



CIEL LIMITED

Terms of Reference of the Corporate Governance, Ethics, Nomination & Remuneration (“CGENR”) Committee

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Policy Contact:	Clothilde de Comarmond, ACG		
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Glossary:

Corporate Governance, Ethics, Nomination & Remuneration Committee - **Committee**

Board of Directors - **Board**

CIEL Limited - **Company or CIEL**

CIEL and its subsidiaries - **Group**

National Code of Corporate Governance for Mauritius (2016) - **Code**

2. Introduction

The Board of Directors (the “Board”) of CIEL Limited (“CIEL” or the “Company”) has established a Corporate Governance, Ethics, Nomination & Remuneration Committee (the “Committee”) on 14 February 2014 to assist the Board and its members in discharging their responsibilities in the areas of corporate governance, ethical standards, nominations, and remuneration.

3. Membership

- 3.1. The Committee shall comprise of at least 3 members appointed by the Board. A majority of the members shall be Non-Executive Directors and where possible, Independent Non-Executive Directors.
- 3.2. The Board shall appoint the Chairperson of the Committee.
- 3.3. The Chairperson of the Board shall not be the Chairperson of the Committee but can be one of its members.
- 3.4. Only members of the CGENR Committee have the right to attend Committee meetings. However, other individuals such as the Executive Directors, the Group Head of Human Resources and external advisors may be invited to attend all or part of any meeting, as and when appropriate and necessary.

4. Meetings and Proceedings at Meetings

4.1. Secretary

CIEL Corporate Services Ltd shall act as the company secretary of the Committee and will ensure that the members receive information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4.2. Quorum

The quorum necessary for the transaction of business shall be a majority of the appointed members.

4.3. Meetings

- 4.3.1 The Committee shall meet at least twice a year and, otherwise, as required.
- 4.3.2 Meetings shall be called by the company secretary at the request of the Chairperson of the Committee.

4.3.3 The notice of each meeting, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the Committee not less than five working days prior to the date of the meeting.

4.3.4 The company secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

4.3.5 Approved minutes may be circulated to all other members of the Board, unless it is of the opinion of the Committee that it would be inappropriate to do so.

4.4. Annual Meeting of the Shareholders

The Chairperson of the Committee shall attend the Annual Meeting of the Shareholders and be prepared to answer questions from the shareholders on the Committee's activities.

5. Responsibilities of the Committee

The Committee shall carry out the duties set out below in respect of the Company and may, where appropriate, also deliberate on corporate governance, ethics, nomination, and remuneration matters relating to any subsidiary that has not established its own CGENR Committee. For the purposes of this document, the term "Company" shall be deemed to include any such subsidiary.

5.1. Governance

The Committee shall:

5.1.1 Determine, agree and develop the Company's general policies and strategies on corporate governance in line with recommendations of the Code.

5.1.2 Ensure that disclosures on corporate governance, whether in the financial statements or on an ongoing basis, are made in accordance with the principles of the Code.

5.1.3 Prepare the corporate governance report to be published together with the financial statements, as soon as applicable.

5.1.4 Review the position description of the Chairperson of the Committee.

5.1.5 Oversee the evaluation of the Board as a whole and its committees and Report to the Board on the assessment of the Board's performance. With the assistance of the company secretary outline the significant actions to be implemented as a result of the said evaluations.

5.2. Ethics

5.2.1 Code of Ethics:

The Company has implemented a code of ethics to demonstrate its unwavering commitment to provide outstanding service and to ensure that CIEL's business is done according to the highest ethical standards.

The code of ethics outlines the standards to direct actions and decisions, which in turn define the culture and reputation of CIEL as an organisation. Conducting business responsibly and ethically is critical to protecting its reputation for integrity and maintaining its competitive advantage.

The Committee shall:

- Monitor the implementation of the code of ethics and ensure compliance with its provisions.
- Review any statements on business conduct and ethical standards or requirements for the Company and assisting in the development of such standards and requirements.

In addition to its code of ethics, CIEL has also implemented a whistleblowing policy since it believes that providing a confidential and anonymous channel for all internal and external stakeholders to express their concerns about any perceived wrong-doings, malpractices or improprieties is instrumental for maintaining sound, ethical and sustainable business practices and ensuring continuous improvement in its processes.

5.3. Employee Engagement Survey

The Group conducts regular employee engagement surveys with a view of creating a high performing organisation underpinned by the right culture. The Committee shall therefore review the outcome of employee engagement surveys carried out for the Group and report key findings and recommended actions to the Board of CIEL.

5.4. Nomination

The Committee shall:

- 5.4.1 Regularly review the structure, size and composition of the Board and its committees (including skills, knowledge, experience and diversity) and make recommendations to the Board with regard to any changes.
- 5.4.2 Ascertain that potential new Directors are fit and proper and are not disqualified from being Directors prior to recommending their nomination by the Board and/or shareholders.
- 5.4.3 Ensure that the right balance of skills, expertise and independence is maintained on the Board.
- 5.4.4 Ensure that potential candidates are free from material conflicts of interests and are not likely to simply act in the interests of a major shareholder or substantial creditor.

5.4.5 Identify and nominate 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 for the Chairperson of the Board, the Executive Directors of CIEL and designated executives of the Group.

