



C-Care (Mauritius) Ltd

(formerly known as The Medical and Surgical Centre Limited)

Terms of Reference of the Corporate Governance, Ethics, Remuneration and Nomination Committee (“the Committee”)

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1. Membership

- 1.1 The Committee shall comprise at least 3 directors appointed by the Board of Directors of C-Care (the "Board").
- 1.2 The Board shall appoint the Chairperson of the Committee.
- 1.3 The Committee shall be composed of a majority of non-executive directors.
- 1.4 The Chairperson of the Board shall not be the Chairperson of the Committee.

2. Secretary

CIEL Corporate Services Ltd shall act as the Company Secretary of the Committee and will ensure that the members receive information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be **two** members.

4. Meetings

- 4.1 The Committee shall meet at least twice a year and otherwise, as required.
- 4.2 Meetings of the Committee shall be called by the Company Secretary at the request of the Chairperson.
- 4.3 The notice of each meeting, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the Committee not less than five working days prior to the date of the meeting.
- 4.4 The Committee may invite the Chairperson of the Board (if not already a member of the Committee), the Chief Operating Officers and other key members of C-Care and of CIEL Group to attend meetings of the Committee on a regular basis or to attend all or part of any meeting of the Committee as and when appropriate and necessary.
- 4.5 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 4.6 Approved minutes may be circulated to all other members of the Board, unless it is of the opinion of the Committee that it would be inappropriate to do so.



5. Annual Meeting of the Shareholders

The Chairperson of the Committee shall attend the Annual Meeting of the Shareholders and be prepared to answer questions from the shareholders on the Committee's activities.

6. Duties

6.1 Governance

The Committee shall ensure that the reporting requirements on Corporate Governance, whether in the annual report or on an ongoing basis are in accordance with the principles of the National Code on Corporate Governance for Mauritius (2016).

6.2 Nomination

The Committee shall

- 6.2.1 Ascertain that the potential new directors are fit and proper and are not disqualified from being directors prior to recommending their nomination by the Board/Shareholders.
- 6.2.2 Ensure that the right balance of skills, expertise and independence is maintained on the Board.
- 6.2.3 Ensure that potential candidates are free from material conflicts of interests and are not likely to simply act in the interests of a major shareholder or substantial creditor of the Company.
- 6.2.4 Identify and nominate candidates for the approval of the Board to fill board vacancies as and when they arise, as well as put in place plans for succession, in particular for the Chairperson and Chief Operating Officers.
- 6.2.5 Recommend the annual re-election of the directors by the shareholders.
- 6.2.6 Make recommendations to the Board for the continuation (or not) in services of any Director who has reached the age of 70.

6.3 Remuneration

The Committee shall

- 6.3.1 Have responsibility for setting the remuneration policy, as defined under appendix B and reviewing its on-going appropriateness and relevance.
- 6.3.2 Determine the level of remuneration payable to the directors.
- 6.3.3 Recommend and monitor the level and structure of remuneration for senior management, the top 20 executives (medical and non-medical staff), including but not limited to basic salary, benefits in



kind, any annual bonuses, performance-based incentives, share incentive pensions and other benefits.

- 6.3.4 Determine any criteria necessary to measure the performance of the medical and non-medical staff in discharging their functions and responsibilities.
- 6.3.5 Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 6.3.6 Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfill its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company but within any budgetary constraints imposed by the Board.

6.4 Ethics & Business Conduct

The Committee shall

- 6.4.1 Monitor the implementation of the Company's Code of Conduct and set the tone for its implementation by management.
- 6.4.2 Assist management in reviewing any statements on business conduct and ethical standards or requirements for the Company.
- 6.4.3 Monitor the implementation and running of the whistleblowing mechanism, as defined in the Code of Conduct.
- 6.4.4 Oversee the conduct of a Board Effectiveness assessment exercise on an annual basis.
- 6.4.5 Review the results of Board effectiveness assessment exercise, and, with the assistance of the Company Secretary, outline the significant remedial actions to be implemented as a result of the said assessments.
- 6.4.6 Monitor satisfactory and timely implementation of these actions referred to under Paragraph 6.4.5.
- 6.4.7 Review the outcome of the employee engagement surveys carried out for the Company and report key findings and recommended actions to the Board of Directors of C-Care.

6.5 Whistleblowing Framework and Mechanism for raising concerns

The Company has an internal whistleblowing policy to ensure that an appropriate process exists that supports the resolution of matters raised in response to any disclosure of wrongdoings or any irregularities in a matter which is fair, expedient, and discreet.



