

## **BOARD CHARTER DIGI.COM BERHAD ("CELCOMDIGI")**

### **1. PURPOSE**

The Board of Directors (the **Board**) of Celcom Digi (the **Company**) regards corporate governance as vital for the business success of the Company and its subsidiaries (the **Group**). The purpose of this Board Charter (the **Charter**) is to promote the highest standards of Corporate Governance within the Group, in line with the principles outlined in the Malaysian Code on Corporate Governance 2021 (**MCCG 2021**), the Main Market Listing Requirements (**MMLR**) of Bursa Malaysia Securities Berhad (**Bursa Securities**) and relevant provisions of the Companies Act 2016 (**Act**). The Charter clearly sets out the following:-

- i. The role, composition, duties, responsibilities and powers of the Board;
- ii. The delineation of the roles of the Board and its Directors, the Chief Executive Officer (**CEO**) and Deputy CEO (**DCEO**) of the Company;
- iii. Delegation of authority by the Board to various committees established in assisting the Board to execute its duties and responsibilities;
- iv. Matters reserved for consideration and approval by the Board; and
- v. Board operating procedures and practices pertaining to meetings, nominations and appointments, training and development, performance management and evaluation, code of conduct and ethics and declarations on conflicts of interest.

The Charter serves not only as a reminder of the Board's roles and responsibilities but also as a general statement of intent and expectation as to how the Board discharges its duties and responsibilities.

This Charter shall be reviewed annually by the Board or earlier should there be a need to incorporate any additional statutory or regulatory requirements. The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the regulatory frameworks applicable.

### **2. THE BOARD**

#### **2.1 Principal Roles and Responsibilities**

The Board is the ultimate decision-making body of the Group, with the exception of matters requiring shareholders' approval. It sets the strategic direction and vision of the Group. The Board is ultimately responsible in leading, governing, guiding and monitoring the entire performance of the Group and enforces standards of accountability, setting the Group's culture and values, all with a view to enabling the Senior Management to execute its responsibilities effectively.

Each Director is required to be aware of legal parameters that define his/her duties and at all times exercise his/her powers for a proper purpose and in good faith in the best interest of the Group and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his/her office and shall not make use of any information acquired by virtue of his/her position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Group.

Each Director shall at all times avoid conflicts of interest, and shall as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the Directors of the Company. Every Director should be able to devote the required time to serve the Board effectively and shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the statutory or regulatory requirements.

Each Director shall review, before attending meetings of the Board or Committees, all materials provided by the Company relating to matters to be considered at the meetings.

The Board shall assume, among others, the following principal responsibilities:

i. Reviewing and adopting a strategic plan for the Group

The Board shall approve and supervise targets and strategy plans and any deviation from these. The Board shall adopt a structured approach towards risk identification when dealing with the annual strategy planning to ensure that risk is an integral and explicit part of the strategy discussions. The strategic plan and direction of the Group shall support long-term value creation and include strategies on economic, environmental and social considerations underpinning sustainability. Besides setting the strategic direction of the Group, the Board shall institute reviews periodically, at regular intervals which shall include analysing the existing corporate strategy, examining the progress towards designated objectives and evaluating current performance against these objectives. The responsibility of the Board as part of the strategic planning also relates to inculcating and monitoring the elements of corporate and organizational culture as well as values of the Group which includes whistleblowing management.

ii. Overseeing the Environmental, Social and Governance (ESG) issues of the Group

The Board acknowledges that effective Board leadership and oversight require the integration of sustainability considerations in the Group's corporate strategy, governance and decision making processes as sustainability and its underlying ESG issues become increasingly material to the Group's ability to create durable and sustainable value and maintain confidence of its stakeholders.

Thus, the Board will take the appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the Group, including climate-related risks and opportunities and shall ensure the integration of sustainability considerations, in the Group's corporate strategy, governance and decision making processes, the Board will adopt a holistic view of the business and ensure that the material ESG issues and/or risks are anticipated and addressed so that the Group's business remains sustainable and resilient in the long term, while the Senior Management will drive the strategic management of material sustainability matters for the Group.

