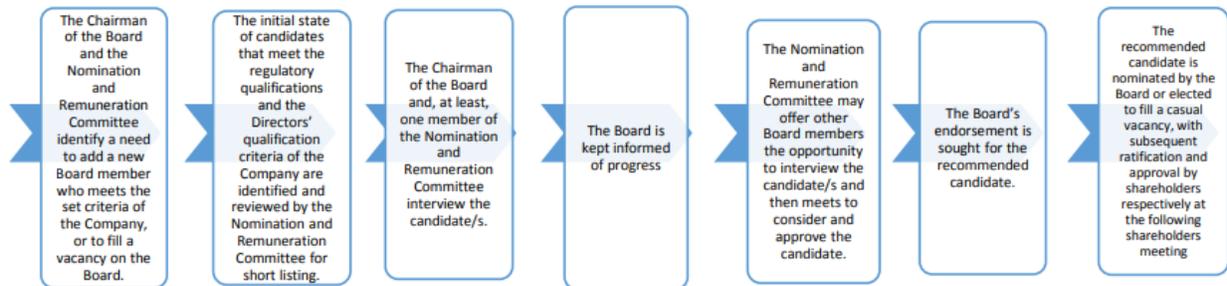


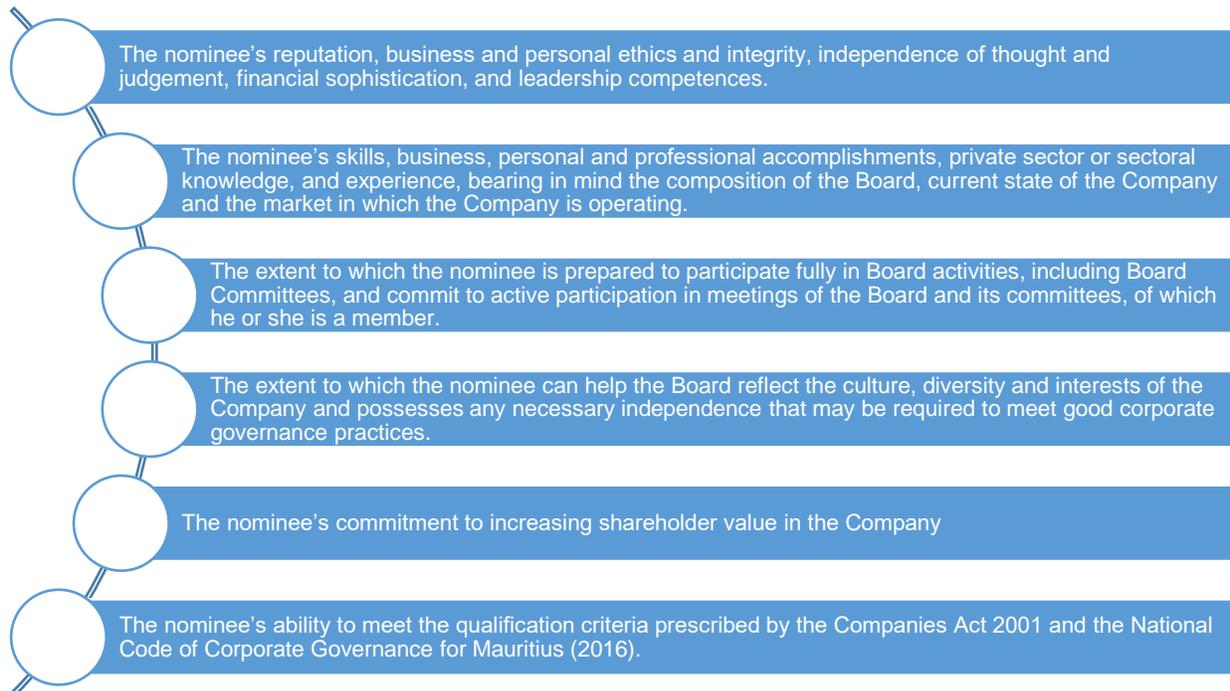
# CONSTANCE La Gaieté Company Limited

## Nomination and Appointment Process

The process for identifying and selecting director candidates is undertaken by the Nomination and Remuneration Committee. The nomination process is as follows:



Prior to nominating a Director, the Board specifies the required qualifications for the Director, taking into consideration the current composition and skill mix of the Board and the Company's business strategy, going forward. The criteria considered are as follows:



When current Directors are being considered for re-nomination, the Nomination Committee will also take into consideration the Director's history of attendance at Board and Committee meetings, the Director's tenure as a member of the Board, the Director's preparation for and contribution to decision making at meetings and the outcome of past Board assessments, specific to the said Director.

**Board candidates may be identified from four principal sources:**

- (i) The Board's network of contacts, including current members of the Board, Senior Executives of the Company, the Company's advisers and, if it is deemed appropriate, a professional recruitment firm;
- (ii) In accordance with an existing 'Protocole d'Accord', under which parties to the Protocole have the right to nominate a specific number of Directors to the Board;
- (iii) By virtue of the Companies Act 2001, which calls for a Special Meeting of Shareholders to be held on the written request of shareholders holding together not less than 5 per cent of the voting rights, and entitled to exercise these on the appointment of a Director;
- (iv) From the Directors' Register of the Mauritius Institute of Directors.

In the case of director candidates nominated by virtue of the existing shareholder's agreement or Companies Act 2001, the Nomination and Remuneration Committee will ensure that the recommended nominees meet the qualification criteria prescribed by the Company and are able to discharge their responsibilities effectively and in a transparent manner for the benefit of the Company as a whole.