

Omnicanne Limited

# Position Statements

- Chairperson of the Board
- Chairperson of the Board Committees
- Chief Executive Officer
- Company Secretary

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# Position Statement of the Chairperson of the Board

## A. Position Statement of Chairperson of the Board

The primary role of the Chairman of the Board of Omnicane Limited ('OL' or the 'Company') is to ensure that the Board is effective in fulfilling its duties as defined in its terms of reference. The Chairperson represents the Board and save in exceptional circumstances, has the exclusive authority to speak on behalf of the Board. The Chairperson of the Company guides and directs the governance process, focusing the role of the Board on the Company's vision, mission and strategic direction.

The Chairperson is responsible for:

### 1. Leadership

- Provides effective leadership to the Board and leading the Board effectively to fulfil its duties.

### 2. Meetings

- Chairs Board and shareholders meetings;
- Upholds rigorous standards of preparation for meetings;
- Runs the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings;
- Sets the Board agenda, taking into consideration the issues and concerns of the members of the Board. The agenda should be forward looking and focus on strategic matters;
- Ensures that there is appropriate delegation of authority from the Board of Directors to Board committees and executive management;
- Ensures that Board committees are properly structured with appropriate terms of reference;
- Encourages all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and independence;
- Ensures that the Directors receive accurate, timely and clear information, including that on the Group current performance, to enable the Board to take sound decisions, monitor the affairs of the Group effectively and provide advice to promote sustained success of the Group;
- Sets the tone of Board discussions to promote effective decision-making and constructive debate;
- Manages the Board to allow enough time for discussion of complex or contentious issues. The Chairperson should ensure that Directors (particularly non-executive Directors) have sufficient time to consider critical issues and obtain answers to questions or concerns they may have and not be faced to unrealistic deadlines for decision-making;
- Ensures that the decisions of the Board are executed; and
- Arranges for the chairpersons of Committees to be available to answer questions at the annual meeting of shareholders.

### 3. Appointment of Alternate Chair

- The Chairman of the Board may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow Board members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

## 4. Directors

- Facilitates the effective contribution of non-executive directors and encouraging active engagement by all members of the Board;
- Ensures that Directors are fully informed about all issues on which the Board will have to make a decision, through briefings with the CEO and members of the executive management, as appropriate;
- Builds an effective and complementary Board and with the with the corporate governance committee (the 'CGC'), plan succession in Board appointments, subject to the approval of the Board and/or shareholders, as relevant; and
- Ensures constructive relations between the executive and non-executive Directors, both inside and outside the boardroom.

## 5. Induction, Development, Succession and Performance Evaluation

- Ensures that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary;
- Ensures, with the assistance of the Company Secretary, that the development needs of Directors are identified and met;
- Mentors to develop their skills and enhance Directors' confidence and encourage them to speak up and make an active contribution at meetings;
- Identifies the development needs of the Board as a whole to enhance its overall effectiveness as a team;
- Oversees a formal succession plan for the CEO and key management executives; and
- Ensures that the performance of the Board, its committees and individual Directors are evaluated at least once each two years and that actions are taken on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. And where appropriate, proposes, through the CGC, that new members be appointed to the Board or seeking the resignation of others.

## 6. Relations with Shareholders

- Chairs shareholders meetings;
- Ensures effective communication with shareholders;
- Maintains sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them; and
- Ensures that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.

## 7. Ethics and Other Responsibilities

- Sets the ethical tone for the Board and the Company and upholding the highest standards of integrity and probity;
- With the assistance of the Company Secretary, promotes the highest standards of corporate governance. If full compliance is not possible, ensures that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders;
- Ensures that an appropriate balance is maintained between the interests of shareholders and other stakeholders;
- Ensures the long term sustainability of the business;
- Ensures a continuous improvement of the key executives;
- Establishes a close relationship of trust with the CEO and the CFO, providing support and advice while respecting executive responsibility;
- Ensures effective communication with stakeholders;
- Builds and maintains stakeholders trust and confidence in the Company and, in conjunction with the CEO, representing the Company to key stakeholders; and
- Carries out any special assignments which may be assigned by the Board from time to time.

