Wong Chan See S. v Mauvilac Industries Limited

2023 IND 10

Cause Number 466/16

IN THE INDUSTRIAL COURT OF MAURITIUS
(Civil Side)

In the matter of:-

Stephanie Wong Chan See

Plaintiff

v.

Mauvilac Industries Limited

Defendant

My response in relation to the challenge

I will not recite *in extenso* the effect of the averments of this plaint already provided in my first ruling namely in **Wong Chan See S. v Mauvilac Industries Limited** [2022 IND 32], but will only give a gist for the purposes of the present arguments.

Plaintiff, an Accountant, was in the continuous employment of Defendant until 3 June 2016 as Financial Manager assigned with specific duties as from I June 2009 pursuant to a contract dated 5 May 2009.

At all material times, she reported to the Head of Finance and Accounts, who was previously known as the Financial Director or Chief Finance Officer, at the Defendant.

The acquisition of a majority stake in the Defendant by Adenia Partners, a private equity firm, about July 2014 entailed changes in the management structure of

the Defendant. Since then, Plaintiff felt that by such changes, Defendant was looking for a reason to terminate her employment or a means of pressurizing her to resign.

Subsequently, given that Defendant's auditors namely BDO De Chazal Du Mée had observed a mismatch between the bank reconciliations and bank statements around September 2015, Plaintiff together with other high ranked employees carried out an internal investigation which revealed that a fraud had been committed by an accounts' clerk namely Mr. Veden Balasoopramanien Allagen.

By way of a letter dated 1 December 2015, Plaintiff was informed by Defendant that it had decided to appoint an external audit and forensic expert in order to investigate and make recommendations as Management had just uncovered a fraud at the Finance section involving only one person at that time and that it was only in the light of the report of the expert that Management would be in a position to decide the way forward regarding others that might be involved, directly or indirectly, in that fraud and might have to take disciplinary actions against those who had been so involved.

In the meantime, Plaintiff was specifically requested to help the ongoing investigation and report any matter which she thought might help in identifying those behind that fraud.

By 1 December 2015, Defendant was aware that the said fraud had been committed by Mr. Allagen and how it was committed.

On 12.2.2016, Plaintiff was convened to a meeting with the General Manager who told her that he obtained a report from the external audit and forensic expert and which revealed that she failed in her duties as Financial Manager so that he asked her to resign or he would take disciplinary action against her.

Plaintiff refused to submit her resignation and stated that she would appear before a disciplinary committee upon Defendant's request.

Then, the General Manager handed to her a letter dated 12 February 2016 stating that Management considered that as Finance Manager, she committed acts amounting to misconduct and/or poor performance on her part and that Management decided to suspend her. She was required to appear before a disciplinary committee after the final report would have been handed over to Management by the auditors and the General Manager told her that she could think over her decision of whether

to resign and that he was open to negotiate some kind of compensation to be paid by the Defendant to her in the event that she decided to resign.

Following her suspension from work, she was called by the HR Manager on 17,18 and 29 February 2016 respectively to ask her whether she would resign from her employment with Defendant.

By a letter dated 10 March 2016, she was informed that now Management being in presence of the report of the external forensic auditors, she was convened to a disciplinary committee to 23 March 2016 to answer the charges levelled against her namely:

"1. In the course of your employment as Financial Manager, you failed to supervise and/or verify the tasks performed by a former employee namely Mr. Balasoopramanien Allaghen who was working under your direct supervision in your Department, so that cash sums received by the said Mr. Balasoopramanien Allaghen on a number of instances, in the course of his employment, as evidenced by the daily collection sheets, were neither recorded on the lodgement sheet which was prepared by the said employee nor were those sums banked into the bank account of the Company as they should have been by him leading to a massive fraud to the tune of Rs. 10.9 million;

2. As Financial Manager, you failed in your duties to ensure that adequate procedures and controls were in place or set up within your department in order to prevent such a massive fraud amounting to Rs. 10.9 million from occurring over the period July 2013 to September 2015."

At the sitting of the 23 March 2016, the Plaintiff denied the above mentioned charges before the disciplinary committee.

By letter dated 3 June 2016, Defendant informed her that the disciplinary committee had found that the charges levelled against her were established and consequently, her employment was terminated forthwith.

