



ER Sustainability and Inclusiveness Committee

Terms of Reference

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

1. OBJECTIVES

The SIC is set up to strengthen the governance structure and assist the board to operationalise the Group’s social and environmental responsibility, minimising its impact on the environment while fostering the growth of local communities, and maintaining the reputation of the Group as a key player in the Mauritian economic landscape.

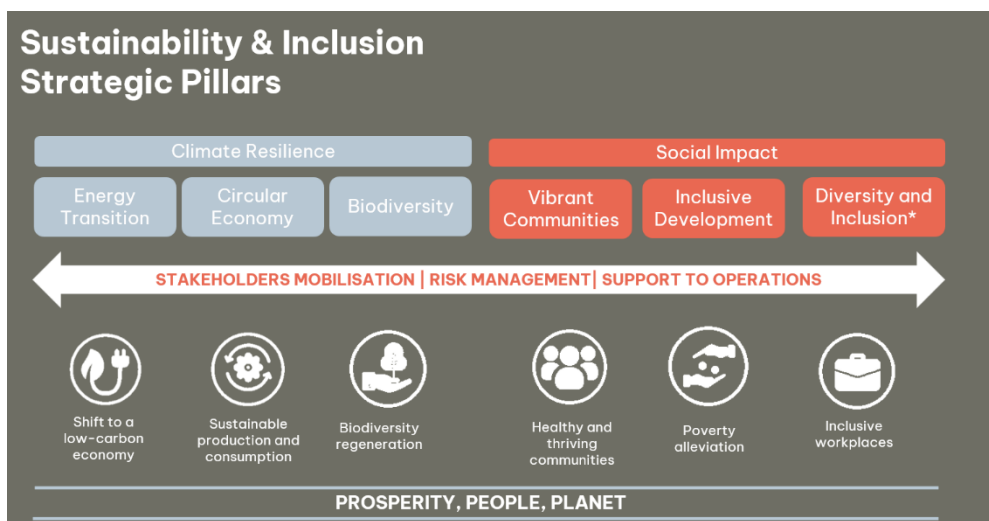
The six main objectives of the SIC to respond to climate change and achieve inclusive growth are:

- Shift the organisation to a low-carbon economy to consolidate resilient development,
- Promote sustainable consumption and production, by engaging with our business partners in a virtuous momentum, to source and use our resources sustainably and to propose responsible products to our clients
- Protect, restore and conserve the natural ecosystems surrounding the Group’s operations,
- Make our island safe, pleasant, and enhance cultural and historical heritage to strengthen the Mauritian “vivre-ensemble” the well-being,
- Promote poverty alleviation and community development in the vicinity of their businesses,
- Uphold diversity and inclusion (D&I) in the workplace.

2. FRAMEWORK

To achieve this, the SIC has set up and oversees a framework which ensures that the Group conducts its businesses responsibly, now and in the future, for the better of its performance, as well as the society and the environment.

The Sustainability framework is summarised below:

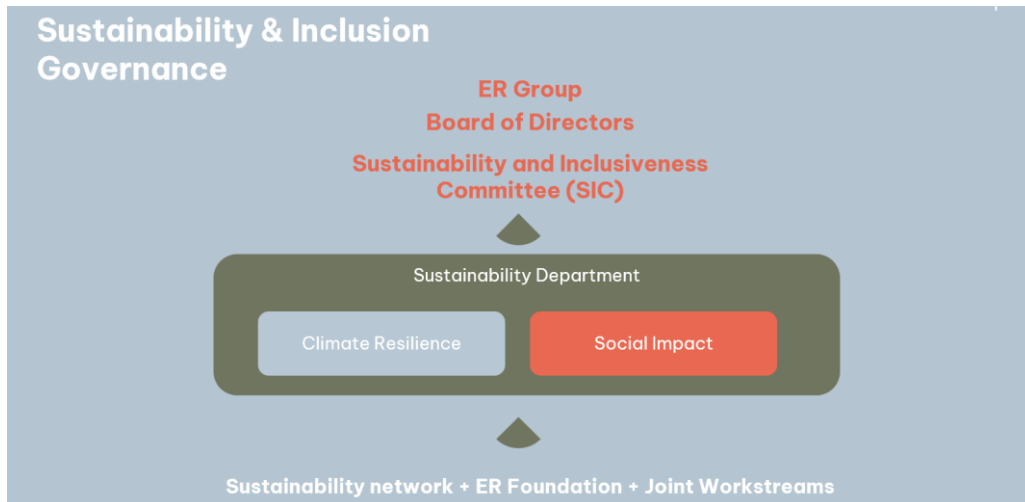


*Managed by the Culture & Inclusion department.

The Sustainability framework may be amended by the boards from time to time to align with local and international guidelines and legislations.