The Board will also consider the integration of ESG risks and opportunities factors in the Board's investment decision-making process and together with the Senior Management of the Group be accountable for the management and oversight on sustainability matters including setting the targets, formulating the action plans to achieve the targets or to address any gaps within reasonable timelines, disseminate, educate and promote employee awareness and understanding of the Group's approach to sustainability within the Group to ensure continuous employee engagement to support the Company's actions on sustainability matters and issues across the Company and the Group.

iii. Reviewing the Governance Policies and Frameworks of the Group

The Board will review governance policies and frameworks of the Group periodically, at least once every three (3) years, and approve any amendments thereto, including but not limited to matters relating to:-

- a. Code of Conduct
- b. Anti-Corruption and Whistleblowing
- c. Conflict of Interest
- d. Related Party Transaction
- e. Insider Trading
- f. ESG
- g. Fit and Proper

iv. Overseeing the conduct of the Group's business

The Board supervises and assesses the conduct and performance of the Senior Management to determine whether the business is being properly managed including to ensure that there are objectives in place against which Senior Management's performance can be measured. The Board shall remain informed of ongoing operations, including of the Company's subsidiaries, via reports on operating and financial conditions, and approve the financial statements of the Group. The Board shall ensure that proper procedures are put in place and that the financial statements (including quarterly/year-end announcements to Bursa Securities) of the Group are reviewed for integrity and approved for timely submission to the various authorities and the public.

- v. Identifying principal risks and ensuring the implementation of appropriate internal controls, governance frameworks and mitigation measures

The Board sets the tone and culture towards effective risk management and internal control in all aspects of the Group's activities, approves the risk appetite within which the Board expects Senior Management to operate and ensures that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks including reviewing the risk management framework in order to assess if it provides reasonable assurance that risks are managed within tolerable ranges. The Board shall receive regular updates on the Group's key risks' picture and significant financial and non-financial risks, including compliance risk.

The Board has overall responsibility in maintaining a system of internal controls and governance framework, which provides reasonable assurance of effective and efficient operations, and compliance with laws and regulations within a satisfactory framework of reporting on internal controls and regulatory compliance and which supports the sustainability framework and strategy of the Group.

The Board and Senior Management assume primary roles in fostering a strong compliance culture within the Group by ensuring that officers understand their responsibilities in respect of compliance and feel comfortable raising concerns as per the procedures outlined in the Whistle Blowing Policy, without fear of retaliation. The Board and Senior Management should create an environment which not only ensures that the Group and its officers comply with legal and regulatory requirements, but also encourages the ethical conduct that underbellies such requirements, as outlined in the Code of Conduct that form the basis on how value is created in the Group.]

The Board shall ensure that the Group has a well-resourced and independent internal audit function, which critically and regularly reviews all aspects of the Group's activities and the effectiveness of its internal controls, and exercise overview of the activities of such function. The Board shall make sure that the compliance function of the Group is provided with appropriate standing, authority and independence.

- vi. Shareholders' Communication and Preparation of Shareholders Meetings

The Board shall prepare issues to be dealt with at shareholders' meetings and use the shareholders' meeting to communicate with investors and encourage their participation. The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and shall ensure that the Company has in place a policy to enable communication with its shareholders and other stakeholders regarding the operations of the Company and the Group and which accommodates feedback from shareholders, to enable consideration by the Company and Group in business decisions.

- vii. Reviewing and approving Related Party Transactions

The Board shall observe all relevant applicable laws on Related Party Transactions, and ensure that agreements entered into between the Group and its major shareholders, a director or person connected with such director or major shareholder (Related Party Transactions), are made in writing, conducted on an arm's length basis and not detrimental to the interest of the minority shareholders.

viii. Overseeing Succession Planning

The Board shall ensure that the Board and the Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and Senior Management. Based on the Fit and Proper Policy which is approved by the Board and published on the Company's website ("F&P Policy"), the Board Nomination and Remuneration Committee shall review the size and composition of the Board and Board Committees and shall assess the skill sets, experience and functional knowledge on a periodic basis to ensure the appropriate balance of skills, experience and diversity in the Group pursuant to which, a recommendation will be submitted to the Board.

In addition, performance evaluations of the Board and Senior Management shall include a review of the performance of the Board and Senior Management in addressing the Group's material sustainability risks and opportunities.