The allegations and charges set out in the letters of 12 February 2016 and 10 March 2016 respectively are not true and were fabricated by Defendant to pressurise her to resign from her employment.

Defendant, therefore, did not act in good faith by suspending her and convening her to appear before a disciplinary committee.

Therefore, the allegations and charges set out in the letters of 12 February 2016 and 10 March 2016 cannot and do not constitute valid reasons for termination of her employment by Defendant.

Since 1 December 2015, Defendant was or ought to have been aware of the charges which were later set out in the letters of 12 February 2016 and 10 March 2016 and Defendant has thus failed to notify her of such charges within the statutory delay provided in section 38(2)(a)(iii) of the Employment Rights Act.

Consequently, Defendant has unfairly, unjustly and unlawfully terminated her employment and that such termination was without good cause and justification.

Defendant, on the other hand, has denied liability. Its averments are essentially as follows:

1. In or about January 2016, Plaintiff was requested by the new Head of Finance of Defendant to submit a list of her duties which she did and pursuant to the Company Standard Procedure No.302 [Accounts and Debtors Management] her duties also included the duty to ensure that all procedures relating to management of debtors were complied with.

2. Plaintiff was reporting to the Financial Director or Chief Finance Officer of Defendant. It was correct to say that discrepancies were noted, but the full extent of the fraud had not by then been detected and the investigation of the fraud was ongoing although the said Allagen was a suspect but not the only one. There was a meeting and Plaintiff was informed of her suspension on the ground of misconduct and or poor performance and there would be a Disciplinary Hearing and that she should think about her future.

3. Defendant suspended her following the report of the external auditors in view of her status as the most senior officer of the finance department at the time and gave her an opportunity to give her explanations on the facts and matter reproached of her.

4. During her hearing by the Disciplinary Committee, she admitted that she had failed in her duties.

5. Defendant acted all along within the parameters of the law and the allegations of Plaintiff were but lame attempts to cover up the fact that the

facts complained of had been proved leaving the Defendant with no other alternative but to terminate her employment. Plaintiff was in a position of trust and Defendant could not be expected to continue to employ her in such a position of trust given the evidence available and the findings of the disciplinary committee.

Plaintiff was examined in chief in the course of the trial. She contended that as far as cash was concerned it also involved the Financial Director and those lower down in her hierarchy in the Finance Section. Then, I highlighted in my previous ruling the background and context unfolding into the objection to be cropped up later on and which reads as follows at page 26 of the transcript of the Court sitting dated 2.7.2021:

"Q. However, on the 3rd of June 2016, the defendant wrote to you and informed you that the DC had found the charges proved against you?

A. Yes.

Q. And the defendant informed you that they had decided to terminate your employment?

A. That's right.

Q. *Right. You state that – Can you produce the letter?*

Letter dated 03.06.2016 is produced and marked as Document P

COURT: *Yes, there is no objection from Mr. Glover?*

MR. G. GLOVER,S.C: *No objection.*

MR R. PURSEM,SC PROCEEDS WITH EXAMINATION IN CHIEF

Q. You state, Mrs Wong that the defendant did not act in good faith in suspending you and dismissing you at the end of the day?

A. I don't agree.

Q. Right. As far as you are concerned, the allegations and charges which are set out in the letter of the 12th of February and 10th of March cannot and do not constitute valid reason for the termination of your employment?

A. Don't agree.

COURT:

Q. Please speak up.

A. I don't agree.

MR R. PURSEM, S.C. PROCEEDS WITH EXAMINATION IN CHIEF

Q. Alright. I wanted to take you to paragraph 2(c) of the defence. Paragraph 2(b), where the defendant says that one of your duties was to ensure that all procedures relating to management of debtors are complied with. Was that part of your duties?

A. Management of debtors I had explained, it was the duty of the Accountant cum Credit Controller and myself. I partly done part of the task."

Then, I highlighted in my previous ruling the effect of the answers given by the Plaintiff above in terms of background information revealing the context for the objection to be invoked thereafter by learned Senior Counsel for Defendant in order to explain the decision reached by the Court:

"Therefore, in the light of the above extract, it is clear that Plaintiff has admitted that Defendant in line with the findings of the Disciplinary Committee, that Defendant did act in good faith in suspending her and dismissing her and that the allegations and charges which are set out in the letter of the 12th of February and 10th of March can and does constitute valid reason for the termination of her employment.

