To approve significant investments, mergers, take-overs, divestments of operating companies, equity investments and new strategic alliances by the Company or its subsidiaries in line with the Board-approved Delegation of Authority.
- 3.9 To approve human resources' structural changes to the Company due to restructuring.
- 3.10 To consider and approve capital expenditure in excess of the amount provided in the approved annual budget of the Company.
- 3.11 To consider and approve the annual financial statements, interim statements, dividend announcements and notices to Shareholders, and consider and agree the basis for considering the Company to be a going concern.
- 3.12 To establish and review annually and approve major changes to the Company's policies in line with the Delegation of Authority Framework.
- 3.13 To establish the Company values including principles of ethical business practice, human rights considerations, and the requirements of being a responsible corporate citizen, which includes assessing and responsibly

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responding to the negative consequences of the Company's activities and outputs on the triple context in which it operates and the capitals to which it applies.

- 3.14 Monitoring of Group companies' strategies, decisions, values, and policies with a structured approach to governance, compliance, integrated reporting, risk management and combined assurance.

The role, function and powers of the Board, its Members, and its Committees as well as its relationship vis-à-vis other organs of the Company and its direct and indirect subsidiaries and joint ventures are determined by law, the Mol of the Company, agreements such as Shareholders' agreements (where relevant), corporate governance best practices and decisions and policies of the Board.

4. GOVERNANCE STRUCTURE

- 4.1 Within the parameters of the Mol, the Board of Directors is responsible for its own composition, the appointment of the Executive Directors i.e. Group CEO and Group Chief Financial Officer ("Group CFO"), and the constitution and composition of its Committees.

4.2 The Company shall have a unitary Board.

4.3 The number of Directors shall not be less than 8 (eight).

4.4 The Board of Directors shall comprise a majority of independent Non-Executive Directors.

4.5 The Board shall strive to ensure that its effectiveness is enhanced by a diversity of, amongst other things, academic qualifications, technical expertise, industry knowledge, experience, business acumen, race and gender.

4.6 In accordance with the Mol, King Report on Corporate Governance™ for South Africa, 2016 ("King IV") and JSE Listings Requirements, the roles of Chairperson and Group CEO shall be separated. The Chairperson shall be a Non-Executive Director, preferably independent. If the Chairperson is not independent, a Lead Independent Non-Executive Director must be appointed.

4.7 The Chairperson of the Board shall be appointed by the Board for a period of three (3) years at a time in line with the Company's Mol.

4.8 The Chairperson shall be responsible for the leadership of the Board.

4.9 The Board shall establish and annually review the composition and Chairpersonship of the following Committees with due regard to the skills required by each Committee:

- Audit Committee.
- Risk Committee.
- Remuneration Committee ("REMCO").
- Social and Ethics Committee ("SEC").
- Nominations Committee ("NOMCO").
- Investment and Transactions Committee ("ITC").
- Technology Committee ("TC")
- Any other Committee constituted by the Board.

4.10 The Terms of Reference ("ToR") for all the Committees shall be developed and approved by the Board of Directors and reviewed annually for adequacy.

4.11 Although the Board of Directors delegates certain functions to its Committees, this does not abdicate its own responsibilities.

5. ROLES AND RESPONSIBILITIES

5.1 The role and responsibilities of the Board are to:

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- 5.1.1 Provide effective leadership based on an ethical foundation;
- 5.1.2 Ensure that the Company's ethics are managed effectively;
- 5.1.3 Be responsible for the governance of risk;
- 5.1.4 Ensure that there is an effective risk-based internal audit;
- 5.1.5 Ensure the integrity of the Company's Annual Integrated Report;
- 5.1.6 Act in the best interests of the Company by ensuring that individual directors:
 - 5.1.6.1 Adhere to legal standards of conduct; and
 - 5.1.6.2 Disclose real or potential conflicts of interest to the Board and deal with them appropriately.

