



 **Beau  
Vallon**  
Hospitality

ANNUAL REPORT  
**2025**





Dear Shareholder,

The Board of Directors is pleased to present the Annual Report of Beau Vallon Hospitality Ltd and its subsidiaries for the year ended December 31, 2025, the contents of which are listed below.

This report was approved by the Board of Directors on March 30, 2025.

Gérard GARRIOCH  
Chairman

Thierry MERVEN  
Group Chief Executive Officer

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# CORPORATE INFORMATION



**REGISTERED OFFICE:**  
 Royal Road, Riche-en-Eau  
 St Hubert  
 Republic of Mauritius  
 Tel: (230) 604 1200  
 Fax: (230) 631 0774  
 Website: <https://bvhospitality.mu/>

**COMPANY SECRETARY:**  
 Navitas Corporate Services Ltd  
 Navitas House  
 Robinson Road, Floréal  
 Republic of Mauritius

**INTERNAL AUDITORS:**  
 BDO Financial Services Ltd  
 10, Frère Felix de Valois Street  
 Port Louis  
 Republic of Mauritius

**CORPORATE OFFICE:**  
 Riche-En-Eau  
 St Hubert  
 Republic of Mauritius  
 Tel: (230) 633 7310  
 Fax: (230) 633 5244

**LEGAL ADVISERS:**  
 Me. Patrice Doger de Spéville  
 5<sup>th</sup> Floor, Chancery House  
 Lislet Geoffroy Street  
 Port Louis  
 Republic of Mauritius

Me. André Robert  
 8, Georges Guibert Street  
 Port Louis  
 Republic of Mauritius

**NOTARY:**  
 Me. Didier Maigrot  
 1<sup>st</sup> Floor, Labama House  
 Sir William Newton Street  
 Port Louis  
 Republic of Mauritius

**EXTERNAL AUDITORS:**  
 RSM (Mauritius) LLP  
 7<sup>th</sup> floor Carleton Tower  
 Wall Street  
 Ebene  
 Republic of Mauritius

**BANKERS:**  
 SBM Bank (Mauritius) Ltd  
 SBM Tower  
 1, Queen Elizabeth II Avenue  
 Port Louis  
 Republic of Mauritius

The Mauritius Commercial Bank Ltd  
 Sir William Newton Street  
 Port Louis  
 Republic of Mauritius

ABC Banking Corporation Ltd  
 WEAL HOUSE  
 Duke of Edinburgh Avenue  
 Place d'Armes  
 11328, Port Louis  
 Republic of Mauritius

**SHARE REGISTRY:**  
 MCB Registry and Securities Ltd  
 Raymond Lamusse Building  
 Sir William Newton Street  
 Port Louis  
 Republic of Mauritius

## DIRECTORS:

Gérard GARRIOCH - Chairman  
 Thierry MERVEN - Group Chief Executive Officer  
 Patrice DOGER DE SPÉVILLE  
 Jacques MARRIER D'UNIENVILLE  
 Jean-Marc ULCOQ  
 Robert DOGER DE SPÉVILLE  
 Amélie D'HOTMAN DE VILLIERS

## DATE APPOINTED:

May 13, 2011  
 May 13, 2011  
 May 13, 2011  
 May 13, 2011  
 December 12, 2012  
 December 21, 2016  
 March 01, 2025

## SENIOR MANAGEMENT TEAM:

Thierry MERVEN  
 Ashwin FOOGOOA  
 Christel CHAN YAM FONG  
 Julien GLANNES  
 Julien MOUTOU  
 Christina LEVALLOIS  
 Ravidev TEELWAH  
 Veer PURSEED

## POSITION:

Group Chief Executive Officer  
 Group Chief Financial Officer  
 Group Finance Manager  
 Chief Operating Officer, Beau Vallon Hospitality  
 Group Human Resources Manager (*as from July 01, 2025*)  
 Group Human Resources Manager (*up to June 30, 2025*)  
 General Manager of Preskil Island Resort  
 Resident Manager of Solana Beach Mauritius





## CHAIRMAN'S STATEMENT

Dear Shareholders,

I am pleased to present the Annual Report and financial results of Beau Vallon Hospitality ("BVH") for the year ended 31<sup>st</sup> December 2025.

The Mauritian tourism industry continued to operate within a more demanding environment in 2025, marked by increasing regional competition, evolving travel patterns and continued cost pressures across the sector. Despite these challenges, Mauritius maintained its attractiveness as a leisure destination, with tourist arrivals increasing by 4% compared to 2024.

BVH delivered stable and satisfactory results during the year. Group revenue increased to Rs 1.171 billion, while EBITDA reached Rs 386 million and profit after tax stood at Rs 178 million.

BVH also continued to strengthen its financial position through prudent capital management, reducing total borrowings from Rs 1.176 billion to Rs 619 million. This significant improvement reinforces the Group's long-term resilience and provides increased flexibility to support future development opportunities.

Beyond financial performance, the Group remains committed to a responsible and sustainable approach to hospitality. Progress continued during the year across operational sustainability initiatives and environmental practices within our properties.

While the operating environment is expected to remain competitive and uncertain, BVH enters 2026 with a strengthened balance sheet, established properties and a clear long-term vision.

I would like to express my sincere gratitude to our shareholders for their continued trust and support. I also extend my appreciation to the Board of Directors, the Group CEO, the Chief Operating Officer and all teams across our hotels for their commitment and contribution throughout the year.

A handwritten signature in blue ink, appearing to read 'Gérard Garrioch'.

**Gérard GARRIOCH**  
Chairman

June 01, 2026.

# 3 YEAR STATISTICS

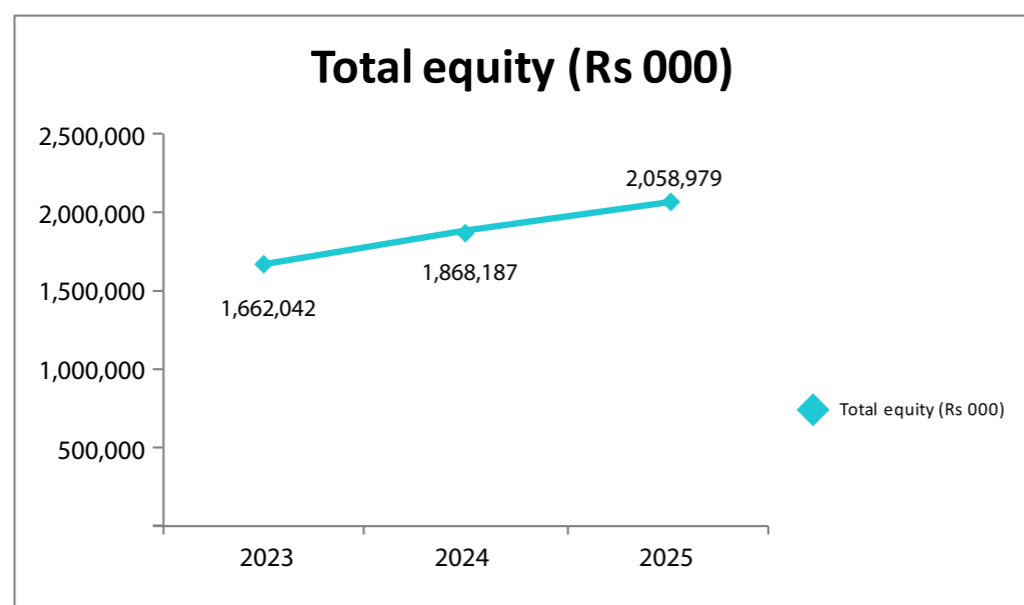
## FINANCIAL HIGHLIGHTS

### Statements of profit or loss

|  | 2025<br>Rs 000 | 2024<br>Rs 000 | 2023<br>Rs 000 |
|--|----------------|----------------|----------------|
| Revenue                                      | 1,170,833      | 1,147,409      | 1,108,331      |
| EBITDA                                       | 385,613        | 441,233        | 454,074        |
| Operating profit                             | 275,274        | 327,698        | 332,024        |
| Profit before taxation                       | 250,587        | 264,208        | 229,818        |
| Income tax expense                           | (72,283)       | (42,862)       | (42,800)       |
| Profit for the year                          | 178,304        | 221,346        | 187,018        |
| Profit attributable to owners of the company | 178,304        | 221,346        | 187,018        |
| Retained profit for the year                 | 165,850        | 208,892        | 174,598        |

### Statements of financial position

|  | 2025<br>Rs 000 | 2024<br>Rs 000 | 2023<br>Rs 000 |
|--|----------------|----------------|----------------|
| Non current assets                           | 2,648,673      | 2,744,924      | 2,934,138      |
| Current assets                               | 712,117        | 922,254        | 834,138        |
| Total assets                                 | 3,360,790      | 3,667,178      | 3,768,276      |
| Stated capital                               | 453,186        | 453,186        | 453,186        |
| Other reserves                               | 1,006,661      | 1,001,146      | 1,023,328      |
| Retained earnings/(accumulated losses)       | 250,882        | 65,605         | (162,722)      |
| Equity attributable to owners of the Company | 1,710,729      | 1,519,937      | 1,313,792      |
| Redeemable convertible bonds                 | 348,250        | 348,250        | 348,250        |
| Total equity                                 | 2,058,979      | 1,868,187      | 1,662,042      |
| Non current liabilities                      | 1,134,654      | 1,229,925      | 1,579,523      |
| Current liabilities                          | 167,157        | 569,066        | 526,711        |
| Total liabilities                            | 1,301,811      | 1,798,991      | 2,106,234      |



### KEY FINANCIAL RATIOS - GROUP

|                                       |       | 2025  | 2024  | 2023  |
|---------------------------------------|-------|-------|-------|-------|
| Operating profit margin               | %     | 24%   | 29%   | 30%   |
| EBITDA margin                         | %     | 33%   | 38%   | 41%   |
| Basic earnings per share              | Rs/cs | 1.02  | 1.26  | 1.47  |
| Diluted earnings per share            | Rs/cs | 0.65  | 0.81  | 0.83  |
| Dividends per share                   | Rs/cs | -     | -     | -     |
| Interest cover                        | x     | 4.38  | 3.62  | 3.44  |
| Net asset value per share - Note 1    | Rs    | 11.72 | 10.64 | 13.09 |
| Return on equity                      | %     | 8.7%  | 11.8% | 11.3% |
| Return on total assets                | %     | 8.2%  | 9.0%  | 8.8%  |
| Gearing (Net debt-to-equity) - Note 2 | %     | 24%   | 56%   | 92%   |

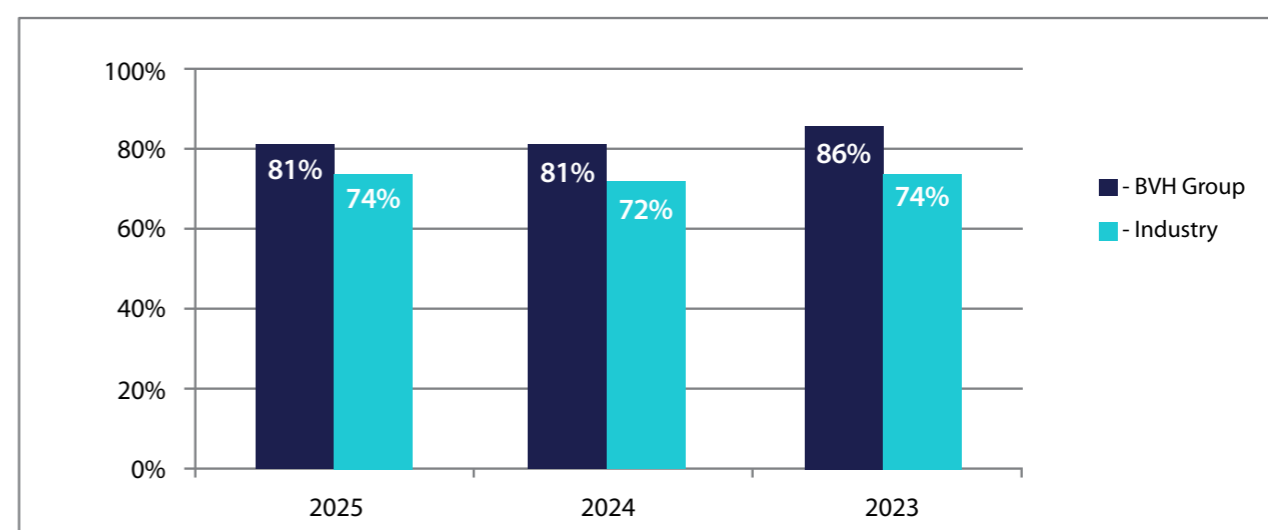
### ROOM OCCUPANCY STATISTICS

|                           | 2025    | 2024    | 2023    |        |
|---------------------------|---------|---------|---------|--------|
| Number of rooms           | 331     | 331     | 331     |        |
| Number of guests nights   | 195,686 | 201,734 | 210,160 |        |
| Occupancy                 | %       | 81%     | 81%     | 86%    |
| Revenue per occupied room | Rs      | 12,061  | 11,787  | 10,760 |
| Occupancy rate (%)        |         |         |         |        |
| - BVH Group               | %       | 81%     | 81%     | 86%    |
| - Industry                | %       | 74%     | 72%     | 74%    |

Note 1: Total equity divided by the weighted average number of ordinary shares outstanding.

Note 2: Debt used to calculate the ratio excludes lease liabilities under IFRS 16.

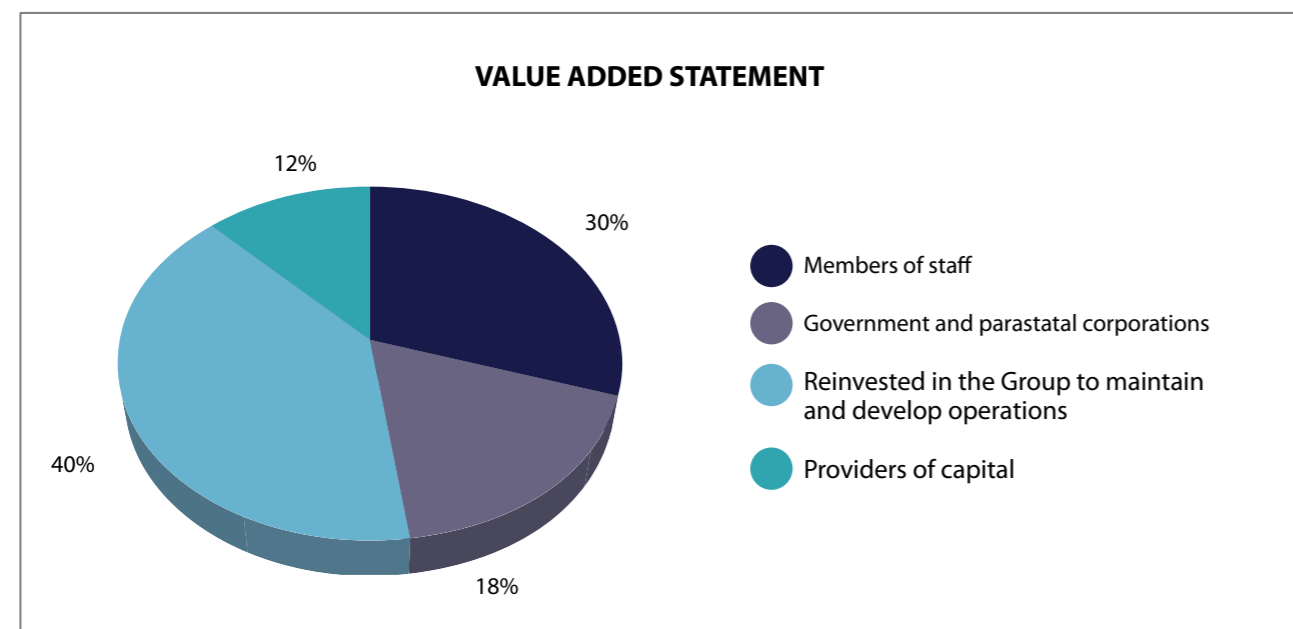
### OCCUPANCY RATE (%)



**VALUE ADDED STATEMENTS - GROUP**

|   | Year ended<br>31-Dec-25 |             | Year ended<br>31-Dec-24 |             |
|---|-------------------------|-------------|-------------------------|-------------|
|   | Rs'000                  | %           | Rs'000                  | %           |
| Total revenue (VAT inclusive)                                     | 1,351,585               |             | 1,325,095               |             |
| Paid to suppliers for materials and services                      | (563,896)               |             | (499,317)               |             |
| Value added by operations   | 787,689                 |             | 825,778                 |             |
| Investment and other income                                       | 37,336                  |             | 36,255                  |             |
| Net foreign exchange gain   | 37,139                  |             | 37,435                  |             |
| <b>Total wealth created</b>                                       | <b>862,164</b>          |             | <b>899,468</b>          |             |
| Distributed as follows:   |                         |             |                         |             |
| <b>Members of staff</b>   |                         |             |                         |             |
| Salaries and other benefits                                       | 260,551                 | 30%         | 248,490                 | 28%         |
| <b>Government and parastatal corporations</b>                     |                         |             |                         |             |
| Value added tax   | 134,842                 | 16%         | 134,531                 | 15%         |
| Environment protection fee  | 10,010                  | 1%          | 9,822                   | 1%          |
| Social security charges   | 8,587                   | 1%          | 7,877                   | 1%          |
|   | 153,439                 | 18%         | 152,230                 | 17%         |
| <b>Reinvested in the Group to maintain and develop operations</b> |                         |             |                         |             |
| Depreciation and amortisation                                     | 109,475                 | 13%         | 112,572                 | 12%         |
| Deferred taxation   | 72,283                  | 8%          | 42,862                  | 5%          |
| Retained profit for the year                                      | 165,850                 | 19%         | 208,892                 | 23%         |
|   | 347,608                 | 40%         | 364,326                 | 40%         |
| <b>Providers of capital</b>                                       |                         |             |                         |             |
| Interest on borrowings and leases                                 | 88,112                  | 10%         | 121,968                 | 14%         |
| Interest to MIC   | 12,454                  | 2%          | 12,454                  | 1%          |
|   | 100,566                 | 12%         | 134,422                 | 15%         |
| <b>Total wealth distributed and retained</b>                      | <b>862,164</b>          | <b>100%</b> | <b>899,468</b>          | <b>100%</b> |

The value added statement illustrates the total value which has been created from the operating activities of the group and how the total wealth generated has been distributed among the employees and the other stakeholders which are the government and the providers of capital. The statement also indicates the portion of the value creation which has been set aside for reinvestment purposes.



Dear Shareholders,

2025 was a year of continued adaptation and disciplined cruising for Beau Vallon Hospitality (“BVH” or “the Group”), as the Group navigated a fast-evolving and increasingly competitive hospitality environment.

Throughout the year, the market remained highly dynamic, characterised by shorter booking windows, increased pricing sensitivity and evolving guest expectations. In this context, the Group remained focused on commercial agility, operational efficiency and the consistent delivery of quality guest experiences across its properties.

**Financial Performance**

BVH maintained occupancy at 81% during the year, while revenue increased to Rs 1.171 billion. Performance was supported by stronger pricing strategies, disciplined commercial management and continued focus on revenue quality across both hotels.

EBITDA remained solid at Rs 386 million despite continued inflationary and payroll pressures, reflecting tighter operational management and sustained focus on efficiency while preserving service standards.

**Operational Performance**

At Preskil Island Resort, occupancy reached 77%, slightly below 2024 levels. Despite softer occupancy, the resort maintained strong pricing momentum, with REVPOR increasing to Rs 13,800. Revenue remained stable at Rs 826 million, while EBITDA reached Rs 305 million. During the year, the property continued to strengthen its positioning across higher-value segments, supporting overall profitability.

Solana Beach Mauritius delivered improved occupancy at 88%, supported by sustained demand across key markets and stronger commercial momentum. ARR increased to Rs 6,238, while REVPOR rose to Rs 9,264. Revenue grew by 6% to Rs 346 million, while EBITDA reached Rs 80 million.

Operationally, priority remained centered on maintaining consistency across service delivery, operational discipline and overall guest satisfaction in an increasingly competitive market.

**Sustainability**

Sustainability also remained an important area of progress during the year, particularly through practical initiatives related to waste reduction, responsible sourcing and resource management across the Group.

A major milestone in 2025 was the Green Key certification obtained by Preskil Island Resort in December. This internationally recognised environmental label acknowledges the resort’s efforts across energy and water management, waste reduction, employee engagement and responsible guest practices.

Hospitality remains, above all, a people-driven industry, and the commitment demonstrated by our teams throughout the year once again played a central role in BVH’s performance. I would like to sincerely thank all employees across our properties for their professionalism, adaptability and continued dedication.

## Outlook

Looking ahead, the Group has launched an exercise of repositioning of its hotels to stand out from competitors and strengthen its identity, the result of which will be revealed during the financial year 2026. Besides, the Group will continue to focus on strengthening operational efficiency, reinforcing commercial performance and maintaining product consistency across its properties, while remaining attentive to evolving market conditions and guest expectations.

## Acknowledgement

I would also like to express my sincere appreciation to the Chairman, Mr. Gérard Garrioch, and to the Board of Directors for their continued support and guidance throughout the year.

Finally, I thank our shareholders and partners for their continued confidence in Beau Vallon Hospitality.



**Thierry MERVEN**  
Group Chief Executive Officer

June 01, 2026.

The Board of Directors of Beau Vallon Hospitality Ltd ('BVH' or the 'Company') is pleased to present the Annual Report together with the Audited Consolidated Financial Statements of the Group and the Company for the year ended December 31, 2025.

## NATURE OF BUSINESS

The main activity of the Company and its subsidiaries (the 'Group') consist of hotels operations.

The Group owns two (2) resorts, namely '*Preskil Island Resort*', a superior 4-star family resort, situated at Pointe Jérôme, Mahebourg and '*Solana Beach Mauritius*', a 4-star adults-only resort, located at Belle Mare. In addition to the above, the Group also has a management contract for the operations of '*Astroea Beach*', a boutique hotel situated in Pointe d'Esny.

Since May 2014, the three (3) beach hotels were marketed under the brand name of Southern Cross Hotels and same has recently been amended to Beau Vallon Hospitality.

## DIRECTORS

The names of Directors of the Company and its subsidiaries at the end of the accounting period are as follows:

### Beau Vallon Hospitality Ltd

Gérard GARRIOCH - *Chairman*

Thierry MERVEN - *Group Chief Executive Officer*

Patrice DOGER DE SPÉVILLE

Jacques MARRIER D'UNIENVILLE

Jean-Marc ULCOQ

Robert DOGER DE SPÉVILLE

Amélie D'HOTMAN DE VILLIERS (*appointed on March 1, 2025*)

### Groupe Union Training Academy Ltd

Thierry MERVEN - *Group Chief Executive Officer*

Jacques MARRIER D'UNIENVILLE

### Solana Beach Company Limited

Gérard GARRIOCH - *Chairman*

Thierry MERVEN - *Group Chief Executive Officer*

### Beau Vallon Hospitality Management Co Ltd

Gérard GARRIOCH - *Chairman*

Thierry MERVEN - *Group Chief Executive Officer*

## DIRECTORS' SERVICE CONTRACT

As at December 31, 2025, there is no service contract between the Company and its Directors.

## CONTRACTS OF SIGNIFICANCE

There were no contracts of significance subsisting during the period to which the Company or its subsidiaries was a party and in which a director was materially interested either directly or indirectly.

## DIRECTORS' SHARE INTERESTS

The Directors' direct and indirect interests in the stated capital of the Company or its subsidiaries are detailed in the Corporate Governance Report.

**DIRECTORS' REMUNERATION AND BENEFITS**

Remuneration and benefits received or due and receivable from the Company and its subsidiaries were as follows:

|  | FROM THE COMPANY |              | FROM SUBSIDIARIES |          |
|--|------------------|--------------|-------------------|----------|
|  | 2025             | 2024         | 2025              | 2024     |
|  | Rs'000           | Rs'000       | Rs'000            | Rs'000   |
| <b>Executive Director</b>  |                  |              |                   |          |
| Thierry MERVEN   | 220              | 220          | -                 | -        |
| Fabio MEO ( <i>resigned on November 11, 2024</i> )                 | -                | 7,592        | -                 | -        |
| <b>Non-Executive Directors</b>                                     |                  |              |                   |          |
| Gérard GARRIOCH  | 225              | 225          | -                 | -        |
| Patrice DOGER DE SPÉVILLE  | 235              | 235          | -                 | -        |
| Jacques MARRIER D'UNIENVILLE                                       | 235              | 225          | -                 | -        |
| Jean-Marc ULCOQ  | 240              | 240          | -                 | -        |
| Robert DOGER DE SPÉVILLE   | 200              | 200          | -                 | -        |
| Amélie D'HOTMAN DE VILLIERS ( <i>appointed on March 01, 2025</i> ) | 199              | -            | -                 | -        |
| Anabelle SAMOUILHAN ( <i>resigned on August 30, 2024</i> )         | -                | 158          | -                 | -        |
| Jitendra N. BISSESSUR ( <i>resigned on November 15, 2024</i> )     | -                | 175          | -                 | -        |
|  | <b>1,554</b>     | <b>9,270</b> | <b>-</b>          | <b>-</b> |

None of the Directors received any remuneration and benefits from the subsidiaries of the Company.

**DONATIONS**

Donations made during the year  
(Including donations made through Beau Vallon Inclusive Foundation)

|  | THE GROUP    |            | THE COMPANY  |            |
|--|--------------|------------|--------------|------------|
|  | 2025         | 2024       | 2025         | 2024       |
|  | Rs'000       | Rs'000     | Rs'000       | Rs'000     |
|  | <b>2,289</b> | <b>764</b> | <b>2,277</b> | <b>764</b> |

**AUDITORS' FEES**

The fees paid to the auditors, RSM (Mauritius) LLP, for audit and other services were:

|            | THE GROUP    |              | THE COMPANY |            |
|------------|--------------|--------------|-------------|------------|
|            | 2025         | 2024         | 2025        | 2024       |
|            | Rs'000       | Rs'000       | Rs'000      | Rs'000     |
| Audit fees | <b>1,232</b> | <b>1,193</b> | <b>698</b>  | <b>675</b> |

No other services were provided by the auditors.

Approved by the Board of Directors on March 30, 2026 and signed on its behalf by:

  
**Gérard GARRIOCH**  
Chairman

  
**Thierry MERVEN**  
Group Chief Executive Officer

Name of Public Interest Entity ('PIE') : Beau Vallon Hospitality Ltd (the 'Company' or 'BVH')

Reporting period : Year ended December 31, 2025

On behalf of the Board of Directors of BVH, we confirm that, to the best of our knowledge, the Company has partially complied with its obligations and requirements under the Code of Corporate Governance for Mauritius (2016) (the 'Code').

The areas of non-compliance, whose reasons are included in the Report, are as follows, namely:

- Principle 2:
  - Board Diversity
    - (i) *Second Executive Director*  
Following the recent resignation of Mr. Fabio Méo as Executive Director of the Company, the appointment of the new Executive Director will be acted during the financial year 2026.
    - (ii) *Independent and Women Directors*  
Following the recent resignation of Ms. Anabelle Samouilhan as Independent Non-Executive Director of the Company, Mrs. Amélie d'Hotman de Villiers was appointed as an Independent Non-Executive Director by the Board on March 01, 2025.  
In addition, the necessary arrangements are currently underway for the appointment of another woman as Independent Non-Executive Director of the Company at the earliest.



**Gérard GARRIOCH**  
Chairman

March 30, 2026



**Thierry MERVEN**  
Group Chief Executive Officer

# CORPORATE GOVERNANCE REPORT

## YEAR ENDED DECEMBER 31, 2025

### COMPANY PROFILE

The Company, incorporated on April 5, 1985 in the Republic of Mauritius, is a Public Interest Entity as defined by the Financial Reporting Act 2004.

BVH is in the hospitality sector and the 125,644,644 ordinary shares of the Company are listed on the Development Enterprise Market ('DEM') of the Stock Exchange of Mauritius Ltd since August 4, 2006.

On June 14, 2018, BVH has issued 861,300 Secured Floating Rate Notes and Secured Fixed Rate Notes ("Notes") and the said Notes have then been listed on the Official Market of the Stock Exchange of Mauritius Ltd on August 3, 2018.

On November 6, 2019, 125,000 non-convertible, redeemable, cumulative and non-voting preference shares of no par value have been issued to the National Savings Fund (NSF), by way of private placement, for an aggregate amount of Rs125,000,000/-. The said shares were redeemed and fully repaid on September 19, 2025.

On December 22, 2023, it has been decided to change the name of the Company to BEAU VALLON HOSPITALITY LTD ('the Company') and the corresponding certificate of incorporation on change of name has been issued by the Registrar of Companies on February 7, 2024.

On December 22, 2023, 50,000,000 additional ordinary shares of no par value have also been issued to Compagnie de Beau Vallon Limitée ('CBVL'), following the capitalisation of the total amount of MUR200,000,000/- transferred by CBVL to the Company, and the necessary procedures have been initiated for the said 50,000,000 additional ordinary shares of no par value to be listed on the DEM.

As at December 31, 2025, the stated capital of the Company was Rs453,185,256/- divided into 175,644,644 ordinary shares of no par value, following the redemption of the 125,000 NSF shares.

#### **Revision of the terms for tranches FLRNEUR4Y, FLRNEUR5Y, FRNMUR5Y, FLRNMUR7Y AND FLRNMUR10Y**

In view of the financial restructuring undertaken by BVH to mitigate the impact of the Covid-19 pandemic and the associated economic crisis, the latter had engaged with the Noteholders of all Tranches to revise the terms of the Notes pursuant to the listing particulars dated July 20, 2018 and the necessary approvals had been received from the Noteholders on July 25, 2022.

In this context, the Company had (i) made a bullet repayment of a sum of MUR150,000,000/- to all Noteholders in the proportions detailed in the table below on July 25, 2022, (ii) rescheduled the maturity dates of the remaining balance of MUR1,231,100,000/- for the repayment of capital by two (2) years, and (iii) increased the interest rates in the proportions detailed in the table below.

| Tranche      | Capital repayment paid(MUR) | Capital repayment outstanding(MUR) | Revised maturity date | Interest rate increase | Revised interest rate              |
|--------------|-----------------------------|------------------------------------|-----------------------|------------------------|------------------------------------|
| FLRNEUR4Y    | 50,000,000                  | 293,100,000*                       | 14-Jun-24             | Increased by 0.30%     | Euribor 6M (floored to 0%) + 4.30% |
| FLRNEUR5Y    | 40,000,000                  | 148,000,000*                       | 14-Jun-25             | Increased by 0.25%     | Euribor 6M (floored to 0%) + 4.50% |
| FRNMUR5Y     | 30,000,000                  | 246,000,000                        | 14-Jun-25             | Increased by 0.25%     | 6%                                 |
| FLRNMUR7Y    | 20,000,000                  | 246,000,000                        | 14-Jun-27             | Increased by 0.20%     | Repo + 2.45%                       |
| FLRNMUR10Y   | 10,000,000                  | 298,000,000                        | 14-Jun-30             | Increased by 0.15%     | Repo + 3.15%                       |
| <b>Total</b> | <b>150,000,000</b>          | <b>1,231,100,000**</b>             |                       |                        |                                    |

\*EUR/MUR = 47

\*\*The number of Notes redeemed shall be rounded down to the nearest integer when fractions occur.

As of June 14, 2025, the capital amount outstanding under tranches FLRNEUR4Y, FRNMUR5Y and FLRNEUR5Y had been fully repaid. The capital amount due now stands at MUR544,000,000/-.

### PRINCIPLE 1: GOVERNANCE STRUCTURE

The Board and Management of BVH reiterate their commitment to sustain high standards of Corporate Governance in order to maximise long-term value of all Shareholders and Stakeholders at large. Furthermore, it endorses the highest standards of business integrity and professionalism to ensure that the activities within the Company are managed ethically and responsibly to enhance business value for all stakeholders.

