

Governance at Rogers

SEM
Listed conglomerate on the Official List of The Stock Exchange of Mauritius Ltd

PIE
Public Interested Entity as defined by the Financial Reporting Act 2004

Sustainability
Listed on the SEM Sustainability Index ("SEMSI") since 2019

Property
Ascencia Limited ("Ascencia"), its retail property arm listed on the Official List

Logistics
Velogic Holding Company Limited ("Velogic"), its logistics arm recently listed on the Development & Enterprise Market ("DEM") of SEM

Served Markets
Operates within four Served Markets: FinTech, Hospitality, Property and Logistics

Governance
Applies the principles of The National Code of Corporate Governance for Mauritius (2016) (the "Code")

UN Global Compact
Signatory and compliant with the UN Global Compact since 2017

Statement of Compliance with the Code

For the year under review, Rogers complied with the eight principles of the Code.

The Board is satisfied that the Integrated Report and accounts of the Rogers Group as of 30 June 2022 are fair, balanced and understandable.

Introduction

As Rogers Group expands its operations, its governance framework is continuously reviewed and modernised by its Board and its Board Committees to ensure that the evolving governance framework supports effective decision-making, embeds a corporate culture aligned with its values and strategy, and fosters sustainable growth.

In 2008, given the size and nature of the business of **Ascencia**, the Board of Rogers resolved that two Board Committees, namely a Corporate Governance Committee ("**CGC**") and a Risk Management and Audit Committee ("**RMAC**"), be set up at the level of **Ascencia**.

Similarly, in 2018, given that the Fintech arm of the Group had grown considerably in size and that it had become a highly regulated sector, the Board of **Rogers** resolved to create a CGC and a RMAC at the level of **Rogers Capital Ltd.** ("**Rogers Capital**").

In 2021, the Board of **Rogers** approved the listing of **Velogic** on the **DEM** of **SEM**. The Board of **Velogic**, prior to its listing, reviewed its existing governance structure whereby its governance matters, as well as risk management, internal control, and audit matters, were overseen by the