6. MEETINGS AND PROCEEDINGS AT MEETINGS

6.1 Quorum

- 6.1.1 The quorum for a meeting shall be a simple majority (50% plus one) of the Board of Directors, present or participating by electronic medium.
- 6.1.2 Members of Senior Management, assurance providers and professional advisors may attend Board meetings by invitation only in consultation with the Group CEO but do not count towards the quorum and may not vote.

6.2 Meetings

- 6.2.1 At least six (6) Board meetings will be held annually, two (2) of which will be devoted to strategic reviews.
- 6.2.2 Special meetings of the Board of Directors may be convened as required through the office of the Group Company Secretariat.
- 6.2.3 Any member of the Board of Directors may request for a special meeting through the Board Chairperson, and this shall be facilitated through the office of the Group Company Secretariat.
- 6.2.4 Outside of the formal meeting programme, the Chairperson will maintain a dialogue with key individuals involved in the Company's governance including the Group Chief Executive Officer, the Group Chief Financial Officer and the Management Group.

6.3 Notice of meetings

- 6.3.1 Notice shall be given in writing to all members of the Board of Directors of each meeting to be held, at least ten (10) calendar days prior to the date on which such meeting is to be held. A Notice waiver shall be issued in instances wherein the deadline is missed.
- 6.3.2 Notwithstanding the aforesaid, meetings can be requested on short notice if circumstances require, in which event the Chairperson of the Board of Directors shall make a determination in this regard, subject to a quorum being achieved for such short notice period.

6.4 Agenda of meetings

- 6.4.1 The final agenda of meetings other than those called on short notice, shall be prepared and distributed at least ten (10) calendar days prior to the meeting date.
- 6.4.2 The supporting documents shall be prepared and distributed at least five (5) calendar days prior to the meeting date.
- 6.4.3 The Chairperson of the Board shall meet with the Group CEO and/or Group CFO and/or Group Company Secretary prior to Board meetings to discuss important issues, and agree on the agenda.

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6.5 Conflict of interest

- 6.5.1 Before every meeting, every Director must disclose any conflict or potential conflict of interest on any matter to be discussed at the meeting and this shall be reflected in the minutes. If there are no conflicts or potential conflicts, this must also be reflected in the minutes.
- 6.5.2 Where a Director has a Material Personal Interest ("MPI"), whether financial or otherwise, in the subject matter of a decision to be considered and acted upon by the Board and has declared such, such MPI will be deemed to be a conflict of interest, and the Member shall recuse himself / herself from taking part in any discussion or decision concerning the subject matter, and shall leave the meeting for the requisite period of time during such discussion. The recusal shall be minuted. An MPI in any subject matter includes where a Member and/or any person related to the Member:
- 6.5.2.1 is a trustee of a trust, director of a company or holds a similar position in any other entity ("Affected Entity"), and such Affected Entity is the subject matter concerned or owns or controls the subject matter concerned ("Affected Entity Subject Matter"); or
- 6.5.2.2 has a material beneficial interest (as defined in the Act and applied, with the necessary changes, to any other Affected Person) in an Affected Entity Subject Matter, including material beneficial interest will also mean a beneficial interest representing a monetary value equal to, or greater than 10% of the net worth of the Member or Related Person concerned.
- 6.5.3 Where a conflict of interest exists, a Director shall not receive information either in the meeting pack or minutes that relate to the matter or company that he/she has declared an interest on.

6.6 Minutes of meetings

- 6.6.1 The proceedings of all meetings will be documented in minutes by the Group Company Secretariat or his/her designate.
- 6.6.2 The Group Company Secretary shall keep minutes of all meetings and shall include the minutes with the agenda of the next Board meeting. The minutes shall be completed as soon as possible after the meeting but not later than fourteen (14) working days after the date of the meeting.
- 6.6.3 Minutes shall be signed by the Chairperson and the Group Company Secretary or his/her delegate once approved at the meeting following the meeting for which the minutes relate.
- 6.6.4 Minutes shall usually be dealt with at scheduled meetings.

