

# Corporate Governance

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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 'Code'). 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 forms part of IBL's Integrated Report for 2023–2023 and is also available on IBL's website: [www.iblgroup.com](http://www.iblgroup.com)

## Principle 1: 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 of IBL ensures that regular Board meetings and Management Committee meetings are held throughout the Group. The composition of the Boards of the Group's main subsidiaries is reviewed by IBL's Corporate Governance Committee, which also acts as the Nomination and Remuneration Committee. For effective oversight, 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](http://www.iblgroup.com)

### Code of Business Ethics

A Code of Business Ethics, which also includes whistleblowing procedures, was last reviewed and approved by the Board on 03 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.

 This Code is available on IBL's website: [www.iblgroup.com](http://www.iblgroup.com)

### Constitution

IBL's Constitution complies with the provisions of the Mauritius Companies Act 2001 and the Listing Rules of the SEM.

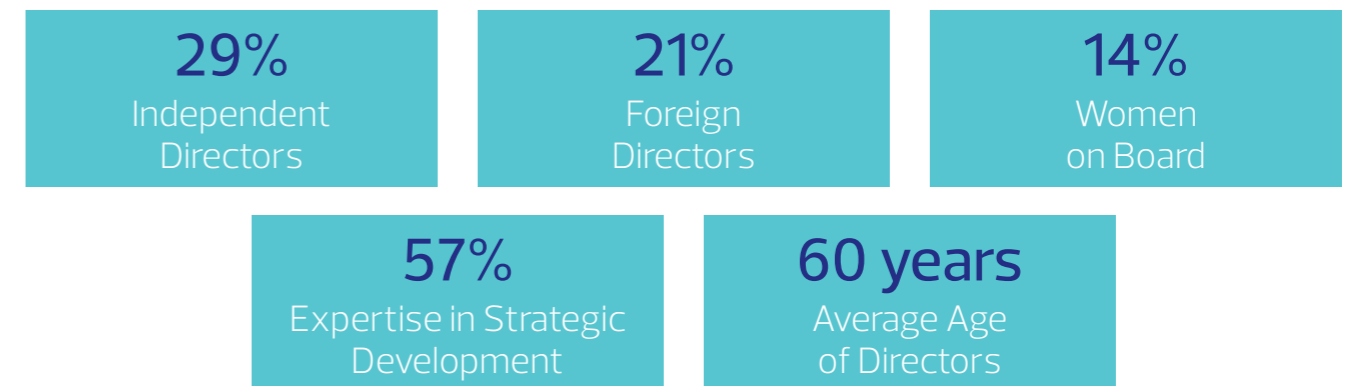
 A copy of the Constitution is available on the website: [www.iblgroup.com](http://www.iblgroup.com)

### 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 "Leadership" section of the Integrated Report.

## Principle 2: The Structure of The Board and its Committees

### Key Metrics



### The Board

IBL is led by an effective and highly committed unitary Board comprising 14 independently-minded Directors, including two (2) female Directors, and of which four (4) are Independent Non-Executive, eight (8) are Non-Executive and two (2) are Executive Directors.

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 De La Colinière	Non-Executive Director
Isabelle de Melo	Non-Executive Director
Richard Arlove	Independent Non-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
Momar Nguer	Independent Non-Executive Director
Clément Rey	Non-Executive Director
Patrice Robert	Executive Director
Stéphane Lagesse	Alternate Director to Thierry Lagesse

# Corporate Governance Report

Board Changes as at date of this report:

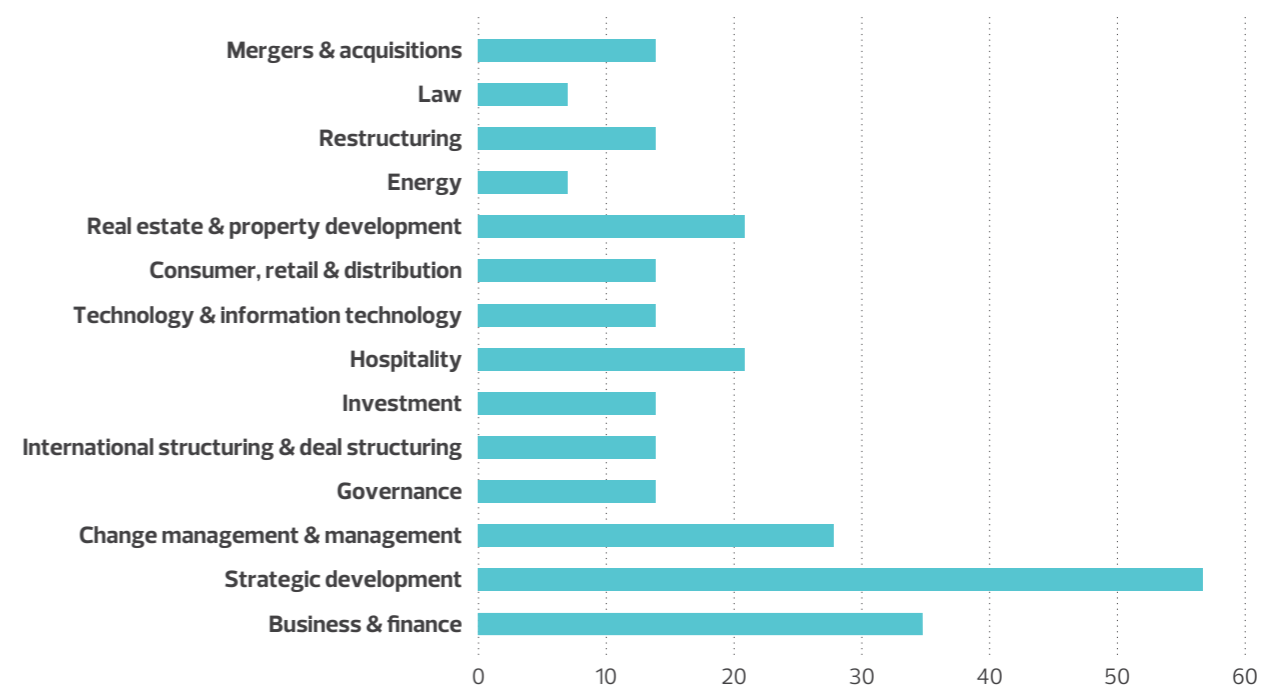
Board Member	Date	Nature of Change	Impact on Committee Membership
Jean-Claude Béga	30/06/2023	Retired from office and subsequently resigned as Executive Director	· None
Georges Desvaux	01/07/2022	Appointed as Independent Non-Executive Director	· Appointed as Member of the Corporate Governance Committee and thereafter as its Chairperson · Appointed as Member of the Strategic Committee
William Egbe	01/10/2022	Appointed as Independent Non-Executive Director	· Appointed as Member of the Strategic Committee and thereafter as its Chairperson
Pierre Guénant	19/09/2022	Ceased to be an Independent Non-Executive Director upon his demise	· Ceased to be Chairperson of the Strategic Committee upon his demise
Gilles Michel	20/09/2022		· Appointed as Chairperson of the Strategic Committee in replacement of Pierre Guénant following his demise
	31/12/2022	Resigned as Independent Non-Executive Director	· Resigned as Chairperson of the Corporate Governance Committee · Resigned as Member and Chairperson of the Strategic Committee
Momar Nguer	01/01/2023	Appointed as Independent Non-Executive Director	· Appointed as Member of the Corporate Governance Committee · Appointed as Member of the Strategic Committee · Appointed as Member of the Remuneration Sub-Committee and thereafter as its Chairperson
Jean Ribet	05/04/2023	Ceased to be a Non-Executive Director upon his demise	· Resigned as Member of the Corporate Governance Committee · Ceased to be a Member of the Strategic Committee upon his demise · Ceased to be a Member of the Remuneration Sub-Committee upon his demise

Clément Rey	06/06/2023	Appointed as Non-Executive Director	· Appointed as Member of the Strategic Committee · Appointed as Member of the Remuneration Sub-Committee
Patrice Robert	01/07/2023	Appointed as Executive Director	· None

## Skills & expertise

In view of the size of the Company, its current scope of activities and geographical spread of operation, the Board is of the view that its 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.