Thus, the answers given by Plaintiff are in line with the plea of Defendant that she admitted the charges levelled against her at the Disciplinary Committee and against her own averments in her plaint which is a denial of the said charges.

Now, when the fraud was uncovered, auditors were involved and which also involved the new management in the person of one Mr. Koenig who was the General Manager. Objection was taken as to the production of a trail of e- mails emanating from Mr. Koenig and Plaintiff because it was not produced before the Disciplinary Committee and as per the averments of the plaint would have established that she was pressurized to resign so that the allegations and charges set out in the letters of

12 February 2016 and 10 March 2016 respectively are not true and were fabricated by the Defendant to pressurise her to resign from her employment.

The matter was accordingly fixed for arguments."

The objection was upheld namely the production of a trail of e-mails between Mr. Koenig forming part of the new management in the Finance Section and Plaintiff prior to the termination of her employment was not allowed in my previous ruling but not exactly for the same reasons as pressed by learned Senior Counsel for the Defendant.

Now, when the case was fixed for continuation, the present arguments were heard as learned Senior Counsel appearing for Plaintiff has moved that the present Bench abstains from hearing the present case as Plaintiff will not benefit from a fair trial as enshrined in the Constitution by virtue of Section 10 which has expanded the purport of section 125 of the Courts Act. He relied on the Supreme Court cases of **Dookhee v R [1992 SCJ 90]** and **Hurnam D v The Judicial and Legal Service Commission & Ors [2002 SCJ 53]**. He further referred to extracts from my previous ruling namely:

"*"Therefore, in the light of the above extract, it is clear that Plaintiff has admitted that Defendant in line with the findings of the Disciplinary Committee, that Defendant did act in good faith in suspending her and dismissing her and that the allegations and charges which are set out in the letter of the 12th of February and 10th of March can and does constitute valid reason for the termination of her employment.*

Thus, the answers given by Plaintiff are in line with the plea of Defendant that she admitted the charges levelled against her at the Disciplinary Committee and against her own averments in her plaint which is a denial of the said charges.

(…) *In that manner, the statutory requirements contained in Section 38(2)(a)(i) of the Employment Rights Act 2008 have been satisfied*

(…) Although the Disciplinary Committee which is the Disciplinary Committee of Defendant does not have the attributes of a Court of law so that its findings are not conclusive, it is a forum where both Sections 38(2)(a)(i) and 38(2)(a)(ii) of the Act are satisfied. The Court equally is a forum where both Sections 38(2)(a)(i) and 38(2)(a)(ii) of the Act are satisfied."

Learned Senior Counsel for Plaintiff contended that Section 38(2)(a)(i) says that the employer shall terminate the worker's agreement for the reason related to the worker's misconduct unless he cannot in good faith take any other course of action. It appears that the Court in that ruling had already found that Section 38(2)(a)(i) has been satisfied and the Court went on to say that both Sections 38(2)(a)(i) and 38(2)(a)(ii) are satisfied. He has further relied on the following extracts of my previous ruling viz.

"Now, true it is that Plaintiff has denied the charges in her plaint while in Court has made an admission to the effect that she was liable in relation to both charges and that Defendant has acted in good faith in terminating her employment. This is in fact an admission which is the best evidence available.

Such admission on her part supports the plea of the Defendant that she admitted liability at the Disciplinary Committee of Defendant. Indeed, she did not say in Court that she denied liability at the Disciplinary Committee in line with her plaint.

(…) But now that she has admitted liability in relation to both charges, it is abundantly clear in such a serious case of fraud, the Defendant could not in good faith have taken any other decision but to terminate her employment irrespective of the fact that the fraud involved the participation of other players in the Finance Section in the sense that she was partly and not totally responsible."

Then, learned Senior Counsel for Plaintiff stated that now based on the extracts which he has referred to, it is the submission of the Plaintiff that the Court cannot proceed to hear the matter inasmuch as the Plaintiff is not likely to get a fair trial. Thus, in view of the findings made in a ruling by the Court, Plaintiff would not be given a fair trial within the meaning of the Section 10 of the Constitution and for that reason, the matter will have to be heard before a differently constituted Court.