6.7 Written Resolutions

- 6.7.1 The business of the Board may, on an exceptional basis, be conducted through a written resolution and/or electronic means in terms of Section 74 of the Companies Act No. 71 of 2008, as amended, post consultation with the Chairperson. The written resolution must be received by all members and approved by 75% of the members of the Committee.
- 6.7.2 The comments received on the proposal will be circulated to all the members for information purposes prior to the Board reaching a final decision on the matter.
- 6.7.3 As per provisions of Section 74 of the Companies Act of 2008, a decision in writing signed by 75% of members shall be as effective as a decision passed at a meeting of the Board of Directors.

6.8 Board Processes

- 6.8.1 Board members co-opted during the year will retire at the forthcoming annual general meeting and thereafter if appointed will retire by rotation every three (3) years and be re-elected at the request of the Board and approval of Shareholders.
- 6.8.2 At each annual general meeting of the Company, Non-Executive Directors comprising one-third of the aggregate number of ordinary directors or, if the number is not a multiple of three (3), then the number nearest

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to but not less than one-third of the aggregate number of ordinary directors shall retire from office. Based on the date of the last election, those Non-Executive Directors who have been in the office the longest shall be the first to retire.

- 6.8.3 A Director holding office for an aggregate period more than nine (9) years since his/her first election shall retire from office.
- 6.8.4 Non-Executive Directors shall advise the Chairperson of their existing and planned appointments on other Boards. Executive Directors will require the approval of the NOMCO to accept external Directorships. NOMCO's approvals will be tabled to the Board of Directors for noting purposes.
- 6.8.5 Non-Executive Directors shall receive fees as Directors, and as either Chairpersons or members of Committees. Fees may also be paid for authorised time spent at the behest of the Board on other Group activities outside of Board or Committee fora. The Non-Executive Directors shall be paid all travelling, subsistence and other expenses properly incurred by them in the execution of their duties in connection with or about the business of the Company. The fees imbursements are outlined in the Subsistence and Travel Policy and Business Rules. The Non-Executive Directors will be remunerated as follows:
- 5.8.5.1. Monthly retainer fee; and
- 5.8.5.2. Monthly Committee fee, and there will be no payment for any convened special meetings. However, additional fees would be tabled to Shareholders for approval in instances where there are extraordinary activities or workload.
- 6.8.6 Board members shall not deal in the Company's shares during the last hour of trading of the JSE; five working days prior to or after the end of closed periods, or during any period in which they are in possession of sensitive company information which is not in the public domain. Members are advised to familiarise themselves with the Telkom Share Dealing Policy.

7. AUTHORITY OF THE BOARD

- 7.1 The Board of Directors acts in terms of its authority in accordance with the Companies Act, 2008 and the Company's Memorandum of Incorporation.
- 7.2 The Board of Directors has unfettered access at all times, to any information generated by the Company and any other resources necessary to discharge its duties and responsibilities, including attendance at subsidiary Board meetings and Committee meetings of the Board, subject to informing the Group CEO and the Chairperson of the meeting being attended.
- 7.3 In the discharge of its duties, and following consultation with the Chairperson, The Board of Directors is entitled to seek expert counsel at the Company's expense. The same shall apply to Committees of the Board. Once the Chairperson's approval has been obtained, such request for expert services must be secured through the Group Company Secretary.
- 7.4 The Board of Directors shall make recommendations to the Shareholders that it deems appropriate on any Shareholder reserved matters.

8. BOARD OF DIRECTORS RESPONSIBILITIES

The Board of Directors and its Committees shall specifically assume ultimate responsibility, in terms of:

8.1 Human Resources

- 8.1.1 Appointing and setting the terms of employment, through the NOMCO and REMCO, of the Group CEO and Group CFO, who shall be ex officio Directors, and the Group Company Secretary.
- 8.1.2 Ensuring, with assistance from the REMCO, that adequate succession planning is in place for the Company. The REMCO will update the Board of Directors regularly on succession planning.

