MOBILE TELECOMMUNICATIONS COMPANY (ZAIN)

BOARD OF DIRECTORS HANDBOOK

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Contents

Glossary

Term	Definition
The Company	Mobile Telecommunications Company (Zain Group) (Zain)
BOD	Board of Directors or the “Board”
CEO	Chief Executive Officer
CMA	Capital Markets Authority
The Handbook	The BOD Handbook
Executive Management	CEO, C-level management and any other member with a direct reporting line to the CEO.
BNRC	Board Nomination and Remuneration Committee
Controlling Share	Direct or indirect possession of at least five percent (5%) of shares, votes or a comparable financial interest in an institution or a major clients, major contractor, bank, regulator, etc.
AGM	Annual General Meeting
External Auditor	Independent Auditor which is a certified public accounting firm, registered by the regulatory authorities
BAC	Board Audit Committee
BRC	Board Risk Committee
Secretary	Secretary of the board of directors
Director	Member of the Board
The Chairman	Chairman of the Board of Directors

1. Introduction

Mobile Telecommunications Company (hereafter referred to as “Zain” or “the Company”) is committed to adhering to the highest standards of corporate governance practices. The Company’s Board of Directors is responsible for providing the strategic leadership necessary to establish and review the Company’s vision, mission and corporate goals and objectives.

This handbook provides an overview of the company, the structure of the Board of Directors, its roles and responsibilities, in addition to the guidelines for evaluating and developing the Board, its committees, and other matters of interest to a member of the Board of Directors in the company.

This Handbook does not substitute prevailing laws or regulations issued by the Capital Markets Authority (CMA) or any other applicable regulations; it is only intended to provide guidance to the Board of Directors and in accordance with the instructions of the Kuwait Capital Markets Authority to raise the Board’s awareness of company matters and train them. This Handbook is considered as a part of the overall corporate governance framework of the Company.

Directors are also encouraged to visit the Company’s website (www.zain.com) for up-to-date information on the Company’s products and services.

2. Company’s Overview

2.1. Background and History

Mobile Telecommunications Company (MTC) was established in 1983 in Kuwait as the region’s first mobile operator, and commencing with the initiation of the expansion strategy in 2003, Zain grew rapidly in both the Middle East and Africa through the acquisition of several mobile operators across the region.

MTC was rebranded to Zain In 2007 in order to better reflect the growing status of the Company as a leading multi-national mobile service provider with global aspirations. In 2008 Zain became the 4th largest mobile operator in the world in terms of geographical presence.

In 2009, Zain entered into a 50/50 partnership with Al Ajial Investment Fund Holding to acquire a 31% stake in Inwi, the third mobile telecom operator in Morocco and by 2010, Zain had taken the strategic decision to focus on its highly cash generative Middle East and North Africa operations, investing in new growth opportunities in these markets. This decision led to the sale of 100% of Zain Africa BV (‘Zain Africa’) to Bharti Airtel Limited in June 2010.

Zain currently operates in Kuwait, Bahrain, Jordan, Iraq, Saudi Arabia, Sudan, South Sudan and in Lebanon.

In 2017, Oman Telecommunications Company (Omantel) acquired a 21.9% stake in Zain Group, thus becoming the second largest owner in the company.

2.2. Strategic Pillars

2.2.1. Customer Experience

Placing the customer at the heart of everything Zain does; strengthening the customers' loyalty to the Company's remarkable brand.

2.2.2. Operational Effectiveness

Work smarter, extract synergies and value from our investments.

2.2.3. Business Growth

Grow through mergers and acquisitions; strategic partnerships, and monetize data and enterprise offerings.

2.2.4. People Development

Enhance capabilities and grow talent through career development such as rotation of jobs regionally, prudent recruitment, training programs and creating platforms to store and share best practices and knowledge.

3. Board Structure and Roles

The board of directors is a body elected or appointed by shareholders to oversee the activities of the Company through a sound and effective Corporate Governance Framework. The Board has the responsibility of overseeing, counseling and directing the Company's Executive Management to ensure that the interests of the Company and its shareholders are being served.

An effective Board of Directors is critical to good corporate governance practices. The Board structure and composition shall guarantee maximum effectiveness.

3.1. Company's Corporate Governance Framework

3.1.1. What is Corporate Governance

Corporate Governance is a set of systems, processes and practices that help the Company to achieve institutional control as per global standards and principles through identifying the responsibilities and duties of the Board of Directors and Executive Management taking into account protection of shareholders' and relevant stakeholders' rights.

