



SILVERBRIDGE

BOARD CHARTER

1. INTRODUCTION	3
2. PURPOSE OF THE CHARTER	3
3. COMPOSITION OF THE BOARD AND APPOINTMENT OF DIRECTORS	4
4. MEETING PROCEEDINGS	6
5. ROLE, FUNCTIONS AND RESPONSIBILITIES OF THE BOARD	7
6. ROLE, FUNCTIONS AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS.....	9
7. MATTERS RESERVED FOR DECISION-MAKING BY THE BOARD	12
8. BOARD PROCEDURES	15
9. AGENDA AND MINUTES	17
10. BOARD COMMITTEES.....	18
11. CORPORATE GOVERNANCE	18
12. BOARD’S RELATIONSHIP WITH STAKEHOLDERS	18
13. MANAGEMENT OF RISKS	19
14. GOVERNANCE OF INFORMATION TECHNOLOGY (IT)	19
15. REMUNERATION	20
16. BOARD EVALUATION.....	20
17. DECLARATION OF INTERESTS.....	21
18. GENERAL	21
19. APPROVAL OF THE CHARTER	21

CHARTER OF THE BOARD OF SILVERBRIDGE HOLDINGS LIMITED

1. INTRODUCTION

1.1 This document sets out the charter adopted by the board of directors (“the Board”) of Silverbridge Holdings Limited (“Silverbridge”/“the Company”) to govern its responsibilities, behaviour and authority.

1.2 The Charter is subject to the provisions of:

- a) The Companies Act and Regulations, No. 71 of 2008, as amended (“the Companies Act”);
- b) The Company’s Memorandum of Incorporation;
- c) The King Report on Corporate Governance South Africa, as amended from time to time (“King Report”); and
- d) Any other applicable laws or regulatory provisions.

2 PURPOSE OF THE CHARTER

2.1 The Charter is intended to provide an overview of:

- 2.1.1 the demarcation of roles, functions, responsibilities and powers of the Board, the individual directors and the officials and executives of the Company;
- 2.1.2 the powers delegated to the various board committees of the Company;
- 2.1.3 matters reserved for final decision-making or pre-approval by the Board; and
- 2.1.4 the policies and practices of the Board in respect of matters such as corporate governance, declarations of conflicts of interest, board meetings and procedures and the nomination and appointment of directors.

2.2 The Charter is not intended to contain a comprehensive summary of the applicable legal principles.

2.3 The Charter may be amended from time-to-time as required, subject to the approval of the Board and will be subject to regular review by the Board.

3 COMPOSITION OF THE BOARD AND APPOINTMENT OF DIRECTORS

- 3.1 The Company subscribes to a unitary board, consisting of non-executive and executive directors, which both leads and controls the Company.
- 3.2 The Board acknowledges the requirement for a majority of non-executive directors, the majority of whom should be independent, as recommended in the King Report. It furthermore acknowledges that the composition of the Board should reflect the need to protect the interests of all the Company's shareholders, as well as the demographics of the country.
- 3.3 There shall be a policy in place evidencing a clear balance of power and authority at board level to ensure that no one director has unfettered powers.
- 3.4 Members:
- 3.4.1 The Board should comprise a balance of executive and non-executive directors, with a majority of non-executive members, a majority of whom should ideally be independent.
- 3.5 The Board composition should reflect:
- 3.5.1 a majority of independent non-executive directors;
- 3.5.2 racial and gender diversity; and
- 3.5.3 diversity in respect of the relevant business, geographic and academic backgrounds;
- 3.5.4 The Board membership shall be large enough to ensure an adequate range of skills, knowledge, views, leadership and experience to achieve the balance necessary to meet the Board's strategic objectives and the resources required for conducting the business of the Board. The Board shall regularly consider whether its size, diversity and demographics make it effective;
- 3.5.5 The Board is responsible to appoint the chief executive officer and chief financial officer and ensure a proper process of performance management and succession planning in respect of these positions.
- 3.5.6 The Board shall elect a chairman of the Board should the chairman of the Board either not offer him-/herself for re-election, or not be re-elected by shareholders,

following the Company's Annual General Meeting at which the chairman is either not re-elected or has retired. The chairman shall be responsible for the effective leadership of the Board as contemplated in the King Report. The chairman shall be independent and free of conflict upon appointment. In the case where the chairman is not independent or conflicted, a lead independent director shall be appointed.

3.5.7 The Board shall consider the number of outside chairmanships held and shall ensure a proper succession plan for the position of chairman.

