

Proposed Charter of the Corporate Governance Committee of the Mauritius Institute of Directors ('MloD')

1 Corporate Governance Committee ('CGC')

1.1 In its capacity as Corporate Governance Committee:

- 1.1.1 To make recommendations to the Board on all corporate governance provisions to be adopted so as to enhance compliance with prevailing governance principles and practices.
- 1.1.2 To ensure that the disclosure requirements of the MloD with regard to corporate governance are in accordance with the principles of the applicable Code of Corporate Governance.
- 1.1.3 To report any breach of the Code to the Board.
- 1.1.4 To review any statements on ethical standards or requirements for the MloD and assist in developing such standards and requirements.
- 1.1.5 To give recommendations on situations involving any breach of the code of ethics by the officers of the MloD.
- 1.1.6 To propose and review the Corporate Social Responsibility plan (including the budgets) of the MloD annually..

2 Membership

- 2.1 The CGC shall be composed of 3 independent non executive directors of the Board and the CEO of the MloD.
- 2.2 The chairman of the CGC shall be elected by the members of the Committee.
- 2.3 The Company Secretary of the MloD shall be the Secretary of the Committee.

3 Meetings

- 3.1 Meetings of the Committee will be held as the Committee deems appropriate.
- 3.2 However, the Committee should meet at least once twice a year. Meetings should be organised so that attendance is maximised. The chairperson of the Committee or any member of the Committee may call a meeting at any other time.
- 3.3 The notice of each meeting of the Committee 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 four working days prior to the date of the meeting.
- 3.4 The quorum for decisions of the Committee shall be any two members present throughout the meeting who shall vote on the matter for decision.

4 Proceedings

- 4.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the company's constitution.

4.2 The Committee secretary shall take minutes of meetings.

4.3 Minutes of all meetings shall be circulated to all the members of the Committee and may also, if the Chairman of the Committee so decides be circulated to other members of the Board.

4.4 Any director may, provided that there is no conflict of interest and with the agreement of the Chairman, obtain copies of the Committee's minutes.

5 General

5.1 The Committee, in carrying out its tasks under these terms of reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.

5.2 The Board will ensure that the Committee will have access to professional advice both inside and outside the company in order for it to perform its duties.

5.3 These terms of reference may be amended as required, subject to the approval of the Board.