



WITH FOUNDATIONS STRONG,  
WE PAVED THE PATH TO NEW HORIZONS.

With the foundations laid and the island's landscape transformed, **UBP** turned its sights beyond construction. Enter **Espace Maison**, a retail chain dedicated to home building and decorating products, fittings, tools and garden accessories proving that **UBP's** innovation extends far beyond mortar and stone, as it continues to build a rock-solid future for Mauritius.

# STATEMENT OF COMPLIANCE

(as per Section 75(3) of the Financial Reporting Act 2004)

Name of Public Interest Entity ("PIE"): The United Basalt Products Limited

Reporting Period: Year ended June 30, 2024

We, the Board of Directors of The United Basalt Products Limited (the "Company"), confirm that to the best of our knowledge, the Company has complied with all of its obligations and requirements under the principles of The National Code of Corporate Governance for Mauritius (2016) ("the Code"), in all material respects.

## On behalf of the Board

Jean-Claude Béga  
Chairman

Stéphane Ulcoq  
Group CEO

September 26, 2024

# CORPORATE GOVERNANCE REPORT

The United Basalt Products Limited (referred to as the "Company" or "UBP") was incorporated as a public company in July 1953. The shares of the Company have been listed on the Official Market of the Stock Exchange of Mauritius Ltd since 1989. The Company qualifies as a Public Interest Entity ("PIE") under the Financial Reporting Act 2004.

The Board of Directors recognises that the Code sets out the best practices in terms of corporate governance and acknowledges that the principles of the Code have been applied in all material respects within the Group, as explained in the report.

## GOVERNANCE AT A GLANCE

### 1. PHILOSOPHY

The Board is committed to entrenching the highest standard of governance in the Group's corporate culture to sustain its strategic orientation in view of building and enhancing stakeholder value. Being mindful of the evolving operating context, such practices are reviewed, as required, to ensure that the Group retains the flexibility to respond proactively to opportunities and challenges. The Group's corporate governance framework is illustrated below.

## CORPORATE GOVERNANCE FRAMEWORK



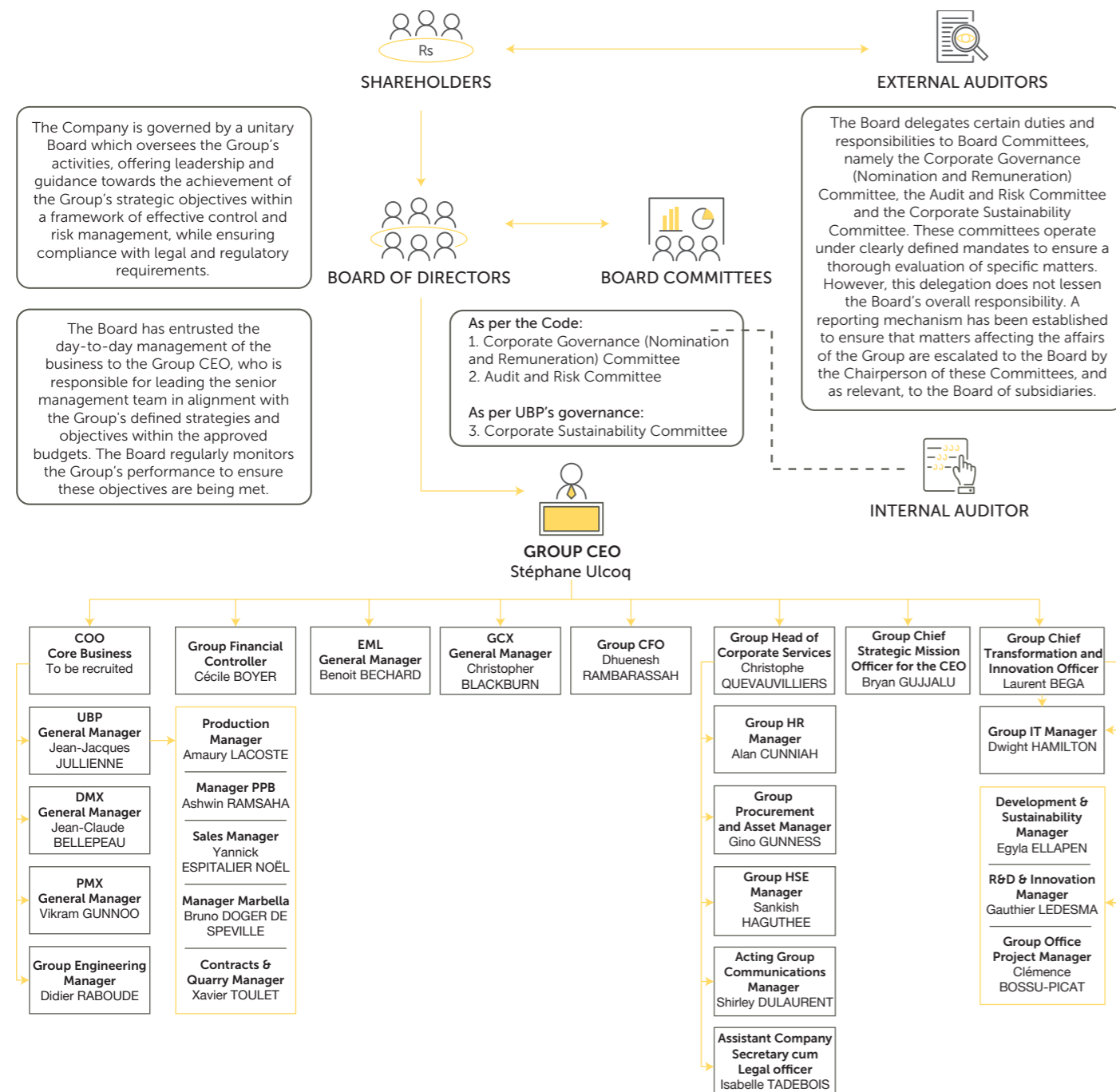
Setting the tone from the top is an important part of the Board's role and helps to foster a culture centred on those guiding principles. Beyond operationalising regulatory requirements, the Group is managed with utmost integrity, enhanced accountability, sound risk and performance management, transparency and effective leadership.

The Code of Ethics further governs the relationship with our stakeholders and sets out the professional and ethical behaviour expected and required from employees for both internal and external interactions. A report is submitted annually to the Corporate Governance Committee for the monitoring and evaluation of compliance with its established ethical principles and standards.

# CORPORATE GOVERNANCE REPORT

## 2. GOVERNANCE STRUCTURE

The Group's governance framework, as further illustrated below, caters for the clear delegation of authority and lines of responsibility, while the role of stewardship is bestowed upon the Board.



EML: Espace Maison Ltée GCX: Compagnie de Gros Cailloux Limitée DMX: Drymix Ltd PMX: Premix Ltd

The Board is responsible for the overall operations of the Company and its subsidiaries and to ensure that the key information and guidance documents are made available to all employees in view of promoting good governance.

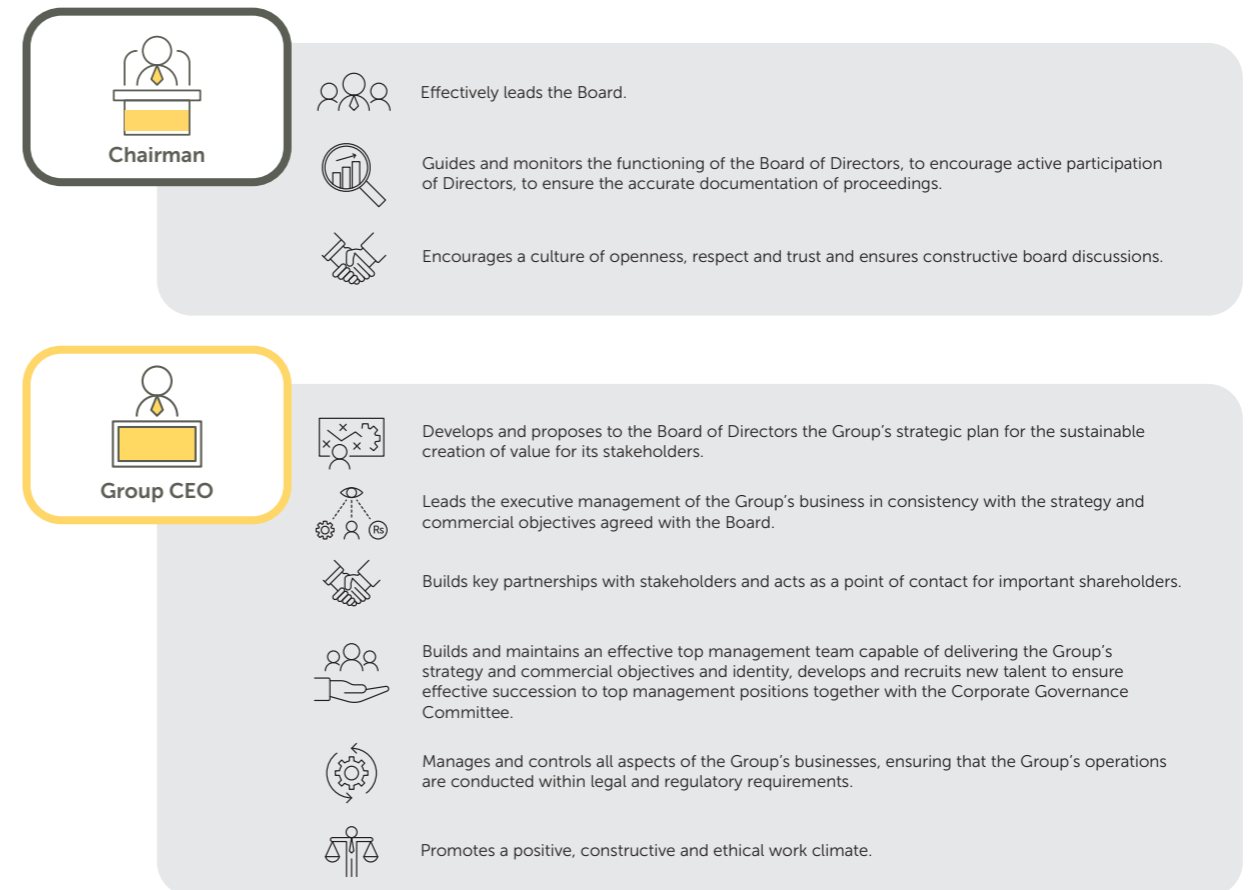
### Key Roles and Responsibilities

A Board Charter, a Directors' Charter, Position Statements and job descriptions, duly approved by the Board, clearly define the roles and responsibilities of the Board, the Chairman, Executive, Non-Executive and Independent Non-Executive Directors and the Company Secretary. The role and responsibilities of the Chairman leading the Board is distinct to those of the Group CEO, who manages the Group's business on a day-to-day basis.

