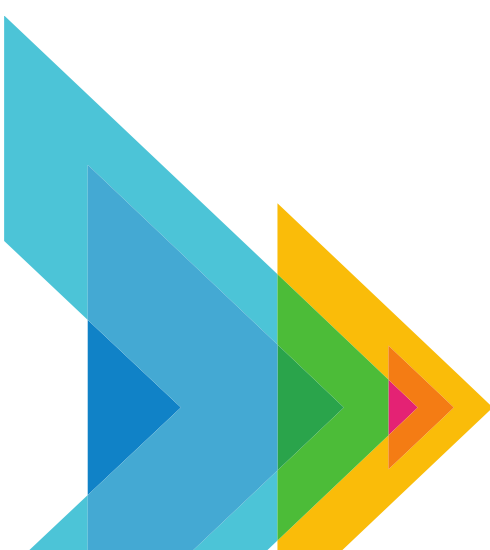




Terms of Reference
Of
Corporate Governance and Conduct Review Committee





1 Preamble

1.1 The Cim Corporate Governance and Conduct Review Committee ('CGCR' or the 'Committee') has been set up by the board of directors of Cim Financial Services Ltd ('Cim' or 'CFSL') to assist it in discharging its duties under the Code of Corporate Governance for Mauritius (the 'Code')

2 Constitution

2.1 In its capacity as Corporate Governance and Conduct Review Committee:

- 2.1.1 to make recommendations to the board on all corporate governance provisions to be adopted so that the board remains effective and complies with prevailing corporate principles and practices;
- 2.1.2 to ensure that the disclosure requirements with regard to corporate governance, whether in the annual report or other reports on an ongoing basis, are in accordance with the principles of the applicable Code of Corporate Governance and
- 2.1.3 shall perform the functions set out at Appendix 1 of this Terms of Reference.

2.2 In its capacity as Nomination Committee:

- 2.2.1 to make recommendations to the board on all new board appointments;
- 2.2.2 to review through a formal process the balance and effectiveness of the board, identifying the skills needed and those individuals who might best be seen to be providing such skills in a fair and thorough manner; and
- 2.2.3 shall perform the functions set out at Appendix 2 of this Terms of Reference

2.3 In its capacity as Remuneration Committee:


- 2.3.1 to develop a policy on executive remuneration and for fixing the remuneration and benefit packages of individual directors, within agreed terms of reference, to avoid potential conflicts of interest;
- 2.3.2 in relation to remuneration of non-executives, for reason of self-interest, to make recommendations to the full board;
- 2.3.3 to review and recommend to the Board the Remuneration policy of the Cim Group; and
- 2.3.4 shall perform the functions set out at Appendix 3 of this Terms of Reference



3 Membership

3.1 The CGCR shall be composed of:

- 3.1.1 4 directors of Cim; and
- 3.1.2 the CEO of Cim.

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- 3.2 As far as possible the CGCR shall be composed of a majority of non-executive directors at least two of which shall be independent non-executive directors.
 - 3.3 The members of the Committee shall elect a chairman from amongst the 4 non-executive directors appointed to the Committee.
 - 3.4 The members of the CGCR shall be assisted by a Secretary.

4 Committee administration

- 4.1 Meetings of the CGCR will be held as and when the Committee deems appropriate. However, the Committee will aim to meet at least twice each financial year.
- 4.2 The chairman of the CGCR or any of its member may call a meeting at any other time.
- 4.3 The notice of each meeting of the CGCR 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 five working days** prior to the date of the meeting.
- 4.4 The quorum for decisions of the CGCR shall be any three members present.
- 4.5 The Secretary shall take minutes of meetings.
- 4.6 The minutes of meetings of the CGCR shall be kept under lock. The minutes shall be read and approved by the members of the Committee at a subsequent meeting of the Committee. The minutes shall be available to Chairman of the Board and a 'redacted' (summarised) version of such minutes shall be available to any other members of the Board on request.

5 Remuneration

- 5.1 Members of the CGCR may be paid a special remuneration in respect of their appointment. Such remuneration shall be fixed by the Board.

6 General

- 6.1 The CGCR, 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.



THESE TERMS OF REFERENCE WERE APPROVED BY THE BOARD OF CIM FINANCIAL SERVICES LTD AT ITS MEETING HELD ON 16 DECEMBER 2020.





