

TOGETHER
WE'RE
better!

Annual Report 2024-2025
UNIQUE HOTEL & RESORTS PLC



THE WESTIN
DHAKA

SHERATON
Dhaka



Elevated Expressway

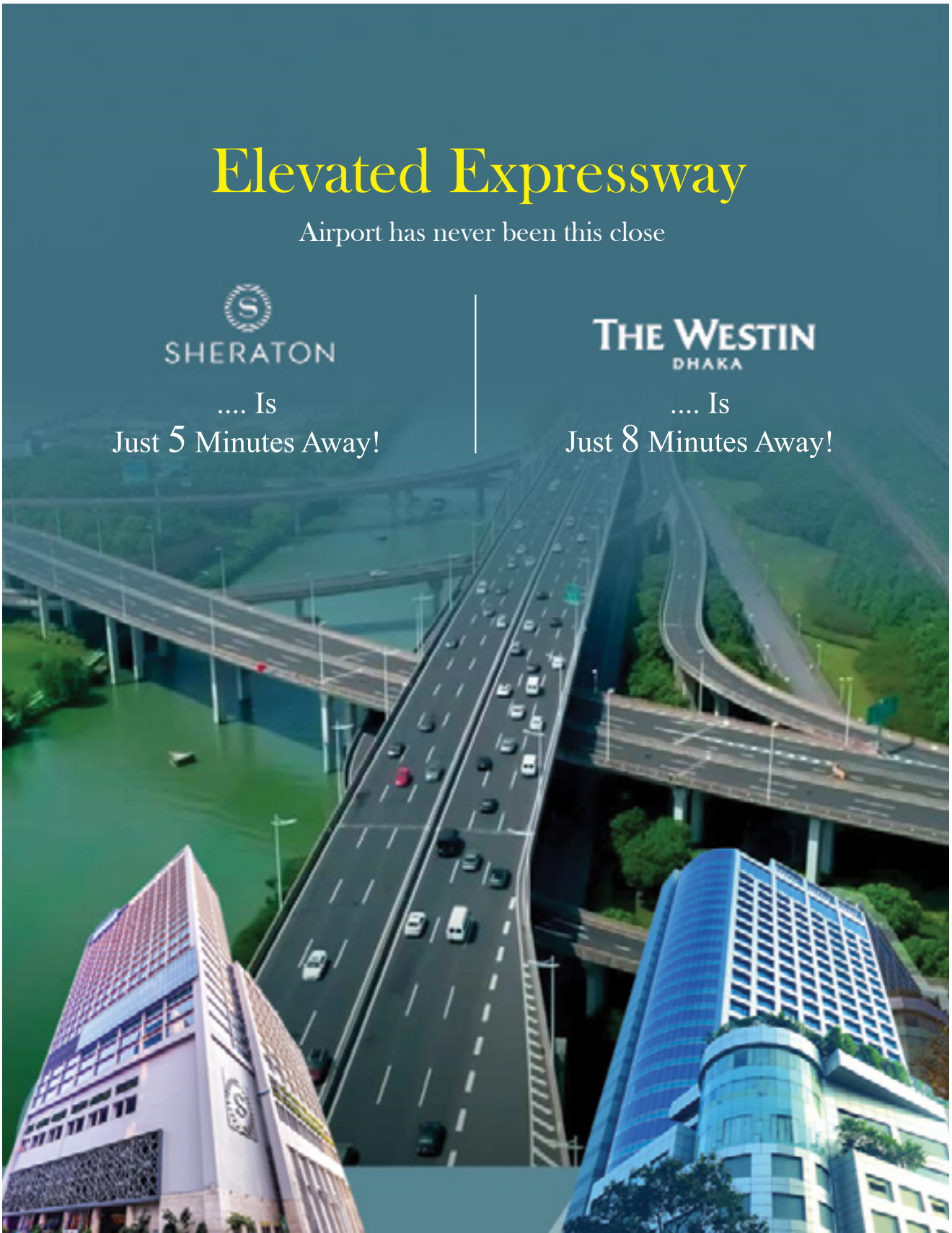
Airport has never been this close


SHERATON

.... Is
Just 5 Minutes Away!

THE WESTIN
DHAKA

.... Is
Just 8 Minutes Away!





Scan to view the Online report



The integrated annual report
in print & PDF formats



This annual report is also
available on our website
<https://www.uhrlbd.com>



ANNUAL GENERAL MEETING

Day & Date: Wednesday, 24 December 2025

Time: 11:00 a.m.

Dividend: **16%** Cash



TOGETHER WE'RE *better!*

Unique Hotel & Resorts PLC is the leading Hotel & Hospitality Management Company which is the owner of "The Westin Dhaka" and the pioneer of Five Star hotel in the private sector of Bangladesh. It started its commercial operation from 1st July 2007. Since then, it has been maintaining consistent growth with innovation & valued services and has become the number one in Bangladesh as well south Asia region. The business activities connected with the hotel business are carried out through a Management Contract executed on 17th December 1999 between Unique Hotel & Resorts Ltd. now Unique Hotel & Resorts PLC ("the Owning Company") and Westin Asia Management Co. ("the Operator"), a wholly-owned subsidiary of Starwood Hotels & Resorts Worldwide, Inc. now Marriott International, Inc. The Operator is knowledgeable and experienced in managing and promoting five-star hotels and resorts and has (and/or its Affiliates have) been performing such services throughout the globe since long.

Later on, Unique Hotel & Resorts PLC established it's another hotel at Uttara name HANSA - A premium residence. It the highest quality serviced hotel in Uttara area sets the benchmark of quality accommodation in Bangladesh. Another prestigious property Sheraton Dhaka an iconic brand of Marriott International is in simulation stage and waiting for grand opening soon. This hotel is located in the Banani area where customer receives excellent service along with a new benchmark to the F&B experience of the city.



Our Guests

We are committed to meeting and exceeding the expectations of our guests through our unremitting dedication to perfection in every aspect of service.



Our People

We realize that our people are our truest asset. We are totally committed to their growth, development and welfare.



Our Shareholders

We believe it is our responsibility and duty to create extraordinary value for our shareholders, who have reposed their trust in us and our abilities.

AT A GLANCE

Delivering excellence in customer service, driven by ambitious people flourishing within a culture of integrity, fairness and inclusion.

Unique Hotel & Resorts PLC is the leading Hotel & Hospitality Management Company which is the owner of "The Westin Dhaka, Sheraton Dhaka & HANSA-A Premium Residence and the pioneer of Five Star hotel in the private sector of Bangladesh. We are renowned not only for our opulence and exquisite hospitality, but also for our distinction amongst our peers.

OVERVIEW

| | | |
|--------------------------------------|-----------------------------------|---|
| 2000 Year of Incorporation | 24+ Years of Excellence | 2012 Listed in Stock Exchanges (DSE & CSE) |
|--------------------------------------|-----------------------------------|---|

PORTFOLIO

| | | |
|---|---|--|
| 02 Hotels - The Westin Dhaka & Hansa A- Premium Residence (Full phase running) | 311+ Rooms | TOTAL 74,250+ Guests with an Average 6,188 guests per month |
| 01 Hotel – Sheraton Dhaka (other than rooms running) | 248+ Rooms (ready to use) | 01 Power Generation, Unique Meghnaghat Power Ltd. (A Joint venture entity) |
| 58.03% Occupancy (The Westin Dhaka) | 58.13% Occupancy (HANSA – A Premium Residence) | Customer Satisfaction (Rating by Tripadvisor) 4.93/5 Rating Across Portfolio (The Westin Dhaka & Hansa – A Premium Residence) |

OUR PEOPLE

| | | | |
|--------------------------|---|----------------------------|--|
| 818+ Employees | 15.16% Female Employees Across the Company | 58+ Type of Jobs | Age Range 55.26% of our employees are below 35 years |
|--------------------------|---|----------------------------|--|

PERFORMANCE FY 2024-25

BDT 2,683.17 M

Company Revenue

BDT 1,525.41 M

Company Net Profit After Tax

BDT 10,274.56 M

Market Capitalization

BDT 58.40

Highest Stock Price

AA+

Credit Rating

BDT 5.18

EPS

16%

Recommended cash dividend

GOLD AWARD

11th ICSB National Award for Corporate Governance Excellence-2023

BRONZE AWARD

24th ICAB National Award for best presented Annual Report 2023

CONTRIBUTING TO THE UNITED NATIONS' SUSTAINABLE DEVELOPMENT GOALS (UN SDGS)



BEING RECOGNIZED FOR ENSURING TRANSPARENCY, ACCOUNTABILITY, GOVERNANCE AND OPERATIONAL EXCELLENCE

**24TH ICAB
NATIONAL AWARD**
FOR BEST PRESENTED
ANNUAL REPORT-2023



**11TH ICSB
NATIONAL AWARD**
FOR CORPORATE
GOVERNANCE
EXCELLENCE-2023



SAFA AWARD
FOR BEST PRESENTED
ANNUAL REPORT-2022



EVERY ROOM-A HOME

Our brands promise of “Every Room- A Home” embodies the essence of joy by transforming the travel experience into a comforting and personalized retreat. This approach prioritizes creating a warm, inviting atmosphere that resonates with guests, making them feel valued and at ease. From thoughtfully-designed rooms that reflect local culture to welcoming staff who go above and beyond to anticipate guests’ needs, every detail is curated to evoke a sense of belonging. This commitment not only enhances the guest experience, it also fosters joyous memories that travelers carry with them long after their stay. By nurturing connections and providing an environment that feels like home, our hotels create a joyful home where guests can relax, recharge, and truly enjoy their time away from home. We endeavor to bring joy and delight to our guests – through our authentic hospitality that comes straight from the heart.

We define our brand of hospitality through service excellence. Our staff, who are truly the touch points of our brand, are continually inspired and equipped to carry out their roles with pride and professionalism. We know that this is critical if we want to keep our customer relationships dynamic and engaging. We continuously strive to refine our service offerings to meet evolving customer needs and preferences.





Delivering excellence in customer service

Creating positive guest experiences and continuing to develop our brands as the leading sustainable hospitality service provider & operator in Bangladesh, is at the heart of our vision.

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Together we're better!

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Being Recognized for Excellence

Every Room-A Home

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ORGANIZATION OVERVIEW

Saint Martin



LETTER OF TRANSMITTAL

Honorable shareholders
Bangladesh Securities and Exchange Commission (BSEC)
Dhaka Stock Exchange PLC (DSE)
Chittagong Stock Exchange PLC (CSE)
Registrar of Joint Stock Companies & Firms (RJSC & F)
Central Depository Bangladesh Limited (CDBL)
Financial Reporting Council and
All other stakeholders of Unique Hotel & Resorts PLC

Dear Sir(s),
Annual Report for the Financial Year ended 30 June 2025.

We are delighted to present the Annual Report of Unique Hotel & Resorts PLC for the year ended 30 June 2025. This report comprises, among others, a detailed overview of the Company's financial performance, operational highlights, strategic initiatives, and stakeholder's engagement efforts, among others. It is quite evident as you go through this report, we had an eventful year 2025 enduring numerous challenges, yet producing improved business and financial performance.

The Annual Report 2024-25 includes statement from the Chairperson of the Board of Directors, statement of Managing Director, Directors' and Auditors' Report, Management Discussion & Analysis and Financial Statements for the year ended 30 June 2025 with relevant notes.

We would like to express sincere gratitude to our dedicated employees, loyal customers, supportive regulators, valued partners and shareholders for their valuable contributions to our success. Without their commitment and cooperation, we would not have achieved such positive results.

Soft copy of the Annual Report, AGM Notice and relevant forms are available on the Company's website **www.uhrlbd.com**

Thanking you
Yours Sincerely,

Sd/-

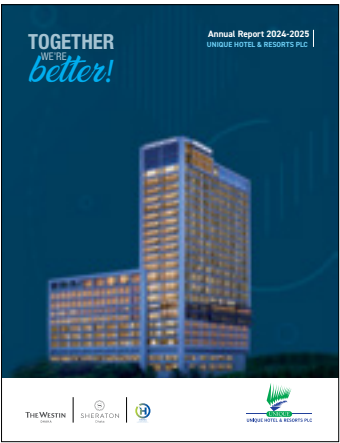
Md. Sharif Hasan FCS, LL.B
Director-Regulatory Affairs &
Company Secretary

Dated, Dhaka
02 December 2025

N.B: The Annual Report 2024-25 is also available on the Company's website at **www.uhrlbd.com**

ABOUT OUR INTEGRATED ANNUAL REPORT

Unique Hotel & Resorts PLC's Integrated Annual Report FY 2024-25 clearly reflects our long-term value creation. Comprehensive and transparent, it outlines how we deliver enduring impact in financial and non-financial areas. The Report highlights our strategic focus on sustainable growth and responsible business practices, reaffirming our commitment to creating meaningful value for all our stakeholders.



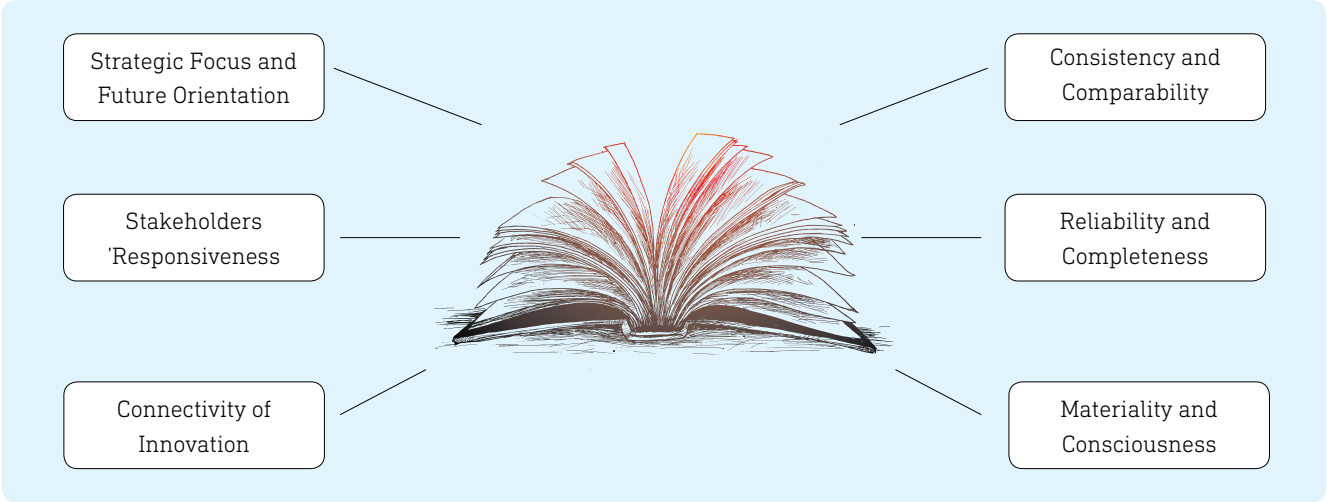
REPORTING PERIOD

This Integrated Annual Report of Unique Hotel & Resorts PLC offers meaningful insights into our strategy, business model, operating environment, risks, performance, future outlook and governance. It covers the reporting period from July 01, 2024 to June 30, 2025. Comparative figures from previous years are included in the Report to provide a comprehensive view. All hotel portfolio numbers are including operational and pipeline, as on June 30, 2025.

REPORTING BOUNDARY AND SCOPE

The Report covers operations of Unique Hotel & Resorts PLC for the period from July 01, 2024 and June 30, 2025. We adopt an annual reporting cycle for both financial to non-financial reporting. This Report builds on the previous year's report for the period ended June 30, 2024. Significant events, if any, after year-end and before the approval date of this report, are also included. Most of the significant items are reported on a comparable basis, and the contents are presented on continuing operations.

Our Reporting Boundary



OUR REPORTING SUITE, REPORTING REGULATIONS, FRAMEWORKS & GUIDELINES

Integrated Annual Report (IAR) 2024-25

- Organizational overview and external
- Environment
- Our Strategy
- How We Create Value
- Governance structure
- Business model
- Risks and opportunities
- Strategy and resource allocation
- Performance
- Outlook
- Basis of preparation and presentation

Governance and Audited Financial Statements 2024-25

- Directors and management profiles
- Directors' report
- Certification on Corporate Governance
- Corporate Governance Compliance report
- Report of the Board Audit Committee
- Report of the Board NR Committee
- Report of the Investment & Risk Management Committee
- Report of the CSR & Sustainability Committee
- Independent Auditors' Report
- Audited financial statements of UHR PLC

Regulations

- Companies Act, 1994 & 2nd Amendment (2020)
- Financial Reporting Act, 2015 (issued by Financial Reporting Council)
- Bangladesh Securities and Exchange Commission rules and regulations
- Income Tax Act, 2023 (and amendments thereof)
- Value Added Tax Act, 2012 and Value Added Tax Rules, 2016 (and amendments thereof)
- Corporate Governance Code 2018 (and amendments thereof)
- Listing Regulations, 2015 requirements of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE)
- Rules and regulations of Central Depository Bangladesh Limited

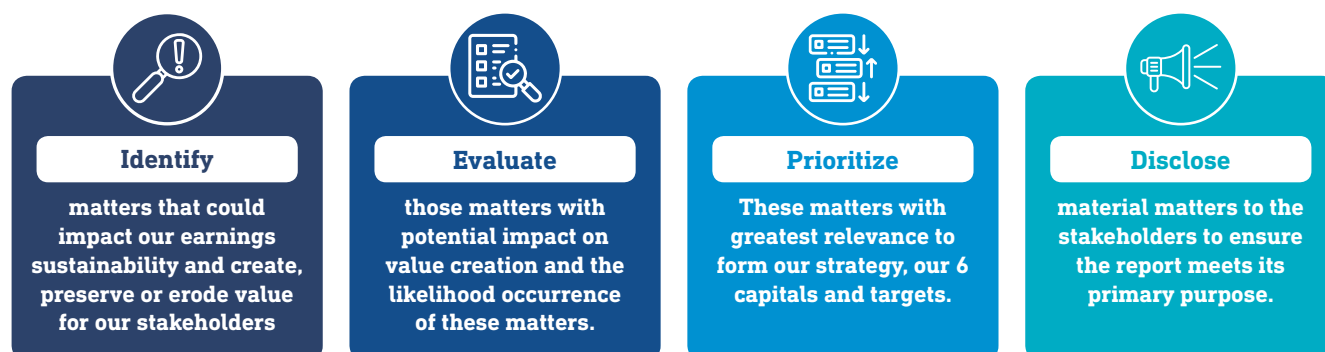
Frameworks and Guidelines

- International Financial Reporting Standards (IFRSs) and related interpretations
- Integrated Reporting Framework issued by International Integrated Reporting Council ("IIRC") and adopted by IFRS Foundation
- SAFA and ICAB Reporting requirements
- ICSB Corporate Governance Checklist
- The Bangladesh Secretarial Standards (BSS) issued by the Institute of Chartered Secretaries of Bangladesh (ICSB).

MATERIALITY

Materiality Information presented in this Report has been collated based on the principle of materiality. Material topics are those which have or could potentially impact the Company's ability to create value over the short, medium and long term.

Materiality serves as a cornerstone in our annual report, guiding our focus on disclosing information that could impact stakeholders' decision-making. We adhere to rigorous standards to determine materiality, considering both quantitative thresholds and qualitative significance. By prioritising material information, we ensure transparency, relevance, and reliability in our reporting, empowering stakeholders with the insights they need to make informed decisions about our company. UHR's materiality determination process for the purpose of preparing and presenting this integrated report involves 4 key steps:



INTEGRATED THINKING-REPORTING CYCLE

Adopting the Integrated Reporting Framework and Integrated thinking Principles have not only enabled us to advance our communication standards, but have also enabled us to plan and execute initiatives that have been a force for financial stability and sustainable development. With sustainability at the front and center of our evolved strategy, the rotation of integrated reporting-thinking has helped promote a more cohesive and cogent approach in our realm of “performance communication”. It has also enabled us to view the factors that materially affect our ability to create value over time, while also enhancing our accountability and stewardship of our six capitals. Truly, integrated thinking has improved our decision-making abilities and actions that have enabled us to view value creation through the prisms of the short-term, medium-term and long-term. Our integrated reporting process is monitored

by the Board Audit Committee. Our internal and external audit teams cover key controls and accounting matters in the course of their audits, thus ensuring information accuracy. Other levels of external assurance are obtained as and when required from the relevant Government authorities, regulators and professional bodies. Our corporate governance framework is the mainstay of this report, signifying our collective commitment in accomplishing performance with integrity and ethics through the lens of our decision-making processes and effective management systems, guided by our Board and Leadership team.

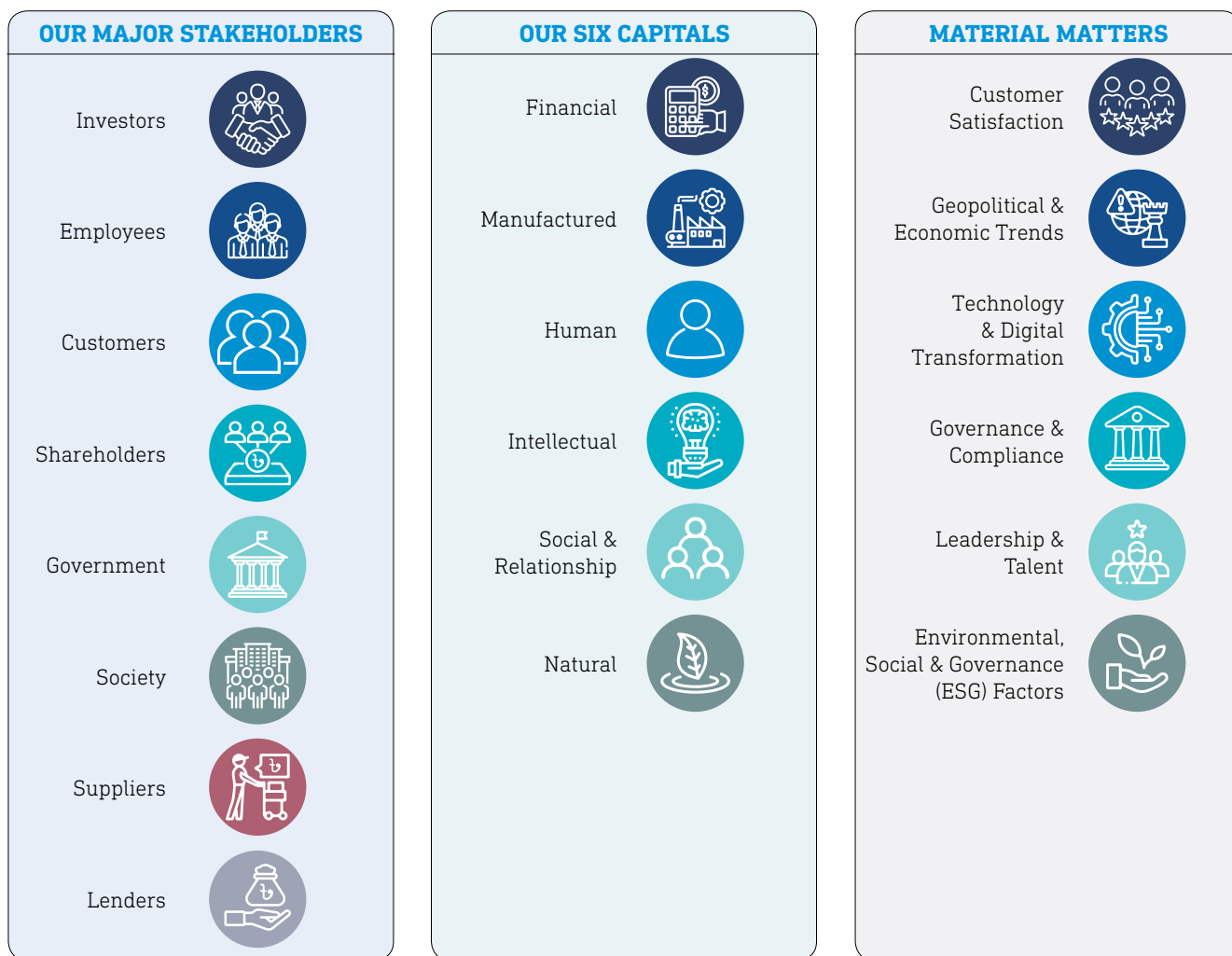
COMBINED ASSURANCE

The credibility and integrity of this report is ensured through a combined assurance model which includes assurance from our management, internal audit and third-party external auditors.

| Particulars of the Reports | External Assurance | Particulars of the Reports | Internal Assurance |
|--|---|----------------------------|--|
| Independent Auditor's Report and Audited Financial Statements as on 30 June 2025 | M/S. S F AHMED & CO. Chartered Accountants has issued an unqualified opinion | Legal Advisors | Mr. Md. Ramzan Ali Sikdar Senior Advocate Supreme Court of Bangladesh Dr. Kamal Hossain & Associates Metropolitan Chamber Building (2nd Floor) 122-124, Motijheel C/A, Dhaka-1000. Mr. Md Abu Taleb Advocate, Supreme Court of Bangladesh Legend Law Chambers (Barristers, Advocates & Consultants) |
| Certification of Corporate Governance Compliance | M/S. Mohammadullah & Associates, Chartered Secretaries in practice has given satisfactory report on corporate governance practice and compliance | Internal Auditor | Hoda Vasi Chowdhury & Co. Chartered Accountants |
| Credit Rating Report | Credit Rating Information and Services Ltd. (CRISL) has given Outstanding rating where AA+ certified for long term and ST-2 for short term loan payment capacity. | | |

CONTRIBUTION TO UN SDGs

Unique Hotel & Resorts PLC are actively committed to contributing to the achievement of the SDGs and accordingly we have identified seventeen goals based on the evaluation of imports of our business operation on SDGs across the entire value creation model.



ENHANCING TRANSPARENCY AND DISCLOSURE IN THIS YEAR'S REPORT

In this year's Annual Report, we have taken deliberate steps to elevate our reporting standards, ensuring clearer and more impactful communication of how we utilise our capitals to generate sustainable value. These enhancements reflect our commitment to adapting to an evolving external landscape, particularly Bangladesh's tourism sector, meeting stakeholder expectations, and aligning with UHR PLC's vision for transparent and effective corporate communication.

Key improvements introduced in this report include

- Improvements done to the Value Creation Model, inclusion of adequacy of each capital, demonstrating the net impact on capital through the value creation process and linking risks and opportunities that affect the business model, with detailed discussions placed within the Report.
- Greater connectivity depicted on key reporting elements such as strategic pillars, material matters, impact on stakeholders and capitals across the Report through meaningful cross-referencing and iconology.
- A comprehensive analysis of the Bangladesh economy and the tourism sector with the Company's strategies and actions discussed in responding to emerging opportunities.

ACHIEVING EXCELLENCE IN OUR 2023-24 ANNUAL REPORT



GOLD AWARD

11th ICSB National Award for Corporate Governance Excellence-2023



BRONZE AWARD

24th ICAB National Award for best presented Annual Report 2023

FORWARD-LOOKING STATEMENTS

Forward-looking statements within this annual report involve risks, uncertainties, and assumptions that may cause actual results to differ materially from those expressed or implied by such statements. These statements typically include projections, expectations, and forecasts regarding future events, trends, and opportunities based on current assessments and assumptions. While we believe these statements are reasonable, they are subject to various factors and uncertainties that could cause actual results to differ materially from those anticipated.

These factors include but are not limited to changes in market conditions, regulatory environments, and competitive landscapes. Accordingly, stakeholders should exercise caution when relying on forward-looking statements and

are encouraged to review our filings with relevant regulatory authorities for a comprehensive understanding of the risks and uncertainties that could affect our future performance and prospects. The Company makes no commitment to revise or update any forward-looking statements to reflect events or circumstances occurring or existing after the date of any forward-looking statements.

BOARD RESPONSIBILITY STATEMENT

The Report has been reviewed by the Board of Directors along with Management of the Company, and they acknowledge their responsibility in ensuring that the Report addresses all material issues and presents the integrated performance of the Company and its impact in an accurate manner.

THIS REPORT ON YOUR FINGERTIPS



Please scan the QR code to access a digital copy of this report. Accessing a digital copy over a physical one will contribute to reducing our environmental impact.

FEEDBACK

We aim to continuously engage with our stakeholders as their feedback can improve our reporting content. To share your comments and feedback, please contact our Investor Relations Officer: Mr. Md. Abdul Kaiwm Sikder at

► info@uhrlbd.com

EXPLORE ONLINE

Visit our corporate website to find more

► www.uhrlbd.com





VISION

As the Pioneer in providing the real hospitality services in Bangladesh, we will strive to remain best-in-class not only in our country but also in this region by ensuring the most efficient & quality services.



MISSION

To thoroughly understand the needs of our patrons, customers and associates, to consistently surpass their expectations by delivering personal and intuitive services.

A LEGACY FORWARD...

1999

- Signing of Management Contract with Star Wood International Hotel Chain, USA



2000 -2010

- Incorporation of the Company & Certificate of commencement of business
- License from Bangladesh Energy Regulatory Commission
- License from Ministry of Civil Aviation & Tourism
- License from Ministry of Environment & Forests
- Grand Opening of Westin Dhaka



2011-2015

- Approval of Initial Public Offering by Bangladesh Securities and Exchange Commission
- Listing with Chittagong Stock Exchange PLC
- Listing with Dhaka Stock Exchange PLC
- Membership of Dhaka Chamber of Commerce & Industry
- Category of Share Change to "A" from "N"
- Increased Authorized Capital of BDT 10,000 million & Paid-up Capital of BDT 2,944 million
- Membership of BAPLC
- SAFA & ICAB Award
- ICSB Corporate Governance Excellence' Award
- World Luxury Hotel Award
- World Travel Award

2016-2020

- LOI awarded for Development of 584 (Net) Gas/R-LNG based Combined Cycle Power plant
- International Chamber of Commerce (ICC)
- Launched HANSA- A Premium Residence
- Awarded a pre-qualification license from BEZA to operate a private economic zone named "Sonargaon Economic Zone Limited"
- ICSB Corporate Governance Excellence' Award
- SAFA & ICAB Award for best presented Annual Report
- World Luxury Spa Award



2021-2023

- Opened "The Garden Kitchen" at Shareton Dhaka
- The name of the Company changed from Unique Hotel & Resorts Limited to Unique Hotel Resorts PLC
- Mother Teresa Award for exceptional contributions to industry & Society
- Financial Excellence Award on south Asia Finance Breakout Summit
- Trip Advisor's Certificate of Excellence
- Haute Grandeur Global Awards
- Asia Luxury City Hotel Awards
- World Luxury Restaurant Award
- SAFA & ICAB Award for best presented Annual Report
- ICSB Corporate Governance Excellence' Award



2024-2025

- Obtained COD of "Unique Meghnaghat Power Limited" (A Joint venture entity of Unique Hotel & Resorts PLC) issued by Bangladesh Power Development Borad (BPDB)
- ICSB Corporate Governance Excellence' Award
- ICAB Award for best presented Annual Report
- Bangladesh Travel, Tourism & Hospitality Award
- South Asia Travel Awards in the category of Leading Luxury Hotel/Resort
- World Luxury Spa Award
- Top Engaged Hotel 2025, Trip.com Global Summit (China)
- The South Asian Travel Awards (SATA) has awarded The Westin Dhaka for Leading Wellness and Spa Hotel/Resort





NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting (AGM) of Unique Hotel & Resorts PLC will be held on Wednesday 24th December 2025 at 11.00 a.m. (Bangladesh Time) through Digital Platform at the link <https://uniquehotel.bdvirtualagm.com> to transact the following business:

AGENDA

1. To receive, consider and adopt the Directors' and Auditors' Reports and the Audited Financial Statements of the Company for the year ended June 30, 2025.
2. To declare dividend for the year ended June 30, 2025 as recommended by the Board of Directors.
3. To elect/re-elect Directors.
4. To approve the re-appointment of Managing Director.
5. To approve the appointment of Independent Director.
6. To re-appoint Statutory Auditor for the year 2025-26 and to fix their remuneration.
7. To appoint Corporate Governance Compliance Auditor for the year 2025-26 and to fix their remuneration.

By Order of the Board,

Sd/-

Md. Sharif Hasan FCS, LL.B

Director-Regulatory Affairs &
Company Secretary

02 December 2025

Registered Office

Plot No. 1, CWN (B), Road No. 45
Gulshan – 2, Dhaka -1212.

Notes:

- i. The Shareholders whose name appeared in the CDS/Members' Register of the Company on the record date i.e, Tuesday, November 18, 2025, shall be entitled to attend and vote at the Virtual AGM and receive the dividend subject to the approval of the shareholders.
- ii. The Board of Directors has recommended 16% Cash Dividend for all shareholders for the year ended 30 June 2025.
- iii. Pursuant to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021, and Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024, the AGM will be held through digital platform.
- iv. A member entitled to attend and vote at the Virtual Annual General Meeting may appoint a proxy to attend on his/her behalf. The proxy form, duly filled in and stamped (Tk.100), must be deposited at the Share Department of the Company's Corporate office at Borak Mehnur (Level-16), 51/B Kemal Ataturk Avenue, Banani, Dhaka-1213 not later than 48 hours of the meeting i.e. within 11.00 a.m. of 22 December 2025.
- v. Cash dividend will be credited to the respective bank account of the eligible Shareholders through BEFTN.
- vi. The virtual AGM portal will be opened 48 hours before the meeting. The procedure or manual of login, submission of question/ comments, casting vote will be uploaded in the AGM portal in due course.
- vii. The soft copy of the Annual Report 2024-25 will be sent to the members email address available in their Beneficial Owner (BO) accounts maintained with the Depository. The Annual Report 2024-25 will also be made available on the Company's website at: www.uhrlbd.com
- viii. In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, no food or gift will be arranged at the AGM. (আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কুপন প্রদানের ব্যবস্থা থাকবে না)।



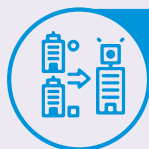
Shareholders can join Virtual AGM from Laptop, PC,
Mobile or Tab using this QR Code.



To view our Annual Report online
Log on to <https://www.uhrlbd.com/uhrfinancial010.php>

STRATEGIC OBJECTIVES & CORE VALUES

To achieve the vision and mission by rendering the world class services through innovation and continuous development with premium quality.



To strives for upright the brand image by delivering excellence with an ultimate aim of becoming a globally competitive business conglomerate.



To have a robust value system comprising positive attitude and result -oriented actions.



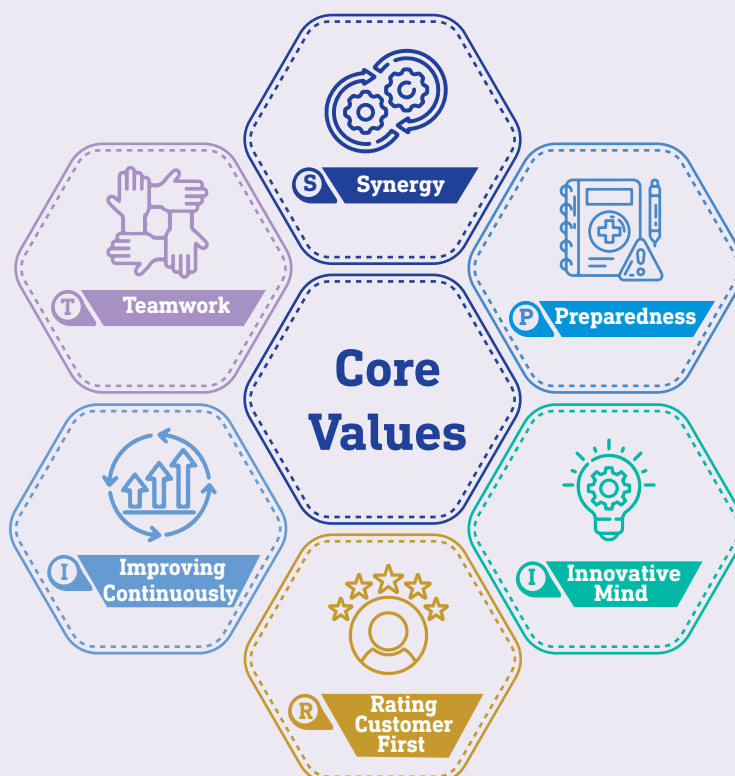
To be the most sustainable business Service that will achieve excellence by ensuring the interests of the consumers, stakeholders, employees, economy and the public.



The strategy is to keep its entrepreneurial spirit alive with an innate passion for reaching greater heights.

CORE VALUES

Unique Hotel & Resorts PLC **always value its core values. We believe in “SPIRIT”** which means -



OUR BUSINESS MODEL

CRAFTING VALUE WITH PURPOSE

At UHR PLC, we create value through our business model by converting our inputs, through our business activities, stakeholder purpose and accountability, to drive impact that is beneficial for all our stakeholders.

OUR INPUTS (RESOURCES AND RELATIONSHIPS)

FINANCIAL CAPITAL



The financial resources which are used to meeting operational expenses and reaching strategic goals.

- Retained earnings: Tk. **909.54** crores
- Shareholders' funds: Tk. **2,764.66** crores

SOCIAL AND RELATIONSHIP CAPITAL



Mutually beneficial relationships that we have nurtured with our stakeholders underpin our reputation.

- Local and foreign guests.
- Having strong channel partners including travel agents, tour operators and country representatives.
- A strong supplier network.
- Relationships with the wider community.

INTELLECTUAL CAPITAL



The tacit knowledge of our team, systems, processes and our brands which underpin our performance.

HUMAN CAPITAL



The skills and attitude of our workforce, who support the delivery of our strategic objectives.

- 818** employees in **03** Hotels including Head Office

MANUFACTURED CAPITAL



Our distinct property portfolio and supporting infrastructure in place is key to ensuring guest satisfaction.

- Property, Plant and Equipment: Tk. **2,023.57** Crores
- 559+** rooms across **03** Hotels

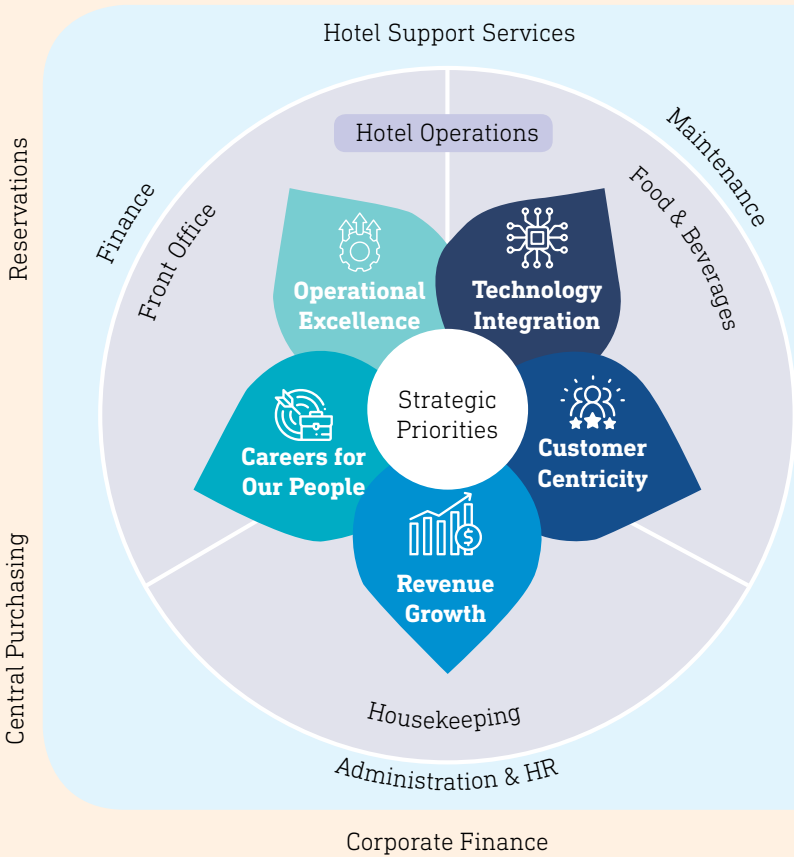
NATURAL CAPITAL



The natural resources we consume in the value creation process.

- Energy consumption: **17,938,780** kWh
- Water consumption: **1,061,614** m3
- Surrounding **eco-system**

VALUE TRANSFORMATION



ENABLED BY



OUTPUTS



Revenue
Generated:
Tk. **268.32**
Crores



Average Guest
per month:
4,760-The
Westin Dhaka
1,428-
Hansa-A
Premium
Residence



Average Guest
Satisfaction
Score:
93.1%



Offering unique
experiences to
enhance guest
satisfaction.



Footprints at
The Westin
Dhaka
Carbon
Footprint:
126.98 kg per
room night
Water Footprint:
2433.64 liters
per room night

OUTCOMES

ECONOMIC



- Value Created: Tk. **298.77** Crores
- Employee Salaries and Benefits:
Tk. **35.58** Crores
- Contribution to the national exchequer: BDT
492.25 mn
- Dividends to Shareholders: **16%** cash dividend
(Proposed)

FINANCIAL



- Profit before tax: Tk. **35.21** Crores
- Profit after tax: Tk. **152.54** Crores
- Earnings per share: Tk. **5.18**
- Total capital expenditure: Tk. **4.45** Crores
- Return on equity: **5.52%**
- Net finance cost: Tk. **102.33** Crores

SOCIAL



- 78** new employment opportunities created
- 1,315** No. of training (offline & online)
conducted for employees
- 36,440** man-hours of employee training
- ZERO** complaints made by our employees
and workers
- 10%** employee retention rate
- Investment in community
- 25%** Domestically Sourced Products

ENVIRONMENTAL



- 0** Deforestation
- 100%** Recycling and waste management
- 100%** Municipal waste recycled
- 100%** effluents treated prior to safe disposal
- Zero** ecosystems adversely affected through
our operations
- Promoting sustainable tourism

GOVERNANCE



- Zero** instances of non- compliance with laws
and regulations

STAKEHOLDER IMPACT

SHAREHOLDERS



Generated sustainable
shareholder value

CUSTOMERS



Offering unique and immersive
guest experiences

GOVERNMENT



Contributing to the
development of the country's
economy

EMPLOYEES



Providing competitive rewards
and benefits in a conducive
work environment

BUSINESS PARTNERS



Nurturing partnerships for
mutual growth

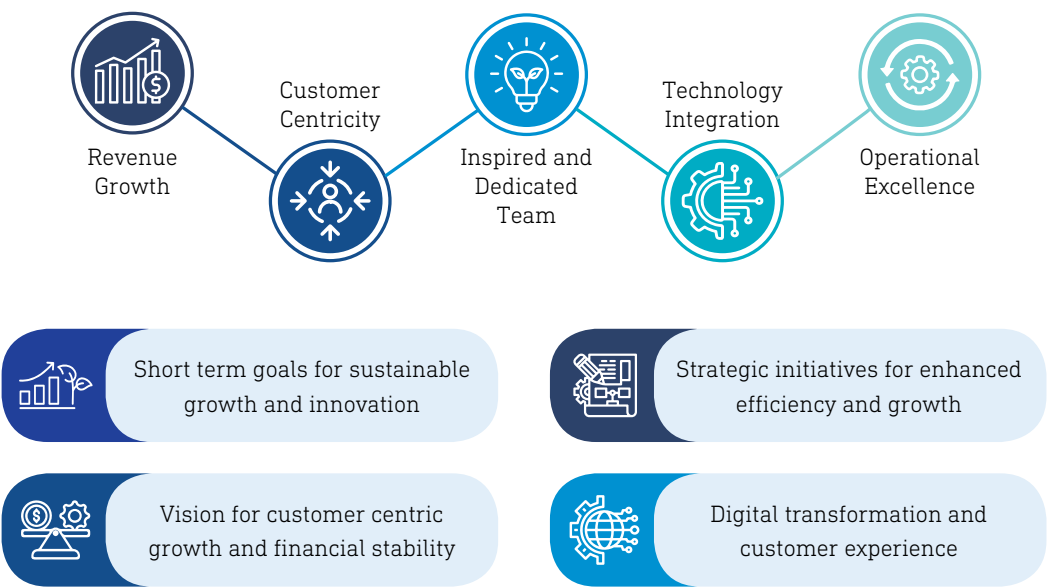
COMMUNITIES



Driving meaningful change

STRATEGY AND RESOURCE ALLOCATION PLAN

The Company’s strategy was developed by taking into consideration operating challenges and risks, emerging opportunities, stakeholder needs and our impact on society and the environment. Adaptability is central to our strategy as we operate in a dynamic business environment. We regularly conduct a review of our strategic priorities and adjust plans, modify objectives and reallocate resources as necessary to ensure it remains relevant in supporting the business to achieve its long-term targets and overall vision in this evolving operating environment. With the previous year being a year of rebuilding and consolidation, this year, we gradually switched our focus towards driving growth, by capitalising on the stabilization of the domestic economy as well as the growth in tourist arrivals from traditional as well as non-traditional markets. Our key strategic pillars are graphically presented below:




Our goals to achieve overall strategic objectives

| | | | | | |
|-------------------------|---|--------------------------|--|------------------------|--|
| Short-term goals | <ul style="list-style-type: none">Promote green hotel business and support customers in adopting low carbon initiatives.Innovate and launch new products and services to boost revenue.Supporting our employees to acquire new skills or update existing ones.Pursuing growth in non-traditional markets.Leverage market intelligence and data analytics for tailored customer offerings. | Medium-term goals | <ul style="list-style-type: none">Continuous focus on training and development propositions.Increasing talent retention by creating pathways for career progressionIncreasing female recruitment.Enhance competitiveness through digital innovation.Implement carbon footprint tracking to drive sustainable business decisions as well as maintain regulatory compliance. | Long-term goals | <ul style="list-style-type: none">Strengthening the brand & creating Brand Loyalty.Incorporation of AI and related tools to enhance our operations.Digitisation and automation of processes.Implement additional measures to monitor and manage environmental footprint.Create an environment that will help to attract and retain quality people. |
|-------------------------|---|--------------------------|--|------------------------|--|

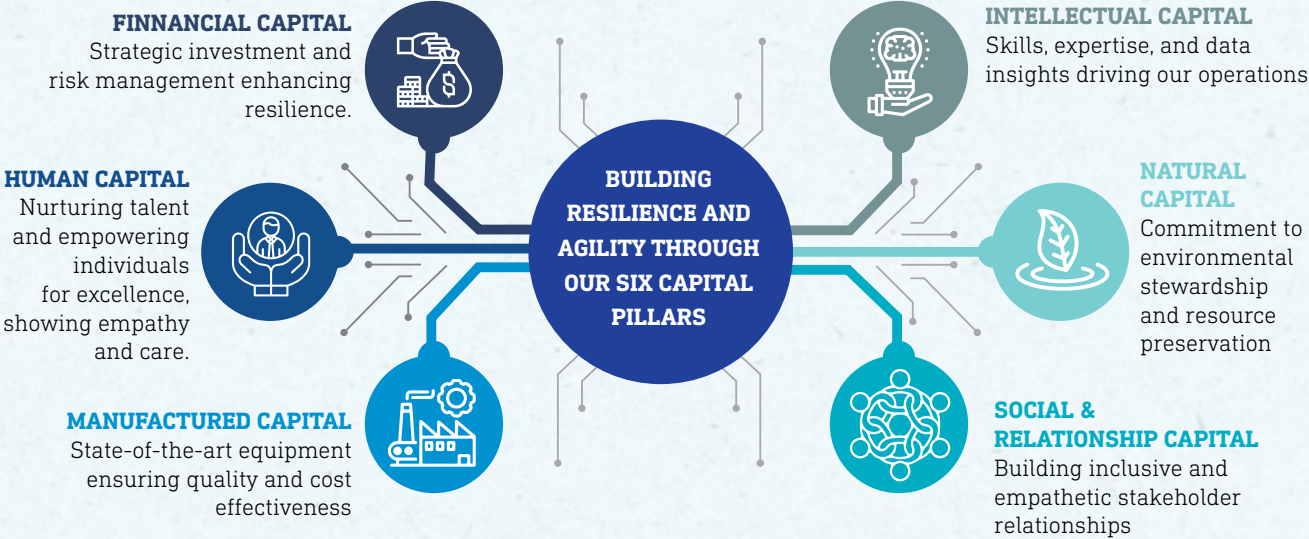
RESOURCE ALLOCATION PLAN

To meet the said goals, following priorities, resource allocation & resulting key performance indicator are set

| Capital | Strategic Priorities | Resource allocation plan | Key performance indicators (KPIs) |
|---|--|---|--|
|  Financial Capital | <ul style="list-style-type: none"> - To enhance risk-adjusted return on capital employed. - To improve asset quality, rationalize cost of fund and operating expenses. | <ul style="list-style-type: none"> - Increase shareholders value - Frequent review of loan payment status - Improve financial stability | <ul style="list-style-type: none"> - BDT 268.31 Crores revenue earned. - BDT 152.54 Crores stood as Profit After Tax. - 16% Cash Dividend recommended |
|  Human Capital | <ul style="list-style-type: none"> - To maintain work-life balance. - To ensure a fair, equitable and performance-based appraisal system. - Hire and retain qualified, suitable people with right kind of attitude. | <ul style="list-style-type: none"> - Ongoing efforts to keep HR policy & practices dynamic and transparent to maintain a conducive work environment. - Enhance cooperation and cohesion among cross-functional teams to deliver faster. - Hiring people with right expertise and attitude offering competitive benefit packages. - Increasing investment in HR development through training and experience. | <ul style="list-style-type: none"> - Increase number of professionally qualified employees. - No breach of regulatory compliance. |
|  Manufactured Capital | <ul style="list-style-type: none"> - To widen customer reach through cost-effective business and alternate channels. | <ul style="list-style-type: none"> - Investing in digital business technology to increase customer touch points. | <ul style="list-style-type: none"> - Increase number of customers |
|  Social and relationship Capital | <ul style="list-style-type: none"> - Uphold the image of a 'responsible corporate citizen' in terms of ethical business, compliance and good governance practices. - Ensure delight for customers and employees as well. - Improve and sustain investors' confidence. | <ul style="list-style-type: none"> - Investing in appropriate CSR activities to impact the society positively. - Dealing with customer complaints properly. - Ensuring commensurate contribution to national exchequer. - Arranging various financial literacy programs/workshops. | <ul style="list-style-type: none"> - Allocate an amount as CSR expenditure as per Company policy. - Pay tax/VAT/excise duty in time. - Redressal of investors and customers complaints. |
|  Intellectual Capital | <ul style="list-style-type: none"> - To enhance brand value. - To maintain a strong corporate governance framework. - To improve risk management framework. | <ul style="list-style-type: none"> - To improve organizational efforts to ensure regulatory compliance and follow good governance practices. - To enhance communication and rapport with key regulators to be updated with upcoming regulations and guidance. - To enhance digital security. | <ul style="list-style-type: none"> - Enhance customers' loyalty. - Earn reputation as the most compliant hospitality industry in Bangladesh. |
|  Natural Capital | <ul style="list-style-type: none"> - Reducing carbon footprint through our hospitality service. - Ensure energy efficiency at all hotel premises. - Ensure green and sustainable investment in line with regulatory requirement. | <ul style="list-style-type: none"> - Take initiatives to reduce carbon footprint. - Green features at our hotels. - Provide beneficial service & propositions to customers that advocates for environmental sustainability | <ul style="list-style-type: none"> - Increase financing in green projects - Plastic free premise. |

SIX CAPITAL REPORTS

Our expertise in hospitality stems from how we harness and enhance our diverse capitals. By blending exceptional guest experiences with sound financial insight, we create lasting value for our stakeholders, driving sustainable growth while delivering meaningful impact through thoughtful use of our resources.





FINANCIAL CAPITAL

We have strategically leveraged equity, internal accruals and debt to unlock the full potential of our financial resources. Through prudent financial management, we optimise operations, enhance stakeholder value and propel sustainable growth ensuring our financial decisions consistently support long-term success and resilience

Value Delivered

BDT **2,683.17** M Revenue

BDT **1,525.41** M Profit after Tax

Tk. **5.18**
Earnings per share

Tk. **1.6**
Proposed dividend per share

“AA+” rating
by CRISL

SDG Relevance



Material Matters Served

- Prudent liquidity management
- Sound capital allocation
- Reduction in debt and cost of debt
- Expand profitability levers
- Reduce fixed and variable costs

Impact on other Capitals

The financial capital is affected by the use of all other capitals, that is, if we increase our input in manufactured, human, and intellectual capital there will be an outflow in financial capital in the short run. On the other hand, appropriate investment in these three capitals has positive impact on the financial capital as well as on its outcome in the long run. As UHRPLC has always utilized financial capital keeping an eye to achieve long term growth, reflection can be seen in the stable financial performance indicators of the Company.

Associated Risks & Risk Management Practices

Cost management:

Cost management is a high priority and we work on every opportunity to optimise operational costs. During the year 2024-25, we reduced most of our line costs due to effective cost optimisation initiatives that especially enabled the variable expense structure to fairly align to the prevailing business situation. While cost management was a focus, we ensured we meet our regular obligations on a timely basis.

Cash flow management:

We maintain strict discipline in our cash management practices. This culture is evidenced in our relatively stable net operating capital cycle, ranging between 120-180 days in the past five years. Streamlined working capital management has helped us control our debt profile.

Way Forward

We will continue to look at enhancing margins and profitability specially on the back of our product & service premiumization focus.

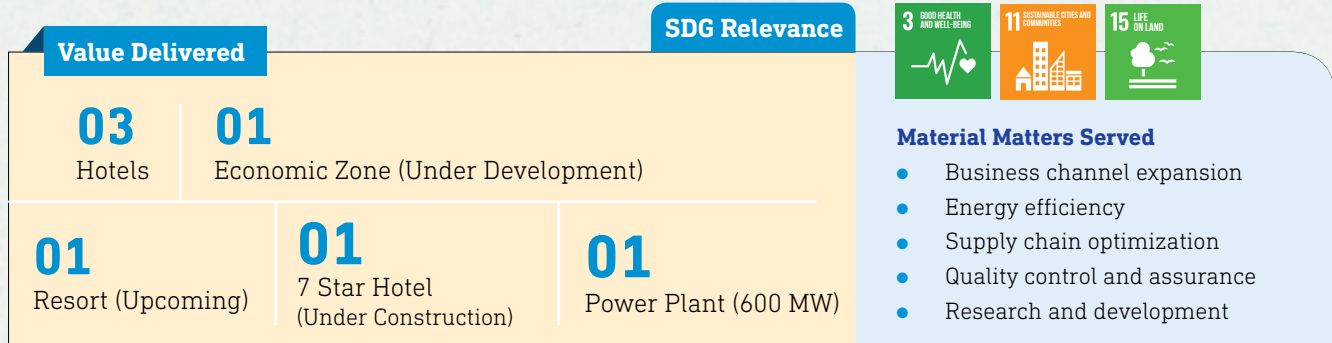
We will continue to prioritize balance sheet management with a greater reliance on internal accruals to fund our working capital and other financial needs.

All our financial decisions will be taken from a long term perspective which we believe is the best route to sustainable shareholder value creation.



MANUFACTURED CAPITAL

Over the years, our portfolio of hotels and properties has grown significantly. By continually finetuning our investment approach, we have not only enhanced profitability but also unlocked promising avenues for future returns firmly positioning ourselves for sustained success and long-term value creation.



Impact on other Capitals

Investing in manufactured capital may negatively impact financial capital in the short term, especially as we enhance digital services. However, these investments will have long-term benefits, increasing financial capital, enriching intellectual capital, retaining skilled talent, and strengthening social and relationship capital. Therefore, mindful investment in manufactured capital is crucial.

Associated Risks & Risk Management Practices

Energy-efficient technologies:

Sustainability is a growing priority for us, driving investment in energy efficient infrastructure and practices. We are adopting energy-efficient equipments to reduce energy consumption, minimize carbon emissions and lower our operational costs.

Wide distribution network and logistics control:

In addition to the advanced manufacturing technologies, our manufactured capital also encompasses our distribution network and logistics capabilities that ensures efficient and time-bound delivery of our products to customers around the country.

Logistics control:

A near-direct logistics control allows us to have end-to-end visibility and control over our entire supply chain management process. By managing a fleet of vehicles through our contracted logistics partners, coordinating transportation routes and optimizing delivery schedules, we ensure on-time deliveries, reduce transportation costs and enhance dealer fulfillment and customer satisfaction.

Way Forward

We will focus on satisfactory customer service through our product & service, which is a key strategy for us.

Towards this end, we will ensure consistent investment in plant maintenance and asset upgradation.

Focus on minimization of fixed and variable costs.



INTELLECTUAL CAPITAL

Our intellectual assets span a rich tapestry of iconic brands, bespoke services and refined operating procedures, anchored by our Learning and Development. Complemented by our cherished trademarks and a suite of forward-thinking digital initiatives, we continue to deepen engagement and cultivate lasting relationships with our stakeholders.

Value Delivered

37

New products/Service launched for customer

56

New Dealership addition

93.1%

Average Guest Satisfaction

Gold Award

11th ICSB National Award for Corporate Governance Excellence-2023

Bronze Award

24th ICAB National Award for best presented Annual Report 2023

SDG Relevance



Material Matters Served

- Royalty
- Research & Development
- Technological Innovation

Impact on other Capitals

Intellectual capital is closely linked to both human and financial capital. A positive inflow of intellectual capital results from two things, one is the outflow of financial capital, that is, by making investments in technology or training. The other is the inflow of skilled human capital, which in turn has a significant positive effect on social and relationship capital. Intellectual capital plays a crucial role in building a strong brand reputation.

Associated Risks & Risk Management Practice

Strategic & reputational risk are major risks associated with intellectual capital. Ineffective strategy as well as inefficient implementation of strategies regarding intellectual capital can have financial cost. On the other hand, if corporate governance becomes volatile it will pose reputational risk which will incur financial loss. To mitigate these risks, UHRPLC consciously safeguards its core values, that is, uphold good governance practice and set strategies according to the current & future industry scenario.

Way Forward

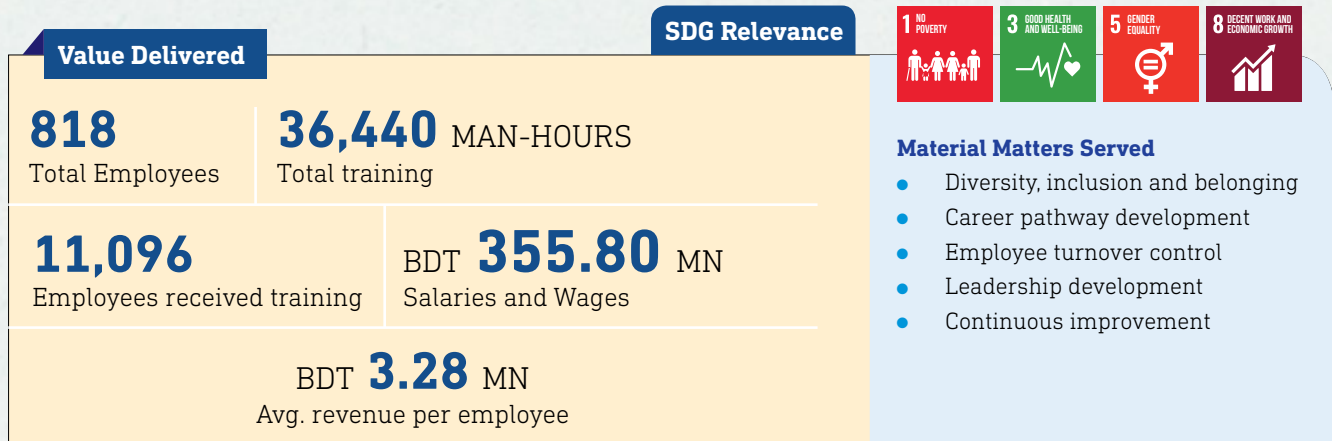
We will continue to bring product and services to the market according to the customers' needs which will make hospitality business convenient and accessible to all.

Corporate governance is one of our key strengths and we are committed to upholding these values so that they are consistently reflected by all employees.



HUMAN CAPITAL

Our people are the cornerstone of our success. We create a culture of excellence that empowers every team member, values their contributions and supports their journey towards realising their fullest potential. Through an environment that cultivates talent, sparks innovation and inspires purpose, we continue to shape a workforce that drives meaningful progress.



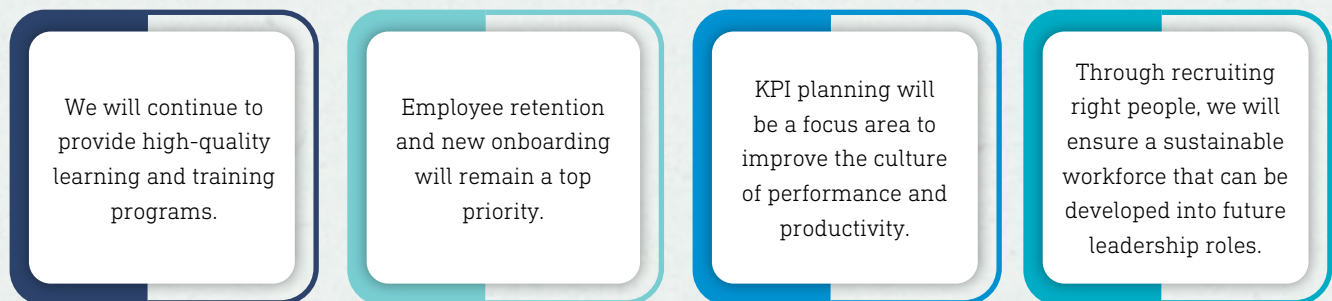
Impact on other Capitals

Investment in human capital has a short run outflow from financial capital. But effective investment always brings in positive inflow in all other capitals. So, selecting & training right group of employees is crucial for the overall benefit of the hotel. Unique Hotel & Resorts PLC has cautiously recruited & placed the right person at right place that has made the Hotel to be recognized as one of the best employers in the hospitality industry.

Associated Risks & Risk Management Practices

Human capital is a vital asset for any business organization, and for a Hotel, maintaining ethical and responsible human resources is essential. Failure to do so can lead to risks such as fraud and data breaches, which, if recurring, can cause significant reputational damage. To ensure sustainability and retain the trust of stakeholders, it is crucial for a hotel to effectively mitigate these risks. Unique Hotel is widely recognized for its strong governance and risk management practices. By adopting a zero-tolerance stance toward noncompliance as set by the Board and senior management, it is reflected in both our financial stability and our corporate culture

Way Forward





SOCIAL AND RELATIONSHIP CAPITAL

We actively engage with consumers, suppliers, communities and the wider public to promote collective well-being. Through open collaboration and a focus towards transparency, we go beyond expectations, driving meaningful change and uplifting the communities we serve. In doing so, we cultivate lasting partnerships rooted in shared values.



