



# ROGERS AND COMPANY LIMITED

## TERMS & CONDITIONS

### INDEPENDENT / NON EXECUTIVE DIRECTOR OF ROGERS

#### 1. APPOINTMENT

- Independent / Non-executive director of Rogers, either filling up a casual vacancy / appointed as an additional director on the Board of Rogers, stand for election / re-election as director at the forthcoming Annual Meeting of Shareholders of the Company.

#### 2. DUTIES

- Director will faithfully and diligently perform the duties normally performed by a director of a listed company incorporated under the laws of Mauritius.
- A comprehensive induction pack is forwarded to newly appointed director who is encouraged to contact the Company Secretary of Rogers for additional information.

#### 3. BENEFITS

- Independent / Non-executive director of Rogers perceive the following directors' fees:
  - (a) a basic monthly fee of Rs 15,000/- (Fifteen Thousand Rupees Only); and
  - (b) an attendance fee of Rs 40,000/- (Forty Thousand Rupees Only) per scheduled board meeting.

#### 4. TIME COMMITMENT

- Time commitment of two to four hours per board meeting.
- Expected to spend time reading the Board pack ahead of each meeting.
- Consult with the Chairman before accepting additional commitments that might affect the time able to devote to the role as [an independent / a non-executive] director of the Company.

#### 5. OUTSIDE INTERESTS

- Director who has business interests other than those of the Company acknowledge to declare any conflicts that are apparent at present.
- In the event that director become aware of any potential conflicts of interest, these should be disclosed to the Chairman and Company Secretary of Rogers as soon as possible.

#### 6. CONFIDENTIALITY

- All information acquired during appointment as director is confidential to the organisation and should not be released either during appointment or following termination, to third parties without prior clearance from the Chairman.

#### 7. INDEMNITIES AND INSURANCE

- A directors' and officers' liability insurance policy has been subscribed to and renewed by Rogers. The policy provides cover for the risks arising out of the acts or omissions of the Directors and Officers of Rogers Group. Fraudulent, malicious or willful acts or omissions are excluded in the insurance policy.

#### 8. BOARD COMMITTEES

- In the event that director is also asked to serve on one or more of the Board committees, the Company Secretary will write to director setting out the committee(s)'s terms of reference, any specific responsibilities and any supplementary fees that you may be entitled to.

#### 9. DATA PROTECTION

- Director consent to the Company for holding and processing information on self for legal, administrative and management purposes and in particular for the processing of any sensitive personal data (as defined in The Data Protection Act 2017).