

Governance





pattela Batri (meas)

Musical notation on a whiteboard staff, including a treble clef, a sharp sign (#), and a series of notes. The word "Latar" is written below the staff.



Our Leadership

Board of Directors

- Audit and Risk Committee
- Corporate Governance Committee
- Strategy and Investment Committee
- Ethics Committee
- Board meetings
- Annual Meeting
- Chairperson
- Secretary



**ALAIN
REY**

Non-Executive Chairman
First appointed to the Board in 2016

BSc (Hons) in Economics (London)
Member of the Institute of Chartered
Accountants in England and Wales



**DOMINIQUE
DE FROBERVILLE**

Non-Executive Director
First appointed to the Board in 2011

Maîtrise en Chimie Industrielle (France);
MBA (England)



**THIERRY
DE LABAUVE D'ARIFAT**

Non-Executive Director
First appointed to the Board in 2022

Diploma in Building Management
Technikon Natal (South-Africa)
Project Management Professional Certification
from the Project Management Institute



**ALEXIS
HAREL**

Executive Director
First appointed to the Board in 2011
BSc Business Administration (USA)



Our Leadership (Cont'd)
Board of Directors (Cont'd)



**DIDIER
HAREL**

Independent Non-Executive Director
First appointed to the Board in 2016

MBA, INSEAD (Institut Européen
d'Administration des Affaires) (France)
BSc Eng. (Hons) in Chemical Engineering
and Chemical Technology (UK)

8/8 4/4 ✓



**HENRI
HAREL**

Executive Director
First appointed to the Board in 2011
ACIS (South Africa)

8/8 4/4 ✓



**NICOLAS
MAIGROT**

Managing Director
First appointed to the Board in 2016
BSc Management Sciences (London)

8/8 3/4 4/4 ✓



**ANNA
MALLAC-SIM**

Non-Executive Director
First appointed to the Board in 2021

Master d'Architecture – ESA (Paris)
Diplôme d'Habilitation à la Maîtrise
d'Œuvre en son Nom Propre
(HMONP) – ESA (Paris)

8/8 ✓



**PASCAL
RAFFRAY**

Non-Executive Director
First appointed to the Board in 2019

BA in Economics and Finance,
INSEEC (France)

8/8 6/6 ✓



**KALINDEE
RAMDHONEE**

Independent Non-Executive Director
First appointed to the Board in 2022

Fellow of the Association of Chartered
Certified Accountants (UK)

2/2 N/A N/A N/A

Our Leadership (Cont'd)

Board of Directors (Cont'd)



**NIKHIL
TREBHOOHUN**

Independent Non-Executive Director
First appointed to the Board in 2014

BSc (Hons) Economics, Industry and Trade (UK). Postgraduate Diplomas in Financial Management (Australia) and in Development Planning Techniques (Netherlands). Fellow of the World Academy of Productivity Science

8/8 6/6 2/2 ✓



**MARGARET
WONG PING LUN**

Independent Non-Executive Director
*First appointed to the Board in 2012
Retired on 10 November 2022*

Fellow of the Institute of Chartered Accountants in England and Wales
BA Honours in Business Studies (London)

6/8 6/6 3/4 ✓



**LOUIS DENIS
KOENIG**

Administrative Executive and Managing Director of Terra Services Ltd, Company Secretary
Maîtrise ès Sciences Economiques (Economie d'Entreprise). Diplôme d'Etudes Supérieures Spécialisées en Finance (France)

8/8 3/6 4/4 3/4 2/2 ✓

Alain Rey (63)

Manager at Citibank NA (Paris): 1986-1988
Financial Director and General Manager in the Mauritian textile industry: 1988-2005
Regional Corporate Director at Barclays Bank in Mauritius: 2005-2006
Chief Executive Officer of Compagnie Sucrière de Mont Choisy: 2007-2015
Board member at Afrasia Bank: 2006-2009 and at The State Bank of Mauritius: 2009-2015

Current outside Directorships of listed and quoted/non-listed companies:

Listed

MCB Group Limited
New Mauritius Hotels Ltd

Quoted/non-listed

CIEL Textile Ltd
Quantum Ltd
Precigraph Ltée
MCB Microfinance Ltd

Dominique de Froberville (63)

Production Manager in the paint and optical industries: 1985-1988
Manager of two textile groups: 1988-2000
Director of Operations and then Chief Executive Officer at Mauritius Freeport Development: 2001 to date
Former council member of the Mauritius Employers Federation and member of the Mauritius Exporters Association.

Thierry de Labauve d'Arifat (50)

From Technical Assistant to Site Manager at Rehm Grinaker Construction Company Limited: 1993-1997
Contracts Manager at BEAM Ltd: 1998-2003
Logistics Manager at Plumbelec Co. Ltd: 2003
Self-employed at TDA Consult Ltd to offer building management services: 2004-2015
Head of Operations for the residential cluster at ENL Property Co. Ltd: 2016-2019
Self-employed by TDA Consult Ltd: 2020 to date

Alexis Harel (60)

Auditor and Trainer at De Chazal Du Mée (Chartered Accountants): 1985-1986
General Manager at Elastico Ltd: 1986-1988
Director at Dataphon (Mtius) Ltd: 1988-1992
Commercial Executive and then Managing Director at Grays: 1992 to date
Member of Terra's Executive Committee

Directorships of listed companies:
United Docks Ltd

Didier Harel (71)

From Sales Engineer at Esso in Mauritius to General Manager of Esso in Reunion and to International Sales and Supply Coordinator at Esso Africa Head Office in the UK: 1974-1988
Managing Director of downstream subsidiaries of Total in Zambia and Zimbabwe, Executive Vice-President in charge of Total's downstream operations in East Africa, Indian and Pacific Oceans at Africa-Middle East Head Office in Paris, Managing Director and CEO of Total South Africa Pty Ltd in Johannesburg, Executive Director of Logistics of Total France in Paris and Managing Director and CEO of Total UK Ltd in Watford: 1989-2012
Chairman and CEO of Société Anonyme de Gestion des Stocks Stratégiques (SAGESS): 2012-2015

Directorships of listed companies:
MCB Group Limited

Henri Harel (62)

Auditor at De Ravel, Boulle, Saad & Wyman (Chartered Accountants): 1981-1984
Internal Auditor at Toyota SA Manufacturing: 1984-1988
Financial Accountant at Amalgamated Beverage Industries (Coca-Cola South Africa): 1988-1990
Financial Controller at Société de Gérance de Mon Loisir: 1991-1996
Financial Controller and then Group Chief Finance Officer and Executive Committee member at Terra: 1997 to date

Directorships of listed companies:
Swan General Ltd

Nicolas Maigrot (54)

From Management Controller to Chief Executive Officer at Floreal Knitwear and Ciel Textile: 1989-2010
Chief Executive Officer of Ireland Blyth: 2010-2015
Managing Director of Terra: 2016 to date
Chairman of Terra's Executive Committee

Directorships of listed companies:
Swan General Ltd
United Docks Ltd

Anna Mallac-Sim (34)

Associate of LPB Architectes (Paris): 2011-2015
Collaboration with several local architectural firms in Mauritius: 2016-2017
Teacher at Ecole Nationale d'Architecture de Nantes on its Mauritian campus: 2018 to date

Our Leadership (Cont'd)

Board of Directors (Cont'd)

Pascal Raffray (47)

Sales Assistant at Donaldson Lufkin & Jenrette (Paris): 1999-2000
Trader on US equities at Credit Suisse (Paris): 2000-2007
Trader on International equities at Neuflyze OBC (ABN AMRO Group) (Paris): 2007-2013
Dealing services – global products at BNP Paribas (Paris): 2013 to date

Kalindee Ramdhonee (59)

Head of Accounts in the technology cluster of Harel Mallac: 1991-2003
Finance and Administrative Manager to MC Vision: 2003-2010
Group Financial Controller at African Alliance Group: 2010-2012
General Manager in Mauritius for the BIA Group, a Belgian family business: 2012-2016
Founder/Managing Director of Karics Partners Ltd: 2016 to date

Directorships of listed companies:

The United Basalt Products Ltd
BMH Ltd

Nikhil Treebhoohun (68)

Teacher in Economics at secondary level: 1978-1981
Senior positions at Ministry of Economic Planning and Development and Ministry of Industry: 1981-1987
Lecturer in Economics at the University of Mauritius: 1987-1989
Projects Manager at the Industrial and Vocational Training Board: 1989-1992
Director of the Export Processing Zone Development Authority: 1992-2000
Executive Director of the National Productivity and Competitiveness Council (NPCC): 2000-2005
Adviser and Head of the Trade Section of the Commonwealth Secretariat: 2005-2011
Chairman of Oxford International Consultants (Mauritius): 2011
Chief Executive Officer of Global Finance Mauritius: 2011-2014

Margaret Wong Ping Lun (69)

Manager of the Consultancy Department of De Chazal Du Mée, Chartered Accountants: 1985-1990
Lecturer in Accounting and Finance at the University of Mauritius: 1991 to her retirement in August 2019
She was a member of the Listing Executive Committee of the Stock Exchange of Mauritius

Directorship of listed companies:

Fincorp Investment Ltd

New appointment

Françoise Ip Wan Shek (66)

Fellow of the Association of the Chartered and Certified Accountants (FCCA)

BA Honours in Business Studies (London)

Mrs Ip started her career as Accountant at Ferney Spinning Mills Ltd in 1979 and has worked for 40 years in the Ciel Textile group of companies. She was successively Financial Controller and then Head of Finance of the cluster, which included foreign subsidiaries in Madagascar, India and Bangladesh. She retired as Head of Finance of the knitwear division in December 2018. She has been self-employed as a Management Consultant in training and coaching in Management Accounting Concept from January 2019 to June 2023.