Impact on other Capitals

Investing in social & relationship capital has a short run out flow of financial capital. But there is a ripple effect in the long run in all of the remaining capitals through increase of the inflow of financial capital, human capital, intellectual capital as well as natural capital to some extent. This intangible capital can be harnessed to maintain the stability of the business entity.

Associated Risks & Risk Management Practice

Social & relationship capital is prone to reputational risk. To mitigate such risk, UHRPLC has complaint management cell for customers & mechanism for redressal for investors. Also, our business activities are aligned with the guidelines of our regulators that ensures there is no regulatory breach. To avoid overlapping of CSR expenditure in all segments and ensuring transparency, UHRPLC has a well-defined framework that is guided by the regulatory guidelines.

Way Forward

We will work upon building mutually-beneficial partnerships with all our stakeholders.

Employees are a key part of our social and relationship capital and we will continue to lay thrust on employee engagement and retention.

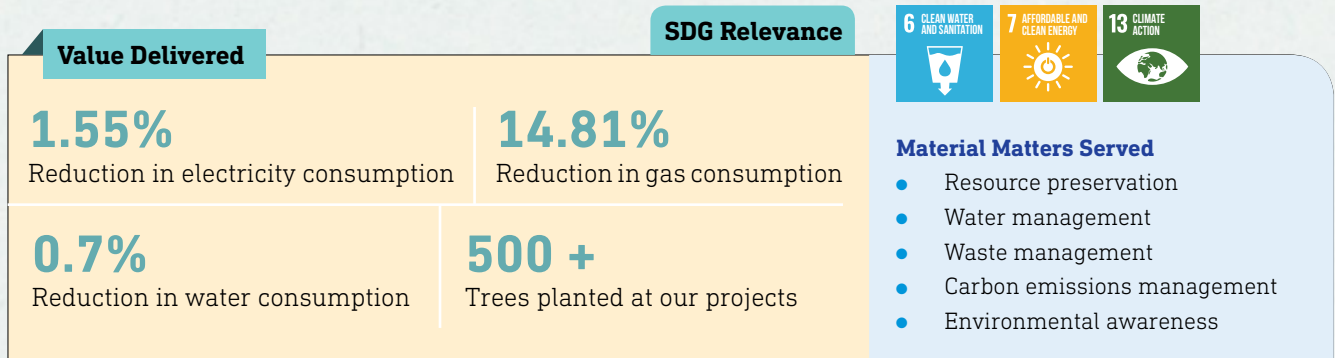
We will also further develop our market strategies so that we remain as the preferred Company of choice for all their needs and expectations.

We will drive innovation, efficiency and value delivery.



NATURAL CAPITAL

We recognise our duty to safeguard natural resources and are working towards reducing our environmental impact. By adopting sustainable practices, we not only improve resource efficiency but also shrink our ecological footprint. Embracing renewable energy, streamlining waste management, championing recycling and prioritising reuse are at the heart of our approach to responsible stewardship.



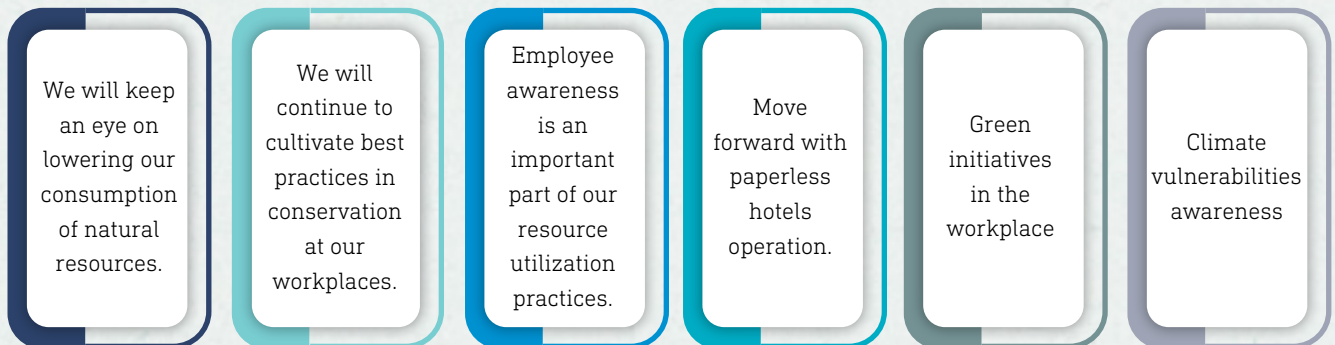
Impact on other Capitals

Investing in preserving natural capital has a long term benefit for the organization that penetrates through financial, intellectual, human and social and relationship capital. On the other hand, manufactured and natural capital are negatively related, so it is crucial to invest carefully in manufactured capital.

Associated Risks & Risk Management Practice

Environmental risk is posed by mismanagement of natural capital. Not only environmental risk, financing in projects or business entities that pose serious threat towards our environment also raises reputational risk as it makes a Company unethical and irresponsible in the eye of stakeholders. To reduce such risks, UHRPLC has Sustainable hospitality/ Environmental & Social Risk Management (ESRM) Policy in place and a dedicated team to monitor overall financing. Also, our 8R approach to sustainability i.e. reduce, reuse, recycle, responsibility, respond, renew, refine and refuse lies at the core of managing environmental risks.

Way Forward



COMPANY CHARTER

Unique Hotel & Resorts PLC also adhere to the Charter of the Unique Group.

Charter of Unique Group

Unique Group, a business conglomerate in Bangladesh, began its operation in 1982. It started its journey by exporting human resources and then pioneered skill development. It has spearheaded luxury hotel industry in Bangladesh.

Over the years, the Group has diversified its business into many sectors including real estate and facilities management, tours and travels, power generation, education, financial institutions, ceramics, media, telecommunications, and agro based business. Today it is contributing to the national economy immensely.

We value our customers under all and any circumstances.

We deliver quality products on time, ensuring secure and good return on investment with excellent service.

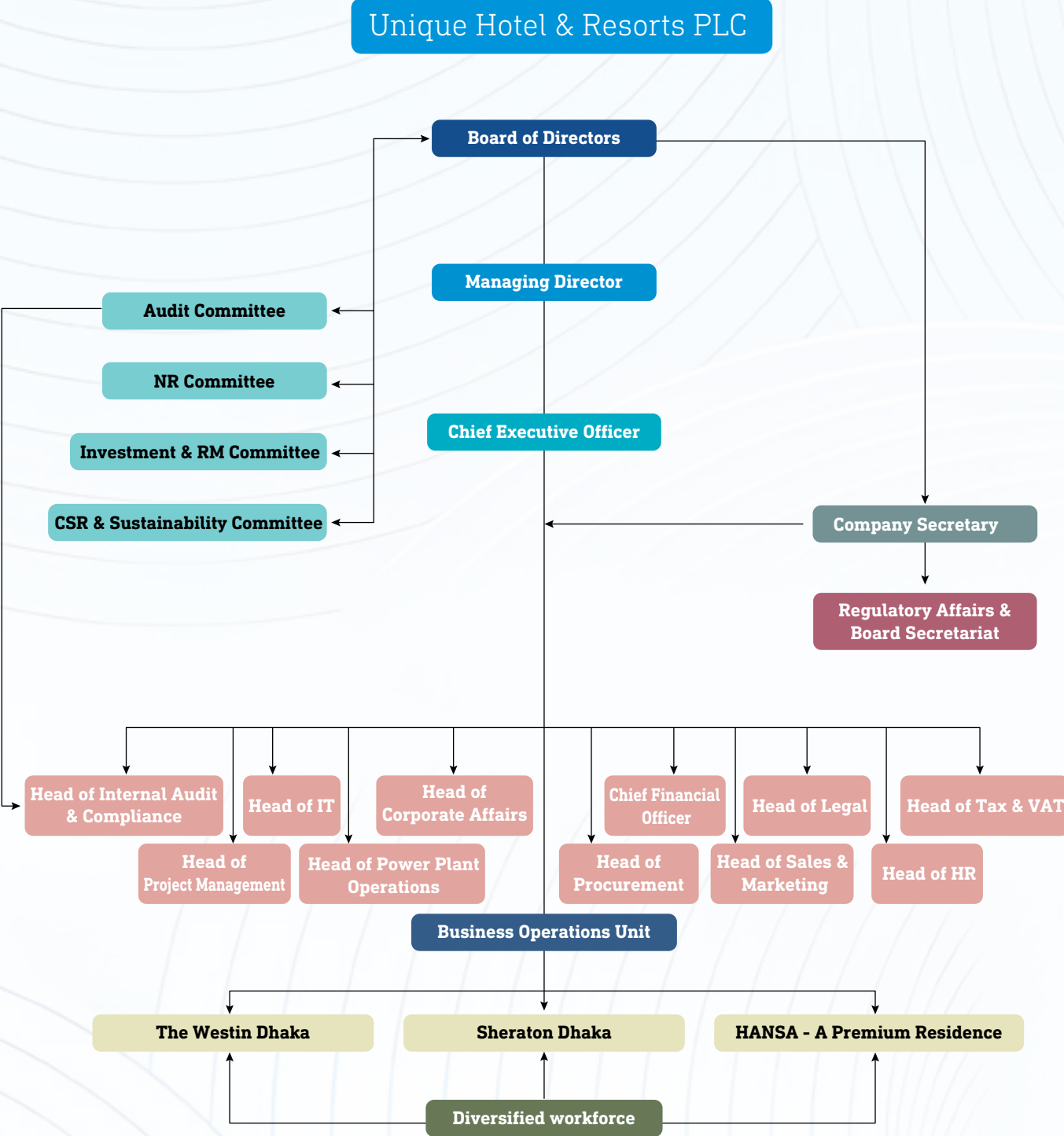
The direction of our future is set by our customers.

The purpose of Unique Group is to act boldly by pioneering new business opportunities. We exist to provide world-class experiences to our distinguished customers.



**THIS IS WHO WE ARE.
THIS IS WHAT YOU CAN TRUST US FOR.**

ORGANIZATION STRUCTURE



CORPORATE MANAGEMENT

BOARD OF DIRECTORS



Chairperson

Mrs. Salina Ali

Managing Director

Mr. Mohd. Noor Ali

Independent Director

Mr. Ali Ashfaq FCA
Barrister Fatema Anwar*

Director

Rtn. Ghulam Mustafa
Mr. Kazi Mahmood Sattar
Mr. Saiful Islam
Mr. Md. Khaled Noor
Ms. Nabila Ali
Mr. Gazi Md. Shakhawat Hossain

Chief Executive Officer

Mr. Md. Shakawath Hossain

Director – Regulatory Affairs & Company Secretary

Mr. Md. Sharif Hasan FCS, LL.B

Chief Financial Officer*

Mr. Chowdhury Hasan Al Rashid FCA

Head of Internal Audit & Compliance (Acting)

Mr. Mazharul Islam

AUDIT COMMITTEE



Chairman

Mr. Ali Ashfaq FCA
(Independent Director)

Member

Mr. Saiful Islam
(Non-Executive Director)
Mr. Gazi Md. Shakhawat Hossain
(Non-Executive Director)

NOMINATION AND REMUNERATION COMMITTEE



Chairman

Barrister Fatema Anwar
(Independent Director)

Member

Mr. Kazi Mahmood Sattar
(Non-Executive Director)
Mr. Gazi Md. Shakhawat Hossain
(Non-Executive Director)

CSR & SUSTAINABILITY COMMITTEE



Chairperson

Mrs. Salina Ali
(Non-Executive Director)

Member

Rtn. Ghulam Mustafa
(Non-Executive Director)
Mr. Kazi Mahmood Sattar
(Non-Executive Director)
Barrister Fatema Anwar*
(Independent Director)
Mr. Md. Khaled Noor
(Non-Executive Director)
Mr. Md. Shakawath Hossain
(CEO & Ex-officio)

INVESTMENT & RISK MANAGEMENT COMMITTEE



Chairman

Mr. Saiful Islam
(Non-Executive Director)

Member

Mr. Mohd. Noor Ali
(Managing Director)
Mr. Kazi Mahmood Sattar
(Non-Executive Director)
Mr. Ali Ashfaq FCA
(Independent Director)
Mr. Gazi Md. Shakhawat Hossain
(Non-Executive Director)
Mr. Md. Shakawath Hossain
(CEO & Ex-officio)

*Notes:

1. Barrister Fatema Anwar resigned on 25 August 2025 due to appointment as additional Justice since her oath does not permit any other engagement
2. Following resignation of Mr. June Kumer Gupta FCA, CFO effected from 1st October 2024, Mr. Opu Sultan FCA, GM, A&F was given the responsibility as acting CFO. On 03 February 2025 Mr. Chowdhury Hasan Al Rashid FCA took the charge of CFO.

STATUTORY AUDITOR
**M/S S. F. AHMED & CO.,
Chartered Accountants**

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Dhaka 1213, Bangladesh.

CG COMPLIANCE AUDITOR
**Mohammadullah & Associates,
Chartered Secretaries in
Practice**

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CORPORATE OFFICE:

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Ataturk Avenue,
Banani, Dhaka-1213,
Bangladesh
Telephone: (880 2) 22225116-
23, 54893
Fax: (880 2) 222254894
Email: info@uhrlbd.com

BANKERS

Standard Chartered Bank PLC
(Borrowing & Operational)
Janata Bank PLC (Operational)
United Commercial Bank PLC
(Borrowing & Operational)
Shahjalal Islami Bank PLC
(Operational)
Prime Bank PLC (Borrowing &
Operational)
Mercantile Bank PLC
(Operational)
Agrani Bank PLC (Borrowing &
Operational)
Sonali Bank PLC (Operational)
Dutch Bangla Bank PLC
(Borrowing)
Commercial Bank of Ceylon PLC
(Operational)
Bank Alfalah PLC (Borrowing)
IFIC Bank PLC (Operational)
BRAC Bank PLC (Operational)
One Bank PLC (Operational)
The City Bank PLC (Operational)
Al Arafah Islami Bank PLC
(Operational)
Eastern Bank PLC (Operational)
Premier Bank PLC (Operational)
Southeast Bank PLC
(Operational)

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Telephone: +8802 22338 0655
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Mr. Md Abu Taleb

Advocate, Supreme Court of
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Legend Law Chambers
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Consultants)
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33, Topkhana Road, Dhaka-1000
Mobile: 01741360830
E-mail: adabutaleb@yahoo.com

PERFORMANCE REVIEW



Sylhet

PERFORMANCE HIGHLIGHTS

REVENUE



2024-25

BDT 2,683.17 M

2023-24

BDT 2,925.95 M

NET ASSET VALUE PER SHARE (NAVPS)



2024-25

BDT 93.91

2023-24

BDT 91.02

GROSS PROFIT



2024-25

BDT 1,877.76 M

2023-24

BDT 2,131.35 M

PROPERTY, PLANT & EQUIPMENT



2024-25

BDT 20,235.75 M

2023-24

BDT 20,463.74 M

OPERATING PROFIT



2024-25

BDT 1,019.87 M

2023-24

BDT 1,319.37 M

SHAREHOLDERS' EQUITY



2024-25

BDT 27,646.64 M

2023-24

BDT 26,794.89 M

TOTAL ASSETS



2024-25

BDT 44,579.71 M

2023-24

BDT 4,4098.68 M

TOTAL LIABILITIES



2024-25

BDT 16,933.07 M

2023-24

BDT 17,303.79 M

2024-25

NET PROFIT

AFTER TAX (NPAT)

2024-25

BDT 1,525.41 M

2023-24

BDT 1,432.99 M



EARNINGS

PER SHARE (EPS)

2024-25

BDT 5.18

2023-24

BDT 4.87



NET OPERATING CASH FLOW
PER SHARE (NOCFPS)

2024-25

BDT 2.87

2023-24

BDT 6.47



CONTRIBUTION TO NATIONAL
EXCHEQUER

2024-25

BDT 492.26 M

2023-24

BDT 603.06 M



RETURN ON SHAREHOLDERS FUND

2024-25

BDT 5.52%

2023-24

BDT 5.35%



DIVIDEND

2024-25

16 % CASH

2023-24

16 % CASH



STOCK PERFORMANCE

2024-25

BDT 34.90

2023-24

BDT 54.10



DIVERSIFIED WORK FORCE

2024-25

818 NOS.

2023-24

886 NOS.



FIVE YEARS' HIGHLIGHTS

A) Key financial position for the last 05 (five) years of the company are as follows:

(Amount in Taka)

| Assets | 30.06.2021 (Restated) | 30.06.2022 (Restated) | 30.06.2023 | 30.06.2024 (Restated) | 30.06.2025 |
|------------------------------------|--------------------------|--------------------------|-----------------------|--------------------------|-----------------------|
| Non-Current Assets | 30,289,469,128 | 31,272,936,411 | 32,608,939,387 | 34,903,340,023 | 36,890,592,219 |
| Property, Plant and Equipment, net | 18,560,845,669 | 20,284,756,275 | 20,693,750,427 | 20,463,735,256 | 20,235,745,333 |
| Intangible asset, net | - | - | - | 12,485,156 | 11,097,916 |
| Construction work in Progress | 9,101,322,628 | 8,212,999,062 | 8,148,816,728 | 8,691,531,746 | 8,720,587,570 |
| Fixed Deposit Receipts | 274,679,385 | 132,971,754 | 46,199,998 | 46,199,998 | 46,199,998 |
| Investment in Joint Venture | 2,232,377,961 | 2,522,254,465 | 3,627,502,460 | 5,597,536,974 | 7,785,867,917 |
| Investment in unquoted share | 112,737,000 | 112,737,000 | 87,737,000 | 87,737,000 | 87,786,000 |
| Investment in Associate | 7,506,485 | 7,217,855 | 4,932,774 | 4,113,893 | 3,307,485 |
| Current Assets | 7,339,592,073 | 8,549,381,783 | 11,224,443,833 | 9,195,340,032 | 7,689,121,046 |
| Inventories | 59,170,465 | 74,876,027 | 120,743,407 | 135,333,674 | 133,793,711 |
| Investment in quoted share | 186,506,292 | 179,302,697 | 370,253,137 | 247,855,693 | 244,635,937 |
| Accounts Receivable | 84,429,542 | 177,172,414 | 161,454,861 | 188,149,637 | 205,632,235 |
| Other Receivables | 11,040,732 | 12,714,372 | 26,690,860 | 316,351,843 | 1,362,281,591 |
| Advances, deposits and prepayments | 5,722,688,344 | 5,931,587,275 | 7,564,387,987 | 5,808,797,306 | 3,762,455,689 |
| Fixed deposit receipts | 1,112,582,650 | 1,224,530,859 | 1,612,350,966 | 2,280,007,469 | 1,837,055,423 |
| Cash and cash equivalents | 163,174,048 | 949,198,139 | 1,368,562,615 | 218,844,411 | 143,266,460 |
| TOTAL ASSETS | 37,629,061,201 | 39,822,318,194 | 43,833,383,220 | 44,098,680,054 | 44,579,713,266 |

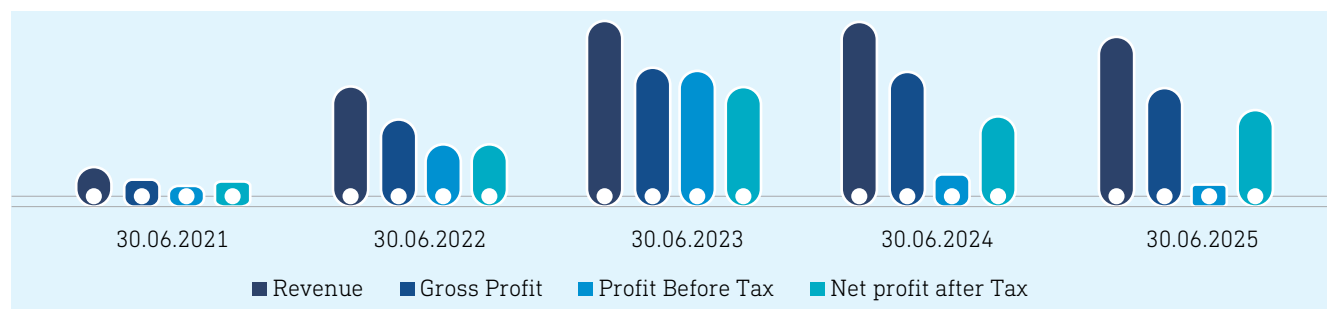
| Shareholders Equity & Liability | 30.06.2021 (Restated) | 30.06.2022 (Restated) | 30.06.2023 | 30.06.2024 (Restated) | 30.06.2025 |
|---|--------------------------|--------------------------|-----------------------|--------------------------|-----------------------|
| Shareholders' Equity | 23,924,743,628 | 24,998,189,864 | 26,056,079,694 | 26,794,890,591 | 27,646,639,041 |
| Ordinary Share Capital | 2,944,000,000 | 2,944,000,000 | 2,944,000,000 | 2,944,000,000 | 2,944,000,000 |
| Share premium | 6,181,931,836 | 6,181,931,836 | 6,181,931,836 | 6,181,931,836 | 6,181,931,836 |
| Revaluation Surplus | 10,292,740,021 | 10,412,304,207 | 9,889,368,735 | 9,797,745,049 | 9,708,801,512 |
| Hedging reserve | - | - | - | (58,647,785) | (283,507,290) |
| Retained Earnings | 4,506,071,771 | 5,459,953,821 | 7,040,779,123 | 7,929,861,491 | 9,095,412,982 |
| Non-Current Liabilities | 6,471,854,900 | 7,000,178,928 | 7,718,614,452 | 9,881,955,203 | 9,434,798,808 |
| Term Loan-non-current portion | 3,935,777,581 | 4,742,784,326 | 5,046,864,486 | 6,971,288,716 | 6,255,666,697 |
| Deferred Tax Liability | 2,536,077,319 | 2,257,394,602 | 2,671,749,966 | 2,910,666,488 | 3,179,132,111 |
| Current Liabilities | 7,232,462,673 | 7,823,949,402 | 10,058,689,074 | 7,421,834,260 | 7,498,275,417 |
| Term loan- Current portion | 757,418,831 | 503,227,018 | 999,942,543 | 1,244,514,219 | 1,334,658,177 |
| Short term loan | 1,722,539,454 | 2,772,496,174 | 3,396,806,304 | 1,819,375,080 | 1,782,253,965 |
| Due to Operator and its Affiliates | 238,264,830 | 267,282,288 | 328,431,815 | 240,761,478 | 189,038,480 |
| Accounts Payable | 33,251,137 | 88,801,243 | 98,597,402 | 102,458,037 | 111,438,002 |
| Undistributed/Unclaimed dividend | 12,841,987 | 3,170,269 | 2,060,689 | 2,813,601 | 4,331,425 |
| Liabilities to intercompany | 2,759,745,537 | 2,825,091,059 | 3,047,026,663 | 1,163,078,366 | 733,758,815 |
| Other Accruals and Payables | 1,708,400,897 | 1,363,881,351 | 2,185,823,659 | 2,848,833,478 | 3,342,796,554 |
| TOTAL LIABILITIES & SHAREHOLDERS' EQUITY | 37,629,061,201 | 39,822,318,194 | 43,833,383,220 | 44,098,680,054 | 44,579,713,266 |

* Previous years data restated

B) The summary of operating performance of the company (30 June 2021 - 30 June 2025) was as follows:

(Amount in Taka)

| Comprehensive Income | 30.06.2021 (Restated) | 30.06.2022 (Restated) | 30.06.2023 | 30.06.2024 (Restated) | 30.06.2025 |
|----------------------|--------------------------|--------------------------|---------------|--------------------------|---------------|
| Revenue | 675,400,089 | 1,897,221,652 | 2,934,939,067 | 2,925,951,255 | 2,683,170,949 |
| Gross Profit | 440,866,650 | 1,370,517,746 | 2,194,279,317 | 2,131,348,464 | 1,877,759,611 |
| Profit Before Tax | 315,073,737 | 1,012,712,879 | 2,145,949,600 | 508,706,680 | 352,108,726 |
| Net profit after Tax | 387,633,841 | 982,088,763 | 1,890,012,316 | 1,432,995,443 | 1,525,412,070 |



C) The statement of operating results of the Company is as follows:

(Amount in Taka)

| Particulars | 30.06.2021 (Restated) | 30.06.2022 (Restated) | 30.06.2023 | 30.06.2024 (Restated) | 30.06.2025 |
|--|--------------------------|--------------------------|----------------------|--------------------------|----------------------|
| Revenue | 675,400,089 | 1,897,221,652 | 2,934,939,067 | 2,925,951,255 | 2,683,170,949 |
| Costs of Sales | (234,533,439) | (526,703,906) | (740,659,750) | (794,602,792) | (805,411,337) |
| Gross Profit | 440,866,650 | 1,370,517,746 | 2,194,279,317 | 2,131,348,464 | 1,877,759,611 |
| Administrative and other Expenses | (296,526,808) | (641,568,202) | (814,164,568) | (811,977,212) | (857,890,249) |
| Operating Profit | 144,339,842 | 728,949,544 | 1,380,114,749 | 1,319,371,252 | 1,019,869,363 |
| Corporate office expenses | (309,260,548) | (345,637,665) | (436,982,752) | (474,287,765) | (438,762,971) |
| Other Income | 101,111,338 | 191,556,691 | 375,193,704 | 465,125,702 | 278,554,537 |
| Other expenses | (40,417,404) | (144,865,760) | (114,368,253) | (114,442,783) | (81,300,691) |
| Capital Gain on Sale of Land | 476,390,779 | - | - | - | - |
| Gain on sale of share of Unique Meghnaghat Power Limited | - | 836,027,162 | 1,128,754,465 | - | 425,801,541 |
| Gain on investment in quoted Shares | 138,894,497 | 6,029,770 | 141,728,914 | (115,661,427) | (2,003,319) |
| Interest income | 53,596,097 | 45,128,555 | 74,098,271 | 160,101,831 | 261,574,136 |
| Interest expenses | (96,267,611) | (151,292,502) | (263,253,951) | (615,383,684) | (1,284,868,743) |
| Impairment of financial asset | - | (141,707,631) | (86,771,756) | (68,723,185) | - |
| Provision for bad debts | (142,707,454) | (2,997,623) | 4,733,869 | (289,825) | (579,428) |
| Provision for WPPF | (15,753,687) | (8,530,172) | (44,417,328) | (31,974,835) | - |
| Share of net profit/loss before tax Sheraton Dhaka | 5,147,888 | 52,510 | (12,880,328) | (15,128,600) | 173,824,301 |
| Profit Before Tax | 315,073,737 | 1,012,712,879 | 2,145,949,604 | 508,706,680 | 352,108,726 |
| Provision for Income tax | 98,993,147 | (15,634,606) | (218,737,297) | (150,203,920) | (98,208,871) |
| Net profit after Tax of UHR PLC | 414,066,884 | 997,078,273 | 1,927,212,307 | 358,502,759 | 253,899,855 |
| Share of net profit after tax of UMPL (Joint Venture) | (26,037,049) | (14,700,880) | (34,914,905) | 1,075,311,565 | 1,272,318,622 |
| Share of net profit after tax of SEZL (Associate) | (395,994) | (288,630) | (2,285,081) | (818,881) | (806,408) |
| Net profit after Tax | 387,633,841 | 982,088,763 | 1,890,012,321 | 1,432,995,443 | 1,525,412,070 |

KEY ESG HIGHLIGHTS

ENVIRONMENTAL

0.7%

Water consumption reduced in FY 2024-25.

1.55%

Electricity consumption reduced in FY 2024-25

14.81%

Gas consumption reduced in FY 2024-25.

1,531.73 tons

Reduction of CO2 emissions in FY 2024-25.

Carbon Footprint at The Westin Dhaka:

126.98 kg

per room night in FY 2024-25.

Water Footprint at The Westin Dhaka:

2,433.64 liters

per room night in FY 2024-25.

Water Footprint at HANSA A Premium Residence:

190 liters

per room night in FY 2024-25.

01

solar panel installed at our hotels.

SOCIAL

Total Employees

818

(FY 2023-24: 886).

10%

Employee retention rate.

11,096

No. Employees received trainings.

3.2

Average training hours per employee.

0

Incidents of Child Labor found (below 15 Years).

78

Employees were recruited at different levels of the organization.

96

Children benefited

89

Grievance addressed and resolved in 2024-25.

GOVERNANCE

Independent Directors on the Board

02

Two Female

Directors onboarded in the Board during FY 2024-25.

30%

Female representation in the Board of Directors.

National Exchequer contribution during FY 2024-25

BDT 492.26 m

20

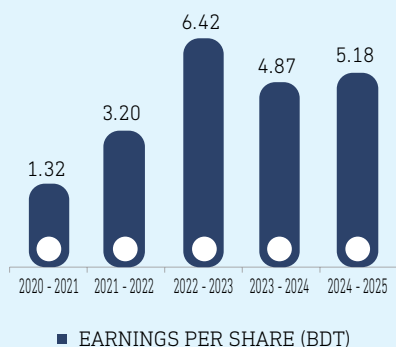
Board and Board Committee meetings held during FY 2024-25.

No Reported Instances

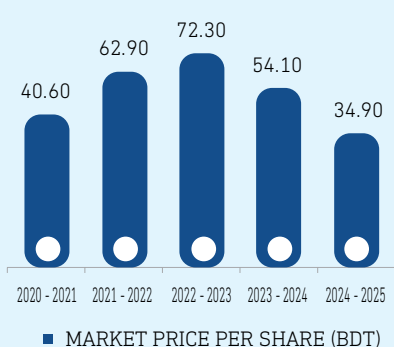
of non-compliances with applicable Laws and Regulations.

KEY PERFORMANCE INDICATORS

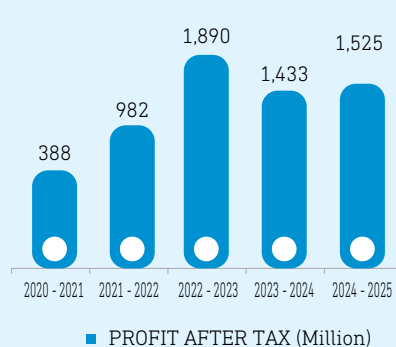
EARNINGS PER SHARE (BDT)



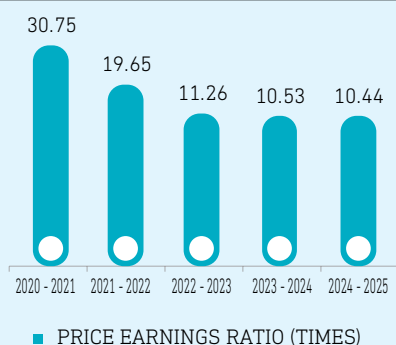
MARKET PRICE PER SHARE (BDT)



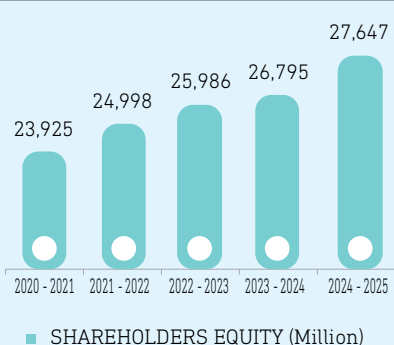
PROFIT AFTER TAX (Million)



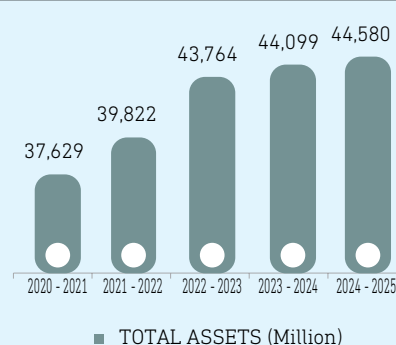
PRICE EARNINGS RATIO (TIMES)



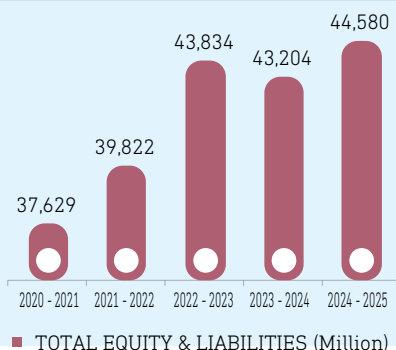
SHAREHOLDERS EQUITY (Million)



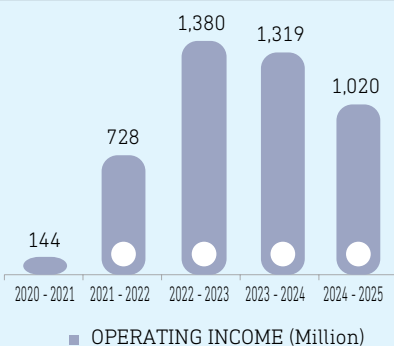
TOTAL ASSETS (Million)



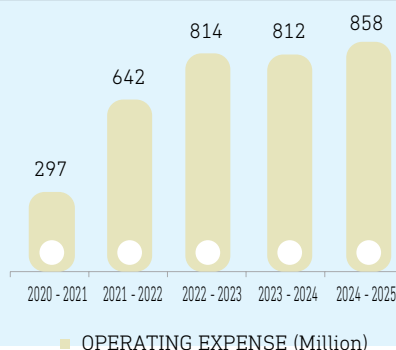
TOTAL EQUITY & LIABILITIES (Million)



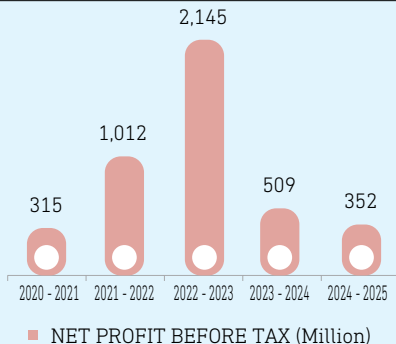
OPERATING INCOME (Million)



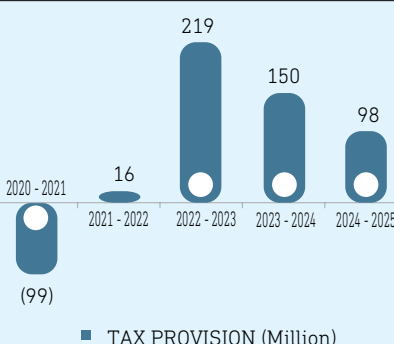
OPERATING EXPENSE (Million)



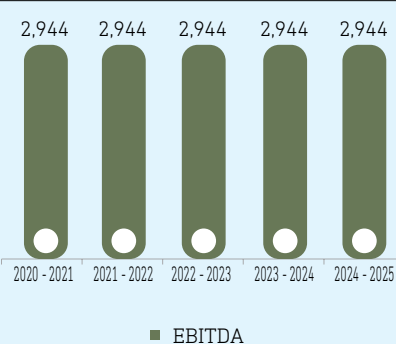
NET PROFIT BEFORE TAX (Million)



TAX PROVISION (Million)

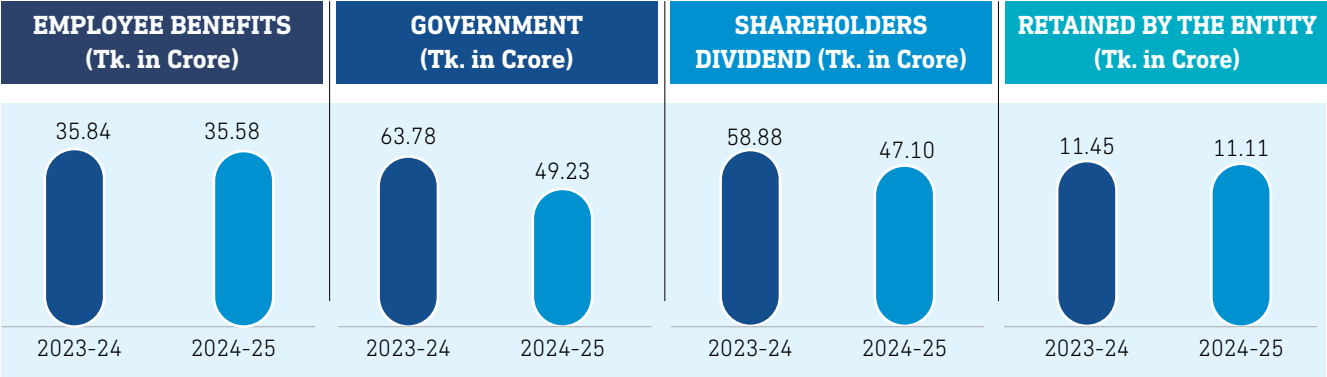


PAID UP CAPITAL (Million)



THE VALUES WE CREATED

QUANTITATIVE VALUES



Total value created Tk. **298.77** Crore in FY 2024-2025 and
Tk. **259.51** Crore in FY 2023-2024

**Detail calculation has been given under "Value Added Statement and Distribution" content.*

QUALITATIVE VALUES

| | | |
|--|---|--|
| Sustainable Development We do believe on sustainable development in individual level to the world perspective. Sustainable development is linked with our strategical objectives. | Created Skilled Human Capital Unique Hotel & Resorts PLC considers Human Capital as an intangible asset although not listed on its balance sheet. Since all labor is not considered equal, we improve our human capital by investing in the training, education, and benefits of their employees. | Green Environment We trust to create sustainable green environment for carbon free better world. |
| | Impacted on Social Lifestyle Within a decade, lifestyle of world people has drastically changed including Bangladesh. Unique Hotel kept positive impact on improving the social lifestyle of Bangladesh. | |
| Employment Creation As a renowned hospitality industry in Bangladesh, we create a remarkable employment opportunity in our country. In fact, we are on our way to expand our business activities to contribute to the society in many such ways. | CSR & Social Awareness Unique Hotel works for the society and its people. Our prime concern is for to make money but the wellbeing of the society. | |

MARKET VALUE ADDED STATEMENT

Market Value Added represents the confidence that the market places on the future stream of EVAs. Market Value Added statement gives a picture of the Company's performance evaluated by the capital market investors through the share price of the company. This statement depicts the difference between the market value of a company and the capital contributed by the investors.

Higher MVA is better for the company. A high MVA indicates that company has created substantial wealth for the shareholders. A negative MVA means that the value of management's actions and investments are less than the value contributed to the company by the capital market.

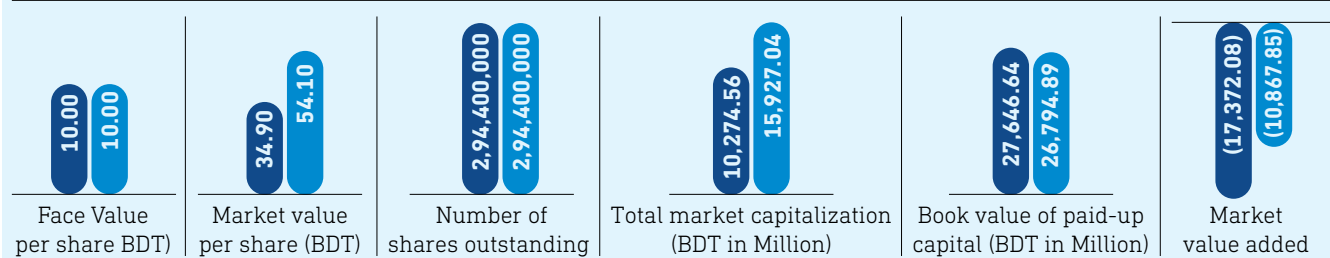
The following statement indicates the MVA at the year ended on 30 June 2025:

| Particulars | 2024-25 | 2023-24 |
|--|--------------|--------------|
| Face Value per share (BDT) | 10.00 | 10.00 |
| Market value per share (BDT) | 34.90 | 54.10 |
| Number of shares outstanding | 2,94,400,000 | 2,94,400,000 |
| Total market capitalization (BDT in Million) | 10,274.56 | 15,927.04 |
| Book value of paid-up capital (BDT in Million) | 27,646.64 | 26,794.89 |
| Market value added | (17,372.08) | (10,867.85) |

Due to the overall market scenario, the stock price of almost all companies shows down trend and DSE and CSE index has fallen significantly. For this reason, MVA has negative effects.

MARKET VALUE ADDED STATEMENT

■ 2024-25 ■ 2023-24



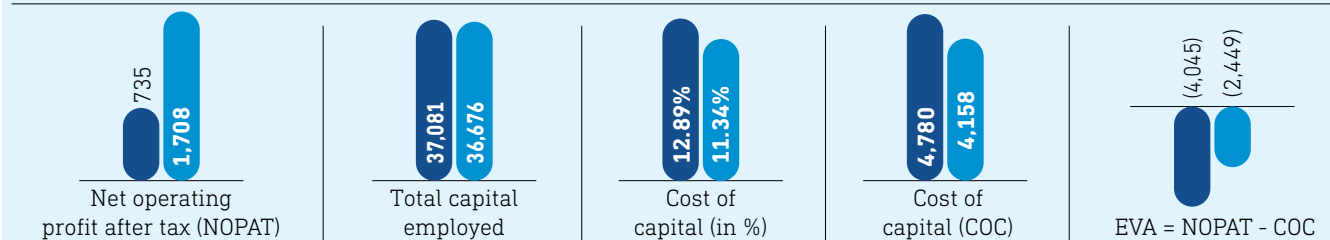
ECONOMIC VALUE ADDED (EVA) STATEMENT

Economic Value Addition is a measure of a Company's financial performance based on the residual wealth calculated by deducting its cost of capital from its operating profit, adjusted for taxes on a cash basis. EVA can also be referred to as economic profit, and it attempts to capture the true economic profit of a Company.

| Particulars | Amount in million | |
|--|-------------------|-------------------|
| | 2024-25 | 2023-24 |
| Net operating profit after tax (NOPAT) | 735.00 | 1,708.00 |
| Total capital employed | 37,081.00 | 36,676.00 |
| Cost of capital (in %) | 12.89% | 11.34% |
| Cost of capital (COC) | 4,780.00 | 4,158.00 |
| EVA = NOPAT - COC | (4,045.00) | (2,449.00) |

ECONOMIC VALUE ADDED (EVA) STATEMENT

■ 2024-25 ■ 2023-24



HORIZONTAL & VERTICAL ANALYSIS

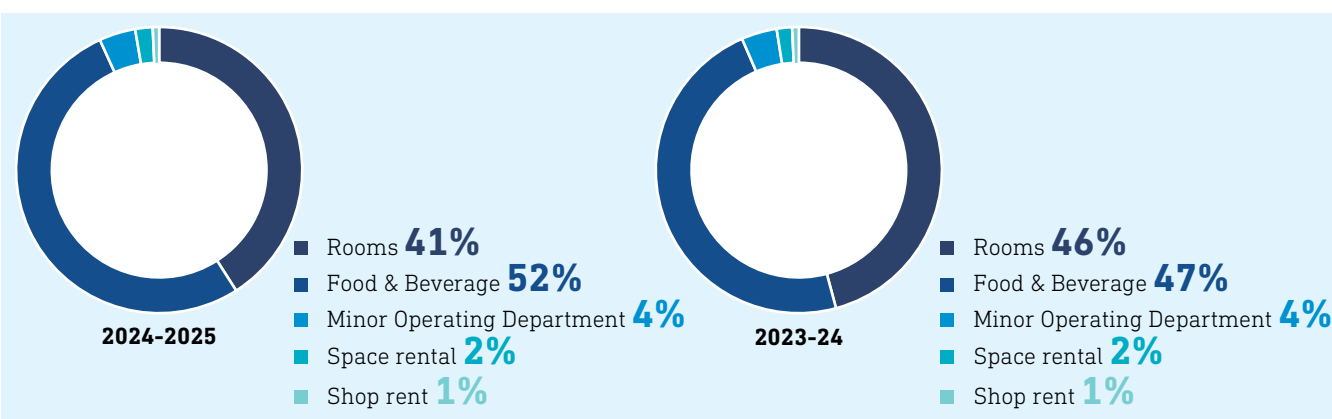
| Horizontal | 2020-21 | 2021-22 | 2022-23 | 2023-24 | 2024-25 |
|---|-----------|-----------|------------|-----------|-----------|
| Statement of profit or loss and other comprehensive income | | | | | |
| Net revenue | -57% | 181% | 55% | 0% | -8% |
| Gross profit | -63% | 211% | 60% | -3% | -12% |
| Operating profit | -24% | 221% | 112% | -76% | -31% |
| Profit before tax | 60% | 153% | 92% | -24% | 6% |
| Profit for the year | 12% | 26% | 26% | 9% | -7% |
| Earnings per share | 60% | 153% | 92% | -24% | 6% |
| Statement of financial position | | | | | |
| Total non-current assets | 8% | 3% | 4% | 7% | 6% |
| Total current assets | -7% | 16% | 31% | -18% | -16% |
| Total assets | 5% | 6% | 10% | 1% | 1% |
| Share capital | 0% | 0% | 0% | 0% | 0% |
| Retained earnings | 8% | 21% | 28% | 14% | 15% |
| Total equity attributable to owners of the Company | 2% | 4% | 4% | 3% | 3% |
| Total non-current liabilities | 5% | 8% | 10% | 28% | -5% |
| Total current liabilities | 15% | 8% | 29% | -26% | 1% |
| Total liabilities | 10% | 8% | 20% | -3% | -2% |
| Total equity and liabilities | 5% | 6% | 10% | 1% | 1% |

| Vertical | 2020-21 | 2021-22 | 2022-23 | 2023-24 | 2024-25 |
|---|-------------|-------------|-------------|-------------|-------------|
| Statement of profit or loss and other comprehensive income | | | | | |
| Net revenue | 100% | 100% | 100% | 100% | 100% |
| Gross profit | 65% | 72% | 75% | 73% | 70% |
| Operating profit | 21% | 38% | 47% | 45% | 38% |
| Profit before tax | 47% | 53% | 73% | 17% | 13% |
| Profit for the year | 57% | 52% | 64% | 49% | 57% |
| Earnings per share | 0% | 0% | 0% | 0% | 0% |
| Statement of financial position | | | | | |
| Total non-current assets | 80% | 79% | 74% | 79% | 83% |
| Total current assets | 20% | 21% | 26% | 21% | 17% |
| Total assets | 100% | 100% | 100% | 100% | 100% |
| Share capital | 8% | 7% | 7% | 7% | 7% |
| Retained earnings | 12% | 14% | 16% | 18% | 20% |
| Total equity attributable to owners of the Company | 64% | 63% | 59% | 61% | 62% |
| Total non-current liabilities | 17% | 18% | 18% | 22% | 21% |
| Total current liabilities | 19% | 20% | 23% | 17% | 17% |
| Total liabilities | 36% | 37% | 41% | 39% | 38% |
| Total equity and liabilities | 100% | 100% | 100% | 100% | 100% |

SEGMENT OR PRODUCT WISE PERFORMANCE

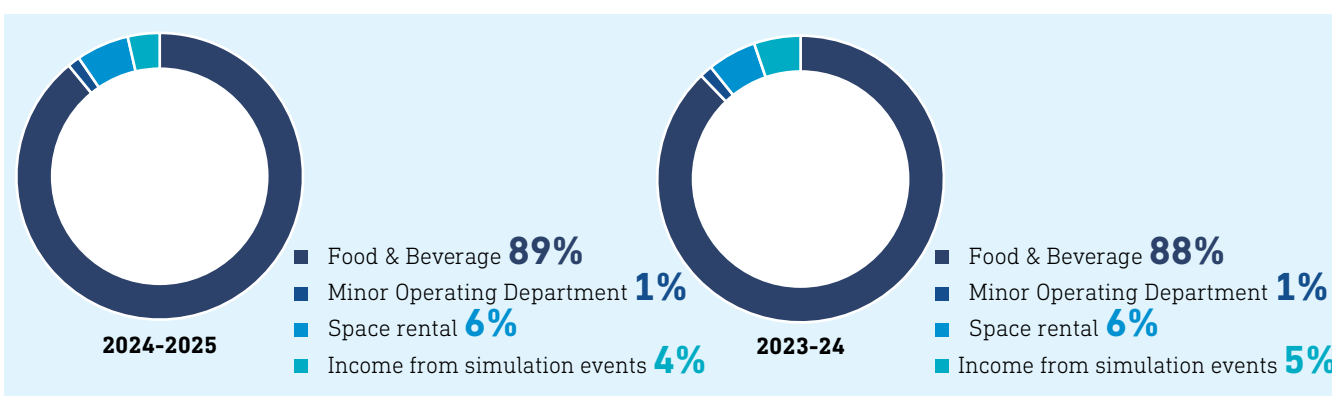
THE WESTIN DHAKA

| Name of the Segment | 2024-2025 | | 2023-2024 | |
|--------------------------------|----------------------|--------------------|----------------------|--------------------|
| | Amount in BDT | % of total revenue | Amount in BDT | % of total revenue |
| Rooms | 718,787,121 | 40.95% | 908,337,173 | 45.81% |
| Food & Beverage | 917,186,204 | 52.25% | 945,547,032 | 47.69% |
| Minor Operating Department | 72,126,056 | 4.11% | 79,557,035 | 4.01% |
| Space rental | 34,525,973 | 1.97% | 34,370,379 | 1.73% |
| Shop rent | 12,705,960 | 0.72% | 14,901,090 | 0.75% |
| Total Operating Revenue | 1,755,331,314 | 100% | 1,982,712,709 | 100% |



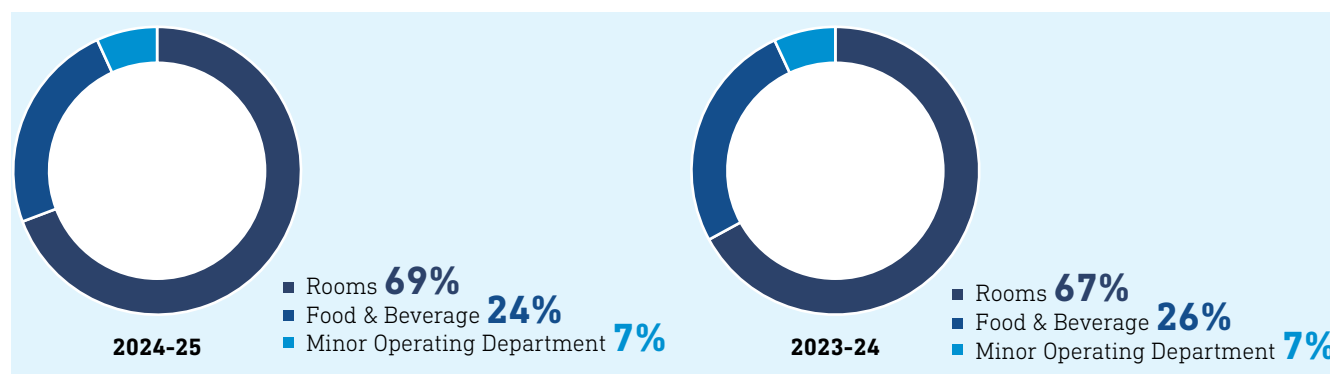
SHERATON DHAKA

| Name of the Segment | 2024-2025 | | 2023-2024 | |
|--------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Amount in BDT | % of total revenue | Amount in BDT | % of total revenue |
| Food & Beverage | 665,096,694 | 89.06% | 658,750,317 | 87.81% |
| Minor Operating Department | 10,392,815 | 1.39% | 10,681,889 | 1.42% |
| Space Rental | 44,507,722 | 5.96% | 41,368,769 | 5.51% |
| Income from simulation event | 26,809,955 | 3.59% | 39,380,849 | 5.25% |
| Total Operating Revenue | 746,807,186 | 100% | 750,181,824 | 100% |



HANSA- A Premium Residence

| Name of the Segment | 2024-2025 | | 2023-2024 | |
|--------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Amount in BDT | % of total revenue | Amount in BDT | % of total revenue |
| Rooms | 125,376,418 | 69.26% | 129,464,465 | 67.06% |
| Food & Beverage | 43,278,477 | 23.91% | 50,196,671 | 26.00% |
| Minor Operating Department | 12,377,553 | 6.84% | 13,395,586 | 6.94% |
| Total Operating Revenue | 181,032,448 | 100% | 193,056,722 | 100% |



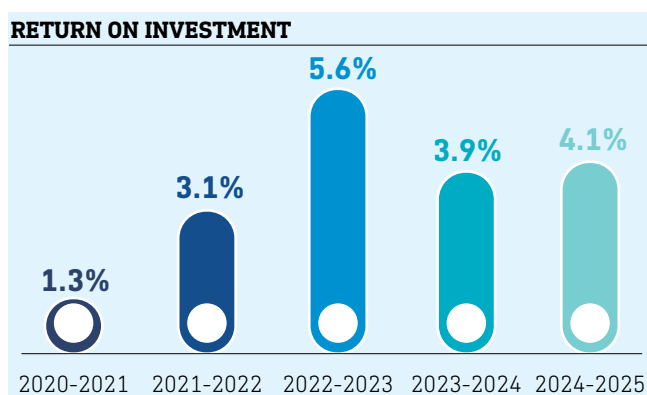
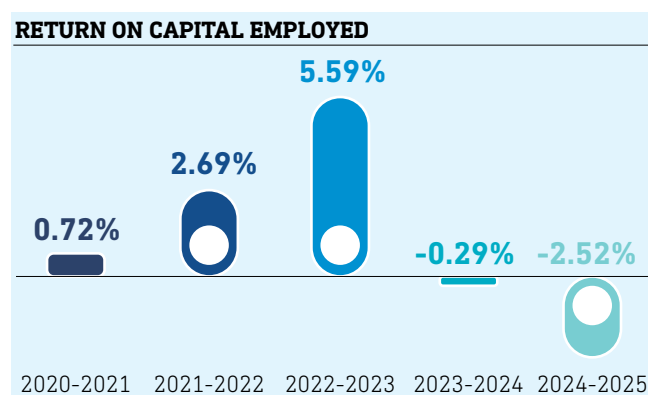
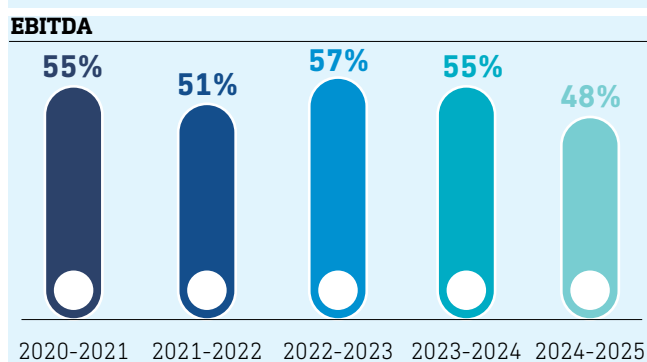
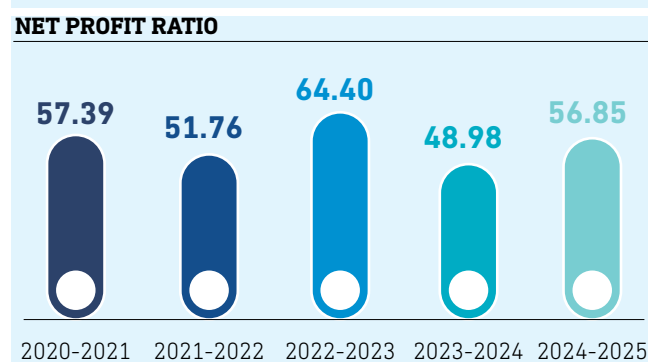
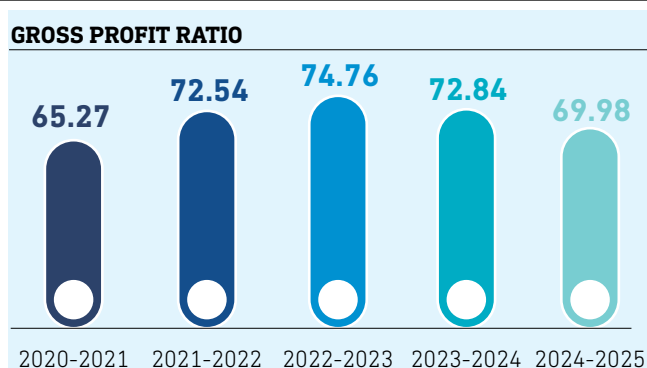
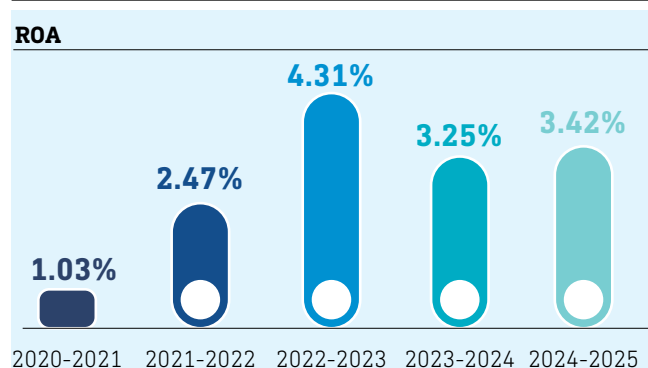
SEGMENTS WISE PERFORMANCE AS ON 30 JUNE 2025 VERSUS 30 JUNE 2024

Information related to each reportable segment is set out below. Segment profit before tax is used to measure performance because management believes that this information is the most pertinent in evaluating the results of the respective segments relative to other entities that operate in the same industries.