The above-mentioned documents are available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

### Key Governance Positions

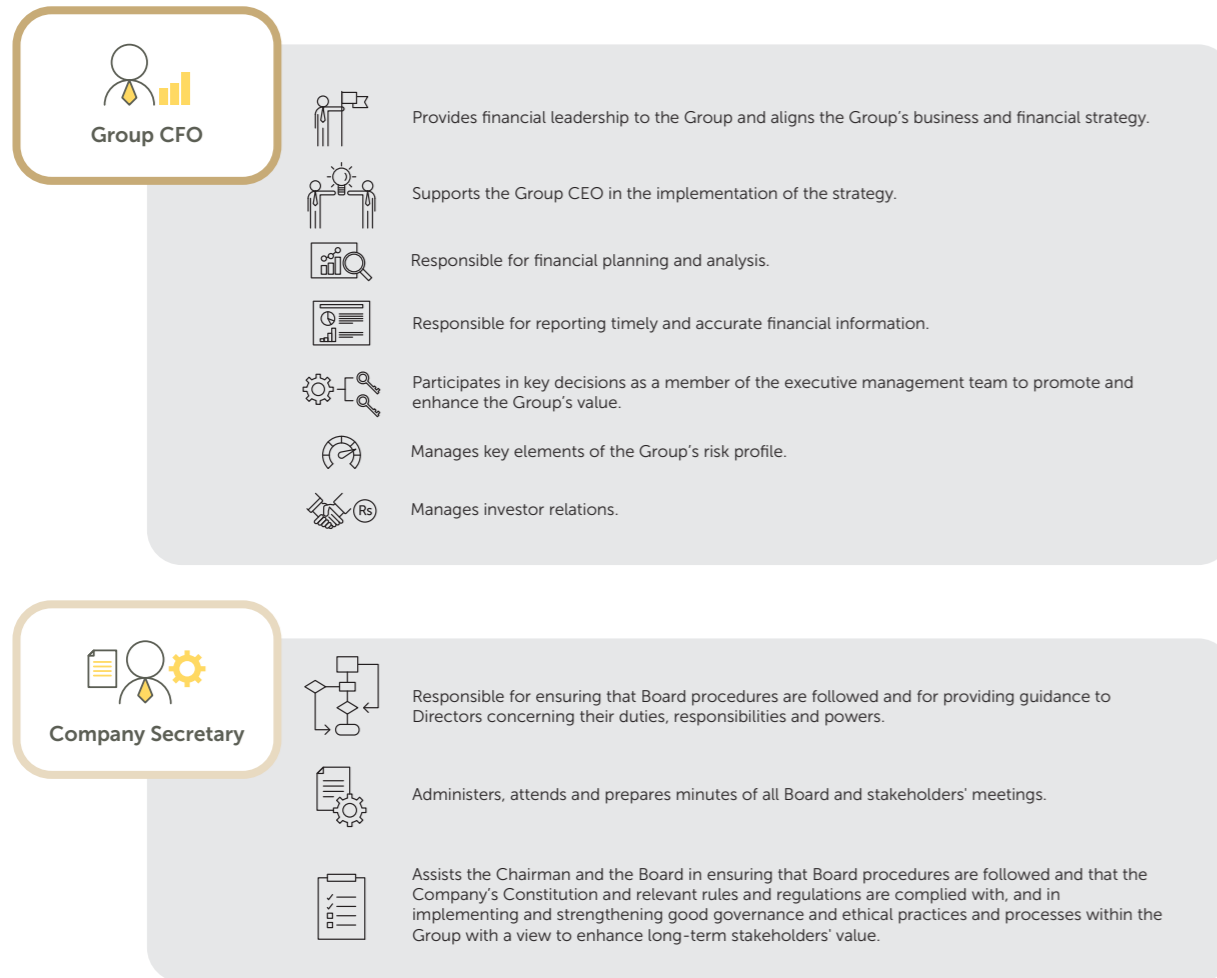
The Board promotes sound corporate governance practices to create and sustain value creation. The Chairman, the Chairperson of the Audit and Risk Committee, the Chairperson of the Corporate Governance Committee, the Group CEO, the Group Head of Corporate Services, the Group CFO and the Company Secretary, who hold key governance positions, play an important role in ensuring that such practices permeate throughout the Group. The key responsibilities of the Chairman, the Group CEO, the Group CFO and the Company Secretary are detailed hereunder and their respective profiles are detailed on pages 145 to 146 of this report.



# CORPORATE GOVERNANCE REPORT

## 2. GOVERNANCE STRUCTURE (CONTINUED)

### Key Governance Positions (Continued)



### Company's Constitution

In 2004, the shareholders adopted a new Constitution which complies with the provisions of The Companies Act 2001 and those of the Listing Rules of the Stock Exchange of Mauritius Ltd. There are no clauses of the Constitution deemed material for specific disclosure. A copy of the Constitution is available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

## 3. THE BOARD

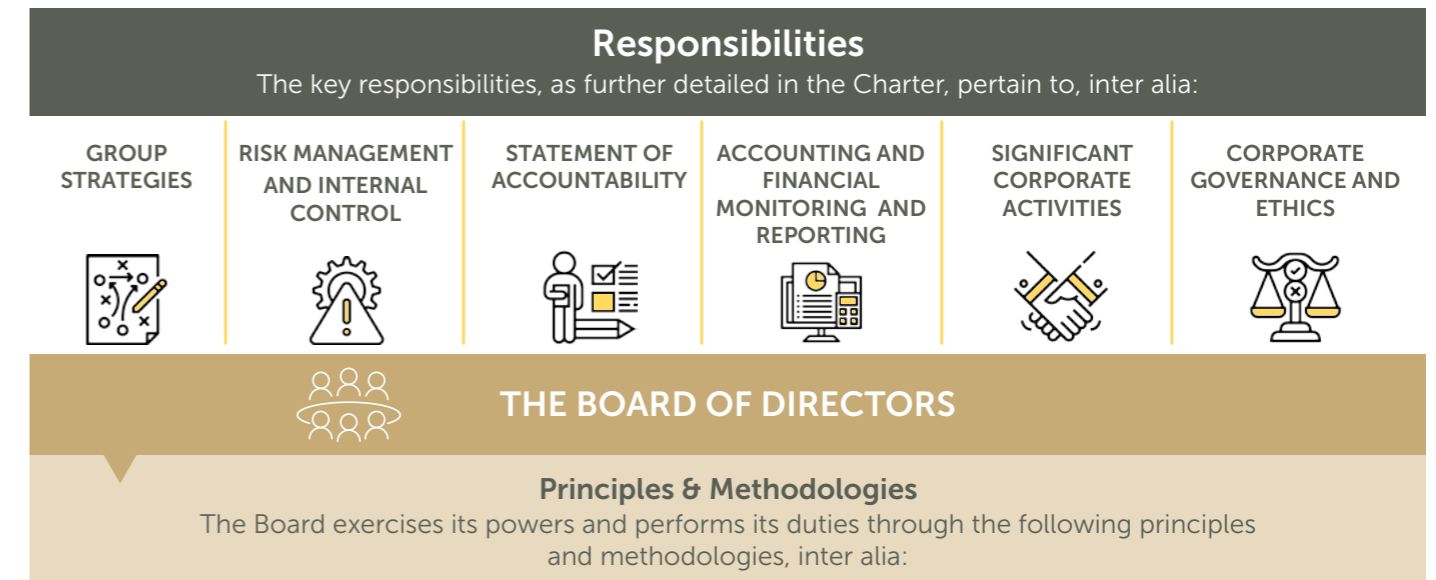
### Mandate

The Board provides effective leadership and direction to build and sustain long-term value creation for the Group and its stakeholders, while ensuring an outcome-focused compliance framework. The Board determines the pertinent matters relating to the strategy and operations of the Company and its subsidiaries, both locally and abroad.

The general powers of the Board are conferred in the Company's Constitution and are in line with The Companies Act 2001.

### Role and Responsibilities

A Board Charter, aiming to regulate how the business is conducted by the Board, was endorsed by the Board in May 2018 and last reviewed in 2022. The Board Charter is reviewed every 5 years.



- the Chairperson of the Board shall be a Non-Executive Director;
- the existence of an appropriate balance of Executive, Non-Executive and Independent Non-Executive Directors on the Board, with at least 25 per cent women on the Board;
- the creation of Board Committees;
- adherence to the Group's Code of Ethics and other governance policies, such as the Share Dealing Policy and the Conflict of Interest and Related Party Transactions Policy;
- the approval of the strategic orientation of the Group and the monitoring of management in respect of the implementation of the plans and strategies and compliance with set policies;
- the existence of clear lines of responsibility and accountability throughout the Group and compliance with the regulatory framework;
- the review of the reports in respect of the Group's internal control systems;
- the approval of the Group's risk appetite and the monitoring of the Risk Management Framework;
- the existence of a formal Directors' remuneration policy; and
- the provision of accurate information in a timely manner to stakeholders.

# CORPORATE GOVERNANCE REPORT

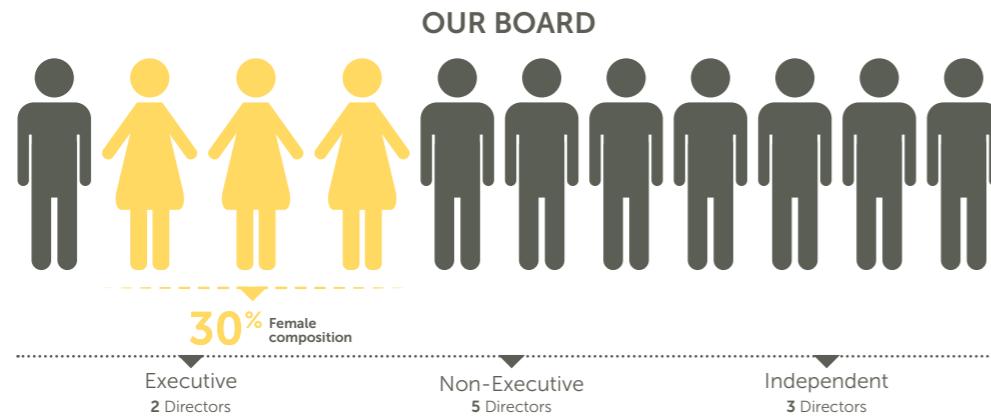
## 3. THE BOARD (CONTINUED)

### Board Composition

The Company's Constitution stipulates that the Board shall consist of a minimum of seven and a maximum of fifteen Directors.

The Board of the Company is of the opinion that based on its size and the specificities of its operations, it possesses the right balance of Executive, Non-Executive and Independent Non-Executive Directors.

At the time of writing, the Company is headed by a committed and effective unitary Board of ten Directors from broad industry and professional backgrounds and with varied experience and expertise, all of which bring valuable perspectives to the Board.



The two Executive Directors are the Group CEO and the Group Head of Corporate Services / Company Secretary.\*

The Independent Non-Executive Directors reinforce impartiality and objectivity on the Board, and enhance competencies, knowledge and experience which enrich Board discussions and contribute towards a high performing and effective Board.

In accordance with the Code, the Board considers an Independent Director as one who:

- is not a representative or member of the immediate family of a shareholder who has the ability to control or significantly influence the Board or management;
- has not been employed by the Company or the Group of which the Company currently forms part in any executive capacity for the preceding three financial years;
- is not a professional advisor to the Company or the Group of which the Company currently forms part other than in a Director capacity;
- is not a significant supplier to, debtor or creditor of, or customer of the Company or the Group of which the Company currently forms part, or does not have a significant influence in any group related company in any one of the above roles;
- has no significant contractual relationship with the Company or the Group of which the Company currently forms part;
- is free from any business or other relationship which could be seen to materially impede the individual's capacity to act in an independent manner; and
- has no cross-directorship with any other Director.

\* Note: Since August 16, 2024, the company secretarial function is being outsourced to IBL Management Ltd.

### Knowledge and Experience Matrix

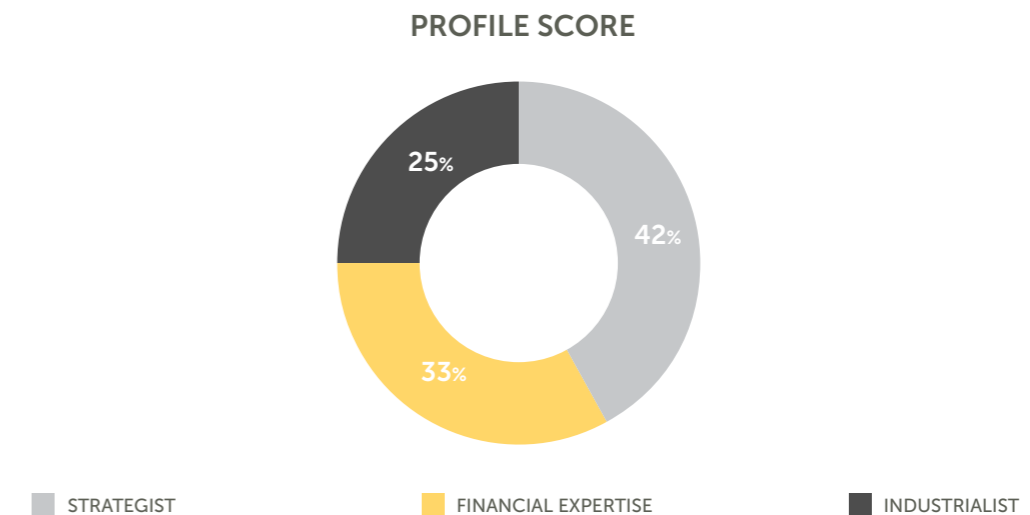
During the year, a comprehensive Knowledge and Experience Matrix was developed and implemented as a strategic tool to assess the capabilities and needs of our Board of Directors. This matrix has proven essential in identifying key areas where the Board's expertise could be enhanced. Notably, the matrix highlighted a gap in legal expertise, which was subsequently addressed by recruiting a new Director with significant legal acumen.

This exercise has also enabled the Board to identify the need for an additional Director with expertise and experience in our industry.

In addition, initial discussions regarding the governance structure of our holding company in Reunion Island have indicated the potential need for an additional independent Director with a regional experience. This matter is currently under consideration and remains an ongoing topic of discussion as we continue to strengthen our governance framework.