Secretary to the Board

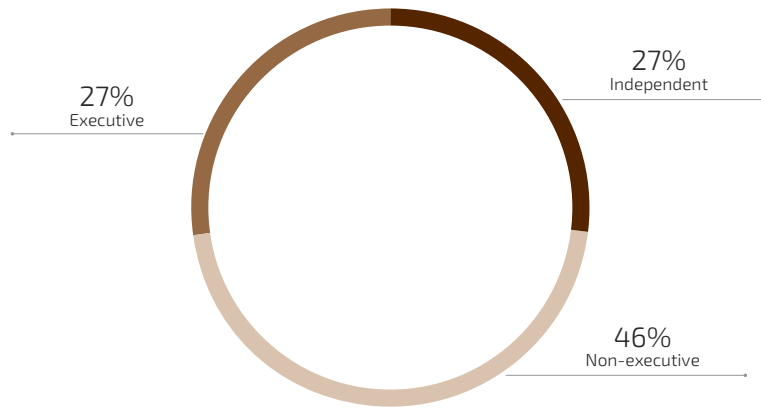
Louis Denis Koenig (56)

Statistician at the Anglo-Mauritius Assurance Society: 1989-1990
Assistant Secretary and then Administrative Executive at Terra: 1990 to date

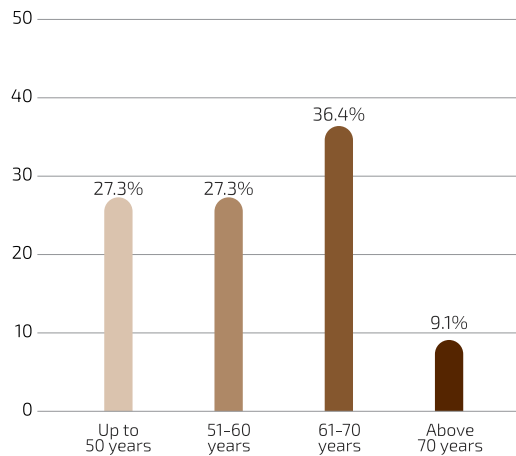
Dealer's Representative at Cavell Securities Ltd and member of The Stock Exchange of Mauritius instances: 1992-2006
Fellow of the Mauritius Institute of Directors and Director of several subsidiaries of Terra

Member of Terra's Executive Committee

Composition of the Board of Directors



Age Pyramid of the Board of Directors



Our Leadership (Cont'd)

Management team



**MARIE-ANNICK
AUGUSTE**

CSR MANAGER
(TERRA FOUNDATION)



**JOCELYN
DE CHASTEAUNEUF**

MANAGING DIRECTOR
(GRAYS DISTILLING)



**NICOLAS
EYNAUD**

GENERAL MANAGER
(NOVATERRA)



**EDWIGE
GUFFLET**

MANAGING DIRECTOR
(L'AVENTURE DU SUCRE)



**JEAN-MARC
IWEINS**

PLANT MANAGER
(TERRAGEN)



**STEEVE
LAREINE**

**GROUP FINANCE
MANAGER**

Our Leadership (Cont'd)
Management team (Cont'd)



**SÉBASTIEN
MAMET**

**GENERAL MANAGER
(AGRICULTURE)**



**IQRA
MOSAHEB**

**GROUP LEGAL
ADVISOR**



**CHRISTOPHER
PARK**

**GROUP HUMAN
RESOURCE MANAGER**



**JULIEN
ROUSSET**

**HEAD OF CORPORATE
DEVELOPMENT**



**ASHWAN
SEEPARSAD**

**GROUP IT
MANAGER**



**JOËLLE
WONG HING NANG**

**HEAD OF TREASURY
(TERRA FINANCE)**

Our Leadership (Cont'd)

Management team (Cont'd)

Marie-Annick Auguste (52)

CSR Manager (Terra Foundation)

BA in Psychology and Communication (South Africa)

Marie-Annick Auguste started her career at the South African High Commission in 1991, working as confidential secretary in the political section. From 2001 to mid-2002, she worked at Desbro International, part of the Rogers Group. From 2002 to 2009, she was Head of the Sponsorship, Fundraising and Public Relations Department of SOS Children's Villages Mauritius. She was appointed as Terra Foundation's CSR Officer in May 2010 and is now its CSR Manager.

Jocelyn de Chasteauneuf (48)

Managing Director (Grays Distilling)

BA (Hons) Accounting and Finance – London (UK)

Member of the Association of Chartered Management Accountants (UK)

Jocelyn de Chasteauneuf started his career as Accountant in London and has been thereafter the Cost Accountant of a Mauritian manufacturing company. He was employed as Finance Manager of the Brands cluster of the Group in 2001 and is presently its Finance Director. He is also the Managing Director of the distillery.

Nicolas Eynaud (54)

General Manager (Novaterra)

National Diploma in Land Surveying (South Africa)

Nicolas Eynaud started his career in 1991 at SDDSR (Land Surveyors), where he became a partner in 1995. There he was involved in an extensive range of projects for the island's major estates and corporate bodies, in the fields of building, engineering and cadastral surveying. In 2001 he joined Espral, a service company providing full land management and commercial support to all land-based assets owned by the ENL Group. He was appointed General Manager of Espral in 2009, a position which he held until 2013. After spending some two years as Group Property Manager at Compagnie de Beau Vallon, Nicolas Eynaud joined the Group in January 2016.

Edwige Gufflet (54)

Managing Director (L'Aventure du Sucre)

Maitrise ès Sciences Economiques (France)

MBA (USA)

Edwige Gufflet started her career in the banking sector in 1993 and worked there until 1998. She then moved on to project management at CIEL Textile until 2003. The same year, she joined *L'Aventure du Sucre* as General Manager and was promoted Managing Director in December 2012.

Jean-Marc Iweins (42)

Plant Manager (Terragen)

Diplôme d'Ingénieur Généraliste de l'ICAM Lille (France)

After working ten years as account manager for water treatment activities in the French West Indies and in the Indian Ocean islands, Jean-Marc Iweins joined Albioma in 2014 as deputy power plant manager of Albioma Bois-Rouge in Reunion Island. He held this function from 2014 to 2018. He has been managing the Terragen power plant since July 2018.

Steeve Lareine (58)

Group Finance Manager

Fellow of the Association of Chartered Certified Accountants (UK)

Member of the Mauritius Institute of Professional Accountants

Steeve Lareine started his professional career with De Chazal du Mée & Co (Chartered Accountants) in the Auditing and subsequently in the Consulting Department. Before joining the Group in 1999, he was employed as Divisional Accountant at Rey & Lenferna.

Sébastien Mamet (47)

General Manager (Agriculture)

Chartered Accountant (UK)

After working in the Audit Department of EY in London and in Mauritius for eight years, Sébastien Mamet joined the Corporate Finance Division of PricewaterhouseCoopers Mauritius in 2004. As Senior Manager of the division, he advised clients on *inter alia* mergers and acquisitions, business plans, finance raising and financial restructuring. He joined Harel Frères in 2009 to head its new strategic development function. As a member of the Management Committee, he used to advise on the Group's strategic orientation and was responsible for implementing new business developments. He was appointed as General Manager (Agriculture) in 2016.

Iqra Mosaheb (46)

Group Legal Advisor

LLB (Hons) (Mauritius), LLM (Bristol, UK), MBA (Paris-Dauphine, France)

Barrister at Law

Called to the Mauritian Bar since 2002, Iqra Mosaheb started her career in the offshore sector. Over the last 16 years, she has acquired extensive experience in corporate legal services, including overseeing group in-house legal services, both in the financial services and in non-financial services sectors, with an enhanced focus on banking services. Iqra joined Terra in 2017.

Christopher Park (40)

Group Human Resource Manager

BCom HRM, Management and Business Law (Australia)

MCom Human Resources and Marketing (Australia)

Christopher Park started his career in Australia in 2006 where he worked for the country's largest human resource consulting and recruitment company, Chandler Macleod, as HR and Recruitment Consultant. Upon his return to Mauritius in 2009, he joined Adecco Mauritius as a Recruitment and HR consultant. He then joined Enterprise Information Solutions (part of the Cim Group) as their HR Manager in 2010. After one year, he was additionally offered the position of the group's Corporate HR Manager. He was employed by Rogers as Corporate HR Manager from October 2012, before joining Terra as Group HR Manager in December 2013.

Didier Ramsamy (50)

Factory Manager (Terra Milling Ltd)

Chemical Engineering, MBA, AMIChemE (UK)

After working in the Mauritian sugar industry for 12 years, Didier Ramsamy joined Illovo Sugar Africa and worked at two Illovo mills, namely Ubombo Sugar Ltd in Eswatini (16 years) and Maragra Açúcar SA in Mozambique (two years) as a middle manager. Having grown through the ranks at Illovo, Didier was Factory Optimisation Manager at Maragra before joining TML. In his role as Optimisation Manager, he was responsible to develop optimisation strategies for the factory. Didier was appointed as Factory Manager of Terra Milling Ltd in August 2022.

Julien Rousset (41)

Head of Corporate Development

MSc in Management (France)

After working in China for five years in the engineering field and setting up a wholly foreign-owned bank in Shanghai, Julien Rousset joined the sugarcane industry in Tanzania and Mauritius for four years, heading a number of strategic developments on the African continent for different Mauritian groups. He joined Terra in 2016 to head its corporate development function. As a Director of some of Terra's associates and a member of several management committees, he advises on the strategy formulation of the Group's projects and is responsible for following existing investments and implementing new business developments.

Ashwan Seeparsad (40)

Group IT Manager

BSc (Hons) in Business Information Technology (UK)

After obtaining his IT degree from the University of Greenwich, London, in 2007, Ashwan Seeparsad acquired experience in the IT sector in the UK for two years. He then moved to Mauritius in 2009 and worked for several companies in Mauritius over the course of 14 years, including the Ciel Group for 10 years, where he was the IT Lead. He joined the Group in 2019 to serve as IT Lead and was subsequently appointed Group IT Manager in 2021.

Joëlle Wong Hing Nang (41)

Head of Treasury (Terra Finance)

Fellow Member of the Association of Chartered Certified Accountants (UK)

Member of the Mauritius Institute of Professional Accountants
BSc (Hons) Management with specialisation in Marketing
(University of Mauritius)

Joëlle Wong started her career at Cirne Financial Services as Accounts Officer in 2004. She joined Shell Mauritius Limited in that same year as Stock Controller, before being appointed as Country Treasurer in 2008. She took on a wider role as Country Treasurer and Credit Controller in 2013. In 2016, she became part of the group credit function of Vivo Energy (a Shell and Engen Licensee in Africa) as Group Senior Credit Officer. In that role, she was responsible for managing the group credit risk and for leading several projects in 24 African markets while operating remotely from Mauritius. She joined Terra Finance Ltd in May 2021 and was appointed as Head of Treasury on 28 June 2021.

Management Information

Executive Committee

Nicolas Maigrot	Managing Director
Nicolas Eynaud	General Manager (Novaterra)
Alexis Harel	Executive Director
Henri Harel	Group Chief Finance Officer
Louis Denis Koenig*	Administrative Executive
Sébastien Mamet	General Manager (Agriculture)
Julien Rousset	Head of Corporate Development

*Also serves as Secretary to the Committee

Profiles of Executive Committee members are set out on pages 80 to 89.

Accounts

Steve Lareine Group Finance Manager

Human Resources

Christopher Park Group HR Manager

Information Technology

Ashwan Seeparsad Group IT Manager

Legal

Iqra Mosaheb Group Legal Advisor

Corporate Social Responsibility

Marie-Annick Auguste CSR Manager

Treasury Management

Joëlle Wong Hing Nang Head of Treasury

Stone Crushing and Block Making

The United Basalt Products Limited Managers

Cane

Sébastien Mamet
General Manager

Didier Ramsamy
Factory Manager

Power

Terragen Management Ltd
Managers

Jean-Marc Iweins
Plant Manager

Property and Leisure

Nicolas Eynaud
General Manager

Edwige Gufflet
Managing Director
(Sugarworld Ltd)

Brands

Bottling and Distribution
Alexis Harel
Managing Director

Distillery
Jocelyn de Chasteauneuf
Managing Director

Corporate Governance Report

TERRA Mauricia Ltd ("Terra" or "the Company") is classified as a Public Interest Entity ("PIE") according to the Financial Reporting Act 2004 and is therefore required to apply the eight principles of the Code of Corporate Governance in accordance with The National Code of Corporate Governance for Mauritius (2016) (the "Code"). This Corporate Governance report adequately explains of how these principles have been applied by the Company and its subsidiaries ("the Group").

Constitution

Terra's constitution conforms with the provisions of the Companies Act 2001 and those of the Listing Rules of the Stock Exchange of Mauritius. It is available on the Group's website.

