

CORPORATE GOVERNANCE STATEMENT

The growth and resilience of the Unique Hotel & Resorts PLC has been underpinned by competent directors, solid governance structures, and institutionalized processes that support effective strategic guidance and resource allocation. Strong governance is fundamental to ensuring long-term sustainability and organizational resilience. In an environment marked by evolving risks, regulatory shifts, and economic headwinds, effective governance enables sound decision-making, ethical leadership, and the agility needed to navigate complexity. Our governance framework serves as a safeguard promoting transparency, accountability, and alignment with stakeholder expectations while reinforcing our commitment to sustainable value creation.

At UHR PLC, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working. The Board of Directors ("the Board") is committed to high standards of corporate governance as a fundamental part of discharging its responsibilities to protect and to enhance long-term shareholders' value whilst taking into account the interests of other stakeholders. The Board considers itself a trustee of all shareholders and acknowledges its responsibilities to the shareholders for creating and safeguarding their assets.

This Report describes the corporate governance framework and practices of the Company with specific reference made to each of the principles of the Code of Corporate Governance 2018 (the "Code"). There are other sections of this Annual Report that contain information required by the Code and these should be read together with this Report. The Company has complied in all material aspects with the principles and provisions of the Code. Where there are deviations from the Code, appropriate explanations are provided.

CORPORATE GOVERNANCE FRAMEWORK

The Company's Corporate Governance practice is based on the principles of full compliance with the laws of Regulatory Bodies in which we operate and on open and transparent communication with all Shareholders. CG framework has been developed and enhanced based on the basic principles and best practices. As a service-oriented business entity, Unique Hotel emphasizes on transparency, accountability and compliance, which are the essence of corporate governance. Unique Hotel's high standards of corporate governance plays an important part towards the Company's continued growth and success. The Company has always strived to maintain the highest standards of corporate governance and business conduct so as to create and maintain sustainable shareholders' value, safeguard stakeholders' interest and maintain investors' trust and confidence. Ethical business practices go hand in hand with strong corporate governance, and UHR PLC believes that running our businesses in an ethical manner creates trust with the public and ultimately create shareholders' value for the Company. The Company, at the same time, expects acts of honesty and integrity from its Board of Directors, employees and suppliers.

The Board also continuously reviews its corporate governance frameworks to ensure its relevance, effectiveness and sustainability in addressing future business challenges.

A high-level of ethics, compliance and governance culture is fundamental to the effective delivery of our business and ensures long-term business growth. Our governance principles are:

 Adherence to the letter and spirit of the law	 Complete transparency in our operations	 Ethical and value-driven decision making	 Pro-active communication with our stakeholders
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The governance framework aims to deliver management effectiveness, reduction in risk and promotion of a value-driven corporate culture. Dedicated towards standing true to the highest level of integrity and exemplifying the highest standard of business conduct, good Corporate Governance is the underlying force for the Company, driving sustainable and responsible business operations with transparency, accountability and compliance.



This is implemented by:

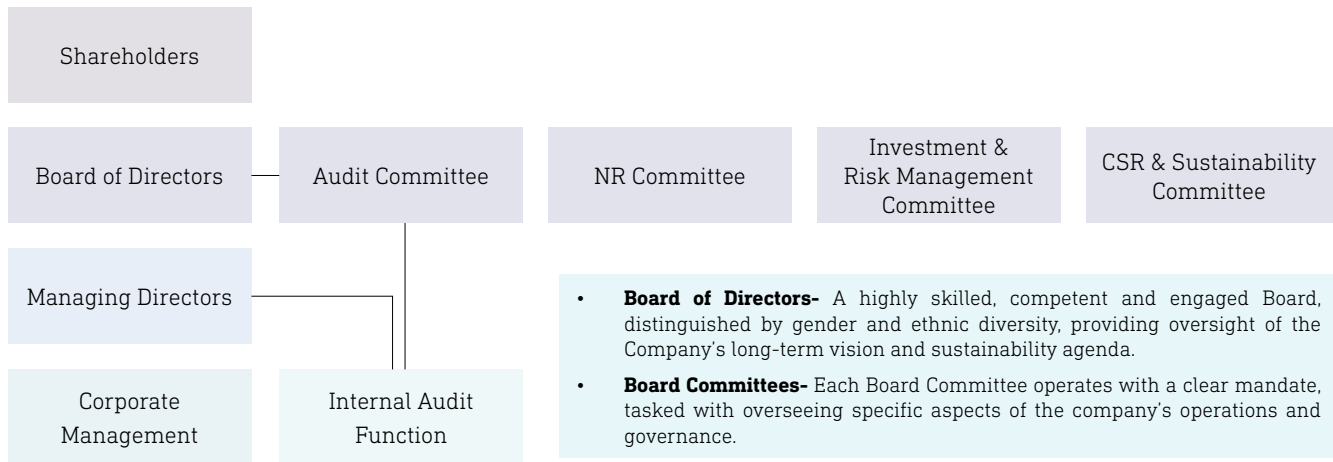
- Safeguarding shareholder capital in the capacity of a trustee, rather than an owner
- Aligning with the spirit and adhering to the law in actions and disclosures
- Guaranteeing the independence of the Board
- Frequent communication with stakeholders
- Developing clear and transparent processes tailored to business needs

During the year, the Board continued its pursuit of achieving these objectives through the adoption and monitoring of corporate strategies, prudent business plans monitoring major risks of the Company's business and ensuring that the Company pursues policies and procedures to satisfy its legal and ethical responsibilities.

The Board also believes that a good corporate reputation is the most valuable and competitive asset of a company. It is directly linked to uncompromising compliance with applicable laws, regulations and internal guidelines. Compliance is thus a central pillar of Unique Hotel management and corporate culture and, at the same time, an integral part of all of its business processes.

GOVERNANCE STRUCTURE

The Board relies on an effective governance structure for empowerment, accountability and oversight as set out below:



- **Board of Directors-** A highly skilled, competent and engaged Board, distinguished by gender and ethnic diversity, providing oversight of the Company's long-term vision and sustainability agenda.
- **Board Committees-** Each Board Committee operates with a clear mandate, tasked with overseeing specific aspects of the company's operations and governance.

