

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

Code Principle	Questions concerning the level of observance of the code principle
<b>Principle 1: Governance Structure</b>	<p><b>Annual report</b> - Does the corporate governance section of the annual report:</p> <ol style="list-style-type: none"> <li>1. Affirm that the organisation is a public interest entity as defined by law? - <i>Such affirmation is set out in the Statement of Compliance on page 39 of Annual Report</i></li> <li>2. Affirm that the organisation has applied all of the Principles contained in the Code? - <i>Such affirmation is set out in the Statement of Compliance on page 39 of Annual Report</i></li> <li>3. State that the board assumes responsibility for leading and controlling the organisation? - <i>Such statement is set out In Board of Directors' Report on pages 34 to 35 of Annual Report</i></li> <li>4. State that the board assumes responsibility for meeting all legal and regulatory requirements? - <i>Same comment as point 3 above</i></li> <li>5. State that the board has approved its charter? - <i>Charter not adopted. Explanation is set out in the FRC Statement of Compliance on page 39 of Annual Report</i></li> <li>6. State that the board has approved its organisation's code of ethics? - <i>Such statement is set out In Board of Directors' Report on pages 34 to 35 of Annual Report</i></li> <li>7. State that the board has approved appropriate job descriptions of the key senior governance positions? - <i>Such statement is set out In Board of Directors' Report on pages 34 to 35 of Annual Report</i></li> <li>8. Include an organisational chart? - <i>Such chart is set out from pages 32 to 33 of the Annual Report</i></li> <li>9. State that the board has approved a statement of accountabilities? - <i>Such statement is set out In Board of Directors' Report on pages 34 to 35 of Annual Report</i></li> </ol>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p><b>The website</b> - Does the organisation's website:</p> <p>10. Include the organisation's constitution? - Please refer to <a href="https://rogers.mu/content/governance">https://rogers.mu/content/governance</a></p> <p>11. Include the board's charter? - N/A. Please see explanation set out in the FRC Statement of Compliance on page 39 of Annual Report</p> <p>12. Include the organisation's code of ethics? - Please refer to <a href="https://rogers.mu/content/policies">https://rogers.mu/content/policies</a></p> <p>13. Include appropriate job descriptions of the key senior governance positions? - Please refer to: <a href="https://rogers.mu/content/governance">https://rogers.mu/content/governance</a> <a href="https://rogers.mu/content/board-directors">https://rogers.mu/content/board-directors</a> and <a href="https://rogers.mu/content/organisational-chart">https://rogers.mu/content/organisational-chart</a></p> <p>14. Include an organisational chart? - Please refer to <a href="https://rogers.mu/content/organisational-chart">https://rogers.mu/content/organisational-chart</a></p> <p>15. Include a statement of major accountabilities within the organisation? - Please refer to <a href="https://rogers.mu/sites/default/files/statement_of_accountability.pdf">https://rogers.mu/sites/default/files/statement_of_accountability.pdf</a></p> <p>16. Describe the approval, monitoring and review processes (including frequency) of the charter? - N/A. Same comment as point 11 above</p> <p>17. Describe the approval, monitoring and review processes (including frequency) of the organisation's code of ethics? - The above processes including frequency are set out in the Code of Ethics - Please refer to <a href="https://rogers.mu/content/governance">https://rogers.mu/content/governance</a></p> <p>18. Describe the approval, monitoring and review processes (including frequency) of the job descriptions of the key senior governance positions? - The above process will be reviewed annually</p>
--	--

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>19. Describe the approval, monitoring and review processes (including frequency) of the organisational chart?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 18 above</i></li></ul> <p>20. Describe the approval, monitoring and review processes (including frequency) of the statement of major accountabilities within the organisation?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 18 above</i></li></ul>
<b>Principle 2: The Structure of the Board and Its Committees</b>	<p><b>Does the corporate governance section of the <b>annual report</b>:</b></p> <ol style="list-style-type: none"><li>1. State that the board structure is unitary (one tier)?<ul style="list-style-type: none"><li>- <i>Such statement is set out In Board of Directors' Report on pages 34 to 35 of Annual Report</i></li></ul></li><li>2. Define how frequently the board reassesses its charter?<ul style="list-style-type: none"><li>- <i>Included in the terms of reference of each charter</i></li><li>- <i>Please refer to <a href="https://rogers.mu/content/governance">https://rogers.mu/content/governance</a></i></li></ul></li><li>3. Identify and describe the status of every director (independent or non-independent, external or internal)?<ul style="list-style-type: none"><li>- <i>Such information is set out on page 36 of Annual Report</i></li></ul></li><li>4. Is there evidence that the board is “balanced”?<ul style="list-style-type: none"><li>- <i>Yes. Please refer to the category of directors and balance of skills set out on page 36 of the Annual Report</i></li></ul></li><li>5. Affirm that a sufficient number of directors do not have a relationship with the organisation?<ul style="list-style-type: none"><li>- <i>Same comment as point 4 above</i></li></ul></li><li>6. Affirm that a sufficient number of directors do not have a relationship with the majority shareholder?<ul style="list-style-type: none"><li>- <i>Same comment as point 4 above</i></li></ul></li><li>7. Provide an explanation if a board has less than two independent directors?</li></ol>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