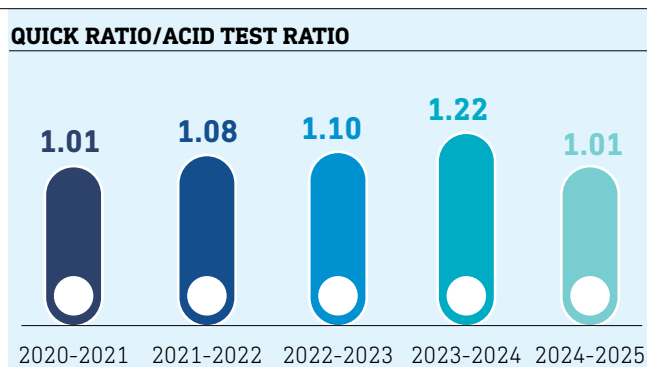
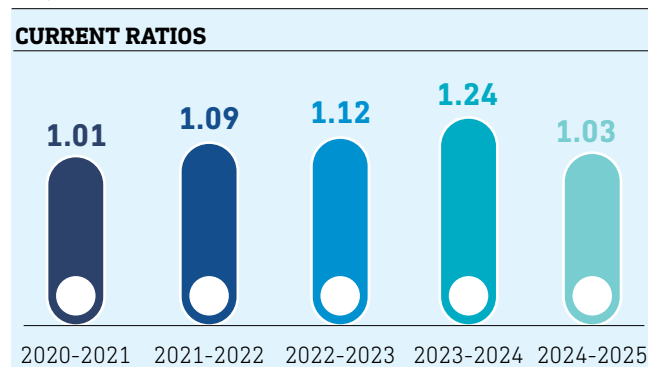
| Reportable Segments | Unique Hotel & Resorts PLC 30 June 2025 | | | | Total | Unique Hotel & Resorts PLC 30 June 2024 | | | | Total |
|---|--|----------------|--------------|----------------|-----------------|--|----------------|--------------|----------------|-----------------|
| | Head office | Westin | HANSA | Sheraton | | Head office | Westin | HANSA | Sheraton | |
| External revenue | - | 1,755,331,314 | 181,032,448 | 746,807,186 | 2,683,170,949 | - | 1,982,712,710 | 193,056,721 | 750,181,824 | 2,925,951,255 |
| Interest income | 173,761,101 | 76,266,010 | 450,346 | 11,096,679 | 261,574,136 | 76,239,928 | 69,129,148 | 8,029,918 | 6,702,836 | 160,101,831 |
| Operating expenses | (166,224,344) | (980,540,127) | (70,979,813) | (612,079,378) | (1,829,823,663) | (175,498,951) | (977,384,777) | (77,612,356) | (548,450,447) | (1,778,946,531) |
| Depreciation and amortization | (14,805,961) | (177,492,837) | (14,012,181) | (66,227,648) | (272,538,627) | (16,497,676) | (179,408,410) | (15,681,576) | (68,698,830) | (280,286,492) |
| Interest Expenses | (857,623,301) | - | - | (427,245,441) | (1,284,868,743) | (505,905,500) | - | - | (109,478,184) | (615,383,684) |
| Other Income | 635,857,010 | (14,804,942) | - | - | 621,052,068 | 230,697,200 | 4,324,292 | - | - | 235,021,492 |
| Segment profit/(Loss) before WPPF and tax | (229,035,496) | 658,759,418 | 96,490,800 | (347,648,602) | 178,566,120 | (390,964,999) | 899,372,963 | 107,792,707 | 30,257,200 | 646,457,871 |
| Segment assets | 18,798,693,115 | 14,790,465,028 | 916,763,696 | 10,074,874,571 | 44,580,796,410 | 17,247,196,409 | 15,016,016,690 | 897,732,141 | 10,108,032,086 | 43,268,977,326 |
| Segment liabilities | 16,118,359,585 | 615,744,680 | 41,343,263 | 158,872,313 | 16,934,319,841 | 16,218,728,598 | 655,569,947 | 32,545,112 | 165,838,262 | 17,072,681,919 |

FINANCIAL RATIOS & NON-FINANCIAL RATIOS ANALYSIS

PROFITABILITY RATIOS:

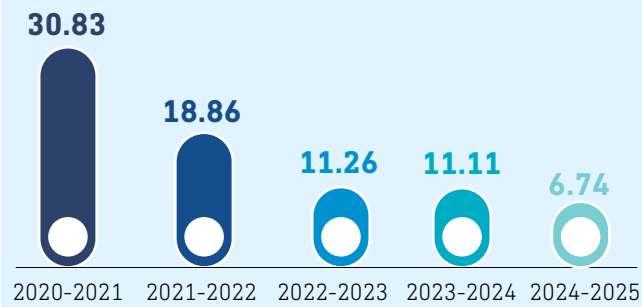


LIQUIDITY RATIOS:

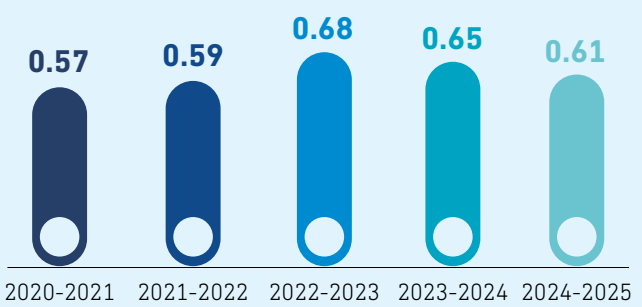


NON-FINANCIAL RATIOS

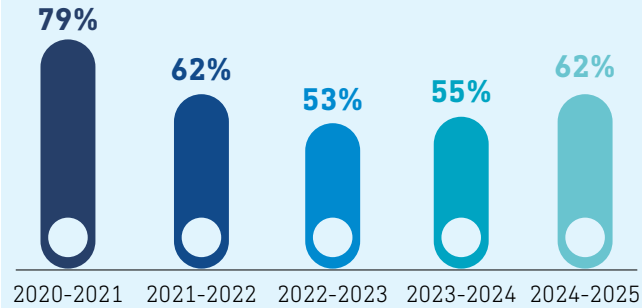
PRICE EARNINGS RATIO



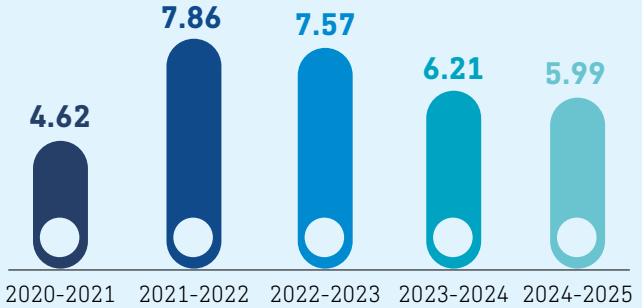
DEBT EQUITY RATIO



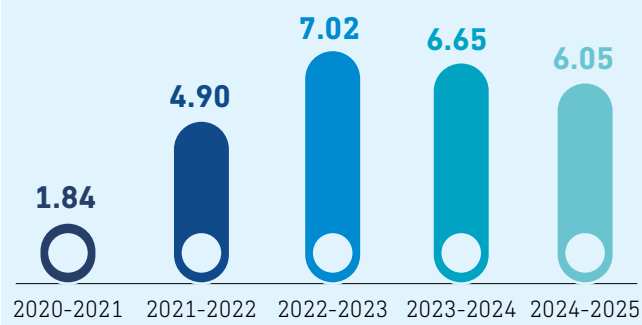
OPERATING RATIO



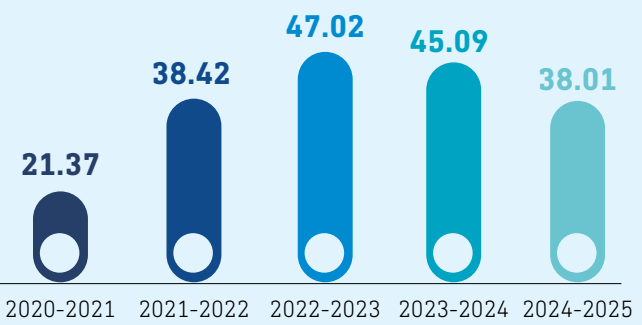
INVENTORY TURNOVER RATIO



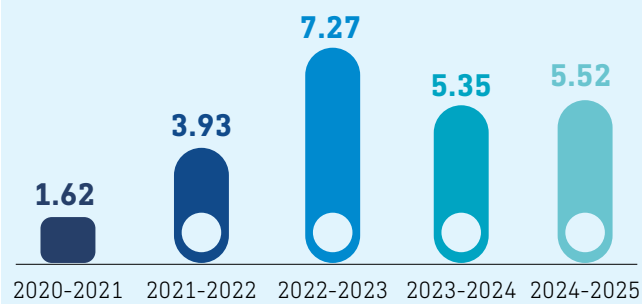
ASSET TURNOVER RATIO



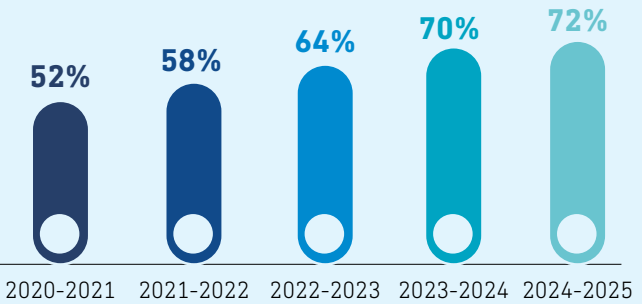
OPERATING INCOME RATIO



RETURN ON EQUITY RATIO



EMPLOYEE PRODUCTIVITY RATE

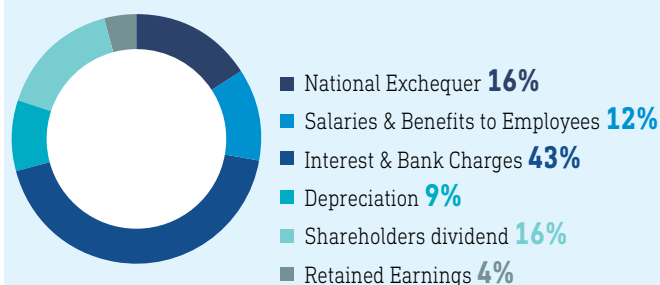


VALUE ADDED STATEMENT AND DISTRIBUTION

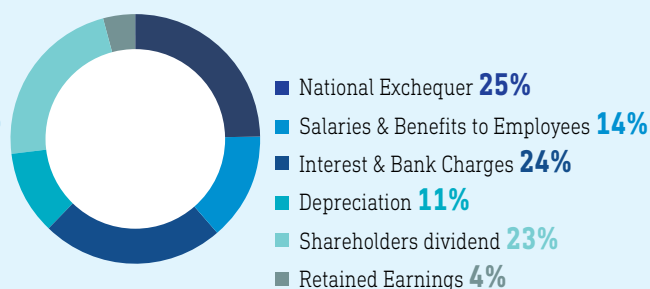
| SOURCE OF VALUE ADDITION | 2024-2025 | 2023-2024 |
|--|----------------------|----------------------|
| | Amount in BDT | Amount in BDT |
| Revenue & Other Income | 4,668,636,137 | 4,689,561,545 |
| Less: Purchase of materials & Services | (1,680,958,621) | (2,094,509,093) |
| Value Added | 2,987,677,517 | 2,595,052,452 |

| Distribution of Added Value: | 2024-2025 | | 2023-2024 | |
|----------------------------------|----------------------|-------------|----------------------|-------------|
| | Amount in BDT | % | Amount in BDT | % |
| National Exchequer | 492,255,013 | 16% | 637,673,094 | 25% |
| Salaries & Benefits to Employees | 355,795,713 | 12% | 358,379,574 | 14% |
| Interest & Bank Charges | 1,284,868,743 | 43% | 615,383,684 | 24% |
| Depreciation | 272,538,627 | 9% | 280,286,492 | 11% |
| Shareholders dividend | 471,040,000 | 16% | 588,800,000 | 23% |
| Retained Earnings | 111,179,421 | 4% | 114,529,608 | 4% |
| Total | 2,987,677,517 | 100% | 2,595,052,452 | 100% |
| No. of Employee | 818 | | 886 | |
| Value Added Per Employee | 3,652,418 | | 2,928,953 | |

2024-2025



2023-2024



REVENUE PER AVAILABLE ROOM (REVPAR), AVERAGE DAILY RATE AND OCCUPANCY

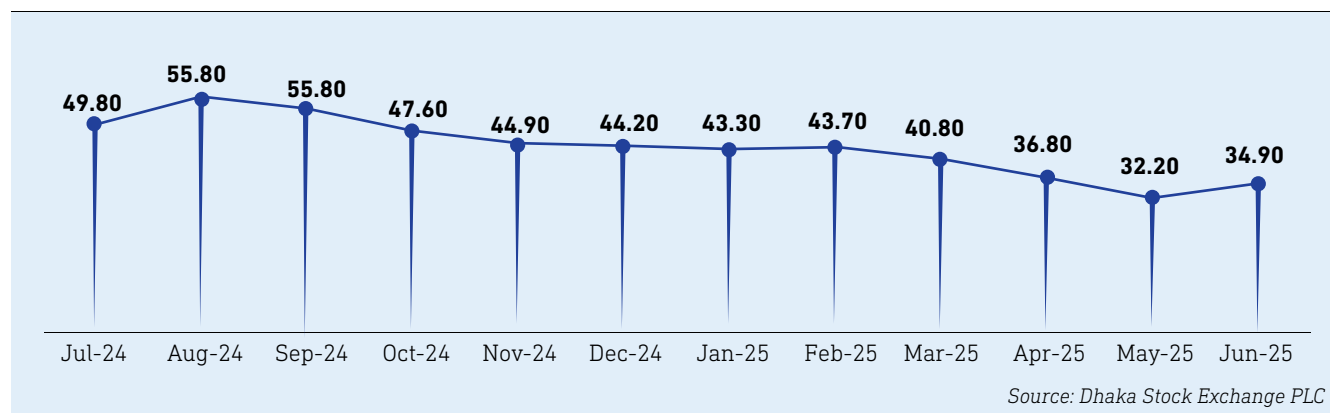
| The Westin Dhaka | 2024-25 | 2023-24 |
|--------------------|------------|------------|
| Occupancy | 58.03% | 63.0% |
| Average Daily Rate | BDT 14,451 | BDT 16,803 |
| RevPAR | BDT 8,386 | BDT 10,586 |

| HANSA - A Premium Residence | 2024-25 | 2023-24 |
|-----------------------------|-----------|-----------|
| Occupancy | 58.13% | 64.41% |
| Average Daily Rate | BDT 7,801 | BDT 7,247 |
| RevPAR | BDT 4,541 | BDT 4,776 |

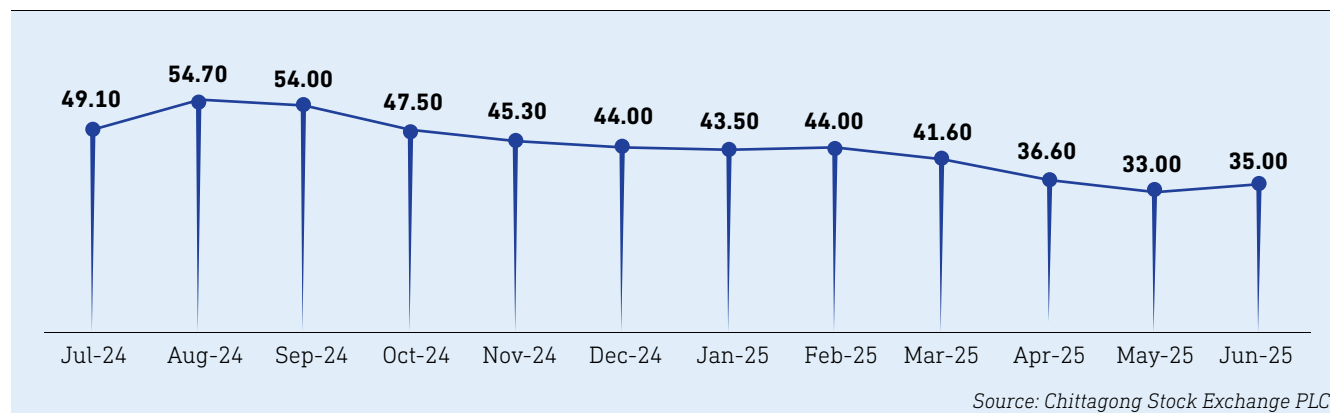
SHARE PERFORMANCE

| Month | DSE | | | CSE | | | Total volume on DSE and CSE |
|--------|------------------|-----------------|-----------------------|------------------|-----------------|-----------------------|-----------------------------|
| | Month high (BDT) | Month low (BDT) | Total volume (number) | Month high (BDT) | Month low (BDT) | Total volume (number) | |
| Jul-24 | 74.00 | 65.2 | 16,575,215 | 72.30 | 65.30 | 207,001 | 16,782,216 |
| Aug-24 | 68.6 | 59.5 | 9,381,033 | 67.50 | 61.00 | 110,923 | 9,491,956 |
| Sep-24 | 74.6 | 64.8 | 33,948,436 | 72.00 | 66.50 | 342,490 | 34,290,926 |
| Oct-24 | 68.30 | 59.6 | 13,455,179 | 65.50 | 61.00 | 127,515 | 13,582,694 |
| Nov-24 | 62.30 | 55.2 | 10,074,073 | 61.50 | 61.00 | 40,099 | 10,114,172 |
| Dec-24 | 59.9 | 55.2 | 5,781,567 | 61.00 | 61.00 | 534,835 | 6,316,402 |
| Jan-25 | 64.00 | 55.5 | 13,832,054 | 62.30 | 58.50 | 161,620 | 13,993,674 |
| Feb-25 | 65.90 | 58.20 | 9,151,181 | 64.00 | 59.70 | 97,419 | 9,248,600 |
| Mar-25 | 62.10 | 56.30 | 4,085,470 | 61.20 | 56.80 | 17,140 | 4,102,610 |
| Apr-25 | 60.50 | 54.80 | 3,355,807 | 59.90 | 55.40 | 19,270 | 3,375,077 |
| May-25 | 61.00 | 50.70 | 6,152,627 | 61.30 | 51.90 | 3,099,541 | 9,252,168 |
| Jun-25 | 59.00 | 48.80 | 10,891,995 | 58.50 | 48.80 | 62,945 | 10,954,940 |

MONTH END SHARE PRICE (DSE) FROM JULY 2024 TO JUNE 2025



MONTH END SHARE PRICE (CSE) FROM JULY 2024 TO JUNE 2025



CREDIT RATING REPORT

The summary of the up-to-date credit rating done by the Credit Rating Information and Services Ltd. (CRISL) is presented below:



RATING

| Rating | | Outlook | Rating Date | Rating Validity |
|---|--|---------------|----------------|-----------------|
| Long Term | Short Term | | | |
| AA+ (Double A Plus) Indicating Higher Safety for Timely Repayment | ST-2 Indicating High Certainty of Timely Repayment | Stable | 14 August 2025 | 13 August 2026 |

Credit Rating Information and Services Ltd. (CRISL) has reaffirmed “**AA+**” (Pronounced as double A plus Indicating Higher Safety for Timely Repayment) in the Long Term and “**ST-2**” (Indicating High Certainty of Timely Repayment) rating in the Short Term to Unique Hotel & Resorts PLC (UHR PLC) based on the financials and other relevant qualitative and quantitative information up to the date of rating declaration. The above ratings have been reaffirmed on the basis of consistent maintenance of our fundamentals such as strong Brand image- ‘The Westin Dhaka and Hansa Residence’, market leadership, strong Group support, equity-based capital structure, suitable location, good financial performance, sound liquidity, low operating cost, sound facilities and infrastructures, regular loan repayment capacity and history etc. The above ratings are however constrained to some extent, by exposure to foreign exchange risk, exposure to equity market risk etc.

The Long-Term rating indicates that entities rated in this category are adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions. The Short-Term rating indicates highest certainty of timely payment. Short- term liquidity including internal fund generation is very strong and access to alternative sources of funds is outstanding. Safety is almost like risk free Government short- term obligation.

CRISL also placed the entity with ‘Stable’ Outlook with an expectation of no extreme changes in economic or company situation within the rating validity period.

***The above has been reported as price sensitive information as per the Bangladesh Securities and Exchange Commission’s Notification No. BSEC/CMRRC/2009-193/37/Admin/132 dated 12 May 2022.*

UNIQUE HOTEL & RESORTS PLC

AIRPORT SKY LOUNGE



New revenue generating window has opened at Hazrat Shahjalal International Airport (HSIA) under prestigious portfolio of Unique Hotel & Resorts PLC. UHR has obtained lease of 6272.835 sft. at 3rd floor of international departure area of HSIA. The same has been rented out to Eastern Bank PLC with effect from January 2022. UHR appointed The Westin Dhaka as a catering partner to supply buffet food to EBL guest at the lounge. Subsequently UHR Lounge has obtained BAR license in this period. This has added extra value to the customer travelling worldwide and fulfill their desire beside quality meals served by Westin. Beside fixed rental and exclusivity fees, UHR earning a significant revenue (average approx. TK 3.40 crore per month) through food supply which is around TK. 41 crore at the end of the year on top line.

SKY LOUNGE HIGHLIGHTS 2024-25



Total Guest served

165,982



Total Revenue

BDT 407.83 M



Revenue in USD

\$3,323,789.00



Space size (sqf)

6,272.83



Seating arrangement

141



Number of Employees engaged

69

STEWARDSHIP



Ahsan Manzil

BOARD OF DIRECTORS



Standing from Left to Right

Mr. Gazi Md. Shakhawat Hossain
Director

Mr. Kazi Mahmood Sattar
Director

Mr. Md. Khaled Noor
Director

Mr. Md. Shakawath Hossain
Chief Executive Officer

Mr. Saiful Islam
Director

Mr. Ali Ashfaq FCA
Independent Director



Standing from Left to Right

Rtn. Ghulam Mustafa
Director

Mr. Mohd. Noor Ali
Managing Director

Ms. Nabila Ali
Director

Mrs. Salina Ali
Chairperson

Barrister Fatema Anwar
Independent Director

DIRECTORS' PROFILE



► MRS. SALINA ALI CHAIRPERSON

BUSINESS EXPERIENCE

More than 41 (Forty-One) years of Business and entrepreneurial experience.

EDUCATIONAL BACKGROUND

Bachelor in Social Science (Sociology) from University of Dhaka
Master's in Social Science (Sociology) from University of Dhaka

MEMBERSHIP OF BOARD COMMITTEE

Chairperson, CSR & Sustainability Committee

Mrs. Salina Ali is a prominent business personality of the country having interest in Hospitality & Tourism, Real Estate, Banking Services, and many more. She is the Chairperson of Unique Hotel & Resorts PLC as well as Unique Group - a renowned business conglomerate in Bangladesh. Mrs. Ali has been involved with 'The Westin Dhaka, Sheraton Dhaka and Hansa A-Premium Residence' from the very beginning of its commercial operation. Mrs. Ali has been a Director of Eastern Bank PLC since long. She is involved in many social and philanthropic activities. Mrs. Ali has travelled extensively across the globe on business trips.

KEY CAREER HIGHLIGHTS

Mrs. Ali is leading and performing as the Managing Director of the following business organizations:

- Purnima Construction (Pvt.) Limited
- Unique Share Management Limited
- Crescent Commercial Center Limited
- Gulshan Clinic Limited

OTHER INVOLVEMENTS

Mrs. Ali served as the Director in the following renowned companies:

- Director, Eastern Bank PLC
- Director, Borak Real Estate Limited
- Chairperson, Borak Ready Mix Concrete Ltd.
- Director, Borak Travels (Pvt.) Limited
- Director, Hansa Creative Solutions PLC
- Director, Hansa Aircraft Services PLC
- Director, Unique Ceramic Industries Limited
- Director, Arial Dairy and Agro Industries Limited
- Director, Hansa Management Limited
- Director, Unique Vocational Training Center Limited



► **MR. MOHD. NOOR ALI**
MANAGING DIRECTOR

BUSINESS EXPERIENCE

More than 45 (Forty-Five) years of corporate and entrepreneurial experience.

EDUCATIONAL BACKGROUND

Bachelor in Social Science (Sociology) from University of Dhaka

Master's in Social Science (Sociology) from University of Dhaka

MEMBERSHIP OF BOARD COMMITTEE

Member, Investment & Risk Management Committee

Mr. Mohd. Noor Ali is a prominent entrepreneur of the country having interest in Hospitality & Tourism sector, Real Estate, Ceramic Industry, Power Plants, Manpower Export, Banking Services, Housing Finance & Investment, Human Resource Development, Land Development, and many other businesses. He is the Managing Director of Unique Hotel & Resorts PLC and the Unique Group, a renowned business conglomerate in Bangladesh and Chairman of the Unique Meghnaghat Power Ltd. Mr. Ali is the only Bangladeshi entrepreneur who has pioneered to set up a 5-Star Hotel (The Westin Dhaka & Sheraton Dhaka) in the private sector and Prestigious own brand Hansa Residence at Uttara. 'The Westin Dhaka and Hansa Residence' is already very popular amongst the local and foreign communities. During the nineteen years of its business operation, The Westin Dhaka has achieved enviable success under Mr. Ali's able leadership.

Mr. Ali serves as Charman of Unique Share Management Ltd., Gulshan Clinic PLC., EBL Securities PLC.

Mr. Ali was born in an aristocratic Muslim Family in 1953 at Nababganj under Dhaka District. He is involved in many social and philanthropic activities. Mr. Ali is a widely traveled person across the globe including USA, UK, Switzerland, Canada, China, Japan, South Korea, Hong Kong, Singapore, Malaysia, Maldives, Thailand, Russia, Libya, Saudi Arabia, UAE, Kuwait, and India. He attended many seminars at home and abroad.

REMARKABLE POSITIONS

Mr. Ali involved in many social and philanthropic activities & associated with various Trade Bodies and hold various prestigious positions, some of these are presented below:

- Former Chairman of Eastern Bank PLC.
- Former President of Bangladesh Association of International Recruiting Agencies (BAIRA)
- Member of Federation of Bangladesh Chamber of Commerce & Industry (FBCCI).
- Executive committee member of Dhaka University Alumni Association.
- Life member of Gulshan Club Limited, Dhaka University Alumni Association, and Dhaka University Registered Graduate.



► **MR. ALI ASHFAQ FCA**
INDEPENDENT DIRECTOR

CORPORATE EXPERIENCE

More than 40 (Forty) years of experience in Corporates and as a Professional Practitioner.

EDUCATIONAL & PROFESSIONAL BACKGROUND

He is a Fellow Chartered Accountant (FCA) from:

- **The Institute of Chartered Accountants in England & Wales (ICAEW)**
- **Chartered Accountants Australia & New Zealand (CAANZ)**
- **The Institute of Chartered Accountants of Bangladesh (ICAB)**

MEMBERSHIP OF BOARD COMMITTEE

Chairman, Audit Committee

Member, Investment & Risk Management Committee

Mr. Ali Ashfaq FCA is a fellow member of the Institute of Chartered Accountants in England & Wales, Chartered Accountants Australia & New Zealand, and the Institute of Chartered Accountants of Bangladesh. Mr. Ashfaq has more than 40 (forty) years of experience in Corporates and as a Professional Practitioner. He joined KPMG Bangladesh (RRH) in March 2006 as a partner and retired in October 2024. Mr. Ashfaq was responsible for IT advisory services and corporate finance services within the firm. In addition, he was the CIO of the firm. Mr. Ashfaq has extensive experience in statutory audits, special audits, corporate tax, personal tax, indirect tax, company valuation, feasibility studies, strategic planning, financial management, internal controls, key performance indicators, restructuring, information risk management, IT advisory, etc.

He has extensive work experiences in Bangladesh, Australia and UK. He worked as Regional Finance Director, Asia Region (Regional CFO) based in Dhaka at Halcrow Bangladesh Ltd (1998 to 2005) – a subsidiary of British engineering consultancy company Halcrow Group Ltd, which was subsequently acquired by Jacobs, USA. He was responsible for all the financial aspects of Halcrow operations in Bangladesh, India, Sri Lanka, Thailand, Singapore, Malaysia, Indonesia, Philippines and Vietnam. His responsibilities included the entire financial management, financial reporting, budgetary control, treasury, external and internal (Halcrow group) financial reporting, etc.

OTHER ACTIVITIES:

- He is a Board Member of Biman Bangladesh Airlines and Chairman of Audit & Finance Sub-Committee.
- He is a member of a 6-member National Review Committee formed by the Interim Government to review the agreements signed under Quick Enhancement of Electricity and Energy Supply (Special Provision) Act 2010 (Amended 2021).
- He is a Member, Board of Advisors, Bangladesh Accounting Association.
- He is a member of BUET Syndicate.
- He is an Executive Committee Member and Treasurer of Gulshan Society.
- He is an Executive Board Member and Treasurer of BCCP.
- He is a Member and Past President of Rotary Club of Baridhara.
- He is a Member and Country Representative of Mensa international (high IQ organization).



► **RTN. GHULAM MUSTAFA**
DIRECTOR

CORPORATE EXPERIENCE

More than 48 (Forty-Eight) years of Managing Director & CEO of Prantik Express Ltd. and Prantik Travels & Tourism Ltd.

EDUCATIONAL BACKGROUND

Bachelor in Social Science (Economics) from University of Chittagong

Master's in Social Science (Economics) from University of Chittagong

MEMBERSHIP OF BOARD COMMITTEE

Member, CSR & Sustainability Committee

Rtn. Ghulam Mustafa is a leading business personality of the country and Nominated Director of Unique Hotel & Resorts PLC representing Borak Real Estate Ltd. A valiant freedom fighter Mr. Ghulam Mustafa is also involved with various socio-cultural organizations. He is a Rotarian and served as President of Rotary Club of Dhaka in RY 1999-2000. A frontline freedom fighter Ghulam Mustafa was the commander of a unit of pioneer platoon of 10 East Bengal Regiment (EBR). He was also a Staff Officer to the C.O of 10 East Bengal Regiment during War of Liberation and fought gallantly against the 15 Balooch Regiment and 24 Frontier Force Regiment of Pakistan Occupation Army. The fierce battle called "Second War of Belonia Bulge" where Mr. Mustafa fought gallantly, have been included lesson curriculum of Bangladesh Military Academy and many other Military Academies of the world. This illustrious personality has been honored with more than 100 awards from local and foreign countries which in short are CIP (5 times), Fellow of the World Bank, 3 Gold Medals for business ethics, professionalism and humanitarianism in business, Golden Key of Manila city by its Mayor, Arthakantha Business Award and so on.

Rtn. Ghulam Mustafa is the author of 3 books on our great Liberation War and 1 on Rotary Service apart from innumerable articles published in many renowned newspapers of the country. He also appeared in different local and foreign TV channels many times and spoken on the Liberation War, Remittance earning thorough manpower export for the Socio-economic development of the country, ethical business practices, current issues of the country etc.

Mr. Mustafa is a widely traveled person. He has travelled many countries across the globe including USA, UK, China, Korea, Hong Kong, Singapore, Malaysia, Thailand, Brunei, Russia, Brazil, France, Scotland, Saudi Arabia, UAE, Kuwait, Nepal, Sri Lanka and India for business, professional conference, tourism etc.

CAREER EXPOSURE

He is the Managing Director & CEO of Prantik Express Ltd. and Prantik Travels & Tourism Ltd. which are related to Freight Forwarding and Manpower Exporting business. Apart from Manpower Export, he is also engaged in Global Logistics Industry and their services are: Air Freight, Ocean Freight, Rail Freight, Trucking customs Brokerage, Removal & Relocations, Warehousing and Distribution, Project Handling and Documents.



► **MR. KAZI MAHMOOD SATTAR**
DIRECTOR

CORPORATE EXPERIENCE

More than 43 (Forty-Three) years of banking experience at home and abroad.

EDUCATIONAL & PROFESSIONAL BACKGROUND

Graduated in 1981 from University of Dhaka with a Bachelors in Business Management (Honor's) having a major in Finance.

MEMBERSHIP OF BOARD COMMITTEE

Member, NR Committee

Member, Investment & Risk Management Committee

Member, CSR & Sustainability Committee

Mr. Kazi Mahmood Sattar is a Nominated Director of Unique Hotel & Resorts PLC representing Unique Eastern (Pvt.) Limited. Mr. Sattar a veteran banker, joined the local banking industry after 20 years of senior management experience, with banks like Standard Chartered and ANZ Grindlays Bank at home and abroad. He is reputed to have shaped the banking industry in Bangladesh adopting the best practices of foreign banks. He was former Chairman of SWIFT Users Group, Bangladesh and former Chairman of the Association of Bankers, Bangladesh. K. Mahmood Sattar also held reign of Eastern Bank PLC as Managing Director & CEO from 2001 to 2007. Joining City Bank in 2007 as Managing Director & CEO, where he transformed the bank from its traditional method of operations to a centralized model, thus making City Bank the second bank in the country to have adopted the new way of banking. Mahmood Sattar led the launch of the country's first dual currency credit, debit, prepaid cards and also American Express Credit Cards and forged strong tie-ups in the Middle East, Europe, and the US for the efficient inflow of remittances from overseas Bangladeshi workers.

In recognition of running the Bank successfully on its ground breaking change management processes, he himself received 'The QFC – Asian Banker 'The Leadership Achievement award 2010' for his exemplary leadership. Under his leadership, City Bank became the first local Bank in Bangladesh to have received the ISO 9001:2008 accreditation from the international certification body, Moody International for its entire back end and technology operations. He has been accredited with achieving the 'Best Bank in Bangladesh for 2012' by Finance Asia; "The Strongest Bank in Bangladesh award" in 2010 from The Asian Banker. Mr. Sattar left City Bank, after 32 years in the banking industry in November 2013.

Currently, he is the Chairman of RSA Advisory Limited a boutique investment bank in Bangladesh and Blue Wealth Assets Limited an asset management company.



► **BARRISTER FATEMA ANWAR**
INDEPENDENT DIRECTOR

PROFESSIONAL EXPERIENCE

More than 26 (Twenty-Six) years of practice in Bangladesh.

EDUCATIONAL & PROFESSIONAL BACKGROUND

LL.B (Hons) – University of London (International Programmes) – 1993-1996.

Bar Vocational Course – BPP-Lincoln's Inn – 1997 Michealmas.

[Specialisation topics: International Trade laws and Private International Law/Conflict of Laws] – Degree of Barrister-at-Law of England & Wales.

MEMBERSHIP OF BOARD COMMITTEE

Chairperson, NR Committee

Member, CSR & Sustainability Committee

Barrister Fatema Anwar, Advocate, Supreme Court of Bangladesh who has vast experience in litigation in the areas of company law and judicial review, commercial arbitration (local and international), and general corporate legal services, including banking, intellectual property, real estate, admiralty, project financing, telecoms, international trade and the like. Currently Barrister Fatema Anwar is focusing more on providing solutions in complex legal scenarios.

Barrister Fatema Anwar graduated from the University of London with Honours in 1996 and was called to the Bar from the Honourable Society of Lincoln's Inn in 1997. She was enrolled as an Advocate of the Supreme Court of Bangladesh in 1999. She has almost 26 years' experience in litigation in the areas of company law and judicial review, commercial arbitration (local and international), and general corporate legal services.

EXPERIENCE:

From the very initial stage of legal practice, made extensive appearances in the district courts and the tribunals in commercial cases, worked for MNOs and corporate clients focusing mainly on the commercial contracts, including the international trade sector. This includes international sales issues, arbitration, extensive work on documentary credits and trade facilitation, project financing, various legal models for different types of multi-lateral contracts.

Specialised services in project finance, telecommunications and IT enabled service, Marine, shipping and logistics, Development agencies and INGOs, etc.



► **MR. SAIFUL ISLAM**
DIRECTOR

CORPORATE EXPERIENCE

Nearly 29 (Twenty-Nine) years of global and local experience in Key business and support roles.

EDUCATIONAL BACKGROUND

Bachelor's Degree of Commerce (B.COM) in Management from University of Dhaka

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.

MEMBERSHIP OF BOARD COMMITTEE

Member, Audit Committee

Chairman, Investment & Risk Management Committee

CAREER HIGHLIGHTS

Mr. Saiful Islam is a Nominated Director of Unique Hotel & Resorts PLC representing Purnima Construction (Pvt) Ltd. He was appointed as Nominee Director in April 2021 against the casual vacancy. Mr. Saiful Islam has elected as president of DSE Brokers Association (DBA) for the second term and is also the Director of BRAC EPL Stock Brokerage Limited. In mid-2000, Saiful Islam and his partners set up Equity Partners Limited and Equity Partners Securities Limited, the predecessor companies of BRAC EPL Investments and BRAC EPL Stock Brokerage Limited. He managed both companies for nine years until the companies entered into a joint venture partnership with BRAC Bank PLC in mid of 2009. Before setting up Equity Partners, Mr. Saiful Islam worked as Chief Operating Officer and Senior Vice President at Union Capital Limited, a Bangladesh brokerage house, merchant bank, and leasing company. Before UCL, Mr. Islam was Head of Operations of Peregrine Capital Limited (PCL), Bangladesh Branch Office, Manager, Securities Operations of PCL, and Manager, Settlements and Client Services, Custodial Services of Standard Chartered Bank, Bangladesh.

He also served as the Managing Director of SES Company Limited, a corporate member of Dhaka and Chittagong Stock Exchanges, and a licensed stock broker by the BSEC. Mr. Islam is an active investor in the Bangladesh start-up business arena and holds Board positions in a few of those companies. He is also involved in construction materials and other businesses

OTHER RESPONSIBILITY

Besides the professional activities with BRAC EPL, Mr. Islam is very much involved with capital market development activities. He was the Vice Chairman of the South Asian Federation of Exchanges (SAFE), held the office of Senior Vice President of the Dhaka Stock Exchange (DSE) for two consecutive terms, and served as Director of the Dhaka Stock Exchange for more than six years. He held a Board position on the Canada Bangladesh Chamber of Commerce and Industry (CANCHAM). Mr. Islam is a Member of the American Chamber of Commerce in Bangladesh (AMCHAM), and the Foreign Investors' Chamber of Commerce and Industry (FICCI). He is the Vice Chair of the Canada Bangladesh Alumni Association.



► **MR. MD. KHALED NOOR**
DIRECTOR

CORPORATE EXPERIENCE

More than 24 (Twenty-Four) years of corporate leadership and business personality.

EDUCATIONAL BACKGROUND

Bachelor's Degree (Honors) in Economics – University of Delhi

MEMBERSHIP OF BOARD COMMITTEE

Member, CSR & Sustainability Committee

KEY HIGHLIGHTS

Mr. Md. Khaled Noor is a nominated Director on the Board of Unique Hotel & Resorts PLC, representing Borak Real Estate Limited. He was born in 1975 in Lakshmipur.

Mr. Khaled is the founder CEO of Noor Trade House, a leading food service importer of Bangladesh. He was the former CEO of Unique Enterprise & Unique Tours and Travels. He is a widely traveled person and attended quite a few sales & supply chain management training programs. He also participated in many business conferences & seminars at home and abroad, including Australia, German, USA, Thailand, Hong Kong, Malaysia, Singapore, China and India.



► **MS. NABILA ALI**
DIRECTOR

CORPORATE EXPERIENCE

More than 16 years of corporate and entrepreneurial experience.

EDUCATIONAL BACKGROUND

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.

MEMBERSHIP OF BOARD COMMITTEE

None

Ms. Nabila Ali is a young business personality of the country having interest in Hospitality & Tourism, Banking Services, Real Estate, Construction, Industry and many more. She is the Director of Unique Hotel & Resorts PLC, Borak Travel (Pvt.) Ltd. Borak Real Estate Limited, Unique Eastern (Pvt.) Limited as well as Unique Group - a renowned business conglomerate in Bangladesh. She graduated with distinction from the American University, Washington D.C. specializing in International Studies. She obtained Judiciary Doctorate Law Degree (JD) – Law Certificate in 2013 from the Faculty of Common Law, University of Ottawa, Canada.

Ms. Nabila worked as Summer Associate of Baker & McKenzie, Chicago, U.S.A. where she involved herself in legal drafting of hotel management agreements, petitions and researched on US civil procedure/anti-trust laws with the Anti-Trust litigation team. Ms. Nabila is the eldest daughter of Mr. Mohd. Noor Ali, Managing Director and Mrs. Salina Ali, Chairperson of Unique Hotel & Resorts PLC and Borak Real Estate Limited. She involved with social & philanthropic activities. She has extensively travelled across the globe and attended many workshops and training programs.



► **MR. GAZI MD. SHAKHAWAT HOSSAIN**
DIRECTOR

CORPORATE EXPERIENCE

More than 28 (Twenty-Eight) years of corporate experience.

EDUCATIONAL BACKGROUND

Master's Degree in Accounting – Dhaka University (1990)

MEMBERSHIP OF BOARD COMMITTEE

Member, Audit Committee

Member, NR Committee

Member, Investment & Risk Management Committee

CORPORATE EXPOSURE

Mr. Hossain has a commendable expertise and more than 28 (Twenty-Eight) years of experience in the areas of financial management, real estate, hospitality management & business operation. He is the Chief Executive Officer (CEO) of Unique Group. Mr. Gazi Md. Shakhawat Hossain is a noted business executive wears multiple hats who is the nominated Director of Unique Hotel & Resorts PLC, representing Borak Travels (Pvt.) Limited. He has been serving as Director to the Board of Directors of Eastern Bank PLC since 2003. He is also a member of the Audit Committee & Risk Management Committee of Eastern Bank PLC. He was born on 01 February 1969 at Senbag, Noakhali.

OTHER RESPONSIBILITIES

Mr. Hossain served as the Chairman and Director in the following renowned companies:

- Chairman, Bay Hill Hotel & Resorts Limited
- Nominated Director, Eastern Bank PLC
- Nominated Director, General Electric Company (BD) Limited
- Nominated Director, Unique Meghnaghat Power Ltd.

MANAGEMENT PROFILE



MR. MOHD. NOOR ALI
Managing Director

DATE OF APPOINTMENT

24 December 2000 and continuing till date.

BUSINESS EXPERIENCE

More than 45 (Forty-Five) years of corporate and entrepreneurial experience.

EDUCATIONAL BACKGROUND

Bachelor in Social Science (Sociology) from University of Dhaka

Master's in Social Science (Sociology) from University of Dhaka

MEMBERSHIP OF BOARD COMMITTEE

Member, Investment & Risk Management Committee

Mr. Mohd. Noor Ali is a prominent entrepreneur of the country having interest in Hospitality & Tourism sector, Real Estate, Ceramic Industry, Power Plants, Manpower Export, Banking Services, Housing Finance & Investment, Human Resource Development, Land Development, and many other businesses. He is the Managing Director of Unique Hotel & Resorts PLC and the Unique Group, a renowned business conglomerate in Bangladesh and Chairman of the Unique Nebras Meghnaghat Power Ltd. Mr. Ali is the only Bangladeshi entrepreneur who has pioneered to set up a 5-Star Hotel (The Westin Dhaka & Sheraton Dhaka) in the private sector and Prestigious own brand Hansa Residence at Uttara. 'The Westin Dhaka and Hansa Residence' is already very popular amongst the local and foreign communities. During the nineteen years of its business operation, The Westin Dhaka has achieved enviable success under Mr. Ali's able leadership.

Mr. Ali serves as Charman of Unique Share Management Ltd., Gulshan Clinic PLC., EBL Securities PLC.

Mr. Ali was born in an aristocratic Muslim Family in 1953 at Nababganj under Dhaka District. He is involved in many social and philanthropic activities. Mr. Ali is a widely traveled person across the globe including USA, UK, Switzerland, Canada,

China, Japan, South Korea, Hong Kong, Singapore, Malaysia, Maldives, Thailand, Russia, Libya, Saudi Arabia, UAE, Kuwait, and India. He attended many seminars at home and abroad.

REMARKABLE POSITIONS

Mr. Ali involved in many social and philanthropic activities & associated with various trade Bodies and hold various prestigious positions, some of these are presented below:

- Former Chairman of Eastern Bank PLC.
- Former President of Bangladesh Association of International Recruiting Agencies (BAIRA)
- Member of Federation of Bangladesh Chamber of Commerce & Industry (FBCCI).
- Executive committee member of Dhaka University Alumni Association.
- Life member of Gulshan Club Limited, Dhaka University Alumni Association, and Dhaka University Registered Graduate.



MR. MD. SHAKAWATH HOSSAIN

Chief Executive Officer

DATE OF APPOINTMENT

21 May 2022

CORPORATE EXPERIENCE

With over 21 years of experience in Hospitality & Tourism Industry, including more than 5 years as a Chief Executive Officer.

EDUCATIONAL BACKGROUND

Currently pursuing Doctor of Philosophy (PhD) in Tourism & Hospitality Management – University of Dhaka. Master of Philosophy (MPhil) and MBA in Tourism & Hospitality Management – University of Dhaka. Recognized as a Bright Alumni by University of Dhaka.

CAREER EXPERIENCE

Md. Shakawath Hossain is a renowned professional in the hospitality & tourism industry in Bangladesh. Throughout his career, he has worked in various prestigious hotels in Bangladesh and completed many international and national trainings in different fields. All throughout, he has shown his strong leadership ability in various capacities. He possesses sound knowledge about the overall market, including competitors' strengths, economic trends, supply, and demand. During his tenure of 14 years at The Westin Dhaka, he crossed several steps of success and was the General Manager (acting) from January 2017 till September 2019 and was also appointed as the youngest Resident Manager by Marriott International. In October 2019, he was appointed as the Chief Executive Officer of Unique Hotel & Resorts PLC – the owning Company of The Westin Dhaka, Sheraton Dhaka and HANSA – a premium residence. Previously he was in various leading roles such as Director of Operations and Director of Rooms & Operational Excellence. He contributed immensely to establish The Westin Dhaka as one of the Leading Hotels of Bangladesh and now he is on his journey to take Unique Hotel & Resorts PLC to another level of success. Recently, Mr. Md. Shakawath Hossain has been elected as the Vice President of the Bangladesh Cricket Board (BCB). He is the adjunct faculty of University of Dhaka, Southeast University and American International University of Bangladesh.

AWARDS

Mr. Shakawath's contributions have not gone unnoticed. He has received numerous national and international accolades, including:

- Tourism Face of South Asia at South Asian Travel Award (SATA) 2024.

- Hotelier of the Year 2024 at Bangladesh Travel, Tourism and Hospitality Awards (BTTHA) 2024 by Bangladesh Monitor.
- Hospitality Professional of Bangladesh (2024) at TITA by Tourism Association of Bangladesh.
- Best Hotelier of Bangladesh by Hotel Industry Architecture, Interiors & Management Conference 2024.
- Best Hospitality Business Professional of the Year at International Business Excellence Awards 2023 by Business America.

AFFILIATIONS

Mr. Shakawath's influence extends beyond his corporate and academic roles. He is actively involved in various industry organizations, including:

- Vice President, The Bangladesh Cricket Board (BCB).
- Member, Tourism Masterplan Evaluation Committee, Ministry of Civil Aviation & Tourism (MOCAT), Government of the People's Republic of Bangladesh.
- Co-Chairman, Bangladesh International Hotel Association's (BIHA) standing committee of Planning and Development.
- Director, Tourism and Hospitality Industry Skill Council (ISC), Bangladesh.
- Member, Dhaka Chamber of Commerce and Industry (DCCI) Bangladesh.
- Director, World Tourism Network (WTN) Dhaka Chapter.
- Fellow Member, Bangladesh Society for Human Resources Management (BSHRM).
- Curriculum Committee Member, Tourism & Hospitality Management of University of Rajshahi, National University Bangladesh Sheikh Mujibur Rahman Science and Technology University and Noakhali Science and Technology University, Bangladesh.



MR. STEPHANE MASSE
Cluster General Manager
The Westin Dhaka and Sheraton Dhaka

DATE OF APPOINTMENT

01 October 2022

IN HANDS EXPERIENCE

Over 43 years of extensive experience in the field of Food and Beverage and Hotel Management

KEY HIGHLIGHTS

Mr. Stephane Masse, the Cluster General Manager of The Westin Dhaka and Sheraton Dhaka is a successful hospitality professional with extensive experience in the field of Food and Beverage and Hotel Management for various International Hotel groups and Leading Hotels of the World across Europe, North America and Asia, where he spent most of his management career. Stephane Masse has held various leadership roles within Shangri-La, Intercontinental, Starwood, Marriott and most recently with Radisson Hotels and Resorts in Bangkok, where he led his team through some extremely challenging times, when the hotel was closed for few months due to the pandemic and has reopened it successfully.

As a seasoned hotelier, he has always been motivated by creative projects and practices, that differentiate the offerings

for guests while taking service standards to a new high. In addition to this, his focus in driving teamwork and being able to draw a connection between combined efforts and the organization's goals is what sets him and his leadership style apart.

Mr. Masse is no stranger to Dhaka, as he was previously at the helm of The Westin Dhaka during its post opening phase where he set the hotel up for success in its early days. He has also led of a number of pre openings during his career.

We are delighted to welcome him back to Dhaka, Bangladesh. His return brings valuable experience, passion, and a commitment to elevating guest satisfaction and service standards. We look forward to the positive impact he will make in delivering exceptional hospitality and driving continued success.



MR. MD. SHARIF HASAN FCS, LL.B
Director - Regulatory Affairs &
Company Secretary

DATE OF APPOINTMENT

19 February 2015

EDUCATIONAL BACKGROUND

BBA and MBA from University of Dhaka (DU)

Bachelor of Law (LL.B) - National University

Chartered Secretary from the Institute of Chartered Secretaries of Bangladesh (ICSB)

KEY HIGHLIGHTS

Mr. Hasan is a season professional and Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He is a qualified Chartered Secretary, VAT Consultant and HR professional. He is the elected council member of the Institute of Chartered Secretaries of Bangladesh (ICSB) for consecutive three terms (2019-2022, 2022-2025 and 2025-2028) and elected as the Vice president of ICSB for the term 2025-2028. He is also the Chairman of the Membership Registration Committee of the Institute.

Md. Sharif Hasan is the member of the Board of Chartered Life Insurance PLC representing Unique Hotel & Resorts PLC. He is the Chairman of the Board of Director of SUN Services Limited and representing Director in the Board of Star Allied Venture Limited on behalf of Unique Hotel & Resorts PLC. Mr. Hasan is the Executive Committee Member (2024-25) of Bangladesh Association of Publicly Listed Companies (BAPLC) and also the trustee member of PF & WPPF of Unique Hotel & Resorts PLC and Unique Share Management Limited. Mr. Hasan came from a respected Muslim family and involved himself with various social and voluntary activities. He is a life time member of the Dhaka University Alumni Association and Dhaka University registered graduate. Mr. Hasan was also the standing committee member of Dhaka Chamber of Commerce and Industry (DCCI).

CAREER EXPERIENCE

Prior to joining the Unique Group Mr. Hasan served at Pubali Bank PLC as Assistant Company Secretary and Pubali Bank Securities Limited (Fully owned subsidiary of Pubali Bank PLC) on deputation. He has extensive experience to work in hand in the area of Corporate Governance, Company Affairs, Tax, Customs, Excise and VAT, Banking and Capital Market, IPO management and Post IPO Fund management, Labor Law, HR, Organizational Development & restructuring, Conflict

resolution, Internal control and compliance and strategic planning.

PROFESSIONAL & WELFARE ASSOCIATIONS ENGAGEMENT

- VAT Consultant from Customs, Excise and VAT Commissionerate, NBR.
- Life time member of the Dhaka University Alumni Association and Dhaka University registered graduate.
- Life time member of the Dhaka Metropolitan Shooting Club and
- Fellow member of the Institute of Chartered Secretaries of Bangladesh (ICSB).
- Former adjunct faculty of the Institute of Chartered Secretaries of Bangladesh (ICSB) and visiting lecturer of College and University.
- Former standing committee member of Dhaka Chamber of Commerce and Industry (DCCI) for the year 2017 & 2018.

TRAINING AND SEMINAR

In the journey of his career, he attended various training programs and participated in seminars and workshops on different aspect of Corporate Governance, Banking and Capital Market, Company Law, Secretarial Audit, Corporate Management & Leadership, Labor Law, IFRS, Career Management etc. in the home and abroad.

He attended in the SAFA Awards and SAARC Anniversary Awards for CG Disclosures, 2022 at Delhi, India and in 2016 Kathmandu, Nepal. Mr. Hasan also attended 02 days 51st ICSI National Convention 2023 held at Varanasi, Uttar Pradesh, India and a 4-day Master class "Corporate Governance, Culture and Board Dynamics Excellence 2019" at Singapore in 2019.



**MR. CHOWDHURY HASAN AL RASHID FCA, ACMA (UK), CGMA, CSCM
Chief Financial Officer (CFO)**

DATE OF APPOINTMENT

03 February 2025

PROFESSIONAL BACKGROUND

- Fellow Chartered Accountant (FCA), The Institute of Chartered Accountants of Bangladesh (ICAB).
- Chartered Global Management Accountant (CGMA), The Chartered Institute of Management Accountants (CIMA).
- Certified Supply Chain Manager (CSCM)

Mr. Hasan is a seasoned Accounts, Finance, and Auditing professional with 19 years of experience. He specializes in Management Accounting, Financial Reporting, VAT & Tax compliance Audit management, Internal auditing, and strategic planning. At Unique Hotel & Resorts PLC (UHRPLC), he manages and optimize the Accounts & Finance functions. His responsibilities include leading finance teams, making strategic decisions, and addressing stakeholder needs. Mr. Hasan also focus on developing and maintaining financial goals for the organization.

He holds a Bachelor's degree in Commerce and prestigious certifications, including Fellow Chartered Accountant (FCA), Chartered Global Management Accountant (CGMA), and Certified Supply Chain Manager. Mr. Hasan has held leadership roles at well-known organizations such as Svitzer Bangladesh, MGH Group, Abdul Monem Ltd., Portlink Logistics Centre Ltd., and The City Bank Ltd. His vast experience in finance and leadership makes him a key asset to UHRPLC.

He has a strong track record in both strategic planning and operational leadership. His background in audit and financial management will be invaluable to the company. Mr. Hasan is known for his dedication to financial excellence. His experience aligns perfectly with UHRPLC's goals for growth and success.

TRAINING & SEMINAR

In the journey of his career, he attended various training programs and participated in seminars and workshops on different aspects of Capital Market, VAT, and Tax, IFRS, leadership skills etc. Moreover, he also participated in the Global Management Training Program (GMTP) by International School of Business (ISB) Hyderabad, National University of Singapore (NUS), Risk Based Internal Audit under Basel II by South Asian Management Technology Workshop place- Dubai, UAE and Fire Risk, Safety & Security organized by Bureau Veritas.



MR. MAMUNUR RAHMAN SHUMON

Cluster Director of Sales & Marketing, The Westin Dhaka and In-charge of Sales & Marketing, Sheraton Dhaka

DATE OF APPOINTMENT

01 March 2021

EDUCATIONAL BACKGROUND

Business Administration with a major in Marketing and Operations from the American International University-Bangladesh (AIUB).

Mr. Mamunur Rahman Shumon currently serves as the Cluster Director of Sales & Marketing for The Westin Dhaka and Sheraton Dhaka, a role he has held since January 1, 2023. With over 17 years of experience in Marriott International, he is recognized as a seasoned professional in the hospitality industry with a proven record of accomplishment in driving sales, fostering partnerships, and enhancing brand growth.

Mr. Shumon began his journey with Marriott International in January 2008 as Business Development Manager at The Westin Dhaka, where he quickly rose through the ranks to Assistant Director of Sales. During his tenure, he played a pivotal role in establishing The Westin Dhaka as a market leader.

In May 2014, Mr. Shumon transitioned to The Westin Ottawa, Canada, as Sales Manager, Corporate Business Travel and Group, where he managed transient segments, corporate travel, and group business. His innovative strategies and keen industry insights earned him recognition within the North American hospitality market. While in Canada, Mr. Shumon

actively contributed to the industry through his involvement with prominent organizations such as: Global Business Travel Association (GBTA): He served as a Task Force Member for GBTA Canada in 2017 and 2018.

Association of Corporate Travel Executives (ACTE): He was a Canada Council Member from 2015 to 2017 and was honored as the Best Canada Council Member in 2017.

In March 2021, Mr. Shumon returned to Bangladesh to take on the role of Cluster Director of Sales for The Westin Dhaka and Sheraton Dhaka. Under his leadership, both properties have seen significant growth in sales performance and market presence.

A visionary leader, Mr. Shumon is committed to driving excellence, fostering innovation, and delivering exceptional results. His dedication and expertise continue to contribute to the success of Marriott International in Bangladesh. Mr. Shumon studied in Business Administration with a major in Marketing and Operations from the American International University-Bangladesh (AIUB).



MR. ASKANTAR RAJU

Cluster Director of Sales at The Westin Dhaka and Sheraton Dhaka.

DATE OF APPOINTMENT

01 September 2020

EDUCATIONAL BACKGROUND

Bachelor's degree in Tourism and Hotel Management and MBA major in Marketing

Askantar Raju is a dedicated and passionate hospitality professional with over 18 years of experience in the industry. Starting his career in 2006 as an entry-level staff member, he has risen through the ranks to his current role as Cluster Director of Sales for two prestigious Marriott International properties: The Westin Dhaka and Sheraton Dhaka.

With a Bachelor's degree in Tourism and Hotel Management and a Master's with a major in Marketing, Raju combines academic insight with practical expertise to drive growth and innovation. His career is further bolstered by extensive training in sales, marketing, and leadership, completed both in Bangladesh and internationally. Raju has developed a

strategic approach to sales and marketing, leveraging both his academic expertise and hands-on experience. Over the years, he has undertaken various specialized training programs in sales, marketing, and leadership, both domestically and internationally. This blend of academic rigor and practical training has enabled him to consistently drive revenue growth and foster strong client relationships. In his role as Cluster Director of Sales, Raju focuses on optimizing market positioning, expanding client portfolios, and delivering exceptional customer satisfaction. His leadership skills and innovative strategies continue to position Westin Dhaka and Sheraton Dhaka as leading destinations for business and leisure in the region.



MR. MD. MONWAR HOSSAIN

Director of Human Resources at The Westin Dhaka

DATE OF APPOINTMENT

10 December 2023

EDUCATIONAL BACKGROUND

Master of Business Administration (MBA) in Human Resources Management from Leading University

Master of Arts (MA) in English from Jagannath University.

CAREER HIGHLIGHTS

Mr. Md. Monwar Hossain has been appointed as the Director of Human Resources at The Westin Dhaka, effective December 10, 2023. A seasoned hospitality professional, Mr. Monwar brings over a decade of experience in Human Resources within the hotel industry. He has successfully led HR departments at several prominent international hotel and resort properties, including DuSai Hotel & Resorts Ltd., Royal Tulip Sea Pearl Beach Hotel & Resort, Radisson Blu Chattogram Bay View, and The Westin Dhaka.

Mr. Monwar began his career in the HR department of the insurance industry before transitioning to a corporate role.

He previously served as Group General Manager of HR & Admin at DX Group, gaining valuable experience in managing large teams and implementing strategic HR initiatives. His professional training includes programs such as Train the Trainer, Fast Track Training on Leadership 4.0, and HR Accounting: Concepts of Human Capital Management. Mr. Monwar holds a Master of Business Administration (MBA) in Human Resources Management from Leading University and a Master of Arts (MA) in English from Jagannath University.

With his extensive background and expertise, Mr. Monwar is well-positioned to drive HR excellence and contribute to the continued success of The Westin Dhaka.



MR. MUHAMMAD ABUL KALAM TALUKDAR

General Manager
HANSA – A Premium Residence

DATE OF APPOINTMENT

01 September 2019

EDUCATIONAL BACKGROUND

Master of Business Administration (MBA) in Management Information Systems,
American International University-Bangladesh (AIUB)

PROFESSIONAL PROFILE

Mr. M. A. Kalam Talukdar is an accomplished hospitality professional with over 18 years of experience in luxury hotels and resorts. Currently serving as the General Manager of HANSA – A Premium Residence, he has been instrumental in establishing the hotel as a premier local brand, consistently ranking as the top hotel in Uttara, Dhaka, on TripAdvisor. His exceptional leadership has elevated HANSA's operational standards, earning the hotel recognition with the South Asian Travel Award 2023 and the Bangladesh Travel, Tourism, and Hospitality Award 2024 as the "Leading Boutique Hotel" for excellence in service and guest experience.

CAREER SUMMARY

Mr. Kalam brings extensive experience from leading hospitality brands. Prior to HANSA, he led the Reservations and Revenue

Management team at The Westin Dhaka within the Sales and Marketing department. Additionally, he managed the Front Office and Guest Experience teams, applying innovative strategies to enhance customer satisfaction and streamline operations. His technical skills were essential in the Starwood-Marriott integration, aligning The Westin Dhaka with global standards. Mr. Kalam's background in customer service, loyalty building, revenue management, and operational excellence demonstrates his leadership across all areas of hospitality management.

TRAINING AND DEVELOPMENT

Mr. Kalam has completed numerous international trainings, notably a specialized Revenue Management course at Marriott International. His technical expertise and dedication to growth distinguish him as a leader in the industry.



MR. MAZHARUL ISLAM

Acting Head of Internal Audit & Compliance

DATE OF APPOINTMENT

01 September 2025

EDUCATIONAL BACKGROUND

Master of Business Studies (MBS) in Accounting, Ananda Mohan College, Mymensingh
He is a part qualified accountant from the Institute of Chartered Accountant of Bangladesh (ICAB)

Md. Mazharul Islam joined Unique Group as an Executive in the Internal Audit Department on 1 December 2018. Through his consistent performance and professional competence, he progressed to higher responsibilities and currently serves as the Acting Head of Internal Audit & Compliance of Unique Hotel & Resorts PLC.

CAREER HIGHLIGHTS

Mr. Islam has comprehensive experience in internal auditing, accounting, and taxation. He has worked in various audit and accounting roles across different organizations, contributing to strengthening internal controls, enhancing compliance

practices, and improving financial discipline. His leadership emphasises effective governance, operational efficiency, and adherence to organizational policies and regulatory requirements.

TRAINING & SEMINAR

He has attended many training programs, seminar and workshops on different aspect. He has attended numerous training programs, seminars, and workshops related to internal audit, accounting, taxation, corporate governance, internal control systems, and risk management.

AWARDS AND ACCOLADES

ICAB NATIONAL AWARDS

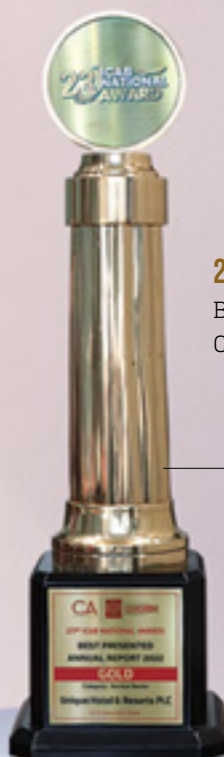
24TH ICAB NATIONAL AWARD (BRONZE)

Best presented Annual Report 2023
Category: Service Sector



23RD ICAB NATIONAL AWARD (GOLD)

Best presented Annual Report 2022
Category: Service Sector



21ST ICAB NATIONAL AWARD (FIRST)

Best presented Annual Report 2020
Category: Service Sector



22ND ICAB NATIONAL AWARD (CERTIFICATE OF MERIT)

Best presented Annual Report 2021
Category: Service Sector



ICSB NATIONAL AWARDS

9TH ICSB NATIONAL AWARD 2021 (SILVER)

Best presented Annual Report 2023
Category: Service Sector



11TH ICSB NATIONAL AWARD 2023 (GOLD)

For Corporate Governance Excellence



10TH ICSB NATIONAL AWARD 2022 (SILVER)

For Corporate Governance Excellence



8TH ICSB NATIONAL AWARD 2020 (GOLD)

For Corporate Governance Excellence



SAFA AWARDS

SAFA AWARD (SILVER AWARD)

For best presented Annual Report 2022

SAFA AWARD (SILVER AWARD)

For best presented Annual Report 2021

SAFA AWARD (FIRST RUNNER UP)

For best presented Annual Report 2020



SATA has awarded The Westin Dhaka for Leading Wellness and Spa Hotel/Resort



Trip.com Group has awarded The Westin Dhaka and HANSA - A Premium Residence for Top Engaged Hotel 2025 award in the "Luxury Hotel" category.

COMPANY PROFILE

Unique Hotel & Resorts PLC is the leading Hotel & Hospitality Management Company which is the owner of “The Westin Dhaka” and the pioneer of Five Star hotel in the private sector of Bangladesh. It was established in November 28, 2000 and got the Certificate of Commencement of Business in the Brand name “The Westin Dhaka” on July 01, 2007. Since then, it has been maintaining consistent growth with innovation & valued services and has become the number one in Bangladesh.

Unique Hotel & Resorts PLC is a Public Limited Company listed with Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC on 14 June 2012 and 5 June 2012 respectively. The address of the registered office of the company is Plot # 01, CWN (B), Road # 45, Gulshan-2, Dhaka-1212. Corporate head office of the Company is at Borak Mehnur, 51/B, Kemal Ataturk Avenue, Banani, Dhaka-1213.

The activities connected with the hotel business are carried out through a Management Contract executed on 17th December 1999 between Unique Hotel & Resorts PLC. Unique Hotel & Resorts PLC now (“the Owing Company”) and Westin Asia Management Co. (“the Operator”), a wholly-owned subsidiary of Starwood Hotels & Resorts Worldwide, Inc. now Marriott International, Inc. The Operator is knowledgeable and experienced in managing and promoting five-star hotels and resorts and has (and/or its Affiliates have) been performing such services throughout the globe with highest reputation since long.

In terms of Management Contract, the Operator is entitled to receive base fee, license fee, incentive fee and institutional marketing fee from the Owing Company for the operation of the Hotel only. In addition, under the agreement, the Operator is entitled to receive office base fee and office incentive fee from the Owing Company on account of office space rented out in the Hotel premises.

Later on, Unique Hotel & Resorts PLC established it's another hotel at Uttara name HANSA - A premium residence by UHR PLC. It the highest quality serviced hotel in Uttara area. Another prestigious property Sheraton Hotels & Resorts, an iconic brand of Marriott International, Inc. is in simulation stage and waiting for grand opening soon. This hotel is located in the Banani Arear.



OPERATIONS TEAM | CORPORATE OFFICE



Mr. Mohd. Noor Ali
Managing Director



Mr. Md. Shakawath Hossain
Chief Executive Officer



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



Mr. Chowdhury Hasan Al Rashid FCA
Chief Financial Officer



Mr. Md. Abdul Motaleb
Director- HR & Admin



Mr. Gazi Khalil Uddin
General Manager- Power Plant



Mr. Kowsiq Ahmed
Head of IT & SAP



Mr. Md. Shahriar Roman
DGM- Commercial



Mr. Mazharul Islam
Acting Head of Internal Audit and Compliance



FINANCE & ACCOUNTS TEAM



IT TEAM



BOARD SECRETARIAT, CORPORATE AFFAIRS



SKYLounge TEAM



INTERNAL AUDIT AND COMPLIANCE TEAM



CONSTRUCTION TEAM



HR & ADMIN TEAM



POWER PLANT TEAM

THE WESTIN DHAKA

The Westin Dhaka is located within a 2 km radius from corporate offices, embassies, shopping, dining, entertainment and historic landmarks that Gulshan and Banani are famed for. This upper upscale property features 235 tastefully designed guestrooms and suites. Recharge in our spacious luxury hotel room or suite where you'll find pampering touches, high-speed Wi-Fi, a mini-refrigerator, room service available 24 hours a day, a supremely comfortable Westin Heavenly Bed and skyline views. When it's time to dine, our five restaurants and bars offer an array of tempting international choices from fine Italian to a Pan Asian buffet. Make time to relax in our outdoor heated pool, workout in our Westin Workout or rejuvenate at our spa.

