

Phoenix Insurance (Mauritius) Limited

JOB DESCRIPTIONS OF KEY SENIOR GOVERNANCE POSITIONS

Chairman

The Chairperson is responsible for:

- Chairing Board and in general meetings.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting the Board agenda, taking into account the issues and concerns of all Board members.
- Ensuring that there is appropriate delegation of authority from the Board to executive management and Board committees.
- Ensuring the Board's committees are properly structured with appropriate terms of reference.
- Ensuring that the directors receive accurate, timely and clear information to take timely decision.
- Ensuring that the decisions by the Board are executed.
- Ensuring that the development needs of directors are identified.
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- Overseeing a formal succession plan for the Board, Managing Director and certain senior management positions.
- Ensuring the performance of the Board, its committees and individual directors is evaluated at least once a year.
- Ensuring effective communication with shareholders.
- Set the ethical tone for the Board and the Company and uphold the highest standards of integrity.
- Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- Ensure the long-term sustainability of the business.

Chief Executive Officer

- Directly responsible for the day-to-day operations of the Company shall be conversant with the state of internal control, the prevailing legislation.
- Responsible for leading the Company towards its objectives.
- Ensuring that an appropriate strategic planning process is in place to achieve company's objectives.
- Ensuring that the Company has an effective management team and actively participate in the development of management and succession planning.
- Ensuring continuous improvement in the quality and value of the products and maintaining satisfactory competitive position within the industry.
- Developing and maintaining effective relations with significant external parties such as regulatory bodies, government institutes, and other trade associations.
- Should maintain a positive and ethical work climate conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels.

Company Secretary

- Maintaining the company's statutory registers.
- Assistance in relation to board and shareholder meetings and related paperwork.
- Filing of information at Registrar Companies.
- Ensuring Shareholders' and directors' meetings are properly called and held.
- Ensuring records of members' and directors' meetings are kept properly.
- Advising the board on good practice in corporate governance.