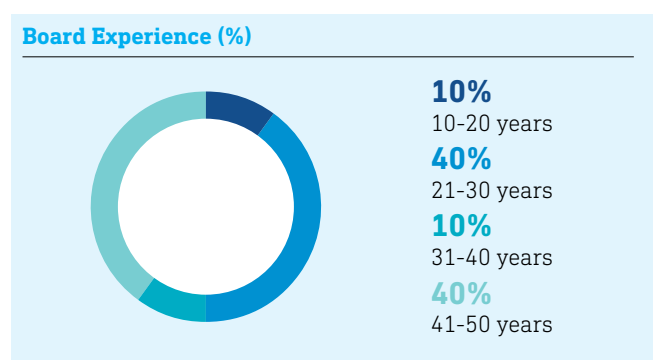
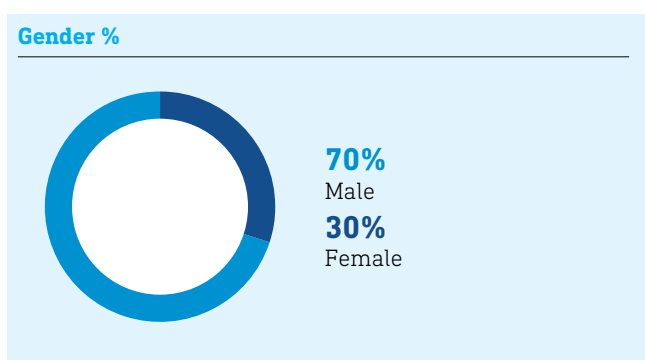
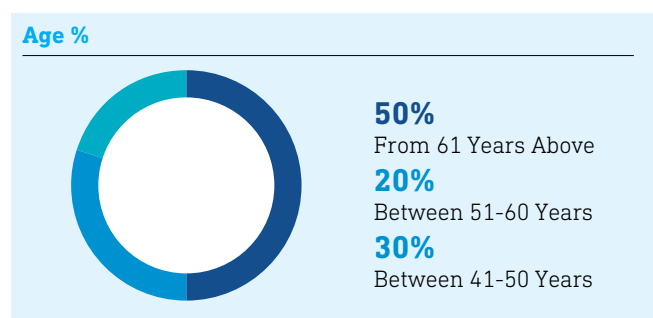
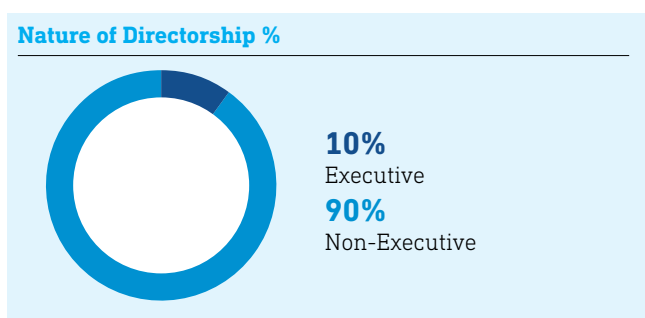
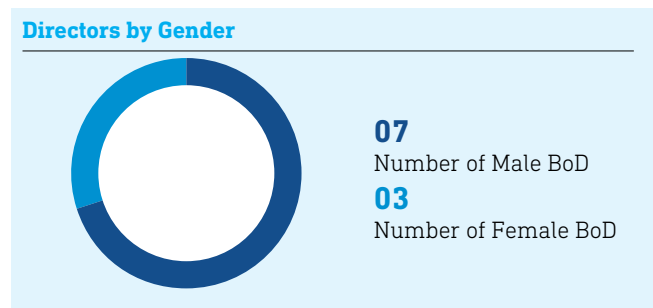
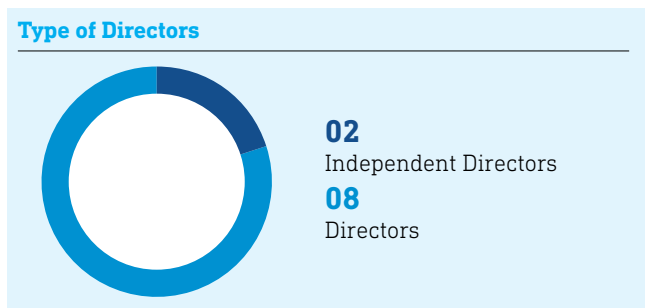
BOARD COMPOSITION, DIVERSITY & SKILLS AND EXPERIENCE

The Board of Directors consist of 10 (Ten) members including Managing Director and 02 (Two) Independent Directors having diverse and professional expertise and experiences.

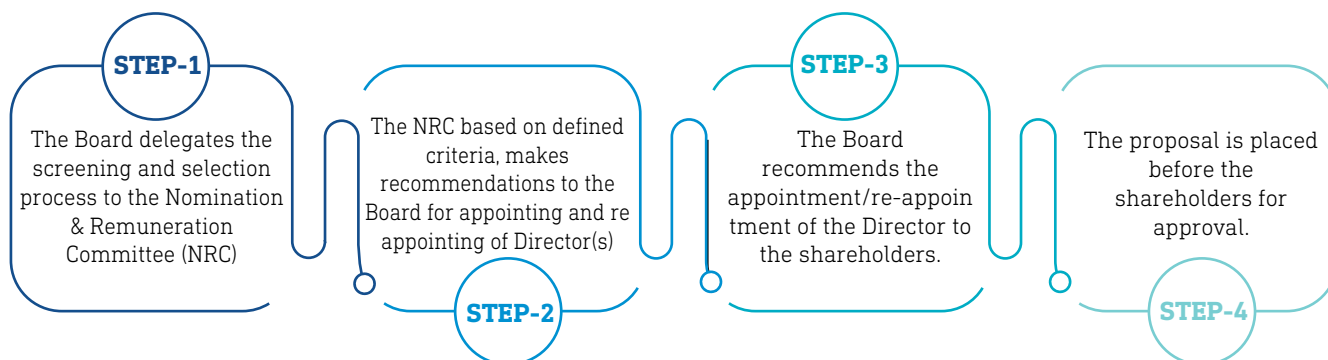
The Directors are from varied businesses and other backgrounds and their experience enables them to execute independent judgments on the Board where their views carry substantial weight in the decision making. They contribute to the Company's strategy and policy formulation in addition to maintaining its performance as well as its executive management.

The profiles of the Directors together with their skills and experience are given on page 58. Collectively, the Board possesses the skills and experience to provide guidance and exercise oversight in relation to the operations of Unique Hotel & Resorts PLC

BOARD OF DIRECTORS		
<p>Salina Ali Chairperson C</p>	<p>Mohd. Noor Ali Managing Director I</p>	<p>Ali Ashfaq FCA Independent Director A I</p>
<p>Barrister Fatema Anwar Independent Director N C</p>	<p>Rtn. Ghulam Mustafa Non-Executive Director C</p>	<p>Kazi Mahmood Sattar Non-Executive Director N I C</p>
<p>Saiful Islam Non-Executive Director A I</p>	<p>Md. Khaled Noor Non-Executive Director C</p>	<p>Nabila Ali Non-Executive Director</p>
<p>Gazi Md. Shakhawat Hossain Non-Executive Director A N I</p>	<p>A- Audit Committee N- NR Committee</p>	<p>C- CSR & Sustainability Committee I- Investment & Risk Management Committee</p> <p>● Member ● Chairman</p>



DIRECTORS' APPOINTMENT, RETIREMENT AND RE-APPOINTMENT



INDEPENDENT DIRECTORS

The Company has complied with the notification of "Corporate Governance Code" issued by Bangladesh Securities and Exchange Commission with regard to the composition of the Board. Mr. Ali Ashfaq FCA, and Barrister Fatema Anwar are the Independent Directors of the Company, they are free from any business or other relationships with the company which can materially interfere with or affect the exercise of their independent judgment. The Board believes their experience

and knowledge enable them to provide both effective and constructive contribution to the Board.

