

## 1. Introduction

### 1.1 Complementary to Law and Articles

These provisions are complementary to the requirements regarding the Board and Board members contained in Mauritius legislation and regulations (Companies Act 2001 and the National Code of Corporate Governance for Mauritius (2016)), the Constitution of Beau Vallon Hospitality Ltd (the “Company” or “BVH”) and the provisions governing the relationship between the Committees and the Board as contained in the Terms of Reference of the Committees (which have been adopted by the Board).

### 1.2 Charter on Website

This charter will be posted on the website of the Company.

## 2. Composition of the Board, Positions, Committees

### 2.1 Board Profile, Size, Expertise and Independence

#### a. Board Profile

The Board, in consultation with the Corporate Governance Committee, shall prepare a profile of the size and composition, considering the nature of the Company’s business and its subsidiaries, and the desired expertise and background of the Board members (the ‘Board Profile’).

#### b. Number of Members

In line with Clause 21.1 of the Constitution of the Company, the Board shall have a minimum of six (6) and a maximum of ten (10) members.

#### c. General Composition

The Board shall use its best efforts to ensure that:

- (i) its members can act independently of one another;
- (ii) each Board member can access the broad outline of BVH’s overall position;
- (iii) each Board member has sufficient expertise to perform his or her role as a Board member;
- (iv) the Board matched the Board Profile;
- (v) at least one Board member is a financial expert, meaning he has expertise in financial administration and accounting for companies similar to BVH’s in size and sophistication; and
- (vi) no less than two (2) of the Board members are independent as defined in Section 2.1(d) below.

#### d. Independence

An independent director is a Board member who:

- (i) has not been an employee of BVH or the BVH group within the past three (3) years;
- (ii) has not, or has not had within the past three (3) years, a material business relationship with BVH either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with BVH ;
- (iii) has not received or receive additional remuneration from BVH apart from a directors’ fee or as a member of BVH’s pension scheme;

- (iv) is not a nominated director representing a significant shareholder;
- (v) does not have a close family ties with any of BVH's advisers, directors or senior employees; and
- (vi) has not served on the Board for more than nine (9) years from the date of his first election.

## **2.2 Appointment, Term of Office, Resignation**

### **a. Election by Shareholders**

The general meeting of Shareholders elects members of the Board.

### **b. Substance of Nominations and Recommendations**

A nomination or recommendation to the general meeting of Shareholders for a candidate for the Board shall state:

- (i) the candidate's age;
- (ii) his or her profession;
- (iii) the amount and nature of any shares held in BVH ;
- (iv) any convictions for any crimes involving dishonesty, fraud or breach of trust;
- (v) the positions he/she holds or has held in the past three (3) years (including memberships on any Board or management governing bodies/executive committees), nominating Shareholder (if applicable); and
- (vi) any other information relevant to assess his or her suitability as a member of the Board.

The recommendation for appointment or reappointment shall state the reasons for the nomination or recommendation. Any nomination or recommendations by the Board for appointment or reappointment of a Board member must be in accordance with this Charter.

### **c. Re-election**

Before recommending a member of the Board for re-election, the Board must carefully consider his or her past performance on the Board.

### **d. Casual Vacancy**

The Board has the power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next following annual meeting of shareholders and shall then be eligible for election at that meeting.

## **2.3 Chairman**

### **a. Election**

The Board shall elect a Chairman from among its members.

### **b. Duties**

The Chairman of the Board is primarily responsible for the activities of the Board and its Committees. He shall act as the spokesman for the Board and is the principal contact for the Group Chief Executive Officer ("Group CEO"). The Group CEO and the Chairman of the Board shall meet regularly. The Chairman of the Board presides over the general meeting of Shareholders.

## **c. Responsibilities**

The Chairman ensure that:

- (i) the Board satisfied its duties;
- (ii) Board members, when appointed, participate in an induction program and, as needed, in supplementary training programs;
- (iii) the Board members receive all information necessary for them to perform their duties;
- (iv) the agendas of Board meetings are determined;
- (v) the Board meetings are chaired in an effective manner;
- (vi) the Board has sufficient time for consultation and decision-making;
- (vii) minutes of Board and committee meetings are kept;
- (viii) the committees function properly;
- (ix) consult with external advisors appointed by the Board;
- (x) the performance of the Board members is evaluated every two (2) years;
- (xi) address problems related to the performance of individual Board members;
- (xii) internal disputes and conflicts of interest concerning individual Board members and the possible resignation of such members as a result thereof are addressed; and
- (xiii) the Board has proper contact with the executive committee.

## **2.4 Company Secretary**

### **a. Company Secretary**

The Company Secretary assists the Board.

### **b. General Access**

All Board members may go to the Company Secretary for advice or to use its services.

### **c. Responsibilities**

The Company Secretary sees to it that the Board follows correct procedures and that the Board complies with its obligations under law and BVH's Constitution. The Company Secretary shall assist the Chairman of the Board in organising the Board's activities (including providing information, preparing an agenda, reporting of meetings, evaluations and training programs).

## **2.5 Committees**

### **a. Establishment of Committees**

The Board may appoint committees from among its members to perform specific tasks. The Board shall determine the members of any committee. The Board has established a Audit & Risk Committee and a Corporate Governance Committee, which may also act as Remuneration and Nomination Committee.

### **b. Board Responsibility for Committee Action**

The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, must be taken by the Board may not be delegated to a committee.

**c. Committee Reporting**

Each Committee must promptly inform the Board of the actions it has taken and major developments of which it becomes aware. Each Board member has unrestricted access to all committee meetings and records. The Board shall, as set forth in the Terms of Reference of the Committee concerned, receive a report from the Committee describing the Committee's actions and findings.

**d. Committee Charter**

The Board has established (and may amend) Terms of Reference for each Committee. The Terms of Reference indicate the role and responsibilities of the Committee, its composition and how it should perform its duties.

**e. Website Disclosure**

The Board will ensure that the Terms of Reference and the composition of the Committees are posted on the website of the Company.

## **3. Duties and Powers**

### **3.1 General Duties**

**a. General Responsibilities**

The Board oversees the general business of the Company. The entire Board is responsible for such supervision and oversight.

**b. The Board Acts in the Interest of the Company**

The Board shall act in the best interest of the Company and its business, taking into consideration the interests of the Company's shareholders and other stakeholders.

**c. Quality of Performance**

The Board is responsible for the quality of its own performance.

