ANNEX 7

FUNCTIONS AND RESPONSIBILITIES OF THE BOARD SECRETARY

The Board secretary plays a very important role in the governance and administration of a company. The secretary's main function is to ensure that the Board works effectively and complies with legal and regulatory requirements. The main functions and duties of the Board secretary are set out below.

1. **Support for Board meetings**

   – Planning and organising the meetings of the Board and its committees.
   – Preparing and distributing notices of meetings, agendas and supporting materials.
   – Coordinating the logistics of meetings, including the venue, technology and, where needed, catering.
   – Taking the minutes of Board meetings and keeping the minutes of all meetings.

2. **Ensuring good governance practice**

   – Ensuring that the company's governance practices comply with the applicable laws, regulations and the articles of association.
   – Informing the Board of changes in governance requirements and best practice and of new developments.
   – Helping the Board to maintain an effective corporate governance system.

3. **Fiduciary duties of Board members**

   – Helping the Board to understand and fulfil its fiduciary duties, including the duties of loyalty and care.
   – Advising on the legal duties and ethical obligations of Board members.

4. **Management of corporate documents**

   – Maintaining and safeguarding the company's documents, including the articles of association, governance documents, Board meeting materials and Board resolutions.
   – Safeguarding other important corporate documents and records.

5. **Compliance and reporting**

- Ensuring that the company complies with all legal and regulatory requirements, including annual reporting and disclosure.
- Informing the Board of changes in laws, regulations and governance practice and advising the Board on these matters.
- Helping to prepare and submit the reports required by regulatory authorities.

6. **Support for Board communication**

- Acting as the link between the Board and the CEO and the executive team.
- Helping to maintain communication between Board members, shareholders and other stakeholders.

7. **Induction and development of Board members**

- Supporting new Board members by providing them with the essential information about the company, its governance and their roles and responsibilities (induction).
- Organising training and professional development for Board members where needed.

8. **Management of conflicts of interest**

- Helping to identify and manage the conflicts of interest of Board members and senior executives.
- Helping to develop and implement the conflict of interest policy.

9. **Board evaluation and improvement of Board work**

- Helping the Board to carry out its evaluation and to improve its work.
- Helping to collect and analyse feedback in order to increase the effectiveness of the Board.

10. **Administration of the secretary's office**

- Managing the administrative matters of the company secretary's office, including budgeting, recruitment and the allocation of resources.
- Maintaining an effective and well-organised document management system.

The Board secretary is the key person ensuring the transparency and accountability of the company's activities and effective good governance within the company. The secretary helps to maintain the integrity of the Board's actions and promotes the confidence of shareholders and stakeholders. The specific duties may differ

depending on the size of the organisation, its industry and the applicable legal requirements.