3.5.8 The roles of the chairman and the chief executive officer shall be separate.

3.6 Appointments to the Board:

3.6.1 The Nomination Committee shall assist with the process of identifying suitable members of the Board and recommend the eligibility of prospective directors to the Board. Background and reference checks shall be performed prior to the nomination and appointment of directors.

3.6.2 Appointments to the Board shall be formal, transparent and dealt with by the Board as a whole. The appointment of non-executive directors shall be formalised through a letter of appointment.

3.6.3 In order to qualify as a board member, proposed candidates should have adequate strategic, analytical, communication and knowledge competencies. In general, he/she should:

- a) have the ability to make informed decisions;
- b) be able to appreciate the wider business picture and perspective;
- c) have integrity in personal and business dealings; and
- d) be objective at all times about what is in the best interest of the Company.

3.7 Induction and ongoing training and development of directors:

3.7.1 A formal induction programme aimed at understanding the Company, the business environment and duties of directors shall be conducted for all newly appointed directors.

3.7.2 Directors shall receive essential board and company information and shall keep abreast of changes and trends relevant to the business of SilverBridge. Directors shall also keep abreast of changes and trends in the economic, political, social and legal climate in general.

3.8 Period of office:

3.8.1 All non-executive directors shall be subject to retirement by rotation and re-election by shareholders at least every three years. At least one-third of the non-executive directors shall rotate every year.

3.8.2 Although there is no limit on the number of boards on which a director may serve, non-executive directors must advise the Chairman of other planned board appointments and Executive directors will require the approval of the Nomination Committee to accept outside directorships. None of these outside directorships should be in conflict with the business of the Company.

3.8.3 Only executive directors shall be engaged by means of employment contracts. Termination of employment contracts of executive directors shall automatically include their resignation from the Board.

3.8.4 The Board shall have the power at any time, without shareholder approval, to remove any director and to fill any vacancies created by such removal.

3.8.5 The retirement age for an executive director is by employment contract and for a non-executive director is 70 years of age, unless otherwise approved by the Board.

4 MEETING PROCEEDINGS

4.1 Frequency

Meetings of the Board will be held as frequently as the Board considers appropriate to discharge all its duties as set out in this charter, but subject to a minimum of four meetings per year. Meetings in addition to those scheduled may be held at the instance of a board member.

The chairman of the Board may meet with the chief executive officer and the chief financial officer and/or the company secretary prior to a board meeting to discuss important issues and agree on the agenda.

Except in exceptional circumstances, not less than five days' notice of meetings and the business to be conducted shall be given to the members of the Board. Such notice shall, where possible, include the agenda and any supporting papers.

4.2 Attendance

Members of senior management, assurance providers and professional advisors may be in attendance at meetings, but by invitation only and they may not vote.

Board members must attend all scheduled meetings of the Board, including meetings called on an *ad hoc* basis for special matters, unless prior written apology, with reasons, has been submitted to the chairman or company secretary.

The company secretary is the secretary to the Board.

If the nominated chairman of the Board is absent from a meeting, the members present must elect one of the members present to act as chairman.

Directors shall use their best endeavours to attend board meetings and to prepare thoroughly.

Meetings may be attended by telephone, videoconference or other form of electronic means that would prove efficient, however at least 75% of the minimum meetings required must be attended in person.

4.3 Quorum

A representative quorum for meetings of the Board is as provided by the Memorandum of Incorporation of the Company. Proceedings of the meeting shall be governed by the Memorandum of Incorporation of the Company.

5 ROLE, FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

5.1 The Board accepts that it is ultimately accountable and responsible for the affairs of the Company. To this end, the Board shall:

5.1.1 provide effective leadership, based on an ethical foundation;

- 5.1.2 ensure that the Company is and is seen to be a responsible corporate citizen;
- 5.1.3 ensure that the Company's ethics are managed effectively;
- 5.1.4 retain full and effective control over the Company;
- 5.1.5 determine the Company's purpose and values and ensure that they are formulated in the company's code of conduct;
- 5.1.6 give strategic direction to the Company;
- 5.1.7 exercise leadership, integrity and judgment and ensure that all deliberations, decisions and actions are based on fairness, accountability, responsibility and transparency in directing the Company;
- 5.1.8 ensure that procedures and practices are in place to protect the Company's assets and reputation;
- 5.1.9 monitor and evaluate the implementation of strategies, policies, management performance and business plans;
- 5.1.10 ensure that the Company complies with relevant laws, regulations and codes of best practice;
- 5.1.11 ensure that technology and systems used in the Company are adequate to run the business;
- 5.1.12 identify key risks and key performance indicators in order for the business to generate economic profit and enhance shareholder value;
- 5.1.13 continuously monitor the solvency and liquidity of the Company;
- 5.1.14 ensure that there is an effective risk-based internal audit function;
- 5.1.15 evaluate the effectiveness of the Company's system of internal controls;
- 5.1.16 regularly assess its performance and effectiveness, as a whole, and of individual directors; and
- 5.1.17 familiarise itself with issues of concern to stakeholders of the Company.

