



This Charter sets out the terms of Reference (these "Terms") that are established by IGE (**the "Company"**) for the Strategy and Development Committee under the Company's Board of Directors (**the "Committee"**) in accordance with Myanmar Companies Act, the Corporate Governance Principles, and other relevant & applicable regulations.

1. Purpose

The purposes of the Committee are:

1. To support the strategic development in line with the goals of the Company;
2. To work closely with Company's Management to develop Corporate Strategy;
3. To perform and carry out other responsibilities set forth in this Charter.

2. Roles & Responsibilities

The Committee is specifically set up by the board of directors upon a decision of its shareholder, whose major role is to research and advise the Board of Directors on the long-term development of strategies, significant investment decisions and significant technical decisions of the Company, and optimizing the overall corporate portfolio of the Company as a whole.

3. Structure & Composition

- 3.1 The Committee shall comprise of minimum of 3 (three) members including, if necessary and/ or advisable external parties as members.
- 3.2 Members of the Committee shall either be nominated by the Chairman of the Board of Directors, or 2/ 3 (two thirds) of all directors of the Company. The appointment shall be made by the Board of Directors. The first member of the Committee shall be established by a resolution of the Board of Directors of the Company.
- 3.3 The Committee shall have one (1) chairman to lead the Committee in terms of its scope of work and who shall be any Committee member designated by the Board of Directors.
- 3.4 Members of the Committee shall serve for the same term as the directors of the Company and may serve consecutive terms if re-elected. Any member of the Committee who ceases to be a director of the Company shall become automatically disqualified from the Committee and the Board of Directors shall appoint a



replacement to fill in the vacancy caused by such disqualification pursuant to Sections 3.1 to 3.3 above.

4. Meetings

- 4.1 The Committee shall hold at least Four (4) meetings annually. Notice of the meeting shall be sent by the committee secretary's office to all the members of the Committee 3 (three) working days before the date of the meeting. Meetings of the Committee shall be presided over by the chairman of the Committee. When the chairman is unable to attend the meeting, he/ she may appoint another member of the Committee to preside over the meeting on his/ her behalf.
- 4.2 A meeting of the Committee may only be held if it is attended by more than 2/3 (two thirds) of the members of the Committee. Each member of the Committee shall have one vote. Resolutions made at the meeting of the Committee must be approved by more than half of all the members. In the event of an equality of votes for and against a resolution, the chairman of the Committee shall have the casting vote.
- 4.3 Voting at the meetings of the Committee may be by show of hands or poll. Voting at extraordinary meetings may be by correspondence.
- 4.4 The Committee may invite directors and other executive/ senior officers of the Company to attend its meetings as non-voting attendees as it deems necessary.
- 4.5 The Committee may, if necessary, engage an intermediary and/ or external consultants to provide professional advice on its decision-making at a reasonable cost to the Company.
- 4.6 The Committee shall keep minutes of its meetings, which shall be signed by the Committee members present at the meeting. The meeting minutes of the Committee shall be kept by the Corporate Secretary's Office.
- 4.7 Proposals approved at the meetings of the Committee and the voting results thereon shall be reported to the Board of Directors in writing.
- 4.8 Members attending the meeting of the Committee shall have the obligation to keep matters discussed as confidential, and not to disclose without proper authorization, any of the matters discussed at the meeting without the prior approval of the Chairman.



5. Authority

- 5.1 Unless expressly delegated by the Board, the Committee does not have any decision making power and performs an advisory role only, making recommendations to the Board.
- 5.2 The Committee may examine any matter in relation to its role, functions and accountabilities, either on its own initiative or at the request of the Board.
- 5.3 In fulfilling its role and discharging its responsibilities, the Committee has the authority to:
 - a. require members of the management team to attend meetings and/or provide information or advice; and
 - b. seek advice from independent external consultants, subject to the Chairman of the Board's approval and appropriate budgetary provision.

6. Reporting

Meeting and activities

- 6.1 The Committee must provide minutes of each Committee meeting to the Board at the next Board meeting following the Committee meeting.
- 6.2 The Committee Chair may also provide a verbal or written report to the Board regarding the Committee's specific activities as deemed necessary by the Committee or requested by the Board.

Annual report

- 6.3 Annually, the Committee must report to the Board on its activities, including:
 - (a) a summary of the work performed by the Committee to discharge its duties during the year; and
 - (b) the number of Committee meetings held during the year and the number of meetings attended by each Committee member.

7. Review & Assessment

Review by Committee

- 7.1 Annually, the Committee must review and report to the Board on:
 - (a) its performance against this Charter; and
 - (b) the adequacy of this Charter.
 - (c) compliance with Corporate Governance Principles



- (d) fulfill the needs of the Company & Committee

Review by Board

7.2 At least every 2 years, the Board must review:

- (a) the Committee's performance against this Charter; and
- (b) the adequacy of this Charter.

7.3 The review must include surveys of Committee members, the other Directors, the Group MD/ Group CEO and other interested parties as considered appropriate by the Board.

Strategy & Development Committee