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- 8.1.3 Reviewing its mix of skills annually to ensure the Board and its Committees has the right mix of skills to effectively discharge its duties.
- 8.1.4 Ensuring that a comprehensive induction programme is available for all newly appointed Directors, and that this programme is executed under the responsibility of the Group Company Secretary.
- 8.1.5 Noting Senior Executive appointments and high-level remuneration issues.
- 8.1.6 Establishing the measures for, and reviewing the Group CEO's performance as well as conducting an annual assessment of the Group CFO through the Audit Committee.
- 8.1.7 The Chairperson of the Board shall conduct the performance assessment of the Group CEO.
- 8.1.8 Reviewing Non-Executive Director's remuneration and making relevant recommendations to the Shareholders.
- 8.1.9 Designating the Group's Debt Officer.

8.2 Strategy and Performance

- 8.2.1 Scanning the environment to understand and anticipate economic, industry and competitive threats likely to affect the Company.
- 8.2.2 Reviewing and evaluating present and future strengths and weaknesses of the Company.
- 8.2.3 Approving and reviewing the Company's competitive strategy and adopting business plans and budgets for the achievement thereof.
- 8.2.4 Retaining full and effective control of the Company, monitoring and directing Management's implementation of Board approved strategies, structures, plans and budgets.
- 8.2.5 Reviewing and approving the Strategy of the Company.

8.3 Financial

- 8.3.1 Establishing and monitoring a relevant set of financial and non-financial measures of indicators to predict, measure and control the performance of the Company, its business risk and the ability of the Company to implement its strategy so as to achieve its objectives.
- 8.3.2 Approving the annual budget.
- 8.3.3 Approving specific financial and non-financial objectives.
- 8.3.4 Reviewing investment capital and funding proposals for the designated threshold.
- 8.3.5 Defining levels of materiality and authority for commitments made on behalf of the Company.
- 8.3.6 Considering the adoption of any significant changes in accounting policies and practices and the extent of debt permitted by the Group.
- 8.3.7 Reviewing the Company's audit requirements.
- 8.3.8 Approving the remuneration and terms of engagement of the external auditors.
- 8.3.9 Approving the preliminary financial statements, integrated report and other reports and announcements to shareholders.
- 8.3.10 Considering and approving the declaration of dividends.
- 8.3.11 Ensuring that business rescue proceedings commence as soon as the Company is financially distressed.
- 8.3.12 Approving the Going Concern Statements.

8.4 Risk

- 8.4.1 Ensuring that appropriate systems are in place to identify, monitor and manage business risks and to ensure regulatory and legal compliance and that there is an effective risk-based internal audit and combined assurance function.
- 8.4.2 Ensuring that a relevant system of policies and procedures is operative to ensure control and the devolution of authority and responsibility.

8.5 Governance

- 8.5.1 Ensuring ethical behavior and compliance with laws and regulations and the Company's own governing documents, codes of conduct and ethical standards.
- 8.5.2 Acting as the focal point for, and custodian of, corporate governance by managing its relationship with Management, the Shareholders and other stakeholders of the Company along sound corporate governance principles.
- 8.5.3 Ensuring comprehensive reporting to Shareholders.
- 8.5.4 Ensuring that there is proper governance of information and technology in place by setting the direction for how technology and information should be approached and addressed within the Group.
- 8.5.5 Establishing an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid in the Board Charter. The number and timing of meetings, and the agendas are to be determined in accordance with the annual plan.
- 8.5.6 Ensuring the integrity of the integrated report and approval thereof.
- 8.5.7 Approving the materiality theme thresholds for the integrated report.
- 8.5.8 Ensuring development and implementation of a Board Diversity Policy.
- 8.5.9 Ensuring development and implementation of a tax policy that is compliant with the applicable laws.
- 8.5.10 Enhancing Stakeholder Engagement activities.
- 8.5.11 Approval of the following Group policies after the review and recommendation by the relevant Committee:
 - 8.5.11.1 The Group Ethics Handbook.
 - 8.5.11.2 The Business Continuity Management Policy.
 - 8.5.11.3 The Procurement Policy.
 - 8.5.11.4 The Enterprise Risk Management Policy.
 - 8.5.11.5 The Compliance Policy.
 - 8.5.11.6 The Share Dealing Policy.
 - 8.5.11.7 Any other Group policies that the Executive Committee refers to the Board in its discretion.