**d. Actions in Concert**

As much as they can, within their individual responsibilities as members of the Board, members shall act and speak in concert with respect to important affairs and matters of principle.

**e. Provisions on Information**

The Chairman, the Company Secretary and the Group CEO shall see to it that the management, in a timely manner, provides the Board and its committees with the information they need to properly function.

**f. Responsibility for Securing Information**

The Board and its individual members each have responsibility for obtaining all information from the management and the internal and external auditors needed to carry out their duties. If the Board thinks it is necessary, it may obtain information from officers and external advisers of the Company. The Board may require certain officers and external advisers to attend, but never to vote at its meetings.

**g. Access to Records**

Each member of the Board has access to the books and records of the Company, if useful to perform his duties. Unless the charter of a committee states otherwise, Board members shall consult with the Chairman of the Board and the Company Secretary before exercising their rights under this provision.

**h. Use of Experts**

The Board may hire experts to assist or advise them. The cost of such experts shall be agreed to by the Board and shall be paid by the Company. A Board member may rely upon the advice of a relevant expert so long as the members has no reason to question the expert's report or conclusion.

### **3.2 Duties Regarding the Supervision of Management**

**a. Nature of Supervision**

In supervising the management, the Board shall consider:

- (i) the achievement of the Company's objectives;
- (ii) the strategy and risks in the Company's activities;
- (iii) the structure and operation of the internal risk management, and audit and control systems;
- (iv) the financial reporting process;
- (v) compliance with law and regulations; and
- (vi) any other matters the law requires the Board to consider.

**b. Financial Reporting**

The Board supervises the Company's financial reporting in according with Section 4 below.

**c. Annual Risk Review**

At least once a year, the Board shall discuss the Company's strategy and business risks, the management's assessment of the internal risk management and control systems, and any significant changes to such systems.

**d. Resolutions Subjects to Approval**

The resolutions are specified in the schedule for the matters reserved for the Board.

### **3.3 Duties regarding the Members and the Performance of the Board**

**a. Duties regarding Board**

The duties of the Board (in consultation with the appropriate Board committees) in relation to the members of the Board include:

- (i) the nomination of members of the Board (the appointment is made by the general meeting of Shareholders) and proposals to the general meeting of shareholders for the compensation of members of the Board;
- (ii) the determination of the number of Board members, the appointment of a Chairman of the Board, the establishment of committees and defining their roles, the evaluation of the Board, its individual members and its committees (including an evaluation of the Board Profile and the induction, education and training program); and
- (iii) addressing any conflicts of interest issues between the Company and members of the Board.

**b. Board assessment**

At least every two (2) years, the Board shall evaluate its own activities and those of its individual members, the effectiveness of such activities, and the composition and competence of the Board and its committees.

### **3.4 Certain other duties of the Board**

**a. Duties Generally**

The other duties of the Board include:

- (i) Duties regarding the external auditors as described in this Board charter and the Terms of Reference of the Audit & Risk Committee;
- (ii) Other duties imposed by law, the Company's Constitution, this charter and the Terms of Reference of a committee.

**b. Annual report and accounts**

The Board shall draw up a report describing its activities in the financial year, and containing the statements and information required by law and the Company's Constitution.

## **4. Supervision of Financial Reporting**

**a. General Supervision Responsibilities**

The Board, in consultation with the Audit & Risk Committee, supervises compliance with written procedures for the preparation and publication of the annual report and accounts and the quarterly reports and any other financial information. The Board, through the Audit & Risk Committee, also supervises the internal control and audit mechanisms for external financial reporting.

**b. Discussion of Financial Reports**

The Audit & Risk Committee shall regularly, and in any event as soon as possible, provide the Board with reports on the annual report and accounts and the quarterly financial reports, which will then be discussed at a meeting of the Board. The annual report and accounts for the year just ended shall be discussed in a meeting with the Board within three (3) months of the year end. The quarterly financial reports of the Company for the respective period just ended shall be discussed in a meeting with the Board within less than forty-five (45) days of the end of the period.

**c. External Auditors**

The Board shall ensure that the external auditors attends the meeting of the Board at which the report of the external auditors with respect to the audit of the annual accounts is discussed, and at which the Board decides whether or not to approve the annual accounts. The external auditors shall receive any financial information underlying the quarterly financial reports, and other interim financial reports, and shall be given the opportunity to respond to all information.

**d. Audit & Risk Committee is principal contact with External Auditors**

The Board's principal contact with the external auditors is through the Chairman of the Audit & Risk Committee. If any irregularities in the financial reports are discovered, the first discussion regarding such irregularities should be between the Audit & Risk Committee and the external auditors.

**e. Recommendations by External Auditors**

The Board shall carefully consider and, if accepted, put into effect any recommendations made by the external auditors. This will include recommendations by the external auditors on the Company's internal controls, as expressed in the 'management letter'.

## **5. Duties regarding Nomination and Assessment of External Auditors**

**a. Appointment of External Auditors**

The external auditors shall be appointed by the General Meeting of Shareholders. The Board shall nominate a candidate for this appointment to the General Meeting of Shareholders based on an open, transparent and competitive selection process, and may recommend replacement of the external auditors. The Audit & Risk Committee shall advise the Board on such matters.

**b. Compensation of External Auditors**

The Compensation of the external auditors, instructions to the external auditors to provide non-audit services, shall be closely reviewed and approved by the Board on the recommendation of the Audit & Risk Committee, thus ensuring for the auditor's independence.

**c. Reports to the Board**

The Audit & Risk Committee shall report their dealings with the external auditors to the Board on an annual basis, including their assessment of the external auditors' independence (for example, the desirability of rotating the responsible partners of the external auditors and the desirability of the external auditors providing both auditing and non-audit services to the Company). The Board shall take this into account when deciding its nomination to the General Meeting of Shareholders for the appointment of an external auditors.

**d. Assessment**

At least once every three (3) years, the Audit & Risk Committee shall conduct a thorough assessment of the functioning of the external auditors in the various entities and capacities in which the external auditors act. The main conclusions of this assessments shall be communicated to the general assembly so it may assess the nomination for the appointment of the external auditors.

The Board will ensure that the external audit contract be put out to tender at least every seven (7) years and will also consider whether the audit partner should be rotated at least every five (5) years.

