

TERRA MAURICIA LTD

Terms of reference for the Strategy
and Investment Committee

1. Constitution

- It is hereby established a Strategy and Investment Committee ("Committee") that shall assist the Board in discharging its duties relating to the strategy and investment or disinvestment decisions.
- The Committee should not perform any management functions or assume any management responsibilities. It provides a forum for discussing strategy and major investment or disinvestment opportunities for developing relevant recommendations for consideration by the Board.
- The Committee should make recommendations to the Board for its approval or final decision.
- The membership, resources, responsibilities and authorities (composition, functions and operation) of the Committee to perform its role effectively, is stipulated in these terms of reference, which may be amended by the Board as and when required.
- The Committee is constituted in terms of the requirements of sound corporate governance practices and operates within that framework.

2. Membership

- 2.1 The members shall consist of a minimum of three and a maximum of six directors appointed by the Board, at least half of whom shall be non-executive directors and (where possible) shall be independent non-executive directors.
- 2.2 The Board shall appoint a chairperson from the non-executive members of the Committee.
- 2.3 The chairperson of the Board shall be eligible to be appointed as chairperson of the Committee.
- 2.4 The chairperson shall hold office until the next annual meeting. He shall be re-eligible.
- 2.5 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.

3. Secretary

The company secretary shall be the secretary of the Committee.

4. Responsibilities of the committee

- 4.1 Strategy: The Committee shall periodically review the Company's global strategy and propose to the Board any inflexion and/or change of same, as and when necessary. It will also continually monitor the implementation of the strategy and ensure that investments are in line with the strategy approved by the Board.
- 4.2 Investments:
- 4.2.1 The Committee shall review, approve and recommend to the Board strategic investment or disinvestment choices based on advice provided by the management team as and when necessary. In doing so, the committee should perform the following:
- Verify that all necessary steps and controls have been performed prior to strategic investment proposal being formulated by the management;
 - Verify adherence to strategic investment policy defined by the Board;
 - Discuss and consider relevant issues (returns, volatility and absolute risk) to decide whether to invest or not in specific assets or ventures;
 - Monitor on a regular basis the performance of investments;

- 4.2.2 The Committee shall consider whether any excess expected return over and above average returns justifies investing in the specific asset given the potential increased level of risks involved.
- 4.2.3 The Committee shall perform any other activities or responsibilities from time to time assigned to it by the Board which are consistent with these terms of reference, the company's governing law as the Committee or the Board deems necessary or appropriate.

5. Reporting and accountability

- 5.1 The chairperson of the Committee shall account to the Board for its activities and make recommendations to the Board concerning the investment strategy or policy of the group and any other matters arising from the above responsibilities.
- 5.2 The chairperson (or, in his/her absence, an alternate member) of the Committee shall attend the annual meeting to answer questions concerning matters falling within the ambit of the Committee.

6. Authority of the Committee and resources available to it

The Committee, in carrying out its tasks under these terms of reference:

- Is authorised to investigate any activity within its terms of reference;
- May, at the discretion of the Committee, require other employees of the company to attend meetings or parts of meetings;
- May consult with and seek any information it requires from any employees, and all employees shall be required to co-operate with any request made by the Committee in the course of its duties;

7. Meetings

- 7.1 Meetings of the Committee will be held as frequently as the Committee considers appropriate and as required by the investment or disinvestment opportunities and at least four times a year.
- 7.2 The Board or any member thereof, including members of the Committee and the Managing Director may call further meetings.
- 7.3 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, the chairperson of the Board, the chief executive, executives and managers responsible for finance and strategic development to make proposals as necessary.

8. Quorum

The quorum of the Committee shall be any two nonexecutive directors and one executive director who are members of the Committee present throughout the meeting of the Committee.

9. Attendance

- 9.1 The strategic development executive shall be in attendance at meetings of the Committee and shall have unrestricted access to the chairperson or any other member of the Committee as is required in relation to any matter falling within the remit of the Committee.
- 9.2 The chairperson, at his/her discretion, may invite other executives to attend and to be heard at meetings of the Committee.
- 9.3 No attendee shall have a vote at meetings of the Committee.

10. Minutes and Proceedings

- 10.1 The committee secretary shall take minutes of meetings. These shall be reviewed and approved by the members of the Committee.
- 10.2 The minutes of all meetings of the Committee, or summaries thereof, shall be submitted to the Board at the immediate following Board meeting, the agenda for each such Board meeting shall provide an opportunity for the chairperson of the Committee to report orally on any matters of importance as well as on the Committee's findings and shall recommend actions.
- 10.3 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the company's constitution regulating the meetings and proceedings of directors and committees.

11. Remuneration

- 11.1 Having regard for the functions performed by the members of the Committee in addition to their functions as directors and in relation to the activities of the Committee and pursuant to the specific power conferred upon the Board by the constitution of the company, members of the Committee shall be paid such special remuneration in respect of their appointment as shall be fixed by the Board.
- 11.2 The chairperson of the Committee shall, in addition to his or her remuneration as member, receive a further sum as determined by the Board.
- 11.3 Such special remuneration in terms hereof shall be in addition to the annual fees payable to directors.

12. General

- 12.1 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.
- 12.2 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.
- 12.3 These terms of reference may be amended as required, subject to the approval of the Board.

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