### Profile Summary

Our Board demonstrates a well-rounded blend of expertise, essential for driving the Company's growth and innovation. The Board's profile score reflects a balanced composition, with **42% identified as Strategists, 33% as Financial Experts, and 25% as Industrialists**. This diverse expertise ensures that the Group approach challenges from multiple perspectives, leveraging strategic insights, financial acumen, and industrial knowledge to create robust solutions.



# CORPORATE GOVERNANCE REPORT

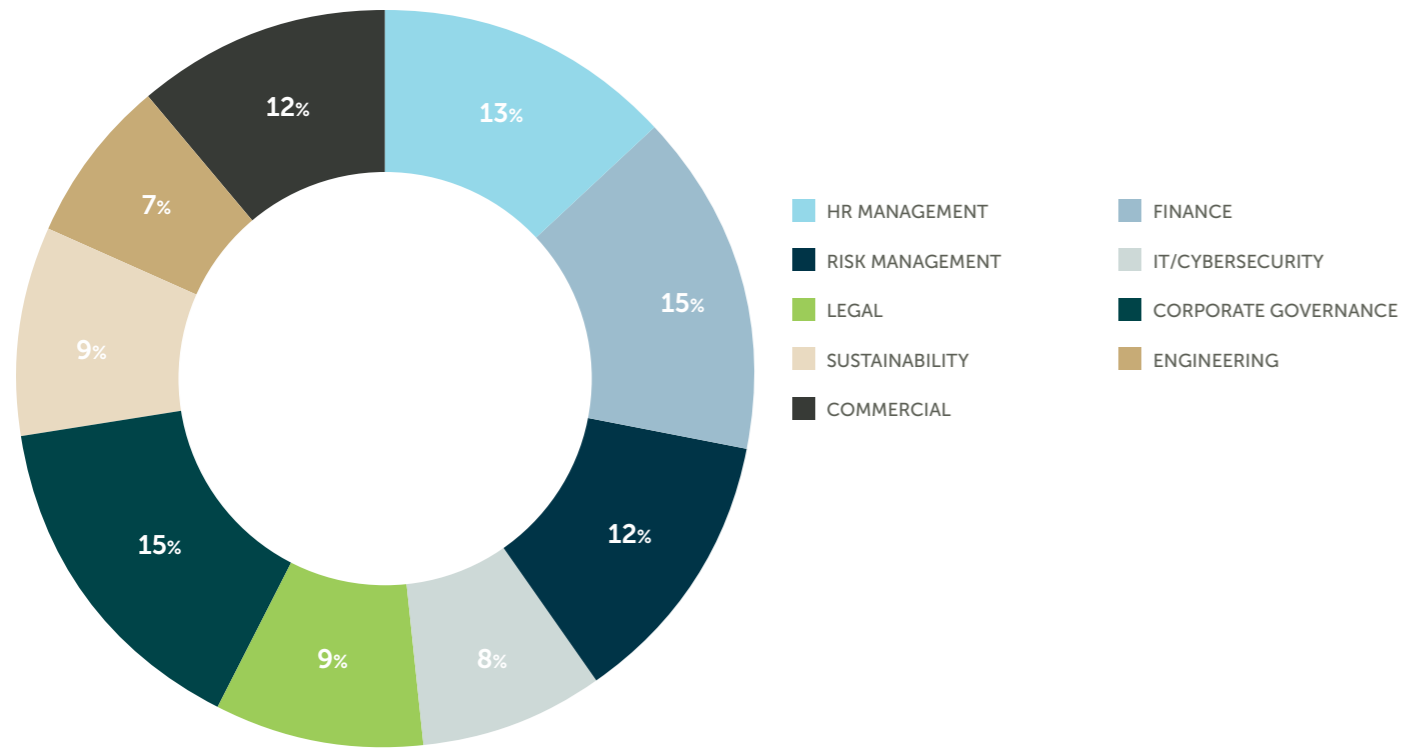
## 3. THE BOARD (CONTINUED)

### Knowledge and Experience Matrix (continued)

#### Knowledge Areas

The knowledge base of our Board members is comprehensive, covering critical areas that support our development goals. Notably, **Corporate Governance (15%)** and **Finance (15%)** are among the strongest knowledge areas, reflecting our focus on sound financial management and robust governance structures. Additionally, **Commercial (12%)** and **IT/Cybersecurity (8%)** represent key areas where the Board has expertise, enabling the Group to navigate the complexities of modern markets and safeguard our digital infrastructure.

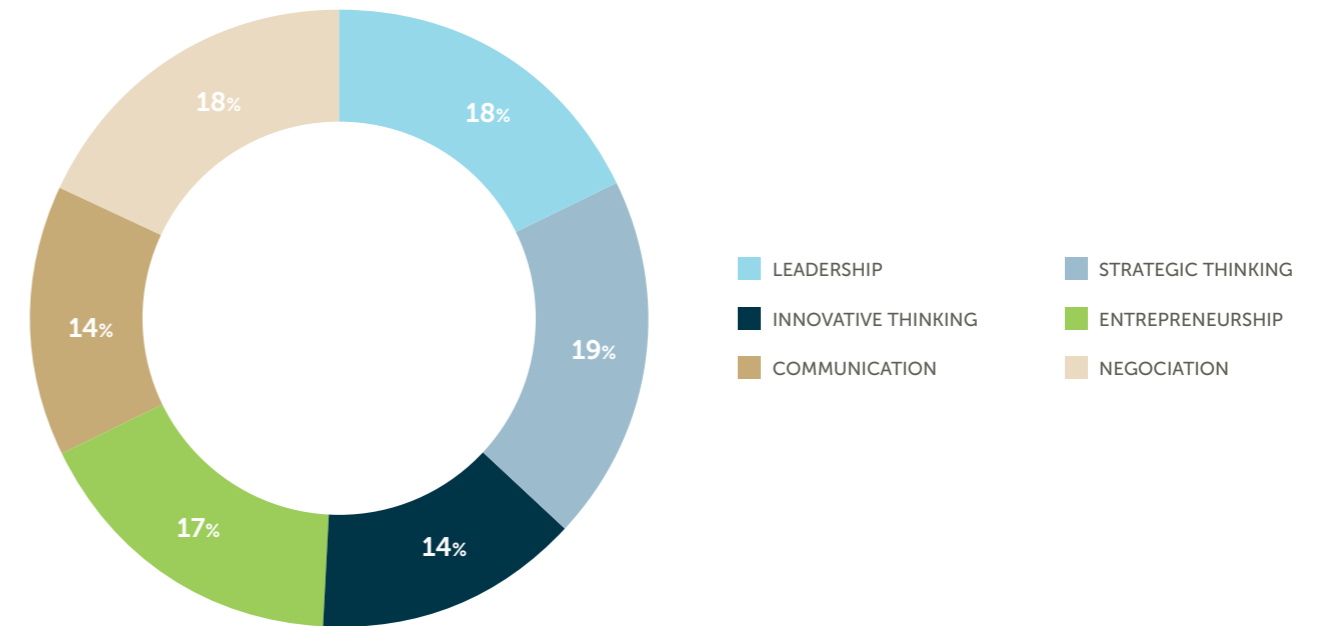
KNOWLEDGE



#### Skills

The skill set within the Board members is equally diverse, with a strong emphasis on **Strategic Thinking (19%)** and **Leadership (18%)**. These skills are critical for steering the Group towards its long-term objectives and ensuring that our strategic initiatives are implemented effectively. The Board displays **Innovative Thinking (17%)** and **Entrepreneurship (14%)**, reflecting our commitment to fostering creativity and innovation in all aspects of our development process.

SKILLS



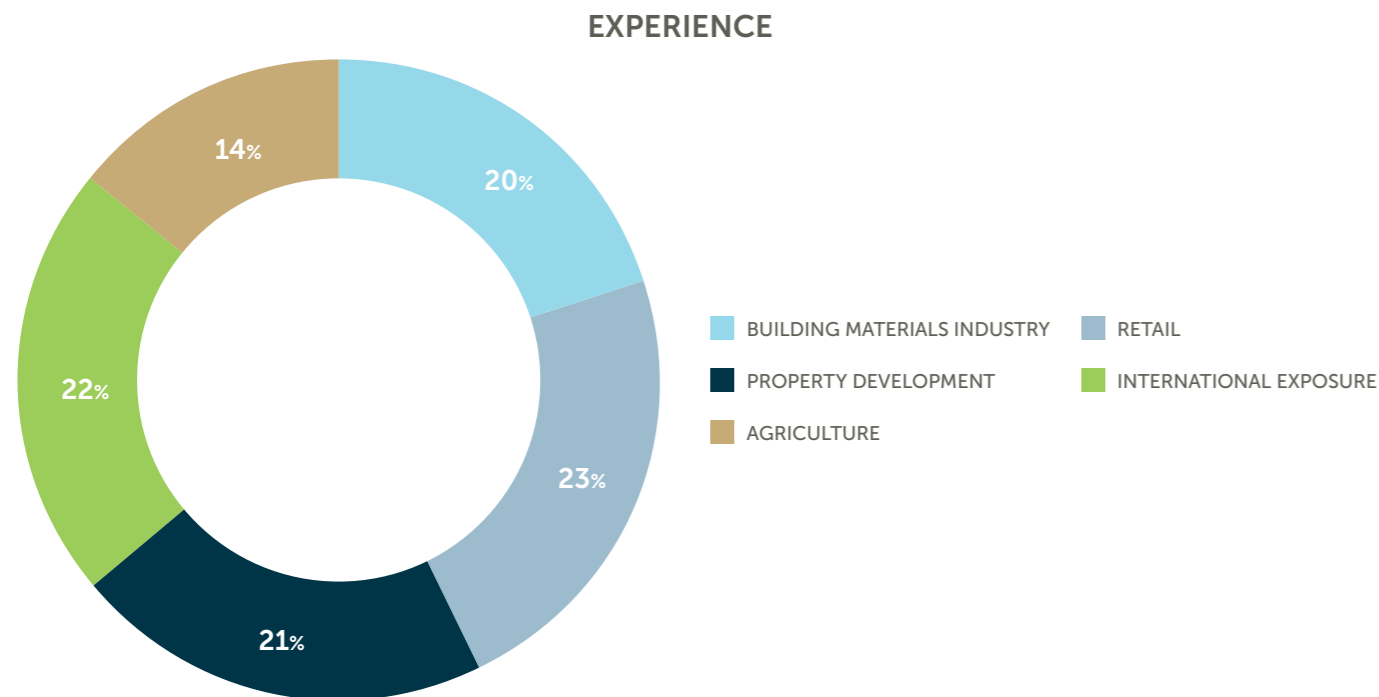
# CORPORATE GOVERNANCE REPORT

## 3. THE BOARD (CONTINUED)

### Knowledge and Experience Matrix (continued)

#### Experience

The Board members experience is broad-based, with significant exposure to **Retail (23%)** and **International Markets (22%)**. This experience positions the Group well to capitalize on global opportunities. The Board members also have valuable experience in **Property Development (21%)** and **Building Materials Industry (20%)**.



## PROFILES OF DIRECTORS AS AT AND FOR THE YEAR ENDED JUNE 30, 2024

**Jean-Claude Béga**  
Non-Executive Chairman  
Resident in Mauritius

Mr Jean-Claude Béga was appointed as Director of the Company on April 20, 2022 and as Chairman of the Board on July 01, 2022. He is also a member of the Corporate Governance Committee of the Company and of the Advisory Committees of the Company and of Premix. Born in 1963, Mr Béga is a Chartered Certified Accountant and has retired from IBL Ltd on June 30, 2023 after 26 years of service. He is also the Non-Executive Chairman of Lux Island Resorts Ltd and of BlueLife Limited and serves as Non-Executive Director on a number of affiliates and subsidiaries of the above three companies.

**Jan Boullé**  
Non-Executive Director  
Resident in Mauritius

Mr Jan Boullé was appointed as Non-Executive Director to the Board on November 07, 2018. Born in 1957, he qualified as an 'Ingénieur Statisticien Economiste' (France) and pursued post graduate studies in Economics at Université Laval, Canada. Mr Boullé has been the Non-Executive Chairman of IBL Ltd since July 01, 2016. Prior to this nomination, he worked for the Constance Group from 1984 to 2016 and occupied various executive positions and directorships. Mr Boullé is also a member of the Board of Directors of several major listed companies, namely BlueLife Limited, Lux Island Resorts Ltd, Phoenix Beverages Limited, Phoenix Investment Company Limited and other non-listed Mauritian companies.