Appendix 1 –Corporate Governance and Conduct Review Functions

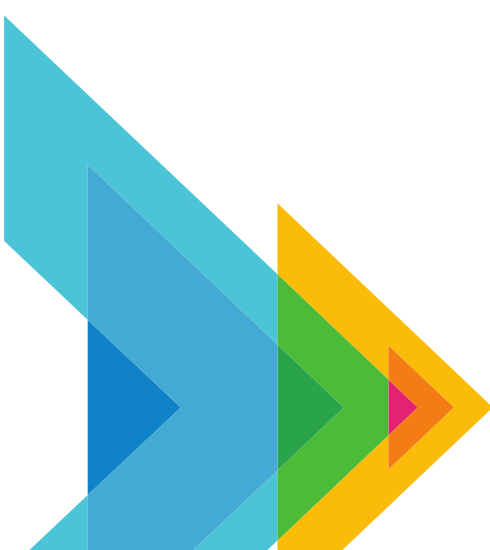
1 The CGCR shall:

- 1.1 advise the Board on all aspects of corporate governance affecting the Cim Group and recommend the adoption of best practices as appropriate for the Cim Group;
- 1.2 determine, agree and develop the general policy of the Cim Group on corporate governance in accordance with the applicable Code of Corporate Governance;
- 1.3 recommend to the Board any closed periods during which the directors, and any other persons within the Cim Group who are privy to price sensitive information, shall not be permitted to trade in shares or securities of CFSL;
- 1.4 ensure that disclosures are made in compliance with the disclosure provisions in the Code;
- 1.5 report any breach of the Code to the Board;
- 1.6 review any statements on ethical standards or requirements for the Cim Group and assist in developing such standards and requirements;
- 1.7 give recommendations on situations involving any breach of the code of ethics by the officers of the Cim Group;
- 1.8 propose and review the Corporate Social Responsibility plan (including the budgets) of the Cim Group annually;
- 1.9 take note on a quarterly basis of the donations made on behalf of Cim Group;
- 1.10 delegate to the Management Credit Committee to approve each credit exposures to related parties whilst ensuring that market terms and conditions are applied to all related party transaction;
- 1.11 review and ratify credit exposures to related parties;
- 1.12 review the practices of Cim Group to ensure any transaction with related parties that may have a material effect on the stability and solvency of the Group is identified and dealt in a timely manner;
- 1.13 ensure that board members with conflict of interest are excluded from approval process of related party transactions and ensure that the board of directors has given prior approval to write off of related party credit exposures; and
- 1.14 make recommendations for approval on any amendment to be brought to these terms of reference to the Board.



Appendix 2 –Nomination Functions

1. The CGCR shall:
 - 1.1 make recommendations to the Board on the appointment of new executive and non-executive directors, including recommendations on composition of the Board in general regarding the balance between executive and non-executive directors appointed to the Board;
 - 1.2 review Board structure, size and composition and make recommendations to the Board where necessary with regard to any adjustments deemed necessary;
 - 1.3 identify and nominate candidates for approval by the Board, to fill up Board vacancies as and when they arise, as well as to put in place plans for succession, in particular for the CEO of CFSL ;
 - 1.4 ensure that the CEO of CFSL has put in place plans for succession of his direct reports;
 - 1.5 recommend to the Board for continuation (or not) in service of any director who has reached the age of 70;
 - 1.6 recommend directors who are retiring by rotation, for re-election;
 - 1.7 identify and nominate any proposed independent director for appointment on any subsidiary for approval by the relevant board as and when such vacancies arise;
 - 1.8 validate any proposed appointments at CEO (or equivalent) level, as well as that of the Chief Officers (those officers performing key functions within CFSL with direct reporting line to the CEO), and the officers having direct access to the Board or a Committee of the Board including the Chief Risk Officer, Head of Internal Audit, Head of Compliance and MLRO of CFSL; and
 - 1.9 make recommendations for approval on any amendment to be brought to these terms of reference to the Board.





Appendix 3 – Remuneration Functions

1. The CGCR shall:
 - 1.1 determine the level of non-executive and independent directors' fees and recommend same for approval to the Board.
 - 1.2 review and recommend to the Board the remuneration policy of the Cim Group;
 - 1.3 review and approve specific remuneration packages for new hires to Cim Group whose total cost-to-company' ('CTC') package exceeds MUR5.0M;
 - 1.4 determine any criteria necessary to measure the performance of the Board collectively or the directors individually, in discharging their functions and responsibilities; and
 - 1.5 make recommendations for any amendments to be brought to these terms of reference for Board approval.

- 2 In conjunction with the Chairman of CFSL:
 - 2.1 to review and approve the annual variable Bonus pot and annual salary increment pot;
 - 2.2 to review and approve the variable awards of Executives (with the exception of Executive Directors) whose total CTC package exceeds MUR5.0M;
 - 2.3 to review and approve the annual salary increments and variable awards of the Executive Directors; and
 - 2.4 to review and approve the service agreements of the Executive Directors.