**e. Conflicts of Interest**

Conflicts of interest and potential conflicts of interest between the external auditors and the Company shall be resolved as determined by the Board on the recommendation of the Group Audit & Risk Committee. Board members must inform the Chairman of the Group Audit & Risk Committee of any matters they know of that may compromise the independence of the external auditors or that may result in a conflict of interest between the external auditors and the Company.

**f. Representation by External Auditors**

When appointed, the external auditors shall state he/she is aware of:

- (i) The Company's audit policy; and



- (ii) Other matters provided for in this charter and the Terms of Reference of the Group Audit & Risk Committee and that he/she agrees to abide by and promote such policies.

## 6. Compensation of Management Board Members

### a. Annual Remuneration Report

The Remuneration Committee shall annually prepare a remuneration report setting out the compensation policies and activities of the past year and an overview of the compensation policy and planned activities for the next financial year and subsequent years. The remuneration report will differentiate between executive and non-executive remuneration.

### b. Approval by the General Meeting

The remuneration policy planned for the next financial year and subsequent years as specified in the remuneration report shall be submitted to the General Meeting for its approval. Schemes whereby executive governing Board members and other senior managers are remunerated in the form of shares or rights to subscribe for shares, and major changes to such schemes, shall be submitted to the General Meeting for its approval.

### c. Extraordinary Compensation

If a Board member or former Board member is paid special compensation during any financial year, an explanation of this compensation shall be included in the remuneration report. The remuneration report shall detail and explain any compensation paid or promised as severance pay to a Board member.

## 7. Relations with Shareholders

### a. Equal and Simultaneous Information

Where appropriate, the Board shall provide all Shareholders and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price.

### b. General Meeting, Record date, Venue

The Board shall determine the date and place of any General Meeting and a record date for the exercise of the voting and any other rights attached to the Company's securities at such meeting. The Board shall use its best efforts to provide Shareholders with all information necessary for requested for the Shareholders to properly act at the General Meeting.

### c. Compliance with Law

The Board shall ensure all laws are complied with, regarding the rights of the General Meeting and of individual Shareholders.

### d. Attendance by Board members

The Chairman shall ensure that (unless there are important) reasons all the members of the Board shall attend the General Meetings.



**e. Chairman of General Meetings**

The General Meetings are presided over by the Chairman of the Board. The Board may designate someone else to preside over the meeting.

**f. Disclosure of Resolutions**

A resolution of the General Meeting shall be publicly disclosed only through a statement from the Chairman of the Board or the Company Secretary.

**g. Changes to Corporate Governance**

Any substantial change to the Corporate Governance structure of the Company shall be submitted to the General Meeting for discussion under a separate agenda item.

**h. Attendance by external auditors**

The Board shall ensure that the responsible partner (or certifying auditor) of the external auditors attends the General Meeting and is available to address the meeting. The external auditors may be questioned by the General Meeting in relation to the audit of the Company's financial statements.

## **8. Board Meetings and Decision-Making**

### **8.1 Frequency, Notice, Agenda and Venue of Meetings**

**a. Frequency**

The Board shall meet as often as necessary. Meetings shall be scheduled annually in advance according to an annual Board calendar. The Board shall meet earlier than scheduled if deemed necessary by the Chairman of the Board or two other members of the Board.

**b. Notice and Agenda**

Meetings of the Board are called by the Chairman. Save in urgent cases, as determined by the Chairman, the agenda for a meeting shall be sent to all Board members at least five (5) calendar days before the meeting. For each item of the agenda, an explanation in writing shall be provided and related documentation will be attached. The Chairman shall consult with the Group CEO prior to convening the meeting on the content of the agenda. Each Board member and the Group CEO has the right to request that an item be placed on the agenda for a Board meeting; provided that the item is notified to the Chairman at least ten (10) days prior to the meeting.

**c. Venue**

Board meetings are generally held at Riche-en-Eau, St-Hubert but may also take place elsewhere. In addition, meetings of the Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

## **8.2 Attendance and any Admittance to Meetings**

### **a. Attendance by GROUP CEO**

The Group CEO, even where he/she is not a member of the Board, shall attend Board meetings unless the Board instructs him not to attend. If requested by the Board, other executives shall also attend meetings of the Board in whole or in part.

### **b. Proxies**

A Board member may be represented at Board meetings by another Board member holding a proxy in writing. The existence of such authorisation must be proved satisfactory to the Chairman of the meeting.

### **c. Undue absence**

If a Board member is frequently absent from Board meetings, he/she shall be required to explain such absences to the Chairman.

### **d. Attendance by Non-Members**

The admission to a meeting of persons other than Board members, the Group CEO, the Company Secretary and (if invited) other executives shall be decided by majority vote of the Board members present at the meeting.

## **8.3 Chairman of the Meeting**

### **a. Chairman**

Board meetings are presided over by the Chairman of the Board or, in his absence. If the Chairman is absent, one of the other Board members, designated by majority vote of the Board members present at the meeting, shall preside.

## **8.4 Decision-making within the Board**

### **a. Preference for unanimity**

The Board members shall try to unanimously adopt resolutions. However, Board members are encouraged to voice dissenting opinions and record these in the minutes when unanimity cannot be reached.

### **b. Individual vote**

Each Board member has the right to cast one vote.

### **c. Majority vote, Quorum**

Where unanimity cannot be reached and the law, the Company's Constitution and this charter do not prescribe a larger majority, all resolutions of the Board are adopted by a majority of the votes cast. In the event of a tie, the Chairman of the Board has the deciding vote in accordance with Clause 24.8.2 of the Company's Constitution. At a meeting, the Board may only pass resolutions if the majority of the Board members are present and represented.

**d. Adoption at Meeting**

Resolutions of the Board are adopted at a Board Meeting.

**e. Written Consent**

Board resolutions may also be adopted in writing, provided the proposal concerned is submitted to all Board members and none of them objects to this form of adoption. Adoption of resolutions in writing shall be effected by statements in writing from all the Board members. A statement from a Board member who wishes to abstain from voting on a particular resolution which is adopted in writing must reflect the fact that he/she does not object to this form of adoption.

**f. Emergency Procedures**

The Board may deviate from the provisions of Sections (c), (d) and (e) if this is deemed necessary by the Chairman of the Board, considering the urgent nature and other circumstances of the case, provided that all Board members are allowed the opportunity to participate in the decision-making process. The Chairman of the Board and the Company Secretary shall then prepare a report on a resolution so adopted, which shall be added to the documents for the next meeting of the Board.