THE WESTIN
DHAKA



STRENGTHS

- Strong brand recognition and command over corporate market.
- Located in secured and heart of CBD that helps to secure business from corporates and diplomats.
- Strong penetration of the Marriott Bonvoy program.
- Highly skilled, trained and experienced service associates.
- The best customer service and food reputation.



OPPORTUNITIES

- Target audience with spending capacity has increased due to sustainable GDP growth of the country.
- Growing demand of domestic leisure segment.
- Adequate Capacity for hosting large size group (MICE) or residential meetings partnering with Sheraton Dhaka.
- Post COVID ongoing / upcoming government mega projects will create a significant demand.



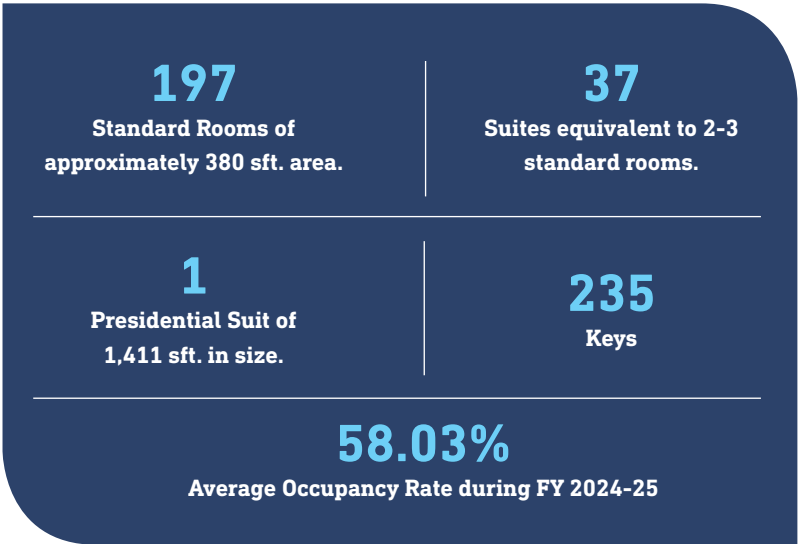
FEATURED AMENITIES AT WESTIN DHAKA ARE

| | | | | | | |
|----------------|----------------------|-------------------|--------------------|----------------------|--------------|-----------------|
| | | | | | | |
| Sustainability | Restaurant | Bar | Fitness Center | Spa | Outdoor Pool | Hot Tub |
| | | | | | | |
| Meeting Space | Free Wifi | Convenience Store | Gift Shop | Dry Cleaning Service | Laundry | Hair salon |
| | | | | | | |
| Room Service | 24 Hour Room Service | Wake up Calls | Daily Housekeeping | Turndown Service | Kitchenette | Mobile Key |
| | | | | | | |
| | | | | | | Service Request |

PRODUCTS AND SERVICES

Five-Star Hotel Business

The Company established a five-star hotel at Gulshan, Dhaka in 2007. The hotel is being operated under international chain hotel brand “The Westin Dhaka” vide a Management Contract with Westin Asia Management Co. (“the operator”), a wholly-owned subsidiary of Starwood Hotels & Resorts Worldwide, Inc.



PREGO

Italian Cuisine “Prego” Restaurant at Level 23 along with Show Kitchen which nourishes the spirit with rich colors, flavors, aromas and true taste of Italy in a tranquil and exquisite impression



SEASONAL TASTES

Sample the tempting variety of Pan Asian food at our inviting buffet restaurant in Dhaka. Choose from our bountiful buffet or our a la carte menu featuring your choice of comfort foods, Eat Well offerings, and freshly squeezed juice.

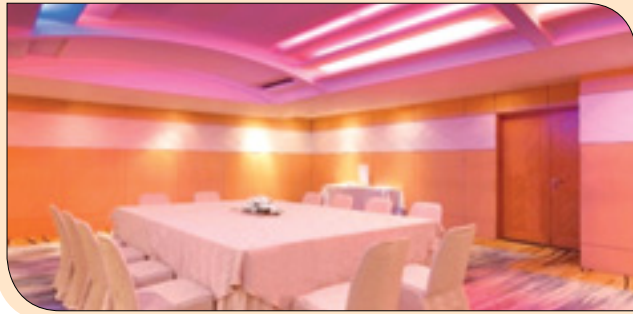
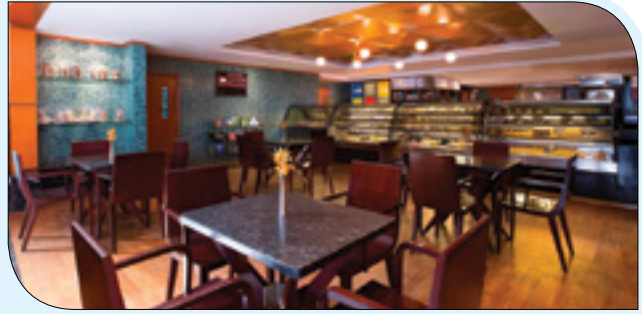
THE LIVING ROOM

Gather with colleagues and friends in the Living Room. This lobby lounge offers comfortable seating and a relaxing ambiance just right for enjoying handcrafted cocktails, refreshing drinks, light snacks, and live music in Dhaka.



THE DAILY TREATS

The Daily Treats at the ground floor which is a perfect place to pick freshly brewed coffee, pastries, sandwiches, and more before heading to a meeting or for sightseeing. Our Gulshan deli will satisfy your craving of gourmet food and to enjoy moments with your loved ones.



BUSINESS CENTRE

State of Art Business Centre with Board Room offering 24-hour services of printing, copying, self-service PC and wireless internet;

SPLASH

Relax with a refreshing drink and light bites at Splash, our casual, outdoor Gulshan restaurant in Dhaka, that sits alongside the pool and enchanting waterfall. It's the perfect spot for unwinding after a busy day in Dhaka, Bangladesh.

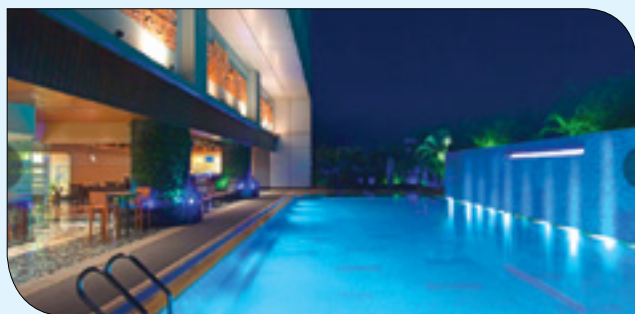
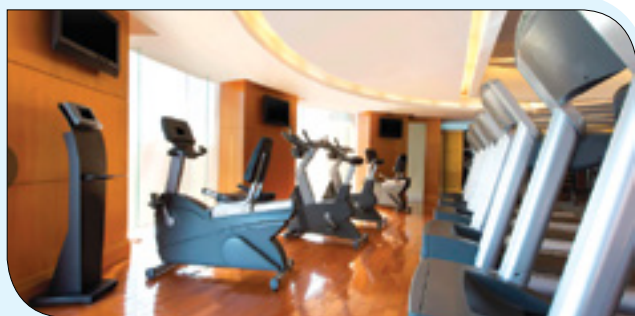


OTHER FACILITIES

Executive Lounge at Level 21 for VIP guests;

- State of Art separate Male and Female Health Club featuring top-of-the-line fitness equipment including cardiovascular equipment, weight machine, steam room, Jacuzzi and sauna and SPA package of two-hour everyday with the offer of 15% discount on further treatments booked on the same day.
- Unique Design SPA swimming pool at Level 5 which is temperature controlled;
- Ballroom Pre-Function/Meeting Space for 700 people with state-of the-art audio-visual equipment, non-smoking event facilities and new generation setup for events in modern;

- Shopping Arcade of 1,600 sft with the facility of cash machine and currency exchange and also nearby shopping facilities such as Nandan, Bashundhara Shopping Mall, Aarong and Shoppers World;
- Babysitting services, Westin Kids Club Amenities and Kids Pool to offer the kids a joyous atmosphere;
- Facility of Luggage storage and safe deposit boxes;
- Wireless Internet Facility accessible from all guest rooms and lobby and high-speed internet access throughout the hotel;
- In-house Valet Laundry Facility for guests/customers;
- Car Parking for 600 vehicles to accommodate for meetings and events and Limousine service;
- Seven Lifts and two Escalators for guests/customers providing the guests with the opportunity to avoid waiting in lines.



Customer Satisfaction



Tripadvisor

★★★★★

4.92/5

Rating Across Portfolio



OPERATIONS TEAM | THE WESTIN DHAKA

THE WESTIN
DHAKA



Stephane Roger Masse
Cluster General Manager
The Westin Dhaka & In-
Charge, Sheraton Dhaka



Mohammed Jahirul Islam
Director of Finance, Finance



Md. Monwar Hossain
Director of Human Resources,
Human Resources



Mamunur Rahman Shumon
Director of Sales & Marketing,
The Westin Dhaka and
In-charge of Sales &
Marketing, Sheraton Dhaka.



**Syed Shah Abu Jahangir
Haider**
Director of Engineering,
Engineering



Shah Riaz Uddin Ahmed
Director of Loss
Prevention, Loss
Prevention



**Hameem Al Shariar
Ahmmed**
Cluster Assistant Director-
IT, Information Technology



Md. Nahid Parvege
Executive Housekeeper,
Housekeeping



Md. Nesarul Islam
Food & Beverage
Manager, Food &
Beverage Services



Swapan Rozario
Executive Sous Chef,
Culinary



Salman Yousuf Kamal
Assistant Front Office
Manager, Front Office



Sales & Marketing Team



Human Resources Team



Finance Team



IT Team



Front Office Team



Food and Beverage - Production Team



Engineering Team



Loss Prevention Team



Housekeeping Team



Culinary Team

SHERATON DHAKA

PROGRESSING WITH PURPOSE

Sheraton Hotels & Resorts, an iconic brand of Marriott International, Inc. opens Sheraton Dhaka in the bustling capital city of Bangladesh.

A 07-minute drive from Hazrat Shahjalal International Airport, Sheraton Dhaka is positioned in the heart of Banani – an emergent commercial hub and a part of the Dhaka diplomatic zone. The premium hotel is a 10 minutes' drive from the corporate offices, embassies, shopping malls and a mélange of eateries that Banani is famed for.

The upscale property features 248 tastefully designed guestrooms and suites. Furnished elegantly, the guestrooms come with the signature Sheraton elements and the Sheraton Sleep Experience. The Sheraton Club Lounge is set to provide a feel of exclusivity where one can also find a spot to unwind in comfort, while enjoying the elite privileges of lounge check-in, daily breakfast and round-the-clock canapés.



STRENGTHS

- Strong brand recall in Dhaka due to the earlier Sheraton property (now Intercontinental).
- Contemporary F&B spaces and a team of experienced expatriate Chefs to set a new benchmark to the F&B experience of the city.
- Strategic location close to the CBD will help secure strong FIT and F&B walk-in.
- Large pillarless ballroom in the CBD will to help secure high-volume banqueting events.
- 13 Function Rooms will help drive multiple events.
- Spacious guest rooms, amongst the largest in the city.
- Traction of the Marriott Bonvoy program.
- Dining options including 250 cover All Day Dining and Yumi restaurant is likely to drive strong F&B footfall.
- Marriott distribution support



OPPORTUNITIES

- Upcoming commercial offices in Banani area (like Uber etc.) to create a corporate base for the Hotel.
- High-end residential areas in the vicinity of the hotel which are expected to generate F&B demand.
- The room to space ratio of the hotel will help position the hotel as a convention venue for large events.



Customer Satisfaction



Tripadvisor



3/816

(Garden Kitchen) as Featured
Rating Across Portfolio

PRODUCTS AND SERVICES

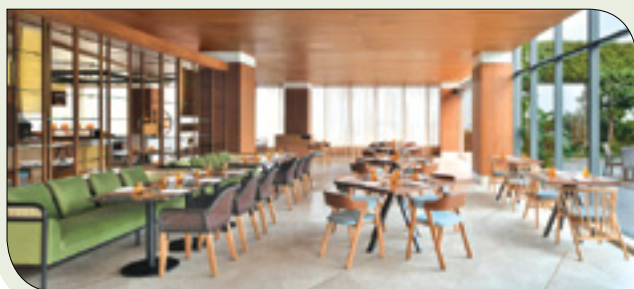
Five-Star Hotel Business

Unique Hotel & Resorts PLC has constructed another Branded 5-Star Chain Hotel namely the "Sheraton Dhaka". The hotel is being operated under the international chain hotel brand "Sheraton Dhaka" via a Management Contract with Sheraton Hotels and Resorts ("the operator"), a wholly-owned subsidiary of Marriott International Inc.

| | | | |
|---|---|---|--|
| 162 Standard Rooms of approximately 31-68 sqm area | | 48 Sheraton Club rooms | |
| 38 Suites equivalent to 2-3 standard rooms | 1 Chairman Suite (110 sqm) | 1 Presidential Suite (238 sqm) | |
| 4 Restaurants and bars | | 17,846 sq feet of Corporate spaces for meetings and networking | |

REDEFINING THE CULINARY EXPERIENCE

At our hotels, we elevate every occasion with exceptional culinary experiences and heartfelt hospitality. Be it through collaborating with renowned chefs or through tailored menus for every event, we ensure our guests enjoy and cherish every meal



THE GARDEN KITCHEN

International

The Garden Kitchen Restaurant at Level 14 a multi-cuisine restaurant in Banani offers a mélange of sumptuous dishes featuring an Al Fresco dining experience and multiple private dining rooms;

YUMI

Japanese

Japanese Fine Dining Restaurant "Yumi" at the top of Sheraton featuring Teppanyaki aficionados that elevate the spirit of exotic drinks at the bar with spectacular views of the city and a true taste of Japan;

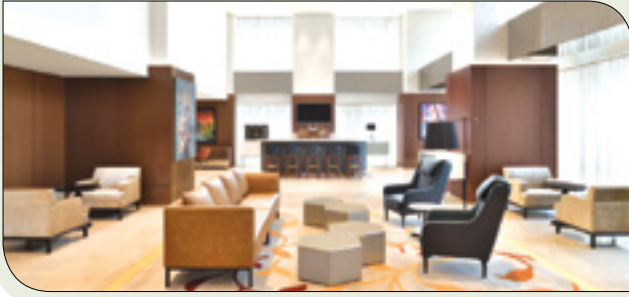


TOASTINA

Deli

Toastina at the Lobby level where one can connect with colleagues, friends, or family over a freshly brewed coffee and baked munchie;





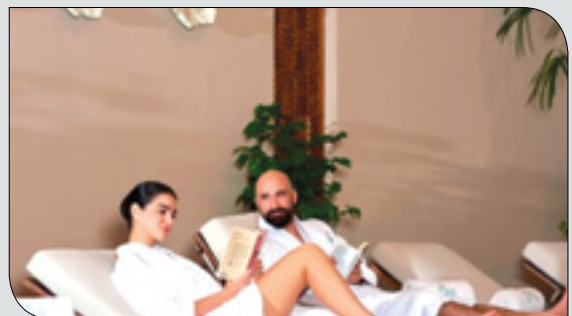
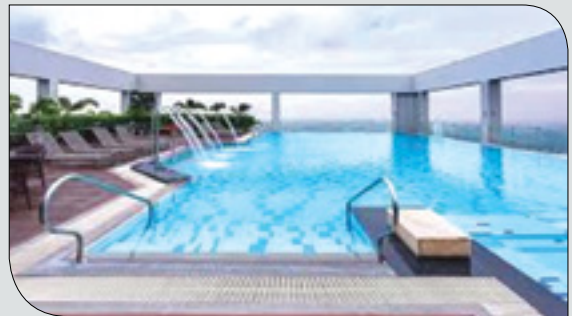
ON THE ROCKS

Tapas

After a busy day in Banani, unwind with signature cocktails and delicious tapas at On the Rocks, our lobby bar in Dhaka, Bangladesh.

OTHER FACILITIES:

- Community Business Centre with Board Room offering 24-hour services of printing, copying, self-service PC and wireless internet;
- Sheraton Club at Mezzanine Level for VIP guests;
- Quality Sheraton Standard Bakery Facility for guests/customers;
- Male and Female Fitness Center featuring the latest fitness equipment including yoga, steam room, jacuzzi and sauna and Spa;
- Sheraton's signature Shine Spa offers a one-of-a-kind therapeutic experience in Banani, Dhaka. Each spa treatment is designed around the preferences and demands of the modern business traveler;
- Temperature-controlled outdoor swimming pool with breathtaking panoramic views of the city;
- As a hub for celebrations and gatherings, Sheraton Dhaka offers 17,846 sq ft of sophisticated event spaces, with a range of flexible layouts that can accommodate exquisite weddings, large-scale conferences, and meetings. The event space includes a 7,979 sq ft Grand Ballroom that can accommodate over 1,000 guests. The meeting spaces are also fully equipped with the latest meeting technology including a 20 x 10 ft LED video wall, attentive catering services, thoughtful amenities, and eco-friendly meeting supplies;
- Baby-Seating services, Sheraton Kids Zone, and Kids Pool to offer the kids a joyous atmosphere;
- Facility of Luggage storage and safe deposit boxes;
- Wireless Internet Facility accessible from all guest rooms and lobby and high-speed Internet access throughout the hotel;
- In-house Valet & Laundry Facility for guests/customers;
- Car Parking for 200 vehicles to accommodate for meetings and events and Limousine service;
- Nine Lifts for guests/customers providing the guests with the opportunity to avoid waiting in lines.



OPERATIONS TEAM | SHERATION DHAKA



Stephane Roger Masse
Cluster General Manager
The Westin Dhaka & In-
Charge, Sheraton Dhaka



Mamunur Rahman Shumon
Director of Sales & Marketing,
The Westin Dhaka and
In-charge of Sales &
Marketing, Sheraton Dhaka.



Askantar Raju
Cluster Director of Sales



Nusrat Farzana
Financial Controller



Md. Habib Ullah
Assistant Director of
Human Resources



Rimoun Obaid
Executive Chef



Mohammad Khorshed Alam
Associate Director of Food &
Beverage



**Hameem Al Shahriar
Ahmed**
Cluster Assistant
Director of IT



Mozaffar Hossain Khan
Senior Manager-
Housekeeping



Manoar Raihan Ferdous
Assistant Front Office
Manager



Thoufiqur Rahman
Loss Prevention
Manager



Md. Faisal Faroke
Assistant Manager-
Engineering



Finance Team



Human Resources Team



Sales & Marketing Team



Food and Beverage Service Team



Front Office Team



IT Team



Engineering Team



Loss Prevention Team



Culinary Team



Housekeeping Team



HANSA - A PREMIUM RESIDENCE

Unique Hotel & Resorts PLC started the operation of “HANSA Residence” A Premium Residence (3 Star) at Uttara with 76 numbers of keys with two world class restaurant, roof top swimming pool, work out and many more facilities.

HANSA - A Premium Residence is owned by Unique Hotel & Resorts PLC, the leading Hospitality Management Company and the owner of “The Westin Dhaka and Sheraton Dhaka” with more than 20 years of experience in the hospitality industry. HANSA is the first premium residence in Bangladesh providing all services at par with any other international hotels of the country. The residence has 76 contemporary Rooms including 12 Suites, 2 World Class Restaurants, Gymnasium, Spa, Rooftop Swimming Pool, BAR and many other best-in-class amenities. Situated in Uttara, the growing Ready-Made Garment (RMG) business hub of Dhaka City, HANSA is perfectly placed near the International Airport, providing its guests the privilege to reach their hotel in less than 10 minutes from the airport and very convenient location to move factory area. Be it Business or Pleasure – HANSA sets the benchmark of quality accommodation in Bangladesh.



STRENGTHS

- Strong brand recognition and command over corporate market as a sister brand under UHRPLC.
- Location- very near to renowned Factories, International Airport and rising business hub.
- Full-service hotel using world class amenities including swimming pool only in Uttara.
- Highly skilled, trained and experienced associates.
- The best customer service and F&B reputation #1 position in TripAdvisor.

58.13%

Occupancy Rate



OPPORTUNITIES

- Target audience with spending capacity has increased due to sustainable GDP growth of the country.
- Growing demand of domestic leisure segment.
- Ongoing various commercial offices at Uttara especially RMG sector.
- Upcoming Hansa BAR will be an ideal destination for business class customers.



Customer Satisfaction



Tripadvisor



4.9%

Rating Across Portfolio

PRODUCT AND SERVICES

("HANSA-A PREMIUM RESIDENCE")

ROOM

HANSA - A Premium Residence offering 76 guestrooms including 12 suites with international standard room amenities. We've created an energizing environment, thoughtfully arranged to meet all your needs. Enjoy well-equipped kitchens and spa-inspired baths. A smart workspace helps you find your focus, while tech touches like a 49" LED TV and complementary Wi-Fi. Modern equipped bathrooms. Oversized windows flood the space with natural light, while sunrise-to-sunset lighting sets the mood.



RESTAURANT

Enjoy the best continental cuisine at two of the finest restaurants in Uttara, Goldberg and H-CAFÉ - the 24-hour café. Our Chef, Bartender trained from the best of instructions create an experience which redefines infinity. Making you crave for our culinary art at all times.



SPA

Towering high above Dhaka, a truly personalized luxury spa experience awaits you. Basking in the natural light of our fourteenth-floor retreat, you will enjoy sweeping views from our spa lifestyle. Our services include full body massage, facials, body scrubs, and steam sessions. Choose from a selection of the best Aromatherapy, Thai, Swedish and Herbal massages.

BAR

HANSA BAR offers the best experience to guests with best-in-class international standard services through warmth, innovation, instinctiveness, promptness and care from the best in hospitality, enriching the comfort in each step of your journey.

SWIMMING POOL

HANSA is having a heated swimming pool is a sight to behold. Located on the rooftop, the pool has a glass wall with spectacular views of Dhaka city. After your swim, relax in the steam and sauna rooms. Memberships are available on a monthly or yearly basis or you can join us just for the day.



MEETING ROOM

HANSA - A Premium Residence offers one private meeting room for the 10-15 person with modern meeting equipment's. Seamless audio projection, multimedia, High-speed Wi-Fi internet connection. Video conferencing and delicious food menu choice. We look forward to creating an indelible memory of this meeting in the mind of your guests.



OPERATIONS TEAM | HANSA - A PREMIUM RESIDENCE



M. A. Kalam Talukdar
General Manager



Md. Ibrahim Noman
Manager



Rintu Chandra Saha
Sr. Manager



Mohammad Johir Uddin
Manager



Muhammed Mamun Hossain
Front Office Manager



Md. Anishur Rahman
Manager



**Md. Farid Ahmed
Mazumder**
Executive Chef



**Mohammad Rezaul
Karim**
Restaurant Manager



Kazi Abul Bashar
Assistant Engineer



Robiul Islam
Assistant Engineer



Md. Rezwanul Haque
Manager



Md. Ahsan Ullah
Inspector



Front Office Team



Finance Team



Sales & Marketing Team



Food & Beverage- Production Team



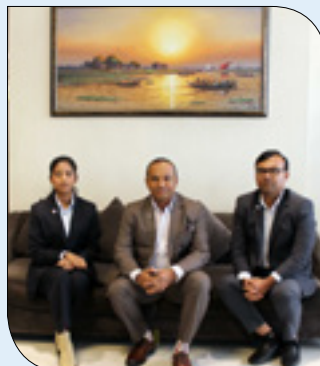
Food & Beverage- Service Team



House Keeping Team



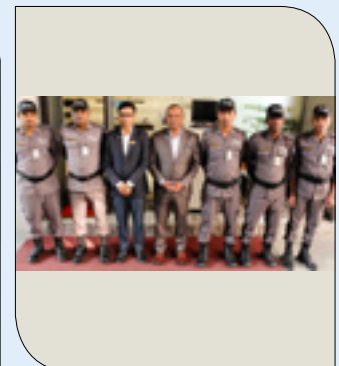
Engineering Team



HR Team



IT Team



Security Team

STATUTORY STATEMENTS & REPORTS

Bisanakandi

A woman with dark hair and glasses, wearing a patterned top and a light-colored shawl, is sitting in a large, ornate, patterned armchair. She is smiling slightly and looking towards the camera. The background is a warm, yellowish-brown wall with some decorative elements. A red cushion is visible behind her to the right.

“By delivering excellence in customer service and building a culture of empowerment and accountability, we are moving forward to deliver world-class service while addressing challenges and ensuring the well-being of our guests, employees, and communities.”

MESSAGE FROM THE CHAIRPERSON

Salina Ali
Chairperson

Dear Shareholders,

Assalamu Alaikum

It is both an honor and a responsibility to address you as the Chairman of Unique Hotel & Resorts PLC, one of the nation's leading Five Star hotel and the pioneer of Five Star hotel in the private sector of Bangladesh. As I reflect on the financial year 2024-25, I am reminded of the resilience, tenacity and determination that have defined our journey this past year. While the year in review presented extraordinary challenges, it also underscored our ability to adapt, innovate and remain steadfast in our commitment to excellence.

A YEAR OF CHALLENGES

FY 2024-25 was a year of challenges for Bangladesh's hospitality sector due to factors like continued inflationary pressures, global economic uncertainty, and a decline in foreign tourist arrivals. The sector also faced issues with limited international promotion, infrastructure deficits, and other domestic challenges, although there was a slight improvement in the overall business climate compared to the previous year. Political instability that marked the beginning of the second-half of the year further exacerbated the situation, creating an environment of uncertainty that impacted our

operations and financial performance and dented consumer confidence. Despite our best efforts to mitigate these issues, the cumulative impact of these adversities resulted in a financial loss for the year, a setback we deeply regret but are determined to overcome.

BUSINESS PERFORMANCE

In the face of continued economic adversity and sector-specific challenges, the company has demonstrated resilience and prudent management in maintaining a strong financial position. During the reporting year, we recorded a total revenue of BDT 2,683 crore, compared to BDT 2,925 crore in the previous fiscal year, demonstrating the stability of our core operations despite macroeconomic volatility. Due to huge finance cost, profit after tax stood at BDT 1,525 crore, as against BDT 1,432 crore in the prior year. This performance, as detailed in the Audited Financial Statements, was underpinned by disciplined cost management, improved operational efficiencies, and the strategic execution of key initiatives. These efforts continue to reinforce our commitment to sustainable growth and long-term value creation for our esteemed shareholders. Based on financial performance, the Board of Directors recommended 16% cash dividend to all shareholders for the financial year ended 30 June 2025.

| Particulars | Financial Year 2024-2025 | Financial Year 2023-2024 (Restated) |
|--|---------------------------------|-------------------------------------|
| Basic and Diluted Earnings Per Share (EPS) | BDT 5.18 | BDT 4.87 |
| Net Asset Value (NAV) | BDT in million 27,646.64 | BDT in million 26,794.89 |
| Net Asset Value (NAV) Per Share | BDT 93.91 | BDT 91.02 |
| Net Operating Cash Flow Per Share (NOCFPS) | BDT 2.87 | BDT 6.47 |

Dear Shareholders, due to July–August 2024 student movement and its subsequent unrest caused widespread disruptions and heightened security concerns, significantly affecting the hospitality and travel sector. Additionally, Bangladesh experienced a severe flood during first quarter of the financial year 2024-25 that lasted several weeks, further discouraging inbound travel. Consequently, the hotel's occupancy rate declined notably, as a significant portion of its business depends on foreign guests. On the other hand, rising commodity prices, higher electricity and gas tariffs, and increased bank interest rates also placed additional pressure on operational performance. As a result, EPS of Unique Hotel & Resorts PLC stood at Tk. 5.18 per share for the year ended 30 June 2025, compared to Tk. 4.87 per share (restated) in the previous year — reflecting an overall increase of 6.4%.

SUSTAINABILITY AND SOCIAL RESPONSIBILITY

At UHR PLC, resilience and sustainability go hand in-hand. Our sustainability values reflect the way in which we steward

the organization towards not only fostering a culture of contribution to socio-economic growth but also planting a path to cultivating societal resilience. This need is acute in Bangladesh to bolster growth buoyancy in the face of continued global and domestic challenges that buffet the national economy. In this effort, we align our progress on and contribution to the Sustainable Development Goals (SDGs) that express Bangladesh's 2030 objectives. With the SDGs as our guiding light, enhancing our commitment to broader societal investment is a vital component of our sustainability approach and key to a better tomorrow.

As a leader in the hospitality industry in Bangladesh, we take pride in collaborating with leading consultants to develop sustainability targets that will drive improvements across ESG metrics, through initiatives such as energy recovery systems and renewable energy use. We have created a safe and encouraging environment for our employees to ensure their personal and professional development. Furthermore, our

engagement with charitable causes across the country has led to numerous tangible outcomes, generating positive results for local communities. Guided by our governance framework, we ensure continuous stakeholder engagement and long term success by promoting responsible practices and inclusive decision making. We are a committed organization that recognizes the environmental effect of our hotel operations and are thus dedicated to mitigating that impact across our entire supply chain. Our environmental management methods are governed by laws and regulations as well as the Company's Environmental, Health and Safety Policy, which seeks to apply the best international standards and practices to all elements of our activities. This strategy backed by an Environment, Health, and Safety (EHS) management system that is benchmarked to international standards.

Our purpose of True Hospitality for good recognizes the importance of using our business to not only care for those we interact with, but also to make a positive difference to our communities and the world around us. Our strategy, still very much centered on achieving industry-leading net rooms growth, places a sharper focus on our brands and digital investments, our guests and owner offer, and ensuring we grow in the right way for our people, communities and planet. Taking all, we have learnt as a company from the pandemic, our behaviors support the ways of working we believe are vital to successful operations, reputation and culture. Suffice to say that given our long-term planning and focus on quality products and services, we remain optimistic that Unique Hotel & Resorts PLC shall continue to do well in the future.

OUR ESG COMMITMENT

Unique Hotel & Resorts PLC is dedicated to maintaining strong corporate governance principles and practices, ensuring integrity, transparency and accountability in all we do. This commitment is pivotal for building trust with our stakeholders and is supported by a diverse and skilled Board of Directors. Our comprehensive risk management framework, which includes risk identification, assessment, monitoring, and mitigation, is guided by a culture of prudent risk-taking and ethical behaviour. Our dedication to sustainability and corporate social responsibility remains a cornerstone of our identity; we recognize their importance in securing our long-term success and relevance. In recognition of our duty to the environment, our communities, and future generations. Our initiatives focus on reducing our carbon footprint, promoting diversity and inclusion, and supporting local communities to foster both social and environmental benefits alongside financial returns. We are committed to sustainable tourism practices that minimize negative impacts and maximize

benefits for host communities, emphasizing conservation of natural resources, protection of cultural heritage and promotion of responsible travel.

SOUND GOVERNANCE

Unique Hotel & Resorts PLC is committed to maintaining the highest standard of Corporate Governance and adhering to the Corporate Governance requirements which facilitate effective management and enable the company to maintain a high level of business ethics and optimize the value for all its stakeholders. Safety is our number one priority. Our policies and rigorous safety management systems ensure that safety principles and practices are hard-coded into our business and operations. The Company's culture of corporate governance embeds a high level of transparency, accountability and equity by employees and management in all facets of its operations and interactions with its stakeholders. Our philosophy on Corporate Governance envisages best management practices, compliance with the law and adherence to these ethical standards has set a culture in the Company wherein good Corporate Governance underlines interface with all stakeholders.

ACKNOWLEDGMENT

I would like to take this opportunity to thank our stakeholders for their continued support and trust in the Company and management. I am also grateful to our valued customers, honorable shareholders, clients, well-wishers and the regulators, especially Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies & Firms, Bangladesh Investment Development Authority (BIDA), Financial Reporting Council Bangladesh and Central Depository of Bangladesh Limited and other regulatory authorities and institutions for their prudent guidance and support. My heartfelt appreciation also extends to our people, Hotels offices and reservation centers who have been a part of it for their dedication and perseverance, for outlasting such a challenging time and helping us emerge from it an even better, leaner and stronger company. I am very excited and committed to the transformation journey we are driving and confident that we will come out stronger as we scale new heights. I am confident the Company will continue its success with the support from all its stakeholders.



Salina Ali
Chairperson

THE WESTIN
DHAKA

seasonal
tastes

SEAFOOD THEME NIGHTS

THURSDAY & FRIDAY
Buffet Dinner | BDT 8950 Net

B1G2 & B1G1*
Available with selected partners

Call **+8801730374871** for reservations





“Our sustainable performance is a demonstration to the strength of our core values, the clarity of our strategic direction, and our commitment to people focused leadership. These pillars continue to guide us as we remain steadfast in our pursuit of long-term, sustainable growth.”

MESSAGE FROM THE MANAGING DIRECTOR

Mohd. Noor Ali
Managing Director

DEAR VALUED SHAREHOLDERS,

Assalamu Alaikum

I am pleased to present the Annual Report for Unique Hotel & Resorts PLC for the financial year 2024-25. This year has been marked by significant achievements and progress, reflecting our commitment to excellence and our ability to navigate dynamic operating environments.

But Bangladesh is facing unprecedented macroeconomic pressures due to the geopolitical shifts and US trade policies which are reflected in unabated inflation, rapid depletion of foreign exchange reserves and mounting pressure on foreign exchange liquidity. Low Tax to GDP ratio is limiting government's ability to sufficiently finance its infrastructure and human development initiatives and social protection programs. Import constraint emerging out of import control initiatives and acute shortage of foreign exchange supply is hurting GDP growth and private sector investment. Yet, Bangladesh holds a favourable position. The country has a degree of independence and the nation's long-term prospects are secure considering its attractiveness for drawing investment, especially as firms diversify their supply chains. This is a major positive as foreign investment and other capital inflows will foster job creation and strengthen the middle-class.

However, I would like to congratulate and thank each & every associates of Westin Dhaka, Sheraton Dhaka, Hansa Residence, Airport Sky Lounge and all officers and employees of the Corporate Office for their dedication and persistence in running the hotels despite the many challenges. We are optimistic about the Company's future and our ability to continue to deliver superior returns to our shareholders in the coming years overcoming all challenges.

ECONOMIC REALITIES AND TOURISM TRENDS

Economy

Global GDP growth stood at 3.2% in 2024, with forecasts for 2025 and 2026 also at 3.3%—trailing the historical average of 3.7% (2000–2019), noted in the IMF's January 2025 update. However, subsequent tariff announcements by the United States in early 2025 led to downward revisions, with projected growth reduced to 2.8% for 2025 and 3.0% for 2026. These changes reflect growing trade tensions and rising policy uncertainty, which continue to test global resilience. Consumer price inflation in advanced economies is projected at 2.5% for 2025 and 2.2% for 2026, reflecting a marginal decline from the 2.6% recorded in 2024. In developing and emerging markets, inflation forecasts have been adjusted to 5.5% for 2025, and

to 4.6% for 2026. These projections continue to be shaped by a complex global landscape, where heightened geopolitical and geo-economic tensions present both upside potential and considerable downside risk.

Bangladesh's GDP growth rate for fiscal year 2024-25 is provisionally estimated at 3.97% by the Bangladesh Bureau of Statistics (BBS). However, other forecasts and reports differ, with some suggesting higher growth. The World Bank projects a 4.9% recovery in the next fiscal year (2025-26), while the International Monetary Fund (IMF) forecast 6.5% for FY26 and the Asian Development Bank (ADB) predicts 5.1% for FY26.

THE GLOBAL TOURISM INDUSTRY

**International tourist arrivals
grew 5% in the first six
months of 2025 compared
to the same period of 2024.
This is about 4% above pre-
pandemic levels.**

Having the global challenges, international tourism continues to see strong momentum and resilience. According to UN Tourism, the global tourism industry experienced a 5% growth in international tourist arrivals in the first half of the July 2024 to June 2025 financial year, reaching approximately 690 million international arrivals by June 2025. This growth is expected to continue, though with cautious optimism, driven by factors like strong spending in Europe and Asia and the Pacific and specific national tourism initiatives, despite lingering inflation and mixed regional results. Projections show international visitor spending is expected to set a new record, surpassing pre-pandemic peaks, with inflation projected to ease slightly to 6.8% for the full year.

Key performance indicators

- International Tourist Arrivals: Grew by 5% in the first six months of the FY (July 2024 – June 2025) compared to the same period in 2024, reaching approximately 690 million international arrivals by June 2025.
- International Spending: Expected to reach an all-time high, with projections from the World Travel & Tourism Council (WTTC) estimating a record-breaking \$2.1 trillion in international visitor spending.

- **Inflation:** Tourism inflation is forecast to decrease to 6.8% in 2025, from 8.0% in 2024, but will remain above pre-pandemic levels.
- **Economic Contribution:** Tourism is a significant economic driver, with a projected contribution of about 6% of the world's total exports of goods and services when combined with transport receipts.

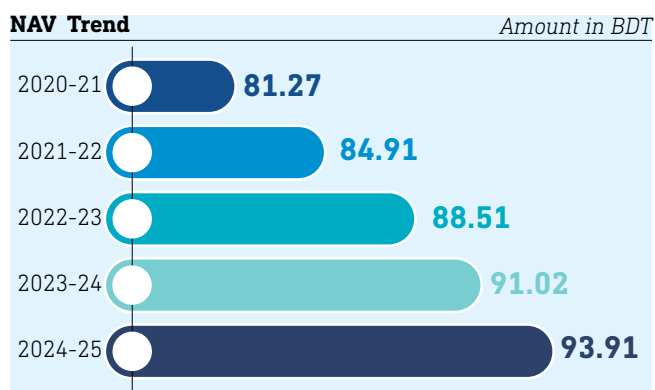
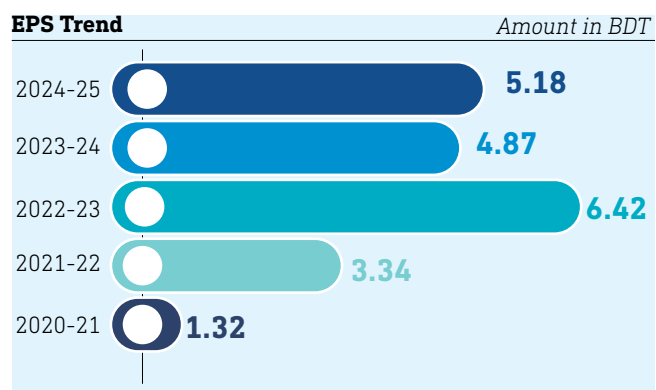
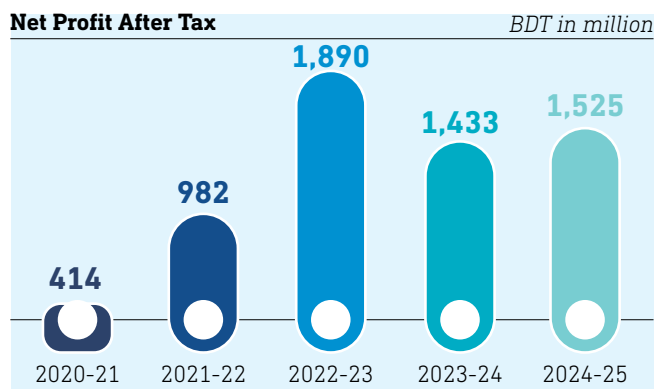
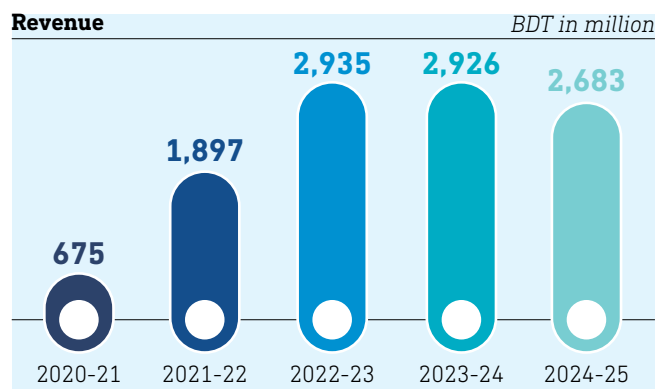
Despite global uncertainty, travel demand is expected to remain resilient throughout the remainder of the year. UN Tourism's January projection of 3% to 5% growth in international arrivals for 2025 remains unchanged.

OUR PERFORMANCE

The global hotel industry demonstrated resilience in 2024 despite ongoing challenges. While the Americas, Europe, and the Middle East have fully recovered with RevPAR growth between 17% and 26%, Asia Pacific still lags 10% behind

2019 levels. Bangladesh is expected to witness a remarkable growth in the Hotels market over the forecast period. By 2025, the revenue in this market is projected to reach US\$1.26bn in Bangladesh. Furthermore, the revenue is anticipated to grow annually at a rate of 15.16%, resulting in a projected market volume of US\$2.56bn by 2030.

However, due to ongoing political unrest, increase of bank interest rate, floods, and cancellations and postponements of international bookings, as well as corporate events our overall business performance throughout the financial year 2024-25 has placed additional pressure on operational performance. Management team is closely watching the current changes and appropriate timely decisions were taken for structured sustainability and resilient with market changes. Due to the dollar crisis and increase in bank interest rates, we are facing huge problem. But considering the situation, our business performance during the financial year 2024-25 are as follows:



Segment Wise Performance

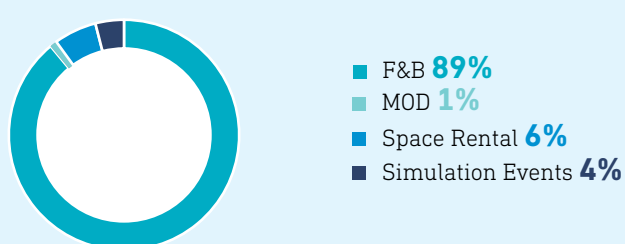
The Westin Dhaka 2024-25



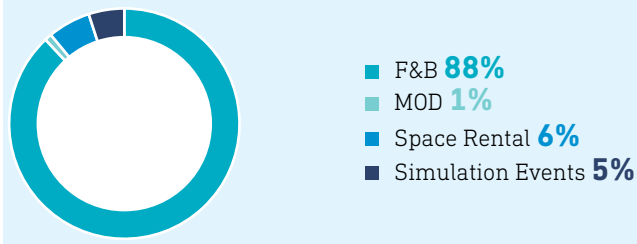
The Westin Dhaka 2023-24



Sheraton Dhaka 2024-25



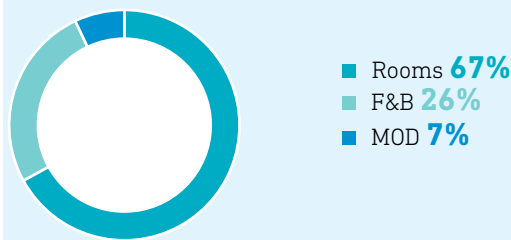
Sheraton Dhaka 2023-24



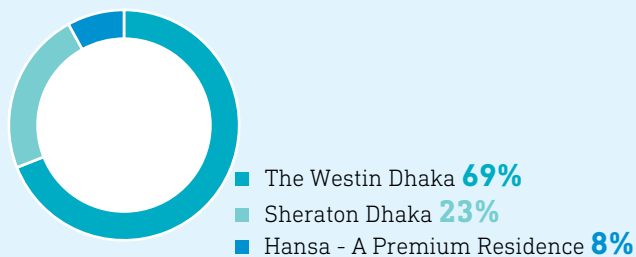
HANSA -A Premium Residence 2024-25



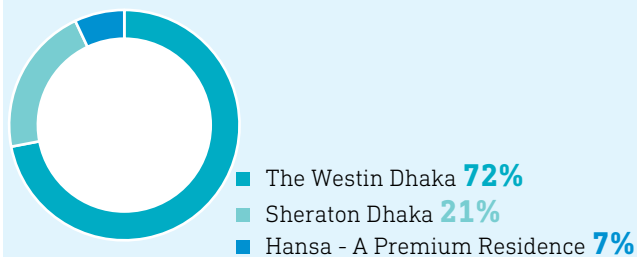
HANSA -A Premium Residence 2023-24



Gross Profit Analysis 2024-25



Gross Profit Analysis 2023-24



Occupancy

Our average occupancy rate during the financial year 2024-25 are as follows:

58.03%
The Westin Dhaka

58.13%
HANSA – A Premium
Residence

UHR PLC CREDIT RATINGS

AA+
Long Term

ST-2
Short Term

"STABLE"
Outlook

DECLARATION OF DIVIDEND

Dear Shareholders, I am delighted to let you know that the considering the current market scenario and global economic crisis, the Board of Directors has recommended 16% cash dividend for the year ended 30 June 2025 for the Shareholders subject to approval by the shareholders in the 24th AGM. The Company's total paid up number of shares as on 30 June 2025 is 29,44,00,000 nos.

History of our dividend payment for the last five years as follows:

| Year | Dividend Payout (%) |
|---------|---------------------------------|
| 2020-21 | 10% Cash Dividend |
| 2021-22 | 15% Cash Dividend |
| 2022-23 | 20% Cash Dividend |
| 2023-24 | 16% Cash Dividend |
| 2024-25 | 16% Cash Dividend (Recommended) |

We are committed to keeping continuity and consistency in the payment of dividend vis-à-vis the market scenario in the coming years.

PROGRESSING SUSTAINABLY

As a pioneer in Bangladesh's hospitality sector, we are committed to sustainability across all operations. Our focus remains on energy efficiency, water conservation, responsible sourcing, and minimizing our environmental footprint. This year, an integrated initiative, further strengthened our long-term commitment to environmental stewardship and social responsibility. We embarked on our sustainability journey with well-defined initiatives to enhance our performance across key metrics. We have introduced sustainability goals across Environmental, Social and Governance (ESG) parameters. By adopting diverse eco-friendly measures across our hotels including green architecture, energy-efficient technologies and Greenhouse Gas (GHG) emissions tracking, we have reinforced our commitment to the environment. Our '3R' model – Reduce, Reuse, Recycle – has been pivotal in reducing waste. Furthermore, we promote water conservation through zero liquid discharge systems and invest in upgrading treatment plants for sustainable water management.

OUR PEOPLE AND OUR SOCIETY

Our people are the driving force behind our success. To ensure that our colleagues are engaged and contribute in a meaningful way to our organisation's success, we invest heavily in their learning, development and growth. Furthermore, we have a safe and supportive work environment, ensuring the wellbeing of our people. Diversity and inclusion shape

our vibrant workplace culture, supported by a number of human resource initiatives that foster teamwork and two-way communication. We remain committed to being the hospitality company of choice for young aspiring hoteliers. We are committed to driving systemic change through CSR programmes that improve livelihoods, and enhance access to healthcare and education, building lasting relationships with local communities. We stand committed to governance and transparency with the highest ethical standards – intellectual, financial and moral. We have several policies which promote integrity in all aspects of our business and prevent misconduct.

LOOKING AHEAD

As we look to the future, our focus remains on sustaining the momentum we have built and continuing to create long-term value for all our stakeholders. Our commitment to providing exceptional guest experiences remains unchanged. Our every decision, attention to the smallest detail, and choice of destination is guided our guests who are at the heart of everything we do. A key focus area for us is the enhancement of our Information Technology ecosystem and sustainable business performance. We continue to foster a workplace culture built on inclusivity, compassion, and ethical integrity. We have outlined a robust strategy plan, with introduction of new products & services in the hotels and we will focus on increase of occupancy rate in our hotels. As Bangladesh's dynamic growth unlocks new opportunities, we remain focused on delivering exceptional guest experiences while expanding thoughtfully across priority markets. We look ahead with confidence, built on strong foundations, distinguished legacy, and an unwavering pursuit of excellence.

GRATITUDE

I would like to convey my deep gratitude to the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies & Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL) Bangladesh Bank, Bangladesh Investment Development Authority (BIDA) and other regulatory authorities and institutions for their guidance, valuable suggestion and continuous support. Thank you once again for your valuable guidance and cooperation round the year.



Mohd. Noor Ali
Managing Director

DIRECTORS' REPORT

UNIQUE HOTEL & RESORTS PLC

Dear Shareholders,

Assalamu Alaikum

We, the Board of Directors, have immense pleasure to present the Annual Report of Unique Hotel & Resorts PLC (the Company or UHRPLC) along with the Audited Financial Statements for the Financial Year ended 30 June 2025 and the Auditor's Report thereon, for your valued consideration, approval and adoption.

The report also included a summary of the Company's performance, financial position of the year, as well as information on key elements of the global and Bangladesh economies. The report articulated the forward outlook and offers a detailed analysis of the Company's financial performance and competitive context for the financial year 2024-25, in compliance with regulatory framework. Despite the challenging business environment, Unique Hotel & Resorts PLC has shown great resilience and continued its growth momentum. Such strong performance has once again portrayed the sustainability of our business model and further strengthened our foothold in the industry.

The Directors' report has been prepared in compliance with Section 184 of the Companies Act 1994, the Corporate Governance Code 2018 (amendment thereof) issued by the Bangladesh Securities and Exchange Commission, Listing Regulations of Dhaka and Chittagong Stock Exchanges and all others applicable provisions. Moreover, the Directors are pleased to explain and disclose some issues, which they consider relevant to ensure more transparency in this regard. The Directors believe that the report will give greater insights of the Company's performance during the year under review.

PRINCIPAL ACTIVITIES AND NATURE OF BUSINESS

Unique Hotel & Resorts PLC started its commercial operation on 1 July 2007 with "The Westin Dhaka" which is a Five Star Hotel in Bangladesh. The principal activities of the Company over the period were carrying out hotel business through a Management Contract dated 20 December 1999 (renewed on 9 April 2015) executed between Unique Hotel & Resorts PLC ("the Owner") and Starwood Asia Pacific Hotels & Resorts Pte. Ltd. ("the operator"), now Marriott International. The Operator is knowledgeable and experienced in managing and promoting five-star hotels and resorts and has (and/or its Affiliates have) performed such services throughout the world.

In terms of Management Contract, the operator is entitled to receive base fee, license fee, incentive fee, program service fee and institutional marketing fee from the owner on account of operation of the Hotel only. In addition, under the contract, the operator is entitled to receive centralized service fees for developing, promoting, operating, maintaining and upgrading the centralized services and associated Starwood technology. The Company owns an international standard hotel in the name and style of "HANSA, A Premium Residence" which has started its operation from July 2018.

Considering the emerging business opportunity in this arena, Unique Hotel & Resorts PLC has constructed another Branded 5-Star Chain Hotel namely the "Sheraton Dhaka". Sheraton Dhaka has 248 rooms of different categories including Presidential and Chairman Suits, restaurants, Banquet Hall, Health Club, Spa, and Gym facilities. Two restaurants and banquet hall has been operating since February 2022 through obtaining restaurants license from District Commissioner Office. We are expecting to open the said hotel "Sheraton Dhaka" very soon.

ECONOMIC OVERVIEW

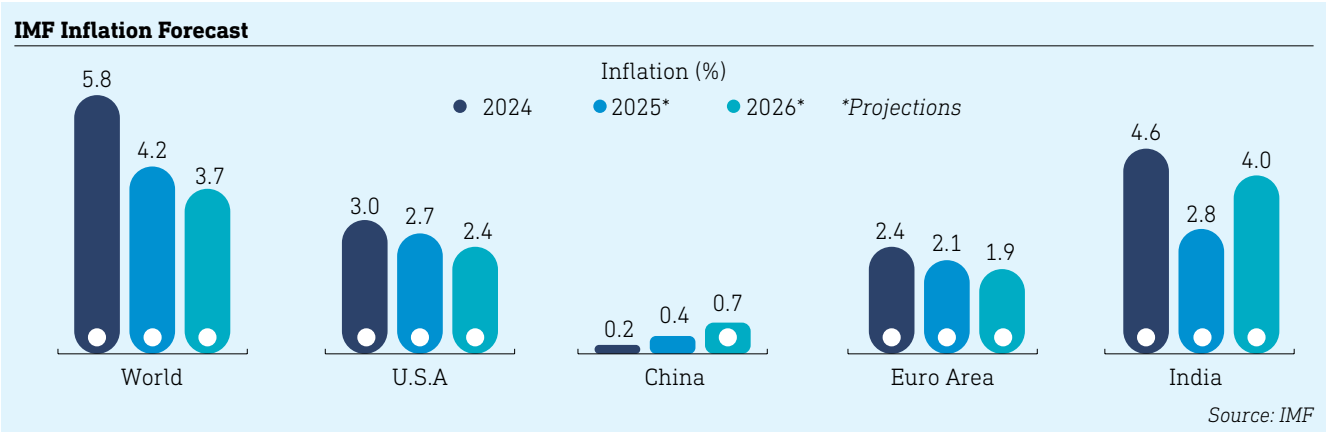
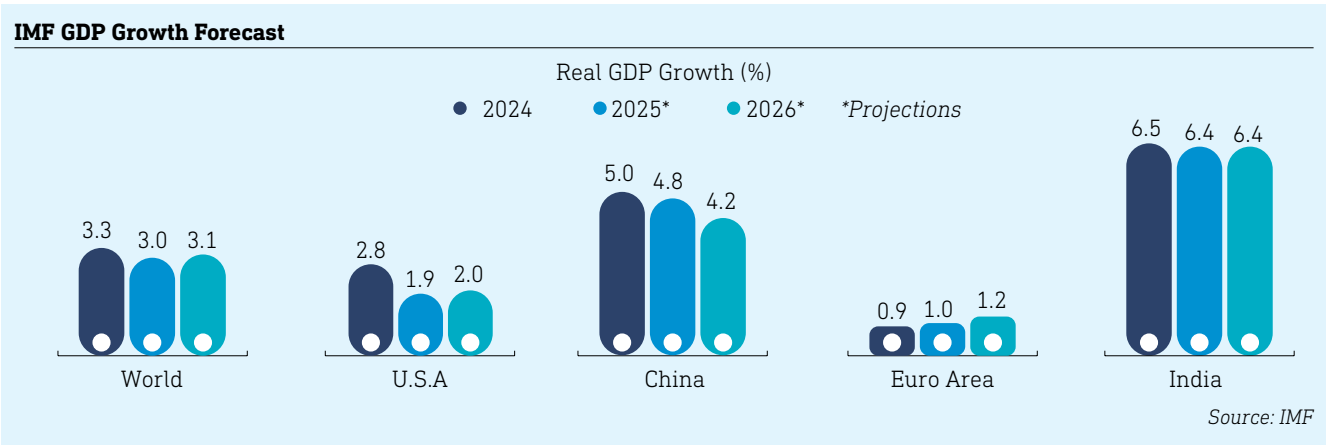
The world economy is at a precarious moment. Heightened trade tensions, along with policy uncertainty, have significantly weakened the global economic outlook for 2025. Higher tariffs resulting in a significant increase in the effective tariff rate in the United States of America are likely to strain global supply chains, drive up production costs and delay critical investment decisions, while also contributing to financial market volatility.

The global economy during the 2024-2025 financial year showed steady but slow growth of around 3.2% in 2024, with a slight moderation to about 3.1% in 2025, according to the IMF. Inflation is projected to continue to decline globally, though with variation across countries: above target in the United States with risks tilted to the upside and subdued elsewhere. Global growth is projected at 3.0 percent for 2025 and 3.1 percent in 2026. The forecast for 2025 is 0.2 percentage point higher than that in the reference forecast of the April 2025 World Economic Outlook (WEO) and 0.1 percentage point higher for 2026. This reflects stronger-than-expected front-loading in anticipation of higher tariffs; lower average effective US tariff rates than announced in April; an improvement in

financial conditions, including due to a weaker US Dollar; and fiscal expansion in some major jurisdictions. Global headline inflation is expected to fall to 4.2 percent in 2025 and 3.6 percent in 2026, a path similar to the one projected in April. The overall picture hides notable cross-country differences, with forecasts predicting inflation will remain above target in the United States and be more subdued in other large economies. Risks to the outlook are tilted to the downside, as they were in the April 2025 WEO. A rebound in effective tariff rates could lead to weaker growth. Elevated uncertainty could start weighing more heavily on activity, also as deadlines for additional tariffs expire without progress on substantial, permanent agreements. Geopolitical tensions could disrupt

global supply chains and push commodity prices up. Larger fiscal deficits or increased risk aversion could raise long-term interest rates and tighten global financial conditions. Combined with fragmentation concerns, this could reignite volatility in financial markets. On the upside, global growth could be lifted if trade negotiations lead to a predictable framework and to a decline in tariffs. Policies need to bring confidence, predictability, and sustainability by calming tensions, preserving price and financial stability, restoring fiscal buffers, and implementing much-needed structural reforms.

Source: International Monetary Fund (IMF)



The IMF projects global inflation to continue declining, with global headline inflation falling to 4.2% in 2025 and 3.5% in 2026, though underlying (core) inflation is expected to fall more gradually. The United States' inflation is expected to remain above target, while other countries will likely see inflation return to target earlier. The overall outlook is subject to significant downside risks, including trade tensions and policy uncertainty.

Global Outlook

The global economic outlook is one of moderate growth, but with significant downside risks and regional variations. Global growth is slowing due to a substantial rise in trade barriers and the pervasive effects of an uncertain global policy environment. Growth is expected to weaken to 2.3 percent in 2025, with deceleration in most economies relative to last year. This would mark the slowest rate of global growth since

2008, aside from outright global recessions. In 2026-27, a tepid recovery is expected, leaving global output materially below January projections. Progress by emerging market and developing economies (EMDEs) in closing per capita income gaps with advanced economies and reducing extreme poverty is anticipated to remain insufficient. The outlook largely hinges on the evolution of trade policy globally. Growth could turn out to be lower if trade restrictions escalate or if policy uncertainty persists, which could also result in a build-up of financial stress. Other downside risks include weaker-than-expected growth in major economies with adverse global spillovers, worsening conflicts, and extreme weather events. On the upside, uncertainty and trade barriers could diminish if major economies reach lasting agreements that address trade tensions. The ongoing global headwinds underscore the need for determined multilateral policy efforts to foster a more predictable and transparent environment for resolving trade tensions, some of which stem from macroeconomic imbalances. Global policy efforts are also needed to confront the deteriorating circumstances of vulnerable EMDEs amid prevalent conflict and debt distress, while addressing long-standing challenges, including the effects of climate change. National policy makers need to contain risks related to inflation as well as strengthen their fiscal positions by raising additional domestic revenues and reprioritizing spending. To facilitate job creation and boost long-term growth prospects in EMDEs, reforms are essential to enhance institutional quality, stimulate private investment growth, develop human capital, and improve labour market functioning.

The outlook for global inflation has become more uncertain since last year due to a combination of shocks. Most notably, substantial tariff hikes are set to exert upward pressure on consumer inflation in key economies by raising prices for imported consumer goods and inputs into production and redirecting demand toward domestic production that is relatively inelastic in the short run. Persistent underlying inflationary pressures, coupled with the impact of rising tariffs and trade protectionist measures, are anticipated to delay the normalization of global inflation to levels broadly consistent with inflation targets. On a GDP weighted basis, global inflation is projected to average 2.9 percent in both 2025 and 2026, before easing to 2.5 percent in 2027 about in line with the average inflation target. However, there is significant heterogeneity across countries, with inflation projections revised slightly lower in EMDEs in 2025 due to the impact of weaker demand for traded goods, while being revised significantly higher in advanced economies, primarily the United States.

Source: World Bank Group

BANGLADESH'S ECONOMY

The brunt of the conflicting situation in the world can affect the social, political, and economic aspects of the globe including Bangladesh. The economy of Bangladesh continues to face multiple challenges amid elevated global uncertainty, according to experts. According to the provisional estimates of Bangladesh Bureau of Statistics (BBS), GDP growth rate for FY 2024-25 stood at 3.97 percent as against 4.22 percent in the final estimates for FY 2023-24. According to the provisional estimates of Bangladesh Bureau of Statistics (BBS) for the fiscal year 2024-25, the GDP size at current prices is 55,52,753 crore Taka (462 billion US Dollar), which was 50,02,654 crore Taka (450 billion US Dollar) in the previous fiscal year 2023-24.

However, Bangladesh's economy is showing signs of a gradual recovery, though GDP growth remains under pressure. The GDP growth rate in the second quarter of the current fiscal year (Q2 of FY25) is 4.48 per cent, according to BBS. In the Monetary Policy Statement (MPS) for January-June 2025, Bangladesh Bank forecasts GDP growth at around the 4.0-5.0 per cent in FY25. Development partners – World Bank, IMF and ADB – whose growth projections have nearly always been conservative have, however, predicted lower growth rates for the economy. World Bank's growth prediction is 3.3 per cent, IMF is 3.76 per cent while that of ADB is 3.9 per cent.

Despite the sluggish pace, the economy is gradually moving towards recovery in the quarter under review (Q3 of FY25). Export earnings and remittance inflows are helping to stabilize the foreign exchange reserves and revitalize the rural economy - factors which are contributing positively to macroeconomic stability. Severe regulatory lapses in the banking sector and massive loan scams have delayed the recovery of the macroeconomy. However, recent efforts to reform the banking sector and restore public confidence in financial institutions will be vital to reviving GDP growth. Bangladesh's economy is expected to grow by 4.8% in FY2025-26, compared to 4% last year. But urgent reforms are needed to maintain the upward and inclusive growth trajectory and create more jobs.

Key projections forecast for FY 2025-26:

| | |
|-----------------------------------|------------------------------|
| World Bank | Asian Development Bank (ADB) |
| 4.8% - 5.4% | 5.0% - 5.1% |
| International Monetary Fund (IMF) | |
| 6.5% - 6.7% | |

ECONOMIC FORECASTS FOR BANGLADESH

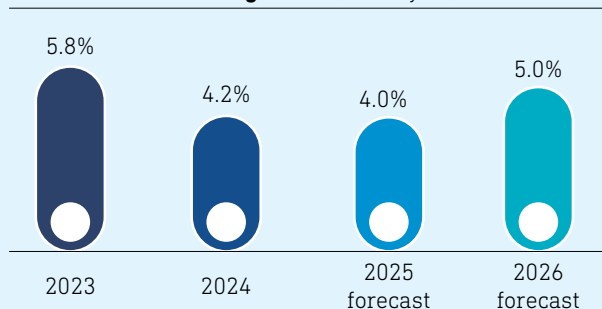
- Bangladesh's GDP growth is expected 4.0% in 2025 and 5.0% in 2026.
- Bangladesh's inflation rates forecasted at 10.0% in 2025 and 8.0% in 2026.

