

## AXYS Investment Partners Ltd

### CHAIRPERSON OF THE BOARD

The Chairperson of the Board of AXYS Investment Partners Ltd (the "Company") has the following duties:

- To provide leadership to the Board to ensure it functions effectively;
- To plan the Board's annual schedule of meetings and agendas, in consultation with Company Secretary and other Directors as appropriate;
- To maintain sound relations with the company's shareholders and ensure that principles of effective communication and pertinent disclosure are followed;
- To ensure that all Directors play a full and constructive role in the functioning and decision-making process of the Board;
- To ensure that all relevant information and facts are communicated to the Board in order to enable the Directors to make informed decisions;
- To chair all meetings of the Board and ensure that meetings are conducted efficiently and effectively;
- To call special meetings, when required;
- To ensure all Directors exercise their skills, knowledge and expertise on key Board matters and assist the Board in achieving a consensus;
- To develop teamwork and a cohesive Board culture and facilitate formal and informal communication with and among Directors;
- To help ensure that action items established by the Board are tracked with the assistance of the Company Secretary and appropriate follow-up action is taken as necessary; and
- To chair annual and special meetings of shareholders;

### MANAGING DIRECTOR

The Managing Director has the following duties:

- To develop the company's long-term strategy with a view to creating shareholder value;
- To implement the company's long-term plans;
- To be responsible for the day to day management of the Company;
- To monitor and supervise all processes, work in progress and the activities of the Company as a whole; and
- To be the main point of contact between the Board of Directors and Management

## COMPANY SECRETARY

The Company Secretary has the following duties:

- To ensure that the Company complies with its constitution, all relevant statutory and regulatory requirements, codes of ethics, policies and procedures established by the Board;
- Board members - Appointment, Guidance and Development;
- To ensure that procedures for the appointment of directors are properly undertaken;
- To facilitate the proper induction of directors;
- To provide the Board and directors individually with guidance as to their roles and responsibilities, advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with prevailing legislation and regulations;
- To act as a channel of communication and information for non-executive directors;
- To prepare the agenda of Board, Board committees (if any) and shareholders meetings in consultation with the Chairperson and the MD and circulating the agendas and supporting documents in a timely manner;
- To take minutes of Board/Board Committees (if any)/Annual meetings and ensure that the Company's minutes book is properly maintained;
- To ensure that Annual and Special Meetings of Shareholders are held in accordance with the requirements of the Companies Act and the Company's Constitution
- To act as a primary point of contact for shareholders.