

Strategy Committee Charter

Contents

1. Objectives	3
2. Composition	3
3. Meetings.....	3
4. Roles and Responsibilities	4
5. Other Provisions	5

1. Objectives

The Strategy Committee (“SC”) shall oversee the strategic orientations of the MCB Group Ltd and its subsidiaries (collectively the “Group”) and assess the latter’s performance against set objectives whilst ensuring that capital allocation is appropriate. The Committee shall assist the Board in assessing major financial and investment plans and other material issues that affect the development of the Group.

This Charter is posted on the organisation’s website.

2. Composition

- 2.1. The Chairperson and members of the SC shall be appointed by the Board on the recommendation of the Remuneration, Corporate Governance, Ethics and Sustainability Committee (RCGESC).
- 2.2. The SC shall consist of at least five members the majority of whom shall be non-executive directors.
- 2.3. The chief executive officer shall be a member of the Committee.
- 2.4. The Chairperson of the Committee shall be a non-executive director and shall normally be the Chairperson of the Board.
- 2.5. The Secretary of the SC shall be appointed by the Board.
- 2.6. The Board may at any time remove member/s from the Committee and fill any vacancy/ies created by such removal.

3. Meetings

- 3.1. Meetings shall be held at least quarterly, or more frequently as circumstances require.
- 3.2. The Chairperson shall convene a meeting upon the request of any Committee member who considers it necessary.
- 3.3. The quorum for the Committee shall be three with a majority of non-executive directors.
- 3.4. The Chairperson of the Committee may in case of absence designate an alternate. In case of absence of the Chairperson and where no alternate has been designated, the RCGESC or the Chairperson of the Board shall appoint an independent non-executive director to chair the meeting.

3.5. The Committee may request any officer or employee to attend any meeting and provide pertinent information as necessary.

3.6. All decisions shall be taken on a majority of votes. In case a majority cannot be obtained, the Chairperson will have a casting vote.

4. Roles and Responsibilities

The duties and responsibilities of the members of the Committee shall be in addition to those set out for a member of the Board.

The principal responsibilities of the SC shall be to:

- Review the Group's strategic orientation and recommend to the Board the development strategy to be pursued;
- Deliberate on strategic opportunities and/or key topics of relevance to the Group's strategy;
- Oversee the deployment of Group-wide endeavours and key initiatives by Group entities , while ensuring alignment with the set strategic orientation;
- Recommend to the Board any such matters or issues which relate to the strategic planning of the Group.
- Assess new business proposals including acquisitions/joint ventures and make appropriate recommendations.
- Review and recommend strategic investments or divestments in strategic assets.
- Make recommendations regarding strategic capital allocation.
- Review proposals for raising of funds as submitted by the management and make suggestions in that respect to the Board.
- Assess plans for significant restructuring and adjustments of the Group and make recommendations accordingly.
- Review proposals, as appropriate, regarding the organisational structure of MCB Group Ltd with a view to optimising the Group's operational effectiveness.

5. Other Provisions

5.1. Professional advice

The Board has an agreed procedure whereby members of the Committee are able to seek independent professional advice, should the need arise. The professional services procured will be at the Company's expense and prior approval of the Chairperson is required.

5.2. Access to information

The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

5.3. Reporting

The Chairperson of the Committee shall submit recommendation of the SC to the Board.