TRIMETYS

BOARD CHARTER

2025

1. INTRODUCTION

The Board of Directors Charter (the "Charter") sets out the roles and responsibilities and composition of the Board of directors (the "Board") of TRIMETYS LTD (the "Company").

1.1 Governing Laws and regulations

These provisions should be read in conjunction to the following:

- Company's Constitution (if applicable);
- Board Committees' charters (if applicable);
- The relevant articles of the Companies Act 2001 (the "Act"); and
- Code of Corporate Governance.

The Charter shall not, in any way, conflict with the above provisions and articles and, in the event a dispute in content or meaning arises, the wording of the Companies Act 2001 shall prevail.

2. COMPOSITION OF THE BOARD

- The Board must be well balanced with regard to its number of executive, non-executive directors and independent non-executive directors. Each board member shall be adequately qualified for their position, have a clear understanding of their role and be able to exercise sound judgment about the affairs of the Company.

- The Board shall consist of a minimum of 4 directors and a maximum of 7 directors and of at least one female director.

- The Board shall determine the optimal size and composition, taking into consideration the nature of the Company's business and its subsidiaries, and the desired expertise and background of the Board members. The Board's composition shall ensure a blend of knowledge, skills, objectivity and experience necessary to direct the Company going forward.

- The Board's composition shall be determined to ensure the effective sustainability of the responsibilities of the Board.

- At least one Board member shall have expertise in financial administration and accounting for companies similar to the Company in size and sophistication.

3. INDEPENDENCE

Independent directors are independently minded and free from any affiliation which could materially interfere with the exercise of their independent judgment. When considering independence, the Board takes into account what is stated in the National Code of Corporate Governance for Mauritius.

All Board members shall perform their duties independently of any particular interest of the Company.

4. (RE) APPOINTMENT AND TERM OF OFFICE OF BOARD MEMBERS

4.1 Substance of Nominations and recommendations.

Board members shall be appointed during the Annual Meeting or through a Special Meeting of the Shareholders. A nomination or recommendation to the Shareholders for a candidate for the Board shall state:

(I) The candidate's age,

(II) His or her profession,

(III) Any convictions for any crimes involving dishonesty, fraud or breach of trust,

(IV) The position she/he holds or has held in the last five years (including memberships on any board of directors or management boards/ executive committees), nominating shareholder (if applicable); and

(V) Any other information relevant to assess his or her suitability as a member of the board.

4.2 Reappointment of directors

Before recommending a member of the Board for reappointment, the Board must consider his or her past performance on the Board.

5. ROLE AND RESPONSIBILITIES OF THE BOARD

5.1 General Responsibilities.

The Board oversees the general business of the organisation. The entire Board is responsible for such supervision and oversight.

5.2 Interest of the Company.

The Board's primary responsibility is to protect the interests of the Company and its business, taking into consideration the interests of the Company's shareholders and other stakeholders.

5.3 Strategy

- The Board shall establish the strategic objectives and corporate values and ensure that they are communicated throughout the organisation (such shall, initially, emanate from the management).

- The Board must retain full and effective control over the Company and its capital resources and is responsible for monitoring management in respect of implementation of Board plans and strategies.

5.4 Control and Procedures

- The Board is responsible for regularly discussing and setting principal policies in respect of the Company's strategy and conduct of business.

- The Board shall ensure that procedures, practices and systems are in place that protect the Company's assets and reputation.

5.5 Financials

(a) Approval of accounts

-Approval of the annual statutory financial statements ensuring that they have been prepared using the appropriate accounting policies and standards and fairly present the state of affairs of the Company.

- Approval of the objectives, strategies, business plans and budget annually.

(b) External Auditor

The nomination, appointment and assessment of the external auditor shall be performed by the Board and/or delegated to any appropriate Committee that may be set up by the Board. The Board shall carefully consider and, if accepted, put into effect any recommendations made by the external auditor.

(c) Reports to the Board

The Audit Committee (if applicable) shall report their dealings with the external auditor to the Board on an annual basis, including their assessment of the external auditor's independence (for example, the desirability of rotating the responsible partners of the external auditor and the desirability of the external auditor providing both auditing and non-audit services to the organisation). The Board shall take this into account when deciding its nomination to the general meeting of shareholders for the appointment of an external auditor.

5.6 Interests of Shareholders and Other Stakeholders

- The primary objective of the Company is to continue to build sustainable value for stakeholders.

- The expectations of the shareholders, other stakeholders and the community are that directors will undertake their responsibilities with honesty, integrity, care and diligence, in accordance with the law and in a manner which reflects the highest standards of corporate governance.

5.7. Action in Concert.

As much as they can, within their individual responsibilities as members of the Board, members shall act and speak in concert with respect to important affairs and matters of principle.

5.8 Responsibility for Securing Information.

The Board has the responsibility for obtaining all information from the management and the internal and external auditors needed to carry out their duties. The Board may require certain officers and external advisers to attend, but never to vote at, its meetings.

The CEO shall see to it that management, in a timely manner, provides the Board and its committees with the information they need to function properly.

6. ROLE OF THE CHAIRPERSON

6.1 Election

The Chairperson shall be a director appointed by the Board.

In the absence of the Chairperson, the Board may elect an acting Chairperson who will assume the powers and duties of the Chairperson.

6.2 Duties

He/she shall assume his/her role by bringing independence of mind and intellectual honesty. He/she shall be fully conversant with the key networks of the Company and have sound knowledge of the Company's activities.

The Chairperson of the Board presides over the general meeting of shareholders. The Chairperson is expected to be impartial and objective so as to support or take the right decisions concerning the organisation.

