

ASBISc Enterprises Plc: Board of Directors Rules

The management of the business and the conduct of the affairs of the Company are vested in the Directors who act as a board. The decisions of the Board of Directors are made by majority voting. In case of an equality of votes, the Chairman shall have a casting vote. The Board of Directors may delegate any of its powers to individual Directors or committees. See Articles 104 - 107 of the Articles of Association attached as Annex A for further detail regarding the Board of Directors of the Company.

There shall be a minimum of three Directors and there shall be no maximum number of Directors, some of whom will be independent non-executive Directors. The Company may by ordinary resolution increase or decrease the number of Directors from time to time. An alternate Director is not counted in determining the number of Directors. Currently there are six Directors, of which two are non-executive Directors. Executive Directors are employees of the Company whereas non-executive Directors are independent.

The Company may by ordinary resolution appoint a person who is willing to act as a Director. In addition, the Board of Directors shall have power at any time to appoint any person who is willing to act as a Director. At each annual general meeting, one-third of the Directors who are subject to retirement shall retire by rotation but are eligible for re-election.

The Company may by ordinary resolution remove a Director from office before his or her retirement.

The Directors may exercise all the powers of the Company to borrow money, to charge or mortgage its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Each Director shall have the power from time to time to nominate another Director or any person, not being a Director, to act as his or her alternate Director and shall, at his or her discretion, remove such alternate Director.

Under section 191 of the Cypriot Companies Law every director who has an interest in an agreement must declare his interest in writing at the meeting of the board at which the agreement is to be discussed. Failure by a director to disclose his interest is a criminal offence. In addition article 110 of the Articles provides as follows:

(a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 191 of the Law.

(b) Any decision in respect of a contract or arrangement in which any of the Company's Directors are interested shall be approved at a meeting of Directors provided that at least one of the independent non-executive Directors is present at such meeting.

(c) A Director, notwithstanding his interest in the Company, may be counted in the quorum present at any meeting at which he or any other Director is appointed to act as a Director or to hold any such office or place of profit under the Company or at which the terms of any such appointment are arranged, and each of the Directors concerned will be entitled to vote and be counted in the quorum except as regards his own appointment.