

## **TERMS AND CONDITIONS OF THE APPOINTMENT OF A NEW DIRECTOR**

### **1. APPOINTMENT**

- Appointment of Independent / Non-executive Director of Compagnie Sucriere de Bel Ombre Limited/Case Noyale Ltee (the 'Company', either filling up a casual vacancy or appointed as an additional director to the Board of the Company, is carried out by way of a board resolution of the Company. The new director then shall hold office until the next Annual Meeting of the Company.

### **2. DUTIES**

- Director will faithfully and diligently perform his/her duties under the laws of Mauritius.
- A comprehensive induction pack is forwarded to newly appointed director who is encouraged to contact the Company Secretary of the Company for additional information.

### **3. BENEFITS**

- As a principle, the Executive and Non-Executive Directors of the Company who are employed by either the Rogers Group or the ENL Group are not entitled to any Directors' fees. Other directors are paid a basic monthly fee and an attendance fee.

### **4. TIME COMMITMENT**

- Time commitment of two to four hours per board meeting.
- Each Director is expected to spend adequate 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**

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

### **6. CONFIDENTIALITY**

- All information acquired during appointment as director is confidential to the Company 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 Group. The policy provides cover for the risks arising out of the acts or omissions of the Directors and Officers of the Company. Fraudulent, malicious or willful acts or omissions are excluded in the insurance policy.

### **8. DATA PROTECTION**

- A director consents 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).