QUALIFICATIONS AND EXPERIENCES OF DIRECTORS

Directors and Independent Directors are renowned corporate leader and having corporate exposure of more than 25 years. They are knowledgeable individual with integrity and able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business.

1 Mrs. Salina Ali Chairperson

- Bachelor's (honors) & Master's degrees in Sociology from the University of Dhaka
- More than 41 (Forty-one) years of Business and entrepreneurial experience.



2 Mr. Mohd. Noor Ali Managing Director

- Bachelor's (honors) & Master's degrees in Sociology from the University of Dhaka
- More than 45 (Forty-five) years of Corporate and entrepreneurial experience.



3 Mr. Ali Asfaq FCA Independent Director

- A Fellow Chartered Accountant (FCA) of the Institute of Chartered Accountants in England & Wales (ICAEW), Chartered Accountants Australia & New Zealand (CAANZ), and the Institute of Chartered Accountants of Bangladesh (ICAB).
- More than 40 (Forty) years of experience in Corporates and as a Professional Practitioner.

4 Rtn. Ghulam Mustafa Nominated Director

- M.A. in Economics with honors' from University of Chittagong
- More than 48 (Forty-eight) years of Managing Director & CEO of Prantik Express Ltd. and Prantik Travels & Tourism Ltd.



5 Mr. Kazi Mahmood Sattar Nominated Director

- Graduated in 1981 from University of Dhaka with a Bachelors in Business Management (Honours) having a major in Finance.
- More than 43 (Forty-three) years of banking experience at home and abroad.



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6 Barrister Fatema Anwar
Independent Director

- LL.B (Hons) degree from the University of London (International Programmes) completed during 1993–1996, followed by the Bar Vocational Course at BPP–Lincoln’s Inn in the 1997 Michaelmas Term, with specialization in International Trade Law and Private International Law (Conflict of Laws), leading to the qualification of Barrister-at-Law of England and Wales.
- More than 26 (twenty-six) years of experience in Corporate, Professional and Independent Practitioner.

7 Mr. Saiful Islam
Nominated Director

- Bachelor’s of Commerce (B. Com) in Management from Dhaka University and MBA degree jointly awarded by Samuel Curtis Johnson Graduate School of Management at Cornell University, USA and Smith School of Business, Queen’s University, Canada.
- Nearly 29 (Twenty-nine) years of global and local experience in key business and support roles.

8 Mr. Md. Khaled Noor
Nominated Director

- Bachelor (Honors) in Economics from the University of Delhi
- More than 24 (Twenty-four) years of corporate leadership and business personality

9 Ms. Nabila Ali
Director

- Graduated with distinction from the American University, Washington D.C. specializing in International Studies and obtained Judiciary Doctorate Law Degree (JD) – Law Certificate in 2013 from the Faculty of Common Law, University of Ottawa, Canada.
- More than 16 (Sixteen) years of corporate and entrepreneurial experience.

10 Mr. Gazi Md. Shakhawat Hossain
Nominated Director

- Master’s degree in Commerce (Accounting) from the University of Dhaka
- More than 28 (Twenty-eight) years of corporate experience

COMPANY SECRETARY

A qualified Chartered Secretary from the country apex body of the governance professional “The Institute of Chartered Secretaries of Bangladesh (ICSB) act as the Company Secretary to the Board. The Company Secretary is appointed for maintaining the essential link and liaison with both internal and external agencies and at the same time ensuring active aggregation, compilation and timely flow of information to the Stakeholders and Board. The BSEC Corporate Governance code also provides that a Company Secretary is to be appointed. The Company Secretary, being a governance official, drives the corporate compliance agenda, while also providing support to the Chairman and other members of the Board for ensuring its effective functioning. Apart from the core roles, the Company Secretary also perform as the secretary to the Board Sub-

Committees and the responsibilities of the regulatory affairs of the Company.

CHIEF FINANCIAL OFFICER

The Chief Financial Officer (CFO) of the company is a professional and qualified as a Chartered Accountant from the Institute of Chartered Accountants of Bangladesh (ICAB) and fellow member of ICAB. He is looking after the accounts and finance department of the Company.

HEAD OF INTERNAL AUDIT AND COMPLIANCE

The Head of Internal Audit and Compliance (HIAC) has been appointed as per the BSEC Corporate Governance code. He is a looking after the internal audit department works of the Company as well group.

CHAIRPERSON OF THE BOARD OF DIRECTORS AND MANAGING DIRECTOR OR CHIEF EXECUTIVE OFFICER

- (a) The positions of the Chairperson of the Board and the Managing Director and/or Chief Executive Officer (CEO) of the Company filled by different individuals and their duties & responsibilities are well defined. The Chairperson is responsible for leadership of the Board for ensuring its effectiveness on all aspects of its role and also for facilitating the productive contribution of all Directors.
- (b) The Managing Director (MD) and/or Chief Executive Officer (CEO) of the Company is not holding the same position in another listed company of any listed company.
- (c) The Chairperson of the Board of Directors of the Company is Mrs. Salina Ali who is from among the non-executive directors of the company(d) The Board of the Company clearly defined the respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer of the Company.

ROLES & RESPONSIBILITIES

RESPONSIBILITIES OF THE BOARD

- Formulation and implementation of business strategy.
- Ensuring that the Managing Director and Corporate Management possess relevant skills, experience and knowledge to implement the strategy.
- Approving budgets, major capital expenditure and financing arrangements.
- Establishing effective systems and processes including financial and non-financial reporting, internal controls, business continuity and risk management.
- Establishing systems to monitor compliance with regulatory requirements.
- Nurturing an organizational culture in line with corporate values and codes of ethics.
- Considering and balancing stakeholder interests in corporate decisions.
- Regular review of value creation processes and value chain impacts to facilitate transition to a green economy.
- Financial and non-financial reporting.