- *The Board currently consists of 3 independent directors*
- 8. Provide the criteria the board employed to determine its sufficient size and composition?
  - *Please refer to the category of directors and balance of skills set out on page 36 of the Annual Report*
- 9. Identify the directors who ordinarily reside in Mauritius?
  - **N.B:** *All directors reside in Mauritius.*
  - *Please refer to the category of directors and balance of skills set out on page 36 of the Annual Report*
- 10. Identify the gender balance on the board?
  - *Please refer to the category of directors and balance of skills set out on page 36 of the Annual Report*
- 11. Disclose the attendance record of directors at board meetings?
  - *Such information is set out on page 37 of Annual Report*
- 12. Identify by name the chairperson, chief executive, the chairpersons and members of board committees?
  - *Such information is set out from pages 25 to 27 of Annual Report*
- 13. Identify by name the company secretary?
  - *Such information is set out on page 27 of Annual Report*
- 14. Provide for every director, the details of each external and internal directorship that he or she holds in other organisations? The details should include the name of company and type of directorship held.
  - *Please refer to <https://rogers.mu/content/board-directors>*
- 15. Define the roles and responsibilities of each board committee?
  - *Such information is available on <https://rogers.mu/content/governance>*
- 16. State the number of members of each committee?
  - *RMAC members: 3*
  - *CGC members: 4*
- 17. State the number of independent members?

