

# OMNICANE LIMITED

## BOARD CHARTER

### **1 Introduction**

- 1.1 This Charter has been adopted by the Company's Board of Directors to assist the Board and its Committees in the exercise of their responsibilities.

The Charter is subject to the provisions of the Companies Act 2001, the Code of Corporate Governance of Mauritius 2016, the Constitution of the Company and any applicable law or regulatory provision.

- 1.2 Charter on Website

This Charter is available on the Company's website.

### **2 Composition of the Board**

The Company's Constitution prescribes that the number of Directors of the Company which shall constitute the whole Board shall not be less than nine nor more than twelve. The exact number of Directors within such range shall be fixed from time to time by resolution of the Board.

The Board is responsible for nominating members to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders, in each case based upon the recommendation of the Corporate Governance Committee.

The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the Constitution.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairperson, or in the Chairperson's absence, the Board.

## 2.1 **Board Diversity**

Omnicanne believes that a Board made up of highly qualified directors from diverse backgrounds who reflect the talent available with the required expertise promotes better corporate governance. To support this, the Corporate Governance Committee will, when identifying candidates to recommend for appointment/election to the board:

- (a) Consider only candidates who are highly qualified based on their experience, functional expertise, and personal skills and qualities;
- (b) Consider diversity criteria; and
- (c) In addition to its own search, engage qualified independent external advisors to conduct a search for candidates that meet the Board's skills and diversity criteria to help achieve its diversity aspirations.

## 2.2 **Appointment and Re-election of Directors**

The appointments of new Directors are subject to confirmation by shareholders at the next Annual General Meeting following their appointment.

At each Annual General Meeting of Shareholders, not less than one-third of the Directors must retire, being those Directors longest in office since their appointment or last re-election. If they are available, they can be proposed for re-election.

The Board makes appropriate recommendations to the shareholders for the re-election of Directors. The Board is aware that the retirement of Directors by rotation - as provided for in its constitution - is a departure from the Code, which provides that each Director should be elected (or re-elected as the case may be) every year at the Annual Meeting of Shareholders. The Company provides insurance cover for Directors' and officers' legal liabilities.

## 2.3 **Appointment by Casual Vacancy**

The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with the Company's constitution. The director appointed to fill up the vacancy shall hold office only until the next following Annual Meeting and shall then be eligible for re-election.

The continuing directors shall act notwithstanding any vacancy on the Board. If their number is reduced below the number fixed by, or pursuant to, the company's constitution as the minimum number of directors, the continuing directors will act only for the purpose of summoning a General Meeting of the Company.

## 2.4 **Chairperson**

### a) **Election**

The Directors may appoint one of their number as chairperson and determine the period for which he or she is to hold office.

### b) **Duties & Responsibilities**

The chairperson will:

- leading the Board in the oversight of management;
- long range strategic planning for the Group;
- representing the Board to shareholders and to chair and to ensure the efficient organisation and conduct of the Board and/or meeting of the shareholders;
- ensuring the integrity of the governance process and issues;
- functioning as a facilitator at meetings of the Board to ensure that no member dominates discussion, that appropriate discussions take place and that relevant opinions among members is forthcoming;
- ensuring that all Directors are enabled and encouraged to participate in its activities;
- guiding and mediating Board actions with respect to organisational priorities and governance concerns; and
- performing other responsibilities assigned by the Board from time to time.

## 2.5 Responsibilities of CEO

The CEO will:

- develop with the Board, implement and monitor the strategic and financial plans for the Company;
- develop, implement and monitor the annual budgets and business plans;
- manage the appointment of the CFO, the general counsel and company secretary and any other specific senior management positions;
- develop, implement and monitor the Company's risk management framework;
- consult with the chairperson and the company secretary in relation to establishing the agenda for Board meetings;
- agree with the chairperson their respective roles in relation to all meetings (formal and informal) with shareholders and all public relations activities;
- in consultation with the chairperson, the Company Secretary, or both, approve or delegate authority for the approval of all material press releases, and other investor and shareholder releases. The chairman may choose to refer any particular issue to other directors;
- be the primary channel of communication and point of contact between the executive staff and the Board (and the directors);
- keep the chairperson fully informed of all material matters which may be relevant to the Board, in their capacity as directors;
- in conjunction with the chairperson and other appropriate members of senior management, review all matters material to the interests of the Company;
- provide strong leadership to, and effective management of, the Company in order to: encourage cooperation and teamwork; build and maintain staff morale at a high level; build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company
- ensure a safe workplace for all personnel
- ensure that the Company has regard to the interests of employees of the company and the community and environment in which the company operates; and
- otherwise carry out the day-to-day management of the Company.

## 2.6 **Company Secretary**

### a) **General Access**

All Board members may have direct access to the Company Secretary for advice or use his or her services.

### b) **Responsibilities**

The Company Secretary supports the effectiveness of the Board by:

- provide unhindered advice and services for the Directors, as and when the need arises;
- enhance the effective functioning of the Board;
- ensure regulatory compliance;
- preparing agendas and coordinating the preparation of the Board papers in a timely and effective manner;
- ensure that Board procedures and applicable rules are observed;
- maintaining records of the Board and ensure effective management of organisation's records;
- preparing comprehensive minutes to document Board proceedings and ensure conclusions are accurately recorded;
- assisting the communications between the Board and Management; and
- providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time.

## 3 **General Responsibilities of the Board**

The key objective of the Board is to enhance Shareholder value within an appropriate framework which safeguards the rights and interests of the Company's Shareholders.

3.1 The Board is responsible for:-

- a. Charting the direction, strategies and financial objectives of the Company and ensuring appropriate resources are available;
- b. Reviewing, evaluating and approving the Company's budget and forecasts;
- c. Reviewing and approving Board and Committee fees;
- d. Selecting, appointing and approving the terms of reference for the Chief Executive Officer and Chief Finance Officer;
- e. Evaluating the CEO's performance against corporate goals and objectives and determining and approving the CEO's compensation level based on this evaluation;
- f. Reviewing on a regular and continuing basis the Executive succession planning;
- g. Reviewing, evaluating and approving compensation strategy relating to senior management;
- h. Determining the Company's dividend policy as well as the amount, nature and timing of dividends to be paid;
- i. Reviewing and assessing the effectiveness of the Company's policies and practices with respect to risk assessment and risk management;
- j. Ensuring that appropriate audit arrangements are in place;
- k. Ensuring that the strategies adopted promote the sustainability of the Group;
- l. Ensuring that management actively cultivates a culture of ethical conduct and sets the values to which the Group will adhere.

**4 Board Committees**

To assist in the execution of its corporate governance responsibilities, the Board has established the following committees and their responsibilities:

4.1 Audit Committee

- Consider and review the reliability and accuracy of financial information and appropriateness of accounting policies and disclosure practices

- Examine and review the quarterly financial results, annual financial statements or any other documentation to be published in compliance with the Company's accounting standards
- Review compliance with applicable laws and best corporate governance practices and regulatory requirements
- Review the adequacy of accounting records and internal control systems
- Monitor and supervise the functioning and performance of internal audit
- Direct interaction with the external auditors at least once a year without the presence of senior management
- Direct interaction with the Internal Audit manager at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.
- Consider the independence of the external auditors and making recommendations to the Board on the appointment or dismissal of the external auditors

#### 4.2 Risk Committee

- Review the effectiveness of the Group risk management process and approving strategies to address potential risks throughout the whole organisation
- Evaluate the risks associated with all new projects on an ongoing basis, assessing the probability and impact of foreseeable events on the Company's situation

#### 4.3 Investment Committee

- Ensure that the Company's investments are in line with the Board's strategy.
- Review the detailed investment plans of the Group, to ensure that the projected risk-adjusted returns are within acceptable norms.
- Monitor and review progress on the Group's investment objectives and the strategic plan set out to achieve them

