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CORPORATE GOVERNANCE REPORT

INTRODUCTION

IBL Ltd ('IBL' or the 'Company'), a public interest entity as defined by the Financial Reporting Act 2004, has applied the principles of the National Code of Corporate Governance (2016). The corporate governance report sets out how the Code's principles have been applied and reflected throughout IBL. Good governance is at the heart of IBL and is crucial to the Company's success and its ability to deliver on its strategy.

 This report, part of IBL's Integrated Report for 2021–2022 is also available on IBL's website: www.iblgroup.com

GOVERNANCE STRUCTURE

Governance Charter

IBL's governance structure is set out in its Governance Charter. The Charter defines the role, function and objectives of the Board of Directors, Board Committees, Chairman, Group CEO and senior executives. It also sets out how they interact in order to promote efficient, transparent and ethical functioning/decision-making processes within the group. In the same spirit, the IBL Share Dealing Policy has been approved and signed by all the Directors and Senior Officers of IBL.

In accordance with good governance practices, the Board ensures that regular Board meetings and management committee meetings are held throughout the group. The composition of the Boards of the main subsidiaries of the group is reviewed by IBL's Corporate Governance Committee (which also acts as Nomination and Remuneration Committee). The Board of IBL subsequently designates its representatives on the Boards of these subsidiaries.

 The Governance Charter and the IBL Share Dealing Policy are available on IBL's website: www.iblgroup.com

Code of Business Ethics

A Code of Business Ethics, which also includes whistle blowing procedures, was last reviewed and approved by the Board on 3 June 2019. The Board has strongly encouraged and recommended the companies of the group to make use of the spirit of this Code when adopting their own Code of Ethics.

 The Code is available on IBL's website at www.iblgroup.com

Constitution

IBL's Constitution complies with the provisions of the Mauritian Companies Act 2001 and the Listing Rules of the SEM. There are no clauses of the Constitution deemed material enough requiring specific disclosure.

 A copy of the Constitution is available on the website at www.iblgroup.com

Organisational chart and Accountability Statement

A governance structure and organisational chart for IBL reflecting the key senior positions and the reporting lines within the group is set out in the section "Leadership" (page 42) of the Integrated Report.

THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The Board

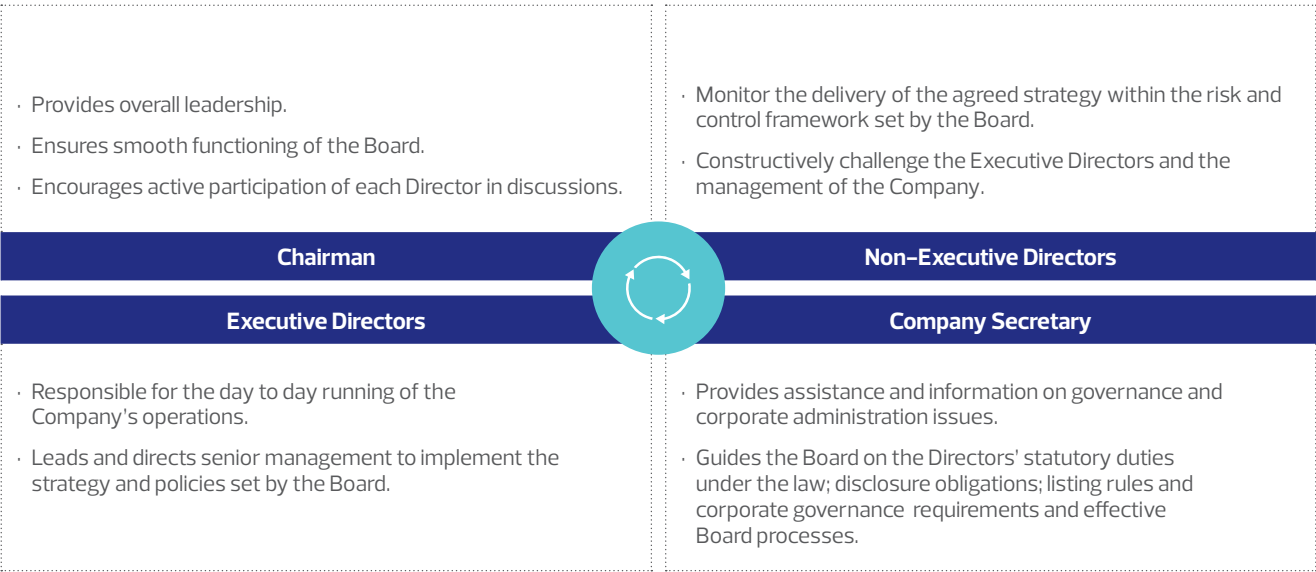
IBL is led by an effective and highly committed unitary Board comprising 14 independently minded Directors (including 2 female Directors) out of which, 4 are Independent non-Executive, 8 are non-Executive and 2 are Executive Directors. The Board considers that given the size of the Company, its current scope of activities and geographical spread of operation, the current Directors have the adequate set of expertise. They are of appropriate calibre and have the appropriate mix of core competencies, knowledge and diversity to manage the Company in an efficient manner in order to achieve the objectives and implement the strategy.

The Board assumes responsibility for leading and controlling the Company and for ensuring that all legal and regulatory requirements are met. It plays a key role in determining the Company's direction, monitoring its performance and overseeing risks. It is collectively responsible for the long-term success of the Company.

Profiles of directors and details of external appointments

Directors' profiles (Page 36), including details of their appointments in listed companies, have been disclosed in the section "Leadership" of the Integrated Report.

Board and Directors' roles and responsibilities



Notes:

1. The 4 Independent non-Executive Directors are considered independent based on the independence criteria set out in the National Code of Corporate Governance for Mauritius. The Independent Directors have not been employees of the group within the past three years nor do they have a material business relationship with the Company either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Company.
2. A majority of the Directors do not have a relationship with the shareholders holding more than 5 % of the Company's shares.

CORPORATE GOVERNANCE REPORT

The Company Secretary

IBL Management Ltd comprises a team of experienced company secretaries providing support and services to the companies of the group. As governance professionals, the company secretaries guide the Boards on corporate governance principles and on their statutory duties and responsibilities. In its advisory role, the Company Secretary provides support and advice to companies of the group on corporate transactions/projects. The Company Secretary is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that Board decisions are implemented.

