

CONSTANCE HOTELS SERVICES LTD

(the 'Company')

Position Statements of Key Governance Positions

Chairman of the Board

The Chairman of the Board is responsible for:

- 1) **Providing** leadership to the Board and **chairing** Board and Shareholders' meetings.
- 2) **Overseeing** the composition, development, and culture of the Board and its Committees.
- 3) **Engaging** the Board and Committees in regular performance assessment and improvement.
- 4) **Ensuring** an effective evaluation process, leadership succession, and succession planning for the Group CEO and Senior Executives.
- 5) **Establishing** efficient processes and information flow for effective Board operations.
- 6) **Ensuring** robust strategic planning, corporate governance, and risk management programmes.
- 7) **Hiring** independent advisers as required and **ensuring** compliance with regulatory remedial actions.
- 8) **Maintaining** effective and continuous communication with shareholders.

Chairman of the Audit and Risk Management Committee

The Chairman of the Audit and Risk Management Committee is responsible for:

- 1) **Determining** meeting schedules and **setting** agendas in collaboration with senior executives and the Company Secretary.
- 2) **Chairing** Committee meetings, facilitating open discussions, encouraging active participation, and ensuring effective and efficient functioning, and **attend** the IT Steering Committee.
- 3) **Ensuring** members receive accurate, timely, and clear information, and **maintaining** effective communication with Senior Management.
- 4) **Overseeing** relationships with Senior Management and External/Internal Auditors, including meeting auditors privately at least once a year.
- 5) **Reviewing** Enterprise Risk Management (ERM) reports and ensuring alignment with the Company's Risk Management Policy.
- 6) **Safeguarding** the quality and integrity of financial statements and announcements, while upholding robust risk management systems.
- 7) **Assessing** the Committee's performance every five (5) years and implementing improvements where required.
- 8) **Reporting** to the Board on matters addressed by the Audit and Risk Management Committee and the IT Steering Committee, while ensuring adequate governance disclosures in the Annual Report and on the Company's website, in line with the National Code of Corporate Governance for Mauritius (2016) and applicable financial regulations.

Chairman of the Corporate Governance Committee

The Chairman of the Corporate Governance Committee is responsible for:

- 1) **Determining** meeting schedules and **setting** agendas of the Corporate Governance (CG) and Data Protection Steering (DPS) Committee meetings with Management and the Company Secretary.
- 2) **Chairing** meetings of the Committees, ensuring adequate time for open discussion on critical issues, and **encouraging** active contributions from all members.
- 3) **Ensuring** effective organisation and functioning of the Committees, including accurate, timely, and clear information sharing and proper tabling of approval items.
- 4) **Assessing** performance of both Committees every five (5) years and **implementing** corrective measures where required.
- 5) **Overseeing** compliance with the National Code of Corporate Governance for Mauritius (NCCG 2016), ensuring actions by the Board, Committee Chairmen, and Key Governance Executives are completed within deadlines.
- 6) **Reporting** to the Board on matters reviewed and recommendations made by the CG and DPS Committees, and ensuring adequate disclosures in the Annual Report and on the Company's website, in line with the National Code of Corporate Governance for Mauritius (2016) and applicable regulations.
- 7) **Conducting** special assignments as requested by the Board and attending shareholder meetings to address governance-related queries.

Chairman of the Nomination & Remuneration Committee

The Chairman of the Nomination & Remuneration Committee is responsible for:

- 1) **Determining** meeting schedules and setting agendas of Committee meetings with the support of its members and the Company Secretary.
- 2) **Chairing** meetings of the Committee, ensuring adequate time for open discussions on complex issues, and encouraging active contributions from all members.
- 3) **Ensuring** effective organisation and functioning of the Committee, including timely, accurate information sharing and proper tabling of approval items.
- 4) **Conducting** special assignments requested by the Board and **attending** Shareholders' meetings to address nomination and remuneration queries.
- 5) **Overseeing** the appointments of directors and Committee members and **reviewing** the remuneration and benefits of Senior Executives annually.
- 6) **Assessing** performance of the Committee every five (5) years and implementing corrective measures where required.
- 7) **Reporting** to the Board on matters addressed by the Committee, including compliance with the National Code of Corporate Governance for Mauritius (2016), and addressing related queries at Shareholders' meetings.