## 2.2 Key Reserved Matters for the Board

The Board reserves full decision-making powers on the following matters (**Reserved Matters**):

- a) entry into, amendment or termination of any material contract or transaction in accordance with the Limits of Authority of the Group;
- b) the Group's business plan;
- c) all matters relating to existing and future licenses or permits for, or allocation of, telecommunications spectrum and key operating licenses and permits, including whether to apply for additional spectrum, licenses or permits and maintain such spectrum, licenses or permits;
- d) approval of an Annual Internal Audit Plan and appointment of external auditors for the Group;
- e) the appointment and removal of the CEO, DCEO and all executive officers reporting directly to the CEO, including their respective changes to their functions, mandates, compensation, duties and reporting lines
- f) appointment and recommendation for removal of any Director and of the Company Secretary;
- g) Directors' entitlements and benefits ;
- h) any governance policies adopted by the Group, including but not limited to the Code of Conduct, the Delegation Authority Matrix, Risk Management policies, and Anti-Corruption and Whistleblowing policies as well as policies relating to conflict of interest, related party transactions, insider trading, money laundering, corporate branding, public relations, investor relations and shareholder communication programmes;
- i) conflict of interest issues relating to a substantial shareholder or a Director or persons connected including approving related party transactions, subject to shareholders' approval where required;
- j) the Group's internal control systems;
- k) the succession plan and talent management plans for the Company and the Group;
- l) the significant changes to the corporate organization and Group's structure;
- m) the Group's strategies on promotion of sustainability focusing on ESG aspects.
- n) any issue of major significance to the Group; and

- o) any other matter reserved for the Board by applicable laws.

### 2.3 Board Composition and Board Balance

The Board should consist of qualified individuals with diverse experiences, backgrounds, skills and perspectives to properly understand and deal with emerging issues affecting the Group's business. The Board acknowledges the importance to promote board diversity but not limited to gender, age, cultural and educational background.

The following criteria are considered in assessing the suitability of the candidate for appointment or existing Director for reappointment:

- i. Probity, personal integrity, financial integrity and reputation, where the candidate/Director must have personal qualities such as honesty, integrity, diligence, independence of mind and fairness as well as being able to manage his/her debts or financial affairs prudently.
- ii. Experience and competence, where the candidate/Director must have the skills, working experience, capability and commitment necessary to carry out the role.
- iii. Time and commitment, where the candidate/Director is able to devote time as a Director, participate and contribute in the Board.

The process for identifying and nominating new candidates for appointment as a Director or reappointment of an existing Director as the case may be, entails the following steps:

- i. Identification of skills required or which are relevant;
- ii. Selection/assessment of candidates/Directors;
- iii. "Fit and suitable" assessment based on criteria above and the F&P Policy;
- iv. Interaction with candidate/Director(s);
- v. Board Nomination and Remuneration Committee deliberation and confirmation that the recommended candidate/Director is fit and suitable for the Board in new/existing role;
- vi. Recommendation by Board Nomination and Remuneration Committee for the Board's approval; and
- vii. Decision by Board on recommended appointment/reappointment.

In accordance with the MMLR, at any one time, at least two (2) or one-third (1/3) of the total number of Directors, whichever is the higher, shall comprise of Independent Directors. In the event of any vacancy in the Board, resulting in non-compliance with the above, the Board must ensure that the vacancy is filled within 3 months.

The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve the Board as a Non-Independent Director. Where there is strong justification for such Director to remain as an Independent Director, and the Board Nomination and Remuneration Committee provides their recommendation thereof, the Board may propose a further extension at the shareholders meeting through a two-tier voting process, subject to a cumulative period of not more than 12 years from the date of his first appointment in the Group as an Independent Director.

The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

The Board may appoint a Senior Independent Director to whom shareholders' concerns can be conveyed if there are reasons that through the normal channels of the Chair of the Board (the **Chair**) or the CEO or DCEO have failed to resolve them. The Senior Independent Director is also a sounding board for the Chair and serves as the principal conduit between the Independent Directors and the Chair on sensitive issues.