Learned Counsel appearing for Defendant has contended that she is going to abide by the decision of the Court. She has relied on the Supreme Court case of **Boolell Prakash v. Beesoondoyal Devianee & Or [2002 SCJ 309]** where it was held that section 125 of the Courts Act has a much wider import than that provided in the section itself. She has also stated that the case has to be governed by the test of reasonable possibility of bias, that is, a real likelihood of bias and if the test is met, then the Court will have to recuse herself.

I have given due consideration to the arguments of both learned Senior Counsel for the Plaintiff and learned Counsel for the Defendant.

First and foremost, one should not lose sight of the fact that there are two cardinal presumptions namely the Presumption of Innocence and the Presumption of Sanity.

Based on the above extract of the proceedings as per the answers given by the Plaintiff, she has clearly and unequivocally made an admission that Defendant acted in good faith at the time of her dismissal following her suspension in relation to the 2 charges levelled against her which constituted valid reasons for the termination of her employment as further admitted by her.

I construed such a qualified admission as being the best evidence as it was further qualified by her further admission that the management of debtors was the duty of the Accountant cum Credit Controller(inferior to her position) and herself as explained by her already in Court before and that she partly did that task so that it did not matter whether there were other players in that alleged massive fraud and that she was not totally involved as the material fact remained that she admitted that she was partly responsible. Such a wide range admission of Plaintiff inescapably means that Defendant could not in good faith do otherwise but to terminate her employment because of the element of trust that needs to exist between an employer and such a high ranked employee namely a Financial Manager could not realistically continue to exist at the time she was dismissed so that her dismissal is deemed to be justified following the findings of the Disciplinary Committee that the charges were proved against her which is not denied in her plaint and more importantly she admitted in Court that the said charges constituted valid reasons for her dismissal in good faith by Defendant which is clearly in line with the plea of Defendant and that she also admitted that she failed in her duties at her hearing before the Disciplinary Committee as per the plea of Defendant.

There is nothing to suggest that at trial stage whilst she was benefiting fully of her right to a fair trial under Section 10 of the Constitution, she was of unsound mind when she made such a wide range admission sufficient enough to leave her employer in good faith with no other course of action but to dismiss her following the findings of its Disciplinary Committee wherein the charges were proved against her. Needless to add that her wide range admission has corroborated the case which she

had already run before that Committee namely that she failed in her duties as per Defendant's plea.

I fully endorse the principles propounded in the cases cited by both learned Counsel on the purport of Section 125 of the Courts Act which has now been assimilated to the Constitutional plane namely under Section 10 of the Constitution under the notion of fair trial. Thus, I find it pertinent to quote an excerpt from the Supreme Court case of **Hurnam D v The Judicial and Legal Service Commission & Ors** [2002 SCJ 53] where the case of **Dookhee v R** [1992 SCJ 90] was cited with approval as follows:

"As was held by the Full Bench in **Dookhee v. R** [1992 SCJ 90]*;* ***[1992 MR 210], casenote]****, section 125 of the Courts Act, which limitatively sets out as valid only two grounds of challenge against a Magistrate, has been superseded by section 10 of the Constitution which contains the all-embracing notion of fair trial.*

(2) It would in the circumstances be a wise move on the part of the legislator to repeal section 125 of the Courts Act and to introduce appropriate legislation to govern the issue of challenge of Magistrates and Judges. But so long as section 125 of the Courts Act remains on the statute book, there will be, in relation to the challenge of Magistrates, a specific procedure as per that section in relation to the grounds therein specified and some other appropriate procedure would have to be followed in relation to the grounds of challenge not therein specified but falling under the notion of fair trial."

Indeed, in the Supreme Court case of **Boolell Prakash v. Beesoondoyal Devianee & Or** [2002 SCJ 309]**,** it was held that **Dookhee** (supra) *"in fact decides that grounds for challenging a Magistrate are not limited to those found in Section 125 of the Courts Act but are generally governed by the broad principle of fair trial under Section 10 of the Constitution which has a wider scope."*

In the present case, the grounds of challenge do not fall under the 2 grounds specified under section 125 of the Courts Act namely on account of personal interest in the matter or of being related to one of the parties to the case but falling under the notion of fair trial under section 10(8) of the Constitution which provides –

"Any court or other authority required or empowered by law to determine the existence or extent of any civil right or obligation shall be established by law and shall be independent and impartial, and where proceedings for such a determination are instituted by any person before such a court or other authority, the case shall be given a fair hearing within a reasonable time."