ROLE OF THE CHAIRPERSON	ROLE OF THE MANAGING DIRECTOR	ROLE OF THE INDEPENDENT DIRECTOR
<ul style="list-style-type: none"> • Providing leadership to the Board whilst inculcating good governance and ensuring the effectiveness of the Board. 	<ul style="list-style-type: none"> • Maintaining a close working relationship with the Chairman, and acting as a sounding board for the Chairman when required. 	<ul style="list-style-type: none"> • Act as a bridge between the board, shareholders, and executives.
<ul style="list-style-type: none"> • Ensuring that constructive working relations are maintained between the members of the Board. 	<ul style="list-style-type: none"> • Developing the Company's business strategy for approval by the Board. 	<ul style="list-style-type: none"> • Acting as a sounding board and providing guidance to the Chairman.
<ul style="list-style-type: none"> • Ensuring, with the assistance of the Company Secretary, that: <ul style="list-style-type: none"> - Board procedures are followed. - Information is disseminated promptly to the Board. 	<ul style="list-style-type: none"> • Developing and recommending to the Board, budgets that support the Company's long-term strategy. 	<ul style="list-style-type: none"> • Facilitating communication between Independent Directors and Executive Directors.
<ul style="list-style-type: none"> • The Board is satisfied that the Chairperson allocates sufficient time to serve the Company effectively, and the Chairperson's other commitments do not interfere with her discharge of her responsibilities to the Company. 	<ul style="list-style-type: none"> • Effective implementation of business strategy. 	<ul style="list-style-type: none"> • Facilitating communication between Non-Executive Directors and other Directors.
	<ul style="list-style-type: none"> • Effective management of risks. 	<ul style="list-style-type: none"> • Leading annual meetings with non-executive directors to assess the Chair's effectiveness.
	<ul style="list-style-type: none"> • Ensuring compliance with applicable rules and regulations. 	<ul style="list-style-type: none"> • Stepping in during board disputes or governance challenges to mediate and resolve issues.
	<ul style="list-style-type: none"> • Succession planning and building talent pipelines for critical roles. 	<ul style="list-style-type: none"> • Assisting in the selection and transition of key leadership roles.
	<ul style="list-style-type: none"> • Creating an ethical environment and nurturing a culture based on the Hotel's values. 	

BOARD EVALUATION

We believe that the Board's performance is ultimately reflected in the long-term success of the Company. Each year, the Board formally assesses its own performance, including with respect to its composition, diversity and how effectively its members work together to achieve objectives. In FY 2024-25 a self-evaluation of the Board's effectiveness was conducted. The evaluation consisted of a questionnaire completed by each of the Directors followed by a Board discussion in FY 2024-25, covering both the outcome of the evaluation and the proposed actions to enhance the effectiveness of the Board. The outcome of such discussions is taken into account in the assessment of Directors when proposals for the re-election of Directors is considered. The evaluation looked at key areas of the functioning and operation of the Board. The directors considered the level of information provided to the Board and the timing and frequency of meetings. In particular the financial controls and risk assessments carried out by the Board and its Committees were reviewed. As succession planning had been a key part of the Board's business in FY 2024-25 and the Board succession procedures were also reviewed. The overall composition of the Board was also considered together with the relevant expertise of Board members in relation to the strategic and other material issues facing the Company.

Effectiveness of the leadership is assessed through Board and Sub-Committee evaluations which reveal the appropriateness of the Board composition, mix of skills and ability to deliver strategic aspirations. The Chairman is responsible for evaluating the performance of the Managing Director. An annual self-evaluation of its own performance

is conducted by the Board as per the Company Policies. The annual performance assessment of the Managing Director is conducted by the Chairman as per the Company policies. The performance evaluation takes place at the end of the financial year, considering the overall performance of the Company and the prevailing operating environment. Constructive feedback is provided to facilitate professional growth.

The evaluation of the Board's principal Committees was performed under the supervision of the respective Chairs and the Chief Legal Officer & Company Secretary, taking into account the views of respective Committee members and the Board members. The key actions arising from these Committee evaluations can be found in each of the Committee Reports.

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors' Report to Shareholders is incorporated in compliance with the newly issued Corporate Governance Code has been articulated in the page no 107 to 129 of this annual report.

BOARD MEETING

The Board meets regularly to discharge its duties effectively. Eight (08) meetings of the Board of Directors were held during the year 2023-24 and the gap between two meetings did not exceed three months. The attendance record of the Board meetings held during the year has been given in the directors' report and Corporate Governance Statement. There is an extensive staff participation in decision making at all levels of the Company and strategic recommendations on material matters flow to the Board for decision.



Physical meeting



Virtual meeting



Hybrid meeting

ATTENDANCE OF BOARD MEETING

Name	Designation	Attendance	%
Mrs. Salina Ali	Chairperson	08/08	100%
Mr. Mohd. Noor Ali	Managing Director	08/08	100%
Mr. Mohammed Forkan Uddin FCA (Completed 2nd tenure on 19 December 2024)	Former Independent Director	02/03 (During his tenure)	67%
Mr. Ali Ashfaq FCA (Appointed 19 December 2024)	Independent Director	05/05 (During his tenure)	100%
Rtn. Ghulam Mustafa	Nominated Director	07/08	88%
Mr. Kazi Mahmood Sattar	Nominated Director	08/08	100%
Professor. Mohammed Ahsan Ullah (Resigned 19 December 2024)	Former Independent Director	03/03 (During his tenure)	100%
Barrister Fatema Anwar (Appointed 19 December 2024)	Independent Director	05/05 (During her tenure)	100%
Mr. Saiful Islam	Nominated Director	08/08	100%
Mr. Md. Khaled Noor	Nominated Director	07/08	75%
Ms. Nabila Ali	Director	03/04 (During her tenure)	75%
Mr. Gazi Md. Shakhawat Hossain	Nominated Director	08/08	100%

AUDIT COMMITTEE MEETING

The Board's Audit Committee, consisting of three members, including one Independent Directors, is responsible for overseeing the company's control mechanisms. The Committee is led by Mr. Ali Ashfaq FCA, an Independent Director having more than 40 (Forty) years of experience in Corporates and as a Professional Practitioner. His extensive experience and expertise have proven to be a great asset to the Company. Additionally, all members of the Audit Committee possess financial expertise, ensuring the Company's financial affairs are being managed efficiently and effectively. As per the Corporate Governance Code, in the financial year 2024-25 the Committee conducted 06 (Six) meetings fulfilling the conditions no. 5 (4).

Name & Designation	Status in the Committee	Attendance	%
Mr. Mohammed Forkan Uddin FCA - Independent Director (Completed 2nd tenure on 19 December 2024)	Former Chairman	03/03 (During his tenure)	100%
Mr. Ali Ashfaq FCA-Independent Director (Appointed 19 December 2024)	New Chairman	03/03 (During his tenure)	100%
Mr. Saiful Islam- Nominated Director	Member	06/06	100%
Mr. Gazi Md. Shakhawat Hossain- Nominated Director	Member	06/06	100%
Mr. Md. Sharif Hasan FCS - Company Secretary	Secretary to the Committee	06/06	100%

NOMINATION AND REMUNERATION COMMITTEE (NRC)

In compliance with the section 6 (2) (a)(b) of the Corporate Governance Code-2018 issued by the BSEC, the Board of Directors constituted the Nomination and Remuneration Committee. The Committee is comprised of 03 (Three) members of the Board of Directors. The Chairperson of the committee is an Independent Director. Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee. The Committee has been constituted by the Board of Directors to assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executives. As per the Corporate Governance Code, in the financial year 2024-25 the Committee conducted 04 (Four) meetings fulfilling the conditions no.6 (2) (h).

