



**TPG Telecom Limited (the “Company”)**

## **Board Charter**

---

### **1. Structure and Responsibility**

The Board is structured in accordance with its Constitution through which it derives its powers to manage the Company. The Board has overall responsibility for the corporate governance of the Company to optimise Company performance and shareholder value within an appropriate framework of risk assessment and management.

### **2. Function of the Board**

The primary functions of the Board are:-

- oversight of the Company’s business, including systems and controls,
- appointment and removal of, determine the remuneration of and plan for the succession of the Chief Executive Officer and monitoring his/her performance,
- to review and approve the Company’s strategic business plans and financial objectives and agree with management appropriate performance indicators and monitor performance against the agreed plans, objectives and indicators,
- oversee the implementation of appropriate risk management and reporting systems and review and monitor compliance,
- protection of the Company’s financial position and ensuring its ability to meet its financial obligations as they fall due,
- to ensure compliance with the legal and regulatory framework within which the Company operates,
- the selection of external auditors, approve the scope of their audit work and ensure the Company’s accounts comply with the relevant accounting standards and present a true and fair view,
- to ensure open and timely communication between the Company and its shareholders, other stakeholders and the public,
- ensuring appropriate resources are available to management and
- the approval and monitoring of major capital expenditure, capital management and strategic acquisitions or divestitures.

### **3. Composition and Term**

The Board shall comprise neither less than 3 nor more than 10 members and the Company can in general meeting increase or reduce the maximum or minimum number provided the minimum shall be not less than 3.

All Directors (excluding the Chief Executive Officer) shall retire in accordance with the Constitution and in any event no later than the third annual general meeting following his or her last election or appointment by a general meeting.

#### **4. Matters reserved to the Board**

The following matters are reserved for the Board:-

- Nomination and remuneration of Directors
- Establishment of Board Committees and their composition
- Matters referred to Committees
- Appointment of the Chairperson
- Succession planning and
- Corporate governance matters

#### **5. Chairperson**

The Board shall appoint the Chairperson who shall be responsible for

- leadership of the Board,
- efficient conduct of the Board's function,
- briefing directors on key issues,
- facilitating the effective contribution of Board members and
- promoting constructive and effective relations between Board members and with management.

#### **6. Relationship with Management**

The Board is responsible for the appointment and removal of the Chief Executive Officer and the setting of the powers and responsibility of the role of the Chief Executive Officer.

#### **7. Meetings**

The Board shall meet on a regular basis and in accordance with a schedule agreed prior to the commencement of each calendar year.

Any Director can call a meeting of the Board.

#### **8. Secretary**

The Company Secretary shall act as Secretary to the Board and shall attend all meetings of the Board.

The Company Secretary shall co-ordinate the completion and dispatch of the Board agenda, prior minutes, Board reports and briefing materials in a timely manner before each meeting.

#### **9. Performance Assessment**

The Chairperson shall review the performance and effectiveness of the Board, its individual members and Committees on an annual basis. In conducting this review the views of individual Directors and senior management may be canvassed

The Chairperson may consult with and retain the services of an independent third party to assist in the performance assessment process.

#### **10. Committees**

The Board may delegate any of its functions or powers to the extent permitted by its Constitution or unless specifically reserved for the Board to Committees.

The Board will appoint members to the Committees and change the membership as the Board deems appropriate. The Board shall review the performance and effectiveness of the Committees on an annual basis.

#### **11. Access to Information**

Any Director shall be entitled to seek information or clarification directly from any employee or external party provide that the Director first consults the Chairperson.

The Board, a Committee or an individual Director may engage an independent external adviser in relation to any Board or Committee matter at the expense of the Company. Before the external advice is sought, consent needs to be obtained from the Chairman of the Board.

The Chairperson and Committee Chairperson shall be provided with a copy of the advice and they may determine if the advice be circulated to the remainder of the Board or the Committee.