The Board assumes full responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. Besides, the Board is collectively responsible for the long-term success, reputation and governance of the Company. The Board also determines the Company's mission, vision, values and strategy.

This report describes, amongst others, the main corporate governance framework and compliance requirements of the Company which are laid down in the following:

- BVH's Constitution;
- the Terms of Reference of the Board Committees;
- the National Code of Corporate Governance for Mauritius (2016);
- the Companies Act 2001 of Mauritius;
- the Securities Act 2005;
- the DEM Rules of The Stock Exchange of Mauritius; and
- the Listing Rules of The Stock Exchange of Mauritius.

The Directors and Management of BVH also recognise the need to adapt and improve the principles and practices in light of their experience, regulatory requirements and investor expectations.

The Board Charter has been approved by the Board of Directors.

A Group Code of Ethics has also been adopted to ensure that policies, procedures and controls are in place for the business to be conducted honestly, fairly and ethically.

The Code of Ethics includes the principles, norms and standards that the Group wants to promote and integrate within its corporate culture in the conduct of its activities, including internal relations, interaction and dealings with external stakeholders.

Additionally, every person holding a senior governance position within the Company has a written contract stating his/her job description/position statement.

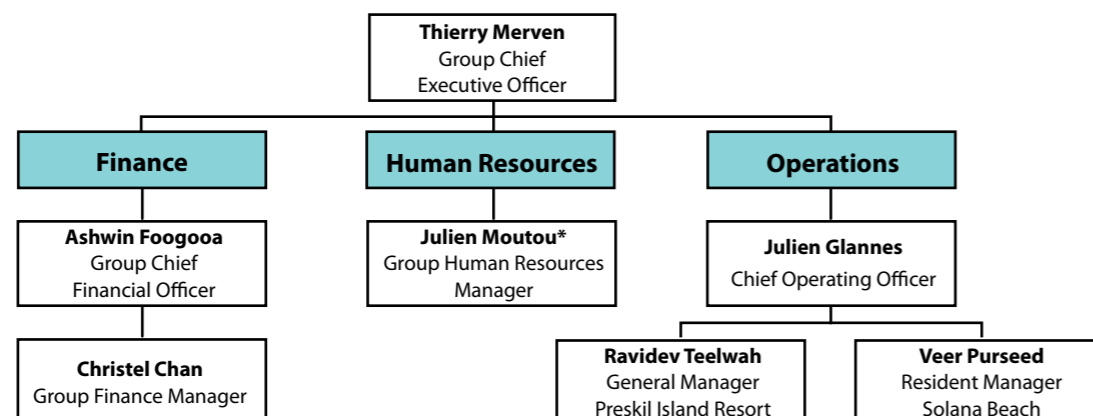
### CONSTITUTION

BVH's Constitution is in conformity with the provisions of The Companies Act 2001 of Mauritius, the DEM Rules and the Listing Rules of The Stock Exchange of Mauritius.

On November 26, 2021, the Shareholders of the Company approved the alteration of the Constitution of BVH to provide for some changes and more specifically for the pre-conversion and the post-conversion governance provisions set out in clauses 2.8 and 11 respectively of the Subscription Agreement, as a condition precedent of the subscription of the Bonds by Mauritius Investment Corporation Ltd and payment of the subscription proceeds to the Company.

A copy of the Constitution of the Company can be obtained upon request in writing to the Company Secretary at its registered office C/o Navitas Corporate Services Ltd, Navitas House, Robinson Road, Floréal, Mauritius.

## SENIOR MANAGEMENT ORGANISATIONAL CHART



\* as from July 01, 2025 (in replacement of Mrs. Christina Levallois)

## PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

### BOARD STRUCTURE

BVH is led by an effective unitary Board which is the favoured structure for companies in Mauritius.

At the date of this report, the Board of BVH consists of one (1) Executive, five (5) Non-Executives and one (1) Independent Non-Executive Director.

### BOARD SIZE

The Constitution of BVH provides that the Board of Directors shall consist of not less than six (6) and no more than ten (10) directors.

All the Directors are re-elected by separate resolutions at every Annual Meeting of Shareholders of the Company.

### BOARD COMPOSITION

For the year under review, the Board of BVH was composed as follows:

| Name of Directors  | Category                            |
|--|-------------------------------------|
| Gérard GARRIOCH<br>(Chairman and Chairman of the Corporate Governance Committee) | Non-Executive Chairman of the Board |
| Thierry MERVEN<br>(Group Chief Executive Officer)                                | Executive Director                  |
| Patrice DOGER DE SPÉVILLE  | Non-Executive Director              |
| Jacques MARRIER D'UNIENVILLE   | Non-Executive Director              |
| Jean-Marc ULCOQ<br>(Chairman of the Audit & Risk Committee)                      | Non-Executive Director              |
| Robert DOGER DE SPÉVILLE   | Non-Executive Director              |
| Amélie D'HOTMAN DE VILLIERS (appointed on March 01, 2025)                        | Independent Non-Executive Director  |

The Board is of view that Directors who have served more than nine (9) years since their appointment still bring to the Company a valuable contribution in terms of experience, professionalism, integrity, and objectivity.

The names of the Directors, their profiles and their categorisation as well as their directorship details are set out in the Directors' Profiles section of this report. In this respect, the Board has decided to only disclose the directorships in listed companies.

## BOARD DIVERSITY

The Directors of BVH are all ordinarily residents of Mauritius.

BVH is an equal opportunity employer, which has a non-discrimination policy that covers its senior governance positions and employs professional with diverse backgrounds with a broad mix of skills and competencies.

BVH also believes that, based on its size, the current Directors possess the appropriate expertise and knowledge to discharge their duties and responsibilities effectively and to meet the Company's business requirements.

Following the recent resignation of Mr. Fabio Méo as Executive Director of the Company, the appointment of the new Executive Director will be acted during the financial year 2026.

Furthermore, in order to comply with the provisions of the Companies Act 2001 as well as the requirements of the Stock Exchange of Mauritius, the Company had initiated the process for the appointment of two (2) women as Independent Non-Executive Directors. On March 01, 2025, Mrs. Amélie d'Hotman de Villiers was appointed as Director by the Board, and the appointment of the second Independent Non-Executive Director remained in progress as at December 31, 2025.

## BOARD OF DIRECTORS

The Board of Directors is BVH's ultimate decision-making entity and exercises leadership, entrepreneurship, integrity and sound judgement in directing the Company to achieve continuing prosperity for the organisation while ensuring both performance and compliance.

The Board also ensures that the activities of the Company comply with all legal and regulatory requirements as well as its Constitution from which the Board derives its authority to act.

All Directors are aware of the key discussions and decisions of the committees as the Chairman of each committee provides a summary to all the Directors at the Board meeting following the relevant committee meetings.

Besides, it is the Board's responsibility to apply proper and effective corporate governance principles and to be the focal point of the corporate governance system.

The role of the Board of Directors is, *inter alia*:

- To provide entrepreneurial leadership to the Company within a framework of prudent and effective risk management;
- To determine the Company's vision, strategy and values;
- To monitor and evaluate the implementation of strategies, policies, management performance criteria and business plans;
- To make sure that the necessary financial and human resources are in place for the Company to meet its objectives;
- To ensure that the Company complies with all laws, regulations and codes of best business practice; and
- To keep proper accounting records and ensure that a true and fair set of financial statements are prepared.

The Board also undertakes to reassess its main charter as well as the charter of each committees on a regular basis.

## CHAIRMAN AND GROUP CHIEF EXECUTIVE OFFICER

As a cornerstone of Corporate Governance, during the year under review, the duties and responsibilities of the Chairman and Group Chief Executive Officer are kept separate to ensure proper balance of power, increased accountability and greater capacity of the Board for independent decision-making.

In his role as Chairman, Mr. Gérard GARRIOCH is responsible for leading the Board and for ascertaining its effectiveness whereas the Group Chief Executive Officer, Mr. Thierry MERVEN, has the day-to-day management responsibility of the operations, implementing the strategies and policies approved by the Board.

### BOARD MEETINGS

The Board meetings are normally held at least once (1) each quarter and at any additional times as the Company requires. Decisions taken between meetings are confirmed by way of resolutions in writing, agreed and signed by all Directors.

The Board meetings are conducted in accordance with the Company's Constitution and The Companies Act 2001 of Mauritius and are convened by giving appropriate notice to the Directors.

Detailed agendas, as determined by the Chairman, together with other supporting documents, are circularised in advance to the Directors to enable them to make focused and informed deliberations at Board meetings.

To address specific urgent business needs, meetings are at times called at shorter notice. Furthermore, the Directors have the right to request independent professional advice at the Company's expense.

A quorum of five (5) Directors is currently required for a Board Meeting of BVH and in case of equality of votes, the Chairman has a casting vote.

For the year under review, the Board met three (3) times and decisions were also taken by way of resolutions in writing, agreed and signed by all Directors.

The Directors may ask for any explanations or production of additional information and, more generally, submit to the Chairman any request for information or access to information which might appear to be appropriate to him.

All Directors have a duty to declare conflicts of interest before proceeding with any transaction. As such, a Director who has declared his interest shall not vote on any matter relating to a transaction or proposed transaction in which he is interested but shall be counted in the quorum for the said decision. The Company Secretary takes note of any conflict of interest declared by a Director and same is recorded in the minutes of the meeting.

The minutes of the proceedings of each Board meeting are recorded by the Company Secretary and are entered in the Minutes Book of the Company. The minutes of each Board meeting are submitted for confirmation at its next meeting, and these are then signed by the Chairman and the Company Secretary.

### BOARD COMMITTEES

In line with the Code, and in order to facilitate effective management, the Board has constituted an Audit & Risk Committee as well as a Corporate Governance Committee. These two (2) Committees operate within defined Terms of Reference and independently to the Board.

The Chairman of each Board Committees reports on the proceedings of the Committees at each Board meeting of the Company and the Committees regularly recommend actions to the Board. The Company Secretary acts as secretary to the Board Committees.

The Board Committees are authorised to obtain, at the Company's expense, professional advice both within and outside the Company in order for them to perform their duties.

The Board of BVH believes that the members of its two (2) above-mentioned Committees have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their duties. The Board of Directors assesses the Terms of Reference of the two (2) Board Committees on a regular basis to ensure that same are being applied correctly and that the said Terms of Reference are still compliant with the various regulations.

### Audit & Risk Committee

At the date of this report, the membership of the Audit & Risk Committee is as follows:

| Members  | Category   |
|--|--|
| Jean-Marc ULCOQ - <i>Chairman</i>                                  | Non-Executive Director                           |
| Patrice DOGER DE SPÉVILLE  | Non-Executive Director                           |
| Jacques MARRIER D'UNIENVILLE                                       | Non-Executive Director                           |
| Amélie D'HOTMAN DE VILLIERS ( <i>appointed on March 24, 2025</i> ) | Independent Non-Executive Director               |
| <b>In attendance (<i>when deemed appropriate</i>)</b>              |  |
| Thierry MERVEN   | Group Chief Executive Officer                    |
| Ashwin FOOGOOA   | Group Chief Financial Officer                    |
| Christel CHAN YAM FONG   | Group Finance Manager                            |
| Julien GLANNES   | Chief Operating Officer, Beau Vallon Hospitality |
| Khaled LALLMAHOMED   | Head of Finance, Beau Vallon Hospitality         |
| Subiraj RAMDENE ( <i>up to September 30, 2025</i> )                | Senior Accountant, Beau Vallon Hospitality       |
| BDO Financial Services Ltd   | Internal Auditors – Independent Service Provider |
| RSM (Mauritius) LLP  | External Auditors – Independent Service Provider |

The Audit & Risk Committee operates under the Terms of Reference which was approved by the Board.

The Committee meets at least once each quarter and reports on its activities to the Board.

A quorum of two (2) Members is currently required for an Audit & Risk Committee meeting.

The main functions of the Audit & Risk Committee are as follows:

- Reviewing the effectiveness of the Group's internal control and reporting systems;
- Monitoring the effectiveness of the internal audit function;
- Overseeing the financial reporting procedures in line with the relevant accounting standards;
- Recommending the Board of Directors on the appointment of external auditors, reviewing their scope of work and their remuneration;
- Monitoring the effectiveness and independence of external auditors;
- Recommendation of the condensed unaudited quarterly financial statements; and
- Maintaining the integrity of the financial statements.

The Audit & Risk Committee met four (5) times for the year under review.

RSM (Mauritius) LLP have been re-appointed as external auditors at the Annual Meeting of the Company held on June 27, 2025. Upon recommendation of the Audit & Risk Committee, the re-appointment of RSM (Mauritius) LLP will be recommended for approval at the forthcoming Annual Meeting of Shareholders.

The Audit and Risk Committee confirms that it has fulfilled its responsibilities for the year under review, in accordance with its Terms of Reference.

The Company Secretary acts as Secretary of the Audit & Risk Committee to ensure proper recording of the proceedings of the meetings.

## BOARD COMMITTEES (CONT'D)

### Corporate Governance Committee

The composition of the Corporate Governance Committee has remained unchanged during the year under review.

At the date of this report, the membership of the said Committee is as follows:

| Members   | Category                            |
|---|-------------------------------------|
| Gérard GARRIOCH – <i>Chairman</i>                     | Non-Executive Chairman of the Board |
| Thierry MERVEN  | Executive Director                  |
| <b><i>In attendance (when deemed appropriate)</i></b> |                                     |
| Ashwin FOOGOAA  | Group Chief Financial Officer       |
| Christel CHAN YAM FONG                                | Group Finance Manager               |

The Corporate Governance Committee operates under the Terms of Reference approved by the Board and a quorum of two (2) members is currently required for a meeting of the said Committee.

The main functions of the Corporate Governance Committee are as follows:

- Providing guidance to the Board on all corporate governance provisions to be adopted so that the Board remains effective and follows prevailing corporate governance principles;
- Reviewing the Corporate Governance Report to be published in BVH's Annual Report and ensuring that the reporting requirements are in accordance with the principles of the Code of Corporate Governance;
- Recommending to the Board of Directors the adoption of policies and best practices as appropriate;
- *In its role as Nomination Committee*, reviewing the structure, size and composition of the Board, identifying and recommending to the Board possible appointees as Directors, making recommendations to the Board on matters relating to appointment or re-appointment of Directors and succession plans for Directors whilst assessing the independence of the Independent Non-Executive Directors; and
- *In its role as Remuneration Committee*, determining and developing the Company's and Group's general policy on executive and senior management remuneration and making recommendations to the Board on all the essential components of remuneration whilst determining the adequate remuneration to be paid to Directors and senior management.

The Corporate Governance Committee met once (1) during the year under review.

The Corporate Governance Committee confirms that it has fulfilled its responsibilities for the year under review in accordance with its Terms of Reference.

Even though the Code's aspiration is that the Corporate Governance Committee be chaired by an Independent Non-Executive Director, the Chairman of the Board of Directors of BVH, namely Mr. Gérard GARRIOCH, has been appointed as Chairman of the said Committee in view of his extensive experience and knowledge and in order to provide continuity in the application of best practices.

The Company Secretary acts as Secretary of the Corporate Governance Committee to ensure proper recording of the proceedings of the meetings.

## ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

Attendance at Board and Committee meetings for the year under review is as follows:

| Name of Directors   | Category | Board meetings | Audit & Risk Committee Meetings | Corporate Governance Committee Meetings |
|---|----------|----------------|---------------------------------|---|
| Gérard GARRIOCH<br><i>(Chairman and Chairman of the Corporate Governance Committee)</i> | NECB     | 3 out of 3     | N/A                             | 1 out of 1                              |
| Thierry MERVEN<br><i>(Group Chief Executive Officer)</i>                                | ED       | 3 out of 3     | 5 out of 5*                     | 1 out of 1                              |
| Patrice DOGER DE SPÉVILLE   | NED      | 3 out of 3     | 5 out of 5                      | N/A                                     |
| Jacques MARRIER D'UNIENVILLE  | NED      | 3 out of 3     | 5 out of 5                      | N/A                                     |
| Jean-Marc ULCOQ<br><i>(Chairman of the Audit &amp; Risk Committee)</i>                  | NED      | 3 out of 3     | 5 out of 5                      | N/A                                     |
| Robert DOGER DE SPÉVILLE  | NED      | 3 out of 3     | N/A                             | N/A                                     |
| Amélie D'HOTMAN DE VILLIERS<br><i>(appointed on March 01, 2025)</i>                     | INED     | 2 out of 3     | 4 out of 4                      | N/A                                     |
| <b><i>In attendance</i></b>   |          |                |                                 |   |
| Ashwin FOOGOAA  | N/A      | 3 out of 3     | 4 out of 5                      | 1 out of 1                              |
| Christel CHAN YAM FONG  | N/A      | 3 out of 3     | 5 out of 5                      | 1 out of 1                              |
| Julien GLANNES  | N/A      | 3 out of 3     | 5 out of 5                      | N/A                                     |
| Khaled LALLMAHOMED  | N/A      | 3 out of 3     | 5 out of 5                      | N/A                                     |
| Subiraj RAMDENEY <i>(up to September 30, 2025)</i>                                      | N/A      | 1 out of 1     | 2 out of 2                      | N/A                                     |

\* *In attendance – not a member*

ED: Executive Director

NECB: Non-Executive Chairman of the Board

NED: Non-Executive Director

INED: Independent Non-Executive Director

## PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

### DIRECTORS' PROFILES

The names of all Directors, their profile and their categorisation as well as their Directorship details in listed companies are provided thereafter.

#### **Gérard GARRIOCH**, *Non-Executive Director*

*(Chairman and Chairman of the Corporate Governance Committee)*

Mr. Gérard Garrioch, born in 1955, is the holder of a Master in Business Administration with Distinction from the University of Surrey, UK and a BSc (First Class Honours) Biochemistry, from the University of Bath, UK. He has worked for 36 years for the Cernol Group of which he was a shareholder and the Executive Chairman since 2005 until he retired in August 2017. He is also a Director of ER Commercial Limited, a Non-Executive Director of Cernol Ltd and was the President of the Association of Mauritian Manufacturers, President of the Mauritius Employers Federation and Chairman of the Joint Economic Council. He was also a member of the National Economic and Social Council and Human Resource Development Council. He is the Chairman of Compagnie de Beau Vallon Ltée since June 2011, and also the Chairman of ER Commercial Limited.

Other directorships in listed companies:

- None

## DIRECTORS' PROFILES (CONT'D)

**Thierry MERVEN**, *Executive Director*  
(*Group Chief Executive Officer*)

Mr. Thierry Merven, born in 1962, holds a "Maîtrise en Aménagement du Territoire" and a "Diplôme d'Études Supérieures Spécialisées (DESS) en Aménagement et Développement Local" from l'Institut d'Aménagement Régional d'Aix-en-Provence (France). He is currently the Group Chief Executive Officer of Compagnie de Beau Vallon Ltée and Beau Vallon Hospitality Ltd which comprise sugar estates and agricultural diversification, real estate and property development, hospitality and leisure activities. He joined the sugar sector in 2004 as General Manager of Compagnie de Beau Vallon Ltée which manages Riche en Eau S.E. He started his career in France where he practised between 1987 and 1996 as a Town Planner, Developer and Environmental Specialist. Upon his return to Mauritius in 1996, he successively held office as Manager of Société de Traitement et d'Assainissement des Mascareignes Ltée (STAM) and of IBL Environment Ltd. He was the President of the Mauritius Chamber of Agriculture between 2008 and 2011 and the Chairperson of the Sugar Industry Pension Fund (SIPF) between 2017 and 2022. He is a Board member of several sugar-sector institutions and companies involved in agricultural production, hospitality and property development.

Other directorships in listed companies:

- None

**Patrice DOGER DE SPÉVILLE**, *Non-Executive Director*

Mr. Patrice Doger de Spéville, born in 1956, graduated in Law at the Council of Legal Education School of Law of London, UK and is also the holder of a French "Licence & Maîtrise en Droit". He was called to the Mauritian Bar in 1978 and, is a member of the Middle Temple. He was the President of the Mauritius Bar Council, was elevated to the rank of Senior Counsel in June 2010 and is currently in charge of the local "New Bar Chronicle". He is a litigation and corporate lawyer and serves as the legal advisor to various banking, financial, insurance, industrial, hotels and commercial institutions.

Other directorships in listed companies:

- None

**Jacques MARRIER D'UNIENVILLE G.O.S.K**, *Non-Executive Director*

Mr. Jacques Marrier d'Unienville, born in 1968, holds a Bachelor's degree in Commerce. Prior to joining Société Usinière du Sud (SUDS) as Chief Executive Officer in 2005, he was the Managing Director of Société de Traitement et d'Assainissement des Mascareignes. He has held office as Chief Executive Officer of MTMD (now Omnicane Limited) as from 1 April 2007. He is the Chairperson of Omnicane Thermal Energy Operations (La Baraque) Limited and Omnicane Thermal Energy Operations (St Aubin) Limited, Omnicane Milling Operations Limited, Omnicane Logistics Operations Limited, Airport Hotel Ltd and is a director of Beau Vallon Hospitality Ltd and The Union Sugar Estates Company Limited. He is a board member of several sugar sector institutions in Mauritius and was the President of the Mauritius Sugar Producers' Association in 2005, 2006, 2009, 2010 and 2015. He was the President of the Mauritius Sugar Syndicate in 2012 and in 2022.

Other directorships in listed companies:

- Omnicane Limited
- The Union Sugar Estates Company Limited

**Jean-Marc ULCOQ**, *Non-Executive Director*  
(*Chairman of the Audit & Risk Committee*)

Mr. Jean-Marc Ulcoq, born in 1952, has developed throughout the past 19 years a strong and proven international expertise in managing both at the operational / financial sides as well as at directorship level of many companies including listed companies in Mauritius, and of international operations for instance in South Africa, Madagascar, Mayotte and Reunion Island. He is a fellow of Chartered Association of Certified Accountants (UK), fellow member of the Mauritius Institute of Directors, member of the Committee setting up Corporate Governance Conventions in Mauritius and in the Audit and Accounting – Task Force. Mr. Ulcoq is also a Director of SBM Madagascar SA, subsidiary of SBM Holdings Ltd, and he is the Chairman of its Audit Committee. He also chairs the Audit Committee of several companies in Mauritius.

Other directorships in listed companies:

- None

**Robert DOGER DE SPÉVILLE**, *Non-Executive Director*

Mr. Robert Doger de Spéville, born in 1951, qualified as a Chartered Accountant in South Africa in 1974. He joined New Mauritius Hotels Ltd in 1977 as Financial Director, and in 1981, he was appointed Commercial Director and a Board member until his retirement in June 2015.

Other directorships in listed companies:

- None

**Amélie D'HOTMAN DE VILLIERS**, *Independent Non-Executive Director (appointed on March 1, 2025)*

Mrs Amelie d'Hotman de Villiers holds a Bachelor of Science from Murdoch University, Australia, and is a member of the Institute of Chartered Accountants in England and Wales (ICAEW) and the Mauritius Institute of Directors (MIOD). She began her career with Ernst & Young, where she spent five years as an auditor, gaining experience across the banking, retail, hospitality and offshore sectors through her involvement in the audit of both local and international companies. She joined Terragen Management Ltd in 2021 as Finance Manager and currently oversees the finance and accounting functions of the energy cluster.

Other directorships in listed companies:

- None

## PROFILES OF SENIOR MANAGEMENT TEAM

The profile of Mr. Thierry MERVEN is available in the Directors' Profiles above.

**Ashwin FOOGOOA**, *Group Chief Financial Officer*

Mr. Foogooa is a Fellow of the Institute of Chartered Accountants in England and Wales and an economics graduate from Cambridge University, UK. He has previously been in banking in Mauritius, namely as Project Finance Team Leader at The Mauritius Commercial Bank Ltd and as Chief Risk Officer at the SBM Bank (Mauritius) Ltd. His banking experience has involved both relationship management with corporates as well as structured financing for projects and trade. Prior to his return to Mauritius, Mr Foogooa held finance roles at the Big 4 Accountancy Firms as well as listed blue chip companies such as General Electric Company and BP plc. He is also a State of Mauritius Scholar and a consistent prize-winner at his accountancy exams.

**Christel CHAN YAM FONG**, *Group Finance Manager*

Mrs. Chan is a Fellow Member of the Association of Chartered Certified Accountants and holds a Diploma in IFRS and a BSc (Hons) in Management. She has previously worked as a Senior Supervisor and Accountant at PCA Ltd, now known as Swan Pensions Ltd, with a portfolio of clients' funds under administration. She started her career in auditing and business advisory services at Ernst & Young and gained exposure in the hospitality, textile, insurance and media sectors. She joined Compagnie de Beau Vallon Limitée as Group Financial Accountant in September 2008 and was promoted as Group Finance Manager in February 2019.

**Julien GLANNES**, *Chief Operating Officer, BVH*

Mr. Julien Glannes holds a Master of Business Administration from the University of Poitiers and a University Diploma in Technology from the University of Paris. He oriented his career towards the hotel industry in 1999 and worked his way up in luxury properties such as the Plaza Athénée, Le Meurice in Paris and La Réserve in Geneva. He also worked for prestigious hotel groups such as Hyatt and Marriott. Having settled in Mauritius in 2008, he successively held the positions of Resident Manager and General Manager at Indigo Hotels and Banyan Tree Hotels. He joined Beau Vallon Hospitality as Chief Operating Officer in 2024.

## DIRECTORS' PROFILES (CONT'D)

### PROFILES OF SENIOR MANAGEMENT TEAM (Cont'd)

#### **Julien MOUTOU**, *Group Human Resources Manager (as from July 01, 2025)*

Appointed in April 2025, Mr. Julien Moutou holds a BCom in Management and Human Resource Management from Curtin University of Technology (Australia) and he is also a Certified NLP Practitioner. With over 20 years of experience in human resources management, Mr. Julien Moutou has previously held senior HR leadership positions in organisations managing large, multi-site and multi-country workforces, such as at Transinvest Construction, Constance Belle Mare Plage, Rogers Capital and Rogers Aviation. As Group Human Resources Manager, Mr. Julien Moutou is responsible for driving the Human Capital Strategy of the Group across its Agri-Business, Property, Leisure, Hospitality and Corporate clusters.

#### **Christina LEVALLOIS**, *Group Human Resources Manager (up to June 30, 2025)*

Mrs. Levallois holds an MBA from IAE Paris/Université Paris-Dauphine and also a French « Licence en Administration Économique et Sociale » from Université Robert Schuman of Strasbourg. Mrs Levallois, who has 25 years of working experience in the field of human resources management, has been the Personnel Manager of Preskil Island Resort before being appointed Group Human Resources Coordinator in 2007. She is also in charge of the Human Resources Department of Compagnie De Beau Vallon Limitée since January 2013.

#### **Ravidev TEELWAH**, *General Manager- Preskil Island Resort*

Mr. Teelwah holds a diploma in Hotel Management awarded by SHATEC (Singapore Hotel and Tourism Education Centre). He started his career in 1994 and has over 27 years of both local and international industry experience and has occupied various management positions in the hospitality industry. His previous assignment was for 8 years in ARUSHA TANZANIA in the capacity of Deputy General Manager at the Mount Meru hotel, then joined Solana Beach Mauritius in December 2018 as Executive Assistant Manager before being promoted to the post of Resident Manager followed by General Manager. Since March 01, 2023, M. Teelwah has been appointed as the General Manager at Preskil Island Resort.

#### **Veer PURSEED**, *Resident Manager - Solana Beach Mauritius*

Mr. Purseed holds a Diploma in Hotel Management from l'Ecole Hôtelière Sir Gaëtan Duval. He began his career in the hospitality industry at Preskil Island Resort, where he held various positions in the Front Office Department from 2007 to 2014. In 2014, he joined Solana Beach Mauritius as Assistant Front Office Manager and was promoted to Front Office Manager in 2016. Since March 2023, he served as Acting Resident Manager/General Manager and has officially been appointed as Resident Manager at the beginning of the year 2024.

## COMPANY SECRETARY

The Group has a service agreement with Navitas Corporate Services Ltd for the provision of company secretarial services.

All Directors have direct access to the advice and services of the Company Secretary who is responsible for providing detailed guidance to the Chairman and the Directors as to their fiduciary duties, responsibilities and powers. The Company Secretary also ensures that the Company is at all times complying with its Constitution, Terms of Reference, applicable laws, rules and regulations.

Moreover, the Company Secretary assists the Chairman, the Board and Board Committees in implementing and strengthening good governance practices and processes with a view to enhance long-term stakeholders' value. The Company Secretary also administers, attends and prepares minutes of all Board meetings, Board Committee meetings and Shareholders' meetings.

The Company Secretary is also the primary channel of communication between the Company and its Shareholders as well as the regulatory bodies.

## APPOINTMENT AND RE-ELECTION

The responsibility of selecting a new Director forms part of the responsibility of the Corporate Governance Committee and the Chairman of the said Committee oversees the selection process.

The Corporate Governance Committee makes recommendation to the Board either to fill a casual vacancy or as an addition to the existing Directors and ensures that the total number of Directors shall not at any time exceed ten (10) Directors as stipulated in the Constitution of the Company.

The re-election of all the Directors is tabled at each Annual Meeting of Shareholders of BVH.

## DIRECTOR'S INDUCTION

BVH has an informal induction to introduce newly appointed Directors to the Company's and the Group's businesses as well as to the Senior Executives.

The informal induction provided to the newly appointed Director depends on the past experience of the said Director and same will provide proper guidance to improve the new director's knowledge in the business field and operations of BVH.

The induction program meets the specific needs of both the Company and the newly appointed Director and enables the latter to get acquainted and develop a good understanding of the Group.

## PROFESSIONAL DEVELOPMENT

Directors and employees of the Company are encouraged to follow continuous professional development courses/trainings to keep up to date with industry, legal and regulatory developments.

The Company ensures that the necessary resources for developing and updating its Directors' knowledge and capabilities are provided as and when required.

## SUCCESSION PLANNING

The Board is aware of the importance of succession planning for the Company, and is satisfied that a senior executive can be replaced at reasonably short notice.

Furthermore, a succession planning policy has been duly approved by the Board of Directors.

## PRINCIPLE 4: DIRECTORS DUTIES, REMUNERATION AND PERFORMANCE

### LEGAL DUTIES

All the Directors of BVH are aware of their legal duties and responsibilities as listed in The Companies Act 2001 of Mauritius.

The Directors further confirm that they exercise their duties with a degree of care, skill and diligence.

## **PRINCIPLE 4: DIRECTORS DUTIES, REMUNERATION AND PERFORMANCE (CONT'D)**

### **CODE OF ETHICS**

A Group Code of Ethics has been adopted by the Board of Directors to ensure that policies, procedures and controls are in place for the business to be conducted honestly, fairly and ethically. The effectiveness and efficiency of the Group Code of Ethics are reviewed regularly by the Board of Directors to ensure that same is applied at all levels.

The Code of Ethics includes the principles, norms and standards that the Group wants to promote and integrate within its corporate culture in the conduct of its activities, including internal relations, interaction and dealings with external stakeholders.

Furthermore, the Group and its employees must, at all times, comply with all applicable laws and regulations.

BVH will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Group does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Group's operations. Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their superior, who, if necessary, should seek the advice of someone at the highest level of hierarchy.

### **CONFLICT OF INTEREST**

The Board of Directors strictly believes that a Director should make his best effort to avoid a conflict of interest or situation where others might reasonably perceive such a conflict.

However, should any conflicts of interests arise, it is crucial for Directors to disclose them in order to update the Interest Register accordingly. The Interest Register is available for consultation by the shareholders upon written request to the Company Secretary.

As per BVH's Constitution, a Director who has declared his interest shall not vote on any matter relating to a transaction or proposed transaction in which he is interested but shall be counted in the quorum present for the purpose of that decision.

### **RELATED PARTY TRANSACTIONS**

Please refer to Note 32 to the Financial Statements.

Conflict of interest and related party transactions, if any, are conducted in accordance with the Group Code of Ethics.

### **INFORMATION, INFORMATION TECHNOLOGY AND INFORMATION SECURITY GOVERNANCE**

The Board is responsible for overseeing information governance within the Company and ensures that the performance of information and information technology (IT) systems lead to business benefits and create value.

