

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

### Legal Duties

Directors are made aware of their legal duties in the induction program they follow on first appointment. The Board Charter includes a summary of legal duties under various relevant enactments.

### Conflicts of Interests, Related Party Transactions and Share Dealing

Group Conflicts of Interests (including Related Party) Policy provide clear guidance on procedures to follow when any occurrence that may lead to a conflict of interest arise.

In line with the Model Code for Securities Transaction by Directors of Listed Companies (Appendix 6 of Listing Rules of SEM), the Board has approved a Group Share Dealing Policy which is applicable to directors and senior management. Declarations made by directors are entered in the Register of Interests which is maintained by the Company Secretary. The Register of interests is available to shareholders upon written request of shareholders.

Moreover, at the beginning of each meeting of the Board, the Chairman invites the directors to declare any potential source of conflicts of interests, or any share dealings to be thereafter recorded in the Register of Interests.

Apart from share dealings reported under paragraph 4.3, no additional entries had been made in the Register of Interests in 2022.

Moreover, the Board will regularly monitor and evaluate compliance with the Code of Ethics.

### Directors' Interest in the shares of the Company as at 31 December 2022:

Name of Directors	Direct Interest		Indirect Interest
	Number of shares	Percentage	Percentage
Brian Ah-Chuen	3,250	0.01	-
Alfred Bouckaert	-	-	-
Bruno De Froberville	686,503	1.24	-
Olivier De Grivel	-	-	0.04
Dominique Galea	362,631	0.65	5.60
Mélanie Faugier	366,674	0.66	0.26
Catherine McIlraith	-	-	-
Ashraf Musbally	175,400	0.32	-
Mushtaq Oosman	10,374	0.02	-
Joerg Weber	-	-	-
Celine Gormand (alternate to Mr Dominique Galea)	24,097	0.04	2.15

During 2022, share dealing by directors and their associates were as follows:

Name of Directors	Acquired	Disposed of	Acquired Associates
Dominique Galea			242,211
Mélanie Faugier		44,500	
Bruno de Froberville		186,400	
Ashraf Musbally*	170,000		

Note \*: Shares acquired through the Share Option Scheme 2020.

### Board Evaluation

In accordance with the Board Charter, a Board and Committee Evaluation process is conducted every two years. The exercise planned for the end of 2021 was postponed to the financial year ending 2023 due to the Covid-19.

### Remuneration

#### Remuneration Policy

The guiding principle for compensation and rewards is to be within the 50<sup>th</sup> percentile of the benchmarked remuneration of similar and acceptable insurance companies and financial institutions. The compensation practice of MUA derives from remuneration surveys and participation in peer reviews, complemented by effective staff and team performance management policies. MUA pay practice comprises fixed pay, variable pay, allowances, share scheme and other benefits.

- Fees for directors and members of committees

The CGNRC reviews on an annual basis the adequacy of directors' and senior executives' remuneration.

Fees payable to non-executive directors in 2022 were as follows:

Directors	Board Fees (Rs)	Audit Committee Fees (Rs)	Corporate Governance, Nomination & Remuneration Committee Fees (Rs)	Risk Committee Fees (Rs)	Assets and Liabilities Committee (Rs)	Total Fees (Rs)
Vincent Ah Chuen	384,000		148,000			532,000
Alfred Bouckaert	637,000			210,000	210,000	1,057,000
Olivier de Grivel	384,000	148,000		148,000	148,000	828,000
Mélanie Faugier	384,000		148,000			532,000
Bruno de Froberville	384,000	148,000			148,000	680,000
Dominique Galea	1,038,000		148,000	148,000	148,000	1,482,000
Catherine McIlraith	637,000	148,000	210,000			995,000
Mushtaq Oosman	384,000	210,000	148,000	148,000		890,000

Remuneration received from the Group	2022 (Rs)	2021 (Rs)
<b>Executive Directors:</b>		
Joerg Weber	4,203,768	-
Bertrand Casteres	19,487,600	11,558,649
Ashraf Musbally	24,606,475	23,318,553
<b>Non-Executive Directors</b>	18,266,298	14,600,395
<b>Total</b>	<b>66,564,141</b>	<b>49,477,597</b>

Non-Executive Directors do not receive remuneration in the form of share options or bonuses associated with organisational performance.

- **Share Option Scheme**

During the year ended 31 December 2022, out of a total of 1,156,000 options offered to selected members of the executive team under the Share Option Scheme 2020, 957,000 options were exercised.

Also, in April 2022, 136,714 options were offered to employees under the Employee Share Scheme ("ESS"), out of which 19,113 options were exercised in May 2022.

The new ordinary shares are listed on the Stock Exchange of Mauritius Ltd.

Moreover, at a special meeting held in July 2021, the shareholders approved the setting up of a second Share Option Scheme ("SOS 2023") to be offered to selected members of its executive management team and exercised as from 2023.

### Information, Information Technology and Information Security Governance

- **Information Technology**

With the protection of the confidentiality and availability of information being critical to the smooth running of our activities, MUA continuously seeks to foster a robust IT platform which upholds the security and performance of its IT systems in adherence with regulatory and industry norms. In this respect, the Group has implemented an Information Security management system, including information security policies, based on internationally accepted standards and best practices to regulate the use, security standards, control and access rights within its IT infrastructure and systems. An Information Security Policy is in place and forms part of the Information Security framework (based on ISO 27001 international standard) that has been implemented. Matters relating to Information Security are overseen by the board through the Risk Committee. Since October 2021, the IT systems, electronic information assets and information risk management of the Mauritian subsidiaries of MUA Ltd are ISO 27001 certified, with regular audits performed to maintain the standards.

The Information Security management system is being monitored and updated as needed by the Group's information Security department. The information security policies are available on the Group's intranet with staff being made aware of relevant requirements through regular awareness sessions. MUA continues to invest in information technology to enhance its operational resilience.

The Audit Committee reviews on an annual basis the budget of expenditure on information technology for recommendation to the Board. Investment in information technology and IT security is ongoing and the Group has a well-established and effective process in place for approval of all major investments.

- **Data Protection**

In compliance with the EU General Data Protection Regulations ("GDPR") and the Data Protection Act 2017 ("DPA"), MUA has approved a Data Protection Policy ("Policy") with a view to promoting a privacy culture within the Group and ensuring that all clusters, business units and employees protect the privacy of personal information of individuals in their daily operations including procedures for personal data breach; the escalation process when discovering a breach and the procedures to notify the relevant authorities.

The Policy defines the MUA's requirements regarding the collection, storage, use, transmission, disclosure to third parties and retention of personal information. The Policy is used as a general guideline to the clusters and business units, which remain responsible for ensuring strict compliance while collecting personal information without derogating from the core principles of the DPA.