ATTENDANCE OF NOMINATION AND REMUNERATION COMMITTEE

Name & Designation	Status in the Committee	Attendance	%
Prof. Mohammed Ahsan Ullah - Independent Director (Resigned 19 December 2024)	Former Chairman	02/02 (During his tenure)	100%
Barrister Fatema Anwar (Appointed 19 December 2024)	New Chairperson	01/01 (During her tenure)	100%
Mr. Kazi Mahmood Sattar-Nominated Director (Appointed as member on 29 December 2024)	Member	01/01 (During her tenure)	100%
Mr. Md. Khaled Noor- Nominated Director (Excluded as member on 29 December 2024)	Former Member	03 (During his tenure)	100%
Mr. Gazi Md. Shakhawat Hossain - Nominated Director	Member	4/4	100%
Mr. Md. Sharif Hasan FCS – Company Secretary	Secretary to the Committee	4/4	100%

CSR & SUSTAINABILITY COMMITTEE

The Board Corporate Social Responsibility (CSR) & Sustainability Committee is comprised of six members, of which, an Independent Director is the member. The purpose of the Board CSR & Sustainability Committee is to ensure long term sustainability of the Company aspirations and management of the Company's CSR initiatives.

The initiatives are managed in a way that secures business stability, sustain positive image and reputation of the Company and establishes the Company's commitment to the nation at large. The initiatives are all aligned with the SDG's and we are contributing to fulfilling the Government's commitment to the nation at large.

The members and attendance of CSR & Sustainability Committee' of the Board of Directors are as follow:

Name & Designation	Status in the Committee	Meeting Held	Attendance	%
Mrs. Salina Ali (Chairperson of the Board)	Chairperson	01	01	100%
Rtn. Ghulam Mustafa (Nominated Director)	Member	01	01	100%
Mr. Kazi Mahmood Sattar (Nominated Director)	Member	01	01	100%
Barrister Fatema Anwar (Independent Director)	Member	01	01	100%
Mr. Md. Khaled Noor (Nominated Director)	Member	01	0	0
Mr. Md. Shakawath Hossain (CEO & Ex-officio)	Member	01	01	100%
Mr. Md. Sharif Hasan FCS (Company Secretary)	Secretary to the Committee	01	01	100%

INVESTMENT & RISK MANAGEMENT COMMITTEE

The Board of Directors has formed an Investment & Risk Management Committee to study and to find out the prospective investment opportunities. On the basis of the recommendation of the Investment & Risk Management Committee, the Board of Directors make decision for Investment. The Investment & Risk Management Committee has been formed with six members among Mr. Saiful Islam- Nominated Director is the Chairman of the Committee. During the financial year 2024-25, the Committee conducted one meeting.

ATTENDANCE OF INVESTMENT & RISK MANAGEMENT COMMITTEE MEETING

Name & Designation	Status in the Committee	Attendance	%
Mr. Saiful Islam- Nominated Director*	Chairman	1/1	100%
Mr. Mohd. Noor Ali - Managing Director*	Member	1/1	100%
Mr. Mohammed Forkan Uddin FCA- Independent Director*	Former Member	1/1	100%
Mr. Ali Ashfaq FCA - Independent Director*	Member	0/0	0%
Mr. Kazi Mahmood Sattar- Nominated Director	Member	1/1	100%
Mr. Gazi Md. Shakhawat Hossain - Nominated Director	Member	1/1	100%
Mr. Md. Shakawath Hossain- CEO & Ex-officio*	Member	0/0	0%
Mr. Md. Sharif Hasan FCS – Company Secretary	Secretary to the Committee	1/1	100%

*Note: The Board of Directors in its 177th meeting held on 29 December 2024 has renamed & reconstituted as Investment & Risk Management Committee.

REPORTING BY THE COMMITTEES TO THE BOARD

Each committee regularly reports on their works to the Board. After confirmation of the decisions in the committee the confirmed minutes placed before the Board for ratification. As a minimum, the report includes a summary of the matters addressed and the measures undertaken by the committee.

MANAGEMENT COMMITTEE

The responsibility for the day-to-day management of the Company relies on the Management Committee. In performing this role, the Management Committee also has the responsibility for monitoring the detailed performance of all aspects of the Company. The Management Committee is chaired by the Managing Director and comprises 14 key senior executives. The Management Committee, as the Company's Management Body, is committed to serving the interests of the Company and ensuring achieving sustainable growth.

DISCLOSURE OF DIRECTORS' REMUNERATION

The Directors do not get any performance based remuneration, incentive or allowance. The Board members get only fees for attending Board/ Board Committees meeting to the maximum of Tk. 10,000/-per meeting. The remuneration package of the Managing Director is determined by the Board.

DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION

The Board of Unique Hotel and Resorts PLC through Company Secretary always ensures to disseminate all price sensitive information and material information within 2 hours of the decision or immediately upon getting such information to the BSEC and the Stock Exchanges and also ensure immediate publication of such Information/decision in two widely circulated daily newspapers, one in Bangla and the other in English and in one online news portal for the general public.

In compliance with the Gazette Notification of Bangladesh Securities and Exchange Commission (BSEC), the Board of Directors adopted a "Principles of Disclosure of Material Information and Price Sensitive Information" and published the same on the Website of the Company.

FINANCIAL REPORTING AND TRANSPARENCY

Financial statements have been prepared in line with the International Financial Reporting Standards (IFRS) / Bangladesh Financial Reporting Standards (BFRS). Financial data is circulated as appropriate within and outside the organization. The timely publication of quarterly, half yearly and annual financial statements with comprehensive details beyond the statutory requirements has been a salient feature of the financial reporting system

Chief Financial Officer and Company Secretary is responsible for instituting a system of internal controls to ensure the effective implementation of all policies and decisions of the Board. The Board ensures that the CFO and Company Secretary maintains full and effective control of all significant strategic, financial, organizational and compliance issues.

BUSINESS AND BUDGET REVIEW

Business and budget reviews are conducted on quarterly basis. The purpose of business reviews is to monitor progress of strategic initiatives versus longer term strategic plans and objectives, whilst also taking into consideration the changing market and regulatory environment. The purpose of the budget review is to monitor the financial performance and position of the company versus its annual targets. In addition to quarterly business and budget review, the board review the business performance of Westin Dhaka, Sheraton Dhaka and Hansa Residence on monthly basis to ensure that the company is on track to deliver and meet its annual business targets or to identify corrective action, if and when required.

DELEGATION OF AUTHORITY

Responsibility or authority is assigned through the delegation of authority framework. The Board approves the Company's delegation of authority which ensures that delegated authority levels flow through the proper governance channel. The delegation of authority framework for the Company is continuously reviewed and updated as circumstances change to ensure relevance and applicability. Amendments to these documents are reviewed and approved by the Board.

RELATED PARTY TRANSACTIONS

The Board Audit Committee reviews all the related party agreements and payments before submission to the Board of Directors for approval. Abiding by the laws, a Board Director, who has an interest in a transaction, discloses his interest in such transaction and abstains from deliberations and voting on the relevant resolution in respect of the transactions at the Board meetings. Details of significant related party transactions are disclosed in notes of the Financial Statements as per the requirements of IAS 24 Related Party Disclosures.

