

Corporate Governance

ROGERS CAPITAL - Corporate



1. Governance Highlights

1.1 Board of Directors

1.1.1 Biography of director and Company Secretary

Refer to our Directors/ Company Secretary index document to get a short biography of each director that include experience, skills, expertise and where applicable continuing professional development.

1.1.2 Position statements of Chairman and Company Secretary

Position statement of Chairman

1. Meetings

- 1.1 Chairs effectively board and shareholder meetings and encourages attendance at such meetings.
- 1.2 Organises regular and frequent board meetings.
- 1.3 Agrees the Board agenda with the MD and Company Secretary, which addresses current and forward concerns of the business as well as strategic matters.
- 1.4 Ascertains the Board's committees are properly structured, mandated and composed.
- 1.5 Ensures that directors receive accurate, timely and clear information to enable the Board to take sound decisions, monitors effectively and provides advice to promote the success of the organisation.
- 1.6 Encourages effective discussion on complex or contentious issues at board meetings.
- 1.7 Ascertains that the decisions taken by the Board are executed.
- 1.8 Promotes constructive relations between the executive and non-executive directors.

2. Induction, Development, Succession and Performance Evaluation

- 2.1 Ascertains that new directors receive a formal induction programme.
- 2.2 Identifies the development needs of directors and procures that adequate training facilities are provided.
- 2.3 Enhances directors' confidence and encourages them to speak up and make an active contribution at meetings.
- 2.4 Oversees a formal succession plan for the Board, MD and certain senior management appointments such as the Chief Finance Officer.
- 2.5 Procures that the performance of the Board and its committees is evaluated periodically and acts on any weaknesses identified. Where appropriate, through the Nomination Committee, revisits the composition of the Board.

3. Relations with shareholders

- 3.1 Ensures effective communication with shareholders to understand their issues and concerns.

4. Other matters

- 4.1 Sets the ethical tone for the Board and the Company.
- 4.2 Holds regular briefings with the MD, the Company Secretary, and members of the executive management as appropriate, to ensure that he is fully informed about all issues on which the Board will have to make a decision.

- 4.3 With the Nomination Committee, initiates change and plans succession in Board appointments (except that of a successor as Chairman) subject to Board and shareholders' approval.
- 4.4 Ensures an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- 4.5 Ensures the long-term sustainability of the business.

Builds and maintains stakeholders trust and confidence in the Company and in conjunction with the MD, represents the Company to key stakeholders.

Position statement of the Company Secretary

1. Ensure that the organisation complies with its constitutive documents and all relevant statutory and regulatory requirements, Code of Ethics and internal policies approved by the Board;
2. Guide the Board on how their responsibilities should be properly discharged in the best interests of the organisation;
3. Develop the agenda of the Board and Committee meetings, as well as Notice of Annual Meeting of Shareholders, in consultation with the Chairman and the MD;
4. Circulate agendas and any supporting papers as part of a Board pack in good time to the Board and its committees;
5. Ascertain that quorum of meetings is present;
6. Take minutes of Board and Committee meetings (if any) and circulating the draft minutes in a timely manner to all relevant members;
7. Ensure that meetings and resolutions of the Board and Annual Meeting of Shareholders are properly convened, held and passed in accordance with the Company's constitutive documents as well as relevant statutory and regulatory requirements;
8. Maintain interests register, conflict of interest register and related party transactions register;
9. Ensure that the procedure for the appointment of directors is properly carried out;
10. Assist in the proper induction of directors and assess the specific training needs of directors/executive management;
11. Provide comprehensive practical support and guidance to directors;
12. Devise relevant timelines, checklists and any compliance documents with regard to ad-hoc projects of the organisation;
13. Liaise with relevant regulatory bodies as and when required;
14. Draft reports as required by law, including corporate governance report to include in the Annual Report of the organisation; and
15. Communicate with shareholder(s) and ensure that due regard is paid to their interests.

1.1.3 Terms and Conditions of appointment of director

Terms & Conditions of Appointment of Independent/Non-Executive Directors

1. APPOINTMENT

- Appointment of Independent / Non-executive Director of Rogers Capital Corporate Services Limited 'RCCS' or the 'Company', either filling up a casual vacancy or appointed as an additional director to the Board of RCCS, is carried out by way of an ordinary resolution by the shareholder(s) of the Company.

2. DUTIES

- Director will faithfully and diligently perform his/her duties under the laws of Mauritius.
- A comprehensive induction pack is forwarded to newly appointed director who is encouraged to contact the Company Secretary of RCCS for additional information.