## 8. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company Secretary.



# Position Statement of the Chairperson of the Audit Committee

## B. Position Statement of Chairperson of the Audit Committee

The primary role of the Chairman of the Audit Committee of Omnicane Limited ('OL' or the 'Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its terms of reference.

The main responsibilities of the Chairman of the Audit Committee (the 'Committee') are:

### 1. Leadership and Oversight

- The Chairperson of the Committee is responsible for leading the Committee in fulfilling its duties.
- He ensures that the Committee operates effectively and efficiently in accordance with its charter and applicable regulations.

### 2. Meeting Management

- The Chairperson ensures that meetings of the Committee are organized and conducted in accordance with established procedures and the Committee's responsibilities.
- He may designate an alternate in case of absence to ensure the smooth conduct of discussions and adherence to the agenda.

### 3. Appointment of Alternate Chair

- The Chairman of the Committee may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow committee members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

### 4. Attendance at Annual Meeting

- The Chairperson or their designated alternate attends the Annual Meeting to answer questions regarding matters within the scope of the Committee's responsibilities.

### 5. Reporting and Accountability

- The Chairperson is responsible for reporting the Committee's activities to the board of Omnicane Limited (the 'Board') and making recommendations to the Board regarding the adoption of financial statements and other relevant matters.
- He ensures that reports required by law or requested by the Board regarding the Committee's activities are included in the Company's annual report.

### 6. Performance Review

- The Chairperson arranges for periodic reviews of the Committee's performance and reviews the terms of reference to ensure maximum effectiveness.
- He recommends any necessary changes to the Board based on the performance reviews.



## 7. Interaction with Auditors and Professional Advice

- The Chairperson facilitates open communication and collaboration between the Committee, internal auditors and external auditors. This includes reviewing the scope of audit engagements, discussing audit findings and recommendations, and addressing any concerns raised by auditors.
- He ensures that the Committee receives timely and relevant information from auditors to effectively carry out its oversight responsibilities.
- The Chairperson has the authority to engage independent professional advisors, as necessary, to assist the Committee in fulfilling its duties. This includes seeking legal, accounting, or other specialized expertise to address complex financial or regulatory matters.

## 8. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company Secretary.



# Position Statement of the Chairperson of the Risk Committee

## C. Position Statement of Chairperson of the Risk Committee

The primary role of the Chairman of the Risk Committee of Omnicane Limited ('OL' or the 'Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its terms of reference.

The main responsibilities of the Chairman of the Risk Committee (the 'Committee') are:

### 1. Leadership and Oversight

- The Chairman provides leadership to the Committee, ensuring that its objectives align with the oversight of Omnicane Limited's risk governance structure. He oversees the Committee's activities to fulfill its responsibilities effectively.

### 2. Meeting Conduction

- The Chairman convenes and chairs meetings of the Committee, ensuring that meetings are conducted according to established procedures. He facilitates discussions on risk management strategies, frameworks and policies.

### 3. Appointment of Alternate Chair

- The Chairman of the Committee may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow committee members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

### 4. Decision-Making

- The Chairman participates in decision-making processes within the Committee, providing guidance and expertise in evaluating and addressing potential risks throughout the Omnicane group.

### 5. Conflict of Interest Management

- The Chairman ensures that all members disclose potential conflicts of interest related to risk management decisions. He oversees the process by which conflicted members abstain from participating in relevant discussions and decisions.

### 6. Reporting to the Board of Omnicane Limited (the 'Board')

- The Chairman reports to the Board on the deliberations and recommendations of the Committee at scheduled board meetings. He ensures that the Board is informed about significant risk-related matters.

