

CONSTANCE GROUP

CONSTANCE HOTELS SERVICES LIMITED AND ITS SUBSIDIARIES (‘Company’)

CORPORATE GOVERNANCE COMMITTEE CHARTER

The Charter of the Corporate Governance Committee (the ‘Committee’) of Constance Hotels Services and its subsidiaries (the “Company”) was approved by the Board on 3 December 2018.

This Committee, as established by the Board, shall include in its charter responsibility for matters covered by a Corporate Governance Committee and Data Protection Sub-committee as outlined in the Statement on Corporate Governance and Data Protection Policy as attached to and forming an integral part of this Charter.

1. Membership

- 1.1 The Committee shall be composed of not less than three members, two of whom are to be non-executive directors.
- 1.2 Non-independent chairpersons of the Board can only be the chairperson of the Committee on condition that the majority of the members of the Committee are independent non-executive directors. If this is not the case, then the non-independent chairperson of the Board can be a member of the Committee but not its chairperson.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Group Chief Executive Officer, senior executives and external advisers may be invited to attend or all or part of any meeting, as and when appropriate and necessary.
- 1.4 Members of the Corporate Governance Committee shall be appointed by the Board and for the term of their directorship.
- 1.5 The members of the Committee shall be assisted by the Company Secretary or her nominee, the Risk and Compliance Manager and the Environment, Health & Safety Manager where appropriate.
- 1.6 An induction programme shall be put in place for new members of the Corporate Governance Committee, covering their role and responsibilities, an overview of the company’s business including nature of business and main risk areas.
- 1.7 Appropriate and timely training shall be provided to all members of the Committee on an ongoing basis.
- 1.8 The Chairperson of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairpersonship.

2. Secretary

- 2.1 The Company Secretary or her nominee shall act as the Secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper considerations to be given to the issues.

3. Quorum

- 3.1 The quorum for decisions of the Committee shall be any two members of whom one must be the Chairperson present throughout the meeting.

4. Frequency of Meetings

- 4.1 Meetings of the Committee will be held as the Committee deems appropriate. However, the Committee shall meet at least three times a year.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairperson of the Committee or any member of the Committee.
- 5.2 The notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed shall, other than under exceptional circumstances, be forwarded to each member of the Committee, and any other person required to attend, by the Secretary of the Committee not less than five working days prior to the date of the meeting; Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

6. Proceedings

- 6.1 Unless varied by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's Constitution regulating the meetings and proceedings of Directors and committees;
- 6.2 The Secretary of Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.
- 6.4 The Chairperson of the Committee shall report to the main board on sensitive issues discussed at Committee level.

7. Minutes of Meetings

- 7.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated no later than ten working days to all members of the Committee.
- 7.3 Once approved, minutes should be circulated to all other members of the Board unless, in the opinion of the Committee Chairman, it would be inappropriate to do so.

8. Responsibility of the Committee

The authority of the Committee is delegated to it by the Board of Directors which will review its effectiveness every two years. The scope of such responsibility is defined below. The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.

- 8.1 Develop and recommend to the Board a corporate governance framework and a set of corporate governance guidelines including Data Protection (DPA) and Environment, Health and Safety;
- 8.2 Review and evaluate the implementation of the corporate governance guidelines within the organisation;
- 8.3 Periodically review and evaluate the effectiveness of the organisation's Code of Ethics and Conduct;
- 8.4 Ensure that an adequate process is in place for the Board and Senior Management to comply with the organisation's Code of Ethics and Conduct;
- 8.5 Review the position descriptions of the Chairman of the Board of Directors and Chairpersons of Board Committees, and recommend any amendments to the Board;
- 8.6 Review and recommend the implementation of structures and procedures to facilitate the Board's independence from management;
- 8.7 Develop charters for any new committees established by the Board and review the charters of each existing committee and recommend any amendments to the charters;
- 8.8 Review any notice given by an individual director that the director intends to retain an outside advisor at the expense of the organisation;
- 8.9 Review all related-party transactions and situations involving Board members and refer where appropriate to the Board or the shareholders' general meeting;
- 8.10 Review its own performance every two years;
- 8.11 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.12 Periodically receive a report from the Risk and Compliance Manager, the Environment, Health and Safety Manager and the DPA Steering sub-committee on relevant matters;

- 8.13 Ensure that an adequate process is in place for the Board and senior management to comply with the National Code on Corporate Governance for Mauritius and other relevant regulations; and
- 8.14 Work and liaise as necessary with all other Board committees.

9. Reporting Responsibilities

- 9.1 The Committee Chairperson shall report to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce a report to be included in the Company's annual report about its activities and actions taken to discharge its role and responsibilities.

10. Annual General Meeting

- 10.1 The Committee Chairperson should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

11. Remuneration

- 11.1 Members of the Committee shall be paid such specific fee in respect of their appointment as shall be approved by the Board.
- 11.2 Such special remuneration approved shall be in addition to the annual fees payable to Directors.

12. Authority and Resources

- 12.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.
- 12.2 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties and shall set the appropriate procedures accordingly;
- 12.3 The Committee is authorised to obtain at the Company's expense, outside legal and other independent professional advice on matters within its terms of reference or as it considers necessary to perform its duties.
- 12.4 This Charter of the Corporate Governance Committee shall be approved by the Board and any amendments thereto submitted to the Board for approval.

This Charter has been approved by the Board of Constance Hotels Services Limited on 3 December 2018 and is to be strictly adhered to, as relevant to the nature of its business.