The constitution has the following salient features:

- Wide objects and powers are conferred on the Company;
- The absence of ownership restrictions or pre-emptive rights attached to shares issued by the Company;
- The ability of the Company to purchase its own shares, and to reissue and sell any of them;
- Retirement by rotation of three Directors at every Annual Meeting;
- A procedure for proposing candidates for election to the office of Director;
- The ability of shareholders to cast postal votes; and
- The casting vote of the Chairman.

Board of Directors

The Board as a whole is ultimately responsible and accountable for the affairs and overall performance of the Group. It must ensure that proper systems and controls are in place to protect the Group's assets and its good reputation. Considering recommendations made by Management, the Board makes strategic choices and decisions, identifies key risk areas, monitors and evaluates the implementation of policies and business plans, and approves major investments as well as the Company's annual capital expenditure and operating budgets. The Board performed these responsibilities during the year.

The roles of the Chairman and Managing Director are separate and each of them has clearly defined responsibilities. The Chairman's main role is to lead and oversee the proper functioning of the Board and to ensure that it operates effectively. The Managing Director is responsible for the day-to-day management of the Group, supervising a team of executives, coordinating the elaboration and submission of development strategies to the Board and monitoring the effective implementation of operational decisions. The Board has adopted a Board Charter, available on Terra's website, which describes clearly, *inter alia*, the role and responsibilities of the Board and its committees, the duties and powers of the Board, the related decision-making processes, and the management of potential conflicts of interest. The charter is reviewed regularly and was last reviewed in 2021. The Directors are aware of their legal duties.

The Board also approved formal information technology and information security policies, which are available under the Corporate Governance section of the Group's website, and which describe, *inter alia*, the restrictions placed over the right of access to information. The Board regularly review these policies. Each year, the Board also approves the main clusters' significant expenditures on information technology, together with their annual capital expenditure budgets.

Directors are expected to attend, in person or by teleconference, all Board meetings and all Board committee meetings of which they are members, except in exceptional circumstances. Board meeting dates are generally set well in advance to enable Directors to manage their other commitments. As required by the Board Charter, the Directors receive the Agenda of Board meetings at least five working days before the meeting, as well as the relevant documents and papers. The attendance of Directors at Board and committee meetings in 2021, as well as at the Annual Meeting of shareholders, is set out on pages 80 to 82. The Board of Terra met eight times during the year, including a special full-day session dedicated to Group strategy.

Corporate Governance Report (Cont'd)

Senior Group executives are invited, when appropriate, to attend Board meetings and make presentations on the strategies and projects under the custody of their business units. The profiles of the senior Group executives are set out on pages 80 to 89. Consultants are also invited to attend Board meetings when necessary and, in 2022, several of them made presentations to the Board.

During the year under review the Board focused on the following issues:

- Ensuring that the Company acted as a socially responsible entity;
- Approving the audited consolidated annual and interim financial statements and their abridged version for publication, as well as the Annual Report;
- Overseeing performance of the main clusters against budgets;
- Ensuring balanced and constructive communications with stakeholders;
- Approving major strategic investments and credit lines with financial institutions;
- Considering reports from the Board committees;
- Overseeing key risk areas and ensuring effective risk management processes;
- Declaring final dividends for the year ended on 31 December 2022;
- Providing guidance and leadership in the corporate governance arena;
- Regularly reviewing and optimising the Company's debt profile; and
- Considering, providing input and approving the Group's strategy for the forthcoming financial year.

Board size and composition

In terms of the constitution, the Board of Terra, which is a unitary one, consists of not more than eleven Directors and includes five non-executive Directors, three executive Directors and three independent non-executive Directors. The Board's size and composition are appropriate, considering the structure of the shareholding, and provide an adequate number of independent and executive Directors. The present mix is considered sufficient to avoid group think at the level of the Board.

The Directors who were in office during the year ended 31 December 2022 are those listed on pages 80 to 82.

Their profiles, as well as the Directorships held by them in listed companies, including the external obligations of the Chairman, as well as any change thereto and its impact, appear on the same pages. The other external Directorships held by them are available on page 257. The external obligations of the Chairman have not changed in 2022 and they have been found to be compatible with the discharge of his duties and responsibilities. The Board

charter has capped the number of outside positions of Directors (excluding the Group and its associates) to ten, but the Board has the discretion of authorising a greater number on a case-by-case basis. None of the Directors have reached the prescribed limit. Except for Mr Pascal Raffray, who resides in Paris, all other Directors ordinarily reside in Mauritius, and there are two female members on the Board. None of the independent Directors have yet served for more than nine years on the Board. If this was the case, the Board would regularly examine the Director's situation and performance to determine if he/she would still be considered independent.

The Code of Corporate Governance, as well as the Board charter, provides criteria to determine the status of independence from a Director's standpoint. One of these criteria states that cross Directorships or significant links with other Directors through involvement in other companies or bodies, could result in the Director being defined as non-independent. The Board charter also gives the Board the right to grant waivers to any of the above criteria so that knowledge, experience, skills and integrity are privileged in the nomination process of independent Directors. Mr Didier Harel and the Chairman have cross Directorships in one company at non-executive level. However, the Board again carefully considered this matter and resolved that there is no perceived reason why Mr Didier Harel should not continue to be regarded as an independent Director. The Board has determined that he has shown objectivity and an unfettered independent judgement, that he has performed his duties in good faith and that his independence as Director has not been affected in any way by this cross Directorship.

Although the Chairman is not considered as being independent, as he is also the Chairman of Société de Nemours, the ultimate holding entity of Terra, he has no link with the shareholding of Société de Nemours and has also shown objectivity and an independence of judgement in performing his duties.

At the Annual Meeting held in 2022, one Director who retired from office by rotation was eligible for re-election and was re-elected. Two non-executive Directors were appointed to fill vacancies. Under Section 138 (6) of the Companies Act, one non-executive Director, namely Mr Didier Harel, was proposed for re-election and was re-elected. The latest Board evaluation confirmed his performance and commitment. A new non-executive director will be proposed for election in replacement of Mr Nikhil Treebhooon, who has served on the Board for nine years.

The Board is of the opinion that the rotation of three Directors each year, as provided by Terra's constitution is appropriate in the circumstances of the Group, given its complexity and the diversity of its activities.

The Board believes that the tenure of office of Directors should be of a sufficient duration to allow these Directors – particularly independent Directors and those who are members of the Board committees – to be reasonably familiar with the intricacies of the Group's operations. This ensures they can exercise the expected degree of leadership, skill and judgement required to ensure sound decision-making at Board level, in the best interests of the Group.

The Board is responsible for succession planning, including senior executives and the nomination process of Directors. This responsibility has been partly delegated to the Corporate Governance Committee. The latter identifies potential new Directors, according to the provisions of Terra's constitution, as well as new executives and makes recommendations to the Board after considering the skills, knowledge, experience, age and gender of the candidates. Upon their appointment, the new non-executive Directors receive a formal letter describing their legal responsibilities and fiduciary duties, as well as the Board's specific expectations, including the time commitment. The Board is also responsible for the induction of new Directors, with the help of the Company Secretary, and their professional development. The latest Board Effectiveness Evaluation provided the opportunity to discuss this specific matter with the Directors and to assess their training needs.

Directors' interests in the share capital of Terra Mauricia Ltd

The Directors' interests in the Company's securities as at 31 December 2022 pursuant to the Listing Rules are as follows:

	Ordinary Shares			
	Direct		Indirect	
	Shares	%	Shares	%
Directors				
Thierry d'Arifat	-	-	-	-
Dominique de Froberville	-	-	266	0.00%
Alexis Harel	30,133	0.01%	74,083	0.03%
Didier Harel	-	-	-	-
Henri Harel	413,666	0.18%	35,200	0.02%
Nicolas Maigrot	-	-	-	-
Anna Mallac-Sim	133	0.00%	4,758,211	2.09%
Pascal Raffray	-	-	-	-
Kalindee Ramdhonee	-	-	-	-
Alain Rey	-	-	-	-
Nikhil Treebhoohun	-	-	-	-
Total	443,932	0.20%	4,867,760	2.14%
Total issued shares	227,545,624			

None of the Directors holds any interest in subsidiaries of the Company. The Directors abide by the principles enunciated in the Model Code on Securities Transactions by Directors, set out in Appendix 6 of the Mauritius Stock Exchange Listing Rules. During the year under review, none of the Directors bought or sold shares of Terra.

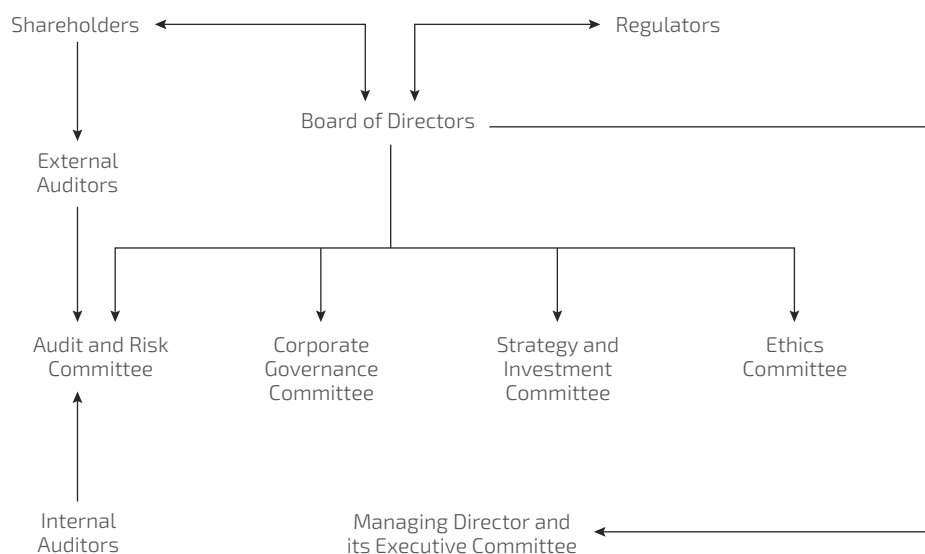
Corporate Governance Report (Cont'd)

Group Company Secretary

Directors have direct access to the advice and services of the Group Company Secretary, Terra Services Ltd, through its representative, Mr Louis Denis Koenig, who is responsible for ensuring that Board procedures and processes are followed. He also ensures that within one month of their appointment newly appointed Directors are made aware of their fiduciary duties and responsibilities. He further prepares an induction programme tailored to their individual requirements in order for them to be immediately familiar with the Group's operations and business environment and to meet and exchange with senior management. Among its directors, Terra Services Ltd has one member of the Institute of Chartered Secretaries and Administrators of the United Kingdom and one Chartered Accountant. An interest register is maintained by the Group Company Secretary and is available for inspection by shareholders upon written request to the Company as provided by law.

Governance framework and delegation of authority

Terra's governance structure provides for delegation of authority, while enabling the Board to retain effective control. The Board delegates specific responsibilities to the Managing Director and to Board committees with clearly defined mandates. Their terms of reference, which have been approved by the Board, were reviewed in 2020. They are posted on Terra's website, along with the position statement of each senior governance position within the Company and the Group's organisational structure. The Board also approved these items, which were reviewed in 2021. While an independent Director assumes the chairmanship of the Audit and Risk Committee, the Chairman of the Board chairs the three other committees to ensure a smooth and proper coordination between these committees and the Board.



