



**CIEL Textile Limited**  
Terms of Refence  
Operational Excellence Committee  
("OEC" or "the Committee")

Document Reference:	CCS 001: CTL OEC TOR
Version:	1.0
Approved by the Board on:	18 June 2018
Document Owner :	CIEL Corporate Services Ltd

**Contents**

01. Objective of the Committee.....	3
02. Authorisation/Powers of the Committee.....	3
03. Membership, Attendance & Governance Requirements.....	3
04. Duties of the Committee.....	4
05. Reporting Responsibilities.....	4
06. Other Matters.....	4
Appendix A: Composition of the Committee.....	5

## 1. Objective of the Committee

With a view to providing increased focus on operational improvement, the Board of Directors of CIEL Textile Limited ("CTL"), at a Board Meeting held on 12 February 2018, has resolved to set-up an Operational Excellence Committee ("OEC"/ the "Committee").

The role of the OEC is to review the operational performance and discuss the potential for operations-related optimisation, efficiency enhancement across the operations of CTL and its subsidiaries ("the Group"), as well as potential cross-fertilisation amongst the different entities of the CIEL Group to maximise operational best practices.

## 2. Authorisation/Powers of the Committee

- 2.1 The OEC has no independent decision-making authority and may therefore only make proposals for approval by the Board of Directors of CTL (the "Board").
- 2.2 The OEC shall make recommendations to the Board on specific matters to enhance the operational performance of the operations of CTL.
- 2.3 Within the scope of these Terms of Reference, the Board authorises the OEC to:
  - ❖ Review, investigate and assess any matter within the scope of the Terms of Reference;
  - ❖ Collect information and assistance from relevant employees of the Group;
  - ❖ Collect information and assistance from external advisors whenever deemed necessary or appropriate.

## 3. Membership, Attendance and Governance Arrangements

- 3.1 The Board shall appoint members to the OEC from amongst members on the Board, CTL's management team, CIEL Group's CEOs or any other member deemed appropriate by the Board.
- 3.2 The Board shall appoint the Chairman of the OEC.
- 3.3 The Committee shall consist of at least three members, of which two shall be the quorum for decisions of the Committee. If the number of members is more than three, the quorum shall be a majority of the members present.
- 3.4 Other Directors, managers and staff will be invited to attend the meetings of the OEC to contribute to specific items as requested.
- 3.5 A Committee Secretary will take the minutes and prepare the action log. Agendas and papers will be coordinated with the Chairman of the Committee/ Group Chief Executive Officer of CTL.
- 3.6 In terms of governance, the Committee shall meet as and when Board meetings are planned or as and when required.

#### 4. Duties of the Committee

- 4.1 Benchmarking of ultimate key performance indicators ("KPIs") with industry leaders + gap analysis.
- 4.2 Constant tracking and analysis of the root KPIs (software) of CTL's operations/clusters/profit centers, i.e.:
- ❖ Leadership teams
  - ❖ Strategic planning and business model
  - ❖ Corporate culture and values
  - ❖ People processes
  - ❖ Management infrastructure
  - ❖ Winning well – CSR
- 4.3 Cross-fertilisation of best practices on operational excellence and root KPIs with other clusters of the CIEL Group.

#### 5. Reporting Responsibility

- 5.1 The Chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

#### 6. Other Matters

The Committee shall:

- 6.1 Have access to outside or other independent professional advice as it considers necessary to carry out its duties.
- 6.2 Have access to sufficient resources to carry out its duties, including access to the Company secretariat for assistance as required.
- 6.3 Be provided with appropriate and timely training, both in form of an induction programme for new members and on an on-going basis for all members.
- 6.4 Give due consideration to laws, regulations and any published guidelines or recommendations that will impact on the activities of the Committee.
- 6.5 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 appropriate to the Board for approval.

Approved by the Board on 18 June 2018

.....  
Chairperson of the Board

.....  
Chairperson of the Committee

.....  
Company Secretary

Company Secretary

**Appendix A:**

**Composition of the Committee**

- ❖ J. Harold Mayer, Chairperson
- ❖ Jean-Pierre Dalais, member of the Board
- ❖ Guillaume Dalais, CEO Knitwear/Joint CEO of the Knits cluster
- ❖ Eric Dorchies, COO of CIEL Textile/CEO of the Woven cluster
- ❖ Bertrand Thevenau, Joint CEO of the Knits cluster
- ❖ H el ene Echevin, member of the Board
- ❖ David J. Anderson, CEO of Sun Limited