



1. Purpose

- 1.1 In line with the provisions of the Mauritius Code of Corporate Governance 2016, the Human Resource Committee (the **Committee**) has been established by the Board of Directors (the **Board**) of the State Insurance Company of Mauritius Ltd (the **Company**) to assist the Board of Directors of the Company and subsidiaries (hereinafter referred to as the **SICOM Group** or the **Group**) in overseeing the establishment of appropriate human resource strategies and policies within the SICOM Group.
- 1.2 This Charter sets out the roles, responsibilities, powers and terms of reference of the members of the Committee.
- 1.3 The Committee has an independent role and makes recommendations to the Board for its consideration and final approval.
- 1.4 Any reference in this Human Resource Committee Charter (the **Charter**) to the “SICOM Group” of the “Group” is to be interpreted to include the Company and any companies within the group. Accordingly, this Charter shall be applicable to the Company, and also to any company or companies falling within the SICOM Group of companies, as this Committee may deem appropriate.

2. Membership

- 2.1 The Committee shall comprise not less than three (3) members appointed by the Board.
- 2.2 The Board shall appoint the Committee Chairperson who may be either an independent or a non-executive director. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.3 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.
- 2.4 The Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.5 The Committee is authorised by the Board to obtain, at the Group’s expense, outside legal, financial or other professional advice on any matter within its terms of reference, if required.
- 2.6 The Committee may also hold its meetings using any technology which enables members of the Committee to participate.
- 2.7 For the avoidance of doubt, this Committee is a committee of the Board. As such, the duties and responsibilities of a Committee member will be in addition to his/her duties as a director of the Board.



3. Secretary

- 3.1 The Company Secretary shall act as the secretary of the Committee (hereinafter referred to as the '**Secretary**').
- 3.2 The Secretary will keep minutes of proceedings and resolutions of all Committee meetings.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be a majority of members.
- 4.2 Matters will generally be decided unanimously or, if a consensus cannot be reached, by a majority of votes from the members present.

5. Frequency of meetings

- 5.1 The Committee shall meet as often as necessary but shall hold at least four (4) meetings annually.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson or any of its members or at the request of the Group chief executive officer if they consider it necessary.
- 6.2 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 and to any other person required to attend. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

7. Minutes of meetings

- 7.1 The Secretary shall take the minutes of proceedings of all Committee meetings and shall circulate them to all members after they are approved and signed by the Committee Chairperson.

8. Written resolutions

- 8.1 Decisions may also be taken by way of written resolutions assented by all members of the Committee.

9. Annual Meeting of Shareholders

- 9.1 The Committee Chairperson may be required to attend the annual meeting of shareholders to answer any shareholder questions on the Committee's activities.

10. Terms of reference

The Committee shall fulfill its duties and responsibilities as follows:



- 10.1 Provide direction to the Board with regards to the Human Resources' framework, including:
 - a. key Human Resources' objectives;
 - b. plans and workforce requirements, including trainings and human resource development;
 - c. succession planning;
 - d. welfare of employees;
 - e. any budgetary restraints; and
 - f. monitor the implementation of same.
- 10.2 Keep under review the leadership needs of the Group with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.
- 10.3 Keep up to date and fully informed about strategic issues and commercial changes affecting the Group for a proper assessment of recruitment needs.
- 10.4 Review the recruitment, promotion, and remuneration processes for employees of the Group for onward recommendation to the Board.
- 10.5 Recommend the recruitment and promotion of employees of the Group to the Board.
- 10.6 May make such other recommendations to the Board on matters relating to, *inter alia*:
 - Human resource plans and strategies;
 - Selection, recruitment, appointment, promotion, restructuring and other related exercises;
 - Creation of new senior posts and approving their respective profiles;
 - Determination, implementation and oversight of employees' remuneration;
 - Succession planning and key employee retention;
 - Terms and conditions of service; and
 - Disciplinary actions and industrial relations policies and best practices.
- 10.7 Recommend the implementation/consider the enhancement of formal, clear and transparent reward scheme linked to performance management system and recommend payment of bonuses for employees of the Group for approval to the Board. For the avoidance of doubt, bonuses of executive directors do not fall within the scope of this Committee.
- 10.8 Consider the implementation of an early retirement scheme and approve the terms thereof.
- 10.9 Consider the conduct of a salary review exercise, as and when required, and recommend for determination to the Board.



- 10.10 Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any consultants who advise the Committee.
- 10.11 Oversee any major changes in organisational and employee benefits structures across the Group.
- 10.12 Consider any other employee related matters.

11. Reporting responsibilities

- 11.1 The Committee Chairperson shall report to the Board on its proceedings on a regular basis, providing an overview of its activities and summarising the Committee's actions.
- 11.2 The Committee shall make such recommendations to the Board as it may deem appropriate on any areas within its terms of reference.

12. Other matters

- 12.1 The Committee shall:
 - a. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
 - b. Give due consideration to applicable laws, regulations and rules.
 - c. Arrange for periodic reviews of its own performance and, as and when required, review its composition and this Charter/terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 12.2 For the avoidance of doubt, any proposed changes to this Charter must be approved by the Board.

This Charter is posted on the Company's website.

This Charter was adopted by the Board of the State Insurance Company of Mauritius Ltd on 23 September 2022