

MAURITIUS OIL REFINERIES LIMITED

CORPORATE GOVERNANCE, REMUNERATION AND ETHICS COMMITTEE CHARTER

The Board of Directors of Mauritius Oil Refineries Limited (the “Board”) has resolved to establish a standing committee of the Board to be known as the Corporate Governance, Remuneration and Ethics Committee (the “Committee”). The Board also resolved that the Committee shall include the work normally done by a Nomination Committee.

1. Membership

- 1.1 The Board of Directors shall nominate the Chairperson and the members of the Committee.
- 1.2 The Committee shall comprise at least three (3) directors, including the Managing Director. A majority of the members of the Committee shall be independent non-executive directors or non-executive directors.
- 1.3 Appointments to the Committee shall be for up to three (3) years, which may be extended by up to two additional three-year periods, provided the director still meets the criteria for Committee membership.
- 1.4 The Board shall appoint the Committee Chairperson, who should be an independent non-executive director or, if not feasible, a non-executive director.

2. Secretary



- 2.1 The Company Secretary shall act as the Committee Secretary.

3. Meetings

- 3.1 The Chairperson shall preside at each meeting, and, in the absence of the Chairperson, one of the other Committee members shall be designated as the acting chair of the meeting.
- 3.2 The Chairperson of the Committee shall not chair the Committee when dealing with the matter of succession to the Chairpersonship.
- 3.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as senior executives and external advisers, may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 3.4 The Committee shall invite the Chairperson of the Board to attend meetings as necessary.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be three (3).

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5. Frequency of meetings

- 5.1 The Committee shall meet at least four (4) times a year.
- 5.2 The Chairperson of the Committee may convene a Meeting of the Committee or shall do so upon the request of any Committee member.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chairperson.
- 6.2 The Committee Secretary shall forward the notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed to each member of the Committee, any other person required to attend and the Chairperson of the Board, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.

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 Draft minutes of committee meetings shall be circulated promptly to all committee members. Once approved, minutes should be circulated to all members of the Committee and other Board members unless, in the opinion of the Chairperson, it would be inappropriate.

8. Annual Meeting

- 8.1 The Committee Chairperson should attend the annual meeting to answer any shareholder questions on the Committee's activities.

9. Corporate Governance Committee

In its capacity as Corporate Governance Committee

- 9.1 Make recommendations to the Board on all corporate governance provisions to be adopted so that the Board remains effective and complies with prevailing corporate principles and practices.
- 9.2 Ensure that the disclosure requirements with regard to corporate governance, whether in the annual report or other reports on an ongoing basis, are in accordance with the principles of the applicable Code of Corporate Governance.
- 9.3 Recommend adopting best corporate governance practices as appropriate for the

company and the group.

- 9.4 Determine, agree and develop the Group's general policy on corporate governance in accordance with the applicable Code of Corporate Governance.
- 9.5 Make recommendations to the Board on any updates regarding the company's Board Charter
- 9.6 Recommend to the Board any closed periods during which the directors and any other persons in the Group who are privy to price-sensitive information shall not be permitted to trade in shares or securities of the company.
- 9.7 Prepare the corporate governance report to be published in the company's annual report.
- 9.8 Ensure that disclosures are made in the annual report in compliance with the disclosure provisions in the Code of Corporate Governance.
- 9.9 Report any breach of the Code to the Board for action to be taken.
- 9.10 Increase awareness of compliance through training and communication.

10. Nomination Committee

In its capacity as Nomination Committee

- 10.1 Make recommendations to the Board on the appointment of new executive and non-executive directors, including recommendations on the composition of the Board in general regarding the balance between executive and non-executive directors appointed to the board.
- 10.2 Review through a formal process the balance and effectiveness of the Board, identifying the skills needed and those individuals who might best be seen to be providing such skills fairly and thoroughly.
- 10.3 Review Board structure, size and composition and make recommendations to the Board where necessary with regard to any necessary adjustments.
- 10.4 Identify and nominate candidates for approval of the Board to fill Board vacancies as and when they arise, as well as put in place plans for succession, in particular for the Chairperson and the Managing Director;
- 10.5 Ensure that the Managing Director has put in place succession plans.
- 10.6 Recommend to the Board for continuation (or not) in service of any director who has reached the age of 70.