6 ROLE, FUNCTIONS AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

6.1 Role of the Chairman

6.1.1 In terms of the Memorandum of Incorporation, the chairman of the Board is also the chairman of the annual general meeting.

6.1.2 The chairman provides leadership at board level and is responsible for ensuring the integrity and effectiveness of the Board and its committees. To this end the chairman shall be expected to, amongst other things:

6.1.2.1 provide strong leadership to the Board; assist the Board in reviewing and monitoring the strategy, policy and directions of the Company and the achievement of its objectives;

6.1.2.2 maintain a regular dialogue with the chief executive officer in respect of all material matters affecting the Company and to consult with the other board members promptly, when considered appropriate;

6.1.2.3 be available to provide counselling and advice to the chief executive officer between Board meetings;

6.1.2.4 ensure that all material matters concerning the business of the Company is tabled at Board meetings;

6.1.2.5 act as facilitator at meetings of the Board to ensure that material matters for consideration are tabled and dealt with effectively and thus ensure optimal decision-making and governance by the Board; and

6.1.2.6 assist the Nomination Committee and the Board to determine the performance objectives of the chief executive officer and the evaluation of his/ her performance against the set objectives.

6.2 Role of the Lead Independent Director (if appointed)

6.2.1 The Lead Independent Director shall fulfil the following functions, to:

- a) lead in the absence of the chairman;
- b) serve as a sounding board for the chairman;
- c) act as an intermediary between the chairman and other members of the Board, if necessary;

- d) deal with shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
- e) strengthen the independence of the Board if the chairman is not an independent non-executive member of the Board;
- f) chair discussions and decision-making by the Board on matters where the chairman has a conflict of interest; and
- g) lead the performance appraisal of the Chairman.

6.3 Role of the Chief Executive Officer

6.3.1 The chief executive officer shall provide executive leadership and be accountable to the Board for the implementation of the strategies, objectives and decisions of the Board within the framework of the delegation of authority, values and policies of Silverbridge. To this end, the chief executive officer shall be accountable to the Board, amongst other things, for:

- a) developing and recommending to the Board the long-term strategy and vision of the Company and its execution by way of critical performance targets;
- b) developing and recommending to the Board the annual business plans and budgets that support the long-term strategy of Silverbridge;
- c) ensuring that the Company has an effective management team and management structures;
- d) ensuring that a positive work climate is maintained which is conducive to attracting, retaining and motivating employees at all levels within the Company;
- e) encouraging a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils social responsibility objectives and imperatives;
- f) ensuring that appropriate policies are formulated and implemented;
- g) ensuring that effective internal control and governance measures are deployed;
- h) setting the tone from the top in providing ethical leadership and creating an ethical environment; and

- i) ensuring that Silverbridge complies with all relevant legislation and regulations and codes of conduct.

6.3.2 The chief executive officer shall not be a member of the Audit, Risk and Information Technology Governance Committee, the Nomination Committee and Social and Ethics Committee and Remuneration Committee (or any combination thereof) but has a standing invitation to attend the meetings of these committees.

6.4 Responsibilities of individual directors

6.4.1 In fulfilling his/her responsibility to the Company, a director shall at all times:

- a) act in the best interest of the Company, in good faith and with integrity and adhere to all relevant legal standards of conduct;
- b) conduct himself/herself in a professional manner;
- c) avoid any conflict of interest between his/her personal affairs and that of the Company or, where unavoidable, disclose any such conflict or potential conflict;
- d) disclose any information that he/she may be aware of that is material to the Company and which the Board is not aware of, unless such director is bound by ethical or contractual obligations of non-disclosure;
- e) only use his/her powers for the purposes for which they were conferred upon him/her and not to gain an advantage for himself/herself or a third party or to harm the Company in any way;
- f) only act within his/her powers as formally delegated by the Board;
- g) keep all information gained in his/her capacity as a director strictly confidential;
- h) use their best endeavours to attend Board and relevant board committee meetings where at all possible and devote appropriate preparation time ahead of each meeting to ensure that he/she is in a position to contribute to Board and committee discussions and to make informed decisions on matters placed before the Board or board committee;

- i) exhibit the degree of skill and care as may be reasonably expected from a person of his/her skill and experience, but also exercise both the care and skill any reasonable person would be expected to show in looking after their own affairs; and
- j) actively participate in and contribute to Board deliberations in a constructive and frank manner under the leadership and guidance of the chairman.