Chairman of the IT Steering Committee

The Chairman of the IT Steering Committee (ITSC) is responsible for:

- 1) **Setting** the agendas and priorities of the ITSC, in collaboration with the Company Secretary, ensuring alignment with organisational strategy and the timely circulation of accurate and clear information for discussion.
- 2) **Chairing** the ITSC, allowing sufficient time for open discussions to promote balanced participation, effective decision-making, and the proper tabling of approval items.
- 3) **Providing** oversight of the Company's IT strategy, governance, major projects and investments, ensuring sound risk management and compliance.
- 4) **Monitoring** IT project performance, budgets, and KPIs; **fostering** communication with Senior Management and the Board, and **overseeing** evaluation of the Committee's effectiveness, implementing corrective actions, when required.
- 5) **Ensuring** accountability and transparency in IT-related decisions, and adequate reporting in the Annual Report and on the Company's website, in line with the Principles of the National Code of Corporate Governance for Mauritius (2016).

Constance Group Chief Executive Officer (Group CEO)

The Constance Group CEO is responsible for:

- 1) **Developing** the Company's short and long-term strategy, ensuring alignment with the organisation's vision, goals, and market dynamics to drive sustainable growth.
- 2) **Making** major corporate decisions and **overseeing** the overall management of operations and resources of the Company.
- 3) **Providing** clear direction and **establishing** accountability, performance assessment, vision, values, and corporate culture.
- 4) **Ensuring** the Group has an effective risk management and compliance framework, and is compliant with all applicable laws and regulations.
- 5) **Building** and **maintaining** relationships with all stakeholders.
- 6) **Reporting** to the Board on the Company's performance, strategic initiatives, key risks and compliance matters, major operational issues and significant stakeholder relations.

Chief Executive Officer (CEO)

The CEO is responsible for:

- 1) **Optimising** short-term results, focusing on profitability, quality, productivity, and revenue across all business units.
- 2) **Driving** long-term wealth creation and shareholder value through effective business development and brand management initiatives.
- 3) **Providing** leadership and direction to the Executive Management Team, ensuring alignment of all business units with strategic objectives approved by the Board.
- 4) **Identifying** and **pursuing** strategic growth opportunities, positioning the Company's brand for international recognition and expansion.
- 5) **Monitoring** performance and **implementing** corrective actions as needed to achieve both short- and long-term objectives.
- 6) **Ensuring** the sustainable development of the Company through innovation, operational excellence, and stakeholder engagement.

Chief Sales and Marketing Officer

- 1) **Optimising** revenue growth by directing, planning, and executing effective sales, marketing, and communication strategies across all regions and channels, ensuring optimal market reach and customer engagement.
- 2) **Developing** and **managing** the Company's brand positioning, ensuring consistency of messaging, visibility, and reputation of Constance hotels in both domestic and international markets.
- 3) **Identifying** and **capturing** new market opportunities, including partnerships, digital platforms, and emerging customer segments, to drive sustainable growth.
- 4) **Leading** and **motivating** the sales and marketing teams, fostering innovation, accountability, and performance excellence to achieve business objectives.
- 5) **Monitoring** market trends and customer insights and adapting strategies accordingly to maintain competitiveness and alignment with evolving guest expectations.

Constance Group Head of Finance

The Group Head of Finance is responsible for:

- 1) **Ensuring** sound overall financial and fiscal management of the Company.
- 2) **Leading** treasury, tax planning, compliance, accounting, budgeting, and reporting functions **to ensure** efficiency and regulatory adherence.
- 3) **Supporting** strategic financial decision-making by providing insights and guidance to drive growth and shareholder value.
- 4) **Coordinating** timely preparation of financial reports and statutory returns in line with legal and regulatory requirements.

Chief Finance Officer

The Chief Finance Officer is responsible for:

- 1) **Overseeing** financial planning, performance, and reporting, including the implementation of budgets, targets, and metrics aligned with the Company's strategy and annual business plan.
- 2) **Leading** the finance function and teams, ensuring effective administration, efficient operations, and the development of strong financial and accounting capabilities.
- 3) **Ensuring** integrity, timeliness, and accuracy of financial and management reporting, **providing** reliable data to support decision-making by the Board and Senior Management.
- 4) **Monitoring** risks and internal controls across the organisation, safeguarding the Company's assets while enhancing financial performance.
- 5) **Supporting** business growth and expansion initiatives, including the preparation of business plans, feasibility studies, and financial models for strategic projects.