3. BENEFITS

- As a principle, the Executive and Non-Executive Directors of the Company who are employed by either the Rogers Group or the ENL Group are not entitled to any Directors' fees. For the financial year ended 30 June 2018, none of the directors perceived a fee for serving on the Board.

4. TIME COMMITMENT

- Time commitment of two to four hours per board meeting.
- Each Director is expected to spend adequate time reading the Board pack ahead of each meeting.
- Consult with the Chairman before accepting additional commitments that might affect the time able to devote to the role as [an independent / a non-executive] director of the Company.

5. OUTSIDE INTERESTS

- Director who has business interests other than those of the Company acknowledge to declare any conflicts that are apparent at the present meeting.
- In the event that director becomes aware of any potential conflicts of interest, these should be disclosed to the Chairman and Company Secretary of RCCS as soon as possible.

6. CONFIDENTIALITY

- All information acquired during appointment as director is confidential to the Company and should not be released either during appointment or following termination, to third parties without prior clearance from the Chairman.

7. INDEMNITIES AND INSURANCE

- A directors' and officers' liability insurance policy has been subscribed to and renewed by RCCS. The policy provides cover for the risks arising out of the acts or omissions of the Directors and Officers of the Company. Fraudulent, malicious or willful acts or omissions are excluded in the insurance policy.

8. DATA PROTECTION

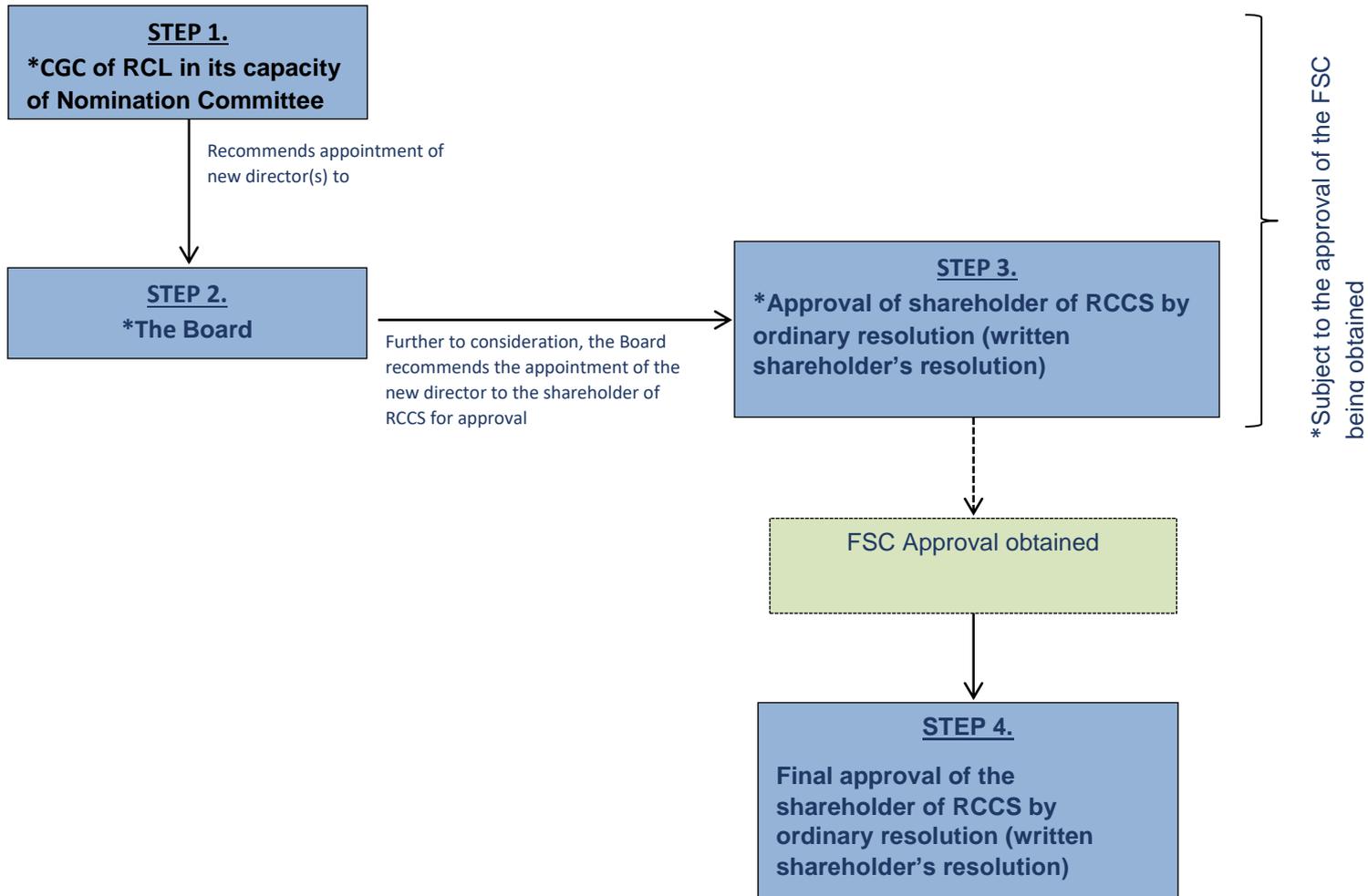
- Director consent to the Company for holding and processing information on self for legal, administrative and management purposes and in particular for the processing of any sensitive personal data (as defined in The Data Protection Act 2017).