**Stéphane Brossard**  
Independent Non-Executive Director  
Resident in Reunion Island

Mr Stéphane Brossard was appointed as Independent Non-Executive Director to the Board on May 12, 2021. Born in 1971 in France, Mr Brossard holds a 'Diplôme d'Ingénieur' from 'École Centrale de Nantes'. He was also appointed as member of the Board of Directors of the 'Fédération Réunionnaise du

Bâtiment et des Travaux Publics' (FRBTP) in 2005 and Chairman in 2011 and 2012. Mr Brossard has been CEO of CMOI, EIFFAGE TP REUNION and Wealth Director of CBO TERRITORIA and is currently the Chairman of ARGOS INDUSTRIE, a company operating in the construction sector in Reunion Island. On August 11, 2022, Mr Brossard was appointed on the Board of Directors of 'Conseil d'Architecture d'Urbanisme et de l'Environnement' (CAUE), a French departmental body created by the 1977 law and architecture to promote architectural, urban, landscape and environmental quality.

**Catherine Gris**  
Independent Non-Executive Director  
Resident in Mauritius  
(resigned on December 15, 2023)

Mrs Catherine Gris was appointed as Independent Non-Executive Director to the Board in October 2018 and resigned as Director of the Company on December 15, 2023. Born in 1958, she holds a 'Diplôme en Sciences Politiques' from the 'Institut d'Études Politiques' of Paris, France. She has proven experience in strategic economic development and project development. Mrs Gris was the CEO of the Association of Mauritian Manufacturers (AMM) from October 2009 to June 2018 and stands as special adviser to the Board and mentor of the team. She also served as an independent member of the Board of Trimetys Ltd and Cap Tamarin Ltée and as Board member of the Economic Development Board (EDB).

**Stéphane Lagesse**  
Non-Executive Director  
Resident in Mauritius

Mr Stéphane Lagesse was appointed Director of the Company on November 11, 2011. Born in 1959, Mr Lagesse holds a degree in 'Gestion des Entreprises' from the University of Paris IX Dauphine. He participated in the setting up of two garment manufacturing companies in Mauritius and is the Alternate Director of Mr Thierry Lagesse on the Board of IBL Ltd.

**Thierry Lagesse**  
Non-Executive Director  
Resident in Mauritius

Mr Thierry Lagesse was appointed Director of the Company on December 20, 1989, and subsequently Chairman of the Board in December 2002 until August 2013. Born in 1953, Mr Lagesse holds a 'Maîtrise des Sciences de Gestion' from the University of Paris Dauphine. He is the Founder of the Palmar Group, a textile and garment-oriented manufacturing company and a visionary entrepreneur, having launched Parabole Reunion Group of Companies in 1999, a Direct To Home satellite television company in the Indian Ocean Islands. He is also the Executive Chairman of Parabole Group and presently serves as Director on several well-known companies listed on the Stock Exchange of Mauritius namely: Alteo Limited, IBL Ltd, Lux Island Resorts Ltd, Phoenix Beverages Limited and Phoenix Investment Company Limited.

**Christine Marot**  
Non-Executive Director  
Resident in Mauritius

Mrs Christine Marot was appointed Director of the Company on July 16, 2020. Born in 1969, Mrs Marot is an Accountant by profession and followed an Executive Management Programme from ESSEC (Ecole Supérieure des Sciences Economiques et Commerciales) Business School. She started her career with De Chazal du Mée & Co (now known as BDO) and was the Finance Executive of GML Management Ltée where she was involved at a senior level in businesses across the IBL Group, formerly known as the GML Group. She was also appointed as Acting CEO of BlueLife Limited in November 2014 and CEO in May 2015. Since July 2020, Mrs Marot is the Group Head of Technology and Sustainability of IBL Ltd. She is also responsible of the Life & Technologies clusters of IBL Ltd as well as the 'Fondation Joseph Lagesse'.

# CORPORATE GOVERNANCE REPORT

## 3. THE BOARD (CONTINUED)

### Profiles of Directors as at and for the year ended June 30, 2024 (Continued)

**Christophe Quevauvilliers**  
**Group Head of Corporate Services**  
Executive Director and Company Secretary  
*Resident in Mauritius*

Mr Christophe Quevauvilliers, born in 1968, is a Fellow member of the Association of Chartered Certified Accountants. He joined the Group as Finance Manager and Company Secretary in May 2002 after having spent ten years in public practice at De Chazal Du Mée & Co (now known as BDO) and four years in the industrial sector. In 2013-2014, he completed a General Management Program delivered by the ESSEC (Ecole Supérieure des Sciences Economiques et Commerciales) Business School. In September 2015, Mr Quevauvilliers resigned as Company Secretary and was appointed as Executive Director to the Board, effective as from October 01, 2015. He also sits on the Board of several companies within the Group and was appointed Company Secretary in March 2023. In January 2024, Mr Quevauvilliers was appointed Group Head of Corporate Services as part of the restructuring exercise carried out in view of the major acquisition in Reunion Island.

**Aruna L.V. Radhakeesoon**  
Independent Non-Executive Director  
*Resident in Mauritius*

Mrs Aruna L. V. Radhakeesoon was appointed as an independent, Non-Executive Director to the Board on October 25, 2023 and Chairperson of the Corporate Governance Committee on December 15, 2023. Mrs Radhakeesoon is a seasoned senior corporate executive with 22 years' experience in Mergers and Acquisitions, Restructuring, Business Strategy, Risk Management, Change Management, Stock Market regulations, Board practices, Regulatory Compliance and Corporate Governance. She is a practising Attorney-at-Law and a Solicitor of England and Wales. She holds a BA (Hons) Jurisprudence (Law) from Balliol College, Oxford University and read Executive Education Programs

at London Business School and INSEAD. She is the Chair of (i) the National Committee on Corporate Governance, (ii) the Central Depository & Settlement Co. Ltd. and (iii) NanoSAIO Ltd. She is also a member of the Credit Risk Committee of Care Ratings Africa Private Ltd. She has recently been appointed as an independent Director of Absa Bank (Mauritius) Ltd. Through the National Committee on Corporate Governance, she has spear headed the corporate governance agenda of Mauritius. She has led complex projects to fruition, influenced changes in corporate behaviour and broken new grounds within the sectors she has worked in. She was until mid-2022 Executive Director, Chief Legal & Compliance Executive of Rogers and Company Limited, listed on the official market of the Stock Exchange of Mauritius Ltd. She has since opened her own practice, Prakriti One Ltd and acts as independent legal, governance and compliance Consultant.

**Kalindee Ramdhonee**  
Independent Non-Executive Director  
*Resident in Mauritius*

Mrs Kalindee Ramdhonee was appointed as Independent Non-Executive Director to the Board and Chairperson of the Audit Committee on November 07, 2018. Mrs Ramdhonee was also a member of the Risk Monitoring Committee which later merged with the Audit Committee. Consequently, Mrs Ramdhonee became the Chairperson of the combined Audit and Risk Committee. Born in 1963, fellow member of the Association of Chartered Certified Accountants, Mrs Ramdhonee is a highly accomplished finance professional with over 20 years of experience in finance and operations management within world class local and international business environments in sectors such as Technologies, Telecommunications, Mining, Construction, Financial and Property Development. Mrs Ramdhonee has proven competences in accounting and finance extending to IT, HR, business development and general

management functions. She has occupied senior management positions for decades and largely contributed to establishing and grooming business excellence within local groups such as Harel Mallac, Currimjee Jeewanjee as well as international groups, namely African Alliance and BIA Group from Belgium and its African entities. Mrs Ramdhonee is currently the Managing Director of Karics Partners Ltd engaged in advisory and BPO activities.

**Stéphane Ulcoq**  
Group CEO and Executive Director  
*Resident in Mauritius*

Mr Stéphane Ulcoq, born in 1977, holds a 'Diplôme d'Ingénieur en Mécanique' from the 'Institut National des Sciences Appliquées' (INSA) of Rouen, France and an 'MBA International Paris' from the 'Paris Dauphine and La Sorbonne Universities'. He also holds a Certificate in Global Management awarded by INSEAD after having completed three Executive Education Programs at INSEAD Fontainebleau, France and INSEAD Singapore in 2011 and 2012. Mr Ulcoq joined the Company as Assistant Works Manager in 2000 and was promoted Workshop Manager in 2007. In January 2012, Mr Ulcoq was promoted to the post of Production Manager where he was in charge of all production units, both in Mauritius and overseas. In addition to his responsibilities as Production Manager, Mr Ulcoq was appointed Deputy CEO by the Board of Directors in December 2012. He then gradually handed over his duties as Production Manager and was appointed CEO of the Company in January 2015, and eventually Group CEO with effect from July 2015.

### Company Secretary

For the year under review, Mr Christophe Quevauvilliers served as the Company Secretary of the Group. His profile is provided on page 24. On August 16, 2024, the company secretarial function of the Company was outsourced to IBL Management Ltd. However, Mr Quevauvilliers continues to serve as Company Secretary for the other entities within the Group.

### Directors' Directorships

The directorships of the Directors of the Company in listed companies as at June 30, 2024 are as detailed hereunder:

NAME OF DIRECTORS	LISTED COMPANIES
<b>Mr Jean-Claude Bega</b>	The United Basalt Products Limited BlueLife Limited Lux Island Resorts Ltd
<b>Mr Jan Boullé</b>	The United Basalt Products Limited BlueLife Limited IBL Ltd Lux Island Resorts Ltd Phoenix Beverages Limited Phoenix Investment Company Limited
<b>Mr Stéphane Brossard</b>	The United Basalt Products Limited
<b>Mr Stéphane Lagesse</b>	The United Basalt Products Limited IBL Ltd <sup>1</sup>
<b>Mr Thierry Lagesse</b>	The United Basalt Products Limited Alteo Limited IBL Ltd Lux Island Resorts Ltd Phoenix Beverages Limited Phoenix Investment Company Limited
<b>Mrs Christine Marot</b>	The United Basalt Products Limited Phoenix Beverages Limited Phoenix Investment Company Limited
<b>Mr Christophe Quevauvilliers</b>	The United Basalt Products Limited
<b>Mrs Aruna Radhakeesoon</b>	The United Basalt Products Limited
<b>Mrs Kalindee Ramdhonee</b>	The United Basalt Products Limited Belle Mare Holdings Ltd Terra Mauricia Ltd Compagnie Immobilière Ltée
<b>Mr Stéphane Ulcoq</b>	The United Basalt Products Limited

<sup>1</sup> - Mr Stéphane Lagesse is the Alternate Director of Mr Thierry Lagesse on IBL Ltd.  
The complete list of directorship of the Directors is available upon request to the Company Secretary.



# CORPORATE GOVERNANCE REPORT

## 3. THE BOARD (CONTINUED)

### Board Meetings

The Board determines the frequency of Board meetings, which are held at least on a quarterly basis to ensure that key matters are dealt with timeously. Meetings are scheduled up to one year in advance so that Directors are able to attend and participate in person. The Board promotes open and rigorous discussions, constructive debates and active participation during meetings. Special ad hoc meetings may also be called from time to time as required.

The Chairman and the Group CEO, assisted by the Company Secretary, are responsible for fixing the agenda and date for each Board meeting.

The Chairman and the Company Secretary ensure that the Directors receive the right information in a timely manner to enable them to make informed business decisions.

The attendance record of Board meetings for the year under review is as shown on page 151.

### Focus Areas

The Board met five times this year to examine, consider, discuss or approve, inter alia, the focus areas detailed hereunder. The Board has also approved some decisions by way of written resolutions.