## **2.4 The role of the Chair and the Deputy Chair**

The Board shall appoint one of its members to be Chair of the Board in accordance with the Constitution of the Company and one of its members to be Deputy Chair. The Chair is responsible to:

- Provide leadership for the Board, instilling good corporate governance practices and ensuring effectiveness on all aspects of its role, ensuring the Board plays a full and constructive part in determining the Group's strategies and policies and that the Board decisions taken are in the best interest and fairly reflect Board's consensus;
- Ensure proper flow of information to the Board, reviewing adequacy and timing of documentation in support of Senior Management's proposals;
- Setting the Board agenda in advance alongside the CEO and the Company Secretary, ensuring adequate time is available for discussion of all agenda items and the Board receives complete and accurate information in a timely manner;
- Lead Board meetings and discussions and provide a reasonable time for deliberations at meetings. Encourage active participation and allow dissenting views to be freely expressed, minuted and to promote a culture of openness while maintaining control of the proceedings in ensuring no Director dominates the discussion;
- Manage the interface and act as the main conduit between the Board and Senior Management including developing a positive relationship with the CEO and DCEO and carry out other duties as requested by the Board as a whole, depending on need and circumstances;
- Ensure effective communication with shareholders that enables both, the Board and Senior Management to communicate effectively with its shareholders, stakeholders and the public generally, especially on the Group's sustainability strategies, priorities and targets as well as performance against these targets. The Chair acts as the spokesperson for the Board and as the main representative of the Group alongside the CEO at shareholders meetings and on other occasions where key or major actions are taken or statements are made in the name of the Company/Group; and
- Act on the results of Board performance evaluation by recognising the strengths and addressing the weaknesses of the Board.

The Board's Deputy Chair assists the Chair in the matters set out above and will chair the Board Meetings in the Chair's absence. In the absence of both, the Chair and Deputy Chair, the Directors present at such meeting may choose one of those members present to chair the meeting.

## **2.5 Board Committees**

The Board may establish Board Committees to assist in the discharge of its responsibilities which shall comprise of the members of the Board and not the Chair of the Board. All Committees shall be established and its members appointed by resolution in a Board Meeting. Each Committee has its own Terms of Reference approved by the Board which are reviewed periodically by the Board.

The current Board Committees are the:

- Board Audit Committee
- Board Governance and Risk Management Committee
- Board Nomination and Remuneration Committee

The Independent Directors and Non-Executive Directors play a leading role in these Board Committees. The Board Committees have no independent decision-making authority, except where expressly granted by the Board or applicable law. The establishment of a committee does not alter the Board's legal responsibilities and tasks and the responsibility for any final decisions on all Board reserved matters lies with the Board and shall be minuted.

The Board Committees shall provide a report on its work at each Board Meeting.

## 2.6 Company Secretary

The Board shall appoint a Company Secretary who shall, at minimum, meet the requirements of the Companies Act, 2016 and advocates Corporate Governance best practices.

The Company Secretary who shall act as an advisor to the Board on governance matters is responsible for the co-ordination of all Board business, including:

- managing and facilitating all Board and Board Committee meetings including finalising agendas with the Chair and CEO and compiling board papers from Senior Management as well as Board communications;
- attending all Board and Board Committee meetings, preparing accurate minutes and maintaining records of the Board and Board Committees and its respective meetings and ensuring effective management of the Company's records;
- timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements;
- assisting the Board with interpreting legal and regulatory acts related to the local listing rules and regulations and developments; and
- advising the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis.

The Company Secretary should ensure that meeting materials are circulated to the Directors at least 12 days prior to Board and Board Committee Meetings or within the agreed delays set out in this Charter and that the minutes of meetings accurately reflect the deliberations, dissenting views and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

The Company Secretary is expected to constantly keep abreast with and shall update the Board on the evolving regulatory changes and developments in Corporate Governance through attending continuous training. The Company Secretary is expected to enhance the effective functioning of the Board and to ensure regulatory compliance at all times.

## 2.7 Observers at Board and Board Committee meetings

The Board may appoint two (2) observers ("**Observers**") who are employees of each of the joint controlling shareholders (the "**Shareholder**"), or their affiliates, to the Board meetings and each of the Board Committee meetings, who may also have access to decisions made by written resolution. The decision whether to appoint an individual nominated by the Shareholder, respectively to be an Observer will be made only by Board resolution in a Board meeting.

