

LES MOULINS DE LA CONCORDE LTEE



*Les Moulins
de la Concorde*

TERMS OF REFERENCE OF THE COMPANY SECRETARY

The Company Secretary is responsible for:

- (a) Ensuring that the organization complies with its constitution and all relevant statutory and regulatory requirements, as well as the code of ethics and rules established by the Board;
- (b) Providing the Board as a whole and Directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the organization;
- (c) Developing the agenda of the Board and Board committee meetings in consultation with the Chairperson and the CEO;
- (d) Circulating agendas and any supporting papers in good time;
- (e) Ensuring the presentation of high-quality information to the Board and its committees;
- (f) Checking that there is a quorum;
- (g) Taking minutes of Board meetings and circulating the draft minutes to all members;
- (h) Ensuring that meetings of the Board are properly held and resolutions are passed in accordance with the Company's constitution;
- (i) Ensuring that the procedure for the appointment of Directors is properly carried out;
- (j) Assisting in the proper induction of Directors;
- (k) Providing comprehensive practical support and guidance to Directors both as individuals and as a collective Board with particular emphasis on supporting the non-executive Directors;
- (l) Ensuring compliance with all relevant statutory and regulatory requirements;
- (m) Reporting to the Chairperson on all Board governance matters;
- (n) Communicating with shareholders, as appropriate, to ensure that due regard is paid to their interests;
- (o) Acting as a primary point of contact for all shareholders and proxy voting/corporate governance advisers.