RESTRICTIONS ON DEALINGS IN UHR PLC SHARES BY INSIDERS

The Company has established a detailed policy relating to trading in Unique Hotel & Resorts PLC shares by its Directors, Employees and other Insiders. The securities laws also impose restrictions on similar transactions. Insiders are prohibited from trading in UHR PLC shares, while in possession of unpublished price sensitive information in relation to the Company during prescribed restricted trading periods.

PROTECTION OF MINORITY INTEREST

Minority shareholders group in a company can enforce their legal rights in Bangladesh under Section 233 of the Companies Act 1994, which originated from Section 459 of the English Companies Act 1985. According to section 233 of the companies Act states that any member or debenture holder of a company may either individually or jointly bring to the notice of the court by pray to pass an order which would be necessary need for safeguard of his or their interest and also the interest of any other member or debenture holder. The company treat its shareholders equally and the Board of Directors are always adhered to protect the interest of the minority shareholders.

ANTI-CORRUPTION POLICY

"Zero Tolerance" for corruption is the Company's bedrock principle for combatting corruption. Unique Hotel's Anti-Corruption policy applies to its Board members, employees, and others with the authority to act on our behalf. The Company

has a robust anti-corruption programme that conducts targeted integrity risk assessments for all operational processes and business partners to identify risk areas and develop effective mitigations. These risk assessments are conducted annually. Risk-based mitigation plan is designed to prevent or reduce exposure to corruption and minimize the risk of involvement in bribery, facilitation of payments, or trading in influence. Unique Hotel's top management sets our Tone from the Top through a visible and active commitment to our "Zero Tolerance" for corruption through Town Halls, written communications and in its day-to-day activities.

COMMUNICATION TO SHAREHOLDERS AND STAKEHOLDERS

The Company encourages communications with shareholders throughout the year and welcomes their participation at shareholders' meeting. Four times each year, Unique Hotel & Resorts PLC reports to its shareholders regarding its business, financial position and earnings. An Annual General Meeting normally takes place within the first six months of each fiscal year. Among other things, the Annual General Meeting decides on the appropriation of net income, election of the Board members and the appointment of the Auditors. Amendments to the Memorandum and Articles of Association and any change in the Company's paid up capital structure are approved exclusively at the Annual General Meeting and are implemented by the Board.

INVESTORS RELATION DEPARTMENT

Unique Hotel and Resorts PLC is the largest listed Hospitality entities in Bangladesh, and therefore places high importance to the investment community both within and outside of the country. With the purpose of establishing the most effective two-way communication with financial markets and the Company, there is a dedicated Investor Relations function providing best-in-class-practices in Unique Hotel. The Investor Relations (IR) function aims to provide relevant and necessary information to the investment community and capital markets in order to enable them to make an informed judgement about the fair value of the Company's shares. IR acts as a bridge between the Management of the Company and its valued investors, and as a specialized function maintains close contact with worldwide investors, analysts, market experts, capital markets and financial community on a proactive basis. Through this, the relevant stakeholders are kept informed about the Company's financial results, regulatory landscape, growth opportunities and strategic ambitions, while objectively sharing the associated risk and reward profile.

ONE STOP SOLUTION OF SHAREHOLDER'S QUERIES

Unique Hotel & Resorts PLC has Investors Complain cell under the Board Secretariat Division of the Company. The Investors can communicate and send their queries through online system using the specific form following the company website (www.uhrlbd.com). We are very responsive to resolve the shareholders' queries / or complaint immediately without delay. For addressing the stakeholders query and particular complain a dedicated mobile number +88017 69501607 and an email address: info@uhrlbd.com

QUARTERLY /YEARLY RESULTS

Shareholders are provided with Quarterly Financial Statements and the Annual Report, which the Company considers as its principal communication with them and other stakeholders. The quarterly results of the Company is published in the newspapers. Yearly results are generally published in the Annual Report and the soft copy of the report sent to the shareholders through email. These reports are also available on the Company's website - www.uhrlbd.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility (CSR) is a business approach that contributes to sustainable development by delivering economic, social and environmental benefits for all stakeholders. It is represented by the contributions undertaken by companies to society through its business activities and its social investment. It is further defined as the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in the company's policies & actions. CSR is about how businesses align their values and behavior with the expectation of stakeholders, not just customers, and investors, but also employees, suppliers, communities, regulators, special interest groups, and society as a whole. It is the Company's commitment to being accountable to its stakeholders for the betterment around us. We are delighted to inform that during this period 01 July 2024 to 30 June 2025 Unique Hotel & Resorts PLC contributed a substantial amount to the society including financial support. On the other hand, Westin and Sheraton Dhaka has distributed food among the poor peoples.

LABOR LAW

Unique Hotel and Resorts PLC always complied with the provisions of the Bangladesh labor law, 2006 and subsequent amendments up to 2023 along with the provisions of the Workers Profit Participations Fund and Employee Welfare

fund. Age below 18 years persons or child labor appointment is strictly prohibited in our company.

Minimum wage:

Salaries are confidential between the employees concerned and the HR Division. Salary Structure of the Company are reviewed as required (time to time) to allow adjustments in the cost of living and market forces relating to the industry (subject to the approval of Board of Directors).

Unique Hotel and Resorts PLC is complying with all provisions of the labor law including the minimum wage payment to its employee. None of the employees whether permanent, casual, master rule or any other category who were receiving the wage or remuneration, allowances & benefits not less than Tk. 8000.00 per month and annually Tk. 96,000.00.

WPPF & Employee Welfare fund:

UHR PLC has been the contributing 5% of its profit in the Workers Profit Participations Fund and Employee Welfare fund in compliance with the law. In this regard WPPF Trustee has been formed where two members representing form employees' part and two members representing from employer's part and the fund is distributing through the trustee.

Provident Fund and Gratuity:

The Company has established the provident fund and gratuity facilities for its employees. For this purpose, a trustee board comprising the employee and employer representative has been formed as per the law.

PREVENTION OF CHILD LABOR

Unique Hotel & Resorts PLC never allowed to recruit manpower / labor who are below 18 years of old. There is a strict prohibition in the HR manual that no employees or labour will be recruited who is below 18 years of his/her age.

WHISTLE BLOWING POLICY

Whistle Blower policy has been formulated with a view to provide a mechanism for employees of the company to raise concerns of suspected frauds, any violations of legal or regulatory requirements or code of conduct of the company. The policy aims to provide an avenue for employees and directors to raise concerns and reassure them that they will be protected from reprisals or victimization for whistle Blowing in good faith.

UHR PLC welcomes whistle-blower reports and encourages the staff and third parties to draw its attention to the instances of corporate wrong-doing within the UHR PLC; provided that any deliberate victimization shall be strictly dealt with. It will be appropriately investigated and acted upon once such disclosures are received. Provided that any deliberate victimization shall be strictly dealt with. It will be appropriately investigated and acted upon once such disclosures are received. Unique Hotel and Resorts PLC regards the attempts to victimize or discriminate against a Whistle-blower as potentially gross misconduct.