An Observer will be appointed only if the Board is satisfied that the nominated person possesses the relevant knowledge, skill and experience within the telecommunications business and governance that would enhance the knowledge of, and act as a useful resource to, the Board and Board Committees.

The two (2) Observers may be appointed for two (2) years subject to further extension as may be approved by the Board . The terms of the Observers' appointment will be specified in a Terms of Reference document approved by the Board Directors.

The Observers may be entitled to information available to the Board and Board Committees, receive notice of Board and Board Committee meetings, attend and participate at Board and Board Committee meetings and attend pre-Board briefing sessions (subject to, in each case, any restrictions and limitations imposed by the Board which will include the provision of undertakings relating to confidentiality and insider trading prohibitions). In any event, the Observers will not have any decision making authority or voting rights at any Board or Board Committee meeting and the Company's management will continue to report to the Board. The Observers' rights will be

curtailed in circumstances deemed fit by the Board including in matters where the Shareholders are interested parties or conflicted.

## **2.8 Access to information, advice and training**

Each Director can seek any information that he/she requires and has full and unrestricted access to information of the Group's businesses, whether as a full Board or in their individual capacities. In furtherance of their duties, they also have direct and unrestricted access to Senior Management and the Company Secretary. The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and if required, in furtherance of Directors' duties, the Board is entitled to engage such legal, governance, accounting/financial, tax or other independent professional advisers, consultants or experts as it considers necessary from time to time, at the expense of the Company.

Onboarding programmes are to be conducted for newly appointed Directors as soon as possible after they have been appointed, which includes management and operations orientation briefings by the Senior Management.

All new Directors are required to attend the Mandatory Accreditation Programme as required by Bursa Securities.

On an annual basis, all Directors are required to attend internal and external trainings to increase their knowledge on the Group's businesses and operations, the industry which the Group operates, broad business trends, strategy, financial instruments, accounting standards and technological advancement, changes in regulatory, laws, corporate governance and other trainings relevant to their roles and responsibilities as a member of the Board/Board Committees.

## **3. BOARD MEETINGS**

### **3.1 Organisation**

By December each year, the CEO shall, after consultation with the Board's Chair, provide a proposal for a meeting plan for the next calendar year, all of which must be conducted separately from any other Board Committee Meeting.

Each Director and the CEO may request a Board Meeting to be held and that specific matters are to be included on the agenda. The Chair is responsible for ensuring that such request is fulfilled, and if necessary that a Board Meeting is convened without undue delay after a request has been made.

Before a Board Meeting can be conducted, the Board, shall have been notified of the meeting at least 12 calendar days prior to the meetings of the Board or Board Committees thereof. The notice period may be changed as agreed in writing by all Directors. Each notice shall contain the date and time of meeting, an agenda with detailed information on any matters to be presented, discussed, considered or voted on by the Board at the relevant meeting.

A Director shall be entitled to appoint an alternate who shall be deemed to be a Board member in the event the appointing Director not present (each, an "Alternate"). An Alternate Director is required to undertake the Fit and Proper assessment process prior to his appointment. In order for an Alternate to attend a meeting, the Director whom such Alternate is replacing at such meeting shall provide an irrevocable written notice to the Company and each other Director at least twenty-four (24) hours prior to the scheduled start time for the relevant Board Meeting indicating that he or she will not be attending such meeting and that the specified Alternate will be attending.

### **3.2 Prior Processing**

Together with the Chair, the CEO is responsible for the appropriate preparation and documentation of issues to be dealt with by the Board. Necessary preparatory documents that give an account of the issues to be dealt with shall be uploaded to a secured platform at least 12 days before the date of the meeting. The uploading may be shorter if the Chair deems it acceptable but shall in any case



be long enough for the Directors to have time to prepare for the meeting and to consider the issues being covered. The Board documentation shall contain sufficient information to provide the Directors with an adequate basis to deliberate, and reach a decision on, the issue in question. In the event that the Chair and the Deputy Chair jointly consider it acceptable, or if it is vital for the issue in question to be dealt with at the forthcoming Board Meeting, Board documentation can be distributed on shorter notice or at the actual meeting.

