

INTRODUCTION

Phoenix Beverages Limited ("PhoenixBev" or the "Company"), incorporated on 9 September 1960, is a Public Interest Entity as defined under the Financial Reporting Act 2004. PhoenixBev is listed on the Official Market of the Stock Exchange of Mauritius Ltd. This Corporate Governance Report sets out how the Company has applied the principles contained in the National Code of Corporate Governance for Mauritius (2016) (the "Code of Corporate Governance").

The Board of Directors (the "Board") affirms its commitment to ensuring that good governance principles are entrenched throughout the PhoenixBev group (the "Group") and reflected in all its business activities.

To the best of the knowledge of the Board, PhoenixBev has complied with the Code of Corporate Governance during the year ended 30 June 2022. The Company has applied all eight principles set out in the Code and explained how these principles have been applied.

This report is available on the PhoenixBev website: www.phoenixbeveragesgroup.mu

PRINCIPLE 1: GOVERNANCE STRUCTURE

Board Charter

The governance structure of PhoenixBev is set out in its Board Charter. The Charter defines the role, function and objectives of the Board, the Board Committees, the Chairperson and the Group Chief Executive Officer ("CEO"). It also sets out how they interact to promote efficient, transparent and ethical functioning and decision-making processes within PhoenixBev.

The Corporate Governance Committee of PhoenixBev had reassessed the adequacy of the aforementioned Board Charter, which was adopted in 2018, during the financial year 2020/2021, and confirmed to the Board of Directors that the Committee was satisfied with the contents of the said Charter and these were still in conformity with the current requirements of the Company and the Group. The Board Charter remains a dynamic document and shall be regularly reassessed by the Board and amended as and when deemed necessary.

The Board Charter is available on the website of PhoenixBev at: www.phoenixbeveragesgroup.mu

Management Contract

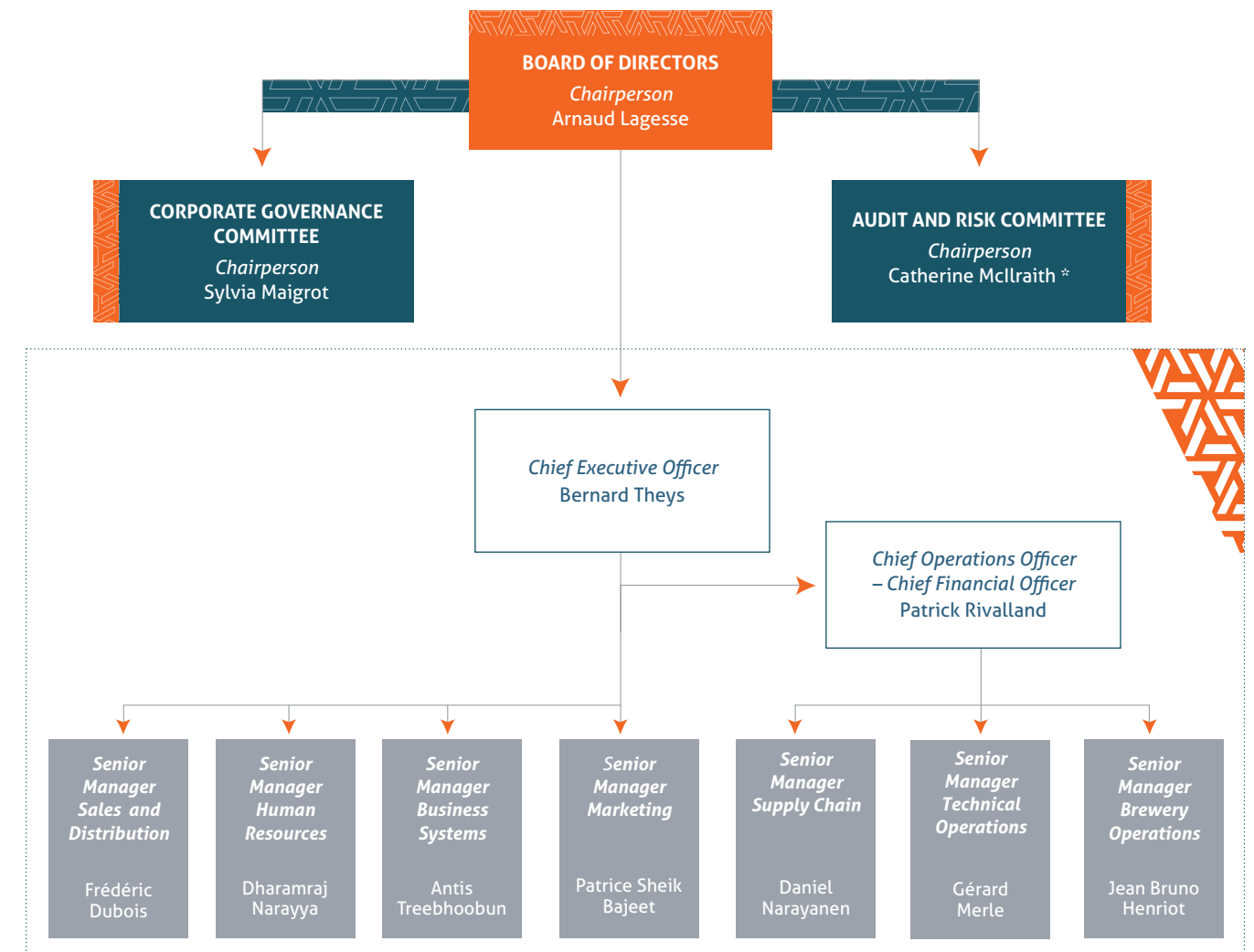
Phoenix Management Company Ltd ("PMC"), under the aegis of a management contract, provides the companies of the Group with a range of management and executive services. These include administrative, financial, commercial, technical, marketing and communication services. PMC employs and remunerates the senior executives of the Group.

The management contract which started in 2001 has since been renewed with the current one expiring in June 2024.

The management fee paid by Phoenix Beverages Limited during the year under review amounted to MUR 163.5 million (2021: MUR 152.8 million).

Organisation chart and statement of accountabilities

The governance structure and organisation chart of PhoenixBev setting out the key senior positions as well as the reporting lines, as approved by its Board, are shown below:



The Executive Directors and Senior Managers inside the dotted lines are employed and remunerated by PMC, in line with the management contract referred to above.

* Mrs. Catherine McIlraith took over the chairmanship of the Audit and Risk Committee on 1 July 2022 from Mr. Reshan Rambocus who resigned as Director and Chairperson of Audit and Risk Committee on 30 June 2022.

The profiles of the Senior Managers can be found on pages 88 and 89 of this report.