

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

The Board of Directors

PhoenixBev is led by an effective and highly committed unitary Board comprising eleven Directors who possess the appropriate skills, knowledge, independence and experience in the core and other business sectors, for both local and regional markets, to enable them to discharge their duties and responsibilities effectively. The Board plays a key role in determining the Company’s and Group’s direction, monitoring its performance and overseeing risks, and is collectively responsible for the long-term success of the Company and the Group. The Board believes that it possesses an adequate balance of skills to fulfil its duties and responsibilities.

The composition of the Board as at the date of this report is as follows:

Name	Status
Arnaud Lagesse	Non-Executive Chairperson
Jean-Claude Béga	Non-Executive Director
Jan Boullé	Non-Executive Director
François Dalais	Non-Executive Director
Guillaume Hugnin	Non-Executive Director
Hugues Lagesse	Non-Executive Director
Thierry Lagesse	Non-Executive Director
Sylvia Maigrot	Independent Non-Executive Director
Catherine McIlraith	Independent Non-Executive Director
Patrick Rivalland	Executive Director (Chief Operations Officer – Chief Financial Officer)
Bernard Theys	Executive Director (Chief Executive Officer)

The following changes occurred in the Board composition during the year under review:

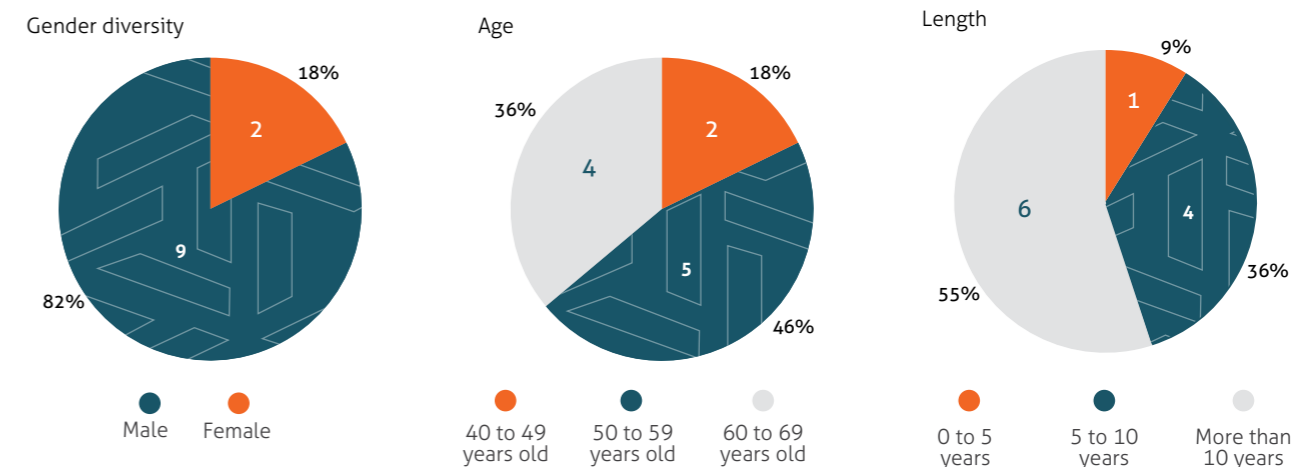
- On 7 February 2022, Mr. Yvan Mainix-Chirio resigned as Director
- On 4 April 2022, Mrs. Catherine McIlraith was appointed as Director
- On 4 April 2022, Messrs. Jean-Pierre Dalais and Roger Espitalier Noël resigned as Alternate Directors of Messrs. François Dalais and Guillaume Hugnin respectively
- On 30 June 2022, Mr. Reshan Rambocus resigned as Director

Profiles of Directors and details of other directorships

The profiles of the Directors including their external directorships in listed companies are disclosed on pages 84 to 87 of this report.

Details of other directorships are available upon request to the Company Secretary, IBL Management Ltd, 4th Floor, IBL House, Caudan Waterfront, Port Louis.

Balance and gender diversity of Board Members



Key roles and responsibilities within the Board

PMC has been delegated with the responsibility of managing and executing the strategic development of PhoenixBev. However, the Board of PhoenixBev has the responsibility to ensure that there is an effective organisational and reporting structure in place within PMC so that there are clear reporting lines within the Group and well-defined roles and responsibilities. The above delegation of responsibilities has been implemented while ensuring that the decision-making process involves the adequate resources. The ultimate responsibility of supervision of the Group remains with the Board of PhoenixBev.

The key senior governance positions and responsibilities, as approved by the Board, are as follows