As regards the question of procedure in relation to challenge which in the present case is outside the purview of Section 125 of the Courts Act was considered in the Supreme Court case of **Rezistans Ek Alternativ & Ors v The State of Mauritius [2019 SCJ 186]**:

"The question of procedure was examined by the Court in the case of ***Hurnam v The Judicial and Legal Service Commission & Ors*** *[2002 MR 22]. The Court pointed out that "in the silence of the law, any appropriate procedure could be adopted subsequent to the challenge being made. To be appropriate, however, the procedure would have to be in conformity with basic principles of law".*

The Court expressed its disapproval that Judges should give their reasons for not abstaining from hearing a case "in the course of a ruling, interlocutory judgment or judgment." The Court stated that "such a procedure is in our view repugnant to the principle that no one should be a Judge in his own cause inasmuch as such a procedure leaves the impression that the challenged Judge is himself deciding the issue whether the applicant's right to a fair trial is or is not jeopardized upon the challenged Judge hearing the case.

The Court, which consisted of 2 Judges, went on to state that they proposed to place on record, separately, our response in relation to the challenge and, in the event we refuse to abstain from hearing this application, the reasons for our refusal."

Indeed, on the issue of response, it means that the first hurdle that I have to address is whether the challenge is *bona fide* and seriously raised. *"It is when that hurdle is passed that the next stage will be undertaken whether a reference to another Bench for determination of the actual challenge becomes necessary."* (see- **Director of Public Prosecutions v Hurnam D [2012 SCJ 251]**).

However, in **Rezistans Ek Alternativ**(supra), the full Bench of the Supreme Court was in favour of having the initial stage only namely the response stage and

was not in favour of having that initial stage to be followed by a review by a differently constituted Bench given the incongruous and unhealthy conflictual situations which are likely to arise. It was held that the course to be adopted is that the Bench who is challenged will have to place his or her response on record and the only procedure available to challenge the decision of that Bench would be by raising the issue on appeal against a final judgment.

It is imperative to note that the right to a fair hearing pursuant to section 10(8) of the Constitution includes the right to be heard (see- **E. Khodarbux v FTM (Mauritius) Ltd** [2014 SCJ 430]) which is a tenet of the rule of natural justice.

My response on the issue of challenge is that it clearly begs the question of whether it has passed the hurdle of having been *bona fide* and seriously raised (see- **Director of Public Prosecutions v Hurnam D** [2012 SCJ 251]).

I hold that there has been impartiality throughout the proceedings as the background against which the production of a trail of e-mails was sought to be produced had to be highlighted first for such motion to make sense in the context of alleged unjustified dismissal *ex facie* the plaint. Indeed, the provision of the Employment Rights Act 2008 applicable to the present case viz. Section 38(2)(a) is reproduced below:

*"**38. Protection against termination of agreement-***

(2) No employer shall terminate a worker's agreement-

(a) for reasons related to the worker's misconduct unless –

(i) he cannot in good faith take any other course of action;

(ii) the worker has been afforded an opportunity to answer any charge made against him in relation to his misconduct;"

By way of a parallel which could prove to be quite of a mind boggling exercise, I meant that both the Disciplinary Committee although it does not have the attributes of a Court of law (see- **Moortoojakhan R. v Tropic Knits Ltd** [2020 SCJ 343]) and the present Court are two *fora* where both Sections 38(2)(a)(i) and

38(2)(a)(ii) of the Act are satisfied in the sense that the cases run by both Plaintiff and Defendant at the Disciplinary Committee cannot be disregarded or overlooked as if the issue of justified or unjustified dismissal is unconnected with the Disciplinary Committee as it would infringe the Northern Transport Principle as highlighted in the overriding authority of **Smegh (Ile Maurice) Ltée v Persad D. [2011 PRV 9]**.

The Plaintiff has claimed in her plaint that she denied the charges levelled against her following her suspension at her hearing before the Disciplinary Committee. In Court, when she was given an opportunity to be heard, she in fact stated clearly, unequivocally and in no uncertain terms that the Defendant had in good faith terminated her employment as the said charges levelled against her constituted valid reasons for it to do so which is compatible with the case run by her at the Disciplinary Committee namely that she admitted that she failed in her duties at her hearing before that Committee as per Defendant's plea let alone that she did not deny that the charges were proved against her at the said Committee in her plaint. However, the said Committee having found the charges proved against Plaintiff as averred in her plaint which is in line with Defendant 's plea, the Defendant employer had dismissed her following its findings as the said Committee could not decide whether the dismissal was justified as it is not a Court of law but it had the power to give its findings as to whether the charges levelled against the Plaintiff have been proved and which were so proved and as such the forum of the Disciplinary Committee is necessarily satisfying Section 38(2)(a)(i) of the Act to some extent.

