Terms for Director Engaging in Competing Interest

If the General Assembly authorises a Competing Interest in respect of a Director, such authorisation shall be valid for the duration of the relevant Director’s membership in the Board for the entire term during which the authorisation was issued and any consecutive terms thereafter, provided that during the period of the authorisation the relevant Director complies with the following:

(i) the relevant Director does not participate in or vote for any decisions taken by the Board or the General Assembly in respect of any matter in relation to which there is an actual Competing Interest;

(ii) the Director updates the Company on an annual basis of the status of such Competing Interest and whether there are any changes to the scope or nature thereof;

(iii) the relevant Director shall not misuse or benefit (directly or indirectly) from any of the Company’s assets, information or investment opportunities presented to the Company or to him/her in his/her capacity as a member of the Board. This includes investment opportunities which are within the activities of the Company, or which the Company wishes to make use of. Such prohibition shall extend to the Director who resigns to, directly or indirectly, use investment opportunities that the Company wishes to use, which came to his/her knowledge during his/her membership in the Board; and

(iv) any other requirements imposed by applicable laws and regulations and any other instructions issued by the competent authorities, including the CMA.