



Providence Life Limited, PCC

Board Charter

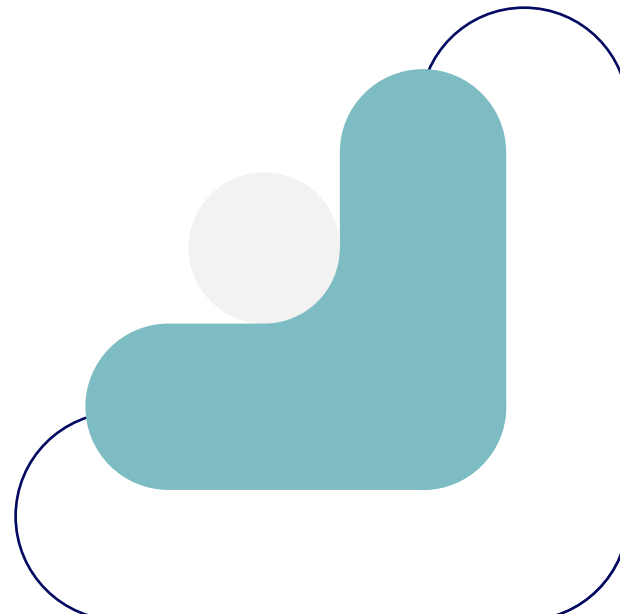


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1. Introduction

The Board of Directors Charter (the “Board Charter”) sets out the objectives, roles and responsibilities and composition of the Board of Directors (the “Board”) of Providence life Limited, PCC (the “Company”). The Board Charter should be read in conjunction with the Company’s constitution (the “Constitution”) and in case a dispute in content or meaning arises, the wording of the Constitution shall prevail. The Charter complies with the Mauritius legislation and regulations as well as the National Code of Corporate Governance Mauritius 2016.

The objective of the Board is to define the Company’s purpose, strategy and value and determine all matters relating to the directions, policies, practices, management, and operations of the Company. The Board should thereafter ensure that the Company is being managed in accordance with the directions and delegations of the Board to ensure the success and prosperity of the Company.

2. Interpretation

In this Charter (if not consistent with the subject or context) the words and expressions set out in the first column below shall bear the meaning set opposite to them respectively:

Board	the Board of Directors of the Company.
Company	Providence Life Limited, PCC.
Group	the Company, its parent, Providence Holdings Limited, and associated companies, ProviTrade and Providence Administration Services, DMCC (“PAS”).
CEO	the Chief Executive Officer of the Company.
Constitutional Documents	the Constitution of the Company and any other similar documents that dictate the rules and regulations for the constitution and management of the Company’s corporate affairs.
Independent Director	<p>a director who, either in his personal capacity or through a spouse or a direct relative, has not, within the past three years; (a) been a member of the executive management of the Company or (b) had any relationship that resulted in any significant financial transaction with the Company or its parent, associated companies. In particular, but without limitation, the following may not be considered Independent Directors:</p> <ol style="list-style-type: none"> Any person who has, or has had within the past three years; a material business relationship with the Company either directly or as a partner, shareholder, director or senior employee of an entity that has such a relationship with the Company; Any person who has received or receives additional material remuneration from the Company apart from a director’s fee; Any person who is a nominated director representing a significant shareholder; and Any person that does have close family ties with any of the Company’s advisers, directors or senior employees; Any person who is directly connected to a non-profit entity that receives significant funding from the Company or any related party; Any person that has cross-directorships nor significant links with other directors through involvement in other companies or bodies; Any person who (whether directly or together with any of his minor descendants) holds 10% or more of the share capital of the Company. Any person that has served on the Board for more than nine years from the date of his first election.
Internal Controls	the operations and procedures as undertaken by the Company to verify the compliance by the Company with the Rules and all external and internal regulations, decisions and by-laws governing its activity.
Non-Executive Director	a director who is not employed by the Company but acts as an independent advisor to the Company as a member of its Board of Directors.
Rules	the laws, rules, and regulations applicable to the Company as promulgated and issued by the Mauritius Government, the Mauritius Financial Services Commission and any other governmental or regulatory body with oversight of the Company from time to time or the Constitutional Documents of the Company.

3. Composition

- 3.1 The Board is a unitary Board and shall comprise of executive, non-executive directors and at least 60% non-executive directors and at least 30% Independent non-executive directors.
- 3.2 The Board shall consist of a minimum of at least seven directors.
- 3.3 Board members should be qualified for their positions, have a clear understanding of their role and be able to exercise sound judgement about the affairs of the Company. Board composition is reviewed to ensure that non-executive directors bring the range of skills, knowledge, and experience necessary to direct the Company going forward.
- 3.4 The Chairperson of the Board shall be an independent or a non-executive director. The Chairperson of the Company shall not act as Chairperson of sub-committees. In the event, that the Chairperson of the Company has to chair any sub-committee, it shall be by exception.
- 3.5 The CEO shall be a member of the Board but not its Chairperson.
- 3.6 The Board shall comprise Directors from both genders as members of the Board with at least one male and one female director.
- 3.7 Subject to the foregoing, the present members of the Board shall be as set out in a Schedule and otherwise as appointed in accordance with the Rules from time to time.