Board meeting process

Beginning of the year	<ul style="list-style-type: none">Planning for Board Meetings for the ensuing year is set by the group Corporate Secretary.
Setting of agenda	<ul style="list-style-type: none">Draft agendas for the Board are finalised by the CEO and the Chairman prior to each meeting.Agendas are finalised at least one week before the scheduled date of the meeting.
Before the meeting	<ul style="list-style-type: none">Agenda and all relevant Board papers are sent to the Directors one week before the scheduled meeting.Necessary arrangements (video conferencing, etc) are made for those Directors not able to be physically present.
Board meeting	<ul style="list-style-type: none">Regular matters such as the review of activities of the various clusters of IBL or reports from the Committee Chairpersons are discussed.
After Board meeting	<ul style="list-style-type: none">Minutes are produced and sent to the group CEO and Chairman for review and comments prior to circulating these to the Board.Follow-up on certain Board decisions (update of authorised signatories, etc.) are then ensured by the Company Secretary.

The Board in 2021–2022

The composition of the Board as at the date of this report is as follows:

Name	Status
Jan Boullé	Non-Executive Chairperson
Martine de Fleuriot	Non-Executive Director
Isabelle de Melo	Non-Executive Director
Richard Arlove	Independent Non-Executive Director
Jean-Claude Béga	Executive Director
Georges Desvaux	Independent Non-Executive Director
William Egbe	Independent Non-Executive Director
Arnaud Lagesse	Executive Director
Benoit Lagesse	Non-Executive Director
Hugues Lagesse	Non-Executive Director
Jean-Pierre Lagesse	Non-Executive Director
Thierry Lagesse	Non-Executive Director
Gilles Michel	Independent Non-Executive Director
Jean Ribet	Non-Executive Director
Stephane Lagesse	Alternate Director (Thierry Lagesse)

Board changes as at date of this report:

Name of Director	Date of Appointment	Date of Resignation
Maxime Rey	–	30/06/2022
Georges Desvaux	01/07/2022	–
Pierre Guénant	–	19/09/2022
William Egbe	01/10/2022	–

During the year under review, the Board met 8 times. Below is a list of the main issues discussed at these meetings. Decisions were also taken by way of written resolutions signed by all the Directors.

Regular Agenda Items	<ul style="list-style-type: none">Review of operations of the different clusters.Review of fair value of investments in major subsidiaries/associates.Take note of the matters discussed in sub-committee meetings.
Financial Items	<ul style="list-style-type: none">Abridged audited annual financial statements and full audited financial statements.Abridged financial statements for the first, second and third quarters.Dividend declarations.Budget 2021–2022.Assessment of the cash flow.
Strategy	<ul style="list-style-type: none">Review of the various investment projects.Review of the IBL's Beyond Borders strategy.
Governance	<ul style="list-style-type: none">Approval of the nomination of directors on the Board of IBL Ltd as well as on the various Boards of subsidiaries.Approval of the Corporate Governance Report and Statement of Compliance.Approval of the re-appointment of the Chairman of IBL Ltd.Recommendation to the shareholders to consider the review of directors' fees.
Other matters	<ul style="list-style-type: none">Approval of communiqués/announcements as required by the relevant rules and regulations.Review of several projects.

CORPORATE GOVERNANCE REPORT

Attendance in 2021–2022

Directors	28/09/2021	29/10/2021	11/11/2021	14/12/2021	26/01/2022	14/02/2022	08/04/2022	03/06/2022	Total number of meetings attended
Jan Boullé	✓	✓	✓	✓	✓	✓	✓	✓	8
Jean–Claude Béga	✓	✓	✓	✓	✓	✓	✓	✓	8
Martine de Fleuriot de la Colinière	✓	✓	✓	✓	✓	✓	✓	✓	8
Isabelle de Melo	✓	✓	✓	✓	✓	✓	✓	✓	8
Pierre Guénant	✓	✓	✓	✓	✗	✗	✗	✓	5
Arnaud Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	8
Benoit Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	8
Hugues Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	8
Jean–Pierre Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	8
Thierry Lagesse	✓	✗	✓	✓	✓	✓	✓ ¹	✗	5
Gilles Michel	✓	✓	✗	✓	✓	✓	✓	✓	7
Maxime Rey	✓	✓	✓	✓	✓	✓	✓	✓	8
Jean Ribet	✓	✓	✓	✗	✓	✓	✓	✓	7
Richard Arlove	✓	✓	✓	✓	✓	✓	✓	✓	8

Note:
1. Stephane Lagesse, Alternate Director to Thierry Lagesse, attended this meeting


Board Committees

The Board is assisted in its functions by three main sub–Committees: (i) an Audit and Risk Committee, (ii) a Corporate Governance Committee, which also acts as a Nomination and Remuneration Committee, and (iii) a Strategic Committee. These committees operate within defined terms of reference and may not exceed the authority delegated to them by the Board. The sub–committees are chaired by experienced Chairmen who report to the Board on the issues discussed at each Committee meeting.

IBL Management Ltd, the Company Secretary also acts as secretary to the Board Committees. Each member of the Board has access to the minutes of Board Committee meetings, regardless of whether the Director is a member of the Board Committee in question or not.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities. It is the Committee's responsibility to review the integrity of the financial statements and the effectiveness of the internal and external auditors.

 The Audit and Risk Committee Charter was last reviewed on 3 June 2019 and is available on the Company's website at www.iblgroup.com

Composition

The Committee is chaired by Richard Arlove, an Independent non–Executive Director. The other members of the Committee are Isabelle de Melo, Benoit Lagesse and Thierry Lagesse (non–Executive Directors). The Committee's meetings are also attended by the group CEO, the group CFO, the CFO – Group Operations, the Head of Internal Audit and the Head of Risk Management.

Attendance in 2021–2022

Directors	06/07/2021	04/08/2021	08/11/2021	03/02/2022	05/05/2022	16/05/2022	Total number of meetings attended
Richard Arlove (Chairman)	✓	✓	✓	✓	✓	✓	6
Thierry Lagesse	✓	✓	✓	✓	✓	✓	6
Benoit Lagesse	✓	✓	✓	✓	✓	✓	6
Isabelle de Melo	✓	✓	✓	✓	✓	✗	5

CORPORATE GOVERNANCE REPORT

Matters considered in 2021–2022

During the year under review, the Audit and Risk Committee met 6 times and the main issues discussed included:

Regular Financial Matters	<ul style="list-style-type: none">· Abridged audited annual financial statements and full audited financial statements.· Abridged financial statements for the first, second and third quarters.· Dividend declarations.· Budget 2021–2022.· Group CFO's report.
Internal Audit Matters	<ul style="list-style-type: none">· Considered the various reports of the Head of Internal Audit on the subsidiaries of the group.
Risk Management Matters	<ul style="list-style-type: none">· Considered the IBL Group top risks and their trends.· Considered emerging risks.· Reviewed and validated IBL's Risk Appetite Statements.
Other matters	<ul style="list-style-type: none">· Presentation by the external auditor on the key audit matters for the year 2021–2022.· Presentation by the external auditor on a valuation of investments within the group.

