

GOVERNANCE and PERFORMANCE COMMITTEE

1. An aim of this committee is to advise and recommend the corporate governance principles and practice of directors.
2. This committee shall formulate, articulate and implement company's corporate governance structure.
3. This committee shall ensure that all board members or non-executive directors are independent and do not have any material relationship with the company and all board members are able to exercise their roles and responsibilities with independence without any conflict of interest.
4. The committee shall review guidelines for corporate governance and recommend any change necessary to implement good governance practices.
5. The committee shall review company's strategy and industry position to create plans for employment diversity, environment protection, corporate social responsibility and further philanthropic contributions including any stakeholder proposals.
6. This committee shall recommend to the board a process or framework for assessment of board, other committees and company's overall strategy's alignment to its mission and long-term growth plans.
7. The chair of the committee or member authorised by chair of the committee submits plans and recommendations of the committee to the board and contributes to Annual General Meeting and Annual Report preparation.
8. This governance and performance committee shall review the adequacy of this charter and other committees' charters as well to implement corporate governance commensurate with regulatory requirements and global industry standards. Further to this committee shall propose any change needed to the board.
9. There are only two committees with an authority to open an investigation which includes Governance and Performance committee which has an authority to open an investigation into any business related matter, for example, company's operations, business transactions or data centre management.