



Board Director's Charter

Maldives Tourism Development Corporation Plc.

This charter is approved by the Board on 14th June 2022

1. Authority

- By authority, the Board of Directors has the highest governing and strategic decision-making authority in the company.

2. Appointing Directors

- In case of non-executive directors, the director shall be a non-executive, independent director appointed by the Government or the Public.
- In case of executive directors, the director shall be an executive, non-independent director appointed by the Government.

3. Term

- The term for Directorship shall be set at every other Annual General Meeting.
- The Government may remove any Director appointed by it to the Board where it considers fit.

4. Roles of Director

The Director is responsible to:

- Act in the company's best interests, taking everything relevant into account, obey the company's constitution and decisions taken under it,
- Be honest, and remember that the company's property belongs to it and not to directors or to its shareholders, be diligent, careful and well informed about the company's affairs.
- To use any special skills or experience for the company

Remember that you remain responsible for the work you give to others,

- Avoid situations where your interests conflict with those of the company. When in doubt disclose potential conflicts quickly,
- Seek external advice where necessary, particularly if the company is in financial difficulty serve the legitimate interests of the shareholders,
- Ensure that the company complies with all relevant laws and regulations, including the Code of Corporate Governance, and other codes of best business practice,
- Ensure that technology and information systems used in the company are sufficient to operate the company effectively with strong internal control systems and maintain competitiveness,
- Establish commercial and financial policies, and ensure the major investments needed to achieve the company's objects and increase the value of shareholders' equity,

Review the company's performance,

- Ensure that the Management is responsible for implementing the principles of corporate governance provided under this Code, as framed by the Board,
- Ensure that the Management maintains a sound system of internal control to safeguard the shareholders' investments and the company's asset.

Other duties include;

- The non-executive and independent directors shall meet at least once a year without the presence of management and the executive directors,
- Each director must be able and prepared to devote sufficient time and effort to his duties as a director.
- To ensure a director has sufficient time to undertake his or her duties, an individual director should not hold directorships in more than two (2) Boards of public listed companies,
- Each director should add value to the Board and, whether or not an independent director, bring an independent and objective judgment to bear on their duties and decision making.

5. Board of Directors Fees & Allowances

- The existing Board of Directors Fees, Board and Board Sub-committee Sitting Allowances as approved by the outgoing board shall remain active unless otherwise the board decides to revise the board of director's fees and sitting allowances. Where board sees it necessary to revise the board remuneration, the issue shall be first forwarded to deliberate at the Nomination & Remuneration Committee (NR Committee) thereafter the recommendation of NR committee must be tabled at a board meeting for final decision making and approval.

6. Indemnification

- The Director hereby agrees to indemnify and hold the Company, its officers, directors, shareholders harmless from and any loss, claim, damage or expense and/all costs of prosecution or defense of their rights hereunder, whether in judicial proceedings, including appellate proceedings, or whether out of court, including without limiting the generality of the foregoing attorney's fees and all costs and expenses of litigation, arising from or growing out of the Director' breach or threatened breach of any covenant contained herein.

7. Seeking of Information

- The Director should comply with the protocol of seeking information on any issues from the Chairperson via the Company Secretary.

8. Changes to this Charter

- Any changes to this charter shall be made and approved by the Board of Directors of the Company.