Group Compliance function

The Group has a Compliance function which is ensured by a Group Compliance and Money Laundering Reporting Officer, who ensures the compliance of all relevant Group companies with the laws and regulations pertaining to the Financial Intelligence and Anti-Money Laundering Act as well as the Anti-Money Laundering and Combatting the Financing of Terrorism Act.

Board committees

Audit and Risk Committee

Composition

Members:

Margaret Wong Ping Lun (up to 10 November 2022)	Chairperson: Independent non-executive
Kalindee Ramdhonee (as from 16 November 2022)	Chairperson: Independent non-executive
Pascal Raffray	Member: Non-executive
Nikhil Treebhohun	Member: Independent Non-executive

Other regular attendees:

Managing Director
 Group Chief Finance Officer
 External auditors
 Internal auditors
 Group Finance Manager

Terms of reference

The Committee operates under formal terms of reference modelled closely on the Code's provisions. It is primarily responsible for maintaining an appropriate relationship with the Group's external auditors, reviewing and monitoring the effectiveness of the systems of internal control, including internal financial control, business risk management and the audit process. Its main objective is to provide the Directors with additional assurance regarding the quality and reliability of financial information used by them and to assist them in properly discharging their duties. The Committee reviews the objectivity and independence of the external auditors and also considers the scope of their work and fees paid for audit and non-audit work. External and internal auditors have unrestricted access to the Committee. The Committee's terms of reference also encompass the responsibilities to oversee the Group's risk management framework. The Board reviewed these terms of reference in November 2020.

External auditors

At the Annual Meeting held in November 2022 the shareholders approved the re-appointment of BDO & Co, who were first appointed in 2020. Details of audit and non-audit fees are disclosed on page 119.

Meeting schedule

The Audit and Risk Committee met six times in 2022 and satisfied its responsibilities for the year in compliance with its terms of reference. Individual attendance by Directors is set out on pages 80 to 82. Critical policies, judgements and estimates were discussed when the Committee met with the external auditors to review the financial statements. On that occasion, the Committee met the auditors outside the presence of management.

Corporate Governance Report (Cont'd)

Committee focus in 2022

- Monitoring of the external audit process;
- Consolidated and abridged audited financial statements for approval by the Board and publication;
- Review of annual report and management letters for the Group;
- External and internal audit planning for 2022;
- Review of internal audit reports; and
- Regular review of the effectiveness of the Risk Management Framework, as described in the Group's Enterprise Risk Management (ERM) approach and reviewing the risk registers of each cluster.

Grays' Audit and Risk Committee

Given that 26% of Grays Inc. is owned by Distell Group, a strategic partner, and taking into account the complexity of its activities, Grays Inc. has a separate Audit and Risk Committee. This Committee is under the chairmanship of Deon Louw, a representative of the strategic partner, with Henri Harel and Dominique de Froberville as members. The Committee reports to the Board of Grays Inc. The minutes of its proceedings are circulated to Terra's Audit and Risk Committee and Board. Grays' Audit and Risk Committee met on two occasions during the year. The first meeting focused on the management letter from the external auditors, the audited financial statements, and a follow-up report from the internal auditor. The second meeting focused on the external audit plan, the engagement letters and fees for the hiring of services regarding the preparation of financial statements and the tax computation, the review of three internal audit follow-up reports, and the finalisation of the internal audit plan for 2023.

Corporate Governance Committee

Composition

Members throughout the year:

Alain Rey	Chairman: Non-executive
Didier Harel	Member: Independent Non-executive
Margaret Wong Ping Lun (up to 10 November 2022)	Member: Independent Non-Executive
Kalindee Ramdhonee (as from 16 November 2022)	Member: Independent Non-Executive

In attendance:

Nicolas Maigrot	Executive
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Terms of reference

The Committee's role encompasses the functions of both the Remuneration and the Nomination Committees.

Its terms of reference include *inter alia* the development of Group general policy on executive and senior management remuneration, as well as the determination of specific remuneration packages and performance measurement criteria for executive Directors. It also makes recommendations concerning the level of Directors' fees. It regularly reviews the Board's structure, size and composition and makes recommendations to the Board on Directors' appointments. The Committee has the further responsibility of implementing the Code throughout the Group and ensuring that the reporting requirements on corporate governance are made in accordance with the principles enunciated in it. The Board reviewed the terms of reference of the Committee in November 2020.

Meeting schedule

The Corporate Governance Committee met four times during the year and the attendance of individual Directors at these meetings is detailed on pages 80 to 82.

Committee focus in 2022

- Reviewing the Corporate Governance Report and Annual Report for the year ended 31 December 2021;
- Appointment and re-appointment of Directors;
- Preparation of Annual Meeting held on 10 November 2022;
- Composition of boards of Directors of subsidiaries and associated companies;
- Review and approval of the remuneration of senior executives;
- Board self-evaluation;
- Determination of the variable portion of senior executives' remuneration;
- Review of and recommendations for the Directors' remuneration; and
- Renewal of the Directors and Officers Liability Insurance Policy.

Board evaluation

A follow-up of the Board Effectiveness Evaluation held in the first quarter of 2020 with the help of Ernst & Young (EY) was done by EY in the second half of 2022. The evaluation also reviewed the performance of the Board committees and the individual Directors. The report was subsequently submitted to the Committee and to the Board in the first quarter of 2023. Appropriate measures will be taken regarding the improvement areas identified by the report.

Strategy and Investment Committee

Composition

Members throughout the year:

Alain Rey	Chairman: Non-executive
Dominique de Froberville	Member: Non-executive
Nicolas Maigrot	Member: Executive
Alexis Harel	Member: Executive
Didier Harel	Member: Independent Non-executive
Henri Harel	Member: Executive

In attendance:

Julien Rousset	Head of Corporate Development
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Terms of reference

The Strategy and Investment Committee assists the Board in discharging its duties relating to strategic investment or disinvestment decisions. The Committee reviews and recommends significant investment or disinvestment choices to the Board, based on input provided by the management team. It has neither managerial nor decision-making powers. The Committee consists of a minimum of three and a maximum of six Directors appointed by the Board, at least half of who should be non-executive Directors and preferably independent. The Board appoints a chairman from among the non-executive members of the Committee. The Board reviewed the terms of reference of the Committee in November 2020.

Meeting schedule and Committee focus in 2022

The Strategy and Investment Committee met four times in 2022. It reviewed the Group's investment portfolio as well as investment or disinvestment opportunities, including new projects for the Property and Leisure cluster, the Group's financing requirements and made several recommendations to the Board. The attendance of individual Directors at these meetings is detailed in the table on pages 80 to 82.

Corporate Governance Report (Cont'd)

Ethics Committee

Composition

Members throughout the year:

Alain Rey	Chairman: Non-executive
Christopher Park	Member: Human Resources Manager
Nikhil Treebhoohun	Member: Independent Non-executive
Louis Denis Koenig	Member: Administrative Executive

In attendance:

Gilbert Bouic (Group Ethics Officer)	Consultant
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Terms of reference

The Group is fully committed to its Code of Ethics covering ethical standards. The Group's Code of Ethics is monitored by the Ethics Committee, which has the mandate to deal with any complaint relating to the Group's Code of Ethics and to ensure that it is regularly updated. The Committee is seconded in its mission by the Group Ethics Officer who holds a Certificate from the Ethics Institute of South Africa.

The Group's Code of Ethics, which includes a Whistle-blowing Policy monitored by Transparency Mauritius, was reviewed in 2021. All Board members, senior executives, staff, and employees have been invited to renew their commitment to abide by the Code of Ethics. During the year, an e-Learning module was launched for all employees with access to a computer to enable them to become more familiar with the revised Code and to validate their comprehension and commitment online. For those who did not have access to a computer, live sessions were organised by the Group Ethics Officer with the help of Transparency Mauritius. One whistle-blowing case was reported through Transparency Mauritius at the end of 2022 and has been duly and satisfactorily investigated. During the year, the Group Ethics Officer continued to devote time to encouraging the Group's employees and stakeholders, such as contractors and suppliers, to adhere to the revised Code of Ethics to ensure it is successfully implemented.

The Board reviewed the terms of reference of the Committee in November 2020.

Meeting schedule

The Committee met twice in 2022 and the attendance of individual Directors at meetings is detailed in the table on pages 80 to 82.

Committee focus in 2022

- Report of the Group Ethics Officer on its activities;
- Renewed the agreement with Transparency Mauritius for the whistle-blowing services;
- Dissemination of information on ethics within the Group; and
- Reviewing the action plan of the Group Ethics Officer for 2023.

Remuneration of Directors and remuneration policy

Directors

All Board Directors are remunerated according to a fixed fee, as well as an additional fee for each Board and committee meeting attended. The Chairman is remunerated in a similar manner, but at a higher rate. The Board's remuneration is recommended by the Corporate Governance Committee and submitted at the Annual Meeting for approval. The Board approves the committee fees.

The remuneration received by Directors from the Company varied according to the number of meetings held and attended in 2022 and the number of committees on which they sat. The non-executive Directors do not receive any remuneration in the form of share options or in relation to the Company's or the Group's performance.

The individual remuneration received from the Company by the Directors in office on 31 December 2022 is as follows:

Directors	2022 MUR'000
Dominique de Froberville	846
Thierry de Labauve d'Arifat	143
Alexis Harel	1,103
Didier Harel	1,008
Henri Harel	689
Nicolas Maigrot	689
Anna Mallac-Sim	689
Pascal Raffray	945
Kalindee Ramdhonee	143
Alain Rey (Chairman)	2,013
Nikhil Treebhoohun	1,023

Executives

Regarding executive Directors, the Remuneration Policy, which is determined by the Corporate Governance Committee, aims at:

- Aligning executive remuneration with the Group's business objectives and shareholder value;
- Attracting, retaining and motivating high-calibre executives capable of achieving the Group's objectives;
- Motivating executives to achieve ambitious performance levels; and
- Recognising performance at individual and corporate level.

In addition to the fixed and per meeting Directors' fees, the overall remuneration of executive Directors includes a basic salary, pension and other benefits, as well as a variable annual performance bonus. The variable performance bonus is in line with the above-mentioned policy objectives and is based on a percentage of the Group's or relevant company's adjusted profit after tax, after deduction of any item of exceptional or non-operational nature, as well as on the achievement of agreed Key Result Areas. The variable annual performance bonus represents a significant percentage of the total remuneration of the executive Directors. This aims at better aligning the objectives set for these Directors with those of the Group and provides an added incentive to respond to the challenges the Group faces.

The Corporate Governance Committee has retained outside consultants to provide independent market information and advice relating to the regular review of executive performance and remuneration.

The executive Directors do not receive any fees in their capacity of Directors of subsidiaries. However, they may receive remuneration from the subsidiary that is their employer. For reasons of confidentiality and due to the market sensitivity of the information, the Board of Directors has decided not to disclose the individual remuneration that executive Directors receive from subsidiaries.

The remuneration and benefits received by the Directors from the Company and its subsidiaries as at 31 December 2022 are disclosed in the Statutory Disclosures on page 118.