INTERNAL CONTROLS

Unique Hotel & Resorts PLC has an independent internal audit department headed by the Head of Internal Audit & Compliance. Internal control reviewed by an internal audit team and reports to the Audit Committee simultaneously Audit Committee report the Board. The head of Internal Audit & Compliance are responsible to establish internal control system within the company.

The Company's internal controls highlighted are as follows:

- Clear definition of the organizational structure and delegated authorities to functional management.
- Strategic planning and the related annual planning and quarterly forecasting process.
- Reviewing & establishing control measures within the set frame of the Company's Annual Budget & suggest possible recommendation to solve the variance.
- Procedure for the review and authorization of capital expenditures & investments.
- Accounting and financial reporting policies to ensure the consistency, integrity and accuracy of the Company's accounting records.

- Reporting and review of financial results and other operating statistics as well as the Company's published quarterly and annual financial statements which are based on a standard reporting system.

IT GOVERNANCE STRUCTURE AND CYBER SECURITY SYSTEM

Unique Hotel & Resorts PLC has well developed IT structure with due engagement of related experts/professionals. It has separate teams considering IT related operational portfolio. It has also a strong cyber security system and involvement of both inhouse & 3rd parties' involvement for strong control and good governance practices

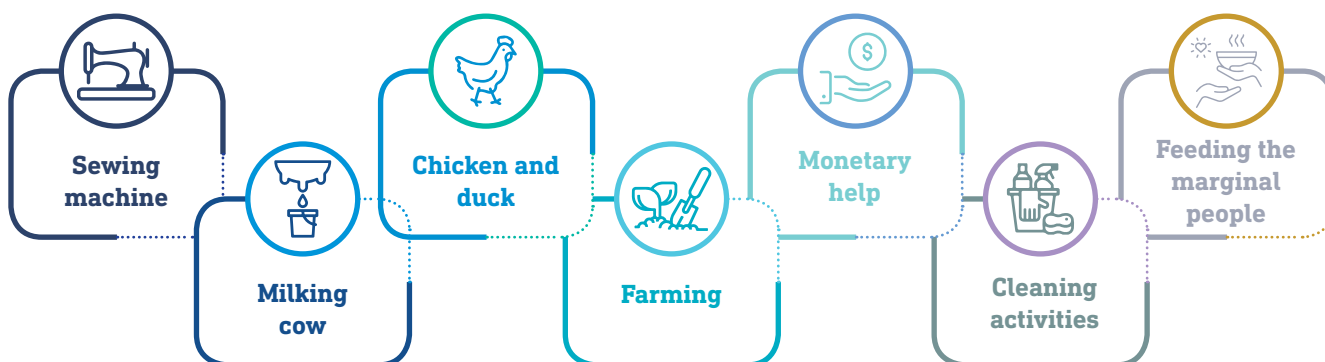
UHR PLC ICT infrastructure and services are well structured and secure in diverse intricate architecture. To improve the sustainability of ICT governance, it has taken necessary initiative to achieve and conform to the international standard ISO/IEC 27001:2013 (Information Security Management System, ISMS) compliance for establishing, implementing, maintaining and continually improving information security management system (ISMS).

DIVIDEND DISTRIBUTION POLICY

According to the directive of Bangladesh Securities and Exchange Commission (BSEC), the company formulate Dividend Distribution Policy for disbursement of dividend to shareholders and disclose the same in annual report as well as website of the company. In this regard, details are shown in the Annual Report page no. 188

COMMUNITY WELFARE INITIATIVE TOWARDS THE EMPLOYEE AND THEIR IMMEDIATE FAMILY MEMBERS

"Success isn't just about what you accomplish in your life; it's about what you inspire others to do."



SUSTAINABILITY

Unique Hotel & Resorts PLC always concern and believe on the sustainable development of the Company. Upon the prudent guidance of the Board of Directors, the Management of the Company continuously carries out research and development (R&D) to keep pace with the customer choices and fashions. It is emphasizing on volume-based strategy for increasing room occupancy as well as enhancing the quality and portfolio of food and beverage that will attract the customers and grab the market share at large. In addition, The Westin Dhaka is leading as an elevated distinct up-scale hotel brand in Bangladesh by creating memorable hotel stays, exceptional Food and Beverage program and curated guest experience. Unique Hotel & Resorts PLC is practicing succession planning and talent employee retention policy.

COMPLIANCE WITH CG CODE

Unique Hotel and Resorts PLC has always complied and adopted the global best practices. It also complied all conditions of the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC) notifications no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 10 June 2018. As per the requirement Independent CG Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries in Practice has been audited and opined with satisfactory governance compliance.

COMPLIANCE WITH BSS

Unique Hotel & Resorts PLC believes in adopting the best practices in the area of Corporate Governance Compliances and follows the principles of transparency and accountability, thereby protecting the interests of its stakeholders. The Company has conducted its Board of Directors meeting duly and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.

CODE OF CONDUCT FOR THE CHAIRPERSON, OTHER BOARD MEMBERS AND MANAGING DIRECTOR AND / OR CHIEF EXECUTIVE OFFICER

In compliance with the conditions, i.e., Corporate Governance Code no. 1(7) (a) (b) the Board of Unique Hotel & Resorts PLC established 'Code of Conduct' for its Chairperson, other Board members and Managing Director and / or Chief Executive Officer based on the recommendation of the Nomination and

Remuneration Committee (NRC) upon condition no.6 issued by the Bangladesh Securities and Exchange Commission (BSEC) known as Corporate Governance Code.

The Code intended to serve as a source of guiding principles for Directors. Directors should bring questions about particular circumstances involving any director that may implicate one or more of the provisions of this Code. The Company Secretary who will discuss such questions, as appropriate, with the Chairman of the Board, the Chair of the Corporate Governance Committee and /or other inside or outside legal counsel. The Board will not permit any waiver of this Code for any director.

Directors who also serve as officers of the Company read this Code in conjunction with the Company's Code of Ethics and Business conduct applicable to the Company's employees.

GOVERNANCE TO ASSOCIATES COMPANIES & JOINT VENTURE COMPANY

Associates Companies:

Associates are entities in which Unique Hotel & Resorts PLC can exert significant influence including power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. The Company has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interests in associates are initially recognized at cost.

Joint Venture Company:

Unique Hotel & Resorts PLC is holding 37.24% shares in Unique Meghnaghat Power Ltd. As per the amended Articles of Association (AOA) of Unique Meghnaghat Power Ltd. after the inclusion of Nebras on the board, the three (3) preference shareholders also referred as lead parties (UHRL, SFL and Nebras) has complete joint control over the relevant activities of the project company which are covered by Lead Parties reserved matters. To make decision on any Lead Parties reserved matters affirmative votes of at least 5 (five) Directors, including the affirmative vote of at least 1(one) from Nebras Director, 1 (one) from UHRL Director and 1 (one) from SFL Director are required either at board meeting or a shareholders' meeting or otherwise. According to AOA, the Lead Parties Reserved Matters includes various significant decisions including major acquisitions, issuing equity instruments, dividend distributions any investment or liquidation of investment, entering into an amendment of any material agreement, approval of budget and business plan, appointment of senior management of company etc. To take any decision in the board meeting in any agenda other

than those relating to reserved matters, majority votes are required. No shareholder has controlling interest over the project company to direct the relevant activities of the project company with their present voting rights. Rather relevant activities are directed jointly by SFL, Unique and Nebras. The detailed disclosure of the joint venture company given note no. 9.02 of the financial statements.

