

TERMS OF REFERENCE

Corporate Governance Committee



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1. CONSTITUTION

- 1.1. In line with the requirement of The National Code of Corporate Governance for Mauritius (the 'Code'), the Board of Directors (the 'Board') of United Investments Ltd (the 'Company') is called upon to establish a statutory committee of the Board to be known as the Corporate Governance Committee (the 'Committee').
- 1.2. The Remuneration Committee and Nomination Committee form part of the Corporate Governance Committee.
- 1.3. The Corporate Governance Committee shall make recommendations to the Board on:
- all corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing Code;
 - all the essential components of remuneration and establish a formal and transparent procedure for developing a policy on executive remuneration and the remuneration of non-executive directors;
 - all new Board and senior management nominations; and
 - the balance and effectiveness of the Board

2. MEMBERSHIP

- 2.1. The Committee shall consist of a minimum of three members.
- 2.2. A non-independent chairperson of the Board can only be the chairperson of the Corporate Governance Committee on condition that the majority of the Committee are independent non-executive. If this is not the case then the non-independent chairman of the Board can be a member of the Corporate Governance Committee, but not its chairperson. The chairperson of the committee would then have to be an independent non-executive director.
- 2.3. The Corporate Governance Committee shall be composed of a majority of non-executive independent directors. The chief executive officer will not be a member of the Corporate Governance Committee but will attend the meetings.

3. SECRETARY

The Secretary of the Company shall act as Secretary to the Committee

4. TERMS OF REFERENCE

4.1. Remuneration Issues

- The role of the Committee will be to work on behalf of the Board and be responsible for its recommendations and will, within these terms of reference:
 - Determine, agree and develop a policy on executive and senior management remuneration;
 - Determine specific remuneration packages for executive directors and senior management, including but not limited to basic salary, benefits in kind, any annual bonuses, performance-based incentives, share incentives, pensions and other benefits;
 - Determine the fees of non-executive and independent non-executive fees; and
 - Review on an annual basis the terms and conditions of executive directors service agreements taking into account information from comparable companies where relevant.
- The Committee will aim to give the executive directors every encouragement to enhance the company's performance and to ensure that they are fairly, but responsibly rewarded for their individual contributions and performance.
- The Committee will review (at least annually) the terms and conditions of executive directors' service agreements, taking into account information from comparable companies where relevant.
- The Committee will determine any grants to executive directors and other senior employees made pursuant to the company's executive share scheme(s), if applicable.
- The Committee will be kept informed of relevant information for other group executives and senior managers.

- The Committee will not determine the remuneration or terms of any consultancy agreement of any non-executive director, although it may make recommendations to the Board if requested.
- The Committee will co-ordinate its activities with the chairperson of the Board and the chief executive as well as consult them in formulating the Committee's remuneration policy and when determining specific remuneration packages.
- The broad framework and cost of executive remuneration should be a matter for the Board on advice of the Committee.
- The Committee may wish to consult other non-executive directors or have independent external consultants in its evaluation of the chairperson of the Board and the chief executive.
- The Committee will have due regard for the principles of governance and code of best practice.
- The Committee will consider each year whether the circumstances are such that the annual meeting of the company should be invited to approve the remuneration policy, if any.
- The Committee will oversee any major changes in employee benefits structures throughout the Company or group.
- The Committee will agree the policy for authorising claims for expenses from the directors.

4.2. Nomination Issues

- The Committee shall make recommendations to the Board on the appointment of new executive and non-executive directors, including making recommendations on the composition of the Board in general and the balance between executive and non-executive directors appointed to the Board.
- The Committee shall regularly review the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary.
- The Committee shall be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise, as well as put in place plans for succession, in particular for the chairperson, chief executive and senior executives.
- The Committee shall make recommendations to the Board for the continuation (or not) in services of any director who has reached the age of 70.
- The Committee shall recommend directors who are retiring by rotation, for re-election.
- The Committee will have due regard for the principles of governance and code of best practice.

4.3. Other Issues

- The Committee shall be responsible to determine, agree and develop the company's general policy on corporate governance in accordance with the applicable Code of Corporate Governance. Further, the Committee is responsible to prepare the corporate governance report to be published in the company's annual report and should ensure that disclosures are made in the annual report in compliance with the disclosure provisions in the Code of Corporate Governance.

5. MEETINGS

- 5.1. The Committee will hold meetings as deemed appropriate. However, the Committee should meet at least once every year.
- 5.2. The Chairperson of the Committee or any member of the Committee may call a meeting at any other time.
- 5.3. The notice of each meeting of the Committee conforming the venue, time and date and enclosing the agenda of items to be discussed shall, other than exceptional circumstances, be forwarded to each member not less than 3 working days prior to the date of the meeting.

6. QUORUM

The quorum for decisions of the Committee shall be any two members present throughout the meeting who shall vote on the matter for decision.

7. REPORTING

The chairperson (or in his/her absence, an alternative member) of the Committee shall report to the Board on the Committee's activities, attend the annual meeting and be prepared to answer questions concerning the appointment of executive and non-executive directors. He/she should also maintain contact as required with the company's principal shareholders about the appointment of executive and non-executive directors in the same way as for other matters.

8. MINUTES AND PROCEEDINGS

- 8.1. The Secretary shall take minutes of meeting.
- 8.2. Draft minutes of all meetings shall be circulated to all the members of the Committee and may also, if the Chairperson of the Committee so decides, be circulated to other members of the Board.
- 8.3. Any director may, provided that there is no conflict of interest and with the agreement of the chairperson, obtain copies of the Committee's minutes.

9. GENERAL

- 9.1. The Committee, in carrying out its tasks may obtain independent professional advice as it considers necessary to carry out its duties.
- 9.2. The terms of reference of the Committee may be amended as required, subject to the approval of the Board.