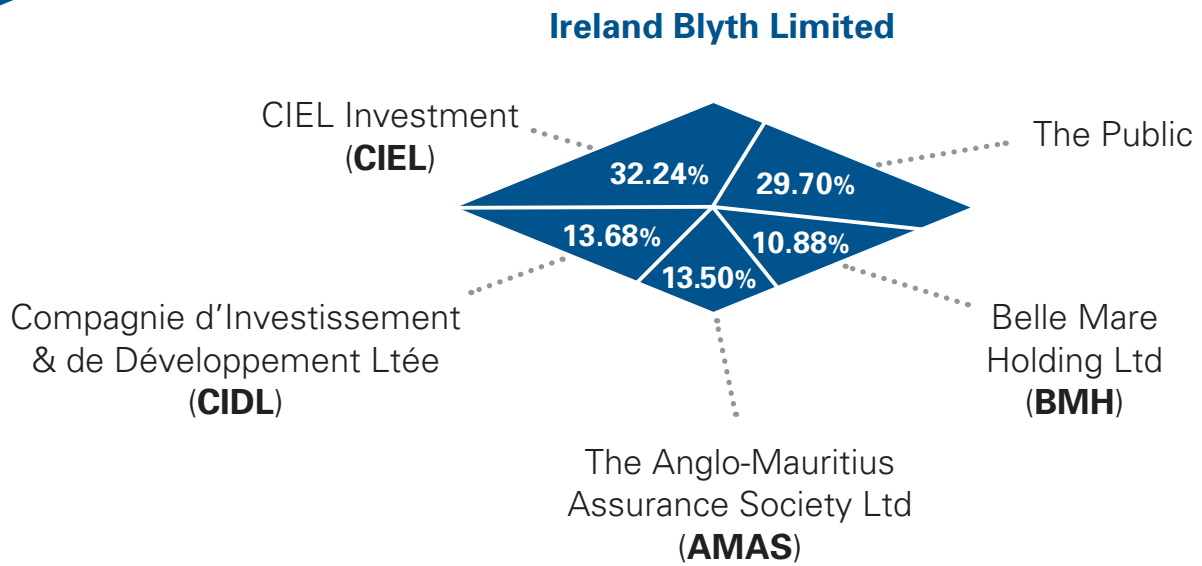


# Corporate Governance

Ireland Blyth Limited is a listed company on the Stock Exchange of Mauritius and its shareholding structure is as below.



There are no other shareholders who own more than 5% of the Company.

The names of the common Directors at each level are as follows:

	<b>CIEL</b>	<b>CIDL</b>	<b>AMAS</b>	<b>BMH</b>
DALAIS, Guy Christian	•			
DALAIS, Arnaud	•		•	A
DALAIS, Jean Pierre	•			
LAGESSE, Arnaud	•	A		
LAGESSE, J Cyril		•	•	
LAGESSE, Thierry	•	•	•	

A: Alternate Director

The dividend policy of the Company is subject to its performance, taking into account funding requirements of new projects. It is and will be at least 30% of Group attributable profits.

The other directorships in listed companies of the Directors are at 31<sup>st</sup> December 2007 as follows:

	BMH	CAUD	HARF	I PRO	MEI	MSM	NRL	PAD	PBL	SRL	SWAN	UBP
DALAIS, Guy Christian				•								•
DALAIS, Jean Pierre									A	A		
DALAIS, Arnaud	A	•						•				•
d'HOTMAN de VILLIERS, Patrice					•							•
de FONDAUMIÈRE, Jean			•									•
LAGESSE, Arnaud						•	•		•		A	A
LAGESSE, J Cyril						•	•		•	•	•	•
LAGESSE, Thierry				•		•			•	•	•	•
RIBET, Jean	•											

**INDEX**

BMH Belle Mare Holding Limited  
 CAUD Caudan Development Ltd  
 HARF Harel Frères Ltd  
 I PRO I PRO Growth Fund Ltd  
 MEI Mauritian Eagle Insurance Co Ltd  
 MSM Mauritius Stationery Manufacturers Ltd  
 NRL Naïade Resorts Ltd  
 PAD Promotion & Development Ltd  
 PBL Phoenix Beverages Ltd  
 SRL Sun Resorts Ltd  
 SWAN Swan Insurance Co Ltd  
 UBP United Basalt Products Ltd

A: Alternate Director

At 31 December 2007 the Directors' direct and indirect interests in the shares of the Company were as follows:

Name of Director	Number of ordinary shares	
	Direct	Indirect
BROUSSE de GERSIGNY, François	-	-
DALAIS, Guy Christian	-	2,000
DALAIS, Jean Pierre	61,023	-
DALAIS, Arnaud	29,508	12,850
de FONDAUMIÈRE, Jean	-	-
d'HOTMAN de VILLIERS, Patrice	2,446	10,000
LAGESSE, Arnaud	-	16,385
LAGESSE, J Cyril	14,773	1,000
LAGESSE, Thierry	3,300	75,000
HARDY, Bertrand	175,481	148,477
RIBET, Jean	-	235,746

With respect to the Model Code of securities transactions by the Directors (appendix 6 of the Listing Rules) the Directors are fully aware of its contents and during the year. Mr Arnaud Lagesse sold 8,215 shares indirectly. Mr Bertrand Hardy acquired 36,228 shares indirectly. Mr Patrice d'Hotman de Villiers acquired 566 shares directly. Mr Guy Christian Dalais bought 2,000 shares indirectly.