4. Appointment, Evaluation and Remuneration

- 4.1 The initial selection process has been delegated to the Nomination and Remuneration Committee which recommends to the Board, the members to be appointed and / or re-elected; and will consist of the CEO and non-executive directors
- 4.2 Appointments of Non-Executive Directors to the Board shall be for a period of one year. Members whose term of office expires shall be eligible for re-election.
- 4.3 If any member of the Board resigns or retires or his/ her appointment is terminated by the Board, the Board shall be entitled to appoint a replacement member and such appointment is to be submitted to the next ordinary general meeting at the next session thereof to confirm and ratify the appointment or to elect an alternative member.
- 4.4 If any member of the Board of Directors fails to attend more than three consecutive meetings without an excuse acceptable to the Board, the Board of Directors shall pass a resolution that he/she be deemed to resign.
- 4.5 The individual directors have to be evaluated on a bi-annual basis (every 2 years) in order to assess the effectiveness of the Board and its Committees as a whole.
- 4.6 The Board must have a formal and transparent policy in respect of the remuneration of the Chairperson and Non-Executive Directors. The remuneration amount has to be approved by the Board.

5. Directors – Executive, Non-Executive & Independent

- 5.1 All directors are bound by fiduciary duties and duties of care and skill.
- 5.2 All directors are expected to take reasonable steps to satisfy themselves that financial information released to the markets and the shareholder is accurate and that the Company has adequate and proper financial controls and systems of risk management.
- 5.3 The Non-Executive and independent directors collectively shall contribute to the development of the strategy, analyse and monitor the performance of management against agreed objectives. Whenever required, they should challenge proposals presented by management and request additional information where they consider that information is necessary to support informed decision-making.
- 5.4 Non-Executive and independent directors collectively should provide independent judgment in all circumstances.
- 5.5 Non-Executive and independent directors individually should inform themselves to a reasonable extent about the subject matter of all decisions they are called upon to make as directors of the Company.
- 5.6 Non-Executive and independent directors are expected to maintain the skills required to discharge their obligations to the Company and newly appointed directors would be provided appropriate induction courses which would be made available to them.
- 5.7 Executive directors must always manage the conflict between their management responsibilities and their fiduciary duties as a director in the best interests of the Company. Additionally, executive directors have the additional responsibility of ensuring that the information laid out before the Board is an accurate and true representation of their understanding of the Company's affairs.

6. Chairperson

- 6.1 The Board of Directors shall elect from among its Board members, a Non-Executive Chairperson.
- 6.2 The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. He/she shall act as the spokesman for the Board and is the principal contact for the CEO. The CEO and the Chairperson of the Board shall meet regularly.
- 6.3 The Chairperson should devote sufficient time to the Company to enable the Board to diligently discharge the requisite responsibilities and duties. The Chairperson shall ensure that:
- a. the Board satisfies its duties;
 - b. Board members, when appointed, participate in an induction program and, as needed, in supplementary training programs;
 - c. the Board members receive all information necessary for them to perform their duties;
 - d. the agendas of Board meetings are determined;
 - e. the Board meetings are chaired in an effective manner;
 - f. the Board has sufficient time for consultation and decision-making;
 - g. minutes of Board and committee meetings are kept;
 - h. the committees function properly;
 - i. consult with external advisors appointed by the Board;
 - j. the performance of the Board members including themselves is evaluated bi-annually (every 2 years);
 - k. address problems related to the performance of individual Board members;
 - l. internal disputes and conflicts of interest concerning individual Board members and the possible resignation of such members as a result thereof are addressed; and
 - m. the Board has proper contact with the Executive members.

7. Secretary to the Board

- 7.1 The Co-Company Secretary and the Corporate Company Secretary or its nominee (the “Secretary”) shall act as the Secretary of the Board.
- 7.2 All Board members may go to the Secretary for advice or to use his or her services.
- 7.3 The Secretary shall
- a. ensure that the Company complies with its constitution, all relevant statutory and regulatory requirements, policies and procedures established by the Board;
 - b. inform Board of all legislations relevant to or affecting meetings;
 - c. continually review developments in corporate governance;
 - d. ensure that procedures for the appointment of directors are properly undertaken and facilitate the proper induction of directors into their role;
 - e. prepare the agenda of Board, Board Committees and shareholder’s meetings in consultation with the Chairperson and the CEO and to circulate the agendas and supporting documents in a timely manner.
 - f. To take minutes of Board/Annual meetings and circulate draft minutes to the Chairperson and to ensure that minutes of proceedings of Board meetings and meetings of shareholder as well as resolutions of the Board are properly maintained.