**g. Minutes**

Minutes must be drawn up for every Board meeting and for every resolution adopted outside a meeting. The minutes are to be signed by the Chairman of the meeting and then added to the Company's records. Each member of the Board shall receive a copy of the minutes. Each member of the Board may demand a note explaining how he/she voted or that a formal declaration by him be included in the minutes. Urgent resolutions may be drawn up and adopted immediately in the relevant meeting.

**h. Certification of Resolutions**

A resolution adopted by the Board shall be publicly disclosed only through a statement from the Chairman of the Board and/or the Company Secretary and/or the Group CEO.

## 9. Other Provisions

### 9.1. Conflicts of Interest of Board Members

**a. Duty to Disclose**

A Board member shall immediately report to the Chairman of the Board any conflict of interest or potential conflict of interest and shall provide all relevant information, including information concerning his or her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Board member concerned shall not take part in the assessment by the Board of whether a conflict of interest exists.

**b. Related Party Transactions**

A potential conflict of interest exists if the Company intends to enter into a transaction with a related party, and the Company shall develop a policy on how to ensure that the rights of Shareholders are protected during such transactions. A related party includes the following:

- (i) The Board members of BVH, its parent company, affiliated or sister companies and associates;
- (ii) A parent company and any subsidiary or affiliated company that is not wholly owned;

- (iii) The Group CEO or General Manager, and key officers, including anyone who directly reports to the Board or the Group CEO;
- (iv) Any significant shareholder owning or controlling more than 5% of the voting shares having the ability to control, or exercise a significant influence on, the outcome of resolutions voted on by shareholders or governing board members of the Company, its parent company, affiliated or associated companies;
- (v) The father, mother, sons, daughters, husband, or wife of any of the natural persons listed in Clauses (i), (ii) and (iii);
- (vi) Any business, and the governing Board members, Group CEO and key officers of any business, in which the natural persons listed in paragraphs (i) to (v) own jointly or severally at least 5% of the voting rights; and
- (vii) Person whose judgment or decisions could be influenced as a consequence of an arrangement or relationship between or involving themselves and any of the persons in paragraphs (i) to (vi).

**c. Abstention by Conflicted Party**

A Board member shall not take part in any discussion or decision-making regarding any subject or transaction in which he/she has a conflict of interest with the Company.

**d. Requirements to Approve Conflicts of Interest**

All transactions in which there are conflicts of interest with Board members shall be agreed on terms that are customary for arm's-length transactions in the Company's business. Decisions to enter into transactions in which there are conflicts of interest with Board members require the approval of the Board.

## **9.2 Compensation of Board Members**

**a. Approval by General Meeting**

The compensation of the Board members is determined by the general meeting. The Board shall submit proposals on its compensation to the general meeting.

**b. Reimbursement of Costs**

Apart from their compensation, Board members shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. The reasonableness of such costs shall be approved by the Chairman of the Board (costs incurred by the Chairman of the Board shall be approved by Board). Any other expenses shall be reimbursed only if incurred with the prior consent of the Chairman or the Company Secretary on his or her behalf (or if it concerns the Chairman or the Company Secretary on his or her behalf).

**c. Loans and Guarantees**

The Company and its subsidiaries do not grant personal loans, guarantees or the like to Board members, save as part of its usual business operations.

## **9.3 Induction Program, Ongoing Training and Education**

### **a. Induction Program**

Upon his or her election, each Board member shall participate in an induction program that covers the Company's strategy, general financial and legal affairs, financial reporting by the Company, any specific aspects unique to the Company and its business activities, and the responsibilities of a Board member.

### **b. Annual Review of Training**

The Board shall conduct an annual review to identify areas where the Board members require further training or education.

### **c. Costs of Company**

The costs of the induction course and any training or education shall be paid for by the Company.

## **9.4 Other Positions**

### **a. No Excess Memberships**

Members of the Board shall limit their other positions so as to ensure they can perform their duties as members of the Board. The letter of appointment to Non-Executive Directors shall clearly state the number of days' work expected per year.

### **b. Notice of Outside Positions**

Board members must inform the Chairman of the Board and the Company Secretary of their other positions which may be of importance to the Company or the performance of their duties before accepting such positions. If the Chairman determines that there is a risk of a conflict of interest, the matter shall be discussed by the Board in accordance with this charter. The Company Secretary shall keep a list of the outside positions held by each Board member.

## **9.5 Confidentiality**

### **a. Duty to Keep Information Confidential**

Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the Company and/or any companies in which it holds a stake, that came to his or her knowledge in the capacity of his or her work for the Company and which he/she knows or should know to be of a confidential nature. A Board member may disclose such information to fellow Board members as well as to staff members of the Company and companies in which the Company holds a stake who, in view of their activities for the Company and companies in which the Company holds a stake, should be informed of the information. A Board member shall not use such confidential information for his or her personal benefit.

**b. Return of Confidential Information**

At the end of each Board member's term of office, he/she shall return all confidential documents in his or her possession to the Company or guarantee their disposal in a manner that ensures confidentiality is preserved.

**c. Notice of Disclosure**

If a Board member intends to disclose to third parties' information which he/she has become aware of in his or her duties and which may be confidential, he/she must inform the Chairman of his or her intent and the identity of the person who is to receive the information with sufficient notice for the Chairman to assess the situation and advise the Board member. This section applies to both official and personal statements and to any person attending Board meetings which in terms of their content and form are clearly only intended for the Board.

## **9.6 Miscellaneous**

**a. Acceptance by Board Members**

Anyone who is appointed as a Board member must, upon assuming office, declare in writing to the Company that he/she accepts and agrees to comply with the provisions of this charter. A corresponding reference to this extent is included in a governing board member's appointment letter.

**b. Occasional Non-Compliance**

If permitted by law, the Board may occasionally decide (by unanimous decision) at its sole discretion not to comply with the provisions of this charter.

**c. Amendment**

This charter may be amended by the Board at its sole discretion without prior notification.

**d. Interpretation**

In case of uncertainty or difference of opinion on how a provision of this charter should be interpreted, the opinion of the Chairman of the Board shall be decisive.

**e. Partial Invalidity**

If one or more provisions of this charter are (or become) invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions which are valid and the effect of which, given the contents and purpose of this charter is, to the greatest extent possible, similar to that of the invalid provisions.

