

TPS EASTERN AFRICA PLC

STRATEGY COMMITTEE OF THE BOARD

TERMS OF REFERENCE 2025

C/2025

Registered Office:
 4th Floor, Williamson House, 4th Ngong Avenue
 P.O. Box 48690 GPO, Nairobi, Kenya
 Tel: (254-2) 2710511/2842000

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1.0 CONSTITUTION

The Strategy Committee (the Committee) is a Committee of the Board of Directors (the Board) of TPS Eastern Africa PLC (the Company) constituted pursuant to Article 140 of the Articles of Association of the Company to assist the Board in discharging its oversight responsibilities with specific authority and responsibilities as outlined in paragraph 3.0 below, respectively.

2.0 AUTHORITY

The Committee is established by the Board and reports to the Board through the Committee Chair.

The Committee shall comprise of:-

- Non-executive and mainly independent members¹ of the Board;
- The executive directors may or may not attend the Committee meetings as may be appropriate.

The Board will have absolute power to appoint and remove any Member of the Committee and to fill any vacancies that may arise.

The Committee shall be chaired by one of the non-executive/ independent directors who shall be appointed by the Board of Directors of the Company from amongst the Committee Members.

The term of the Committee Members shall be fixed by the Board of Directors of the Company and in any case, the Board will review the composition of the Committee every two years.

The Committee has been established to implement the Company strategy approved by the Board. The Committee shall assist the Board and Management in meeting their strategic responsibilities and direction for the Company by reviewing and advising on the adequacy and effectiveness of the Company's medium to long term strategic initiatives and expansion plans, competitive positioning including ICT, Sales and Marketing, Business Development and Strategic Operations.

¹ "Independent director" means a member of a board of directors who is not an executive director, does not have a material or pecuniary relationship with the Company or related persons, is compensated through sitting fees or allowances and does not own shares in the Company, provided that after 6 (six) years of continuous service as such director, such person shall no longer be considered as an independent director";

"Non - executive director" means a director who is not involved in the administrative or managerial operations of the company and who is not an employee of the company or affiliated with it in any other way but can own shares in the company

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3.0 DUTIES AND RESPONSIBILITIES

The Committee shall oversee and provide direction to the Board on the following four primary areas as delegated by the Company's Board of Directors:

a) Strategy Direction, Implementation and Monitoring Process

- Approve a strategic planning framework as developed and presented by Management and approved by the Board.
- Participate in annual strategic review sessions with Management.
- Provide guidance and general oversight in the development and periodic revision of the Company's strategic plan to reflect evolving conditions in the macroeconomic, competitive and regulatory environments.
- In co-ordination with the Managing Director define clear parameters, Key Performance Indicators (KPIs) and metrics benchmarks for monitoring the Company's strategy execution and impact of the strategic plan being implementation.
- Establish and oversee a structured, objective and formalized process for the continuous strategy monitoring and review of strategic execution, through the development of a structure and process for objective and formalized monitoring of the Company's strategy.
- Oversee strategy implementation and track performance against agreed milestones on a quarterly basis, through updates to the Committee.

b) Marketing and Business Development

- Ensure the Company's market expansion strategy is developed and regularly updated in line with the overarching Company's Strategy.
- Review proposals for entry into new geographic markets and recommend to the Board for approval, ensuring strategic and operational feasibility.
- Review and recommend to the Board for approval the Company's investment framework, including business hurdles rates and evaluation metrics for market entry and new developments.
- Review and recommend to the Board for approval significant capital expenditures that require Board approval.
- Review and recommend to the Board for approval significant asset divestments that require Board oversight and approval.