Source: ADO September 2025

- Per capita GDP growth for Bangladesh is expected at 4.8% in FY 2025-26 and 6.3% in FY 2026-27.

Source: World Bank

GDP Growth Rate: Bangladesh (% Per year)



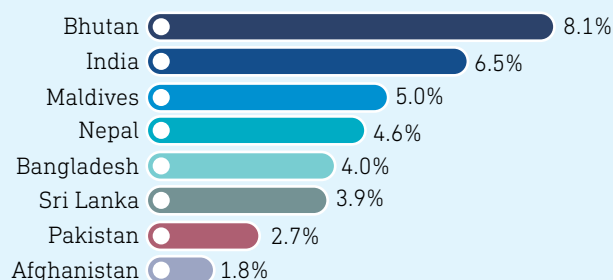
Source: Asian Development Bank 2025

Comparative economic forecasts

The latest available economic data for Bangladesh compared to countries in South Asia.



GDP Growth Rate, 2025 forecast (% per year)

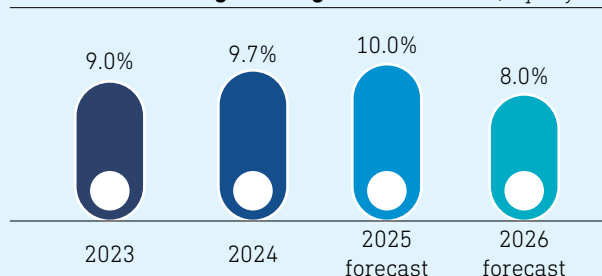


Source: Asian Development Bank 2025

INFLATION

In Bangladesh, inflation remains a pressing concern, with projections exceeding 10% in 2025, threatening to further increase the cost of living and potentially destabilize both macroeconomic and sociopolitical stability. In a survey of economists conducted by Economic Intelligence Bangladesh, 40% identified inflation as the primary economic challenge facing the country. The central bank's measures to control inflation have been rated only moderately effective, indicating scepticism about their impact. However, inflation in Bangladesh is driven by a combination of supply-side pressures, including the Ukraine war's impact on global supply chains, and domestic issues like the depreciation of the Bangladeshi Taka against the US Dollar. Other factors include high food and fuel prices, high costs for imports due to currency depreciation, and, to a lesser extent, demand-side pressures.

Inflation forecasting for Bangladesh (% per year)

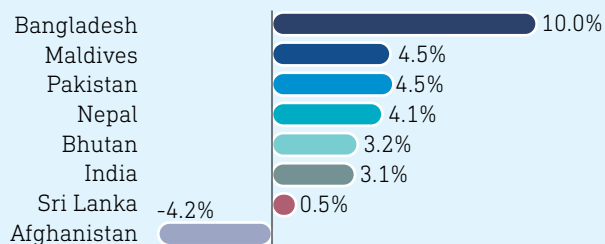


Source: Asian Development Bank 2025

Comparative Inflation forecasts

The latest available economic data for Bangladesh compared to countries in South Asia.

Inflation 2025 forecast (% per year)



Source: Asian Development Bank 2025

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENT

Tourism industry in Bangladesh comprises many beautiful natural landscapes, historical sites and cultural aspects. The country has serene beaches, historic mosques, vibrant tea estates etc. offering a wide range of experiences to the tourists of all ages and interests. While its natural beauty has long captivated domestic travellers, Bangladesh’s tourism industry is witnessing a rise in international travellers, demonstrating its potential as a significant contributor to the national economy. Bangladesh’s tourism and hospitality industry is set for rapid expansion, yet academic institutions are failing to produce enough skilled graduates, leaving a severe manpower shortage that threatens its potential. The Bangladesh Tourism Board’s “National Tourism Human Capital Development Strategy” projects workforce demand will rise by 45% by 2030 from 2.9 million in 2022 to over 4.3 million. According to the Bangladesh Bureau of Statistics (BBS), the hospitality industry has seen consistent growth in the past decade, fuelled by rising incomes, expanding domestic tourism, and an influx of foreign business visitors. The hospitality and tourism sector contributes around 4.4 percent to the country’s GDP, a number projected to grow steadily, as per BBS. The World Travel and Tourism Council (WTTC) has forecast that the sector could create over 2.5 million jobs by 2033, up from around 1.6 million in 2023.

A significant portion of the country’s GDP comes from the tourism and hospitality industry. The industry now contributes more than 3% of the GDP, bringing in revenue of \$13.8 billion, up from a meagre 0.066% in 1995. Additionally, analysts are

optimistic about the future, projecting a steady annual growth rate of 4.8% from 2024 to 2028. The surge in foreign tourists, estimated to have reached 0.7 million in 2023 alone, is driving this expansion, and by 2028, it may reach a potential market size of \$2,634 million. This projected growth suggests a promising industry with enormous potential.

- The hotel market is expected to grow at an annual rate of over 15% and reach a projected volume of over US\$2.5 billion by 2030.
- The number of users in the hotel market is projected to grow significantly, reaching over 16 million users by 2030.
- Online channels are expected to generate the majority of revenue, with estimates suggesting 64% of total hotel revenue will come from online sales by 2030.
- The government has allocated significant funds to the sector and is promoting tourism through various initiatives, which will help fuel future growth.
- A surge in domestic travel is a primary driver, with domestic tourists accounting for over 90% of hotel occupancy in key tourist spots like Cox’s Bazar and Sylhet.
- The sector is attracting investment in new hotels and resorts, including international chains, with expansion now spreading to second-tier cities.

Bangladesh’s tourism sector is appealing, even outside of these well-known hotspots. The excitement of discovering hidden gems in remote locations attracts younger and more adventurous people.

WTTC’s latest annual research shows:



In 2024, Travel & Tourism’s contribution to global GDP totalled US\$ 10.9 trillion. This includes direct, indirect, and induced impacts of the sector. As a share, Travel & Tourism represented 10% of the global economy.

Travel & Tourism is also an important source of employment. In 2024, the sector supported a total of 357 million jobs globally, which is approximately 1 in 10 jobs.

Domestic visitors spent US\$ 5.3 trillion, growing 5.4% over the 2023 level. At the same time, spending by international visitors increased 11.6% annually to reach US\$ 1.9 trillion.



Highlights of Travel & Tourism - Worldwide

- The Travel & Tourism market is projected to experience a significant increase in revenue in the coming years worldwide.
- By 2025, revenue is estimated to reach US\$988.52bn and is projected to grow annually at a rate of 7.07%, resulting in a market volume of US\$1.39tn by 2030.
- The largest market within Travel & Tourism is the Hotels market, which is projected to reach a market volume of US\$455.15bn in 2025.
- Looking ahead, the number of users in the Hotels market is expected to increase to 1.86bn users by 2030.
- In 2025, the user penetration rate was 26.7%, and it is expected to reach 33.3% by 2030.
- The average revenue per user (ARPU) is projected to reach US\$472.24.
- Online sales are expected to account for 76% of total revenue in the Travel & Tourism market by 2030.
- It is worth noting that United States is expected to generate the most revenue in this market, reaching US\$234bn in 2025.
- Following the profound ramifications of the COVID-19 pandemic, the travel and tourism sector demonstrates robust indications of resurgence.

<https://www.statista.com/outlook/mmo/travel-tourism/worldwide>



Highlights of Travel & Tourism - Bangladesh

- Bangladesh's Travel & Tourism market is expected to grow at an annual growth rate (CAGR 2025-2030) of 14.94%, resulting in a projected market volume of US\$4.90bn by 2030, with revenue projected to reach US\$2.44bn in the same year.
- The market's largest market is the Hotels market with a projected market volume of US\$1.26bn in 2025.
- By 2030, the number of users in the Hotels market is expected to amount to 16.84m users, with user penetration projected to hit 14.8%, up from 10.5% in 2025.
- The average revenue per user (ARPU) is expected to amount to US\$133.02.
- By 2030, 63% of the total revenue in the Travel & Tourism market in Bangladesh will be generated through online sales.
- In comparison to other countries, United States is projected to generate the highest revenue in 2025, with a total revenue of US\$234bn.
- Bangladesh's Travel & Tourism industry is growing due to government initiatives promoting eco-tourism and cultural heritage sites.

<https://www.statista.com/outlook/mmo/travel-tourism/bangladesh>

Tourism outlook for 2025

The tourism market in Bangladesh is expected to grow at a CAGR of nearly 15% between 2025-2030, achieving revenue of approximately \$4.9 billion by 2030, 2025 itself is marked by continued underutilization of potential and concerns over low revenue despite visitor growth. Despite an increase in the number of foreign tourists, earnings have not increased significantly, with revenue falling in 2024 compared to 2023.

Many destinations reported strong growth in receipts in the first half of 2025

- International tourism receipts show strong earnings through June 2025 in major destinations such as Japan (+18%), the United Kingdom (+13% through March), France (+9%), Spain (+8%) and Türkiye (+8%).
- Strong travel demand can also be seen in outbound spending from some large markets such as China (+16% through March), Spain (+16%), the UK (+15% through March), Singapore (+10%) and the Republic of Korea (+8%).
- In 2024 international tourism receipts grew 11% to a record 1,734 billion US Dollar, about 14% above pre-pandemic levels (real terms) reflecting already strong visitor spending around the world last year.

Tourism inflation is expected to ease from 8.0% in 2024 to 6.8% in 2025 (projections using tourism inflation proxy) but would remain well above the pre-pandemic value of 3.1% and significantly above overall inflation (4.3%).

Source: UN Tourism

COMPARATIVE INFORMATION

Comparative information has been disclosed in respect of 01 July 2023 to 30 June 2024 VS 01 July 2024 to 30 June 2025 in accordance with IAS 1: Presentation of Financial Statements for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year financial statements. Where selecting and applying new accounting policies, changes in accounting policies applied, correction of errors, the amounts involved are accounted for and disclosed in accordance with the requirement of IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors. Prior year figure has been re arranged wherever considered necessary to ensure comparability with the current year.

COMPANY'S FINANCIAL PERFORMANCE

The Directors take pleasure in reporting the Financial Results of the Company for the financial year ended 30 June 2025 as follows:

Amount in Million

| Particulars | 2024-25 | 2023-24 (Restated) |
|---|-----------|-----------------------|
| Revenue | 2,683.17 | 2,925.95 |
| Cost of Goods Sold | 805.41 | 794.60 |
| Gross Profit | 1,877.76 | 2,131.35 |
| Operating Profit | 1,019.87 | 1,319.37 |
| Provision for WPPF | -- | 31.97 |
| Profit before Tax | 352.11 | 508.71 |
| Net Profit after Tax | 1,525.41 | 1,432.99 |
| Basic and Diluted Earnings Per Share (EPS) (Restated) | Tk. 5.18 | Tk. 4.87 |
| Net Asset Value (NAV) | 27,646.64 | 26,794.89 |
| Net Asset Value (NAV) Per Share (Restated) | Tk. 93.91 | Tk. 91.02 |
| Net Operating Cash Flow Per Share (NOCFPS) | Tk. 2.87 | Tk. 6.47 |

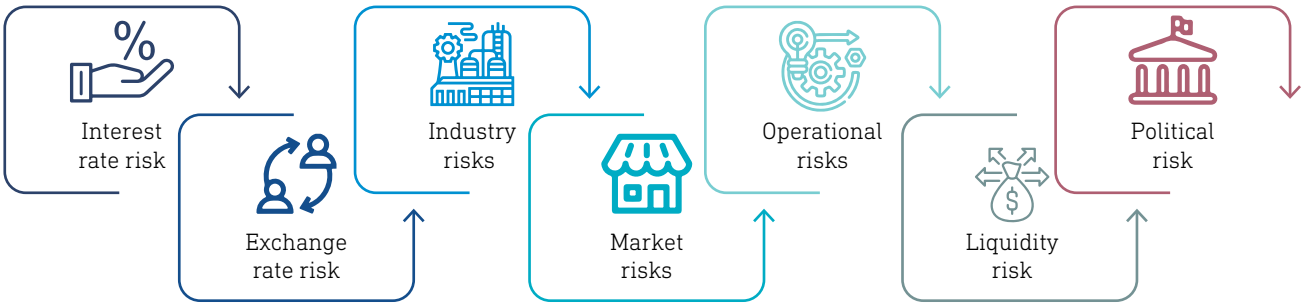
RISKS AND CONCERNS

The Company maintains a proactive approach to risk management through a robust Enterprise Risk Management (ERM) framework, while inflation, currency depreciation and commodity price volatility pose operational challenges. Regulatory changes and evolving compliance requirements, including shifts in tax policy and trade regulations, require agile responses to safeguard operational continuity. Supply

chain disruptions, driven by geopolitical instability and climatic factors, further highlight the need for resilience and contingency planning. Digital transformation, while opening new opportunities, has also elevated exposure to cyber threats and fraud. In response, the company has strengthened its internal controls and cybersecurity infrastructure. Meanwhile, growing stakeholder expectations around ESG have reinforced the organization's focus on advancing and evolving its ESG

program. Through regular risk assessments and Board oversight, the company continues to monitor these dynamic factors closely, aiming to mitigate potential disruptions and ensure sustainable long-term growth in Bangladesh's evolving market environment.

The major risk concerns are:



Details of risks and concerns, including internal and external risk factors are discussed on page 150 of this Annual Report.

INTERNAL CONTROLS

At UHR PLC, we are committed to maintaining a strong internal control environment that supports effective governance and risk management across the organization. Our internal control framework and activity have been designed considering organizational excellence and closely monitored by the Board and Audit Committee. The Audit Committee works in collaboration with the management, internal auditor and external auditors to ensure that key risks are addressed, and controls are functioning effectively. Policies and Controls to prevent fraud and ensure operational efficiency are embedded across our financial process. In order to ensure organizational independence of Internal Audit, the head of Internal Audit reports functionally to Audit Committee and administratively to the Managing Director. Internal Audit team regularly monitors whether the appropriate Accounting Policies have been consistently applied in preparation of the financial statements. Bangladesh Accounting Standard and International Accounting Standards, as applicable in Bangladesh, have been followed and adequately disclosed. Internal audit is being carried out by M/S. Hoda Vasi Chowdhury & CO., a renowned Chartered Accountancy firm in Bangladesh, along with internal audit team of The Westin Dhaka and Sheraton Dhaka.

IT SECURITY

The Company operates under a robust IT security framework guided by the policies and protocols established by our company. These stringent standards ensure the highest levels of data protection and cybersecurity across our operations.

All employees, across all grades and functions, are regularly trained and sensitised on IT security best practices, reinforcing a culture of vigilance and accountability in managing digital risks. However, the Company recognizes the potential risk of business disruption resulting from cyber-attacks and unauthorized access to sensitive information. The Board has taken necessary precautions to minimise the risk of a security breach. During the year under review, necessary steps have been rolled out to curtail the exposure to cyber-attacks by reducing the threat surface and any potentially exploitable vulnerabilities. To mitigate these risks, the Company has implemented advanced cybersecurity technologies across its ecosystem, incorporating preventive, detective, and responsive controls. Regular internal assessments and simulation exercises are conducted to evaluate the effectiveness of these controls and to ensure stakeholder readiness. While comprehensive systems, security protocols, and disaster recovery plans are in place, the Board of Directors disclaims liability for any loss or disruption arising from unforeseen IT system failures or security breaches that are beyond its reasonable control.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS & ANNUAL REPORT

The Statement of the Directors' Responsibilities for financial statements & annual report has been elaborated in the page 138 of this report.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Details of Segment-Wise or Product-Wise information is presented in page 47 of this report.

COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

Unique Hotel & Resorts PLC strives to ensure the overall growth of the Company especially for revenue and profits by maximum use of all available scopes and opportunities. The overall cost of goods sold increased during the year. Costs of goods sold have been increased by almost 1%, due to increase in inflation as well as commodity prices. However, gross profit margin has decreased by almost 3% and Operating profit margin decreased by 7%.

Maximum profit (BDT 425.8 million came from capital gain on sale of shares of UMPL and Share of net profit after tax of Joint Venture entity, net off deferred tax BDT 1,272 million) out of BDT 1,525 million of Total net profit after tax for the last financial year.



Gross Profit

| 2024-2025 | Margin | 2023-2024 | Margin |
|--------------------|------------|--------------------|------------|
| 1,877.76 Mn | 70% | 2,131.35 Mn | 73% |



Operating Profit

| 2024-2025 | Margin | 2023-2024 | Margin |
|--------------------|------------|--------------------|------------|
| 1,019.87 Mn | 38% | 1,319.37 Mn | 45% |



Net profit without capital gain

| 2024-2025 | Margin | 2023-2024 | Margin |
|--------------------|------------|--------------------|------------|
| 1,099.61 Mn | 41% | 1,432.99 Mn | 49% |



Net Profit including capital gain

| 2024-2025 | Margin | 2023-2024 | Margin |
|--------------------|------------|--------------------|------------|
| 1,525.41 Mn | 57% | 1,432.99 Mn | 49% |

EXTRA-ORDINARY GAIN OR LOSS

According to the Share Sale and Purchase Agreement with Nebras Power Investment Management B.V (NPIM) signed on April 15, 2021; Unique Hotel & Resorts PLC. has sold .49%, i.e. 610 nos. of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 3,542,145 (Tk. 425,807,641). The cost of the shares @Tk.10 is Tk.6,100 (USD 50). The capital gain on sale of share amounts to USD 3,542,095 (Tk. 425,801,541).

Note: 33.01

REGULAR TAX PAYMENT

UHR PLC is uncompromising in compliance and no default in tax payment and return submission. Among the hospital-ity industry in Bangladesh, Unique Hotel & Resorts PLC is the

highest taxpayer Company since its inception and also paying taxes in due time without delay.

RELATED PARTY TRANSACTIONS

During the year, Unique Hotel & Resorts PLC carried out a number of transactions with related parties on an arm's length basis. Name of those related parties, nature of those transactions and their total value has been shown in below table in accordance with the provisions of IAS-24 "Related Party Disclosure" and details of related parties and related party transactions have been disclosed in Note 44 on page 292 of the Financial Statements for the year ended 30 June 2025.

UTILIZATION OF PROCEEDS

The amount of Initial Public Offering (IPO) proceeds / fund has been fully utilized in 30 April 2017. After the listing with Stock Exchanges, the Company not issued right and/or through any others instruments for raising its capital yet.

FINANCIAL RESULT DETERIORATION AFTER THE PUBLIC ISSUE

This is not applicable for Unique Hotel & Resorts PLC. UHR PLC went for Initial Public Offering (IPO) in 2012. Subsequently, Unique Hotel & Resorts PLC did not go for any sort of offering since then.

PRIOR YEAR ADJUSTMENT AND RETROSPECTIVE RESTATEMENT

In accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the Company corrected a prior-period error arising from the determination of the functional currency of its joint venture, Unique Meghnaghat Power Limited (UMPL). UML previously prepared its financial statements in Bangladesh Taka (BDT); however, upon reassessment in line with IAS 21 The Effects of Changes in Foreign Exchange Rates, its management determined that the functional currency is the United States Dollar (USD), as most revenues, costs, and financing are denominated in USD. The change has been applied retrospectively by UML. Accordingly, Unique Hotel & Resorts PLC (UHRPL)—which accounts for its investment in UML using the equity method—has restated its comparative figures to reflect the impact of this correction. The restatement affected the Company's Investment in Joint Venture, Retained Earnings, and Hedging Reserve balances.

The correction has been applied retrospectively in accordance with IAS 8. As required by IAS 1 Presentation of Financial Statements, UHRL has presented (a) the current period as at 30 June 2025, (b) restated comparative information as at 30

June 2024, and (c) a third statement of financial position as at 1 July 2023. The restatement had no impact on total equity as at 30 June 2025 but resulted in adjustments to opening retained earnings and investment balances as at 1 July 2023 due to translation effects from UMPL's functional currency correction.

SIGNIFICANT DIFFERENCES BETWEEN QUARTERLY REPORT AND ANNUAL AUDITED FINANCIAL STATEMENTS

i. Annual Financial Statement

Significant variance of Annual Financial statement of Unique Hotel & Resorts PLC at a glance as follows:

Amount in BDT

| Particulars | Financial Year 2024-2025 | Financial Year 2023-2024 (Restated) |
|--|--------------------------|-------------------------------------|
| Basic and Diluted Earnings Per Share (EPS) | 5.18 | 4.87 |
| Net Asset Value (NAV) | 27,646,639,041 | 26,794,890,591 |
| Net Asset Value (NAV) Per Share | 93.91 | 91.02 |
| Net Operating Cash Flow Per Share (NOCFPS) | 2.87 | 6.47 |

Earning per Share (EPS):

During the financial year Net profit after Tax has been increased significantly and subsequently EPS of Unique Hotel & Resorts PLC stood at Tk. 5.18 per share for the year ended 30 June 2025, compared to Tk. 4.87 per share (restated) in the previous year reflecting an overall increase of 6.4%.

| Particulars | 1 st Quarter | 2 nd Quarter | Variance % | 3 rd Quarter | Variance % | 4 th Quarter | Variance % |
|---------------------------------------|-------------------------|-------------------------|------------|-------------------------|------------|-------------------------|------------|
| Net Revenue (BDT in million) | 440.70 | 756.60 | 71.68% | 858.71 | 13.50% | 627.16 | (26.96%) |
| Net Profit After Tax (BDT in million) | 129.79 | 330.58 | 154.70% | 467.56 | 41.44% | 597.48 | 27.77% |
| Total Assets (BDT in million) | 43,744.38 | 43,611.27 | (0.30%) | 43,094.83 | (1.18%) | 44,579.71 | 3.45% |
| Earnings Per Share (EPS) (Tk.) | 0.44 | 1.12 | 154.55% | 1.59 | 41.96% | 2.03 | 27.67% |

FAIRLY OF STATE OF AFFAIRS, RESULT OF OPERATIONS, CASH FLOWS AND CHANGES IN EQUITY

The financial statements prepared by the management of the Company present fairly it's state of affairs, the result of its operations, cash flows and changes in equity. Detailed statements have been shown in the annual report from page no. 242 to 245

BOOKS OF ACCOUNTS

The Company has been maintaining the proper and regular complied books of accounts as per Companies Act 1994.

The impact of EPS from the Company's core operations (operational performance) was positive at Tk. 0.87 for the year (compared with Tk. 1.61 last year). Non-operational items had a very small adverse effect on EPS of Tk. (0.01) (compared with Tk. (0.39) in the prior year). However, income from the joint venture entity - Unique Meghnaghat Power Ltd. - contributed approximately Tk. 127 crore (equivalent to Tk. 4.32 EPS), playing a substantial role in the overall profitability increase, and consequential EPS increase, of Unique Hotel & Resorts PLC.

Net Asset Value:

Net Assets Value stood BDT 27,646.64 million which was 3.18% higher than the previous financial year.

Net Asset Value per Share (NAV):

The NAV Per Share increased by 3.18% compared to the previous year.

Net Operating Cash Flow per Share (NOCFPS):

Net Cash Flows from Operating Activities stood BDT 845.78 million which was 55.57% lower than the previous financial year because of cash payment was higher than the cash received that's why Net Operating Cash Flow per Share (NOCFPS) decreased by 55.64% compared to the previous year.

ii. Quarterly Financial Statement

Significant variance between the Quarterly Financial statement for the financial year 2024-2025 of Unique Hotel & Resorts PLC as follows:

APPROPRIATE ACCOUNTING POLICIES

The Board of Directors stated that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment supported by the established policy of the Company.

APPLICATION OF IAS AND IFRS

The Board of Directors stated that the financial statements have been prepared in accordance with the applicable International

Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as applicable in Bangladesh which has been adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), and adequate disclosure has been made in the notes to the Financial Statements.

DEVIATIONS FROM LAST YEAR IN OPERATING RESULTS

During the year 2024-2025, there is details description significant variance occurred over the last years operating profit as follows:

Net Revenue:

During the financial year 2024-2025 Net Revenue stood BDT 2,683.17 million which was 8.30% lower than the previous financial year.

Operating Profit:

By maintaining optimum operating expenses during the financial year operating profit stood BDT 1,019.87 million which was 22.70% lower than the previous year.

Net Profit before Tax:

Due to increase of finance cost, Net Profit before Tax decreased by 30.78% compared to the previous year.

Net Profit after Tax:

Due to capital gain on sale of 610 nos. of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 3,542,145 (Tk. 425,807,641) Net Profit After tax increased by 6.45% compared to the previous year.

Total Equity:

Due to increase of Retained Earning, Total Equity increased by 3.18% compared to the previous financial year.

Total Assets:

Total assets stood BDT 44,579.71 million which was 1.09% higher than the previous financial year.

Net Cash Flows from Operating Activities:

Net Cash Flows from Operating Activates stood BDT 845.78 million which was 55.57% lower than the previous financial year because of cash payment was higher than the cash received that's why Net Operating Cash Flow per Share (NOCFPS) decreased by 55.64% compared to the previous year.

SUMMARY OF KEY OPERATING AND FINANCIAL DATA OF PRECEDING FIVE YEARS:

The summarized key operating and financial data for the five years is set out in page 40 of the Annual Report.

RESERVES AND SURPLUS

In FY 2024-25, retained earnings of the Company stood at BDT 9,095.41mn, against BDT 7,929.86mn in FY 2023-24.

EVENTS AFTER REPORTING PERIOD

In compliance with the requirements of IAS 10: Events After the Reporting period, adjusting events that provide additional information about the Company's position at the end of the reporting period are reflected in the financial statements and events after the reporting period that are not adjusting events are disclosed in the notes when material. The Board of Directors in its 184th meeting held on 27 October 2025 recommended to all shareholders 16% cash dividend amount in Taka 471,040,000 for the year ended 30 June 2025 which will be considered for approval by shareholders at the 24th Annual General Meeting.

MATERIAL CHANGE OR CHANGE IN THE NATURE OF BUSINESS

During the year under review, there are no material changes in the nature of business of the Company.

REMUNERATION TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS

All members of the Board of Directors of the Company are non-executive Director except the Managing Director. Accordingly, members of the Board of Directors including the Independent Directors are receiving the meeting fees only for attending in the board meeting. The remuneration of our honourable Managing Director of BDT 800,000 was approved in the 18th Annual General Meeting dated December 26, 2019.

During the FY: 2024-25, in the Board there are 10 (Ten) members among them there are 01 (One) Executive Director i.e. Managing Director, 07 (Seven) Non-Executive Director and 02 (Two) Independent Directors including one female Independent Director. Non-Executive Directors and Independent Directors shall not get any remuneration other than meeting fee (Board, Audit Committee, NRC, Investment & Risk Management Committee and CSR & Sustainability Committee Meeting).

The remuneration of Managing Director for the year ended 30 June 2025 as follows:

| Sl No. | Name | Position | Remuneration (Amount in BDT) |
|--------|--------------------|-------------------|---------------------------------|
| 01. | Mr. Mohd. Noor Ali | Managing Director | 96,00,000 |

In Financial year 2024-25, a number of Board Meeting, Audit Committee, NRC, Investment & Risk Management Committee and CSR & Sustainability Committee Meeting was held & each Director has received BDT 10,000/- per meeting. Meetings fee for the year ended 30 June 2025 as follows:

| Name | Board Meeting | | Audit Committee Meeting | | NRC Meeting | | CSR & Sustainability Meeting | | Investment & Risk Management Meeting | | Total Fees Paid (Tk.) |
|---|---------------|------------|-------------------------|------------|-------------|------------|------------------------------|-----------|--------------------------------------|-----------|-----------------------|
| | Attendance | Fees (Tk.) | Attendance | Fees (Tk.) | Attendance | Fees (Tk.) | | | | | |
| Mrs. Salina Ali Chairperson | 08/08 | 80,000.00 | -- | -- | -- | -- | 01/01 | 10,000.00 | -- | -- | 90,000.00 |
| Mr. Mohd. Noor Ali Managing Director | 08/08 | 80,000.00 | -- | -- | -- | -- | - | - | 01/01 | 10,000.00 | 90,000.00 |
| Mr. Mohammed Forkan Uddin FCA* Independent Director | 02/03 | 20,000.00 | 02/03 | 20,000.00 | -- | -- | -- | -- | 01/01 | 10,000.00 | 50,000.00 |
| Mr. Ali Ashfaq FCA* Independent Director | 05/05 | 50,000.00 | 03/03 | 30,000.00 | | | | | | | 80,000.00 |
| Mr. Kazi Mahmood Sattar Nominated Director | 08/08 | 80,000.00 | -- | -- | 01/01 | 10,000.00 | 01/01 | 10,000.00 | 01/01 | 10,000.00 | 1,10,000.00 |
| Rtn. Ghulam Mustafa Nominated Director | 07/08 | 70,000.00 | -- | -- | -- | -- | 01/01 | 10,000.00 | -- | -- | 80,000.00 |
| Prof. Mohammed Ahsan Ullah* Independent Director | 03/03 | 30,000.00 | -- | -- | 02/02 | 20,000.00 | -- | -- | -- | -- | 50,000.00 |
| Mr. Saiful Islam Nominated Director | 08/08 | 80,000.00 | 06/06 | 60,000.00 | -- | -- | -- | -- | 01/01 | 10,000.00 | 1,50,000.00 |
| Barrister Fatema Anwar* Independent Director | 05/05 | 50,000.00 | -- | -- | 01/01 | 10,000.00 | 01/01 | 10,000.00 | -- | -- | 70,000.00 |
| Mr. Md. Khaled Noor Nominated Director* | 06/08 | 60,000.00 | -- | -- | 03/03 | 30,000.00 | -- | -- | -- | -- | 90,000.00 |
| Ms. Nabila Ali* Director | 03/04 | 30,000.00 | -- | -- | -- | -- | -- | -- | -- | -- | 30,000.00 |
| Mr. Gazi Md. Shakhawat Hossain Nominated Director | 08/08 | 80,000.00 | 06/06 | 60,000.00 | 04/04 | 40,000.00 | -- | -- | 01/01 | 10,000.00 | 1,90,000.00 |

***Note:**

1. Mr. Mohammed Forkan Uddin FCA has successfully completed consecutive two tenure of office of the Independent Director in the Board of Directors of the Company which expired on 19 December 2024.
2. Prof. Mohammed Ahsan Ullah has successfully completed the first tenure of office of the Independent Director in the Board of Directors of the Company and decided not to extend the 2nd term which expired on 19 December 2024.
3. Mr. Ali Ashfaq FCA and Barrister Fatema Anwar were appointed in the Board of Directors of Unique Hotel & Resorts PLC as Independent Director with effect from 19 December 2024 and approved by shareholders in the 23rd AGM dated 19 December 2024.
4. Ms. Nabila Ali was appointed as Director vide the Board of Directors Meeting dated 29 December 2024.
5. The sub-committee of the Board i.e. Board Audit Committee, NR Committee, Investment & Risk Management Committee and CSR & Sustainability Committee of the Company were reconstituted in the 177th Board of Directors meeting held on 29 December 2024 wherein:
 - Mr. Ali Ashfaq FCA, Independent Director was co-opted in the Audit Committee in place of former Audit Committee Chairman & Independent Director, Mr. Mohammed Forkan Uddin FCA of the Company and designated as Chairman;
 - Barrister Fatema Anwar, Independent Director was co-opted in the NR Committee in place of former NR Committee Chairman & Independent Director, Prof. Mohammed Ahsan Ullah of the Company and designated as Chairman and Mr. Kazi Mahmood Sattar, Nominated Director was co-opted as member in the NR Committee in place of Mr. Md. Khaled Noor, Nominated Director; and
 - Mr. Saiful Islam, Nominated Director was designated as Chairman in the Investment & Risk Management Committee in place of existing Investment & Risk Management Committee Chairman & Managing Director, Mr. Mohd. Noor Ali and Mr. Ali Ashfaq FCA, Independent Director was co-opted as member in the Investment Committee in place of former Investment & Risk Management Committee member & Independent Director, Mr. Mohammed Forkan Uddin FCA. In addition, Mr. Md. Shakawath Hossain, Chief Executive Officer was co-opted as member in the Investment & Risk Management Committee.

SHAREHOLDERS RIGHTS

The Company upholds the principle of equal shareholders' rights regardless of their shareholdings. Quarterly and half-yearly Financial Statements and annual reports are distributed to all shareholders, and they are encouraged to attend the shareholders' meeting. During the Annual General Meeting, shareholders are invited to vote on the adoption of the Audited Annual Financial Statements and the Director's Report, the election of the Board members, the appointment/reappointment of Auditors and other matters that require their participation.

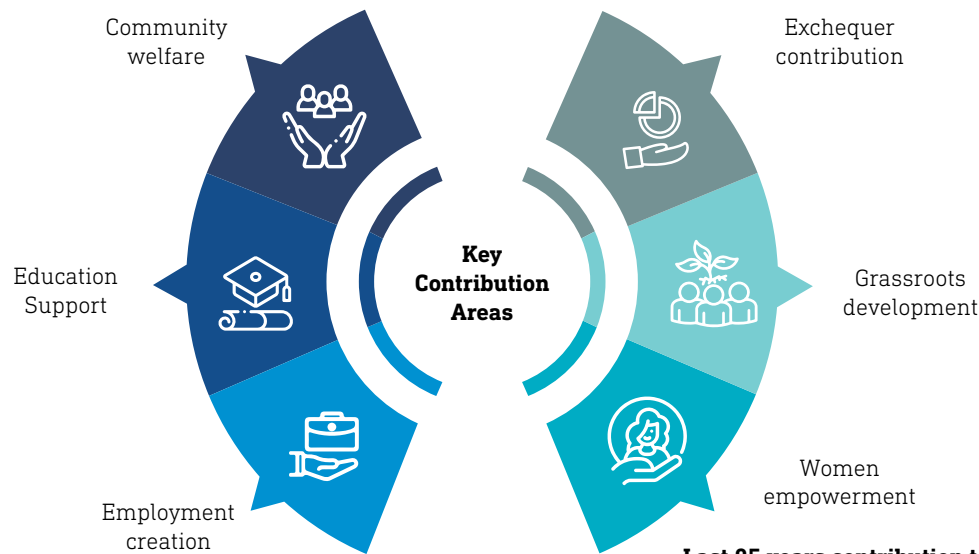
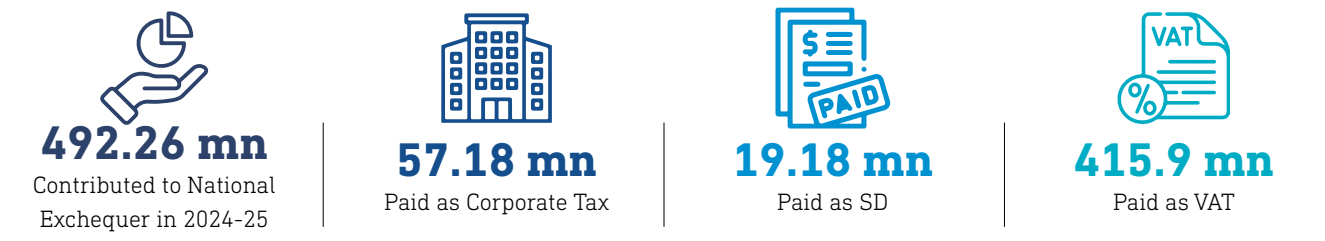
PROTECTION OF MINORITY INTEREST

Unique Hotel and Resorts PLC always value its stakeholders whether they are minor or major. UHR PLC is specially caring

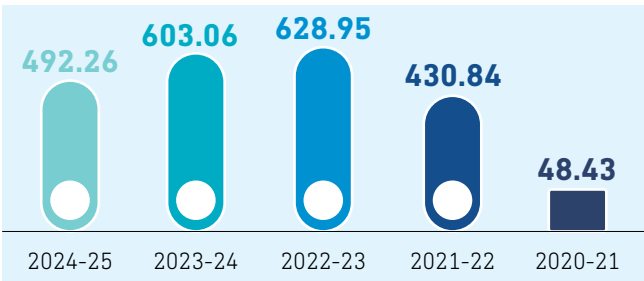
on protection of minority shareholders interest and concern whether any deviation or abusive action has been taken by, or in the interest of, controlling shareholders acting either directly or indirectly.

CONTRIBUTION TO NATIONAL EXCHEQUER

Unique Hotel & Resorts PLC has been a successful contributor to national economic development through its ability to create value for its stakeholders while also being a values-based Hospitality Company. One of the Company's key priorities is to contribute to the Bangladesh government's development vision that envisages the country to graduate to a middle-income nation within this decade and a developed nation by 2041. UHR PLC contributes to the socio-economic fabric in myriad ways through both its direct as well as indirect impact.



Last 05 years contribution to the national exchequer



GOING CONCERN WITHOUT MATERIAL UNCERTAINTIES

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.

ACCRUAL BASIS

Unique Hotel & Resorts PLC prepares its financial statements, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the Company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IFRS conceptual Framework.

History of the dividend payment of last (05) five years:

| Amount in Taka | | | | | |
|----------------|--------------|--------------|-------------|-------------|-------------|
| Particulars | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 |
| Cash dividend | 47,10,40,000 | 58,88,00,000 | 441,600,000 | 159,631,528 | 140,831,710 |
| Stock dividend | Nil | Nil | Nil | Nil | Nil |

History of the dividend payout (%) for the last 05 years is as follows:

| Year | Dividend Payout (%) |
|-----------|--|
| 2019-2020 | 10% Cash Dividend for general shareholders |
| 2020-2021 | 10% Cash Dividend for general shareholders |
| 2021-2022 | 15% Cash Dividend |
| 2022-2023 | 20% Cash Dividend |
| 2023-2024 | 16% Cash Dividend |

We are always committed to keeping continuity and consistency in the payment of dividend vis-à-vis the market scenario in the coming years.

INTERIM DIVIDEND

From the inception of the Company the Board of Directors didn't declare bonus or stock dividend as interim dividend.

DIVIDEND DISTRIBUTION POLICY

Pursuant to Bangladesh Securities and Exchange Commission directives, the Board adopted a Dividend Distribution Policy, which was disclosed on the website of the Company and also on page 188 of this report.

CREDIT RATING

The Company achieved AA+ (Double A Plus) rating in the long term which indicates a very strong ability to repay principal and pay interest on timely basis, with limited increment risk compared to issues rated in the highest category. In short term rated ST-2 which indicates High certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.

DIVIDEND

During the financial year 2024-25, Unique Hotel & Resorts PLC maintained its commitment to delivering consistent returns to its shareholders. While considering the audited financial statements for the year ended 30 June 2025, the Board of Directors in its 184th meeting held on 27 October 2025 recommended 16% cash dividend for all shareholders which will be considered for approval by shareholders at the upcoming 24th Annual General Meeting schedule to be held on 24 December 2025. Since its listing in the stock exchanges, the Company has excellent record in declaring dividend regularly.

UNCLAIMED DIVIDENDS

Details of outstanding and unclaimed dividends previously declared and paid by the Company are shown on page 306 of this report.

SUBMISSION OF DIVIDEND DISTRIBUTION COMPLIANCE REPORT

UHR PLC submitted the dividend distribution compliance report to BSEC, DSE & CSE in a specified format issued by the regulator(s) within stipulated time after completion of cash dividend distribution to the entitled shareholders for the financial year 2023-24.

BOARD MEETING ATTENDANCE

During in the period total eight numbers of Board Meeting held. The Board of Directors attendance in the Board Meetings during the financial year 2024-2025 is as follows:

| Name | Designation | Total meeting & Attendance |
|---------------------------------|-------------------------------|----------------------------|
| Mrs. Salina Ali | Chairperson | 08/08 |
| Mr. Mohd. Noor Ali | Managing Director | 08/08 |
| Mr. Mohammed Forkan Uddin FCA* | Independent Director (Former) | 02/03 |
| Mr. Ali Ashfaq FCA* | Independent Director | 05/05 |
| Mr. Kazi Mahmood Sattar | Nominated Director | 08/08 |
| Rtn. Ghulam Mustafa | Nominated Director | 07/08 |
| Professor Mohammed Ahsan Ullah* | Independent Director (Former) | 03/03 |
| Mr. Saiful Islam | Nominated Director | 08/08 |
| Barrister Fatema Anwar* | Independent Director | 05/05 |
| Mr. Md. Khaled Noor | Nominated Director | 06/08 |
| Ms. Nabila Ali* | Director | 03/04 |
| Mr. Gazi Md. Shakhawat Hossain | Nominated Director | 08/08 |

***Note: Disclosed on page no 118 of this annual report**

PATTERN OF SHAREHOLDING AND NAME WISE DETAILS

(a) Parent or Subsidiaries or Associated Companies and other related parties (name-wise details):

| Name of Shareholders | As on June 30 2025 | | As on June 30 2024 | |
|-----------------------------------|---------------------|--------------|---------------------|--------------|
| | Nos. of Shares held | % of holding | Nos. of Shares held | % of holding |
| Borak Real Estate Ltd. | 57,037,992 | 19.37% | 57,037,992 | 19.37% |
| Ms. Nabila Ali | 19,223,002 | 6.53% | 19,223,002 | 6.53% |
| Borak Travels (Pvt.) Ltd. | 14,087,931 | 4.79% | 14,087,931 | 4.79% |
| Ms. Nadila Ali | 12,886,527 | 4.38% | 12,886,527 | 4.38% |
| Purnima Construction (Pvt.) Ltd. | 11,867,317 | 4.03% | 11,867,317 | 4.03% |
| Noor Ali Family Trust | 11,444,133 | 3.89% | 11,444,133 | 3.89% |
| Unique Vocational Training Center | 3,923,568 | 1.33% | 3,836,307 | 1.30% |
| Unique Share Management Limited | 2,261,209 | 0.77% | 3,148,596 | 1.07% |

(b) Shares held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouse and minor children (name-wise details):

| Name of Shareholders | Designation | As on June 30, 2025 | | As on June 30, 2024 | |
|--------------------------------|--|---------------------|--------------|---------------------|--------------|
| | | Nos. of Shares held | % of holding | Nos. of Shares held | % of holding |
| Mrs. Salina Ali | Chairperson (Sponsor Director) | 16,800,056 | 5.71% | 16,800,056 | 5.71% |
| Mr. Mohd. Noor Ali | Managing Director (Sponsor Director) | 11,009,745 | 3.74% | 11,009,745 | 3.74% |
| Mr. Ali Ashfaq FCA | Independent Director | 0 | 0.00% | 0 | 0.00% |
| Mr. Kazi Mahmood Sattar | Nominated Director Nominated By Unique Eastern (Pvt.) Ltd. | 0 | 0.00% | 0 | 0.00% |
| Rtn. Ghulam Mustafa | Nominated Director Nominated By Borak Real Estate Ltd. | 376,515 | 0.13% | 559,115 | 0.19% |
| Mr. Saiful Islam | Nominated Director Nominated By Purnima Construction (Pvt) Ltd. | 0.00% | 0 | 0 | 0.00% |
| Barrister Fatema Anwar | Independent Director | 0 | 0.00% | 0 | 0.00% |
| Mr. Md. Khaled Noor | Nominated Director Nominated By Borak Real Estate Ltd. | 38,100 | 0.01% | 38,100 | 0.01% |
| Ms. Nabila Ali | Director | 19,223,002 | 6.53% | 19,223,002 | 6.53% |
| Mr. Gazi Md. Shakhawat Hossain | Nominated Director Nominated By Borak Travels (Pvt.) Ltd. | 515 | 0.00% | 515 | 0.00% |
| Borak Real Estate Ltd. | Sponsor Director | 57,037,992 | 19.37% | 57,037,992 | 19.37% |
| Unique Eastern (Pvt.) Ltd | Sponsor Director | 23,965,431 | 8.14% | 23,965,431 | 8.14% |

| Name of Shareholders | Designation | As on June 30, 2025 | | As on June 30, 2024 | |
|-----------------------------------|---------------------------------|---------------------|--------------|---------------------|--------------|
| | | Nos. of Shares held | % of holding | Nos. of Shares held | % of holding |
| Borak Travels (Pvt.) Ltd. | Sponsor Director | 14,087,931 | 4.79% | 14,087,931 | 4.79% |
| Purnima Construction (Pvt) Ltd. | Director | 11,867,317 | 4.03% | 11,867,317 | 4.03% |
| Mr. Md. Shakawath Hossain | Chief Executive Officer | 0 | 0.00% | 0 | 0.00% |
| Mr. Md. Sharif Hasan FCS | Company Secretary | 40,425 | 0.014% | 0 | 0.00% |
| Mr. Chowdhury Hasan Al Rashid FCA | Chief Financial Officer | 0 | 0.00% | 0 | 0.00% |
| Mr. Mazharul Islam | Head of Internal Audit (Acting) | 1,840 | 0.0006% | 2,240 | 0.0008% |

(c) Shares held by Executives (Top Five Salaried Employees other than Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance:

| Name of related parties | Designation | As on 30 June 2025 | | As on 30 June 2024 | |
|------------------------------------|---|---------------------|--------------|---------------------|--------------|
| | | Nos. of Shares held | % of holding | Nos. of Shares held | % of holding |
| Mr. Gazi Khalil Uddin | General Manager (Operation & Maintenance) | 19,930 | 0.0067% | 18,030 | 0.0061% |
| Mr. Mohammad Abdul Jalil | General Manager (Corporate Affairs) | 4,152 | 0.0014% | 4,152 | 0.0014% |
| Mr. Md. Shahriar Roman | Deputy General Manager (Commercial) | 0 | 0.00% | 0 | 0.00% |
| Mr. Hosain Mohammad Shala Shahriar | Senior Manager, Corporate Finance | 0 | 0.00% | 0 | 0.00% |
| Mr. Faleh Ahmed | Manager, (Account & Finance) | 0 | 0.00% | 0 | 0.00% |

(d) Shareholding ten percent (10%) or more voting interest in the Company:

| Name of related parties | As on 30 June 2025 | | As on 30 June 2024 | |
|-------------------------|---------------------|--------------|---------------------|--------------|
| | Nos. of Shares Held | % of holding | Nos. of Shares Held | % of holding |
| Borak Real Estate Ltd. | 57,037,992 | 19.37% | 57,037,992 | 19.37% |



Salina Ali

APPOINTMENT / RE-APPOINTMENT OF DIRECTORS

The appointment, retirement and re-appointment of Directors of the Company is governed by the Articles of Association, Companies Act 1994 and other related legislations. Pursuant to section 91(2) 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 at the 24th AGM. Being eligible they have offered themselves for re-election.

As per the qualification set out in the Companies Act 1994, Mrs. Salina Ali & Mr. Md. Khaled Noor are competent and qualified for re-election and they have expressed their willingness and given contest in the Directors election.



Md. Khaled Noor

Being competent and qualified, the Board of Directors recommends Mrs. Salina Ali- Chairperson of the Board of Directors & Mr. Md. Khaled Noor- Nominated Director representing Borak Real Estate Limited, for re-election as Directors subject to the approval of the shareholders at the upcoming 24th Annual General Meeting of the Company scheduled to be held on 24 December 2025.



Nabila Ali

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. Ms. Nabila Ali is a young business personality of the country having interest in Hospitality & Tourism, Banking Services, Real Estate, Construction, Industry and many more. She is the Director of Borak Real Estate Limited, Unique Eastern (Pvt.) Limited as well as Unique Group – a renowned business conglomerate in Bangladesh. At present, Ms. Nabila Ali holds 19,223,002 no. of shares equivalent to 6.53% of total paid up shares of the Company.

Brief profile of the retiring Directors and Ms. Nabila Ali are mentioned in the annual report on 58, 65 & 66 pages and the names of the Companies/ Institutions where they have interest are as follows:

| SL. No. | Name of the Directors | Directorship | Educational Qualification & Experience |
|---------|-----------------------|--|--|
| 01. | Mrs. Salina Ali | Borak Real Estate Limited Eastern Bank PLC Borak Ready Mix Concrete Ltd. Unique Share Management Limited Borak Travels (Pvt.) Limited Hansa Creative Solutions PLC Hansa Aircraft Services PLC Unique Ceramic Industries Limited Arial Dairy and Agro Industries Limited Hansa Management Limited Unique Vocational Training Center Limited Purnima Construction (Pvt.) Limited Crescent Commercial Center Limited Gulshan Clinic Limited | Educational Background <ul style="list-style-type: none"> Bachelor in Social Science (Sociology) from University of Dhaka Master's in Social Science (Sociology) from University of Dhaka Business Experience More than 41 (Forty-One) years of Business and entrepreneurial experience. Membership of Board Committee Chairperson, CSR & Sustainability Committee |
| 02. | Mr. Md. Khaled Noor | CEO of Noor Trade House, a leading food service importer of Bangladesh | Educational Background Bachelor's Degree (Honors) in Economics – University of Delhi Corporate Experience More than 24 (Twenty-Four) years of corporate leadership and business personality. Membership of Board Committee Member, CSR & Sustainability Committee |
| 03. | Ms. Nabila Ali | Borak Real Estate Limited Borak Travel (Pvt.) Ltd. Unique Eastern (Pvt.) Limited Purnima Construction (Pvt.) Ltd. | Educational Background 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. Corporate Experience More than 16 years of corporate and entrepreneurial experience. Membership of Board Committee None |

APPOINTMENT OF INDEPENDENT DIRECTOR

Pursuant to Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018 (and amendments thereof) the tenure of office of an Independent Director shall be a period of three years, which may be extended for another term. In this regard, the tenure of Mr. Mohammed Forkanuddin FCA successfully completed the consultative two tenure of office as Independent Director and Professor Mohammed Ahsan Ullah successfully completed the first tenure of office as Independent Director and also decided not to extend the 2nd term. The said tenure for both Independent Directors expired in the 23rd AGM dated 19 December 2024.

Accordingly, the Bangladesh Securities and Exchange Commission (BSEC) vide their Letter No. BSEC/ICAD/CG/2024/200/464 dated 19 December 2024 has accorded the consent to the appointment of Barrister Fatema Anwar and Mr. Ali Ashfaq FCA as Independent Directors of Unique Hotel & Resorts PLC which has also been approved by the shareholders in the 23rd Annual General Meeting of the Company held on 19 December 2024.

It is mentionable here that, Barrister Fatema Anwar, Independent Director of Unique Hotel & Resorts PLC has tendered her resignation from the office of the Independent

Director as she has been appointed as the additional Justice of the Supreme Court of Bangladesh, High Court division for two years by the executive Order on 25 August 2025 of Hon'ble President of the People's Republic of Bangladesh. Since it is a Constitutional post, her Oath does not permit to engage in any other responsibility, hence, she is unable to continue as Independent Director in the Board of Directors of Unique Hotel & Resorts PLC. Upon recommendation of the NR Committee, The Board of Directors in its 183rd meeting held on 31 August 2025 has duly accepted her resignation with effect from 25 August 2025.

In view of the above situation, to comply the BSEC Notification dated 04 April 2024 on the Corporate Governance Code-2018 regarding inclusion of at least 1 (one) female independent director in the Board of Directors of the Company, the Nomination and Remuneration Committee of Unique Hotel & Resorts PLC in its 19th meeting held on 28 August 2025 recommended to appoint Ms. Sultana Afroz, former Secretary to the Government of Bangladesh and former Chief Executive Officer of the Public Private Partnership Authority (PPPA), as an Independent Director for the period of 03 years (Three years) in place of Barrister Fatema Anwar subject to the kind consent of the Bangladesh Securities and Exchange Commission (BSEC) and approval of the shareholders at the forthcoming Annual General Meeting and this appoint will effective after obtaining consent from Bangladesh Securities and Exchange Commission (BSEC).

In addition, existing Independent Directors of the Company 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. Brief profile of the existing Independent Directors and the names of the Companies/ Institutions where they have interest is mentioned in the annual report on 60 & 63 pages.

Short profile of proposed Independent Director:

- Ms. Sultana Afroz, former Secretary to the Government of Bangladesh and former Chief Executive Officer of the Public Private Partnership Authority (PPPA), has a career spanning over thirty-three years. She began her journey in the Bangladesh Civil Service, Administration Cadre, in December 1989, marking the commencement of her dedicated service to the nation.

Throughout her illustrious career, Ms. Afroz held several key positions. She served as Additional Secretary and Chief of the United Nations Wing and Nordic Wing at the Economic Relations Division (ERD) in the Ministry of Finance. Her diplomatic experience included serving as the Economic Counsellor in the Bangladesh Embassy in Rome, Italy, where she also acted as the Alternate Permanent Representative of Bangladesh to Rome-based United Nations agencies, including FAO, IFAD, and WFP. Notably, her leadership led to her election as a member of the UN FAO Programme Committee during the 138th and 142nd Sessions of the FAO Council in 2009 and 2011, respectively, representing Asia. These accomplishments highlighted Bangladesh's growing role in this critical FAO governing body, with the nation assuming the Vice Chair position. She holds a Master's in Public Administration from the Kennedy School of Government, Harvard University, USA, along with MSS and BSS (Honors) degrees in Sociology from the University of Dhaka. She further enhanced her expertise through executive courses in Public Policy, Service Delivery, and Negotiation at Duke University, USA, and a Negotiation and Leadership Award course at Macquarie University, Australia.

RE-APPOINTMENT OF STATUTORY AUDITOR

The Statutory Audit is governed by the companies Act, 1994, 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. Pursuant to the Section 210 of the Companies) Act, 1994 the Company's existing statutory auditors M/S. S F AHMED & Co., Chartered Accountants will retire at the forthcoming Annual General Meeting (AGM) and upon successful completion of 02 years and being eligible they have applied for re-appointment as statutory auditors of Unique Hotel & Resorts PLC for the financial year 2025-26.

Considering the past experience, reputation, quality audit services and knowledge of the Company, Board of Directors unanimously recommended the re-appointment of M/S. S F AHMED & CO., Chartered Accountants, as the statutory auditors of the Company for the third year (last term) to conduct the audit activities for the financial year 2025-26, and to continue till the next Annual General Meeting at a fee of Tk. 7,50,000/- (Taka seven lac fifty thousand), excluding VAT and including AIT subject to approval of the shareholders at the forthcoming 24th Annual General Meeting of the Company.

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 shall 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.

INDEPENDENT SCRUTINIZER

M/S. Mohammad Sanaullah & 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.

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.

EMPHASIS OF MATTER

The statutory auditors of "Unique Hotel & Resorts PLC." has given a "Emphasis of Matter" paragraph in the Auditor's Report for the year ended on 30 June 2025.

A detailed discussion on "Emphasis of Matter" is disclosed in Notes No. 9.03 and 9.04 of the Financial Statements.

COMPOSITION OF BOARD

During the FY: 2024-25, the Board of Directors consists 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 background, 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.

QUORUM OF THE BOARD AND BOARD COMMITTEE MEETING

During the financial year 2024-25, the Board of Directors and Board Committee's quorum was constituted duly. The required number of board and committee members were present round the meeting where in presence of the Independent Director witness.

BOARD MEETING



The Board meets regularly to discharge its duties effectively. 08 (Eight) meetings of the Board of Directors were held during the year 2024-25 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.

All Board of Directors meeting during the financial year 2024-25 held through Hybrid System and Committees meeting also held through Physical meeting and virtual platform.

CHAIRPERSON AND MANAGING DIRECTOR

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.

The Managing Director has overall responsibility for the performance of the Company's business. He provides leadership to the Company to ensure the successful planning and execution of the objectives and strategies. In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) guidelines, the roles of Chairman and Managing Director have been clearly defined by the Board of Directors.



REPORTING BY THE COMMITTEES TO THE BOARD

Each committee regularly reports on their work 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.

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.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In accordance with the conditions of Corporate Governance Code-2018, 'Management discussion and analysis' has been

BOARD COMMITTEES

The Board has established various Board Committees to which it has delegated some of its responsibilities. They are the Audit Committee, Nomination and Remuneration Committee, CSR & Sustainability Committee, Investment & Risk Management Committee as Board Sub-Committees. Each Committee has its own terms of reference under which respective authority is delegated by the Board and is kept under review and updated regularly to ensure that they remain consistent with the best practice. The Company Secretary act as the secretary to each of the Committees. Committee meeting agenda, working papers and minutes are made available to all members. Throughout the meetings requisite quorum was present. The details of the committee reports are shown in Corporate Governance statement and respective committee reports.

duly signed by the CEO of the Company and is included on page 130 of this Annual Report

DECLARATION BY CEO AND CFO

In accordance with the conditions of Corporate Governance Code-2018, a declaration on financial statements for the year ended 30 June 2025 duly signed by the CEO and CFO is included on page 137 of this Annual Report.

CORPORATE GOVERNANCE

Unique Hotel & Resorts PLC is committed to comply with all the requirements of Corporate Governance Code-2018 of Bangladesh Securities and Exchange Commission. To ensure the spirit of governance with full accountability for inspiring confidence and trust of investors, regulators, financiers and other stakeholders, Details about corporate governance are discussed in the 'Corporate governance report' on page 159 of this Annual Report.

REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE

The Company has complied with the conditions of the Corporate Governance Code-2018 (and amendment thereof) of the Bangladesh Securities and Exchange Commission dated 03 June 2018. Detailed status of compliance on corporate governance, along with the corporate governance compliance certificate, has been included on page 175 of this Annual Report.

COMMUNICATION WITH SHAREHOLDERS

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.

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 are 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.

WORKERS' PROFIT PARTICIPATION FUND

Unique Hotel & Resorts PLC provides 5% of its profit before tax after charging contribution to WPPF in accordance with the Bangladesh Labour Act, 2006 (as amended in 2023). A Board of Trustees of WPPF has been formed and the required fund has been disbursed for the year up to 30 June 2023 to the bank account of the Trustee Board and Government Welfare Fund in compliance with the said Act.

According to a legal opinion from renowned lawyer, in light of section 119 (3) of the Companies Act, 1994 (with amendments) and section 233 (Cha) of the Bangladesh Labour Act, 2006 (with amendments); Unique Hotel and Resorts PLC has considered profits arising from business operations in calculation of profit distributable to WPPF fund. Detailed calculation for profit distributable to WPPF fund has been disclosed in Note- 36.

CONTINGENT LIABILITY DISCLOSURE

Details about contingent liability disclosure are discussed in the 'Audited Financial Statements for the year ended 30 June 2025 in the Note no. 46.

IMPAIRMENT OF ASSETS

Details about impairment of assets are discussed in the 'Audited Financial Statements for the year ended 30 June 2025 in the Note no. 4.01 & Page 250.

PROVISIONS AGAINST THE FIXED DEPOSIT RECEIPTS WITH PLFSL & ILFSL

Details about provisions against the fixed deposit receipts with PLFSL & ILFSL are discussed in the 'Audited Financial Statements for the year ended 30 June 2025 in the Note no. 13

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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 behaviour 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 to flood affected people, in construction of two mosque, financial assistance to the Rickshaw and Van Puller labour union, Bangladesh Volleyball federation and many more. On the other hand, The Westin Dhaka & Sheraton Dhaka has distributed food among the poor peoples.

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.

ENVIRONMENT, HEALTH AND SAFETY

Unique Hotel and Resorts PLC is committed to ensure the sound health and safe work environment for the employee always. The Company also committed to ensure the minimization of the environmental impact. To keep the employees aware, the Company carried out various kinds of communications, workshop, training program, fire drill, and other awareness programs round the year. A month-long safety, security and hygiene program while cooking foods for the customers are conducted the Westin Dhaka as a per of the Marriott compliance.

ETHICS AND COMPLIANCE WITH THE LAW

Ethical business conduct and compliance with applicable laws and regulations are fundamental aspects of Unique Hotel & Resorts PLC. To this end, the Company has established procedures to ensure compliance with all applicable statutory and regulatory requirements. Relevant officials are responsible for ensuring proper compliance with applicable laws and regulations and this is being followed by the Company.

The statutory auditors M/S. S.F. Ahmed & Co., Chartered Accountants has given an unqualified report. In their opinion, the financial statements present fairly in all material respect the financial position of Unique Hotel & Resorts PLC as at 30 June 2025 and its financial performance and its cash flows for the year than ended in accordance with International Accounting Standard (IASs) and Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities & Exchange Rules 1987 and other applicable laws and regulations.

Independent Corporate Governance Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice have certified that the UHR PLC has duly complied with all the conditions of the regulatory requirements as stipulated in the new Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission. Accordingly, M/S. Mohammadullah & Associates, Chartered Secretaries in practice after their examination issued a Compliance Certificate with satisfactory rating which has been shown in the Annual Report.

As an organization, our values include integrity self-determination and valuing people. Our Company has specified corporate values and stipulated a code of ethics for employees,

ensuring that the latter maintain the highest integrity and comply with the relevant laws and ethical principles. Therefore, the Company considers the significance of ethical, human and environmental matters in the conduct of its business.

INTEGRATED REPORT

With the Corporate Landscape rapidly evolving, Integrated Reporting has been an ideal tool to explore value creation. The Company being an iconic brand, has voluntarily provided Integrated Report, which encompasses both financial and non-financial information to enable the Members to take well informed decisions and have a better understanding of the Company's long-term perspective.

The Company has progressed in the journey of Integrated Reporting and is focused on driving more authentic, comprehensive and meaningful information about all aspects of the Company's performance and value creation story delivering benefits for both internal and external stakeholders.

The report also touches upon aspects such as organization's strategy, governance framework, performance and prospects of value creation based on the six forms of capital Viz. financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital and natural capital. The detailed report is on page no...

FUTURE PLAN

Unique Hotel & Resorts PLC is going to be established two or more five-star hotels in the coming years which has been communicated in the previous annual reports. Among them, prestigious property Sheraton Dhaka hotel has completed. After the simulation the restaurants, banquet services, catering, swimming pool, fitness centre and other services are running in full swing, and the rooms services of the hotel will be started soon. On the other hand, UHR PLC is constructing a seven-star hotel namely St. Regis Dhaka for the first time in Bangladesh jointly (profit or loss sharing) with Borak Real Estate Limited. We have completed the construction work up to 8 basement and 3 floors. The Memorandum of Understanding (MoU) has already been signed between UHR PLC and Marriott International (MI). Our Company always tries to provide the best quality service through innovative ideas. The management of Unique Hotel & Resorts PLC is diversifying its portfolio by establishing a notable project is the St. Regis Dhaka (7 - star hotel) which will be the Iconic Business Hub and luxury hotel first ever in Bangladesh.