6.4.2 Individual directors will be expected to participate in the Company's induction programme on appointment and attend such professional development programmes as deemed necessary by the chairman based on the outcome of the annual assessment of the director's performance.

7 MATTERS RESERVED FOR DECISION-MAKING BY THE BOARD

7.1 The following matters shall be reserved for decision by the Board, on the basis of any recommendation as may be made from time to time by the committees of the Board.

7.1.1 Financial:

- a) The adoption of any significant change or departure in the accounting policies of the Company.
- b) The raising of borrowing facilities.
- c) Capital expenditure included in approved business plans and annual budgets exceeding 10% of the budget, per project, to be confirmed by the Board prior to an actual commitment being made to purchase.
- d) The approval of the strategy, business plans and annual budgets and of any subsequent material changes in strategic direction or material deviation in plans or budgets.
- e) The approval of the annual financial statements, the interim report and the declaration of ordinary dividends.
- f) The integrity of the Company's integrated report to be ensured.
- g) The recommendation to shareholders of any increase, reduction or alteration to the share capital of the Company and the allotment, issue or

other disposal of shares of the Company (except for shares allotted under any share incentive scheme).

7.1.2 Statutory and administrative:

- a) Recommending amendments to the Memorandum of Incorporation of the Company.
- b) The appointment, removal or replacement of the internal and external auditors of the Company.
- c) The frequency of Board meetings.
- d) The convening of general meetings of shareholders of the Company.
- e) The approval of proxy forms for annual and general meetings of shareholders of the Company.
- f) The prosecution, defence or settlement of legal or arbitration proceedings, where material, and except in the ordinary course of business.
- g) The granting of general signing authorities pursuant to the Memorandum of Incorporation of the Company.
- h) Establishing any operations of the Company outside Southern Africa.
- i) The appointment, removal or replacement of the company secretary and empowerment by the Board to properly fulfil the assigned duties.

7.1.3 The Board shall, on an annual basis evaluate the competence, qualifications and experience of the company secretary. The company secretary shall:

- a) have an arm's length relationship with the Board;
- b) not be a director of the Company;
- c) assist the Board with the appointment of directors;
- d) assist with the director induction and training programmes;
- e) provide guidance to the Board on the duties of the directors and good governance;

- f) ensure board and committee charters are kept up to date;
- g) prepare and circulate board papers in conjunction with Silvebridge's management;
- h) elicit responses, input and feedback for board and board committee meetings;
- i) assist in drafting yearly work plans;
- j) ensure preparation and circulation of minutes of board and committee meetings; and
- k) assist with the evaluation of the board, committees and individual directors.

7.1.4 Regulatory:

- a) The approval of terms and conditions of the Company's rights issues, public offers, capital issues or issues of convertible securities including share or convertible securities issued for acquisitions.
- b) The approval and authority to issue circulars to shareholders.
- c) The approval of and authority to issue prospectuses, listing particulars, rights offers or takeover or merger documents.
- d) Recommending to shareholders that they approve any ordinary or special resolution in respect of the Company.
- e) Recommending that the shareholders take a particular course of action proposed by the Company.
- f) Any decision to list the Company's shares on any stock exchange or to terminate any such listing.

7.1.5 Human resources:

- a) Appointments to and removals from the Board including the appointment of the chairman and the chief executive officer, executive directors and non-executive directors, and the approval of nominations of alternate directors.

- b) The appointment, terms of reference and changes in the composition of the board committees.
- c) Any increase of non-executive directors' fees and executive directors' remuneration.
- d) The approval of any share incentive or general incentive scheme.
- e) The formulation of recommended policies in relation to equal opportunity employment, empowerment, environment, health, safety and HIV/AIDS.