STRATEGY AND PERFORMANCE	GOVERNANCE	RISK MANAGEMENT AND INTERNAL CONTROL	FINANCIAL	OTHER AGENDA ITEMS
<p>During the reporting period, the Board reviewed and approved several key matters, including:</p> <ul style="list-style-type: none"> <li>The Group CEO's activity reports, covering the performance of subsidiaries and associates.</li> <li>Future plans for overseas subsidiaries.</li> <li>The sale of UBP Madagascar.</li> <li>The amalgamation of UBP Coffrages Ltée into the holding company.</li> <li>The significant investment in a group of companies in Reunion Island.</li> <li>The implementation of a Transformation and Innovation Office.</li> <li>The restructuring of the Group for improved efficiency.</li> <li>An agreement aimed at reducing electricity consumption within the Group.</li> </ul>	<p>The Board addressed several key governance and management matters, including:</p> <ul style="list-style-type: none"> <li>The review of reports from the Chairperson of the Corporate Governance Committee.</li> <li>The replacement of an Independent Non-Executive Director.</li> <li>The review of the IT Governance framework.</li> <li>The development of a Knowledge and Experience Matrix for the Board.</li> <li>A Board Evaluation exercise.</li> <li>The restructuring of the management team.</li> <li>The review of a performance management system and participation bonuses.</li> <li>The creation of a Corporate Sustainability Committee.</li> </ul>	<p>The Board reviewed key updates and reports, including:</p> <ul style="list-style-type: none"> <li>Reports from the Chairperson of the Audit and Risk Committee.</li> <li>Updates on the Group's risk monitoring exercise.</li> <li>Reports issued by the internal auditors, Messrs BDO &amp; Co.</li> <li>A review of the Group's cybersecurity measures.</li> <li>The review of a compliance audit report for the Group companies.</li> </ul>	<p>The Board reviewed several important financial and operational reports, including:</p> <ul style="list-style-type: none"> <li>Reports from the Chairperson of the Audit and Risk Committee.</li> <li>The operational and capital expenditure budgets.</li> <li>The Group's financial performance against budgets.</li> <li>The Audited Group Financial Statements, the Audited Abridged Group Financial Statements, and the Annual Report for the year ended June 30, 2023.</li> <li>The quarterly Unaudited Abridged Group Interim Financial Statements.</li> <li>The approval of financing for the investment in a group of companies in Reunion Island.</li> <li>The financing of expansion projects for subsidiaries.</li> <li>The approval of a dividend distribution.</li> </ul>	<p>The Board addressed key shareholder and regulatory matters, including:</p> <ul style="list-style-type: none"> <li>The Annual Meeting of Shareholders.</li> <li>The approval of communiqués in compliance with relevant laws, rules, and regulations.</li> <li>A Special Meeting of Shareholders to approve the investment in Reunion Island.</li> <li>The selection of a cement supplier for the Group.</li> </ul>

### Board Committees

The Board delegates certain duties to the Board Committees, namely the Corporate Governance (Nomination and Remuneration) Committee, the Audit and Risk Committee and the Corporate Sustainability Committee, tasked with providing a more comprehensive evaluation of specific matters.

The Charters of the Corporate Governance (Nomination and Remuneration) Committee and of the Audit and Risk Committee, which set out, inter alia, their mandate, composition and meeting requirements are available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

### CORPORATE GOVERNANCE (NOMINATION AND REMUNERATION) COMMITTEE

#### MANDATE

The Corporate Governance (Nomination and Remuneration) Committee advises the Board of Directors on all aspects of corporate governance and ensures that the principles of the Code are applied.

The Committee is also responsible for Nomination and Remuneration aspects of the Code and its functions are as follows:

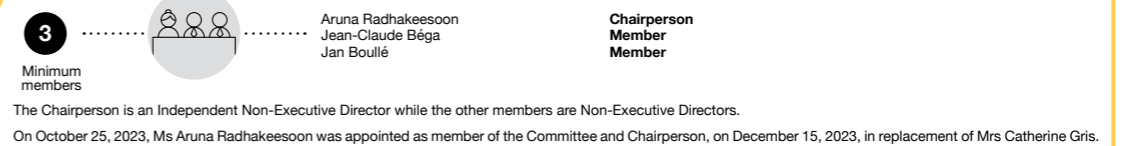
- In its role as Nomination Committee, it reviews the structure, size and composition of the Board, it ensures the right balance of independence, skills and expertise on the Board, it assesses and evaluates the role and independence of each current and potential Director and makes recommendations to the Board for the election and re-election of Directors and for matters relevant to succession planning.
- In its role as Remuneration Committee, its terms of reference include inter alia the development of the Group's general policy on executive and senior management remuneration including the definition of performance measurement criteria and specific remuneration packages for Executive Directors and senior management and the making of recommendations to the Board on all aspects of remuneration.

The Corporate Governance (Nomination and Remuneration) Committee Charter was reviewed and approved by the Board in FY2021. The Committee confirms that it has assumed its responsibilities in accordance with its terms of reference for the year under review.

#### COMPOSITION

As per its Charter, the Committee shall consist of at least three members, with a majority of Non-Executive Directors.

The Committee is currently constituted as follows:



#### DISCUSSIONS

The Committee met four times during FY2024 to, inter alia:

- determine, discuss and approve the remuneration of the employees;
- receive the compliance report pertaining to the Code of Ethics of the Company;
- recommend for approval the replacement of one of the Corporate Governance (Nomination and Remuneration) Committee member and the nomination of its Chairperson;
- discuss and recommend for approval the Performance Management System (PMS);
- consider and recommend for approval the Board Evaluation report;
- discuss and circulate the conclusions of the Board's Knowledge and Experience Matrix;
- consider and recommend for approval the remuneration of the Board and Board Committees members;
- review and recommend for approval the Corporate Governance report to be included in the Annual Report;
- review and recommend for approval the Audit and Risk Committee Charter;
- discuss and approve the method for conducting a special meeting of shareholders and voting by poll;
- review and recommend for approval the notices and proxies for the annual and special meetings of shareholders;
- evaluate the new management structure and the role description of the Group Head of Corporate Services and of the Chief Operating Officer;
- recommend the creation of a Corporate Sustainability Committee; and
- review the governance structure of the holding company in Reunion Island.

#### ATTENDANCE

The attendance record of Committee meetings for the year under review is as shown on page 151. A quorum of two members is currently required for a Committee meeting. The two Executive Directors are in attendance at almost all meetings of the Committee.

#### REMUNERATION

The remuneration of the Chairperson and of each member of the Committee for the year ended June 30, 2024 amounted to Rs 150,000 (2023: Rs 145,000) and Rs 100,000 (2023: Rs 85,000) respectively.

# CORPORATE GOVERNANCE REPORT

## 3. THE BOARD (CONTINUED)

### AUDIT AND RISK COMMITTEE

#### MANDATE

The Audit and Risk Committee ensures the integrity of accounting and financial reporting and reviews internal control systems and procedures in order to assist the Board of Directors in carrying out its responsibilities. The Committee also monitors the role and scope of work of internal and external auditors and ensures compliance with legal and regulatory provisions.

The Charter of the Audit and Risk Committee was reviewed and approved by the Board on October 10, 2023. The Committee confirms that it has assumed its responsibilities in accordance with its terms of reference for the year under review.

#### COMPOSITION

As per its Charter, the Committee shall consist of a minimum of three Non-Executive Directors, the majority of whom shall be independent. The Committee is currently constituted as follows:



The Chairperson of the Committee and Mr Stéphane Brossard are Independent Non-Executive Directors.

Mrs Christine Marot is a Non-Executive Director.

The Board is of the opinion that the current members of the Committee are able to exercise independent judgement in discharging their responsibilities given their financial management knowledge and experience.

#### DISCUSSIONS

The Committee met ten times during FY2024 to, inter alia:

- review and recommend to the Board of Directors for approval the Audited Group Financial Statements, the Annual Report and the Audited Abridged Group Financial Statements for the year ended June 30, 2023;
- review and recommend to the Board of Directors for approval and publication the quarterly Unaudited Abridged Group Interim Financial Statements;
- discuss the Group's IT Governance Framework;
- review the external audit Management Letters 2023 from Messrs Deloitte;
- receive the reports of the external auditors, Messrs BDO & Co;
- review the Enterprise Risk Management framework;
- review updates on the Group's risk monitoring exercise;
- review the Group's cybersecurity measures;
- review a compliance audit report for Group companies;
- Appoint a new firm as internal auditor;
- Appoint a firm to review the Enterprise Risk Management (ERM) framework; and
- Review and recommend to the Board the annual operational and capital expenditure budgets.

In so doing, the Committee reviewed internal control systems and procedures in place within the Group.

#### ATTENDANCE

The attendance record of Committee meetings for the year under review is as shown on page 151. A quorum of two members is currently required for a Committee meeting. The Group CFO and the Group Head of Corporate Services are in attendance at all meetings of the Committee whilst the Group CEO, the internal and external auditors and some members of the management attend the meetings on invitation depending on the agenda.

#### REMUNERATION

The remuneration of the Chairperson and of each member of the Committee for the year ended June 30, 2024, amounted to Rs 350,000 (2023: Rs 212,500) and Rs 220,000 (2023: Rs 135,000) respectively.

### Corporate Sustainability Committee

The Board of Directors has acknowledged the need for a Corporate Sustainability Committee ('CSC') to oversee and guide the company's sustainability strategy, ensuring integration with overall corporate objectives and compliance with Environmental, Social and Governance ('ESG') requirements. The Committee has assigned the Transformation and Innovation Office, supported by the Development & Sustainability Manager, to set up a team, manage tasks, and provide feedback for UBP's corporate sustainability missions.

#### MANDATE

The Corporate Sustainability Committee oversees and guides the company's sustainability strategy, ensuring alignment with overall corporate objectives and compliance with ESG requirements. Key focus areas include environmental management, social impact initiatives, corporate governance, stakeholder engagement, and sustainability reporting.

The Group Chief Transformation and Innovation Officer will collaborate with the CEO and senior management to develop a master plan and a roadmap for implementation. The T&I Office will ensure that the necessary resources and frameworks are in place to execute the plan effectively.

The chairperson of the Corporate Sustainability Committee (CSC) will report to the Board of UBP as needed.

#### COMPOSITION

The Committee is currently constituted as follows



The first Committee meeting was held on June 27, 2024 to take note of the Committee's terms of reference and to take cognizance of the sustainability initiatives undertaken within the Group as at date.

#### Meetings Attendance

The meetings attendance for the year ended June 30, 2024, was as follows:

Directors	Board	Corporate Governance Committee	Audit and Risk Committee	Corporate Sustainability Committee	Annual Meeting of Shareholders	Special Meeting of Shareholders
Jean-Claude Béga	5 out of 5	4 out of 4			1 out of 1	1 out of 1
Jan Boullé	4 out of 5	4 out of 4			0 out of 1	1 out of 1
Stéphane Brossard	5 out of 5		9 out of 10	1 out of 1	0 out of 1	0 out of 1
Catherine Gris <sup>1</sup>	3 out of 3	1 out of 1			1 out of 1	
Stéphane Lagesse	2 out of 5				1 out of 1	1 out of 1
Thierry Lagesse	1 out of 5				0 out of 1	0 out of 1
Christine Marot	5 out of 5		10 out of 10	1 out of 1	1 out of 1	1 out of 1
Christophe Quevauvilliers	5 out of 5				1 out of 1	1 out of 1
Aruna Radhakeesoon <sup>2</sup>	3 out of 3	3 out of 3		1 out of 1	1 out of 1	1 out of 1
Kalindee Ramdhonee	5 out of 5		10 out of 10		1 out of 1	0 out of 1
Stéphane Ulcoq	5 out of 5			1 out of 1	1 out of 1	1 out of 1

1. Mrs Catherine Gris resigned as Director of the Company and as Chairperson of the Corporate Governance Committee on December 15, 2023.

2. Ms Aruna Radhakeesoon was appointed as Director of the Company and as member of the Corporate Governance Committee on October 25, 2023. She was appointed as Chairperson of the Corporate Governance Committee on December 15, 2023.

# CORPORATE GOVERNANCE REPORT

## 3. THE BOARD (CONTINUED)

### Other Committees

#### Advisory Committees

During FY2023, a new governance structure was set up to enable more effective decision making within the Group and align the strategy of the Company with those of all the Wholly-Owned Subsidiaries (WOS) within the Group, by setting up Advisory Committees for the Company itself and for each of the WOS.

#### MANDATE

The Advisory Committees of the Company and each of the Wholly Owned Subsidiaries (WOS) within the Group have been tasked with addressing strategic and significant operational issues related to each company and offering guidance to both the management and the Board of Directors. The key responsibilities include, but are not limited to:

- Examine, discuss, and review each company's business plans and strategies as proposed by its General Manager and monitor their implementation, while taking into consideration relevant financial and non-financial key performance indicators;
- Discuss and provide insight on any key operational matter pertaining to each company; and
- Evaluate each company's proposed investments, acquisitions and dis-investments.

#### Information Technology ("IT") Committee

During FY2024, the IT Committee which was constituted as a sub-committee of the Audit and Risk Committee discussed the current IT governance framework within the Group and the necessary measures required to strengthen the said framework. At time of writing the terms of reference of the IT Committee are in the process of being finalised and submitted to the Board for approval.

## 4. DIRECTOR APPOINTMENT PROCEDURES

### Selection, Appointment and Re-election

The Board, through the Corporate Governance (Nomination and Remuneration) Committee and its role as a Nomination Committee, follows a rigorous, formal and transparent procedure to select and appoint new Directors.