MANAGING DIRECTOR (MD), CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS)

In compliance with the conditions, i.e., Corporate Governance Code no. 3(1) (a) (b) (c) (d) the Board of Unique Hotel & Resorts PLC has appointed the Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) and filled by different individuals. The Company Secretary (CS) and Chief Financial Officer (CFO) of the company do not hold any executive position in any other company at the same time. The Board has clearly defined respective roles, responsibilities and duties of the CFO, the HIAC and the CS.

Managing Director (MD), Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) are regularly attended in the Board of Directors meeting to assist the Board of Directors in taking prudent decisions by providing the information and logistics.

ROLES, RESPONSIBILITIES & DUTIES OF CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT & COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS)

As per Corporate Governance Code issued by BSEC the Board of Unique Hotel & Resorts PLC has defined respective roles, responsibilities and duties of the Chief Financial Officer (CFO), the Company Secretary (CS) and the Head of Internal Audit & Compliance (HIAC) of the Company. The Head of Internal Audit & Compliance is responsible for reporting to the Board Audit Committee of Unique Hotel & Resorts PLC regarding any deviations from the internal control systems of the Company. They report directly to the Managing Director (MD) and directly assists on all strategic and tactical matters as they relate to budget management, cost benefit analysis, forecasting needs and the securing of new funding.

AUDITORS APPOINTMENT

STATUTORY AUDITOR

The statutory audit is governed by the Companies Act, 1994, The Bangladesh Securities and Exchange Commission's Ordinance, 1969, Bangladesh Securities and Exchange Commission's Rules 1987 and applicable laws of Bangladesh, which explicitly provide guidelines for the appointment, scope of work and retirement of auditors.

M/S. S.F. Ahmed & Co., Chartered Accountants; re-appointed as Statutory Auditor in the 23rd Annual General Meeting by the shareholders and upon successful completion of two years they have applied for re-appointment for the next year. As such the Board of Directors recommended M/S. S.F. Ahmed & Co., Chartered Accountants member firm of HLB International Ltd. for re-appointment as external auditor for the financial year 2025-26 subject to the approval of the shareholders in the ensuing 24th AGM of the Company scheduled to be held on 24 December 2025.

CG COMPLIANCE AUDITORS

As per condition No. 9 of "Corporate Governance Code 2018 and subsequent amendment thereof" issued by Bangladesh Securities and Exchange Commission (BSEC), the listed Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and such certificate shall be disclosed in the Annual Report.

In this regard, the Board of Directors has recommended the current CG Compliance auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice for re-appointment for the financial year 2025-26 subject to the approval of the shareholders in the ensuing AGM of the Company Scheduled to be held on 24 December 2025. The Compliance Certificate for the year ended 30 June 2025 has obtained from M/S. Mohammadullah & Associates and certifies that the Company has duly complied with all the regulatory requirements as stipulated in the new Corporate Governance Code of Bangladesh Securities & Exchange Commission's notification no. BSEC / CMRRCD/2006-158/207/Admin/80 dated 10 June 2018.

AUDITOR'S OPINION

M/S. S.F. Ahmed & Co., Chartered Accountants has submitted an unqualified Audit Report for the year ended 30 June 2025 along with "Emphasis of Matter" paragraph in the Auditor's Report for the year ended on 30 June 2025. The Corporate Governance Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice certifies that the Company has duly complied with all conditions of the Corporate Governance Code and also complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB). The Compliance auditor has issued highly satisfactory opinion on the compliance of the Company. The statutory auditors of "Unique Hotel & Resorts PLC." has given a "Emphasis of Matter" paragraph (Note No. 9.03 & 9.04) in the Auditor's Report for the year ended on 30 June 2025.

INDEPENDENT SCRUTINIZER

As per the Bangladesh Securities and Exchange Commission's guidelines the due process of election and detailed information of voting results shall be authenticated by the stock exchange(s) along with an Independent Scrutinizer as appointed by the issuer company, and such authenticated report shall be submitted to the Commission within 48 (forty-eight) hours of conclusion of the general meeting.

Accordingly, M/S. Mohammad Sanaulah & Associates, Chartered Secretaries & Management Consultants; appointed as Independent Scrutinizer in the 184th Board of Directors Meeting for observing the due diligence and AGM process, election procedure and detailed information of voting results of the 24th AGM of the Company.

INDEPENDENT SERVICE PROVIDER

Satcom IT Limited has appointed by the board to provide the service for conducting the 24th Annual General Meeting in Digital Platform as an Independent Service provider as per Bangladesh Securities and Exchange Commission's Guideline.



Md. Sharif Hasan FCS, LL.B
Director – Regulatory Affairs &
Company Secretary



Salina Ali
Chairperson



Mohd. Noor Ali
Managing Director

ROTATION OF THE DIRECTORS

Pursuant to section 91(1) of the companies Act, 1994 and article 104 of the Article of Association of the Company, 1/3 of the Board members will retire in each AGM. Accordingly, Mrs. Salina Ali & Mr. Md. Khaled Noor, Director will retire in the 24th AGM. Being eligible, both expressed their willingness for re-election in ensuring AGM subject to the approval of the Shareholders. Furthermore, for the purpose of gender diversity and female representation on the Board, Ms. Nabila Ali, eldest daughter of Mr. Mohd. Noor Ali, Managing Director and Mrs. Salina Ali, Chairperson of Unique Hotel & Resorts PLC, has been appointed as Director on the Board of Directors of Unique Hotel & Resorts PLC with effect from 29 December 2024 which will be confirmed at the forthcoming 24th Annual General Meeting of the Company scheduled to be held on 24 December 2025.

GOING CONCERN

As per IAS 1 paragraph 25, a company is required to make assessment at the end of each year to assess its capability to continue as a going concern. Management of the Company makes such assessment each year. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage against its liabilities. For this reason, the directors continue to adopt the going concern assumption while preparing the financial statements.

WEBSITE AND IT FACILITIES OF THE COMPANY

Pursuant to the clause no. 44 of the Listing Regulations, Unique Hotel and Resorts PLC is managing efficiently automated IT enabled website. The website is successfully satisfying to its stakeholders and shareholders. Investors can get all updated information from the Company website. The Company's official website www.uhrlbd.com is linked with the website of the stock exchange(s). The Company make available the detailed disclosures on its website immediately as required under the listing regulations of the concerned stock exchange(s).