## 7. Performance Review and Amendments

- The Chairman oversees periodic reviews of the Committee's performance and terms of reference. He may propose amendments to the Committee's charter and ensure that approved changes are communicated to the Board and relevant stakeholders.

## 8. Code of Conduct and Confidentiality

- The Chairman ensures adherence to a code of conduct emphasizing ethical behavior, professionalism and confidentiality among Committee members. He maintains the confidentiality of sensitive information discussed during Committees.

## 9. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company Secretary.



# Position Statement of the Chairperson of the Corporate Governance Committee

## D. Position Statement of Chairperson of the Corporate Governance Committee

The primary role of the Chairman of the Corporate Governance Committee of Omnicane Limited ('OL' or the 'Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its terms of reference.

The main responsibilities of the Chairman of the Corporate Governance Committee (the 'Committee') are:

### 1. Leadership and Meetings

- Providing effective leadership to the Committee.
- Chairing Committee meetings and ensuring their effectiveness.
- Calling meetings as necessary and ensuring regularity.

### 2. Membership

- Appointment of Committee members and Chairperson by the board of the Company (the 'Board').
- Ensuring the Committee consists of at least three members, with a majority being non-executive directors.
- Ensuring the Chief Executive Officer does not serve as a member but attends meetings.

### 3. Appointment of Alternate Chair

- The Chairman of the Committee may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow committee members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

### 4. Remuneration

- Setting and developing Omnicane group's (the 'Group') remuneration policy for directors.
- Conducting reviews of directors' performance, remuneration, and attendance.
- Coordinating with the Chairperson of the Board and/or the CEO on remuneration matters.
- Ensuring no Committee member votes on decisions regarding their own remuneration.

### 5. Roles and Responsibilities

- Appointment: Establishing selection criteria for directors and evaluating their performance.
- Board Effectiveness: Assessing and renewing/replacing Board members, reviewing Board structure and composition.
- Succession Planning: Developing formal succession plans for directors and reviewing them regularly.
- Corporate Governance: Developing the Group's policy on corporate governance, ensuring compliance with governance principles and codes.
- Relationship with Shareholders: Ensuring shareholders are informed of material events, attending shareholder meetings and facilitating the election of directors.

## 6. Authority

- Acting in an advisory capacity and recommending decisions to the Board for approval.

## 7. Code of Conduct and Confidentiality

- Adhering to a code of conduct emphasizing ethical behavior, professionalism, and confidentiality.

## 8. Professional Advice and Access to Information

- Seeking independent professional advice when necessary, with prior approval.
- Ensuring access to sufficient resources, including the Company Secretariat, to carry out Committee duties.

## 9. Reporting

- Reporting to the Board on issues impacting the Group's affairs or reputation in a timely manner.

## 10. Performance Review

- Arranging periodic reviews of the Committee's performance and recommending changes to its terms of reference as necessary.

## 11. Amendments

- Proposing and approving amendments to the Committee charter, communicating changes promptly to relevant stakeholders.

## 12. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company Secretary.



# Position Statement of the Chairperson of the Investment Committee



## E. Position Statement of Chairperson of the Investment Committee

The primary role of the Chairman of the Investment Committee of Omnicane Limited ('OL' or the 'Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its terms of reference.

The main responsibilities of the Chairman of the Investment Committee (the 'Committee') are:

### 1. Leadership and Oversight

- The Chairman provides leadership to the Committee and ensures that its objectives align with the strategic goals of Omnicane Limited. He oversees the Committee's activities and ensure that it operates effectively.

### 2. Meeting Conduction

- The Chairman is responsible for convening and chairing meetings of the Committee. He ensures that meetings are conducted in accordance with established procedures, that agendas are followed and that discussions remain focused on relevant matters.

### 3. Appointment of Alternate Chair

- The Chairman of the Committee may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow committee members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

### 4. Decision-Making

- The Chairman participates in decision-making processes within the Investment Committee, providing guidance and expertise in evaluating investment opportunities and making recommendations to the Board of Omnicane Limited (the 'Board').