Related party transactions and conflicts of interest

Related party transactions are disclosed in aggregate in Note 40 to the Financial Statements. During the year, there were no material transactions between Terra or any of its subsidiaries or associates and a Director, chief executive, controlling shareholder or companies owned or controlled by a Director, chief executive, or controlling shareholder. Conflicts of interest, if any, have been properly declared by interested Directors and were properly managed according to the Group's Conflict of Interest Policy which is posted on Terra's website.

Share option plan

The Group has no share option plan.

Management agreements

Except for the management contracts between Ivoirel Limitée and Sucrivoire, between Terrarock Ltd and The United Basalt Products Ltd, and the management agreement between Terragri Ltd and Beau Plan Campus Ltd, there are no management agreements with third parties to which Terra or a subsidiary is a party.

Corporate Governance Report (Cont'd)

Internal controls and risk management

The Board has ultimate responsibility for the system of internal control and risk management. Details on the way the Board delivered its duties in that respect, with the help of the Audit and Risk Committee, are provided on pages 103 to 109 of this report.

Health, safety and environment

An overview of the Group's Health and Safety activities and its environmental performance is provided on pages 73 to 75 of this report.

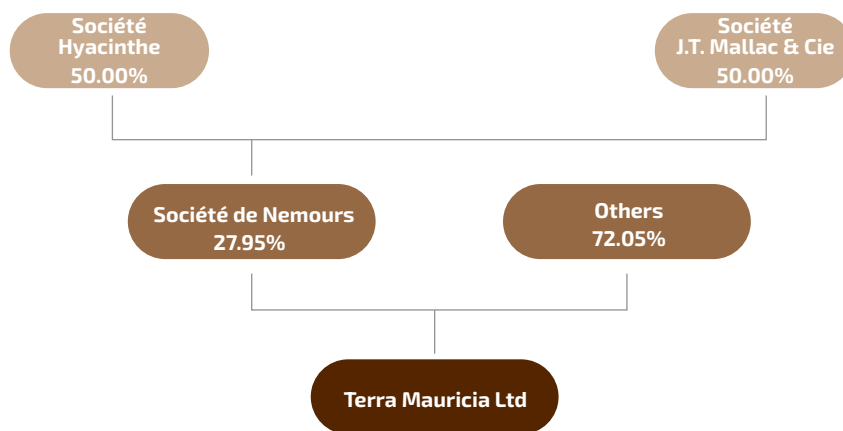
Donations and corporate social responsibility

Political and other donations made during the year are shown on page 119. Until further notice the Board has decided to maintain the current practice of disclosing in aggregate the political contributions.

The Group's policies and practices in relation to corporate social responsibility (CSR) are detailed on pages 76 and 77.

Holding structure

As at 31 December 2022, the holding structure of Terra Mauricia Ltd (Terra) was as follows:



Group structure

The Group structure is provided on page 259. The creation of new structures within the Group is generally discussed at the level of the Executive Committee (as defined on page 90) and the Strategy and Investment Committee, before being submitted to the relevant Board for its approval. Information is exchanged within the Group through the Executive Committee, as well as via the various management committees set up for each cluster. The Group's risks are managed at the cluster level by each General Manager, each of whom has signed an acknowledgement in that respect. These risks are monitored at Group level by a Group Risk Management Committee through a risk management framework and risk register, under the supervision of the Audit and Risk Committee.

Substantial shareholders

As at 31 March 2023, the following shareholders were directly or indirectly beneficially interested in 5% or more in the share capital of Terra:

	Direct	Indirect
Mallac Sim Armelle	0.69%	5.57%
Moulin Cassé Ltée	1.09%	9.52%
Société de Nemours	27.95%	-
Société Hyacinthe	-	13.98%
Société J.T. Mallac & Cie	1.09%	13.98%

It should be noted that Moulin Cassé Ltée holds its indirect interest through Société Hyacinthe, which is a member of Société de Nemours. Mrs Armelle Mallac Sim holds her indirect interests through Société J.T. Mallac & Cie and through Société Amée, which is a member of Société J.T. Mallac & Cie and also holds shares directly in the Company. To date, no other entity or individual has reported an interest of 5% or more in the share capital of Terra.

Common Directors

As at 31 December 2022, the following Directors were common to Terra and the Group's holding entities:

Directors of the Company	Directors of holding entities		
	Société de Nemours	Société Hyacinthe	Société J.T. Mallac & Cie
Anna Mallac-Sim	x		
Dominique de Froberville	x		x*
Alexis Harel	x	x	
Henri Harel	x	x*	
Thierry de Labauve d'Arifat	x		
Alain Rey	x*		

* Chairman

While there is no formal meeting between the Board and the main shareholders of Terra other than the Annual Meeting, these common Directors allow the Board to remain aware of the concerns of the major shareholders.

Shareholders' agreement

Terra is not a party to any shareholders' agreement and, to the best of its knowledge, there is no shareholders' agreement between its direct shareholders.

Dividend policy

The Board has no formal dividend policy. However, under normal circumstances, and considering *inter alia* the Group's performance, capital expenditure, debt servicing requirements and investment needs, as well as any external uncertainties the Group is facing, the Board aims to distribute a yearly dividend that is considered sustainable in the medium to long term.

Corporate Governance Report (Cont'd)

Shareholders' and stakeholders' relations and communication

The Group understands the importance of communicating with its shareholders and ensures that they are kept informed on matters affecting Terra. An overview of the relationships with the main stakeholders is provided on pages 26 and 27. Communication is effected via the Annual Report, the Sustainability Report, circulars issued in compliance with the Listing Rules of the Stock Exchange of Mauritius, press announcements, the publication of Group unaudited quarterly and audited abridged financial statements, dividend declarations, Terra's website and social media where visitors can leave questions or comments, and the Annual Meeting, to which all shareholders are invited.

Moreover, all Directors are invited and encouraged, save for exceptional circumstances, to attend the Annual Meeting and to be available to answer shareholders' questions. In 2021 and 2022 all Directors attended the meeting. Since 2003, it has been the practice to allow for the postal vote of shareholders at the Annual Meeting of Harel Frères and subsequently of Terra.

The main institutional investors and investment managers are generally invited each year to attend a presentation on the published audited results and to put questions to Management. This exercise is well attended and welcomed by the investing community.

The Group engages with its stakeholders via institutional or official forums such as the Mauritius Chamber of Agriculture, Business Mauritius, the Mauritius Chamber of Commerce and Industry, the Mauritius Sugar Syndicate and the Mauritius Cane Industry Authority. The Group also regularly engages with local communities. Contacts with the Group's stakeholders is made directly or via the local authorities on a frequent or ad-hoc basis. This enables the Group to remain apprised of the concerns and expectations of its stakeholders. Several social impact surveys have been conducted in the neighbouring regions, including in the context of the future Beau Plan Smart City, to help the Group when engaging with the local *forces vives* and communities. Terra Foundation also regularly organises forums with NGOs to assess their work, needs or expectations, and also to find ways of going beyond the strictly financial aspect of CSR.

Share information

Information relating to share distribution and Stock Exchange performance is set out on pages 110 to 114. Dates of important events are also noted.



Terra Services Ltd
Secretary

27 April 2023

Internal Controls and Risk Management

Terra's success as an organisation depends on its ability to identify and manage risks that can prevent it from achieving its objectives, including both downside risks as well as upside risks related to opportunities generated by its business and the markets it operates in. While ultimate responsibility for risk management rests with the Board, the effective day-to-day management of risk resides in the way Terra conducts its business and the culture of its team. Terra takes an embedded approach to risk management that puts risk assessment at the core of the leadership team agenda.

Risk-management framework

The Group's risk management framework (RMF) is the management structure and set of procedures by which the Group enacts its Risk Policy. The RMF further ensures that the Board of Terra Mauricia Ltd can discharge its responsibility to govern risk for the Group in accordance with the Companies Act and the Code of Corporate Governance for Mauritius.

Through the Audit and Risk Committee, the Board reviewed the RMF in 2020 with the assistance of Ernst & Young (EY), following the departure of the Group Risk Champion. Following the review, a Group Risk Management Committee was established in 2021 at managerial level to monitor the risk management of the Group's clusters.

The revised RMF (illustrated below) is designed to enable a continual process for identifying, evaluating, managing and reporting significant risks across the components of the Group.

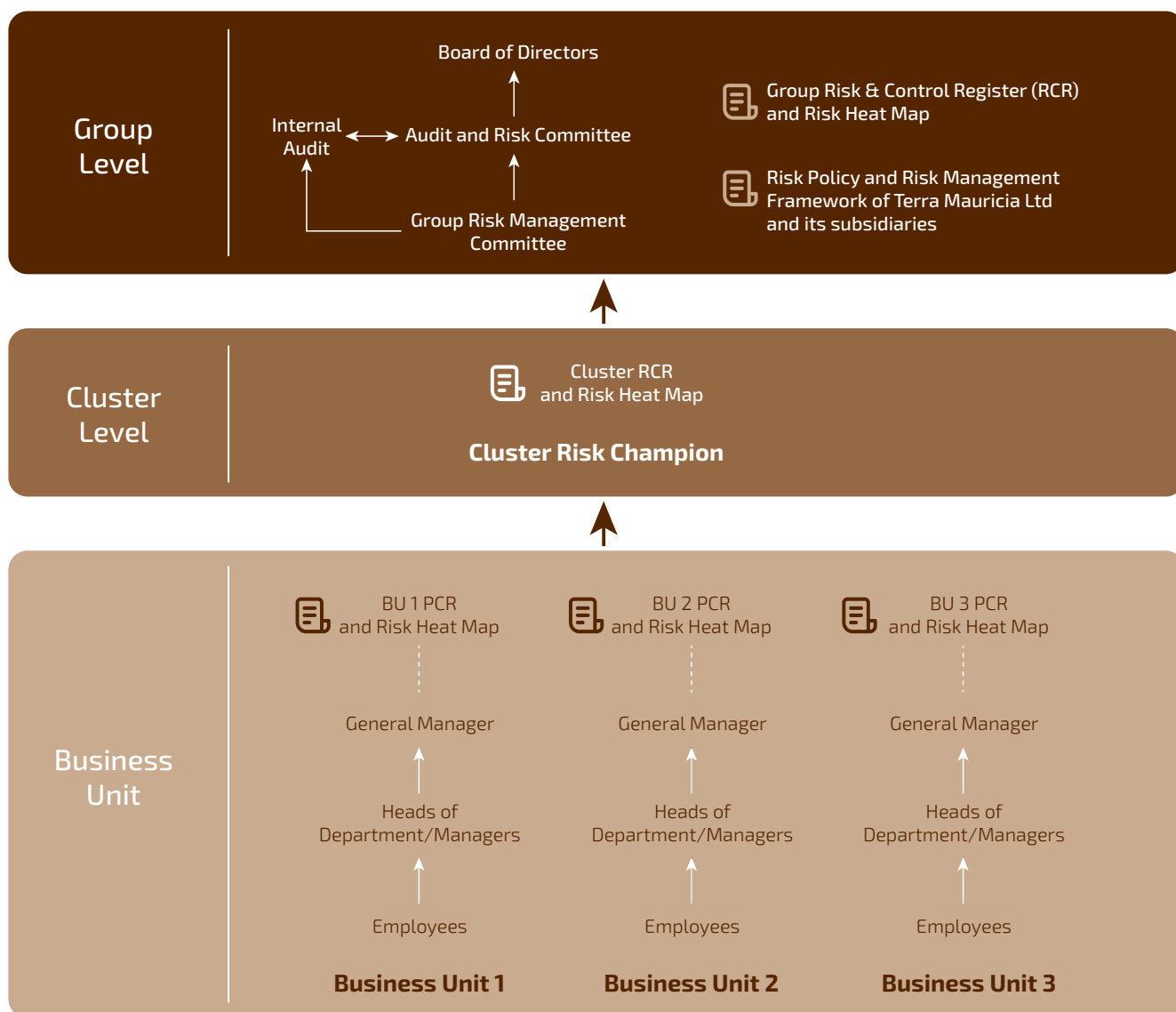


The Board, advised by the Audit and Risk Committee where appropriate, reviews the significant risks when taking decisions that could have a material impact on Terra. The Audit and Risk Committee's role and responsibilities regarding risk management include carrying out a robust assessment of the main risks facing Terra, including those that would threaten its business models, future performance, solvency and liquidity. The Committee reviews the Group's ability to identify and manage emerging risks and the effectiveness of internal controls and risk management annually. It further evaluates Terra's risk appetite in pursuit of its business strategy.