The Board has decided to delegate to Management the implementation of a framework on information, information technology and information security governance.

The Board will also ensure that the information security policy be regularly reviewed and monitored. The IT Department, after close examination of the IT systems and with the approval of the Board of Directors, allocates sufficient resources in the annual budget towards the IT expenditure.

### **BOARD INFORMATION**

The Chairman, with the assistance of the Company Secretary, ensures that Directors receive all information necessary for them to perform their duties and that the Board has sufficient time for consultation and decision-making.

The Board members of BVH ensure that matters relating to the Company, learned in their capacity as Directors, are strictly confidential and private and shall not be divulged to anyone without the authority of the Board.

Besides as already mentioned above, the Directors have the right to request independent professional advice at the Company's expense in cases where the directors judge it necessary.

### **DIRECTORS' AND OFFICERS' INDEMNITY AND INSURANCE**

A Directors' and Officers' liability insurance has been taken at the level of the holding entity.

### **BOARD EVALUATION AND DEVELOPMENT**

A Board Evaluation exercise was conducted in the first quarter of 2024 and at the end of the said exercise, a comprehensive report has been drafted, highlighting the areas of strengths as well as identifying opportunities for improvement.

The Directors forming part of the Board of the Company, especially those who are members of Board committees, have been appointed in light of their wide range of skills and competence acquired through several years of working experience and professional background.

The Board of the Company is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise and experience to carry out their duties properly.

Furthermore, Non-Executive Directors are chosen for their business experience and their ability to provide a blend of knowledge, skills, objectivity, integrity, experience and commitment to the Board. These Directors are free from any business or other relationships which would materially affect their ability to exercise independent judgement and are critical observers.

### **REMUNERATION**

#### **STATEMENT OF REMUNERATION PHILOSOPHY**

The Board of Directors has delegated to the Corporate Governance Committee the responsibility of determining the adequate remuneration to be paid to the Chairman of the Board, the Non-Executive Directors, the Executive Directors and the Management staff.

BVH's underlying philosophy is to set remuneration at an appropriate level to attract, motivate and retain high calibre personnel and directors and to reward them in accordance with their individual as well as collective contribution towards the achievement of the Company's objectives and performance.

Remuneration is set by taking into account market conditions, individual performance and company performance.

**PRINCIPLE 4: DIRECTORS DUTIES, REMUNERATION AND PERFORMANCE (CONT'D)**

**REMUNERATION (Cont'd)**

**BOARD AND BOARD COMMITTEES' FEES**

Directors are remunerated with a fixed fee per annum.

The Chairman of each Board Committee receives a higher fixed fee per annum. Such fees are in line with market practices.

For the remuneration and benefits received, or due and receivable, by the individual Directors from the Company and its subsidiaries as at December 31, 2025, please refer to page 7 of the Statutory Disclosures.

The Non-Executive Directors of the Company have not received remuneration in the form of share option or bonus associated with the performance of the Company.

**DIRECTORS' DEALING IN THE SHARES OF BVH**

The Directors of BVH are aware of their responsibilities to disclose any acquisition or disposal of the Company's shares in accordance with the Securities Act 2005 and the DEM Rules of the Stock Exchange of Mauritius Ltd.

In accordance with the Listing Rules and DEM Rules, Directors are strictly prohibited to deal in the shares of the Company during close periods.

**DIRECTORS' TRANSACTIONS IN THE SHARES OF BVH**

No Director dealt in the shares of BVH during the year under review.

**INTEREST OF DIRECTORS IN THE SHARES OF THE COMPANY**

Written records of the interests of the Directors and their closely related parties in shares of BVH are kept in a Register of Directors' Interests.

Accordingly, as soon as a Director becomes aware that he is interested in a transaction, or that his holdings or his associates' holdings have changed, this should be reported to the Company in writing. The Company Secretary then ensures that the Register of Interests is updated accordingly.

The direct and indirect interests of the Directors and of the Senior Management Team, who holds shares in BVH as at December 31, 2025, are disclosed in the table below:

| Name of Directors   | Direct Interest |         | Indirect Interest |
|---|-----------------|---------|-------------------|
|   | No. of shares   | %       | %                 |
| Gérard GARRIOCH<br><i>(Chairman and Chairman of the Corporate Governance Committee)</i> | -               | -       | -                 |
| Thierry MERVEN<br><i>(Group Chief Executive Officer)</i>                                | -               | -       | -                 |
| Jacques MARRIER D'UNIENVILLE  | -               | -       | -                 |
| Patrice DOGER DE SPÉVILLE   | -               | -       | -                 |
| Jean-Marc ULCOQ<br><i>(Chairman of the Audit &amp; Risk Committee)</i>                  | -               | -       | -                 |
| Robert DOGER DE SPÉVILLE  | -               | -       | -                 |
| Amélie D'HOTMAN DE VILLIERS<br><i>(appointed on March 01, 2025)</i>                     | -               | -       | -                 |
| <b>Name of Members of Senior Management</b>   |                 |         |                   |
| Ashwin FOOGOOA  | 150,000         | 0.0854% | -                 |
| Christel CHAN YAM FONG  | -               | -       | -                 |
| Julien GLANNES  | -               | -       | -                 |
| Julien MOUTOU <i>(as from July 01, 2025)</i>  | -               | -       | -                 |
| Christina LEVALLOIS <i>(up to June 30, 2025)</i>  | -               | -       | -                 |
| Ravidev TEELWAH   | -               | -       | -                 |
| Veer PURSEED  | -               | -       | -                 |

**PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL**

The Board of BVH assumes its responsibilities in maintaining an effective system for risk governance and ensures that the Company develops and executes a comprehensive and robust system of risk management.

The Directors are committed to a strong risk management culture. The Group Chief Executive Officer has the main responsibility of risk management and works with the Senior Management team to effectively perform his duties.

## INTERNAL AUDIT

The internal audit function is an independent, objective assurance and consulting activity designed to add value and improve an organisation's operations. By applying a systematic and disciplined approach, it supports the organisation in achieving its goals through evaluating and improving the effectiveness of risk management, control, and governance processes

The Audit & Risk Committee reviews and approves the Internal Audit's programme and resources, reviews and discusses major audit findings together with management responses and evaluates the effectiveness of the Internal Audit function.

The internal auditors BDO Financial Services Ltd conducted the following reviews in 2025:

- Maintenance Review for Preskil Island Resort and Solana Beach Mauritius
- Human Resources and Payroll Review for Preskil Island Resort and Solana Beach Mauritius
- Follow up review of IT Applications for BVH and Solana Beach Mauritius;
- IT Review of BVH head office and Astroea Beach Mauritius; and
- Financial Health Check and Events Review of Astroea Beach.

A Marketing and Pricing Review was initiated at BVH and Solana Beach Mauritius in the later part of the last quarter and is scheduled for completion in the first quarter of 2026.

The Internal Audit reports for the three hotels were presented at the Audit & Risk Committee meetings of March 20, May 13, July 24 and September 30. A number of recommendations have been made and were discussed with management to reinforce the existing controls across all the Group's hotels.

The Audit & Risk Committee and the Directors oversee risk management. The Board aims that risks faced are effectively identified, assessed, monitored and managed at acceptable levels in order to improve the risk-return profile of its shareholders.

To address this, BVH has established an organisational framework with well-defined responsibilities to effectively mitigate risks.

Some of the most important risks to which the Company is exposed are listed hereunder:

**Financial risks** - These risks (including currency risks, interest rate risks and price risks) are reported in note 4 to the Financial Statements.

**Political and social risks** - These risks are associated with adverse political and social conditions which may adversely affect the country as a tourist destination. As a matter of fact, it is of vital importance that we continue to maintain positive consultations with the authorities and this is done through our membership with the 'Association des Hoteliers et Restaurateurs – Ile Maurice' (AHRIM) which is the official body representing the interests of hotel operators in Mauritius and which discusses major areas such as air access policies, promotional campaigns, law and order situation in the country and future strategy for the development of the tourism industry. The company also ensures that it fulfils its social responsibility by regularly organising activities for the neighbouring community and also ensures that priority is given as far as possible for the employment of people from the region and for the contracting out of related activities such as diving centre and boat house.

**Market risks** - BVH is exposed to the negative effects of global economic crisis resulting in reduced worldwide travel due to an adverse impact on the disposable income of guests from our traditional source markets. BVH is also exposed to risk related to external events such as BREXIT which has created uncertainty, hence resulting in reduced revenue from the UK market. The company is also faced with risks associated with other events which discourage international travel such as epidemics, threatened acts of terrorism, natural disasters and marine pollution such as oil spill. All these factors could adversely affect BVH's financial results. Notwithstanding the fact that Europe remains our main market, measures have been taken to diversify the customer base as much as possible and adopt a target approach on some markets. Our insurance policies cover operational losses caused by natural catastrophes such as cyclones, floods, earth, tsunamis, tidal wave and all other water damage.

**Operational risk** - These risks are defined as the risk of loss arising from poor or failed internal processes, systems and from inadequate maintenance of the hotel assets as well as insufficient capital investment which may impact on the quality of the deliverables and standard of the hotel.

The Group ensures that regular investments are made on the maintenance and upgrading of IT and electronic equipment such as CCTV cameras and servers so as to ensure continuity of operations. There are also well established procedures to ensure that proper back up of critical data is done. BVH's front office operations are carried out on 'Hotel Management System' (HMS) software which has improved the reporting of key performance indicators as well as providing a more efficient management information system. The Company ensures that adequate resources are mobilised through its yearly capital expenditure budget to enable the hotel product to be maintained to a required standard so as to mitigate disruptions in the operations and negative comments from guests. Moreover, the Group has controls in place at operational level as well as strict supervision from its head office and regular internal audits. The Group has also adequate insurance cover for wrongful acts by its employees.

**Legal & regulatory risks** – These risks arise out of the inability to comply with policies, laws and regulatory requirements. BVH regularly seeks legal advice to mitigate this risk and to better safeguard its interests. BVH also ensures that adequate insurance covers are contracted to cover the risk associated with our hotel operations and exposure to potential losses. In that respect, regular consultations are carried out with our insurance broker to mitigate the risks associated with inadequate or inappropriate cover.

**Human resources and Quality service** - BVH believes in recruiting, motivating and retaining quality personnel and develops their skills to provide quality service to guests. BVH hence hires, trains and retains highly skilled employees to maintain world class service levels. BVH also trains its employees in ethics and values.

Salary surveys are conducted at industry level by AHRIM and the company tries to be in line with the salary and benefits trends as per industry norms in order to attract new talents and retain existing ones.

## WHISTLE BLOWING POLICY

The whistle-blowing policy has been approved by the Board of Directors in its meeting held in March 2023.

The formal whistle-blowing policy consists of responsible and effective procedures for disclosure or reporting of misconduct and impropriety so that appropriate actions are taken.

## PRINCIPLE 6: REPORTING WITH INTEGRITY

The Directors of BVH affirm their responsibilities for preparing the Annual Report and Financial Statements of the Company.

The Board also considers that the Annual Report and Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards and, taken as a whole, are fair, balanced, understandable and provide the information necessary for Shareholders and other stakeholders to assess BVH's position, performance and outlook.

Please refer to the Statement of Directors' Responsibilities found on page 20 of the Annual Report.

## HEALTH AND SAFETY POLICY

BVH abides by the Occupational Safety and Health Act 2005 general rules and regulations governing the health and safety issues. The Group is committed to minimising any adverse effect of its operations on the health and safety of its employees and the community in which it operates.

## ENVIRONMENT POLICY AND SUSTAINABILITY

**Governance and oversight** – Beau Vallon Hospitality (BVH) integrates sustainability considerations into its operational management through Group-level coordination, with implementation carried out at hotel level.

The Group is a signatory of the Signe Natir pact of Business Mauritius, which provides a national reference framework for environmental responsibility, biodiversity protection, circular economy and social inclusion.

**Strategy and risk management** – BVH recognises that environmental and social factors may affect the resilience, continuity and reputation of its hospitality operations. Sustainability considerations are embedded across:

- Hotel operations and maintenance practices;
- Procurement and supplier selection;
- Community engagement and social investment; and
- Environmental risk mitigation, particularly in coastal and lagoon-adjacent areas.

The Group's approach prioritises operational efficiency, environmental footprint reduction and long-term social engagement.

**Environmental management and operations** – During the year under review, BVH reinforced several environmental practices across its hotel operations, including:

- Reduction of paper use through digitalisation;
- Progressive elimination of single-use plastics in rooms and operations;
- Introduction of eco-designed materials, including stone paper for guest amenities;
- Energy efficiency measures in guest rooms; and
- Water management practices aimed at reducing consumption.

**Biodiversity** – BVH continued its collaboration with Reef Conservation, supporting marine ecosystem protection initiatives, including continued funding for the establishment of the organisation's South Office research laboratory. These actions address biodiversity-related risks associated with coastal hospitality operations.

**Circular economy and waste management** – BVH maintained its partnership with The Regen Project, enabling the monitoring and tracking of waste streams across all three hotels, identification of waste generation sources and monthly quantification of waste volumes, with the objective of progressively diverting waste from the Mare Chicose landfill.

In parallel, BVH expanded its engagement with the Made in Moris Pledge, increasing the integration of local suppliers into its procurement processes.

**Certifications and standards** – In December 2025, Preskil Island Resort was awarded the Green Key certification, an internationally recognised environmental label for the tourism sector, reflecting compliance with structured criteria covering energy and water management, waste reduction, staff awareness and responsible guest practices.

## COMMUNITY ENGAGEMENT AND CORPORATE SOCIAL RESPONSIBILITY ("CSR")

BVH recognises its responsibility towards the communities in which it operates. During the year, employees participated in several volunteering initiatives in collaboration with local NGOs. For instance, BVH provided on-site training and learning opportunities to vulnerable children from Mahébourg Espoir, contributing to skills exposure and social inclusion. In addition, the staff had the opportunity to deliver in-kind operational support to Cirque Social de Cité La Chaux, by carrying out a land cleaning and site preparation exercise, enabling the NGO to provide children with a clean and safe outdoor space for their educational and recreational activities.

Sustainability and social impact initiatives are now largely consolidated under the Beau Vallon Inclusive Foundation, which supports social, cultural and environmental resilience in the regions surrounding the Group's operations.

No CSR contribution has been made for the year under review (2024: MUR1,379/-).

## CHARITABLE & POLITICAL CONTRIBUTIONS

During the year under review, BVH Group made a donation of MUR29,694/- to charitable associations (2024: MUR763,655/-) and contributed an additional amount of MUR2,259,000/- to Beau Vallon Inclusive Foundation in support of various social, cultural and environmental projects.

No political contribution has been made for the year under review (2024: Nil).

## PRINCIPLE 7: AUDIT

The role of the Audit & Risk Committee is defined under Principle 2.

## EXTERNAL AUDIT

RSM (Mauritius) LLP was appointed as the auditors of the Company at the Annual Meeting of Shareholders held on June 24, 2024, and was reappointed to their role at the Annual Meeting of Shareholders held on June 27, 2025.

There is no restriction imposed on the external auditors over the right of access to the records of the Company and the Directors ensure that all recommendations are studied for implementation in an efficient manner. In order to maintain the external auditors and the Company independence, the number of years a person may be part of the audit team of the external auditors, is capped. Partners of the audit team of the Company who are charged with essential audit tasks must be replaced at most every five (5) year(s) after the start of their involvement and the audit firm must rotate every seven (7) years.

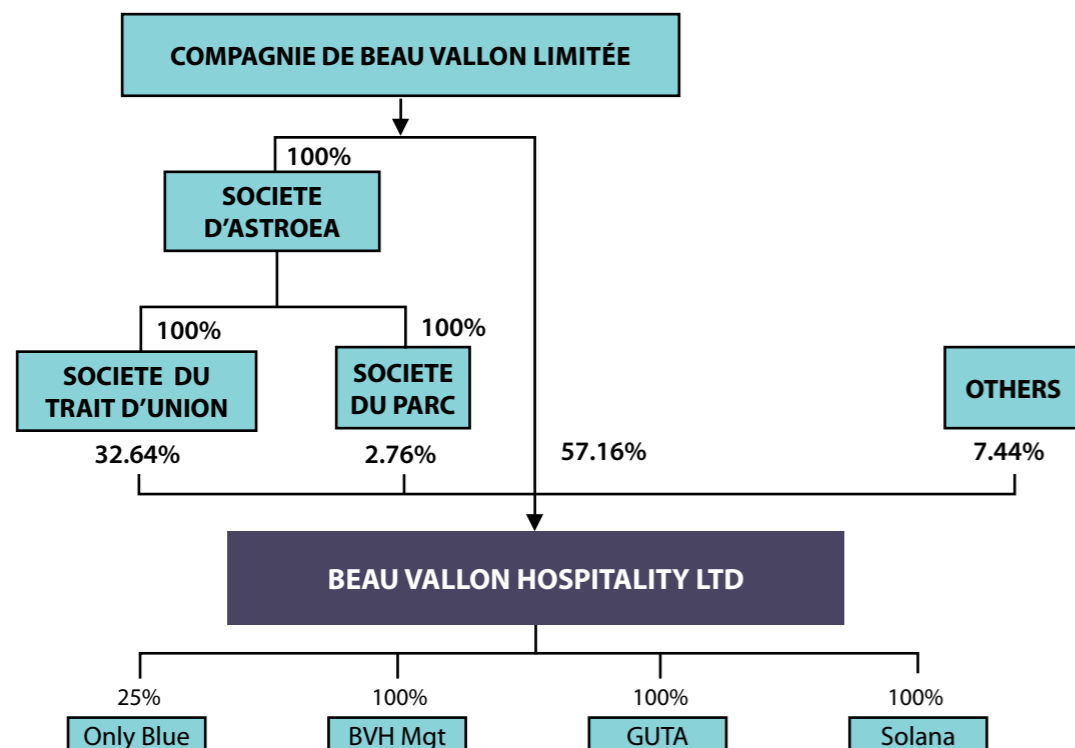
The Audit & Risk Committee has assessed the effectiveness of the external audit process and has discussed critical policies, judgements and estimates with the external auditors. The Audit & Risk Committee has met external auditors in the presence of management as and when required.

The Audit & Risk Committee has discussed the significant audit issues in relation to the financial statements and they have been disclosed as Key Audit Matters on page 21.

The audit fees of RSM (Mauritius) LLP for the financial year ended December 31, 2025 amounted to MUR697,640/- for the Company and no non-audit services were carried out by RSM (Mauritius) LLP during the year under review.

## PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

### HOLDING STRUCTURE AT DECEMBER 31, 2025



#### Abbreviations:

CBVL : Compagnie de Beau Vallon Limitée  
 Only Blue : Only Blue Co. Ltd  
 Solana : Solana Beach Company Limited  
 BVH Mgt : Beau Vallon Hospitality Management Co Ltd  
 GUTA : Groupe Union Training Academy Ltd

### DIRECTORS IN SUBSIDIARIES / COMMON DIRECTORS

The names of the Directors in subsidiaries/common Directors are as follows:

| Name of Directors  | CBVL | GUTA | BVH Mgt | Solana |
|--|------|------|---------|--------|
| Gérard GARRIOCH<br>(Chairman and Chairman of the Corporate Governance Committee) | √    |      | √       | √      |
| Thierry MERVEN<br>(Group Chief Executive Officer)                                | √    | √    | √       | √      |
| Jacques MARRIER D'UNIENVILLE   | √    | √    |         |        |
| Patrice DOGER DE SPÉVILLE  | √    |      |         |        |

### SUBSTANTIAL SHAREHOLDERS

The stated capital of the Company as at December 31, 2025 was Rs453,185,256/- divided into 175,644,644 ordinary shares of no par value.

As at December 31, 2025, BVH had 345 shareholders on its share registry and the following shareholders held more than 5% of its share capital, namely:

| Name of shareholders             | Number of Ordinary Shares | Percentage Holding |
|----------------------------------|---------------------------|--------------------|
| Compagnie de Beau Vallon Limitée | 100,400,567               | 57.16%             |
| Societe du Trait d'Union         | 57,333,040                | 32.64%             |

### COMMUNICATION WITH SHAREHOLDERS AND STAKEHOLDERS

The Board of Directors places great importance on transparency and optimal disclosure to Shareholders and hence ensures that Shareholders are kept informed on matters affecting the Group.

Shareholders holding ordinary shares are invited to attend the Company's Annual Meeting, which remains the ideal forum for discussions with the Directors and the Management team. The Annual Report, including the Notice of the Annual Meeting of Shareholders, is sent to each Shareholder holding ordinary shares of the Company.

### DIVIDEND POLICY

The Board of Directors of BVH has not adopted any formal dividend policy. Payment of dividends is subject to the profitability of BVH and its subsidiaries, their cash flows and their capital expenditure requirements along with growth opportunities and is approved by the Board of Directors.

A Certificate of Solvency is signed by all Directors in accordance with the requirements of The Companies Act 2001 of Mauritius whenever a dividend is declared by the Board.

Furthermore, prior to the redemption of the non-convertible, redeemable, cumulative and non-voting preference shares to NSF, BVH has paid a final dividend of Rs8,142,123/- to NSF, sole shareholder of non-convertible, redeemable, cumulative and non-voting preference shares. The said dividend has been paid in arrears and has been calculated pro-rata up to 18th September 2025.

Besides, during the year under review, BVH has not declared or paid any dividend to the shareholders of ordinary shares.

### SHAREHOLDERS' AGREEMENT

The Company entered into an inter-company loan agreement dated 1 December 2024 and a service agreement dated 29 October 2024 with its main Shareholder. These related party transactions were approved in accordance with applicable regulations and were concluded on arm's length terms.

### SHARE REGISTRY AND TRANSFER OFFICE

BVH's Share Registry and Transfer Office with respect to ordinary shares is administrated by MCB Registry & Securities Limited.

Shareholders holding ordinary shares may contact MCB Registry & Securities Limited for any services like change of name, change of address, share transfers, dividends, etc.

### SHAREHOLDING PROFILE

The share ownership and categories of Shareholders holding ordinary shares at December 31, 2025 were as follows:

| No. of shareholders | Size of shareholding     | Number of ordinary shares owned | % Holding     |
|---------------------|--------------------------|---------------------------------|---------------|
| 136                 | 1 - 500 shares           | 20,551                          | 0.0117        |
| 31                  | 501 - 1,000 shares       | 25,513                          | 0.0145        |
| 72                  | 1,001 - 5,000 shares     | 179,258                         | 0.1021        |
| 25                  | 5,001 - 10,000 shares    | 186,656                         | 0.1063        |
| 39                  | 10,001 - 50,000 shares   | 1,001,740                       | 0.5703        |
| 8                   | 50,001 - 100,000 shares  | 565,702                         | 0.3221        |
| 20                  | 100,001 - 250,000 shares | 3,334,972                       | 1.8987        |
| 4                   | 250,001 - 500,000 shares | 1,203,179                       | 0.6850        |
| 10                  | Over 500,001             | 169,127,073                     | 96.2893       |
| <b>345</b>          |                          | <b>175,644,644</b>              | <b>100.00</b> |

| No. of shareholders | Category of shareholding          | Number of ordinary shares owned | % Holding     |
|---------------------|-----------------------------------|---------------------------------|---------------|
| 296                 | Individuals                       | 6,852,977                       | 3.9016        |
| 1                   | Insurance and Assurance Companies | 230,000                         | 0.1309        |
| 10                  | Investment and Trust Companies    | 2,124,085                       | 1.2093        |
| 3                   | Pensions and Provident Funds      | 2,416,316                       | 1.3757        |
| 35                  | Other Corporate Bodies            | 164,021,266                     | 93.3825       |
| <b>345</b>          |                                   | <b>175,644,644</b>              | <b>100.00</b> |

### SHARES IN PUBLIC HANDS

Following the acquisition by CBVL during the fourth quarter of year 2023 of 30.37% additional shareholding in BVH from a consortium of some minority shareholders of The Union Sugar Estates Company Limited, coupled with the capitalisation of the total amount of shareholder loan (Rs 200 million) granted to the Company by CBVL, the percentage of shares held in public hands at December 31, 2025 was 7.35%, whilst the minimum threshold required by the DEM Rules is 10%.

Hence, the Board of Directors of BVH undertakes to comply with this requirement at the earliest possible.

### EMPLOYEE SHARE OPTION PLAN

BVH has no Employee Share Option Plan..

### THIRD PARTY MANAGEMENT AGREEMENT

BVH has renewed a management contract with Astroea Beach Company Ltd, a 16 key boutique hotel in Pointe d'Esny.

BVH has paid a fee to Compagnie de Beau Vallon Limitée, its ultimate holding company, for general corporate management services for the year under review.

### SHARE PRICE INFORMATION

The market value per ordinary share of BVH was Rs4.00/- as at December 31, 2025 as compared to Rs3.10/- as at December 31, 2024.

### WEBSITE

In order to be compliant with the new requirements of the Code, the Board shall ensure that the Company's website, namely <https://bvhhospitality.mu/>, be updated accordingly with the latest financial reports.

### TIMETABLE OF IMPORTANT EVENTS

|                      |   |
|----------------------|---|
| <b>March 2026</b>    | Publication of Abridged Audited Financial Statements for the year ended December 31, 2025 |
| <b>May 2026</b>      | Publication of first quarter results to March 31, 2026                                    |
| <b>June 2026</b>     | Annual Meeting of Shareholders  |
| <b>August 2026</b>   | Publication of half year results to June 30, 2026   |
| <b>November 2026</b> | Publication of third quarter results to September 30, 2026                                |



**Gérard GARRIOCH**  
Chairman



**Thierry MERVEN**  
Group Chief Executive Officer

March 30, 2026

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED DECEMBER 31, 2025

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare Financial Statements in accordance with International Financial Reporting Standards ('IFRS') for each financial year, which present fairly the financial position, financial performance and cash flows of the Group and the Company.

The Directors confirm that, in preparing the Financial Statements, they have to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state that IFRS have been adhered to, subject to any material departures being disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business; and
- ensure compliance with the Code of Corporate Governance (the 'Code') and provide reasons in case of non-compliance with any requirements of the Code.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the Financial Statements comply with the Mauritius Companies Act 2001, IFRS and the Financial Reporting Act 2004.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors hereby confirm that they have complied with the above requirements.

**Approved by the Board of Directors on March 30, 2026 and signed on its behalf by:**



**Gérard GARRIOCH**  
Chairman



**Thierry MERVEN**  
Group Chief Executive Officer

# COMPANY SECRETARY'S CERTIFICATE

YEAR ENDED DECEMBER 31, 2025

In our capacity as Company Secretary, we hereby confirm that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, for the financial year ended December 31, 2025, all such returns as are required of the Company under the Mauritius Companies Act 2001.



**Navitas Corporate Services Ltd**  
Company Secretary

**Registered office:**  
Navitas House  
Robinson Road  
Floréal  
Republic of Mauritius

March 30, 2026

# INDEPENDENT AUDITOR'S REPORT

## TO THE SHAREHOLDERS OF BEAU VALLON HOSPITALITY LTD

### Opinion

We have audited the consolidated and separate financial statements of Beau Vallon Hospitality Ltd (the "Company") and its subsidiaries (together referred to as the "Group") as set out on pages 24 to 56, which comprise of the consolidated and separate statement of financial position as at 31 December 2025, the consolidated and separate statement of profit or loss and other comprehensive income, the consolidated and separate statement of changes in equity and the consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and Company as at 31 December 2025, and of their financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") and comply with the requirements of the Companies Act 2001 and the Financial Reporting Act 2004 of Mauritius.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standard Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters ("KAM") are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For the key audit matter below, our description of how our audit addressed the matter is provided in that context.

#### Impairment of investment in subsidiary companies

In the Company's separate financial statements, investments in subsidiaries are carried at cost less impairment in accordance with IAS 36.

The carry value of investment in subsidiaries was Rs 644 million at 31 December 2025 (Rs 644 million at 31 December 2024). The most significant investment is the wholly owned subsidiary Solana Beach Company Limited ("Solana"), which represents 99.9% of the total of investment in subsidiaries balance at 31 December 2025.

Management assesses its investment in subsidiaries for impairment whenever there is an indication of impairment. Based on the historical trend of Solana and the significance of its carrying value on the financial statements, our focus was on the impairment assessment of Solana.

The accounting for the impairment of investments is a key audit matter as the determination of the recoverable value for the impairment assessment involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, growth rate etc. These assumptions and estimates can have a material impact on the impairment assessment of the investments in subsidiaries.

#### *How the matter was addressed in our audit*

Our procedures in respect of this key audit matter included:

- We obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the impairment assessment of material investments;
- We assessed the appropriateness of the methodology used in the impairment model, the input data and underlying assumptions used such as future levels of operations, discount rate etc. and considered historical performance through budgets. In doing this assessment, we have involved the auditors' expert, as appropriate;
- We checked the mathematical accuracy of the impairment model and agreed the relevant data on sample basis with the latest budgets, actual past results and other supporting documents;
- We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors; and
- We have reviewed the adequacy of the disclosures made in the financial statements.

### Other information

The Directors are responsible for the other information. The other information comprises the Annual Report from the Directors, the Corporate Governance Report, the Secretary's Certificate and Other Statutory Disclosures. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Else, we have nothing to report in this regard.

### Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards and in compliance with the requirements of the Companies Act 2001 of Mauritius and the Financial Reporting Act 2004 of Mauritius, and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are also responsible for overseeing the Group and the Company's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT

## TO THE SHAREHOLDERS OF BEAU VALLON HOSPITALITY LTD

### Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe those matters in our auditor's report unless laws or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

#### *The Companies Act 2001 of Mauritius*

The Companies Act 2001 of Mauritius requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- We have no relationship with, or interests in, the Company, other than in our capacity as auditor and dealings in the ordinary course of business;
- We have obtained all information and explanations we have required; and
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

#### *The Financial Reporting Act 2004 of Mauritius*

#### Corporate Governance Report

Our responsibility under the Financial Reporting Act 2004 of Mauritius is to report on the compliance with the Code of Corporate Governance (the "Code") disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the Group has, pursuant to section 75 of the Financial Reporting Act 2004 of Mauritius, complied with the requirements of the Code.

#### Use of this Report

This report is made solely to the shareholders, as a body, in accordance with Section 205 of the Companies Act 2001 of Mauritius. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinion we have formed.

