

CONSTANCE HOTELS SERVICES LIMITED

CORPORATE GOVERNANCE COMMITTEE CHARTER

This Charter applies to Constance Hotels Services Ltd and its operating subsidiaries as applicable (collectively, the “Company”).

This Committee, as established by the Board, shall include in its charter, responsibility for matters covered by a Corporate Governance Committee and Data Protection Steering Committee as outlined in this Charter, the Data Protection Steering Committee Charter, Corporate Sustainability Charter, the Compliance Charter, Fondation Constance Charter and all policies relating thereto, all of which form an integral part of this Charter.

1. Membership

- 1.1 The Committee shall be composed of not less than three members, who are to be Independent or 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 and the Group Compliance Officer 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 all or part of any meeting, as and when necessary.
- 1.4 Members of the Corporate Governance Committee shall be appointed by the Board and for a term of three years.
- 1.5 The members of the Committee shall be assisted by the Company Secretary or her nominee, the Group Compliance Officer and the Corporate Sustainability 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.

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 consideration to be given to the issues raised, discussed and approved at each meeting.

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 four 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 Meetings and proceedings of the Committee shall be in accordance with the requirements of the National Code of Corporate Governance 2016;
- 6.2 The Chairperson of the Committee shall report to the main Board on all material matters discussed and those requiring Board approval.

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 each Committee meeting shall be circulated to all members of the Committee, not less than five working days prior to the date of the following meeting.
- 7.3 Once approved, minutes will be made available at the Company Secretariat for reference by Board members.

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 three 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 that include Data Protection (DPA), Sustainability and 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 and Conflict of Interest and Related Party Transactions Policy;
- 8.5 Review and recommend the implementation of structures and procedures to facilitate the Board's independence from management;
- 8.6 Review any notice given by an individual director that the director intends to retain an outside advisor at the expense of the organisation;
- 8.7 Review its own performance every three years;
- 8.8 Keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 8.9 At each meeting review reports from the Compliance Officer, the Corporate Sustainability Manager and the Data Protection Officer on relevant matters;
- 8.10 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 2016 and other relevant regulations; and
- 8.11 Work and liaise as necessary with all other Board committees.
- 8.12 Recommend for Board approval the appointment of the Group Compliance Officer.

9. Data Protection

The Board has delegated the responsibility for establishing, overseeing, reviewing and monitoring the Company's Privacy Strategy and Governance programmes and related initiatives, based on the Mauritius Data Protection Act 2017 (DPA17) and the European Union General Data Protection Regulations (GDPR), and to ensure adequate resources are available to meet the Company's set objectives through the Data Protection Steering Committee, which is a sub-committee of the Corporate Governance Committee.

10. Compliance

The Board has delegated the authority for the overall management of compliance to the Corporate Governance Committee through the Group Compliance Officer, whose function, scope and responsibility are detailed in the “Compliance Officer Accountabilities”, “Compliance Officer Handbook” and “Professional Standards and Guidelines for Compliance Officers”.

Scope

The coverage of compliance includes but is not limited to:

- Laws, rules and regulations, as well as the Companies Act 2001 and Code of Corporate Governance for Mauritius (2016)
- Codes of conduct and good practices
- Charters, policies and procedures
- Key business ethics and values
- Enterprise Risk Management, including compliance and reputational risks
- Data Protection
- Prevention and detection of Money Laundering and Financing of Terrorism and Proliferation.
- Corporate Sustainability

11. Corporate Sustainability

The Board has delegated the responsibility for overseeing the management of sustainability to the Corporate Governance Committee, through the Corporate Sustainability Manager, who formulates and implement the Company’s corporate sustainability strategy.

Objectives

The Company’s sustainability programme focuses on the following objectives:

- Embed sustainable development principles into its core business practices, across our business units;
- Promote sustainable and responsible tourism by contributing to biodiversity conservation, cultural heritage preservation and community development;
- Understand and respect the needs of stakeholders, and use collective influence to drive sustainability within the tourism industry;
- Comply with all laws and regulations applicable in the countries where it operates;
- Leverage the opportunities presented by sustainable development to deliver long-term strategic benefits to its stakeholders and superior value to shareholders.

12. Fondation Constance

The Board has delegated the responsibility for overseeing the management of Constance Fondation, which comprises its three operating Companies, Constance Hotels Services Limited, BMH Limited and Constance La Gaieté Company Limited, to the respective company's Corporate Governance Committee. Fondation Constance is administered through the Constance Fondation Committee, comprising of executives from the aforementioned companies and the Group Secretariat, under the overall direction of the Corporate Governance Committee.

Objectives

The CSR programme of Constance Fondation is guided by the following three objectives:

- Care for the well-being and development of the community in which the Constance Group member companies operates, as well as of the environment
- Ensure that the Group's involvement and contribution can make a difference
- Establish that Corporate Social Responsibility is not charity, but an investment intended to bear a positive and sustainable impact on the community.

13. Reporting Responsibilities

13.1 The Committee Chairperson shall update the full Board on a regular basis through Minutes and presentations at each Board meeting to ensure that every board member is aware of significant issues on all matters within the sphere of responsibilities that affect the Company.

13.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

13.3 The Committee shall prepare a Corporate Governance Report on its activities to be disclosed in the Company's Annual Report, which must comply with the reporting requirements contained in the Code of Corporate Governance for Mauritius (2016).

14. Annual General Meeting

14.1 The Committee Chairperson is to attend the annual general meeting to answer any shareholder questions on the Committee's activities.

15. Remuneration

15.1 Members of the Committee and Steering Committees shall be paid such specific fee in respect of their appointment as shall be approved by the Board.

15.2 Such special remuneration approved shall be in addition to the annual fees payable to Directors.

16. Other Matters

- 16.1 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.
- 16.2 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.
- 16.3 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.
- 16.4 Members of the Committee are to be encouraged to join appropriate professional organisations and attend relevant training courses, workshops etc. to keep abreast of all laws, rules, regulations and other good governance requirements.
- 16.5 Members must be well aware and understand the:
- Committees' role and responsibilities
 - Principles of the Code of Corporate Governance for Mauritius (2016)
 - Mauritius Data Protection Act 2017 and European Union General Data Protection Regulations
 - Guidelines on corporate sustainability, notably from the United Nations World Commission on Environment and Development (WCED).
- 16.6 The Committee is to arrange periodic reviews of its own performance and, at least, every three years, review its Charter and its terms of reference, and all Codes, Charters and Policies relating to its sphere of responsibilities to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

This Charter has been reviewed and approved by the Board of Constance Hotels Services Limited on 14 November 2022 and is to be adhered to, as relevant to the nature of its business and management structure.