



Corporate Governance Committee Charter

The Charter has been prepared in accordance with the requirements of the National Code of Corporate Governance of Mauritius 2016 (“NCCG”).

1 Objective of the Committee

- 1.1 The Corporate Governance Committee shall operate as a standing Committee of the Company’s Board of Directors.
- 1.2 The Corporate Governance Committee shall have the primary responsibility to advise the Board on matters pertaining to Corporate Governance and more generally to ensure the effectiveness of the Board in the implementation of governance principles and compliance as per the applicable laws.
- 1.3 The Committee shall oversee all matters concerning Corporate Governance aspects of the Company aimed at the promotion and achievement of the objectives and such related matters as may be referred to the Committee by the Board of Directors within the limits of the powers and duties as specified herein.

2 Responsibilities of the Committee

The Committee shall undertake and be responsible for the following:

- 2.1 To develop and recommend to the Board a corporate governance framework.
- 2.2 To ensure that the disclosure requirements of the Company with regard to corporate governance are in accordance with the principles of the NCCG as amended from time to time.
- 2.3 To report any breach of the NCCG to the Board and to review any such breaches at the Company’s management level, then referring it to relevant authorities (as appropriate);
- 2.4 To review any statements on ethical standards or requirements for the Company and assist in developing such standards and requirements;
- 2.5 To give recommendations on situations involving any breach of the laws and regulations, and/or the internal policies of the Company;
- 2.6 Perform other activities related to this Charter as requested by the Board;

- 2.7 Review and assess the adequacy of the Committee charter and scope of activities annually or as required by legislation or circumstances, requesting Board approval for proposed changes, and ensuring appropriate disclosure as may be required by law;
- 2.8 Confirm annually that all responsibilities outlined in this charter have been carried out;
- 2.9 Evaluate the Committee's performance and present the report to the Board;

3 Members of the Committee

- 3.1 Members of the committee shall be appointed by the Board from amongst the members of the Board.
- 3.2 The committee shall consist of a chairman and at least 2 other board members. In the absence of the Chairperson of the Corporate Governance Committee, the members present shall choose one of their number to be Chairperson of the meeting.
- 3.3 The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board of Directors.
- 3.4 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.
- 3.5 The Chairman of the committee may also invite the chairman of the board or any other members of the board. The committee can decide to invite other key stakeholders and/or employees of the company to attend as and when appropriate and necessary.

4 Secretary

- 4.1 The Company Secretary, or his or her nominee, shall act as the Secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

5 Quorum

- 5.1 The quorum necessary for the meeting shall be two members.

6 Frequency of meetings

- 6.1 The committee shall meet at least twice a year as appropriate.

- 6.2 In addition, the Committee Chairperson may convene additional Meetings of the Committee to consider business which may require urgent consideration.

7 Notice of meetings

- 7.1 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the committee, any other person required to attend, no later than five days before the date of the meeting.
- 7.2 The Chairperson of the Committee will set the agenda for meetings.

8 Proceedings at meetings

- 8.1 The Secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.
- 8.2 Draft minutes of committee meetings shall be circulated preferably within fifteen working days to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the committee Chairperson.
- 8.3 The Committee members shall declare their interest as soon as a conflict or potential conflict of interest arises.
- 8.4 The Committee members must have privileged access to any information that it needs, well in advance of scheduled meetings. Where necessary, this includes access to external resources, legal counsel, and financial and other professional advisors.
- 8.5 The Committee members must be fully prepared for Committee meetings to provide appropriate and constructive input on matters discussed.

9 Annual General Meeting

- 9.1 The committee Chairperson shall attend the annual general meeting (as appropriate) to answer shareholder questions on the committee's activities.

10 Reporting responsibilities

- 10.1 The committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.
- 10.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

11 Other matters

The committee shall:

- 11.1** Have access to outside or other independent professional advice as it considers necessary to carry out its duties;
- 11.2** Have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 11.3** Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 11.4** Give due consideration to laws and regulations and any other applicable rules, as appropriate;
- 11.5** Oversee any investigation of activities which are within its charter/terms of reference;
- 11.6** Work and liaise as necessary with all other Board committees; and
- 11.7** Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

12 Authority

The committee is authorized to:

- 12.1** Seek any information it requires from any employee of the organisation in order to perform its duties;
- 12.2** Obtain, at the organisation's expense, independent legal, or other professional advice on any matter it believes it necessary to do so;
- 12.3** Call any employee to be questioned at a meeting of the committee as and when required;