Using an effective governance framework, all stakeholders in a business can better understand, plan and execute activities in response to challenges and risks arising from rapidly changing regulatory, market, financial and business factors.

3.1.2. Zain's Corporate Governance Framework

The Company's governance framework is built on the basis of an effectively functioning and well informed Board. The Board shall have a mix of professionally acclaimed directors who understand their dual role of addressing the issues put forward by management and of honestly discharging their fiduciary responsibilities towards the shareholders.

The Company's business is conducted by its employees and Executive Management, led by the Chief Executive Officer (CEO), with oversight from the Board. The Board, in coordination with the Board Nomination and Remuneration Committee, appoints the CEO and works with him/her and the Committee to appoint the other members of Executive Management, who are mandated to manage the business of the Company.

In order for the Board to be able to undertake its responsibilities effectively, effective communication channels shall be in place to build required trust among Stakeholders, Executive Management and the Board. It is also critical that all stakeholders understand the overall vision and strategy of the Company, where they fit, and how they add value to the Company.

The Corporate Governance Framework is governed by a number of policies that outline various elements of the framework. Hence, the BOD Handbook shall be read in conjunction with the following:

- **Corporate Governance Framework**

  The Corporate Governance Framework establishes the guidelines for the overall Corporate Governance to be followed in the Company on a consolidated basis including its overseas operations and subsidiaries in line with the guidelines provided by the CMA, other related regulatory authorities and other leading industry practices (for more details, refer to **Corporate Governance Framework**).

- **Board Committee Charters**

The Board of Directors forms specialized committees in accordance with regulations that clarify the duration of the committee, its powers and responsibilities, and how the Board monitors it. The formation decision also includes naming the members and specifying their tasks, rights and duties. This is in addition to evaluating the performance and work of these committees and their main members. These committees must inform the Board of Directors of the results they do, reach, or decisions they make with absolute transparency.

- **Remuneration Policy**

This policy aims to determine the general framework for remuneration for the Board of Directors and Executive Management, taking into account the company's overall performance and risk indicators in a way that achieves mutual or shared value for the Executive Management, the Board of Directors, and the company, and in accordance with the interests of shareholders. This policy reflects the standards and principles of best practices in the field of good governance, which are adapted to suit the company's strategy, the nature of its work and its own circumstances.

- **Regulation of Insider Trading Policy**

The goal of this policy is to establish effective contractual arrangements that require third parties who have access to internal information about themselves and their clients; By maintaining the confidentiality of this information, not misusing it, transferring it, or causing it to be transferred directly or indirectly to other people, and not urging other people to deal in securities based on this inside information. And permanently maintain an updated record containing the insider's trading transactions.

- **Anti-Corruption Policy**

The anti-corruption policy outlines the principles followed by Zain and its subsidiaries in order to absolutely prevent bribery and corruption. The aim of this policy is to ensure that appropriate anti-corruption and anti-bribery measures are in place in all our operations in order to avoid any violations of relevant laws and regulations.

- **Board Diversity Policy**

This policy aims to promote diversity on the Board of Directors in terms of experience and knowledge regardless of gender, race, ethnicity, disability, age, nationality, religion/belief, marital status and social class. At Zain Group, we oppose all forms of unlawful and unfair discrimination. This policy aims to raise awareness of the importance of a diverse board of directors in employing the unique identities, skills and experiences of members in a way that benefits the company.

- **Anti-Money Laundering Policy**

The Anti-Money Laundering (AML) Policy aims to ensure that Zain is committed to complying with all requirements of relevant AML/CFT laws, regulations and standards.

This policy aims to ensure the completion of risk-based controls that prevent the misuse of Zain Group assets by any party involved in money laundering and terrorist financing. It also protects Zain, its employees and stakeholders from committing involuntary money laundering and terrorist financing.

- **Sanctions Policy**

The Sanctions Policy summarizes the safeguards imposed by the United States, the European Union, and the United Nations that control a company's ability to conduct any activity in certain regions or with certain persons targeted by global sanctions laws. This policy also specifies the restrictions and preventive measures that must be followed consistently by every employee of the company. The Company is committed to complying with sanctions laws and regulations in all jurisdictions of its operations. The purpose of this policy is to outline penalties and provide guidance on how to comply with applicable sanctions laws and regulations. The objective of this policy is to ensure regulatory compliance and create an internal framework that reduces the risks of sanctions violations and misuse of the Company's products and services for the purposes of money laundering and terrorist financing.

