

Terms of Reference – Chairperson of the Board

(approved by the Board on 28 October 2020)

In fulfilling his/her responsibilities, the Chairperson of the Board of Directors (the **Board**) should comply with the following terms of reference:

1. Governance

- Comply with the **Director** Terms of Reference.
- Ensure that the Board discharges its principal areas of responsibility as articulated in the Board's Terms of Reference.
- Provide effective leadership, overseeing all aspects of the Board's direction and administration and ensure that the Directors work as a cohesive team and build a healthy corporate governance culture.
- Ensure that the Board is sufficiently independent from management and oversee the standards and processes to promote such independence.
- Ensure that where functions are delegated to Committees of the Board, the functions are carried out and the results are reported to the Board.

2. Board and Committee Meetings

- Schedule and set the annual meeting plan and meeting agenda of the Board, in consultation with the Chief Executive Officer (CEO) and Company Secretary.
- Adopt procedures and ensure that resources are available to the Board in order that it can conduct its work effectively and efficiently.
- Chair meetings of the Board.
- Ensure the Board meets as necessary and appropriate.
- Allot sufficient time during Board meetings for discussion of agenda items and relevant issues of importance to the Company.

3. Board Development and Succession Planning

- Ensure that the responsibilities of the Board as outlined in the Terms of Reference are well understood by the Board and management and are executed efficiently.
- Deal effectively with dissent and work constructively towards achieving consensus and arriving at decisions.
- Facilitate effective communication between Directors and management, both inside and outside of Board meetings.
- Ensure, in cooperation with the Company Secretary and management, that Directors are receiving information from management that is high in quality, in the appropriate quantity, in a timely fashion, in a convenient format and from suitable sources.
- Ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner.
- Encourage Directors to ask questions and express viewpoints during Board meetings.

- Conduct one on one dialogue with each Director after the annual peer assessment evaluation.
- Have an effective working relationship with the CEO.
- Work with and assist the CEO, as appropriate, in representing the Company to its shareholders and other stakeholders, such as customers, suppliers, the media, and public.
- Participate in the orientation and mentoring of new Directors and the continuing education and training of current Directors in their respective roles.
- Retain independent advisers on behalf of the Board when needed, and in accordance with Board policy.
- Assist in the selection and mentoring of Committee Chairmen.
- Act as a spokesperson for the Company, as required.