BOARD CHARTER

MAURILAIT PRODUCTION LIMITEE

TABLE OF INDEX

1. BOARD GOVERNANCE ROLES	**3. EFFECTIVE GOVERNANCE (CONTIN'D)**
A. BOARD COMPOSITION	D. DIRECTOR DEVELOPMENT
i. **Composition of the Board** a. **Chairperson** b. **Independent Director** c. **Non-Executive Director** d. **Executive Director** e. **Alternate Director** ii. **Term of office and vacation of office** iii. **Election and rotation of directors** iv. **Attendance at meetings** v. **Admittance to meetings**	i. **Continuous professional development** ii. **Costs incurred for professional development**
B. DUTIES OF THE BOARD	E. DIRECTOR SELECTION AND INDUCTION
i. **General duties and powers** ii. **Duties regarding supervision of management** iii. **Duties regarding the members and the performance of the Board** iv. **Supervision of financial reporting** v. **Duties regarding nomination and assessment of external auditor** vi. **Relations with shareholders**	i. **Procedure for nomination of directors** ii. **Induction** iii. **Disclosure of directorship on other boards**
C. DUTIES OF INDIVIDUAL DIRECTORS	
i. **Conflict of interests** ii. **Related party transactions**	
D. DUTIES OF THE CHAIR	**4. BOARD PROCESSES**
E. DUTIES OF THE COMPANY SECRETARY	A. BOARD MEETINGS
	i. **Meeting frequency** ii. **Conduct of meetings** ii. **Quorum and voting at meetings**
	B. BOARD PAPERS
2. BOARD FUNCTIONS	i. **Agenda and notice of meetings** ii. **Board papers**
A. RISK MANAGEMENT	C. BOARD COMMITTEES
i. **Risk assessment and identification** ii. **Evaluation of risks** iii. **Internal control**	i. **Audit & Risk Committee** ii. **Committee reporting** iv. **Terms of reference of board committees**
B. STAKEHOLDER COMMUNICATION	
i. **Interaction with internal and external stakeholders**	
	5. ADHERENCE TO THE CHARTER
	A. ACCEPTANCE OF BOARD MEMBERS
3. EFFECTIVE GOVERNANCE	B. AMENDMENT
A. DIRECTOR ACCESS TO INFORMATION	C. INTERPRETATION
	D. PARTIAL INVALIDITY
i. **Responsibility for securing information/ confidentiality** ii. **Access to records** iii. **Access to professional advice**	
B. BOARD EVALUATION	
i. **Evaluation process** ii. **Analysis of evaluation results**	
C. DIRECTOR REMUNERATION	
i. **Policy** ii. **Fees**	

Introduction

A. COMPLEMENTARY TO THE LAW AND THE COMPANY'S CONSTITUTION

The provisions of this Charter are complementary to Mauritian legislation and regulations, the Constitution and the provisions governing the duties and powers of the Board, its Committees and its members.

Wherever mentioned in this document:

(i) the "Act" refers to the Companies Act 2001

(ii) the "Code" refers to the Code of Corporate Governance

(iii) Board member(s) refers to "director(s)"

1. BOARD GOVERNANCE ROLES

A. BOARD COMPOSITION

i. Composition of the Board

The composition of the Board shall be such that:

- its members can act independently of one another;
- each board member can assess the broad outline of the organisation's overall position;
- each board member has sufficient expertise to perform his or her role as a board member;
- the board has the right balance of expertise;
- at least two members of the board are independent.

Taking into consideration the nature of the organisation's business and its subsidiaries and the desired profile of the board, the Constitution of the Company provides for a minimum of 3 and a maximum of 9 members.