- **Authority delegation matrix**

The delegation of authority matrix is a crucial aspect of the financial management of any company. It sets out the specific responsibilities and levels of approval required for financial and non-financial transactions.

- **Code of Conduct for Board of Directors**

The Company has adopted a Code of Conduct and other internal policies and guidelines designed to comply with the laws and regulations that govern the company's business operations. The Directors are expected to exercise good judgment, to protect the interests of customers, employees and other stakeholders and to maintain a cooperative, efficient, positive, and productive work environment and business organization (for more details, refer to **Code of Conduct for Board of Directors**).

- **Shareholders' Rights Protection**

The Company is committed to protecting the rights of its shareholders in a way that guarantees the best interest of both shareholders and the Company. The Shareholders' Rights Protection Policy assures that the rights of shareholders as established by relevant laws and regulations are respected and protected by the Company (for more details, refer to **Shareholders' Rights Protection Policy**).

- **Stakeholders' Rights Protection**

The Company is committed to protecting the rights of all stakeholders and creating wealth and jobs stability and sustainability through a financially sound enterprise. The Stakeholders' Protection Policy is designed to outline parties considered as stakeholders of the Company and to set guidelines on how to protect rights (for more details, refer to **Shareholders' Rights Protection Policy**).

- **Disclosure**

In its new instructions on Corporate Governance to listed companies, CMA has emphasized on the need to provide accurate, comprehensive, detailed, sufficient, and timely disclosure to the Company's shareholders, relevant regulatory authorities, as well as other stakeholders. The disclosure policy outlines various disclosure channels and information that requires disclosure by the Company and its Board, Executive Management or Insiders (for more details, refer to **Disclosure Policy**).

- ❖ **Conflict of Interest**

  The Company has developed its Conflict of Interest Policy which sets out the guidelines for the identification of reporting and disclosing conflicts of interest as well as preventive procedures to limit and handle conflicts (for more details, refer to **Conflict of Interest Policy**).

- ❖ **Whistle-blowing**

  This Policy is intended to encourage and enable employees to raise any concern or misconduct noted within the Company by offering a reporting and investigation mechanism that is objective, confidential and independent so that appropriate corrective action can be taken (for more details, refer to **Whistle-blowing Policy**).

- ❖ **Related Party Transactions**

  The Company has developed a written policy for related party transactions in compliance with related CMA regulations. This policy details the rules and procedures regulating operations with related parties, whether between the Company and its employees, the Company and its board members, their companies or their related parties (for more details, refer to **Related Party Transactions' Policy**).

- ❖ **Corporate Sustainability**

  The Company is keen to align its business values and strategy with social and economic needs while embedding responsible and ethical business practices into every activity carried out by the Company. This policy aims to guide the Company in managing its Corporate Social Responsibility while providing the community with support required to achieve long-term business and social benefits and ensure that the Company consistently operates in a manner that minimizes detrimental impacts on society and environment (for more details, refer to **Corporate Sustainability Policy**).

3.2. Board Structure

As per the CMA regulations, the following shall be considered in forming the BOD:

- The company's Article of Association shall specify the number of board members. The number of members shall be sufficient to form the necessary number of board committees according to the Corporate Governance Rules issued by the CMA.

- The Board shall be appointed for a three-year renewable term. Following an election is no nominees were elected within the defined date, the current Board of Directors may continue to serve until new directors are elected and qualified.
- In all cases, the number of Independent members shall not exceed 50% of the number of Board members.
- The majority of the Board members shall be "Non-Executive" members and at least 20% of the board composition should include independent members.
- The Board may include executive members in compliance with regulatory rules.
- The Board shall elect by secret ballot a Chairman and a Deputy Chairman or representative for the full term of the Board.
- The Chairman shall not hold or exercise the position of Chairman and CEO at the same time.
- The board member shall not:
  - Hold positions in more than 5 shareholding companies located in Kuwait at one time;
  - Hold a board membership in a similar or a competitive company; and
  - Be a Chairman in more than one Shareholding Company located in Kuwait.
- The independency of the board members shall be void in the following cases:
  - The member owns 5% or more from the share of the Company that he/she is candidate to be a board member of or the company that he/she is presenting.
  - The member is a first degree relative to any of the Board members or the executive management in the Company or any company within its group or any of the key related parties.
  - The member is in the board of any company within the group.
  - The member is an employee in the Company, any company within the group or any of the stakeholders.
  - The member is/has been working at any of the shareholding entities with a controlling interest in the Company.
- The independent member shall have experiences and the required skillset related to the company's activities.
- The Board collectively shall have diversified backgrounds and experiences and specialized skills which would contribute to enhancing efficiency in decision-making.

