

**Corporate Strategy
Committee Charter**

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1. Objectives

The Corporate Strategy Committee (“CSC” or the “Committee”) shall oversee the strategic orientations of the MCB Group Limited (“MCBG”), The Mauritius Commercial Bank Limited (“MCB ” or the “Bank”), and the other subsidiaries of the MCB Group (collectively the “Group”) and assess the latter’s performance against set objectives whilst ensuring that capital allocation is appropriate. The Committee shall assist the Board in assessing major financial and investment plans and other material issues that affect the development of the Group.

This Charter is posted on the organisation’s website.

2. Composition

- 2.1. The Chairperson and members of the CSC shall be appointed by the Board on the recommendation of the Remuneration, Corporate Governance, Ethics and Sustainability Committee (RCGES).
- 2.2. The CSC shall consist of at least eight board members from MCBG and MCB, the majority of whom shall be MCBG’s representatives.
- 2.3. The Chairpersons and the CEOs of both entities shall be members of the Committee.
- 2.4. The Chairperson of the Committee shall be a non-executive director and shall normally be the Chairperson of the Board of MCBG.
- 2.5. The Secretary of the CSC shall be appointed by the Board.
- 2.6. The Board may at any time remove member/s from the Committee and fill any vacancy/ies created by such removal.

3. Meetings

- 3.1. Meetings shall be held at least quarterly, or more frequently as circumstances require.
- 3.2. The Chairperson shall convene a meeting upon the request of any Committee member who considers it necessary.
- 3.3. The quorum for the Committee shall be five, comprising at least
 - Three members from MCBG; and
 - Two members from the MCB .

- 3.4. The Chairperson of the Committee may in case of absence designate an alternate. In case of absence of the Chairperson and where no alternate has been designated, the RCGESC or the Chairperson of the Board shall appoint an independent non-executive director to chair the meeting.
- 3.5. The Committee may request any officer or employee to attend any meeting and provide pertinent information as necessary.
- 3.6. All decisions shall be taken on a majority of votes. In case a majority cannot be obtained, the Chairperson will have a casting vote.

4. Roles and Responsibilities

The duties and responsibilities of the members of the Committee shall be in addition to those set out for a member of the Board.

The principal responsibilities of the CSC shall be to:

- Review, at regular intervals, the Group's strategic orientations and recommend to the Board any strategic orientation to be implemented for approval.
- Deliberate on strategic opportunities and/or key topics of relevance to the Group's strategy and make a proposal to the Board to this effect.
- Oversee the deployment of Group-wide endeavours and key initiatives by Group entities, while ensuring alignment with the set strategic orientations.
- Recommend to the Board any such matters or issues which relate to the strategic planning of the Group.
- Assess new business proposals including acquisitions/joint ventures and make appropriate recommendations to the Board.
- Review and recommend strategic investments or divestments in strategic assets.
- Make recommendations regarding strategic capital allocation.
- Review proposals for any financial restructuring and for raising of funds, as submitted by the management, and make suggestions in that respect to the Board.

- Assess proposals for any significant organisational restructuring and adjustments at Group level and make recommendations accordingly.

5. Other Provisions

5.1. Professional advice

The Board has an agreed procedure whereby members of the Committee are able to seek independent professional advice, should the need arise. The professional services procured will be at the Company's expense and prior approval of the Chairperson is required.

5.2. Access to information

The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

5.3. Reporting

The Chairperson of the Committee shall submit recommendations of the CSC to the Board of MCBG.

The Chairperson of MCB Ltd shall submit recommendations of the CSC regarding the Bank to the Board of MCB.

Presentations made to the CSC are to be systematically circulated to MCBG Board Members before the MCBG Board Meeting and, if a specific item of the CSC deliberations concerns the MCB then relevant presentations are to be circulated to MCB Board Members.