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## Board Charter

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**A2A GN LTD**  
**BOARD CHARTER**

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**1. INTRODUCTION**

The Board is comprised of five directors. The Chairman of the Board is a non-independent non-executive director. Two of the Directors are non-executive director independent of the management. The Board of Directors ("the Board") is accountable and responsible for the performance and affairs of a2a GN Ltd ("the Company" or "a2a"), including practicing a high level of good governance. All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity with due regard to their fiduciary duties and responsibilities.

**2. PURPOSE**

- Defining and determining the strategic direction for the Group including addressing the Group's business strategies on promoting sustainability and setting of goals.
- Promoting together with Senior Management, good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- Approve Management proposal on monitoring the implementation of strategic plan by Management Team.
- Oversee the conduct of the Group's business and operations, and evaluate whether its businesses are being properly managed.
- Ensure that all candidates appointed to the Board are of sufficient calibre, including having in place a process to provide for the orderly succession planning, appointing, training, fixing the compensation of and, where appropriate, replacing Senior Management.
- Identify principal business risks faced by the Group and ensure the implementation of appropriate internal controls and mitigating measures to address such risks.
- Be kept updated and advised on information and conflict of interest issues
- Review the adequacy and integrity of the Group's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- Reviewing and evaluate key policies related to the Company such as branding, investor relations and shareholders communication programme.
- Oversee the development and implementation of an investor relations programme and stakeholder communications policy;

There is a schedule of matters reserved specifically for the Board's decision and approval which includes:-

- Reviewing the Company's performance on quarterly basis;

- Receiving updates on various business operations from the Management;
- Bringing independent judgment and scrutiny to decisions taken by the Board and providing objective challenges to the Management;
- Declaration of dividends and approval of financial statement, including accounting policies of the Group;
- Formalising and adopting a set of code of ethics,
- Appointment of external auditors and their fees;
- Banking facilities; and
- Establishment of long-term or share incentive plans.

The Board has a collective responsibility for the management of the Group. There is a clear segregation of roles and responsibilities between the Chairman and Directors to ensure a balance of power and authority.

The responsibilities of the Chairman, amongst others, are as follows:

- To lead the Board and ensure its effectiveness of all aspects of its role;
  - To ensure the efficient organization and conduct of the Board's function and meetings;
  - To facilitate the effective contribution of all Directors at Board meetings;
  - To promote constructive and respectful relations between Directors, and between the Board and Management; and
  - To ensure effective communication with shareholders and relevant stakeholders.
- The responsibilities of the Directors, amongst others, are as follows:
- To develop and implement corporate strategies for the Group;
  - To supervise heads of divisions and departments who are responsible for all functions contributing to the success of the Group;
  - To ensure the efficiency and effectiveness of the operation for the Group;
  - To assess business opportunities which are of potential benefit to the Group; and
  - To bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

The Independent Non-Executive Directors do not participate in the day-to-day management of the Group and do not engage in any business dealing or other relationship with the Group and this is to ensure that they are capable of exercising judgment objectively whilst acting in the best interest of the Group, its stakeholders and shareholders, including minority shareholders.

### 3. **BOARD APPOINTMENTS**

Board appointments are decided by members of the Board upon recommendation of the Nomination and Remuneration Committee. An induction program aimed at understanding the businesses of the Company and its related group of companies (Group)



shall be conducted for all newly appointed directors. Any non-executive director shall be at liberty to accept appointment to other boards, so long as such appointment does not result in any conflict of interests with the Company and/or impair his commitment to the Company. He shall however, notify the chairman before accepting any new directorship including the estimated time commitment required of such new appointment and make proper and timely disclosure of the same to the Board.

#### **4. BOARD COMMITTEES**

The Board may from time to time establish Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities: -

- (i) Audit and Risk Committee; and
- (ii) Nomination & Remuneration Committee.

The Committees shall operate under clearly defined terms of reference. The Committees are authorized by the Board to deal with and to deliberate on matters delegated to them within their terms of reference, which are available for reference at the Company's website at <http://www.a2a.network/home/>. The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings and such reports or minutes will be included in the Board papers.

#### **5. BOARD MEETINGS**

The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary.

Although such briefings are not compulsory, all Directors are encouraged to attend as many as possible and participate in the deliberations actively, especially when due notice has been given.

All Directors will be provided with the performance and progress reports on a timely basis prior to the scheduled Board meetings. A full agenda of the meeting and all Board papers, including complicated issues or specific matters, would be distributed in advance to ensure Directors are well informed and can seek additional information, and are able to obtain further clarification from the Company Secretary, should such a need arise. Where necessary, the services of other senior management or external consultants will be arranged to brief and help the Directors clear any doubt or concern.

