



## BLU COCOON DIGITAL LIMITED

### Corporate Governance Policy

#### Introduction

Blu Cocoon Digital Limited ("the Company") is committed to maintaining the highest standards of corporate governance to ensure transparency, accountability, and ethical business practices. This policy is intended to safeguard the interests of all stakeholders, including shareholders, employees, customers, and the community, while delivering sustainable long-term value.

#### Objective

The objective of this Corporate Governance Policy is to establish and implement a framework that shall promote responsible decision-making, ensure effective risk management, and foster transparency in the Company's operations, while adhering to applicable legal requirements and best practices.

#### Governance Structure

##### 1. Board of Directors

The Board of Directors ("the Board") shall be the primary governing body of the Company and shall be responsible for setting the Company's strategic direction, overseeing management, and ensuring that the Company operates in compliance with legal and regulatory requirements.

#### Composition

- The Board shall consist of an appropriate balance of Executive, Non-Executive, and Independent Directors, as prescribed by applicable laws.
- The Chairperson of the Board shall be the Managing Director (MD), ensuring a unified leadership structure where the roles of strategic oversight and operational management are integrated for cohesive decision-making.

#### Roles and Responsibilities

- **Strategic Oversight:** The Board, led by the MD, shall be responsible for setting and reviewing the Company's strategic objectives, ensuring that the management effectively implements these strategies.
- **Compliance and Governance:** The Board shall ensure that the Company complies with legal, regulatory, and governance standards, including stock exchange rules and regulations.
- **Risk Management:** The Board shall oversee the Company's risk management framework, ensuring that risks are identified, assessed, and mitigated effectively.
- **Performance Evaluation:** The Board shall regularly review the performance of the Company, its Committees, and individual Directors to ensure alignment with strategic objectives.
- **Ethics and Conduct:** The Board shall promote a culture of ethical behaviour and integrity across the Company and ensure that its decisions reflect the Company's core values.

##### 2. Independent Directors

- Independent Directors shall provide impartial oversight and ensure that

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Document No. BCDL/EP.01

Version 1 issued on 25-09-2024

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decisions made by the Board are in the best interests of all shareholders and free from conflicts of interest.

- They shall bring objective perspectives on issues related to strategy, performance, and risk management.

#### Shareholder Rights and Relations

- The Company shall be committed to protecting the rights of all shareholders and ensuring equal treatment in terms of access to information and participation in decision-making.
- The Board shall ensure that shareholders are provided with timely and accurate information about the Company's financial performance, strategy, and other material matters.

#### Disclosure and Transparency

- The Company shall ensure timely and accurate disclosures of all material information, including financial results, governance policies, and risks, in compliance with regulatory requirements.
- The Company shall maintain transparency in its business practices to foster trust and confidence among investors and other stakeholders.

#### Risk Management

- The Company shall implement a comprehensive risk management framework to identify, assess, and mitigate risks across all levels of its operations.
- The Risk Management Committee shall regularly review the risk management policies to ensure alignment with the Company's objectives and regulatory requirements.

#### Ethics and Conduct

- The Company shall promote a culture of integrity and ethical conduct at all levels. All Directors, officers, and employees shall be expected to adhere to the Company's Code of Conduct, which outlines ethical behaviour, compliance with laws, and conflict of interest management.

#### Conclusion

Blu Cocoon Digital Limited shall remain committed to continuously improving its corporate governance practices to meet the evolving expectations of shareholders, regulators, and other stakeholders. By maintaining high standards of governance, the Company shall ensure ethical business practices, effective risk management, and the creation of long-term shareholder value.

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