Internal Controls and Risk Management (Cont'd)

Risk-management organisation

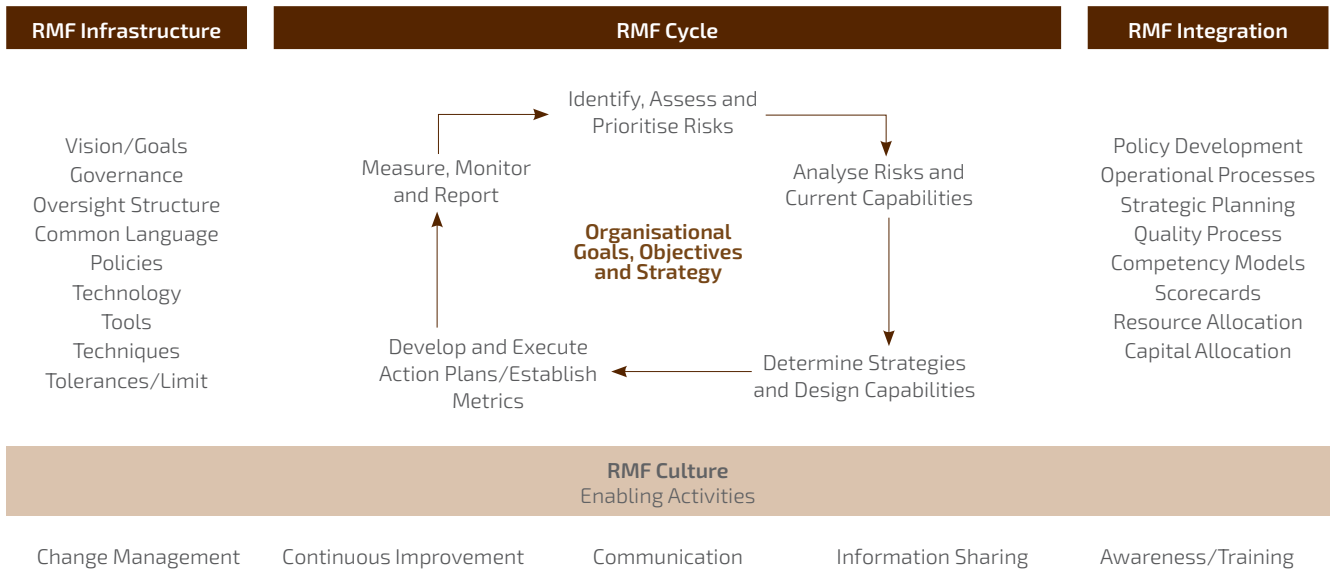
The governance structure and associated lines of communication that apply to the Group's RMF are illustrated below. There is a two-way relationship between the risk owners (employees) at business unit level and the Board of Directors (the Board) at Group level, whereby the guidance from the Board will be cascaded down to the risk owners through established lines of communication. Risk registers and risk heat maps are established at business unit level, consolidated at cluster level and elevated at Group level for reporting purposes to the Board. This model allows for a top-down and bottom-up risk management approach.



The above model is replicated across the Group's clusters.

Risk-management cycles

The graphic below illustrates the risk management cycles, including the main associated activities, the way these integrate with the core processes and activities of Terra Mauricia Ltd and its subsidiaries, the infrastructure that enables risk management (in terms of policies, guidance and tools), and the internal processes and modalities that are required to establish and sustain a robust risk management culture.



Reporting on risks

Our risk reporting process involves risk classification into four main categories that consider the external and internal environment of all the business units in the Group. It also includes environmental, social and governance risks.

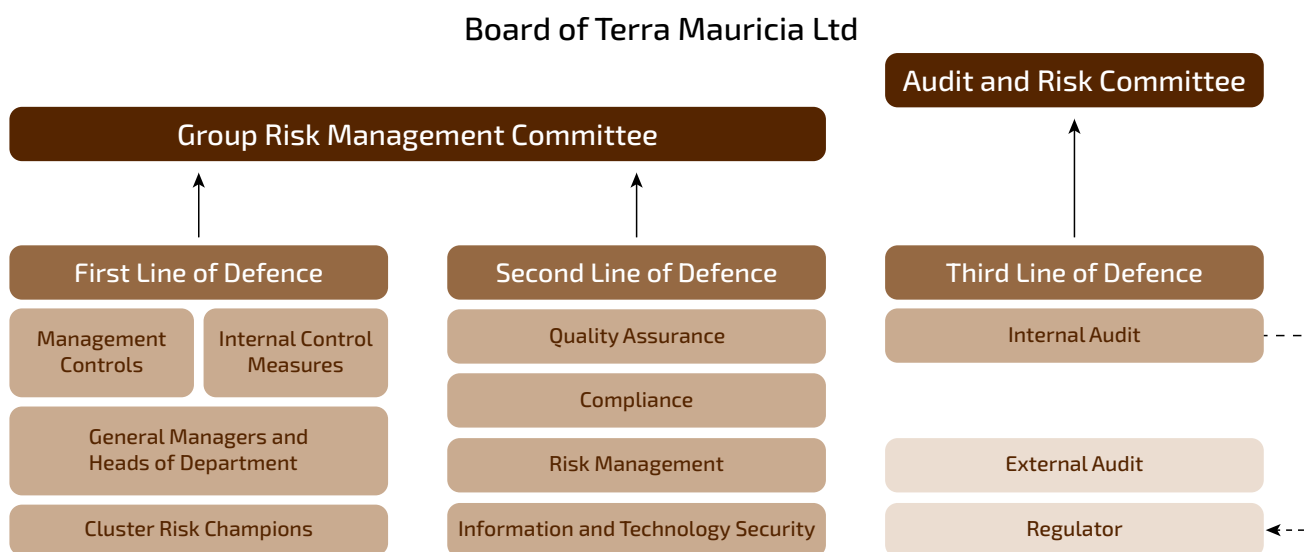
- Strategic – strategic risks are risks that arise from failure to achieve business strategy and objectives ;
- Financial – financial risks include areas such as financial sustainability, financial resources, market, foreign exchange, liquidity and credit risk ;
- Operational – operational risks are risks related to internal practices, processes and systems that are adequate to achieve the associated operational strategic plan. They include human capital, environment, stakeholder relations, technology, information system, data and cyber security, and health and safety ; and
- Legal and regulatory compliance.

Some 21 main risks were identified and validated by management for the Group, together with their mitigating measures and controls. These risks cannot be eliminated, while controls and mitigating measures cannot provide absolute protection against factors such as unexpected events, errors or fraud.

Internal Controls and Risk Management (Cont'd)

Internal controls and audit

To ensure the effectiveness of the Group's RMF, the Board and senior management rely on several line functions – including monitoring and assurance functions – within the organisation. Terra adopts the 'Three Lines of Defence' model as illustrated below:



First line of defence

Under the first line of defence, operational management has ownership, responsibility, and accountability for directly assessing, controlling and mitigating risks.

Second line of defence

The second line of defence consists of activities covered by several components of internal governance (compliance, risk management, quality, IT, and other control departments). This line of defence monitors and facilitates the implementation of effective risk management practices by operational management and assists the risk owners in reporting adequate risk related information up and down the organisation.

Third line of defence

Internal audit forms the organisation's third line of defence. Except for Grays, which has its own in-house internal auditor, and Terrarock, which retained the services of UHY & Co up to the end of 2022, EY performs the internal audit function and supports the Group in achieving its objectives, identifying and managing major risks, and complying with policies, laws and regulations.

The internal audit function reports directly to the Audit and Risk Committee (ARC) and administratively to management. It prepares an annual plan of its activities that the ARC reviews and approves to ensure that material risk areas are included and business processes are acceptably covered. The ARC also oversees the appointment, performance and independence of the internal audit function, as well as the completion of the approved internal audit plan. The ARC receives reports that detail the outcomes of internal audit assignments. This enables the ARC to oversee and ensures that gaps identified are effectively and timeously remediated by management to contain risks. In addition to areas covered by the annual internal audit plan, the ARC may request the internal audit function to review other areas it requires insights on.

Internal Controls and Risk Management (Cont'd)

In assessing the internal auditors' performance, the ARC applies the following criteria:

- Skills and technical expertise of the internal auditors;
- Ability to listen and respond to Terra's expectations;
- Ability to demonstrate insights and knowledge of the business;
- Ability to proposing solutions and recommendations in response to observations noted;
- Timeliness of delivery;
- Scope and objectives of the internal audit visits are met and address the risk areas of the Group;
- Completion of planned internal audit visits in a year;
- Communication skills; and
- Overall experience with the internal auditors.

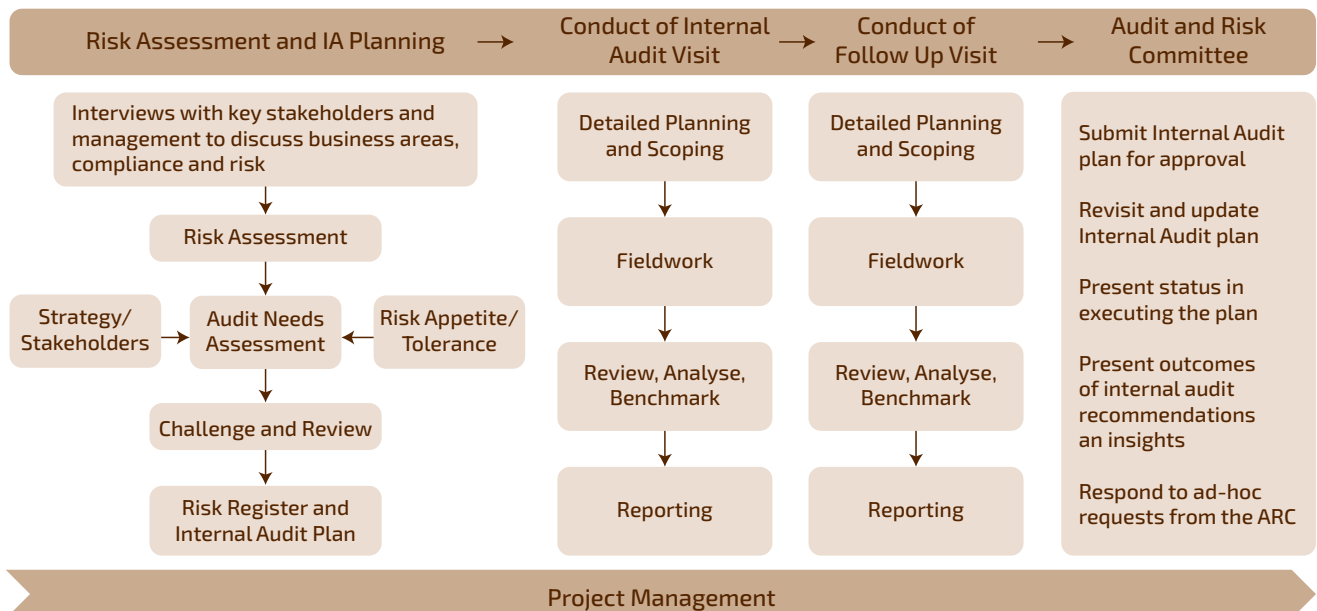
To enable it to perform effectively, the internal audit function has unrestricted access to the Company's records and information, as well as to Terra's employees and management team.