At date of implementation of this Charter, the Board is composed of 7 members.

a. Chairperson

The Chairperson's tenure shall stand until he is required to retire by rotation and offer himself for re-election under the provisions of the Company's Constitution. If re-elected, the Chairperson shall be re-eligible.

b. Independent Director

The independence of a director is determined according to the following criteria as well as the ability of the director to exercise his role with an independent mind and in the best interests of the company:

- He has not been an employee of the company or group within the past three years;
- He does not have, or has not had within the past three years, a material business relationship with the company either directly or as a partner, shareholder, director or senior employee of an entity which has such a relationship with the company;
- He has not received or receives no additional remuneration from the organization apart from a director's fee or as a member of the organization's pension scheme;
- He is not a nominated director representing significant shareholders;
- He does not have close family ties with any of the organisation's advisers, directors or senior employees;
- He does not have cross directorships or significant links with other directors through involvement in other companies or bodies.

c. Non-Executive Director

Non-executive directors are directors who are not involved in the day-to-day management of the company and are not employees of the company.

d. Executive Director

An executive director is a director who is involved in the day-to-day management and is an employee of the company.

An Executive Director shall, subject to the terms of any agreement entered into in any particular case, receive remuneration, whether by way of salary, commission or participation in profits, as the Board may determine.

The Directors may entrust to and confer upon the Executive Director any of the powers exercisable by them with such restrictions as they think fit, either generally or, to the exclusion of their own powers, subject to section 131 of the Act, and the Board may revoke, alter or vary all or any of these powers.

e. Alternate Director

In line with the Constitution of the Company, a director can propose a suitable candidate to be appointed by the Board as his alternate.

Such an Alternate Director may, while replacing the Director for whom he has been appointed as alternate, represent, exercise and discharge all the powers, rights, duties and privileges (but not including the right to act as Chairperson) of the said Director.

A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing.

An Alternate Director's term of office shall lapse when the Director for whom he acts as alternate ceases to be a director.

ii. Term of Office and Vacation of Office

In accordance with the Constitution, each board member has a term of office of three years after which he shall retire by rotation and may offer himself for re-election.

A director can also be removed from or cease to hold office as per the provisions of (i) the Company's Constitution and (ii) S. 138 and 139 of the Companies Act 2001.

A director shall also be deemed to have vacated his office after being absent, without permission of the Board, for four (4) consecutive meetings of the Board.

iii. Election and Rotation of Directors

The Constitution of the Company provides for the election and rotation of directors of the Company.

iv. Attendance at meetings

A director should aim to attend all board and committee meetings of which he is a member. A calendar of board and committee meetings is set out and communicated to Board Members at the beginning of the calendar year to enable directors to ensure they are present at the scheduled meetings.

In case of frequent absences from meetings, the director shall explain his absences to the Chairperson.

A Director shall inform the Secretary of (i) his absence from the country and (ii) the period of absence.

v. Admittance to meetings

Admission to a meeting of persons other than board members, the General Manager and the Company Secretary, shall be decided by the Chairperson in consultation with the board members.

B. DUTIES OF THE BOARD

i. General Duties and Powers

The Board as a whole is collectively responsible for promoting the success of the company by directing and supervising the company's affairs. The Board:

(i) sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives and reviews management performance;

(ii) sets the company's values and standards and ensures that its obligations to its shareholders and others are understood and met.

ii. Duties regarding Supervision of Management

In exercising its duties of management supervision, the Board shall monitor:

(i) the realisation of the company's objectives;
(ii) the strategy and risks in the company's activities;
(iii) the structure and operation of the internal risk management and audit and control systems;
(iv) the financial reporting process;
(v) compliance with laws and regulations;
(vi) any other matters the law requires the Board to consider.

iii. Duties regarding the Members and the Performance of the Board

The duties of the Board (in consultation with the appropriate Board committees) in relation to members of the Board include:

(i) the nomination of members of the Board (the appointment is made by the General Meeting of shareholders);
(ii) the appointment of the chairperson, the setting up of committees of the board and defining their role;
(iii) the evaluation of the Board;
(iv) addressing any conflicts of interest issues between the company and its members of the Board.

iv. Monitoring of Financial Reporting

The Board, in consultation with the Audit & Risk Committee, monitors compliance with written procedures for the preparation and publication of the annual report and financial statements, the quarterly and abridged financial reports and any other financial information.

The Board, through the Audit & Risk Committee, also supervises the internal control and audit approach and the methodology for external financial reporting.

