

**ROGERS AND COMPANY LIMITED**

**TERMS OF REFERENCE  
- SUSTAINABILITY  
AND INCLUSIVENESS  
COMMITTEE**

Approved on 08 May 2020

1<sup>st</sup> Update on 25 October 2023

2<sup>nd</sup> Update on 09 February 2024

# TERMS OF REFERENCE - SUSTAINABILITY AND INCLUSIVENESS COMMITTEE



The Sustainability and Inclusiveness Committee (the “SIC” or the Committee) is a committee of the Board of Rogers and Company Limited (Rogers or the Group). These Terms of Reference set out the responsibilities delegated by the Board to the SIC and its objectives, authority, responsibilities, composition and operation.

## 1. OBJECTIVES

To make sustainability sustainable, the SIC has been set up to strengthen the governance structure and assist the Board of Rogers to operationalise the Group’s social responsibility, minimising its impact on the environment while fostering the growth of local communities, and maintaining the reputation of Rogers as one of the significant Mauritius listed companies with a strong international presence.

The six main objectives of the SIC to respond to climate change and achieve inclusive growth are:

- Shift the organisation to a low-carbon economy to consolidate resilient development;
- Engage in sustainable consumption and production, including a local agricultural value chain, through producer/importer and consumer responsibility to enhance and optimise resources and by-products;
- Protect our biodiversity and natural heritage through mindful development;
- Make our island safe, pleasant, and enhance cultural and historical heritage for the well-being of communities;
- Adopt inclusive development practices;
- Uphold workplace inclusiveness

## 2. FRAMEWORK

To achieve this, the SIC shall set up and oversee a framework which ensures that Rogers conducts its businesses responsibly, now and in the future, hence measuring the Group’s performance against a triple bottom line of prosperity, people and planet.

The SIC framework shall be as per below:

## SUSTAINABILITY & INCLUSIVENESS COMMITTEE (SIC)

### MEANINGFUL CHANGE

Acting as a vehicle for positive impact, we pave the way for meaningful change by creating prosperity while caring for each other and shaping a better future together.

VISION

#### CLIMATE ACTIONS

#### SOCIAL ACTIONS

##### ENERGY TRANSITION

- Energy usage with key focus on:
- Energy efficiency
  - Renewable Energy
  - Electric mobility

##### CIRCULAR ECONOMY

- Waste management and food value chains with key focus on:
- Waste generated
  - Diversion from landfill, recycling and reuse
  - Local and regional sourcing
  - Food security and Smart Agriculture practices

##### BIODIVERSITY

- Water usage & reduction and reforestation initiatives with key focus on:
- Water consumed
  - Water re-valorised
  - Terrestrial and marine ecosystems

##### VIBRANT COMMUNITIES

- Initiatives in the fields of:
- Arts & culture
  - Sports
  - Creativity
  - Neighbourhood aesthetics
  - Neighbourhood safety

##### INCLUSIVE DEVELOPMENT

- Poverty alleviation efforts in the fields of:
- Education
  - Employability & Entrepreneurship
  - Decent Housing
  - Health
  - Food & Nutrition

##### DIVERSITY & INCLUSION

- Policies, procedures and projects to internally ensure:
- Family friendly practices
  - Gender equality
  - Diversity & inclusion in recruitment and workplace practices
  - Support to vulnerable employees
  - Recruitment of persons living with disabilities
  - Upholding of Human Rights within the Group and its value chain