1



#### Identification of needs, profiling & selection

Identification of needs, profiling and selection of Director(s) by the Nomination Committee, by having regards to inter alia, the knowledge required to fill a gap on the Board, the skills required to add value and the extent to which the individual may meaningfully contribute to the affairs of the Board.

The Board favours diversity, including gender in line with sound principles of corporate governance.

2



#### Recommendation

The Nomination Committee recommends the nomination of the Director(s) to the Board.

3



#### Appointment

In accordance with the Company's Constitution, the Board has the power to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, such that the total number of Directors at any time does not exceed the number fixed by the Constitution.

4



#### Re-Election

A Director so appointed shall hold office only until the next following Annual Meeting of shareholders and shall then be eligible for re-election.

Initial discussions regarding the governance structure of our holding company in Reunion Island have indicated the potential need for an additional independent Director with a regional experience. This matter is currently under consideration and remains an ongoing topic of discussion as we continue to strengthen our governance framework.

The Company's Constitution does not provide for the rotation of Directors. Although being of the opinion that the holding of office by Directors relies on their knowledge and experience of the Group's activities to ensure that they exercise the appropriate degree of leadership, skill and judgement required to achieve a sustainable performance over the years, the Corporate Governance (Nomination and Remuneration) Committee has decided to include the re-election of all Directors at the agenda of the Annual Meeting of shareholders of the Company. The Board also continuously encourages its members to acquire new skills.

# CORPORATE GOVERNANCE REPORT

## 4. DIRECTOR APPOINTMENT PROCEDURES (CONTINUED)

### Board Induction

The Chairman, with the assistance of the Company Secretary, devises a formal and tailored induction programme for new Directors to enable them to develop a sound understanding of the Company and of the Group to effectively contribute to strategic discussions. They are also made aware of their fiduciary duties and responsibilities. The induction programme comprises, inter alia:



Key information and documents



One to one briefings with the Chairman and the Group CEO



Briefings with Senior Managers



Site visits

### Professional Development and Training

Directors are encouraged to keep themselves abreast of the latest workplace trends and professional practices. During the year under review, one Director attended a training session organised on risk management and sustainability by the Mauritius Institute of Directors (MIoD).

### Time Commitments

The Directors are expected to devote time and meaningfully contribute to the affairs of the Board and to ensure that their other responsibilities do not impinge on those as Director of the Company.

The Board of the Company does not believe that its members should be prohibited from serving on the Board of other organisations unless the number of directorships limits the amount of time they are able to dedicate to being a Director of the Company.

The Executive Directors are, however, not authorised to hold more than two directorships in listed companies outside the Group, including overseas companies. The Board of the Company must give its approval prior to an Executive Director accepting a seat on the Board of any company outside the Group.

### Succession Plan

Upon the recommendation of the Corporate Governance (Nomination and Remuneration) Committee, the Board has endorsed a Succession Planning Policy for Directors to ensure a proper diversity and an appropriate balance of knowledge, skills and experience on the Board.

## 5. DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE

### Directors' Duties and Responsibilities

All Directors, whether Executive, Non-Executive or Independent Non-Executive, are bound by fiduciary duties. They have both a legal and moral duty to act independently, in good faith, with due care and skill, and without fetter or instruction. The Directors' Charter duly endorsed by the Board enables the Directors to better perform their duties and ensure that their contribution is fully effective and meets the standards expected from them in terms of independence, ethics and integrity.

Non-Executive and Independent Non-Executive Directors are individuals of calibre and credibility and have the necessary skills and experience to constructively analyse, independently of management, issues of strategy, performance evaluation, resources, equal opportunities and standards of conduct. They play a particularly vital role in providing independent judgement in all circumstances.

Executive Directors on the other hand, exercise their management responsibilities and their fiduciary duties in the best interests of the Company.

Once appointed on the Board, Directors receive the key documents pertaining to their duties and responsibilities. Furthermore, charters, position statements and job descriptions have been devised so that there is a clear division of responsibilities.

### Role of the Chairman and of the Group CEO

The Company's leadership model caters for an appropriate balance of power. The roles of the Chairman and of the Group CEO are distinct. They share a positive and constructive working relationship. The key responsibilities of the Chairman and of the Group CEO are detailed on page 137. More information on their respective roles is available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

### Access to Information

The Directors are provided with concise, adequate and timely information to enable them to make informed decisions and to effectively discharge their duties and responsibilities.

### Professional Advice

The Directors perform their duties and exercise their powers to the extent permitted by law. They have the right to seek independent professional advice at the expense of the Company to enable them to discharge their responsibilities effectively.

### Directors' and Officers' Insurance and Indemnification

The Directors and the Officers are covered by an indemnity insurance cover for liabilities incurred while performing their duties, to the extent permitted by law.

### Share Dealing and Interests Register

The Share Dealing Policy of the Company sets out the Group's policy in respect of dealings in the shares of the Company by Directors, designated employees and their associates, thereby providing clear guidance on the practice to be followed to avoid any misuse of price-sensitive information.

The Directors of the Company have to abide by the principles set out in the Share Dealing Policy of the Company and in the Model Code on Securities Transactions by Directors as stipulated in Appendix 6 of the Listing Rules of the Stock Exchange of Mauritius Ltd. The Company Secretary maintains a Register of Interests which is available for consultation by shareholders upon written request.

### Conflict of Interest and Related Party Transactions

A Conflict of Interest and Related Party Transactions Policy has been endorsed by the Board in June 2018 to provide the framework for Directors and Officers of the Company and its subsidiaries to effectively identify, evaluate, disclose and manage potential, actual or perceived conflicts of interest, as well as related party transactions which may arise in relation to the activities of the Group. While the Board is ultimately responsible for developing appropriate policies on conflicts of interest and related party transactions, exercising this responsibility via the Corporate Governance (Nomination and Remuneration) Committee, the Audit and Risk Committee is responsible for addressing questions pertaining to conflicts of interest and related party transactions, and thereafter reports to the Board on such matters.

Directors are expected to discharge their duties and responsibilities objectively and in the best interest of the Company. They should avoid conflicts of interest or situations which might be reasonably perceived as such. Any Director who is directly or indirectly interested in a transaction or proposed transaction is required to disclose the nature of his/her interest, and he/she should not participate in the debate or vote on the matter.

Related party transactions of the Group are conducted in line with the internal policy. Please refer to note 30 of the Notes to the Financial Statements on pages 260 to 262 for details of related party transactions.

# CORPORATE GOVERNANCE REPORT

## 5. DIRECTORS' DUTIES, REMUNERATION AND PERFORMANCE (CONTINUED)

### Information Governance

The responsibility for information governance within the Company is bestowed upon the Board.

With the accelerated global digital transformation, the Group is committed to adapting and strengthening the IT governance structure to safeguard the confidentiality, integrity, availability and protection of information. The Board ensures that prudent and reasonable steps are taken to ensure that the IT governance forms an integral part of the overall corporate governance of the Group and is managed according to set policies. To fulfil this obligation, the Board is supported by the Audit and Risk Committee and the IT Committee for reviewing information technology risks and actions taken to mitigate them. Since global digital transformations are spurring on, the Group identified information security as one of the key issues to reinforce its IT governance structure.

The management of information technology and the implementation of information security are delegated to the Transformation and Innovation (T&I) Office. Management is responsible for implementing the policies, procedures and practices to protect the Group's information, in line with regulatory and industry norms. The Group ensures that access to information is only available to authorised parties while having physical and logical access controls in place. While the Audit and Risk Committee evaluates the effectiveness of related internal control systems, the infrastructure provides for independent assurance via the internal audit function, which acts as an additional line of defence to assess the suitability of the security policies, standards and related procedures within the Group's entities.

The significant expenditure budgets pertaining to IT for each of the Group's entities are discussed and approved on an annual basis by the Board of UBP.

A description of the Group's IT policies is available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

The Board of Directors and the management of the Company are also committed to complying with all relevant laws in respect of personal data, including the General Data Protection Regulation (GDPR) and the Data Protection Act 2017 (DPA) for the protection of the rights and freedoms of individuals whose information are collected and processed in the course of its activities. A Data Protection Management Programme (DPMP) has been devised to this end.

### Remuneration Policy

The Corporate Governance Committee, in its role as Remuneration Committee, is responsible for making recommendations to the Board with regard to the definition and development of the Group's general remuneration policy, including determining performance measurement criteria and specific remuneration packages for Executive Directors and senior management and the level of remuneration of Non-Executive Directors.

Furthermore, the Group lays significant emphasis on appointing the right people with the right experience and expertise, whilst rewarding them adequately to ensure engagement and commitment to long-term value creation. In the same vein, the Group Remuneration Policy, endorsed by the Board, sets out rules to ensure equity, transparency and consistency run across the breadth of the Group's remuneration practices.

Please refer to Other Statutory Disclosures on page 164 for a table of total emoluments and benefits received by Directors from the Company and subsidiary companies for the year ended June 30, 2024. The remuneration of Non-Executive Directors was reviewed during the year to align with market trend. The remuneration received consists of a fixed annual directorship fee and an attendance fee in some cases and excludes any remuneration in the form of share options or bonuses associated with the organisation's performance. The current remuneration package of the Group CEO comprises a basic salary, an annual performance bonus and other benefits in kind. The proportion of variable pay to fixed pay is significant and aims at aligning the interests of the Group CEO to those of the Group.

### Long-term Incentive Plan

The Company does not have any long-term incentive plan.

### Share Option Plan

The Company does not have any Share Option Plan.

### Board Evaluation

In June 2023, a comprehensive board evaluation was conducted at the initiative of the Corporate Governance (Nomination and Remuneration) Committee and led by the Chairman to assess the effectiveness and performance of the Board. The findings were compiled into a detailed report, which was discussed and reviewed by the Committee and presented to the Board of the Company. As a result of this evaluation, a task list was established to ensure that all recommendations are implemented and any issues identified are addressed. This proactive approach underscores the Board's commitment to continuous improvement and effective governance.

## 6. RISK GOVERNANCE AND INTERNAL CONTROL

### Risk Governance

The Group is committed to instilling a risk and performance culture. To this end, a risk governance framework is key. Our framework is detailed hereunder:



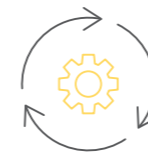
## Risk Governance



The Board of Directors is responsible for the governance of risks and embeds a robust risk management framework as a core competency. The Group's internal control system is designed to manage the risk of failure to achieve business objectives. The Board is ultimately responsible for the setting up and monitoring of the risk governance process, including setting the risk appetite, and the adequacy and effectiveness of internal control systems.



The Audit and Risk Committee assists the Board in the discharge of its duties in relation to risk management and internal control respectively.



Management is responsible for implementing internal control and risk management systems under the supervision of the Audit and Risk Committee respectively to ensure their effectiveness. The aim is to ensure that the assets of the Group are safeguarded, that proper accounting records are maintained and that the strategies and policies adopted by the Board are being implemented. The Board acknowledges that the Group's systems of risk management and internal controls provide reasonable, but not absolute assurance that the Group will not be adversely affected by an event that can be reasonably foreseen.

During the year, the Board has appointed a firm to review and update our Enterprise Risk Management (ERM) framework. Please refer to our Risk Report on pages 44 to 61.

### Insurance Coverage

The Board, via the Audit and Risk Committee, ensures that the Group's insurance policies are regularly assessed to guarantee the adequate coverage of the significant risks faced by the Group.

# CORPORATE GOVERNANCE REPORT

## 6. RISK GOVERNANCE AND INTERNAL CONTROL (CONTINUE)

### Internal Controls

The Board is responsible for the Group's internal control systems and for reviewing its effectiveness. The Group's internal control framework seeks to ensure the reliability of financial reporting, operations and systems whilst guaranteeing compliance with internally established policies and procedures as well as with laws, regulations and codes of business practice in order to protect the Group's assets and reputation.

The internal control framework recognises the pervasiveness of risks in our Group and is devised to tackle the key risks identified under the Enterprise Risk Management (ERM) Framework. The internal audit function thereafter assesses the effectiveness of the internal controls in mitigating those risks.

The Audit and Risk Committee assists the Board in the discharge of this responsibility and oversees the effectiveness of the Group's internal control systems. Processes are in place to monitor the effectiveness of internal controls, to identify and report any significant issues, and to ensure that timely and appropriate corrective actions are taken. In carrying out its duties, the Audit and Risk Committee receives regular reports from the internal audit function of the Group which is outsourced.

### Whistleblowing

In view of upholding the highest level of ethical conduct, the Board has endorsed a Whistleblowing Policy to provide a framework for its employees to raise concerns about any aspect involving malpractices, without fear of reprisal or victimisation. The policy provides details of the process to follow to raise a concern, as well as the possible outcomes related thereto.