AWARD & RECOGNITIONS

Unique Hotel & Resorts PLC have been recognized by different national and international credible organizations and professional bodies for its accountability, transparency, good governance and fair disclosure to the stakeholders. Some of the recognitions are mentioned below:



ACKNOWLEDGEMENTS

We, as the Board of Unique Hotel & Resorts PLC, are truly thankful to the Bangladesh Securities and Exchange Commission (BSEC), Financial Reporting Council, Bangladesh (FRC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies & Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL), Bangladesh Bank,

Bangladesh Investment Development Authority (BIDA) and other regulatory authorities and institutions for their guidance, valuable suggestion and continuous support. The Board of Directors would also like to express profound gratitude to all other stakeholders of the Company for their trust and confidence in the Company by supporting the activities of the Company and look forward to their continued support and cooperation in future.

For and on behalf of the Board of Directors,

MOHD. NOOR ALI
Managing Director

SALINA ALI
Chairperson

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Unique Hotel & Resorts PLC started its commercial operation on 1st July 2007 with “The Westin Dhaka” a Five Star Hotel in Bangladesh. The principal activities of the Company over the period were carrying out hotel business through a Management Contract dated 20 December 1999 (renewed on 9 April 2015) executed between Unique Hotel & Resorts Ltd (“the Owner”) and Starwood Asia Pacific Hotels & Resorts Pte. Ltd. (“the operator”), now Marriott International. The Operator is knowledgeable and experienced in managing and promoting five-star hotels and resorts and has (and/or its Affiliates have) performed such services throughout the world. In terms of the Management Contract, the operator is entitled to receive the base fee, license fee, incentive fee, reservation fee or program service fee, and institutional marketing fee from the owner on account of the operation of the Hotel only. In addition, under the contract, the operator is entitled to receive centralized service fees for developing, promoting, operating, maintaining and upgrading the centralized services and associated Starwood technology. Unique Hotel & Resorts PLC established its another hotel at Uttara name HANSA - A premium residence by UHR PLC has started its operation from July 2018. It is the highest quality serviced hotel in the Uttara area. Considering the emerging business opportunity in this arena, Unique Hotel & Resorts PLC has constructed another Branded 5-Star Chain Hotel namely the “Sheraton Dhaka”. Sheraton Dhaka has 248 rooms of different categories including Presidential and Chairman Suits, restaurants, a Banquet Hall, a Health Club, a Spa, and Gym facilities. Two restaurants and banquet hall has been operating since February 2022 through obtaining a restaurant license from the District Commissioner’s Office. We are expecting to open the said hotel “Sheraton Dhaka” in full fledged very soon.

GLOBAL OVERVIEW

In 2024, a mix of political, technological, and economic factors shaped the global economy. General elections took place in countries home to nearly half of the world’s population and that created a climate of political uncertainty and anticipation. At the same time, the rapid rise in artificial intelligence capabilities and applications began to reshape industries, with the promise of enhanced productivity. This also sparked debates around regulations and ethics. Geopolitical tensions proved to be headwind for the global economy. Ongoing conflicts in Ukraine and Middle East, including attacks on

shipping containers in the Red Sea, disrupted trade routes and destabilised global supply chains. Rates of inflation trended downwards but didn’t return to central bank targets and thus, remained a persistent concern for policymakers. Emerging markets achieved strong growth rates, pushing the global economy upwards. The United States economy also experienced a resilient economic performance, buoyed by expansionary fiscal policy, increases in consumer spending, and a strong labour market. Consumer confidence saw a notable uptick, translating into higher consumer spending in many economies. Against this backdrop, the global economy experienced a “soft landing” as it grew 2.6%. Considering the cautious outlook at the beginning of 2024, the global economy proved to be resilient.

In 2024, consumer spending emerged as one of the key drivers behind this growth. With the removal of nearly all pandemic-related restrictions, elevated levels of accumulated savings, and improved labour market conditions, consumer confidence continued to rise from the lows during the pandemic. Consumers were willing to spend more on discretionary items such as travel. As a result, the global Travel & Tourism sector demonstrated a strong resurgence, strengthening the momentum of its post-pandemic recovery. Thus, the sector’s total contribution to global GDP grew 8.5% annually, increasing from \$10.1 trillion in 2023 to \$10.9 trillion 2024.

Compared to the pre-pandemic benchmark of 2019 (\$10.3 trillion), Travel & Tourism’s total GDP contribution in 2024 reflects a 6% increase, indicating that the sector has entered a growth territory following years of lagging behind its pre-pandemic performance. Due to this impressive recovery, the sector has reasserted its value in the global economy, as its share of global GDP reached 10%.

The total contribution of Travel & Tourism doesn’t just include its direct contribution. It also includes supply chain impacts and wage-induced impacts. Total contribution, unlike direct contribution, captures the true extent of the sector’s impact, stretching beyond the interactions between travellers and businesses. Travel & Tourism’s Total Contribution to GDP (2024) shows the size of the sector’s economic contribution through all three channels, and it is clear that indirect and induced impacts of the sector are significant.

WTTC's latest annual research shows

In 2024, Travel & Tourism's contribution to global GDP totalled US\$ 10.9 trillion. This includes direct, indirect, and induced impacts of the sector. As a share, Travel & Tourism represented 10% of the global economy.

Travel & Tourism is also an important source of employment. In 2024, the sector supported a total of 357 million jobs globally, which is approximately 1 in 10 jobs.

Domestic visitors spent US\$ 5.3 trillion, growing 5.4% over the 2023 level. At the same time, spending by international visitors increased 11.6% annually to reach US\$ 1.9 trillion.

Outlook

The hospitality industry saw a strong comeback in 2024, nearing pre-pandemic travel levels with improvements in occupancy rates, daily rates, profitability, and RevPAR. This shift marks the end of recovery and the beginning of a new era of growth and innovation. International tourist arrivals are projected to rise by 3% to 5% in 2025 over 2024, according to early estimates. This optimistic trend is echoed in the UN Tourism Confidence Index, which stands at a promising 130 for 2025 (on a 0-200 scale, with 100 indicating stable performance). Notably, around 64% of the UN Tourism Panel of Experts foresee 'better' or 'much better prospects for the sector in the coming year.'

However, in 2025 and the following years, uncertainties surrounding trade tariffs and rising geopolitical tensions could limit the sector's expansion. The growth of Travel & Tourism's total contribution to GDP in 2025 is forecast to slow to 6.7%, gradually trending back to the average growth rate experienced in the years prior to the pandemic. However, this would still be a stronger growth rate than the 2.5% annual growth rate projected for the total economy. Consequently, the sector is set to contribute \$11.7 trillion globally – equal to a 10.3% share of the world economy. The number of jobs supported by the sector is expected to increase by 14.4 million, lifting the sector's total contribution to employment to 371 million jobs. This would represent 10.9% share of all jobs in the entire global economy. One projected milestone for 2025 is the complete recovery of spending by international visitors. In fact, it is forecast to grow 8.6% above the 2019 level, reaching nearly \$2.1 trillion. At the same time, spending by domestic visitors is forecast to rise 13.6% above the 2019 level, with a projected spending of \$5.6 trillion. In terms of annual growth, international and domestic visitor spending are forecast to grow 10% and 5.1% respectively. Looking more long term, the sector's contribution to GDP is projected to record a compound annual growth rate (CAGR) of 3.5% between 2025 and 2035. This is faster than the 2.5% annual growth rate projected for the wider economy. This projected growth would lift the

sector's total GDP contribution to \$16.5 trillion by 2035 (or an 11.5% share). Jobs supported by the sector is also forecast to increase by 90.6 million in the next decade, meaning one in three new jobs projected for the global economy would be Travel & Tourism-supported. This growth would take the sector's share of overall employment to 12.5% by 2035 with a total of 462 million jobs.

Economic Impact 2025

The economic impact of global Travel & Tourism

| | 2019 | 2024 | 2025 Forecast |
|---|---|--|--|
| Travel & Tourism GDP (percentage share of global GDP) | 10.5% | 10.0% | 10.3% |
| Travel & Tourism Change in GDP | | 2024 vs 2023 +8.5% +\$862BN GDP gain (+6.0% vs 2019) | 2025 vs 2024 +6.7% +\$729BN GDP gain |
| Travel & Tourism Jobs Supported | 337.7M 10.7% of global employment | 356.6M 10.6% of global employment | 371.0M 10.9% of global employment |
| Travel & Tourism Change in Jobs | | 2024 vs 2023 +20.7M +6.2% (+5.6% vs 2019) | 2025 vs 2024 +14.4M +4.0% |

Source: World Travel & Tourism Council (WTTC)

BANGLADESH HOSPITALITY AND TOURISM SECTOR

Bangladesh, a country endowed with beautiful natural surroundings, enriched culture, and a burgeoning tourism industry, stands on the verge of a transformation. Once thought to be a minor industry, tourism is now steadily becoming a major catalyst in Bangladesh's economic expansion. Due to many government initiatives, developing infrastructure, people's increasing disposable income and interest, the country is slowly becoming more well-known on the international tourism map. Nevertheless, our tourism industry continues to receive little government attention, even though its GDP contribution is increasing. the tourism sector's

contribution to Bangladesh's GDP is expected to be around 4% in 2024 and projected to be 3.02% for 2025, according to WTTC.

Though tourism contributes only around 3 percent of Bangladesh's GDP, this figure is expected to rise sharply with targeted policy reforms. According to the Bangladesh Parjatan Corporation (BPC), the industry directly and indirectly supports over 2 million jobs, and that number could double by 2030.

Domestic tourism, in particular, has grown substantially in the post-Covid era, with millions traveling within the country during festivals and holidays, fueling local economies in coastal and hill regions.

Government investment, vision 2041

Under the Ministry of Civil Aviation and Tourism, Bangladesh has set ambitious goals to make tourism a significant contributor to GDP by 2041. Key focus areas include:

- (1) Developing tourism infrastructure, especially in Cox's Bazar, Kuakata, Sundarbans, and hill districts;
- (2) Improving airport capacity (including HSIA's third terminal and upgrades in regional airports);
- (3) Establishing public-private partnerships to build resorts, theme parks, and eco-lodges;
- (4) Launching global promotional campaigns under "Visit Bangladesh" branding.

Challenges ahead

Despite the potential, the sector faces notable challenges:

- (1) Lack of sufficient international-standard hotels and facilities in many key destinations;
- (2) Inadequate transportation links and infrastructure outside major cities;
- (3) Limited global marketing and digital presence;
- (4) Environmental concerns tied to unregulated tourism in sensitive ecosystems.

Security, sanitation, and multilingual services also need attention to cater to international tourists.

Looking ahead: sustainable, inclusive tourism

Bangladesh is now leaning toward sustainable and community-based tourism, with local entrepreneurship, handicrafts, and cultural exchange playing key roles. The focus is shifting from just numbers to experience-driven tourism-where preserving heritage and nature is as important as attracting tourists.

Bangladesh's tourism sector is no longer in the shadows. With strategic investment, improved connectivity, and a rich canvas of natural and cultural wonders, the country has the ingredients to become a hidden gem turned global hotspot. What it needs now is the world to take notice-and the industry to rise to the occasion.

JOINT VENTURES COMPANIES

Joint arrangements in the form of Joint Ventures are entities that Unique Hotel & Resorts PLC has established through joint

control with other entities. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about relevant activities require unanimous consent of the parties sharing control. The joint ventures must act together to direct the activities that significantly affect the returns of the joint venture company. Unique Hotel & Resorts PLC recognizes a joint arrangement as an investment in a joint venture company if the contractual arrangement provides the Company:

UNIQUE MEGHNAGHAT POWER LIMITED

Unique Meghnaghat Power Ltd. was established in Bangladesh on 25 September 2018 as a Public Limited Company under the Companies Act, 1994 for "Power Generation". The principal activity of the company is to set up and operate power plants for the generation and supply of electricity. It has undertaken to set up 584MW capacity power plants at Meghnaghat,

Narayanganj. Commercial production started on January 20, 2024. The registered office of Unique Meghnaghat Power Ltd. is at 22/A Financial Square, Level 5, 6, 7 Building no. 22/A, Road 102 & 103 Block CEN (D), Gulshan-2, Dhaka-1212, Bangladesh.

Unique Meghnaghat Power Ltd. issued ordinary share capital of Tk.12,45,000 as of 30 June 2025. Out of which Unique Hotel & Resorts PLC holds 51% of the ordinary shares. However, The total project cost is approximately USD 612 million. The project cost is expected to be increased due to delay in the project period. The project has been financed in 25:75 equity:debt ratio. For equity financing, no further ordinary shares will be issued. Substantial equity finance will be determined by subscription of preference shares by lead parties namely Unique Hotel & Resorts PLC, Strategic Finance Limited and Nebras Power Investment Management B.V., according to Shareholders Agreement.

Moreover, According to the aforesaid Shareholders Agreement (SHA) signed between Unique Hotel & Resorts PLC, Strategic Finance Limited (SFL), Nebras Power Investment Management B.V.(Nebras), GE Capital Global Energy Investments B.V., Individual shareholders and Unique Meghnaghat Power Ltd., from the date of signing SHA; SFL, Unique Hotel & Resorts PLC and Nebras will hold respectively 38.76%, 37.24% and 24% of the preference shares in issue of the Joint Venture entity..

SONARGAON ECONOMIC ZONE LIMITED

Unique Hotel & Resorts PLC holds 35% of Sonargaon Economic Zone Limited (SEZL), a company which was incorporated on February 06, 2017 as a private limited company under the Companies Act, 1994. The aim of Sonargaon Economic Zone Limited is to attract new categories of investment in addition to the conventional ones. These are: Textile & Garment, Food Processing, Power Plant, Automobile, Petrochemical, Plastic and other Consumer Goods, Electric & Electronics, Precision Machinery Parts, LPG Plant, a broad range of light, medium, and heavy industries is proposed for the site. The registered office of Sonargaon Economic Zone Limited is at Borak Mehnur, 51/B, Kemal Ataturk Avenue, Banani, Dhaka 1213, Bangladesh.

ACCOUNTING POLICIES AND ESTIMATIONS

The financial statements of Unique Hotel & Resorts PLC have been prepared in accordance with International Financial Reporting Standards (IFRSs), the Financial Reporting Guidelines issued by the BSEC, and the Companies Act

1994. The accounting policies and estimations applied are consistent and relevant, ensuring compliance with the Securities and Exchange Rules 2020 and other governmental regulations. This adherence to stringent accounting standards underscores the company's commitment to transparency and accuracy in financial reporting.

CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

Accounting policies and estimation for the preparation of the Company's financial statements and changes there on are disclosed in "Note no – 1 to 4" of the "consolidated financial statements" on page 246 to 258 of this annual report.

OTHER REGULATORY COMPLIANCES

The Company is also required to comply with the following major laws and regulations in addition to the Companies Act 1994: The Securities & Exchange Rules, 1987; The Securities & Exchange Ordinance, 1969; The Regulation of Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC; The Income Tax Act 2023; The Income Tax Rules, 2023; The Value Added Tax and Supplementary Duty Act, 2012; The Value Added Tax and Supplementary Duty Rules, 2016; Dhaka Stock Exchange (Listing) Regulations, 2015; Bangladesh Labor Law, 2006 (Amended 2018), and The Customs Act, 1969.

STRUCTURE, CONTENT AND PRESENTATION OF FINANCIAL STATEMENTS

Being the general-purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by IAS 1: "Presentation of Financial Statements". A complete set of financial statements comprises: i) Statement of Financial Position; ii) Statement of Profit or Loss and Other Comprehensive Income; iii) Statement of Changes in Equity; iv) Statement of Cash Flows; v) Notes to the financial statements, comprising a summary of significant accounting policies and others explanatory information to the financial statements for the year ended 30 June 2025.

COMPARATIVE FINANCIAL ANALYSIS

During the financial year (2024-25), the UHR PLC total revenue is BDT 2,683. million, which is 8% lower than last year (2023-24), which ultimately impacted profitability and earnings per share (EPS).



Comparative financial data of preceding five years are given below:

BDT in million

| Comprehensive Income | 30.06.2025 | 30.06.2024 Restated | 30.06.2023 Restated | 30.06.2022 Restated | 30.06.2021 Restated |
|---|------------|------------------------|------------------------|------------------------|------------------------|
| Revenue | 2,683 | 2,926 | 2,935 | 1,897 | 675 |
| Gross Profit | 1,878 | 2,131 | 2,194 | 1,371 | 441 |
| Profit before Tax. | 352 | 509 | 2,146 | 1,013 | 315 |
| Net profit after Tax. | 1,525 | 1,433 | 1,890 | 982 | 414 |
| Earnings Per Share (EPS) in Tk. | 5.18 | 4.87 | 6.42 | 3.34 | 1.32 |
| Net Asset Value (NAV) | 27,646 | 26,794 | 25,986 | 24,998 | 23,924 |
| Net Asset Value (NAV) per share (Restated) in Tk. | 93.91 | 91.02 | 88.51 | 84.91 | 81.27 |
| Net Operating Cash Flow Per Share (NOCFPS) in Tk. | 2.87 | 6.47 | 5.13 | 0.68 | 1.10 |

COMPARATIVE ANALYSIS WITH PEER COMPANIES

Some of the prominent hospitality developments located within Dhaka has been benchmarked below:

| Name of Hotel | Positioning | Year of Operation | No. of Keys | Location | ARR (in BDT)* | Occupancy* | Approx. Banquet Areas (sft) |
|---|----------------|-------------------|-------------|--------------|---------------|------------|-----------------------------|
|  PAN PACIFIC SOMARSADH DHAKA | Upper Upscale | 1981 | 278 | Sonargaon | 7,974 | 39.5% | 30,460 |
|  Le MERIDIEN DHAKA | Upper Upscale | 2015 | 304 | Airport Road | 17,409 | 63.1% | 24,000 |
|  Radisson DHAKA WATER GARDEN | Upper Upscale | 2006 | 200 | Airport Road | 11,476 | 57.9% | 22,390 |
|  Amari | Upper Midscale | 2014 | 134 | Gulshan 2 | 10,293 | 47.1% | 5,950 |
|  INTERCONTINENTAL DHAKA | Luxury | 1966 | 224 | Shahbag | 12,601 | 40.4% | 27,740 |
|  R RENAISSANCE DHAKA GULSHAN HOTEL | Upper Upscale | 2019 | 211 | Gulshan 1 | 13,685 | 58.7% | 6,563 |

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.

ACCRUAL BASIS

Unique Hotel & Resorts PLC prepares its financial statements, except for cash flow information, using the accrual basis of

accounting. Since the accrual basis of accounting is used, the Company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IFRS conceptual Framework.

RELATED PARTY TRANSACTIONS

During the year, the Company carried out a number of transactions with related parties on an arm's length basis. Name of those related parties, nature of that transaction and their total value has been shown in notes to the financial statements (Note-44) in accordance with the provisions of IAS-24- "Related Party Disclosure"

FINANCIAL AND ECONOMIC SCENARIO OF THE COUNTRY AND THE GLOBE

BANGLADESH ECONOMY

In financial year 2024-25, Bangladesh faced significant economic challenges, including political upheaval, high inflation, and infrastructure constraints. These factors contributed to a slowdown in GDP growth, leading major financial institutions to revise their forecasts downward. Despite disruptions in energy and food markets caused by the pandemic Russia's invasion of Ukraine, and the cost-of-living crisis, along with the unprecedented tightening of global monetary conditions to combat decades-high inflation, the global economy has slowed but not stalled. However, growth remains slow and uneven, with increasing global divergences.

The World Bank has revised its Bangladesh GDP growth forecast for the fiscal year ending June 2025 from 5.7% to 4.1%. This revision reflects the uncertainties surrounding the economic outlook following the recent political turmoil.

Besides, ADB has also adjusted its forecast downward, projecting Bangladesh's GDP growth to be 5.1% in 2025. It is worth noting that despite these projections, Bangladesh is still among the fastest growing economies of the world.

Inflation emerged as a critical issue in 2024, reaching an average of 11.38% in November, the highest in a decade. Food inflation was particularly severe, fluctuating between 12% and 14% throughout the year. Several factors contributed to this surge, including global commodity price fluctuations, currency depreciation, and supply chain disruptions. In response, the central bank adopted a tight monetary policy, raising the repo rate to 8.50% to curb inflationary pressures.

Despite economic difficulties, infrastructure development remained a focal point for Bangladesh in 2024. The European Investment Bank (EIB) announced plans to double its funding to €2 billion, aimed at supporting major projects in green energy, water safety, communication, and climate change resilience. These investments are expected to enhance economic stability and integrate regional infrastructure, including electricity grid connectivity with Nepal's hydropower projects. The central bank plans to maintain a tight monetary policy to control inflation, with a target to reduce it below 7% by mid-2025. Efforts to improve governance, streamline tax collection, and address public spending inefficiencies are expected to bolster economic stability.

Based on the current economic outlook for 2025, Bangladesh's growth potential remains cautiously optimistic. Projections suggest a GDP increase between 5% and 6%, driven by revival in global demand and strategic reform.

However, achieving these hinges on political stability and successful economic reforms. Crucially, managing inflation, maintaining fiscal discipline and re-building investor trust are essential for sustained economic recovery and long-term development.

GLOBAL ECONOMY

The global economy is facing substantial headwinds, emanating largely from an increase in trade tensions and heightened global policy uncertainty. Global growth is projected to be in line with the World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. Services inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher for even longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. The policy mix should thus be sequenced carefully to achieve price stability and replenish diminished buffers.

Looking ahead, the global economy is projected to grow by 3.3% in both 2025 and 2026, according to the IMF. The World Bank offers a more conservative estimate of 2.7% growth for the same period. Key risks to this outlook include persistent inflation, potential escalation of trade tensions, and geopolitical uncertainties. The Organization for Economic Co-operation and Development warns that rising protectionism could disrupt supply chains and hinder growth. Central banks are expected to maintain cautious monetary policies, balancing the need to control inflation with supporting economic activity.

However, Bangladesh and the global economy face a complex interplay of challenges and opportunities in 2025. While growth is anticipated to continue, various risks necessitate careful monitoring and proactive policy measures to ensure sustainable economic development.

EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period that provide additional information about the Company's position at the statement of financial position date are reflected in the financial statements as per IAS 10: Events after the Reporting Period.

RISKS AND CONCERNS ISSUES RELATED TO THE FINANCIAL STATEMENTS

The Company is exposed to various risks through its use of financial instruments. The events and consequences discussed in these risk factors could, in circumstances, we may or may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, liquidity, financial condition, and results of operations. In addition, these risks

could cause results to differ materially from those we express in forward-looking statements contained in this report or in other Company communications. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. However, the main types of risks are credit risk, interest rate risk, exchange rate risk, industry risk, market risk, operational risk, and liquidity risk which result from both its operating and investing activities. The Company's risk management is coordinated at its head office, in close cooperation with the board of directors, audit committee, and investment & risk management committee, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive controlled environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee. The investment & risk management committee has taken all investment decisions of the company after meticulous and detailed discussion among the committee members and finally approved by the Board of Directors as a result risk related to investment can be reduced. Details of the risk exposure already disclosed and explained in note no. of the annual financial statements.

All material events occurring after the statement of financial position date have been considered and where necessary, adjusted for or disclosed. The amount of the proposed

dividend has not been accounted for but disclosed in the notes to the financial statements (Note) along with the dividend on share in accordance with the requirements of paragraph 125 of IAS 1: Presentation of Financial Statements. Also, the proposed dividend has not been considered as liability in accordance with the requirements of the paragraphs 12 & 13 of IAS 10: Events after the Reporting Period, because no obligation exists at the time of approval of the accounts and recommendation of dividend by the Board of Directors.

FUTURE PLAN

Unique Hotel & Resorts PLC is going to be established two or more five-star hotels in the coming years which has been communicated in the previous annual reports. Among them, the prestigious property Sheraton Dhaka Hotel has been completed. After the simulation, the restaurants, banquet services, catering, swimming pool, fitness center, and other services are running in full swing and the room services of the hotel will be started soon. On the other hand, UHR PLC is constructing a proposed seven-star hotel namely St. Regis Dhaka for the first time in Bangladesh. We have completed the construction work up to 8 basement and level 4 including the foundation. The project is in the design and planning stage with international consultants and we are in the process of appointing specialized consultants in various trades of designing. The Memorandum of Understanding (MoU) has already been signed between UHR PLC and Marriott International (MI) and the Management Agreement is under negotiation with MI. Once the design will be locked, the construction work will resume. Our Company always tries to provide the best quality service through innovative ideas. The management of Unique Hotel & Resorts PLC is diversifying its portfolio by establishing a private Economic Zone for which the prequalification certificate from Bangladesh Economic Zones Authority (BEZA) has already been obtained.

ACKNOWLEDGEMENT

Unique Hotel & Resorts PLC is working with immense motivation and innovation to lead the Company to a new spectrum that will serve as an example for not only the Bangladeshi but also the South Asian Hospitality sector. Our distinctive strength to achieve the vision is our dedicated and competent employees, which we always appreciate. We are also thankful to the Board of Directors for their visionary role and guidance as always.



Md. Shakawath Hossain
Chief Executive Officer

UNIQUE HOTEL & RESORTS PLC

CERTIFICATE OF DUE DILEGENCE BY CEO & CFO
(As required under the BSEC Guidelines)

Date: 27 October 2025

The Board of Directors

Unique Hotel & Resorts PLC
Borak Mehnur, 51/B Kemal Ataturk Avenue, Banani
Dhaka-1213, Bangladesh.

Subject: Declaration on Financial Statements for the year ended on 30 June 2025.

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Unique Hotel & Resorts PLC for the year ended on 30 June 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial Statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30 June 2025 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



Md. Shakawath Hossain
Chief Executive Officer



Chowdhury Hasan Al Rashid FCA
Chief Financial Officer

STATEMENT OF DIRECTORS' RESPONSIBILITIES

IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

GOVERNANCE

The Directors are required to ensure that the financial statements have been prepared and presented in accordance with the International Financial Reporting Standards (IFRS) as applicable in Bangladesh and provided as required by the Companies Act 1994, Securities and Exchange Ordinance 1969, Securities and Exchange Commission Rules 1987 and the Listing Regulations of the Dhaka/ Chittagong Stock Exchanges. They are also responsible for taking reasonable measures to safeguard the assets of the Company, and in that context to have proper regard to the establishment of appropriate systems of internal control with a view to preventing and detecting fraudulent activities and other irregularities. The Companies Act 1994 requires Directors to ensure that the Company keeps proper books of accounts of all transactions and prepares financial statements that give a true and fair view of the state of the company's affairs and of the profit for the year.

The Directors are of the view that these financial statements have been prepared under the generally accepted accounting principles and in accordance with the International Financial Reporting Standards (IFRS) as applicable in Bangladesh. The Directors endeavor to ensure that the Company maintains sufficient records to be able to disclose, with reasonable accuracy, the financial position of the Company and to be able to ensure that the financial statements of the Company meet the requirements of the Companies Act, International Financial Reporting Standards (IFRS) as applicable in Bangladesh and the regulations of the Dhaka/Chittagong Stock Exchanges.

The Directors have a reasonable expectation, after making enquiries and following a review of the Company's plan for the

ensuing year including cash inflows and borrowing facilities, that the Company has adequate resources to continue in operational existence in the foreseeable future, and therefore continues to adopt the going concern basis in preparing the accounts.

S.F. Ahmed & Co., Chartered Accountants of the Company, have examined the financial statements made available by the Board of Directors together with all relevant financial records, related data, minutes of shareholders and Director's meetings and expressed their opinion in their report in page 235 of the Annual Report.

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. The Board ensures that the CFO and Company Secretary maintains full and effective control of all significant strategic, financial, organizational and compliance issues.

ACCOUNTABILITY

Financial statements are one of the primary ways for directors to demonstrate their accountability to those who invest in the organization. The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company.

GOING CONCERN

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

INTERNAL CONTROL

The board, through the Audit Committee, has reviewed the assessments of risks and internal control framework that operates in Unique Hotel & Resorts PLC and has considered the effectiveness of the system of internal control in operation in the Company for the year covered by this report and up to the date of its approval by the Board of Directors.

ANNUAL REPORT

The Annual Report for the year ended 30 June 2025 comprising the Report of Directors and the Financial Statements, has been approved by the Board of Directors. The Directors are of the view that they have discharged their responsibilities as set out in the Companies Act, 1994, the Companies Act, 1994 (amendment thereof), securities laws, listing regulations, 2015, and other prevailing laws and regulations, as applicable for the Unique Hotel & Resorts PLC.


Mohd. Noor Ali
Managing Director



CORPORATE **GOVERNANCE**

Sajek Valley

AUDIT COMMITTEE REPORT

For the year ended 30 June 2025



Mr. Ali Ashfaq FCA

Independent Director and
Chairman of the Audit
Committee



Mr. Saiful Islam

Non-Executive Director
& Member of the Audit
Committee



Mr. Gazi Md. Shakhawat Hossain

Non-Executive Director and
Member of the Audit Committee



Md. Sharif Hasan FCS, LL.B

Company Secretary and
Secretary to the Committee

It is our immense pleasure to present the Report of Audit Committee for the financial year 2024-25. The Audit Committee is a sub-committee of the Board of Directors formed pursuant to condition no. 4 and 5(2) of Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC). The Committee assists the Board in ensuring that the financial statements reflect a true, fair and accurate view of the state of affairs of the Company, and also in ensuring robust monitoring systems and internal controls within the business. All Members of the Audit Committee are financially literate and are able to analyse and interpret financial statements to effectively discharge their duties and responsibilities as Members of the Audit Committee.

OVERVIEW

The Audit Committee (AC) operates as a sub-committee of the Board of Directors of Unique Hotel & Resorts PLC, in

accordance with the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC) under condition No. 5(6)(a). The Committee assists the Board in fulfilling its oversight responsibilities to ensure that the financial statements reflect a true, fair, and accurate view of the Company's financial performance and position, and a robust internal control and monitoring system is effectively implemented across all operations. All members of the Audit Committee are financially literate and possess the expertise to analyse and interpret financial statements, enabling them to discharge their responsibilities with due diligence and independence. The Audit Committee Report is presented under condition No.5(6)(a) of Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), which provides an insight on the functions of the Audit Committee for the year ended on 30 June 2025.

OBJECTIVES OF THE AUDIT COMMITTEE

Unique Hotel & Resorts PLC's Audit Committee is a prime sub-committee of the Board of Directors. The main objectives of the Audit Committee are:

- (i) To assist the Board in fulfilling its oversight responsibilities, including the implementation of the objectives, strategies, and overall business plans set by the Board.
- (ii) To review the financial reporting process and the effectiveness of the internal control process.
- (iii) To assess the effectiveness of overall processes and procedures for monitoring compliance with laws and regulations and the code of business conduct, and to review the compliance status of the inspection report from Regulatory authorities, if any.

TERMS OF REFERENCE

The Terms of Reference of the Audit Committee have been determined by the Board, as per the Corporate Governance Code, 2018 (CG Code, 2018) of Bangladesh Securities and Exchange Commission, dated 03 June 2018.

COMPOSITION OF THE AUDIT COMMITTEE

In accordance with the CG Code, 2018 conditions no. 5(2) and subsequent amendment thereof, the Audit Committee comprises three members including an Independent Director. The Chairman of the Committee is an Independent Director. The Company Secretary is the Secretary of the Committee.

All members of the Audit Committee are financially literate, having more than 10 years professional experience and understanding of financial matters. They can analyse financial statements to effectively discharge their duties and responsibilities as members of the Audit Committee. Due to completion of 2nd tenure of Mr. Mohammed Forkan Uddin FCA Independent Director, the Audit Committee was reconstituted where Mr. Ali Ashfaq FCA was appointed in the Board of Directors of Unique Hotel & Resorts PLC and subsequent approval of the shareholders in the 23rd AGM as Independent Director as well as Chairman of the Audit Committee in place of Mr. Mohammed Forkan Uddin FCA.

The current Audit Committee of the Board of Directors consists of the following Members:

| Name of members | Board Position | Audit Committee Position | Education/Professional Qualification | Nature of Directorship |
|---------------------------------|----------------------|----------------------------|---|------------------------|
| Mr. Ali Ashfaq FCA | Independent Director | Chairman | Fellow Chartered Accountant (FCA) from ICAEW, CAANZ, ICAB | Non-Executive |
| Mr. Saiful Islam | Nominated Director | Member | B.Com from DU and MBA degree jointly awarded by Cornell University, USA & Queen's University, Canada. | Non-Executive |
| Mr. Gazi Md. Shakhawat Hossain | Nominated Director | Member | Master's Degree in Accounting, DU | Non-Executive |
| Mr. Md. Sharif Hasan, LL.B, FCS | Company Secretary | Secretary to the committee | MBA from DU and fellow member of ICSB | --- |

AUDIT COMMITTEE MEETINGS

Unique Hotel & Resorts PLC conducted its Audit Committee meetings in physical presence and hybrid system; most were held in physical presence. During the financial year 2024-25 the Committee met 06 (Six) times, and the attendance of the committee members are shown below:

| Name of members | Committee position | Total Meeting held | Attendance |
|--|----------------------------|------------------------|------------|
| Mr. Mohammad Forkan Uddin FCA* (Completed 2nd tenure on 19 December 2024) | Former Chairman | 03 (during his tenure) | 03 |
| Mr. Ali Ashfaq FCA* (Appointed 19 December 2024) | New Chairman | 03 (during his tenure) | 03 |
| Mr. Saiful Islam | Member | 06 | 06 |
| Mr. Gazi Md. Shakhawat Hossain | Member | 06 | 06 |
| Mr. Md. Sharif Hasan, LL.B, FCS | Secretary to the committee | 06 | 06 |

**Note: Mr. Mohammed Forkan Uddin FCA has successfully completed consecutive two tenure of office of the Independent Director in the Board of Directors of the Company which expired on 19 December 2024 and subsequently Mr. Ali Ashfaq FCA has been inducted as an Independent Director and Chairman of Audit Committee in place of Mr. Mohammed Forkan Uddin FCA.*

QUORUM OF THE MEETING

During the financial year 2024-25, the Audit Committee met 06 (Six) times. The quorum of the meeting of the Audit Committee was present in all the meetings, and all members were present in all the meetings including the Independent Director.

PARTICIPATION OF NON-MEMBERS

CEO, CFO and Head of Internal Audit and Compliance (HIAC), being the representatives of Management, also attended the Audit Committee meetings on invitation.

ACCESS TO THE COMMITTEE

On any matter within the Audit Committee's scope, HIAC has direct access to the Audit Committee.

COMMITTEE GOVERNANCE

The Audit Committee ensures that the Board is well informed and provides guidance on matters related to financial reporting requirements, internal control, and the issues raised by external auditors. Meetings of the Committee typically precede those of the Board, facilitating the timely and organized presentation of its findings and recommendations to the Board. Additionally, the Board receives copies of Committee agenda and meeting minutes. The Committee Secretary maintains regular communication with the Chair to ensure the Committee meet its governance obligations effectively. This includes incorporating stakeholder input into finalizing meeting agenda and monitoring progress on action items and Committee priorities.

ROLES AND RESPONSIBILITIES OF THE COMMITTEE

The jurisdiction, responsibilities and specific duties of the Audit Committee have been defined in the "Terms of Reference (ToR) of the Audit Committee, in line with the Corporate Governance Code, 2018. Through the tenets of this Code, the Audit Committee is empowered to consider any matter related to the financial affairs of the Company and to review all internal and external audits, internal control systems and procedures, accounting policies, related party transactions, management letter/s issued by statutory auditors, determination of audit fees, etc. This ensures that a sound financial reporting system is in place and is well managed to provide accurate, appropriate and timely information to the management, the regulatory authorities and the shareholders.

| | |
|---|---|
| 01 Internal Control | <ul style="list-style-type: none"> ■ Assess the Company's compliance culture to ensure all employees understand their roles and responsibilities clearly. ■ Review management's arrangements for developing and maintaining a suitable Management Information System (MIS). ■ Evaluate the implementation of internal control strategies recommended by the internal and external auditors. ■ Review reports on fraud, forgery, and internal control deficiencies detected by auditors and regulatory inspectors, and present findings to the Board after verifying whether corrective measures have been taken by the management. ■ Review whether all the applicable Rules, Regulations, Guidelines, Notifications, Directives, etc. issued by the regulatory authorities have been complied with. ■ Other matters as per Terms of Reference (TOR) of the Audit Committee and as directed by the Board, from time to time. ■ Discussed and finalized the yearly Audit Calendar (2024-25) and Standard Operating Procedure (SOP) of the Company. ■ Reviewed the adequacy of internal audit function. ■ Recommend to the board about the steps needed to improve the system of internal control derived from the findings of the internal and external auditors, and from the consultations of the Audit Committee itself. |
| 02 Financial reporting | <ul style="list-style-type: none"> ■ Evaluate the completeness and accuracy of the financial statements, ensuring compliance with prevailing rules, regulations, and financial reporting standards. ■ Collaborate with management and external auditors to review annual financial statements before submission to the Board for approval. ■ Scrutinize quarterly and half-yearly financial statements with management prior to submission to Board for approval. ■ Review the Management's Discussion and Analysis (MDA) and make the necessary recommendations before disclosing in the Annual Report. ■ Review all related party transactions and conflict of interest situations that may arise within the Company including those under the Company's Code of Conduct. |
| 03 Internal audit | <ul style="list-style-type: none"> ■ Evaluate and oversee the independence of internal audit functions. ■ Review the activities, structure, and conduct of internal audit functions to prevent unjustified restrictions or limitations. ■ Assess the annual internal audit plan and the effectiveness of the internal audit function. ■ Ensure appropriate implementation of internal auditors' recommendations to address any irregularities detected. |

| | |
|--|---|
| 04 External audit | <ul style="list-style-type: none"> Recommend external auditors' appointments, re-appointments, and removals for approval by the shareholders in the AGM, including overseeing new auditor selection and investigating any factors leading to auditor resignations. Oversee the relationship with external auditors, including approving their remuneration, assessing independence, and preventing conflicts of interest. Conduct regular meetings with external auditors for pre-audit planning and post-audit discussions, including holding annual meetings without management presence to address audit matters. Review external auditors' findings and ensure prompt management action on detected irregularities. |
| 05 Compliance with existing laws and regulations | <ul style="list-style-type: none"> Review compliance with laws and regulations set by the regulatory authorities and internal policies approved by the Board to ensure management's adherence. |
| 06 Other responsibilities | <ul style="list-style-type: none"> Submit quarterly Compliance Reports to the Board, detailing errors, irregularities, fraud, forgery, and anomalies highlighted by Internal and External Auditors. Provide evaluation reports on internal and external auditors and oversee additional assignments delegated by the Board, while conducting regular self-assessments of the Committee's performance. |

REPORTING OF THE AUDIT COMMITTEE

- Reporting to the Board of Directors
- Reporting to the relevant Authorities
- Reporting to the Shareholders and General Investors

MAIN ACTIVITIES AND RECOMMENDATIONS OF THE AUDIT COMMITTEE FOR THE YEAR ENDED ON 30 JUNE 2025

Generally, the Audit Committee performs the following activities:

Evaluation of Quarterly Reports

The Committee performs all necessary activities to ensure proper evaluation of quarterly reports of the Company with appropriate suggestions and recommendations.

Financial Reporting Review

Review the quarterly and annual financial statements of the Company, focusing on the following issues:

- Significant changes to accounting policies and practices;
- Significant adjustments arising from the audits;
- Compliance with applicable financial reporting standards, secretarial standards and other regulatory requirements; and
- The going concern assumption of the Company.

Related Party Transactions Review

Reviewed the statements of significant related party transactions submitted by the management and placed the recommendations before the Board of Directors meeting.

Prepare Audit Committee Report and Place to the Board

Audit Committee prepares annual Audit Committee Report and places to the Board. The report specifies the summary of activities performed by the committee, performance of the internal audit services and the number of meetings conducted and attendance status thereat.

Internal Control and Compliance Review

Audit Committee reviews the Risk Management and Corporate Governance framework and the methodologies applied thereof. It also reviews the compliance with established internal policies, standards, guidelines and procedures and other applicable laws & regulations.

Monitoring Internal Audit

- Audit Committee ensures competent and qualified human resources in Internal Audit team;
- The Committee also ensures full, free and unrestricted access to all activities, records, property for Internal Audit;
- The Committee approves yearly internal audit plan being satisfied on the plan and methodologies applied;
- Ensures that appropriate actions have been taken to implement the audit recommendations; and
- Guides Internal Audit for any action plan or further review if it is deemed necessary.

Activities Related to External Audit

- Oversees External Audit performance;
- Reviews Financial Statements, audit findings and recommendations before submitting to the Board for approval or adoption;
- Oversees whether appropriate action has been taken based on the audit findings and recommendations;
- Reviews matter relating to the appointment and reappointment, audit fee and resignation or dismissal of the external auditor; and
- Ensures independence status of the external auditor. Furthermore, Audit Committee will act on any other matters as may be directed by the Board which are not in conflict with the Corporate Governance Code mandated by BSEC.

SUMMARY OF ACTIVITIES DURING 2024-25

| Meeting with Date | Agenda Summary |
|--|---|
| 66th Audit Committee Meeting held on 14 August 2024 | <ul style="list-style-type: none"> - Discussion on the draft financial statements for the year ended 30 June 2024 of the company. - Discussion on profit sharing agreement between Unique Hotel & Resorts PLC and Borak Real Estate Limited for proposed 7-star Hotel at South Park project. |
| 67th Audit Committee Meeting held on 22 September 2024 | <ul style="list-style-type: none"> - Review and recommend the draft financial statements for the year ended 30 June 2024 of the company. - Review and recommend the appointment/re-appointment of statutory auditor(s) for the Financial Year 2024-25 and fix their remuneration. - Review and recommend the appointment/re-appointment of corporate governance compliance auditor(s) for the financial year 2024-25 & fix their remuneration. - Review and recommend the appointment of an independent scrutinizer for the 23rd AGM & fix their remuneration. - Discuss and approve the agreement for advance refund between Unique Hotel & Resorts PLC and Borak Real Estate Limited. |
| 68th Audit Committee Meeting held on 07 November 2024 | <ul style="list-style-type: none"> - Review and recommend the draft un-audited financial statements of the Company for the 1st Quarter ended on 30 September 2024. - Present the Internal Audit activity from April 2024 to September 2024. - Review and approve the Draft Audit Committee Report for the Financial year ended 30 June 2024. - Review and approve the Draft Management's discussion and analysis report for the Financial Year ended 30 June 2024. |
| 69th Audit Committee Meeting held on 26 January 2025 | <ul style="list-style-type: none"> - Review and recommend the draft un-audited financial statements of the Company for the 2nd Quarter ended 31 December 2024. - Present the Internal Audit activities from October'24 to December'24. - Review Internal Audit plan for the January'25 to June'25. - Review and agree responses for the management report prepared by the Auditors for year ended 30 June 2024. - Recommended to prepare and set out standard KPIs for the associates on which employees' performance to be evaluated and need to develop a dashboard as per modern business management. |
| 70th Audit Committee Meeting held on 27 April 2025 | <ul style="list-style-type: none"> - Review and recommend the draft un-audited financial statements of the Company for the 3rd Quarter ended 31 March 2025. - Review the investment in Unquoted Shares - Dacca Steel Works Limited |
| 71st Audit Committee Meeting held on 23 June 2025 | <ul style="list-style-type: none"> - Review the business performance of the units (The Westin Dhaka, Sheraton Dhaka and Hansa Residence) from July 2024 to May 2025. - Review the receivable status with aging of the Westin Dhaka, Sheraton Dhaka and Hansa Residence. - Review the payable status of the Hotel operator Marriot International. - Review the updated status on Dacca Steel works Limited. - Review forecasted breakeven point of Revenue (F&B and rooms) considering rooms up to 20th floor giving full load of fixed costs, depreciation and interest charges. - Review the internal Audit activities from January'25 to May'25. - Review Internal Audit plan for the period July'25 to December'25. - Review the standard KPIs of the associates of the Hotels to evaluate the employees' performance. - Develop a dashboard to monitor and evaluate the business performance and the control points of the Hotels as per modern business management. |

The Audit Committee reviewed yearly Report of the Audit Committee and recommended.

APPRECIATION

The Audit Committee wishes to express its deep appreciation to the Board members, management, statutory auditors and internal auditors for their steadfast support and collaboration, which have been crucial in facilitating the effective fulfilment of its duties and responsibilities and recommendations made during the financial year to improve the system of internal

control derived from the findings of the internal and external auditors, and from the consultations of the Audit Committee itself.

For and on behalf of the Audit Committee of Unique Hotel & Resorts PLC.



Ali Ashfaq FCA
Chairman, Audit Committee

THE NOMINATION AND REMUNERATION COMMITTEE REPORT

For the year ended 30 June 2025



Barrister Fatema Anwar
Independent Director
& Chairman of the NR
Committee



Mr. Kazi Mahmood Sattar
Non-Executive Director &
Member of the NR Committee



Mr. Gazi Md. Shakhawat Hossain
Non-Executive Director & Member
of the NR Committee



Md. Sharif Hasan FCS, LL.B
Company Secretary &
Secretary to the Committee

Overview

The Nomination and Remuneration Committee remains committed to upholding the principles of transparency, meritocracy, and accountability in leadership selection and compensation practices. The Committee will continue to support the Board in ensuring good governance and sustainable leadership excellence across Unique Hotel & Resorts PLC. The Nomination and Remuneration Committee (NRC) is pleased to reveal the NR Committee Report for the financial year 2024-25 to honorable shareholders of Unique Hotel & Resorts PLC. The Committee Report presented under condition No.6(2) (a) of the Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code provides an insight on the functions of the Nomination and Remuneration Committee for the year ended on June 30, 2025.

In compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission's notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated: 10 June 2018, the Board of Directors of the Company has duly constituted the Nomination and Remuneration Committee. The Committee assist 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.

The role of the Nomination and Remuneration Committee (the "Committee") is to develop and maintain a formal, rigorous and transparent procedure for making recommendations on appointments and re-appointments to the board of the Company (the "Board"). In addition, it is responsible for recommending appointment to the Board of subsidiary Companies, and to review the succession plans for the executive Directors, the non-executive Directors and top-level executives.

PURPOSE OF THE COMMITTEE

The purpose of the NRC is to oversee the company's nomination process including succession planning for the senior management and the Board. The NRC assists the Board to identify, screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors who meet up the criteria as stated by the Board in its Policy on Appointment and Removal of Directors and evaluation of the Board members.

TERMS OF REFERENCE

The Nomination and Remuneration Committee has performed its duties as assigned by the Board of Directors, and as defined in the Charter of the NRC formulated in accordance with the Notification of the Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018.

POLICY

There is a detailed policy formulated by Nomination and Remuneration Committee based on Corporate Governance Code which, inter alia, includes all the guidelines as recommended by the regulator. This policy has been published in the company website.

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

According to the Corporate Governance Code of the Commission, the Committee has been formed Chaired by an Independent Director. All members of the Nomination and Remuneration Committee are non-executive director and experienced more than 10 (ten) years in corporate management and professions. During the Financial Year 2024-25, Barrister Fatema Anwar, Independent Director co-opted in the NR Committee in place of former NR Committee Chairman & Independent Director, Prof. Mohammed Ahsan Ullah of the Company and designated as Chairman and Mr. Kazi Mahmood Sattar, Nominated Director co-opted as member in the NR Committee in place of Mr. Md. Khaled Noor, Nominated Director

The current members of Nomination and Remuneration Committee of the Board of Directors are as follow:

| Name of Members | Board Position | NR Committee Position |
|--------------------------------|----------------------|----------------------------|
| Barrister Fatema Anwar | Independent Director | Chairperson |
| Mr. Kazi Mahmood Sattar | Nominated Director | Member |
| Mr. Gazi Md. Shakhawat Hossain | Nominated Director | Member |
| Mr. Md. Sharif Hasan FCS | Company Secretary | Secretary to the Committee |

MEETINGS & ATTENDANCE STATUS

The Committee conducted 04 (Four) meeting during the financial year 2024-25. The Chairperson Barrister Fatema Anwar Chaired the meeting where all the members of the Committee were present. In the first meeting of the financial year, all members exchanged their views. The proceedings of the meeting were recorded in proper minutes and reported to

the Board of Directors. The number of NRC meetings held and the attendance by each member during the year 2024-25 is given below:

The attendance of the committee is given below:

| Name | Position in the Committee | Meeting Held | Attendance |
|--------------------------------|----------------------------|------------------------|------------|
| Prof. Mohammed Ahsan Ullah* | Ex-Chairman | 02 (during his tenure) | 02 |
| Barrister Fatema Anwar* | New Chairperson | 01 (during her tenure) | 01 |
| Mr. Kazi Mahmood Sattar* | Member | 04 | 01 |
| Mr. Md. Khaled Noor* | Ex-Member | 03 (during his tenure) | 03 |
| Mr. Gazi Md. Shakhawat Hossain | Member | 04 | 04 |
| Mr. Md. Sharif Hasan FCS | Secretary to the Committee | 04 | 04 |

**Note: Prof. Mohammed Ahsan Ullah has successfully completed the first tenure of office of the Independent Director as well as Chairman of NR Committee in the Board of Directors of the Company and decided not to extend the 2nd term which expired on 19 December 2024. The sub-committee of the Board i.e. NR Committee of the Company were reconstituted in the 177th Board of Directors meeting held on 29 December 2024 wherein Barrister Fatema Anwar, Independent Director co-opted in the NR Committee in place of former NR Committee Chairman & Independent Director, Prof. Mohammed Ahsan Ullah of the Company and designated as Chairperson and Mr. Kazi Mahmood Sattar, Nominated Director co-opted as member in the NR Committee in place of Mr. Md. Khaled Noor, Nominated Director.*

MAJOR RESPONSIBILITIES OF NRC

The purpose, authority, composition, duties and responsibilities of this Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

- Recommend on Board's diversity policy, taking into consideration age, gender, experience, education and nationality.
- Formulate the criteria for determining the qualification of Directors.
- Identify persons who are qualified to become Directors and top-level executives and recommend their appointment and/or removal.

- Formulate the criteria for performance evaluation of Independent Directors and the Board Members.
- Recommend policy to the Board relating to the remuneration of the Directors, and top-level executives.
- Assess composition, reasonableness and sufficiency of the remuneration package(s) to attract, retain and motivate suitable Directors to run the Company successfully.
- Evaluate whether remuneration of Directors and top-level executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- Identify the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- Annually review and recommend human resources and training policies of the Company.
- Recommend the remuneration policy of the Company, particularly regarding yearly increments; and
- Recommend the Code of Conduct for the Chair of the Board, other Board Members and the Chief Executive Officer (CEO) of the Company.

NOMINATION, ELECTION AND SELECTION OF DIRECTORS

The NRC is responsible for ensuring that the procedure for appointing new Directors is transparent, unbiased and equitable. The Board places great emphasis on ensuring broader diversity in its membership based on age, gender, experience, ethnicity, educational background and nationality as well as on personal attributes to provide all round perspectives and insights for appropriate decision-making. The recruitment and selection process aims to ensure that candidates with the most suitable skills, knowledge, experiences, and personal values can be selected.

BOARD EVALUATION

The Committee Shall:

- a) Consider and set the criteria for the performance review of each Non-Executive Director.
- b) Ensure that annual assessments of the performance of the Chairman, the Managing Director, the Company Secretary, Head of Internal Audit and the Chief Financial Officer are undertaken.
- c) Ensure the Committee reviews the results of the board evaluation processes that relate to the Board composition.
- d) Ensure that the conclusions and recommendations arising out of the annual board evaluation and the individual performance evaluations are reported to the Board.

ACTIVITIES DISCHARGED DURING THE PERIOD

- a) The Committee discussed and approved the draft report of the Nomination and Remuneration Committee for the Financial Year ended on 30 June 2024.
- b) The Committee discussed and reviewed the employee service rules of the Company.
- c) The committee reviewed and recommended the appointment of the Directors as rotation as per the Articles of Association.
- d) The committee reviewed the Resignation of earlier Chief Financial Officer of the Company.
- e) The committee reviewed and recommended the appointment and compensation package of the chief Financial Officer.
- f) The committee discussed and reviewed the appointment of Ms. Nabila Ali as Director on the Board of Directors of Unique Hotel and Resorts PLC.
- g) The Committee discussed on the successful completion of the tenure of office as Independent Director of Mr. Mohammed Forkan Uddin FCA.
- h) The Committee also discussed on the successful completion of the tenure of office as Independent Director of Professor Mohammed Ahsan Ullah.
- i) The Committee reviewed and recommended the appointment of Independent Director of the Company.

APPRECIATION

The members of the Nomination and Remuneration Committee express their gratitude and thanks to the Board of Directors for their prudent guidance and the Management for their cooperation in performing their duties and responsibilities expect to formulate the criteria and complete policies in the coming years.

For and on behalf of the NR Committee



Barrister Fatema Anwar

Chairman

Nomination and Remuneration Committee

INVESTMENT & RISK MANAGEMENT COMMITTEE REPORT

For the year ended 30 June 2025



Mr. Saiful Islam
Non-Executive Director,
Chairman of the Investment
& Risk Management
Committee



Mr. Mohd. Noor Ali
Managing Director, Member
of the Investment & Risk
Management Committee



Mr. Ali Ashfaq FCA
Independent Director,
Member of the Investment &
Risk Management Committee



Mr. Kazi Mahmood Sattar
Non-Executive Director,
Member of the Investment
& Risk Management
Committee



Mr. Gazi Md. Shakhawat Hossain
Non-Executive Director,
Member of the Investment &
Risk Management Committee



Mr. Md. Shakawath Hossain
CEO & Ex-officio, Member
of the Investment & Risk
Management Committee



Mr. Md. Sharif Hasan FCS
Company Secretary &
Secretary to the Committee

The Investment & Risk Management Committee, a subcommittee of the Board of Directors, is responsible for evaluating, monitoring, and recommending strategic investments to ensure long-term value creation for the Company and its stakeholders. The Committee exercises due diligence in assessing risk-return profiles, liquidity impacts, and alignment with the Company's growth objectives.

The role of the Investment & Risk Management Committee (the "Committee") is to develop and maintain a formal, rigorous and

transparent procedure for making recommendations of the Company's new and reviewing existing investment decisions to the board of the Company (the "Board"). In addition, it is responsible for time to time oversee the capital market which already invested. 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.

The current Committee members are given below:

| 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 wherein Mr. Saiful Islam, Nominated Director designated as Chairman in the Committee in place of existing Investment Committee Chairman & Managing Director, Mr. Mohd. Noor Ali and Mr. Ali Ashfaq FCA, Independent Director co-opted as member in the Committee in place of former Investment Committee member & Independent Director, Mr. Mohammed Forkan Uddin FCA. In addition, Mr. Md. Shakawath Hossain, Chief Executive Officer also co-opted as member in the Committee.*

TERMS OF REFERENCE

The Investment Committee has performed its duties as assigned by the Board of Directors, and as defined in the Charter of the committee and the policies formulated in accordance with the company policy.

SCOPE OF WORK OF THE COMMITTEE

- To assess the risk facts.
- To review the existing investment a) Short term b) Mid-term and c) Long term.
- To review the feasibility for potential or future project/ investment to be implemented.
- Frequently monitor & review the Capital Market Investment/Portfolio.
- Any investment relating to the capital market exceed more than taka 1.00 crore have to go through the investment committee and long-term investment, equity investment and other than mentioned investment decision must go through Investment committee.
- To govern and oversee the implementation of investment plans or strategies.
- To compare the performance of an investment strategy against the benchmark it's attempting to meet or surpass.
- To make decisions and others allow them to delegate it to consultants or other designated concerns.
- To ensure that it understands and adheres to all legal Regulations.

- To develop and maintain committee governance documents.
- To gather risk tolerance and key portfolio characteristics, such as expected return, volatility, liquidity, etc.
- To evaluate scenario analyses prepared by analysts; the operational risk and disaster risk scenarios and resulting projected cash needs.
- To monitor and evaluate investment performance, investment service providers and costs.

MAJOR WORKS DURING THE FINANCIAL YEAR 2024-25

- Discussed on the ongoing projects investment status of the Company.
- Discussed on investment of power project event after successful COD and related issued.
- Discussed on the receipt of 4th closing premium money from Nebras.

ACKNOWLEDGEMENT

The members of the Investment Committee express their gratitude and thanks to the Board of Directors for their prudent guidance and the Management for their cooperation in performing their duties and responsibilities in finding out the prospective investment opportunities for the Company.

For and on behalf of Investment & Risk Management Committee



Saiful Islam

Chairman

Investment & Risk Management Committee

ENTERPRISE RISK MANAGEMENT & INTERNAL CONTROL



Strengthening Resilience, Ensuring Sustainable Growth

In today's dynamic business environment, effective risk management and strong internal controls are the cornerstones of sustainable success. Our Enterprise Risk Management (ERM) framework is designed to proactively identify, assess, and mitigate potential risks that could impact our strategic objectives. We continuously enhance our systems and processes to build organizational resilience, ensuring that risks are not only managed but transformed into opportunities for innovation and growth. Through a culture of accountability, transparency, and continuous monitoring, we aim to safeguard stakeholder interests and reinforce our commitment to long-term value creation.

RISK MANAGEMENT AT UHR PLC

During the financial year 2024-25 under review, Bangladesh's economic, social, and political landscape underwent various changes impacting numerous business entities, including Unique Hotel & Resorts PLC. The hospitality and leisure sector is among the most vulnerable industries to disruptions arising from macroeconomic imbalances, geopolitical tensions, pandemics and more recently climate change among other multifaceted challenges. As part of Unique Hotel & Resorts PLC adopts a comprehensive enterprise-wide risk management approach. This robust framework clearly delineates governance structures,

policies, processes and procedures, guiding effective risk management while balancing profitability and financial stability. The framework has proven its effectiveness, particularly in recent years marked by unprecedented external shocks, by supporting strategic foresight and agility.

The country's hospitality industry has become very competitive like many other industries as a couple of new famous brand hotels with huge number of keys have recently been added. We are very vigilant about the future state of competition and have prepared ourselves to face the new challenges. The Board of Directors of Unique Hotel and Resorts PLC is responsible for

ensuring the safe business environment by formulating the prudent policies. The Board are responsible for:

- Ensuring the design and implementation of appropriate risk management and internal control systems that identify the risks facing the Company and enable the board to make a robust assessment of the principal risks;
- Determining the nature and extent the principal risks faced and those risks which the organization is willing to take in achieving its strategic objectives (determine its "risk appetite");

- Ensuring that appropriate culture and reward systems have been embedded throughout the organization;
- Agreeing how the principal risks should be managed or mitigated to reduce the likelihood of their incidence or their impact;
- Monitoring and reviewing the risk management and ensure internal control systems, management's monitoring and reviewing, and satisfying itself that they are functioning effectively and that corrective action is taken when necessary.

INTERNAL CONTROL AT UHR PLC

Internal Control is the mechanism to provide reasonable assurance to the Company on an ongoing basis regarding the achievement of objectives in the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with applicable laws, regulations and internal policies. The primary objective of Internal Control and Compliance is to help the Company perform better and add value with its resources. Through the Internal Control system, Company identifies its weaknesses associated with the process and adopts appropriate measures to overcome. The main objectives of internal control are as follows:

- a) Operational Objectives:** Achievement of company basic mission and vision;
- b) Reporting Objectives:** Timely, accurate, and comprehensive reporting, financial and non-financial, internal and external;
- c) Compliance Objectives:** Conducting activities and taking specific actions by following applicable laws and regulations.

Unique Hotel & Resorts PLC has established an effective internal control system whose primary aim is to ensure the overall management of risks and provide reasonable assurance that the objectives set by the Company will be met. It has been designed to develop a high-level risk culture among the personnel of the Company, establish an efficient and effective operating model of the Company, ensure the reliability of internal and external information including accounting and financial information, secure the Company's operations and assets and comply with laws, regulatory requirements and internal policies.

INTERNAL AUDIT AND COMPLIANCE

Internal Auditing is an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. Audit team of Unique Hotel & Resorts PLC has a combination of business, Professional and IT knowledge-based personnel. Audit Department is committed to meet the standards of best professional practices. Risk-based internal audit includes, in addition to selective transaction testing, and evaluation of the risk management systems and control procedures prevailing in various areas of the Company operations.

RISK GOVERNANCE

The Company retains responsibility for risk management, with the Investment & Risk Management Committee aiding in oversight, reviews risks quarterly in depth, refining the assessments with constructive feedback, reviewing processes and providing guidance in managing the same.

Risk governance – the overarching framework to oversee risk



RISK MANAGEMENT APPROACH

The risk management process implemented at Unique Hotel & Resorts PLC revolves around assessing the impact of risks or uncertainties on organizational objectives. This evaluation is quantified through the consideration of likelihood and impact, forming a foundational framework for effective risk management within the company. Our risk management framework is guided by the Code of Conduct, an ethical standard that extends from the Board as well as employees, to suppliers and others working across the organization, emphasizing the principles that must be adhered to.

Risk and uncertainty are inherent aspects of business. In the current global landscape, businesses have to confront an intricate web of risks, driven by economic and geopolitical scenarios. The Russia-Ukraine conflict and the recent geopolitical escalation between Israel and Palestine are key risks that have prolonged disruptions in global supply chains and sanctions, elevating uncertainty, especially after the stress of the COVID pandemic.

Simultaneously, high inflation and interest rates, major pressure on forex reserves, significant BDT depreciation against USD, declining national savings, high food and energy costs, stress on household income and climate events

in Bangladesh have added layers of complexity. Furthermore, a fiercely competitive consumer durables industry of Bangladesh is also a risk that can impede financial performance. In this overall landscape, adept risk

management strategies become essential to navigate challenges and ensure resilience amidst the uncertainties.

RISK MANAGEMENT APPROACH



RISK MANAGEMENT & INTERNAL CONTROL FRAMEWORK

Our risk management framework consistently monitors and effectively controls risks through ongoing efforts that identify, assess, conceive and implement mitigation strategies against potential threats.

At Unique Hotel & Resorts PLC, we have a robust, time-tested risk management framework that enables us to identify risks on time and take necessary preventive or corrective actions. Our risk management framework is thus representative of a structured approach to identifying, assessing, prioritizing and mitigating risks within our organization. It typically involves several key steps:



Risk identification

Identifying potential risks that could affect the organization. This is crucial as it enables us to identify sources or formations of risk on a timely basis.



Risk assessment

Evaluating the likelihood and potential impact of each identified risk. This is yet again an important aspect of our risk

management framework that enables us to engage in the comprehensive assessment or risk to drive the necessary action/s.