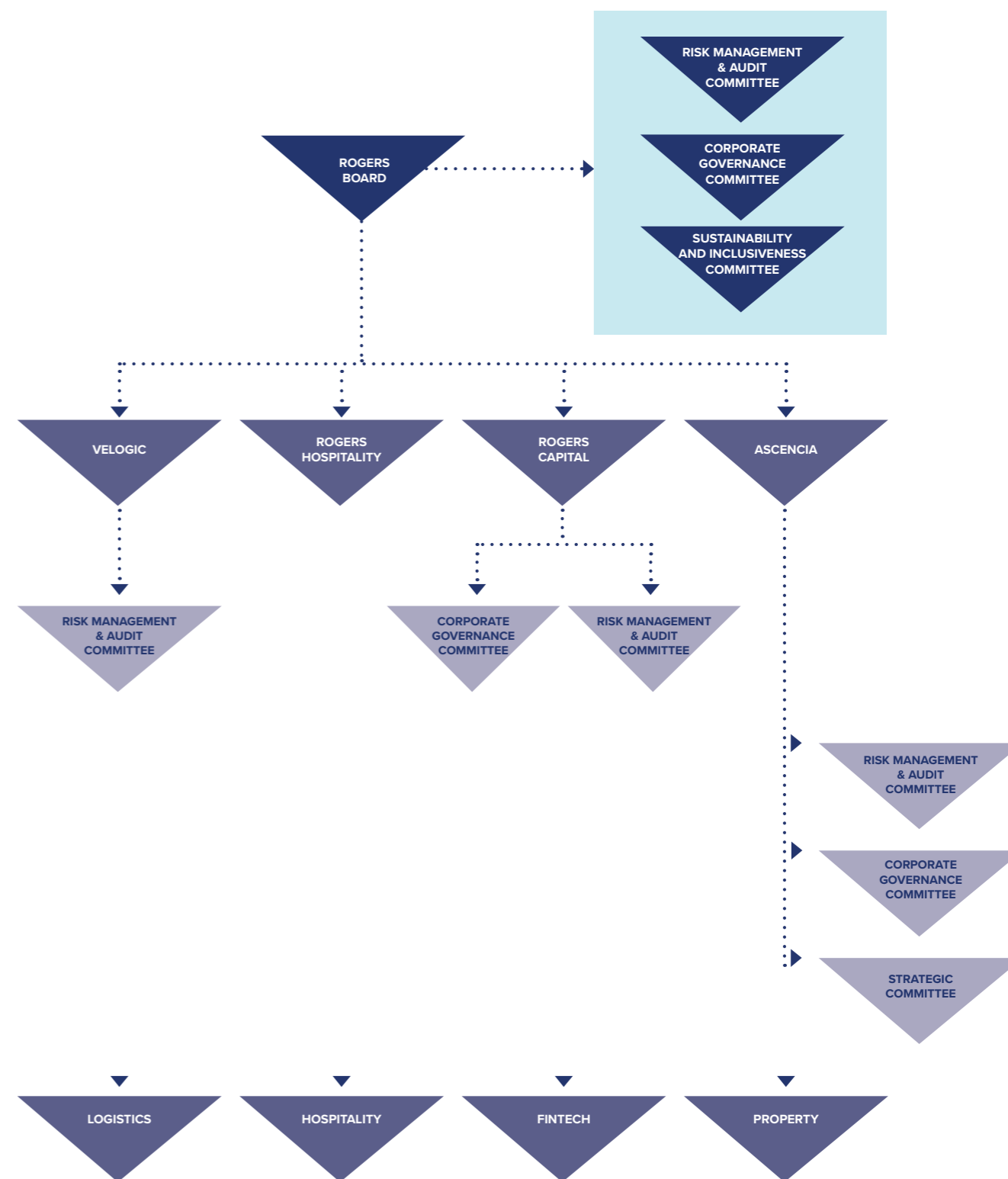
CGC and the RMAC of Rogers. In 2022, given the increasing size of the Velogic businesses, its Board resolved that it would set up its own RMAC. With regard to its governance structure, the Board of Velogic was of the view that it operates well with Rogers CGC, and there was no need to change same. The Board of Velogic further resolved that the Sustainability and Inclusiveness Committee ("**SIC**") of Rogers will continue to assist the directors of Velogic on Sustainability and climate change matters.

Linkages were created to ensure a good flow of information between the Rogers Board, its Committees and its listed arms (**Ascencia** and **Velogic**). For instance, the Chairman of **Rogers RMAC** has a standing invitation to attend the RMAC meetings of Rogers Capital and Ascencia.

With regard to **Velogic**, the Chief Finance Executive of Rogers (the "**CFE**"), who is in attendance at **Rogers RMAC**, namely Mr. Damien Mamet, has been appointed to the Board of Velogic. Moreover, the CEO of **Velogic** has a standing invitation to participate in the meetings of the **SIC** and **CGC** of **Rogers** relating to matters pertaining to Velogic. The Board Secretaries of Rogers and Velogic further coordinate to ensure the timely flow of information between the CGC and SIC of Rogers and the Board of Velogic.

1. Corporate Governance Framework of Rogers Group

The Board of Rogers is of the view that its Group's updated Governance Framework ensures that its Board is effective in both decision-making and maintaining oversight. The said framework is set out as follows:



2. Governance Framework at Company Level

The governance framework of Rogers at company level is as follows:

Documents approved by the Board are available on <https://www.rogers.mu/investors/corporategovernance>

- | | | |
|----------------|---|----------|
| Constitution | Charters of its RMAC, CGC and SIC | Policies |
| Board Charter | Membership of RMAC, CGC and SIC | |
| Code of Ethics | Position statements of key governance positions | |
- ▶ Data Protection Policy
 - ▶ Equal Opportunities Policy
 - ▶ Malpractice Reporting Policy
 - ▶ The Information, Information Technology & Information Security Policy

The Board

The Board's role is to ensure the long-term sustainable success of Rogers by setting its strategy through which value can be created and preserved for the mutual benefit of our shareholders, customers, team members, and the communities Rogers serves. Through thorough challenges to Management, the Board ensures the Group maintains effective risk management and internal control system.

