

ASCENCIA LIMITED

Charter of the Risk Management and Audit Committee ('RMAC' or the Committee')

1 Objectives

- 1.1** The Committee should carry out its duties for Ascencia Limited and its subsidiaries ("the Company").
- 1.2** The board of directors is responsible for the risk management and for the integrity of the financial statements of the Company.
- 1.3** In order to fulfil this responsibility the Board needs to regularly ensure that all risks are reviewed and managed to an acceptable level in the business and that all internal accounting and administrative and risk control systems and procedures are designed to provide ongoing assurance that assets are safeguarded and that transactions are executed and recorded in accordance with the Company's policy.
- 1.4** Other areas that need to be reviewed are important accounting issues, impending changes in legislation that will give rise to changes in practice, compliance in regard to specific disclosures in the financial statements and the publication of interim and annual reports as well as any other reports issued in terms of the regulations of the Stock Exchange of Mauritius for listed companies.
- 1.5** The Board shall delegate the responsibility to a specialised working Committee, which shall be known as the 'Risk Management and Audit Committee' or 'RMAC' and shall deal with all pertinent matters relating to the operations of the Company.
- 1.6** The RMAC should not perform any management functions other than to determine the extent of and remuneration for any audit and non-audit services performed by the External Auditors nor assume any management responsibilities other than to the extent prescribed by legislation. It serves to provide a forum for discussing business risk and control issues, to create the facility whereby the Board can seek the necessary assurances that these factors are being properly managed, thereby being able to develop recommendations for consideration by the Board.
- 1.7** The RMAC shall monitor external developments relating to the practice of corporate accountability and the reporting of specifically associated risk, including emerging and prospective impacts.
- 1.8** The RMAC shall engage outside counsel or advisors for guidance on complex or controversial accounting treatments or other issues that emerge.

2 Membership

- 2.1** The Committee shall comprise of not less than three non-executive directors appointed by the Board, at least two shall be independent non-executive directors. Members of the Committee shall be appointed by the Board, on the recommendation of the Corporate Governance Committee (acting as Nomination Committee).
- 2.2** The Board shall appoint a Chairman from the independent non-executive members of the Committee and determine the period for which he or she shall hold office.
- 2.3** The Chairman of the Board, the CEO (Chief Executive Officer), the Finance Manager, the Fund Manager and any Executive director shall not be eligible to be appointed as Chairman or member of the Committee.
- 2.4** The Board shall satisfy itself that the Chairman of the Committee and at least one member of the RMAC has recent and relevant financial experience ideally with a professional qualification from one of the professional accountancy bodies.

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- 2.5** 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.
- 2.6** Only members of the Committee have the right to attend Committee meetings. However, the External Auditor and Finance Manager will be invited to attend meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary. The Fund Manager shall be expected to be in attendance at all RMAC meetings.
- 2.7** The CEO shall, at least once yearly, be expected to be in attendance at RMAC meetings only during the session devoted to risk.
- 2.8** The Committee shall meet with the executives of the Company without either the External or Internal Auditors being in attendance as and when appropriate
- 2.9** Appointments to the Committee shall be for a period of up to three years extendable so long as members continue to be independent.

3 Secretary

- 3.1** 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.

4 Quorum

- 4.1** The quorum necessary for the transaction of business shall be at least two members; one must be an independent director.

5 Frequency of Meetings

- 5.1** The Committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.
- 5.2** Outside of the formal meetings, the Committee Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Board Chairman, the CEO, the Finance Manager, the Fund Manager, the External Audit Lead Partner and the Head of Internal Audit & Risk Management. The Committee Chairman, at his/her discretion, may invite other executives to attend and to be heard at meetings of the Committee.

6 Notice of Meetings

- 6.1** Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members or at the request of the External Audit Lead Partner or Head of Internal Audit & Risk Management if they consider it necessary.
- 6.2** 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, well in advance of the scheduled meeting to allow members to take an informed decision on matters requiring their approvals.
- 6.3** The agenda shall be prepared by the Secretary in consultation with the Chairman.

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7 Minutes of Meetings

7.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

Draft minutes of proceedings of the Committee meetings shall be circulated to all members of the Committee as early as possible following each meeting. The approved minutes are then tabled at the ensuing board meeting of the Company for information.

8 Annual Meeting

8.1 The Chairman of the RMAC shall attend the annual meeting to answer shareholder questions on the Committee's activities.