**RSM (Mauritius) LLP**  
Ebene, Mauritius

**Dharmanand Cushmajee, FCCA**  
Licensed by FRC

March 30, 2026



# STATEMENTS OF FINANCIAL POSITION

YEAR ENDED DECEMBER 31, 2025

# STATEMENTS OF PROFIT OR LOSS

YEAR ENDED DECEMBER 31, 2025

|   | Notes | THE GROUP        |                  | THE COMPANY      |                  |
|---|-------|------------------|------------------|------------------|------------------|
|   |       | 2025             | 2024             | 2025             | 2024             |
|   |       | Rs'000           | Rs'000           | Rs'000           | Rs'000           |
| <b>ASSETS</b>   |       |                  |                  |                  |                  |
| <b>Non-current assets</b>   |       |                  |                  |                  |                  |
| Property, plant and equipment                                     | 6     | 1,642,330        | 1,716,801        | 1,231,677        | 1,297,982        |
| Right-of-use assets   | 7     | 1,002,540        | 1,024,533        | 677,987          | 692,821          |
| Intangible assets   | 8     | 380              | 396              | -                | -                |
| Investment in subsidiaries  | 9     | -                | -                | 644,286          | 644,286          |
| Investment in associate   | 10    | 3,354            | 3,140            | 1,220            | 1,220            |
| Financial assets at fair value through other comprehensive income | 11    | 69               | 54               | 69               | 54               |
|   |       | <b>2,648,673</b> | <b>2,744,924</b> | <b>2,555,239</b> | <b>2,636,363</b> |
| <b>Current assets</b>   |       |                  |                  |                  |                  |
| Inventories   | 13    | 26,374           | 20,798           | 17,646           | 12,382           |
| Trade receivables   | 14    | 204,185          | 227,103          | 140,977          | 143,071          |
| Financial assets at amortised cost                                | 15    | 194,952          | 529,041          | 197,796          | 529,341          |
| Other current assets  | 16    | 22,778           | 22,114           | 16,568           | 16,200           |
| Financial assets at fair value through profit or loss             | 17    | 131,244          | -                | 131,244          | -                |
| Cash in hand and at bank  | 30(c) | 132,584          | 123,198          | 88,763           | 89,740           |
|   |       | <b>712,117</b>   | <b>922,254</b>   | <b>592,994</b>   | <b>790,734</b>   |
| <b>Total assets</b>   |       | <b>3,360,790</b> | <b>3,667,178</b> | <b>3,148,233</b> | <b>3,427,097</b> |
| <b>EQUITY AND LIABILITIES</b>                                     |       |                  |                  |                  |                  |
| <b>Capital and reserves</b>                                       |       |                  |                  |                  |                  |
| Stated capital  | 18    | 453,186          | 453,186          | 453,186          | 453,186          |
| Other reserves  | 19    | 1,006,661        | 1,001,146        | 776,861          | 767,915          |
| Retained earnings   |       | 250,882          | 65,605           | 288,347          | 152,539          |
| Equity attributable to owners of the Company                      |       | <b>1,710,729</b> | <b>1,519,937</b> | <b>1,518,394</b> | <b>1,373,640</b> |
| Redeemable convertible bonds                                      | 36    | 348,250          | 348,250          | 348,250          | 348,250          |
| <b>Total equity</b>   |       | <b>2,058,979</b> | <b>1,868,187</b> | <b>1,866,644</b> | <b>1,721,890</b> |
| <b>Non-current liabilities</b>                                    |       |                  |                  |                  |                  |
| Borrowings  | 20    | 591,581          | 736,934          | 591,581          | 736,934          |
| Lease liabilities   | 7     | 254,546          | 253,400          | 175,719          | 174,931          |
| Deferred tax liabilities  | 12    | 262,825          | 189,253          | 189,393          | 134,879          |
| Retirement benefit obligations                                    | 21    | 25,702           | 50,338           | 12,828           | 38,487           |
|   |       | <b>1,134,654</b> | <b>1,229,925</b> | <b>969,521</b>   | <b>1,085,231</b> |
| <b>Current liabilities</b>  |       |                  |                  |                  |                  |
| Trade and other payables  | 22    | 115,244          | 105,294          | 267,869          | 163,868          |
| Borrowings  | 20    | 27,000           | 439,025          | 27,000           | 439,025          |
| Lease liabilities   | 7     | 24,913           | 24,747           | 17,199           | 17,083           |
|   |       | <b>167,157</b>   | <b>569,066</b>   | <b>312,068</b>   | <b>619,976</b>   |
| <b>Total liabilities</b>  |       | <b>1,301,811</b> | <b>1,798,991</b> | <b>1,281,589</b> | <b>1,705,207</b> |
| <b>Total equity and liabilities</b>                               |       | <b>3,360,790</b> | <b>3,667,178</b> | <b>3,148,233</b> | <b>3,427,097</b> |

These financial statements have been approved and authorised for issue by the Board of Directors on March 30, 2026.

  
Gérard GARRIOCH  
Director

  
Thierry MERVEN  
Director

The notes on pages 28 to 56 form an integral part of these financial statements.  
Independent auditor's report on pages 21 to 22.

|  | Notes | THE GROUP      |                | THE COMPANY    |                |
|--|-------|----------------|----------------|----------------|----------------|
|  |       | 2025           | 2024           | 2025           | 2024           |
|  |       | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Revenue from contracts with customers  | 23    | 1,170,833      | 1,147,409      | 825,799        | 823,968        |
| Direct costs   | 27(a) | (261,222)      | (241,158)      | (171,524)      | (157,547)      |
| Staff costs  | 27(b) | (269,138)      | (256,367)      | (187,033)      | (179,575)      |
| Other expenses   | 24    | (264,990)      | (224,826)      | (189,788)      | (164,111)      |
| Net impairment losses on financial assets                                      | 14    | (1,784)        | -              | -              | -              |
| <b>Earnings from operating activities</b>                                      |       | <b>373,699</b> | <b>425,058</b> | <b>277,454</b> | <b>322,735</b> |
| Other income   | 25    | 11,050         | 15,212         | 27,666         | 142,876        |
| Share of results of associate  | 10    | 864            | 963            | -              | -              |
| <b>Earnings before interest, tax, depreciation &amp; amortisation (EBITDA)</b> |       | <b>385,613</b> | <b>441,233</b> | <b>305,120</b> | <b>465,611</b> |
| Net foreign exchange gain  |       | 37,139         | 37,435         | 25,017         | 24,710         |
| Finance income   | 26(a) | 25,422         | 20,080         | 25,422         | 19,376         |
| Finance costs  | 26(b) | (88,112)       | (121,968)      | (80,541)       | (113,900)      |
| Depreciation of property, plant and equipment                                  | 6     | (85,831)       | (88,697)       | (73,292)       | (73,736)       |
| Amortisation of intangible assets  | 8     | (119)          | (60)           | -              | -              |
| Amortisation of right-of-use assets  | 7     | (23,525)       | (23,815)       | (15,810)       | (16,110)       |
| <b>Profit before tax for the year</b>  |       | <b>250,587</b> | <b>264,208</b> | <b>185,916</b> | <b>305,951</b> |
| Income tax expense   | 28(b) | (72,283)       | (42,862)       | (52,420)       | (30,594)       |
| <b>Profit for the year</b>   |       | <b>178,304</b> | <b>221,346</b> | <b>133,496</b> | <b>275,357</b> |
| <b>Basic earnings per share (Rs/cs)</b>  | 29    | <b>1.02</b>    | <b>1.26</b>    |                |                |
| <b>Diluted earnings per share (Rs/cs)</b>                                      | 29    | <b>0.65</b>    | <b>0.81</b>    |                |                |

The notes on pages 28 to 56 form an integral part of these financial statements.  
Independent auditor's report on pages 21 to 22.

## STATEMENTS OF OTHER COMPREHENSIVE INCOME YEAR ENDED DECEMBER 31, 2025

| Notes  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| <b>Profit for the year</b>   | <b>178,304</b> | 221,346        | <b>133,496</b> | 275,357        |
| <b>Other comprehensive income:</b>   |                |                |                |                |
| <i>Items that will not be reclassified to profit or loss:</i>                                |                |                |                |                |
| Changes in fair value of equity instruments at fair value through other comprehensive income | 11             | 15             | 7              | 15             |
| Remeasurement of retirement benefit obligations  | 21             | 26,216         | (7,299)        | 25,791         |
| Income tax relating to components of other comprehensive income                              | 12             | (4,981)        | 1,241          | (4,900)        |
| Other comprehensive income/(loss) for the year, net of tax                                   |                | 21,250         | (6,051)        | 20,906         |
| <b>Total comprehensive income for the year</b>   |                | <b>199,554</b> | 215,295        | <b>154,402</b> |
| <b>Total comprehensive income attributable to:</b>   |                |                |                |                |
| Owners of the company  |                | 199,554        | 215,295        | 154,402        |
| Non-controlling interests  |                | -              | -              | -              |
|  |                | <b>199,554</b> | 215,295        | <b>154,402</b> |

The notes on pages 28 to 56 form an integral part of these financial statements.  
Independent auditor's report on pages 21 to 22.

## STATEMENTS OF CASH FLOWS YEAR ENDED DECEMBER 31, 2025

| Notes   | THE GROUP |                  | THE COMPANY |                  |
|---|-----------|------------------|-------------|------------------|
|   | 2025      | 2024             | 2025        | 2024             |
|   | Rs'000    | Rs'000           | Rs'000      | Rs'000           |
| <b>Cash flows from operating activities</b>                 |           |                  |             |                  |
| Cash generated from operations                              | 30(a)     | 440,969          | 427,637     | 323,419          |
| Interest received   |           | 8,438            | 11,417      | 8,438            |
| Interest paid   |           | (7,285)          | (9,982)     | (7,280)          |
| Retirement benefits paid                                    | 21        | (9,230)          | (9,333)     | (7,181)          |
| <b>Net cash generated from operating activities</b>         |           | <b>432,892</b>   | 419,739     | <b>317,396</b>   |
| <b>Cash flows from investing activities</b>                 |           |                  |             |                  |
| Proceeds from sale of property, plant and equipment         |           | 637              | 189         | 637              |
| Purchase of property, plant and equipment                   | 6         | (11,611)         | (15,205)    | (7,237)          |
| Purchase of intangible assets                               | 8         | (103)            | (406)       | -                |
| Financial assets at amortised cost -                        |           |                  |             |                  |
| - Holding company   |           | (178,000)        | 222,597     | (178,000)        |
| - Subsidiary  |           | -                | -           | 97,738           |
| - Fellow Subsidiaries                                       |           | -                | 9,528       | -                |
| Financial assets at amortised cost                          |           | 174,794          | (48,924)    | 174,794          |
| Financial assets at fair value through profit or loss       |           | 238,000          | -           | 238,000          |
| Dividend received   |           | 666              | 504         | 666              |
| <b>Net cash generated from investing activities</b>         |           | <b>224,383</b>   | 168,283     | <b>326,598</b>   |
| <b>Cash flows from financing activities</b>                 |           |                  |             |                  |
| Payments of long term borrowings                            |           | (438,289)        | (355,342)   | (438,289)        |
| Interest paid on notes                                      |           | (52,669)         | (80,678)    | (52,669)         |
| Interest paid on redeemable convertible bonds               |           | (18,715)         | (12,454)    | (18,715)         |
| Dividends paid on preference shares                         |           | (8,142)          | (43,750)    | (8,142)          |
| Redemption of preference shares                             |           | (125,000)        | -           | (125,000)        |
| Land lease payments   |           | (24,913)         | (24,754)    | (17,199)         |
| Principal paid on lease liabilities                         |           | -                | (386)       | -                |
| Interest paid on lease liabilities                          |           | -                | (9)         | -                |
| <b>Net cash used in financing activities</b>                |           | <b>(667,728)</b> | (517,373)   | <b>(660,014)</b> |
| <b>Net (decrease)/increase in cash and cash equivalents</b> |           | <b>(10,453)</b>  | 70,649      | <b>(16,020)</b>  |
| <b>Movement in cash and cash equivalents</b>                |           |                  |             |                  |
| At January 1,   |           | 123,198          | 28,297      | 89,740           |
| (Decrease)/increase   |           | (10,453)         | 70,649      | (16,020)         |
| Effect of foreign exchange rate changes                     |           | 19,839           | 24,252      | 15,043           |
| <b>At December 31,</b>                                      | 30(c)     | <b>132,584</b>   | 123,198     | <b>88,763</b>    |

The notes on pages 28 to 56 form an integral part of these financial statements.  
Independent auditor's report on pages 21 to 22.

# STATEMENTS OF CHANGES IN EQUITY

## YEAR ENDED DECEMBER 31, 2025

| (a) THE GROUP   | Notes | Equity attributable to owners of the Company |                                   |                 |                               |                     |                   |                  |                              |                  |
|---|-------|--|-----------------------------------|-----------------|-------------------------------|---------------------|-------------------|------------------|------------------------------|------------------|
|   |       | Stated capital                               | Financial assets at FVOCI reserve | Actuarial gains | Revaluation surplus           |                     | Retained earnings | Total            | Redeemable convertible bonds | Total Equity     |
|   |       |  |                                   |                 | Property, plant and equipment | Right-of-use assets |                   |                  |                              |                  |
|   |       | Rs'000                                       | Rs'000                            | Rs'000          | Rs'000                        | Rs'000              | Rs'000            | Rs'000           | Rs'000                       |                  |
| Balance at January 1, 2025  |       | 453,186                                      | 35                                | 10,134          | 439,370                       | 551,607             | 65,605            | 1,519,937        | 348,250                      | 1,868,187        |
| Profit for the year   |       | -  | -                                 | -               | -                             | -                   | 178,304           | 178,304          | -                            | 178,304          |
| Other comprehensive income  | 19    | -  | 15                                | 21,235          | -                             | -                   | -                 | 21,250           | -                            | 21,250           |
| Total comprehensive income for the year                                 |       | -  | 15                                | 21,235          | -                             | -                   | 178,304           | 199,554          | -                            | 199,554          |
| Interest on redeemable convertible bonds                                |       | -  | -                                 | -               | -                             | -                   | (12,454)          | (12,454)         | -                            | (12,454)         |
| Revaluation surplus released on excess depreciation net of deferred tax | 19    | -  | -                                 | -               | (4,154)                       | (11,581)            | 19,427            | 3,692            | -                            | 3,692            |
| <b>Balance at December 31, 2025</b>                                     |       | <b>453,186</b>                               | <b>50</b>                         | <b>31,369</b>   | <b>435,216</b>                | <b>540,026</b>      | <b>250,882</b>    | <b>1,710,729</b> | <b>348,250</b>               | <b>2,058,979</b> |
| Balance at January 1, 2024  |       | 453,186                                      | 28                                | 16,192          | 443,634                       | 563,474             | (162,722)         | 1,313,792        | 348,250                      | 1,662,042        |
| Profit for the year   |       | -  | -                                 | -               | -                             | -                   | 221,346           | 221,346          | -                            | 221,346          |
| Other comprehensive loss  | 19    | -  | 7                                 | (6,058)         | -                             | -                   | -                 | (6,051)          | -                            | (6,051)          |
| Total comprehensive income for the year                                 |       | -  | 7                                 | (6,058)         | -                             | -                   | 221,346           | 215,295          | -                            | 215,295          |
| Interest on redeemable convertible bonds                                |       | -  | -                                 | -               | -                             | -                   | (12,454)          | (12,454)         | -                            | (12,454)         |
| Revaluation surplus released on excess depreciation net of deferred tax | 19    | -  | -                                 | -               | (4,264)                       | (11,867)            | 19,435            | 3,304            | -                            | 3,304            |
| <b>Balance at December 31, 2024</b>                                     |       | <b>453,186</b>                               | <b>35</b>                         | <b>10,134</b>   | <b>439,370</b>                | <b>551,607</b>      | <b>65,605</b>     | <b>1,519,937</b> | <b>348,250</b>               | <b>1,868,187</b> |
| <b>(b) THE COMPANY</b>  |       |  |                                   |                 |                               |                     |                   |                  |                              |                  |
| Balance at January 1, 2025  |       | 453,186                                      | 35                                | 6,876           | 316,777                       | 444,227             | 152,539           | 1,373,640        | 348,250                      | 1,721,890        |
| Profit for the year   |       | -  | -                                 | -               | -                             | -                   | 133,496           | 133,496          | -                            | 133,496          |
| Other comprehensive income  | 19    | -  | 15                                | 20,891          | -                             | -                   | -                 | 20,906           | -                            | 20,906           |
| Total comprehensive income for the year                                 |       | -  | 15                                | 20,891          | -                             | -                   | 133,496           | 154,402          | -                            | 154,402          |
| Interest on redeemable convertible bonds                                |       | -  | -                                 | -               | -                             | -                   | (12,454)          | (12,454)         | -                            | (12,454)         |
| Revaluation surplus released on excess depreciation net of deferred tax | 19    | -  | -                                 | -               | (2,266)                       | (9,694)             | 14,766            | 2,806            | -                            | 2,806            |
| <b>Balance at December 31, 2025</b>                                     |       | <b>453,186</b>                               | <b>50</b>                         | <b>27,767</b>   | <b>314,511</b>                | <b>434,533</b>      | <b>288,347</b>    | <b>1,518,394</b> | <b>348,250</b>               | <b>1,866,644</b> |
| Balance at January 1, 2024  |       | 453,186                                      | 28                                | 11,458          | 319,105                       | 454,160             | (125,137)         | 1,112,800        | 348,250                      | 1,461,050        |
| Profit for the year   |       | -  | -                                 | -               | -                             | -                   | 275,357           | 275,357          | -                            | 275,357          |
| Other comprehensive loss  | 19    | -  | 7                                 | (4,582)         | -                             | -                   | -                 | (4,575)          | -                            | (4,575)          |
| Total comprehensive income for the year                                 |       | -  | 7                                 | (4,582)         | -                             | -                   | 275,357           | 270,782          | -                            | 270,782          |
| Interest on redeemable convertible bonds                                |       | -  | -                                 | -               | -                             | -                   | (12,454)          | (12,454)         | -                            | (12,454)         |
| Revaluation surplus released on excess depreciation net of deferred tax | 19    | -  | -                                 | -               | (2,328)                       | (9,933)             | 14,773            | 2,512            | -                            | 2,512            |
| <b>Balance at December 31, 2024</b>                                     |       | <b>453,186</b>                               | <b>35</b>                         | <b>6,876</b>    | <b>316,777</b>                | <b>444,227</b>      | <b>152,539</b>    | <b>1,373,640</b> | <b>348,250</b>               | <b>1,721,890</b> |

The notes on pages 28 to 56 form an integral part of these financial statements.  
Independent auditor's report on pages 21 to 22.



### 1. GENERAL INFORMATION

Beau Vallon Hospitality Ltd (the "Company") is a public limited liability company incorporated and domiciled in Mauritius. Its registered address is Royal Road, Riche-en-Eau, St Hubert and its place of business is at Pointe Jerome, Mahebourg.

Beau Vallon Hospitality Ltd as a group (the "Group") has investments in subsidiaries and associate within the hospitality and services cluster. The Group is listed on the Development Enterprise Market ("DEM") of the Stock Exchange of Mauritius.

The immediate holding company of Beau Vallon Hospitality Ltd is Compagnie de Beau Vallon Limitée, whose registered address is Riche-en-Eau, St Hubert. The Board of Directors considers Compagnie du Chemin Français Limitée as its ultimate holding entity. Both entities are incorporated in Mauritius.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

#### 2.1 New standards, interpretations and amendments adopted from 1 January 2025

The Group and Company have considered the following standards and amendments for the first time for their annual reporting period commencing 1 January 2025:

##### Lack of exchangeability (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates)

On 15 August 2023, the IASB issued Lack of Exchangeability which amended IAS 21 The Effects of Changes in Foreign Exchange Rates (the Amendments). The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency.

These amendments had no effect on the consolidated financial statements of the Group and Company.

#### 2.2 New standards, interpretations and amendments to existing standards not yet effective and not yet adopted

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group and Company have decided not to adopt early.

The following amendments are effective for the annual reporting period beginning 1 January 2026:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)

The following standards and amendments are effective for the annual reporting period beginning 1 January 2027:

- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

The Group and Company are currently assessing the effect of these new accounting standards and amendments.

### 3. MATERIAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 3.1 Basis of preparation

##### Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and in compliance with the requirement of The Companies Act 2001 of Mauritius and The Financial Reporting Act 2004 of Mauritius.

##### Basis of preparation

The financial statements comprise the consolidated financial statements of the Company and its subsidiaries (the Group) and the separate financial statements of the Company. The financial statements are prepared in Mauritian Rupees ("Rs") and all values are rounded to the nearest thousand (Rs'000), except when otherwise indicated.

Where necessary, comparative figures have been amended to conform with change in presentation in the current year. The financial statements are prepared under the historical cost convention except that:

- leasehold rights and buildings on leasehold land are carried at revalued amount;
- relevant financial assets and liabilities are carried at amortised cost;
- relevant financial assets and financial liabilities are carried at amortised cost; and
- financial assets at fair value through OCI.

#### 3.2 Property, plant and equipment

Buildings on leasehold land, held for use in the production or supply of goods or for administrative purposes, are stated at their fair value, based on periodic, but at least quinquennial valuations, by external independent valuers, less subsequent depreciation. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the assets. All other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets carrying amount or recognised as a separate assets as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and Company and the cost of the item can be measured reliably.

Increases in the carrying amount arising on revaluation are credited to other comprehensive income and shown as revaluation surplus in shareholders' equity. Decreases that offset previous increases of the same asset are charged against revaluation surplus directly in equity; all other decreases are charged to profit or loss.

The revaluation surplus included in equity in respect of property, plant and equipment is transferred directly to retained earnings when the asset is derecognised. This involve transferring the whole of the surplus when the asset is retired or disposed of. However, some of the surplus is transferred as the asset is used by an entity. In such a case, the amount of the surplus transferred would be the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Transfers from revaluation surplus to retained earnings are not made through profit or loss.

Properties in the course of construction for production, or administrative purposes or for purposes not yet determined are carried at cost less any recognised impairment loss. Cost includes professional fees and for qualifying assets, borrowing costs capitalised. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.2 Property, plant and equipment (cont'd)

Depreciation is calculated on a straight line basis to write off the cost or revalued amount of each asset to the residual values over their estimated useful lives as follows:

|                                   | %           |
|-----------------------------------|-------------|
| Buildings on leasehold land       | 2.22 - 20   |
| Improvement to leasehold building | 10          |
| Furniture and fittings            | 10 - 20     |
| Plant and equipment               | 6.67 - 33.3 |
| Other small equipment             | 20 - 33.3   |
| Motor vehicles                    | 20          |

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, at the end of each reporting period. Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 3.3 Intangible assets

##### *Computer software*

Acquired computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software and are amortised using the straight line method over their estimated useful lives (3-5 years).

#### 3.4 Investment in subsidiaries

##### *Separate financial statements of the investor*

In the separate financial statements of the investor, investments in subsidiary companies are carried at cost. The carrying amount is reduced to recognise any impairment in the value of individual investments.

##### *Consolidated financial statements*

Subsidiaries are all entities (including special purpose entities) over which the Company has control. The Company controls an entity when the Company is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. The subsidiaries have consistently applied all the policies adopted by the Group.

#### 3.5 Investments in associate

##### *Separate financial statements of the investor*

In the separate financial statements of the investor, investments in associates are initially carried at cost. The carrying amount is reduced to recognise any impairment in the value of individual investments.

##### *Consolidated financial statements*

An associate is an entity over which the Group has significant influence but not control or joint control, generally accompanying a shareholding between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method. Investments in associates are initially recognised at cost as adjusted by post acquisition changes in Group's share of the net assets of the associate less any impairment in the value of individual investments.

Any excess of the cost of acquisition and the Group's share of the net fair value of the associate's identifiable assets and liabilities recognised at the date of acquisition is recognised as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of identifiable assets and liabilities over the cost of acquisition, after assessment, is included as income in the determination of the Group's share of the associate's profit or loss.

When the Group's share of losses exceeds its interest in associate, the Group discontinues recognising further losses unless it has incurred legal or constructive obligation or made payment on behalf of the associate.

Unrealised profits and losses are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, appropriate adjustments are made to the financial statements of associates to bring the accounting policies used in line with those adopted by the Group.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

Dilution gains and losses arising in investments in associates are recognised in profit or loss.

#### 3.6 Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. Other than financial assets in a qualifying hedging relationship, the Group's accounting policy for each category is as follows:

- (i) *Amortised cost*  
These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Trade and other receivables are initially recognised at original invoice amount and are subsequently carried at amortised cost using the effective interest rate method less any allowance for impairment (i.e. expected credit loss). Gains and losses are recognised in profit or loss when the receivables are derecognised or impaired, as well as through the amortisation process.

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.6 Financial assets (cont'd)

(i) *Amortised cost (cont'd)*

For trade receivables, the Group applies a simplified approach in calculating expected credit losses (ECLs). Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of the reporting period. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. The information about the ECLs on the Group's trade receivables is disclosed in note 14.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Group and the Company elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

The Group's financial assets measured at amortised cost comprise financial assets at amortised cost and cash at bank in the statement of financial position.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

(ii) *Fair value through other comprehensive income*

The Group and the Company have equity investments in listed and unlisted entities which are not accounted for as subsidiaries, associates or jointly controlled entities. For those investments, the Group and the Company have made an irrevocable election to classify the investments at fair value through other comprehensive income rather than through profit or loss as the Group and the Company consider this measurement to be the most representative of the business model for these assets. They are carried at fair value with changes in fair value recognised in other comprehensive income and accumulated in the financial assets at FVOCI reserve. Upon disposal any balance within financial assets at FVOCI reserve is reclassified directly to retained earnings and is not reclassified to profit or loss.

Dividends are recognised in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment, in which case the full or partial amount of the dividend is recorded against the associated investments carrying amount.

Purchases and sales of financial assets measured at fair value through other comprehensive income are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the financial assets at FVOCI reserve.

(iii) *Fair value through profit or loss*

The Group and the Company hold investment in money market funds with a financial institution. The units in these funds are redeemable on demand and are measured at the published Net Asset Value (NAV) per unit.

In accordance with IFRS 9 – Financial Instruments, the investment in these funds have been classified as a financial asset at fair value through profit or loss (FVTPL). This classification reflects the fact that the investment is managed on a fair value basis and does not meet the criteria for measurement at amortised cost or fair value through other comprehensive income (FVOCI).

#### 3.7 Financial liabilities

The Group and the Company measures its financial liabilities subsequently at amortised cost using the effective interest method.

Other financial liabilities include the following items:

- Bank borrowings and the Group's loan notes are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.
- Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.
- Lease liabilities measured at amortised cost as disclosed in 3.9 below.

#### 3.8 Leases

##### *Accounting for leases - where Group and the Company is the lessee*

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

##### *Identifying Leases*

The Group and the Company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The Group and the Company obtains substantially all the economic benefits from use of the asset; and
- (c) The Group and the Company has the right to direct use of the asset.

The Group and the Company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

**3. MATERIAL ACCOUNTING POLICIES (CONT'D)**

**3.8 Leases (cont'd)**

In determining whether the Group and the Company obtain substantially all the economic benefits from use of the asset, the Group and the Company consider only the economic benefits that arise from use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group and the Company have the right to direct use of the asset, the Group and the Company consider whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group and the Company consider whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group and the Company apply other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's and the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Interest paid on lease liabilities are included under financing activities in the statement of cash flows for the Group and the Company.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group and the Company if it is reasonable certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement, right-of-use assets recognised on leasehold land are stated at their fair value, based on periodic, but at least quinquennial valuations, by external independent valuers, less subsequent amortisation. Any accumulated amortisation at the date of revaluation is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the assets.

Increases in the carrying amount arising on revaluation of right-of-use assets on leasehold land are credited to other comprehensive income and shown as revaluation surplus in shareholders' equity. Decreases that offset previous increases of the same asset are charged against revaluation surplus directly in equity; all other decreases are charged to profit or loss.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

The estimate useful life of the right of use asset are:

|                | <b>Years</b> |
|----------------|--------------|
| Leasehold land | 45           |
| Motor Vehicles | 5 - 6        |

When the Group and the Company revise their estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group and the Company renegotiate the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For contracts that both convey a right to the Group and the Company to use an identified asset and require services to be provided to the Group and the Company by the lessor, the Group and the Company have elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Other expenses" in profit or loss.

**3.9 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are expensed.

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.10 Current and deferred income tax

The tax expense comprises of current income tax and deferred tax, inclusive of the Corporate Social Responsibility Tax ("CSR") and Corporate Social Responsibility ("CCR"). Tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in other comprehensive income or equity. In this case, the tax is also recognised directly in other comprehensive income or equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. They establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred tax is not accounted if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### 3.11 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined by using the weighted average method. Net realisable value is the estimate of the selling price in the ordinary course of business, less selling expenses.

#### 3.12 Share capital

Ordinary shares are classified as equity.

#### 3.13 Capital contribution

Capital contribution from shareholder is classified as equity.

#### 3.14 Retirement benefit obligations

##### (i) *Defined benefit plans*

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), is recognised immediately in other comprehensive income in the period in which they occur and accumulated under actuarial gain/loss. Remeasurements recognised in other comprehensive income shall not be reclassified to profit or loss in subsequent period.

The Group determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/(asset), taking into account any changes in the net defined liability/(asset) during the period as a result of contributions and benefit payments. Net interest expense/(income) is recognised in profit or loss.

Service costs comprising current service cost, past service cost, as well as gains and losses on curtailments and settlements are recognised immediately in profit or loss.

##### (ii) *Gratuity on retirement*

For employees who are not covered (or who are insufficiently covered by the above pension plans), the net present value of gratuity on retirement payable under the Workers' Rights Act 2019 is calculated by a qualified actuary and provided for.

#### 3.15 Foreign currencies

##### (i) *Functional and presentation currency*

The individual financial statements of each entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Mauritian rupees, which is the presentation currency for the consolidated financial statements.

##### (ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

#### 3.16 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount which is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units).

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.17 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### 3.18 Related party transactions

Parties are considered to be related to the Company if they have the ability directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or where the Company is subject to common significant influence. Related parties may be individuals or other entities.

#### 3.19 Preference Shares

Preference shares are classified as equity if they are non-redeemable and any dividends are discretionary, or are redeemable but only at the group's option. Dividends on preference share capital classified as equity are recognised as distributions within equity.

In order to calculate earnings attributable to ordinary shareholders, the amount of preference dividends for cumulative preference shares required for that period, whether or not declared, is deducted from profit attributable to equity holders in determining earnings per ordinary shares.

The amount of preference dividends for the period used to calculate earnings per ordinary share does not include the amount of any dividends from cumulative preference shares paid or declared during the current period in respect of previous periods.

Preference share capital is classified as a liability if it is redeemable on a specific or at the option of the shareholders not discretionary. Dividends thereon are recognised in accordance with the group's dividend policy.

#### 3.20 Revenue recognition

##### (a) Revenue from contracts with customers

###### *Performance obligations and timing of revenue recognition*

Revenue derived from selling goods is recognised when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. There is limited judgement needed in identifying the point control passes; once customer spent each day at the hotel and physical delivery of the food and beverage has occurred and services rendered, the Group and the Company have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

Rooms are sold on half board, full board or all-inclusive basis and room revenue is recognised upon check-in on a daily basis. Room revenue is recognised over time of the contract for each day the customer stays in the hotel.

Food and beverages revenue is recognised at a point in time on consumption by customer. F&B revenue is recognised daily upon check-in alongside the room revenue. Direct sales are recognised upon consumption. F&B revenue also includes direct sales at the restaurants or bars and is recognised upon consumption.

Wellness, laundry and telephone revenue are recognised at point in time when the services are delivered to customer.

###### *Determining the transaction price*

Revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

###### *Allocating amounts to performance obligations*

There is a fixed unit price for rental of room and each product sold, with reductions given for bulk orders placed at a specific time. Therefore, there is no judgement involved in allocating the contract price to rent of room (it is the total contract price divided by the number of days agreed) and to each unit ordered in such contracts.

###### *Practical Exemptions*

The Group and the Company has taken advantage of the practical exemptions:

- not to account for significant financing components where the time difference between receiving consideration and transferring control of goods (or services) to its customer is one year or less; and
- expense the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised would have been one year or less.

##### (b) Other revenues earned by the Group/Company are recognised on the following bases:

- Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).
- Dividend income - when the shareholder's right to receive payment is established.

#### 3.21 Segment reporting

Segment information presented relate to operating segments that engage in business activities for which revenues are earned and expenses incurred.

#### 3.22 Convertible Bonds

Convertible bonds, that are convertible at a fixed amount of cash for a fixed number of equity shares, are classified as equity on initial recognition based on the subscription proceeds received, net of transaction costs, and is not subsequently remeasured.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 4. FINANCIAL RISK MANAGEMENT

#### 4.1 Financial Risk Factors

The Group's and the Company's activities expose it to a variety of financial risk factors, including:

- Market risk (including currency risk, cash flow and fair value interest rate risk);
- Credit risk; and
- Liquidity risk.

A description of the significant risk factors is given below together with the risk management policies applicable.