### **3.3 Conduct of meetings**

At least six (6) Directors, one of whom must be an Independent Director, must participate in order to form a quorum.

The Board shall as a general rule deal with issues in Board Meetings where the Directors participate either physically or via video or telephone conference. In the event that the Chair deems it acceptable, considering the matter and circumstances at hand, the Board may adopt resolutions by written procedure only. Such resolutions require the acceptance in writing by all Directors then in office to be validly decided. The Directors and the CEO may request issues submitted in writing to be dealt with in a physical meeting before a decision is reached.

Board Meetings shall be chaired by the Chair or, in his/her absence, by (i) the Deputy Chair (if any), or (ii) a Director appointed by the Board.

The CEO, or someone appointed by him/her, shall be responsible for presenting the individual items on the agenda.

### **3.4 Decisions and authority**

A decision by the Board requires the majority of the votes cast by the Directors who take part in the processing of an issue.

## **4. ANNUAL REVIEW OF BOARD EFFECTIVENESS**

The Board through the Board Nomination and Remuneration Committee shall carry out an annual self-evaluation on the effectiveness of the Board as a whole, of each individual Director and the different Committees established by the Board. The Board Nomination and Remuneration Committee is delegated the responsibility to perform the Board effectiveness evaluation as well as the Directors' assessment and shall report the results to the Board which will be stating in the Company's annual report as to how the F&P Policy was applied in the assessment process.

On an annual basis, the Board shall review the independence of the Independent Directors considering information relevant to this assessment as disclosed by each of the Directors and include this information in the Integrated Annual Report of the Company.

The Board may engage independent experts at least once in 3 years to facilitate an objective and candid Board evaluation.

## **5. DIVISION OF WORK BETWEEN THE BOARD AND THE CEO AND DCEO**

The positions of the Chair, Deputy Chair, CEO and DCEO should be held by different individuals. The role and responsibility of the Chair and Deputy Chair are referred in provision 2.4 of this Charter.

The CEO is responsible for the effective management of the Group's business affairs and leads the implementation of the financial, strategic and organisational performance policies and strategies agreed upon by the Board to maximise shareholder's value. The CEO shall seek the approval of the Board for all significant decisions including major financings, acquisitions, dispositions, budgets and capital expenditures. The CEO is responsible for successful merger integration, providing leadership guidance and building corporate culture.

The DCEO is accountable to the CEO for the effective day-to-day operations of the Group's business in accordance with strategic plan, operating and capital expenditure budgets as approved by the Board. The DCEO leads initiatives and programs to drive transformation, efficiencies, productivity improvements and resource allocation to mitigate uncertainties on the Group's business activities in order to achieve its corporate objectives and strategic plans. The DCEO supports the CEO to ensure success of merger integration

The CEO's and DCEO's authorities do not extend to matters outside the CEO's scope of the responsibilities pursuant to applicable law (i.e. matters of the Group that are unusual in nature or of major importance), this Charter or other instructions adopted or decisions made by the Board.

The Board and / or individual Director can, at any given time, request the CEO or DCEO to provide the Board with a detailed account of specific issues relating to their responsibilities.

As often as the Board deems it necessary, the CEO and DCEO shall, as the case may be, either in writing or in a meeting, report to the Board on the Group's strategic, financial, operation, performance and its general situation, as determined by the Board and/or described in the rules of procedure for the CEO and DCEO.

## **6. DISQUALIFICATION OR CONFLICT OF INTERESTS**

Directors are not permitted to take part in the processing or decision of issues that have such significance to them or any closely related parties that they must be regarded as having a distinct personal or financial special interest in the issue.

## **7. CONFIDENTIALITY**

All information and documentation received by the Board from the Group shall be treated as confidential, unless otherwise expressly decided by the Board. All Directors are responsible for ensuring that any material information received is properly protected and remains confidential.

If any information shall be provided to third parties, this shall be provided by the Chair or the CEO if so agreed with the Chair or in the case of provision of information to Observers, if so approved by the Chair.

The confidentiality obligation shall continue to apply after the Director has ceased to be a Board Member. The Director shall return or destroy all written materials relating to the Group upon cessation of the Board membership.

The Board Charter was revised and approved on 15 February 2023.