The Whistleblowing policy, attached to this document as per Appendix C, has been validated by the members of the CGERNC and thereafter approved by the Board on 15 June 2021.

The Committee shall

- Review the adequacy and security of the organisation's arrangements by which employees and other relevant external stakeholders may, safely and confidentially raise concerns of illegal, unethical and fraudulent behaviour, as well as any form of misconduct or other suspected wrongdoing within the organisation, without fear of suffering retribution.
- Ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action whereby employees and other relevant external stakeholders may inform the Chairperson of the CGERNC directly; and
- Receive reports of the number and nature of all breaches and concerns raised, as well as a high-level progress report on material cases received; a standing agenda item at the CGERNC meetings.

7. Reporting Responsibilities

- 7.1 The Chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8. Remuneration

- 8.1 Having regard for the functions performed by the members of the Committee in addition to their functions as directors in relation to the activities of the Committee, and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board.
- 8.2 Such special remuneration shall be in addition to the annual fees payable to directors.

9. Other Matters

The Committee shall

- 9.1 Have access to outside or other independent professional advice as it considers necessary to carry out its duties.
- 9.2 Have access to sufficient resources to carry out its duties, including access to the Company secretariat for assistance as required.



- 9.3 Be provided with appropriate and timely training, both in form of an induction programme for new members and on an on-going basis for all members.
- 9.4 Give due consideration to laws, regulations and any published guidelines or recommendations that will impact on the activities of the Committee.
- 9.5 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers appropriate to the Board for approval.

Approved by the Board on: 21 September 2021



Appendix A:

Composition of the Committee:

- Raj Makoond, Chairperson, Independent Director
- H el ene Echevin, Executive Director
- Sukhmeet Singh Sandhu, Non-Executive Director



Appendix B:

Remuneration Policy of C-Care:

The Corporate Governance, Remuneration and Nomination Committee (“the Committee”) is mandated to formulate the Company’s remuneration policy and reviewing its on-going appropriateness and relevance, for approval by the Board.

The Remuneration Policy provides as follows:

Directors

- Independent directors shall perceive a fee reflecting the workload, the size and the complexity of the business as well as the responsibility involved.
- The objective of remunerating independent directors is to ensure that there is an appropriate level of remuneration to attract and retain experienced people of high caliber to oversee the Company’s business and development. Their remuneration shall be reviewed annually by the Committee with reference to companies of comparable business or scale, and any changes are subject to Board approval.
- Independent directors shall not have service contracts.

Board Committee members

- There shall be committee fees for independent directors being members of Board Committees of C-Care. Chairpersons of committees, if being an independent director, should be paid a higher remuneration than if being a member. The Committee shall recommend such fees for approval by the Board.
- Remuneration payable to directors appointed during the financial year shall be pro-rated.
- No director or senior manager shall be involved in any decisions as to their own remuneration.

Senior Management

Our remuneration policy for Senior Management team seeks to achieve a suitable balance between fixed and variable remuneration.


The remuneration packages for Senior Management and prescribed officers comprise the following elements:

- FIXED – Guaranteed package
- VARIABLE – Short-term incentives



Guaranteed Pay	
Basic Salary	
Purpose	To reflect individual contribution and market value relative to role, and recognize skill and experience. The Company endeavors to pay competitive and market relevant salaries suitable to attract and retain high caliber individuals to define and execute the business strategy.
Process	Salaries are reviewed but not necessarily increased annually. Decisions on salary are informed but not determined by reference to companies of a similar size, complexity and geographic spread.
Quantum	<p>Any salary increases will be reviewed annually. Annual increases with the exception of the statutory government increase is at the full discretion of the GCRNC and will take into account factors such as:</p> <ol style="list-style-type: none"> 1. Statutory government increase 2. Cost of living adjustment based on prevailing economic conditions such as inflation 3. Company performance and affordability such as the Company's financial performance vs. target, affordability, industry segment, internal and external relativity 4. Change in responsibilities 5. Internal and external benchmarks <p>The Committee may exercise discretion to give higher increases in circumstances where it is necessary to address issues or risks, including progression in the role for new appointments or retention of skills and experience.</p>
Benefits	
Purpose	The Group endeavors to pay competitive and market relevant salaries suitable to attract and retain high caliber individuals to define and execute the business strategy.
Process	<p>Benefits may include car or car allowance, private medical insurance, Company accident cover, life insurance and other appropriate benefits at the discretion of the Committee.</p> <p>Relocation support or support for travel and accommodation may be offered to executives where necessary.</p>

Variable Pay	
Short term Incentives	
Purpose	To reward individual contribution based on the business and individual performance in the short term.
Process	Senior Management team and prescribe officers participate in an annual short term incentive plan that delivers a bonus if financial gateway target are met. Gateways are approved annually by the Board. If the gateway is achieved, the defined incentive targets with measurable performance metrics apply.
Delivery	Entitlement and quantum are determined and remain discretionary subject to measurement against key performance areas.