- Profiles & Directorship**
List of Directors Pages 20-25
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Board committees which report to the Board at every meeting

The Board has delegated specific responsibilities to three key Board Committees. The **Risk Management and Audit** ("RMAC") and **Sustainability and Inclusiveness** ("SIC") Committees are chaired by Independent Non-Executive Directors, while the **Corporate Governance Committee** ("CGC") is chaired by the Chair of the Board, a Non-Executive Director.

RMAC

Assists the Board in its duties relating to risk management, safeguarding of assets, operating adequate systems, control processes and preparing accurate financial reports and statements in compliance with legal requirements and accounting standards.

CGC (also acting as Nomination and Remuneration Committees)

Assists the Board in its duties relating to corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate governance principles and practices.

SIC

Assists the Board in its duties to meet its responsibilities in relation to the Group's sustainability and inclusiveness guidelines.

Members (Up to 30 June 2022)

Vivian Masson (Chair)
Thierry Hugnin
Eric Espitalier-Noël

Jean-Pierre Montocchio (Chair)
Dr Guy Adam
Eric Espitalier-Noël
Philippe Espitalier-Noël

Deonanand Makoond (Chair)
Philippe Espitalier-Noël
Damien Mamet
Mehul Bhatt
Christian Nanon
Alexandre Piat
Cathy Hannelas
Audrey d'Hotman
Sandra Fayolle
Thierry Sauzier
Céline Guillot-Sestier

The CEO

Responsibility for developing and implementing the Group's strategy and overall commercial objectives rests with the CEO, who is supported by the Rogers Executive Team.

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Rogers Executive Team ("RET")

Profiles of RET
Pages 26-31

3. The Board

The Board of Rogers assumes responsibility for leading and managing the organisation in line with all legal and regulatory requirements. Rogers is headed by a unitary Board comprising 12 seasoned directors who are drawn from a wide range of industries and backgrounds with a good balance of skills to promote the long-term sustainable growth of the Group. The Board believes that the size and level of diversity of the Board and its Group Governance Framework are commensurate with the nature and complexity of Rogers Group operations.

For the year under review, the composition of the Board and the category of directors are set out on page 37 of the Integrated Report. On 30 June 2022, there were four Executive Directors, five Non-Executive Directors, and three Independent Non-Executive Directors who satisfied the criteria tests of Principle 2 of the Code. The number of directors sitting on the Board is in line with section 79 of the Constitution of Rogers, i.e., not less than 12 and not more than 15. Furthermore, all Directors reside in Mauritius.

The Chair of the Board is a Non-Executive Director. Although he is not an Independent Non-Executive Director, there are additional safeguards in place, as set out in the division of responsibilities between the roles of the Chair and the CEO as outlined on page 39. Furthermore, the Chair and CEO maintain regular dialogue outside the Boardroom to allow these responsibilities to be discharged effectively while also ensuring an adequate flow of information.

3.1 Board Committees

The Board has set up three key Board Committees, as seen in its framework on page 34. The **charters of these committees and their membership** are available at: <https://www.rogers.mu/investors/corporategovernance>

The composition of each Board Committee is designed around the following principles:

- ▶ ensure alignment between skill set and specific Committee responsibilities;
- ▶ prevent undue reliance on the capacity of any Director;
- ▶ and comply with the provisions of the Code.

Changes to the composition of the Board Committee are reviewed following changes made to the Board composition and succession or in response to formal review.

The CGC of Rogers is chaired by the Chair of the Board of Rogers, a Non-Executive Director - whilst the RMAC and SIC are chaired respectively by Independent Non-Executive directors of Rogers Board. Save for the CGC, the composition of the other Board Committees of Rogers meets the requirements of the Code.