- Currently, the Board of Directors in Zain is composed of 9 members elected by the AGM through a secret ballot. The Board has also established 3 committees as explained in **section 6** of this document.

3.3. Roles and Responsibilities of the Board

The Board is committed to creating long-term value for its stakeholders while operating in an ethical, legal, environmentally sensitive and socially responsible manner. Towards that goal, the Board has predefined roles and responsibilities that are explained in details in the **BOD Charter**.

The following is a brief description of the BOD roles and responsibilities:

3.3.1. Strategy, Policies and Planning

The Board is responsible for setting the strategic direction of the Company by approving its strategy, vision, mission, business plans, capital structure, financial objectives, organization chart, positional structures and policies.

3.3.2. Finance and Audit

The Board shall be responsible for approving annual budgets, annual and periodic financial statements, monitoring the implementation progress of strategic plans and budgets, monitoring major capital expenditures of the Company, ensuring that the Company maintains adequate levels of capital and reserves, ensuring the soundness of the financial and accounting systems and reports, nominating the External Auditor to the AGM and review Audit Reports from the External Auditor (through the Board Audit Committee), discussing with the Board Audit Committee matters relating to internal audit, compliance, external audit, and financial statements related to disclosures, and submitting to the AGM a clear recommendations on dividend distribution, etc.

3.3.3. Governance, Compliance and Risk Management

The Board committees shall oversee the implementation of the Company's Corporate Governance Framework and ensure that such framework is continuously updated to reflect up to date leading practices and related regulatory requirements. The Board, through the Board Risk Committee, shall also be responsible to review the level of risks faced by the Company, ensure that appropriate systems of risk-management and control have been put in place.

3.3.4. Control Environment

The Board shall supervise and ensure proper implementation of internal control and risk management systems and corporate governance, mainly through the Board Audit Committee and Board Risk Committee. The Board, through concerned committees, shall also ensure that the Internal Audit Department and the Risk Management Department and Corporate Governance are functioning adequately and independently in line with concerned regulatory requirements.

3.3.5. Sustainability

Develop a plan/policy to include sustainability factors in the company's overall strategy, major business plans, and the risk measurement and management process if necessary. The Board of Directors must have the ability to understand and analyze the nature and size of the risks facing the company's activities, as well as familiarity with the sustainability risks represented by environmental, social and governance issues, in order to reduce them as much as possible, as well as determine the appropriate procedure to deal with them. This includes identifying the internal or external factors that led to the occurrence of such risks and the development of methods to confront them, in light of the strategies and special policies established in this regard, and in particular the company's risk propensity.

3.3.6. Responsibility to Shareholders

The Board is responsible for ensuring that timely information is provided to shareholders to enable them to take appropriate and informed decisions in the AGM. The Board also ensures the fair treatment of all shareholders in accordance with related regulations.

3.3.7. Relationship between the Board of Directors and Management

Directors shall have full and free access to Executive Management and other employees at the Company to ensure an effective oversight role of the Board over the Executive Management of the Company. The Board shall also be responsible for appointing Executive Management and monitoring their performance in coordination with the Board Nomination and Remuneration Committee.

To facilitate the Board's oversight role, the Executive Management shall provide the Board and concerned committees with periodic performance roles which illustrates performance of the management during a given period against Key Performance Indicators set by the Board.

3.3.8. Code of Conduct for Directors

The Board and its members individually and collectively shall abide by the terms of the Company's approved Code of Conduct for Directors while carrying out their responsibilities, this includes acting with honesty and integrity, maintaining confidentiality of information, devoting sufficient time to undertake assigned responsibilities and more.

3.3.9. Conflict of Interest

Each director shall have the responsibility to disclose to the Board any cases which have or may result in conflict between their interests and the interests of the Company. The Board shall oversee the process of reporting and handling cases of conflict of interest reported from Directors, Executive Management or concerned employees and ensure that such conflicts are handled in a timely manner and that proper approvals, if required, are obtained in accordance to related regulatory requirements.