5.4.6 Recommend the annual re-election of the Directors by the shareholders.

5.4.7 Make recommendations to the Board for the continuation (or not) in services of any Director who has reached the age of 70.

5.4.8 Identify and recommend the nomination of CIEL's representatives on the Boards of immediate subsidiaries and associates.

5.4.9 Identify and recommend the nomination of the Chief Executive Officers of the Group.

5.5. Remuneration

The Committee shall:

5.5.1 Have the responsibility for setting CIEL's remuneration policy-and reviewing its on-going appropriateness and relevance.

5.5.2 In determining the remuneration policy, the following factors will be considered:

- Providing level of remuneration which are sufficient to attract, retain and motivate the Chairperson, Non-Executive and Executive Directors of the Board of appropriate quality;
- Alignment to the Group's long-term strategic goals;
- The requirement for variable elements of remuneration to form a significant proportion of total remuneration and to be linked to corporate performance;
- Promoting long term shareholder value creation; and
- Giving due regards to pay and employment conditions across the Group whilst maintaining the principle of fairness, equity, transparency and sustainability.

5.5.3 Determine the remuneration packages of the Company's Executive Directors, including any Chief Executive Officer serving on the board of a subsidiary that has not established its own Remuneration Committee.

- Overall market positioning of the remuneration package;
- Individual fixed pay and increases;
- Annual and long-term incentive arrangements and adjustments;
- Benefit entitlements (including pension arrangements);
- Service contracts;
- Shareholding policies;
- Malus and/or claw back;
- Procedures relating to expenses; and
- Termination arrangements and compensation for loss of office.

5.5.4 Validate the main elements of the global remuneration strategy relating to salary reviews and bonus allocation as per the agreed reward standard.

- 5.5.5 Determine the level of remuneration payable to the Non-Executive Directors.
- 5.5.6 Determine the remuneration paid to the Chairperson of the Board.
- 5.5.7 Be provided with confirmation and assurance that the salaries and bonuses of the top executive teams of CIEL's subsidiaries have been reviewed and approved by their respective remuneration committees.
- 5.5.8 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.
- 5.5.9 Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfill 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 constraints imposed by the Board.

6. Reporting Responsibility

- 6.1 The Chairperson of the Committee shall report to the Board on the proceedings of each Committee meeting.
- 6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7. Remuneration of the Members of the Committee

- 7.1 Having regard to 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 may be paid such remuneration as shall be fixed by the Board.
- 7.2 Such remuneration, which shall be in addition to their fees payable as Directors.
- 7.3 The Chairperson of the Committee, shall in addition to his or her remuneration as member, receive a further sum, as determined by the Board.

8. Other Matters

The Committee shall:

- 8.1 Have access to outside or other independent professional advice as it considers necessary to carry out its duties.
- 8.2 Have access to sufficient resources to carry out its duties, including access to the Company secretariat for assistance as required.
- 8.3 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.
- 8.4 Give due consideration to laws, regulations and any published guidelines or recommendations that will impact on the activities of the Committee.

8.5 Arrange for periodic reviews of its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers appropriate to the Board for approval.

9. Administration

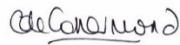
9.1. Related Documents

Title	Location
Position Statement of the Chairperson of the Committee	Annexed

9.2. Approval

Version	Name of Approving Authority	Date of Approval	Effective Date
1.0	Board of Directors	14 February 2014	14 February 2014
2.0	Board of Directors	27 September 2018	27 September 2018
3.0	Board of Directors	27 September 2019	27 September 2019
4.0	The Committee	17 June 2025	27 June 2025
4.0	Board of Directors	27 June 2025	27 June 2025

For and on behalf of the Approving Authority

Name:	Clothilde de Comarmond
Title:	Group Company Secretary
Signature:	

Annexure 1:

Position Statement of the Chairperson of the Corporate Governance, Ethics, Nomination & Remuneration Committee

1. Appointment:

- The Board of Directors ("Board") of CIEL Limited ("Company") has approved the constitution of a Corporate Governance, Ethics, Nomination & Remuneration Committee ("CGENRC" or "Committee") with defined terms of reference.
- The Chairperson of the Committee shall be a Non-Executive Director.
- The Chairperson of the Committee shall not be the Chairperson of the Board.

2. Duties

The duties of the chairperson of the Committee shall include but shall not be restricted to:

2.1 Terms of Reference

To ensure that the Committee operates within its approved terms of reference and that it has discharged its responsibility according to its duties.

2.2 Meetings

- To determine the frequency and dates of meetings of the Committee in consultation with the company secretary.
- To set the agendas of the Committee with the support of the company secretary.
- To chair meetings of the Committee and encourage a free and open discussion at the meetings.

2.3 Management

- To effectively manage the affairs of the Committee and ensure that adequate time is allowed for the discussion of issues.
- To ensure that matters requiring the Committee's consideration are discussed and all items requiring the approval are appropriately tabled.
- To promote a culture whereby all members' contributions are encouraged and valued.
- To ensure that corporate governance practices are applied throughout the Company.

2.4 Communication and Reporting

- To ensure there is proper flow of information to the Committee.
- To report to the Board on matters reviewed by, and on any decisions or recommendations of the Committee at the next meeting of the Board following any Committee meeting.
- To report to the Board whether the Company has complied fully or partially with the National Code of Corporate Governance for Mauritius (2016).