

TERRA MAURICIA LTD

Position Statement of Company Secretary



The Company Secretary is responsible for:

- i. Ensuring that the Company complies with its constitution and all relevant statutory and regulatory requirement, codes and rules established by the Board.
- ii. Providing the Board as a whole and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Company.
- iii. Developing the agenda of Board and Board committee meetings, in consultation with the Chairman and the Group Managing Director (Group MD).
- iv. Circulating agendas and any supporting paper in good time.
- v. Ensuring the presentation of high-quality information to the Board and its committees.
- vi. Checking that quorum of meetings is present.
- vii. Taking minutes of Board meetings and circulate the draft minutes to all members.
- viii. Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Company's constitution.
- ix. Ensuring that the procedure for the appointment of directors is properly carried out.
- x. Assisting in the proper induction of directors, including assessing the specific training needs of directors/executive management.
- xi. Providing comprehensive practical support and guidance to directors, both as individuals and as a collective body, with particular emphasis on supporting the non-executive directors.
- xii. Communicating with shareholders as appropriate and ensuring that due regard is paid to their interests.
- xiii. Acting as a primary point of contact (including via the share registrar) for all shareholders and proxy voting / corporate governance advisers.
- xiv. Improving engagement and purposeful dialogue between investors and the Company.

Both the appointment and removal of the Company Secretary shall be a matter for the Board as a whole. The Board must satisfy itself that the appointee (who can also be a body corporate with the appropriate staff) is fit and proper and has requisite attributes, experience and qualification to properly discharge his/her/its duties. The remuneration of the Company Secretary is determined by the Corporate Governance Committee.

The Company Secretary should report to the Chairman on all Board governance matters. This does not preclude the Company Secretary or its representative, if it is a body corporate, also reporting to the Group MD in relation to his/her other executive management responsibilities.

The Chairman and the Company Secretary should periodically review whether the Board and the Company's other governance processes, for example Board and committees evaluation, are fit for purpose and consider any improvements or initiatives that could strengthen the governance of the Company.

November 2017