3.3.10. Transparency and Disclosure

The Board shall oversee the process of disclosure and communications with internal and external stakeholders and ensure the Company's disclosures are fair, transparent, accurate, comprehensive, and timely. Company's disclosures shall also reflect the nature, complexity and risks inherent in the Company's business activities.

3.4. Independent Board Member's Specific Responsibilities

The independent Board member shall handle the same responsibilities allocated for the Board as a whole as stipulated in section 3.2 and 3.3 above. In addition to the aforementioned responsibilities, the independent member is expected to provide neutral and independent opinion in Board meetings and resolutions to reinforce the principle of protecting shareholders' rights. In that context, the Board member shall provide independent opinion in various matters presented to the Board such as strategic planning, business plans, Company's performance, etc.

The Board should include at least one independent Board member among its composition, given that independent members shall not exceed 50% of Board composition. The independent member shall also be a member of the Board Audit Committee and the Board Nomination and Remuneration Committee.

3.5. Executive Board Member's Specific Responsibilities

The executive Board member shall handle the same responsibilities allocated for the Board as a whole as stipulated in section 3.2 and 3.3 above. In addition to the aforementioned responsibilities, the executive members shall carry out additional responsibilities relevant to the executive position they have been assigned to.

The role of the Executive Member shall vary according to the executive position he/she is handling. The following are examples of responsibilities which may be handled by an executive Board member:

3.5.1. Participating in executive decisions taken by the Company's Executive Management according to the role assigned by the Board.

3.5.2. Following up on the execution of strategic and business plans which reside within the scope of their executive role assigned by the Board.

3.5.3. Reviewing and approving the management reports prepared by concerned departments which fall within their scope of authority prior to presenting the same to the Board and/or concerned Board committee(s).

3.5.4. Monitoring the execution of Board resolutions relevant to departments which fall within their scope of authority.

3.5.5. Monitoring department's implementation and compliance with concerned policies and authorities approved by the Board.

3.6. Characteristics of an effective Board member

Knowledge

- Understands and subscribes to the organization's mission, vision, values, objectives and strategic direction;
- General knowledge of the company's legal and regulatory obligations
- Understands the economics of the industry and the plan and budgets required to achieve the organization's mission;
- Understand the responsibilities regarding environmental, social and governance (ESG) factors.
- Knows the organization's current financial position and business operations;
- Understands community demographics, culture and needs;
- Knows how to build partnerships with other companies within the society where the Company operates;
- Understands the complexity of the organization's challenges;

- Has a grasp of the industry's information, technology, trends, and consequences;
- Ensures segregation between the role of a Board member and the role of the Executive Management in managing the Company; and
- Team player.

Skills

- Strategic and financial planning capabilities;
- Strong communication skills;
- Ability to deal with companies and diverse ideas in a constructive manner;
- Multi-tasking; Can interpret financial information;
- Has the required skills to challenge management decisions;
- Leadership skills;
- Skills in risk management; and
- Technical skills in the field of information technology

Time dedication

Each candidate for the Board membership must be willing to commit, as well as have sufficient time available to discharge the duties of Board membership to make a significant contribution to the Company over time. Accordingly, a board member is expected to dedicate adequate time to perform the following:

- Review any material/reports related to Board and committees' (in which he/she is a member) meetings, whether from Executive Management or from Board committees, prior to those meetings in order to contribute effectively to the decision making process by adding value to the discussions;
- Attend Board ordinary and extra-ordinary meetings;
- Attend meetings of Board Committees in which he/she is a member;
- Review performance reports from Board committees and Executive Management and bring any issues to the attention of the Board; and
- Participate in training and development programs proposed by the Board Nomination and Remuneration Committee. Board members are aware of the value of the training and development especially in regards to topics which serves the best interest of the Board and the Company.

4. Board Meetings

The Board Secretary provides a point of reference and support for all Directors and consults regularly with Directors to ensure that they receive all necessary information.

4.1. Directors' Quorum and Meetings

4.1.1. The Board shall meet at least six (6) times (at least once quarterly) to enable the Board to discharge its responsibilities effectively.

4.1.2. The Board may conduct regular meetings on periodic basis, upon invitation from the Chairman.

4.1.3. The Chairman may call for emergency meetings or upon written request from two (2) members, whenever it is required.

4.1.4. A meeting of the Board will not be valid unless attended by at least half of the directors and must not be less than three (3) members.

