

I. CONSTITUTION

- 1.1 In line with the requirement of the Bank of Mauritius and The National Code of Corporate Governance for Mauritius, the Board of Directors (the 'Board') of the SPICE Finance Ltd (the 'Company') is called upon to establish a statutory committee of the Board to be known as the Conduct Review Committee (the 'Committee').
- 1.2 Neither the appointment nor the duties of the Committee restrict the functions and duties of the Board, except with respect to the approval and review of related party transactions.

2. COMPOSITION

- 2.1 The Conduct Review Committee shall consist of at least three independent directors.
- 2.2 In any case the Conduct Review Committee does not discharge the Company's Credit Committee from its credit assessment responsibility.

3. FREQUENCY OF MEETINGS

The Conduct Review Committee will not be required to hold formal in-person meetings. The review of the related party transactions will be done on a case by case basis via email circulation, to the committee members, of the necessary supporting documents, including a process report from the Credit Committee containing the necessary information and comfort to the Conduct Review Committee that the decision is taken at arm's length. The approval of each related party transaction will be by signed resolution. The resolution can be executed in three separate counterparts of the same resolution. Scanned copies of the approved resolutions can be sent via email.

4. RESPONSIBILITIES

The Conduct Review Committee shall:

- 4.1 establish criteria for determining whether the value of transactions with related parties of the Company is nominal or immaterial;
- 4.2 review and approve each transaction to related parties based on the reports submitted by the Credit Review Committee;
 - Ex: Approve the terms and conditions of leases to senior officers on terms and conditions more favourable to them than those offered to the public
- 4.3 require management of the financial institution to establish policies and procedures to comply with the requirements of the guideline on Related Party Transactions issued by the Bank of Mauritius;
- 4.4 review the policies and procedures periodically to ensure their continuing adequacy and enforcement, in the best interests of the financial institution;

- 4.5 ensure that market terms and conditions are applied to all related party transactions;
- 4.6 review the practices of the financial institution to ensure that any transaction with related parties that may have a material effect on the stability and solvency of the financial institution is identified and dealt with in a timely manner;
- 4.7 report periodically and in any case not less frequently than on a quarterly basis to the board of directors on matters reviewed by it, including exceptions to policies, processes and limits;
- 4.8 assist the Board of Directors in fulfilling its oversight responsibilities;
- 4.9 perform such other duties as may from time to time be assigned to it by The Board;
- 4.10 request or conduct investigations into any matters within its scope of responsibility if deemed necessary;
- 4.11 communicate directly with the internal and external auditors, where appropriate;
- 4.12 call a meeting of the Board to consider any matter of concern to the Committee.

5. OTHERS

All cases reviewed and approved by the Conduct Review Committee shall be ratified by the Board Members during Board Meetings.

6. ASSESSMENT

The Committee shall every 2 years conduct a self-evaluation to assess its effectiveness in fulfilling its responsibilities and duties set out in this terms of reference.

Approved by Board
13 October 2021