Skills & Expertise (%)



## Profiles of Directors and details of external appointments

IBL's Directors' profiles, including details of their appointments in listed companies, have been disclosed in the "Leadership" section of the Integrated Report.

# Corporate Governance Report

## Board and Directors' roles and responsibilities

The Board assumes the 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.



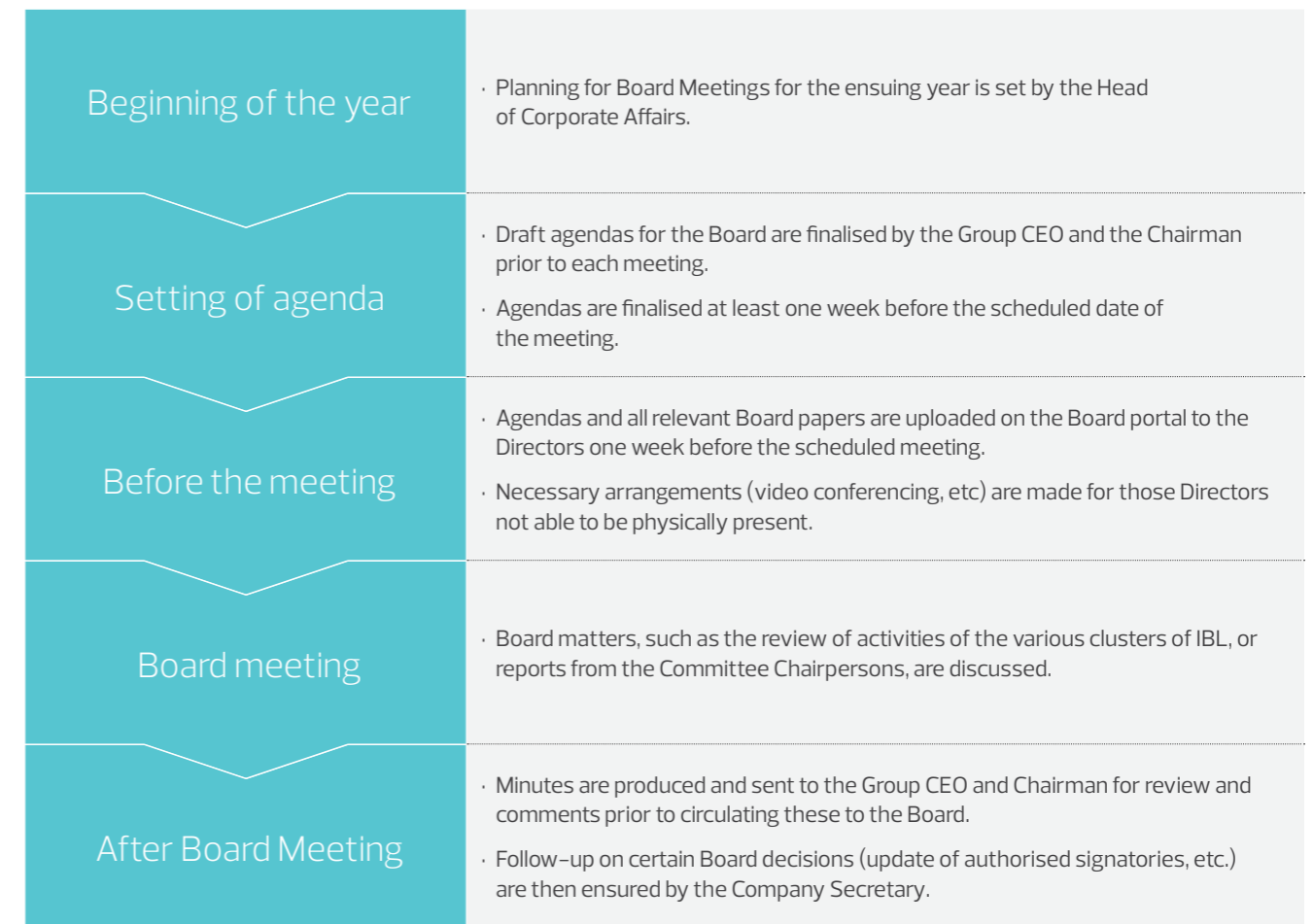
**Notes:**

1. The four (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.

## 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.

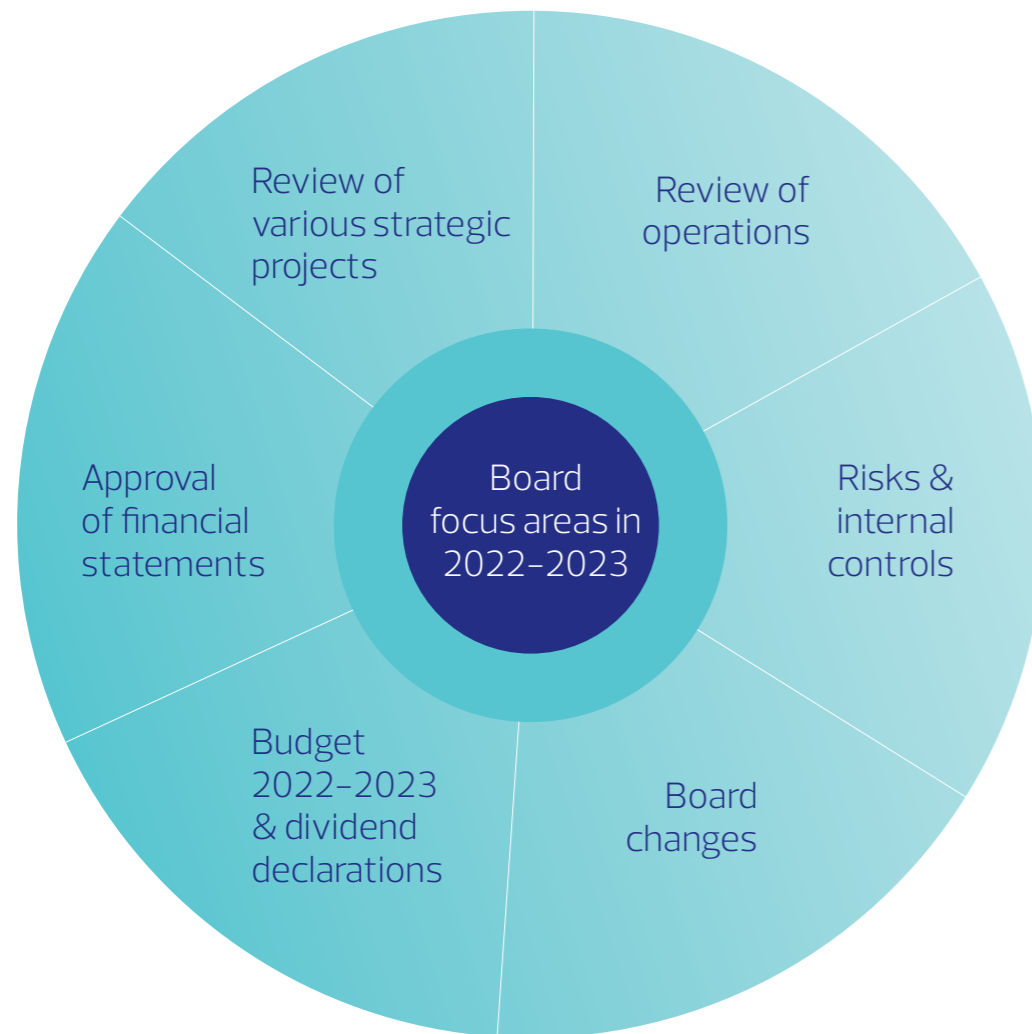
## Board meeting process



# Corporate Governance Report

## The Board in 2022–2023

During the year under review, the Board met five (5) times and some of the main issues discussed at these meetings are set out below. Decisions were also taken by way of written resolutions signed by all the Directors.