## 7. REPORTING WITH INTEGRITY

The Board is responsible for the preparation of an Annual Report and financial statements in accordance with applicable laws and regulations. Pursuant to the prevailing Companies Act of Mauritius, the Directors are also required to ensure that financial statements are in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

The Directors are further responsible for the adequate maintenance of accounting records, which disclose at any time and with reasonable accuracy, the financial position and performance of the Company and of the Group. They also have the duty to maintain an effective system of internal control and risk management to safeguard the assets of the Company and of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Being a listed Company, we ensure that our stakeholders are kept fully informed about our activities and that our financial disclosures meet the highest ethical standards. This report sets out the financial, social, environmental and performance outlook relevant to the Group.

Furthermore, a soft copy of the Annual Report of the Group is available on the Company's website - [www.ubp.mu](http://www.ubp.mu).

## 8. AUDIT

### External Audit

The Audit and Risk Committee evaluates the independence and work effectiveness of external auditors before making a recommendation to the Board for their appointment and re-appointment. The evaluation encompasses an assessment of the qualifications and performance of the auditors, the quality and integrity of the auditors' communications with the Audit and Risk Committee and the Company and the auditors' independence, objectivity and professional scepticism.

In line with the prevailing Financial Reporting Act 2004, the auditors have been rotated in FY2020. The current auditors of the Company are Messrs. Deloitte Mauritius.

To further ensure that the objectivity and independence of external auditors are not compromised in the conduct of the audit, the Audit and Risk Committee approves any non-audit services provided by them, which are moreover limited to ad hoc advice and assistance.

Please refer to Other Statutory Disclosures on page 164 and 169 for the details of the auditors' remuneration.

### Internal Audit

The Group's internal audit function is responsible for providing independent, objective assurance to the Board regarding the implementation, operation and effectiveness of internal control systems, risk management and governance of the Group. The objective is to ascertain the extent of compliance with procedures, policies, regulations and legislation, using a risk-based approach and to recommend improvements in control, performance and productivity within the Group. The Audit and Risk Committee monitors the independence and the objectivity of the internal audit function.

The Board relies on the internal and external audit functions to report on any weaknesses and to make recommendations via the Audit and Risk Committee. The objective is to ensure the effective and efficient use of available resources and ascertain the accuracy of information used in the preparation of financial statements. No restrictions are placed over the right of access by the internal auditor to the records, the management and/or the employees of the Group.

Messrs BDO & Co. were engaged in FY2022 to conduct the internal audit function within the Group. In June 2023, a new mission was assigned for the audit of our engineering division. Due to the resignation of the internal audit partner and many members of the team, the mission was delayed until in February 2024. The objective of this assignment was to provide assurance to the Board on the adequacy and effectiveness of the controls implemented around the equipment maintenance processes at the engineering division of the Company and to review the controls around maintenance costs, supplies/parts inventory, contract management with key suppliers and the pricing basis and to assess the overall efficiency of the division. Potential weaknesses were discussed with the management and potential improvement opportunities were identified in line with best practices. Subsequently, recommendations were made to management as to the way forward to ensure better controls and risks mitigation.

In the course of the year, the Audit and Risk Committee decided to launch a tender exercise to appoint a new firm as internal auditor. Consequently, EY was appointed in May 2024. The methodology used by EY is based on the selection of specific business cycles, the identification of inherent risks, the verification of key controls in place in view of eliminating or reducing the risks to an acceptable level, the verification of the said controls to ensure that they are operating satisfactorily, the performance of walk-through tests on procedures and processes and the formulation of necessary recommendations to management for the implementation of corrective action plans.

In June 2024, a new mission was assigned to EY to conduct a review of the revenue, collections and cash handling process of the Company. The objective of this internal audit mission is to assess and report on the adequacy of the design and the operating effectiveness of controls aiming at mitigating key business risks within the revenue, collections and cash handling processes of the Company. In parallel, EY is conducting a thorough review of operational, financial and compliance risks relevant to the entities within the Group in order to come up with a list of risks to focus on as part of the audit plan for the next three years.

This year again, no financial issues were identified which would materially affect the figures reported in the financial statements. The recommendations are gradually being implemented by management.

# CORPORATE GOVERNANCE REPORT

## 9. RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

### Key Stakeholders of the Group

In line with its values, the Company fully engages itself towards responding to its different stakeholders' expectations and taking on board their interests in the decision-making process.

### Shareholding Structure

The shareholding structure of the Group at June 30, 2024 is as detailed hereunder:

#### The United Basalt Products Limited

##### Subsidiaries<sup>1 & 2</sup>:

- >> **100%** Espace Maison Ltée
- >> **100%** Compagnie de Gros Cailloux Limitée
- >> **100%** Société d'Investissement Rodriguais
  - > **75.9%** Welcome Industries Limited
- >> **100%** UBP International Limited
  - > **77%** United Granite Product (Private) Limited
  - > **100%** DHK Metal Crusher (Private) Limited<sup>5</sup>
  - > **100%** Sheffield Trading (Private) Limited<sup>5</sup>
- >> **76.5%** Sainte Marie Crushing Plant Limited
  - > **100%** Société des Petits Cailloux
- >> **71.8%** Drymix Ltd
  - > **80%** Drymat SAS
- >> **100%** Pricom Ltd<sup>5</sup>
- >> **100%** Premix Ltd
- >> **100%** Flacq Associated Stone Masters Limited
- >> **100%** Bazalt Limited
  - > **100%** SAS Bazalt Réunion<sup>4</sup>
  - > **100%** SAS Bazalt Support
- >> **70%** Basalt Solar Ltd

##### Associates<sup>2</sup>:

- >> **46%** Terrarock Ltd
- >> **25%** Cement Transport Ltd
- >> **20%** Compagnie Mauricienne d'Entreprise Ltée<sup>3</sup>

1 UBP Coffrages Ltée was amalgamated with the Company and subsequently removed from the register of companies, effective June 26, 2024.

2 UBP Madagascar was disposed of on June 26, 2024 and the stake it had in Prochimad Mines et Carrière SARL disposed of in May 2024.

3 All assets of Compagnie Mauricienne d'Entreprise Ltée were distributed via a dividend in specie declared at June 30, 2024 and materialised in July/August 2024.

4 On July 01, 2024, following the acquisition of the entities in Reunion Island, the shareholding of Bazalt Limited in SAS Bazalt Réunion changed to 90%.

5 Dormant.

The share capital of the Company amounts to Rs 265,100,420 made up of 26,510,042 ordinary shares of no par value.

The Company has as Holding Company, IBL Ltd, incorporated in Mauritius.

### Common Directors

The list of common Directors with the shareholder companies holding more than 5% of the share capital of the Company at June 30, 2024 was as follows:

Directors	UBP	IBL Ltd
Jan Boullé	•	•
Stéphane Lagesse*	•	•
Thierry Lagesse	•	•

\* Alternate to Mr Thierry Lagesse on the Board of Directors of IBL Ltd.

There were no common Directors with The National Pension Fund at June 30, 2024

### Substantial Shareholders

The shareholders holding more than 5% of the share capital of the Company at June 30, 2024 were as follows:

Shareholders	Number of shares	% Holding
IBL Ltd	8,785,100	33.14
The National Pensions Fund	1,398,175	5.27

Except for the above, no other entity or individual had an interest of 5% or more in the ordinary share capital of the Company.

### Shareholding Profile

The share ownership and categories of shareholders at June 30, 2024 were as follows:

Size of shareholding	Number of shareholders	Number of shares owned	Percentage (%)
1 - 500	3,135	280,938	1.06
501 - 1,000	346	254,126	0.96
1,001 - 5,000	675	1,591,253	6.01
5,001 - 10,000	183	1,312,290	4.95
10,001 - 50,000	222	4,512,570	17.02
50,001 - 100,000	38	2,703,939	10.20
100,001 - 250,000	19	2,913,554	10.99
250,001 - 1,000,000	6	2,578,097	10.40
Over 1,000,000	2	10,183,275	38.41
<b>Total</b>	<b>4,626</b>	<b>26,510,042</b>	<b>100.00</b>

# CORPORATE GOVERNANCE REPORT

## 9. RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS (CONTINUED)

Category of shareholders	Number of shareholders	Number of shares owned	Percentage (%)
Individuals	4,214	7,322,555	27.62
Insurance and assurance companies	7	424,177	1.61
Investment and trust companies	27	469,585	1.77
Other corporate bodies	279	13,404,428	50.56
Pension and provident funds	99	4,889,297	18.44
<b>Total</b>	<b>4,626</b>	<b>26,510,042</b>	<b>100.00</b>

In accordance with the Listing Rules of the Stock Exchange of Mauritius Ltd, at least 25% of the shareholding of the Company is in public hands.

### Share Registry and Transfer Office

The Company's Share Registry and Transfer Office is outsourced to DTOS Registry Services Ltd.

### Total Shareholders' Return

		2020	2021	2022	2023	2024
Share price at the end of the current financial year	Rs	128.50	144.75	139.00	100.00	<b>86.00</b>
Share price at the end of the previous financial year	Rs	131.25	128.50	144.75	139.00	<b>100.00</b>
Increase/(decrease) in share price	Rs	(2.75)	16.25	(5.75)	(39.00)	<b>(14.00)</b>
Dividend per share	Rs	1.90	3.00	3.00	0.00	<b>1.75</b>
Total return per share	Rs	(0.85)	19.25	(2.75)	(39.00)	<b>(12.25)</b>
Total return based on previous year's share price	%	(0.65)	14.98	(1.89)	(28.06)	<b>(12.25)</b>

### Dividend Policy

The Company has no formal set dividend policy. The payment of dividend is subject to the Company's performance, its cash flow position, its capital expenditure and debt servicing requirements, as well as its foreseeable investments and growth opportunities. In so doing, the Board of Directors attempts to distribute a yearly dividend which, under normal circumstances, should remain sustainable in the medium to long term.

On June 25, 2024, the Company declared a dividend of Rs 1.75 per share in respect of FY2024 (FY2023: Nil)

Please refer to Financial Highlights and Ratios on pages 8 to 9 for indicators and dividends paid per ordinary share over the past five years to June 30, 2024.

### Shareholders' Agreement

At the time of writing, there is no shareholders' agreement to the knowledge of the Company.

### Annual Meeting of Shareholders

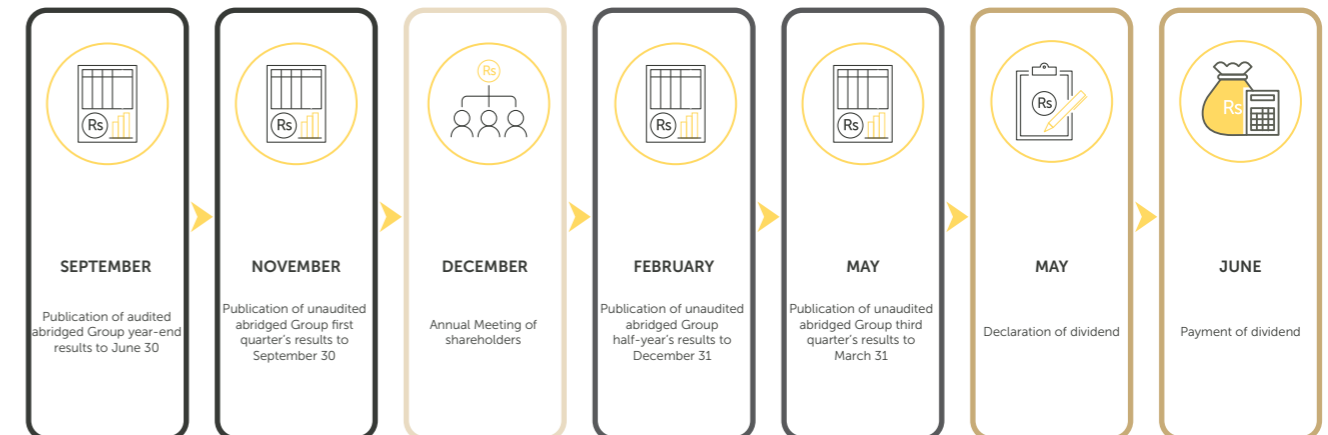
The Company's Annual Meeting is the main forum where the shareholders exercise their rights to decide on the Company's affairs and receive direct feedback from Board members. The external auditors also attend the meeting.

Shareholders are also informed in a timely manner of any relevant information concerning the Company and the Group such that they are able to take decisions in full awareness of their implications. These communications are made either by announcements in the press, the publication of quarterly Abridged Group Financial Statements and disclosures in the Annual Report.