Information, information technology and information security governance

Information Technology Governance

Last year, an Information Technology Governance Framework was set up to align the Corporate Office, Business Units ('BU') and Group Companies ('GC'), which are those companies controlled through a shareholding of 60%, around a common set of best information technology practices and standards.

Assessing maturity levels

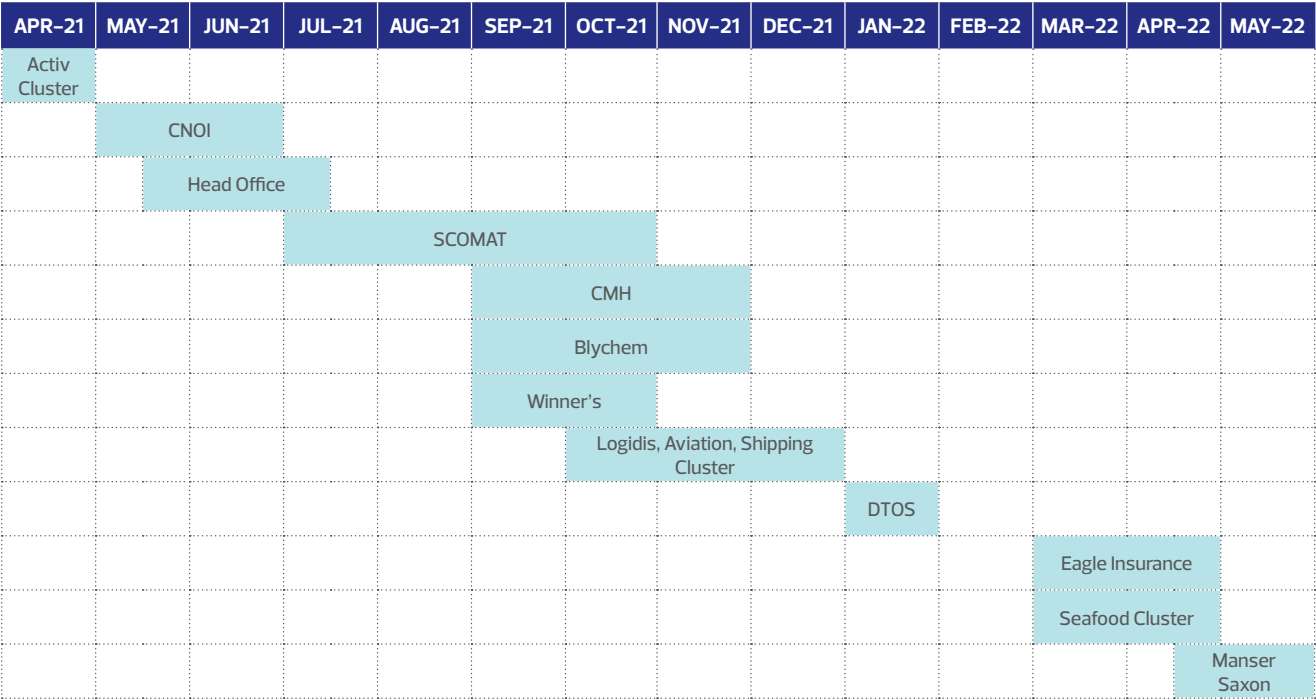
The first step in the implementation of the framework was an assessment of a first group of BU's and GC's to determine the level of maturity of each business in each domain of the framework. The exercise served to identify the gaps that needed to be addressed to achieve the desired maturity level for each individual business. The target maturity level for each domain was set to level 3 as per the

Capability Maturity Model Integration (CMM-I) model with the criteria described below for each domain.

Governance & Strategy	Organisational structures for technology governance and responsibilities for technology strategy are well defined. Critical areas where technology performance measurement needs to be applied are identified and measured against. Stakeholders receive necessary communication around key IT objectives, strategy and decisions made. A formal technological innovation plan/programme is in place.
Resources	Management structures and responsibilities for technology are well defined. Processes and mechanisms are in place to ensure effective HR management practices within the organisation prior to employment, during employment and upon termination and effective knowledge creation, transfer and sharing.
Finance	Responsibilities and processes for IT cost and budget management, cost optimisation and vendor management are well defined. Vendors are identified and chosen based on pre-defined criteria. Benchmarks are identified and measurement of vendor performance is regularly conducted. Vendor risk management is taken into account.
Infrastructure & Operations	Responsibilities for IT asset management practices, enterprise architecture and IT operations are formalised. Availability and capacity management procedures are defined. The service desk including SLA's around incident and change management is in place, well understood and utilised across the organisation, acting as a single point of contact.
Application Portfolio Management	Application portfolio management responsibilities and practices are established.
Project Management	Project Management processes and governance are in place with project planning and relevant resources formally assigned to projects. Project risk is taken into account and is formally documented. Informational, functional and technical requirements gathering aligned to enterprise strategy is formalised. Responsibilities for organizational change management are assigned with mechanisms to ensure effective communication of changes within the organisation.
Data & Analytics	A data strategy has been defined. Responsibilities for data governance, business intelligence (BI) and reporting have been formally assigned in the organization. Data management training and awareness are provided to users. A current and future state data architecture is maintained in alignment with the overall enterprise architecture. Data quality is formally assessed, in alignment with the data strategy. BI & reporting tools are well adopted and integrated within various areas and systems across the company.
Security & Risks	A cybersecurity strategy aligned to overall technology and business strategies has been defined. Cybersecurity principles and policies are implemented. Technology risk management is in place with periodic reporting of plans and events. Critical elements and services within the entire business are identified, and measures are put in place to ensure its continuity during an adverse situation.

CORPORATE GOVERNANCE REPORT

A roadmap for the first round of maturity assessments of BU's, GC's and the Head Office was laid out in FY20-21 and completed in May 2022.