8.6 Corporate Citizenship

- 8.6.1 Ensuring that the Company is a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company but also the impact that business operations have on the environment and the society within which it operates.

8.7 Environmental, Social and Governance ("ESG")

- 8.7.1 Developing and implementing the ESG and Sustainability Strategy to enhance Sustainability - which translates into ethical and responsible business practices.
- 8.7.2 Ensuring that the key stakeholders' expectations and business significance is identified and addressed through the material topics across economic, environmental, social and governance pillars.

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8.7.3 Ensuring the set of criteria denoting environmental, social, and governance promotes an inclusive, safe working environment, and enforces leadership accountability and transparency. This criterion will be used by investors and consumers to measure how well the company minimises negative ESG impact.

9. BOARD AND COMMITTEE EVALUATIONS

9.1 The Board, its Committees and individual Directors shall be evaluated to determine effectiveness, through the Nominations Committee every alternate year (unless there are adverse findings), and such evaluations shall alternate between an internal and an external process. The Group Company Secretariat shall be evaluated on an annual basis.

9.2 The evaluations shall be facilitated under the responsibility of the Group Company Secretary.

10. REVIEW OF THIS CHARTER AND COMMITTEE TERMS OF REFERENCE

10.1 The Board shall review this Charter annually, and amend it as and when required.

10.2 The Board shall review and approve the Committees' Terms of Reference annually, and amend as and when required.

11. OTHER ORGANS OF THE COMPANY AND COMPANY OFFICIALS**11.1 The Shareholders**

- 11.1.1 Matters reserved for decision-making by the shareholders of the Company are set out in the Mol and the Companies Act.
- 11.1.2 A matter reserved for decision-making by the shareholders is considered by the Board before it is recommended to the shareholders for decision-making. The Board will, where appropriate, provide the shareholders with its recommendation and the relevant material information in respect of resolutions proposed for shareholder approval.
- 11.1.3 Directors and Executive Management are expected to attend shareholders' meetings. The Chairpersons of all Board Committees are expected to be available at the Company's Annual General Meeting to respond to relevant questions or queries.
- 11.1.4 Proceedings at meetings of Shareholders are governed by the provisions of the Companies Act and the MOI.

11.2 The Chairperson

The Chairperson is elected by members of the Board and should be a Non-Executive Director of the Board with no executive or management responsibilities. The Chairperson provides leadership at Board level, represents the Board to the shareholders and is responsible for ensuring the integrity and effectiveness of the Board and its Committees. The Chairperson is also the Chairperson of the meetings of shareholders. To this end the Chairperson is required to:

- 11.2.1 Set the ethical tone for the Board and the Company;
- 11.2.2 Provide overall leadership to the Board without limiting the principle of collective responsibility for Board decisions, while at the same time being aware of the individual duties of Board Members;
- 11.2.3 Provide overall leadership to the Board of the Company;
- 11.2.4 Oversee that the Board leads ethically and effectively and conducts itself in a way that promotes integrity, competence, responsibility, accountability, fairness and transparency;
- 11.2.5 Participate in the selection process for Board members, through the Nominations Committee, and oversees a formal succession plan for the members of the Board and the Group CEO;
- 11.2.6 Ensure clarity of mandate and effectiveness of Board Committees;
- 11.2.7 Encourage congeniality, teamwork and collaboration among Board members without inhibiting candid debate;
- 11.2.8 Oversee that potential conflicts of interest, declarations and recusal are addressed appropriately;
- 11.2.9 Ensure that Board members contribute fully to the effective and objective discharge of their role and duties;
- 11.2.10 Take the lead in ensuring the annual evaluations of the Board, Peers and Committees;
- 11.2.11 Address non-performance by members of the Board, and if necessary, the removal of unsuitable Board members from Telkom;
- 11.2.12 Ensure that the Board fulfils its duties of steering and setting strategic direction, approving policy, overseeing,
- 11.2.13 Monitor and ensure accountability, resulting in an ethical culture, good performance, effective control and legitimacy;