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<h2>WHISTLEBLOWING POLICY</h2>			

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				01/04/2024

Document Review

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Document Approval

Name	Title	Date	Signature
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Helene Echevin	Executive Chairperson, C-Care		

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Document Title WHISTLEBLOWING POLICY	Document No. CC/HR/POL-007/V1/010421	Ver./Rev. V1
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1. Purpose	<p>The purpose of this policy is to outline ways in which all whistleblowers can express concerns about malpractice/wrongdoing and to encourage raising these at an early stage and in an appropriate way.</p> <p>This policy also reassure whistleblower that it is safe and acceptable to speakup and enable concerns to be raised at an early stage and in the right way.</p>
2. Scope	This policy is applicable to any internal and external stakeholders including, but not limited to patients and next of kin, doctors, employees, customers, suppliers, service providers and the public.
3. Responsibility	<ul style="list-style-type: none"> ▪ The Head of Human Resources bears the overall responsibility and delegates this accountability to HR Managers to ensure proper communication and effective implementation of this policy. ▪ The HR Managers bear the responsibility for the communication and implementation and adherence to this policy with the appropriate guidance and support to the relevant stakeholders. ▪ The Chief Operating Officers and the Executive Chairperson bear the overall responsibility for the approval of this operational policy.
4. Definitions, Abbreviations & Translation	<p>Whistleblowing means that if an individual believes on reasonable grounds there is wrongdoing in the workplace, the individual reports this by following the correct process.</p> <ul style="list-style-type: none"> ▪ COO: Chief Operating Officer ▪ HR: Human Resources ▪ ARC : Audit Risk Committee
5. Distribution	Available to all employees on the C-Care Portal.
6. Training	The Head of Human Resources is responsible for ensuring that all concerned personnel are properly trained on same and they understand the policy's objectives and other inter-related activities.
7. Corrective Action	The Head of Human Resources will take the appropriate corrective actions in case this policy is not followed.
8. Record Keeping	Records related to this policy are maintained electronically by the Quality Department.

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9. Introduction

As a leading and responsible company, C-Care (Mauritius) Ltd constantly seek opportunities to create and sustain value for all its stakeholder, in accordance with CIEL Group Corporate Sustainability Policy.

This Whistleblowing Framework highlights our commitment to promote accountability and transparency in our way of doing business and ensure that an appropriate process exists which supports the resolution of matters raised, in response to any disclosure of wrongdoing or irregularity and in a manner, which is fair, expedient and discreet.

We believe that providing a confidential and anonymous channel for our internal and external stakeholders to express their concerns about perceived wrongdoing is instrumental for maintaining sound business practices and ensure continuous improvement in our processes.

10. Scope

This policy is intended to cover serious public interest concerns that fall outside the scope of other procedures and is to be applied consistently and in line with the company values.

This policy covers the following:

- Health and safety risks, including risks to patients/visitors as well as other employees
- Conduct which is an offence or a breach of law, e.g., fraud, corruption or theft or disclosures related to miscarriages of justice
- Damage to the reputation of the company or CIEL Group
- Damage to the environment
- Verbal, sexual or physical abuse of patients or employees, or other unethical conduct/behaviour
- Discrimination
- Poor clinical practice
- Medical, clinical or any professional malpractice
- Professional misconduct

This list is neither exclusive nor exhaustive and there may be other serious public interest concerns which would come under this Policy.

11. Whistleblowing Safety

If an employee raises a genuine concern under this policy, they should not be at risk of losing his/her job or suffering any detriment (such as reprisal or victimisation), provided the employee is acting in good faith (effectively this means honestly), it does not matter if he/she is genuinely mistaken or if there is an innocent explanation for the concerns.

This assurance is not extended to those who maliciously raise a matter they know is untrue. If, following a thorough investigation, it is found that an employee has raised a matter maliciously, this shall be dealt with under the company's Disciplinary Policy.

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Alternatively, if the complainant is a third party, they shall not suffer and detriment provided the individual is acting in good faith (effectively this means honesty), it does not matter if he/she is genuinely mistaken or if there is an innocent explanation for the concerns.