1.1.4 Nomination Process

Whereas:

- 1) 'RCCS' means Rogers Capital Corporate Services Limited;
- 2) 'RCL' means Rogers and Company Limited;
- 3) 'CGC' means Corporate Governance Committee;
- 4) 'Board' means board of directors of RCCS; and
- 5) FSC means the Financial Services Commission.

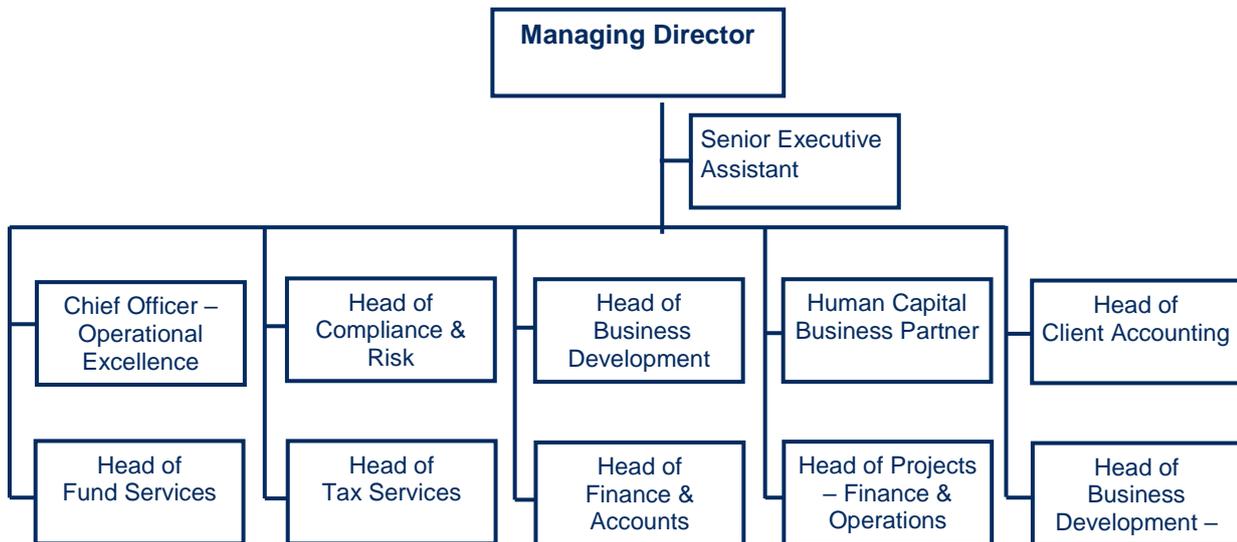
Nomination Process AS IS:



1.1.5 Committees

1.2 Organisational Chart

1.2.1 Organisational Chart and Statement of Accountability



1.2.2 Internal Audit Function

The internal audit function is outsourced to the Risk Management & Audit Department of Rogers, an independent function operating within a framework which ensures adherence of processes and controls to the policies and guidelines of Rogers where applicable, and those specific to the Company, where applicable. Details of the audit team can be assessed on the following link: <https://www.rogers.mu/content/internal-audit>

1.3 Governance Documents

1.3.1 Constitution

Certificate by Company Secretary that RCCS is governed by provisions of CA 2001

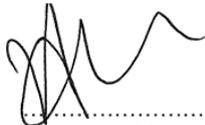
ROGERS CAPITAL CORPORATE SERVICES LIMITED

CNR DESROCHES & ST LOUIS STREETS
ST. LOUIS BUSINESS CENTRE
PORT LOUIS
BRN: C08011019

TO WHOM IT MAY CONCERN

Kindly note that Rogers Capital Corporate Services Limited (the 'Company') has not adopted any constitution to date and in accordance with S41 of the Companies Act 2001 (the 'Act'), the rights, powers, duties and obligations of the Company, the Board, each director and each shareholder shall be those set out in the Act.