#### Categories of financial instruments

|  | THE GROUP |           | THE COMPANY |           |
|--|-----------|-----------|-------------|-----------|
|  | 2025      | 2024      | 2025        | 2024      |
|  | Rs'000    | Rs'000    | Rs'000      | Rs'000    |
| <i>Financial assets at amortised cost</i>                                |           |           |             |           |
| Cash in hand and at bank   | 132,584   | 123,198   | 88,763      | 89,740    |
| Trade receivables  | 204,185   | 227,103   | 140,977     | 143,071   |
| Financial assets at amortised cost                                       | 194,952   | 529,041   | 197,796     | 529,341   |
|  | 531,721   | 879,342   | 427,536     | 762,152   |
| <i>Financial assets at fair value through other comprehensive income</i> |           |           |             |           |
|  | 69        | 54        | 69          | 54        |
|  | 531,790   | 879,396   | 427,605     | 762,206   |
| <i>Financial liabilities at amortised cost</i>                           |           |           |             |           |
| Trade and other payables   | 99,598    | 91,658    | 256,514     | 154,024   |
| Borrowings   | 618,581   | 1,175,959 | 618,581     | 1,175,959 |
| Lease liabilities  | 279,459   | 278,147   | 192,918     | 192,014   |
|  | 997,638   | 1,545,764 | 1,068,013   | 1,521,997 |

#### (a) Market risk

##### (i) Currency risk

The Group and the Company market their hotels internationally. The principal source of its revenue is from Europe, South Africa and Reunion Island. The Group and the Company are therefore exposed to foreign exchange risk in currencies such as the Euro, GB Pounds and USD. During the year ended December 31, 2025, approximately 57% (2024: 54%) of the Group's and 61% (2024: 56%) of the Company's revenue was generated in Euro. The currency exposure is managed primarily through borrowings, of which 0% (2024: 13%) for both the Group and the Company were denominated in Euro as at December 31, 2025.

The profile of foreign currency assets and liabilities is disclosed in note 31 to the financial statements. Management has set up a policy to require the group companies to manage their foreign exchange risk exposure.

##### THE GROUP

At December 31, 2025, if the rupee had weakened/strengthened by 5% against the Euro/GB pound with all other variables held constant, post-tax result for the year would have been Rs 8.102 million higher/lower (2024: Rs 7.991 million higher/lower), mainly as a result of foreign exchange losses/gains on translation of Euro/GB pound denominated trade receivables, cash and cash equivalent and borrowings.

##### THE COMPANY

At December 31, 2025, if the rupee had weakened/strengthened by 5% against the Euro/GB Pound with all other variables held constant, post-tax result for the year would have been Rs 5.577 million higher/lower (2024: Rs 6.116 million higher/lower), mainly as a result of foreign exchange losses/gains on translation of Euro/GB Pound denominated trade receivables, cash and cash equivalents and borrowings.

##### (ii) Cash flow and fair value interest rate risk

#### Interest rate risk management

The Group and the Company are exposed to interest rate risk because they borrow and lend funds at both fixed and floating interest rates. The risk is managed by the Group and the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group's and the Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

As the Group and the Company have no significant interest-bearing assets, the Group's and the Company's income and operating cash flows are substantially independent of changes in market interest rates. The Group's and the Company's interest-rate risk arises from borrowings. Borrowings issued at variable rates expose the Group and the Company to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group and the Company to fair value interest-rate risk. The Group's borrowings as shown in the financial statements are exposed to interest rate risks as it borrows mainly at variable rates.

The Group and the Company manage their interest rate risk by close market monitoring.

##### THE GROUP

At December 31, 2025, if the interest rates on rupee-denominated borrowings had been 50 basis point higher/lower with all other variables held constant, post tax result for the year would have been Rs 3.210 million lower/higher (2024: Rs 3.328 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

At December 31, 2025, if the interest on Euro-denominated borrowings had been 50 basis point higher/lower with all variables held constant, post-tax result for the year would have been Rs 0.328 million higher/lower (2024: Rs 1.510 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

##### THE COMPANY

At December 31, 2025, if the interest rates on rupee-denominated borrowings had been 50 basis point higher/lower with all other variables held constant, post-tax result for the year would have been Rs 3.209 million (2024: Rs 3.322 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

At December 31, 2025, if the interest on Euro-denominated borrowings had been 50 basis point higher/lower with all variables held constant, post-tax result for the year would have been Rs 0.328 million lower/higher (2024: Rs 1.510 million higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

#### (b) Credit risk

Credit risk arises from balances with bank, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. Credit risk is managed at the Group level. For banks and financial institutions, only independently rated parties are accepted.

Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

The Group and the Company have no major concentration of credit risks and exposure is spread over a large number of tour operators.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 4. FINANCIAL RISK MANAGEMENT (CONT'D)

#### (b) Credit risk (Cont'd)

The table below shows the percentage balances of its major counterparties at the end of the reporting period:

|                         | THE GROUP  |            | THE COMPANY |            |
|-------------------------|------------|------------|-------------|------------|
|                         | 2025       | 2024       | 2025        | 2024       |
|                         | %          | %          | %           | %          |
| 12 major counterparties | 54         | 50         | 57          | 53         |
| Others                  | 46         | 50         | 43          | 47         |
|                         | <b>100</b> | <b>100</b> | <b>100</b>  | <b>100</b> |

In accordance with the Group's policy, close monitoring is carried out on all trade receivables and in appropriate cases, prepayments are required prior to the arrival of guests.

#### (c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivery of cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, and the availability of funding through an adequate amount of committed credit facilities. The Group and the Company aim at flexibility in funding by keeping committed credit lines available.

The tables below analyses the Group's and the Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date.

| THE GROUP                             | Less than | Between 1   | Between 2   | Over    | Total   |
|---------------------------------------|-----------|-------------|-------------|---------|---------|
|                                       | 1 year    | and 2 years | and 5 years | 5 years |         |
|                                       | Rs'000    | Rs'000      | Rs'000      | Rs'000  | Rs'000  |
| <b>At December 31, 2025</b>           |           |             |             |         |         |
| Trade and other payables              | 94,978    | -           | -           | -       | 94,978  |
| Bank loans                            | 27,000    | 27,000      | 20,250      | -       | 74,250  |
| Secured fixed and floating rate notes | -         | 246,571     | 297,760     | -       | 544,331 |
| Preference shares                     | -         | -           | -           | -       | -       |
| Lease liabilities                     | 24,913    | 24,913      | 74,739      | 154,894 | 279,459 |
| <b>At December 31, 2024</b>           |           |             |             |         |         |
| Trade and other payables              | 89,046    | -           | -           | -       | 89,046  |
| Bank loans                            | 27,000    | 27,000      | 47,250      | -       | 101,250 |
| Secured fixed and floating rate notes | 402,650   | -           | 246,352     | 297,338 | 946,340 |
| Preference shares                     | 9,375     | 118,994     | -           | -       | 128,369 |
| Lease liabilities                     | 24,747    | 24,747      | 74,240      | 154,413 | 278,147 |

#### THE COMPANY

##### At December 31, 2025

|                                       | Less than<br>1 year<br>Rs'000 | Between 1<br>and 2 years<br>Rs'000 | Between 2<br>and 5 years<br>Rs'000 | Over<br>5 years<br>Rs'000 | Total<br>Rs'000 |
|---------------------------------------|-------------------------------|------------------------------------|------------------------------------|---------------------------|-----------------|
| Trade and other payables              | 252,003                       | -                                  | -                                  | -                         | 252,003         |
| Bank loans                            | 27,000                        | 27,000                             | 20,250                             | -                         | 74,250          |
| Secured fixed and floating rate notes | -                             | 246,571                            | 297,760                            | -                         | 544,331         |
| Preference shares                     | -                             | -                                  | -                                  | -                         | -               |
| Lease liabilities                     | 17,199                        | 17,199                             | 51,597                             | 106,923                   | 192,918         |

##### At December 31, 2024

|                                       |         |         |         |         |         |
|---------------------------------------|---------|---------|---------|---------|---------|
| Trade and other payables              | 151,788 | -       | -       | -       | 151,788 |
| Bank loans                            | 27,000  | 27,000  | 47,250  | -       | 101,250 |
| Secured fixed and floating rate notes | 402,650 | -       | 246,352 | 297,338 | 946,340 |
| Preference shares                     | 9,375   | 118,994 | -       | -       | 128,369 |
| Lease liabilities                     | 17,083  | 17,083  | 51,250  | 106,598 | 192,014 |

### 4.2 Fair value of financial instruments

#### Classes and categories of financial instruments and their fair values

The following table combines information about:

- classes of financial instruments based on their nature and characteristics;
- the carrying amounts of financial instruments;
- fair values of financial instruments (except financial instruments when carrying amount approximates their fair value); and
- fair value hierarchy levels of financial assets and financial liabilities for which fair value was disclosed.

Fair value hierarchy levels 1 to 3 are based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the instruments classified as Level 1 was calculated using the quoted price (see note 11).

The fair value of financial instruments traded in active markets is based on quoted market price at the end of the reporting period. A market is regarded as active if quoted prices are readily available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily quoted equity investments classified as trading securities or financial assets at fair value through OCI.

If fair value is based on unobservable inputs, it is classified as level 3.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

#### 4. FINANCIAL RISK MANAGEMENT (CONT'D)

##### 4.3 Capital risk management

The Group's objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Consistently with others in the industry, the Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt to adjusted capital. Net debt is calculated as total debt (as shown in the statements of financial position) less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, retained earnings and other reserves).

During 2025, the Group's strategy, which was unchanged from 2024, was to maintain the debt-to-adjusted capital ratio at the lowest level in order to secure access to finance at a reasonable cost. The debt-to-adjusted capital ratios at December 31, 2025 and at December 31, 2024 were as follows:

|   | THE GROUP |           | THE COMPANY |           |
|---|-----------|-----------|-------------|-----------|
|   | 2025      | 2024      | 2025        | 2024      |
|   | Rs'000    | Rs'000    | Rs'000      | Rs'000    |
| Lease liabilities (note 7)                  | 279,459   | 278,147   | 192,918     | 192,014   |
| Borrowings (note 20)                        | 618,581   | 1,175,959 | 618,581     | 1,175,959 |
| Total debt                                  | 898,040   | 1,454,106 | 811,499     | 1,367,973 |
| Less: cash in hand and at bank (note 30(c)) | (132,584) | (123,198) | (88,763)    | (89,740)  |
| Net debt                                    | 765,456   | 1,330,908 | 722,736     | 1,278,233 |
| Total equity                                | 2,058,979 | 1,868,187 | 1,866,644   | 1,721,890 |
| Debt-to-adjusted capital ratio              | 37%       | 71%       | 39%         | 74%       |

The net debt to equity ratio has decreased from 71% in 2024 to 37% in 2025 and from 74% in 2024 to 39% in 2025 for the Group and the Company respectively.

There were no changes in the Group's and Company's approach to capital risk management during the year.

#### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires the directors and management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonable under the circumstances. The actual results could, by definition therefore, often differ from the related accounting estimates.

Where applicable, the notes to the financial statements set out areas where management has applied a higher degree of judgement that have a significant effect on the amounts recognised in the financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including experience of future events that are believed to be reasonable under the circumstances.

##### 5.1 Critical accounting judgements

In the process of applying the Group's and the Company's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

###### Asset lives and residual values

Property, plant and equipment are depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values. Consideration is also given to the extent of current profits and losses on the disposal of similar assets.

###### Determination of lease term

In determining the lease term, management considers all fact and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options or periods after termination options are included in the lease term if the lease is reasonable certain to be extended or not terminated. There has been no exclusion of future cash outflows from the lease liability because it is reasonably certain that the leases will be extended.

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee. During the current financial year, there was no revision of lease terms.

###### Determination of functional currency of the group entities

As described in Note 3.15(i), the determination of the functional currency of each group entity is critical since the way in which every transaction is recorded and whether exchange differences arise are dependent on the functional currency selected. In making this judgement, the directors and management have considered the currencies in which revenue is received, the currency of the country whose competitive forces and regulations matter, the currencies in which labour, material and other costs are settled, the currencies in which the funds from financing activities are generated and the currency in which receipts from operating activities are usually retained. The directors and management have determined that the functional currency of the Company as well as that of the subsidiaries is the Mauritian rupee.

###### Deferred tax asset

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The outcome of their actual utilisation may be different.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

#### 5.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

##### Pension benefits

The present value of the pension obligations depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 21.

##### Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### Revaluation of property, plant and equipment and right-of-use assets

The Group measures leasehold land and buildings on leasehold land at revalued amounts with changes in fair value being recognised in other comprehensive income. The Group has engaged valuation specialists to determine fair value during the year ended December 31, 2025. The Directors are of the opinion that the fair value at December 31, 2025 is not materially different to the last valuation performed by the valuation specialists.

##### Impairment of investment in subsidiaries

Determining whether investments in subsidiaries are impaired requires an estimate of the value in use of the investments. In considering the value in use, the directors have taken into consideration the audited financial statements, management accounts and expected future results of the subsidiaries. The actual results could, however, differ from estimate.

### 6. PROPERTY, PLANT AND EQUIPMENT

|                             | Buildings<br>on<br>leasehold<br>land | Improvement<br>to building | Furniture<br>& fittings | Plant and<br>equipment | Other small<br>equipment | Motor<br>vehicles | Work-in<br>Progress | Total            |
|-----------------------------|--------------------------------------|----------------------------|-------------------------|------------------------|--------------------------|-------------------|---------------------|------------------|
|                             | Rs'000                               | Rs'000                     | Rs'000                  | Rs'000                 | Rs'000                   | Rs'000            | Rs'000              | Rs'000           |
| <b>THE GROUP</b>            |                                      |                            |                         |                        |                          |                   |                     |                  |
| <b>COST/VALUATION</b>       |                                      |                            |                         |                        |                          |                   |                     |                  |
| At January 1, 2025          | 1,788,334                            | 4,980                      | 233,543                 | 129,736                | 20,709                   | 2,242             | -                   | 2,179,544        |
| Additions                   | 402                                  | -                          | 4,566                   | 5,678                  | -                        | -                 | 965                 | 11,611           |
| Disposals                   | -                                    | -                          | -                       | -                      | -                        | (1,387)           | -                   | (1,387)          |
| <b>At December 31, 2025</b> | <b>1,788,736</b>                     | <b>4,980</b>               | <b>238,109</b>          | <b>135,414</b>         | <b>20,709</b>            | <b>855</b>        | <b>965</b>          | <b>2,189,768</b> |

|                                 |                |              |                |                |               |            |          |                |
|---------------------------------|----------------|--------------|----------------|----------------|---------------|------------|----------|----------------|
| <b>ACCUMULATED DEPRECIATION</b> |                |              |                |                |               |            |          |                |
| At January 1, 2025              | 183,041        | 3,139        | 152,862        | 101,261        | 20,699        | 1,741      | -        | 462,743        |
| Charge for the year             | 60,338         | 497          | 17,929         | 6,883          | 10            | 174        | -        | 85,831         |
| Disposals                       | -              | -            | -              | -              | -             | (1,136)    | -        | (1,136)        |
| <b>At December 31, 2025</b>     | <b>243,379</b> | <b>3,636</b> | <b>170,791</b> | <b>108,144</b> | <b>20,709</b> | <b>779</b> | <b>-</b> | <b>547,438</b> |

|                             |                  |              |               |               |          |           |            |                  |
|-----------------------------|------------------|--------------|---------------|---------------|----------|-----------|------------|------------------|
| <b>NET BOOK VALUES</b>      |                  |              |               |               |          |           |            |                  |
| <b>At December 31, 2025</b> | <b>1,545,357</b> | <b>1,344</b> | <b>67,318</b> | <b>27,270</b> | <b>-</b> | <b>76</b> | <b>965</b> | <b>1,642,330</b> |

|   | Buildings<br>on<br>leasehold<br>land | Improvement<br>to building | Furniture<br>& fittings | Plant and<br>equipment | Other small<br>equipment | Motor<br>vehicles | Total            |
|---|--------------------------------------|----------------------------|-------------------------|------------------------|--------------------------|-------------------|------------------|
|   | Rs'000                               | Rs'000                     | Rs'000                  | Rs'000                 | Rs'000                   | Rs'000            | Rs'000           |
| <b>THE GROUP</b>                            |                                      |                            |                         |                        |                          |                   |                  |
| <b>COST/VALUATION</b>                       |                                      |                            |                         |                        |                          |                   |                  |
| At January 1, 2024                          | 1,787,547                            | 4,980                      | 231,257                 | 112,961                | 20,709                   | 3,078             | 2,160,532        |
| Additions                                   | 787                                  | -                          | 2,286                   | 12,132                 | -                        | -                 | 15,205           |
| Transfer from rights-of-use assets (note 7) | -                                    | -                          | -                       | 7,951                  | -                        | -                 | 7,951            |
| Disposals                                   | -                                    | -                          | -                       | (3,308)                | -                        | (836)             | (4,144)          |
| <b>At December 31, 2024</b>                 | <b>1,788,334</b>                     | <b>4,980</b>               | <b>233,543</b>          | <b>129,736</b>         | <b>20,709</b>            | <b>2,242</b>      | <b>2,179,544</b> |

|   |                |              |                |                |               |              |                |
|---|----------------|--------------|----------------|----------------|---------------|--------------|----------------|
| <b>ACCUMULATED DEPRECIATION</b>             |                |              |                |                |               |              |                |
| At January 1, 2024                          | 122,592        | 2,642        | 132,297        | 89,499         | 20,530        | 2,155        | 369,715        |
| Charge for the year                         | 60,449         | 497          | 20,565         | 6,846          | 169           | 171          | 88,697         |
| Transfer from rights-of-use assets (note 7) | -              | -            | -              | 7,951          | -             | -            | 7,951          |
| Disposals                                   | -              | -            | -              | (3,035)        | -             | (585)        | (3,620)        |
| <b>At December 31, 2024</b>                 | <b>183,041</b> | <b>3,139</b> | <b>152,862</b> | <b>101,261</b> | <b>20,699</b> | <b>1,741</b> | <b>462,743</b> |

|                             |                  |              |               |               |           |            |                  |
|-----------------------------|------------------|--------------|---------------|---------------|-----------|------------|------------------|
| <b>NET BOOK VALUES</b>      |                  |              |               |               |           |            |                  |
| <b>At December 31, 2024</b> | <b>1,605,293</b> | <b>1,841</b> | <b>80,681</b> | <b>28,475</b> | <b>10</b> | <b>501</b> | <b>1,716,801</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

|                                 | Buildings<br>on<br>leasehold<br>land | Improvement<br>to building | Furniture<br>& fittings | Plant and<br>equipment | Other small<br>equipment | Motor<br>vehicles | Total            |
|---------------------------------|--------------------------------------|----------------------------|-------------------------|------------------------|--------------------------|-------------------|------------------|
|                                 | Rs'000                               | Rs'000                     | Rs'000                  | Rs'000                 | Rs'000                   | Rs'000            | Rs'000           |
| <b>THE COMPANY</b>              |                                      |                            |                         |                        |                          |                   |                  |
| <b>COST/VALUATION</b>           |                                      |                            |                         |                        |                          |                   |                  |
| At January 1, 2025              | 1,359,349                            | 4,980                      | 177,842                 | 58,560                 | 20,709                   | 1,386             | 1,622,826        |
| Additions                       | 330                                  | -                          | 3,553                   | 3,354                  | -                        | -                 | 7,237            |
| Disposals                       | -                                    | -                          | -                       | -                      | -                        | (1,386)           | (1,386)          |
| <b>At December 31, 2025</b>     | <b>1,359,679</b>                     | <b>4,980</b>               | <b>181,395</b>          | <b>61,914</b>          | <b>20,709</b>            | <b>-</b>          | <b>1,628,677</b> |
| <b>ACCUMULATED DEPRECIATION</b> |                                      |                            |                         |                        |                          |                   |                  |
| At January 1, 2025              | 157,744                              | 3,139                      | 102,009                 | 40,122                 | 20,698                   | 1,132             | 324,844          |
| Charge for the year             | 51,805                               | 497                        | 16,457                  | 4,518                  | 11                       | 4                 | 73,292           |
| Disposals                       | -                                    | -                          | -                       | -                      | -                        | (1,136)           | (1,136)          |
| <b>At December 31, 2025</b>     | <b>209,549</b>                       | <b>3,636</b>               | <b>118,466</b>          | <b>44,640</b>          | <b>20,709</b>            | <b>-</b>          | <b>397,000</b>   |
| <b>NET BOOK VALUES</b>          |                                      |                            |                         |                        |                          |                   |                  |
| <b>At December 31, 2025</b>     | <b>1,150,130</b>                     | <b>1,344</b>               | <b>62,929</b>           | <b>17,274</b>          | <b>-</b>                 | <b>-</b>          | <b>1,231,677</b> |

|   | Buildings<br>on<br>leasehold<br>land | Improvement<br>to building | Furniture<br>& fittings | Plant and<br>equipment | Other small<br>equipment | Motor<br>vehicles | Total            |
|---|--------------------------------------|----------------------------|-------------------------|------------------------|--------------------------|-------------------|------------------|
|   | Rs'000                               | Rs'000                     | Rs'000                  | Rs'000                 | Rs'000                   | Rs'000            | Rs'000           |
| <b>THE COMPANY</b>                          |                                      |                            |                         |                        |                          |                   |                  |
| <b>COST/VALUATION</b>                       |                                      |                            |                         |                        |                          |                   |                  |
| At January 1, 2024                          | 1,359,349                            | 4,980                      | 176,274                 | 46,585                 | 20,709                   | 2,222             | 1,610,119        |
| Additions                                   | -                                    | -                          | 1,568                   | 8,507                  | -                        | -                 | 10,075           |
| Transfer from rights-of-use assets (note 7) | -                                    | -                          | -                       | 6,776                  | -                        | -                 | 6,776            |
| Disposals                                   | -                                    | -                          | -                       | (3,308)                | -                        | (836)             | (4,144)          |
| <b>At December 31, 2024</b>                 | <b>1,359,349</b>                     | <b>4,980</b>               | <b>177,842</b>          | <b>58,560</b>          | <b>20,709</b>            | <b>1,386</b>      | <b>1,622,826</b> |
| <b>ACCUMULATED DEPRECIATION</b>             |                                      |                            |                         |                        |                          |                   |                  |
| At January 1, 2024                          | 105,797                              | 2,642                      | 84,257                  | 33,010                 | 20,529                   | 1,717             | 247,952          |
| Charge for the year                         | 51,947                               | 497                        | 17,752                  | 3,371                  | 169                      | -                 | 73,736           |
| Transfer from rights-of-use assets (note 7) | -                                    | -                          | -                       | 6,776                  | -                        | -                 | 6,776            |
| Disposals                                   | -                                    | -                          | -                       | (3,035)                | -                        | (585)             | (3,620)          |
| <b>At December 31, 2024</b>                 | <b>157,744</b>                       | <b>3,139</b>               | <b>102,009</b>          | <b>40,122</b>          | <b>20,698</b>            | <b>1,132</b>      | <b>324,844</b>   |
| <b>NET BOOK VALUES</b>                      |                                      |                            |                         |                        |                          |                   |                  |
| <b>At December 31, 2024</b>                 | <b>1,201,605</b>                     | <b>1,841</b>               | <b>75,833</b>           | <b>18,438</b>          | <b>11</b>                | <b>254</b>        | <b>1,297,982</b> |

Borrowings are secured by fixed and floating charges on the assets of the Group and the Company including property, plant and equipment.

The Group's and the Company's buildings on leasehold land were revalued during the year ended December 31, 2021 by Noor Dilmohamed & Associates, an Independent Certified Practising Valuer. The fair value of the buildings was determined using the sales comparison approach. The revaluation surplus net of applicable deferred taxes was credited to revaluation surplus in shareholders' equity (note 19).

The following table show the fair value hierarchy / significant unobservable inputs used and the sensitivity of these inputs on the fair value:

|             | Fair value<br>hierarchy | Significant<br>unobservable input | Range of<br>unobservable input |
|-------------|-------------------------|-----------------------------------|--------------------------------|
| <b>2021</b> |                         |                                   |                                |
| Buildings   | Level 3                 | Price per Square meter            | 46,000 - 63,000                |

An increase in the price per square meter would result in an increase in fair value.

Details of the Group's and Company's buildings measured at fair value and information about the fair value hierarchy are as follows:

|                             | THE<br>GROUP | THE<br>COMPANY |
|-----------------------------|--------------|----------------|
| <b>December 31, 2025</b>    | Level 3      | Level 3        |
|                             | Rs'000       | Rs'000         |
| Buildings on leasehold land | 1,545,357    | 1,150,130      |
| <b>December 31, 2024</b>    | Level 3      | Level 3        |
|                             | Rs'000       | Rs'000         |
| Buildings on leasehold land | 1,605,293    | 1,201,605      |

The fair value measurements of buildings using significant unobservable inputs are as follows:

|                 | THE GROUP |           | THE COMPANY |           |
|-----------------|-----------|-----------|-------------|-----------|
|                 | 2025      | 2024      | 2025        | 2024      |
|                 | Rs'000    | Rs'000    | Rs'000      | Rs'000    |
| Opening balance | 1,605,293 | 1,664,955 | 1,201,605   | 1,253,552 |
| Addition        | 402       | 787       | 330         | -         |
| Depreciation    | (60,338)  | (60,449)  | (51,805)    | (51,947)  |
| Closing balance | 1,545,357 | 1,605,293 | 1,150,130   | 1,201,605 |

If the buildings were stated on the historical cost basis, the amount would be as follows:

|                          | THE GROUP |           | THE COMPANY |           |
|--------------------------|-----------|-----------|-------------|-----------|
|                          | 2025      | 2024      | 2025        | 2024      |
|                          | Rs'000    | Rs'000    | Rs'000      | Rs'000    |
| Cost                     | 1,494,441 | 1,494,039 | 1,173,833   | 1,173,503 |
| Accumulated depreciation | (471,769) | (416,561) | (402,565)   | (353,558) |
| Net book value           | 1,022,672 | 1,077,478 | 771,268     | 819,945   |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The directors have reviewed the carrying values of property, plant and equipment and are of the opinion that at the end of the reporting period, the carrying values have not suffered any impairment.

Property, plant and equipment have been pledged to secure borrowings of the Group and the Company. The Group and the Company are not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

### 7. RIGHT-OF-USE ASSETS

|  | Leasehold<br>land | Plant &<br>equipment | Motor<br>vehicles | Total            |
|--|-------------------|----------------------|-------------------|------------------|
|  | Rs'000            | Rs'000               | Rs'000            | Rs'000           |
| <b>THE GROUP</b>                                   |                   |                      |                   |                  |
| <b>COST/VALUATION</b>                              |                   |                      |                   |                  |
| At January 1, 2025                                 | 1,091,682         | 966                  | 3,934             | 1,096,582        |
| Remeasurement                                      | 1,794             | -                    | -                 | 1,794            |
| Disposals  | -                 | -                    | (2,100)           | (2,100)          |
| <b>At December 31, 2025</b>                        | <b>1,093,476</b>  | <b>966</b>           | <b>1,834</b>      | <b>1,096,276</b> |
| <b>ACCUMULATED AMORTISATION</b>                    |                   |                      |                   |                  |
| At January 1, 2025                                 | 68,519            | 298                  | 3,232             | 72,049           |
| Charge for the year                                | 23,538            | 97                   | (110)             | 23,525           |
| Disposals  | -                 | -                    | (1,838)           | (1,838)          |
| <b>At December 31, 2025</b>                        | <b>92,057</b>     | <b>395</b>           | <b>1,284</b>      | <b>93,736</b>    |
| <b>NET BOOK VALUES</b>                             |                   |                      |                   |                  |
| <b>At December 31, 2025</b>                        | <b>1,001,419</b>  | <b>571</b>           | <b>550</b>        | <b>1,002,540</b> |
| <b>THE COMPANY</b>                                 |                   |                      |                   |                  |
| <b>COST/VALUATION</b>                              |                   |                      |                   |                  |
| At January 1, 2024                                 | 1,060,276         | 8,917                | 3,934             | 1,073,127        |
| Remeasurement                                      | 31,406            | -                    | -                 | 31,406           |
| Transfer to property, plant and equipment (note 6) | -                 | (7,951)              | -                 | (7,951)          |
| <b>At December 31, 2024</b>                        | <b>1,091,682</b>  | <b>966</b>           | <b>3,934</b>      | <b>1,096,582</b> |
| <b>ACCUMULATED AMORTISATION</b>                    |                   |                      |                   |                  |
| At January 1, 2024                                 | 45,021            | 8,042                | 3,122             | 56,185           |
| Charge for the year                                | 23,498            | 207                  | 110               | 23,815           |
| Revaluation Surplus                                | -                 | (7,951)              | -                 | (7,951)          |
| <b>At December 31, 2024</b>                        | <b>68,519</b>     | <b>298</b>           | <b>3,232</b>      | <b>72,049</b>    |
| <b>NET BOOK VALUES</b>                             |                   |                      |                   |                  |
| <b>At December 31, 2024</b>                        | <b>1,023,163</b>  | <b>668</b>           | <b>702</b>        | <b>1,024,533</b> |

The directors have reviewed the carrying value of right-of-use assets and are of the opinion that at the end of the reporting period, the carrying value have not suffered any impairment.

### THE COMPANY

#### COST/VALUATION

|                             |                |              |                |
|-----------------------------|----------------|--------------|----------------|
| At January 1, 2025          | 738,283        | 3,934        | 742,217        |
| Remeasurement               | 1,238          | -            | 1,238          |
| Disposals                   | -              | (2,100)      | (2,100)        |
| <b>At December 31, 2025</b> | <b>739,521</b> | <b>1,834</b> | <b>741,355</b> |

#### AMORTISATION

|                             |               |              |               |
|-----------------------------|---------------|--------------|---------------|
| At January 1, 2025          | 46,163        | 3,233        | 49,396        |
| Charge for the year         | 15,920        | (110)        | 15,810        |
| Disposals                   | -             | (1,838)      | (1,838)       |
| <b>At December 31, 2025</b> | <b>62,083</b> | <b>1,285</b> | <b>63,368</b> |

#### NET BOOK VALUES

|                             |                |            |                |
|-----------------------------|----------------|------------|----------------|
| <b>At December 31, 2025</b> | <b>677,438</b> | <b>549</b> | <b>677,987</b> |
|-----------------------------|----------------|------------|----------------|

#### COST/VALUATION

|  |                |          |              |                |
|--|----------------|----------|--------------|----------------|
| At January 1, 2024                                 | 717,635        | 6,776    | 3,934        | 728,345        |
| Remeasurement                                      | 20,648         | -        | -            | 20,648         |
| Transfer to property, plant and equipment (note 6) | -              | (6,776)  | -            | (6,776)        |
| <b>At December 31, 2024</b>                        | <b>738,283</b> | <b>-</b> | <b>3,934</b> | <b>742,217</b> |

#### AMORTISATION

|  |               |          |              |               |
|--|---------------|----------|--------------|---------------|
| At January 1, 2024                                 | 30,271        | 6,668    | 3,123        | 40,062        |
| Charge for the year                                | 15,892        | 108      | 110          | 16,110        |
| Transfer to property, plant and equipment (note 6) | -             | (6,776)  | -            | (6,776)       |
| <b>At December 31, 2024</b>                        | <b>46,163</b> | <b>-</b> | <b>3,233</b> | <b>49,396</b> |

#### NET BOOK VALUES

|                             |                |          |            |                |
|-----------------------------|----------------|----------|------------|----------------|
| <b>At December 31, 2024</b> | <b>692,120</b> | <b>-</b> | <b>701</b> | <b>692,821</b> |
|-----------------------------|----------------|----------|------------|----------------|

The directors have reviewed the carrying value of right-of-use assets and are of the opinion that at the end of the reporting period, the carrying value have not suffered any impairment.