8.2 The Chairman of the RMAC will liaise with the Board with regards to the preparation of the RMAC's report to shareholders as required.

9 Responsibilities of the Committee

The Committee should carry out the duties below for the Company, as appropriate.

9.1 Financial Statements

9.1.1 The Committee will examine and review the quality and integrity of the financial statements of the Company, including its annual and half-yearly reports, interim reports and any other formal announcement relating to the organisation's financial performance.

9.1.2 The Committee shall review and report to the Board on significant financial reporting issues and judgements which these financial statements contain having regard to matters communicated to the Committee by the External Auditor;

9.1.3 In particular, the Committee shall review and challenge where necessary;

- 9.1.3.1** The consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company;
- 9.1.3.2** Compliance with accounting standards, local and international, compliance with stock exchange and legal requirements;
- 9.1.3.3** The methods used to account for significant or unusual transactions where different approaches are possible;
- 9.1.3.4** Significant adjustments resulting from the audit;
- 9.1.3.5** Whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements taking into account the views of the External Auditor;
- 9.1.3.6** The clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made;
- 9.1.3.7** All material information presented with the financial statements, such as the business review and the corporate governance statements relating to the audit and to risk management;
- 9.1.3.8** Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board;
- 9.1.3.9** The basis on which the organisation has been determined a going concern;

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- 9.1.3.10** Internal controls;
- 9.1.3.11** Solvency test;
- 9.1.3.12** Compliance with the financial conditions of any loan covenants; and
- 9.1.3.13** Reviewing special documents such as prospectuses as and when prepared;
- 9.1.3.14** Shareholders agreements;
- 9.1.3.15** The implementation of new systems;
- 9.1.3.16** Tax and litigation matters involving uncertainty; and
- 9.1.3.17** The impact of foreign exchange rate conversion and fluctuations.

9.2 Narrative reporting

- 9.2.1** Where requested by the Board, the Committee shall review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders and other stakeholders to assess the Company's performance, business model and strategy.

9.3 Internal Controls and Risk Management Systems

The Committee shall:

- 9.3.1** Keep under review the adequacy and effectiveness of the organisation's systems of internal control, including internal financial control and business risk management and maintaining effective internal control systems.
- 9.3.2** Report, consider and take appropriate action of the risk exposure of the organisation in at least the following areas of risk:
 - Strategic
 - Financial
 - Operational
 - Compliance
- 9.3.3** Review and recommend to the Board all related party transactions by the Company and its subsidiary(ies).
- 9.3.4** Review and approve the statements to be included in the annual report concerning internal controls and risk management, including all related party transactions disclosures.
- 9.3.5** Review any legal matters that could have a significant impact on the Company's business, together with the Company's legal advisor.
- 9.3.6** Review the adequacy of insurance coverage as well as the uninsured exposures.
- 9.3.7** Consider receiving independent assurance concerning the effectiveness of its information, information technology and information security governance systems.

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9.4 Compliance, Whistleblowing and Fraud

The Committee shall:

- 9.4.1** Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential submission by employees of the Company of concerns regarding questionable accounting practices or auditing matters;
- 9.4.2** Review the adequacy and security of the organisation's arrangements for its employees or / and employees of service providers and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 9.4.3** Review the Company's procedures for detecting fraud;
- 9.4.4** Review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance;
- 9.4.5** Review regular reports from the Compliance Officer and keep under review the adequacy and effectiveness of the Company's compliance function;
- 9.4.6** Review significant transactions not directly related to the organisation's normal business as the Committee might deem appropriate; and
- 9.4.7** Review significant cases of employee conflicts of interest, misconduct or fraud, or any other unethical activity by employees (own employees or / and employees of service providers) or the organisation.

9.5 Internal audit

The Committee shall:

- 9.5.1** Review and approve the charter of the internal audit function and ensure the function has the necessary resources and access to information to enable it to fulfil its mandate, and is equipped to perform in accordance with appropriate professional standards for internal auditors;
- 9.5.2** Ensure that the Head of Internal Audit & Risk Management has direct access to the Board Chairman and to the Committee Chairman, and is accountable to the Committee;
- 9.5.3** Review and assess the annual internal audit work plan;
- 9.5.4** Receive a report on the results of the Internal Auditor's work on a periodic basis;
- 9.5.5** Review and monitor management's responsiveness to the Internal Auditor's findings and recommendations;
- 9.5.6** Meet with the Head of Internal Audit & Risk Management at least once a year without the presence of management;
- 9.5.7** Review significant differences of opinion between management and the internal audit function;

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- 9.5.8** Monitor and review the effectiveness of the Company's internal audit function, in the context of the Company's overall risk management system;
- 9.5.9** Safeguard organisation's assets against unauthorised use or disposal; and
- 9.5.10** Direct and supervise investigations into matters within its scope, for example, evaluations of the effectiveness of the organisation's internal control, cases of fraud, misconduct or conflict of interest.

