

MAURITIUS HOUSING COMPANY LTD

RISK MANAGEMENT COMMITTEE CHARTER

1. Purpose

- 1.1 The primary function of the Risk Management Committee (hereinafter referred to as 'the Committee') is to advise the Board of Directors of Mauritius Housing Company Ltd (hereinafter referred to as 'MHC' or 'the Company') on MHC's overall current and future risk appetite, overseeing senior management's implementation of the risk appetite framework and reporting on the state of risk culture at MHC.

2. Membership

- 2.1 The Committee shall comprise of at least three (3) members. The Managing Director/ Chief Executive Officer/Officer in Charge and the chief risk officer will be in attendance.
- 2.2 Only members of the Committee have the right to attend the Committee meetings. However, the Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.3 The Board shall appoint the Committee Chairperson. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position.

3. Secretary

- 3.1 The Committee shall be assisted by a Secretary.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be **any two (2)** members.

5. Frequency of meetings

- 5.1 The Committee shall meet as often as necessary.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairperson of the Committee or any member of the Committee.
- 6.2 Notice of each meeting of the Committee confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers shall, other than under

exceptional circumstances, be forwarded to each member of the Committee and any other person required to attend the meeting, prior to the date of the meeting.

7. Minutes of meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 The Committee's minutes shall be circulated to the members of the Committee and to the Chairperson of the Board and may also, if the Chairperson of the Committee so decides, be circulated to the other members of the Board. Once approved and duly signed, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee's Chairperson.

8. Written Resolution

8.1 Decision may also be taken by way of written resolution signed by all members of the Committee.

9. Terms of Reference

The Committee should carry out the following duties and responsibilities: -

- (a) Identification of principal risks, including those relating to credit, market, liquidity, operational, compliance, and reputation of MHC, and actions to mitigate the risks;
- (b) Appointment of a chief risk officer who, among other things, shall provide assurance that the oversight of risk management is independent from operational management and is adequately resourced with proper visibility and status in the Company;
- (c) Ensuring independence of the chief risk officer from operational management without any requirement to generate revenues;
- (d) Requirement of the chief risk officer to provide regular reports to the Committee, senior management and the board on its activities and findings relating to the Company's risk appetite framework;
- (e) To receive from senior officers' periodic reports on risk exposures and activities to manage risks; and
- (f) To formulate and make recommendations to the board on risk management issues.

10. Remuneration

10.1 Members of the Committee shall be paid such special remuneration in respect of their appointment as shall be recommended by the Board and ratified or approved by

Shareholders. Such special remuneration shall be in addition to the monthly remuneration payable to Directors.

10.2. The level and structure of remuneration for Directors shall be determined at the Shareholders' Meeting.

11. Reporting responsibilities

11.1 The Committee Chairperson shall report to the Board on its proceedings.

11.2 The Committee shall make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Other matters

The Committee shall:

12.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and Management for assistance as required.

12.2 Give due consideration to laws and regulations, the principles of the Code of Corporate Governance and any other applicable rules.

12.3 Arrange for periodic reviews of its own performance and as and when required, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. Authority

13.1 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

APPROVED BY THE BOARD ON 03 July..... 2020


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Chairperson of the Board


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Corporate Secretary,
Prime Partners Ltd