On 10 August, 20 September, and 23 September 2022, the CGC, SIC and RMAC of Rogers respectively reviewed their terms of reference and noted that they had met their objectives.

The attendance at the Committee meetings for the year under review can be found on page 37.

3.2 Board Meetings

A timetable of scheduled Board meetings. Committee meetings and the annual meeting of shareholders is sent to Directors at least a year in advance. This is carried out purposely to set priorities and objectives for Board actions, allow Boards to protect the inclusion of strategy into their routines and avoid over-focus on historical, reporting or noting information.

In the ordinary course, six Board meetings are planned throughout the financial year to consider important corporate events and actions. Other ad hoc Board meetings are convened to discuss strategic, transactional and governance matters that arise. For the year under review, the **Board focus** is set out on page 40.

In circumstances where Directors are unable to attend a Board meeting, they have the opportunity to discuss any agenda items beforehand with the Chair, who subsequently represents those views at the meeting. During the year under review, all board meetings were carried out as hybrid meetings, allowing directors who were overseas at such time to participate.

The Chair leads the Board and is responsible for its overall effectiveness in directing the Rogers Group.

The Chair also sets the Board's agenda, ensures the Directors receive accurate, timely and clear information, promotes and facilitates constructive relationships and practical contribution of all the Executive and Non-Executive Directors and fosters a culture of openness and debate.

The Secretary supports the Board to ensure that it has the policies, processes, information, adequate time and resources required to function effectively. The Secretary supervises the preparation of the **Board pack** in collaboration with the CEO and CFE of Rogers. The Board Agenda and Board pack contain standing items such as a review of results and forecast, registers of floating charge and guarantee. The aim is to ensure that the information shared with the Board is of sufficient depth to facilitate debate and understand the content without becoming unwieldy and unproductive. In some instances, the preparer of the report is invited to attend meetings so the Board can gain a better understanding and question management directly.

The Board pack is then circulated to Directors at least five working days before the Board meeting. Directors are encouraged to liaise with the Senior Executives of Rogers should they have queries on matters contained in the Board pack, and they have the right to request independent professional advice at the expense of Rogers. No such advice was sought by any Director for the year under review.

At each Board meeting, the agenda ensures sufficient time for the Committee Chairs to report on the contents of discussions, any recommendations to the Board which require approval and the actions taken. Furthermore, if any Director has concerns about the running of the Group or a proposed course of action, they are encouraged to express those concerns, which are then minuted. There were no such concerns raised for the year under review.

Within ten days of the holding of the Board meetings, a draft set of **minutes and a 'to-do list'** are prepared by the Secretary and sent to the CEO for review before being circulated to Directors. After the Board meeting, the Secretary liaises with the executive and management team of Rogers to ensure that Board decisions are implemented.

3.3 Board Appointment

In consultation with the Nomination Committee, the Board reviews the adequacy and effectiveness of succession planning processes at Board and senior leadership levels within the Group.

When recruiting at the Board level, the Committee will consider the current Board Skills Matrix of the Directors of Rogers set out on page 41, the size of Rogers Group, its strategy, culture, geographical spread and its status as a listed company. Pursuant to the profile, the Nomination Committee will be mindful of the prospective candidates to be free from any conflicts of interest, the ability to allocate sufficient time to carry out their responsibilities effectively and who would have adequate understanding of the markets and business where Rogers is operating to understand the key trends and developments relevant for Rogers. The expected time commitment of the new Director is also considered. At this point, the existing external demands on an individual's time are assessed to confirm his/her capacity to take on the role.

The nomination process and appointment of directors are available on <https://www.rogers.mu/investors/corporategovernance>

Upon **appointment** to the Board and/or its Committees, a new Director receives an **appointment letter** and a comprehensive **induction pack**. The Terms and Conditions relating to the appointment of Non-Executive and Independent Non-Executive Directors (including contents of the induction pack) are available on Rogers' website at <https://www.rogers.mu/investors/corporategovernance>

The induction programme and orientation process are then organised and supervised by the CEO, the Secretary, and the Senior Executives of Rogers.

