

**TERMS OF REFERENCE FOR THE
HUMAN RESOURCES COMMITTEE
OF EMTEL LIMITED
(‘EMTEL’ OR ‘THE COMPANY’)**

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Definitions

Reference to “the Company” shall mean “Emtel”.

Reference to “the Committee” shall mean “Human Resources Committee of Emtel”.

Reference to the “Board” shall mean the “Board of Directors of Emtel”.

Reference to “CEO” shall mean “the Chief Executive Officer of Emtel”.

Reference to “Subsidiary Companies of Emtel or Emtel Subsidiaries” shall have the meaning as assigned by section 3 of the Companies Act 2001.

1. Preamble

The Board recognizes that the Human Resources Committee shall ensure that our human resources, their management and development as well as organization are given the proper thrust and importance by the Board. It will act as an advisory body and a sounding Board to the organization and exercise powers delegated by the Board. Its primary responsibilities will include monitoring existing policies and procedures, systems and structures, reporting on the implementation of these policies and procedures, systems and structures, and making recommendations to the Board of Directors in consultation with the Emtel Corporate Council.

The Committee shall be a Sub-Committee of the Board and for it to operate efficiently, the Board shall delegate appropriate responsibilities relating thereto, and herewith determine formal written Terms of Reference outlining the objectives, composition, responsibilities and authority of the Committee as set out in this document.

2. Objectives

The Committee shall, within these Terms of Reference, look into all relevant matters concerning the Company and its Subsidiary Companies.

3. Membership and Chairmanship

3.1 The Committee shall consist of no more than six Members appointed by the Board.

- 3.2 The Board of Emtel shall appoint a Chairman of the Committee amongst the Members so appointed for a period of up to three years, which may be extended for a further three-year period. The Chairman of the Committee shall be a Non-Executive Director.
- 3.4 In the absence of the Chairman of the Committee at any Meeting, the remaining Members present shall elect one of themselves to preside the meeting.
- 3.5 The Board shall have the power at any time to remove any Member(s) from the Committee and fill any vacancies created by such removal.

4. Secretary

Currimjee Secretaries Limited shall act as the Secretary of the Committee except for personal/confidential matters which will be handled directly by the Emtel Corporate Council in consultation with the Chief Human Resource Officer (“CHRO”) of Currimjee Jeewanjee and Company Limited (“CJ”).

5. Quorum

The quorum necessary for the transaction of business shall be a majority of Members, including the Executive Director and one Non-Executive Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. Frequency and Notice of Meetings

- 6.1 The Committee shall establish an annual work plan. The annual plan shall ensure proper coverage of the matters laid out in the Committee’s Terms of Reference.
- 6.2 The Committee shall meet at least three times a year at appropriate times and otherwise as required, prior to each Board Meeting set for the year.
- 6.3 Additional Meetings, may, with approval of the Chairman of the Committee, be held at the request of a Member of the Committee, or at the instance of the Board.

- 6.4 The Chairman of the Committee may meet with the Executive Director, the CHRO of CJ, and/or the Company Secretary prior to a Committee meeting to discuss important issues and agree on the agenda.
- 6.5 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, or at the requisition of any of its Members, if considered necessary.
- 6.6 Notice of Meetings of the Committee, confirming the venue, date and time, together with an agenda of items shall be set by the Chairman of the Committee in consultation with the Executive Director and CHRO of CJ.
- 6.7 The Notice and Agenda of a Meeting of the Committee shall be forwarded at least one week prior to the Meeting to the Members of the Committee, and where applicable to other attendees and as deemed appropriate. Supporting papers shall be sent to the Committee Members and to other attendees as appropriate, at the same time.

7. Minutes of Meetings

The Minutes of the Committee Meeting shall be promptly prepared by the Secretary and sent to the Chairman of the Committee for review thereof, within six working days of having held the Committee. The reviewed Minutes shall then be circulated to the other Members of the Committee, and any attendees (as appropriate) and thereafter be submitted for approval by the Committee at its next scheduled Meeting.

8. Annual Meeting

The Chairman of the Committee shall attend the Annual Meeting of the Company to answer any Shareholder's queries on the Committee's activities.