The assessment highlighted the need to reinforce Governance & Strategy, Security & Risks and Data & Analytics domains. The leadership and information technology teams of BUs, GCs and the head office have since established individual action plans to address the gaps identified over the next 12 to 18 months. This also entails restructuring of the IT teams to equip them with the right capabilities and skills, an exercise which is well under way.

Ensuring good governance

To ensure the effective implementation of the framework, the right governance with clear roles, ownership, decision-making and change management authority is essential. The Technology & Transformation department, which serves as a technology and digital consultant and centre of excellence for the group, guides and oversees the implementation of the framework as illustrated below.

BU/GC Business & IT leaders	Technology & Transformation team	Group IT Committee
<ul style="list-style-type: none">Accountable for technology management and governance as per IT Framework defined at Group Level.Implement technology & digital plans in line with BU/GC objectives.	<ul style="list-style-type: none">Custodian of IT framework and policies.Disseminates approved policies to BU's and GC's.Assits BU's and GC's in enchancing their maturity level in technology governance and management based on framework.Assists BU's and GC's in execution their technology & digital plans.	<ul style="list-style-type: none">Oversees implementation of IT framework and approves IT policies.Oversees implementation of strategic technology project at BU/GC and Group levels.Governs the group's cybersecurity and manages IT-related risks.

Information Technology Committee

The Information Technology Committee, which is a sub-committee of the Audit and Risk Committee, operates within defined terms of reference and *inter alia*:

- 1. Monitors and evaluates significant IT investments and expenditure.
- 2. Ensures that information assets are effectively managed.

Composition

The Committee is chaired by Isabelle de Melo, a non-Executive Director. The other members of the Committee comprising the Executives of IBL are Arnaud Lagesse, Jean-Claude Béga, Christine Marot, Diya Nababsing-Jetshan, Patrice Robert and Thierry Labat.

Attendance in 2021-2022

Members	30/08/2021	26/11/2021	18/02/2022	22/06/2022	Total number of meetings attended
Isabelle de Melo (Chairman)	✓	✓	✓	✓	4
Arnaud Lagesse	✓	✗	✓	✗	2
Patrice Robert	✓	✓	✓	✓	4
Thierry Labat	✓	✓	✓	✓	4
Christine Marot	✓	✓	✓	✓	4
Jean-Claude Béga	✓	✓	✓	✓	4
Diya Nababsing-Jetshan	✓	✓	✓	✓	4

Matters considered in 2021-2022

During the year under review, the Information Technology Committee met four times and matters discussed included:

- An IT assessment exercise
- Consideration of technology related critical risks and issues
- Review technological projects
- Review of IT policies and Group IT risks and issues

Corporate Governance Committee

The Corporate Governance Committee advises the Board on matters pertaining to corporate governance and ensures that the principles of the National Code of Corporate Governance are applied. This Committee also acts as Nomination & Remuneration Committee.

 The Corporate Governance Committee's Charter was last reviewed and approved on 3 June 2019 and is available on IBL's website at www.iblgroup.com

CORPORATE GOVERNANCE REPORT

Composition

The Committee is chaired by Gilles Michel, an Independent non-Executive Director. The other members of the Committee are Jan Boullé, Martine de Fleuriot and Jean Ribet, who are non-Executive Directors and Arnaud Lagesse, who is an Executive Director.

Attendance in 2021-2022

Members	15/09/2021	10/02/2022	24/03/2022	31/05/2022	Total number of meetings attended
Gilles Michel (Chairman)					4
Jan Boullé					4
Martine de Fleuriot					4
Arnaud Lagesse					4
Jean Ribet					4

Matters considered in 2021-2022

During the year under review, the Corporate Governance Committee met 4 times, and matters discussed included:

Nomination	<ul style="list-style-type: none">Recommendation to the Board on the nomination of Directors on the Board of IBL Ltd and of IBL's nominees on the various Boards of subsidiaries.
Corporate Governance	<ul style="list-style-type: none">Recommendation to the Board for approval of the Corporate Governance Report and Statement of Compliance.Recommendation to the Board for approval the re-appointment of the Chairman of IBL Ltd.Recommendation to the Board for a review of directors' fees.

Remuneration Sub-Committee

The Corporate Governance Committee has assigned its remuneration functions to a sub-committee, hereinafter referred to as Remuneration Sub-committee. The sub-committee has also been entrusted with the Corporate Governance Committee's mandate to review the remuneration of staff members, managers and senior management.

Composition

While the Corporate Governance Committee is chaired by Gilles Michel, an Independent non-Executive Director, the Remuneration Sub-Committee is chaired by Marc Freismuth, who is neither an Independent non-Executive Director nor a Board member. The Board of IBL is of the view that Marc Freismuth possesses the relevant expertise and knowledge to effectively act as the Chairman of this Sub-committee. The other members of the Sub-committee are Jean Ribet and Jan Boullé, both Non-Executive Directors and members of the Corporate Governance Committee.

Attendance in 2021-2022

Members	14/09/2021	06/12/2021	28/01/2022	17/05/2022	28/06/2022	Total number of meetings attended
Marc Freismuth (Chairman)						5
Jan Boullé						5
Jean Ribet						5

Matters considered in 2021-2022

During the year under review, the Remuneration Sub-Committee met 5 times, and matters discussed included:

- Reviewing the performance of the CEO and key senior executives
- Determination and calculation of the performance bonus for the year 2021-2022
- Reviewing talent, career development and salaries
- Reviewing and approving the list of Executives entitled to the Long-Term Incentive (LTI) Scheme 2021
- Reviewing and finalising the rules relating to LTI
- Presentation of Human Capital strategy for IBL Beyond Borders

Strategic Committee

The Strategic Committee was established for the purpose of advising the Board about the Company's strategy. This Committee also assists the Board in analysing, negotiating, reporting on and making recommendations on potential strategic transactions.

A copy of this Charter is available on the website of IBL at www.iblgroup.com

Composition

The Committee was chaired by Pierre Guénant, an Independent non-Executive Director up to 19 September 2022. The other members of the Committee are Gilles Michel, an Independent non-Executive Director; Jan Boullé, Thierry Lagesse and Jean Ribet, all non-Executive Directors; and Arnaud Lagesse, Executive Director. On 1st July 2022, Georges Desvaux, an Independent non-Executive Director, joined the Committee.