4.1.5. A new meeting shall be convened by the Chairman, if this quorum has not been attained.

4.1.6. The meeting agenda along with the meeting information pack shall be circulated seven working days before the meeting's date excluding emergency meetings that is to give members of the Board sufficient time to review the issues raised and take appropriate decisions. The Board shall approve the items of the meeting agenda during the meeting. Should any member object to any of the agenda items, such objection shall be documented in the minutes of meeting accordingly.

4.1.7. The Board shall ensure that a register is in place which includes all minutes of meetings with serial numbers, dates, place of meeting, starting and ending time of each meeting.

4.1.8. A meeting of the Board may be held by telephone or video conference call.

4.1.9. In urgent cases, the Board can approve the case via circulation. In these cases, meeting of the Board shall be deemed valid.

4.1.10. All Board members are required to attend the AGM, in particular the chairman of the board and the chairs of the Corporate Governance, Risk, Audit, Nomination and Remuneration board committees.

4.1.11. A Board member shall be excluded from attending Board meetings related to discussions of matters relating to his/her own interest.

4.1.12. Each Board member is free to suggest items for inclusion on the agenda or to raise subjects that are not on the agenda for that meeting.

4.2. Board Resolutions

4.2.1 Board resolutions are decided by a majority vote of attendees.

4.2.2 In case of a tie in the number of votes, the Chairman or his representative who is acting in the Chairman's capacity shall have a casting vote. Objections of members shall be recorded in the minutes of the meeting for future reference/potential resolution.

5. Board Assessment, Training and Development

5.1. Directors Orientation

New Directors are provided with a comprehensive induction program tailored to their individual requirements. Directors shall participate in an orientation exercise that will be administered by the Board Secretary. This orientation includes presentations by the Executive Management to familiarize new Directors with the Company's strategic plans, significant financial, accounting and risk management practices and concerns, compliance programs, code of conduct, conflict of interest practice, brief on executive officers and internal and external auditors. In addition, the orientation may include site visits to various company locations/branches.

5.2. Board Assessment

Under the sponsorship of the Chairman, and through the Board Nomination and Remuneration Committee, the Board shall conduct, at least annually, an assessment of its performance as well as the performance of each director within the board and each board committee. Such assessment shall address the Board's composition and competency, process and operations, communication and oversight role (for more details, refer to **Board Assessment Matrix**).

The board may appoint an independent party to conduct board assessment, this would guarantee benchmarking with peers within the same industry, providing a clear statement to shareholders and stakeholders that the board is looking for continued improvement, greater objectivity and independency of assessment, new insights and freshness of ideas and approaches, etc.

5.3. Directors Training and Development

As a result of the Board's assessment process, a training plan shall be developed for all Directors to address all development needs identified during the assessment process.

Directors shall always be and remain qualified, by means of attending training courses relevant to their duties.

6. Board Committees

The Company's Board Committees shall assist the Board in fulfilling its responsibilities with respect to the manner in which the Board conducts its stewardship of the Company. Committees shall enable the Board to make maximum use of particular skills, knowledge and experience of Directors.

Board Committees can significantly enhance the effectiveness of the Board through closer scrutiny of issues and more efficient decision making in key areas of Board responsibility.

For the Board and its Committees to be successful in their oversight responsibilities, board committees shall require and receive periodic reports from management on the performance of the Company against the pre-defined KPIs. They shall also review this performance with management in light of the benchmarks with the industry peers, related reports including the result of such review shall then be communicated by concerned committees to the Board.

6.1. Board Committees at Zain

- **Board Nomination and Remuneration Committee**

  This committee is responsible for recommending Board Members and Executive Members appointment, facilitating the annual assessment process of Board performance as well as overseeing the training and development process of the Board and Executive Management, the committee is also responsible for evaluating the compensation and remuneration of the members of the Board and Executive Management with regard to the long-term objectives of the Company (for more details, refer to **Board Nomination and Remuneration Committee Charter**).

- **Board Risk Committee**

  This committee aims at promoting effective board supervision on significant transactions within the Company. The Committee is responsible for all aspects of enterprise risk management including, but not restricted to strategic, market, compliance and operational risk (for more details, refer to **Board Risk Committee Charter**).

- **Board Audit Committee**

  This committee is responsible for assisting the Board in fulfilling its responsibilities related to the oversight over the quality and integrity of accounting, auditing, internal controls, risk management framework and financial reporting practices of the Company as well as the Company's relationship with its external auditors. (for more details, refer to **Board Audit Committee Charter**).