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<ul style="list-style-type: none"> <li>- <i>RMAC members: 3 (2 out of 3 are independent)</i></li> <li>- <i>CGC members: 4 (3 out of 4 are non-executive)</i></li> </ul> <p>18. State the name of each committee chairperson and the names of the other members?</p> <ul style="list-style-type: none"> <li>- <i>Such information is set out on pages 25 to 27 of Annual Report</i></li> </ul> <p>19. State the attendance record of all members at committee meetings?</p> <ul style="list-style-type: none"> <li>- <i>Such information is set out on page 37 of Annual Report</i></li> </ul> <p>20. Define how frequently the board reassesses the charter of each committee?</p> <ul style="list-style-type: none"> <li>- <i>Such exercise is carried out on an annual basis for each committee.</i></li> </ul>
<p><b>Principle 3: Director’s Appointment Procedures</b></p>	<p><b>The Annual Report</b> - Does the corporate governance section of the annual report:</p> <ol style="list-style-type: none"> <li>1. State that the board assumes the responsibilities for succession planning? <ul style="list-style-type: none"> <li>- <i>The Board is looking for an experienced external consultant to conduct the individual director evaluation. It is expected that the succession planning will also be addressed to during this exercise.</i></li> </ul> </li> <li>2. Affirm that a succession plan has been developed? <ul style="list-style-type: none"> <li>- <i>Same comment as point 1 above</i></li> </ul> </li> <li>3. State that the board assumes the responsibilities for the appointment of directors to the board? <ul style="list-style-type: none"> <li>- <i>Please refer to the nomination process set out on page 38 of the Annual</i></li> </ul> </li> <li>4. State that the board assumes the responsibilities for the induction of new directors to the board? <ul style="list-style-type: none"> <li>- <i>Such statement is set out In Board of Directors’ Report on pages 34 to 35 of Annual Report</i></li> </ul> </li> <li>5. Provide short biographies of each director that include experience, skills, expertise and continuing professional development? <ul style="list-style-type: none"> <li>- <i>Such information is set out on page 25 to 27 of Annual Report</i></li> </ul> </li> <li>6. Affirm that all new directors participate in an induction and orientation process?</li> </ol>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<ul style="list-style-type: none"> <li>- <i>Such statement is set out In Board of Directors’ Report on pages 34 to 35 of Annual Report</i></li> </ul> <p>7. State that the board has reviewed the professional development and ongoing education of directors?</p> <ul style="list-style-type: none"> <li>- <i>On 23 February 2018, the directors attended a training workshop facilitated by Dr Chris Pierce on the Code set out In Board of Directors’ Report on pages 34 to 35 of Annual Report</i></li> </ul> <p><b>The website</b> - Does the corporate governance section of the website:</p> <p>8. Provide details of the nomination and appointment process?</p> <ul style="list-style-type: none"> <li>- <i>Please refer to <a href="https://rogers.mu/content/board-directors">https://rogers.mu/content/board-directors</a></i></li> </ul> <p>9. Provide short biographies of each director that include experience, skills, expertise and continuing professional development?</p> <ul style="list-style-type: none"> <li>- <i>Such information is set out in the Annual Report which is available on <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></li> </ul> <p>10. Provide a short biography of the company secretary that includes experience, skills, expertise and continuing professional development?</p> <ul style="list-style-type: none"> <li>- <i>Same comment as point 9 above</i></li> </ul>
<p><b>Principle 4: Directors’ Duties, Remuneration and Performance</b></p>	<p><b>The Annual Report</b> - Does the corporate governance section of the annual report:</p> <p>1. Affirm that the directors are aware of their legal duties?</p> <ul style="list-style-type: none"> <li>- <i>Such statement is set out In Board of Directors’ Report on pages 34 to 35 of Annual Report</i></li> </ul> <p>2. Affirm that the board regularly monitors and evaluates compliance with its code of ethics?</p> <ul style="list-style-type: none"> <li>- <i>The group’s Code of Ethics was reviewed during the year. On an annual basis, an update on complaints received are given to the Corporate Governance Committee.</i></li> </ul> <p>3. State that the company secretary maintains an interests register?</p> <ul style="list-style-type: none"> <li>- <i>Yes and this is set out in the position statement of the Company Secretary, which is available on the website.</i></li> </ul> <p>4. State that the interests register is available to shareholders upon written request to the company secretary?</p> <ul style="list-style-type: none"> <li>- <i>Yes, the interests register is available to shareholders in line with S 226 (2) (d) of the Companies Act 2001</i></li> </ul>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>5. Affirm that all conflicts-of-interest and related-party transactions have been conducted in accordance with the conflicts-of-interest and related-party transactions policy and code of ethics?</p> <ul style="list-style-type: none"><li>- <i>For the year under review, instances where directors were conflicted, same were duly noted and conflicts of interest arising from transactions were effectively managed using the same process as for Related Party Transaction process.</i></li><li>- <i>The related party transactions approved by the Board using the Related Party Transaction process for the year under review are set out in the Board of Directors' Report on pages 34 to 35</i></li></ul> <p>6. Affirm that an information policy exists?</p> <ul style="list-style-type: none"><li>- <i>The Board has approved an overview of the Information Policy, which includes also aspects relating to Information Security and Technology Policy (the 'IT Policy'). It is currently working on the contents of such IT policy.</i></li></ul> <p>7. Affirm that an information technology policy exists?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 6 above</i></li></ul> <p>8. Affirm that an information security policy exists?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 6 above</i></li></ul>
	<p>9. Describe how the board oversees information governance?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 6 above</i></li></ul> <p>10. Identify any restrictions placed over the right of access to information?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 6 above</i></li></ul> <p>11. Discuss how the organisation monitors and evaluates significant expenditures on information technology?</p> <ul style="list-style-type: none"><li>- <i>Same comment as point 6 above</i></li></ul> <p>12. State the remuneration policy?</p> <ul style="list-style-type: none"><li>- <i>Such statement is set out on page 37 of Annual Report</i></li></ul>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>13. State the rationale for any changes? - <i>N/A</i></p> <p>14. Affirm that the board or a specified committee has reviewed the adequacy of directors' and senior executives' remuneration? - <i>The Corporate Governance Committee, acting as Remuneration Committee, approves each year the sum total of bonuses payable to senior executives as well as salary increases.</i></p> <p>15. Distinguish between executive and non-executive remuneration? - <i>Same comment as point 12 above</i></p> <p>16. Affirm that the board or a specified committee has reviewed the form of that remuneration of directors' and senior executives' remuneration? - <i>The CGC, acting as Remuneration Committee reviewed and approved the remunerations of senior executives on an annual basis.</i> - <i>With regard to remuneration of directors (excluding executive directors), same was last reviewed and approved in 2012.</i></p> <p>17. Explain the proportions of fixed and variable remuneration? - <i>Same comment as point 12 above</i></p> <p>18. Provide details of any long-term incentive plans? - <i>N/A</i></p> <p>19. Describe any link between executive remuneration and company performance? - <i>Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report</i></p> <p>20. Provide details of the remuneration paid to each individual director? - <i>Same comment as point 12 above</i></p>
--	--



## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

21. Provide assurance that the non-executive directors have not received remuneration in the form of share options or bonuses associated with organisational performance?  
- *Same comment as point 12 above*
22. Note when an evaluation of the effectiveness of the board, its committees and its individual directors was conducted?  
- *The Board resolved that no board evaluation be conducted for the financial year ended 30 June 2018. Such exercise will be carried out in the second quarter of financial year 2018/2019. Furthermore, The Board is looking for an experienced external consultant to conduct the individual director evaluation.*
23. State whether an independent board evaluator was employed and, if so, how the evaluator was appointed and name the person or body responsible for the conduct of the evaluation within the organisation?  
- *Same comment as point 22 above*
24. Outline the evaluation methods employed by the independent external evaluator (e.g., questionnaire, survey, interviews, or observation or a combination of methods)?  
- *Same comment as point 22 above*
25. Identify significant actions to be taken as a result of the evaluation?  
- *Same comment as point 22 above*
- The website** - Does the corporate governance section of the website:
26. Disclose the code of ethics?  
- *Please refer to <https://rogers.mu/content/policies>*
27. Publish the conflicts of interest and related party transactions policy?  
- *The Board is working on a conflict of interest policy. With regard to the related party transactions process is available on <https://rogers.mu/content/board-directors>*
28. Disclose the information policy?  
- *The Board has approved an overview of the Information Policy, which includes also aspects relating to Information Security and Technology Policy (the 'IT Policy'). It is currently working on the contents of such IT policy.*

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<ul style="list-style-type: none"> <li>- <i>The overview of the IT Policy is available on <a href="https://rogers.mu/content/policies">https://rogers.mu/content/policies</a></i></li> </ul> <p>29. Disclose the information technology policy?</p> <ul style="list-style-type: none"> <li>- <i>Same comment as point 28 above</i></li> </ul> <p>30. Disclose the information security policy?</p> <ul style="list-style-type: none"> <li>- <i>Same comment as point 28 above</i></li> </ul>
<p><b>Principle 5: Risk Governance and Internal Control</b></p>	<p>Does the annual report:</p> <ol style="list-style-type: none"> <li>1. State that the board is responsible for the governance of risk? <ul style="list-style-type: none"> <li>- <i>Yes, Section 2.3</i></li> </ul> </li> <li>2. State that the board is responsible for determining the nature and extent of the principal risks it is willing to take in achieving its strategic objectives? <ul style="list-style-type: none"> <li>- <i>Not directly stated. But included within the table set out at Section 3.2</i></li> </ul> </li> <li>3. Outline the structures and processes in place for the identification of risk? <ul style="list-style-type: none"> <li>- <i>Yes, Section 2.1</i></li> </ul> </li> <li>4. Outline the structures and processes in place for management of risk? <ul style="list-style-type: none"> <li>- <i>Yes, Section 2.1</i></li> </ul> </li> <li>5. Describe the methods by which the directors derive assurance that the risk management processes are in place and are effective? <ul style="list-style-type: none"> <li>- <i>Yes, Section 2.2</i></li> </ul> </li> <li>6. Describe each of the principal risks and uncertainties faced by the organisation and the way in which each is managed? <ul style="list-style-type: none"> <li>- <i>Yes, Section 3.2</i></li> </ul> </li> </ol>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

- |  |  |
|--|--|
|  | <p>7. Identify and discuss the risks that threaten the business model?<br/>- <i>Yes, Section 3.2</i></p> <p>8. Identify and discuss the risks that threaten future performance?<br/>- <i>Yes, Section 3.2</i></p> <p>9. Identify and discuss the risks that threaten solvency and liquidity of the organisation?<br/>- <i>Yes, Section 3.2</i></p> <p>10. Affirm that the board or an appropriate board committee has monitored and evaluated the company's strategic risk?<br/>- <i>Yes, Section 1</i></p> <p>11. Affirm that the board or an appropriate board committee has monitored and evaluated the company's financial risk?<br/>- <i>Yes, Section 1</i></p> <p>12. Affirm that the board or an appropriate board committee has monitored and evaluated the company's operational risk?<br/>- <i>Yes, Section 1</i></p> <p>13. Affirm that the board or an appropriate board committee has monitored and evaluated the company's compliance risk?<br/>- <i>Yes, Section 1</i></p> <p>14. Assure that by direction of the board or an appropriate board committee management has developed and implemented appropriate frameworks and effective processes for the sound management of risk?<br/>- <i>Yes, Section 2</i></p> |
|--|--|