INPUTS & OUTPUTS

#### PEOPLE MOBILISATION

IMPACTS



Shift to a low-carbon economy



Sustainable consumption and production



Biodiversity regeneration



More liveable communities



Poverty alleviation



Workplace inclusiveness

GOALS

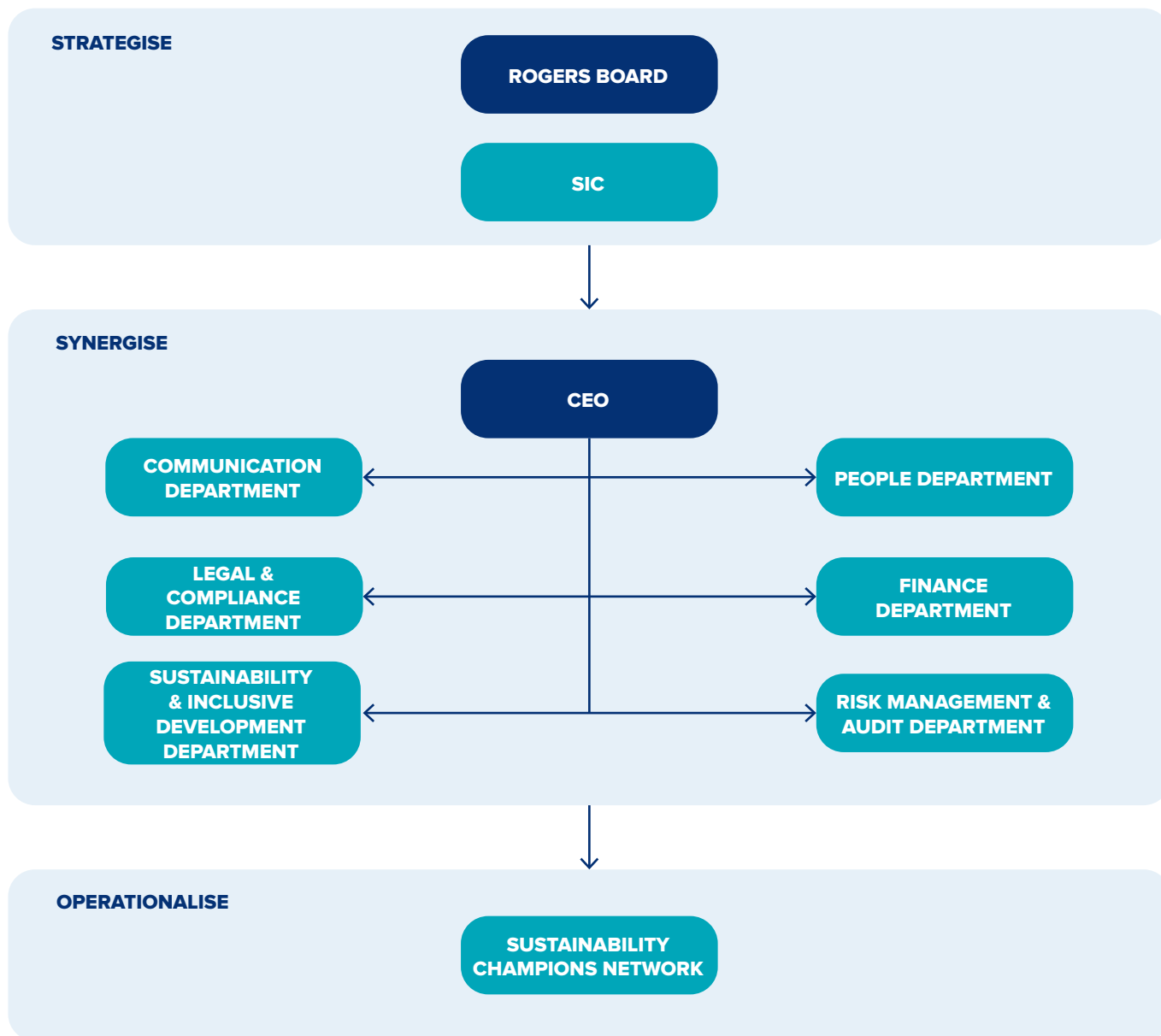
## PROSPERITY, PEOPLE, PLANET

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## 3. STRUCTURE FROM STRATEGY TO OPERATION

The SIC will have access to sufficient resources to carry out its duties, including services from the Secretariat, Legal, Finance, IT, People, Risk & Audit and Communication functions of the Group.





## 4. DUTIES AND RESPONSIBILITIES OF THE SIC

The SIC shall carry out the following duties and responsibilities:

- Spearhead the Sustainability and Inclusiveness (S&I) Strategy for the Group in an orientation consistent with the SIC framework, validating targets that are set.
- Ensure alignment and coherence to the coordinated S&I Strategy across the Group and that targets are met.
- Ensure that the activities of the Rogers Segments and of Rogers Foundation Ltd (the “RFL”) are in line with the SIC framework for the Group.
- Validate policies and practices that are directed towards opportunities for the development and well-being of Rogers’ employees and that of its stakeholders and the community.
- Ensure that the disclosure requirements with regards to S&I matters, whether in the annual report or other reports on an ongoing basis, are in accordance with the SIC framework, the principles of the Sustainable Development Goals (SDGs) of the United Nations and, IFRS guidelines.
- Support implementation of initiatives that shall improve the SEM Sustainability Index (SEMSI) of the Group.
- Validate and periodically review the S&I policies of Rogers and practices designed to minimise the Group’s impact on the environment, the climate and local communities.
- Recommend the implementation of structures, policies and procedures in alignment with the S&I framework for the Group, with the support of the People and Sustainability and Inclusive Development functions.
- Ensure that S&I initiatives and targets are reflected in the scorecard of all employees of the Group, with each Head of business units of the Group, with the support of the People function.
- Ensure that RFL acts in compliance with local laws and guidelines.