## 1. INTERPRETATION

**Board** means Board of Directors.

**BVH** or the **Company** means Beau Vallon Hospitality Ltd, a public company listed on the Development Enterprise Market of the Stock Exchange of Mauritius Ltd.

**Officer/s of BVH** means a member of the Board of Directors, a Chief Financial Officer or Chief Financial Controller, an Executive, a Company Secretary and include designated employee/s of BVH who have access to price sensitive and privileged information in the normal course of business.

## 2. INTRODUCTION

The aim of the Conflict of Interest and Related Party Transactions Policy (the “Policy”) is to ensure that the deliberations and decisions made by BVH are transparent and in the best interests of the Company. It also aims to protect the interests of the Officers from any appearance of impropriety and to ensure compliance with statutory disclosures and law.

It provides guidance on what constitutes a conflict of interest and a related party transaction and how they will be managed.

## 3. IDENTIFYING A CONFLICT OF INTEREST

Officers of BVH may be exposed to situations that potentially raise conflicts of interest. A conflict of interest is a situation in which a person has a personal or professional interest sufficient to appear to influence the objectivity of his/her duties as an Officer.

Conflicts of interest may result in:

- (i) Inappropriate financial gain, either directly or indirectly, to the interested person;
- (ii) Decisions or actions that are not in the interests of the Company; and
- (iii) The appearance of a lack of integrity in the Company’s decision-making process.

The personal interests of the Officers of BVH must not take precedence over those of the Company and its shareholders.

A conflict of interest is a situation where an Officer of BVH has a direct or indirect personal interest that conflicts with the interests of the Company or is in a situation of duality of interests. It shall suffice that the personal interest of the Officer appears to influence the objectivity of his/her duties as a director or a professional.



An officer of BVH shall be deemed to be interested when, in a transaction to which the Company is a party, he/she is:

- a) is a party to, or shall or may derive a material financial benefit from the transaction;
- b) has a material financial interest in or with another party to the transaction either directly or indirectly;
- c) is a director, officer or trustee in or with another party to, or person who shall or may derive a material financial benefit from, the transaction, not being a party or person that is:
  - (i) the Company's holding company being a holding company of which the Company is a wholly-owned subsidiary;
  - (ii) a wholly-owned subsidiary of the Company; or
  - (iii) a wholly-owned subsidiary of a holding company of which the company is also a wholly-owned subsidiary;
- d) is the parent, child or spouse of another party to, or person who shall or may derive a material financial benefit from, the transaction; or
- e) is otherwise directly or indirectly materially interested in the transaction, where:
  - (i) any member of his/her immediate family (parent, spouse, child, grandparent or grandchild) has a direct or indirect interest in the matter;
  - (ii) he/she has significant beneficial interest (at least 10%) in a company/entity, which has a direct or indirect interest in the matter;
  - (iii) he/she holds a significant position or office (such as a director, senior management, trustee) in a company/entity, which has a direct or indirect interest in the matter; or
  - (iv) he/she has a significant contractual or business relationship with a person, company or entity which has a direct or indirect interest in the matter.

**The above are typical but non-exhaustive situations which may rise to conflicts of interest. Conflicts of interest may arise in other situations or through other relations. It is assumed that Officers of BVH will recognise such situations and relations by analogy, and that they shall comply with the procedures described under paragraph 5.**

## 4. IDENTIFYING A RELATED PARTY TRANSACTION

Related Party Transactions include transactions between the Company or any of its subsidiaries or associates and a director, executives, controlling shareholder or companies owned or controlled by a director. Related Party Transactions are also sources of conflicts of interests.

In terms of the International Accounting Standards (IAS), IAS 24 sets disclosure requirements to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances, including commitments, with such parties.

### 5. DISCLOSING & MANAGING CONFLICT OF INTERESTS & RELATED PARTY TRANSACTIONS

- a) An officer of BVH shall, forthwith after becoming aware of the fact that he/she is interested in a transaction or proposed transaction with the Company or matter, or is otherwise involve in an actual or potential Conflict of Interest, shall:
  - immediately disclose to the Board the fact, nature and extent (including the monetary value of the interest where same can be quantified) of his/her interest;
  - cause the above to be registered in the Company's Interest Register, which is maintained by the Company Secretary; and
  - not take part in any deliberation or any decision-making process in relation thereto.
- b) If an officer of BVH is not certain whether he/she is in a conflict of interest/related party transaction situation, he/she should discuss the matter with the Chairman of the Board or with the Company Secretary, for advice and guidance.
- c) The Group Audit & Risk Committee shall be responsible for reviewing and approving conflicts of interest and related party transactions and shall work with the Company's external auditors on detecting and reporting related party transactions in the financial statements of the Company. The Chairman, will under period reports made to the Board, keep the Board informed of all conflict of interests identified.
- d) If any question arises before the Board as to the existence of a real or perceived conflict, the Board should, by a simple majority, determine if a Conflict or Related Party Transactions exists. The director or directors potentially in the Conflict of Interest situation or related party transaction shall not participate in any discussion and shall not vote on the issue.
- e) Disclose by an Officer of BVH a real, potential or perceived conflict of interest or related party transaction or a decision by the Board as to whether a conflict of interest exists should be recorded in the minutes of proceedings of the said meeting.

Notwithstanding the above, Directors of BVH will also be invited by the Company Secretary, on an annual basis, to notify the Company of any direct and interest in any transactions or proposed transaction with the Company.

## 1. Foreword

This document provides an overview of the security-related technologies and security measures that are in place at Beau Vallon Hospitality Ltd ('BVH' or the 'Company') to secure its IT assets (data, network, server infrastructure and endpoints).

The procedure may be referred to as 'the document' and Information Technology (IT) may be referred to as 'systems', 'information systems' or 'services' in the remainder of this document.

## 2. Context

Companies have been relying on information technology to conduct their business operations. The advent of the Internet as a communication medium with the external world has become essential, yet it has opened new opportunities for cybercriminals.

Indeed, companies are increasingly being the target of cybercriminals whose actions can lead to loss of business and reputational damage particularly if adequate security measures are not in place.

This situation has prompted companies to address risks related to cyber threats and security breaches. BVH has always adopted a prudent approach in terms of cyber security. Numerous technologies and measures have been implemented to protect the Company from cyber threats.

The purpose of this document is twofold. Firstly, it describes the current cyber threat landscape in which businesses are evolving. Secondly, it provides an overview of the security measures and technologies that have been implemented at BVH to protect its IT assets.