The Chairmanship of the Company rotates every 2 - 3 years between Thierry Lagesse and Arnaud Dalais.

There are management services agreements between the Company, Ciel Corporate Services Ltd (CCS), GML Services Financiers et Juridiques Ltée (GML) and Belle Mare Holding Ltd (BMH). The services provided include, inter alia, corporate and investment strategy, advisory support services bringing industry specific expertise. In return for these services, the Company pays Rs 2m per annum to each of CCS and GML and Rs 1m per annum to BMH. These agreements have been entered into since 2001.

## Corporate Governance (continued)

### Directors' attendance, remuneration and benefits

The attendance, remuneration and benefits of the Directors for 2007 are as follows:

Directors	Board Meeting	Audit & Risk Management Committee	Remuneration Committee	Strategic Committee
BROUSSE de GERSIGNY, François	4 out of 6			
DALAIS, Guy Christian	5 out of 6			
DALAIS, Jean Pierre	3 out of 6	1 out of 3		1 out of 1
DALAIS, Arnaud	6 out of 6		1 out of 1	1 out of 1
de FONDAUMIÈRE, Jean	3 out of 6	3 out of 3		
d'HOTMAN de VILLIERS, Patrice	6 out of 6			1 out of 1
HARDY, Bertrand	6 out of 6			
LAGESSE, Arnaud	5 out of 6	3 out of 3		1 out of 1
LAGESSE, J Cyril	6 out of 6			
LAGESSE, Thierry	5 out of 6		1 out of 1	1 out of 1
RIBET, Jean	5 out of 6			1 out of 1

All non-executive Directors earn Rs 80,000 per annum except for the Chairman who earns Rs160,000 per annum.

In addition, the Chairman of the Audit Committee earns Rs 75,000 per annum and other members of the Audit Committee earn Rs 50,000 per annum.

	<u>2007</u>
Emoluments paid by the company and related corporations to:	Rs'000
Directors of Ireland Blyth Limited	
- Executive	28,228
- Non-executive	4,039

Our associated company, Sun Resorts Ltd, reimburses the company Rs 2,000,000 towards the Chairman's costs (G C Dalais)

### Board, Directors and Committees

The Board consists of 11 Directors, two of whom are executives.

The roles of the Chairman and the Chief Executive are separate. The Chairman has no executive or management responsibilities and acts as Chairman of meetings of Shareholders.

The Chief Executive is appointed by the Board.

The Board meets quarterly and at such additional adhoc times as may be required. Members of the senior management are invited to attend board meetings to facilitate communication between the executive management and non-executive board members.

During 2007, the Board met six times.

### Board Committees

The Board has appointed three sub committees:  
Audit and Risk committee, Remuneration committee and Strategic committee.

#### Audit and Risk Committee

Messrs Jean de Fondaumière (Chairman), Jean Pierre Dalais and Arnaud Lagesse form part of this committee.

They met three times during the year (March, September and December) prior to the publication of the half yearly and yearly profit announcements. The audit committee reviews the above as well as other quarterly results that are published. The committee reviews the Group's internal and external audit reports and agrees on the scope of the audits. Furthermore, the committee reviews audit, accounting and financial reporting issues and ensures an effective internal control environment exists in the Group.

Based on a decision to outsource the Internal Audit function, and following a tender exercise, Ernst & Young were appointed as Internal Auditor for a period of three years. They have submitted a plan and report regularly on their findings to the Audit Committee.

#### Remuneration Committee

Messrs Thierry Lagesse and Arnaud Dalais form part of this committee.

The Chief Executive attends these committees by invitation.

The remuneration philosophy is to ensure that the senior management is appropriately rewarded for their individual and joint contributions to the Group's results, whilst also having due regard to market conditions, the interest of the shareholders and to the financial and commercial well being of the Group.

This Committee also reviews the remuneration of non-executive Directors.

During 2007, the committee met once.

#### Strategic Committee

Messrs Thierry Lagesse, Arnaud Dalais, Arnaud Lagesse, Jean Pierre Dalais, Patrice d'Hotman de Villiers and Jean Ribet form part of this Committee.

During 2007, the committee met once.



**Simon-Pierre Rey**  
Chief Operating Officer

#### Shareholders' Calendar

Financial Year End	December
Annual Meeting of Shareholders	June

#### Reports

Preliminary Results	March
First Quarter	June
Half Year	September
Third Quarter	December

#### Dividends

Declaration	September
	December

Payment	April
	October