

## AXYS CORPORATE ADVISORY

### Terms of References

#### Investment Advisory Committee / “DealCo”

Chairman: Mr. Louis Lallia

- The Investment Advisory Committee of AXYS Corporate Advisory Ltd (“ACA”) shall be a sub-committee of the Board and be given the working title “DealCo”.
- The Committee will assist the Board of Directors in fulfilling its oversight responsibility regarding the implementation of ACA’s Deal Process – **all deals executed in the name of ACA must proceed via the DealCo Deal Process.**
- The Committee will be responsible for critically reviewing all new project pursuits and mandates in progress.
- DealCo’s specific duties include:
  - Ensuring prospective clients have been properly vetted for KYC and especially bona fides.
  - Ensuring pursuits are within ACA’s capabilities and capacity to perform.
  - Ensuring pursuits have a high chance of being successful.
  - Ensuring risks arising from the prospective project are manageable and can be mitigated sufficiently.
  - Ensuring ACA’s compensation is commensurate with the skills and time required, the value added and risks taken on.
  - Approving the allocation of compensation expected to be derived from a pursuit to the project leader, introducers and participants.
  - Monitoring the progress of each mandated deal.
  - Approving key decisions taken throughout the execution of a deal.
  - At the Committee’s request, deal teams will present the Committee with supporting material for the evaluation of new deals, such as written reports (Amber Light & Green Light).
  - Monitoring general compliance with the Company’s deal processes and policies.
- The Board shall appoint Committee members.
- The Committee membership shall consist of members who are generally knowledgeable in corporate advisory, investment and financial matters.
- The Board shall appoint a Chairperson of the Committee and determine the period for which he or she shall hold office. The Chairperson of the Board shall not be eligible to be appointed as Chairperson of the Committee.
- As this Committee is crucial to ensure the achievement of company strategies the Managing Partner shall be a member of this committee.
- The Board can review the membership composition at its discretion from time to time
- The Investment Committee will meet as and when required to discharge its responsibilities.
- A quorum will be a simple majority of members.
- Notice of a meeting can be called by the Chairman or any member by giving 24 hours’ notice.
- Meetings can be held in person or via phone / video / internet conferencing facilities.
- The Chairman of the Committee shall report directly to the Board at each scheduled Board meeting, providing feedback and recommendations.

**AXYS CORPORATE ADVISORY****Terms of References****Company Secretary – NWT (Mauritius) Limited**

The Company Secretary is responsible for:

1. Ensuring that the organisation complies with its constitution and all relevant statutory and regulatory requirements, Codes of ethics and rules established by the Board;
2. 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 organisation;
3. Developing the agenda of Board and Board committee meetings in consultation with the Chairperson and the CEO;
4. Circulating agendas and any supporting papers in good time;
5. Ensuring the presentation of high-quality information to the Board and its committees;
6. Checking that quorum of meetings is present;
7. Taking minutes of Board meetings and circulating the draft minutes to all members;
8. Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Company's articles of association;
9. Ensuring that the procedure for the appointment of directors is properly carried out;
10. Assisting in the proper induction of directors, including assessing the specific training needs of directors/executive management; and
11. Providing comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive directors.

The Company Secretary should ensure compliance with all relevant statutory and regulatory requirements and will have duties associated with the operation of the business.

The Company Secretary needs to:

1. Communicate with shareholders, as appropriate, and ensure that due regard is paid to their interests;
2. Act as a primary point of contact (often via the share registrar) for all shareholders and proxy
3. voting / corporate governance advisers; and
4. Have a role in improving engagement and purposeful dialogue between investors and the Company.

Both the appointment and removal of the Company Secretary shall be a matter for the Board as a whole. The Board must satisfy itself that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her duties.

The Company Secretary should report to the Chairperson on all Board governance matters. This does not preclude the Company Secretary also reporting to the CEO in relation to his or her other executive management responsibilities.

The appointment and removal of the Company Secretary should be a matter for the Board as a whole, and the remuneration of the Company Secretary is determined by the Remuneration Committee.

The Chairperson and the Company Secretary should periodically review whether the Board and the Company's other governance processes, for example Board and committee evaluation, are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Company.

**AXYS CORPORATE ADVISORY****Terms of References****Compliance - NWT (Mauritius) Limited**

- To ensure that ACA is compliant as per the Operations Manual and as per the new laws and regulations issued by the FSC.
- It also consists of ongoing monitoring through file reviews conducted on a periodic basis.

**Money Laundering Risk Officer (MLRO)**

Role of MLRO is as per the Code on the Prevention of Money Laundering and Terrorist Financing (2012) and is as follows:

- Implementing and monitoring the day-to-day operation of the AML/CFT policy and procedures;
- Reporting to the Board of Directors or a committee of the Board on any material breaches of the internal AML/CFT policy and procedures and of the AML/CFT laws, codes and standards of good practice;
- Preparing reports annually and such other reports as and when necessary to the Board dealing with the following:
  - The adequacy/shortcomings of internal controls and other AML/CFT procedures implemented;
  - Recommendations to remedy the deficiencies identified above;
  - The number of internal reports made by staff;
  - The number of reports made to the FIU.

**Accounting - NWT (Mauritius) Limited**

- Preparation of monthly management accounts.
- Completion of quarterly consolidation pack.
- Preparation of annual IFRS format financial statements.
- Liaising with auditors for audit clearance on annual financial statements.
- Annual corporate tax & APS computation and filing of returns with the local tax authority.
- Preparation of FSC surveys (GBCI, Investment flows and IMF MFS surveys) for submission to the Commission.

**AXYS CORPORATE ADVISORY****Terms of References****Job Description****Senior Manager (Corporate Finance)**

The Senior Manager (Corporate Finance), reporting to the Board, has the following duties:

- Manages the day to day activities of the Company
- Leads and executes advisory M&A including buy-side, sell-side and capital raising
- Participates in recruitment of all professional staff
- Member of DealCo
- Ensures the Company follows internal deal policies and procedures.
- Ensures the Company complies with the following key regulations with the support from Group Compliance Officer and the Company's designated MLRO:
  - Mauritian Company law
  - FSC regulations and guidelines
  - Mauritian corporate governance rules
  - Mauritian and European Data Protection laws
  - Anti-Money Laundering & anti bribery laws
  - Enhanced DD on prospective clients who might be PEPs"