CORPORATE GOVERNANCE REPORT

Attendance in 2021–2022

Members	08/07/2021	13/10/2021	16/11/2021	17/01/2021	24/02/2022	19/05/2022	Total number of meetings attended
Pierre Guénant (Chairman)							6
Jan Boullé							6
Thierry Lagesse							5
Gilles Michel							6
Jean Ribet							6
Arnaud Lagesse							6
In attendance							
Jean-Claude Béga							6
Patrice Robert							6

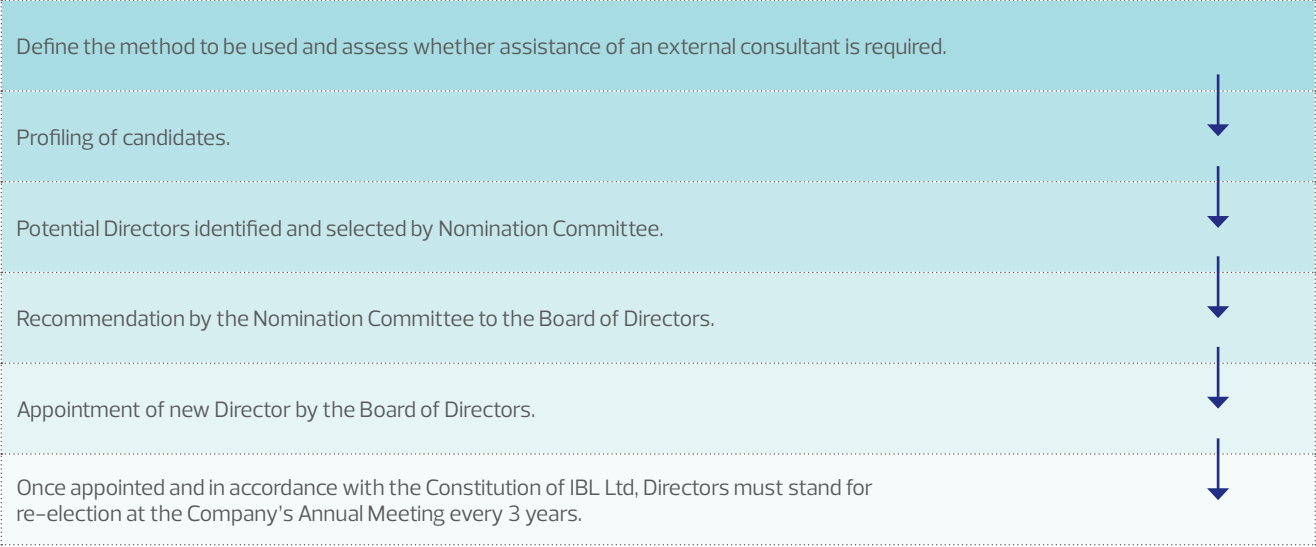
Note:
1. Meeting chaired by Mr. Gilles Michel

Matters considered by the Committee in 2021–2022

During the year under review, the Strategic Committee met 6 times and the matters which were discussed included:

Projects	<ul style="list-style-type: none">Considered various proposals/projects which are not yet finalised.Reviewed and recommended to the Board for approval the acquisition of a stake in a leading operator in East Africa.Received regular updates on projects/proposals presented by management.
Other matters	<ul style="list-style-type: none">Reviewed IBL's Strategic Plan.Reviewed various projects in line with the Company's strategy.

DIRECTOR APPOINTMENT PROCEDURES



At the forthcoming Annual Meeting, the following Directors shall stand for re-election as per the Constitution of IBL:

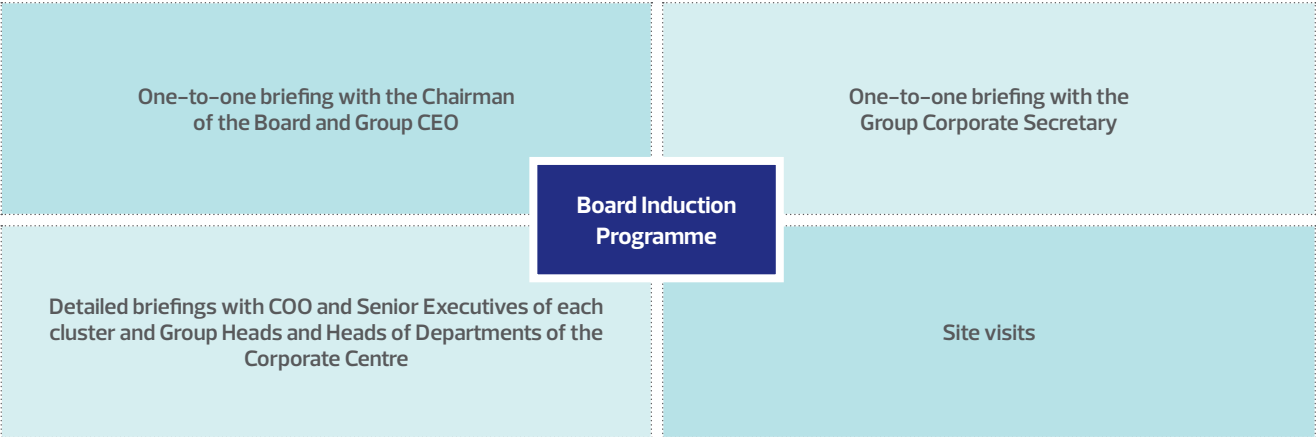
- Mrs. Martine de Fleuriot de la Colinière
- Mr. Thierry Lagesse
- Mr. Jean-Pierre Lagesse
- Mr. Hugues Lagesse
- Mr. Jean Ribet

Upon the recommendation of the Corporate Governance Committee and as approved by the Board, the following Directors shall stand for election:

- Mr. Georges Desvaux
- Mr. William Egbe

Board induction

The Company Secretary assists the Chairman in ensuring that an induction programme is in place for all new Directors to enable them to develop a good understanding of the Company and the group. Additionally, as per the Governance Charter, each newly appointed Director receives an induction pack containing documents pertaining to his or her role, duties and responsibilities.



CORPORATE GOVERNANCE REPORT

Board evaluation

In line with its Corporate Governance Charter, IBL shall carry out a Board evaluation exercise every 2 years. Following the last Board evaluation exercise conducted in August 2019 by an external evaluator, the Board has carried out an internal exercise during the year 2021–2022. At the time of finalising the Corporate Governance Report, the results of this exercise were being compiled and shall be presented to the Board for consideration.