The Audit & Risk Committee shall report to the Board and shall make its recommendations for consideration by the Board.

v. Duties regarding the Nomination and Assessment of the External Auditor

The external auditor is appointed annually at the General Meeting upon proposal by the Board. The Board shall ensure that an open, transparent and competitive selection process for the nomination of the external auditor is completed at least every seven years. In addition, a yearly evaluation process shall be conducted by the management and assessed by the Audit and Risk Committee prior to any proposal that the external auditor be reappointed for a further period. The Board shall ensure that the signing partner is rotated at least every five years.

The decision concerning the remuneration of the external auditor is delegated to the Board by the shareholders. On recommendation of the Audit & Risk Committee, the Board will assess the independence of the external auditor and decide on the external auditor's fees for audit services.

Conflicts of interest and potential conflicts of interest between the external auditor and the organisation shall be resolved as determined by the Board on the recommendation of the Audit & Risk Committee.

vi. Relationship with Shareholders

The Board shall determine the date and place of any General Meeting and a record date for the exercise of voting and any other rights attached to shares at such meetings.

The Board shall provide the shareholders with all the information necessary or requested for them to play a proper part in the General Meeting.

All members of the board should endeavour to attend General Meetings of shareholders.

The Chairperson of the Board presides over meetings of shareholders or, in his absence, the Board shall designate one of their members to preside over the said meeting.

C. DUTIES OF INDIVIDUAL DIRECTORS

Directors should exercise their powers in accordance with Part XI of the Act and subject to the conditions and restrictions established by the company's constitution.

i. Conflict of interest

The provisions relating to conflicts of interest of directors in decision-making processes are set out in the Code of Ethics.

ii. Related party transactions

The provisions relating to conflicts of interest of directors in related party transactions are set out in the Code of Ethics.

D. DUTIES OF THE CHAIR

The role of the Chairperson is defined in a Position Statement.

E. DUTIES OF THE COMPANY SECRETARY

The role of the Company Secretary is defined in its Terms of Reference.

2. BOARD FUNCTIONS

A. RISK MANAGEMENT

i. Risk Assessment and identification

The Board is responsible for the governance of risk and for determining the nature and extent of the principal risks it is willing to take in achieving its strategic objectives.

In that respect, it has entrusted to the Audit and Risk Committee the responsibility of ensuring that Management identifies and manages risks on a regular basis by, amongst other initiatives, keeping a Risk Register.

Using the results and findings of the above tasks, the Board shall discuss the risk management framework at least once a year, and assess the internal risk management and control systems as well as any significant changes to such systems.

ii. Evaluation of risks

Risks are evaluated according to the likelihood of occurrence and the potential impact on the corporate goals. This methodology helps to prioritise risk responsiveness.

iii. Internal Control

The Board, with the assistance of the Audit and Risk Committee and the Internal Auditor, monitors the effectiveness of internal controls.

B. STAKEHOLDERS' COMMUNICATION

i. Interaction with internal and external stakeholders

The Board ensures that communications with the internal and external stakeholders of the company are timely, effective and unbiased, subject to the needs of commercial security and regulatory compliance where appropriate and it has set procedures for managing relationships with stakeholders, particularly at times of crisis (e.g. litigation, environmental disasters).

3. EFFECTIVE GOVERNANCE

A. DIRECTORS' ACCESS TO INFORMATION

i. Responsibility for securing information and confidentiality

The provisions relating to the responsibility of Board Members in regard to company information and confidentiality are set out in the Directors' Code of Ethics.

ii. Access to records

Each member of the Board may have access to the books and records of the company if they contribute to a proper performance of his duties. Board members shall consult with the Chairperson and the Company Secretary before exercising their rights under this provision.

iii. Access to professional advice

The Board may hire experts for assistance and advice. The cost of such experts shall be agreed by the Board and shall be paid by the company.

A board member may rely upon the advice of a relevant expert so long as the member has no reason to question the expert's report or conclusion.

B. BOARD EVALUATION

i. Evaluation process

The Board conducts an evaluation of its own activities and its performance every two years.

The evaluation is carried out on an anonymous basis by way of a questionnaire and the Company Secretary coordinates the evaluation.

ii. Analysis of evaluation results

An analysis of the evaluation results is performed by the Audit and Risk Committee which reports on its findings to the board and makes recommendations for improving the processes and performance of the board.

