



## Terms of Reference - Sustainability and Inclusiveness Committee

The Sustainability and Inclusiveness Committee (the “SIC” or the Committee) is a committee of the Board of Rogers and Company Limited (Rogers or the Group). These Terms of Reference set out the responsibilities delegated by the Board to the SIC and its objectives, authority, responsibilities, composition and operation.

### Objectives

The SIC shall assist the Board of Rogers to meet its oversight responsibilities in relation to the Group’s sustainability and inclusiveness (SI) guidelines.

The SI guidelines encompass how Rogers commits to conduct its businesses, now and in the future, including the pursuit of workplace inclusiveness, social responsibility, minimising the company’s impact on the environment, and maintaining the reputation of Rogers as one of the significant Mauritius listed companies.

The SI guidelines for the Group are as follows:

- Shift to a low-carbon economy to consolidate resilient development;
- Engage in sustainable consumption and production, including a local agricultural value chain, through producer/importer and consumer responsibility to valorise and optimise resources and by-products;
- Protect our biodiversity and natural heritage through mindful development and adapting to climate change collaboratively;
- Make our island safe, pleasant, and valorise cultural and historical heritage for the well-being of communities; and
- Adopt Inclusive Development Practices.

The SI guidelines may be amended from time to time to keep up to date with local and international guidelines and legislations.

### Duties and Responsibilities of the SIC

The SIC shall carry out the following duties and responsibilities:

- Spearhead the Sustainability Strategy for the Group in an orientation consistent with the SI guidelines and validate targets that are set.
- Ensure alignment and coherence to a coordinated SI Strategy across the Group and that targets are met.
- Ensure that the activities of the business units and Rogers Foundation Ltd (the “RFL”) are in line with the SI guidelines for the Group.
- Validate policies and practices that are directed towards opportunities for the development and well-being of Rogers’ employees and that of its stakeholders and the community.
- Ensure that the disclosure requirements with regards to SI matters, whether in the annual report or other reports on an ongoing basis, are in accordance with the SI guidelines and the principles of Sustainable Development Goals (SDGs) of the United Nations.
- Support implementation of initiatives that shall improve the SEM Sustainability Index (SEMSI) of the Group.
- Validate and periodically review the SI policies of Rogers and practices designed to minimise the Group’s impact on the environment and the climate.
- Recommend the implementation of structures, policies and procedures in alignment with the SI



guidelines for the Group, with the support of the HR function.

- Ensure that SI initiatives and targets are reflected in the scorecard of each Head of business units of the Group, with the support of the HR function.
- Uphold that RFL acts in compliance with local laws and guidelines.

The SIC shall not perform any management responsibilities and will act in an advisory and oversight capacity.

The SIC shall make appropriate recommendations to the Board on relevant and emerging SI issues, including any potential support and investment towards appropriate projects.

The SIC will have access to sufficient resources in order to carry out its duties, including services from the Secretariat of the Group.

The SIC will be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.

With regards to the SIC reviewing and making recommendations to the Board on the Group's policy and performance in relation to the marketplace, the environment and the social considerations, the SIC is authorised at the Company's expense, to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

The Chairman of the Committee shall, in addition to his or her remuneration as member, receive a further sum as determined by the Board.

## **Membership**

The composition of the SIC will be determined by the Board of Rogers and may change from time to time. The SIC will comprise of up to 10 members under the chairmanship of an independent director or non-executive director of Rogers. Mr. Deonanan (Raj) Makoond is the current Chairman of the Committee.

The initial membership shall consist of:

- Deonanan (Raj) Makoond (Chairman)
- Philippe Espitalier-Noël (CEO of Rogers)
- Belinda Vacher
- Fabiola Sophie
- Audrey d'Hotman
- Alexandre Piat
- Damien Mamet
- Michel Pilot
- Cathie Hannelas
- Christian Nanon

## **Secretary**

The Company Secretary, or his or her nominee, shall act as the Secretary of the SIC and will ensure that the SIC receives information and papers in a timely manner to enable the members of the SIC to take an informed decision on matters tabled for consideration and recommendation.



## **Frequency of Meetings**

The SIC will meet on a quarterly basis and at, such other times as the SIC Chairman or any member of the SIC may request.

Outside of the formal meetings, the SIC Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board and the CEO of Rogers. The Chairman of the SIC, at his/her discretion, may invite other executives to attend meetings of the SIC.

## **Quorum**

A quorum for a SIC meeting will be a simple majority of SIC members present, 5 members present.

## **Meetings**

### **Notice of Meetings**

Meetings of the SIC shall be convened by the Secretary of the SIC at the request of any of its members or at the request SIC Chairman.

Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the SIC and, any other person required to attend, well in advance of the scheduled meeting to allow members to take an informed decision.

### **Minutes of Meetings**

The Secretary shall minute the proceedings and decisions of all meetings of the SIC, including recording the names of those present and in attendance.

Draft minutes of proceedings of the SIC meetings shall be circulated promptly to all members of the SIC.

## **Written Resolution**

A circular resolution in writing signed by all members of the SIC shall be valid and effective as it had been passed at a meeting of the SIC.

## **Meeting of Shareholders**

The SIC Chairman shall attend meeting of shareholders of Rogers to respond to any queries relating to the SIC's activities.

## **Reporting Responsibilities, Monitoring and Implementation of Objectives**

The Chairman of the SIC or in his absence, the CEO of Rogers will report to the Board on the main deliberations reached at the meetings of the SIC and the appropriate recommendations to the Board for consideration and approval.

The SIC shall ensure that proper processes and procedures are in place to comply with all relevant laws, regulations and rules which may have an impact on the implementation of SI initiatives within the Group.

The SIC shall approve and monitor the budget for RFL, for projects and initiatives in line with the SI



guidelines for the Group.

The SIC shall monitor the activities of RFL. This must include the proper accounting of funds available to support the National CSR framework or the Finance Act or any national provisions on CSR as well as define, approve, monitor and report the total cost of the SI initiatives of the group.

### **Review Process and Approval**

The SIC shall recommend any changes to its terms of reference in such manner as the SIC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes in regulatory requirements or changes to the direction or strategies of the Group that may affect the role of the SIC.