Please note that this document does not supersede any existing or future policies, manuals, code of ethics, code of conduct, procedures or other agreements that the Company may define as it sees fit.

## 3. Roles and responsibilities

Cybersecurity is a company-wide concern. It begins with end-users and extends to the board room. It is important that all stakeholders understand the risks associated with cyber threats and be aware of the common threat vectors.

It has been recognised that adopting the right behavior in the business environment is a first and major step towards mitigating cyber-related risks.

## 4. Threat vectors

This is a list of threat vectors for which actions have been taken to prevent or mitigate cyber related risks:

- Malicious files and applications such as virus and malware (Web-browsing, E-mail, Software, Download);
- Scams, phishing and spoofing of user identity (E-mail);
- Vulnerability exploit (O/S, Web-browsing, E-mail);
- Unauthorised access rights and privileges (Access control); and
- Denial of Service (Network attacks at the Internet gateway).

## 5. Overview of security measures

BVH has adopted a prudent approach in respect to cyber security and has implemented practices with the objective to safeguard the IT assets. The main measures are described below:

- Secured physical infrastructure;
- Access control and locked server rooms with 24/7 CCTV monitoring and security officers at parameter.
- Physically segmented network infrastructure through centralised next generation firewalls with defined controlled zones and policies;
- IP addresses are assigned by the IT function, thus allowing end-users' identification;
- A zero back-door policy is enforced. All Internet connections on the network infrastructure are firewalled, controlled and monitored;
- Controlled applications. End-users cannot install software or applications on their workstations and/or laptops. All applications are controlled and installed by authorised IT staff. This also ensures legal usage of software packages;
- Physically segregated and controlled Wi-Fi network to avoid potential data leakage and theft.

## 6. Technologies implemented

BVH has deployed a number of technologies to protect its network infrastructure and mitigate cyber-related risks. The main technologies are described below:

- Centralised next-generation firewalls, which allow:
  - Secured and controlled access to the outside world (Internet);
  - Identification of applications on the traffic flow;
  - Physical segmentation of network and intra and inter zones traffic;
  - Application defined policies set up on the Firewall;
  - Subscription to threat prevention database (known threats);
  - Subscription to cloud-based analysis of uncategorised threats (unknown threats);
  - Subscription to web content filtering database (ULR filtering);
  - Threat monitoring, notification and isolation; and
  - DoS protection against Internet attacks.
- Centralised antivirus with administration platform, which allows:
  - Automated download of latest virus signatures and antivirus engines;
  - Automated deployment of virus signature databases to each end-point;
  - Scheduled scanning of all end-points.
  - Online scanning when application is launched on end-points; and
  - Monitoring of virus and malware identification on network.
- Administrator privilege on each end-point, which allows:
  - Control of applications and software packages installed on workstations/laptops;
  - Ensure compliance to end-user software agreement; and
  - Genuine software installation and licenses control.

- Centralised patching and updates deployment, which allows:
  - Automated download of latest patches and updates for end-points;
  - Automated deployment of approved patches and updates to all end-points; and
  - Fast deployment of patches to all end-points.
- Wi-Fi access points for end-user and guest users, which are:
  - Password protected;
  - Physically isolated to the enterprise network;
  - IP addressing is independently handled by the Wi-Fi Access Point; and
  - Internet access is controlled and filtered by firewall.
- Awareness about latest cybersecurity threats and risks, through:
  - Communication by email to end-users about virus and malware outbreaks;
  - Communication by email to end-users about scam and phishing attempts; and
  - Behaviours to adopt when there is a scam or social engineering attempt.
- A defined backup and disaster recovery policy, which allows:
  - Full recovery of an impacted system in case of cyber-related issues;
  - Granular recovery of centralised backup data (e.g. specific files); and
  - Retention of data allowing specific recovery dates within the retention period.

The above procedures are the politics of the Company and are subject to the feasibility of all protection measures.

**POSITION STATEMENT  
FOR THE CHAIRMAN OF  
THE AUDIT & RISK COMMITTEE**



(Formally known as Southern Cross Tourist Company Limited)

The primary role of the Chairman of the Audit & Risk Committee of Beau Vallon Hospitality Ltd ('BVH' or 'the Company') is to ensure that the said Committee is effective in fulfilling its duties as defined in its Terms of Reference.

The main features of the responsibilities of the Chairman are as follows:

- To oversee, assess and review the financial statements and reporting process, the audit process, the Company's system of internal controls, and compliance with laws and regulations;
- To determine the formulation of an annual work plan for the Committee according to its terms of reference, as well as playing an active part in setting the frequency and the agenda for Committee meetings;
- To ensure that the effectiveness of the group's overall risk management system is correctly monitored and reviewed;
- To ensure the smooth functioning of, and provide overall leadership to the Committee. In particular, the Chairman will:
  - Ensure that the Committee receives proper and relevant information to enable the members to reach an informed decision; and
  - Ensure that the individual members are involved in discussions and decision making.
- The Chairman will ensure that all members play a full and constructive role in the works of the Committee. At all meetings, the Chairman should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed;
- To ensure effective and regular communication with internal and external auditors;
- To act as the main link between the Committee and the Board by giving regular reports to the Board about the Committee's activities and recommendations; and
- To attend general meetings of the Company and answer to questions of shareholders relating to the Committee's activities.

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The primary role of the Chairman of Beau Vallon Hospitality Ltd ('BVH' or 'the Company') is to ensure that the Corporate Governance Committee (the Committee") is effective in fulfilling its duties.

The main features of the responsibilities of the Chairman are as follows:

- To comply with the National Code of Corporate Governance for Mauritius (2016)
- To determine the formulation of an annual work plan for the Committee according to its terms of reference, as well as playing an active part in setting the frequency and the agenda for Committee meetings;
- To effectively manage the affairs of the Committee and to ensure full compliance with its Terms of Reference;
- To ensure the smooth functioning of, and provide overall leadership to the Committee. In particular, the Chairman will:
  - Ensure that the Committee receives proper and relevant information to enable the members to reach an informal decision; and
  - Ensure that the individual members are involved in discussions and decision making.

The Chairman will ensure that all members play a full and constructive role in the works of the Committee. At all meetings, the Chairman should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed;

- To act as the main link between the Committee and the Board by giving regular reports to the Board about the Committee's activities and recommendations;
- To coordinate the succession planning for the Board and the senior executive positions; and
- To attend general meetings of the Company and answer to questions of Shareholders relating to the Committee's activities.