8. Meetings – Frequency, Quorum and Proceedings

- 8.1 The Board shall endeavour to meet at least every quarter but not less than three (3) times a year and otherwise as required to resolve any matters within the Board’s duties by invitation of the Chairperson of the Board or formal notification by the Secretary. Meetings can be held electronically but chaired from Mauritius with at least one formal in person gathering of the Board every year.

- 8.2 Meetings shall be chaired at the Company's principal office or in any other place agreed upon by the Board.
- 8.3 Meetings shall be scheduled annually in advance according to an annual Board calendar, but in any event not less than 3 business days' notice shall be given to the members of the Board in respect of proposed meetings, although meetings may be convened in a shorter period if all of the members of the Board agree and waive such requirement at the commencement of the meeting. Members of the Board may attend meetings by telephone, videoconference or Microsoft Teams call or video, and such participation shall count towards the quorum of the meeting.
- 8.4 Notwithstanding the foregoing, resolutions of the Board may be made in writing provided that such resolution must be signed by each member of the Board.
- 8.5 A formal agenda of items to be discussed at any meeting of the Board, together with relevant materials, shall be circulated to each member, in advance of the Board meeting.
- 8.6 The Quorum for meetings of the Board shall be no less than four (4) of the Board Members (being present or joining by telephone, video conference or Microsoft Teams call or video). No business may be transacted at a meeting of the Board unless a quorum is achieved. A Quorum must always include a majority voting capability of non-executive directors.
- 8.7 All meetings of the Board shall be chaired from Mauritius.
- 8.8 All decisions at meetings of the Board shall be taken by a majority decision, although unanimity will always be sought in the first instance. Each member shall have one vote and the Chairperson shall have a casting vote in the event of a tie.
- 8.9 The following members of the Company's Executive Committee shall attend by invitation part or all of the Board meetings as required by the Board in order to foster a healthy dialogue between management and the Board but shall not have the right to vote in relation to any matters before the Board:
- the Chief Executive Officer
 - the Compliance Officer
 - the Internal Auditor
 - the Money Laundering Reporting Officer
- 8.10 The Board may invite any other persons to attend the meeting as required in order to carry out its duties.

9. Minutes of Meetings

- 9.1 The Chairperson or the Secretary shall confirm at the beginning of each meeting whether quorum has been achieved.
- 9.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance.
- 9.3 The Secretary shall be responsible for circulating minutes of meetings of the Board to the members as soon as possible following the conclusion of the meeting. All minutes shall be signed by the Chairperson, the Co-Company Secretary/ Company Secretary and, in the case of an objection by any Board member; such objection shall be noted in the minutes. Thereafter, the minutes shall be filed with the other corporate documents relating to the Company and provided to the Board as appropriate.

10. Board Committees

- 10.1 The Board may establish sub-committees to assist it in carrying out its responsibilities. For each Committee the Board shall adopt a Terms of Reference setting out its objectives, composition, frequency of meetings, powers and resources, duties and responsibilities, reporting structure and any other relevant matters. The Terms of Reference shall be approved by the Board.
- 10.2 The appointment of a Chairperson and of the members of any Board Committee shall be made by the Board.
- 10.3 The roles of Chairperson of Committees shall, as far as it is practical, be well distributed among the directors so that no individual is burdened with too many Committees. It is recommended that, wherever possible, all Board Committees be chaired by an independent non-executive director and the Chairperson of each Committee shall not normally be the Chairperson of the Board.
- 10.4 Board Committees shall comprise exclusively of Board members. However, members of the Company's management team and other officers both internal and external can be invited to attend the Committees.

10.5 The Board has established the following standing committees which meets on a quarterly basis:

- The Risk and Corporate Governance Committee
- The Audit Committee
- The Nominations and Remuneration Committee
- Investment Committee

10.6 Proceedings of Committees shall be reported to the Board to allow other directors to be informed and seek clarifications from the Committee members. This shall be done through individual report from the Chairperson of each Committee to the Board.