Yours faithfully



Sharon Ah Lin
Company Secretary

1.3.2 Code of Ethics

As a subsidiary of Rogers & Co, Rogers Capital Corporate Services Ltd has adopted the Code of Ethics of Rogers & Co. The said document can be accessed on the following link:
<https://www.rogers.mu/content/policies>

1.3.3 Statement of Compliance

Statement of Accountability

Services provided by Rogers Capital Corporate Services Limited (either directly or through its subsidiaries)

Global Business Companies

- Management Company;
- Company Secretarial Services;
- Nominee shareholder services;
- Corporate Director/ Nominee Director services;
- Accounting services
- Tax Advisory & Compliance;
- Company Secretarial services to domestic companies.

1.3.4 Voting Results post meeting of shareholder(s)

To be inserted at a later stage

1.4 Policies

1.4.1 Information, information technology and information security policies

1. Overview

The purpose of this policy is to establish acceptable and unacceptable use of electronic devices and network resources at RCCS in conjunction with its established culture of ethical and lawful behavior, openness, trust, and integrity.

RCCS provides computer devices, networks, and other electronic information systems to meet missions, goals, and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. This policy requires the users of information assets to comply with company policies and protects the company against damaging legal issues.

2.Scope

All employees, contractors, consultants, temporary and other workers at RCCS, including all personnel affiliated with third parties must adhere to this policy. This policy applies to information assets owned or leased by RCCS, or to devices that connect to RCCS network or reside at a RCCS site.

3. Policy Statement

3.1 General Requirements

All employees, contractors, consultants, temporary and other workers at RCCS are responsible for exercising good judgment regarding appropriate use of RCCS resources in accordance with RCCS policies, standards, and guidelines. RCCS resources may not be used for any unlawful or prohibited purpose.

For security, compliance, and maintenance purposes, authorized personnel may monitor and audit equipment, systems, and network traffic per the Audit Policy. Devices that interfere with other devices or users on the RCCS network may be disconnected. Information Security prohibits actively blocking authorized audit scans. Firewalls and other blocking technologies must permit access to the scan sources.

3.2 Systems Accounts

- Responsible for the security of data, accounts, and systems under your control.
- Keep passwords secure and do not share account or password information with anyone, including other personnel, family, or friends.
- Providing access to another individual, either deliberately or through failure to secure its access, is a violation of this policy.
- Maintain system-level and user-level passwords in accordance with the Password Policy.
- Ensure through legal or technical means that proprietary information remains within the control of RCCS at all times.
- Conducting RCCS business that results in the storage of proprietary information on personal or non-RCCS controlled environments, including devices maintained by a third party with whom RCCS does not have a contractual agreement, is prohibited. This specifically prohibits the use of an e-mail account that is not provided by RCCS, or its customer and partners, for company business.

3.3 Computing Assets

- Ensuring the protection of assigned RCCS assets that include the use of computer cable locks and other security devices.
- Laptops left at RCCS overnight must be properly secured or placed in a locked drawer or cabinet. Promptly report any theft of RCCS assets to the IT Team Leader.

- All PCs, PDAs, laptops, and workstations must be secured with a password-protected screensaver with the automatic activation feature set to 10 minutes or less. You must lock the screen or log off when the device is unattended.

3.4 Network Use

You are responsible for the security and appropriate use of RCCS network resources under your control. Using RCCS resources for the following is strictly prohibited:

- Causing a security breach to either RCCS or other network resources, including, but not limited to, accessing data, servers, or accounts to which you are not authorized; circumventing user authentication on any device; or sniffing network traffic.
- Causing a disruption of service to either RCCS or other network resources, including, but not limited to, packet spoofing, denial of service, heap or buffer overflows, and forged routing information for malicious purposes.
- Violating copyright law, including, but not limited to, illegally duplicating or transmitting copyrighted pictures, music, video, and software.
- Exporting or importing software, technical information, encryption software, or technology in violation of international control laws.
- Use of the Internet or RCCS network that violates RCCS policies, or local laws.
- Intentionally introducing malicious code, including, but not limited to, viruses, worms, Trojan horses, e-mail bombs, spyware, adware, and key-loggers.
- Port scanning or security scanning on a production network unless authorized in advance by Information Security Officer.

3.5 Electronic Communication

The following are strictly prohibited:

- Inappropriate use of communication vehicles and equipment, including, but not limited to, supporting illegal activities, and procuring or transmitting material that violates RCCS policies against harassment or the safeguarding of confidential or proprietary information.
- Sending Spam via e-mail, text messages, pages, instant messages, voice mail, or other forms of electronic communication.
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1.4.2 Whistle Blowing Policy

Refer to Malpractice Reporting Policy of Rogers & Co.: <https://www.rogers.mu/content/policies>