



Corporate Governance Guidelines

PropertyGuru Group Limited

(As of March 17, 2022)

PropertyGuru Group

📍 Paya Lebar Quarter, 1 Paya Lebar Link
#12-01/04, Singapore 408533
☎ (+65) 6238 5971

🌐 [PropertyGuruGroup.com](https://www.PropertyGuruGroup.com)

Contents

I.	THE BOARD	3
A.	Size and Composition of the Board.....	3
B.	Director Qualification Standards and Selection Criteria.....	3
C.	Director Orientation and Continuing Education	3
D.	Service on Other Boards.....	4
E.	Term Limits.....	4
F.	Director Responsibilities.....	4
G.	Compensation.....	4
H.	Conflicts of Interest.....	4
I.	Interaction with Institutional Investors, the Press and Customers.....	5
J.	Board Access to Senior Management.....	5
K.	Access to Independent Advisors.....	5
L.	Self-Evaluation.....	5
II.	BOARD MEETINGS	5
A.	Frequency of Meetings.....	5
B.	Director Attendance	6
C.	Attendance of Non-Directors	6
D.	Advance Receipt of Meeting Materials	6
III.	COMMITTEE MATTERS	6
IV.	SUCCESSION PLANNING	6

The Board of Directors (the “**Board**”) of PropertyGuru Group Limited (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Memorandum and Articles of Association, as may be amended and/or restated from time to time (the “**Articles**”), and other corporate governance documents and in the event of any conflict between all applicable laws, the Articles or other corporate governance documents and these Guidelines, the applicable laws, the Articles and other corporate governance documents shall supersede these Guidelines. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. The Board

A. Size and Composition of the Board

The maximum number of directors will be fixed from time to time by the Company’s shareholders in accordance with the Company’s Articles. The Board shall comprise Investor Directors (as defined in the Articles) to be appointed by certain of the Company’s shareholders in accordance with and subject to Article 87 of the Articles, and any Non-Investor Directors (as defined in the Articles) appointed in accordance with the Articles.

The Nominating Committee will periodically review the size of the Board, and may make recommendations to the Board regarding the size that is most effective in relation to future operations.

B. Director Qualification Standards and Selection Criteria

In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating Committee, in recommending candidates for election, may take into account many factors, including: personal and professional integrity, ethics and values; experience in corporate management, such as serving as an officer or former officer of a publicly held company; strong finance experience; experience relevant to the Company’s industry; experience as a board member or executive officer of another publicly held company; relevant academic expertise or other proficiency in an area of the Company’s operations; diversity of expertise and experience in substantive matters pertaining to the Company’s business relative to other board members; diversity of background and perspective, place of residence and specialized experience; practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries; and any other relevant qualifications, attributes or skills. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

C. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management may provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

D. Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chairman of the Board. The Chairman of the Board shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with these Guidelines and any other policy of the Company. Because of the Audit and Risk Committee's demanding role and responsibilities, and the time commitment attendant to such committee membership, each prospective Audit and Risk Committee member should evaluate carefully the existing demands on his or her time before accepting this important assignment and no member of the Audit and Risk Committee may serve on audit committees of more than three public companies, including the Company, without prior determination by the Board of Directors that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit and Risk Committee.

E. Term Limits

The Board does not believe it is in the best interests of the Company to establish director term limits at this time, as such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

F. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they genuinely believe to be the best interests of the Company and the shareholders as a whole;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company;
- avoiding conflicts of interest and of duty; and
- acting with skill, care and diligence.

G. Compensation

Cash and equity compensation of directors shall be determined from time to time in accordance with applicable law. The Company's executive officers do not receive additional compensation for their service as directors.

H. Conflicts of Interest

Subject to Article 118 of the Company's Articles, 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. A general notice given to the directors by any director to the effect

that he is to be regarded as interested in any contract or other arrangement which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

I. Interaction with Institutional Investors, the Press and Customers

Directors should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to management or the Chairman of the Board. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

J. Board Access to Senior Management

The Board will have sufficient access to Company management in order to ensure that directors can ask any questions and receive all information reasonably necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairman of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

K. Access to Independent Advisors

The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

In the event that member(s) of the Board believe that independent legal advice (at the Company's expense) is required, such member must seek approval to retain independent legal counsel from the Chairman of the Board, whose approval shall not be unreasonably withheld or delayed.

L. Self-Evaluation

In accordance with its charter, the Nominating Committee will oversee a periodic assessment of the Board and its committees.

II. Board Meetings

A. Frequency of Meetings

The Board will aim to meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business, and in accordance with the Company's Articles and applicable law. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. If such director is the Chairman (or the Chairman of the Board), he/she will notify the other members of the Board or committee, as applicable.

C. Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. Committee Matters

The Board currently has three standing committees: (i) the Audit and Risk Committee, (ii) the Remuneration Committee, and (iii) the Nominating Committee. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's Articles and the committee's charter, if adopted. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. Succession Planning

The Board (or a committee delegated by the Board) will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.