9.6 External audit

The Committee shall:

- 9.6.1** Consider and make recommendations to the Board, to be put to shareholders for approval at the Meeting of Shareholders, in relation to the appointment, re-appointment and removal of the Company's External Auditor; and
- 9.6.2** Ensure that at least once every seven years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent External Auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process.
- 9.6.3** If an External Auditor resigns, investigate the issues leading to this and decide whether any action is required.
- 9.6.4** Oversee the relationship with the External Auditor including (but not limited to):
 - 9.6.4.1** Recommendations on their remuneration, including both fees for audit and non-audit services, and that the level of fees is appropriate to enable an effective and high quality audit to be conducted;
 - 9.6.4.2** Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
 - 9.6.4.3** Assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
 - 9.6.4.4** Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the organisation (other than in the ordinary course of business) which could adversely affect the External Auditor's independence and objectivity;
 - 9.6.4.5** Agreeing with the Board a policy on the employment of former employees of the Company's auditor, and monitoring the implementation of this policy;
 - 9.6.4.6** Monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of Audit Partner (at least every 5 years), the level of fees paid by the organisation compared to the overall fee income of the firm, office and partner and other related requirements;
 - 9.6.4.7** Assessing when necessary the qualifications, expertise and resources of the auditor and the effectiveness of the audit process,

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which shall include a report from the External Auditor on their own internal quality procedures;

- 9.6.4.8** Seeking to ensure co-ordination between audit firms (where more than one audit firm is involved);
 - 9.6.4.9** Seeking to ensure co-ordination with the activities of the internal audit function; and
 - 9.6.4.10** Evaluating the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of their auditor from the market in that evaluation.
- 9.6.5** Meet regularly with the External Auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit.
- 9.6.6** Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.
- 9.6.7** Consider whether any significant ventures, investments or operations are not subject to external audit.
- 9.6.8** Obtain assurance from the External Auditor(s) that adequate accounting records are being maintained.
- 9.6.9** Agree to the timing and nature of reports from the External Auditor(s).
- 9.6.10** Review the findings of the audit with the External Auditor. This shall include but not be limited to the following:
- 9.6.10.1** A discussion of any major issues which arose during the audit;
 - 9.6.10.2** Key accounting and audit judgements;
 - 9.6.10.3** Levels of errors identified during the audit; and
 - 9.6.10.4** The effectiveness of the audit process.
- 9.6.11** Review any representation letter(s) requested by the External Auditor before they are signed by management.
- 9.6.12** Review the management letter and management's response to the auditor's findings and recommendations.
- 9.6.13** Develop and implement policy on the supply of non-audit services by the external audit to avoid any threat to auditor objectivity and independence, taking into account any relevant ethical guidance on the matter.

9.7 Health, Safety and Environment

The Company believes that it should develop and implement health, safety and environmental practices to at least comply with existing legislative and regulatory frameworks and furthermore aim for best practice in accordance with the Company's corporate values and long term objectives. The executive management should identify health and safety risks and undertake assessments leading to sound risk management strategies in the organisation's particular field of activity.

The Committee should regularly monitor and evaluate health and safety compliance and report their findings in the annual report.

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9.8 Business Conduct

The Company is committed to observing and promoting the highest standards of ethical behaviour in all its undertakings and among all its stakeholders.

There are a number of statutory, common law and other requirements that cover the ethical behaviour of Directors, Managers and Officers of companies. In addition, the holding company has established a clearly defined and documented code of ethics which the Company has to abide by. The Directors must declare the nature and extent of their interest in contracts.

The Corporate Governance Committee is primarily responsible for:

- i. Corporate governance provisions to be adopted
- ii. Executive remuneration and individual directors' remuneration
- iii. Board and Senior management appointments

However, if any violations in the code of ethics are identified in the normal course of an audit and reported to the RMAC, they will be referred and discussed at the level of the Corporate Governance Committee.

