

NWT (MAURITIUS) LTD**CHAIRPERSON****The Chairperson:**

- Chairs the Directors and shareholders' meetings and provides overall leadership to the Board;
- Ensures that the Board satisfies its duties, is effective in its tasks of setting and implementing the Company's direction and strategy;
- Ensures that Directors receive accurate, timely and clear information;
- Ensures that appropriate training is encouraged to continuously update the skills and knowledge of the Directors;
- Encourage Directors at Board meetings to participate in discussions and have sufficient time for consultation and decision-making; and
- Ensures that the performance of the Board is evaluated on a regular basis
- To provide leadership to the Board to ensure it functions effectively;
- To plan the Board's annual schedule of meetings and agendas, in consultation with Company Secretary and other Directors as appropriate;
- To maintain sound relations with the Company's shareholders and ensure that principles of effective communication and pertinent disclosure are followed;
- To ensure that all Directors play a full and constructive role in the functioning and decision-making process of the Board;
- To ensure that all relevant information and facts are communicated to the Board in order to enable the Directors to make informed decisions;
- To chair all meetings of the Board and ensure that meetings are conducted efficiently and effectively;
- To call special meetings, when required;
- To ensure all Directors exercise their skills, knowledge and expertise on key Board matters and assist the Board in achieving a consensus;
- To develop teamwork and a cohesive Board culture and facilitate formal and informal communication with and among Directors;
- To help ensure that action items established by the Board are tracked with the assistance of the Company Secretary and appropriate follow-up action is taken as necessary; and
- To chair annual and special meetings of shareholders.

BOARD OF DIRECTORS**The Board of Directors:**

- Is collectively responsible for the performance and affairs of the Group, for setting up the Company's strategy and policies, overseeing its activities by monitoring performance and supervising management to ensure accountability to its stakeholders;
- Assumes the responsibilities for succession planning;
- Has as primary objectives the protection of shareholders' value and interest within an appropriate structure; and
- Ensures constructive relations between the executive and non-executive Directors.

COMPANY SECRETARY**The Company Secretary:**

- Provides guidance as regards compliance with relevant statutory and regulatory requirements;
- Assists the Chairperson in governance processes such as Board and Committee evaluation;
- Circulates agendas and any supporting papers in good time;
- Takes minutes of Board and shareholders meetings and circulates the draft minutes to all members;
- Keeps statutory registers and minutes book; and
- Provides the Board as a whole and Directors individually with guidance as to their roles and responsibilities.

This document has been approved by the Board of NWT (Mauritius) Ltd on 27 November 2019 and will be reviewed every 3 years or as and when required.