C. DIRECTOR REMUNERATION

i. Policy

The company's philosophy concerning remuneration is set out in a Remuneration Policy.

ii. Fees

The Board shall determine the remuneration of the board members within the terms of the remuneration policy.

Apart from their fees, Board members shall be reimbursed for all reasonable costs incurred in connection with their attendance at meetings. Such expenses shall be reimbursed subject to the prior consent of the Chairperson.

The company and its subsidiaries shall not grant personal loans, guarantees or similar facilities to Board members.

D. DIRECTOR DEVELOPMENT

i. Continuous professional development

The Board shall have the responsibility of identifying areas where the Board members require further training or education.

ii. Costs incurred for professional development

The costs incurred for any training or education shall be paid by the Company only if incurred with the prior consent of the Board.

E. DIRECTOR SELECTION AND INDUCTION

i. Procedure for nomination of director

The nomination of directors is the responsibility of the Board. The nominated director is then proposed for appointment by the Shareholders at the Annual General Meeting.

ii. Induction

A formal induction plan has been established. The induction process is under the responsibility of the Chairperson.

iii. Disclosure of directorships on other boards

Members of the Board shall ensure that they have adequate time to perform their duties as members of the Board. They shall ensure that their other directorship positions do not encroach on the time and commitment they are expected to devote to the company.

Board members must inform the Chairperson and the Company Secretary, before accepting other positions, as these may impinge upon the organization or the performance of their duties to the company.

The Company Secretary shall keep a list of the outside directorship positions held by each Board member.

4. BOARD PROCESSES

A. BOARD MEETINGS

i. MEETING FREQUENCY

Board meetings shall be held on a quarterly basis but this does not prevent the board from meeting as and when necessary.

Board meetings may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

ii. CONDUCT OF MEETING

Board meetings shall be presided by the Chairperson and in his absence by one of the board members elected among the members present.

iii. QUORUM AND VOTING AT MEETINGS

The quorum for the holding of board meetings shall be according to the provisions of the Constitution.

B. BOARD PAPERS

i. AGENDA AND NOTICE OF MEETINGS

The Chairperson shall determine the agenda of the meeting. The Secretary shall prepare and circulate the agenda to the board members.

Meetings shall be convened with at least ten working days' notice.

ii. BOARD PAPERS

Board papers are to be circulated at least five days prior to the meeting to allow board members sufficient time to apprise themselves of the matters to be discussed at the meeting.

C. BOARD COMMITTEES

The Board shall appoint committee members from among its own members and may also co-opt external consultants to perform specific tasks.

The Board shall determine the members of any Committee. The Board has established an Audit & Risk Committee.

i. AUDIT & RISK COMMITTEE

The Audit & Risk Committee is a Committee of the Board and its composition and its responsibilities are covered in its terms of reference.

ii. COMMITTEE REPORTING

The Chairman of the Audit & Risk Committee reports on the deliberations and recommendations of the Committees to the Board.

The Chairman of the Audit & Risk Committee should inform the Board on the actions it has taken and major developments of which it becomes aware. Each Board member has unrestricted access to all committee records.

iii. TERMS OF REFERENCE OF BOARD COMMITTEES

The Board shall establish or amend the terms of reference of the committees, which set out the role and responsibilities of the committee, its composition and how it should perform its duties.

The terms of reference of committees shall be reviewed as and when required and, in any case, at least every five years.

5. BOARD CHARTER

A. ACCEPTANCE BY BOARD MEMBERS

Anyone who is appointed as a board member must, upon assuming office, declare in writing to the company that he accepts and agrees to comply with the provisions of this board charter.

B. AMENDMENT

This charter may be amended by the Board at its sole discretion without prior notification.

C. INTERPRETATION

In case of uncertainty or difference of opinion on how a provision of this charter should be interpreted, the opinion of the Chairperson of the Board shall be decisive.

D. PARTIAL INVALIDITY

If one or more provisions of this charter are (or become) invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions which are valid, in order to keep the Board Charter up to date with the practicalities and processes of the board.

Adopted on 28 May 2018.