10 Reporting responsibilities

10.1 The Committee Chairman 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. This report shall include:

10.1.1 The significant issues that it considered in relation to the financial statements and how these were addressed;

10.1.2 Its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the External Auditor; and

10.1.3 Any other issues on which the Board has requested the Committee's opinion.

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.

10.3 The Committee shall compile a report on its activities to be included in the Company's annual report. The reports should include an explanation of how the Committee has addressed the effectiveness of the external audit process; the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regards to matters communicated to it by the auditor. In compiling the report the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statement are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern.

11 Remuneration

11.1 Having regard for the functions performed by the members of the Committee in addition to their functions as directors in relation to the activities of the Committee, members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to directors.

11.2 The Chairman of the Committee shall, in addition to his or her remuneration as member, receive a further sum as determined by the Board.

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12. Other matters

The Committee shall:

- 12.1** Have access to outside or other independent professional advice as it considers necessary to carry out its duties;
- 12.2** Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 12.3** 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;
- 12.4** Give due consideration to laws and regulations, the National Code of Corporate Governance 2016, DEM Rules and any other applicable regulations, as appropriate;
- 12.5** Oversee any investigation of activities which are within its terms of reference;
- 12.6** Work and liaise as necessary with all other Board Committees; and
- 12.7** 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.

13. Authority

The Committee is authorised to:

- 13.1** Seek any information it requires from any employee (own employee or / and employee of service providers) of the organisation in order to perform its duties;
- 13.2** Obtain, at the organisation's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so; and
- 13.3** Call any employee (own employee or / and employee of service providers) to be questioned at a meeting of the Committee as and when required.

Reviewed by the Risk Management & Audit Committee on 02 May 2018 and adopted by the board of directors on 09 May 2018.

Effective date: 09 May 2018

Charter of the Corporate Governance, Nomination and Remuneration Committee

The Corporate Governance Committee has been amalgamated with the Nominations and Remuneration Committee.

1. Membership

- 1.1 The Committee shall comprise at least four directors. A majority of the members of the Committee shall be independent non-executive directors.
- 1.2 The Chairman of the Committee shall not be the Chairperson of the Board.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, Senior Executive, the Chief Human Resources Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.4 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee.

2. Secretary

The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

3. Quorum

The quorum shall be comprised of not less than three (3) directors (the “members”) for business transaction.

4. Frequency of meetings

The Committee shall meet at least twice a year.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Committee Chairperson or whenever a meeting is requested by a member
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than ten working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6 Minutes of meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee.
- 6.3 Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee Chairperson it would be inappropriate to do so.

7 Annual Meeting of Shareholders

The Committee Chairperson should attend the annual meeting of shareholders to answer any shareholder questions on the Committee’s activities.

8 Duties

8.1 In its capacity of Corporate Governance Committee, it shall:

- 8.1.1 develop and recommend to the board a corporate governance framework and a set of corporate governance guidelines;
- 8.1.2 review and evaluate the implementation of the corporate governance guidelines within the Company;
- 8.1.3 prepare the Corporate Governance Report to be published in the Company’s Annual Report
- 8.1.4 ensure that disclosures are made in the Annual Report in compliance with the disclosure provisions in the Code of Corporate Governance;
- 8.1.5 recommend to the Board any closed periods during which the directors and any other persons in the Company who are privy to price sensitive information shall not be permitted to trade on the shares or securities of the Company and report any breach to the Board for action to be taken;
- 8.1.6 periodically review and evaluate the effectiveness of the Company’s Code of Business Conduct / Ethics and Conflict of Interest;