#### Lease liabilities

|                             | Leasehold<br>land | Plant &<br>equipment | Motor<br>vehicles | Total          |
|-----------------------------|-------------------|----------------------|-------------------|----------------|
|                             | Rs'000            | Rs'000               | Rs'000            | Rs'000         |
| <b>THE GROUP</b>            |                   |                      |                   |                |
| At January 1, 2024          | 245,829           | 386                  | -                 | 246,215        |
| Remeasurement               | 31,406            | -                    | -                 | 31,406         |
| Interest expense            | 25,666            | 9                    | -                 | 25,675         |
| Lease payments              | (24,754)          | (395)                | -                 | (25,149)       |
| <b>At December 31, 2024</b> | <b>278,147</b>    | <b>-</b>             | <b>-</b>          | <b>278,147</b> |
| Remeasurement               | 1,794             | -                    | -                 | 1,794          |
| Interest expense            | 24,431            | -                    | -                 | 24,431         |
| Lease payments              | (24,913)          | -                    | -                 | (24,913)       |
| <b>At December 31, 2025</b> | <b>279,459</b>    | <b>-</b>             | <b>-</b>          | <b>279,459</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 7. RIGHT-OF-USE ASSETS (CONT'D)

| Lease liabilities (cont'd) | 2025           | 2024           |
|----------------------------|----------------|----------------|
|                            | Rs'000         | Rs'000         |
| Analysed as follows:       |                |                |
| Non-current                | 254,546        | 253,400        |
| Current                    | 24,913         | 24,747         |
|                            | <b>279,459</b> | <b>278,147</b> |

|                             | Leasehold land | Plant & equipment | Motor vehicles | Total          |
|-----------------------------|----------------|-------------------|----------------|----------------|
|                             | Rs'000         | Rs'000            | Rs'000         | Rs'000         |
| <b>THE COMPANY</b>          |                |                   |                |                |
| At January 1, 2024          | 170,783        | 122               | 83             | 170,988        |
| Remeasurement               | 20,648         | -                 | -              | 20,648         |
| Interest expense            | 17,673         | 2                 | 2              | 17,677         |
| Lease payments              | (17,090)       | (124)             | (85)           | (17,299)       |
| <b>At December 31, 2024</b> | <b>192,014</b> | <b>-</b>          | <b>-</b>       | <b>192,014</b> |
| Remeasurement               | 1,238          | -                 | -              | 1,238          |
| Interest expense            | 16,865         | -                 | -              | 16,865         |
| Lease payments              | (17,199)       | -                 | -              | (17,199)       |
| <b>At December 31, 2025</b> | <b>192,918</b> | <b>-</b>          | <b>-</b>       | <b>192,918</b> |

|                      | 2025           | 2024           |
|----------------------|----------------|----------------|
|                      | Rs'000         | Rs'000         |
| Analysed as follows: |                |                |
| Non-current          | 175,719        | 174,931        |
| Current              | 17,199         | 17,083         |
|                      | <b>192,918</b> | <b>192,014</b> |

|                          | THE GROUP        |                  | THE COMPANY    |                |
|--------------------------|------------------|------------------|----------------|----------------|
|                          | 2025             | 2024             | 2025           | 2024           |
|                          | Rs'000           | Rs'000           | Rs'000         | Rs'000         |
| <b>Maturity analysis</b> |                  |                  |                |                |
| Year 1                   | 24,913           | 24,747           | 17,199         | 17,083         |
| Year 2                   | 24,913           | 24,747           | 17,199         | 17,083         |
| Year 3                   | 24,913           | 24,747           | 17,199         | 17,083         |
| Year 4                   | 24,913           | 24,747           | 17,199         | 17,083         |
| Year 5                   | 24,913           | 24,747           | 17,199         | 17,083         |
| Onwards                  | 946,710          | 965,117          | 653,547        | 666,254        |
|                          | <b>1,071,275</b> | <b>1,088,852</b> | <b>739,542</b> | <b>751,669</b> |
| Less: unearned interest  | (791,816)        | (810,705)        | (546,624)      | (559,655)      |
|                          | <b>279,459</b>   | <b>278,147</b>   | <b>192,918</b> | <b>192,014</b> |

The Group's and the Company's leasehold land were revalued during the year ended December 31, 2021 by Noor Dilmohamed & Associates, an Independent Certified Practising Valuer. The revaluation surplus net of applicable deferred taxes was credited to revaluation surplus in shareholders' equity (note 19).

The following table shows the fair value hierarchy / significant unobservable inputs used:

| Significant unobservable valuation input: | Fair Value hierarchy | 2025   |
|---|----------------------|--------|
|   |                      | Rs'000 |
| Price per arpent                          | Level 2              | 36,000 |

Significant increases/(decreases) in estimated price per arpent in isolation would result in a significantly higher/(lower) fair value.

Details of the Group's and Company's leasehold land measured at fair value and information about the fair value hierarchy are as follows:

|                          | THE GROUP        | THE COMPANY    |
|--------------------------|------------------|----------------|
|                          | Level 2          | Level 2        |
|                          | Rs'000           | Rs'000         |
| <b>December 31, 2025</b> |                  |                |
| Leasehold land           | <b>1,001,419</b> | <b>677,438</b> |
|                          | THE GROUP        | THE COMPANY    |
|                          | Level 2          | Level 2        |
|                          | Rs'000           | Rs'000         |
| <b>December 31, 2024</b> |                  |                |
| Leasehold land           | 1,023,163        | 692,120        |

The fair value of the leasehold land was derived using the sales comparison approach. Sales prices of comparable land in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per arpent.

#### Nature of leasing activities (in the capacity as lessee)

The Group leases various portions of land from the Government of Mauritius on which the hotel complexes are constructed. The lease agreements expire on July 18, 2068. The lease contracts provide for payments to increase every three year by the cumulative inflation rate based on the Consumer Price Index (CPI) during the 3-year period, which shall not exceed 15.7625%.

The Group also leases certain items of plant and equipment and vehicles. Leases of plant, equipment and vehicles comprise only fixed payments over the lease terms. The lessee does not have an option to purchase the plant and equipment at expiry of the lease period but has options to purchase the vehicles for a nominal amount at the end of the lease term. The Group's and Company's obligations are secured by the lessors' title to the leased assets for such leases.

#### Variable lease payments

The percentages in the table below reflect the current proportions of lease payments that are either fixed or variable. The sensitivity reflects the impact on the carrying amount of lease liabilities and right-of-use assets if there was an uplift of 5% on the reporting date to lease payments that are variable.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 7. RIGHT-OF-USE ASSETS (CONT'D)

#### Variable lease payments (cont'd)

December 31, 2025

|  | Lease<br>Contracts | Fixed<br>payments | Variable<br>payments | Sensitivity |
|--|--------------------|-------------------|----------------------|-------------|
|  | Number             | %                 | %                    | Rs'000      |
| <b>THE GROUP</b>                                 |                    |                   |                      |             |
| Leases of land with payments linked to inflation | 2                  | -                 | 100%                 | 13,973      |
| <b>THE COMPANY</b>                               |                    |                   |                      |             |
| Leases of land with payments linked to inflation | 1                  | -                 | 100%                 | 9,646       |

The breakdown of lease payments is as follows:

|                | THE GROUP |        | THE COMPANY |        |
|----------------|-----------|--------|-------------|--------|
|                | 2025      | 2024   | 2025        | 2024   |
|                | Rs'000    | Rs'000 | Rs'000      | Rs'000 |
| Fixed payments | 24,913    | 25,149 | 17,199      | 17,299 |

December 31, 2024

|  | Lease<br>Contracts | Fixed<br>payments | Variable<br>payments | Sensitivity |
|--|--------------------|-------------------|----------------------|-------------|
|  | Number             | %                 | %                    | Rs'000      |
| <b>THE GROUP</b>                                 |                    |                   |                      |             |
| Leases of land with payments linked to inflation | 2                  | -                 | 100%                 | 13,907      |
| <b>THE COMPANY</b>                               |                    |                   |                      |             |
| Leases of land with payments linked to inflation | 1                  | -                 | 100%                 | 9,601       |

There are no extension and termination options included in leases across the Group.

The Group and the Company did not provide residual value guarantees in relation to leases.

Borrowings are secured by fixed and floating charges on the assets of the Group including right-of-use assets.

The additions to right-of-use assets in 2025 for the Group and Company relates to remeasurement of lease payment adjustments in the current year due to CPI adjustment.

Amount recognised in Profit or Loss

|   | THE GROUP |        | THE COMPANY |        |
|---|-----------|--------|-------------|--------|
|   | 2025      | 2024   | 2025        | 2024   |
|   | Rs'000    | Rs'000 | Rs'000      | Rs'000 |
| Depreciation expense on right of use assets | 23,525    | 23,815 | 15,810      | 16,110 |
| Interest expense (included in finance cost) | 24,431    | 25,675 | 16,865      | 17,677 |

The total cash outflows for leases in 2025 was Rs 24.913 million (2024: Rs 25.149 million) and Rs 17.199 million (2024: Rs 17.299 million) for the Group and the Company respectively.

#### Leasehold land payments

Amortisation charge of Rs 23.538 million (2024: Rs 23.498 million) for the Group has been included in administrative and other expenses.

### 8. INTANGIBLE ASSETS

#### Computer software

#### COST

At January 1,  
Additions  
At December 31,

#### ACCUMULATED AMORTISATION

At January 1,  
Charge for the year  
At December 31,

#### NET BOOK VALUE

At December 31,

The directors have reviewed the carrying values of intangible assets and are of the opinion that at the end of the reporting period, the carrying values have not suffered any impairment.

| THE GROUP |        |
|-----------|--------|
| 2025      | 2024   |
| Rs'000    | Rs'000 |
| 2,134     | 1,728  |
| 103       | 406    |
| 2,237     | 2,134  |
| 1,738     | 1,678  |
| 119       | 60     |
| 1,857     | 1,738  |
| 380       | 396    |

### 9. INVESTMENT IN SUBSIDIARIES

#### THE COMPANY

| 2025    | 2024    |
|---------|---------|
| Rs'000  | Rs'000  |
| 644,286 | 644,286 |

At January 1, and December 31,

Details of the subsidiary companies are as follows:

| Name                                       | Country of<br>incorporation<br>and operation | Class of<br>shares held | Year end     | % holding<br>Direct | Carrying<br>Amount<br>Rs'000 | Main business       |
|--|--|-------------------------|--------------|---------------------|------------------------------|---------------------|
| <b>2025</b>                                |  |                         |              |                     |                              |                     |
| -Groupe Union Training Academy Ltd         | Mauritius                                    | Ordinary                | December 31, | 100                 | 31                           | Training            |
| -Beau Vallon Hospitality Management Co Ltd | Mauritius                                    | Ordinary                | December 31, | 100                 | 10                           | Management services |
| -Solana Beach Company Limited              | Mauritius                                    | Ordinary                | December 31, | 100                 | 644,245                      | Hotel operation     |
|  |  |                         |              |                     | 644,286                      |                     |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 10. INVESTMENT IN ASSOCIATE

#### THE GROUP

##### Unquoted - Group share of net assets

At January 1,  
Share of profit after tax  
Dividend received  
At December 31,

| 2025         | 2024         |
|--------------|--------------|
| Rs'000       | Rs'000       |
| 3,140        | 2,677        |
| 864          | 963          |
| (650)        | (500)        |
| <b>3,354</b> | <b>3,140</b> |

#### THE COMPANY

##### Unquoted - cost

At January 1 and December 31,

| 2025   | 2024   |
|--------|--------|
| Rs'000 | Rs'000 |
| 1,220  | 1,220  |

The Company's interest in its principal associate, which is unlisted, and the results of which have been included in the consolidated financial statements, is as follows:

| Name          | Nature of business | Year end     | Country of incorporation | Current assets | Non-current assets | Current liabilities | Non-current liabilities | Revenues | Profit | Proportion of direct ownership interest |
|---------------|--------------------|--------------|--------------------------|----------------|--------------------|---------------------|-------------------------|----------|--------|---|
|               |                    |              |                          | Rs'000         | Rs'000             | Rs'000              | Rs'000                  | Rs'000   | Rs'000 | %                                       |
| <b>2025</b>   |                    |              |                          |                |                    |                     |                         |          |        |   |
| Only Blue Ltd | Catamaran trips    | December 31, | Mauritius                | 11,575         | 2,012              | 872                 | -                       | 12,212   | 3,456  | 25%                                     |
| <b>2024</b>   |                    |              |                          |                |                    |                     |                         |          |        |   |
| Only Blue Ltd | Catamaran trips    | December 31, | Mauritius                | 9,583          | 2,276              | -                   | -                       | 11,584   | 3,851  | 25%                                     |

#### Reconciliation of summarised financial position

Reconciliation of the above summarised financial information to the carrying amount recognised in the financial statements:

|                       | THE GROUP    |              |
|-----------------------|--------------|--------------|
|                       | 2025         | 2024         |
|                       | Rs'000       | Rs'000       |
| Opening net assets    | 11,860       | 10,009       |
| Profit for the year   | 3,456        | 3,851        |
| Dividend              | (2,600)      | (2,000)      |
| Closing net assets    | 12,716       | 11,860       |
| Ownership interest    | 25%          | 25%          |
| Interest in associate | 3,179        | 2,965        |
| Goodwill              | 175          | 175          |
| Carrying value        | <b>3,354</b> | <b>3,140</b> |

### 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investments at fair value through other comprehensive income

At January 1,  
Change in fair value recognised in other comprehensive income (note 19(c))  
At December 31,

| THE GROUP AND THE COMPANY |           |
|---------------------------|-----------|
| 2025                      | 2024      |
| Rs'000                    | Rs'000    |
| 54                        | 47        |
| 15                        | 7         |
| <b>69</b>                 | <b>54</b> |

Fair value through other comprehensive income financial assets include the following:

Quoted (level 1):  
SBM Holdings Ltd  
Unquoted (level 3):  
Ecole du centre - cost

| THE GROUP AND THE COMPANY |           |
|---------------------------|-----------|
| 2025                      | 2024      |
| Rs'000                    | Rs'000    |
| 67                        | 52        |
| 2                         | 2         |
| <b>69</b>                 | <b>54</b> |

Financial assets measured at fair value through other comprehensive income include the Group's equity investments not held for trading. The Group has made an irrevocable election to classify the equity investments at fair value through other comprehensive income rather than through profit or loss because this is considered to be more appropriate for these investments.

The fair value of quoted securities is based on published market prices. The fair value of the unquoted securities have been kept at cost given the amount is insignificant.

### 12. DEFERRED TAX

Deferred tax is calculated on all temporary differences under the liability method at 19% (2024: 17%).

There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities when the deferred taxes relate to the same fiscal authority on the same entity. The following amounts are shown in the statements of financial position:

|                          | THE GROUP        |                  | THE COMPANY      |                  |
|--------------------------|------------------|------------------|------------------|------------------|
|                          | 2025             | 2024             | 2025             | 2024             |
|                          | Rs'000           | Rs'000           | Rs'000           | Rs'000           |
| Deferred tax assets      | 97,841           | 76,588           | 59,211           | 45,293           |
| Deferred tax liabilities | (360,666)        | (265,841)        | (248,604)        | (180,172)        |
|                          | <b>(262,825)</b> | <b>(189,253)</b> | <b>(189,393)</b> | <b>(134,879)</b> |

At the end of the reporting period, the Group and the Company had unused tax losses of Rs 196 million (2024: Rs 110 million) and Rs 98 million (2024: Rs 28 million) respectively which are available for offset against future profits. A deferred tax asset has been recognised in respect of such losses.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 12. DEFERRED TAX (CONT'D)

The tax losses are available for set off against taxable profits of the Group and the Company as follows:

|                          | THE            | THE           |
|--------------------------|----------------|---------------|
|                          | GROUP          | COMPANY       |
|                          | Rs'000         | Rs'000        |
| <b>Up to year ending</b> |                |               |
| 31 December 2026         | 64,277         | 63,904        |
| Indefinitely             | 131,870        | 34,296        |
|                          | <b>196,147</b> | <b>98,200</b> |

The movement on the deferred income tax account is as follows:

|                                     | THE GROUP        |                  | THE COMPANY      |                  |
|-------------------------------------|------------------|------------------|------------------|------------------|
|                                     | 2025             | 2024             | 2025             | 2024             |
|                                     | Rs'000           | Rs'000           | Rs'000           | Rs'000           |
| At January 1,                       | (189,253)        | (150,936)        | (134,879)        | (107,736)        |
| Profit or loss expense (note 28(b)) | (72,283)         | (42,862)         | (52,420)         | (30,594)         |
| Other comprehensive income charge   | (4,981)          | 1,241            | (4,900)          | 939              |
| Statement of changes in equity      | 3,692            | 3,304            | 2,806            | 2,512            |
| <b>At December 31,</b>              | <b>(262,825)</b> | <b>(189,253)</b> | <b>(189,393)</b> | <b>(134,879)</b> |

The movement in the deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same fiscal authority on the same entity, is as follows:

| THE GROUP                                | Accelerated    | Right-of-      | Total          |
|--|----------------|----------------|----------------|
|  | tax            | use assets     |                |
|  | depreciation   |                |                |
|  | Rs'000         | Rs'000         | Rs'000         |
| <b>Deferred tax liabilities</b>          |                |                |                |
| At January 1, 2024                       | 63,349         | 172,856        | 236,205        |
| Profit or loss charge                    | 29,210         | 3,730          | 32,940         |
| Statement of changes in equity           | (873)          | (2,431)        | (3,304)        |
| <b>At December 31, 2024</b>              | <b>91,686</b>  | <b>174,155</b> | <b>265,841</b> |
| Profit or loss charge                    | 79,480         | 19,037         | 98,517         |
| Credit to statement of changes in equity | (975)          | (2,717)        | (3,692)        |
| <b>At December 31, 2025</b>              | <b>170,191</b> | <b>190,475</b> | <b>360,666</b> |

The movement in the deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same fiscal authority on the same entity, is as follows:

| THE GROUP                         | Tax losses    | Retirement benefit obligations | Expected credit losses | Lease liabilities | Total         |
|-----------------------------------|---------------|--------------------------------|------------------------|-------------------|---------------|
|                                   | Rs'000        | Rs'000                         | Rs'000                 | Rs'000            | Rs'000        |
| <b>Deferred tax assets</b>        |               |                                |                        |                   |               |
| At January 1, 2024                | 34,328        | 7,068                          | 2,031                  | 41,842            | 85,269        |
| Profit and loss (charge)/credit   | (15,598)      | 248                            | (16)                   | 5,444             | (9,922)       |
| Other comprehensive income charge | -             | 1,241                          | -                      | -                 | 1,241         |
| <b>At December 31, 2024</b>       | <b>18,730</b> | <b>8,557</b>                   | <b>2,015</b>           | <b>47,286</b>     | <b>76,588</b> |
| Profit and loss credit            | 18,538        | 1,307                          | 576                    | 5,813             | 26,234        |
| Other comprehensive income charge | -             | (4,981)                        | -                      | -                 | (4,981)       |
| <b>At December 31, 2025</b>       | <b>37,268</b> | <b>4,883</b>                   | <b>2,591</b>           | <b>53,099</b>     | <b>97,841</b> |

THE COMPANY

**Deferred tax liabilities**

|  | Accelerated    | Right-of-      | Total          |
|--|----------------|----------------|----------------|
|  | tax            | use assets     |                |
|  | depreciation   |                |                |
|  | Rs'000         | Rs'000         | Rs'000         |
| At January 1, 2024                       | 49,742         | 117,010        | 166,752        |
| Profit or loss charge                    | 13,127         | 2,805          | 15,932         |
| Credit to statement of changes in equity | (477)          | (2,035)        | (2,512)        |
| <b>At December 31, 2024</b>              | <b>62,392</b>  | <b>117,780</b> | <b>180,172</b> |
| Profit or loss charge                    | 57,926         | 13,312         | 71,238         |
| Charge to statement of changes in equity | (532)          | (2,274)        | (2,806)        |
| <b>At December 31, 2025</b>              | <b>119,786</b> | <b>128,818</b> | <b>248,604</b> |

**Deferred tax assets**

|                                   | Tax losses    | Retirement benefit obligations | Expected credit losses | Lease liabilities | Total         |
|-----------------------------------|---------------|--------------------------------|------------------------|-------------------|---------------|
|                                   | Rs'000        | Rs'000                         | Rs'000                 | Rs'000            | Rs'000        |
| At January 1, 2024                | 23,328        | 5,327                          | 1,307                  | 29,054            | 59,016        |
| Profit or loss (charge)/credit    | (18,527)      | 277                            | (1)                    | 3,589             | (14,662)      |
| Other comprehensive income charge | -             | 939                            | -                      | -                 | 939           |
| <b>At December 31, 2024</b>       | <b>4,801</b>  | <b>6,543</b>                   | <b>1,306</b>           | <b>32,643</b>     | <b>45,293</b> |
| Profit or loss credit             | 13,857        | 794                            | 154                    | 4,013             | 18,818        |
| Other comprehensive income credit | -             | (4,900)                        | -                      | -                 | (4,900)       |
| <b>At December 31, 2025</b>       | <b>18,658</b> | <b>2,437</b>                   | <b>1,460</b>           | <b>36,656</b>     | <b>59,211</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 13. INVENTORIES

|                    | THE GROUP     |               | THE COMPANY   |               |
|--------------------|---------------|---------------|---------------|---------------|
|                    | 2025          | 2024          | 2025          | 2024          |
|                    | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| Food and beverages | 14,126        | 10,915        | 9,749         | 6,503         |
| Consumables        | 12,248        | 9,883         | 7,897         | 5,879         |
|                    | <b>26,374</b> | <b>20,798</b> | <b>17,646</b> | <b>12,382</b> |

Inventory is accounted at cost. The cost of inventories expensed amounted to Rs 120.725 million (2024: Rs 109.079 million) for the Group and Rs 85.737 million (2024: Rs 76.766 million) for the Company.

Borrowings are secured by floating charges on the assets of the Group and the Company including inventories.

### 14. TRADE RECEIVABLES

|                         | THE GROUP      |                | THE COMPANY    |                |
|-------------------------|----------------|----------------|----------------|----------------|
|                         | 2025           | 2024           | 2025           | 2024           |
|                         | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Trade receivables       | 217,821        | 238,955        | 148,662        | 150,756        |
| Loss allowances         | (13,636)       | (11,852)       | (7,685)        | (7,685)        |
| Trade receivables - net | <b>204,185</b> | <b>227,103</b> | <b>140,977</b> | <b>143,071</b> |

#### Impairment of trade receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the credit sales over a period of three years before December 31, 2024 and the average historical credit losses experienced over this period. The historical loss rates are adjusted to reflect current and any forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group and the Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables that have been written off is subject to enforcement activities.

Trade receivables are not secured, non interest-bearing and are generally on 30 days term. Impairment of receivables have been assessed on an individual basis and also on a collective basis under the 'Expected Credit loss' model.

Ageing of past due but not impaired receivables at the reporting date was as follows:

|                                    | THE GROUP      |                | THE COMPANY    |               |
|------------------------------------|----------------|----------------|----------------|---------------|
|                                    | 2025           | 2024           | 2025           | 2024          |
|                                    | Rs'000         | Rs'000         | Rs'000         | Rs'000        |
| More than 30 and less than 60 days | 54,577         | 54,979         | 41,720         | 35,953        |
| More than 60 and less than 90 days | 29,516         | 21,362         | 22,175         | 18,058        |
| More than 90 days                  | 68,915         | 42,619         | 52,350         | 30,954        |
|                                    | <b>153,008</b> | <b>118,960</b> | <b>116,245</b> | <b>84,965</b> |

The closing loss allowances for trade receivables as at December 31, 2025 reconcile to the opening loss allowances as follows:

|   | THE GROUP     |               | THE COMPANY  |              |
|---|---------------|---------------|--------------|--------------|
|   | 2025          | 2024          | 2025         | 2024         |
|   | Rs'000        | Rs'000        | Rs'000       | Rs'000       |
| At January 1,   | 11,852        | 11,942        | 7,685        | 7,685        |
| Loss allowance recognised in profit or loss during the year | 1,784         | (90)          | -            | -            |
| Receivables written off during the year as uncollectible    | -             | -             | -            | -            |
| <b>At December 31,</b>                                      | <b>13,636</b> | <b>11,852</b> | <b>7,685</b> | <b>7,685</b> |

The carrying amounts of the Group's and Company's trade receivables are denominated in the following currencies:

|                 | THE GROUP      |                | THE COMPANY    |                |
|-----------------|----------------|----------------|----------------|----------------|
|                 | 2025           | 2024           | 2025           | 2024           |
|                 | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Mauritian rupee | 56,126         | 91,357         | 38,622         | 41,945         |
| Euro            | 113,660        | 93,354         | 83,167         | 76,349         |
| GBP             | 31,368         | 41,343         | 17,414         | 24,777         |
| US Dollar       | 3,031          | 1,049          | 1,774          | -              |
|                 | <b>204,185</b> | <b>227,103</b> | <b>140,977</b> | <b>143,071</b> |

The maximum exposure to credit risk at the reporting date is the fair value of the receivable mentioned above. The Group does not hold any collateral as security.

#### THE GROUP

| At 31 December 2025                                      | 0-30 Days     | 30 Days      | 60 Days       | 90 Days       | +120 Days      | Specific provision | Total    |
|--|---------------|--------------|---------------|---------------|----------------|--------------------|----------|
| Expected credit loss rate (%)                            | 0.02% - 0.72% | 0.04% - 1.2% | 0.06% - 1.44% | 0.07% - 2.11% | 4.03% - 23.61% | 100.00%            |          |
| Expected total gross carrying amount at default (Rs'000) | 78,812        | 54,677       | 27,022        | 13,568        | 32,366         | 6,929              | 213,374  |
| Lifetime ECL (Rs'000)                                    | (415)         | (480)        | (286)         | (237)         | (5,289)        | (6,929)            | (13,636) |

#### THE COMPANY

| At 31 December 2025                                      | 0-30 Days | 30 Days | 60 Days | 90 Days | +120 Days | Specific provision | Total   |
|--|-----------|---------|---------|---------|-----------|--------------------|---------|
| Expected credit loss rate (%)                            | 0.72%     | 1.20%   | 1.44%   | 2.11%   | 23.61%    | 100.00%            |         |
| Expected total gross carrying amount at default (Rs'000) | 56,877    | 39,341  | 19,491  | 11,127  | 20,345    | 1,481              | 148,662 |
| Lifetime ECL (Rs'000)                                    | (410)     | (472)   | (281)   | (235)   | (4,806)   | (1,481)            | (7,685) |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 15. FINANCIAL ASSETS AT AMORTISED COST

|   | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 2025           | 2024           | 2025           | 2024           |
|   | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Fixed deposits                                  | -              | 161,892        | -              | 161,892        |
| Transfer to FVTPL (see note (d) below)          | -              | 355,000        | -              | 355,000        |
| Receivable from related parties (note 32)       | 194,952        | 12,149         | 197,796        | 12,449         |
| <b>Total financial assets at amortised cost</b> | <b>194,952</b> | <b>529,041</b> | <b>197,796</b> | <b>529,341</b> |

(a) *Fair values of financial assets at amortised cost*

Due to the short-term nature of the current receivables, their carrying amount are considered to be the same as their fair value.

(b) *Impairment and risk exposure*

Financial assets at amortised cost did not include any loss allowance at December 31, 2025 (2024: Nil). The Group and the Company have performed an impairment assessment for financial asset at amortised cost and the impairment loss is immaterial.

Financial assets at amortised cost are denominated in Mauritian Rupee and Euro. As at 31 December 2024, the Company held fixed deposits denominated in Euro. No such deposits were held as at 31 December 2025.

(c) *Fixed deposits*

Fixed deposits, denominated in Euro, were held with a banking institution with maturity date May 31, 2025 and carried fixed interest ranging from 3.4% to 4% per annum.

(d) *Money market funds*

Money market funds, denominated in Mauritian rupee, are held with a financial institution and are valued at amortised cost.

During the year, management reassessed the investment's contractual terms and return profile and concluded that measurement at fair value through profit or loss (FVTPL) provides a more appropriate reflection of its economic substance and performance.

### 16. OTHER CURRENT ASSETS

|                                    | THE GROUP     |               | THE COMPANY   |               |
|------------------------------------|---------------|---------------|---------------|---------------|
|                                    | 2025          | 2024          | 2025          | 2024          |
|                                    | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| Advanced receipts                  | 5,114         | 4,568         | 4,766         | 3,097         |
| Prepaid expenses                   | 5,683         | 5,097         | 3,983         | 3,864         |
| Deposits                           | 5,343         | 4,900         | 3,490         | 2,741         |
| TDS receivable                     | 175           | 170           | 25            | 21            |
| Other receivables (see note below) | 6,463         | 7,379         | 4,304         | 6,477         |
|                                    | <b>22,778</b> | <b>22,114</b> | <b>16,568</b> | <b>16,200</b> |

*Other receivables*

These amounts generally arise from transactions outside the usual operating activities of the Group. Collateral is not normally obtained.

Due to the short-term nature of the current receivables, their carrying amount are considered to be the same as their fair value.

### 17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

|   | THE GROUP      |          | THE COMPANY    |          |
|---|----------------|----------|----------------|----------|
|   | 2025           | 2024     | 2025           | 2024     |
|   | Rs'000         | Rs'000   | Rs'000         | Rs'000   |
| Transfer from financial assets at amortised cost (see note below) | 355,000        | -        | 355,000        | -        |
| Additions   | 70,000         | -        | 70,000         | -        |
| Disposals   | (299,479)      | -        | (299,479)      | -        |
| Fair value gain recognised in profit or loss                      | 5,723          | -        | 5,723          | -        |
| <b>At December 31, 2025</b>                                       | <b>131,244</b> | <b>-</b> | <b>131,244</b> | <b>-</b> |

Money market funds, denominated in Mauritian rupee, are held with a financial institution and are measured at fair value through profit or loss (FVTPL), with changes in fair value recognised in profit or loss.

The investment is redeemable on demand at the prevailing net asset value.

Fair value through profit or loss financial assets include the following:

|                             | THE GROUP AND THE COMPANY |        |
|-----------------------------|---------------------------|--------|
|                             | 2025                      | 2024   |
|                             | Rs'000                    | Rs'000 |
| Money Market Fund (level 2) | 131,244                   | -      |

### 18. STATED CAPITAL

|                                      | THE GROUP        |                | THE COMPANY      |                |
|--------------------------------------|------------------|----------------|------------------|----------------|
|                                      | Number of shares | Amount         | Number of shares | Amount         |
|                                      | (thousands)      | Rs'000         | (thousands)      | Rs'000         |
| <b>Issued shares</b>                 |                  |                |                  |                |
| <b>At December 31, 2025 and 2024</b> | <b>175,645</b>   | <b>453,186</b> | <b>175,645</b>   | <b>453,186</b> |

Shares are issued at no par value and are fully paid. Fully paid ordinary shares carry one vote per share and carry a right to dividends.

### 19. OTHER RESERVES

|  | THE GROUP        |                  | THE COMPANY    |                |
|--|------------------|------------------|----------------|----------------|
|  | 2025             | 2024             | 2025           | 2024           |
|  | Rs'000           | Rs'000           | Rs'000         | Rs'000         |
| <i>Revaluation surplus on:</i>                 |                  |                  |                |                |
| - property, plant and equipment (note 19(a))   | 435,216          | 439,370          | 314,511        | 316,777        |
| - right-of-use assets (note 19(b))             | 540,026          | 551,607          | 434,533        | 444,227        |
| Financial assets at FVOCI reserve (note 19(c)) | 50               | 35               | 50             | 35             |
| Actuarial gains (note 19(d))                   | 31,369           | 10,134           | 27,767         | 6,876          |
|  | <b>1,006,661</b> | <b>1,001,146</b> | <b>776,861</b> | <b>767,915</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 19. OTHER RESERVES (CONT'D)

#### (a) Revaluation surplus on property, plant and equipment

|  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| At January 1,                              | 439,370        | 443,634        | 316,777        | 319,105        |
| Revaluation surplus released               | (5,129)        | (5,137)        | (2,798)        | (2,805)        |
| Tax charge on revaluation surplus released | 975            | 873            | 532            | 477            |
| <b>At December 31,</b>                     | <b>435,216</b> | <b>439,370</b> | <b>314,511</b> | <b>316,777</b> |

The revaluation arises on the revaluation of building.