8 BOARD PROCEDURES

- 8.1 The conduct of directors shall be consistent with their accountability to the Company and responsibility to all stakeholders.
- 8.2 The Board shall be disciplined in carrying out its role, with the emphasis on strategic issues and policy.
- 8.3 The Board's discussions shall at all times be open and constructive. The chairman shall seek a consensus in the Board, but may, where considered necessary, call for a vote in whatever manner the chairman, in his sole discretion, decides. Discussions and records shall remain confidential unless with specific direction from the Board to the contrary.
- 8.4 The Board has sole authority over its agenda. However, any director may request the addition of an item on the agenda. The agenda shall be exercised through the chairman with the assistance of the company secretary.
- 8.5 The directors are entitled to have access, at reasonable times, to all relevant company information and to management. Professional advice shall only be taken as per the approved procedure.
- 8.6 The directors are expected to strictly observe the restrictions to the use and the confidentiality of company information.
- 8.7 At each quarterly Board meeting, the Board shall consider:
 - a) operational reports from the relevant executive directors;
 - b) a report from the chief financial officer;

- c) reports on the activities of the Company's individual business units;
- d) financial forecasts for the remainder of the financial year;
- e) specific proposals for capital expenditure and acquisitions; and
- f) major issues and opportunities for Board consideration.

8.8 At intervals of not more than one year, the Board shall:

- a) review the Company's goals;
- b) review the strategies for achieving the Company's goals;
- c) approve the annual budget;
- d) approve the annual and half-yearly financial statements, reports to shareholders and public announcements;
- e) approve the directors' statutory report to be published in the integrated annual report;
- f) consider and, if appropriate, declare or recommend the payment of dividends;
- g) review the Board performance, composition, structure and succession;
- h) review the Company's internal and external audit reports;
- i) review the performance of, necessity for, and composition of Board committees;
- j) review the directors' remuneration;
- k) review the chairman's remuneration;
- l) review the chief executive officer's remuneration;
- m) review remuneration policies and practices in general, including incentive schemes for management;
- n) review risk assessment policies and controls; including compliance with legal and regulatory requirements;
- o) review the Company's code of conduct and ethical standards;
- p) review stakeholder relations;

- q) review donations and sponsorships;
- r) review the Company and the Board's corporate governance performance in general;
- s) set the following year's work plan; and
- t) appointment of directors for approval by shareholders.

9 AGENDA AND MINUTES

- 9.1 The Board must establish 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 out in this Charter: the more critical matters will need to be attended to each year while other matters may be dealt with on a rotation basis over a three-year period. The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual plan.
- 9.2 A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the Board and other invitees.
- 9.3 Board members must prepare for Board meetings to be able to provide appropriate and constructive input on matters for discussion. Directors are expected to participate fully and frankly in board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the board table.
- 9.4 Minutes of meetings shall be taken by the Company Secretary and shall be circulated within 10 business days after the meeting to the chair of the Board. The minutes shall be reviewed and approved by the Board, which will authorise the chairman to sign and approve the minutes as a true record of proceedings. The minutes must be formally approved by the Board at its next scheduled meeting.
- 9.5 The chairman or chief executive officer, at their/her/his discretion, may request other executives to attend and to be heard at meetings or parts of meetings of the Board.
- 9.6 Individuals in attendance at board meetings by invitation may participate in discussions but do not form part of the quorum for board meetings.

10 BOARD COMMITTEES

- 10.1 The Board is authorised to form committees and to delegate certain functions to well-structured committees, but without abdicating its own responsibilities, to assist in the execution of its duties, powers and authorities.
- 10.2 The Board has established a number of standing committees, which function within the framework of their own charters, as approved by the Board.
- 10.3 Any additional committees will be established as deemed necessary in view of the Company and Board's needs and requirements at that particular point in time.

11 CORPORATE GOVERNANCE

- 11.1 The Board shall ultimately be responsible for ensuring that an adequate and effective process of corporate governance is established and maintained. The Board shall be committed to the highest standards of corporate governance, which create the foundation for the business integrity that is required to ensure the success and long-term sustainability of Silverbridge.
- 11.2 The Board shall be cognisant of the principles contained in the King Report on good corporate governance and apply these principles as far as it is practical and add value to the Company's stakeholders.