Otherwise, if following a thorough investigation, it is found that the individual has raised a matter maliciously, the Company and/or the person concerned by the whistleblowing reserve(s) the right to take all appropriate actions to seek redress.

12. Confidence / Anonymity

With previous assurances, whistleblowers and employee shall raise concern openly. However, we recognize that there may be circumstances when whistleblower would prefer to speak to someone in confidence or anonymously. Whistle blower should understand that there may be times when company is unable to resolve a concern without revealing its identity, for example where personal evidence is essential (for example in court cases).

Concerns expressed anonymously are much less powerful but will be considered at the discretion of the company. In exercising this discretion, the factors to be taken into account would include:

- The seriousness of the issues raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

The company reserves the right to further investigate the matter or not, depending on whether sufficient details have been provided. Consequently, it is strongly recommended to provide sufficient information and material for investigation, as well as the contact details of a person who can contact the whistleblower, if necessary.

13. How to raise a concern?

Any party who has come across such wrongdoing or behavior, or has reasonable grounds for believing same is taking place within C-Care (Mauritius) Ltd. is encouraged to promptly report same on a *Whistleblowing Form* to:

- Immediate Line Manager
- If not possible, Head of Department
- If not possible, HR Manager
- If not possible, COO or General Manager
- If not possible, Head of Human Resources
- If not possible, Chair of Audit & Risk Committee of the company
- If not possible, Group Risk Officer, CIEL Group

Postal address:

CIEL Corporate Services Limited
5th Floor, Ebene Skies 5 rue de l'institut
80817 Ebene Mauritius
Telephone number: + 230 404 2100

Where an employee is applicable, if he/she is unsure about raising a concern at any stage, he/she can get

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the HR Manager's advice at work. However, we do need that the employee explain as fully as he/she can the information or circumstances that gave rise to the concern.

14. Reporting and Monitoring

- To ensure that complaints are managed effectively, all allegations must be appropriately considered, investigated and recorded. It is expected that the whistleblower is kept informed of the progress of investigations, if any.
- Depending upon gravity of the complaint, interim relief may be recommended to the complainant or employee, where applicable. In certain cases, however, such as allegations of ill treatment of patients/clients, suspension from work may have to be considered immediately. Protection of patients/clients is paramount in all cases.
- The investigation is to be carried out under the terms of strict confidentiality i.e. by not informing the subject of the complaint until it becomes necessary to do so.
- The ARC of the company will be informed of the number and nature of all breaches and concerns raised, as well as a high-level progress report on material cases received.

15. Revision of policy

C-Care (Mauritius) Ltd. reserves the right to revise or modify any clause of this policy depending upon the demand of the business.

16. HR Governance

The policy has been designed and agreed in the line with risk management and internal audit framework. It is critical that this process is followed to ensure not only that the Company is operating best practice but also that there are no legal or reputational risks. To ensure compliance, any part of the policy will be subject to random checks and regular audits by the HR Governance Manager.

17. Reference Documents

17.1 Related Documents

Individuals using this policy should become familiar with the following documents:

The following documents are cited within this policy.

Name of Document	Identifier No.
Whistleblowing Form	CC/HR/FOR-021/V1/250321

17.2 References

- N/A

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WHISTLEBLOWING REPORTING FORM

C-Care (Mauritius) Ltd. encourages any person to report any wrongdoing to Management. Please follow the guidelines as laid out in the Whistleblowing Policy

Reporting Date: / /

1. What happened? *Please provide full description of the facts including all useful details about the suspected wrongdoing.*

2. When did it happened? *Specify date, time and other important details*

3. Where did it happened? *Specifying where and when wrongdoing took place*

4. Who are the relevant persons/entities involved? *Specify names and details of people or companies, which, according to the whistleblower, are involved or suspected of alleged wrongdoing*

5. Is there any evidence that you can provide to us including the names and details of potential witnesses, if known?

6. Please provide details of when and how you became aware of the suspected wrong-doing attaching all relevant evidence which may be useful to investigate into the suspected wrong-doing.
7. Please state whether you have discussed the suspected wrong-doing with any person or competent authorities. If so, please specify accordingly, including details of any responses.
8. Please give your name and contact details. <i>You can remain anonymous, but you are urged to identify yourself so that we can contact you for mere additional information necessary for appropriate review of your disclosure</i>

Thank you for completing this questionnaire.

You may send the completed form to the applicable addressee (Please refer to the Whistleblowing Policy), marked as ***“Strictly Private and Confidential – to be opened by the Addressee only”***.