11. Remuneration Committee

In its capacity as Remuneration Committee

- 11.1 Develop a policy on executive remuneration and for fixing the remuneration and benefits packages of individual directors within agreed terms of reference to avoid potential conflicts of interest.
- 11.2 Make recommendations to the full Board in relation to the remuneration of non-executives.
- 11.3 Determine the level of non-executive and independent non-executive fees and, subject to Board approval, to recommend same to the shareholders at the Annual Meeting of Shareholders.
- 11.4 Determine and recommend to the Board specific remuneration packages for executive directors of the company (basic salary, benefits in kind, any annual bonuses, performance-based incentives, share incentives, pensions and other benefits).
- 11.5 Determine, agree, develop and recommend to the Board the company's general policy on executive and senior management remuneration.
- 11.6 Give the executive directors every encouragement to enhance the company's performance and to ensure that they are fairly, but responsibly rewarded for their individual contributions and performance.
- 11.7 Review (at least annually) the terms and conditions of executive directors' service agreements, taking into account information from comparable companies with relevant information for other group executives and senior managers.
- 11.8 Be kept informed of relevant information for executives and senior managers.
- 11.9 Co-ordinate its activities with the Chairperson of the Board and the Managing Director as well as consult them in formulating the committee's remuneration policy and when determining specific remuneration policy and when determining specific remuneration packages.
- 11.10 Determine any criteria necessary to measure the performance of the Board collectively, the directors individually, the executive directors, the Chairperson of the Board, the Chairperson of the sub-committees of the Board and their functions and responsibilities.
- 11.11 Consult, if need be, other non-executive directors in their evaluation of the performance of the Chairperson of the Board and the managing director.
- 11.12 Liaise with the Board in relation to the preparation of the Committee's report to shareowners as required and to consider each year (and minute its conclusions) whether the circumstances are such that the annual meeting of the company should be invited to approve the remuneration policy set out by the company.

12. Ethics Committee

In its capacity as Ethics Committee

- 12.1 Assist the Board in overseeing that the Group is committed to the highest ethical

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standards.

- 12.2 Promote an organizational culture that encourages law abiding and ethical conduct.
- 12.3 Review the effectiveness of the compliance and enforcement framework as provided in the Code of Ethics.
- 12.4 Review results of and deal with all reports and complaints submitted by the Compliance Officer.
- 12.5 Review the ethical implications of company policies brought to the notice of the Committee.
- 12.6 Establish and communicate whistleblowing policies and procedures protecting employees and others from retaliation for reporting suspected misconduct.
- 12.7 Monitor development in legal and regulatory standards and general best practices relating to business ethics.
- 12.8 Appoint independent advisers as it deems necessary to carry out their duties.
- 12.9 Instruct any officer or employee of the Group to attend any meetings and provide such information as necessary and appropriate.
- 12.10 Have unrestricted access to members of management, employees and relevant information.
- 12.11 Make recommendations to the Board in relation to the appointment and replacement of the Compliance Officer.
- 12.12 Review the effectiveness and adequacy of the Code and make recommendations to the Board accordingly.
- 12.13 Prepare the report to be included in the company's annual Corporate Governance report.

13. Reporting responsibilities

- 13.1 The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

14. Other matters

The Committee shall:

- 14.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
- 14.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

- 14.3 Give due consideration to laws and regulations, the principles of the Code of Corporate Governance and any other applicable rules, as appropriate.
- 14.4 Arrange for periodic reviews of its performance and, at least every two years, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

15. Authority

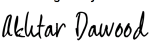
- 15.1 The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 15.2 The quorum for decisions of the Committee shall be any three members (composed of at least two non-executive directors) present throughout the meeting who shall vote on the matter for decision.
- 15.3 No Committee attendee shall participate in any discussion or decision in respect of his own remuneration or performance/ disciplinary proceedings or evaluations.

16. Remuneration

- 16.1 Members of the Committee shall be paid such special remuneration in respect of their appointment as shall be fixed by the board.
- 16.2 Such special remuneration shall be in addition to the annual fees payable to directors.

THIS CHARTER WAS APPROVED BY THE BOARD OF DIRECTORS OF MAURITIUS OIL REFINERIES LIMITED AT ITS MEETING HELD ON 10th JULY 2018

SIGNED BY : Akhtar Dawood

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Chairperson of the Board
Date: 10 JUL 2018

Signed by:

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SIGNED BY : Dharmesh Naik

Chairperson of Corporate Governance, Remuneration and Ethics Committee
Date : 10 JUL 2018