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>15. Outline the systems and processes in place for implementing, maintaining and monitoring the internal controls? - <i>Yes, Section 2.2</i></p> <p>16. Describe the process by which the board derives assurance that the internal control systems are effective? - <i>Yes, Section 2.2</i></p> <p>17. Identify any significant areas not covered by the internal controls? - <i>Yes, Section 2.2</i></p> <p>18. Acknowledge any deficiencies in the organisation’s system of internal controls? - <i>None for the year as stated in section 2.2 Internal audit</i></p> <p>19. Acknowledge any risks in the organisation’s system of internal controls? - <i>Yes, regrouped under high risk areas (internal audit section) on Section 2.2</i></p> <p>20. Report on whistle-blowing rules and procedures? - <i>Yes, other matters – table of last page</i></p>
<p><b>Principle 6: Reporting with Integrity</b></p>	<p><b>The Annual Report</b> - Does the annual report:</p> <p>1. Affirm that the board is responsible for the preparation of accounts that fairly present the state of affairs of the organisation? - <i>Such affirmation is set out in the Directors’ Report on page 88 of Annual Report</i></p> <p>2. State that the accounts adhere to international accounting standards? - <i>Such statement is set out in the Directors’ Report on page 88 of Annual Report</i> If there has been any departure, it must be disclosed, explained and quantified. Any material uncertainties should be identified. - <i>N/A</i></p>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

3. State that the annual report is published in full on the organisation's website?  
- *Such affirmation is set out in the Inside Cover of Annual Report*
  4. Assess the organisation's financial, environmental, social and governance position performance and outlook.  
- *Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report*
  5. Provide a Governance Report.  
- *This is not a mandatory requirement. However, the National Code of Corporate Governance has been fully adhered to. Please refer to the Board of Directors' Report and Governance section.*
- The website** - Does the corporate governance section of the website:
6. List Annual General Meeting (AGM) question and answers?  
- *Yes. Please refer to <https://rogers.mu/content/investors>*
  7. Contain the Annual Report and Accounts?  
- *Yes. Please refer to <https://rogers.mu/content/investors>*
  8. Contain the board and committee charters?  
- *Yes. Please refer to <https://rogers.mu/content/governance>*
  9. Contain the Code of Ethics?  
- *Yes. Please refer to <https://rogers.mu/content/policies>*
  10. Provide details of the board/governance structure?  
- *Yes. Please refer to <https://rogers.mu/content/governance>*
  11. Provide details of Dividends (if applicable)?  
- *Yes. Please refer to <https://rogers.mu/content/investors>*
  12. Allow Email alerts and RSS feeds?  
- *No*

SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>13. Contain financial highlights?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p> <p>14. Provide details of the governance structure?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/governance">https://rogers.mu/content/governance</a></i></p> <p>15. Contain investor presentations (if applicable)?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p> <p>16. Publish newsworthy items?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/news-press-quit-press-release">https://rogers.mu/content/news-press-quit-press-release</a></i></p> <p>17. Provide notice of the Annual General Meeting?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p> <p>18. Provide results of Voting at the Annual General Meeting?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p> <p>19. Provide updated share price (if applicable)?  - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p> <p>20. Provide webcasts (if applicable)?  - <i>N/A</i></p>
<p><b>Principle 7: Audit</b></p>	<p><b>Does the annual report:</b></p> <p>1. Confirm the existence or otherwise of an internal audit function?  - <i>Yes, Section 2.2</i></p> <p>2. For companies without such a function, does the board provide reasons and an indication of the frequency with which the company assesses the need to establish an internal audit function and the date of the last such review?  - <i>N/A</i></p>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>3. State that internal audit reports regularly to the audit committee?  <i>- Yes, Section 2.2 (Internal Audit Section)</i></p> <p>4. Describe the areas, systems and processes covered by internal audit (including any nonfinancial matters)?  <i>- Yes, Section 2.2 (Internal Audit Section)</i></p> <p>5. Identify any significant areas not covered (including joint ventures, subsidiaries and associates)?  <i>- Yes, Section 2.2 (Internal Audit Section)</i></p> <p>6. Describe how the internal audit function maintains its independence and objectivity?  <i>- Yes, Section 2.2 (Internal Audit Head of IA&amp;RM reports to the chairman of the RMAC)</i></p>
	<p>7. Identify any restrictions placed over the right of access by internal audit to the records of the organisation?  <i>- Already reported in Section 2.2</i></p> <p>8. Identify any restrictions placed over the right of access by internal audit to the management of the organisation?  <i>- Already reported in Section 2.2</i></p> <p>9. Identify any restrictions placed over the right of access by internal audit to the employees of the organisation?  <i>- Already reported in Section 2.2</i></p> <p>10. State that the structure, organisation and qualifications of the key members of the internal audit function are listed on the organisation’s website?  <i>- Yes, Section 2.2</i></p> <p>11. Describe the financial literacy or expertise of the members of the audit committee, if applicable?  <i>- Yes, Section 1.1</i></p> <p>12. Identify the significant issues that the audit committee considered in relation to the financial statements?  <i>- Yes, Section 2.2 (External Audit)</i></p>