Professional development and training

Directors are encouraged to keep themselves up to date with the latest workplace trends and professional practices. They are also encouraged to participate in various workshops and presentations organised by the Company from time to time.

Time commitments

Board members are expected to dedicate such time as is necessary for them to effectively discharge their duties. Each Director is expected to act in the best interests of the Company and to ensure that his or her other responsibilities do not impinge on his or her responsibilities as a Director of IBL Ltd.

Succession plan

The Board believes that good succession planning is a key contributor to the delivery of the group's strategy and its ability to create value in the long term. The Board is committed to recognising and nurturing talent across the group's executive and management teams in order to develop current and future leaders. Succession planning, which has been delegated by the Board to the Corporate Governance Committee, is reviewed on an annual basis by the Remuneration Sub-Committee. However, the succession planning of key governance officers is dealt with at the Corporate Governance Committee level. The Board has reviewed the professional development and ongoing education of directors.

DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE

Directors' duties

Directors are aware of their legal duties. Once appointed on the Board, the Director receives the following documents pertaining to his or her duties and responsibilities:

- Board Charter
- Governance Charter
- Code of Business Ethics
- The Constitution
- Salient features of the Listing Rules and the Securities Act

Conflicts of interest and related party transactions policy

The Board Charter contains provisions to prevent insider dealing and manage any potential conflict of interest. In addition, the Board approved on 3 June 2019, a Conflict of Interest and Related Party Policy.

Interest Register

An Interest Register, which is updated on an annual basis, is maintained by the Company Secretary. Any disclosure of interest as required under the Mauritius Companies Act 2001 is recorded in the Interest Register, which is available for inspection during normal office hours upon written request made to the Company Secretary.

Remuneration policy

There are no established policies for remunerating Executive Directors approaching retirement. This will be determined by the Board as and when required. Non-Executive Directors' fees consist of a fixed fee and an attendance fee per meeting. Any changes to non-Executive Directors' remuneration are submitted to the shareholders of the Company for approval at the annual meeting of shareholders.

The following table depicts the fees paid to the Directors for their involvement in the Board and Committees during the year under review.

Directors	Board		Audit & Risk Committee		Corporate Governance Committee		Strategic Committee		Information Technology Committee		Total Fees (MUR)
	Fixed Fees ¹ (MUR)	Variable Fees ¹ (MUR)	Fixed Fees (MUR)	Variable Fees (MUR)	Fixed Fees (MUR)	Variable Fees (MUR)	Fixed Fees (MUR)	Variable Fees (MUR)	Fixed Fees (MUR)	Variable Fees (MUR)	
Jan Boulle ²	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jean-Claude Béga ³	Nil	Nil					Nil	Nil	Nil	Nil	Nil
Martine de Fleuriot	200,000	320,000			35,000	20,000					575,000
Isabelle de Melo ⁴	400,000	320,000	60,000	50,000					75,000	50,000 ⁵	955,000
Pierre Guénant	400,000	200,000					60,000	55,000			715,000
Arnaud Lagesse ³	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Benoit Lagesse	200,000	320,000	60,000	60,000							640,000
Hugues Lagesse	200,000	320,000									520,000
Jean Pierre Lagesse	200,000	320,000									520,000
Thierry Lagesse	200,000	240,000	60,000	60,000			30,000	25,000			615,000
Gilles Michel	400,000	280,000			55,000	60,000	30,000	35,000			860,000
Maxime Rey	200,000	320,000									520,000
Jean Ribet	200,000	280,000			35,000	20,000	30,000	30,000			595,000
Richard Arlove	400,000	320,000	90,000	90,000							900,000

Notes:

1. Fixed fees refer to annual fees and variable fees to attendance fees, which are paid per meeting attended.
2. Jan Boullé is a full-time Non-Executive Chairman of the group and is paid an annual fee of Rs.6.3 M. He did not receive any attendance fees or committee fees for the year under review. No fees were paid to him for attending meetings of the group's subsidiaries or associates and these are instead paid to IBL Ltd.
3. Arnaud Lagesse and Jean-Claude Béga are Executive Directors. They received no fees for attending IBL's Board or Committee meetings nor for attending meetings of subsidiaries or associates of the group. These fees are instead paid to IBL Ltd.
4. Due to her expertise, Isabelle de Melo was appointed on the board of AfrAsia Bank Limited, an associate of IBL Ltd. This appointment gave rise to a cross-directorship situation thus jeopardising her "independence". Legal opinion was subsequently sought on that issue and pending which, she continued to be considered as an independent director. Following legal confirmation, it has been decided that Isabelle de Melo would henceforth be categorised as "non-executive director" for IBL Ltd.
5. The attendance fees for the meeting held on 15/06/2021 has been paid in June 2022. Isabelle de Melo has thus been paid for 5 meetings instead of 4 meetings.

CORPORATE GOVERNANCE REPORT

The Corporate Governance Committee of IBL has also approved the following schedule of fees for:

- Marc Freismuth, the Chairman of the Remuneration Sub-committee, as follows: an annual fixed fee of Rs. 150,000 and an attendance fee of Rs. 10,000 per meeting. No fees are paid to Jean Ribet and Jan Boullé for attending the Remuneration Sub-committee meetings.
- Isabelle de Melo, the Chairman of the Information Technology Committee as follows: an annual fixed fee of Rs. 75,000 and an attendance fee of Rs.10,000 per meeting. No fees are paid to Arnaud Lagesse and Jean-Claude Béga for attending meetings of this Committee.

Other Benefits/Incentives for IBL Employees

Long-term incentive scheme

A long-term incentive scheme targeted to eligible Executives. This scheme, which is a phantom share award scheme, is overseen by the Corporate Governance Committee. The objectives of this scheme include:

- Creating a reward mechanism that supports achievement of value creation and growth objectives of the Company in the long run.
- Strengthening the ability of the organisation to attract and retain executive talent.
- Strengthening the sense of alignment of interests between executives and shareholders.
- Raising the profile and reputation of the IBL Group by taking a leading position in employee value propositions for executives in the Mauritian market.

Short-term incentive scheme

The short-term incentive scheme, also referred to as performance bonus, puts forward the personal performance of the Executives, the group and Company's profitability. Additional details are available in the Human Capital Report included in the Strategy(page 84) section of the Integrated Report.

RISK GOVERNANCE AND INTERNAL CONTROL

The Directors are responsible for maintaining an effective system of internal control and risk management. While the Audit and Risk Committee oversees the group's risk governance and internal controls, the nature of the risks facing IBL and the group's risk appetite remain the ultimate responsibility of the Board.