The internal audit function adds value to the Group by helping management answer the following key questions related to the areas reviewed by the internal auditors:

- What risks are we exposed to?
- How effective are our controls in containing the key risks?
- What are the root causes of the control gaps observed?
- What do we need to do to better contain these risks?
- How can we make better use of what we have?
- How can we do things better?
- How can we build resilience?
- How do we compare to others?
- What are the leading practices we could adopt?

The framework adopted by the internal audit function is summarised below.

Core Delivery Framework



Internal Controls and Risk Management (Cont'd)

Preparation of the internal audit plan involves conducting a risk assessment exercise at Group and entity levels to identify and rank the main risks they are exposed to, and thereby identify what areas need to be audited and in what order of priority. Highly ranked risks that have corresponding auditable controls are typically prioritised for audit. This exercise involves collaboration among the members of the ARC, the internal audit function and management to draw out consensus on material risks areas that warrant attention from the internal auditors.

The internal audit function typically executes its assignments through the following five main phases, which are consistent with its methodology and aligned to the Institute of Internal Auditors (IIA) standards and leading internal audit practices.

	1 Plan and Scope	2 Conduct Fieldwork	3 Review Findings	4 Issue Report	5 Conduct Follow Up
Approach	<ul style="list-style-type: none"> Meet with appointed contact person to agree on audit project scope, objective and communication protocols Confirm appropriate resources required to execute the audit program Agree audit timelines 	<ul style="list-style-type: none"> Conduct understanding interviews and review key business documentation Formulate audit programs including risk and control matrices (RACM) Assess the design of controls through interviews with relevant personnel, review of process documentation and 'walkthrough' of the control Assess the effectiveness of controls in operation via execution of the test work program 	<ul style="list-style-type: none"> Review and analyse findings from fieldwork conducted For issues identified, perform root cause analysis and impact analysis to understand the materiality and 'why' the issue has occurred Identify any compensating controls associated with the preliminary findings Draft the report in a pre-agreed format and structure Submit draft report to management for preliminary comments and validation 	<ul style="list-style-type: none"> Close comments and agree with management on content of draft report Collect management comments and remediation actions, and include these in the internal audit report Finalise the report and release 	<ul style="list-style-type: none"> Agree with management timing for follow up audits Agree which remediation actions have been implemented to date and plan to independently confirm that these are operating effectively Interview relevant management for status update inquiry and determine required test Verify that action plans for each finding have been implemented Verify reasons for failing to implement any action plans and recommend way forward to close out any remaining issues
Deliverables	<ul style="list-style-type: none"> Mobilise the project team and assign roles Confirmed scope and objectives Project schedule, plan and timelines 	<ul style="list-style-type: none"> Audit program including RACM Audit Working Papers and supporting documents 	<ul style="list-style-type: none"> Preliminary List of Issues Draft Audit Report 	<ul style="list-style-type: none"> Final Audit Report including management actions 	<ul style="list-style-type: none"> Follow-up Report including the status for each action plan within the issued reports

← Continuous project management and status updates as agreed in communication protocol →

Internal Controls and Risk Management (Cont'd)

Remedial actions to address findings are identified with the relevant management teams, who assign responsibility and a deadline to each action to enforce accountability to remediate these gaps. The internal auditor also performs desktop follow-up reviews on the audit exercises conducted to ensure that the necessary remedial actions have been duly and effectively implemented.

EY has a specialist team of internal auditors in Mauritius who are part of a larger multi-disciplinary consulting team. It leverages this team to ensure that the internal audits conducted at Terra are resourced with the appropriate mix of experience, knowledge and skills. Members of this team are university graduates who hold recognised international qualifications in their respective fields (e.g. ACCA, Institute of Chartered Accountants of England & Wales, Certified Internal Auditors (CIA), Certified Information Systems Auditor (CISA), Certified in Risk and Information Systems Control (CRISC)). This team can advise Terra on improvements needed, and share leading practices based on first-hand experience of working across many geographies for EY clients. Members of this specialist team are continuously trained in leading internal audit.

EY maintains the independence and objectivity of its staff who are part of the internal audit team through strict EY independence related policies that apply to all staff, regular training and awareness on these subjects, as well as regular verification of the compliance of partners and executives with EY independence-related policies.

The following audit reviews were carried out and tabled at the ARC meetings during the year under review:

- Terragri Review of Satellite Stores and Capitalisation of Plantation Costs;
- Terra Mauricia Cybersecurity Final Report;
- Terrarock – Follow Up Audit of Capital Expenditure Review;
- Terrarock – Follow Up Audit of Stock Management;
- Novaterra – Review of Revenue Management; and
- Novaterra Review of Working Capital Management.



Kalindee Ramdhonee
Chairperson of the Audit and Risk Committee

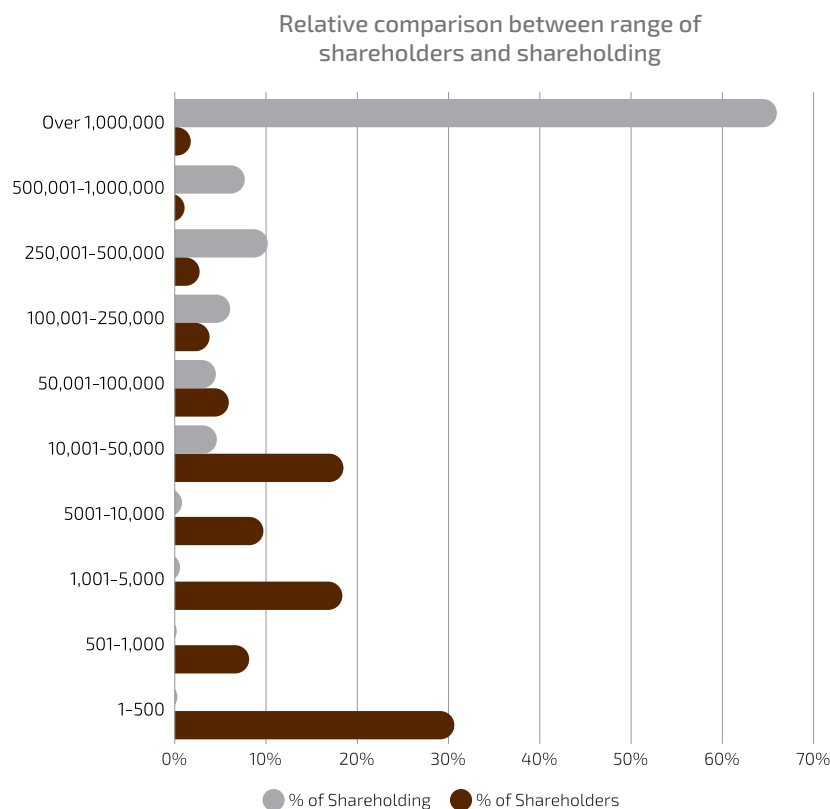
27 April 2023

Share Analysis and Stock Exchange Performance

Distribution of shareholders of Terra Mauricia Ltd at 31 December 2022

Range of shareholding

Range of Shareholders	Number of Shareholders	% of Shareholders	Number of Shares Held	% of Shareholding
1 - 500	725	30.57%	116,617	0.05%
501 - 1,000	192	8.09%	167,471	0.07%
1,001 - 5,000	434	18.30%	1,161,278	0.51%
5,001 - 10,000	229	9.65%	1,651,583	0.73%
10,001 - 50,000	437	18.42%	10,347,209	4.55%
50,001 - 100,000	139	5.86%	10,082,613	4.43%
100,001 - 250,000	89	3.75%	13,672,137	6.01%
250,001 - 500,000	63	2.66%	23,055,358	10.13%
500,001 - 1,000,000	24	1.01%	17,321,254	7.61%
Over 1,000,000	40	1.69%	149,970,104	65.91%
TOTAL	2,372	100.00%	227,545,624	100.00%



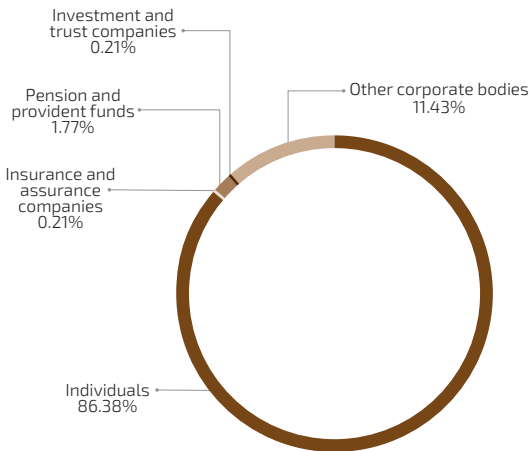
Share Analysis and Stock Exchange Performance (Cont'd)

Shareholder spread

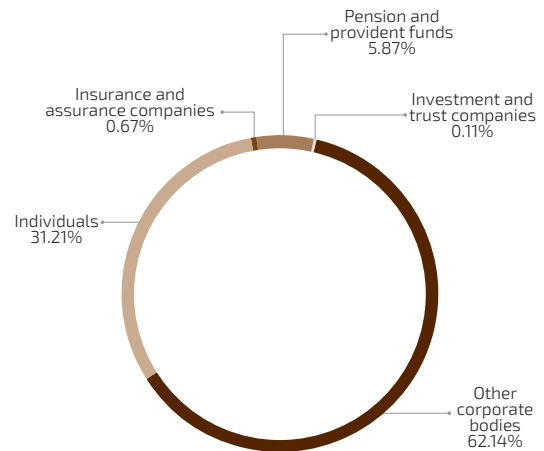
To the best knowledge of the Directors, the spread of shareholders at 31 December 2022 was as follows:

	Shareholders		Shares held	
	Number	%	Number	%
Individuals	2,049	86.38	71,012,031	31.21
Insurance and assurance companies	5	0.21	1,524,558	0.67
Pension and provident funds	42	1.77	13,364,334	5.87
Investment and trust companies	5	0.21	241,064	0.11
Other corporate bodies	271	11.43	141,403,637	62.14
	2,372	100.00	227,545,624	100.00

