VENTIVE HOSPITALITY LIMITED

SUCCESSION POLICY

BACKGROUND

Succession planning is an important part of Ventive Hospitality Ltd.'s (the Company) commitment to strong governance and long-term business continuity. As the Company grows its portfolio of premium hospitality assets and deepens its partnerships with global hotel brands, it becomes essential to ensure that key leadership roles are always supported by capable and well-prepared successors. This approach is reinforced by the broader regulatory environment within which the Company operates, including the requirement under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, particularly Regulation 17(4)—which emphasizes the importance of having orderly succession plans in place for Board and Senior Management positions.

This Policy supports Ventive's goal of building a resilient leadership pipeline by identifying critical positions, assessing future leadership needs, and developing individuals with the competencies required to guide the Company's expansion, uphold service excellence, and strengthen its global partnerships. The Policy ensures that transitions occur smoothly and efficiently, allowing the Company to operate without disruption and continue delivering exceptional guest experiences.

APPLICABILITY

- All members of the Board of Directors.
- Key Managerial Personnel (KMP)
- Senior Management

OBJECTIVES

- Ensure orderly, timely, and smooth transition for critical leadership roles.
- Maintain a strong internal pipeline of high-potential talent.
- Align leadership development with Ventive's Mission, Vision, and Core Values.
- Mitigate risks associated with unplanned leadership vacancies.

SUCCESSION PLAN FOR THE BOARD AND KMP

The Nomination & Remuneration Committee (NRC) is responsible for evaluating all candidates proposed for appointment or reappointment to the Board and KMP level. In carrying out this responsibility, the NRC assesses the individual's professional qualifications, industry experience, leadership capability, integrity, and alignment with the Company's long-term strategic direction. The NRC ensures that candidates possess the ability to contribute meaningfully to governance, risk oversight, and sustained value creation. In addition, the NRC ensures that all prospective Board members embody Ventive's core identity, including the Company's commitment to establishing global partnerships with internationally recognized hospitality brands, delivering excellence in guest experience and asset development, and upholding high standards of sustainability, design quality, and responsible growth across all operations. Before recommending any appointment, the Company undertakes a comprehensive due-diligence process that includes background verification, reference checks, conflict-of-interest assessment, and a review of regulatory compliance and governance standards to ensure the suitability and integrity of the candidate.

Where the Board requires specialized competencies or exposure beyond the Company's internal talent pool, the NRC may engage external and independent executive search firms to support identification and evaluation of suitable candidates.

SUCCESSION PLAN FOR SENIOR MANAGEMENT.

The NRC may conduct an annual review of the Senior Management structure to identify critical leadership roles and evaluate potential internal or external successors. This review shall include assessment of succession readiness, capability gaps, and required development interventions to ensure continuity and stability in essential functions. As part of the due-diligence and evaluation process, the Company shall examine each candidate's professional track record, functional competence, leadership behaviours, cultural alignment with Ventive's values, and operational excellence. These assessments may also include integrity checks and compliance reviews to ensure suitability for elevated responsibilities.

POLICY REVIEW

This Policy will be reviewed annually by the Board and updated as needed to reflect organizational or regulatory changes.