

## SINGAPORE EXCHANGE LIMITED

("the Company")

### CHARTER OF THE LEAD INDEPENDENT DIRECTOR

(Approved by the Board as of 22 January 2014)

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#### **A. Purpose**

1. Where the Chairman is considered to be not an independent director, meaning a director who:
  - (a) is independent from management and business relationships with the Company as defined in the prevailing Securities and Futures (Corporate Governance of Approved Exchanges, Designated Clearing Houses and Approved Holding Companies) Regulations 2005 ("SFR 2005");and
  - (b) is independent from any substantial shareholder of the Company as defined in the SFR 2005,

the independent directors of the Board shall appoint from among themselves a lead independent director ("Lead Independent Director") with authority and responsibilities as set out below.

2. The appointment of the Lead Independent Director shall be reviewed annually by the independent directors.

#### **B. Authority & Responsibilities**

##### 1. Calling of and Presiding at Meetings

The Lead Independent Director will have authority to call and lead meetings of the independent directors when necessary and appropriate, and to preside at all meetings of the Board at which the Chairman is not present or has to recuse himself, including closed sessions of the non-executive directors.

##### 2. Shareholder Communication

The Lead Independent Director shall represent the independent directors in responding to shareholders' questions and comments that are directed to the independent directors as a group.