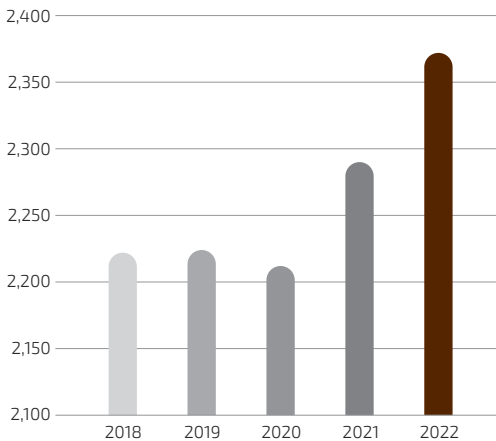
Distribution of shareholders



Shares held



Number of shareholders



NUMBER OF SHAREHOLDERS AS AT 31 DECEMBER

2018	2,222
2019	2,224
2020	2,212
2021	2,290
2022	2,372

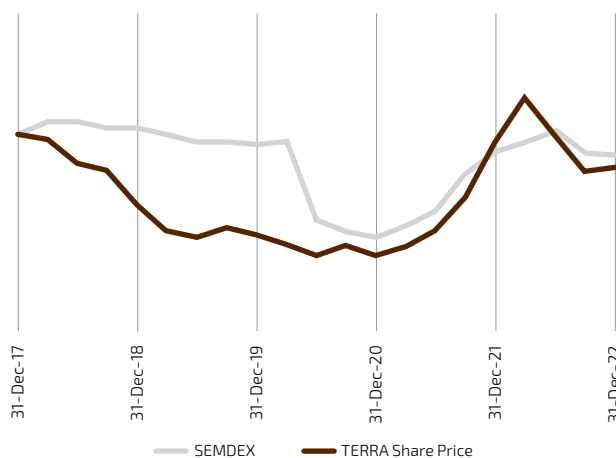
The number of shareholders of Terra was 2,376 as at 31 March 2023.

Share Analysis and Stock Exchange Performance (Cont'd)

Stock Exchange performance

Terra witnessed a fall of 13.98% (2021: +55.30%) in its share price, to close at MUR 26.45 at the end of December 2022, the price swinging between MUR 25.00 and MUR 35.00 during the year under review. Total volume traded on Terra stood at 7.8 million shares (8.1 million in 2021) for a share turnover ratio of 3.70% (Market average: 5.39%). Total value traded amounted to MUR 222.7 million, compared to MUR 188.7 million in 2021 (Volume Weighted Average Price: MUR 28.60). Foreigners were net sellers to the tune of MUR 28.9 million (2021: MUR 18.5 million).

Relative quarterly movement of SEMDEX and TERRA share price



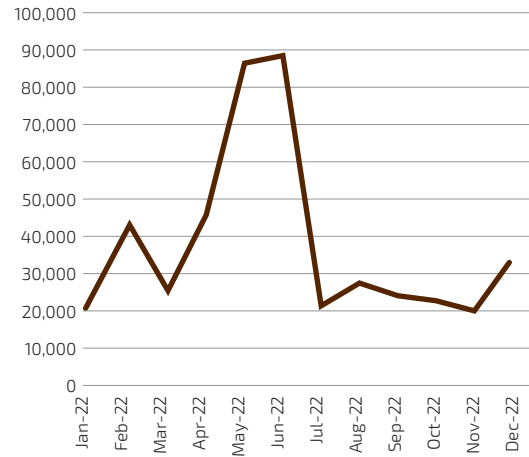
	2018	2019	2020	2021	2022
SEMDEX (Points)					
- Year End Closing	2,220.76	2,177.09	1,648.39	2,097.89	2,055.25
SHARE PRICE (MUR)					
- Year End Closing Price	22.00	20.00	19.80	30.75	26.45
- High	29.40	23.20	21.00	30.75	35.00
- Low	21.05	19.50	16.50	18.60	25.00
YIELDS					
- Earnings Yield %	2.41	5.80	-*	6.60	14.86
- Dividend Yield %	3.86	4.25	2.88	2.76	3.78
PRICE EARNING RATIO	41.51	17.24	-*	15.15	6.73

Note: The Terra share price was MUR 22.75 on 27 April 2023.

* For the year ended 31 December 2020, Terra Mauricia Ltd recorded a loss per share.

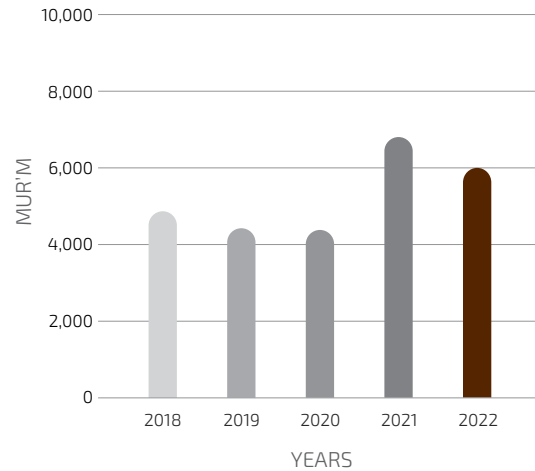
Average volume traded monthly on the stock exchange in 2022

Month	Average volume traded
January	21,268
February	38,718
March	22,584
April	40,915
May	77,164
June	78,778
July	19,195
August	24,601
September	21,891
October	20,739
November	18,192
December	30,963



Market capitalisation

	MUR'M	EUR'M*	USD'M*
2018	5,006.00	105.44	112.84
2019	4,551.00	95.86	102.58
2020	4,505.40	94.90	101.55
2021	6,997.03	147.38	157.72
2022	6,018.58	126.77	135.66



* The exchange rates used are those for the year 2022 as displayed on next page.

The market capitalisation of Terra on 27 April 2023 was MUR 5,176.66 million.

Share Analysis and Stock Exchange Performance (Cont'd)

Main exchange rates to the Rupee

Consolidated Indicative Selling Rates (Source: Bank of Mauritius on <http://bom.intnet.mu>)

Currency	31 December 2021	30 December 2022
Euro	49.7827	47.4756
US Dollar	43.8750	44.3643
GB Pound	59.3501	53.6059
SA Rand	2.8115	2.6764

Shareholders' calendar and relations

Financial year-end	31 December
Publication of yearly group abridged financial statements (audited)	Late March
Group audited annual financial statements available	Late March
Quarterly financial report - Q1 (unaudited)	Mid May
Annual report issued	Mid June
Annual meeting of shareholders	Late June
Quarterly financial report - Q2 (unaudited)	Mid August
Quarterly financial report - Q3 (unaudited)	Mid November
Dividend - declaration	Late November
- payment	Late December

This calendar has been disturbed this year again due to unforeseen circumstances.

Website: www.terra.co.mu

For more details on shareholders' relations and communication please refer to page 102.

Secretary's Certificate

(pursuant to Section 166(d) of the Companies Act 2001)

We certify that, to the best of our knowledge and belief, Terra Mauricia Ltd has filed with the Registrar of Companies all such returns as are required under the Companies Act 2001.



Terra Services Ltd
Secretary

27 April 2023

Statement of Compliance

(pursuant to Section 75(3) of the Financial Reporting Act)

Name of Public Interest Entity: TERRA Mauricia Ltd (The Company)

Reporting period: 01 January to 31 December 2022

We, the Directors of TERRA Mauricia Ltd, confirm that, to the best of our knowledge, the Company has complied with all of its obligations and requirements under the Code of Corporate Governance.



Alain Rey
Chairman

27 April 2023



Kalindee Ramdhonee
Director

Statement of Directors' Responsibilities in Respect of Consolidated and Separate Financial Statements

Directors acknowledge their responsibilities for:

- i. adequate accounting records and maintenance of effective internal control systems;
- ii. the preparation of consolidated and separate financial statements which fairly present the state of affairs of the Company as at the end of the financial year and the results of its operations and cash flows for that period and which comply with the International Financial Reporting Standards (IFRS), the Companies Act and the Financial Reporting Act; and
- iii. the selection of appropriate accounting policies supported by reasonable and prudent judgements and estimates.

The external auditors are responsible for reporting on whether the financial statements are fairly presented. The report of the external auditors on the financial statements is on pages 122 to 129.

The Directors report that:

- i. adequate accounting records and an effective system of internal controls and risk management have been maintained;
- ii. appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;
- iii. IFRS, the Companies Act, and the Financial Reporting Act have been adhered to. Any departure in the interest of fair presentation has been disclosed, explained, and quantified;
- iv. the Code of Corporate Governance has been adhered to. Reasons have been provided where there has been non-compliance; and
- v. The full Annual Report is published on the Company's website.

Signed on behalf of the Board of Directors by



Alain Rey
Chairman



Kalindee Ramdhonee
Director

27 April 2023

Statutory Disclosures

(pursuant to Section 221 of the Companies Act 2001)

Directors

Names

The names of the Directors of Terra Mauricia Ltd at 31 December 2022 are given on page 99 of this report. In addition, a list of Directors of subsidiary companies at the same date appears on page 256.

Service contracts

Three executive Directors, namely Messrs Nicolas Maigrot, Alexis Harel and Henri Harel, presently have service contracts without expiry dates with group companies. Other than for the above-mentioned executive Directors, none of the Directors proposed for election or re-election at the forthcoming Annual Meeting of shareholders have service contracts with the Company or the Group.

Remuneration and benefits

Emoluments paid by the company and its subsidiaries to:

- Directors of Terra Mauricia Ltd:

- Executive
 - Full-time
 - part-time
- Non-executive

The Company		Subsidiaries	
2022	2021	2022	2021
MUR'M	MUR'M	MUR'M	MUR'M
1.7	1.1	38.4	31.5
1.1	0.9	10.8	10.6
7.9	6.9	0.9	0.8
10.7	8.9	50.1	42.9

- Directors of subsidiary companies (other than those of Terra Mauricia Ltd):

- 15 Executive (10 in 2021)
 - Full-time
- 15 Non-executive (16 in 2021)

2022	2021
MUR'M	MUR'M
89.1	61.4
0.7	0.6
89.8	62.0

Contracts of significance

During the year under review, there were no contracts of significance to which Terra Mauricia Ltd, or one of its subsidiaries, was a party and in which a Director of Terra Mauricia Ltd was personally and materially interested, either directly or indirectly.

Auditors' remuneration

Audit fees paid to:
BDO & Co

The Group		The Company	
2022	2021	2022	2021
MUR'M	MUR'M	MUR'M	MUR'M
8.4	6.4	2.0	1.7

No fees was paid to BDO & Co for non-audit services.
The fees paid be each subsidiary of the Group are available on page 258.

Donations

Contributions towards Corporate Social Responsibility
Amount distributed by Terra Foundation
Number of projects funded: 50 (2021: 30)
Other donations
Political

The Group	
2022	2021
MUR'M	MUR'M
4.4	6.2
3.6	1.7
0.4	0.3
-	-

The donations made by each subsidiary of the Group are available on page 258.

Major transactions

No major transaction was approved by the Company for the year under review. The major transactions approved by subsidiaries were as follows:

- The purchase of 56.3454 Ha by Forbach Investment Ltd;
- The disposal of all the shares held by Terravest Holding Ltd.