### Shareholders' Calendar of Events

Further to the financial year-end in June, the calendar of key events is as follows:

#### Shareholders' Calendar of Events



This year, dividends were declared in June 2024 and paid to shareholders in August 2024.



# OTHER STATUTORY DISCLOSURES

PURSUANT TO SECTION 221 OF THE COMPANIES ACT 2001

## ACTIVITIES

The principal activity of the Group remains the manufacture and sale of building materials which consists mainly of our core products: aggregates, rocksand and concrete blocks. Other products include precast concrete slabs, ready-to-use dry mortar, various concrete building components including paving-blocks and roof tiles, ready-mixed concrete, imported floor and wall tiles, sanitary ware and a complete range of home building and decorating products, fittings, tools and garden accessories. Services rendered consist mainly of engineering works by the Company's workshop and contracting services.

The Group is also involved in sugar cane cultivation, the sale of agricultural products, landscaping services and leisure activities through one of its subsidiaries.

Besides Mauritius, the Group is present in Rodrigues, Sri Lanka and Reunion Island. On June 26, 2024 our subsidiary operating in Madagascar was disposed of.

On July 01, 2024, the Company acquired a 90% stake in several entities operating in Reunion Island, in the same line of business as that of the Company.

## DIRECTORS

Members of the Board of Directors at June 30, 2024 were:

### The Company<sup>1</sup>

Messrs: Jean-Claude Béga – Chairman  
Jan Boullé  
Stéphane Brossard  
Stéphane Lagesse  
Thierry Lagesse  
Mrs: Christine Marot  
Mr: Christophe Quevauvilliers  
Mrs: Aruna Radhakeesoon<sup>2</sup>  
Mrs: Kalindee Ramdhonee  
Mr: Stéphane Ulcoq

1. Mrs Catherine Gris resigned as Director of the Company on December 15, 2023.

2. Ms Aruna Radhakeesoon was appointed as Director of the Company on October 25, 2023.

### Subsidiary Companies

#### 1. Espace Maison Ltée

Messrs: Jean-Claude Béga  
Christophe Quevauvilliers  
Stéphane Ulcoq

#### 2. Compagnie de Gros Cailloux Limitée

Messrs: Jean-Claude Béga  
Christophe Quevauvilliers  
Stéphane Ulcoq

#### 3. Welcome Industries Limited

Messrs: Jean Claude Béga  
Christophe Quevauvilliers  
Stéphane Ulcoq

#### 4. UBP International Limited

Messrs: Jean-Claude Béga  
Stéphane Ulcoq

#### 5. United Granite Products (Private) Limited

Messrs: Christophe Quevauvilliers  
Stéphane Ulcoq

#### 6. Sainte Marie Crushing Plant Limited

Messrs: Stéphane Ulcoq - Chairman  
Bryan Gujjalu  
Christophe Quevauvilliers  
Thierry Sauzier

#### 7. Drymix Ltd

Messrs: Jean-Claude Béga – Chairman  
Eric Adam – alternate: Mr Guillaume Jauffret  
Jean-Jacques Jullienne - alternate: Mr Bryan Gujjalu  
Colin Taylor - alternate: Mr Gaetan Ah Kang  
Christophe Quevauvilliers  
Stéphane Ulcoq

#### 8. Premix Ltd

Messrs: Jean-Claude Béga  
Christophe Quevauvilliers  
Stéphane Ulcoq

#### 9. Pricom Ltd

Messrs: Christophe Quevauvilliers  
Stéphane Ulcoq

#### 10. Flacq Associated Stonemasters Limited

Messrs: Jean-Claude Béga<sup>1</sup>  
Christophe Quevauvilliers  
Stéphane Ulcoq

1. Mr Jean-Claude Béga was appointed as Director on August 25, 2023.

## DIRECTORS' REMUNERATION AND BENEFITS

The remuneration and benefits received by the Directors, for the year ended June 30, 2024, from the Company and its subsidiary companies were as follows:

REMUNERATION AND BENEFITS RECEIVED	FROM THE COMPANY (Rs)	FROM SUBSIDIARIES (Rs)
<b>Non-Executive Directors</b>		
Jean-Claude Béga	*1,100,000	*50,000
Jan Boullé	*500,000	*50,000
Stéphane Brossard	790,000	25,000
Catherine Gris <sup>1</sup>	300,000	-
Stéphane Lagesse	350,000	50,000
Thierry Lagesse	325,000	-
Christine Marot	*745,000	*50,000
Aruna Radhakeesoon <sup>2</sup>	300,000	-
Kalindee Ramdhonee	925,000	25,000
<b>Executive Directors</b>		
Stéphane Ulcoq (Group CEO)	12,117,430	57,647
Christophe Quevauvilliers (Group Head of Corporate Services)	5,662,530	57,647

1. Mrs Catherine Gris resigned as Director and Chairperson of the Corporate Governance Committee of the Company on December 15, 2023

2. Ms Aruna Radhakeesoon was appointed as Director of the Company on October 25, 2023

\* The fees payable to Mrs Christine Marot, Messrs Jean-Claude Béga and Jan Boullé are paid to IBL Ltd.

# OTHER STATUTORY DISCLOSURES

PURSUANT TO SECTION 221 OF THE COMPANIES ACT 2001

## DIRECTORS' AND SENIOR OFFICERS' INTERESTS IN SHARES

The Directors' and Senior Officers' interests in the ordinary shares of the Company at June 30, 2024 were as follows:

Directors	Category	Ordinary shares			
		Direct		Indirect	
		Number	%	Number	%
Jean-Claude Béga - Chairman	NED	-	-	1,073	0.004
Jan Boullé	NED	-	-	11,484	0.043
Stéphane Brossard	INED	-	-	-	-
Stéphane Lagesse	NED	218	0.001	45,137	0.170
Thierry Lagesse	NED	2136	0.008	45,137	0.170
Christine Marot	NED	-	-	-	-
Christophe Quevauvilliers	ED	600	0.002	12	0.000
Aruna Radhakeesoon	INED	-	-	-	-
Kalindee Ramdhonee	INED	-	-	-	-
Stéphane Ulcoq	ED	-	-	-	-

ED - Executive Director  
NED - Non-Executive Director  
INED - Independent Non-Executive Director

Senior Officers	Position held	Direct		Indirect	
		Number	%	Number	%
Vikram Gunnoo	General Manager of Premix Ltd	72	0.000	-	-
Bruno de Spéville	Marbella Division Manager	227	0.001	-	-

None of the Directors and Senior Officers of the Company had an interest in the shares of the subsidiary companies.

## DIRECTORS' SERVICE CONTRACTS

Except for Messrs Stéphane Ulcoq and Christophe Quevauvilliers, who each have a contract of employment with the Company, there is no service contract between the Company and any of the Directors.

## DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNIFICATION

The Directors and the Officers benefit from an indemnity insurance cover for liabilities incurred while performing their duties, to the extent permitted by law.

## SHAREHOLDERS

### Substantial Shareholders

The shareholders holding more than 5% of the share capital of the Company at June 30, 2024 were as follows:

Shareholders	Number of shares	% Holding
IBL Ltd	8,785,100	33.14
The National Pensions Fund	1,398,175	5.27

Except for the above, no other entity or individual had an interest of 5% or more in the ordinary share capital of the Company.

## CONTRACTS OF SIGNIFICANCE

No Director or any substantial shareholder had a material interest, either directly or indirectly, in a contract of significance entered into by the Company or its subsidiaries.

## DONATIONS

The Company and its subsidiary companies have donated Rs 1,142,311 during the year ended June 30, 2024 (2023: Rs 777,738) out of which none were political donations. The details of the donations are as follows:

Name of Company	Amount (Rs)
The Company	655,239
Espace Maison Ltée	25,000
Compagnie de Gros Cailloux Limitée	47,295
Drymix Ltd	266,283
Welcome Industries Limited	69,094
Premix Ltd	79,400
<b>Total</b>	<b>1,142,311</b>

# OTHER STATUTORY DISCLOSURES

PURSUANT TO SECTION 221 OF THE COMPANIES ACT 2001

## AUDITOR'S REMUNERATION

The auditors' remuneration for the FY2024 was as detailed in the table below:

	THE GROUP		THE COMPANY	
	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000
<b>Audit fees:</b>				
Deloitte	6,120	5,476	2,133	1,905
Other firms	429	611	-	-
<b>Non-audit fees:</b>				
Deloitte	-	-	-	-
Other firms	2,159	1,225	1,792	925

Non-audit fees of Rs 503,540 (2023: Rs 474,540) were paid by the Group to Ernst & Young for tax services.

Non-audit fees of Rs 75,000 (2023: Rs 25,000) were paid by the Group to BDO & Co. for tax services.

Non-audit fees of Rs 1,580,000 were paid by the Group to Ernst & Young for consultancy services.

Non-audit fees of Rs 725,000 were paid by the Company to Ernst & Young in 2023 for the purchase price allocation in relation to the acquisition of Premix and FAST.

The auditors' remuneration for our subsidiary companies for the FY2024 was as detailed in the tables below:

	SMPCL		Welcome		EML		UBPI	
	2024 Rs	2023 Rs	2024 Rs	2023 Rs	2024 Rs	2023 Rs	2024 Rs	2023 Rs
Audit fees - Deloitte	355,000	316,700	351,000	313,500	890,000	795,000	-	-
Non-audit fees : Tax – Ernst & Young	48,000	43,000	12,000	11,000	60,000	55,000	1,000	1,000

	CGX		UGPL		UBPM		Drymix	
	2024 Rs	2023 Rs	2024 Rs	2023 Rs	2024 Rs	2023 Rs	2024 Rs	2023 Rs
Audit - Delta	-	-	-	-	202,565	401,447	-	-
Audit fees - Deloitte	862,000	769,300	127,238	124,069	-	-	506,600	452,600
Non-audit fees : Tax – Ernst & Young	22,000	20,000	31,320	30,540	-	-	59,000	57,000

	Premix		UBPC		FAST	
	2024 Rs	2023 Rs	2024 Rs	2023 Rs	2024 Rs	2023 Rs
Audit fees - Deloitte	896,000	800,000	-	-	-	-
Audit fees - RSM	-	-	-	-	226,800	210,000
Non-audit fees : Tax – Ernst & Young	-	-	5,000	5,000	50,000	48,000
Non Audit fees : Tax - BDO & Co.	75,000	25,000	-	-	-	-

1. SMPCL Sainte Marie Crushing Plant Limited
2. Welcome Welcome Industries Limited
3. EML Espace Maison Ltée
4. UBPI UBPI International Ltd
5. CGX Compagnie de Gros Cailloux Limitée
6. UBPM UBPM Madagascar
7. UGPL United Granite Product (Private) Limited
8. Drymix Drymix Ltd
9. Premix Premix Ltd
10. UBPC UBPC Coffrages Ltée
11. FAST Flacq Associated Stonemasters Limited

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED JUNE 30, 2024

## Statement of Directors' responsibilities in respect of the preparation of financial statements and internal control

The Directors are responsible for the preparation of financial statements which give a true and fair view of the financial position, financial performance and cash flows of the Company. In so doing, they are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- comply with the provisions of the Companies Act 2001 and the International Financial Reporting Standards (IFRS), and explain any material departure thereto;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business in the foreseeable future.

The Directors are also responsible for the proper maintenance of accounting records which disclose at any time and with reasonable accuracy, the financial position and performance of the Company. They are also responsible for maintaining an effective system of internal control and risk management, for safeguarding the assets of the Company and for taking all reasonable steps to prevent and detect fraud and other irregularities.

The Directors acknowledge that they have exercised their responsibilities as described above and confirm that they have complied with the above requirements in preparing the financial statements for the year ended June 30, 2024. They also acknowledge the responsibility of the external auditors to report on these financial statements and to express an opinion as to whether they are fairly presented. They further acknowledge that they have ensured compliance to the Code of Corporate Governance (the "Code").

The Directors confirm that there is an outsourced internal audit function. The Board also confirms that proper accounting records have been maintained during the year ended June 30, 2024 and that nothing has come to their attention which could indicate any material breakdown in the functioning of the internal control system and have a material impact on the trading and financial position of the Company.

On behalf of the Board



**Jean-Claude Béga**  
Chairman

September 26, 2024



**Stéphane Ulcoq**  
Group CEO

# COMPANY SECRETARY'S CERTIFICATE

FOR THE YEAR ENDED JUNE 30, 2024

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

**IBL Management Ltd**

Company Secretary

September 26, 2024