The Chairman of Beau Vallon Hospitality Ltd (“BVH” or the “Company”) is responsible for:

**1. Meetings**

- i. Chairing Board and general meetings;
- ii. Upholding rigorous standards of preparation for meetings;
- iii. Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings;
- iv. Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, concentrating on strategic matters;
- v. Ensuring that there is appropriate delegation of authority from the Board to executive management and Board committees;
- vi. Ensuring the Board’s committees are properly structured with appropriate terms of reference;
- vii. Encouraging all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence;
- viii. Ensuring that the directors receive accurate, timely and clear information, including that on the Company’s current performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
- ix. Managing the Board to allow enough time for discussion of complex or contentious issues. The Chairman should ensure that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making; and
- x. Ensuring that the decisions by the Board are executed.

**2. Directors**

- i. Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the Board; and
- ii. Ensuring constructive relations between the executive and non-executive directors.

**3. Induction, Development, Succession and Performance Evaluation**

- i. Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary;
- ii. Ensuring that the development needs of directors are identified and, with the Company Secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its Committees;

- iii. Mentoring to develop skills and enhance directors' confidence and encourage them to speak up and make an active contribution at meetings;
- iv. Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team;
- v. Overseeing a formal succession plan for the Board, the Group CEO and certain senior management appointments such as the Group Financial Controller; and
- vi. Ensuring the performance of the Board, its Committees and individual directors is evaluated at least every two (2) years and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. Where appropriate, through the Group Corporate Governance Committee, which also acts as Remuneration and Nomination Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

#### **4. Relations with Shareholders**

- i. Ensuring effective communication with shareholders;
- ii. Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them; and
- iii. Ensuring that the views of shareholders are communicated to the Board as a whole so that all directors develop an understanding of their views.

#### **5. Annual General Meeting**

Arranging for the Chairman of Board committees to be available to answer questions at the Annual General Meeting and the Chairman of the Audit and Risk Committee as well as the Group CEO to attend.

In addition, the Chairman should:

- i. Set the ethical tone for the Board and the Company and uphold the highest standards of integrity and probity;
- ii. Set the agenda, style and tone of Board discussions to promote effective decision making and constructive debate;
- iii. Ensure that he is fully informed about all issues on which the Board will have to make a decision, through briefings with the Group Chief Executive Officer, the Company Secretary, and members of the executive management as appropriate;
- iv. Ensure clear structure for, and the effective running of Board committees;
- v. Ensure effective implementation of Board decisions;
- vi. Promote effective relationships and open communication between executive and non-executive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities;

- vii. Build an effective and complementary Board, and with the Group Corporate Governance Committee in its role as Nomination Committee, initiate change and plan succession in Board appointments (except that of a successor as Chairman) subject to Board and shareholder approval;
- viii. With the assistance of the Company Secretary, promote the highest standards of corporate governance. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders;
- ix. Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community);
- x. Ensure the continual improvement in quality and caliber of the executives;
- xi. Establish a close relationship of trust with the Group CEO and Group Chief Financial officer, providing support and advice while respecting executive responsibility ensuring effective communication with shareholders and other stakeholders; and
- xii. Building and maintaining stakeholders trust and confidence in the Company and in conjunction with the Group CEO, representing the Company to key stakeholders.

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The Company Secretary of Beau Vallon Hospitality Ltd (“BVH” or the “Company”) is responsible for:

- a) Ensuring that the Company complies with its Constitution, Board Charter, and all relevant statutory and regulatory requirements (Companies Act 2001 and the National Code of Corporate Governance for Mauritius (2016), Codes of Ethics, and rules established by the Board;
- b) Providing the Board as a whole and Directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the company;
- c) Providing guidance and secretarial support for all specific operations that may arise from time to time (For example Right issue, Reduction in share capital among others)
- d) Developing the agenda of Board and Board Committee meetings in consultation with the Chairman and the Group CEO;
- e) Circulating agendas and any supporting papers in good time;
- f) Ensuring the presentation of high-quality information to the Board and its committees;
- g) Checking that quorum of meetings is present;
- h) Taking minutes of Board meetings and circulating the draft minutes to all members;
- i) Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the Company’s articles of association;
- j) Ensuring that the procedure for the appointment of directors is properly carried out;
- k) Assisting in the proper induction of directors, including assessing the specific training needs of directors/executive management;
- l) Providing comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive directors;
- m) Communicating with shareholders, as appropriate, and ensure that due regard is paid to their interests;
- n) Acting as a primary point of contact (often via the share registry and transfer office) for all shareholders and proxy voting / corporate governance advisers; and
- o) Having a role in improving engagement and purposeful dialogue between investors and the Company.

Both the appointment and removal of the Company Secretary shall be a matter for the Board as a whole and the remuneration of the Company Secretary is determined by the Group Corporate Governance Committee.

The Board must satisfy itself that the appointee (individual/body corporate) is fit and proper and has the requisite attributes, experience and qualification to properly discharge his/her/its duties. The Company Secretary should report to the Chairman on all Board governance matters. This does not preclude the Company Secretary also reporting to the Group CEO in relation to his/her/its other executive management responsibilities.

The Chairman and the Company Secretary should periodically review whether the Board and the Company’s other governance processes, for example Board and committee evaluation, are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Company.

The Group Chief Executive Officer (“Group CEO”) is responsible for leading the development and execution of the long term strategy of Beau Vallon Hospitality Ltd (“BVH” or the “Company”) with a view to creating shareholder value. The Group CEO’s leadership role also entails being ultimately responsible for all day-to- day management decisions and for implementing the Company’s long and short term plans. The Group CEO acts as a direct liaison between the Board and management of the Company and communicates to the Board on behalf of management. The Group CEO also communicates on behalf of the Company to shareholders, employees, Government authorities, other stakeholders and the public.

