

# CONSTANCE GROUP

## CORPORATE

### CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS POLICY

#### CONSTANCE HOTELS SERVICES LIMITED

This policy provides a structure to ensure that Directors and key Senior Executives of Constance Group member companies and related subsidiaries are aware of their disclosure requirements and that all transactions concerning the operations of the respective companies (*the "Company"*), are properly disclosed and can be adequately managed without detriment to the reputation and integrity of any or all member companies and all their Stakeholders in so far as it relates to good corporate practice.

The purpose of this policy is to ensure that deliberations and decisions are made in the best interests of the Company as a whole, and to protect the interests of each individual Company when it is entering into a transaction, contract or arrangement that might benefit the private interest of a related interested Director, Designated Employee or their Associates. An interested Director, Designated Employee or Associates must not use his/her position with respect to the concerned Company, or confidential Corporate information obtained in regard to that Company, which is not available to the market, in order to achieve a financial benefit for his/her associates or a third person, including any related organisation.

#### ***Conflict of Interest***

Directors and Designated Employees must disclose to their respective Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director, Designated Employee, and their Associates and/or any companies in which the Director, Designated Employee and their Associates have a material financial and/or controlling interest, and the interests of that Company. On appointment, and at determined intervals, Directors and Designated Employees will have an opportunity to declare and update any such interests and these will be entered into the respective Company's 'Register of Interests/Insiders' which is maintained by the Company Secretary.

*Associates include: a spouse or partner, children or any relative residing under the same roof and companies/businesses in which the director (or his/her spouse/partner or children) holds 10% stake or more or a succession in which the director has an interest.*

*Designated Employees are employees who have access to price sensitive and privileged information in the normal course of business.*

Directors and Designated Employees should update this disclosure by notifying the Company Secretary in writing as soon as they become aware of any conflicts by themselves or their Associates. Directors are also expected to indicate to the Chairman of the Company's Board any actual or potential conflict of interest situation as soon as it arises. To ensure Directors have an opportunity to disclose new conflicts of interest and related party transactions, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest, related party transaction, including share dealings. Any amendments to disclosures are to be tabled at this time and entered into the Register of Interests/Insiders.

The Board of the Constance Group Member Company can request a Director to take reasonable steps to remove a conflict of interest. If a Director is in such a situation of conflict of interest, then the Director should absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates, unless the conflict of interest relates to an interest common to the majority of that Company's Directors/shareholders.

### ***Related Party Transactions***

Related party transactions include any financial or non-financial transaction between a Director and/or their Associates and the Company, and will be reported to each Board meeting and entered into the Register of Interests/Insiders.

Related party transactions between Designated Employees and/or their Associates and the Company will be reported to the Company Secretary in writing and entered into the Register of Interests/Insiders.

The Companies Act requires related party transactions to be disclosed to shareholders in addition to the compensation made to Directors and Senior Executives. An exemption to this requirement occurs where the financial benefit is given on arm's length terms and where same can be substantiated.

### ***Administration and Monitoring of the Conflict of Interest and Related Party Transactions Policy***

The Board of each Constance Group Member Company has delegated the responsibility to administer and monitor compliance with this policy, with respect to disclosure by Directors and Designated Employees and/or their Associates, to the Company Secretary, in conjunction with the respective Corporate Governance Committee.

Directors and relevant Designated Employees are required to update their interests not less frequently than once a year setting forth all their business and that of their Associates, which relate in any way to the business and other activities of the Company. Disclosures are made in writing, via a "Return" that each Director and Designated Employee needs to update, sign and return to the Company Secretary for presentation to the Board at its meeting in November.

Also, in May of each year, Directors and Designated Employees will be requested to update their Register of Interest/Insiders, in writing, by completing a return which is to be handed, by the Directors, to the Company Secretary at the related Board meeting. Designated Employees are to send their completed returns to the Company Secretary.

At each Board Meeting, Directors are asked to declare any conflicts of interest, related party transactions and share dealings, other than those already reported, which information is recorded by the Company Secretary. During the course of the year, the Company Secretary may, also, receive information in regard to financial or non-financial transactions undertaken by the Related Party with the Company. This information and that received from the Audit and Risk Management Committee, will be noted on an ongoing basis in the Company's 'Register of Interests/Insiders by Directors and Designated Employees and reported to the Board at each quarterly Board meeting by the Audit and Risk Management Committee and/or Corporate Governance Committee, as appropriate.

### **Statements**

Each Director and Designated Employee shall complete the Company's Conflict of Interest Disclosure Form, which forms an integral part of this policy and affirms that such person has:

- i. received a copy of the Conflict of Interest and Related Party Transactions Policy
- ii. read, understood and complied with the Policy
- iii. agreed to comply with the Policy during his/her term of appointment.

*This Policy has been reviewed and approved by the Board of the Constance Hotels Services Limited on 4 September 2023 and is to be complied with, as relevant to the nature of its business and business structure.*