The Board is also responsible for:

- Ensuring that structures and processes are in place to effectively manage risks;
- Identifying the principal risks and uncertainties that could potentially affect the Company and the group;
- Ensuring that management has developed and implemented the relevant framework;
- Ensuring that systems and processes are in place for implementing, maintaining and monitoring internal controls;
- Identifying any deficiencies in the internal control system; and
- Ensuring that whistle-blowing rules and procedures are in place.

IBL's risk governance and internal control framework is guided by the COSO framework.

To assist the Board in its duties, the day-to-day management of risks has been delegated to IBL's Head of Risk Management whose main responsibility is to drive, support and coordinate risk management activities throughout the group and in line with its strategic objectives. The Head of Risk Management regularly reports, at least on a quarterly basis, to the Audit and Risk Committee on the group's risk environment.

Risk management activities and the risks potentially threatening IBL this year are explained in the Risk Management report included in the Strategy section of the Integrated Report. There are no identified risks which threatens the solvency and liquidity of the organisation.

REPORTING WITH INTEGRITY

The Directors are responsible for preparing an annual report and financial statements in accordance with applicable laws and regulations. Company law further requires the Directors to prepare financial statements for each financial year in accordance with International Financial Reporting Standards.

The Directors are also responsible for keeping adequate accounting records, explaining the Company's transactions and disclosing, with reasonable accuracy and at any time, the financial position of the Company and the group. The Directors have the duty to safeguard the assets of the Company and the group and for taking reasonable steps to prevent and detect fraud and other irregularities.

Information regarding IBL's financial, environmental and performance outlook have been disclosed further in the sections "Strategy" and "Performance" of the Integrated Report.

AUDIT

Within the governance framework of IBL Ltd, the third line of defence plays an important role. The effectiveness of the first line and second line as a result become critical to the success of an effective third line of defence. The internal audit function is a vital element of the third line of defence thereby providing an independent assurance to the Board and Senior Management on the adequacy and operational effectiveness of the internal control, risk management and governance system and processes.

The reporting is functionally to the Audit and Risk Committee and administratively to the group Head of Corporate Services of IBL Ltd. The leadership of the function rests with the group Audit Executive and one of the big four is the co-sourcer for specific assignments. The focus of the internal audit engagements is to address the main risks identified by the Audit and Risk Committee and Senior Management by providing reasonable assurance that related controls are adequate and effective. These are reflected in the internal audit plan that is driven by a risk-based approach.

The effectiveness of the risk management framework and the control environment is assessed using the approved methodology where areas of relative weakness and requiring improvement are highlighted. Senior Management has access to an online tracker where the risks highlighted during past assignments are monitored. The internal audit approach and methodology are guided by the Institute of Internal Auditors, Information Systems Audit and Control Association as well as the applicable principles and guidance notes established by the National Code of Corporate Governance for Mauritius.

Convergence of data analytics and governance for a resilient control environment

Focus on proper governance framework

Considered as a pillar to an effective matured risk culture, governance has an important coverage in the current risk-based audit plan and systematically assessed according to our methodology. Governance within disruptive technologies can be more challenging for some specific aspects within mega business processes. With the digital transformational wave, emerging technology like cloud computing, have triggered for example the review of areas relating to cloud governance and ERP assurance.

Consolidate the data analytics approach

To cater for the growing requirement to embed data governance in the information and technology domains, the internal audit function continuously influences the control environment by using more data analytics and characterising the control weaknesses within the population by enforcing our data analytics bench. In this continuous journey, the internal audit function keeps exploring new avenues for implementing data analytics tools that will provide stronger assurance to the control environment. Those specific tools are pivotal in enhancing the role of the function with the advent of the data-driven era.

CORPORATE GOVERNANCE REPORT

Greater emphasis on a resilient control environment

Communication being of utmost importance, the conversation with the Board and Senior Management keeps nurturing the tone set with respect to governance, emerging risks and key controls. More so, the internal audit has encompassed within its activities, training sessions including awareness on fraud prevention and importance of key controls. This journey will continue so as to provide a homogenous and maturing control environment as part of the impact of internal audit activities. This approach is geared towards helping businesses to mitigate inherent risks and to attain the desired level of control environment.

With the dynamic operations environment and ability to provide the right service to address the emerging business and auditable risks, the need to have specific expertise within the internal audit team is reviewed with the Audit and Risk Committee. The team is composed of professionals with world-wide recognised designations like Chartered Certified Accountants, Certified Internal Auditors, Certified Information System Auditors and graduates. The group Audit Executive is a Chartered Certified Accountant, Certified Internal Auditor, Certified Information System Auditor and a Certified Fraud Examiner.

With the current context, the internal audit team possesses the agility necessary to trigger the Audit and Risk Committee on potential areas of risks and audits to be carried out. To continuously keep abreast with the vast array of subjects treated and associated with the dynamic risk landscape, the internal audit team follows adapted trainings to continuously upheave the assurance and advisory work. With the use of TeamMate+, it consistently focuses on quality and adherence to the International Professional Practices Framework issued by the Institute of Internal Auditors and the standards issued by the Information Systems Audit and Control Association.

Adapting the service model with African and Global expansion plan

African and global expansion with a major footprint in the region is driving the investment strategies. Within this expansion context, our internal audit function will redirect its risk-based approach to cater for forthcoming assurance and advisory audit services. The current team profile is composed of professionals with international exposure. Currently such audits are primarily handled internally but with the possibility to outsource when and where necessary.

The internal audit engagements carried out during the financial year are detailed in the "Audit and Risk Committee – Matters considered in 2021–2022" section of this report. page 110

The group Audit Executive attendance to IBL Ltd Audit and Risk Committee

Month in which IBL Ltd Audit and Risk Committee was held	Attended
August 2021	
February 2022	
May 2022	

There has been no restriction imposed on the internal audit function to have access to records, management, or employees of IBL Ltd and its operations.

Internal Audit Matters considered in 2021–2022

With respect to the approved internal audit plan, 34 internal audit engagements were carried out and the reports were presented to the respective Audit and Risk Committees, Risk Committees and Boards where the main risks and audit findings were discussed. The split per cluster and audit types are shown in Figure 1. Follow ups were done on three instances on 26 previous reports as shown in Figure 1.1.



