DIALOG AXIATA PLC

POLICY ON MATTERS RELATING TO THE BOARD OF DIRECTORS

1.0 OBJECTIVE

1.1 The objective of this policy is to formulate the following and shall be read together with the Company's Articles of Association, the internal Code of Corporate Governance and the Board Code of Conduct :-

(a) To establish a comprehensive governance framework governing matters related to the Board of Directors of Dialog Axiata PLC ("Dialog"/ "Company") and its Key Operating Subsidiaries, ensuring the effective functioning of the Board, adherence to established corporate governance principles, and compliance with applicable regulatory requirements thereof; and

(b) To ensure that the highest standards of transparency, accountability, and efficiency are maintained in the Company's decision-making processes.

2.0 ADMINISTRATION & SCOPE OF THE POLICY

2.1 In keeping with the Terms of Reference of the Board, which is tasked with establishing the framework for the Board, this Policy on matters relating to the Board of Directors shall be administered by the Board of Directors of the Company.

2.2 This Policy shall apply to all current and prospective Directors and the Group CEO of the Company and its key operating Subsidiaries.

3.0 COMPOSITION OF THE BOARD

3.1 The Board members shall be appointed by the Board based on recommendations from the Nominations & Governance Committee. The appointment of each Board member shall be determined by the specific requirements of its charter, taking into consideration the expertise, skills, and experience necessary to effectively discharge the Board's responsibilities.

3.2 The Board of Directors shall consist of a minimum of five (5) Directors, and a maximum of eleven (11) Directors, ensuring a balanced representation of Executive and Non-Executive Directors.

3.3 The Chairperson of the Board shall be a Non-Executive Director, and accordingly, the roles of Chairperson and Chief Executive Officer shall not be concurrently held by the same individual.

3.4 The Board shall include minimum two (2) Independent directors or such number equivalent to one third (1/3) of the total number of Directors of the Company at any given time, whichever is higher.

3.5 The Chairperson of the Board shall not serve as the Chairperson of any committee.

3.6 The Board of Directors shall ensure that any person who has attained the age of seventy-five (75) years shall neither be appointed nor re-appointed as a Director, and shall not continue to serve on the Board of the Company."

4.0 DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Board shall be, inter-alia:-

a. provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enables risk to be assessed and managed;
b. provide strategic guidance, evaluate, review and finally approve the corporate strategy and the performance objectives for the Company;
c. effectively review and constructively challenge the management performance in meeting agreed goals, monitor the reporting of performance and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
d. lay down the respective roles and responsibilities of Board members and senior executives in order to facilitate Board and management accountability to both the Company and the shareholders;
e. review the adequacy and integrity of financial information, the systems of risk management, internal control, codes of conduct, and legal compliance;
f. approve and monitor financial and other reporting practices adopted by the company, satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
g. approve and monitor the progress of major capital expenditure, capital management, and acquisitions and divestitures;
h. appoint and remove the Group Chief Executive Officer (or equivalent), ratify the appointment and, where appropriate, the removal of the Group Chief Financial Officer (or equivalent) and the Group Company Secretary;
i. set the company's values and standards and ensure that its obligations to its shareholders and others are understood and met;
j. take decisions objectively in the interests of the Company.

5.0 FREQUENCY OF BOARD MEETINGS

5.1 The Board should meet regularly at a minimum of every quarter, with due notice of issues to be discussed in accordance with the annual Board Calendar as well as on ad-hoc requirements and should record its conclusions in discharging its duties and responsibilities. The Board should disclose the number of Board meetings held in a year and the details of attendance of each individual Director in respect of meetings held.

5.2 The Board shall establish an annual calendar of meetings to ensure that all necessary matters are addressed in a timely manner, with additional meetings convened as required.

5.3 The Directors are expected to attend all scheduled Board meetings, with absences from meetings only permissible for valid reasons and to be communicated to the Chairperson in advance.

5.4 Directors may participate in a meeting of the Board by means of telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

6.0 BOARD DIVERSITY

6.1 The Board is committed to fostering diversity in its composition and shall encompass a comprehensive range of attributes, which may include, but are not limited to, considerations of gender, age, ethnicity, race, cultural background, educational qualifications, and professional experience.

6.2 The Nominations and Governance Committee shall be responsible for reviewing and recommending strategies to promote Board diversity, consistent with the Company's commitment to inclusiveness and equal opportunity.

7.0 DIRECTORS' TIME COMMITMENT

7.1 A Director shall be permitted to hold a maximum of 25 directorships in total, of which no more than 07 directorships may be held in public listed companies.

7.2 Directors shall disclose their other directorships upon appointment and on an ongoing basis, and the Board shall periodically review these commitments to ensure that they do not interfere with the Director's ability to fulfill their duties effectively.

7.3 The Nominations and Governance Committee shall be responsible for monitoring compliance with these directorship limits and making recommendations for any necessary adjustments.

8.0 ASSISTANCE TO THE BOARD

8.1 In implementing this Policy on matters relating to the Board, the Board shall have access to the assistance of the Group Company Secretary and such other division or department in Dialog as required.

9.0 REVIEW OF THIS POLICY

9.1 The Board may periodically review this Policy, as appropriate to ensure its continued effectiveness and recommend any such revision to the Board for consideration and approval.

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RESPONSIBILITY

POLICY OWNER: GROUP CORPORATE SERVICES
APPROVER: BOARD OF DIRECTORS

REVISION LOG

EFFECTIVE FROM	REVISION CATEGORY (NEW/UPDATE)
01 OCTOBER 2024	NEW
13 MAY 2026	UPDATE