Risk prioritization

We undertake a detailed risk ranking based on their severity of impact and likelihood of occurrence.



Risk mitigation

We develop and implement our core strategies to reduce or eliminate the identified risks



Risk monitoring and review

We continuously monitor the effectiveness of our risk mitigation strategies and adjusting them, as necessary.



Communication and reporting

We ensure that the relevant stakeholders are informed about the identified risks and the organization's response to them. Furthermore, key risks and our practices are also archived that enable us to refer to these insights in the future.

RISK FRAMEWORK

In the corporate landscape of Bangladesh, risk management

frameworks are influenced by both international standards as well as local regulatory requirements. Majority of the companies, especially listed, are guided by the tenets and codes of the Bangladesh Security and Exchange Commission (BSEC), typically with regards to adherence to guidelines and regulations related to risk management. Such guidelines normally cover areas such as operational risk. Companies are required to establish robust risk management frameworks that include risk identification, measurement, monitoring and reporting processes. The BSEC mandates risk management practices, including requirements for risk assessment, internal controls and risk disclosure in financial reports. While specific risk management frameworks vary across industries and organizations in Bangladesh, the overarching goal remains the same: to identify, assess and mitigate risks to ensure the resilience and sustainability of businesses. At our company, we take every possible action with a view to ensure that we are able to align to our risk framework and ensure a stable and sustainable organisation that can stand the test of time.

RISK MANAGEMENT PROCESS

The process of Risk Management deals with how the organization

The process of Risk Management deals with how the organization

- Identifies risks that affect achievement of goals & objectives
- Measures the significance of each identified risk
- Determines the most appropriate business response to each risk
- Evaluates and reports on how well the chosen responses are being implemented

RISK MANAGEMENT AND RISK MITIGATION

The Company is exposed to various risks through its use of financial instruments. The events and consequences discussed in these risk factors could, in circumstances, we may or may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, liquidity, financial condition, and results of operations. In addition, these risks could cause results to differ materially from those we express in forward-looking statements contained in this report or in other Company communications. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations.

However, the main types of risks are credit risk, interest rate risk, exchange rate risk, industry risk, market risk, operational risk, and liquidity risk which result from both its operating and investing activities. The Company's

risk management is coordinated at its head office, in close co-operation with the board of directors, audit committee, and investment & risk management committee, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive controlled environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The investment & Risk Management Committee has taken all investment decisions of the company after meticulous and detailed discussion among the committee members and finally approved by the Board of Directors as a result risk related to investment can be reduced. The most

significant financial risks to which the Company is exposed to are described below:

The core risk areas of the business operations comprise Credit risk, Interest rate risk, Exchange rate risk, Industry risks, Market risks, Operational risks, Liquidity risk, Dollar Crisis, Risk Internal Control Risks, Regulatory Risk, Technology Related Risk, Customers Demand related risks, Growth Uncertainties Risk, Product Development and Launch, Cyber Security, Data Privacy, Environment, Health & Safety ('EHS') and Sustainability Distribution risks. Some of these risks and their mitigation measures/plans are discussed as follows

Risk Landscape

- Credit risk,
- Interest rate risk,
- Exchange rate risk,
- Industry risk,
- Market risk,
- Operational risk,
- Liquidity risk,
- Dollar Crisis Risk,
- Internal Control Risk,
- Regulatory Risk,
- Technology Related Risk,
- Customers Demand related risks,
- Growth Uncertainties Risk,
- Product Development and Launch,
- Cyber Security,
- Data Privacy,
- Environment, Health & Safety ('EHS') and,
- Sustainability Distribution risks.

The most significant risks to which the Company is exposed to are described below:

| Types of Risk | Management Perception | What we do to mitigate the risks |
|---|--|--|
| Credit risk Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company's exposure to credit risk is limited to the carrying amount of financial assets recognized at the balance sheet date. | Possibility of financial loss if customers or counterparties fail to meet contractual obligations. | <ul style="list-style-type: none"> • Conduct creditworthiness assessments before extending credit. • Require advance payment or prepayment for high-risk customers. • Maintain provision @3% of rolling 12-month average receivables. • Regular monitoring of receivables and credit exposure. • Diversify customer base to avoid concentration risk. |
| Interest rate risk Interest rate risk is the potential for investment losses that can be triggered by a move upward in the prevailing rates for new debt instruments. Changes in the government's monetary policy, along with increased demand for loans/ investments tend to increase the interest rates which mostly affect companies having floating rate loans or companies investing in debt securities. | Rising interest rates increase borrowing costs and may reduce profitability. | <ul style="list-style-type: none"> • Maintain regular communication with lenders to negotiate better terms. • Monitor market trends and adjust financing mix. • Optimize debt-to-equity ratio to minimize impact. • Focus on fixed-rate borrowings where feasible. |
| Exchange rate risk Exchange rate risk arises due to changes in exchange rates. As the Company imports equipment from abroad and also earns revenue in foreign currency, unfavorable volatility or currency fluctuation may affect the profitability of the Company. When the exchange rate is increased against local currency opportunity is created for generating more profit. | Volatility in foreign currency rates affects revenues and earnings. | <ul style="list-style-type: none"> • Regularly update and apply current exchange rates for foreign payments. • Adjust pricing for services in line with exchange rate fluctuations. • Maintain foreign currency accounts for operational needs. • Monitor forex trends and adopt hedging where necessary. |
| Industry risk Industry risk arises from the dynamic nature of the hospitality and tourism sector, where economic downturns, geopolitical issues, or shifts in consumer preferences can directly affect occupancy and revenue. As the Company operates in a competitive industry, fluctuations in local and global travel trends may impact business volume. Continuous innovation, strong brand partnerships, and maintaining superior service standards help the Company remain resilient and adaptive to industry challenges. | Highly competitive hospitality industry with evolving global and local trends. | <ul style="list-style-type: none"> • Leverage brand reputation of The Westin Dhaka and Sheraton Dhaka. • Continuous service innovation and loyalty programs. • Expand customer segments including MICE and corporate clients. • Dynamic pricing strategies to remain competitive. • Continuous monitoring of market trends and guest preferences. |

| Types of Risk | Management Perception | What we do to mitigate the risks |
|---|---|---|
| Market risk Market risk stems from changes in demand, customer behavior, and pricing pressures within the hospitality industry. Seasonal variations, increased competition, and economic instability can influence market performance and profitability. The Company mitigates this by diversifying customer segments, implementing dynamic pricing strategies, and expanding its marketing reach through digital platforms and strategic alliances to sustain market leadership. | Changes in market demand, pricing, or competition may impact revenue | <ul style="list-style-type: none"> • Diversify service portfolio and market segments. • Utilize strong brand positioning and marketing partnerships. • Expand MICE and luxury segments. • Continuous improvement in service quality and customer satisfaction. |
| Operational risk Operational risk arises from potential system failures, human errors, or disruptions in day-to-day business activities that could hinder service delivery. As a hospitality company, operational efficiency and service continuity are vital. The Company has implemented robust internal processes, standard operating procedures, continuous staff training, and technology-enabled monitoring systems to ensure smooth and uninterrupted operations. | Possible losses from system failure, human error, or unforeseen events. | <ul style="list-style-type: none"> • Maintain insurance coverage for property, liability, and business interruption. • Ensure 24/7 CCTV surveillance and global safety compliance. • Regular maintenance of equipment and emergency response training. • Engage multiple vendors and AMC contracts to ensure operational continuity. |
| Liquidity risk Liquidity risk represents the Company's ability to meet its financial obligations on time. Inadequate cash flow or restricted access to credit facilities can affect operations and investment plans. To mitigate this, the Company maintains sufficient working capital, strong banking relationships, and an effective cash flow management system. Regular financial reviews and prudent treasury management ensure sound liquidity and financial stability. | Inability to meet short-term financial obligations or capital requirements. | <ul style="list-style-type: none"> • Maintains sufficient liquidity through balanced cash, debt, and equity mix. • Realized USD 3.54 million from UMPL share sale to meet project and operational payments. • Receipts from Nebras Power and Sheraton Dhaka operations to support debt repayment and expenses. • Established 4% FF&E reserve for capital expenditure under Marriott agreement. • Follows strong cash management and investment policies to preserve capital and ensure returns. • Arranges additional funds from sister concerns when required. |
| Internal Control Risk Internal control risk refers to the possibility of weaknesses or lapses in financial and operational control systems that could lead to inefficiencies or inaccuracies in reporting. The Company has established a comprehensive internal control framework supported by clear policies, segregation of duties, and regular internal audits. This system ensures transparency, accountability, and compliance across all business functions. | Weak internal controls may lead to inefficiencies or financial misstatements. | <ul style="list-style-type: none"> • Implemented a mix of preventive and detective controls (manual and automated). • Ensured segregation of duties, proper authorization, and reconciliation procedures. • Conducted periodic reviews, physical inventory checks, and IT general controls (security & change management). • Established a strong Code of Conduct and whistle-blowing mechanism to prevent fraud. • Adopted a comprehensive risk-based audit plan supported by robust internal financial control systems. |

| Types of Risk | Management Perception | What we do to mitigate the risks |
|--|---|--|
| Cyber Security <p>Cyber security risk arises from potential threats such as hacking, phishing, malware attacks, or unauthorized access to digital systems. As operations increasingly rely on technology, these threats can disrupt business continuity and damage reputation. The Company continually strengthens its IT security infrastructure, updates firewalls and antivirus systems, conducts staff awareness training, and maintains incident response and backup protocols to safeguard digital assets.</p> | <p>Threat of hacking, phishing, data breaches, or IT system disruption.</p> | <ul style="list-style-type: none"> • Adopt necessary and current IT controls and governance practices, including the strengthening of network security, such as regularly updating security patches to the system. • Put in place appropriate measures to safeguard the loss of information, data security, and ensure the continuity of the Company's business activities and its prompt recovery from an IT crisis. • Conduct regular training for users to heighten awareness of IT threats. |
| Data Privacy <p>Loss of Guest PI, Staff PI, Vendor and Organizational Confidential Information</p> <p>Data privacy risk involves the unauthorized access, loss, or misuse of personal and confidential customer or employee information. Maintaining trust and regulatory compliance requires stringent data protection measures. The Company adheres to global data privacy standards, implements encryption and access controls, conducts periodic data audits, and educates employees on information security best practices.</p> | <p>Unauthorized access or loss of personal or confidential information.</p> <p>Loss of Guest PI, Staff PI, Vendor and Organizational Confidential Information</p> | <ul style="list-style-type: none"> • Implement Enterprise Data Privacy Management Framework. • Apply privacy-by-design principle in all systems. • Conduct regular data audits and employee awareness programs. • Utilize latest data protection technology and encryption. • Immediate corrective actions on identified breaches. Or, <p>Preventive- Implementation of latest technological developments, updating of firewalls, service contracts, infrastructure and disaster recovery plans based on the latest technological advances in the industry</p> <p>Detective- Monitoring potential threats through regular internal audits and implementation of the cybersecurity framework</p> <p>Corrective- Immediate measures taken to correct identified deficiencies and gaps, implementing latest technological developments</p> |
| Regulatory Risk <p>Regulatory risk arises from non-compliance with applicable laws, regulations, and governance codes, which may result in penalties or reputational damage. The Company operates in a highly regulated environment and closely monitors legal developments affecting the hospitality sector. Regular compliance reviews, training programs, and expert consultations ensure all activities adhere to the prevailing regulatory framework.</p> | <p>Non-compliance with local or international regulations may cause penalties.</p> | <ul style="list-style-type: none"> • Continuous monitoring of laws and compliance standards. • Engage legal and compliance experts. • Regular training for management and employees on regulatory changes. • Strong documentation and reporting systems. |

| Types of Risk | Management Perception | What we do to mitigate the risks |
|---|---|--|
| Technology Risk Technology risk emerges from the rapid pace of technological change and potential system obsolescence that could affect operational efficiency and service quality. To mitigate this, the Company continuously invests in modern property management systems, upgrades digital infrastructure, and leverages data-driven tools to enhance guest experience and operational effectiveness. | Rapid technological changes affecting systems or service delivery. | <ul style="list-style-type: none"> Invest in latest hospitality management technologies. Regularly upgrade systems and software. Maintain IT disaster recovery and business continuity plans. |
| Environmental, Health & Safety (EHS) Risk EHS risk relates to potential environmental incidents, workplace hazards, or health and safety non-compliance that could impact employees, guests, and the community. The Company strictly adheres to national and international EHS standards, conducts regular safety audits and emergency drills, and promotes sustainable and eco-friendly practices across all operations. | Environmental incidents or health/safety lapses can affect operations. | <ul style="list-style-type: none"> Comply with global EHS standards. Regular inspection and maintenance of safety systems. Employee training on occupational safety and environmental awareness. Energy efficiency and sustainability initiatives. |
| Sustainability & Growth Risk Sustainability and growth risk arise when changing market conditions, environmental factors, or strategic limitations affect long-term business expansion. The Company mitigates this by adopting ESG-aligned practices, investing in sustainable development, and diversifying revenue streams. Continuous innovation, responsible resource management, and a long-term strategic outlook ensure balanced and sustainable growth. | Inability to sustain growth due to market or environmental constraints. | <ul style="list-style-type: none"> Diversify investments across hospitality and allied sectors. Promote sustainable practices in operations. Adopt ESG-aligned strategies for long-term value creation. Continuous innovation and market adaptation. |

HUMAN RESOURCE ACCOUNTING

Human Resource Accounting (HRA) at Unique Hotel is a strategic process aimed at quantifying the value of our most vital asset: our people. It involves meticulously tracking and evaluating the costs invested in our personnel, covering recruitment, training, compensation and other benefits. HRA provides us with valuable insights into the contribution of our employees towards the hotel's growth, efficiency and profitability.

HRA at Unique Hotel views investments in its human resources as 'capital expenditures' due to the concrete and solid intangible long-term benefits that may be realized. In other words, Human resource accounting, or HRA, is an approach to quantify the value of human resources in an organization, which involves quantifying the cost and value of employees in monetary terms. It is thus the process that identifies and measures key information and data around human resources, as well as the value of their skills, knowledge, and experience. The insights derived from such information enables the leadership to ensure informed decision-making.

In essence, HRA at Unique Hotel represents our commitment to valuing and nurturing our human capital, thereby driving sustainable growth and success in the competitive hospitality industry.

| | |
|---|--|
| 10% Employee retention rate | 818 No. of Employee |
| 49.88% Permanent employee to total employee | 15.16% Female representation to total employee |

KEY INITIATIVES TO ACCELERATE HRA



Acquisition and Retention: Implementation of effective recruitment and retention strategies to attract and retain top industry talent.



Performance Management: Establishment of clear performance metrics and regular feedback mechanisms to enhance individual and organizational performance of employees.



People Engagement: Promotion of a positive work environment and employee engagement through open communication, recognition programs, and career growth opportunities.



Training and Development: Continuous investment in employee training and development to enhance employee skills and knowledge to keep pace with industry trends and practices.



Diversity and Inclusion: Initiatives to create an inclusive culture and diversity that leverages diverse perspectives and talents of our employees.

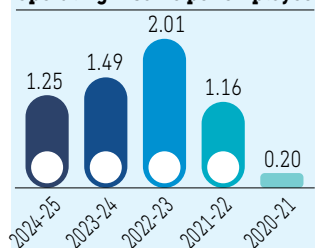


Technology Adoption: Integration of advanced HR technologies for payroll, and performance management to streamline operation and enhance productivity/efficiency.

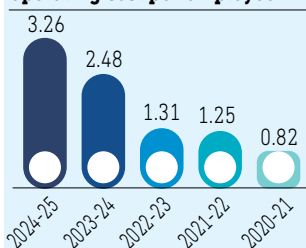
BDT in Mn

| Particulars | 2024-25 | 2023-24 | 2022-23 | 2021-22 | 2020-21 |
|-------------------------------|---------|---------|---------|---------|---------|
| Operating income per employee | 1.25 | 1.49 | 2.01 | 1.16 | 0.20 |
| Operating cost per employee | 3.26 | 2.48 | 1.31 | 1.25 | 0.82 |
| Operating profit per employee | 0.22 | 0.63 | 3.21 | 1.62 | 0.46 |
| PBT per employee | 0.43 | 0.57 | 3.12 | 1.61 | 0.44 |

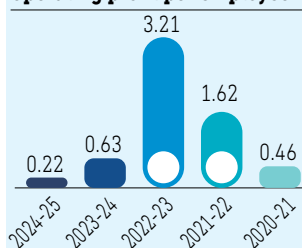
Operating income per employee



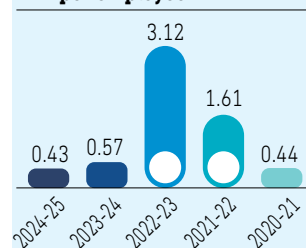
Operating cost per employee



Operating profit per employee



PBT per employee



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**

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:

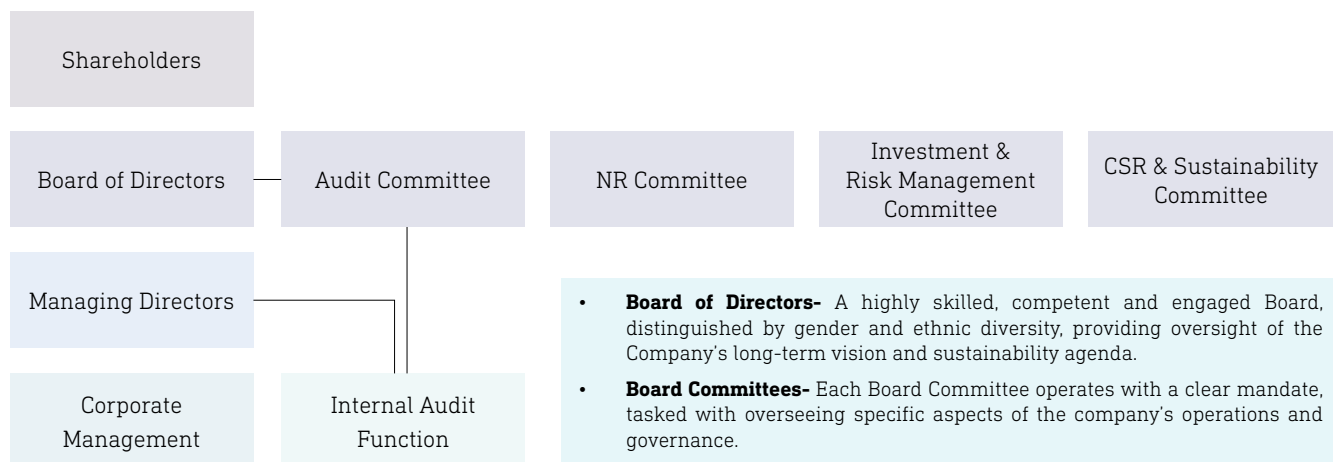
- Safeguarding shareholder capital in the capacity of a trustee, rather than an owner
- Aligning with the spirit and adhering to the law in actions and disclosures
- Guaranteeing the independence of the Board
- Frequent communication with stakeholders
- Developing clear and transparent processes tailored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

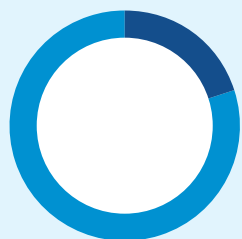
The Board of Directors consist of 10 (Ten) members including Managing Director and 02 (Two) Independent Directors having diverse and professional expertise and experiences.

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

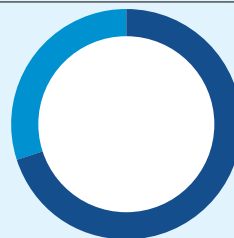
| BOARD OF DIRECTORS | | |
|--|--|---|
| Salina Ali Chairperson C | Mohd. Noor Ali Managing Director I | Ali Ashfaq FCA Independent Director A I |
| Barrister Fatema Anwar Independent Director N C | Rtn. Ghulam Mustafa Non-Executive Director C | Kazi Mahmood Sattar Non-Executive Director N I C |
| Saiful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

Type of Directors



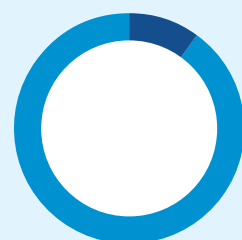
02
Independent Directors
08
Directors

Directors by Gender



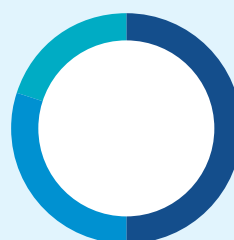
07
Number of Male BoD
03
Number of Female BoD

Nature of Directorship %



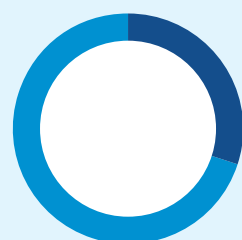
10%
Executive
90%
Non-Executive

Age %



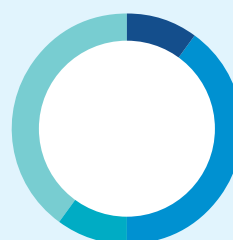
50%
From 61 Years Above
20%
Between 51-60 Years
30%
Between 41-50 Years

Gender %



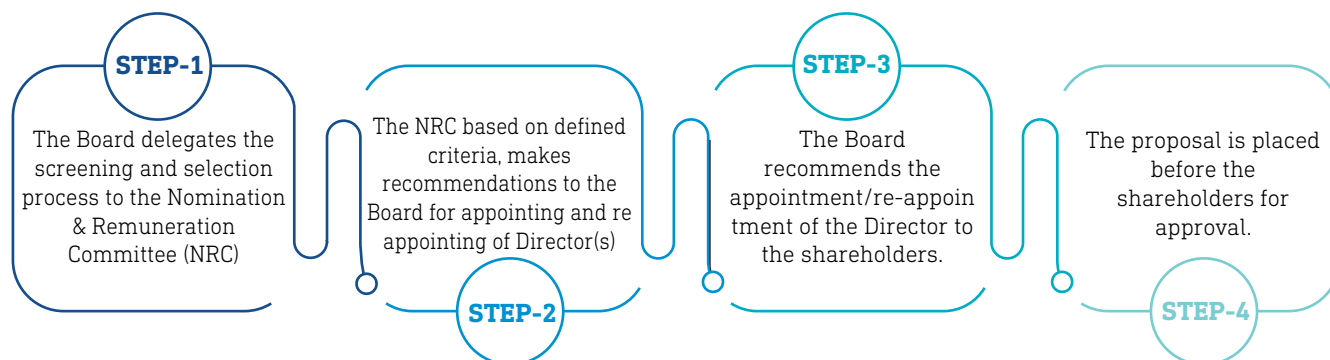
70%
Male
30%
Female

Board Experience (%)



10%
10-20 years
40%
21-30 years
10%
31-40 years
40%
41-50 years

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.



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2



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5

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.



6



7



8



9



10

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. • Creating an ethical environment and nurturing a culture based on the Hotel's values. | <ul style="list-style-type: none"> • Assisting in the selection and transition of key leadership roles. |

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

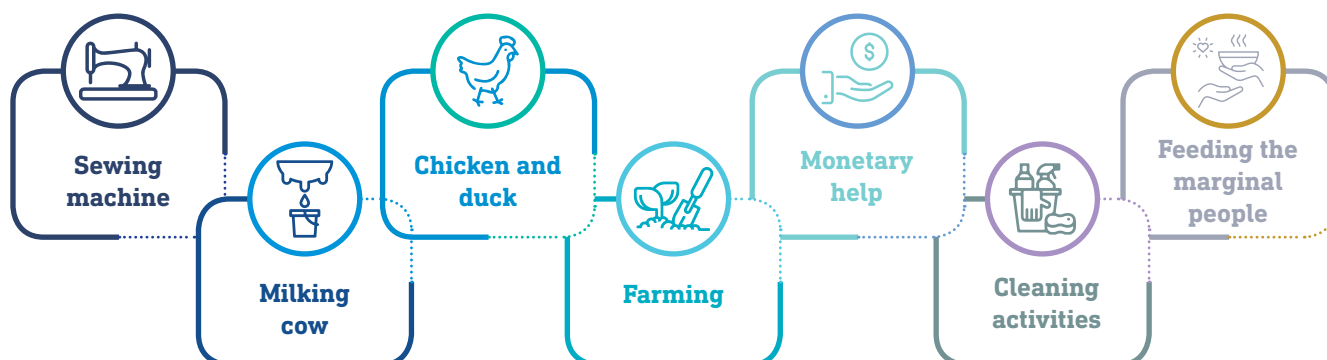
UHR PLC ICT infrastructure and services are well structured and secure in diverse intricate architecture. To improve the sustainability of ICT governance, it has taken necessary initiative to achieve and conform to the international standard ISO/IEC 27001:2013 (Information Security Management System, 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 & 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 shall 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 Sanaullah & 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).

Annexure-C

[As per condition No. 1(5) (xxvii)]

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/ Admin/80, dated 3 June 2018 & amendment thereof issued under section 2CC of the Securities and Exchange Ordinance, 1969.

(REPORT UNDER CONDITION NO. 9)

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|--|--|--------------|---|
| | | Complied | Not complied | |
| 1. | BOARD OF DIRECTORS (BOD): | | | |
| 1.1 | Board's Size [The total number of members of a Company's Board of Directors (Hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty)]. | ✓ | | The Board of Unique Hotel & Resorts PLC is comprised of 10 (Ten) Directors. |
| 1.2 | Independent Directors: | | | |
| 1.2(a) | At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors. "Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company; | ✓ | | As at 30 June 2025, there are 02 (two) Independent Directors on Board, viz: Mr. Ali Ashfaq FCA, and Barrister Fatema Anwar. |
| 1.2(b) | Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director | | | |
| 1.2(b) (i) | Who either does not hold any share in the Company or holds not less than one percent (1%) shares of the total paid-up shares of the Company; | ✓ | | Two Independent Directors has no holding. |
| 1.2(b) (ii) | Who is not a sponsor of the Company and is not connected with the Company's any sponsor or Director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship His/her family members also should not hold above mentioned shares in the Company; | ✓ | | Do |
| 1.2(b) (iii) | Who has not been executive of the Company in immediately preceding 2 (two) financial years; | ✓ | | Do |
| 1.2(b) (iv) | Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary/ associated Companies; | ✓ | | Do |
| 1.2(b) (v) | Who is not a member or TREC (Trading Right Entitlement Certificate) holder director or officer of any stock exchange; | ✓ | | Do |
| 1.2(b) (vi) | Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market; | ✓ | | Do |
| 1.2(b) (vii) | Who is not a partner or executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code; | ✓ | | Do |
| 1.2(b) (viii) | Who shall not independent director in more than 5 (Five) listed Companies; | ✓ | | Not involved as independent director in more than 5 (Five) listed Companies |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|--|--|--------------|--|
| | | Complied | Not complied | |
| 1.2(b) (ix) | Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or any advance to a bank or a financial institution; and | ✓ | | Do |
| 1.2(b) (x) | Who has not been convicted for a criminal offence involving moral turpitude; | ✓ | | Do |
| 1.2 (c) | Independent Director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM); Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company; | ✓ | | Do |
| 1.2 (d) | The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; | ✓ | | No vacancy occurred |
| 1.2 (e) | The tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only; Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]; | ✓ | | The Independent Directors are in their regular term of Office. |
| 1.3 | Qualification of Independent Director (ID) | | | |
| 1.3(a) | Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws regulatory requirements and corporate laws and can make meaningful contribution to business; | ✓ | | The qualification and background of Independent Directors justify their abilities as such. |
| 1.3(b) | Independent director shall have following qualifications: | | | |
| 1.3(b)(i) | Business Leader who is or was a promoter or director of an unlisted Company having minimum paid-up capital of Tk.100.00 million or any listed Company or a member of any national or international chamber of commerce or registered business association; or | ✓ | | Do |
| 1.3(b)(ii) | Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Chief Financial Officer or Head of Finance Or Accounts or Company Secretary or Head of internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid up capital of TK 100.00 million or of a listed Company; | ✓ | | Do |
| 1.3(b)(iii) | Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or | ✓ | | Do |
| 1.3(b)(iv) | University teacher who has educational background in Economics or Commerce or Business Studies or Law; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|--|--|--------------|--|
| | | Complied | Not complied | |
| 1.3(b)(v) | Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification; | ✓ | | Do |
| 1.3(c) | The independent director shall have at least 10 (ten) years of experience in any filed mentioned in clause (b); | ✓ | | They have vast experience. |
| 1.3(d) | In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission; | | | No such approval required. |
| 1.4 | Duality of Chairperson of the Board of Directors and Managing Directors or Chief Executive Officer: - | | | |
| 1.4(a) | The position of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals; | ✓ | | Chairperson of the Board and MD and CEO are different individuals. |
| 1.4(b) | The managing Director (MD) and/or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company; | ✓ | | Do |
| 1.4 (c) | The Chairperson of the Board shall be elected from among the non-executive directors of the Company; | ✓ | | Do |
| 1.4 (d) | The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and /or Chief Executive Officer; | ✓ | | Respective roles and responsibilities are defined. |
| 1.4 (e) | In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting the reason of absence of the regular Chairperson shall be duly recorded in the minutes; | ✓ | | Do |
| 1.5 | The Directors' Report to Shareholders | | | |
| 1.5(i) | Industry outlook & possible future development in the industry; | ✓ | | Disclosed in the Directors' Report. |
| 1.5(ii) | Segment- wise or product- wise performance; | ✓ | | Do |
| 1.5(iii) | Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any; | ✓ | | Do |
| 1.5(iv) | A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, Where applicable; | ✓ | | Do |
| 1.5(v) | Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss); | ✓ | | Do |
| 1.5(vi) | A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions; | ✓ | | Do |
| 1.5(vii) | A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments; | ✓ | | Do |
| 1.5(viii) | An explanation if the financial results deteriorate after the Company goes for IPO, RPO, Rights offer, Direct listing etc.; | ✓ | | Not applicable |
| 1.5(ix) | An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|-------------------|--|--|--------------|---|
| | | Complied | Not complied | |
| 1.5(x) | A statement of Remuneration paid to directors including independent directors; | ✓ | | Do |
| 1.5(xi) | A statement that the financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity; | ✓ | | Do |
| 1.5(xii) | Proper books of accounts have been maintained; | ✓ | | Do |
| 1.5(xiii) | A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment; | ✓ | | Do |
| 1.5(xiv) | IAS/BAS/IFRS/BFRS, as applicable in Bangladesh, have been followed and adequate disclosure for any departure; | ✓ | | Do |
| 1.5(xv) | A statement that the system of internal control is sound in design and has been effectively implemented and monitored; | ✓ | | Do |
| 1.5(xvi) | A statement that minority shareholders have been protected from abusive actions by or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress. | ✓ | | Do |
| 1.5(xvii) | A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed; | ✓ | | Do |
| 1.5(xviii) | An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained; | ✓ | | Do |
| 1.5(xix) | A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized; | ✓ | | Do |
| 1.5(xx) | An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year; | ✓ | | 16% cash dividend has been recommended for the shareholders |
| 1.5(xxi) | Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend; | ✓ | | Not applicable |
| 1.5(xxii) | The total number of Board meetings held during the year and attendance by each director; | ✓ | | Total 8 nos. of Board meeting held during the financial year which Stated in the Directors report |
| 1.5(xxiii) | Pattern of shareholding and name wise details (disclosing aggregate number of shares): | | | |
| 1.5(xxiii) (a) | Parent/Subsidiary/Associated Companies and other related parties (Name wise details); | ✓ | | Stated in the Directors' Report |
| 1.5(xxiii) (b) | Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (HIA) and their spouses and minor children (Name wise details); | ✓ | | Do |
| 1.5(xxiii) (c) | Executives; | ✓ | | Do |
| 1.5(xxiii) (d) | Shareholders holding ten percent (10%) or more voting interest in the Company (Name wise details); | ✓ | | Borak Real Estate Ltd. is holding 19.37% shares |
| 1.5 (xxiv) | In case of appointment/re-appointment of a Director, disclose: | | | |
| 1.5(xxiv) (a) | A brief resume of the Director; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|-----------------|--|--|--------------|---|
| | | Complied | Not complied | |
| 1.5(xxiv)(b) | Nature of his /her expertise in specific functional areas; | ✓ | | Do |
| 1.5(xxiv)(c) | Name of companies in which the person also holds the directorship and the membership of committees of that Board; | ✓ | | Do |
| 1.5(xxv) | Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on: | | | |
| 1.5(xxv)(a) | Accounting policies and estimation for preparation of financial statements; | ✓ | | Do |
| 1.5(xxv)(b) | Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes; | ✓ | | Do |
| 1.5(xxv)(c) | Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof; | ✓ | | Do |
| 1.5(xxv)(d) | Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario; | ✓ | | Do |
| 1.5(xxv)(e) | Briefly explain the financial and economic scenario of the country and the globe; | ✓ | | Do |
| 1.5(xxv)(f) | Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company; | ✓ | | Do |
| 1.5(xxv)(g) | Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof i.e., actual position shall be explained to the shareholders in the next AGM; | ✓ | | Do |
| 1.5(xxvi) | Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; | ✓ | | Declaration included in the Annual Report. |
| 1.5(xxvii) | The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C; | ✓ | | Certificate included in the Annual Report. |
| 1.5(xxviii) | The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality. | ✓ | | Not applicable |
| 1.6 | Meetings of the Board of Directors | ✓ | | Conducting meetings and keeping records of meetings are kept as per the provisions of the Bangladesh Secretarial Standards of ICSB. |
| 1.7 | Code of Conduct for the Chairperson, other Board members and Chief Executive Officer | | | |
| 1.7(a) | The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the Company; | ✓ | | Code of conduct recommended by NRC and approved by the Board. |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|---|--|--------------|--|
| | | Complied | Not complied | |
| 1.7(b) | The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers, and independency; | ✓ | | The code of conduct is duly posted on the Company's website. |
| 2.00 | Governance of Board of Directors of Subsidiary Company. | | | |
| 2 (a) | Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company; | N/A | | Company has no subsidiary |
| 2 (b) | At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company; | N/A | | Not applicable |
| 2 (c) | The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company; | N/A | | Not applicable |
| 2 (d) | The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also; | N/A | | Not applicable |
| 2 (e) | The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company; | N/A | | Not applicable |
| 3. | Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS). | | | |
| 3.1 | Appointment; | | | |
| 3.1(a) | The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC); | ✓ | | The Board has duly appointed the MD, CS, CFO and HIAC |
| 3.1 (b) | The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals; | ✓ | | They are different individuals. |
| 3.1 (c) | The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time; Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission; Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately; | ✓ | | They did not hold any executive position in any other company at the same time. CFO and CS do not hold same Position in any other listed or non-listed company under the same group. |
| 3.1 (d) | The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS; | ✓ | | In practice |
| 3.1 (e) | The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s); | ✓ | | No such case in the reporting year. |
| 3.2 | Requirement to attend Board of Directors' Meetings | ✓ | | In practice |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|---|--|--------------|---|
| | | Complied | Not complied | |
| 3.3 | Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) | | | |
| 3.3(a) | The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief. | ✓ | | Stated in the Annual Report. |
| 3.3(a)(i) | These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; | ✓ | | Do |
| 3.3(a)(ii) | These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws; | ✓ | | Do |
| 3.3 (b) | The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members; | ✓ | | Do |
| 3.3 (c) | The certification of the MD or CEO and CFO shall be disclosed in the Annual Report; | ✓ | | Do |
| 4 | Board of Directors' Committee. | | | |
| 4.i | Audit Committee; | ✓ | | Do |
| 4.ii | Nomination and Remuneration Committee; | ✓ | | Do |
| 5 | AUDIT COMMITTEE: | | | |
| 5(i) | Responsibility to the Board of Directors; | | | |
| 5.1(a) | The Company shall have an Audit Committee as a sub-committee of the Board of Directors; | ✓ | | Do |
| 5.1(b) | The Audit Committee shall assist the BOD in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business; | ✓ | | Do |
| 5.1(c) | The Audit Committee shall responsible to the BOD. The duties of the Audit Committee shall be clearly set forth in writing; | ✓ | | Do |
| 5.2 | Constitution of the Audit Committee | | | |
| 5.2(a) | The Audit Committee shall be composed of at least 3 (three) members; | ✓ | | The Audit Committee (AC) is composed of 03 (three) members. |
| 5.2(b) | The BOD shall appoint members of the Audit Committee who shall be directors of the Company and shall include at least 1 (one) independent director; | ✓ | | Constituted as per the BSEC CG Code 2018. |
| 5.2(c) | All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience; | ✓ | | Do |
| 5.2(d) | When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|---|--|--------------|---|
| | | Complied | Not complied | |
| 5.2(e) | The Company Secretary shall act as the Secretary of the Audit Committee; | ✓ | | In practice |
| 5.2(f) | The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director; | ✓ | | Do |
| 5.3 | Chairperson of the Audit Committee | | | |
| 5.3 (a) | The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director; | ✓ | | Do |
| 5.3 (b) | In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes; | ✓ | | No such case in the reporting year |
| 5.3 (c) | Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); | ✓ | | The Chairperson of the Audit Committee was Present in the last AGM. |
| 5.4 | Meeting of the Audit Committee | | | |
| 5.4(a) | The Audit Committee shall conduct at least its four meetings in a financial year; | ✓ | | The Audit Committee Conducted 6 (Six) Meetings During the Year 2024-25. |
| 5.4(b) | The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must; | ✓ | | In Practice |
| 5.5 | Role of Audit Committee | | | |
| 5.5(a) | Oversee the financial reporting process; | ✓ | | The AC performed as per the CG Code 2018. |
| 5.5(b) | Monitor choice of accounting policies and principles; | ✓ | | Do |
| 5.5(c) | Monitor Internal Control Risk management process; | ✓ | | Do |
| 5.5(d) | Oversee hiring and performance of external auditors; | ✓ | | Do |
| 5.5(e) | Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption; | ✓ | | Do |
| 5.5(f) | Review along with the management, the annual financial statements before submission to the Board for approval; | ✓ | | Do |
| 5.5(g) | Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval; | ✓ | | Do |
| 5.5(h) | Review the adequacy of internal audit function; | ✓ | | Do |
| 5.5(i) | Review the Management's Discussion and Analysis before disclosing in the Annual Report; | ✓ | | Do |
| 5.5(j) | Review statement of all related party transactions submitted by the management; | ✓ | | Do |
| 5.5(k) | Review Management Letters or Letter of Internal Control Weakness issued by statutory auditors; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|------------------|---|--|--------------|--|
| | | Complied | Not complied | |
| 5.5(L) | Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; | ✓ | | Do |
| 5.5(m) | Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission; | ✓ | | Not applicable |
| 5.6 | Reporting of the Audit Committee | | | |
| 5.6(a) | Reporting to the Board of Directors: | | | |
| 5.6 (a) (i) | The Audit Committee shall report on its activities to the Board; | ✓ | | Do |
| 5.6 (a) (ii) | The Audit Committee shall immediately report to the Board on the following findings, if any; | ✓ | | No such event occurred |
| 5.6 (a) (ii) (a) | Report on conflicts of interests; | ✓ | | No such event occurred |
| 5.6 (a) (ii) (b) | Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; | ✓ | | No such event occurred |
| 5.6 (a) (ii) (c) | Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; | N/A | | No such event occurred |
| 5.6 (a) (ii) (d) | Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately; | N/A | | No such event occurred |
| 5.6.(b) | Reporting to the Authorities; | N/A | | No such event occurred |
| 5.7 | Reporting to the Shareholders and General Investors; | ✓ | | The activities of the AC are duly reported in the Annual Report. |
| 6 | Nomination and Remuneration Committee (NRC): | | | |
| 6.a | Responsibility to the Board of Directors; | | | |
| 6.1(a) | The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board; | ✓ | | Do |
| 6.1(b) | The NRC shall assist 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 executive; | ✓ | | The NRC duly discharged its responsibilities as per the CG Code 2018. |
| 6.1(c) | The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b); | ✓ | | The ToR is in place. |
| 6.2 | Constitution of the NRC | | | |
| 6.2(a) | The Committee shall comprise of at least three members including an independent director; | ✓ | | The NRC is comprised of 3 (Three) members including 1 (One) Independent Directors. |
| 6.2(b) | At least 02 (two) members of the Committee shall be non-executive directors; | ✓ | | Do |
| 6.2(c) | Members of the Committee shall be nominated and appointed by the Board; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|--|--|--------------|--|
| | | Complied | Not complied | |
| 6.2(d) | The Board shall have authority to remove and appoint any member of the Committee; | ✓ | | In practice |
| 6.2(e) | In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee; | ✓ | | No such case in the reporting year. |
| 6.2(f) | The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee; | ✓ | | No such case in the reporting year. |
| 6.2(g) | The Company Secretary shall act as the secretary of the Committee; | ✓ | | In practice |
| 6.2(h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; | ✓ | | Do |
| 6.2(i) | No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company; | ✓ | | In practice |
| 6.3 | Chairperson of the NRC | | | |
| 6.3(a) | The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director; | ✓ | | In practice |
| 6.3(b) | In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes; | ✓ | | No Such Incident Arose. |
| 6.3(c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders; | ✓ | | The Chairperson of the NRC was Present in the last AGM. |
| 6.4 | Meeting of the NRC: | | | |
| 6.4(a) | The NRC shall conduct at least one meeting in a financial year; | ✓ | | The NRC Conducted 4 (Four) meetings During the Year 24-25. |
| 6.4(b) | The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; | ✓ | | No Such Incident Arose. |
| 6.4(c) | The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h); | ✓ | | In Practice |
| 6.4(d) | The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC; | ✓ | | Do |
| 6.5 | Role of the NRC: | | | |
| 6.5(a) | NRC shall be independent and responsible or accountable to the Board and to the shareholders; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|---|--|--------------|---|
| | | Complied | Not complied | |
| 6.5(b) | NRC shall oversee, among others, the following matters and make report with recommendation to the Board; | ✓ | | Do |
| 6.5(b)(i) | Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following; | ✓ | | Do |
| 6.5(b)(i)(a) | The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully; | ✓ | | Do |
| 6.5(b)(i)(b) | The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; | ✓ | | In practice |
| 6.5(b)(i)(c) | Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals; | ✓ | | Do |
| 6.5(b)(ii) | Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality; | ✓ | | Do |
| 6.5(b)(iii) | Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board; | ✓ | | Do |
| 6.5(b)(iv) | Formulating the criteria for evaluation of performance of independent directors and the Board; | ✓ | | Do |
| 6.5(b)(v) | Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; | ✓ | | Do |
| 6.5(b)(vi) | Developing, recommending and reviewing annually the Company's human resources and training policies; | ✓ | | Do |
| 6.5(c) | The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report; | ✓ | | The NRC report is disclosed at a glance in the Annual Report. |
| 7. | EXTERNAL / STATUTORY AUDITORS: | | | |
| 7.1 | The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely; | ✓ | | As declared by the Auditors. |
| 7.1(i) | Appraisal or valuation services or fairness opinions; | ✓ | | Do |
| 7.1(ii) | Financial information systems design and implementation; | ✓ | | Do |
| 7.1(iii) | Book-keeping or other services related to the accounting records or financial statements; | ✓ | | Do |
| 7.1(iv) | Broker-dealer services; | ✓ | | Do |
| 7.1(v) | Actuarial services; | ✓ | | Do |
| 7.1(vi) | Internal audit services or special audit services; | ✓ | | Do |
| 7.1(vii) | Any service that the Audit Committee determines; | ✓ | | Do |
| 7.1(viii) | Audit or certification services on compliance of corporate governance as required under condition No. 9(1); | ✓ | | Do |
| 7.1(ix) | Any other service that creates conflict of interest; | ✓ | | Do |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (If any) |
|---------------|---|--|--------------|--|
| | | Complied | Not complied | |
| 7.2 | No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members; | ✓ | | Do |
| 7.3 | Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders; | ✓ | | The Representatives of External Auditors were present in last AGM |
| 8. | MAINTAINING A WEBSITE BY THE COMPANY: | | | |
| 8.1 | The Company shall have an official website linked with the website of the stock exchange; | ✓ | | The Company's official website (www.uhrlbd.com) linked with the stock exchange website |
| 8.2 | The Company shall keep the website functional from the date of listing; | ✓ | | In practice. |
| 8.3 | The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s); | ✓ | | In practice. |
| 9. | REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE: | | | |
| 9.1 | The 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 shall such certificate shall be disclosed in the Annual Report. | ✓ | | The Certificate of Compliance obtained from Mohammadullah & Associates duly published in the Annual Report. |
| 9.2 | The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting. | ✓ | | The Compliance Auditor Mohammadullah & Associates was duly appointed by the shareholders at the 23rd Annual General Meeting. |
| 9.3 | The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not. | ✓ | | The statement of compliances is duly published in the Annual Report. |



MOHAMMADULLAH & ASSOCIATES CHARTERED SECRETARIES & CONSULTANTS

Registered office:
222/1, Tejgunipara Tejgaon
Dhaka 1215.

Liaison office:
Flat 4, House 35, Road 2, Block B
Nikaton, Gulshan, Dhaka 1212.

Contact:
Phone: +880 1713 333 224
E-mail: smullah1955@gmail.com

Report to the Shareholders of Unique Hotel & Resorts PLC on Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Unique Hotel & Resorts PLC (the "Company") for the year ended on 30 June 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 (as amended) issued under section 2CC of the Securities and Exchange Ordinance, 1969; of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- The Governance of the company is satisfactory

Dhaka, 17 November 2025




Shaikh Mohammadullah, MBA (IBA), LLB, FCS
Practicing Chartered Secretary & Consultant

M&A

DIVIDEND DISTRIBUTION POLICY

DIVIDEND POLICY

The Board of Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company and its strategic initiatives. The Board believes that it is in the best interest of UHR PLC to draw up a long-term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed investment decisions. The Board has approved the following dividend policy: "The dividend policy is to pay maximum of the net profit after tax depending on the financial health and capital requirement of the Company with an aim to have a consistent growth in dividend payout. UHR PLC shall aim for as frequent dividend distribution as possible.

DIVIDEND DISTRIBUTION POLICY

The dividends and dividend policy of a company are important factors that investors consider when deciding what stocks to invest in. Dividends can help investors earn a high return on their investment, and a company's dividend payment policy is a reflection of its financial performance.

Dividend would be recommended by the Board of Directors based on the Audited Financial Statements of the company. All requisite approvals and clearances, where necessary shall be obtained before the declaration of dividend. Dividend shall be approved by the Shareholders at an Annual General Meeting (AGM) on the basis of recommendation of the Board of Directors but no dividend shall exceed the amount recommended by the Directors. No dividend shall be paid other than out of profits of the year or any other undistributed profits of the Bank. No dividend shall be declared out of the capital reserve account or the revaluation reserve account or any unrealized gain or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

Unique Hotel and Resorts PLC believe in continuity and consistency in the shareholders / investors return and drawn up a long-term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed investment decisions. As such, the Board of

Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company, market scenario and its strategic decisions. The Board has approved the following dividend policy:

- The dividend policy is to pay maximum of the net profit after tax based on the Audited Financial Statements depending on the financial health and capital requirement of the Company with an aim to have a consistent growth in dividend payout.
- The company pays out dividends to its shareholders every year. Some portion of the net profit keep by the company as retained earnings so that if company makes any loss in a particular year, the shareholders may get dividend under the policy. To keep the consistency in dividend payout, sometimes company paid dividend from the undistributed profits also.

Major highlights of the Dividend Distribution Policy are as follows:

The Board of Directors of the company shall recommend final dividend for the shareholders on the basis of annual audited financial statements and declare the shareholders who shall be entitled to such dividend. The decision about recommending or not recommending final dividend and entitlement for such dividend, if recommended, shall be taken after considering the interim dividend already distributed and cannot be changed prior to holding of the AGM. In case of declaration of stock dividend for the year, the company shall explain the reason for declaring stock dividend and utilization of such retained amount as capital (stock dividend) shall be disclosed in the annual report

ENTITLEMENT TO DIVIDEND

The Shareholders whose names would appear in the Register of the company and/or in the Depository on the 'Record Date' would be entitled to receive the dividend.

PAYMENT OF DIVIDEND

UHR PLC shall pay off the dividend to the entitled shareholders, within 30 (thirty) days from the date of approval by shareholders in AGM.

SHAREHOLDERS' GRIEVANCE REDRESSAL SYSTEM

Our Investor Relations team places high priority towards investor queries and complaints. We take every step possible to promote transparency and resolve issues of our investors in an expedient manner. General queries of shareholders are related to receipt of dividend. Unique Hotel & Resorts PLC aims at empowering the investors by providing them an effective and efficient process to resolve their complaints or quarries to settle their dividend and the undistributed / unclaimed dividend from CMSF. UHR PLC accords highest

priority for resolving of investor complaints/disputes and therefore the Company has a dedicated grievance redressal team and they report and place the complains within 24 hours to the shareholders' grievance redressal committee, as a part of Share Department, places high priority against the complaints and queries of the shareholders. The team takes every possible step to address and deliver the results within shortest possible time to the investors query, complain and grievance within the framework of prevailing laws and regulations.

COMMON AREAS OF REDRESSAL



Transfer & transmission of share



Non receipt of dividend



Non receipt of annual report



Information on quarterly & annual Financial Statements



Updating of bank account for payment of dividend



Issuance of shareholding certificate, dividend certificate & others



Re-issue of dividend warrant



Clarification of PSI



Revalidation of dividend warrants



Resolution of succession issues as per respective laws



Any other issue raised by the shareholders of the Company

Investor relations initiative

GRIEVANCE REDRESSAL

UHR PLC addresses shareholder concerns through transparent processes and timely resolutions, building trust and accountability at every level of engagement.

Outcomes

- » Increased trust and transparency
- » Effectively addressing Investor Grievances in a timely manner
- » Greater investor awareness and education
- » Enhanced investor confidence
- » Robust market performance
- » Enhanced corporate reputation and brand value



ZERO

Pending complaints during FY 2024-25

UHR'S MECHANISM FOR REDRESSAL

The management of the Company has assigned a designated officer to receive complaints from the shareholders. The investors/shareholders of the Company can make their complaints through the following modes:

- Investors are encouraged to address their queries via e-mail: info@uhrld.com

Shareholders can also contact the Company's Secretarial Department in person at the Corporate Office of the Company or over phone at Telephone: (880 2) 2225116-23, 54893 (Ex. 1608).





- Investor Relations team acknowledges the complaint and contacts the investors to confirm their identity:
 - Shareholders BOID
 - Shareholders Name
 - Shareholders Bank Details

- Investor Relations Team after verifying the Shareholder details, addresses their queries and provides necessary information.
- Investors can also register their complaints and queries through an application addressed to the Company Secretary.

SHAREHOLDERS' GRIEVANCE REDRESSAL SYSTEM

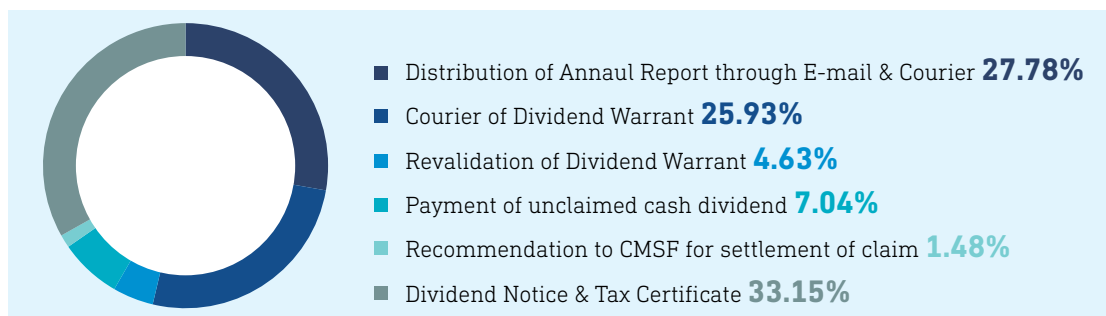
We follow these principles with regard to shareholders' grievance redressal system:

- All shareholders be treated equally.
- All queries raised by investors be dealt promptly and with courtesy.
- All queries be resolved efficiently and fairly within the regulatory framework.

| Process for Submitting Grievance/Queries | | | |
|---|--|---|--|
|  | The Company has a designated e-mail ID: info@uhrld.com on which investor(s) can lodge their grievance / complaint. The designated person of the Share Department monitors the said e-mail ID on a daily basis to check whether any new complaint has been lodged. |  | The Company also has a designated telephone number: Telephone: (880 2) 2225116-23, 54893 (Ex. 1608) of Share Department for receiving verbal complaints and grievances of the investors. |
|  | An investor can make a written complaint through a letter to the mailing address: Share Department Mr. Md. Abdul Kawim Sikder Manager-Share Department Unique Hotel & Resorts PLC Borak Mehnur, 51/B Kemal Ataturk Avenue, Banani, Dhaka-1213, Bangladesh |  | An investor may make a written complaint through fax of the company on Fax number: Fax: (880 2) 22254894 |

REDRESSAL OF INVESTORS' QUERIES DURING THE YEAR 2024-25

- Provided annual reports to the shareholders from office premises for non-receiving of the same which has been sent earlier to them via email.
- Proactively communicated to the shareholders for collection of unsettled/unclaimed dividend.
- Recommended to Capital Market Stabilization Fund (CMFS) for settlement of claim (dividend) of shareholders.
- Issued shareholding certificate, dividend tax certificate, dividend notice etc. on demand.



An aerial photograph of a vast mangrove forest, likely the Sundarban in India. A prominent, winding river flows through the dense green landscape, which is composed of numerous small islands and channels. The sky above is a deep blue, filled with scattered white clouds. The overall scene conveys a sense of natural beauty and environmental sustainability.

SUSTAINABLE BUSINESS STRATEGY

Sundarban

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY COMMITTEE REPORT

OVERVIEW

The CSR and Sustainability Committee, constituted under the authority of the Board of Directors, is committed to promoting ethical responsibility, environmental stewardship, and community well-being across all business operations. The Committee ensures that the Company's activities align with national priorities, international sustainability standards, and the United Nations Sustainable Development Goals (SDGs).

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. Unique Hotel and Resorts PLC initiatives for 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.

PURPOSE OF THE COMMITTEE

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. CSR & Sustainability Committee ensures that the businesses align its 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.

TERMS OF REFERENCE

The Terms of Reference (TOR) for the CSR & Sustainability Committee of Unique Hotel & Resorts PLC include formulating and recommending CSR and sustainability policies to the board, overseeing the implementation of strategies and programs, monitoring performance against goals. The CSR & Sustainability Committee has performed its duties as assigned by the Board of Directors as defined in the Term of Reference (ToR) of the CSR & Sustainability Committee.

POLICY

There is a detailed policy formulated by CSR & Sustainability Committee includes all the guidelines as recommended by the regulator. The policy outlines the organization's commitment

to ethical and responsible operations, guiding it to create a framework for integrating social, environmental, and ethical responsibilities into its business strategy. This policy has been published in the Company's website.

COMPOSITION OF THE CSR COMMITTEE

The Board Corporate Social Responsibility (CSR) & Sustainability Committee is comprised of 06 (Six) members including one female Independent Director. All members are competent and experience in their area. 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.

During the financial, the Board of Directors modified the existing name of the CSR Committee of the Company as 'CSR & Sustainability Committee' and re-constituted the CSR & Sustainability Committee members. The Committee conducted One meeting during the financial year. The Chairperson Mrs. Salina Ali Chaired the meeting where other members of the Committee were present. In the first meeting of the financial year, all members exchanged their views.

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 |
| Rtn. Ghulam Mustafa (Nominated Director) | Member | 01 | 01 |
| Mr. Kazi Mahmood Sattar (Nominated Director) | Member | 01 | 01 |
| Barrister Fatema Anwar (Independent Director) | Member | 01 | 01 |
| Mr. Md. Khaled Noor (Nominated Director) | Member | 01 | 0 |
| Mr. Md. Shakawath Hossain (CEO & Ex-officio) | Member | 01 | 01 |
| Mr. Md. Sharif Hasan FCS (Company Secretary) | Secretary to the Committee | 01 | 01 |

CSR FOCUS AREAS

The company shall implement CSR activities in the following priority areas:

Education and Skill Development

Hospitality and tourism training programs for underprivileged youth. Scholarships and vocational training centers.

Healthcare

Medical camps, health awareness programs, sanitation infrastructure.

Environment & Climate Action

Tree plantation, energy conservation, water management. Support for green building initiatives and carbon footprint reduction.

Community Development

Infrastructure development in tourism-affected rural areas. Disaster response and rehabilitation.

Cultural and Heritage Preservation

Support initiatives promoting local arts, crafts, and heritage tourism.

Safe drinking water

Water treatment plants, addressing water scarcity in vulnerable areas, raising awareness about water conservation, promoting water-efficient practices, Highlighting the impact of water pollution and contribute to sustainable water management, improve community well-being.

However, as per "Income Tax Act 2023 – CSR-related expenditure guidelines the Company will also focus on the mentioned areas which are exempted from Income Tax up to 30 June 2030.

- Formulating and recommending CSR & Sustainability policy to the Board of Directors;
- Monitoring compliance with the CSR policy of the Company;
- Recommending amounts of expenditure to be incurred on CSR & Sustainability activities;
- Formulating and recommending to the Board of Directors, annual action plans.

CSR BUDGET AND EXPENDITURE

In line with its Corporate Social Responsibility (CSR) and sustainability Policy, Unique Hotel & Resorts PLC allocates a dedicated budget for CSR activities of the Company. The Company is committed to ensuring that an appropriate and meaningful portion of its annual resources is earmarked for CSR Initiatives aimed at promoting social welfare environmental sustainability, and inclusive development.

ACTIVITIES ROUND THE YEAR

- Reviewed the Terms of Reference (TOR) of the Committee.
- Reviewed the CSR and Sustainability Policy in alignment with recent regulatory updates and sustainability commitments.
- Evaluated the effectiveness and impact of CSR initiatives and approve the CSR budget and allocation plan for FY 2025-26.
- Considered and approved proposed CSR initiatives for the financial year 2025-26, with a focus on education, healthcare, environment, and livelihood.
- Discussed the sustainability roadmap and long-term strategy in line with SDG principles.
- Reviewed the ESG activity metrics as per ESG reporting guidelines.

DONATION

We are delighted to inform that during this period July 2024 to June 2025 Unique Hotel & Resorts PLC has conducted various programs and contributed in the various capacity of the society.

RESPONSIBILITIES OF CSR COMMITTEE

The Board of Director of Unique Hotel & Resorts PLC has approved the CSR & Sustainability Policy along with the Terms of Reference (ToR) for the Company's CSR & Sustainability Committee. According to the CSR & Sustainability Policy the CSR & Sustainability Committee is entrusted with the responsibility to oversee the following activities:



“FEEDING HEARTS AND CLOTHING DREAMS”

Sheraton Dhaka along with Diplomats World and ASEAN Ladies Association hosted a charity event to give back to the society - Feeding Hearts and Clothing Dreams: A Day for Unprivileged Children.”



BLOOD DONATION

Recently The Westin Dhaka family and Bangladesh Red Crescent Society(BDRCS) hosted a Blood Donation Drive at The Westin Dhaka premises where 25+ associates donated their blood for saving lives. We would like to thank Bangladesh Red Crescent Society(BDRCS) and our associates for being part of the noble cause.



WORLD TOURISM DAY 2024

World Tourism Day, celebrated globally on 27 September, highlights the social, cultural, political, and economic importance of tourism and its vital contribution to achieving the Sustainable Development Goals (SDGs).

To mark this occasion, The Westin Dhaka and Sheraton

Dhaka joined the worldwide celebration under the theme of promoting peace, cultural diversity, and unity through tourism. The initiative underscored tourism’s transformative power — protecting our planet, empowering local communities, and shaping a greener, more sustainable future for all.

Aligned with our brand philosophy, “The Westin Dhaka and Sheraton Dhaka – Where the World Comes Together,” the celebration reaffirmed our commitment to fostering cross-cultural connections and driving positive social and environmental impact through responsible hospitality.



This World Tourism Day, celebrate flavors of the world at Westin Dhaka, Sheraton Dhaka & Hansa A Premium Residence!

Community welfare initiative towards employee and their

immediate family



"Success isn't just about what you accomplish in your life; it's about what you inspire others to do." UHRL volunteer some activities for the community welfare:

- Distribution of Sewing machine
- Distribution of Milk cow
- Monetary help
- Cleaning activities
- Feeding the marginal people

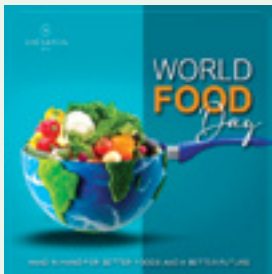
FOOD DISTRIBUTION AT WORLD FOOD DAY

16th October is the World Food Day. It is an initiative of the United Nations' Food and Agricultural Organization (FAO). The global event is a day dedicated to raising global awareness and taking collective action to eradicate hunger and ensuring that everyone has access to a good meal.

As a part of Corporate Social Responsibility & Citizen responsibility The Westin Dhaka and Sheraton Dhaka family distributed food in some places.



Happy World Food Day!



"Envisioning a world where everyone has access to nutritious food while caring for our planet. Together, we can shape a future free from hunger."

Happy International Chefs Day!



This year, we celebrate the spirit of "Food Explorers"-inspiring young minds to discover the joy of cooking, healthy eating, and the magic of fresh ingredients. Here's to every chef who turns food into art and curiosity into flavor.

Distribution of food among flood affected people

UHR PLC is steadfast in its commitment to Corporate Social Responsibility (CSR). HR invited voluntary contributions from all employees to further assist the flood-affected communities. Both company and employee donations had been combined to provide much-needed relief.



UHR PLC is steadfast in its commitment to Corporate Social Responsibility (CSR). HR has invited voluntary contributions from all employees to further assist the flood-affected communities. Both company and employee donations have been combined to provide much-needed relief.

MONITORING, EVALUATION, AND REPORTING

The CSR & Sustainability Committee maintained close oversight of each CSR implementation and fund utilization, Progress reports were reviewed at Board meetings.

ACKNOWLEDGEMENT

The members of the CSR & Sustainability Committee express their gratitude and thanks to the Board of Directors for their prudent guidance and the Management for performing CSR activities round the year.