12 BOARD'S RELATIONSHIP WITH STAKEHOLDERS

- 12.1 The Board shall evaluate economic, political, social and legal issues on a regular basis, as well as any other relevant external matters that may influence or affect the development of the business or the interests of the stakeholders and, if appropriate, obtain outside expert advice.
- 12.2 The Board shall:
- 12.2.1 monitor the relationship between management and the stakeholders of the Company;
 - 12.2.2 appreciate that stakeholders' perceptions affect the Company's reputation;
 - 12.2.3 strive to achieve the appropriate balance between its various stakeholder groupings, in the interests of the Company;

12.2.4 ensure the equitable treatment of stakeholders;

12.2.5 ensure that disputes are resolved as effectively, efficiently and expeditiously as possible; and

12.2.6 identify key stakeholder groups with whom Silverbridge shall engage in a structured manner.

13 MANAGEMENT OF RISKS

13.1 The Board accepts its responsibility for the total process of risk management in the Company.

13.2 An effective, ongoing process shall be in place to identify risks, measure their impact and proactively manage these. The Board shall set the risk strategy in liaison with the executive directors and senior management.

13.3 Formal risk assessments shall be taken at least annually. The Audit and Risk Committee shall be responsible to assist the Board in reviewing the risk management process.

13.4 The Board shall set the levels of risk tolerance once a year and may set limits for the risk appetite as well as monitor that risks taken are within the tolerance levels.

13.5 The Board shall appoint a committee to assist the Board in carrying out its risk responsibilities, which committee shall be evaluated by the Board once a year.

14 GOVERNANCE OF INFORMATION TECHNOLOGY (IT)

14.1 The Board accepts its responsibility for the governance of IT and places it on the Board agenda.

14.2 The Board shall ensure that:

14.2.1 an IT charter and policies are established and implemented;

14.2.2 an ethical IT governance culture and awareness and of a common IT language is promoted;

14.2.3 an IT internal control framework is adopted and implemented;

- 14.2.4 independent assurance on the effectiveness of the IT internal controls is obtained;
- 14.2.5 the IT strategy is integrated with the Company's strategic and business processes; and
- 14.2.6 there is a process in place to identify and exploit opportunities to improve the performance and sustainability of the Company through the use of IT.

15 REMUNERATION

- 15.1 Remuneration of the non-executive directors shall, on recommendation from the Board and as proposed by Remuneration Committee, be presented to shareholders for approval at the annual general meeting.
- 15.2 Non-executive directors shall, as a general rule, not provide any professional or business services of an ongoing nature to the Company. The Board may, for the purpose of a special assignment, engage the services of a non-executive director (specific field of expertise), but the terms of the engagement must be competitive, clearly recorded and all legal requirements with regards to disclosure must be complied with.
- 15.3 The chairman shall be paid a level of fees appropriate to his/her office, which shall be reviewed annually by the Board.
- 15.4 No additional fees shall be paid to executive directors as directors, other than in accordance with their specific employment contracts.
- 15.5 Full disclosure of all fees paid to directors for their services as directors shall be made in the annual financial statements.

16 BOARD EVALUATION

- 16.1 The Board shall determine its own rule, functions, duties and performance criteria as well as that for directors of the Board and board committees to serve as a benchmark for the performance appraisal. The results of the performance appraisal and evaluations should identify training needs for directors.
- 16.2 A formal board evaluation process shall be followed bi-annually. Evaluations of the effectiveness of the Board as a whole as well as of individual directors shall be performed by the chairman or an independent service provider.

- 16.3 The chairman's ability to add value, and his/her performance against what is expected of his/her role and function, shall be assessed at least every year.
- 16.4 The nomination for the re-appointment of a director shall only occur after the evaluation of the performance and attendance of the director.
- 16.5 Any independent non-executive directors serving more than nine years shall be subjected to a rigorous review of his/her independence and performance by the Board.

17 DECLARATION OF INTERESTS

- 17.1 Directors shall at all times observe the legal requirements in respect of the declaration of interest and do everything reasonably possible to avoid a conflict of interest in the execution of their duties and responsibilities to the Company.
- 17.2 Directors are referred to the provisions of the Companies Act on the declaration of interests and acknowledge that they are familiar with the provisions thereof.
- 17.3 It is the responsibility of any related party to ensure that the Board is fully informed of the extent of the related party transactions.

18 GENERAL

- 18.1 The Board, in carrying out its tasks under this charter, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 18.2 The Board may also consult with and seek any information it requires from any employees and all employees shall be required to co-operate with any request made by the board in the course of its duties. The Board may from time to time alter the provisions of this charter, as and when required.

19 APPROVAL OF THE CHARTER

The chairman of the Board was authorised to sign the Charter as the approved charter for the Board. The Charter will be due for review annually.