C-CARE HOSPITALS AND CLINICS (MAURITIUS) LTD

By establishing a robust governance framework, the Board has fostered a culture of integrity, transparency, and accountability that permeates the Company and its subsidiaries (collectively, the "Group").

The Board is of the view that this framework serves as a strategic guide to achieving the Group's long-term objectives while ensuring full regulatory compliance, balancing the interests of stakeholders, mitigating potential conflicts of interest, and consistently upholding the highest standards of corporate conduct.

The Board ensures adherence to the Constitution of the Company, the provisions of the Companies Act, the Code, and other applicable laws, rules, and regulations. The Board Charter, which details the composition, scope of authority, responsibilities, powers and functioning of the Board, has been reviewed and continues to guide the Board's operations.

- The Board Charter was last approved by the Board on 25 November 2022 and remains available for consultation by stakeholders. The Board may at any time review and amend the present Board Charter by a simple majority decision of its members.
- The Constitution of the Company is in conformity with the provisions of the Companies Act. There are no clauses deemed material enough for special disclosure. A copy is available upon written request to the Company Secretary.

Governance Framework and Reporting Lines

C-Care Hospitals and Clinics operates within a clearly defined governance framework that preserves the Board’s ultimate accountability while enabling effective delegation to Board Committees, the Executive Team and operational governance forums. The framework is designed to promote transparent reporting, informed decision-making, disciplined execution of strategy and effective oversight of risk, controls, compliance and performance.

GOVERNANCE FRAMEWORK AND REPORTING FLOW		
▦ **Governance Level**	⚙ **Key Responsibilities / Oversight**	⇧ **Reporting / Escalation**
Shareholder / Parent Company **C-Care (International) Ltd**	Exercises shareholder rights, approves reserved shareholder matters and receives statutory and governance reporting in accordance with the Companies Act and the Company's Constitution.	Receives Annual Report, shareholder resolutions and key governance communications.
	↓ **Strategic direction and shareholder oversight**	
Board of Directors of the Company **Ultimate accountability**	Approves strategy, budgets, major investments, governance policies and risk appetite; oversees performance, internal controls, compliance, clinical quality, patient experience and long-term value creation.	Receives Board packs, Committee reports, CEO updates, financial reports, risk updates and matters requiring approval.

↓ Delegation through approved mandates and Terms of Reference		
Board Committees **Audit & Risk Committee ("ARC") and Corporate Governance, Ethics, Remuneration and Nomination Committee ("CGERNC")**	**ARC:** financial reporting, external and internal audit, risk management, internal controls, compliance and data protection. **CGERNC:** governance, ethics, remuneration, nominations, Board effectiveness, succession planning and people-related governance matters.	Review detailed matters, challenge management, make recommendations and escalate material matters to the Board.
↓ Executive implementation and management reporting		
CEO and ExecutiveTeam **Management leadership**	Implements Board-approved strategy, manages operations, drives financial and operational performance, oversees patient care, quality, people, sustainability, transformation, risk and compliance initiatives.	Reports to the Board and Committees on KPIs, budgets, projects, risks, incidents, compliance, workforce matters and strategic priorities.
↓ Operational execution, monitoring and escalation		
Operational and Facility-Level Forums **Hospitals, clinics and functional forums**	Facility management, medical and clinical committees, risk, quality, sustainability, health and safety, patient experience, IT, HR and finance forums monitor day-to-day execution and controls.	Escalate operational risks, incidents, significant deviations, policy breaches and performance matters to the Executive Team and, where material, to the relevant Committee or Board.
Information Flow **Approved strategy, policies and delegated authorities cascade downwards. Performance reporting, risk escalation, compliance updates, clinical quality data and recommendations flow upwards to support timely and informed decision-making.**		

Reports flow upwards from the operational governance forums and Executive Team to the CEO, then to the relevant Board Committees and the Board, depending on the nature and materiality of the matter. The Board receives regular updates on strategy execution, financial performance, risk management, internal controls, compliance, clinical quality, patient experience, people matters and sustainability. Matters requiring approval, escalation or strategic direction are submitted to the Board or the relevant Committee in accordance with agreed mandates and terms of reference.

- The Board retains ultimate responsibility for governance, strategy, risk oversight and long-term value creation.
- Board Committees assist the Board by reviewing matters within their respective mandates and making recommendations where appropriate.
- The CEO and Executive Team are responsible for implementing the approved strategy and managing the Company's operations within the authority delegated by the Board.
- Operational forums support day-to-day oversight, ensure timely escalation of risks and performance matters, and reinforce accountability across the organisation.
- The Company Secretary supports the governance framework by facilitating information flow, maintaining governance records and advising the Board on statutory and governance requirements.