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p>13. Describe how significant issues that the audit committee considered in relation to the financial statements were addressed? - <i>Yes, Section 2.2</i></p> <p>14. Outline the approach taken to appoint or reappoint the external auditor? - <i>Yes, Section 1.1 (External Audit)</i></p> <p>15. Affirm that the audit committee has discussed accounting principles with the external auditor? - <i>Yes, Section 1.1</i></p> <p>16. Disclose whether the audit committee has met regularly with the external auditor without management present? - <i>Yes, Section 1.1</i></p> <p>17. Describe the assessment of the effectiveness of the external audit process? - <i>Yes, Section 1.1 (External Audit)</i></p> <p>18. Provide information on the length of tenure of the current audit firm and when a tender was last conducted? - <i>Yes, Section 1.1 (More than 7 years)</i></p> <p>19. Provide information on non-audit services and the amount paid for each non-audit service? - <i>Not in Risk Management Section – such information is included in statutory section of the Annual Report</i></p> <p>20. Explain how the auditor’s objectivity and independence are safeguarded if the external auditor provides non-auditing services? - <i>Same comment as point 19 above</i></p>
--	--



## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

<b>Principle 8: Relations with Shareholders and Other Key Stakeholders</b>	<b>Annual Report</b> - Does the annual report: <ol style="list-style-type: none"><li>1. Identify those shareholders that hold a significant percentage of total shares in the organisation? - <i>Please refer to the Shareholding Structure on page 10 of Annual Report</i></li><li>2. Identify the organisation's key stakeholders? - <i>Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report</i></li><li>3. Explain how the organisation has responded to the reasonable expectations and interests of its key stakeholders. - <i>Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report</i></li><li>4. Affirm that relevant stakeholders have been involved in a dialogue on its organisational position? - <i>Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report</i></li><li>5. Affirm that relevant stakeholders have been involved in a dialogue on its organisational performance and outlook? - <i>Please refer to Stakeholder Engagement's section from page 14 to 17 of Annual Report</i></li><li>6. Affirm that the organisation will hold an annual general meeting? - <i>Yes. Notice of Annual Meeting of Shareholders, Proxy and Corporate Resolution are included in the Annual Report</i></li></ol>
--	---

## SCORECARD – IN COMPLIANCE WITH CODE OF CORPORATE GOVERNANCE

	<p><b>General Meetings</b> - Does the board:</p> <p>7. Provide sufficient notice of the annual meeting and other shareholder meetings? - <i>Yes. Mailing of Notice for Annual Meeting of Shareholder and other Shareholder meetings are in accordance with the provisions of the Constitution of the Company and The Companies Act 2001.</i></p> <p>8. Is shareholder attendance at the annual meeting and their opportunity to provide questions encouraged? - <i>Yes. Please refer to the FAQ section set out from pages 162 to 163 of the Annual Report.</i></p> <p>9. Provide appropriate papers for the annual meeting and other shareholder meetings? - <i>Yes. Notice of Annual Meeting of Shareholders, Proxy and Corporate Resolution are included in the Annual Report</i></p> <p>10. Publish votes at the annual meeting and other shareholder meetings on its website? - <i>Yes. Please refer to <a href="https://rogers.mu/content/investors">https://rogers.mu/content/investors</a></i></p>
--	--