11. Powers, Duties and Responsibilities

The Board is vested with all powers necessary for the management of the Company and the conduct of all business required for the Company's purpose and may delegate such authorities to Committees of the Board or to the management of the Company in its discretion. In particular, and subject to the Rules, the duties of the Board shall be as follows: The purpose of the Code is to provide:

11.1 Strategy and Management

- a. to approve the Company's long-term objectives and commercial strategy including the annual business plan;
- b. to ensure that the interests of all stakeholders are appropriately represented
- c. to take responsibility for and monitor the overall management of the Company;
- d. to approve the annual operating and capital expenditure budgets and any material changes to them;
- e. to maintain oversight of the Company's operations ensuring, competent and prudent management, sound planning, adequate systems of internal controls, adequate accounting and other records and compliance with statutory and regulatory obligations.
- f. to review performance in the light of the Company's strategy, objectives, business plans and budgets and ensure that any necessary corrective action is taken;
- g. to approve extension of the Company's activities into new business or geographic areas;
- h. to approve any decision to cease to operate all or any material part of the Company's business; and
- i. to appoint members to the Company's standing committees (as set out below).
- j. to agree and approve any major changes to the approved strategy and long-term objectives of the Company

11.2 Structure and Capital

- a. (a) to recommend to the shareholders changes relating to the Company's capital structure, including increases or reductions of capital, share issues and share buy backs;
- b. (b) to approve major changes to the Company's corporate structure; and
- c. (c) to approve major changes to the Company's management and control structure.

11.3 Financial Reporting and Controls

- a. to approve the periodic financial statements;
- b. to approve the annual report and audited financials statements of the Company;
- c. to recommend to the shareholders' approval of the audited financial statements and any dividend payments to be made;
- d. to approve any significant changes in accounting policies or practices; and
- e. to ensure maintenance of a sound system of internal control and risk management including: (1) receiving reports on and reviewing the effectiveness of the Group's risk and control processes to support its strategy and objectives, (2) undertaking an annual assessment of these processes, and (3) approving an appropriate statement for inclusion in the annual report to that end.

- 11.4 Material Transactions and Communication
 - a. to review and approve major capital projects;
 - b. to approve transactions which are material strategically or by reason of size, entered into by the Company in the ordinary course of business; and
 - c. to approve resolutions and corresponding documentation to be put forward to shareholders at general meetings.
- 11.5 Board membership, appointment and remuneration
 - a. to approve and effect changes to the structure, size and composition of the Board to the extent permissible under the Rules;
 - b. to appoint the CEO of the Company and approve the terms of his appointment;
 - c. to ensure adequate succession planning for the Board of the Company;
 - d. to elect the Chairperson of the Board and appoint new members to the Board to fill any vacancies thereof in accordance with the Rules;
 - e. to approve the fees of Non-Executive Directors; and
 - f. to recommend the introduction of new share incentive plans or major changes to existing plans to the shareholders.
- 11.6 Delegation of authority
 - a. to clearly define and set the responsibilities of the Chairperson, members of the Board and CEO, and approve the delegation of authorities for the Company; and
 - b. To establish committees of the Board or internal management committees and to receive and review reports from the various committees of the Board and management committees on their various activities.
- 11.7 Corporate Governance matters
 - a. to approve the Corporate Governance Framework, including the Board Charter and Terms of Reference for all the committees;
 - b. to undertake a rigorous review of its own performance, that of its committees and individual directors; and
 - c. to ensure management seek and continually improve the Company's policies and procedures in relation to applicable Environmental, Social and Governance matters
- 11.8 Policies
 - a. to approve various corporate, internal control, compliance and risk policies.
- 11.9 Other
 - a. to recommend the approval of the auditors to the Company's shareholders;
 - b. to approve the overall levels of insurance for the Company including directors' and officers' liability (and indemnification of directors);
 - c. to consider any other issues set by the Board or any other matters within the Board's authority in accordance with the Rules; and
 - d. (d) to adhere at all times to the code of conduct policies established by the Company.

12. Liability

The Board members shall be liable towards the Company, shareholders and third parties for any acts of fraud, abuse of authority and any breach of the National Code of Corporate Governance Mauritius 2016 and the laws and amendments thereof or any other law or any contravention of the constitution of the Company for any mismanagement.

13. Reporting

The Board shall ensure that all resolutions arising out of its meetings in relation to the below issues are, if required, promptly forwarded to the Regulators for information and reporting purposes as required under the Rules including but not limited to the following:

- Material changes in Company ownership;
- Changes in Legal status;
- Changes in Board Directors and Executive Management;
- Increase or decrease in capital;
- Changes in Company objectives, markets, potential mergers or liquidation;
- Major changes in Company assets, capital structure, products, ratings, long and short term commitments;
- Occurrence of any disasters, fires and incidents materially impacting the financial position;
- Ceasing of material business operations (company, branch, subsidiary) including bankruptcy;
- Filing of any material legal claims.

14. Approval and Review Mechanism

The Board Charter shall be approved by the Board and any amendments thereto submitted to the Board for approval.

This document will be reviewed and updated as and when required, at least on an annual basis.

Approved by the Board of Directors of Providence Life Limited, PCC on 20 June 2023.