11.2.14 Ensure that good relations are maintained with the Company's major shareholders and other material stakeholders; and

11.2.15 Attend to administrative approvals in respect of the Group CEO.

11.3 Lead Independent Director

The Board may appoint a Lead Independent Director to assist the Chairperson in the execution of his/her duties and such other functions as the Board may wish to delegate to the Lead Independent Director. Where the Chairperson is absent or unable to perform his/her duties or where the independence of the Chairperson is questionable or impaired, the Lead Independent Director must serve in this capacity for as long as the circumstances that caused the Chairperson's absence, inability or conflict exists.

11.3.1 The Lead Independent Director is appointed to:

11.3.2 Assist the Board to deal with management of any actual or perceived conflicts of interest that arise on the part of the Chairperson;

11.3.3 Preside at all meetings of the Board at which the Chairperson is not present or where the Chairperson is conflicted, including any sessions of the independent directors;

11.3.4 Call meetings of the independent directors where necessary;

11.3.5 Serve as principal liaison between the independent directors and the Chairperson;

11.3.6 Perform all such functions that cannot be performed by the Chairperson due to his absence or the existence of a conflict of interest;

11.3.7 Liaise with major shareholders if requested by the Board in circumstances or transactions in which the Chairperson is conflicted; and

11.3.8 Perform other duties that the Board may from time-to-time delegate.

11.4 The Group CEO

The Group CEO is the highest executive decision-making authority of the Company and the Group Company, and is delegated with authority from, and accountable to the Board for the development and successful implementation of the group strategy and the overall management and performance of the Group Company within the framework of its policies, reserved powers, and routine reporting requirements, consistent with the primary aim of enhancing long-term shareholder value.

The Group CEO is supported by the Group Executive Committee, which is accountable to him/her, and subject to the authority of the of the Group CEO. The Group CEO:

11.4.1 Provides executive leadership;

11.4.2 The Group CEO must inform the Board of any material matter, which may have a significant impact on the financial results or substantially impact the reputation of the group;

11.4.3 May sub-delegate any of the powers delegated to him to the Group Executive Committee, the Group Chief Financial Officer, or other committee, forum or individual within the Group; and

11.4.4 May exercise power and authority on, or delegate any matter necessary for the effective management and performance of the Group, which is not specifically reserved for the Board or the Company's Shareholders.

11.4.5 The Group CEO is accountable to the Board to, amongst other things:

11.4.5.1 Agree and recommend for approval to the Board matters specified in the group limits and Delegation of Authority which amongst others relate to:

11.4.5.1.1 The vision, mission, values, strategy, long term plans and policy of the Company;

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- 11.4.5.1.2 Annual budgets, group funding and financial management;
 - 11.4.5.1.3 Significant mergers, acquisitions, divestitures, plant closures and asset disposal as well as material capital expenditure/projects; and
 - 11.4.5.1.4 Risk policy and profile.
- 11.4.5.2 Establish the Company's Organisational structure and Operating Model for the Group to ensure effective execution of the strategy, sustainability, governance and control imperatives;
- 11.4.5.3 Recommend the appointment of members of the Executive Committee and ensure proper succession planning and performance appraisals of members of the Executive Committee;
- 11.4.5.4 Develop and recommend to the Board the Capital Expenditure Programme of the Company;
- 11.4.5.5 Develop and recommend to the Board the Annual Business Plans and Budgets that support the Company's long-term strategy and approach to sustainability;
- 11.4.5.6 Ensure that the Company and its Business Units and Subsidiaries have effective management structures;
- 11.4.5.7 Ensure that appropriate Group policies are formulated and implemented;
- 11.4.5.8 Monitor and report on the effectiveness of legal compliance controls, processes, systems and resource capacity;
- 11.4.5.9 Monitor the performance of the Company and its Business Units and Subsidiaries against agreed performance and sustainability targets and report appropriately to the Board about such performance;
- 11.4.5.10 Set the tone in providing ethical leadership and creating an ethical environment;
- 11.4.5.11 Ensure that effective internal Company and group controls, legal compliance and governance measures are deployed;
- 11.4.5.12 Ensure adherence to the relevant industry best practices standards unless there are cogent reasons for not implementing such standards and best practices; and