## Attendance in 2022–2023

Directors	12-Oct-22	03-Nov-22	05-Dec-22	14-Feb-23	06-Jun-23	Total number of meetings attended
Jan Boullé	✓	✓	✓	✓	✓	5
Richard Arlove	✓	✓	✓	✓	✗	4
Martine De Fleuriot De La Colinière	✓	✓	✓	✓	✓	5
Isabelle de Melo	✓	✓	✓	✓	✓	5
Benoit Lagesse	✓	✓	✓	✓	✓	5
Hugues Lagesse	✓	✓	✓	✓	✓	5
Thierry Lagesse	✓	✓	✓	✓	✓	5
Jean-Pierre Lagesse	✗	✓	✓	✓	✓	4
Georges Desvaux <sup>(1)</sup>	✓	✓	✗	✓	✓	4
William Egbe <sup>(2)</sup>	✓	✓	✓	✓	✓	5
Momar Nguer <sup>(3)</sup>				✓	✓	2
Gilles Michel <sup>(4)</sup>	✓	✓	✓			3
Pierre Guénant <sup>(5)</sup>						0
Jean Ribet <sup>(6)</sup>	✓	✓	✓	✓		4
Arnaud Lagesse	✓	✓	✓	✓	✓	5
Jean-Claude Béga	✓	✓	✓	✓	✓	5

### Notes

- Georges Desvaux was appointed on 01 July 2022.
- William Egbe was appointed on 01 October 2022.
- Momar Nguer was appointed on 01 January 2023.
- Gilles Michel resigned on 31 December 2022.
- Pierre Guénant passed away on 19 September 2022.
- Jean Ribet passed away on 05 April 2023.

# Corporate Governance Report

## Board Committees



The Board is assisted in its functions by three (3) 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 Chairpersons 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 03 June 2019 and is available on the Company's website: [www.iblgroup.com](http://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. Even though the Code requires that a majority of the members of this Committee be independent, the Board is of the view that the current members possess the required expertise and experience to sit on this Committee.

## Attendance in 2022-2023

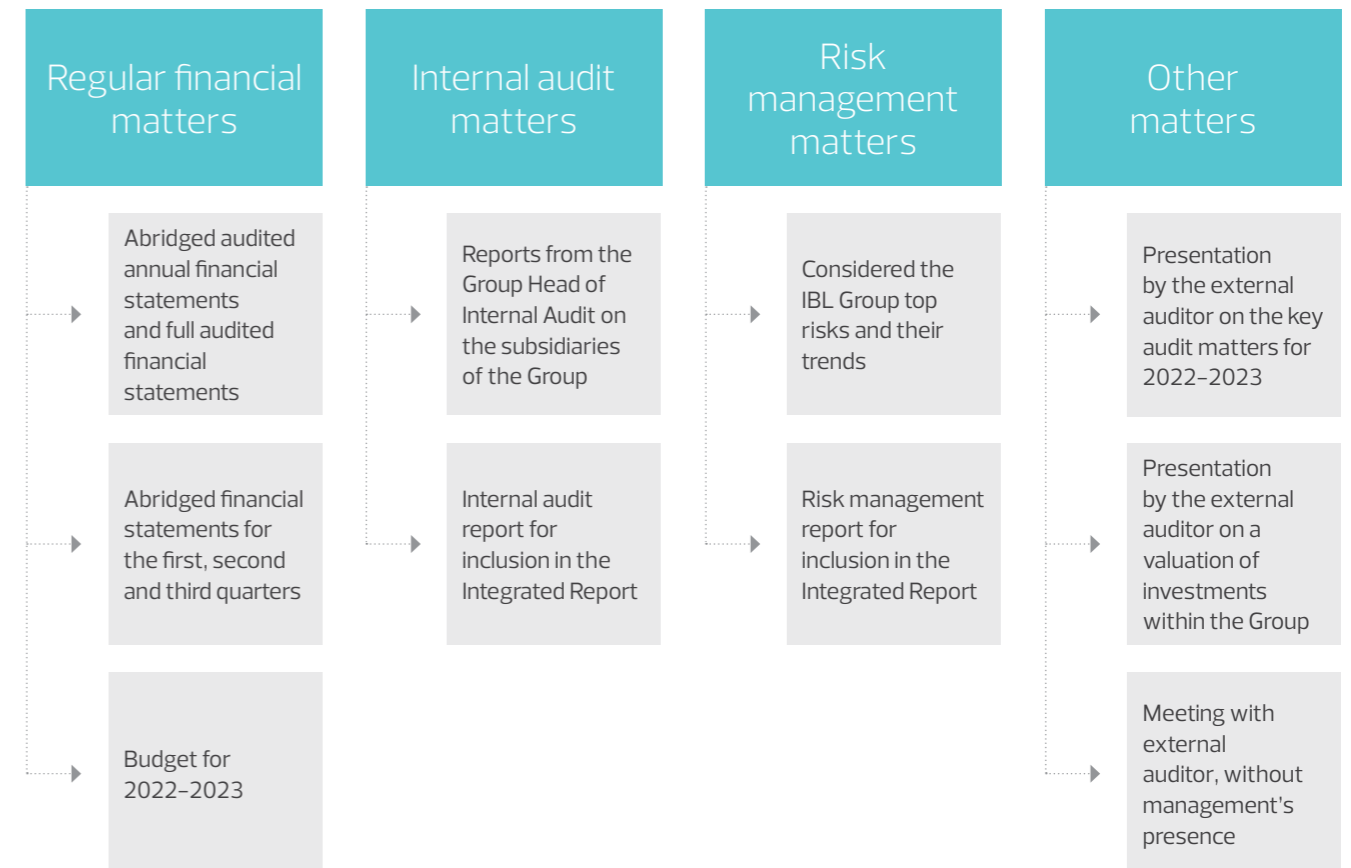
Members	09-Aug-22	09-Aug-22	29-Sep-22	31-Oct-22	25-Nov-22	30-Nov-22	03-Feb-23	04-May-23	29-May-23	Total number of meetings attended
Richard Arlove (Chairperson)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Benoit Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Isabelle de Melo	✓	✓	✓	✓	✓	✗	✓	✓	✓	8
Thierry Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	✓	9

### Notes

- Two (2) meetings were held on 09 August 2022
- A joint Strategic Committee/ Audit & Risk Committee was held on 30 November 2022

## Matters considered in 2022-2023

During the year under review, the Audit and Risk Committee met nine (9) times and the main issues discussed included:



# Corporate Governance Report

## Information, information technology and information security governance

### Information Technology Governance

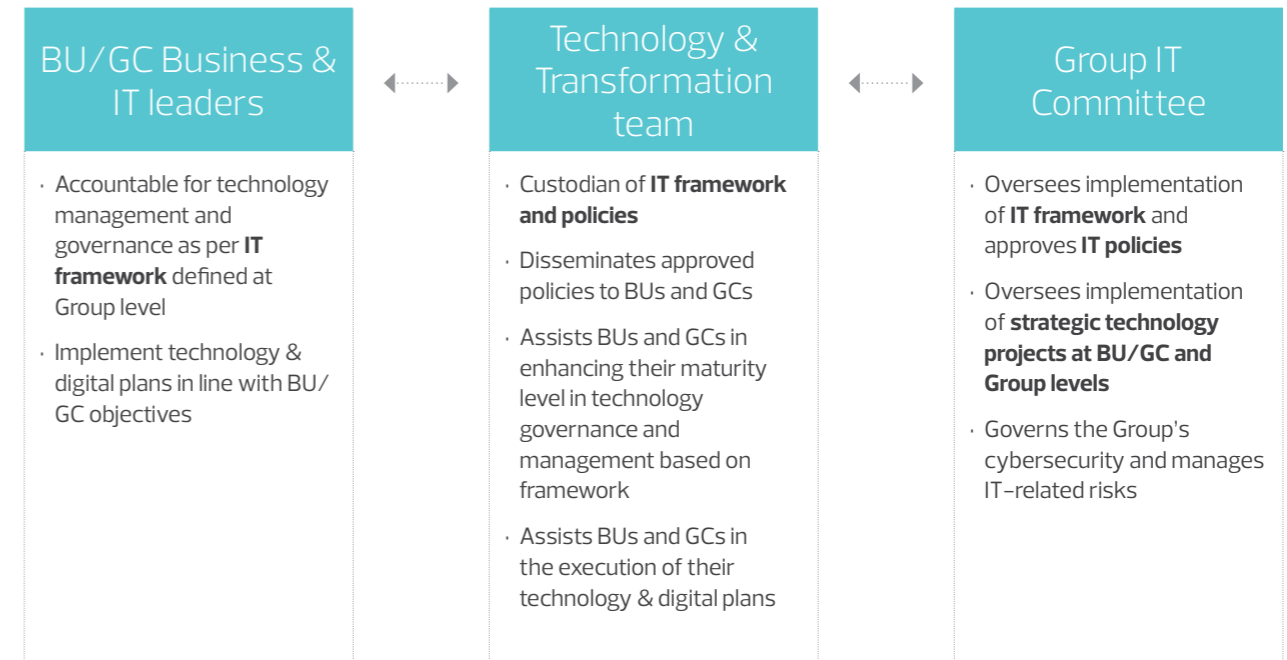
Following the assessment of a first group of Business Units ("BUs") and Group Companies ("GCs") last year, an action plan was established for each entity to address the gaps that needed to be treated, to increase their maturity level in each domain of the IBL Information Technology Governance Framework. The framework is laid out below for reference. The target maturity level for each domain was initially set to 3 as per the Capability Maturity Model Integration (CMM-I).

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 costs 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 SLAs 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 are formally assigned to projects. Project risk is taken into account and formally documented. Informational, functional and technical requirements gathering aligned to enterprise strategy is formalised. Responsibilities for organisational change management are assigned, with mechanisms in place 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 organisation. 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 with 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 seamless continuity during an adverse situation.

Several BUs and GCs from the first round of assessment have made considerable progress in their maturity level on the Security & Risks, Governance & Strategy and Data Analytics domains that needed to be reinforced in priority.

### Ensuring good governance

The governance model below was described in last year's report, with the Technology & Transformation team being central to its implementation.



During the year, focus has been laid on the review and approval of over 30 information technology policies associated to the IBL IT framework. These policies have been disseminated to BU and GC IT Leaders by the Technology & Transformation team. The Cybersecurity posture of the Group has been presented at the IT Group and the Audit & Risk Committees. IT Governance has been reinforced within BU's and GC's with established Technology Steering Committees held every 2 months and bi-annual or annual updates provided at company board level. The launch of ChatGPT and other AI-based services during the year has given rise to new opportunities that are being explored as well as risks that are being monitored by the Technology & Transformation team and reported in the IT Committee. Besides AI, other IT trends are closely followed and their potential impact on IBL BUs and GCs regularly discussed in the IT Committee.

### 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, as at the date of this report, are the Executives of IBL namely: Arnaud Lagesse, Laurent de la Hogue (*in replacement of Jean-Claude Béga who retired from office at close of business of 30 June 2023*), Christine Marot, Diya Nababsing-Jetshan, Patrice Robert and Thierry Labat.

# Corporate Governance Report

## Attendance in 2022–2023

Members	13-Sep-22	20-Jan-23	18-Apr-23	Total number of meetings attended
Isabelle de Melo (Chairperson)	✓	✓	✓	3
Christine Marot	✓	✓	✓	3
Diya Nababsing-Jetshan	✓	✓	✓	3
Jean-Claude Béga <sup>(1)</sup>	✓	✓	✓	3
Patrice Robert	✓	✓	✓	3
Arnaud Lagesse	✓	✓	✓	3
Thierry Labat	✓	✓	✓	3

**Note**

1. Jean-Claude Béga retired from office on 30 June 2023.

## Matters considered in 2022–2023

During the year under review, the Information Technology Committee met three (3) times and matters discussed included:

- An IT assessment exercise
- Consideration of technology-related critical risks and issues
- Review of 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 the Nomination & Remuneration Committee.

 The Corporate Governance Committee's Charter was last reviewed and approved on 03 June 2021 and is available on IBL's website: [www.iblgroup.com](http://www.iblgroup.com)

## Composition

The Committee was chaired by Gilles Michel until his resignation on 31 December 2022. The Committee is now chaired by Georges Desvaux, an Independent Non-Executive Director. The other members of the Committee are Jan Boullé, Martine de Fleuriot, both Non-Executive Directors; Momar Nguer, an Independent Non-Executive Director (appointed as member on 01 January 2023); and Arnaud Lagesse, Executive Director.

## Attendance in 2022–2023

Members	16-Sep-22	29-Nov-22	30-May-23	19-Jun-23	Total number of meetings attended
Gilles Michel (Chairperson) <sup>(1)</sup>	✓	✓			2
Georges Desvaux (Chairperson) <sup>(2)</sup>			✓	✓	2
Martine de Fleuriot	✓	✓	✓	✓	4
Jan Boullé	✓	✓	✓	✓	4
Arnaud Lagesse	✓	✓	✓	✓	4
Momar Nguer <sup>(3)</sup>			✓	✓	2
Jean Ribet <sup>(4)</sup>	✗	✓			1

**Notes**

1. Gilles Michel resigned as Chairperson of the Corporate Governance Committee on 31 December 2022.
2. Georges Desvaux was appointed as Chairperson on 01 January 2023.
3. Momar Nguer was appointed as Member on 01 January 2023.
4. Jean Ribet passed away on 05 April 2023.

## Matters considered in 2022–2023

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





# Corporate Governance Report

## 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

The Remuneration sub-Committee was chaired by Marc Freismuth (*until his resignation on 31 May 2023*), who is neither an Independent Non-Executive Director, nor a Board member. Momar Nguer, an Independent Non-Executive Director, was appointed as Chairperson on 01 June 2023. As at the date of this report, the other members of this Committee are Clément Rey (*in replacement of Jean Ribet*) and Jan Boullé, both Non-Executive Directors.