#### (b) Revaluation surplus on right-of-use assets

|  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| At January 1,                              | 551,607        | 563,474        | 444,227        | 454,160        |
| Revaluation surplus released               | (14,298)       | (14,298)       | (11,968)       | (11,968)       |
| Tax charge on revaluation surplus released | 2,717          | 2,431          | 2,274          | 2,035          |
| <b>At December 31,</b>                     | <b>540,026</b> | <b>551,607</b> | <b>434,533</b> | <b>444,227</b> |

The revaluation arises on the revaluation of leasehold rights.

#### (c) Financial assets at FVOCI reserve

|                                | THE GROUP |           | THE COMPANY |           |
|--------------------------------|-----------|-----------|-------------|-----------|
|                                | 2025      | 2024      | 2025        | 2024      |
|                                | Rs'000    | Rs'000    | Rs'000      | Rs'000    |
| At January 1,                  | 35        | 28        | 35          | 28        |
| Change in fair value (note 11) | 15        | 7         | 15          | 7         |
| <b>At December 31,</b>         | <b>50</b> | <b>35</b> | <b>50</b>   | <b>35</b> |

Financial assets at FVOCI reserve comprises fair value gains/losses arising on financial assets at fair value through other comprehensive income.

#### (d) Actuarial gains

|   | THE GROUP     |               | THE COMPANY   |              |
|---|---------------|---------------|---------------|--------------|
|   | 2025          | 2024          | 2025          | 2024         |
|   | Rs'000        | Rs'000        | Rs'000        | Rs'000       |
| At January 1,   | 10,134        | 16,192        | 6,876         | 11,458       |
| Remeasurement of post employment benefit obligations                          | 26,216        | (7,299)       | 25,791        | (5,521)      |
| Deferred tax relating to remeasurement of post employment benefit obligations | (4,981)       | 1,241         | (4,900)       | 939          |
| <b>At December 31,</b>  | <b>31,369</b> | <b>10,134</b> | <b>27,767</b> | <b>6,876</b> |

The actuarial gains reserve represents the cumulative remeasurement of defined benefit obligation recognised.

### 20. BORROWINGS

|  | THE GROUP      |                  | THE COMPANY    |                  |
|--|----------------|------------------|----------------|------------------|
|  | 2025           | 2024             | 2025           | 2024             |
|  | Rs'000         | Rs'000           | Rs'000         | Rs'000           |
| <b>Non-current</b>                               |                |                  |                |                  |
| Bank loans                                       | 47,250         | 74,250           | 47,250         | 74,250           |
| Secured fixed and floating rate notes (Note (i)) | 544,331        | 543,690          | 544,331        | 543,690          |
| Preference shares (Note (ii))                    | -              | 118,994          | -              | 118,994          |
|  | <b>591,581</b> | <b>736,934</b>   | <b>591,581</b> | <b>736,934</b>   |
| <b>Current</b>                                   |                |                  |                |                  |
| Secured fixed and floating rate notes (Note (i)) | -              | 402,650          | -              | 402,650          |
| Preference shares (Note (ii))                    | -              | 9,375            | -              | 9,375            |
| Bank loans                                       | 27,000         | 27,000           | 27,000         | 27,000           |
|  | <b>27,000</b>  | <b>439,025</b>   | <b>27,000</b>  | <b>439,025</b>   |
| <b>Total borrowings</b>                          | <b>618,581</b> | <b>1,175,959</b> | <b>618,581</b> | <b>1,175,959</b> |

The borrowings include secured liabilities (secured fixed and floating rate notes and bank loans) amounting to Rs 618.581 million (2024: Rs 1,047.590 million) for the Group and Rs 618.581 million (2024: Rs 1,047.590 million) for the Company. The bank borrowings are secured by floating charges on the assets of the Group including property, plant and equipment, right-of-use assets and inventories. The rate of interest on bank borrowings and preference shares vary between 6% and 7.9% (2024: 1.5% and 7.9%).

#### (i) Secured fixed and floating rate notes

|                     | Interest                    | Maturity  | THE GROUP AND THE COMPANY |                |
|---------------------|-----------------------------|-----------|---------------------------|----------------|
|                     |                             |           | 2025                      | 2024           |
|                     |                             |           | Rs'000                    | Rs'000         |
| 5-year notes (Euro) | EURIBOR (floored 0%) +4.50% | 14-Jun-25 | -                         | 156,168        |
| 5-year notes (Mur)  | 6.00%                       | 14-Jun-25 | -                         | 246,482        |
| 7-year notes (Mur)  | Repo + 2.45%                | 14-Jun-27 | 246,571                   | 246,352        |
| 10-year notes (Mur) | Repo + 3.15%                | 14-Jun-30 | 297,760                   | 297,338        |
|                     |                             |           | <b>544,331</b>            | <b>946,340</b> |

The notes are secured by way of:

- a fixed charge on the property of the Company, a floating charge over all its assets, an assignment of the relevant leasehold rights in favour of the Noteholders' Representative and an assignment of the insurance proceeds on the property in favour of the Noteholders' Representative; and

- a fixed charge on the property of Solana Beach Company Limited, a floating charge over all its assets and an assignment of the relevant leasehold rights in favour of the Noteholders' Representative.

Interest is payable semi-annually in June and December.

- The Group has restructured its loans. On 25 July 2022, the Group has obtained the approval of the Noteholders of all tranches to revise the terms of the Notes (the "New Terms") pursuant to the listing particulars dated 20<sup>th</sup> July 2018 (the "LP"). The New Terms are set out in a Fourth Addendum to the LP dated 25<sup>th</sup> July 2022 (the "Fourth Addendum") and summarised as follows:

- Bullet repayment of a sum of Rs 150 million to all Noteholders in the proportions listed in the Fourth Addendum. This amount has been paid on 29 July 2022.
- Rescheduling of the maturity dates of the remaining balance of Rs1,231,100,000 for repayment of capital by 2 years.
- Increase in interest rates in the proportions detailed in the Fourth Addendum.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 20. BORROWINGS (CONT'D)

During the year 2022, the loan from SBM was also rescheduled with an additional moratorium on capital repayment being granted with the first capital repayment falling due on April 30, 2022. On 6 July 2022, SBM has granted the Company a further moratorium period on capital repayment, with the next capital repayment rescheduled for March 31, 2024.

The Group and the Company will use the practical expedient introduced by the Phase 2 amendments, which will allow the Group and the Company to change the basis for determining the contractual cash flows prospectively by revising the effective interest rate as mentioned in note 4, interest rate risk management.

#### (ii) Preference shares

On November 6, 2019 ('Issue Date'), 125,000 non-convertible, redeemable, cumulative and non-voting preference shares of no par value ('Preference Shares') were issued to one holder, by way of private placement, for an aggregate amount of Rs 125 million.

The preference shares:

- are subordinated to secured debt obligations of the Company, including the Notes;
- rank senior to ordinary shares issued by the Company; and
- rank pari passu without any preference among themselves.

Subject to the provisions of the Mauritius Companies Act 2001, the Company may, at its sole discretion, redeem the whole of the preference shares:

- on the 5<sup>th</sup> anniversary of the Issue date by issuing a written redemption notice to the preference shareholder at least forty (40) business days prior to such anniversary date; or
- from the 5<sup>th</sup> anniversary of the Issue Date until its 7<sup>th</sup> anniversary, by issuing a written redemption notice to the preference shareholder at least forty (40) business days prior to the expected redemption date.

From the 7<sup>th</sup> anniversary of the Issue Date and subject to the provisions of The Companies Act 2001 of Mauritius, the preference shareholder may, at its sole discretion, require the Company to redeem all of its preference shares by issuing a written redemption notice to the Company at least forty (40) business days prior to the expected redemption date.

The sole holder of the Preference Shares shall receive an annual dividend of:

- Rs 70 per Preference Share for the period from the Issue Date up to the fifth (5<sup>th</sup>) anniversary of the Issue Date; and
- as from the fifth (5<sup>th</sup>) anniversary of the Issue Date and if the Preference Shares have not been redeemed or cancelled in accordance with the Preference Share Subscription Agreement, Rs 75 per Preference Share.

Save for class meetings, the holder of preference shares shall have no right to receive notice of, or attend to, or vote on shareholders matters pursuant to The Companies Act 2001 of Mauritius at shareholders' meeting of the Company.

The preference shares shall not confer any right to participate in any distribution of the assets or capital of the Company, subject to the mandatory provisions applicable under Insolvency Proceedings.

The preference shares shall not confer on the preference shareholder any right to convert the preference shares into ordinary shares of the Company.

The preference shares were redeemed and fully repaid on 19 September 2025 for a total amount of Rs 125 million. Prior to the redemption, dividends amounting to Rs 8.142 million, calculated on a pro-rata basis up to 18th September 2025, were paid in arrears.

The preference shares were classified as borrowings as they did not have all the features to be classified as an equity instrument under IFRS 32.16A.

(iii) The exposure of the Group's and the Company's borrowings and the contractual repricing dates are as follows:

|                             | Within<br>1 year<br>Rs'000 | 1 - 5<br>years<br>Rs'000 | Over<br>5 years<br>Rs'000 | Total<br>Rs'000 |
|-----------------------------|----------------------------|--------------------------|---------------------------|-----------------|
| <b>THE GROUP</b>            |                            |                          |                           |                 |
| <b>At December 31, 2025</b> | <b>27,000</b>              | <b>591,581</b>           | <b>-</b>                  | <b>618,581</b>  |
| At December 31, 2024        | 439,025                    | 439,596                  | 297,338                   | 1,175,959       |

#### THE COMPANY

|                             |               |                |          |                |
|-----------------------------|---------------|----------------|----------|----------------|
| <b>At December 31, 2025</b> | <b>27,000</b> | <b>591,581</b> | <b>-</b> | <b>618,581</b> |
| At December 31, 2024        | 439,025       | 439,596        | 297,338  | 1,175,959      |

The maturity of non-current borrowings is as follows:

|                                       | THE GROUP      |                | THE COMPANY    |                |
|---------------------------------------|----------------|----------------|----------------|----------------|
|                                       | 2025<br>Rs'000 | 2024<br>Rs'000 | 2025<br>Rs'000 | 2024<br>Rs'000 |
| After one year and before two years   | 273,571        | 145,994        | 273,571        | 145,994        |
| After two years and before five years | 318,010        | 293,602        | 318,010        | 293,602        |
| Over five years                       | -              | 297,338        | -              | 297,338        |
|                                       | <b>591,581</b> | <b>736,934</b> | <b>591,581</b> | <b>736,934</b> |

Maturity of non-current borrowings can be further analysed as follows:

|   | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 2025<br>Rs'000 | 2024<br>Rs'000 | 2025<br>Rs'000 | 2024<br>Rs'000 |
| - After one year and before two years   |                |                |                |                |
| Preference shares                       | -              | 118,994        | -              | 118,994        |
| Bank loans                              | 27,000         | 27,000         | 27,000         | 27,000         |
| Secured fixed and floating rate notes   | 246,571        | -              | 246,571        | -              |
|   | <b>273,571</b> | <b>145,994</b> | <b>273,571</b> | <b>145,994</b> |
| - After two years and before five years |                |                |                |                |
| Bank loans                              | 20,250         | 47,250         | 20,250         | 47,250         |
| Secured fixed and floating rate notes   | 297,760        | 246,352        | 297,760        | 246,352        |
|   | <b>318,010</b> | <b>293,602</b> | <b>318,010</b> | <b>293,602</b> |
| - After five years                      |                |                |                |                |
| Secured fixed and floating rate notes   | -              | 297,338        | -              | 297,338        |
|   | <b>-</b>       | <b>297,338</b> | <b>-</b>       | <b>297,338</b> |

(iv) The carrying amounts of the Group's and the Company's borrowings are denominated in the following currencies:

|                 | THE GROUP      |                  | THE COMPANY    |                  |
|-----------------|----------------|------------------|----------------|------------------|
|                 | 2025<br>Rs'000 | 2024<br>Rs'000   | 2025<br>Rs'000 | 2024<br>Rs'000   |
| Mauritian rupee | 618,581        | 1,019,791        | 618,581        | 1,019,791        |
| Euro            | -              | 156,168          | -              | 156,168          |
|                 | <b>618,581</b> | <b>1,175,959</b> | <b>618,581</b> | <b>1,175,959</b> |

The carrying amounts of borrowings are not materially different from the fair value.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 21. RETIREMENT BENEFIT OBLIGATIONS

Amount recognised in the statements of financial position as non-current liabilities:

|   | THE GROUP     |               | THE COMPANY   |               |
|---|---------------|---------------|---------------|---------------|
|   | 2025          | 2024          | 2025          | 2024          |
|   | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| Defined pension benefits (as per (a) below)       | 4,258         | 29,001        | 4,258         | 29,001        |
| Other post retirement benefits (as per (b) below) | 21,444        | 21,337        | 8,570         | 9,486         |
|   | <b>25,702</b> | <b>50,338</b> | <b>12,828</b> | <b>38,487</b> |

Amount charged to profit or loss:

|   | THE GROUP     |               | THE COMPANY  |              |
|---|---------------|---------------|--------------|--------------|
|   | 2025          | 2024          | 2025         | 2024         |
|   | Rs'000        | Rs'000        | Rs'000       | Rs'000       |
| Defined pension benefits (as per (a) below)       | 5,224         | 5,059         | 5,224        | 5,189        |
| Other post retirement benefits (as per (b) below) | 5,586         | 5,738         | 2,089        | 3,314        |
| Total included in staff costs (note 27(b))        | <b>10,810</b> | <b>10,797</b> | <b>7,313</b> | <b>8,503</b> |

Amount credited to other comprehensive income:

|   | THE GROUP       |              | THE COMPANY     |              |
|---|-----------------|--------------|-----------------|--------------|
|   | 2025            | 2024         | 2025            | 2024         |
|   | Rs'000          | Rs'000       | Rs'000          | Rs'000       |
| Defined pension benefits (as per (a) below)       | (26,238)        | 8,445        | (26,238)        | 8,658        |
| Other post retirement benefits (as per (b) below) | 22              | (1,146)      | 447             | (3,137)      |
|   | <b>(26,216)</b> | <b>7,299</b> | <b>(25,791)</b> | <b>5,521</b> |

#### (a) Defined pension benefits

The Group operates a defined benefit pension. The plan is a final salary plan, which provides benefits to members in the form of a guaranteed level of pension payable for 5 years. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The assets of the fund are held independently and administered by Swan Pensions Ltd.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligations were carried out at December 31, 2025 by Actuarix Consulting Limited (Actuarial Valuer). The present value of the defined benefit obligations, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The movements in the statements of financial position are as follows:

|   | THE GROUP    |               | THE COMPANY  |               |
|---|--------------|---------------|--------------|---------------|
|   | 2025         | 2024          | 2025         | 2024          |
|   | Rs'000       | Rs'000        | Rs'000       | Rs'000        |
| At January 1,                                   | 29,001       | 19,703        | 29,001       | 19,349        |
| Amount recognised in profit or loss             | 5,224        | 5,059         | 5,224        | 5,189         |
| Amount recognised in other comprehensive income | (26,238)     | 8,445         | (26,238)     | 8,658         |
| Contributions paid                              | (3,729)      | (4,206)       | (3,729)      | (4,195)       |
| <b>At December 31,</b>                          | <b>4,258</b> | <b>29,001</b> | <b>4,258</b> | <b>29,001</b> |

The movement in the defined benefit obligations over the year is as follows:

|   | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 2025           | 2024           | 2025           | 2024           |
|   | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| At January 1,   | 175,777        | 148,459        | 173,391        | 144,320        |
| Current service cost                                    | 3,797          | 4,103          | 3,797          | 4,098          |
| Past service cost                                       | -              | -              | -              | 146            |
| Interest expense  | 9,141          | 7,956          | 9,015          | 7,822          |
| Employee contributions                                  | 469            | 469            | 469            | 468            |
| Liability experience (gain)/loss                        | (2,210)        | 19,837         | (2,154)        | 19,933         |
| Liability gain due to change in financial assumptions   | (16,676)       | 2,661          | (16,469)       | 2,599          |
| Liability gain due to change in demographic assumptions | -              | -              | -              | -              |
| Benefits paid   | (6,683)        | (7,708)        | (6,683)        | (5,995)        |
| <b>At December 31,</b>                                  | <b>163,615</b> | <b>175,777</b> | <b>161,366</b> | <b>173,391</b> |

The movement in the fair value of plan assets of the year is as follows:

|   | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 2025           | 2024           | 2025           | 2024           |
|   | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| At January 1,                                   | 146,776        | 128,756        | 144,390        | 124,971        |
| Interest income                                 | 7,717          | 7,000          | 7,588          | 6,877          |
| Employer contributions                          | 3,729          | 4,206          | 3,729          | 4,195          |
| Employee contributions                          | 469            | 469            | 469            | 468            |
| Benefits paid                                   | (6,683)        | (7,708)        | (6,683)        | (5,995)        |
| Return on plan assets excluding interest income | 7,728          | 14,106         | 7,615          | 13,874         |
| Change in effect of asset ceiling               | (379)          | (53)           | -              | -              |
| <b>At December 31,</b>                          | <b>159,357</b> | <b>146,776</b> | <b>157,108</b> | <b>144,390</b> |

The amounts recognised in profit or loss are as follows:

|   | THE GROUP    |              | THE COMPANY  |              |
|---|--------------|--------------|--------------|--------------|
|   | 2025         | 2024         | 2025         | 2024         |
|   | Rs'000       | Rs'000       | Rs'000       | Rs'000       |
| Current service cost                            | 3,797        | 4,103        | 3,797        | 4,098        |
| Past service cost                               | -            | -            | -            | 146          |
| Net interest on net defined benefit liabilities | 1,427        | 956          | 1,427        | 945          |
| <b>Total</b>                                    | <b>5,224</b> | <b>5,059</b> | <b>5,224</b> | <b>5,189</b> |

The amounts recognised in other comprehensive income are as follows:

|  | THE GROUP       |              | THE COMPANY     |              |
|--|-----------------|--------------|-----------------|--------------|
|  | 2025            | 2024         | 2025            | 2024         |
|  | Rs'000          | Rs'000       | Rs'000          | Rs'000       |
| Return on plan assets below/(above) interest income            | (7,728)         | (14,106)     | (7,615)         | (13,874)     |
| Liability experience (gain)/loss                               | (2,210)         | 19,837       | (2,154)         | 19,933       |
| Liability (gain)/loss due to change in demographic assumptions | -               | -            | -               | -            |
| Liability (gain)/loss due to change in financial assumptions   | (16,676)        | 2,661        | (16,469)        | 2,599        |
| Change in effect of asset ceiling                              | 376             | 53           | -               | -            |
|  | <b>(26,238)</b> | <b>8,445</b> | <b>(26,238)</b> | <b>8,658</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The fair value of the plan assets at the end of the reporting period for each category are as follows:

|                          | THE GROUP |         | THE COMPANY |         |
|--------------------------|-----------|---------|-------------|---------|
|                          | 2025      | 2024    | 2025        | 2024    |
|                          | Rs'000    | Rs'000  | Rs'000      | Rs'000  |
| Equity - local quoted    | 39,839    | 48,436  | 39,277      | 47,649  |
| Equity - Overseas quoted | 47,807    | 44,033  | 47,132      | 43,317  |
| Debt - local quoted      | 14,342    | -       | 14,140      | -       |
| Debt - local unquoted    | 4,781     | 27,887  | 4,713       | 27,434  |
| Debt - Overseas quoted   | 17,529    | 20,549  | 17,282      | 20,215  |
| Property                 | 22,310    | -       | 21,995      | -       |
| Cash and others          | 12,749    | 5,871   | 12,569      | 5,775   |
|                          | 159,357   | 146,776 | 157,108     | 144,390 |

Principal actuarial assumptions at end of period:

|                              | THE GROUP AND THE COMPANY |      |
|------------------------------|---------------------------|------|
|                              | 2025                      | 2024 |
|                              | %                         | %    |
| Discount rate                | 6.0                       | 5.3  |
| Future salary increases      | 4.2                       | 3.7  |
| Future pension increases     | -                         | -    |
| Average retirement age (ARA) | 65                        | 65   |

Sensitivity analysis on defined benefit obligations at end of the reporting date following movement in discount rate:

|                                       | 2025        |             | 2024        |             |
|---------------------------------------|-------------|-------------|-------------|-------------|
|                                       | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
|                                       | Rs'000      | Rs'000      | Rs'000      | Rs'000      |
| THE GROUP                             |             |             |             |             |
| Impact on defined benefit obligations | (21,162)    | 26,284      | (26,401)    | 33,586      |
| THE COMPANY                           |             |             |             |             |
| Impact on defined benefit obligations | (20,950)    | 26,028      | (26,114)    | 33,233      |

The sensitivity above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The present value of the defined benefit obligation has been calculated using the projected unit credit method.

The sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The defined benefit pension plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

#### Investment risk

The plan liability is calculated using a discount rate determined by reference to government bonds yield ; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

#### Interest rate risk

A decrease in the bond interest rate will increase the plan liability. However, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

#### Longevity risk

The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

#### Salary risk

The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuaries.

#### Salary risk

Expected contributions to post-employment benefit plans for the year ending December 31, 2026 are Rs 3.729 million for the Group and the Company.

The weighted average duration of the defined benefit obligation is between 10 years & 15 years at the end of the reporting period.

#### (b) Other post retirement benefits

Other post retirement benefits comprise mainly of gratuity on retirement payable under the Workers' Rights Act, 2019 and other benefits. The Company also operates a defined contribution scheme administered by Swan Pensions Ltd.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligations were carried out at December 31, 2025 by Actuarix Consulting Limited (Actuarial Valuer). The present value of the defined benefit obligations, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The movements in the statements of financial position are as follows:

|   | THE GROUP     |               | THE COMPANY  |              |
|---|---------------|---------------|--------------|--------------|
|   | 2025          | 2024          | 2025         | 2024         |
|   | Rs'000        | Rs'000        | Rs'000       | Rs'000       |
| At January 1,                                   | 21,337        | 21,872        | 9,486        | 11,984       |
| Amount recognised in profit or loss             | 5,586         | 5,738         | 2,089        | 3,314        |
| Amount recognised in other comprehensive income | 22            | (1,146)       | 447          | (3,137)      |
| Contributions paid                              | (5,501)       | (5,127)       | (3,452)      | (2,675)      |
| <b>At December 31,</b>                          | <b>21,444</b> | <b>21,337</b> | <b>8,570</b> | <b>9,486</b> |

Reconciliation of fair value of plan assets :

|   | THE GROUP |         | THE COMPANY |         |
|---|-----------|---------|-------------|---------|
|   | 2025      | 2024    | 2025        | 2024    |
|   | Rs'000    | Rs'000  | Rs'000      | Rs'000  |
| Opening balance                                 | 8,203     | 6,340   | 4,998       | 3,677   |
| Interest income                                 | 490       | 399     | 290         | 238     |
| Employer contributions                          | 5,501     | 5,127   | 3,452       | 2,675   |
| Employee contributions                          | -         | -       | -           | -       |
| Benefits paid                                   | (3,380)   | (3,264) | (2,492)     | (1,354) |
| Exchange differences                            | -         | -       | -           | -       |
| Effect of business combination/disposal         | -         | -       | -           | -       |
| Return on plan assets excluding interest income | (490)     | (399)   | (290)       | (238)   |
| Closing balance                                 | 10,324    | 8,203   | 5,958       | 4,998   |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 21. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The movement in the defined benefit obligations over the year is as follows:

|  | THE GROUP     |               | THE COMPANY   |               |
|--|---------------|---------------|---------------|---------------|
|  | 2025          | 2024          | 2025          | 2024          |
|  | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| At January 1,  | 29,540        | 28,212        | 14,484        | 15,661        |
| Current service cost                                 | 4,721         | 4,743         | 2,765         | 2,812         |
| Past service cost                                    | (116)         | (65)          | (1,034)       | (80)          |
| Interest expense                                     | 1,471         | 1,459         | 648           | 820           |
| Liability experience gain                            | 384           | 138           | 663           | (2,325)       |
| Liability loss due to change in financial assumption | (852)         | (1,683)       | (506)         | (1,050)       |
| Benefits paid  | (3,380)       | (3,264)       | (2,492)       | (1,354)       |
| <b>At December 31,</b>                               | <b>31,768</b> | <b>29,540</b> | <b>14,528</b> | <b>14,484</b> |

The amounts recognised in profit or loss are as follows:

|   | THE GROUP    |              | THE COMPANY  |              |
|---|--------------|--------------|--------------|--------------|
|   | 2025         | 2024         | 2025         | 2024         |
|   | Rs'000       | Rs'000       | Rs'000       | Rs'000       |
| Current service cost                            | 4,721        | 4,743        | 2,765        | 2,812        |
| Past service cost                               | (116)        | (65)         | (1,034)      | (80)         |
| Net interest on net defined benefit liabilities | 981          | 1,060        | 358          | 582          |
| <b>Total</b>                                    | <b>5,586</b> | <b>5,738</b> | <b>2,089</b> | <b>3,314</b> |

The amounts recognised in other comprehensive income are as follows:

|   | THE GROUP |         | THE COMPANY |         |
|---|-----------|---------|-------------|---------|
|   | 2025      | 2024    | 2025        | 2024    |
|   | Rs'000    | Rs'000  | Rs'000      | Rs'000  |
| Return on plan assets below interest income           | 490       | 399     | 290         | 238     |
| Liability experience loss/(gain)                      | 384       | 138     | 663         | (2,325) |
| Liability gain due to change in financial assumptions | (852)     | (1,683) | (506)       | (1,050) |
|   | 22        | (1,146) | 447         | (3,137) |

Principal actuarial assumptions at end of period:

|                              | THE GROUP AND<br>THE COMPANY |      |
|------------------------------|------------------------------|------|
|                              | 2025                         | 2024 |
|                              | %                            | %    |
| Discount rate                | 6.00                         | 5.30 |
| Future salary increases      | 4.20                         | 3.70 |
| Future pension increases     | -                            | -    |
| Average retirement age (ARA) | 65                           | 65   |

Sensitivity analysis on defined benefit obligations at end of the reporting date following movement in discount rate:

|                                       | 2025                  |                       | 2024                  |                       |
|---------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                       | 1% Increase<br>Rs'000 | 1% Decrease<br>Rs'000 | 1% Increase<br>Rs'000 | 1% Decrease<br>Rs'000 |
| THE GROUP                             |                       |                       |                       |                       |
| Impact on defined benefit obligations | (4,845)               | 5,612                 | (4,531)               | 5,777                 |
| THE COMPANY                           |                       |                       |                       |                       |
| Impact on defined benefit obligations | (2,798)               | 3,348                 | (2,730)               | 3,537                 |

An increase/decrease of 1% in other principal actuarial assumptions would not have a material impact on defined benefit obligations at the end of the reporting period.

The sensitivity above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The present value of the defined benefit obligation has been calculated using the projected unit credit method.

The sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The defined benefit pension plan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

#### Investment risk

The plan liability is calculated using a discount rate determined by reference to government bonds yield ; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

#### Interest rate risk

A decrease in the bond interest rate will increase the plan liability. However, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

#### Longevity risk

The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

#### Salary risk

The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuaries.

Expected contributions to post-employment benefit plans for the year ending December 31, 2026 are Rs 5.289 million for the Group and Rs 3.452 million for the Company.

The weighted average duration of the defined benefit obligation is between 13 and 19 years at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 22. TRADE AND OTHER PAYABLES

|  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Trade payables                           | 59,804         | 50,835         | 40,101         | 31,156         |
| Payables to related parties (note 32)    | 923            | 5,505          | 193,221        | 101,127        |
| Accrued expenses                         | 19,047         | 9,826          | 13,585         | 8,649          |
| Interest on redeemable convertible bonds | -              | 6,261          | -              | 6,261          |
| VAT payable                              | 15,646         | 13,636         | 11,355         | 9,844          |
| Contract liabilities (note 22(a))        | 4,620          | 2,612          | 4,511          | 2,236          |
| Other payables                           | 15,204         | 16,619         | 5,096          | 4,595          |
|  | <b>115,244</b> | <b>105,294</b> | <b>267,869</b> | <b>163,868</b> |
| (a) <b>Contract liabilities</b>          |                |                |                |                |
| At January 1,                            | 2,612          | 2,652          | 2,236          | 2,323          |
| Deposit received during the year         | (35,169)       | 40,408         | (34,045)       | 35,354         |
| Amount release to profit or loss         | 37,177         | (40,448)       | 36,320         | (35,441)       |
| <b>At December 31,</b>                   | <b>4,620</b>   | <b>2,612</b>   | <b>4,511</b>   | <b>2,236</b>   |

(b) The carrying amounts of trade and other payables approximate their fair values.