The position of the Group CEO is to hold as key responsibilities the following:

1. To lead, in conjunction with the Board and the main Shareholder, the development of the Company’s strategy;
2. To lead and oversee the implementation of the Company’s long and short term plans in accordance with its strategy;
3. To ensure the Company is appropriately organized and staffed and to have the authority to hire and terminate the employment of staff as necessary to enable it to achieve the approved strategy;
4. To ensure with the assistance and consultation of the Group CFO that the annual budget is based on sound financial and business principles before submission to the Board of Directors of BVH for approval;
5. To ensure that expenditures of the Company are within the authorized annual budget of the Company;
6. To monitor and control budget variances throughout the year;
7. To initiate corrective actions to effectively managed cash flow;
8. To ensure the sound management and optimization of assets and capital allocation;
9. To ensure that all internal and external financial and nonfinancial reporting requirements are met;
10. To support the risk management process of BVH in line with the Audit & Risk Committee and Board objectives;
11. To assess the principal risks of the Company and to ensure that these risks are being monitored and managed;
12. To ensure effective internal controls and management information systems are in place;
13. To ensure that the Company has appropriate systems to enable it to conduct its activities both lawfully and ethically;
14. Ensure the long-term sustainability of the business in consultation with the main Shareholder of the Company;
15. To ensure that the Company maintains high standards of corporate citizenship and social responsibility wherever it does business;
16. To act as a liaison between the management and the Board;
17. To communicate effectively with shareholders, employees, Government authorities, other stakeholders and the public;

**POSITION STATEMENT  
FOR THE GROUP CHIEF EXECUTIVE OFFICER**



(Formally known as Southern Cross Tourist Company Limited)

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18. To keep abreast of all material undertakings and activities of the Company and all material external factors affecting the Company and to ensure that processes and systems are in place and that management of the Company are adequately informed;
19. To ensure that the Directors are properly informed and that sufficient information is provided to the Board to enable the Directors to form appropriate judgments;
20. To ensure the integrity of all public disclosure by the Company;
21. In concert with the Chairman and Company Secretary, to develop Board agendas;
22. To request that special meetings of the Board be called when appropriate;
23. In concert with the Chairman and Company Secretary, to determine the date, time and location of the annual meeting of Shareholders and to develop the agenda for the meeting;
24. To sit on some committees of the Board where appropriate as determined by the Board; and
25. To abide by specific internally established control systems and authorities, to lead by personal example and encourage all employees to conduct their activities in accordance with all applicable laws and the Company's standards and policies.

The Board shall have a defined succession planning policy which is applicable for the following personnel:

1. Group Chief Executive Officer ("Group CEO");
2. Independent and other Non-Executive Directors on the Board;
3. Senior Management Team; and
4. Any other positions within organisation at the discretion of the Chairman and Group CEO in consultation with the Board.

The Group Corporate Governance Committee (the 'Committee'), which may also act as Remuneration and Nomination Committee, shall oversee and review succession plans from time to time and recommend the same to the Board. The Committee shall proactively review the succession requirements for the Board and carryout the due diligence process to determine the suitability of every person who is being considered for being appointed or re-appointed as a Director of the Board based on his educational qualification, experience and track record. The proposed candidate shall be evaluated by the Committee to determine the eligibility and fit and proper criteria as per the Companies Act 2001 and thereafter such candidature shall be recommended to the Board and its consideration and approval.

Succession plan for the Senior Management Team is based on the inputs received from Group CEO. The Committee shall periodically review any vacancy or probable vacancy in the position of Senior Management team which may arise on account of retirement, resignation, death, removal or incapacity whether temporary or permanent or otherwise. The Board shall strive to fill such vacancy from within internal modes through elevation or otherwise subject to availability and in case no suitable candidate is available to fill the position, external candidates shall be considered. The Board shall in consultation with the Group CEO and the Chairman of the Committee will evaluate the suitability of any such person based on factors such as experience, age, health and leadership intelligence and recommend his or her candidature to the Board well before such vacancy arises to facilitate smooth transition.

The Committee may also resolve to engage the services of such retired executive on a contractual or consultant basis or otherwise subject to his or her proven track record and his willingness to serve the Company in such capacity. The prevailing Human Resource standards for promotions and or transfers shall be designed in such a way that the existing or proposed senior managerial personnel shall get all-round exposure in various domains to facilitate career progression, prepare them for administrative responsibilities for discharging their functions effectively.



Every member of the senior management team shall always endeavour to add capability in-house and mentor subordinates with potential working under him to handle his responsibility in his absence by exposing him to all aspects of work being handled by him. In the event of any unexpected occurrence in respect of any member in the core management team, the next person as per the organisation chart shall take interim charge of the position, pending a regular appointment in terms of the succession plan.

Beau Vallon Hospitality Ltd ('BVH' or 'the Company') is committed to the highest standards of transparency and accountability in line with good corporate governance. This whistle blowing policy (the "Policy") provides strict confidentiality and protection to employees for any disclosure made without malice and in good faith. The purpose of this Policy is to provide a mechanism for employees to raise concerns anonymously under certain circumstances.

## **1. Guidelines**

- a. This Policy is designed to deal with concerns raised in relation to specific issues as outlined below:
  - i. Criminal offence;
  - ii. Financial or non-financial mismanagement, fraud and corruption, including bribery;
  - iii. A risk (including a potential risk) to health and safety of any individual; and
  - iv. Behavior which is unethical in terms of the Group Code of Ethics.
- b. Employees should only use the whistle blowing procedure after having exhausted all of the internal BVH Group policies and procedures except if the employee believes and has a sound basis for believing that following set policies and procedures will lead to victimization.
- c. This Policy does not apply to personal grievances concerning an individual's terms of employment, other aspects of the working relationship, or relationships between employees or disciplinary matters.
- d. Following an investigation should it be found that the concerns raised was untrue then actions would be taken against that person.

## **2. Procedures**

- a. Concerns must be raised without malice, must be in good faith and not based on office gossip nor must it be made for purposes of personal gain.
- b. The individual making the disclosure must reasonably believe that the information and the allegations contained therein are substantially true and provide all information and substantiating documentation.
- c. An employee, who has a reasonable belief that there is serious misconduct relating to any of the above matters, may raise a concern as per the procedures set out.
- d. Employees may email or phone the Chairman of the Corporate Governance Committee or the Chairman of the Board directly to disclose their concerns.
- e. On receipt of the communication, the recipient of the complaint, namely the Chairman of the Corporate Governance Committee or the Chairman of the Board shall take a decision as to whether there is a prima facie case to respond to the 'concern' raised.

- f. An investigation may be recommended and depending on the nature of the matter, he/she may recommend that the matter be:
  - i. Investigated internally;
  - ii. Referred to External Auditors; or
  - iii. Subjected to an independent enquiry.
- g. All disclosures and subsequent actions taken shall be reported and approved by the Board of BVH.