



NEW MAURITIUS HOTELS LIMITED

TERMS AND CONDITIONS OF APPOINTMENT FOR NON-EXECUTIVE DIRECTORS

TABLE OF CONTENTS

1.	Appointment	3
2.	Time commitment.....	3
3.	Role	3
4.	Fees	4
5.	Outside interests.....	4
6.	Confidentiality.....	4
7.	Dealing in shares.....	4
8.	Induction.....	4
9.	Review process	4
10.	Insurance	4
11.	Independent professional advice.....	4
12.	Committees	4
13.	Law.....	4

1. Appointment

- The continued appointment of a non-executive director is subject to election by the Company's shareholders at the Annual Meeting and to re-election at any subsequent Annual Meeting at which the Constitution of the Company requires, or the Board resolves, that the non-executive director stands for re-election.
- On termination of a non-executive director's appointment, he/she shall be requested by the Company resign from his/her office as director of the Company and all offices held by him/her in any group company.

2. Time commitment

- The expected time commitment include attendance to at least six board meetings, the Annual Meeting, and at least one site visit per year.
- The above average time commitment will increase should the Director become a committee member or chairman or non-executive director on the boards of any of the Company's subsidiaries.
- There is always the possibility of additional time commitment in respect of ad hoc matters which may arise from time to time, and particularly when the Company is undergoing a period of increased activity. At certain times, it may be necessary to convene additional Boards, committees or shareholder meetings.

3. Role

- Non-executive directors have the same general legal responsibilities to the Company as any other director. The board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The board:
 - provides entrepreneurial leadership of the company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance;
 - sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.
- Non-executive directors are expected to perform their duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with both the functions of their role and their knowledge, skills and experience.
- As directors they have to disclose any direct or indirect interest which they may have in any matter being considered at a board meeting or committee meeting and, save as permitted under the Constitution, they will vote on any resolution of the Board or on any matter where they have any direct or indirect interest.
- Unless specifically authorised to do so by the Board, the Directors will not enter into any legal or other commitment or contract on behalf of the Company.
- In addition to the above, non-executive directors are required to do the following:
 - **Strategy:** constructively challenge and contribute to the development of strategy;
 - **Performance:** scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 - **Risk:** to ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
 - **People:** determine appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, senior management and in succession planning;
 - **Stakeholders:** take into account the views of shareholders and other stakeholders where appropriate.

4. Fees

- The remuneration of non-executive director or member of any board committee(s) will consist of a monthly fixed fee as determined from time to time by the Board or shareholders as appropriate.
- The Company will reimburse the directors for all reasonable and properly documented expenses they incur in performing the duties of their office.

5. Outside interests

- It is accepted and acknowledged that non-executive directors have business interests other than those of the Company and have declared any conflicts that are apparent at present.
- In the event that non-executive directors become aware of any potential conflicts of interest, these should be disclosed to the Chairman and Company Secretary as soon as apparent.

6. Confidentiality

- All information acquired by the directors during their mandate is confidential to the Company and should not be released, communicated, nor disclosed either during the mandate or following termination (by whatever means), to third parties without prior clearance from the Chairman.
- Non-executive directors you should avoid making any statements that might risk a breach of the requirements under both legislation and regulation as to the disclosure of price sensitive information without prior clearance from the Chairman or Company Secretary.

7. Dealing in shares

- During their mandate, non-executive directors are required to comply with the provisions of the Model Code for Securities transactions by directors of listed companies in Appendix 6 of the Listing Rules of the Stock Exchange of Mauritius Ltd and Companies Act 2001, in relation to dealing in the Company's listed securities.

8. Induction

- The Company Secretary is responsible for the induction programme for a newly appointed non-executive director.

9. Review process

- The performance of individual directors and the whole board is evaluated every year.

10. Insurance

- The Company has directors' and officers' liability insurance which is maintained for the full term of the director's appointment.

11. Independent professional advice

- During the discharge of their duties and stay in the Company, non-executive directors may seek advice from independent advisors at the Company's expense and subject to board's agreed procedures in this respect.

12. Committees

- In the event that non-executive directors are also asked to serve on one or more of the board committees, they will be expected to adhere to the respective committee's terms of reference.

13. Law

- The engagement of the non-executive directors with the Company is governed by and shall be construed in accordance with the laws of The Republic of Mauritius and their engagement shall be subject to the jurisdiction of the courts of Mauritius.