### Attendance in 2022-2023

Members	25-Jul-22	16-Dec-22	27-Mar-23	17-May-23	29-May-23	27-Jun-23	Total number of meetings attended
Marc Freismuth <sup>(1)</sup>	✓	✓	✓	✓	✓		5
Momar Nguer <sup>(2)</sup>			✓	✓	✓	✓	4
Jan Boullé	✓	✓	✓	✓	✓	✓	6
Jean Ribet <sup>(3)</sup>	✓	✓	✗				2
Clément Rey <sup>(4)</sup>						✓	1

#### Notes

- Marc Freismuth resigned on 31 May 2023.
- Momar Nguer was appointed as Member on 01 January 2023 and Chairman on 01 June 2023.
- Jean Ribet passed away on 05 April 2023.
- Clément Rey was appointed as Member on 06 June 2023.

### Matters considered in 2022-2023

During the year under review, the Remuneration Sub-Committee met six (6) times, and matters discussed included:

- Ratifying the payment made under the Long-Term Incentive (LTI) Scheme
- Reviewing the next LTI Scheme
- Reviewing the benchmarking of salaries
- Reviewing the new contract of employment of the Group CEO
- Reviewing talent/career development

## 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: [www.iblgroup.com](http://www.iblgroup.com)

### Composition

The Committee was previously chaired by Pierre Guénant (*up to 19 September 2022*) and subsequently by Gilles Michel (*up to 31 December 2022*), both Independent Non-Executive Directors. William Egbe, an Independent Non-Executive Director, was appointed as Chairperson of this Committee on 01 January 2023. The other members are Georges Desvaux and Momar Nguer, both Independent Non-Executive Directors; Jan Boullé, Thierry Lagesse and Clément Rey, Non-Executive Directors; and Arnaud Lagesse, Executive Director.

### Attendance in 2022-2023

Members	22-Aug-22	28-Sep-22	05-Oct-22	21-Oct-22	28-Nov-22	30-Nov-22	06-Apr-23	19-Apr-23	24-May-23	13-Jun-23	Total number of meetings attended
Pierre Guénant <sup>(1)</sup>	✓										1
Gilles Michel <sup>(2)</sup>	✗	✓	✓	✓	✓	✓					5
William Egbe <sup>(3)</sup>		✓	✓	✓	✗	✓	✓	✓	✓	✓	8
Jan Boullé	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
Arnaud Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
Thierry Lagesse	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
Georges Desvaux	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓	9
Momar Nguer							✓	✓	✓	✓	4
Jean Ribet <sup>(4)</sup>	✓	✓	✓	✓	✓	✓					6
Clément Rey										✓	1

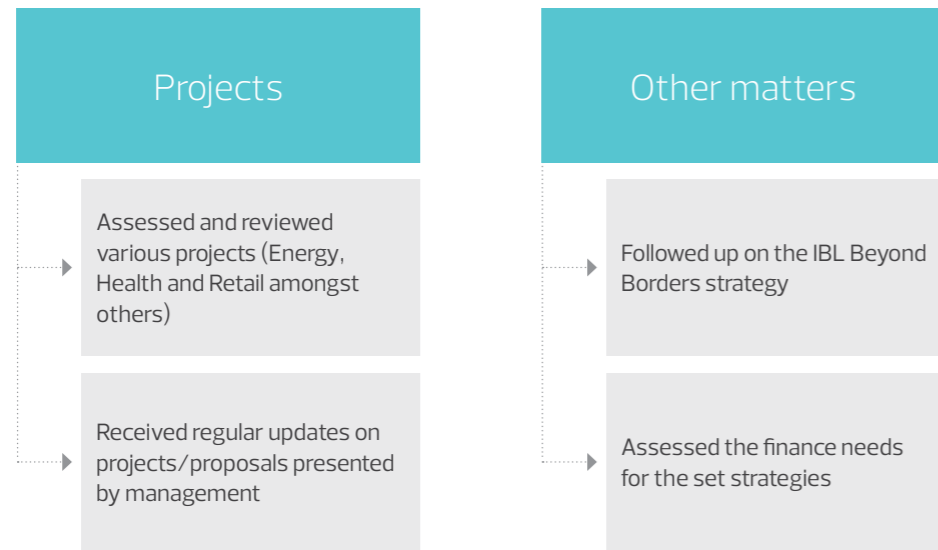
#### Notes

- A joint Strategic Committee/ Audit & Risk Committee was held on 30 November 2022.
- Pierre Guénant passed away on 19 September 2022.
  - Gilles Michel resigned on 31 December 2022.
  - William Egbe attended the meeting held on 28 September 2022. He was appointed Member of this Committee on 01 October 2022 and subsequently as its Chairperson on 01 January 2023.
  - Jean Ribet passed away on 05 April 2023.

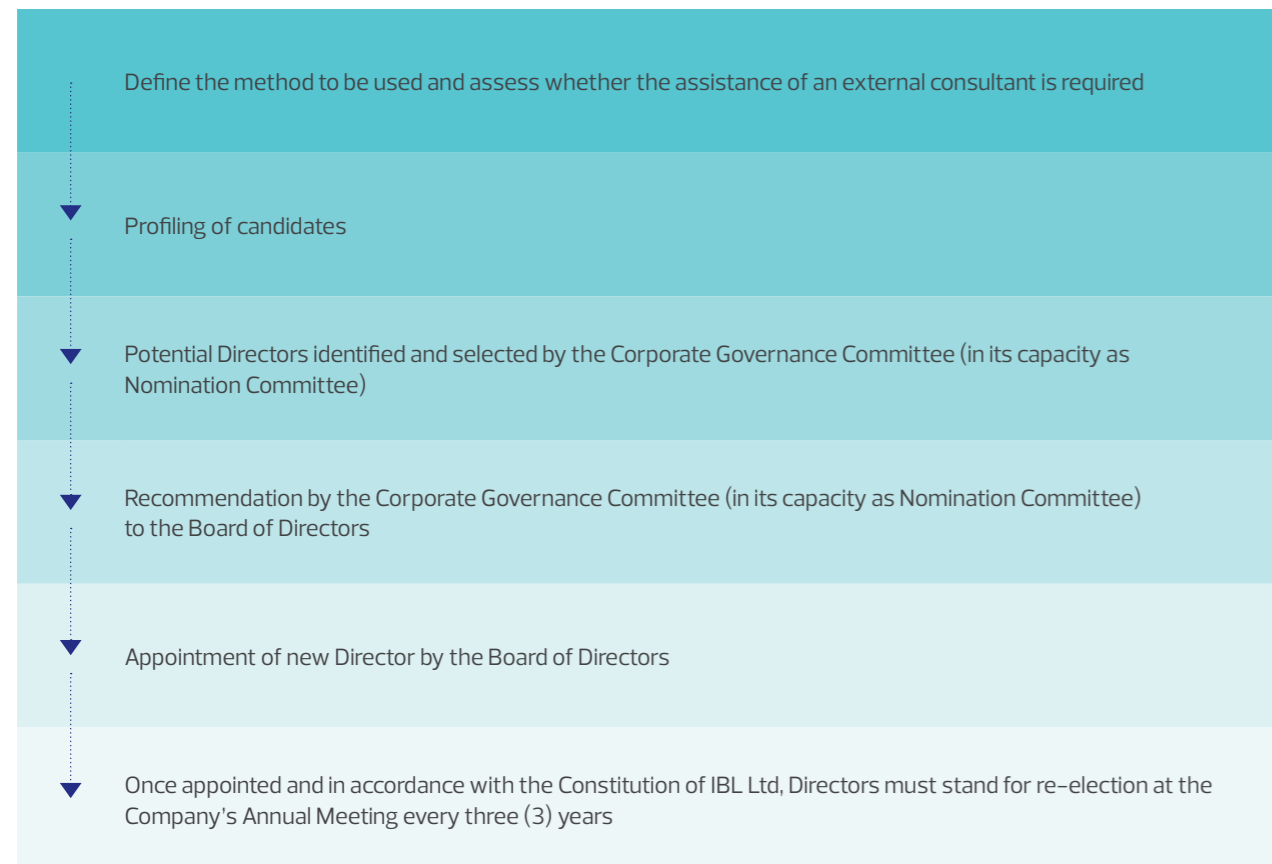
# Corporate Governance Report

## Matters considered by the Committee in 2022–2023

During the year under review, the Strategic Committee met 10 times and the matters which were discussed included:



## Principle 3: Director Appointment Procedures



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

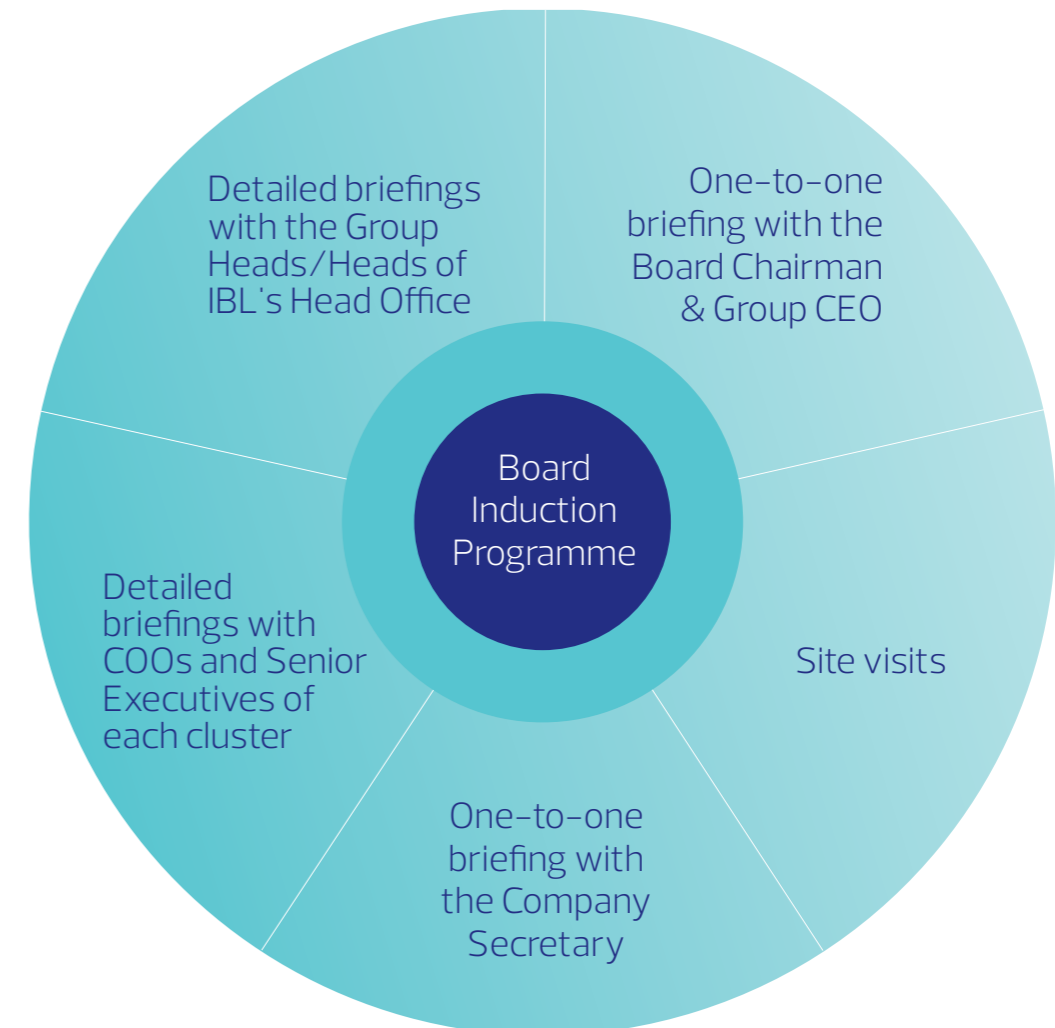
- Isabelle de Melo
- Richard Arlove
- Thierry Lagesse (*as per s 138(6) of the Mauritius Companies Act 2001*)

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

- Momar Nguer
- Clément Rey
- Patrice Robert

## 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

## 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. During the year under review, the Directors attended workshops/seminars on AML-CFT, amongst others.

## 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.

On 30 June 2023, the Group CEO exercised his entitlement to retire as per his contract of employment. However, given that the Group has embarked on an ambitious growth strategy both in Mauritius and overseas, Arnaud Lagesse has been re-employed as Group CEO on a fixed-term contract which started on 01 August 2023.

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 on a regular basis.

## Principle 4: Directors' Duties, Remuneration and Performance

### Directors' duties

Directors are aware of their legal duties. Once appointed to 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

## Board evaluation

During the year under review, the Board carried out an internal Board evaluation exercise. This exercise, led by the Company Secretary, consisted of a Self-Assessment Questionnaire comprising a set of survey questions, some open statements and covering several main themes. The results of this exercise have been compiled and presented to the Corporate Governance Committee and to the Board. The salient points have been analysed and discussed, and relevant actions have accordingly been taken by the Board to address those points.

The Board will assess when the next evaluation exercise should be conducted. This exercise will be led by an independent service provider.

## 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 03 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.

# Corporate Governance Report

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

Names	Board		Audit & Risk Committee		Corporate Governance Committee	
	Annual fees	Attendance fees	Annual fees	Attendance fees	Annual fees	Attendance fees
	Chair: MUR 6,500,000 Member: NED MUR 375,000 INED MUR: 750,000	Chair: Nil Member: MUR 50,000 per meeting	Chair: MUR 500,000 Member: MUR 250,000	Chair: MUR 50,000 Member: MUR 25,000	Chair: MUR 500,000 Member: MUR 250,000	Chair: MUR 50,000 Member: MUR 25,000
	MUR	MUR	MUR	MUR	MUR	MUR
Jan Boullé <sup>(1)</sup>	6,500,000	0	-	-	0	0
Richard Arlove	750,000	200,000	500,000	425,000	-	-
Martine De Fleuriot De La Colinière	375,000	250,000	-	-	250,000	100,000
Isabelle de Melo	375,000	250,000	250,000	200,000	-	-
Benoit Lagesse	375,000	250,000	250,000	225,000	-	-
Hugues Lagesse	375,000	250,000	-	-	-	-
Thierry Lagesse	375,000	250,000	250,000	225,000	-	-
Jean-Pierre Lagesse	375,000	200,000	-	-	-	-
Georges Desvaux <sup>(2)(*)</sup>	750,000	200,000	-	-	250,000	100,000
William Egbe <sup>(3)(*)</sup>	562,500	250,000	-	-	-	-
Momar Nguer <sup>(4)(*)</sup>	375,000	100,000	-	-	125,000	50,000
Gilles Michel <sup>(5)(*)</sup>	375,000	150,000	-	-	250,000	100,000
Pierre Guénant <sup>(6)(*)</sup>	62,500	0	-	-	-	-
Jean Ribet <sup>(7)(*)</sup>	281,250	200,000	-	-	187,500	25,000
Arnaud Lagesse <sup>(8)</sup>	0	0	-	-	0	0
Jean-Claude Béga <sup>(8)</sup>	0	0	-	-	-	-
Clément Rey <sup>(9)(*)</sup>	31,250	0	-	-	-	-
Marc Freismuth <sup>(10)(*)</sup>	-	-	-	-	-	-

