

**TERMS OF REFERENCE
OF THE STRATEGIC & INVESTMENT
FINANCING COMMITTEE OF
ROGERS AND COMPANY LIMITED
("ROGERS" OR THE "COMPANY")**

TERMS OF REFERENCE OF THE STRATEGIC & INVESTMENT FINANCING COMMITTEE OF ROGERS AND COMPANY LIMITED (“ROGERS” OR THE “COMPANY”)



1. OBJECTIVES

- 1.1 The Board of Directors is responsible for defining the long-term strategy of the Company and its subsidiaries while maintaining a prudent approach.
- 1.2 To fulfil this responsibility, the Board has delegated this responsibility to a working committee which shall be known as the “Strategic & Investment Financing Committee” or “SIFC” or the Committee and shall deal with pertinent and material matters relating to the investments / divestments to be made by the Company and its subsidiaries.
- 1.3 The primary purpose of the SIFC is to focus on the important projects and dimensions that can have an impact on the future performance of the company. The agreed strategy for the group and its monitoring will serve as a guide to ensure that they are consistent with the goals and objectives of the company, and the committee will evaluate would be opportunities and critical decisions that may arise.
- 1.4 The SIFC shall also be responsible but not limited to:
 - 1. Strategic Planning and Development:**
 - Review and contribute to the development of the Group’s long-term strategic plan.
 - Evaluate the optimum allocation of resources (financial, human, etc.) to support key strategic initiatives.
 - Identify and assess strategic opportunities and threats.
 - Evaluate opportunities proposed for innovation and growth within the Group.
 - Support and guide initiatives that drive innovation and business development.
 - 2. Investment and Financial Management:**
 - Evaluate potential investment opportunities, their attractiveness and alignment with the Group’s strategic goals.
 - Oversee the allocation of funds, and monitor debt level, and key target ratios.
 - Monitor investment performance.
 - Assess and manage the risks associated with investments/divestment and the impact on Rogers.
 - Review and propose required adjustments to the management fee structure payable across ENL and Rogers.
 - 3. Group Synergies and Resource Allocation:**
 - Assess and evaluate the opportunities available to mutualise services with ENL and its subsidiaries.
 - Evaluate and supervise key intercompany transactions that are being proposed.
 - Ensure optimal utilisation of resources for achieving strategic objectives.
 - Evaluate the optimum allocation of resources (financial, human, etc.) to support key strategic initiatives and performance maximization over the long term.
- 1.5 It is being understood that the terms of reference of the SIFC may be reviewed from time to time and when required, subject to the approval of the Board.
- 1.6 The SIFC shall not perform any management functions other than provided in these terms of reference and can also engage counsels or advisors for guidance on complex or controversial issues that may emerge.

2. MEMBERSHIP AND MEETINGS

- 2.1 The members of the SIFC shall consist of four members appointed by the Board. Any additional members may be appointed on the SIFC as approved by the Board.
- 2.2 The members of the SIFC shall elect a chairperson.
- 2.3 The Board shall have the power at any time to remove members of the SIFC and to fill any vacancies created by such removal.
- 2.4 The Company Secretary of the Company shall be the Secretary of the SIFC.
- 2.5 The SIFC may, if necessary, co-opt as members persons other than Directors of the Board. Such co-opt members should comprise of a minority on the Committee and subject to the approval of the Board of the Company.
- 2.6 The SIFC will meet at least 4 times yearly.
- 2.7 The quorum of the SIFC shall be a majority of members throughout the meeting.

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3. REMUNERATION

- 3.1 **Save for members employed by an entity of Rogers/ENL Group**, the members of the SIFC shall be paid such remuneration in respect of their appointment as shall be fixed by the Board.
- 3.2 Such remuneration shall be in addition to the annual fees payable to non-executive members of the Board of Directors of Rogers.

APPROVED BY THE STRATEGIC & INVESTMENT FINANCING COMMITTEE ON 07 MAY 2024.



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