



Corporate Governance Committee Charter

The Charter has been based on the requirements of the Code of Corporate Governance 2016.

1. Objective of the Committee

- The Corporate Governance Committee shall operate as a standing Committee of STC Board of Directors;
- In the event that any activity of this Committee is unforeseen or not specified in these Charter, the extent of the powers and duties of this Committee shall be determined by the Chairperson of this Committee in consultation with the Chairperson of the Board of STC; and
- The Committee shall oversee all matters concerning Corporate Governance activities of STC aimed at the promotion and achievement of the objectives and such related matters as may be referred to the Committee by the Board of Directors within the limits of the powers and duties as specified herein.

2. Responsibilities of the Committee

The Committee shall undertake and be responsible for the following:

- To ensure that the disclosure requirements of STC with regard to corporate governance are in accordance with the principles of the applicable Code of Corporate Governance;
- To report any breach of the Code to the Board and to review any such breaches at STC's Management level, then referring it to relevant authorities;
- To review any statements on ethical standards or requirements for STC and assist in developing such standards and requirements;
- To give recommendations on situations involving any breach of the Code of Conduct and published policies by the Officers and Directors of STC;
- Perform other activities related to this Charter as requested by the Board of STC;
- Review and assess the adequacy of the Committee charter and scope of activities annually or as required by legislation or circumstances, requesting Board approval for proposed changes, and ensuring appropriate disclosure as may be required by law or regulation;
- Confirm annually that all responsibilities outlined in this charter have been carried out; and
- Evaluate the Committee's performance, individual Board members' performance and present the report to the Board.

3. Membership

- The Committee will comprise of:
 - the Chairperson of the Corporate Governance Committee;

- 3 Board Members; and
- the General Manager of STC and the Secretary of the Committee will be in attendance;
- The Committee Chairperson shall be appointed by the Board as well as other members of the Committee;
- Membership of the Corporate Governance Committee shall be disclosed in the Annual Report;
- Appropriate training and development shall be provided to ensure that members of the Committee have the skills and knowledge to carry out their role;
- The Committee shall be appointed by the Board of Directors and any changes will be validated by the Board of Directors of STC;
- The Board may remove any member from the Committee and to fill any vacancies created by such removal; and
- In case of deadlock, the Board of Directors will be asked to decide.

4. Secretary

The Board Secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

5. Quorum

The quorum necessary for the transaction of business shall be at least three members, one must be an independent director.

6. Frequency of Meetings

- The Committee shall meet at least once a year or as required and at time as determined by the Committee in the Boardroom of the Corporation; and
- In addition, the Committee Chairperson may convene additional Meetings of the Committee to consider business which may require urgent consideration.

7. Notice of Meetings

- The Chairperson of the Committee will set the agenda for meetings;
- Meetings of the Committee shall be convened by the Secretary of the Committee; and
- Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, any other person required to attend, as far as possible, no later than five working days before the date of the meeting.

8. Minutes of Meetings

- The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance; and

- Minutes of Committee meetings shall be circulated, as far as possible, no later than ten working days after the meeting to all members of the Committee. Once approved, minutes may be circulated to all other members of the Board.

9. Reporting responsibilities

The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.

This report shall:

- Make recommendations to the Board on all Corporate Governance provisions to be adopted so as to enhance compliance with prevailing governance principles and practices;
- In addition to providing the Board with the verbal updates and approved Minutes of Meetings, the Corporate Governance Committee shall produce an Annual Report to the Board to be presented by the Committee Chairperson;
- The Committee has a duty to review its own performance and effectiveness and charter, on an annual basis. The report shall be submitted to the Board for discussion; and
- The Committee has the duty to inform Board on the extent that the Code of Corporate Governance has been adhered to and state reasons for any partial or total non-compliance.

10. Other matters

The Committee shall:

- have access to outside or other independent professional advice as it considers necessary to carry out its duties;
- have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members;
- oversee any investigation of activities which are within its charter;
- work and liaise with all other Board Committees, as necessary; and
- arrange for periodic reviews of its own performance and, at least annually, review its constitution and charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

11. Authority

The Committee is authorised to:

- Seek any information it requires from any employee of STC in order to perform its duties;
- Obtain, at STC's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and

- Call any employee to be questioned at a meeting of the Committee as and when required.

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20 April 2017