

Freshtel Board Charter

Freshtel Holdings Limited recognises corporate governance as the system by which companies are directed and managed. Hence the board will influence how the objectives of a company are set and achieved, it will monitor and assess risk and it will influence performance to achieve optimum results. Freshtel's Board acts on a fully informed basis, in good faith and with due diligence and care. Freshtel will ensure that Board members have access to accurate, relevant and timely information.

It is the responsibility of each Director to ensure he or she is fully conversant with the company's business as the Board is accountable to the company and the shareholders. Efficient and optimum corporate governance requires participation by all the directors in all Board matters. Freshtel has structured its Board to ensure that it has understanding of and the competence to deal with the current and emerging issues of the business. The Board recognises that it also needs to be able to exercise independent judgement and review and challenge the performance of management.

Freshtel recognises that fundamental in this structure is establishing the roles of management and the board.

Key Functions of the Board

1. Reviewing and guiding corporate strategy, major planning, risk policies, annual budgets and business plans, setting performance objectives, monitoring implementation of the plans and corporate performance, overseeing major capital expenditure, acquisitions and divestments.
2. Selecting, compensating and monitoring key executives and contractors.
3. Reviewing key executive and Board remuneration and ensuring a transparent and formal Board nomination process
4. Monitoring and managing potential conflicts of interest of management, board members and shareholders.

5. Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems are in place for monitoring risk, financial control and compliance with the law.
6. Monitoring the effectiveness of corporate governance practices under which the company operates and making changes as they are needed.
7. Overseeing the process of disclosure and communication.
8. Devotion of sufficient time to their Board responsibilities.

Key Functions of Management

The Board has delegated to management, responsibility for;

1. Further development and implementation of corporate strategy and business planning.
2. Implementation and monitoring of an effective risk management framework and keeping the Board fully informed about material risks.
3. Monitoring of Freshtel's financial and operational performance against established objectives.
4. Developing Freshtel's annual budget and recommending it to the Board for approval, and subsequently managing day-to-day operations within the approved budget.
5. Provision of staff support and ensuring staff development.