Now, in Court in the course of her trial, Plaintiff admitted that her Defendant employer in good faith terminated her employment as the charges faced by her were valid reasons for it to do so and she further admitted that the management of debtors was the duty of the Accountant cum Credit Controller(inferior to her position) and herself as explained by her already in Court before and that she partly did the task which inescapably mean that Defendant after having suspended her from her duty, in good faith could not have any other course of action but to terminate her employment because of the element of trust that needs to exist between an employer and such a high ranked employee in her capacity as Financial Manager could not realistically exist at the time she was dismissed which was after Defendant having taken cognizance of the findings of that Committee meaning after Plaintiff was heard before that Committee so that her dismissal was not unjustified and as such the forum of the Disciplinary Committee is necessarily satisfying Section 38(2)(a)(ii) of the Act to some extent.

Such a wide range admission on the part of Plaintiff boils down to the Plaintiff having admitted in Court that the burden of proof that rested on Defendant was discharged on the basis of the material it had or ought to be reasonably aware at the time it dismissed her, it could not in good faith take any other course of action following the findings of its Disciplinary Committee wherein the charges were proved against her so that the termination of her employment was not unjustified. It is clear enough that the trail of emails is within the ambit of the material that Defendant knew or ought to have been reasonably aware at the time of her dismissal as it emanates from its finance section wherein Plaintiff was employed prior to her dismissal (see- **Smegh (Ile Maurice) Ltée v Persad D.** [2011 PRV 9]).

Thus, the objection was upheld in my previous ruling and the trail of e-mails was not produced on the basis that there was no need for them to be produced as they are material that Defendant knew or ought to have reasonably known at the time it dismissed Plaintiff in view of her own wide range admission in Court which is the best evidence that the burden of proof which rests on Defendant has been discharged already in that her dismissal was not unjustified. The production of the trail of those e-mails would not have served any meaningful purpose and as such the objection to have it produced was upheld which does not mean that the manner in which the proceedings were conducted was biased in the sense of having caused a violation of Section 10(8) of the Constitution namely the Plaintiff's right to a fair trial.

Bias is an objective test and not a subjective one as perceived by the Plaintiff. At this stage, I find it relevant to quote the following passage from the case of **Director of Public Prosecutions v Hurnam D** [2012 SCJ 251]**:**

"We have also gone into the principles which govern the issue of bias in the ruling of the 26 January 2012. The important words to heed in the dictum of Lord Phillips in ***Porter v. Magill [2002] 2 AC 357*** *are that the observer has to be a fair-minded observer, not any observer. As was said in* ***Lawal v Northern Spirit Ltd. [2003 UKHL 35]*** *the observer must adopt "a balanced approach and will be taken to be a reasonable member of the public, neither unduly complacent or naïve nor unduly cynical or suspicious." This observer must be an informed observer, which means that he must be acquainted with the relevant facts in issue. He must have considered those facts. And then in his fair mind come to the conclusion that the present bench is biased against the respondent or in favour of the Chief Justice and*

the Judges referred to in the DPP's application. We can safely conclude that such cannot be a conclusion that can be reached by the type of observer we are speaking of. We say so also because an informed observer would certainly additionally take into account the security of tenure each and every Judge of this Court has under the Constitution and the laws of this country, the safeguards attaching to the exercise of their functions and the guarantees against outside pressure."

For all the reasons given above, I take the view that the challenge is not *bona fide* and seriously raised and that the Court cannot be faulted for reaching the conclusion that it did. Thus, the grounds for challenge are rejected. However, having said so, in view of the fact of such a wide range admission on the part of Plaintiff, I would invite the Defendant to consider it as a mitigating factor in order to find a settlement in the present case.

The matter is accordingly fixed *proforma* to 16.2.2023 for both learned Senior Counsel to suggest early common dates for continuation.

S.D. Bonomally (Mrs.) *(Vice President)*

10.2.2023