9. Responsibilities - Terms of Reference

The Committee shall carry out the following duties:

9.1 To satisfy itself that Emtel's human resource management activities are adequate and effective. In this regard, the specific responsibilities that the Committee will carry out on behalf of the Board are as follows:

9.1.1 Review the HR Strategy, key HR plans, delegation of authorities to management prior to approval by the Board.

9.1.2 Review and monitor appointment for key Senior Management positions.

(a) A consultative process involving both the Committee, the Emtel Corporate Council and the Governance, Nominations and Remunerations Committee ("GNR") of CJ shall be followed for the appointment / replacement and succession planning of the Company's CEO. The Emtel Corporate Council and the CJ GNR shall establish (i) the recruitment process; (ii) profile; (iii) terms of appointment; and (iv) initial package for consideration and eventual recommendation to the Board of Emtel.

(b) Monitor the compensation decisions including, salary increases and performance bonuses, for the Members of the Senior Management Team as validated by the Emtel Corporate Council upon recommendation of the CEO and approved by the Board of Emtel.

9.1.5 Review the implementation of performance management systems and relevant reports prior to submission to the Board.

9.1.6 Review the performance reports and the implementation of a Business Continuity Plan and Succession Planning System for the Members of the Senior Management Team.

9.1.8 Review the high-level organigram of Emtel and its subsidiaries to align with the Company's strategic objectives and recommend key changes to the Board.

9.1.9 Review key HR-related decisions and make necessary recommendations to the Board.

- 9.1.12 Review of feedback from surveys on HR and Environment & Sustainability indices including employee engagement, environmental and societal engagements.
- 9.1.13 Review the diversity and inclusion plan and goals of the Company and its Subsidiary Companies and report accordingly to the Board.
- 9.1.14 Review the Safety and Health strategy and compliance and provide recommendations to the Board with respect to changes in and appropriateness of policies in place.
- 9.1.15 Review any other matters which may come before the HR Committee in the course of carrying out its mandate.
- 9.1.16 The Committee will submit formal reports required by the Board.
- 9.2 The Committee shall ensure the enforcement of the Code of Conduct by dealing with all reports, complaints and matters arising from the Code of Conduct.

For the purpose of Section 9, “Members of the Senior Management Team” shall comprise of (i) all Emtel employees reporting directly to the CEO of the Company; (ii) other Executives having skills and specialization critical to the functioning of the Company and its Subsidiary Company, and (iii) Heads of Subsidiaries of the Emtel, as applicable.

10. Reporting Responsibilities

- 10.1 The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make requisite recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Minutes of the Committee Meetings shall be circulated to the Board, after they would be reviewed and validated by the Committee Members and approved by the Chairman, with a proviso that the Minutes would be formally approved at the following Committee Meeting which would then constitute the final minutes.

11. Authority

The Committee:

- 11.1 shall act in terms of the delegated authority of the Board as recorded in these Terms of Reference.
- 11.2 shall, in the fulfillment of its duties, call upon the Chairman of the other Board committees, any of the Executive Directors, Senior Management Team, Company Secretary or any employee of the Company and/or its Subsidiaries, to provide it with information, as per an approved Board process.
- 11.3 be authorised, at the Company's expense, to obtain outside legal or other professional advice on any matter within its Terms of Reference.
- 11.4 may set up sub-committees of the Committee or appoint one or more designated Members of the Committee with appropriate delegation powers, to work on specific assignments, which are within its Terms of Reference.
- 11.5 shall have reasonable access to sufficient resources, and the Company's records, in order to carry out its duties, including access to the secretariat of Emtel and its Subsidiary Companies, for assistance as required.
- 11.6 shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all Members.
- 11.7 shall give due consideration to laws and regulations, the provisions of the Code of Governance of Mauritius, and any other relevant regulatory requirements, as appropriate.
- 11.8 shall oversee any investigation of activities which are within its Terms of Reference.
- 11.9 shall evaluate its own performance at least once every two years and report to the Board on such evaluation.
- 11.9 shall at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. Remuneration

Members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.

Approved by the Board of Directors of Emtel Limited on 7th November 2024.