#### 4.4 Property Development Committee:

- Formulate a long-term strategy of value-addition of development or disposal of the Company's land assets, and making recommendations to the Board accordingly
- Oversee procedures relating to all the Company's land-development projects for transparency and best interests of the Company
- Identify, assess and select the best contractors, through tenders, and monitor progress in the works involved for timely execution

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- Deal with all land-related matters, and make recommendations to the Board accordingly

#### 4.5 Corporate Governance Committee:

- Advise and make recommendations to the Board on all aspects of corporate governance
- Advise the Board on key appointments at Board and Top Management level
- Reviews the remuneration structure of the Group for senior management.

The Board shall appoint the Chairpersons of the Committees and shall approve appropriate terms of reference for the Committees. It may be required to establish other committees from time to time to consider matters of special importance.

### **5 Remuneration of Board Members, Disclosure and Approval by Shareholders.**

The remuneration, indemnity and insurance of the Board are made in accordance with Section 159 and 161 of the Companies Act 2001 and Clause 23.1 of the Company's Constitution.

The Corporate Governance Committee, which encompasses the Nomination committee and the Remuneration Committee, is responsible for the remuneration strategy of the Group.

The remuneration policy of directors is disclosed in the Company's Annual Report.

The remuneration of the directors is approved by the shareholders whereas the Board. All Directors receive a fixed fee and an attendance fee for each Board or sub-committee meeting.

### **6 Declaration of Interest of Directors**

The relevant interests of Directors are considered at each meeting of Directors. Individual Directors declare their specific interests in any discussion in respect of which the Director concerned might have a conflict of interest. The Company Secretary maintains a Register of Interest, which is updated with every transaction entered into by Directors or their closely related parties.

In addition to having access to the advice of the Company Secretary, members of the Board may, in appropriate circumstances, take independent professional advice at the Company's expense.



## 7 Relations with Shareholders

### a) General Meeting; Record date; Venue

The Board shall determine the date and place of the Annual General meeting (AGM) and that all laws are complied with.

### b) Attendance

The chairperson shall ensure that (unless there are important reasons) all the members of the Board attend the General Meetings.

In case of the absence of the Chairperson, the Board shall appoint a member to chair the meeting in conformity with clause 19.3 (b) and 19.3 (c) of the Company's Constitution.

### c) Attendance of External Auditor

The Board shall ensure that the external auditor attends the Annual Meeting and is available to address the meeting. The external auditor may be questioned by the General Meeting in relation to the audit of the Company's financials statements.

## 8 Communication with Shareholders

Omnicanne Limited believes that ongoing, open and transparent dialogue with shareholders is essential, since they have legitimate interests in the activities and performance of the Group.

Communication to shareholders are done through the Omnicanne Limited Annual Report, the publication of its unaudited quarterly results, its dividend declarations and its Annual Meeting of Shareholders.

## **9 Board Meeting**

The Board meets quarterly and at any additional times as may be required. There is a provision in the Company's Constitution for decisions taken between meetings to be confirmed by way of Directors' resolutions.

## **10 Board induction**

A Board induction pack containing Omnicane's governance processes, their roles and responsibilities, company policies, code of business conduct and an overview of business operations is given to all Directors of the Company. The latter are also informed of new developments falling outside the scope of scheduled Board meetings. New Directors also get the opportunity to visit the business units and interact with their executives. They are regularly briefed on relevant new legislation and regulations and are invited to attend training sessions on strategy thinking and corporate governance structures, as planned during the year.

## **11 Board Evaluation**

At least every 2 years, the Board shall evaluate its own activities and those of its individual members, the effectiveness of such activities, and the composition and competence of the Board and its committees.

## **12 Conflict of Interest**

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Group, or gives the appearance of a conflict. As such, a Director who has a material personal interest in a matter that relates to the affairs of the Omnicane Group must give the other Directors notice of such interest.

## **13 Review**

The Board of Directors will review this Charter and if appropriate, revise this Charter from time to time.