Strategic Committee		Remuneration Sub-Committee		Information Technology Committee		Total Fees
Annual fees	Attendance fees	Annual fees	Attendance fees	Annual fees	Attendance fees	
Chair: MUR 500,000 Member: MUR 250,000	Chair: MUR 50,000 Member: MUR 25,000	Chair: MUR 150,000 Member: MUR 75,000	Chair: MUR 10,000 Member: MUR 5,000	Chair: MUR 75,000 Member: Nil	Chair: MUR 10,000 Member: Nil	
MUR	MUR	MUR	MUR	MUR	MUR	MUR
0	0	0	0	-	-	6,500,000
-	-	-	-	-	-	1,875,000
-	-	-	-	-	-	975,000
-	-	-	-	75,000	30,000	1,180,000
-	-	-	-	-	-	1,100,000
-	-	-	-	-	-	625,000
250,000	250,000	-	0	-	-	1,600,000
-	-	-	-	-	-	575,000
250,000	225,000	-	-	-	-	1,775,000
250,000	275,000	-	-	-	-	1,337,500
125,000	100,000	43,750	25,000	-	-	943,750
250,000	250,000	-	-	-	-	1,375,000
41,667	50,000	-	-	-	-	154,167
187,500	150,000	56,250	10,000	-	-	1,097,500
0	0	-	-	0	0	0
-	-	-	-	0	0	0
20,833	25,000	6,250	5,000	-	-	88,333
-	-	150,000	50,000	-	-	200,000

# Corporate Governance Report

## Notes:

1. Jan Boullé is a full-time Non-Executive Chairman of the Company and is paid an annual fee of Rs 6.5M. 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.
2. Georges Desvaux was appointed as Independent Non-Executive Director and Member of the Strategic Committee on 01 July 2022 and was appointed as Chairperson of the Corporate Governance Committee on 01 January 2023.
3. William Egbe was appointed as Independent Non-Executive Director and Member of the Strategic Committee on 01 October 2022 and as its Chairperson on 01 January 2023.
4. Momar Nguer was appointed as Independent Non-Executive Director, Member of the Corporate Governance Committee, Member of the Strategic Committee and Member of the Remuneration Sub-Committee on 01 January 2023. He was subsequently appointed as Chairperson of the latter Committee on 01 June 2023.
5. Gilles Michel was appointed as Chairperson of the Strategic Committee following the demise of Pierre Guénant on 19 September 2022 and resigned as Director on 31 December 2022.
6. Pierre Guénant passed away on 19 September 2022.
7. Jean Ribet passed away on 05 April 2023.
8. Arnaud Lagesse and Jean-Claude Béga (who resigned as Executive Director on 30 June 2023) 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.
9. Clément Rey was appointed as Non-Executive Director, Member of the Strategic Committee and Member of the Remuneration Sub-Committee on 06 June 2023.
10. Marc Freismuth resigned on 31 May 2023.

(\*) Annual fees were calculated on a pro-rata basis.

## Other Benefits/Incentives for IBL Employees

### Long-term incentive scheme

A long-term incentive scheme targeted to eligible Executives was approved by the Board in 2018. 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 the 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.

## Principle 5: 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 its risk appetite remain the ultimate responsibility of the Board.

The Board, through the oversight of the Audit and Risk Committee, 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.

Risk management activities and the risks potentially threatening IBL looking forward are explained in the Risk Management Report, included in the "Risk Management" section of the Integrated Report.

 [Risk Management \(page 144\)](#)

## Principle 6: 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.

 [Strategy \(page 62\)](#)

 [Performance \(page 114\)](#)

# Corporate Governance Report

## Principle 7: Audit

The internal audit function positions itself in the third line of defence, and provides independent assurance on policies and controls, risk management procedures, maturity and effectiveness, as well as the governance models locally and internationally. The function does not participate in any first line and second line of defence activities or roles.

The Head of Group Internal Audit meets the Chairman of the Audit and Risk Committee in the absence of the Management and Key Operations Officers as and when required. The reporting structure is functionally to the Audit and Risk Committee and administratively to the Group Head of Corporate Services of IBL Ltd. Within that Group Structure, the Head of Group Internal Audit also reports to other Audit and Risk Committees, Sub-Committees of the Board and Boards. The leadership of the function rests with the Head of Group Internal Audit and PwC acts as a co-sourcer intervening on a few specific assignments. The focus of the internal audit engagement is to address the main risks identified by the Audit and Risk Committee and Senior Management, but also newly identified risks. This has enabled a flexible approach by providing reasonable assurance that related controls are adequate and effective on both generic business risks and new risks.

The internal audit approach and methodology are inspired by the international standards, for instance as enacted by the Institute of Internal Auditors and Information Systems Audit and Control Association, and other key internationally accepted standards as required during assignments. In a dynamic risk universe, the audit plan is designed to cater for new emerging business and auditable risks. The team is composed of professionals with appropriate expertise in internal auditing, information system audits, anti-fraud, governance and IT Security.

During the current year, the internal audit's focus was on the following five areas:

1. Adapting the service model in view of the international expansion strategy
2. IT governance and cyber risks
3. Data analytics
4. Financial crime and ESG impact
5. Maturity of the control environment

### Adapting the service model in view of the international expansion strategy

The governance structure considers risks that are emerging across the different jurisdictions where the Group conducts its operations. This year, in line with IBL's execution of the Beyond Borders strategy, the internal audit team also followed through with a number of overseas assignments performed within multiple jurisdictions where IBL operations are held. In performing the international assignments, an adapted approach was designed to address the specific needs and circumstances of the international operations. The internal audit team conducted thorough assessments to understand the local regulatory landscape, cultural nuances, and operational complexities of each overseas location audited, which allowed it to devise the appropriate scopes that are specifically tailored to the unique risks and control environment of each operation. The overseas assignments provide invaluable insights to management, enabling them to have a comprehensive understanding of the operations and activities taking place in international locations. This information empowers management to make informed decisions, develop targeted strategies, and allocate resources effectively to improve the performance and mitigate risks in their international operations.

### IT governance and cyber risks

Throughout the financial year ended 2023, IT audits were conducted within the Group, with a continued focus on IT risks relating to cybersecurity, system implementations, and digital infrastructure, while maintaining adequate coverage on the core business activities. For the coming year, the Internal Audit's vision emphasises on the analytics and robotics aspects, with a continuous risk-based approach on IT security audits that are designed to respond to emerging risks.

## Data analytics

With the exponential growth in the new digital transformation wave within IBL Group, the internal audit function has embraced and reacted accordingly to the emerging changes, which contributed to the rise of big data and use of Business Intelligence (BI). By harnessing analytical tools and methodologies, the internal audit function effectively uncovers valuable insights through the extensive acquisition of data during internal audit assignments. Data analytics enables the function to proactively identify risks, detect irregularities and drive continuous improvement across IBL entities. This approach strengthens the function to effectively monitor controls, identify for efficiency gains and ensure adherence with regulatory requirements.

## Financial crime and sustainability impact

Risks around financial crime, including related topics to money laundering and terrorism financing, are increasing significantly locally and worldwide; with money launderers and criminals continuously evolving in their way of operating. Mauritius has shown strong commitment and revamped its regulatory frameworks to remediate the deficiencies as recommended by FATF.

With the recent developments and compliance with international regulations, the internal audit function is committed to designing the right approach to protect IBL Ltd against financial crime risks. A risk-based approach has been adopted to identify the internal control deficiencies and provide stronger assurance on the control environment. This approach adopted by the internal audit allows businesses to understand their current positioning around the financial crime and allows them to achieve the desired control maturity.