### 5. Conflicts of Interest Management

- The Chairman ensures that all members of the Committee disclose any potential conflicts of interest related to investment decisions. He also oversees the process by which conflicted members abstain from participating in relevant discussions and decisions.

### 6. Reporting to the Board

- The Chairman reports to the Board on the deliberations and recommendations of the Committee at scheduled board meetings. He ensures that the Board is kept informed of significant investment-related matters.

## 7. Performance Review and Amendments

- The Chairman oversees the periodic review of the Committee's performance and terms of reference. He may propose amendments to the Committee's charter and ensures that any approved changes are communicated to the Board and relevant stakeholders.

## 8. Code of Conduct and Confidentiality

- The Chairman ensures that all members of the Committee adhere to a code of conduct emphasizing ethical behaviour, professionalism and confidentiality. He maintains the confidentiality of sensitive information discussed during Committees.

## 9. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company.

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# Position Statement of the Chairperson of the Property Development Committee

## F. Position Statement of Chairperson of the Property Development Committee

The primary role of the Chairman of the Property Development Committee of Omnicane Limited ('OL' or the 'Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its terms of reference.

The main responsibilities of the Chairman of the Property Development Committee (the 'Committee') are:

### 1. Leadership and Oversight

- The Chairman provides leadership to the Committee, ensuring that its objectives align with the strategic goals of Omnicane Limited (the 'Company'). He oversees the Committee's activities and ensure effective governance of the Company's real estate development programs.

### 2. Meeting Conduction

- The Chairman convenes and chairs meetings of the Committee, ensuring that meetings are conducted according to established procedures. He facilitates focused discussions on relevant property development matters and adherence to the agenda.

### 3. Appointment of Alternate Chair

- The Chairman of the Committee may in case of absence designate an alternate. In case of absence of the Chairman and where no alternate has been designated, the present members shall collectively appoint one of their fellow committee members as an alternate Chairman for that specific meeting, ensuring the smooth conduct of discussions and adherence to the agenda.

### 4. Decision-Making

- The Chairman participates in decision-making processes within the Committee, providing guidance and expertise in strategy and planning for property development, acquisition and disposal of real estate assets.

### 5. Conflict of Interest Management

- The Chairman ensures that all members disclose potential conflicts of interest related to property development decisions. He oversees the process by which conflicted members abstain from participating in relevant discussions and decisions.

### 6. Reporting to the Board of the Company (the 'Board')

- The Chairman reports to the Board on the deliberations and recommendations of the Committee at scheduled board meetings. They ensure that the Board is informed about significant property development matters.

## 7. Performance Review and Amendments

- The Chairman oversees periodic reviews of the Committee's performance and terms of reference. He may propose amendments to the Committee's charter and ensure that approved changes are communicated to the Board and relevant stakeholders.

## 8. Code of Conduct and Confidentiality

- The Chairman ensures adherence to a code of conduct emphasizing ethical behavior, professionalism and confidentiality among Committee members. He maintains the confidentiality of sensitive information discussed during Committees.

## 9. Access to Professional Advice and Resources

- The Chairman facilitates access to independent professional advice for Committee members when necessary, subject to approval. He ensures that the Committee has access to sufficient resources, including support from the Company Secretariat.



# Position Statement of the CEO of Omnicane Limited

## G. Position Statement of the CEO of Omnicane Limited

The CEO is responsible for the executive management of Omnicane Limited (the 'Company') and its subsidiaries (the 'Group') and is responsible for the day-to-day operations. The CEO acts within the limits of the powers conferred by the Board, subject to the reserved powers of the Board and of the Shareholders and to governance rules of the Group.