For the year under review and upon the recommendation of the Nomination Committee, the Board approved:

- (i) that no addition be made to the Board of Rogers given that the size of the Board and the skills set of directors were commensurate with the Group's businesses.
- (ii) that the current directors of Rogers offer themselves for election and re-election at the Annual Meeting of Shareholders of the Company, the Board is satisfied that each of the Directors standing for election or re-election continues to perform effectively, displays relevant skills and knowledge, and demonstrates a commitment to his or her role and to the Company's long-term success whilst having regard to broader stakeholder interests.
- (iii) the appointment of Mr. Arvin Halkhoree as the new Chief Legal and Compliance Executive of the Rogers Group.

Furthermore, Rogers is an equal opportunities employer whose policies and practices aim to create an environment that promotes equal opportunities for its team members across the Board. Similarly, the Board of Rogers ensured that such practice is in place for its subsidiaries' Boards. For the year under review, the Nomination Committee of Rogers ascertained that on the **gender front**, the four public interest subsidiaries of Rogers Group satisfied the minimum criteria of having at least one woman representative on their Boards.

3.4 Knowledge Development and Training

The environment in which Rogers operates is continually changing. Directors are constantly encouraged to **attend courses/seminars** to refresh their knowledge and to keep abreast of the latest developments relating to their duties, responsibilities, powers, and potential liabilities. The in-house Counsel or Company Secretary communicates regulatory and legislative updates as and when required.

During the year under review, the Listing Rules were amended twice. The implication of these amendments was communicated to the Board of Rogers, which noted that no additional reporting was to be made. Furthermore, there has been no amendment made to the Constitution of Rogers. A summary of the Constitution is available on:

<https://www.rogers.mu/investors/corporategovernance>

Furthermore, these updates are not solely reserved for legislative developments. In some instances, professional advisers or subject matter experts are invited to provide in-depth updates. On 15 September 2021, an interactive update working session to update on Cybersecurity was organised by Rogers Capital Technology Services Ltd. and attended by the following Directors of Rogers, namely:

- ▶ Ms Aruna Radhakeesoon
- ▶ Mr Philippe Espitalier-Noël
- ▶ Mr Damien Mamet
- ▶ Mr Ashley Coomar Ruhee
- ▶ Mr Hector Espitalier-Noël
- ▶ Mr Deonananand Makoond
- ▶ Mr Vivian Masson
- ▶ Dr Guy Adam

The session was also attended by the other Directors of the main Subsidiary Boards of Rogers. Discussion with peers, other sectors and individuals in different professional situations helps to develop broader perspectives and insights, which can translate into new debates within Board discussions.

A **Directors' and Officers' liability insurance policy** has been subscribed to and renewed by Rogers. The policy provides cover for the risks arising from the acts or omissions of the Directors and Officers of Rogers Group. The cover does not provide insurance against fraudulent, malicious, or willful acts or omissions. Furthermore, Rogers does not have any indemnities for the benefit of the External Auditor.

The Board approved a new **Code of Ethics** in 2018 (the "Code of Ethics"). It offers guidance to all directors and employees of the Group on ethical standards and behaviours acceptable to the Group.

In line with the Code of Ethics and the Malpractice Reporting policy, the grievance mechanism allows for a complainant to report an alleged breach to his/her immediate superior or an appropriate senior manager. Management will then trigger the proper investigation, make recommendations, and apply sanctions if need be. The Group ensures that no prejudice whatsoever is caused to a complainant who reports a complaint on reasonable grounds. Channels of complaint are also open to stakeholders. All complaints are handled impartially and promptly by Management. The Group does not entertain anonymous complaints. There was no concern raised for the year under review.