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- 8.1.7 ensure that an adequate process is in place for the board and senior management to comply with the Company's Code of Business Conduct / Ethics and Conflict of Interest;
- 8.1.8 review the position statement of the chairperson, deputy chairperson, and board committee chairs and recommend any amendments to the board;
- 8.1.9 review and recommend the implementation of structures and procedures to facilitate the board's independence from management;
- 8.1.10 make recommendations to the board with respect to the size and composition of the committees of the board including the corporate governance committee;
- 8.1.11 make recommendations on the frequency and functioning of board meetings and board committee meetings;
- 8.1.12 monitor and evaluate the functioning of committees and make any recommendations for any changes including the creation and elimination of committees;
- 8.1.13 develop charters for any new committees established by the board and review the charters of each existing committee and recommend any amendments to the charters;
- 8.1.14 review any notice given by an individual director that the director intends to retain an outside advisor at the expense of the Company;
- 8.1.15 review all related party transactions and situations involving board members and refer where appropriate to the board or the shareholders general meeting;
- 8.1.16 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 8.1.17 periodically receive a report from legal counsel or Chief Compliance officer or Company Secretary or Chief Governance officer on compliance issues;
- 8.1.18 ensure that an adequate process is in place for the board and senior management to comply with the Mauritian Code of Corporate Governance;
- 8.1.19 work and liaise when necessary with all other board committees.
- 8.2 In its capacity as Nomination Committee it shall:
- 8.2.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with respect to any changes.
- 8.2.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities faced by the Company, and the skills and expertise needed on the Board in the future.
- 8.2.3 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.
- 8.2.4 be responsible for identifying and nominating subject to the Board approval, candidates to fill Board vacancies as and when they arise.
- 8.2.5 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity of the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. Identifying suitable candidates require the Committee to :
- use open advertising or the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds; and
 - consider candidates on merit and against objective criteria and with due regard for the benefits of diversification of the Board, including gender, taking care that appointees have enough time available to devote to the position.
- 8.2.6 for the appointment of a Chairperson, prepare a job specification, including the time commitment expected. Any significant commitments of the proposed Chairperson should be disclosed to the Board before appointment and any changes to the Chairperson's commitments should be reported to the Board as they arise.
- 8.2.7 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and any future business interests that could result in a conflict of interest.
- 8.2.8 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected from them in terms of time commitment, committee service and involvement outside Board meetings.

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8.2.9 work and liaise as necessary with all other Board committees.

8.2.10 The Committee shall also recommend to the Board on:

- the appointment of any director.
- formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairperson and Chief Executive.
- Identifying suitable candidates for the role of lead independent director.
- the membership of the audit and remuneration committees, and any other Board committees as appropriate, in consultation with the Chairperson of those committees.
- the re-election by shareholders of directors or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board.
- any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract.
- the continuation (or not) in service of any director who has reached the age of 70.

8.3 In its capacity as Remuneration Committee, it shall:

8.3.1 have responsibility for setting the remuneration policy for all executive directors and the company's chairperson, including pension rights and any compensation payments.

The board shall determine the remuneration of the non-executive directors. No director or senior manager shall be involved in any decisions as to their own remuneration.

8.3.2 recommend and monitor the level and structure of remuneration for senior management; taking into account all factors which it deems necessary including relevant legal and regulatory requirements, the principles of the Code and associated guidance.

The objective of the remuneration policy shall be to attract, retain and motivate executive management of the quality required to run the company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders. The remuneration policy should have regard to the risk appetite of the company and alignment to the company's long strategic term goals.

8.3.3 when setting remuneration policy for director, review and have regard to pay and employment conditions across the company or group, especially when determining annual salary increases.

8.3.4 review the on-going appropriateness and relevance of the remuneration policy.

8.3.5 within the terms of the agreed policy and in consultation with the chairperson and/or CEO, as appropriate, determine the total individual remuneration package of each executive director, the company chairperson and other designated senior executives including bonuses, incentive payments and share options or other share awards.

8.3.6 obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations the committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the company but within any budgetary restraints imposed by the board.

8.3.7 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.

8.3.8 approve the design of, and determine targets for, any performance-related pay schemes operated by the company and approve the total annual payments made under such schemes.

8.3.9 review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards,

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the individual awards to executive directors, company secretary and other designated senior executives and the performance targets to be used.

- 8.3.10 determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives.
- 8.3.11 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 8.3.12 oversee any major changes in employee benefits structures throughout the company or group.
- 8.3.13 agree on the policy for authorising claims for expenses from the directors.
- 8.3.14 work and liaise as necessary with all other board committees.

9 Reporting responsibilities

- 9.1 The Committee Chairperson shall report on the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make any recommendations it deems appropriate to the Board on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce a report to be included in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. The report should also include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10 Other matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.
- 10.2 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.
- 10.3 give due consideration to laws and regulations, the principles of the Code and any other applicable rules, as appropriate.
- 10.4 arrange for periodic reviews of its own performance and, at least annually, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

12 Approval, monitoring and review processes

- 12.1 The Committee shall regularly monitor compliance with these terms of reference.
- 12.2 These terms of reference shall be reviewed at the end of each financial year by the Committee.
Any comments or proposed amendments shall be tabled before the Committee for recommendation to the Board for approval.