Figure 1 – Cluster analysis per internal audit engagements

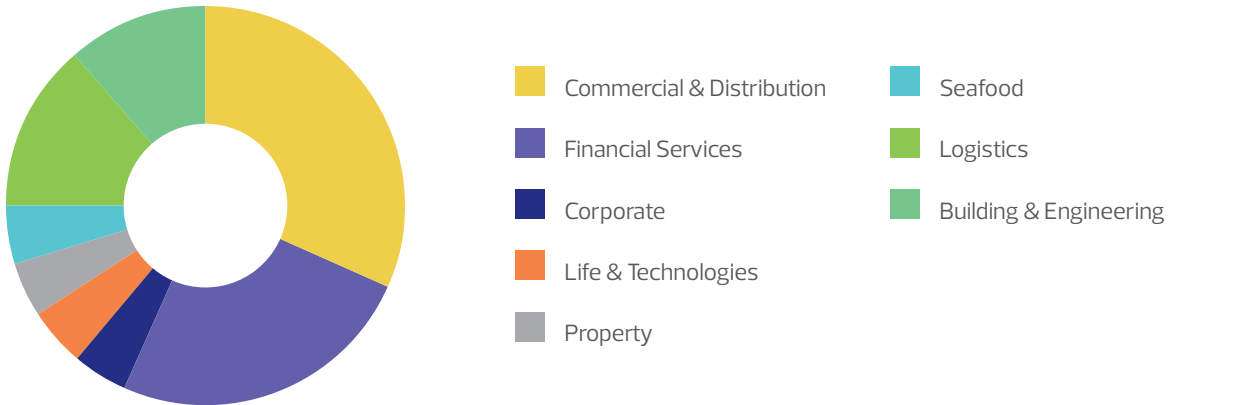


Figure 1.1 – Follow up per cluster

CORPORATE GOVERNANCE REPORT

The major processes that were covered in the audit plan are listed below:

Related auditable cycles and processes	
1	Revenue, banking and receivables
2	Information systems audits including general controls, adherence with Group IT policies and procedures, pre and post system implementation, application controls
3	Human Capital
4	Procurement and inventory
5	Capital expenditure

External Audit

At the last Annual Meeting, Messrs. Deloitte has been appointed as external auditor for the year ended 30 June 2022. Pursuant to Section 200 of the Companies Act 2001, their automatic reappointment for the year ending 30 June 2023 shall be considered at the forthcoming Annual Meeting.

With regard to external audit, the Audit and Risk Committee is responsible for, *inter-alia*:

- reviewing the auditor's letter of engagement
- reviewing the terms, nature and scope of the audit; and its approach
- ensuring that no unjustified restrictions or limitations have been placed on its scope
- assessing the effectiveness of the audit process

The external auditor has direct access to the Committee should they wish to discuss any matters privately. During the financial year 2021–2022, the external auditor met the members of the Audit and Risk Committee outside the presence of management.

Auditor's independence

The Audit and Risk Committee is responsible for monitoring the external auditor's independence, objectivity and compliance with ethical, professional and regulatory requirements; and for maintaining control over the provision of non-audit services.

The external auditor is prohibited from providing non-audit services which might compromise their independence by requiring them to subsequently audit their own work. Any other non-audit services provided by the external auditor are required to be specifically approved by the Audit and Risk Committee. Audit fees are set in a manner that enables an effective external audit. The Auditor should ensure that it observes the highest standards of business and professional ethics and, in particular, that its independence is not impaired in any manner.

RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

IBL's key stakeholders



Stakeholders' engagement

IBL's engagement with its shareholders and various stakeholders is detailed in the section "Strategy" of the Integrated Report (page 64).

CORPORATE GOVERNANCE REPORT

Communication with shareholders

IBL recognises that good communication with its shareholders is core to any good governance platform and is committed to regular and proactive communications with its shareholders. The Board thus ascertains that, at all times, there is sufficient disclosure of information to its shareholders so that they are kept fully informed of any information relating to the Company which is necessary to enable them to be appraised of the position of the Company. Any major announcement in relation to the activities of the Company, interim quarterly financial statements or abridged audited annual financial statements, as required by the Listing Rules and the Securities Act, are disclosed to the shareholders in a timely manner and posted on IBL's website.

Shareholding profile

The Company's stated capital is made up of 680,224,040 ordinary shares and 1,510,666,650 restricted redeemable shares.

As at 30 June 2022, 12,410 shareholders were recorded in the Company's share register.

Substantial shareholders

The table below highlights IBL's shareholders who hold 5% or more (directly and/or indirectly) of the ordinary shares as at 30 June 2022.

Name of shareholder	Percentage holding (%)
Espérance International Ltd	10.84
Société Portland	7.37
Swan Life Ltd	6.82
Mr. Benoît Lagesse	5.72

Shares in public hands

In accordance with SEM's Listing Rules, the percentage shareholding of IBL in public hands is more than 25%.

Restricted redeemable shares

GML Ltée is the holder of 1,510,666,650 restricted redeemable shares ("RRS"), representing 68.95% of the voting rights. The restricted redeemable shares are not listed and the only right attached to these shares is the power to vote at general meetings. GML Ltée has no right to dividends or distribution or to any surplus from the Company in case of winding up.

Dividend Policy

The Company does not have any predetermined dividend policy and the dividend payout is subject to the performance of the Company. An interim dividend is normally declared in November and paid in December and a final dividend is normally declared in May and paid in June.

For the year under review, an interim dividend of Re.0.15 per share was paid to the shareholders of IBL in December 2021 and in June 2022, a final dividend of Re.0.45. Total dividends for the year amounted to Re.0.60 per share (2020–2021: Re.0.44).

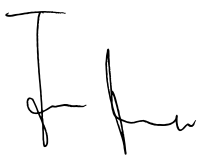
Shareholders' agreement

There exists no Shareholders' Agreement to the knowledge of the Directors.

Calendar of forthcoming shareholders' events

One of the most important shareholders' related events of the year is the Annual Meeting. This meeting allows the Board of Directors to communicate to the shareholders up-to-date and detailed information on the activities of the Company for the year under review and future projects or developments for the year ahead. The shareholders are therefore encouraged to attend the Annual Meeting and discuss with the Directors.

The external auditor also attends the Annual Meeting and is available to respond to queries which the shareholders may have with regard to their scope of work.



JAN BOULLÉ
Chairman of the Board of Director



GILLES MICHEL
Director

03 November 2022