3. STRUCTURE FROM STRATEGY TO OPERATION

The SIC will have access to sufficient resources to carry out its duties, including services from the Secretariat and other functions of the Head Office.



4. DUTIES AND RESPONSIBILITIES OF THE SIC

The committee will carry out the following duties and responsibilities:

Sustainability strategy and framework

1. Oversee the execution of the Sustainability strategy and approve implementation projects developed in response to the said strategy.
2. Review the effectiveness of the teams, governance and processes in place to ensure the outcomes of the Sustainability strategy are delivered.
3. Ensure that sustainability initiatives and targets are reflected in the scorecard of all managers within the Group, as well as members of the Sustainability Network (champions).

Goals and metrics

4. Select the appropriate sustainability strategic goals, short- and long-term targets, and key metrics.
5. Monitor annual and long-term progress against previously set objectives, including compliance with public commitments on sustainability issues.
6. Oversee the ongoing measurement and reporting of performance against key sustainability metrics.
7. Decide on initiatives which will help the Group improve their ranking on sustainability indexes (e.g. SEMSI or Risk Insights).

Horizon scanning and risks

8. Identify current and emerging sustainability-related issues, standards, good practices, and regulatory or legislative developments, at the sectoral, national and international level. This includes sourcing or undertaking relevant training and development opportunities, both for the committee members and for other employees as appropriate.

9. Evaluate which issues and developments are likely to impact the Groups' strategy, operations and reputation.
10. In collaboration with the Risk Management function, identify material sustainability-related risks and ensure that these are appropriately captured in the Groups' risk management frameworks.

Resourcing ESG projects

11. Review potential sustainability initiatives and advise on the required resourcing and funding necessary.
12. Oversee the deployment and control of those resources and funds.

Foundations

13. Ensure that the ER Foundation operates in compliance with local laws and guidelines.
14. Approve and monitor the Foundation's budget and ensure that projects and initiatives are in line with the Group's sustainability framework.
15. Monitor the Foundation's activities. 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.
16. Define, approve, monitor and report the total cost of sustainability initiatives across the Group, including those not under the Foundation.

The SIC will mandate the Sustainability Department (SD) of ER Management Services Limited to implement its decisions, monitor related activities across segments and manage ER Foundation under the leadership of the Chief Sustainability Executive.

The SIC will further mandate the Culture and Inclusion Department of ER Management Services Limited to implement activities dedicated to Diversity and Inclusion, under the leadership of the Chief Culture and Inclusion Executive.

5. POWERS AND AUTHORITY

In addition to its advisory and oversight functions, the SIC is delegated the authority to:

- 5.1 seek any information, including reports, that it requires from any employee of the Group and/or its subsidiaries, in order to perform its duties ;
- 5.2 establish and oversee any sub-committees or working groups which may be relevant to support the SIC's work ;
- 5.3 approve and commit funds within the scope of its mandate, subject to the budgetary limits and financial thresholds pre-approved by the Board ;
- 5.4 authorise operational and strategic expenditures, enter into contracts or financial commitments, and approve the disbursement of funds necessary to fulfil its delegated responsibilities.

Where appropriate, the SIC may sub-delegate authority to executive management, including the Chief Sustainability Executive, the Chief Culture and Inclusion Executive or designated project leads.

All such approvals shall be duly documented and reported to the Board in a timely manner.

6. MEMBERSHIP AND GOVERNANCE

The composition of the SIC will be determined by the Board of ER Group and may change from time to time.

The SIC will comprise of up to 15 members under the chairmanship of an independent director or non-executive director of the Group.

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

The SIC may invite other individuals including members of the Group's executive team, the sustainability network to attend all or part of any meeting, as and when appropriate.

7. SECRETARY

The Group Secretary, or his / 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.

8. MEETINGS

8.1 Quorum

A quorum for a SIC meeting will be five (5) members present.

8.2 Frequency of Meetings

The SIC will meet on a quarterly basis, before the Group's Board of Directors quarterly meeting 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 Groups governance, including the Chairman of the Board and the CEO of the Group.

8.3 Notice of Meetings

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend, at least seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, in advance of the scheduled meeting to allow members to make an informed decision.

8.4 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.

8.5 Written Resolution

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

8.6 Meeting of Shareholders

The SIC Chairman shall attend meetings of shareholders of ER Group to respond to any queries relating to the SIC's activities.

9. REPORTING RESPONSIBILITIES, MONITORING AND IMPLEMENTATION OF OBJECTIVES

The Chairman of the SIC or, in his absence, Mr Gilbert Espitalier-Noël, will report to the boards on the main deliberations reached at the meetings of the SIC and make 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 sustainability initiatives within the Group.

The SIC shall review sustainability-related reporting prior to board approval, including the annual sustainability reports, information to be included in the annual reports, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements.

10. 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 boards 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.