The SIC shall not perform any management responsibilities and will act in an advisory and oversight capacity.

Therefore, the SIC mandates the Sustainability & Inclusive Development Department (S&ID) to implement its decisions, monitor related activities across Rogers Segments and manage Rogers Foundation Ltd, under the leadership of the Chief S&ID Executive. The SIC further mandates the People Department to implement activities dedicated to Diversity and Inclusion, under the leadership of the Chief People Executive.

The SIC shall make appropriate recommendations to the Board on relevant and emerging S&I issues, including any potential support and investment towards meaningful projects.

The SIC will be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.

With regards to the SIC reviewing and making recommendations to the Board on the Group’s policies and performance in relation to the marketplace, and environmental, social and governance (ESG) considerations, the SIC is authorised at the Company’s expense, to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

The Chairman of the Committee shall, in addition to his or her remuneration as member, receive a further sum as determined by the Board.

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## 5. MEMBERSHIP

The composition of the SIC will be determined by the Board of Rogers and may change from time to time. The SIC will comprise of up to 11 members under the chairmanship of an independent director or non-executive director of Rogers. Mr. Deonanan (Raj) Makoond is the current Chairman of the Committee.

The SIC is currently comprised:

- Deonanan Makoond
- Philippe Espitalier- Noël
- Celine Guillot-Sestier
- Rebecca Espitalier- Noël
- Mickaël Apaya
- Mehul Bhatt
- Manish Bundhun
- Thierry Sauzier
- Axelle Mazery

## 6. SECRETARY

The Company Secretary, or his or her nominee, shall act as the Secretary of the SIC and will ensure that the SIC receives information and papers in a timely manner to enable the members of the SIC to take an informed decision on matters tabled for consideration and recommendation.

## 7. FREQUENCY OF MEETINGS

The SIC will meet on a quarterly basis and at such other times as the SIC Chairman or any member of the SIC may request.

Outside of the formal meetings, the SIC Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board and the CEO of the Rogers Group. The Chairman of the SIC, at his/her discretion, may invite other executives to attend meetings of the SIC.

## 8. QUORUM

A quorum for a SIC meeting will be a simple majority of SIC members present.

## 9. MEETINGS

### Notice of Meetings

Meetings of the SIC shall be convened by the Secretary of the SIC at the request of any of its members or at the request of the SIC Chairman.

Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the SIC, and any other person required to attend, well in advance of the scheduled meeting to allow members to take an informed decision.

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## **Minutes of Meetings**

The Secretary shall minute the proceedings and decisions of all meetings of the SIC, including recording the names of those present and in attendance.

Draft minutes of proceedings of the SIC meetings shall be circulated promptly to all members of the SIC.

## **Written Resolution**

A circular resolution in writing signed by all members of the SIC shall be valid and effective as if it had been passed at a meeting of the SIC.

## **Meeting of Shareholders**

The SIC Chairman shall attend meeting of shareholders of the Rogers Group to respond to any queries relating to the SIC's activities.

## **Reporting Responsibilities, Monitoring and Implementation of Objectives**

The Chairman of the SIC or, in his absence, the CEO of the Rogers Group will report to the Board on the main deliberations reached at the meetings of the SIC and make the appropriate recommendations to the Board for consideration and approval.

The SIC shall ensure that proper processes and procedures are in place to comply with all relevant laws, regulations and rules which may have an impact on the implementation of S&I initiatives within the Group.

The SIC shall approve and monitor budget for RFL and ensure that projects and initiatives are in line with the SIC framework for the Group, under which RFL falls.

The SIC shall monitor the activities of RFL. This must include the proper accounting of funds available to support the National CSR framework or the Finance Act or any national provisions on CSR as well as define, approve, monitor and report the total cost of S&I initiatives across the Group, including those not under RFL.

## **Review Process and Approval**

The SIC shall recommend any changes to its terms of reference in such manner as the SIC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes in regulatory requirements or changes to the direction or strategies of the Group that may affect the role of the SIC.



**Rogers & Company Limited**

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