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- Ensure all major growth and investment decisions are consistent with the Company's brand identity, long-term goals, financial targets, and risk appetite.
- Evaluate industry trends, emerging threats, and market opportunities—including areas such as digital transformation/disruption, and evolving consumer preferences and segmentation. This is to enhance the Company's market differentiation and long-term competitiveness.
- Benchmark the Company's performance, innovation efforts, and strategic approach against local and global hotel brands to inform decision-making.
- Measure the marketing and sales strategies to attract and retain guests and enhance the Company's brand image.

c) ESG and Sustainability Strategy

- Oversee the integration of sustainability and ESG (Environmental, Social, Governance) goals into the broader strategy.
- Oversee implementation of ESG and Climate Change strategy and commitments (Internal and external) and implement the ESG roadmap as approved by the Board.
- Oversee and review the organization's due diligence and other processes to identify and manage sustainability risks and opportunities.
- Oversee the setting of targets related to sustainability-related risks and opportunities and monitor the progress towards those targets.
- Evaluate sustainability initiatives and performance.

d) ICT

- Evaluate the ICT department's strategic plan to ensure that it is aligned with the Company's broader business goals and objectives and that it caters to the Company's future needs and technological advancements.
- Monitor the performance of the ICT department against pre-defined KPIs and measure the effectiveness of IT operations and projects.
- Identify potential risks associated with IT systems, data security, and project implementations.
- Review major IT investments, strategic plans, and significant changes to the IT infrastructure.

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e) Business Operations

- Review the business team's strategies for maximizing profitability and revenue streams.
- Evaluate the operations team's initiatives to maintain standards, improve efficiency and productivity within the business.
- Track the performance of the business led initiatives in order to ensure that there is maximum return for the Company's investment.

f) Annual Business Plans and Financial Plans

- Review strategic, annual and short term financial plans and table proposals for action at the Board meetings for deliberation;

The Committee shall access internal and external support resources as required to fulfill its Terms of Reference.

The Committee Chair shall work with the Managing Director and support resources as determined by Chair to help manage the Committee's work plan and liaise with the Company Secretary in planning Committee meetings and Agendas.

4.0 MEMBERSHIP

The Members of the Committee shall be appointed by the Board of the Company and the number of Members shall be determined by the Board of Directors of the Company.

The Committee shall be composed of a minimum of three (3) Non-Executive Directors and the Managing Director.

Any member of the Committee who ceases to be a director of the Company shall automatically cease to be a member of the Company and the Chairman of Board shall appoint a replacement to fill in the vacancy.

5.0 SECRETARY

The Company Secretary of the Company shall serve as the Secretary of the Committee. If the Secretary is not present at any meeting of the Committee, the Committee may appoint an acting secretary to perform the function of the Secretary at that meeting being one of the Executive Directors of the Committee.

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6.0 MEETINGS

- The Committee shall meet a four times a year.
- A meeting of the Committee may be called by the Chair of the Committee, the or the Managing Director. The Committee meeting calendar shall be approved by the Board.
- A quorum for meetings shall be three (3) directors present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear one another.
- The Agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time of the meeting.

7.0 MINUTES AND REPORTING RESPONSIBILITIES

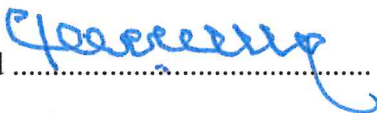
- The Secretary shall record the minutes of the meeting which shall include a true account of the proceedings and deliberations addressed by the Committee and all recommendations, decisions and directives of the Committee.
- A draft copy of the minutes of the Committee meeting, approved by the Committee Chair shall be circulated to the Committee fourteen (14) days after a Committee meeting. A Committee member may request that the minutes be revised to include specific deliberations. A final set of minutes shall then be approved by the Committee Chair.
- Approved minutes shall be circulated to the Board prior to the next regular Board meeting.
- A report of the Committee meeting shall be made at the next regular meeting of the Board. Reports to the Board may take the form of a written report by the Chair of the Committee.

8.0 OTHER MATTERS

- 8.1 The Committee shall evaluate its own performance and effectiveness, both as individual members and collectively, on a regular basis.
- 8.2 The Committee shall assess the achievement of the duties specified under its Terms of Reference and report the findings to the Board.
- 8.3 The Committee shall review and assess the adequacy of its Terms of Reference regularly and discuss any required changes with the Board.
- 8.4 The Committee shall ensure that the Terms of Reference are approved or reapproved by the Board.

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- 8.5 These Terms of Reference shall be reviewed bi-annually. This notwithstanding the Terms of Reference may be reviewed earlier than prescribed or as may be required from time to time.

Signed 

Date 10th DECEMBER 2025

Chairman

Board of Directors

TPS Eastern Africa Plc