3.5 Remuneration of Directors and Senior Executives

The CGC of Rogers, acting as Remuneration Committee, oversees the fees paid to Directors as well as the salary package and bonuses of senior executives of Rogers. The fees paid to the directors of Rogers were last reviewed in December 2012. The Remuneration Committee reviews the salary package and bonuses of the senior executives of Rogers yearly to ensure that they remain competitive as part of the talent retention strategy of the Group.

The Remuneration of Independent Non-Executive Directors and Non-Executive Directors comprises a **basic monthly fee and an attendance fee**. The Committee members are paid a monthly fee and the Chair of the Board and Chairmen of the Committees are paid a higher monthly fee.

As a general principle, the Executive Directors of Rogers are not remunerated any Directors' fees for serving on the Boards of the subsidiaries of Rogers. Save for Messrs. Hector Espitalier-Noël and Eric Espitalier-Noël, the other Non-Executive Directors of Rogers are not remunerated any Directors' fees for serving on the Boards of the subsidiaries of Rogers. For the year under review, Messrs. Hector Espitalier-Noël and Eric Espitalier-Noël each perceived a Director's fee of MUR 101,250 and MUR 57,500 arising from their respective directorships of Agria Limited and Case Noyale Limitée.

The **Composition and attendance of Board meetings, Committee meetings, and Meetings of Shareholders**, as well as the individual **Remuneration and Benefits** of directors from **01 July 2021 to 30 June 2022**, are set out in the following table.

Directors	Category	Board	Corporate Governance Committee ("CGC")	Risk Management & Audit Committee ("RMAC")	Sustainability and Inclusiveness Committee ("SIC")	Meetings of Shareholders		Remuneration and Benefits (in MUR)
						Annual Meeting of Shareholders ("AMS")	Special Meeting of Shareholders ("SMS")	
Dr Guy Adam	NED	8/10	4/4	n/a	n/a	1/1	1/1	530,000.00
Eric Espitalier-Noël	NED	6/8	4/4	5/7	n/a	0/1	0/1	540,000.00
Gilbert Espitalier-Noël	NED	8/8	n/a	n/a	n/a	1/1	1/1	380,000.00
Hector Espitalier-Noël	NED	4/8	n/a	n/a	n/a	0/1	0/1	300,000.00
Philippe Espitalier-Noël	ED	8/8	4/4	n/a	1/1	1/1	1/1	16,474,721.42
Thierry Hugin	INED	8/10	n/a	7/7	n/a	1/1	1/1	530,000.00
Damien Mamet	ED	9/9	n/a	n/a	1/1	1/1	1/1	8,853,507.48
Jean-Pierre Montocchio	NED	10/10	4/4	n/a	n/a	1/1	1/1	930,000.00
Deonanan Makoond	INED	10/10	n/a	n/a	1/1	1/1	1/1	380,000.00
Vivian Masson	INED	9/10	n/a	7/7	n/a	1/1	1/1	610,000.00
Aruna Radhakeesoon*	ED	8/8	n/a	n/a	n/a	0/1	1/1	8,692,864.96
Ashley Coomar Ruhee	ED	8/8	n/a	n/a	n/a	1/1	0/1	10,018,153.44

INED: Independent Non-Executive Director **NED:** Non-Executive Director **ED:** Executive Director

*ED up to 30 June 2022 and NED from 01 July 2022.

3.6 Board and Individual Evaluation

The last Board evaluation was carried out in 2020. An internal assessment was carried out, where the positive observations were well received. In the spirit of continuous improvement, the Board was pleased to hear about areas to work on for improvements. The findings thereof were imparted in the 2020 report and the action points implemented were shared in the 2021 report.

Furthermore, the Board resolved to carry out its next Board, Committee and individual director evaluation in the financial year ending 2023 as the need of the hour is to have an effective and steward Board to overcome the health and economic challenges, including the ongoing pandemic situation, with a right attitude.