Chief Human Resources Officer

The Chief Human Resources Officer is responsible for:

- 1) **Developing and driving** the Company's HR strategy, ensuring that talent management, workforce planning, and organisational development are fully aligned with the Company's overall strategy and operational plans.
- 2) **Designing and implementing** HR policies, systems, and standards, promoting fairness, equity, and consistency across the organisation while fostering a positive work environment.
- 3) **Ensuring** HR considerations are embedded in decision-making, providing input on people-related matters such as succession planning, organisational change, and leadership development.
- 4) **Overseeing** employee engagement, performance management, and capability development, ensuring that the Company attracts, retains, and motivates high-performing teams.
- 5) **Supporting** the leadership team in building corporate culture, **reinforcing** values, ethics, and behaviours that align with the Company's vision and long-term goals.

Chief Information Officer

The Chief Information Officer is responsible for:

- 1) **Overseeing** the Company's IT strategy and digital transformation, ensuring that technology initiatives are aligned with business objectives and support both short-term performance and long-term competitiveness.
- 2) **Directing** the IT function and security, ensuring robust infrastructure, applications, and governance to safeguard the integrity, confidentiality, and availability of information systems and data.
- 3) **Designing and implementing** ICT architectures, ensuring scalability, future-proofing, and alignment of technology initiatives with business objectives.
- 4) **Establishing and monitoring** IT governance, risk management, and controls, ensuring compliance with regulatory requirements and industry best practices.
- 5) **Chairing the IT Steering Committee**, fostering collaboration between IT, management, and business units to prioritise initiatives, allocate resources effectively, and oversee project delivery.

Corporate Sustainability Manager

The Corporate Sustainability Manager is responsible for:

- 1) **Developing and driving** the Company's sustainability strategy, embedding ESG objectives into operations and ensuring alignment with the overall corporate strategy and business goals.
- 2) **Maintaining** a robust sustainability framework with effective monitoring, transparent reporting, and strict compliance with applicable laws, standards, and regulations relating to sustainability, health & safety, and food safety.
- 3) **Providing** vision and leadership to foster a culture of sustainability, accountability, and continuous improvement, ensuring best practices are adopted consistently across the organisation.
- 4) **Building and strengthening** stakeholder partnerships, while monitoring sustainability performance and emerging trends to identify risks, opportunities, and innovative initiatives that deliver long-term value creation.

Group Head of Corporate Affairs

The role of the Group Head of Corporate Affairs involves:

- 1) **Developing** and **executing** a governance strategy aligned with the organization's business objectives, and overseeing the implementation of the Company's Governance Programme.
- 2) **Providing** guidance and support to senior management and the Board on corporate affairs.
- 3) **Overseeing** compliance and risk management programmes, ensuring effective mitigation to protect the Group's interests.
- 4) **Preparing, reviewing, and updating**, in collaboration with the Company Secretary and Compliance Officer, all policies, codes, and charters to ensure ongoing compliance with applicable laws, regulations, and governance standards.
- 5) **Leading** the Corporate Affairs team to uphold proper board practices and governance in line with the National Code of Corporate Governance and applicable laws and regulations, including the Companies Act 2001, Securities Act 2005 and Listing Rules of the Stock Exchange of Mauritius (SEM, DEM).

Company Secretary

The Company Secretary works closely with the Group Head of Corporate Affairs to:

- 1) **Ensuring** strict compliance with legal, regulatory, and governance frameworks, including the Companies Act 2001, Securities Act 2005 and other relevant Acts, Listing Rules, and internal charters, codes and policies across Group companies.
- 2) **Coordinating** Board and AGM logistics, managing meeting procedures, taking minutes, drafting agendas, minutes, resolutions, and handling statutory filings and disclosures timely.
- 3) **Maintaining** statutory records such as registers of beneficial ownership and interests, ensuring timely updates and accessibility for authorities.
- 4) **Facilitating** effective communication among directors, management, regulators, and stakeholders, providing guidance and coordinating special projects as required.

Compliance Officer

The Compliance Officer is responsible for:

- 1) **Collaborating** with the Group Head of Corporate Affairs to achieve the Group's compliance objectives.
- 2) **Assisting** the Board, Management, and Line Managers in complying with all relevant laws, regulations, governance codes, and internal policies.
- 3) **Monitoring** evolving business trends and regulatory changes, ensuring effective communication and integration into compliance controls.
- 4) **Implementing** the compliance programme covering corporate governance, legal and regulatory compliance, risk management, data protection, and AML/CFT.