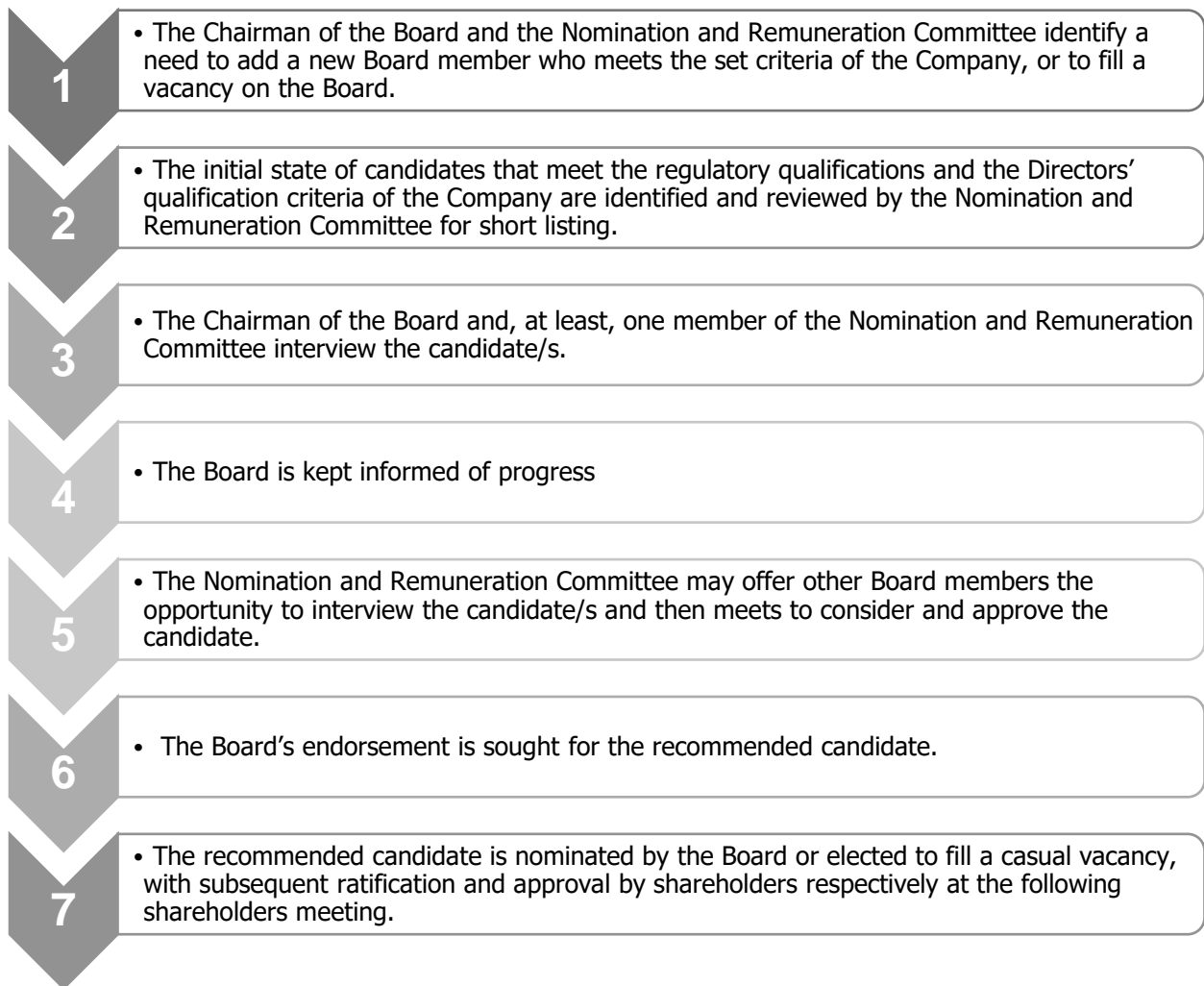


## CONSTANCE HOTELS SERVICES LTD

### Nomination and Appointment Process

The process for identifying and selecting Director candidates is undertaken by the Nomination and Remuneration Committee. The nomination process is as follows:



Prior to nominating a Director, the Board specifies the required qualifications for the Director, taking into consideration the current composition and skill mix of the Board and the Company's business strategy, going forward.

The criteria considered are as follows:

- The nominee's reputation, business and personal ethics and integrity, independence of thought and judgement, financial sophistication, and leadership competences.

- The nominee's skills, business, personal and professional accomplishments, private sector or sectoral knowledge, and experience, bearing in mind the current state of the Company and the market in which the Company is operating.
- The extent to which the nominee is prepared to participate fully in Board activities, including Board Committees, and commit to active participation in meetings of the Board and its committees, of which he or she is a member.
- The extent to which the nominee can help the Board reflect the culture, diversity and interests of the Company and possesses any necessary independence that may be required to meet good corporate governance practices.
- The nominee's commitment to increasing shareholder value.
- The nominee's ability to meet the qualification criteria prescribed by the Companies Act 2001 and the National Code of Corporate Governance for Mauritius (2016).

In case of current Directors being considered for re-nomination, the Nomination Committee will also take into consideration the Director's history of attendance at Board and Committee meetings, the Director's tenure as a member of the Board, the Director's preparation for and contribution to decision making at meetings and the outcome of past Board self-assessments, specific to the said Director.

Board candidates may be identified from four principal sources:

- The Board's network of contacts, including current members of the Board, Senior Executives of the Company, the Company's advisers and, if it deems appropriate, a professional search firm.
- The nomination of candidates in accordance with an existing 'Protocole d'Accord', under which parties to this Protocol have the right to nominate a specific number of Directors to the Board.
- The nomination of candidates by virtue of the Companies Act 2001, which calls for a special meeting of Shareholders, to be held on the written request of Shareholders holding shares carrying together not less than 5 per cent of the voting rights entitled to be exercised on the appointment of a Director.
- The Directors' Register of the Mauritius Institute of Directors.

In the case of Director Candidates nominated by virtue of the existing shareholder's agreement or Companies Act 2001, the Nomination and Remuneration Committee will ensure that the recommended nominees meet the qualification criteria prescribed by the Company and are able to discharge their responsibilities effectively and in a transparent manner for the benefit of the Company as a whole.