11.5 The rights and duties of individual Board Members

- 11.5.1 The Board exercises its functions jointly and no director has any authority to severally perform any act on behalf of the Company or the business unless specifically authorised or requested by the Board or authorised nominees of the Board. Directors are jointly accountable for the decisions of the Board.
- 11.5.2 Directors' duties, standards of conduct and liabilities are captured in the Companies Act. Directors have a legal obligation to act in the best interest of the Company, to act with due care, diligence, and skill in discharging their duties as directors, to declare and avoid conflicts of interest with the Company and the Group and to account to the Company for any advantages gained in discharging their duties on behalf of the Company.
- 11.5.3 Directors may at any time request a meeting with the Chairperson and will individually meet with the Chairperson on an annual basis to discuss the Board and Committee matters.
- 11.5.4 Directors have access to Executive Management and the Group Company Secretary for advice about the governance of the Company, Group and Board procedures and may after consultation with the Chairperson, obtain such external advice as they may consider necessary to properly discharge their duties to the Company.

11.6 The Group Company Secretary

- 11.6.1 The Group Company Secretary provides a central source of guidance and support to the Board and within the Company on matters of good governance and changes in legislation. The Board empowers the Group Company Secretary to fulfill his/her duties as per the Companies Act. As gatekeeper of good governance, the Group Company Secretary maintains an arm's length relationship with the Board and its directors as far as is reasonably possible.
- 11.6.2 The decision to appoint or remove the Group Company Secretary is a Board decision. A competent, suitably qualified, and experienced Group Company Secretary should assist the Board.

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- 11.6.3 The Group Company Secretary is not a director of the Company but has a direct channel of communication to the Chairperson and the Board.
- 11.6.4 The Group Company Secretary is accountable to the Board to:
- 11.6.4.1 Ensure that Board procedures are followed and reviewed regularly;
 - 11.6.4.2 Ensure that the applicable rules and regulations for the conduct of the affairs of the Board are complied with;
 - 11.6.4.3 Maintain statutory records in accordance with legal requirements;
 - 11.6.4.4 Provide the Board as a whole, and individual Directors with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Company and on good governance;
 - 11.6.4.5 Keep abreast of, and inform the Board of current corporate governance thinking and practice;
 - 11.6.4.6 Assist the Nominations Committee with the appointment of directors;
 - 11.6.4.7 Advise the Nominations Committee on all legal and regulatory matters, including legal frameworks and processes;
 - 11.6.4.8 Advise the Board with respect to all regulatory filing and public disclosure relating to the Company's governance processes;
 - 11.6.4.9 Assist with director induction and training programmes;
 - 11.6.4.10 Ensure that the Board Charter and the Terms of Reference of Board Committees are kept up to date;
 - 11.6.4.11 Prepare and circulate Board and Board Committee papers;
 - 11.6.4.12 Elicit responses, input, feedback for Board and Board Committee meetings;
 - 11.6.4.13 Develop Annual Work Plans for various governance structures;
 - 11.6.4.14 Ensure preparation and circulation of minutes of Board and Committee meetings; and
 - 11.6.4.15 Assist with the evaluation of the Board, Committees, and individual Directors.