6.3 Responsibilities

- The Board satisfies its duties;

- Board members, when appointed, participate in an induction;

- the Board and the committees are effective in its tasks of setting and implementing the Company's direction and strategy.

6.4 Leadership

- Be impartial and resolve differences in the most constructive way, whilst encouraging and ensuring the active participation of all directors in discussions and Board matters;

- Participate in the selection of the Board members whilst ensuring that the Board has an appropriate mix of competencies, experience, skill and independence; and

- Provide support to the Managing Director;

- Be responsible for addressing internal disputes and conflicts of interest concerning individual Board members and the possible resignation of such members as a result.

6.5 Presiding and conducting meetings

-Preside over the Board meetings of the Company and ensure the smooth functioning of the meetings; and

- Ensure that Board meetings take place regularly and that all the relevant information and facts are placed before the Board.

6.6 Relations with the Shareholder

The Chairperson shall ensure that all directors are made aware of the main concerns of the shareholders and key stakeholders and that their views are communicated to the Board as a whole.

7. MEETINGS

7.1 Frequency
The Board must determine the frequency of the Board meetings, which shall be at least once per year.

7.2 Quorum
The quorum for Board Meetings shall be a majority of the Directors in office.

7.3 Venue
Meetings are usually convened at the registered office of the Company so that directors are able to attend and participate in person.

Where personal attendance by some or all directors is not possible, meetings may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

7.4 Chairing of meeting
Board meetings are presided over by the chairperson of the Board. In case of absence of the Chairperson, an acting Chairperson shall be nominated by the other Directors by a majority of votes.

7.5 Agenda
Meetings of the Board may be convened by the Chairperson or a director. The agenda for a meeting shall be sent to all Board members approximately five days before the meeting.

7.6 Undue Absence
If a Board member is frequently absent from Board meetings, s/he shall be required to explain such absences to the chairperson.

7.7 Attendance by Non-Members.
The admission to a meeting of persons other than Board members, the CEO, the Company Secretary and (if invited) other executives shall be decided by majority vote of the Board members present at the meeting.

8. ROLE OF THE COMPANY SECRETARY

8.1 Compliance
- Ensure that the Board and each director comply with all relevant statutory requirements;

- Inform the Board of all legislation relevant to or affecting meetings of shareholders and directors.

8.2. Board members – Appointment and Guidance
- Ensure that the Board follows the correct procedures for the appointment of directors; and

- Provide the Board as a whole and directors individually with guidance, advice and assistance pertaining to their roles and responsibilities.

8.3. Organisation of Meetings of the Company
The Company Secretary shall:

- Prepare the agenda of Board and shareholders' meetings in consultation with the Chairperson and the Managing Director and circulate the agendas and supporting documents;

- Ensure that there is a quorum for meetings;

- Take minutes of Board/Annual meetings and ensure that minutes of proceedings of Board meetings and meetings of shareholders as well as resolutions of the Board are properly maintained;

- Ensure that Annual and Special Meetings of Shareholders are held in accordance with the requirements of the Companies Act and the Company's Constitution (if applicable); and

- Ensure that proxy forms are correctly processed and that the voting process, whenever applicable, is carried out correctly at meetings of shareholders.

9. BOARD COMMITTEES

9.1 Establishment of Committees.
The Board may establish standing and, from time to time, ad hoc committees from among its members to assist in specific tasks.

9.2 Board Responsibility for Committee Action.
A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, must be taken by the Board may not be delegated to a committee.

9.3 Committee Reporting.
Each committee must inform the Board of the actions it has taken and major developments of which it becomes aware. The Board has unrestricted access to all committee records.

9.4 Committee Charters.
For each Committee, the Board shall adopt a charter setting out its objectives, composition, frequency of meetings, powers and resources, duties and responsibilities, reporting structure and any other relevant matters.

10. RELATIONS WITH SHAREHOLDERS

10.1 General Meeting; Record Date
The Board shall determine the date and place of any general meeting and a record date for the exercise of the voting and any other rights attached to the organisation's securities at such meeting. The Board shall use its best efforts to provide shareholders with all information necessary or requested for the shareholders to properly act at the general meeting.

10.2 Attendance by external auditor.
The external auditor may attend the general meeting to address the meeting at the requests of the Board. The external auditor may be questioned by the general meeting in relation to the audit of the Company's financial statements.

10.3 Decision-Making within the Board
(a) Individual Vote
Each Board member has the right to cast one vote.

(b) Written resolutions
Board resolutions may also be adopted in writing as per the relevant and regulations.

(c) Minutes.
Minutes must be drawn up for every Board meeting. The minutes are to be signed by the chairperson of the meeting and then added to the Company's records.

(d) Use of Experts.
The Board may hire experts to assist or advise them. The cost of such experts shall be agreed to by the Board and shall be paid by the organisation.

A Board member may rely upon the advice of a relevant expert so long as the member has no reason to question the expert's report or conclusion.

11. OTHER PROVISIONS

11.1 Conflict of interests
A director should make a best effort to avoid conflicts of interest.

A director shall forthwith after becomin g aware of the fact that he or she is interested in a transaction or proposed transaction with the Company, disclose same to the Board and cause same to be entered in the Interests Register.

11.2 Confidentiality
(a) Duty to Keep Information Confidential
Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the Company, that came to his or her knowledge in the capacity of his or her work for the Company and which he/she knows or should know to be of a confidential nature. A Board member may disclose such information to fellow Board members as well as to staff members of the Company who, in view of their activities for the Company, should be informed of the information.

A Board member shall not use such confidential information for his or her personal benefit.

(b) Return of Confidential Information
At the end of each Board member's term of office, he/she shall return all confidential documents in his or her possession to the Company or guarantee their disposal in a manner that ensures confidentiality is preserved.