### The CEO:

- Develops the Group's strategy and operations to enhance shareholder value;
- Leads the executive management of the Group's business in consistency with the strategy and commercial objectives agreed with the Board;
- Provides strong, exemplary leadership and give clear guidance to the management team;
- Reports policy issues, strategies and business to the Board;
- Ensures that the Group complies with all relevant laws and corporate governance principles;
- Develops high quality business strategies and plans to ensure their alignment with short-term and long-term objectives;
- Enforces adherence to legal guidelines and in-house policies to maintain the Company's legal and business ethics;
- Builds key partnerships with stakeholders and acts as a point of contact for important shareholders;
- Provides strategic financial input and leadership on decision-making issues;
- Overviews the budgeting processes of the Group;
- Evaluates the financial health of the Group to advise and forecast future plans;
- Promotes a positive, constructive and ethical work climate;
- Develops an organisational environment that promotes positive staff morale and performance;
- Acts as primary spokesperson for the organization;
- Fosters constructive working relationship with internal and external stakeholders;
- Is responsible for the Group.



# Position Statement of the Company Secretary



## H. Position Statement of the Company Secretary

The appointment of the Company Secretary is made by the board on the recommendation of the Corporate Governance Committee. All directors, particularly the Chairperson, have access to the advice and services of the Company Secretary for the purposes of the board's affairs and the business.

The Company Secretary is responsible for ensuring that board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the board are complied with and for all matters associated with the maintenance of the board or otherwise required for its efficient operation.

The Company Secretary is responsible for the following:

### 1. Legal and Statutory Compliance

- Ensures that Omnicane Limited (the 'Company') complies with its Constitution, all relevant statutory and regulatory requirements, codes of ethics and procedures established by the board of the Company (the 'Board');
- Informs the Board of all legislations relevant to or affecting meetings of shareholder and directors;
- Continually reviews developments in corporate governance.

### 2. Board members – Appointment, Guidance and Development

- Ensures that procedures for the appointment of directors are properly undertaken;
- Facilitates the proper induction of directors into their role;
- Provides the Board as a whole and directors individually with guidance as to their roles and responsibilities, advises and assists the directors with respect to their duties and responsibilities, in particular compliance with prevailing regulations;
- Acts as a channel of communication and information for non-executive directors;
- Assists the Chairperson in governance processes such as Board and Committee evaluation.

### 3. Organisation of Meetings of the Company

- Prepares the agenda of Board, Committees and shareholder's meetings in consultation with the Chairperson and the CEO and circulates the agendas and supporting documents in a timely manner;
- Ensures that there is a quorum for meetings;
- Takes minutes of Board/annual meetings and circulates draft minutes to all members and ensures that minutes of proceedings of Board meetings and meetings of shareholder as well as resolutions of the Board are properly maintained;
- Ensures that annual and special meetings of shareholder are held in accordance with the requirements of the Companies Act and the Company's Constitution;
- Ensures that proxy forms are correctly processed and that the voting process whenever applicable is carried out correctly at meetings of shareholders.

## 4. Communication with the Shareholder

- Ensures that the shareholder's interests are taken care of and acts as a primary point of contact for the shareholder;
- Communicates with the shareholder and arranges payment of dividends and/or interest, issues documentation regarding corporate events being undertaken by the Company such as rights and bonus issues and maintains good shareholder relations.

## 5. Communication with the Stock Exchange of Mauritius Ltd ('SEM') and Other Regulatory Authorities

- Ensures timely and accurate communication with the SEM or relevant regulatory authorities as required by applicable listing rules and regulations;
- Facilitates the submission of all necessary disclosures, reports and announcements to the SEM in compliance with regulatory requirements;
- Acts as a liaison between the Company and the SEM, providing updates on material events, financial performance and any other information relevant to shareholders and investors;
- Coordinates the dissemination of information to the SEM regarding corporate actions, such as mergers, acquisitions, or significant changes in shareholding structure, in accordance with regulatory obligations;
- Monitors changes in listing rules and regulations and advises the Board on compliance requirements related to SEM communication.