

**COMPAGNIE DES VILLAGES DE
VACANCES DE L'ISLE DE FRANCE
LTEE
(‘COVIFRA’)**

**NOMINATION AND APPOINTMENT
PROCESSES OF NON-EXECUTIVE
DIRECTORS**

1. DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION	3
2. NOMINATION AND APPOINTMENT PROCESSES	3

1. DIRECTORS' APPOINTMENT AS PER THE CONSTITUTION

Appointment to fill up Casual Vacancy

The Company may, upon the office of a Director being vacated, fill up the vacated office by electing a new Director. .

2. NOMINATION AND APPOINTMENT PROCESSES

- 2.1 . The nomination and appointment processes are carried out by the Board in consultation with the Corporate Governance and Sustainability Committee (CGSC) of MCB Group Limited, its ultimate holding company.
- 2.2 Once the Board of the Company has reviewed and is satisfied with the profile of the candidates, the Board shall appoint the director/s either to fill a casual vacancy, subject to the Shareholder's consent.
- 2.3 Reappointment of a director at the end of his/her mandate shall be subject to approval from the Board of directors and to election by the shareholder.
- 2.4 A letter of appointment stipulating the terms and conditions is remitted to the new directors, entitled, according to the Group's policy, to receive director's fees .
- 2.5 Necessary filing is effected with regulatory authorities
- 2.6 An induction programme is provided to the new directors covering their roles and responsibilities.
- 2.7 All existing directors are reappointed each year in the Annual Meeting of Shareholders.