



1. Purpose

- 1.1 In line with the provisions of the Mauritius Code of Corporate Governance 2016, the Corporate Governance, Sustainability and Nomination 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 and advise the Company and its subsidiaries (the **SICOM Group**) on all matters related to corporate governance, sustainability and nomination, and recommend best practices, as applicable.
- 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 Corporate Governance, Sustainability and Nomination Committee Charter (the **Charter**) to the “SICOM 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. The Committee Chairperson shall not chair the Committee when it is dealing with the matter of succession to the Chairpersonship.
- 2.3 Only members of the Committee shall attend Committee meetings. However, the Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.4 The Committee is authorised by the Board to obtain, at the Company’s expense, outside legal, financial or other professional advice on any matters within its terms of reference, if required.
- 2.5 The Committee may also hold its meetings using any technology which enables members of the Committee to participate.



2.6 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.

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.

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, any other person required to attend. Supporting papers shall be sent to Committee Members and to other attendees, where applicable, 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 resolution

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 attend the Annual Meeting of Shareholders to answer any shareholder questions on the Committee's activities.

10. Terms of reference

The Committee should carry out the duties below for the Group, as appropriate:

Corporate governance

- 10.1 Oversee the implementation of the corporate governance framework.
- 10.2 Periodically review and evaluate the effectiveness of the Company's Code of Conduct and Ethics.
- 10.3 Review the position descriptions of the Chairperson, and Board Committee chairs and recommend any amendment to the Board.
- 10.4 Review annually the size and composition of the Board as a whole and make recommendations to the Board.
- 10.5 Review the policy regarding appointment of lawyers on the panel as and when required.
- 10.6 Review the policies and procedures and the terms of reference of the Board and Board Committees as and when required.

Sustainability

- 10.7 Assist in reviewing the Group's sustainability policies and practices (including Environmental and Social, Business Ethics, Occupational, Health and Safety, Human Rights and Labour laws).
- 10.8 Review the major Corporate Sustainability Projects to be launched, taking into account the investment, business, operational, strategic and potential reputational risks that may affect the Group and recommend their approval to the Board.
- 10.9 Oversee the overall effectiveness of the Corporate Sustainability Programme, review the proposed major directional adjustments thereof and propose them to the Board for approval.

Nomination

- 10.10 Consider succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed in the future.



- 10.11 Make recommendations to the Board on the appointment of new executive, Non-Executive Directors and advise on the composition of the Board in general and the balance between Executive and Non-Executive Directors appointed to the Board.
- 10.12 Ensure the establishment of a formal process for the appointment of directors, including:
 - identification of suitable members of the Board; and
 - performance of reference and background checks of candidates prior to nomination.
- 10.13 Ascertain whether potential new directors are fit and proper and are not disqualified from being directors. Prior to their appointment, their backgrounds should be thoroughly investigated.
- 10.14 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.
- 10.15 Consider the nomination of candidates for the approval of the Board to fill vacancies as and when they arise.
- 10.16 Request the proposed appointee, prior to his appointment as director, to disclose any other business interests that may result in a conflict of interest. Directors are invited to report any future business interests that could result in a conflict of interest.
- 10.17 Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment.
- 10.18 Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 10.19 Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- 10.20 Work and liaise as necessary with all other Board Committees. The Committee shall make recommendations to the Board concerning:
 - a) The appointment of any director.
 - b) Membership of Board Committees, in consultation with the Chairperson of those committees.



- c) The re-election by shareholders of directors or the retirement by rotation according to the provisions in the Company's Constitution, having due regard to their performance and ability to continue to contribute to the Board.

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 recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Other matters

The Committee shall:

- 12.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
 - a) Be provided with appropriate training to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.
 - b) Give due consideration to laws and regulations, the principles of the Code of Corporate Governance and any other applicable rules.
 - c) Arrange for periodic reviews of its own performance, and as and when required, review its composition and this Charter 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***