#### **6. ROLES AND POSITIONS**

##### **6.1 CHAIRMAN**

The chairman of the Board shall preside at every general meeting of the Company. He is primarily responsible for:

- The effective leadership of the Board;
- Overseeing the Board in the effective discharge of its fiduciary role;

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- Ensuring accurate and timely information, in the performance of the Company, to be furnished to Board members;
  - Setting the agenda, style and tone of Board deliberations, facilitating effective review, analysis, discussions and contributions by each director with sufficient time allocated for discussion of complex and contentious issues, encouraging constructive debate to enable a sound decision-making process;
  - Establishing a close relationship of trust with the managing director, providing support and advice while respecting executive responsibility and hence, fostering a collegial relationship or partnership with the management team; and
  - Organizing, convening, and chairing of general meetings, and ensuring a smooth, open and constructive dialogue between the Board and the shareholders.

## **6.2 CHIEF EXECUTIVE OFFICER**

6.2.1 The Chief Executive Officer is appointed and removed by the Board, and the position may be held by an executive director.

6.2.2 The responsibilities of the CEO include:

- Leadership and management of the day to day operations of the Company;
- Acting as a conduit between the Board and the rest of the organization, and report to the Board on any issues arising out of the Company's commercial activities;
- Translating the Company's objectives and strategic plan into the operations of the business; and
- Day to day responsibility for:
  - i. Compliance with the Company's compliance framework and continuous disclosure obligations;
  - ii. Compliance with all laws and regulations applicable to the Company's activities;
  - iii. Implementing and managing the Company's systems of risk management and internal control;
  - iv. Implementing and managing the Company's policies and procedures; and
  - v. Evaluating the performance of all staff and management.

## **6.3 COMPANY SECRETARY**

6.3.1 The Company Secretary is appointed and removed by the Board.

6.3.2 All directors must have access to the Company Secretary.

6.3.3 The Company Secretary is accountable to the Board, through the Chairman.

6.3.4 The Company Secretary is responsible for:

- coordinating all Board business, including agendas, Board papers, minutes, communication with regulatory bodies including ASIC and the ASX, and all statutory filings;
- providing advice to the Board and any committee on governance matters;



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- monitoring this policy and any Committee charter, to ensure they are followed; and
  - assisting with the organization and conduct of the induction and professional development of Directors.

#### **6.4 COMMITTEES**

- 6.4.1 The Board may establish committees to assist it with meeting its responsibilities.
- 6.4.2 For each committee, the Board must appoint a chairman and adopt a charter clearly documenting the role and responsibilities relevant to the composition and administration of the committee.
- 6.4.3 Where any decision-making power is delegated by the Board to a committee, this must be specified by the Board in the committee charter.
- 6.4.4 The Chairman of each committee shall be a non-executive director and the Board shall select members of each committee based on which directors and senior executives are appropriate for the role.
- 6.4.5 Each committee must report to the Board as set out in the committee charter, but at least annually.
- 6.4.6 The Board shall as a minimum establish the following committees:
  - Remuneration & Nominations Committee; and
  - Audit & Risk Committee.

#### **7. CODE OF CONDUCT**

In its aspiration to instill and promote appropriate standards of conduct and ethical practices, the Board has established this code of business conduct to be strictly complied with by the directors and members of the Management (the Code). For the avoidance of doubt, the provisions of the Code are non-exhaustive and to supplement any other obligations imposed on the directors by any applicable rules, laws and regulations. The Board reviews the Code periodically.

The Code covers the following areas:

- **Honesty and Integrity**  
The success of our business is built on the foundation of trust and confidence. Hence, directors must act honestly and fairly in their business dealings with all stakeholders.
- **Compliance with Laws**  
Directors shall comply and satisfy themselves that appropriate policies and procedures are in place for compliance by employees and officers, with all laws, rules and regulations applicable to the Company and themselves, including insider trading laws. In the event of dealing with the Company's shares both

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within and outside the closed periods, to comply with the disclosure requirements.

- **Conflict of Interests**

Directors are to avoid situation that present or create the appearance of a potential conflict between their own interests and those of the Company. Any situation that involves, or may reasonably be expected to involve a conflict of interest must be disclosed promptly to the fellow Board members by notifying the company secretary.

- **Confidentiality**

Directors must maintain the confidentiality of information entrusted to them by the Company and any other information about the Company which comes to them in their capacity as a director. In addition, a director must not make use of non-public price-sensitive information to advance or pursue his/her personal opportunities, gains or interests, such as the buying or selling of the Company's shares

- **Whistle-Blowing**

The Board has formulated a whistle-blowing policy to encourage employees to disclose any malpractice or misconduct of which they become aware of and to provide protection for the reporting of such alleged malpractice or misconduct.

## **8. REVIEW**

8.1 The Board will review this charter regularly, to ensure it continues meet the expectations of shareholders and developing best practices