Moreso, the focused driven approach on sustainability is becoming integrated to the business processes. Our methodology and approach will be tailored accordingly. An integrated approach to influence the control environment using both sustainability and anti-financial crime (AFC) is being set up.

## Maturity of the control environment



With the challenging characteristics of the risk universe, the strengthening of the control environment, laying emphasis on Key Controls, is of utmost importance. To achieve this, there is a strong collaboration between the risk management function and the internal audit team, which ensures that key risks are identified and key controls are in place.

To continuously keep abreast with the dynamic risk landscape, the internal audit team follows adapted trainings to upheave the assurance and advisory work.

- Financial Crime
- Information security
- Internal audit updates and financial reporting updates

The internal audit engagements carried out during the financial year are detailed in the "Audit and Risk Committee – Matters considered in 2022-2023" section of this report.

### The Head of Group Internal Audit attendance to IBL Ltd Audit and Risk Committee

Month in which IBL Ltd Audit and Risk Committee was held	Attended
August 2022	
November 2022	
February 2023	

# Corporate Governance Report

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

46 internal audit engagements were carried out and the commented reports were presented to the respective Audit and Risk Committees, Risk Committees and Boards where the main risks and audit findings were discussed. Follow ups were done on three instances on 18 previous reports. The split per cluster and audit types are shown in figures 1 and 1.1.

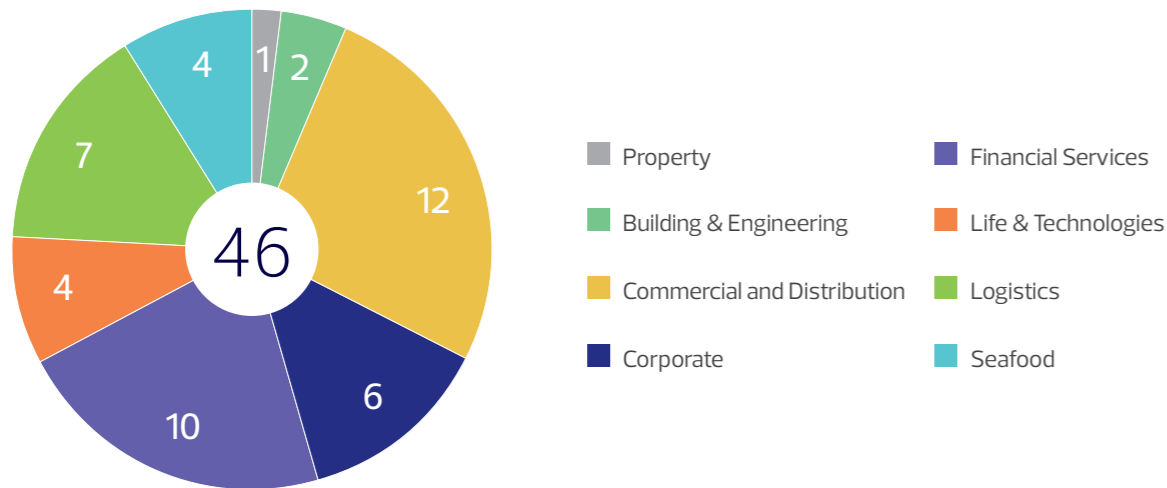


Figure 1 – Cluster analysis per internal audit engagements

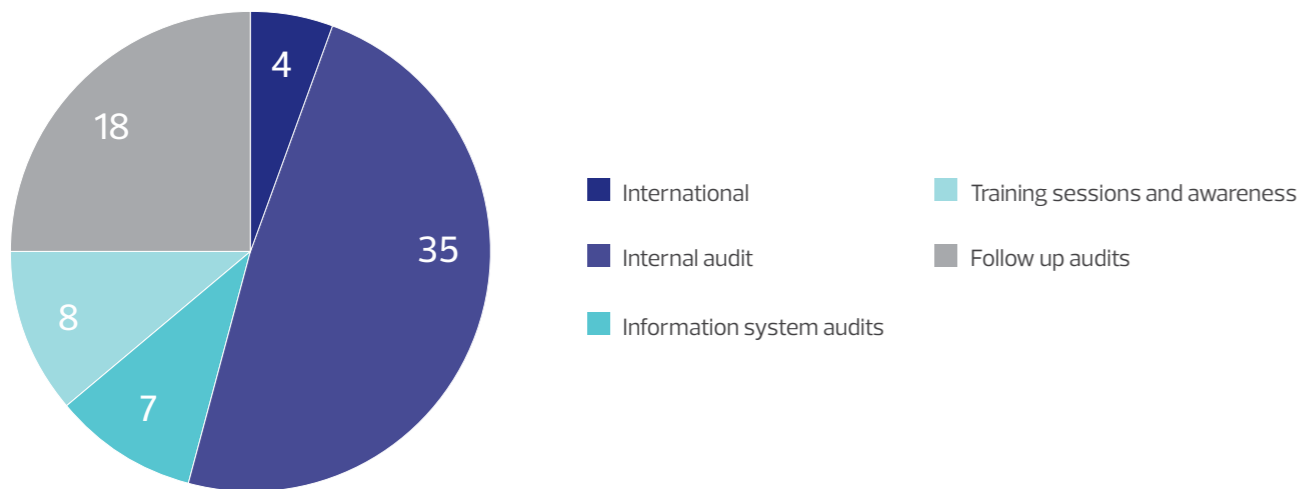


Figure 1.1 – Split between types of audits

The most recurring processes covered during these audits are listed below:

Related auditable cycles and processes		Number of companies
1	Review of AML / CFT	6
2	Human capital-related processes and data privacy	5
3	Review of effectiveness of port operations, maintenance functions and management of spare parts	4
4	International approach: Four broad array covering governance, disruptive technologies, financial crime risks	4
5	Adherence to Group IT policies and cyber health check	4

## External Audit

At the last Annual Meeting, Messrs. Deloitte was reappointed as external auditor for the year ended 30 June 2023. Their automatic reappointment for the year ending 30 June 2024 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 ended 2022-2023, 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.

# Corporate Governance Report

## Principle 8: 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 "Group Overview" as well as the "Stakeholder engagement" section of the Integrated Report.

[Group Overview \(page 10\)](#)

[Stakeholder engagement \(page 24\)](#)

### 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 apprised 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

As at 30 June 2023, the Company's stated capital is made up of 680,224,040 ordinary shares of no par value amounting to Rs 1,361,941,000 and 1,510,666,650 restricted redeemable shares (RRS'). All issued shares are fully paid.

IBL's shareholders who hold (directly and/or indirectly) 5% or more of the ordinary shares as at 30 June 2023 are highlighted below:

Name of shareholder	Percentage holding (%)
Espérance International Ltd	10.84
Société Portland	7.38
Swan Life Ltd	5.92
Mr. Benoit 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

As at 30 June 2023, GML Ltée held 1,510,666,650 RRS, representing 68.95% of the voting rights. These shares are not listed and the only rights 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 Rs 0.16 per share was paid to the shareholders of IBL in December 2022 and in July 2023, a final dividend of Rs 0.50. Total dividends for the year amounted to Rs 0.66 per share (2021-2022: Rs 0.60).

### Shareholders' agreement

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

### Calendar of forthcoming shareholders' events

One of the most important shareholder-related events of the year is the Annual Meeting scheduled on 30 November 2023. 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, as well as future projects or developments for the year ahead. 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

**Richard Arlove**  
Director

28 September 2023