### 23. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following is an analysis of the Group's/Company's revenue for the year:

|                                    | THE GROUP        |                  | THE COMPANY    |                |
|------------------------------------|------------------|------------------|----------------|----------------|
|                                    | 2025             | 2024             | 2025           | 2024           |
|                                    | Rs'000           | Rs'000           | Rs'000         | Rs'000         |
| (a) Room revenue                   | 775,104          | 800,291          | 542,295        | 585,194        |
| Food and beverages                 | 367,655          | 320,012          | 264,030        | 219,792        |
| Wellness, laundry and telephone    | 28,074           | 27,106           | 19,474         | 18,982         |
|                                    | <b>1,170,833</b> | <b>1,147,409</b> | <b>825,799</b> | <b>823,968</b> |
| (b) Revenue from sales of goods    | 367,655          | 320,012          | 264,030        | 219,792        |
| Revenue from rendering of services | 803,178          | 827,397          | 561,769        | 604,176        |
|                                    | <b>1,170,833</b> | <b>1,147,409</b> | <b>825,799</b> | <b>823,968</b> |
| (c) Timing of revenue recognition  |                  |                  |                |                |
| At a point in time                 | 395,729          | 347,118          | 283,504        | 238,774        |
| Over time                          | 775,104          | 800,291          | 542,295        | 585,194        |
|                                    | <b>1,170,833</b> | <b>1,147,409</b> | <b>825,799</b> | <b>823,968</b> |

### 24. OTHER EXPENSES

|                      | THE GROUP      |                | THE COMPANY    |                |
|----------------------|----------------|----------------|----------------|----------------|
|                      | 2025           | 2024           | 2025           | 2024           |
|                      | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Marketing expenses   | 109,389        | 78,322         | 73,264         | 57,075         |
| Structure costs      | 52,821         | 45,977         | 48,479         | 41,912         |
| Maintenance expenses | 41,664         | 38,435         | 27,302         | 22,160         |
| Sub-contractor costs | 1,165          | 1,308          | 1,165          | 1,308          |
| Security fees        | 16,902         | 17,507         | 9,577          | 10,304         |
| Bank charges         | 16,599         | 17,044         | 11,816         | 12,965         |
| Sundry expenses      | 26,450         | 26,233         | 18,185         | 18,387         |
|                      | <b>264,990</b> | <b>224,826</b> | <b>189,788</b> | <b>164,111</b> |

### 25. OTHER INCOME

|   | THE GROUP     |               | THE COMPANY   |                |
|---|---------------|---------------|---------------|----------------|
|   | 2025          | 2024          | 2025          | 2024           |
|   | Rs'000        | Rs'000        | Rs'000        | Rs'000         |
| Income from leisure activities                      | 1,461         | 2,937         | 1,247         | 2,760          |
| Rental income                                       | 2,186         | 2,472         | 1,338         | 1,650          |
| Management income                                   | 1,782         | 1,577         | 19,595        | 19,896         |
| Dividend income                                     | 16            | 4             | 666           | 111,096        |
| Profit on disposal of property, plant and equipment | 124           | -             | 124           | -              |
| Sundry income                                       | 5,481         | 8,222         | 4,696         | 7,474          |
|   | <b>11,050</b> | <b>15,212</b> | <b>27,666</b> | <b>142,876</b> |

### 26(a). FINANCE INCOME

|   | THE GROUP     |               | THE COMPANY   |               |
|---|---------------|---------------|---------------|---------------|
|   | 2025          | 2024          | 2025          | 2024          |
|   | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| Interest income on current account            | 8,438         | 11,417        | 8,438         | 10,713        |
| Interest income on fixed deposits             | 2,740         | 8,663         | 2,740         | 8,663         |
| Fair value gain on financial assets at FVTPL  | 5,723         | -             | 5,723         | -             |
| Gain on disposal of financial assets at FVTPL | 8,521         | -             | 8,521         | -             |
|   | <b>25,422</b> | <b>20,080</b> | <b>25,422</b> | <b>19,376</b> |

### 26(b). FINANCE COSTS

|                                       | THE GROUP     |                | THE COMPANY   |                |
|---------------------------------------|---------------|----------------|---------------|----------------|
|                                       | 2025          | 2024           | 2025          | 2024           |
|                                       | Rs'000        | Rs'000         | Rs'000        | Rs'000         |
| <i>Interest expense on:</i>           |               |                |               |                |
| Bank loan                             | 7,186         | 9,441          | 7,186         | 9,407          |
| Secured fixed and floating rate notes | 51,623        | 75,961         | 51,623        | 75,961         |
| Preference shares                     | 4,773         | 10,350         | 4,773         | 10,350         |
| Leases (Note 7)                       | 24,431        | 25,675         | 16,865        | 17,677         |
| Bank overdraft                        | 80            | 477            | 75            | 441            |
| Current account                       | 19            | 64             | 19            | 64             |
|                                       | <b>88,112</b> | <b>121,968</b> | <b>80,541</b> | <b>113,900</b> |

### 27. DIRECT COSTS AND STAFF COSTS

|  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| (a) <b>Direct costs</b>                |                |                |                |                |
| Cost of inventories expensed (note 13) | 120,725        | 109,079        | 85,737         | 76,766         |
| Diesel and gas consumption             | 14,999         | 15,498         | 6,422          | 6,881          |
| Electricity and water                  | 40,691         | 39,256         | 24,846         | 23,854         |
| Telephone and postage                  | 4,888          | 4,287          | 3,723          | 3,065          |
| Replacement costs                      | 15,491         | 16,055         | 12,112         | 12,125         |
| Entertainment                          | 10,361         | 8,227          | 5,175          | 3,759          |
| Printing and stationery                | 3,262          | 3,180          | 1,665          | 1,761          |
| Subcontractor Cost                     | 15,946         | 15,182         | 8,972          | 8,984          |
| Laundry Cost                           | 17,072         | 12,226         | 11,187         | 8,199          |
| Other expenses                         | 17,787         | 18,168         | 11,685         | 12,153         |
|  | <b>261,222</b> | <b>241,158</b> | <b>171,524</b> | <b>157,547</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 27. DIRECT COSTS AND STAFF COSTS (CONT'D)

|   | THE GROUP      |                | THE COMPANY    |                |
|---|----------------|----------------|----------------|----------------|
|   | 2025           | 2024           | 2025           | 2024           |
|   | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| Wages and salaries                              | 249,741        | 237,693        | 174,238        | 165,908        |
| Social security costs                           | 8,587          | 7,877          | 5,482          | 5,164          |
| Pension costs - defined benefit plans (note 21) | 10,810         | 10,797         | 7,313          | 8,503          |
|   | <b>269,138</b> | <b>256,367</b> | <b>187,033</b> | <b>179,575</b> |

### 28. INCOME TAX EXPENSE/CREDIT

Income tax is calculated at the rate of 19% (2024: 17%) on profit/loss before income tax as adjusted for income tax purposes inclusive of Corporate Social Responsibility (CSR) charged at 2% (2024: 2%) and Corporate Climate Responsibility (CCR) charged at 2% (2024: nil).

|  | THE GROUP     |               | THE COMPANY   |               |
|--|---------------|---------------|---------------|---------------|
|  | 2025          | 2024          | 2025          | 2024          |
|  | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| (a) Amounts shown in statements of financial position are as follows:  |               |               |               |               |
| At January 1,  | -             | -             | -             | -             |
| Profit or loss charge/(credit)   | -             | -             | -             | -             |
| Underprovision of income tax in previous year                          | -             | -             | -             | -             |
| Paid during the year   | -             | -             | -             | -             |
| <b>At December 31,</b>   | <b>-</b>      | <b>-</b>      | <b>-</b>      | <b>-</b>      |
| (b) Current tax on the adjusted profit for the year at 19% (2024: 17%) | -             | -             | -             | -             |
| Underprovision of income tax in previous year                          | -             | -             | -             | -             |
| Deferred tax (note 12)   | 72,283        | 42,862        | 52,420        | 30,594        |
| Tax charge   | <b>72,283</b> | <b>42,862</b> | <b>52,420</b> | <b>30,594</b> |

#### (c) Tax reconciliation

The tax on the loss before taxation differs from the theoretical amount that would arise using the basic tax rate as follows:

|  | THE GROUP     |               | THE COMPANY   |               |
|--|---------------|---------------|---------------|---------------|
|  | 2025          | 2024          | 2025          | 2024          |
|  | Rs'000        | Rs'000        | Rs'000        | Rs'000        |
| Profit before taxation                             | 250,587       | 264,208       | 185,916       | 305,951       |
| Tax calculated at a rate of 19% (2024: 17%)        | 47,612        | 44,915        | 35,324        | 52,012        |
| Income not subject to tax                          | (2,935)       | (2,836)       | (2,833)       | (21,521)      |
| Expenses not deductible for tax purposes           | 4,661         | 3,002         | 3,395         | 2,320         |
| Deferred tax liabilities now recognised/(reversed) | 22,945        | (2,219)       | 16,534        | (2,217)       |
| <b>Tax charge</b>                                  | <b>72,283</b> | <b>42,862</b> | <b>52,420</b> | <b>30,594</b> |

### 29. EARNINGS PER SHARE

|   |        | THE GROUP   |             |
|---|--------|-------------|-------------|
|   |        | 2025        | 2024        |
| Profit attributable to equity holders of the parent | Rs'000 | 178,304     | 221,346     |
| Number of ordinary shares                           |        | 175,644,644 | 175,644,644 |
| Basic earnings per share                            | Re./cs | 1.02        | 1.26        |

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the parent by the number of ordinary shares outstanding during the year.

### Diluted earnings per share

|  |        | THE GROUP   |             |
|--|--------|-------------|-------------|
|  |        | 2025        | 2024        |
| Earnings   |        |             |             |
| Profit attributable to equity holders of the parent                                      | Rs'000 | 178,304     | 221,346     |
| Effect of dilutive potential ordinary shares   |        |             |             |
| Interest on convertible bonds  |        | -           | -           |
| Earnings for the purposes of diluted earnings per share                                  | Rs'000 | 178,304     | 221,346     |
| Number of shares   |        |             |             |
| Weighted average number of ordinary shares for the purpose of basic earnings per share   |        | 175,644,644 | 175,644,644 |
| Effect of dilutive potential ordinary shares   |        |             |             |
| Conversion of Bonds subscribed to date   |        | 97,222,222  | 97,222,222  |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share |        | 272,866,866 | 272,866,866 |
| Diluted earnings per share   | Re./cs | 0.65        | 0.81        |

### 30. NOTES TO THE STATEMENTS OF CASH FLOWS

|  | THE GROUP      |                | THE COMPANY    |                |
|--|----------------|----------------|----------------|----------------|
|  | 2025           | 2024           | 2025           | 2024           |
|  | Rs'000         | Rs'000         | Rs'000         | Rs'000         |
| (a) Cash generated from operations                         |                |                |                |                |
| Profit before taxation                                     | 250,587        | 264,208        | 185,916        | 305,951        |
| Adjustments for:   |                |                |                |                |
| (Profit)/loss on disposal of property, plant and equipment | (124)          | 335            | (124)          | 335            |
| Fair value gain on financial assets at FVTPL               | (5,723)        | -              | (5,723)        | -              |
| Gain on disposal of financial assets at FVTPL              | (8,521)        | -              | (8,521)        | -              |
| Depreciation on property, plant and equipment              | 85,831         | 88,697         | 73,292         | 73,736         |
| Amortisation of right-of-use assets                        | 23,525         | 23,815         | 15,810         | 16,110         |
| Amortisation of intangible assets                          | 119            | 60             | -              | -              |
| Movement in provision for retirement benefit obligations   | 10,810         | 10,797         | 7,313          | 8,503          |
| Dividend income  | (16)           | (4)            | (666)          | (111,096)      |
| Interest income  | (11,178)       | (20,080)       | (11,178)       | (19,376)       |
| Interest expense   | 88,112         | 121,968        | 80,541         | 113,900        |
| Unrealised exchange gains                                  | (19,675)       | (14,835)       | (14,880)       | (9,393)        |
| Share of profit from associate (note 10)                   | (864)          | (963)          | -              | -              |
|  | <b>412,883</b> | <b>473,998</b> | <b>321,780</b> | <b>378,670</b> |
| Changes in working capital:                                |                |                |                |                |
| Inventories  | (5,576)        | 2,178          | (5,264)        | 1,411          |
| Trade receivables  | 22,918         | (36,774)       | 2,094          | (9,460)        |
| Financial assets at amortised cost                         | (4,803)        | (4,791)        | (7,347)        | 40,399         |
| Other current assets                                       | (664)          | (8,553)        | (368)          | (8,995)        |
| Trade and other payables                                   | 16,211         | 1,579          | 12,524         | (73,342)       |
| <b>Cash generated from operations</b>                      | <b>440,969</b> | <b>427,637</b> | <b>323,419</b> | <b>328,683</b> |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 30. NOTES TO THE STATEMENTS OF CASH FLOWS (CONT'D)

#### (b) Reconciliation of liabilities arising from financing activities

| THE GROUP                   | Long term        | Preference     | Lease          | Total            |
|-----------------------------|------------------|----------------|----------------|------------------|
|                             | borrowings       | shares         | liabilities    |                  |
|                             | Rs'000           | Rs'000         | Rs'000         | Rs'000           |
| <u>2025</u>                 |                  |                |                |                  |
| Opening balance             | 1,047,590        | 128,369        | 278,147        | 1,454,106        |
| Cash flows                  | (438,289)        | (125,000)      | -              | (563,289)        |
| Interest paid               | (59,855)         | (8,142)        | (24,913)       | (92,910)         |
| <i>Non-cash changes:</i>    |                  |                |                |                  |
| - interest accrued          | 58,809           | 4,773          | 24,431         | 88,013           |
| - remeasurement             | -                | -              | 1,794          | 1,794            |
| - foreign exchange movement | 10,326           | -              | -              | 10,326           |
| <b>Closing balance</b>      | <b>618,581</b>   | <b>-</b>       | <b>279,459</b> | <b>898,040</b>   |
| <u>2024</u>                 |                  |                |                |                  |
| Opening balance             | 1,397,396        | 161,769        | 246,215        | 1,805,380        |
| Cash flows                  | (355,342)        | -              | (386)          | (355,728)        |
| Interest paid               | (90,119)         | (43,750)       | (24,763)       | (158,632)        |
| <i>Non-cash changes:</i>    |                  |                |                |                  |
| - interest accrued          | 85,402           | 10,350         | 25,675         | 121,427          |
| - variable lease payment    | -                | -              | 31,406         | 31,406           |
| - foreign exchange movement | 10,253           | -              | -              | 10,253           |
| <b>Closing balance</b>      | <b>1,047,590</b> | <b>128,369</b> | <b>278,147</b> | <b>1,454,106</b> |
| <u>THE COMPANY</u>          |                  |                |                |                  |
|                             | Long term        | Preference     | Lease          | Total            |
|                             | borrowings       | shares         | liabilities    |                  |
|                             | Rs'000           | Rs'000         | Rs'000         | Rs'000           |
| <u>2025</u>                 |                  |                |                |                  |
| Opening balance             | 1,047,590        | 128,369        | 192,014        | 1,367,973        |
| Cash flows                  | (438,289)        | (125,000)      | -              | (563,289)        |
| Interest paid               | (59,855)         | (8,142)        | (17,199)       | (85,196)         |
| <i>Non-cash changes:</i>    |                  |                |                |                  |
| - interest accrued          | 58,809           | 4,773          | 16,865         | 80,447           |
| - remeasurement             | -                | -              | 1,238          | 1,238            |
| - foreign exchange movement | 10,326           | -              | -              | 10,326           |
| <b>Closing balance</b>      | <b>618,581</b>   | <b>-</b>       | <b>192,918</b> | <b>811,499</b>   |
| <u>2024</u>                 |                  |                |                |                  |
| Opening balance             | 1,390,446        | 161,769        | 170,988        | 1,723,203        |
| Cash flows                  | (348,392)        | -              | (205)          | (348,597)        |
| Interest paid               | (90,085)         | (43,750)       | (17,094)       | (150,929)        |
| <i>Non-cash changes:</i>    |                  |                |                |                  |
| - interest accrued          | 85,368           | 10,350         | 17,677         | 113,395          |
| - remeasurement             | -                | -              | 20,648         | 20,648           |
| - foreign exchange movement | 10,253           | -              | -              | 10,253           |
| <b>Closing balance</b>      | <b>1,047,590</b> | <b>128,369</b> | <b>192,014</b> | <b>1,367,973</b> |

#### (c) Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Cash and cash equivalents and bank overdraft include the following for the purpose of the statements of cash flows:

| THE GROUP      |         | THE COMPANY   |        |
|----------------|---------|---------------|--------|
| 2025           | 2024    | 2025          | 2024   |
| Rs'000         | Rs'000  | Rs'000        | Rs'000 |
| <b>132,584</b> | 123,198 | <b>88,763</b> | 89,740 |

Cash in hand and at bank

### 31. CURRENCY PROFILE

The tables below summarise the Group's financial assets and liabilities currency profiles as at December 31, 2025 and December 31, 2024.

| THE GROUP   | MRU              | EURO           | GBP           | USD          | Total            |
|---|------------------|----------------|---------------|--------------|------------------|
|   | Rs'000           | Rs'000         | Rs'000        | Rs'000       | Rs'000           |
| <u>As at December 31, 2025</u>                                      |                  |                |               |              |                  |
| <u>Assets</u>   |                  |                |               |              |                  |
| Cash in hand and at bank  | 114,937          | 13,240         | 3,779         | 628          | 132,584          |
| Trade receivables   | 56,126           | 113,660        | 31,368        | 3,031        | 204,185          |
| Financial assets at amortised cost                                  | 194,952          | -              | -             | -            | 194,952          |
| Financial assets at fair value through other comprehensive income   | 69               | -              | -             | -            | 69               |
| <b>Total assets</b>   | <b>366,084</b>   | <b>126,900</b> | <b>35,147</b> | <b>3,659</b> | <b>531,790</b>   |
| <u>Liabilities</u>  |                  |                |               |              |                  |
| Trade and other payables  | 115,244          | -              | -             | -            | 115,244          |
| Borrowings  | 618,581          | -              | -             | -            | 618,581          |
| Lease liabilities   | 279,459          | -              | -             | -            | 279,459          |
| <b>Total liabilities</b>  | <b>1,013,284</b> | <b>-</b>       | <b>-</b>      | <b>-</b>     | <b>1,013,284</b> |
| <b>Net (liabilities)/assets in statements of financial position</b> | <b>(647,200)</b> | <b>126,900</b> | <b>35,147</b> | <b>3,659</b> | <b>(481,494)</b> |
| <u>THE GROUP</u>  |                  |                |               |              |                  |
|   | MRU              | EURO           | GBP           | USD          | Total            |
|   | Rs'000           | Rs'000         | Rs'000        | Rs'000       | Rs'000           |
| <u>As at December 31, 2024</u>                                      |                  |                |               |              |                  |
| <u>Assets</u>   |                  |                |               |              |                  |
| Cash in hand and at bank  | 103,485          | 16,613         | 2,779         | 321          | 123,198          |
| Trade receivables   | 91,357           | 93,354         | 41,343        | 1,049        | 227,103          |
| Financial assets at amortised cost                                  | 367,149          | 161,892        | -             | -            | 529,041          |
| Financial assets at fair value through other comprehensive income   | 54               | -              | -             | -            | 54               |
| <b>Total assets</b>   | <b>562,045</b>   | <b>271,859</b> | <b>44,122</b> | <b>1,370</b> | <b>879,396</b>   |

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 31. CURRENCY PROFILE (CONT'D)

#### THE GROUP (CONT'D)

As at December 31, 2024 (cont'd)

| Liabilities   | MRU<br>Rs'000    | EURO<br>Rs'000 | GBP<br>Rs'000 | USD<br>Rs'000 | Total<br>Rs'000  |
|---|------------------|----------------|---------------|---------------|------------------|
| Trade and other payables  | 105,294          | -              | -             | -             | 105,294          |
| Borrowings  | 1,019,791        | 156,168        | -             | -             | 1,175,959        |
| Lease liabilities   | 278,147          | -              | -             | -             | 278,147          |
| <b>Total liabilities</b>  | <b>1,403,232</b> | <b>156,168</b> | <b>-</b>      | <b>-</b>      | <b>1,559,400</b> |
| <b>Net (liabilities)/assets in statements of financial position</b> | <b>(841,187)</b> | <b>115,691</b> | <b>44,122</b> | <b>1,370</b>  | <b>(680,004)</b> |

The tables below summarise the Company's financial assets and liabilities currency profiles as at December 31, 2025 and December 31, 2024.

#### THE COMPANY

As at December 31, 2025

| Assets  | MRU<br>Rs'000  | EURO<br>Rs'000 | GBP<br>Rs'000 | USD<br>Rs'000 | Total<br>Rs'000 |
|---|----------------|----------------|---------------|---------------|-----------------|
| Cash in hand and at bank  | 77,173         | 9,134          | 1,828         | 628           | 88,763          |
| Trade receivables   | 38,622         | 83,167         | 17,414        | 1,774         | 140,977         |
| Financial assets at amortised cost                                | 197,796        | -              | -             | -             | 197,796         |
| Financial assets at fair value through other comprehensive income | 69             | -              | -             | -             | 69              |
| <b>Total assets</b>   | <b>313,660</b> | <b>92,301</b>  | <b>19,242</b> | <b>2,402</b>  | <b>427,605</b>  |

#### Liabilities

|   |                  |               |               |              |                  |
|---|------------------|---------------|---------------|--------------|------------------|
| Trade and other payables  | 267,869          | -             | -             | -            | 267,869          |
| Borrowings  | 618,581          | -             | -             | -            | 618,581          |
| Lease liabilities   | 192,918          | -             | -             | -            | 192,918          |
| <b>Total liabilities</b>  | <b>1,079,368</b> | <b>-</b>      | <b>-</b>      | <b>-</b>     | <b>1,079,368</b> |
| <b>Net (liabilities)/assets in statements of financial position</b> | <b>(765,708)</b> | <b>92,301</b> | <b>19,242</b> | <b>2,402</b> | <b>(651,763)</b> |

#### THE COMPANY

As at December 31, 2024

| Assets  | MRU<br>Rs'000  | EURO<br>Rs'000 | GBP<br>Rs'000 | USD<br>Rs'000 | Total<br>Rs'000 |
|---|----------------|----------------|---------------|---------------|-----------------|
| Cash in hand and at bank  | 73,957         | 14,286         | 1,176         | 321           | 89,740          |
| Trade receivables   | 41,945         | 76,349         | 24,777        | -             | 143,071         |
| Financial assets at amortised cost                                | 367,449        | 161,892        | -             | -             | 529,341         |
| Financial assets at fair value through other comprehensive income | 54             | -              | -             | -             | 54              |
| <b>Total assets</b>   | <b>483,405</b> | <b>252,527</b> | <b>25,953</b> | <b>321</b>    | <b>762,206</b>  |

#### Liabilities

|   | MRU<br>Rs'000    | EURO<br>Rs'000 | GBP<br>Rs'000 | USD<br>Rs'000 | Total<br>Rs'000  |
|---|------------------|----------------|---------------|---------------|------------------|
| Trade and other payables  | 163,868          | -              | -             | -             | 163,868          |
| Borrowings  | 1,019,791        | 156,168        | -             | -             | 1,175,959        |
| Lease liabilities   | 192,014          | -              | -             | -             | 192,014          |
| <b>Total liabilities</b>  | <b>1,375,673</b> | <b>156,168</b> | <b>-</b>      | <b>-</b>      | <b>1,531,841</b> |
| <b>Net (liabilities)/assets in statements of financial position</b> | <b>(892,268)</b> | <b>96,359</b>  | <b>25,953</b> | <b>321</b>    | <b>(769,635)</b> |

### 32. RELATED PARTY TRANSACTIONS

| THE GROUP                | Sales of goods or services<br>Rs'000 | Purchases of goods or services<br>Rs'000 | Management income<br>Rs'000 | Management fees<br>Rs'000 | Dividend income<br>Rs'000 | Interest income<br>Rs'000 | Amount owed by related parties<br>Rs'000 | Amount owed to related parties<br>Rs'000 |
|--------------------------|--------------------------------------|--|-----------------------------|---------------------------|---------------------------|---------------------------|--|--|
| <b>2025</b>              |                                      |  |                             |                           |                           |                           |  |  |
| Ultimate holding company | 271                                  | 1,126                                    | -                           | 28,232                    | -                         | 8,438                     | 186,641                                  | 810                                      |
| Fellow subsidiaries      | 7,017                                | -  | -                           | -                         | -                         | -                         | 7,895                                    | -  |
| Associate                | 3,141                                | 2,721                                    | -                           | -                         | -                         | -                         | 416                                      | 113                                      |
|                          | <b>10,429</b>                        | <b>3,847</b>                             | <b>-</b>                    | <b>28,232</b>             | <b>-</b>                  | <b>8,438</b>              | <b>194,952</b>                           | <b>923</b>                               |

#### 2024

|                          |               |               |          |               |          |               |               |              |
|--------------------------|---------------|---------------|----------|---------------|----------|---------------|---------------|--------------|
| Ultimate holding company | 330           | 10,095        | -        | 26,887        | -        | 11,178        | 4             | 1,056        |
| Fellow subsidiaries      | 9,713         | -             | -        | -             | -        | 239           | 12,145        | 99           |
| Associate                | 2,666         | 3,189         | -        | -             | -        | -             | -             | 4,350        |
|                          | <b>12,709</b> | <b>13,284</b> | <b>-</b> | <b>26,887</b> | <b>-</b> | <b>11,417</b> | <b>12,149</b> | <b>5,505</b> |

#### THE COMPANY

#### 2025

|                          |               |              |               |               |            |              |                |                |
|--------------------------|---------------|--------------|---------------|---------------|------------|--------------|----------------|----------------|
| Ultimate holding company | 232           | 1,126        | -             | 28,232        | -          | 8,438        | 186,641        | 652            |
| Subsidiary companies     | 1,074         | 76           | 17,813        | -             | -          | -            | 2,888          | 192,457        |
| Fellow subsidiaries      | 7,017         | 395          | 1,782         | -             | -          | -            | 7,850          | -              |
| Associate                | 3,141         | 2,721        | -             | -             | 650        | -            | 417            | 112            |
|                          | <b>11,464</b> | <b>4,318</b> | <b>19,595</b> | <b>28,232</b> | <b>650</b> | <b>8,438</b> | <b>197,796</b> | <b>193,221</b> |

#### 2024

|                          |               |               |               |               |                |               |               |                |
|--------------------------|---------------|---------------|---------------|---------------|----------------|---------------|---------------|----------------|
| Ultimate holding company | 330           | 10,095        | -             | 26,887        | -              | 10,474        | 4             | 815            |
| Subsidiary companies     | 2,731         | 2             | 19,896        | -             | 110,592        | -             | 3,816         | 95,864         |
| Fellow subsidiaries      | 9,713         | -             | -             | -             | -              | 239           | 8,629         | 99             |
| Associate                | 2,666         | 3,189         | -             | -             | 500            | -             | -             | 4,349          |
|                          | <b>15,440</b> | <b>13,286</b> | <b>19,896</b> | <b>26,887</b> | <b>111,092</b> | <b>10,713</b> | <b>12,449</b> | <b>101,127</b> |

The amounts outstanding are unsecured and will be settled in cash.

In 2025, the Company and the Group charged interest at the rate ranging between 5.96% and 6.20% on the amount receivable from its ultimate holding company and fellow subsidiaries (2024: 5.96% and 6.20%).

# NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED DECEMBER 31, 2025

### 32. RELATED PARTY TRANSACTIONS (CONT'D)

For the year ended 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2024: Rs Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The bank borrowings of Beau Vallon Hospitality Ltd is secured by a fixed charge on the property of Solana Beach Company Limited (a wholly owned subsidiary).

Financing and investing activities with related parties have been disclosed in the Statements of Cash Flows.

#### Key management personnel compensation, including directors remuneration and benefits

|   | THE GROUP |        | THE COMPANY |        |
|---|-----------|--------|-------------|--------|
|   | 2025      | 2024   | 2025        | 2024   |
|   | Rs'000    | Rs'000 | Rs'000      | Rs'000 |
| Salaries and short term employee benefits | 14,954    | 18,209 | 13,328      | 16,756 |
| Post-employment benefits                  | 1,254     | 1,056  | 1,109       | 918    |
|   | 16,208    | 19,265 | 14,437      | 17,674 |

### 33. SEGMENT INFORMATION

Reportable segments are strategic business units that offer different products and services which comprise the hotel segment and the non-hotel segment. The non-hotel segment remains insignificant (i.e less than 5%) both in terms of revenue and trading results compared to the Group. The Directors therefore consider that there is no relevance in disclosing segmental information at this level.

The accounting policies of the operating segment are the same as those described in the summary of significant accounting policies. The Group evaluates performance on the basis of profit or loss from operations before tax expense.

|  | 2025           | 2024           |
|--|----------------|----------------|
|  | Rs'000         | Rs'000         |
| Total segment revenues                   | 1,171,767      | 1,150,084      |
| Inter-segment revenues                   | (934)          | (2,675)        |
| Revenues from external customers         | 1,170,833      | 1,147,409      |
| Earnings from operating activities       | 373,699        | 425,058        |
| Earnings from operating activities       | 373,699        | 425,058        |
| Other income                             | 11,050         | 15,212         |
| Finance income (note 26(a))              | 25,422         | 20,080         |
| Finance costs (note 26(b))               | (88,112)       | (121,968)      |
| Net foreign exchange gain                | 37,139         | 37,435         |
| Depreciation and amortisation            | (109,475)      | (112,572)      |
| Share of results of associates (note 10) | 864            | 963            |
| <b>Profit before taxation</b>            | <b>250,587</b> | <b>264,208</b> |
| Income tax charge                        | (72,283)       | (42,862)       |
| <b>Profit for the year</b>               | <b>178,304</b> | <b>221,346</b> |
| Interest revenue                         | 11,178         | 20,080         |
| Interest expense                         | (88,112)       | (121,968)      |
| Net interest expense                     | (76,934)       | (101,888)      |

#### Material items of income and expense:

|   | 2025        | 2024        |
|---|-------------|-------------|
|   | Rs'000      | Rs'000      |
| - Revenue from hotel keeping  | 1,170,833   | 1,147,409   |
| - Consumables used  | (120,725)   | (109,079)   |
| - Employee benefit expense  | (269,138)   | (256,367)   |
| - Structure costs   | (52,821)    | (45,977)    |
| - Marketing expenses  | (109,389)   | (78,322)    |
| - Electricity and water   | (40,691)    | (39,256)    |
| Investment in associates  | 3,354       | 3,140       |
| Addition to non-current assets (other than financial instruments & deferred tax assets) | 11,611      | 15,205      |
| Depreciation (note 6)   | 85,831      | 88,697      |
| Amortisation of rights-of-use assets (note 7)   | 23,525      | 23,815      |
| Amortisation of intangible assets (note 8)  | 119         | 60          |
| Segment assets  | 3,360,790   | 3,667,178   |
| Segment liabilities   | (1,301,811) | (1,798,991) |

#### Geographical information

|                          | Revenues from external customers |           | Non-current assets |           |
|--------------------------|----------------------------------|-----------|--------------------|-----------|
|                          | 2025                             | 2024      | 2025               | 2024      |
|                          | Rs'000                           | Rs'000    | Rs'000             | Rs'000    |
| Mauritius                | 107,179                          | 57,525    | 2,648,673          | 2,744,924 |
| France                   | 202,515                          | 206,430   | -                  | -         |
| Republic of South Africa | 213,333                          | 213,986   | -                  | -         |
| Reunion Island           | 124,513                          | 126,066   | -                  | -         |
| United Kingdom           | 136,939                          | 183,263   | -                  | -         |
| Germany                  | 91,838                           | 86,883    | -                  | -         |
| Switzerland              | 23,813                           | 24,116    | -                  | -         |
| Italy                    | 25,752                           | 22,160    | -                  | -         |
| Others                   | 244,951                          | 226,980   | -                  | -         |
|                          | 1,170,833                        | 1,147,409 | 2,648,673          | 2,744,924 |

"Others" include revenue from individual foreign countries which are not material.

The Group's customer is highly diversified, with no individually significant customer.

### 34. CONTINGENCIES

At December 31, 2025 the Group and the Company had the following contingent liabilities:

#### *Bank and other guarantees*

The Company has contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities would arise. For both years, the loss allowance on the guarantees was deemed to be insignificant and have not been provided in profit or loss. The Company have given guarantees in the ordinary course of business as follows:

|                            | THE GROUP |        | THE COMPANY |        |
|----------------------------|-----------|--------|-------------|--------|
|                            | 2025      | 2024   | 2025        | 2024   |
|                            | Rs'000    | Rs'000 | Rs'000      | Rs'000 |
| Guarantee to third parties | -         | -      | -           | -      |

Guarantee to third parties

It has been brought to the attention of the Board that one of their contractors appointed for refurbishment of rooms at Preskil Island Resort has lodged arbitration proceedings against the Company claiming an amount of Rs. 112.7 million and the Company has counterclaimed for Rs. 25 million. The matter is still in progress.

### 35. GOING CONCERN

During the year, the Group and the Company made a profit of Rs 178,304k (2024: Rs.221,346k) and Rs 133,496k (2024: Rs.275,357k) respectively.

The Directors are confident that the Group and the Company have the necessary resources to continue as a going concern in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

### 36. REDEEMABLE CONVERTIBLE BONDS

|                                       | THE GROUP AND<br>THE COMPANY |                |
|---------------------------------------|------------------------------|----------------|
|                                       | 2025                         | 2024           |
|                                       | Rs'000                       | Rs'000         |
| (a) Redeemable convertible bonds      | 350,000                      | 350,000        |
| Less: Front end fee                   | (1,750)                      | (1,750)        |
|                                       | <b>348,250</b>               | <b>348,250</b> |
| (b) At 1 January                      | 348,250                      | 348,250        |
| Issued and subscribed during the year | -                            | -              |
| At 31 December                        | <b>348,250</b>               | <b>348,250</b> |

During the financial year ended 31 December 2021, the Company had secured financing from the Mauritius Investment Corporation Ltd (MIC) and signed a binding subscription agreement on 19 May 2021 for the issue of redeemable and convertible secured bonds for an amount of Rs 350m at a fixed interest rate of 3.5% per annum. The Company received the 1<sup>st</sup> tranche of Rs 90m on 29 October 2021 and the remaining amount of Rs 260m in three tranches during the year 2022.

The salient terms and conditions of the bonds are as follows:

- The bond bears interest at a fixed rate and has a maturity date of 9 years from the issue of 1<sup>st</sup> tranche.
- The issuer shall have the option to redeem some or all of the bonds at any time prior to Maturity Date at a pre-determined Option Price.
- All outstanding bonds which have not been redeemed or transferred prior to the maturity date may be converted into ordinary shares at a pre-agreed formula and conversion price.

### 37. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting date, geopolitical tensions escalated following military actions involving the United States, Israel and Iran. The situation continues to evolve and has increased global economic uncertainty.

In accordance with IAS 10 – Events after the Reporting Period, management has assessed this as a non-adjusting event as it occurred after the reporting date. Accordingly, no adjustment has been made to the amounts recognised in the financial statements. Management continues to monitor developments; however, the potential financial impact, if any, cannot presently be reliably estimated.



**PRESKIL**  
ISLAND RESORT MAURITIUS



**ASTROEA**  
BEACH MAURITIUS



*Solana*  
BEACH MAURITIUS