4. Managing Conflicts of Interest and Related Party Transactions

Conflicts of interest and related party transactions are inevitable in today's sophisticated finance world and a sizeable group like Rogers. The Group has thus developed transparent processes to tackle both matters. The **Related Party Transaction process ("RPT")** of Rogers is available on the website of Rogers at <https://www.rogers.mu/investors/corporategovernance>

For the year under review, the Board of Rogers approved two related party transactions as set out in the following table. The percentage ratios for the said related party transactions did not exceed the five per cent and ten per cent threshold set out in the Listing Rules, whether singly or on a cumulative basis, respectively.

The Secretary further maintains a conflict of interest register which records all potential or actual conflicts of interest arising when directors perform their duties. The Secretary notes down any instances where the directors of Rogers are conflicted. As of 30 June 2022, the following directors were conflicted, and the table below shows how the conflict situation was managed.

Name of Director	Conflict situation	Action taken
Mr. Philippe Espitalier-Noël	The acquisition of a 50% stake by Ascencia, a subsidiary of Rogers in The Beau Vallon Shopping Mall Ltd, from EnAtt Limited, a subsidiary of ENL Property Ltd, in turn, a subsidiary of ENL Limited.	The transaction and valuation were reviewed by the Non-Executive and Independent Non-Executive Directors. Furthermore, the conflicted Directors did not attend such a Board meeting, where the proposed transaction and valuation were discussed and approved.
Mr. Hector Espitalier-Noël		
Mr. Gilbert Espitalier-Noël		
Mr. Eric Espitalier-Noël	The disposal by Ascencia of two plots of freehold land of an extent of 4,883.18m ² and 6,707.11m ² at Bagatelle and a building thereon to Ensport Limited, an indirect subsidiary of ENL Limited.	The transaction and valuation were reviewed by the Non-Executive and Independent Non-Executive Directors. Furthermore, the conflicted Directors did not attend such a Board meeting, where the proposed transaction and valuation were discussed and approved.

The Secretary also maintains an interest register which records the directors' dealings in the shares of Rogers, which is available upon request from the Company Secretary.

5. Our Shareholders

The shareholding structure of Rogers is set out on page 129. Rogers values open and effective communication with its shareholders.

The notice of shareholders' meetings is sent at least 21 days before the scheduled meetings. There is a shareholders' question time at the end of such notice to allow shareholders to engage with the Board and Management on the resolution put to the vote. The external auditors are also invited to the Annual Meeting of Shareholders. They are entitled to address the meeting on any part of the business of the meeting which concerns them as auditors.

At its physical Annual and Special Meetings of Shareholders held on 29 March and 06 May 2022, all resolutions were approved by a simple majority by show of hands.

Any query raised by shareholders and replies made by the Board or Management is minuted. These minutes of proceedings are available free of charge upon request made to the Company Secretary.

Information on the Notice of Meetings of Shareholders, subsequent proxy reports, and voting results relating to such meetings are available in the 'shareholders corner' on <https://www.rogers.mu/investors/corporategovernance>

6. Stakeholder Engagement

Stakeholder engagement is an important consideration for Rogers. For more details on same, please refer to pages 52-55 of the Integrated Report.

7. Risk Management Section, including Audit

Please refer to pages 112-125 of the Integrated Report.

Division of Responsibilities

	Responsibilities
Chair and Non-Executive Director Jean-Pierre Montocchio	<ul style="list-style-type: none"> ▶ Responsible for the effective running of the Board and ensure it is appropriately balanced to deliver the Group's strategic objectives ▶ Promote a boardroom culture that enables transparency, debate, challenge, and performance ▶ Ensure that the Board as a whole participates in the development of strategy ▶ Ensure effective engagement and coordination between the Board, its shareholders, and other key stakeholders
Independent Non-Executive Directors Vivian Masson Thierry Hugnin Deonanan Makoond	<ul style="list-style-type: none"> ▶ Constructively challenge and assist in the development of strategy ▶ Monitor the delivery of strategy by the Executive Committee within the risk and control framework set by the Board, particularly during the Deep Dive meetings ▶ Satisfy themselves that internal controls are robust and that the External Audit is undertaken properly ▶ Have a key role in succession planning for the Board, together with the Board Committees and Chair ▶ Serve on various Committees of the Board
Non-Executive Directors Guy Adam Hector Espitalier-Noël Eric Espitalier-Noël Gilbert Espitalier-Noël	<ul style="list-style-type: none"> ▶ Provide constructive challenges to the Executives and help to develop proposals on strategy, and monitor performance ▶ Ensure that no individual or group dominates the Board's decision making ▶ Review the integrity of financial reporting and that financial controls and systems of risk management are adequate
Chief Executive and Executive Director Philippe Espitalier-Noël	<ul style="list-style-type: none"> ▶ Provide clear and visible leadership ▶ Execute the Group's strategy and commercial objectives together with implementing the decisions of the Board and its committees ▶ Keep the Chairman and Board abreast of important strategic issues facing the Group ▶ Manage the Group's risk profile and ensure actions are in line with the Board's risk appetite ▶ Investor relations activities, including effective and ongoing communication with stakeholders, including shareholders
Chief Finance Executive and Executive Director Damien Mamet	<ul style="list-style-type: none"> ▶ Provide financial leadership to the Group and align the Group's business and financial strategy ▶ His report is set out on pages 74-77 ▶ Responsible for financial planning and analysis, and treasury functions ▶ Present and report accurate and timely financial information ▶ Manage the capital structure of the Group effectively ▶ Investor relations activities, including communications with investors, alongside the Chief Executive Officer
Other Executive Directors Aruna Radhakeesoon* Ashley Coomar Ruhee	<ul style="list-style-type: none"> ▶ Support the Chief Executive in developing and implementing the strategy ▶ Oversee the day-to-day activities of the Group ▶ Develop business plans in collaboration with the Board ▶ Ensure that the policies and practices set by the Board are adopted at all levels of the Group ▶ Investor relation activities, including communications with investors, alongside the Chief Executive Officer
Company Secretary Sharon Ah Lin	<ul style="list-style-type: none"> ▶ Seasoned Chartered Secretary who serves the Board and its Committees ▶ Ensure information flows to the Board and its Committees ▶ Advise and keep the Board updated on Listing Rules requirements and corporate governance developments ▶ Facilitate a comprehensive induction for newly appointed Directors, tailored to their individual requirements and assist with their training and development, as required ▶ Ensure compliance with Board procedures and provides support to the Chair ▶ Co-ordinate the Board evaluation in conjunction with the Chair ▶ Responsible for communication with shareholders and the organisation of the meetings of shareholders

*Non-Executive Director as from 01 July 2022

Board Focus in 2021/2022

	2021				2022			
	August	September	November	December	January	March	May	June
Board and Committee/ Shareholders Updates	Board RMAC update*	Board	Board	Board RMAC update	Board RMAC, CGC** and SIC*** updates	Board RMAC and SIC updates Annual Meeting of Shareholders ("AMS")	Board RMAC and SIC updates Special Meeting of Shareholders ("SMS")	Board CGC update
Key Decisions	Approval of listing & offer for sale by Velogic	Related Party Transaction (details set out on page 38)	Interim Dividend	Investment Opportunity by Rogers Logistics Investment Holding Terms agreed for investor to acquire a stake in Rogers Capital	Audited Abridged Results for 30 June 2021 Annual Report 2021	Related Party Transaction (details set out on page 38) First quarter and Second quarter results Voting results of AMS	Strategic review by Rogers Capital Voting Results of SMS	Budget 2023 Strategy Update for the Group Final dividend

*Risk Management and Audit Committee
 ** Corporate Governance Committee
 ***Sustainability and Inclusiveness Committee

Board Skills Matrix

The Board skills matrix below represents some of the key skills that the Board has identified as particularly valuable to the effective oversight of the Company and towards the execution of its strategy. The matrix highlights the depth and breadth of skills of the Board.