For and on behalf of CSR & Sustainability Committee

Salina Ali

SALINA ALI

Chairperson, CSR & Sustainability Committee

SUSTAINABLE DEVELOPMENT GOALS (SDGS)

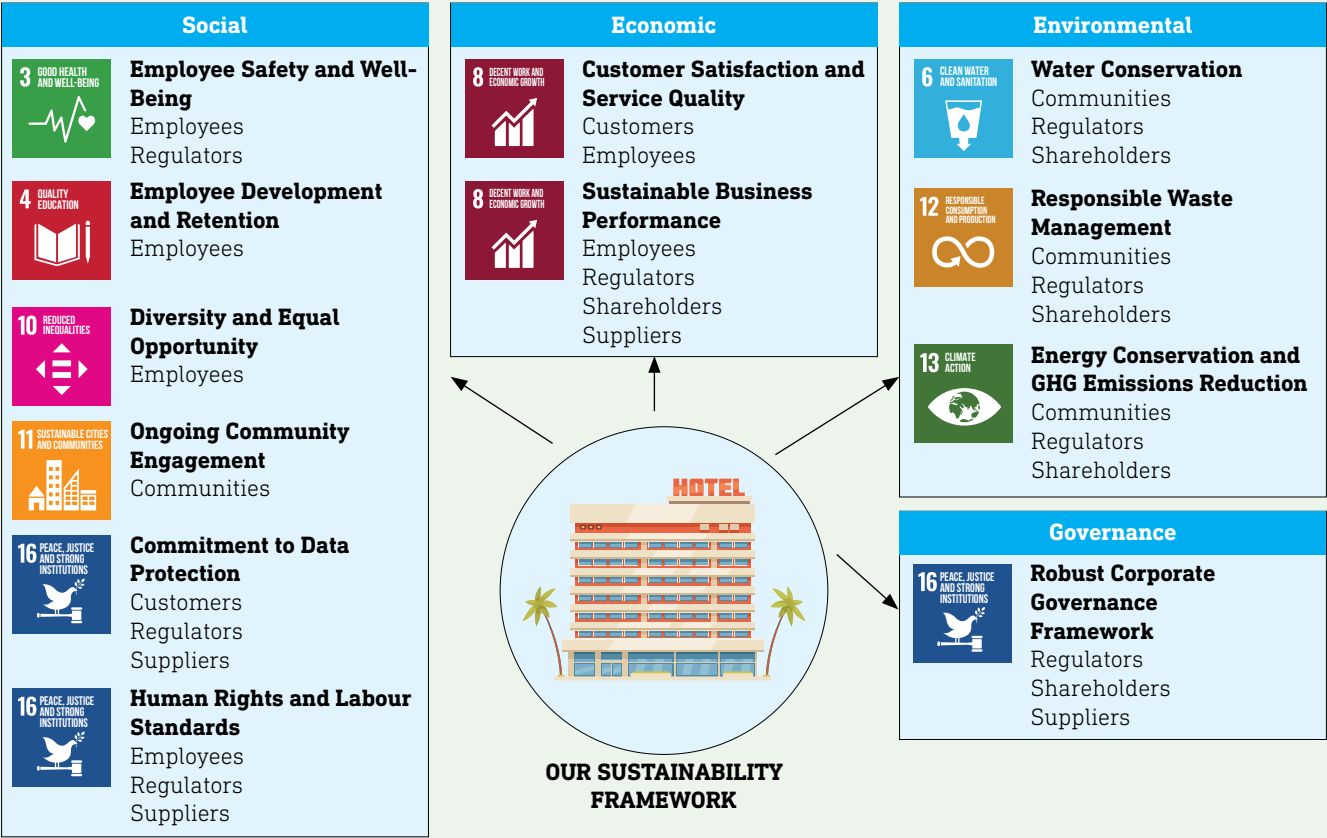
Our 2030 Sustainability Vision is deeply embedded within our corporate strategy, enabling long-term resilience, operational excellence, and responsible growth. These ambitions guide every aspect of how we operate—reflecting our commitment to protect the planet, uplift communities, and nurture a sustainable future for generations to come.

The Sustainable Development Goals (SDGs) represent a universal call to action to end poverty, promote prosperity, and safeguard the environment. Adopted by United Nations member states, the SDGs outline 17 interconnected goals that address global challenges such as climate change, inequality, responsible consumption, water stewardship, gender equality, sustainable cities, economic progress, and institutional integrity. These goals serve as a roadmap for countries and corporations to align their efforts according to their specific priorities and challenges.

With rapid urbanization, increased economic activity, and the growing pressures on finite natural resources, the global community is shifting toward renewable energy, circular economy models, and efficient environmental management. Unique Hotel & Resorts PLC recognizes these challenges and proactively embraces sustainable hospitality practices that balance our business needs with environmental and social responsibilities.

At Unique Hotel & Resorts PLC, we are committed to contributing meaningfully to the SDGs through:

- Increased energy efficiency and gradual integration of renewable energy solutions
- Sustainable water management, including wastewater reduction and conservation programs
- Robust waste segregation, recycling, and reduction of single-use plastics
- Environmentally responsible sourcing and green operational practices
- Investment in workforce development, diversity and inclusion, and community upliftment
- Strengthened internal governance, compliance, and ethical business conduct



CONTRIBUTION TO UN SDGs

The Sustainable Development Goals (SDGs), introduced by the United Nations (UN), represent a global call to action to eliminate poverty, protect the environment, and ensure that all people experience peace and prosperity by 2030. Since the SDGs were launched, Unique Hotel has been steadfast in its commitment to advancing these goals through our operations, products, workforce, and community engagement efforts. As a responsible corporate citizen, we have conducted an internal assessment to identify and prioritize the SDGs and relevant targets that are most pertinent to Unique Hotel, considering the national and regional context, our current impact, and our potential to drive greater positive change. As social, environmental and economic changes impact global health and health equity, our purpose is more important than ever. We laid the foundation to connect our goal more intentionally with our ESG strategy to understand better and address the needs of colleagues, partners, shareholders, and communities. We are advancing this work further by embedding ESG throughout our corporate strategy, business operations, and governance structure. The diagram below shows the alignment of SDG goals with the Environmental, social, and Governance Perspectives we are adhering to achieve.



KEY INITIATIVES AND OUTCOMES 2024-25

By aligning our initiatives with the SDGs, we strive to bridge the gap between delivering world-class hospitality experiences and preserving natural ecosystems. Our goal is to ensure that every step we take supports both our business priorities and the long-term sustainability of the communities and environment in which we operate. Through continuous improvement and responsible innovation, Unique Hotel & Resorts PLC remains dedicated to shaping a more sustainable, equitable, and resilient future.



- Directly employed 818+ employees across hotel and corporate operations.
- Unique Group created 3,500+ indirect employment opportunities through contractors, suppliers, and hospitality value chains.
- Conducts year-round social support programs for underprivileged families during disasters and special occasions.
- Supports vulnerable communities with food, clothing, and essential supplies during crises.



- Organized World Food Day food distribution programs for underprivileged groups.
- Distributed food, dry rations, and ready meals during natural calamities and the pandemic.
- Sponsored community feeding programs and corporate iftar events for low-income groups.
- Iftar to underprivileged of society.



- Routine health awareness and medical check-up programs for employees.
- Provided discounted medical test facilities for staff and families.
- Ensures occupational health and safety compliance across properties.
- Introduced workout facilities and a fully equipped dining facility at the corporate office.
- Planning increased CSR allocations for community health and wellness initiatives.



- Scholarships for underprivileged students.
- Financial support to educational institutions across Bangladesh.
- Established vocational training programs to develop skilled manpower in hospitality.
- Donated educational equipment to several schools and training institutes.
- Commitment to expand CSR activities in education aligned with SDG 4.



- Significant number of women in leadership and key operational roles.
- Zero tolerance for workplace discrimination or harassment.
- Implemented Whistleblower Protection Policy for employee safety and empowerment.
- Equal opportunities in hiring, promotion, and professional development.

06 CLEAN WATER AND SANITATION



- Installed Effluent Treatment Plants (ETP) ensuring 100% treated water before disposal.
- Implemented Water Treatment Plants (WTP) and water recycling systems in key projects.
- Use of low-flow, water-saving devices such as rain showerheads and economic flushing systems.
- Wastewater reuse initiatives implemented across projects.

07 AFFORDABLE AND CLEAN ENERGY



- Installed solar PV systems on rooftops of hotels for clean energy generation.
- Using hot water solar generators to reduce electricity consumption.
- Adopted energy-efficient machinery and lighting solutions (LED lighting, smart sensors).
- Air-conditioning systems upgraded to environment-friendly refrigerants (606A).
- Optimized energy use through daylight-responsive building designs.

08 DECENT WORK AND ECONOMIC GROWTH



- Maintains a safe, inclusive, and productive work environment.
- Employee training, professional development, and leadership programs.
- Equal pay and opportunity practices across the organization.
- Strong labor compliance and no child labor policy.
- Introduced extended maternity and paternity leave benefits.

9 INDUSTRY INNOVATION AND INFRASTRUCTURE



- Investment in innovative, energy-efficient building and hotel infrastructure.
- Maintains international hospitality standards at The Westin Dhaka, Sheraton Dhaka & HANSA.
- Adoption of advanced facility management technologies (HVAC optimization, smart controls).
- Participation in national infrastructure development through large-scale projects including Unique Meghnaghat Power.

10 REDUCED INEQUALITIES



- Non-discriminatory HR policy ensuring equal treatment regardless of gender, religion, ethnicity, or age.
- Opportunities for differently-abled individuals in selected operational roles.
- Fair wage structure and ethical recruitment practices.

11 SUSTAINABLE CITIES AND COMMUNITIES



- Green building practices adopted in hotel and residential properties.
- Tree plantation drives in multiple locations to enhance urban greenery.
- Disaster support programs for climate-affected communities.
- Ensuring accessible and safe infrastructure for employees and guests.

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

- Waste reduction, recycling, and proper waste segregation across operations.
- Paperless office communication introduced to reduce paper waste.
- Heavy focus on reducing single-use plastics in workplace operations.
- Cost minimization and resource optimization campaigns among employees.

13 CLIMATE ACTION

- Formulated company-wide Green Policy aimed at reducing GHG emissions by 20%.
- Running HVAC systems on natural gas to reduce carbon footprint.
- Achieved 20% energy consumption reduction through optimization of HVAC, lighting, and elevators.
- Observed "Earth Hour," conducted climate awareness programs, and led tree plantation initiatives.
- Wastewater recycling and expansion of low-carbon technologies across hotels.
- Paperless office communication to reduce the paper and ink use and using both side printing.

14 LIFE BELOW WATER

- Strict compliance with wastewater treatment before discharge.
- Eliminating microplastic use in operations, reducing pollution of waterways.
- Awareness programs on protecting aquatic ecosystems through responsible consumption practices.

15 LIFE ON LAND

- Conducted tree plantation programs across city and remote areas.
- Promotes biodiversity conservation through landscaping initiatives.
- Ensured environmentally responsible hospitality business practices.

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

- Strong corporate governance framework and compliance culture.
- Transparent reporting practices aligned with global standards.
- Implemented whistleblower protection mechanism.
- Anti-corruption and integrity policies across all business units.

17 PARTNERSHIPS FOR THE GOALS

- Collaboration with government agencies in tourism, education, and environmental programs. Partnerships with NGOs and institutions for social development activities.
- Engagement in international hospitality networks to share best sustainability practices.

ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) REPORT

At Unique Hotel, sustainability is not an initiative, it is a way of life. Guided by ethical governance and inclusive leadership, we support responsible hospitality through energy efficiency, waste reduction and prudent sourcing. Our people remain at the heart of our journey, empowered through growth, diversity, safety and care. With significant contribution towards uplifting communities, our social responsibility is both heartfelt and impactful. We are building a future where business integrity, environmental stewardship and community upliftment walk hand in hand. By embedding ESG into every facet, we aim to deliver enduring value to all stakeholders both today and tomorrow.



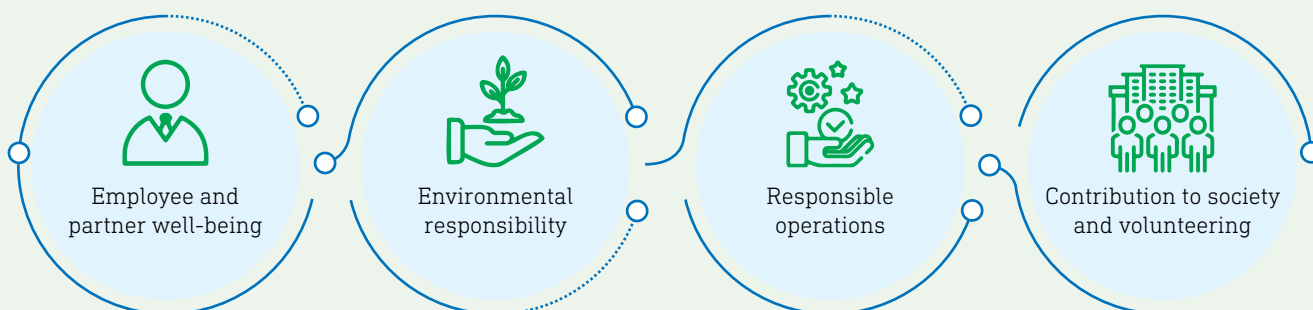
Environmental

Social

Governance

SUSTAINABILITY AT UNIQUE HOTEL

Our journey to sustainable growth commenced with a vision to eradicate social and environmental challenges, paving a path for sustainable hospitality. In a rapidly evolving market, we have prioritized sustainability to foster innovation, attract conscious stakeholders and become pioneers in a national and international level. We focus our sustainable development on the following aspects:



OUR COMMITMENT TO ESG



Wellbeing of the Planet

Unique Hotel & Resorts PLC actively seeks to reduce its environmental footprint by implementing energy efficient technologies, minimizing waste, and conserving natural resources. The hotel focuses on sustainable practices that protect ecosystems and promote biodiversity.



Wellbeing of its People

Unique Hotel values its employees and strives to create a safe, healthy, and inclusive work environment. It invests in employee development and wellbeing through training programmes, health initiatives, and support for work-life balance.



Empowering All for Sustainable Development

Unique Hotel aims to uplift local communities and stakeholders by fostering economic opportunities and inclusive growth. This involves supporting local suppliers, promoting fair trade, and engaging in philanthropic initiatives that contribute to the broader communities.

OUR APPROACH TO ESG

At UHRPLC, we believe hospitality has the power to transform lives and strengthen communities. Through Travel with Purpose, we are driving positive impact and building a more sustainable world—where every stay opens doors to opportunity, supports thriving communities and protects the planet for generations to come.



ENVIRONMENTAL

- Climate Action
- Sustainable Operation
- Resource Conservation



SOCIAL










- Human Capital Management
- Health & Safety
- Diversity, Equity and Inclusion
















GOVERNANCE

- Continually prioritizing integrity and transparency in our business
- Risk Management

SYNERGIZING MATERIALITY WITH ESG

| ENVIRONMENTAL | |
|---|--|
| Material topics | SDG Mapping |
| Energy and emissions As environmental stewards, we recognise the ecological consequences of our operations and are actively working to reduce our carbon footprint. | <div></div> |
| Water management We recognise the essence of water and prioritise its responsible use in our operations. | <div></div> |
| Climate change In response to the growing focus on climate action and the risks posed by climate change, we are dedicated towards combating and mitigating the effects of climate change. | <div></div> |
| Waste management Implementing effective waste management initiatives is a strategic choice for our Company. Accordingly, we have integrated responsible processes and technologies across our properties. | <div></div> |
| Impact on biodiversity and nearby communities We prioritise strict compliance with environmental regulations to ensure environmentally conscious business practices. | <div></div> |



| SOCIAL | |
|---|---|
| Material topics | SDG Mapping |
| Employee engagement and development Our employees are the cornerstone of our success, as their professionalism, warmth and sophistication play a vital role in shaping our guests' experiences and ensuring their satisfaction. |  |
| Customer satisfaction We prioritise customer satisfaction and strive to achieve it through our exceptional services and our commitment to excellence. |   |
| Employee and customer health and safety We are continually fostering a safe and secure environment for our employees that ensures optimal physical and mental well-being. To this end, we conduct awareness programs on an ongoing basis, maintain adequate health and safety management systems and have undertaken several measures aimed at promoting employee well-being. |   |
| Food quality and safety We offer our customers excellent dining experiences, adhering to the highest standards of food safety regulations using selectively sourced ingredients and regular food safety audits. |  |
| Supply chain management We foster close collaborations with our value chain partners to leverage their support to magnify our sustainable initiatives. |  |
| Community relations We are committed to building strong relationships with communities where we operate by actively supporting their livelihoods and ensuring access to essential resources. |  |
| GOVERNANCE | |
| Material topics | SDG Mapping |
| Corporate governance Our remarkable reputation is fortified by a robust governance architecture that upholds responsible and ethical conduct throughout our Company |    |
| Data privacy and cyber security We are committed to ensuring the utmost protection and privacy of our customers' data. |  |
| Risk and crisis management Our dedication to excellence is reinforced by our proactive risk management approach, which is led by a dedicated committee |  |



OUR ESG TARGETS

ENVIRONMENTAL

20%

of Energy from Renewable Sources by 2030.

Drive toward a **net-zero** future.

20%

Recycling of Waste Water by 2030.

03

Hotels with Zero Liquid Discharge Mechanism by 2041.

100%

Operating Hotels to have Waste Management System by 2041.

Promote

A Circular economy in hotels



SOCIAL

Achieve **25%** Gender Diversity at our leadership levels by 2030.

Achieve **7%** Ethnic Diversity at our leadership levels by 2035.

Meaningfully impact **2.5 thousand** community members by 2035.

✓ Local support ✓ Disaster Relief ✓ Economic Opportunities

Evaluate suppliers using ESG criteria and increase by **30%** local sourcing of products by 2030.

Maintain **100%** of employees trained on business ethics by 2030.



GOVERNANCE

40%

Women Representation in Board by 2030.

03

Board Members with Expertise in Sustainability/ ESG by 2030.

10

Board Members and a highly engaged Board with gender and ethnic diversity, skills and experience which holds integrity in high regard.

100%

offered Digital Key instead of plastic key cards by 2041.

Establish **No. 01** employee friendly workplace by 2041.



UHR PLC HAS TAKEN OTHER TARGETS THAT BY 2041

| | | |
|--|---|--|
| 100% Hotels will be Earth Check certified. | 5,000 Youth to be trained for livelihood. | 100% Adoption of UNESCO's Intangible Cultural Heritage projects in our Hotels operation. |
|--|---|--|

FY 2024-2025 HIGHLIGHTS

| | | |
|---|---|---|
| 17,829.70 Mn KL Water Treated and Recycle | 468.67 tCO2e Emissions Reduced | 106,082 m3 Waste Recycled |
| 100% Elimination of Plastic Straws | 100% Green The Westin Dhaka, The Sheraton Dhaka & Hansa Hotel | 44% Water Recycled, ahead of Target |
| | | 15% Share of Renewable Energy |

PILLAR 1

PROMOTE ENVIRONMENTAL STEWARDSHIP

Navigating Toward a Greener Future

At the heart of our business, we harbor a deep commitment to environmental sustainability. Our journey toward sustainability is driven by a passion to preserve the natural beauty that our members and guests cherish with us during their adventures. Through awareness and engagement among our team members, members and guests, we strive to create a greener, more sustainable future for all. At UHR, we have implemented efforts tied to energy conservation, water stewardship, waste management and environmental volunteerism. We continue to focus on the achievements and building a foundation for future sustainability benchmarks in the Bangladesh.

INCORPORATING ENERGY EFFICIENT INITIATIVES

We have made substantial progress in reducing our energy consumption by implementing energy-efficient technologies throughout our hotels. Our commitment to environmental sustainability encompasses various areas, resulting in a significant and positive impact on the overall environment.

FY 2024-25 Energy Consumption

| THE WESTIN DHAKA | SHERATON DHAKA | HANSA -A PREMIUM RESIDENCE |
|---|---|--|
| 8,754,540 KWH Total Electricity Consumption | 8,211,040 KWH Total Electricity Consumption | 973,200 KWH Total Electricity Consumption |
| 710,272 M3 Total natural gas Consumption | 105,826 M3 Total natural gas Consumption | 18,000 M3 Total natural gas Consumption |
| 348,648 KWH Reduction of total absolute energy consumption compared to FY 2023-24 | 670,560 KWH Reduction of total absolute energy consumption compared to FY 2023-24 | 42,000 KWH Reduction of total absolute energy consumption compared to FY 2023-24 |

Our Premises are Equipped with:

- Energy recovery systems and variable speed drivers to save energy.
- High efficiency boilers and heaters to recover heat.
- Energy efficient lighting to optimally use natural light.
- Building management systems to monitor and control energy usage.
- Refrigerants which have low global warming potential and low ozone depletion properties.
- Heat pumps for hot water generation and waste heat recovery system.

- High thermal resistance insulation to minimise energy loss.
- High-performance insulated glass to reduce energy loss.
- Reflective tiles to minimise impact of heat.

INCREASING RENEWABLE ENERGY SOURCES

As a leader in luxury hospitality in Bangladesh, we actively integrate green architecture and transition to renewable energy sources to set a positive example for the industry and contribute to a greener future.

**FY2024-25 Greenhouse Gases’
(GHG) Emissions**

| THE WESTIN DHAKA | SHERATON DHAKA | HANSA -A PREMIUM RESIDENCE |
|-------------------------------|---|--|
| 6,551 tCO2e | 363.67 tCO2e | 367 tCO2e |
| Total emissions | Total emissions | Total emissions |
| Carbon Footprint 126.98 kg | 1426.73 tones | 1,320 tones |
| per room night in FY 2024-25. | Reduction of CO2 emissions in FY24-25 compared to FY 23-24 | Reduction of CO2 emissions in FY24-25 compared to FY23-24 |

Strides Towards Decarbonisation

- Installed rooftop solar panels in various premises.
- Optimised our major machines and equipment by running them on adaptive control.
- Implemented an operation and maintenance strategy to maximise efficiency.

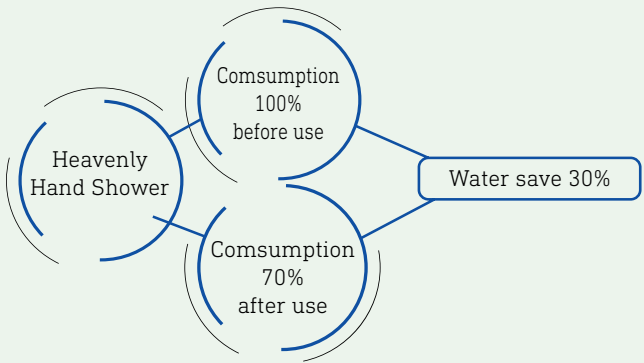
OPTIMISING WATER CONSUMPTION

Acknowledging the critical importance of water as a precious resource, we are committed to optimising its usage in our operations. With global water resources depleting rapidly, we have taken proactive measures to minimise our water consumption. We continuously explore innovative solutions to further improve our water efficiency and ensure responsible stewardship of this invaluable resource.

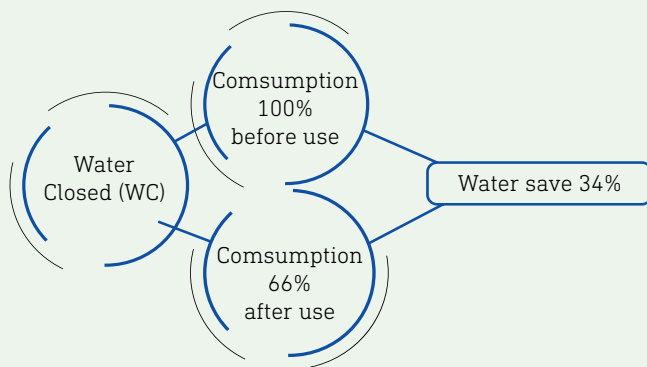
Our initiatives which we taken to save mother earth by saving water-

- Shower Head: Before use heavenly hand shower we used normal hand shower. Normal hand shower consumes more water than heavenly hand shower. Now we use heavenly showerhead, which energizes each day as large droplets cascade down your body, creating the effect of warm and gentle rain. The shower head rain redefines

the experience and its stainless steel with a graphite finish. Aerators add air to the water spray to increase pressure while using less water. We save 2 GPM (gallons per minute) or less to save 2,300 gallons of water a year.



- **Water Closed System:** Water Closed (WC) - In a closed system, water circulates in a closed cycle. It is subjected to other cooling and heating without air contact. Closed systems are also widely used in air conditioning chilled water systems to transfer the refrigerant cooling to air washers, in which the air is chilled. This system save water around 2/3 per flush. Before use water closed, we consume 100% and after use, this product consumes rate is 66%.



- **Water Treatment Plant:** We are going to implement the water recycling process (WTP) at our projects to save water.
- **Water Footprint:** 2433.64 liters per room night at Westin Dhaka.

FOCUS ON WASTE MANAGEMENT

With our comprehensive waste management programme, we prioritise the efficient utilisation of materials, resources, energy and finances. Our responsible waste segregation and disposal practices align with environmental standards and best practices. As part of our commitment, we have installed bottling plants in multiple hotels to reduce single-use plastics and promote sustainable practices.

106,082 m³

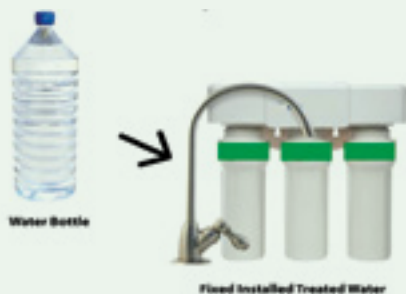
Waste Recycled

03

Hotels where we are working towards replacing plastic bottles

Our initiatives which we taken to save mother earth by saving the planet-

We replaced mineral water bottles to fixed installed treated water system because BPA and other plastic toxins can then make their way into your bloodstream, which can cause a host of problems, including various cancers as well as liver and kidney damage.



ETP:

We used the Bangladesh government approved ETP system, which is environment-friendly.

Solar Panel: To align with the SDGs, Unique Hotel and Resorts Limited uses the alternative source of energy. To reduce to the use of electricity, lots of initiatives has been taken and as a part of using alternative source of energy, UHRL has set 'Solar Panel' at the corporate office, Westin Dhaka, Hansa Residence and other projects.



CLIMATE CHANGE

Unique Hotels and Resorts PLC always promised to bring the planet greener and more livable for the generations to come optimizing energy consumption. UHR's priority is to take responsibility for excess CO₂ emissions generated by its own operations and assist works with industry clusters in reducing GHG emissions; building capacity of local and regional agencies in incorporating greening policies; and managing campaigns to create broad-scale impact among communities.

Unique Hotel and Resorts PLC has taken several energy savings initiatives at the workplace such as load optimisation, HVAC optimisation, light & elevator optimisation etc. From those initiatives, there has been a 20% energy usage reduction and encourages and promotes various internal awareness programmes.

Footprint at Westin Dhaka:

Carbon footprint 126.98 kg per room night.





SUSTAINABLE FOOD WASTE PRACTICES

We have implemented measures to maximise the efficient use of all food resources. Organic waste converters have been installed across our hotels to separate wet and dry food waste effectively. A considerable portion is composted using either mechanical composting machines or traditional pits, producing organic compost for horticultural use. The remaining waste is responsibly managed through authorised vendors, who channel it to municipal corporations for recycling or suitable disposal.

Our commitment to the environment

We have implemented measures to maximise the efficient use of all food resources. Organic waste converters have been installed across our hotels to separate wet and dry food waste effectively. A considerable portion is composted using either mechanical composting machines or traditional pits, producing organic compost for horticultural use. The remaining waste is responsibly managed through authorised vendors, who channel it to municipal corporations for recycling or suitable disposal.



Zero

Violations of legal obligation/
regulations during the year

Zero

Paid as fines/penalties for
violations

GO GREEN INITIATIVES

GREEN EARTH FOR BETTER TOMORROW

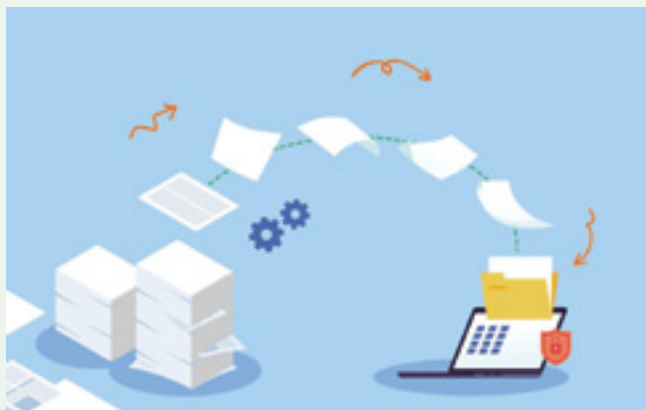
Tree Plantation

Planting a tree is a lifelong investment. How well this investment grows depends on the type of tree selected and the planting location, the care provided during planting, and the follow up care after plantation. Getting your new tree off to a healthy start will help the tree mature to its full size and ensure it will provide environmental, economic and social benefits throughout its lifetime.

Tree plantation helps in increasing the green cover. Trees help in holding the soil against erosion during the rainy season and flood. Trees are important for the planet, and for all the life forms that inhabit it. To further reduce the carbon footprint, we have a planned afforestation program whereby trees are being planted regularly at our hotel premises and corporate office premises.



GOING PAPERLESS



The objective of UHR's paperless initiative is to greatly reduce or eliminate the use of paper in the workplace and gradually transition away from a paper-based organizational culture.

This virtual document storage and file sharing system across the organization will eliminate the need for maintaining numerous client files and paper documents. UHR believes that going paperless not only helps the environment, but also saves money, increases productivity, conserves space, facilitates the sharing of information and documents, and ensures the protection of personal data.

- UHRPLC will take the following steps to decrease paper usage through the following actions:
- Setting the default settings of printers to double-sided printing and utilizing both sides of paper for photocopying.
- Previewing documents before printing to prevent errors and minimize the need for reprinting.
- Using smaller fonts when printing to reduce the number of pages, if possible.
- Circulating handouts or meeting minutes via email prior to training or meetings to eliminate the need for printed materials for each participant.
- Placing a "recycled paper" box near printers or desks to encourage employees to use it for draft purposes.
- Reusing mail envelopes for internal and/or unofficial use.
- Utilizing electronic notepads on laptops or smartphones instead of paper notebooks for personal notes.

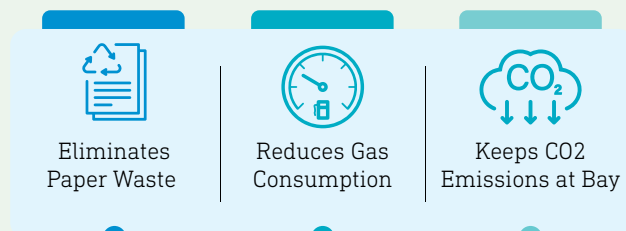
Online Meeting

"Virtual meetings have power to lower carbon emissions where reduce the meeting file hard copy"



Unique Hotel & Resorts PLC conducts its most of the Meeting of the Company through online platform due to flexibility, cost savings, improved accessibility, and the ability to communicate with individuals and teams. It enhances productivity, collaboration, and communication in a Company.

Benefits of online meeting



PILLAR 2

PROMISE SOCIAL RESPONSIBILITY

Cultivating a thriving culture and providing industry leading benefits is at the core of our mission to Put People First

Our people have always been our greatest strength. From cultivating a culture of growth, inclusivity and care, to championing human rights and community well-being, we prioritise holistic development. Our ongoing investments in training, safety and social responsibility ensure our employees and communities thrive today and in the future.

OUR WORKFORCE

Nurturing a safe, inclusive, and productive workforce

Our workforce is our most valuable asset, and we strive to ensure fair treatment and equal opportunities for growth and development. We focus on attracting, developing, and maintaining an engaged workforce.

At Unique Hotel, we are committed to prioritizing the needs of our employees, placing them at the core of our sustainable strategy. We aspire to foster a positive company culture that highly values open communication, collaboration and teamwork. We celebrate a working environment where our employees are involved in decision-making, take ownership of their work and offer meaningful contributions.

408

No. of permanent employees

356

No. of permanent male employees

52

No. of permanent female employees

10%

Employee Retention Rate

We are proud to report **zero** discrimination incidents in 2024-25.



LEARNING AND DEVELOPMENT

At our hotels, our vision is to foster a dynamic culture of continuous learning, where every team member passionately pursues their professional curiosities and develops the skills necessary to thrive. We believe in crafting locally & globally scaled programs that empower our team members to step confidently into their roles, embrace leadership opportunities, and uphold the highest standards of regulatory compliance.



11,096

No. of Employees received training

1,315

Training programs (offline & online) completed in FY 2024-25

69

Employees received trainings on health and safety measures

3.2

Average training hours per employee

337

Employees received training on upskilling



Consistency of service is critical to the hospitality business, as it is the secret to retaining customers, generating referrals and growing business. Continuous Learning & Development helps to ensure that our people can deliver excellent service consistently.

To support the organisation's Learning and Development (L&D) needs, L&D managers play the role of the process owners for all L&D interventions in our hotels.



- Training Needs Identification through analytics
- UHRPLC's strategic priorities determine Training Themes
- Stakeholder feedback (customer, employee, manager)
- Assessment of current capabilities
- Key Elements for annual training calendar

The following of the trainings offered to the employees of the Company:



L&D Training at our Hotel



Fire training program conducted at Corporate Office



workshop on "Product's USP & Service Excellence at The Westin Dhaka & Sheraton Dhaka.



Sheraton Dhaka hosted an insightful training session on Strategic Relationship Management, led by Certified Trainer Mr. Md. Shakawath Hossain, CEO of Unique Hotel & Resorts PLC



Leadership Excellence Training



Training on Food and Beverage knowledge

HEALTH AND SAFETY OF EMPLOYEES AND GUESTS

Ensuring the health and safety of our employees is one of our highest priorities and a basic business need. We follow institutionalized health, safety and security policies and mitigation measures across all our operations that are in compliance with all relevant national guidelines and integrate international benchmarks too. Our vehicle safety policy provides guidelines on road and driving safety, while

the contractor safety standards guide operations of third-party service providers. All our hotels follow a safety training module that provides basic training on safety, and also acts as an induction and refresher for employees. To further strengthen this function, the Head - Safety and Security has been appointed this year. Further, after a hiatus of two years owing to the pandemic, UHRPLC has recommenced its Fire and Life Safety Audits. All hotels will undergo two audits in a year with the aim of bringing high risks to zero.

69

Safety Trainings
Conducted

2

Man Hours of Safety Training per
Employee

676

Participants Covered through
Health and Wellness Sessions

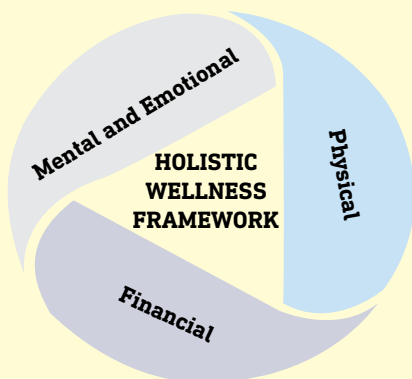


Reliable Safety Processes

- Safety supervisors conduct daily inspections.
- Monthly safety audits conducted by site Chief Security Officer (CSO).
- Quarterly safety audit by general manager.
- Six monthly safety audit by Group (CSO).
- Third party safety audits as required.
- Mandatory briefing and pre-work inspections before starting any work.

EMPLOYEE WELLNESS

Driving employee wellness is a strategic priority at UHRPLC. Our holistic wellness framework is focused on 3 core pillars – Mental and emotional, Physical and Financial wellness enabling a well-rounded emphasis on individual wellness than just physical wellness. Various education and sensitisation workshops are conducted virtually and in-person by experts in the given domain.



Mental and Emotional

- Employee Assistance Programme (EAP) with 1to1 Help
- One-on-one counselling from professional counsellors
 - Self-help resources
 - Education and sensitisation workshops

Physical

- Annual health screenings
- Doctor consultations
- Virtual health and fitness challenges
- Sensitisation workshops on physical health, nutrition and disease prevention

Financial

- Tie-up with Tata Capital for key themes such as basics of financial goal planning, retirement planning, emergency planning etc.
- One-on-one consultation with financial expert

TALENT MANAGEMENT

At Unique Hotel, by investing in our associates' growth and potential, we drive excellence, innovation and long-term success. A strong talent strategy enables us to build future leaders and deliver exceptional guest experiences.

10%

Employee Retention Rate

818

Total Employees

Performance Evaluation

The Performance Management System (PMS) focuses on driving performance through team work. It is a combination of financial and non-financial parameters. Customer and financial attributes are core parameters in the scorecard which ensure a continued customer and business focus. In addition to financial and customer metrics, other important organisation growth parameters such as operational excellence, safety, diversity & inclusion, employee engagement survey participation etc. are also measured and tracked. The performance targets remain the same for all executives in a hotel, ensuring alignment with a common goal. Individual Leadership Behaviours, rooted in UHRPLC's Leadership Code, are also assessed as part of the performance evaluation.



DIVERSITY AND INCLUSION (D&I)

Diversity is the living reality of human societies and the organisation as a microcosm, should mirror this. As a leading hotel brand in Bangladesh, we embrace diversity in all its forms and are an equal opportunity employer. We are committed to advancing gender equality, supporting the recruitment of differently abled and implement this through various progressive policies.

In order to encourage and nurture diversity, UHRPLC rolled out a several programmes as part of its Corporate L&D calendar.

Other than understanding the current state of D&I at UHRPLC, the programme aims to break stereotypes and deal with personal biases and the power of inclusion. This is achieved through a blended approach of theatre by a professional group and classroom discussion of concepts. Our D&I goals are well developed and are driven through the HER framework, which has three primary pillars:

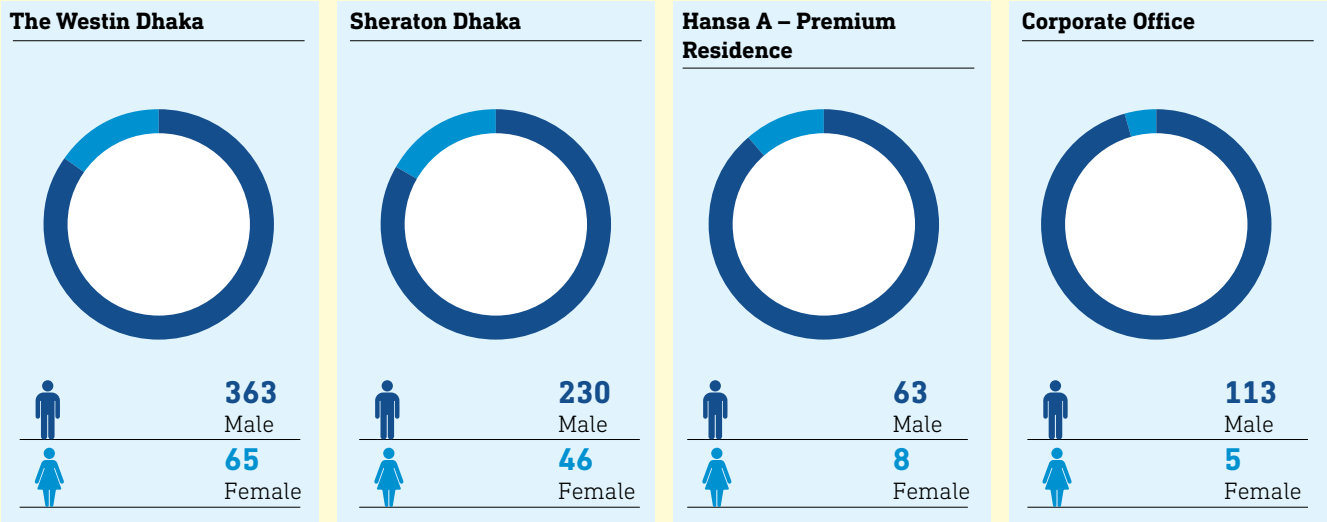
- Hire without Discrimination of race, gender, ethnicity, disability, age or sexual orientation
- Offer an Environment of Inclusion
- Retain key talent through continuous Growth and Development

Hiring for Greater Diversity

- Women-focused hiring at our hotels
- Increasing 'HER' numbers at the older ones
- Hiring more women from underserved regions and marginalized groups
- Increasing Persons With Disabilities (PWD) hires
- Skilling women from communities
- Enlisting women entrepreneurs/ women-led Self Health Groups (SHG) as partners.

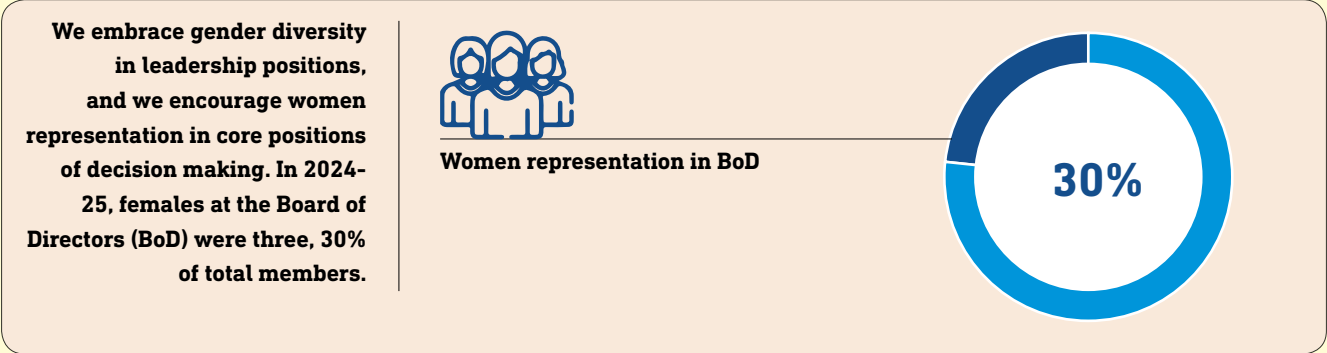


GENDER DISTRIBUTION
(Permanent & Contractual)



Retaining Key Talent

- Mentoring women at the junior management levels for professional growth
- Leadership development for mid-level women executives



Promoting comprehensive social development

Unique Hotel & Resorts PLC is dedicated to empowering individuals and communities for sustainable social development. We recognise the transformative impact of providing access to livelihood opportunities, affordable healthcare and quality education. We actively promote and facilitate initiatives that create positive change and make a meaningful difference in the lives of people.



Unique Hotel & Resorts PLC is committed to reducing inequalities and empowering societies by ensuring access to connectivity as well as addressing the critical needs of the society at times of crisis and disaster. The ambition is to empower societies by reducing inequalities (SDG10), empowering women and girls (SDG5), and helping enable quality education (SDG4) through our services, social impact initiatives, and responsible business practices. UHRPLC is committed to maintaining responsible business practices throughout its entire supply chain, ensuring that its partners maintain the same standards and respect human rights.

Social Activities Round the Year

We have collaborated with local communities to empower children and young adults with special abilities, enabling them to experience a better quality of life. Our efforts extend to various initiatives such as Tree Plantation, clothing donations for those in need and organising blood donation drives. Through active engagement and support of local communities,

we aim to make a positive and enduring impact on the lives of those around us. Unique Hotel & Resorts PLC has conducted various programs and contributed in the various capacity of the society. Some activities round the last financial year are:

| | |
|---|----------------------------------|
| 10 Family homes benefitted | 96 Children benefitted |
|---|----------------------------------|

SUPPLY CHAIN SUSTAINABILITY

Unique Hotel and Resorts PLC is successfully running its parent Company and Subsidiary Companies. Apart from the corporate office, it is running its two 5-Star hotel (The Westin Dhaka & Sheraton Dhaka) and one Premium Residence (Hansa Residence) and one Subsidiary Company (Unique Meghnaghat Power Limited, a 600 MW Combined cycle power project) with established sustainable Supply Chain Management



Policy. Most of the transactions made by the Company with International supplier. So, UHR PLC always maintain the proper due diligence and process as per the policy.

The Supplier Conduct Principles are based on internationally recognised standards, including requirements on the respect for human rights, health and safety, labour rights, working conditions, conflict and other unsustainably mined minerals, environment, privacy and freedom of expression, and prohibited business practices. Effective risk management in UHR's supply chain is the way the Company conduct business. UHR PLC will continue to strive for its supply chain sustainability efforts to have a positive impact on the business as a whole, and in the societies in which it operates.



PROCUREMENT PRACTICES

Domestic Sourcing

Sustainable sourcing is practiced all our procurement points, helping to propagate livelihoods, create employment, simplify logistics and significantly reduce Carbon Dioxide emissions. Close to 25% of our sourcing is done domestically.

30%

Raw Materials Sourced Domestically by 2030.



PILLAR 3

PRUDENT CORPORATE GOVERNANCE

Upholding transparency, accountability and ethics

Ethics, compliance and transparency are the foundation of our Company. Through robust codes, responsible sourcing, cybersecurity safeguards and continuous ESG engagement, we ensure integrity across our operations. Our commitment to fair practices and stakeholder well-being drives sustainable growth and builds trust with partners, employees, guests and communities.



CODE OF CONDUCT

Our code of conduct is designed to uphold fairness and accountability by ensuring compliance with all relevant laws and legal requirements. This includes areas such as anti-bribery, anti-corruption and ethical approaches to conflicts of interest. Our commitment is maintaining 100% compliance in our hotel operates or has business relationships with

vendors and guests. To enforce strict adherence to these legal requirements, we have implemented a Whistleblower Policy that applies to all employees, vendors and partners in our value chain. This policy provides them with a secure means to report concerns related to corruption and bribery without fear of reprisal. Instances of gross misconduct are treated with the utmost seriousness, in accordance with our Company policies

and applicable laws. Unique Hotel and Resorts Limited Code of Conduct provides a broad guidance on ethical standards and business conduct. All the persons joining the Company must have to receive, read and understand the guidelines of Code of Conduct and Conflict of Interest guidelines. Major issues or guidelines contain in the Code of Conduct are:

- Ethical Standards
- Conflict of Interest
- Fair Dealing
- Prohibition on Insider Trading
- Confidentiality
- Protection and Proper use of Company Property
- Compliance with Laws, Rules and Regulations
- Timely and Truthful Public Disclosure
- Accountability for Violation of Code
- Compliance Procedure

Zero

Breaches of corruption/bribery

Zero

Breaches of conflict of interest

Zero

Breaches of money laundering/
insider trading

GOVERNANCE STRUCTURE

| Board of Directors | | | |
|----------------------|---|---|--|
| Audit Committee (AC) | Nomination and Remuneration Committee (NRC) | Investment & Risk Management Committee (IRMC) | CSR & Sustainability Committee (CSRSC) |
| Management Committee | | | |

BOARD RESPONSIBILITY

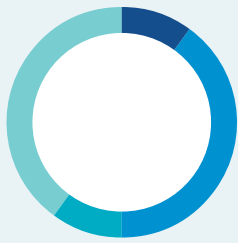
Our Board plays a pivotal role in shaping our Company's strategic direction. It functions as an independent body that provides oversight and balance to the executive management team responsible for daily operations. To ensure continued effectiveness, annual evaluations of Board performance are being conducted.

The Board of Directors, which comprises 10 members, including two independent directors, is responsible for ensuring that UHRPLC conducts all its activities with the highest ethical standards and in the best interests of all relevant parties. Various committees, such as the Board Audit Committee, CSR & Sustainability Committee, Investment & Risk Management Committee and Management Committee, are involved in achieving this goal. The internal auditor reports directly to the Audit Committee and is not related to management.

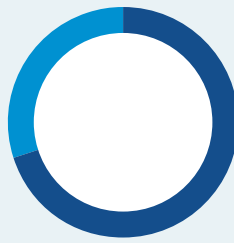
| | | | | |
|--|---|--|---|---|
| 08 No. of Board meeting held | 06 No. of Board Audit Committee meeting held | 04 No. of Board NR Committee meeting held | 01 No. of Board Investment & RM Committee meeting held | 01 No. of Board CSR & Sustainability Committee meeting held |
| 90% Average Board meeting attendance | 100% Board Audit Committee meeting attendance | 100% Board NR Committee meeting attendance | 100% Board Investment & RM Committee meeting attendance | 90% Board CSR & Sustainability Committee attendance |

BOARD DEMOGRAPHICS

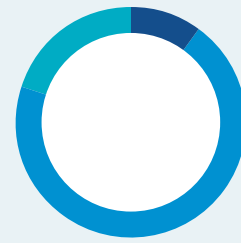
| | | |
|-------------------------------------|-----------------------------------|---------------------------------|
| 7 Non-Executive Directors | 2 Independent Directors | 1 Executive Directors |
|-------------------------------------|-----------------------------------|---------------------------------|

Board Experience (%)

10-20 years **10%**
 21-30 years **40%**
 31-40 years **10%**
 41 years and beyond **40%**

Board Diversity (%)

70% Male **30% Female**

Board Independence (%)

Executive Director **10%**
 Non-Executive Directors **70%**
 Non-Executive Independent Directors **20%**

Welcoming new Independent Directors

"The Board of Directors welcomed Mr. Ali Ashfaq FCA and Barrister Fatema Anwar as New Independent Director on the Board of Unique Hotel & Resorts PLC"

Effective Governance and Ethical Practices

- The Anti-Bribery and Anti-Corruption Policy
- Prevention of Sexual Harassment Policy
- Whistle Blower Mechanism
- Health and Safety Policy
- Open Door Policy
- Cybersecurity policy and standards for protection of consumer data under General Data Protection Regulations.
- Retirement age and term limit for Independent Directors.
- Annual assessment & evaluation of Board, Committees and self-assessments, including one-on-one reviews with individual Directors to ensure thoughtful, candid feedback.
- Robust risk management framework to identify, assess and mitigate business threats.
- Robust vendor selection process.
- Transparent disclosures through Integrated Reporting based on International Integrated Reporting Framework.
- Repository of all FAQ's for shareholders through a dedicated web portal on the website of the Company
- Related Party Transactions framework and policies.

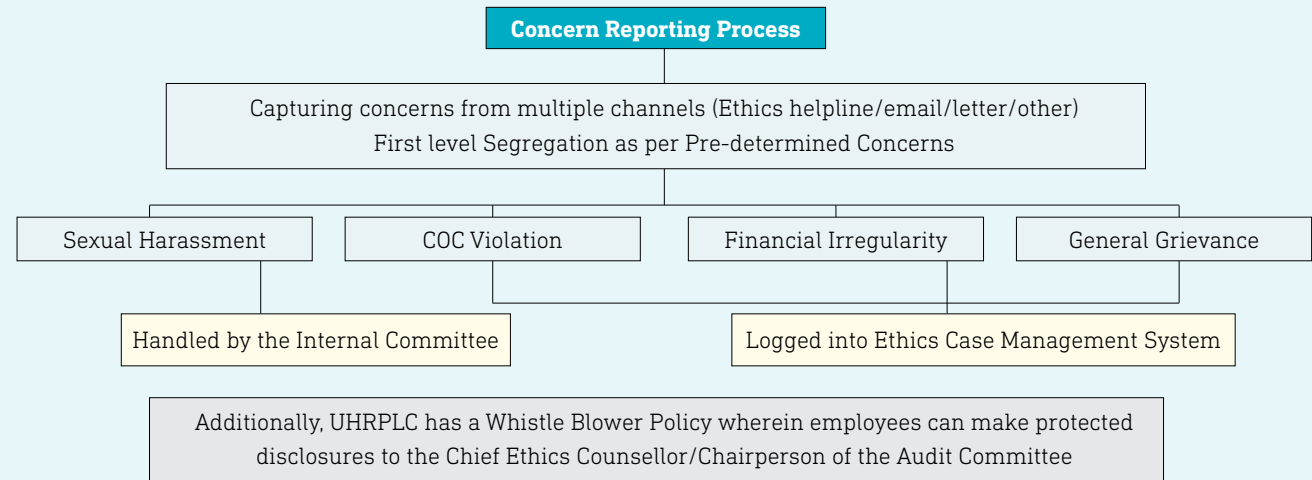
WORKPLACE POLICIES

We strive to provide all our employees with a safe and fair working environment. At Unique Hotel, we have adopted various policies that support and uphold the elimination of discriminatory practices and child labor, enhance ethical recruitment, support the right to choose a collective bargaining representative and eliminate all forms of forced labor. Employee Service Rules has been formulated and approved by Ministry of Labour and Employment of Bangladesh.

Our policies:



Grievance Redressal



DATA PRIVACY AND INFORMATION SECURITY

We respect the privacy, safety and security of our employees, clients and business partners, and we have adopted Marriott's Global Information Security Policy that describes objectives and expectations for securing information and technologies used for global business operations.

Through our policy we:

- Protect confidential and proprietary information from unauthorized or inadvertent disclosure, loss, alteration, or other misuse.
- Maintain a secure business computing environment.
- Protect confidential and proprietary information from misuse or alteration that may adversely affect our Company.
- Hold all parties who interact with our company information and information technology assets accountable for the same

Customer data losses

ZERO

ESG ACTIVITIES METRICS

| Metrics | | | Q1 (Jul-Sep'24) | Q2 (Oct-Dec'24) | Q3 (Jan-Mar'25) | Q4 (Apr-Jun'25) |
|-----------------------|--------------------------------|-------------------|---------------------------------|-----------------|-----------------|-----------------|
| Environmental Metrics | CO2 emissions: | | CO2 emissions 6,914.67 mt | | | |
| | Total energy consumptions: | Natural Gas | 834,098 m3 in the whole year | | | |
| | | Electricity (Kwh) | 4,533,900 kwh | 4,245,100 kwh | 4,196,100 kwh | 4,838,620 kwh |
| | Deforestation | | 0% | 0% | 0% | 0% |
| | Recycling and waste management | | 100% | 100% | 100% | 100% |
| | Water Footprint | | 2,433.64 litters per room night | | | |
| | Carbon footprint | | 126.98 kg per room night | | | |
| | Number of solar stations | | 04 | 04 | 04 | 04 |
| | Municipal waste recycled (%) | | 100% | 100% | 100% | 100% |

| Metrics | | Q1 (Jul-Sep'24) | Q2 (Oct-Dec'24) | Q3 (Jan-Mar'25) | Q4 (Apr-Jun'25) |
|----------------|---|-----------------|-----------------|-----------------|-----------------|
| Social Metrics | Incidents of Child Labor found (below 15 years) | 0 | 0 | 0 | 0 |
| | Maintain Secrecy, data protection and security | 100% | 100% | 100% | 100% |
| | Capacity building of suppliers (man-hours) | 5184 | 5328 | 6264 | 5976 |
| | Suppliers in scope for SBC | 187 | 195 | 201 | 226 |
| | SBC agreement signed by suppliers % | 99% | 98.5% | 100% | 100% |
| | Sustainability inspections and audits carried out | 30 | 33 | 27 | 25 |

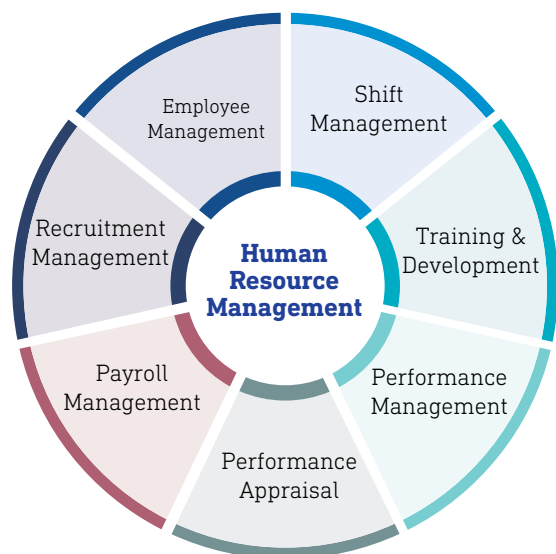
| Metrics | | Q1 (Jul-Sep'24) | Q2 (Oct-Dec'24) | Q3 (Jan-Mar'25) | Q4 (Apr-Jun'25) |
|--------------------|--|-----------------|-----------------|-----------------|-----------------|
| Governance Metrics | Board composition | 09 nos. | 10 nos. | 10 nos. | 10 nos. |
| | Men in the Board (%) | 90 | 70 | 70 | 70 |
| | Women in the Board (%) | 10 | 30 | 30 | 30 |
| | No. of Men in total workforce | 784 | 770 | 767 | 758 |
| | No. of Men in total workforce | 130 | 126 | 123 | 122 |
| | Men in total workforce (%) | 85.78 | 85.94 | 86.18 | 86.14 |
| | Women in total workforce (%) | 14.22 | 14.06 | 13.20 | 13.64 |
| | Men in Extended Management positions (%) | 94.03 | 92.65 | 92.54 | 92.31 |
| | Women in Extended Management positions (%) | 5.97 | 7.35 | 7.46 | 7.69 |

HUMAN RESOURCE MANAGEMENT VALUE CREATION

Human Resource Management is the process of recruiting, selecting, inducting employees, providing orientation, imparting training and development, appraising the performance of employees, deciding compensation and providing benefits, motivating employees, maintaining proper relations with employees and their trade unions, ensuring employees safety, welfare and health measures in compliance with labor laws of the land.

DEVELOPING HUMAN RESOURCES

Hospitality is a people-centric industry. In a market constrained by a shortage of skilled talent, building future-ready teams is a top priority. We aim to harness multi-generational strengths, align aspirations of the next generation, and promote gender diversity by encouraging more women to pursue hospitality careers. Internship and Management Trainee programmes have been expanded to accelerate leadership development. We are also nurturing a culture of innovation to elevate our value propositions in the years to come.



HUMAN RESOURCE MANAGEMENT STRATEGIES

Unique Hotel & Resorts PLC, one of leading hospitality business and pioneer of 5-star hotel in Bangladesh, has human resources in its corporate office, and 03 hotels. To manage such huge human recourses & ensure best output from them Human Resources department of Unique Hotel & Resorts PLC has to follow the below strategies:

- To recruit right people in the right place
- To recruit the best person through competitive examinations.

- Ensure competitive package.
- To provide required trainings for newly appointed employees and existing employee for their development
- To arrange priority-based trainings, workshops, seminars etc. to make its employees competent for facing new challenges.
- To provide opportunities for self-development and self-exposure for becoming a future leader.
- Training and development.

PEOPLE AND PERFORMANCE

UHR PLC vales its employee and well-run human resources department manages an essential link to Company success, quality workers and exceptional performance. The long-term success and financial performance of a Company is usually directly correlated to the talents, motivation and accomplishments of its people. People make and sell products, work with customers and collaborate on decisions. HR adds value to a Company is by promoting this link and persuading Company leaders to train and develop employees and reward strong performance through increased compensation and regular promotions.

TALENT ACQUISITION AND RETENTION

UHR PLC always believe in competent talent acquisition and retention of those resources. Hiring and retaining talent is a foundation of high-performing Companies and is essential for small businesses and start-ups that want to grow quickly. HR is largely responsible for building and managing the systems that recruit, attract, hire, train, motivate and retain a company's best employees.

This includes establishing strong job designs and hiring the right employees to match. It also involves building strong interviewing and screening processes, planning orientation and training, developing successful employee evaluation tools and constructing motivating compensation programs that maximize what your business has to offer.



818

Total Employees

10%Employee Retention
Rate**PROTECTION FROM LAWSUITS**

One of the less-heralded ways of the Company "UHR PLC" to adds value to a business is through legal protection from discrimination and wrongful termination lawsuits. HR professionals must be continually up to speed on employee laws and educate business owners and managers.

PREVENTION OF CHILD LABOR

Children may be driven into work for various reasons. Most often, child labor occurs when families face financial challenges or uncertainty – whether due to poverty, sudden illness of a caregiver, or job loss of a primary wage earner.

The consequences are staggering. Child labor can result in extreme bodily and mental harm, and even death. It can lead to slavery and sexual or economic exploitation. And in nearly

every case, it cuts children off from schooling and health care, restricting their fundamental rights and threatening their futures.

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 labor will be recruited who is below 18 years of his age.

PARTICIPATION IN STRATEGIC PLANNING

As proactive UHR PLC HR strategies have overtaken reactive responses to employment conditions, HR professionals play a stronger role in planning. HR directors commonly serve on company management teams and participate in strategic planning. This includes assessments of company strengths and weaknesses and projections of opportunities and threats. HR participants contribute the current view and future expectations of people and resource needs, discussion of compensation and training changes and research on emerging opportunities and threats.

EMPLOYEE COMPENSATION & BENEFITS

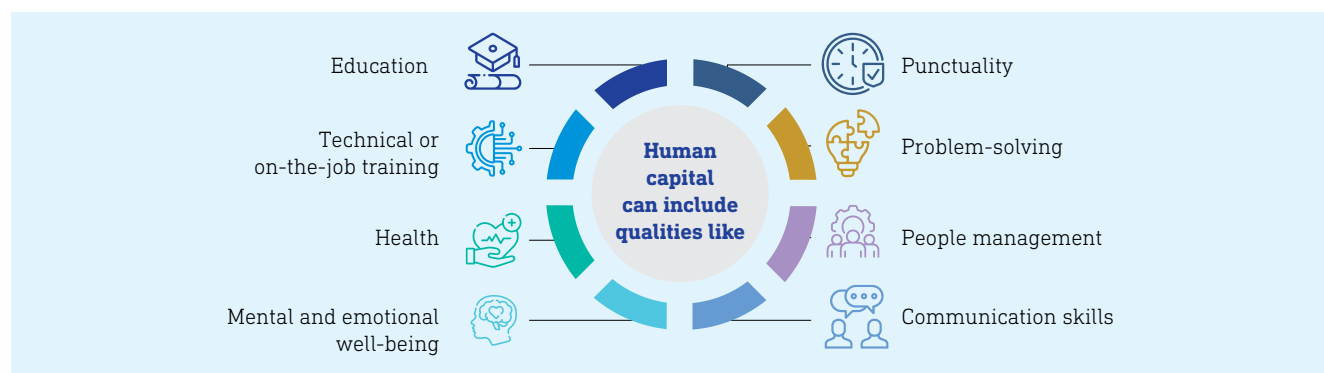
| | | | | | |
|---|---|-----------------|---------------------------|--|--------------------------------|
| Salary | Annual Increment | Allowances | Festival Bonus | Provident Fund | Gratuity |
| Workers participation in profit | Group life Insurance | Maternity Leave | Short leave | Leave with pay for work related injury | Loan avail from provident fund |
| Treatment facilities among the helpless employees | Corporate agreement with various hospital | GYM facilities | Emergency medical service | | |

VALUE OF HUMAN RESOURCES*Amount in million*

| Particulars | 2024-25 | 2023-24 |
|---|---------|---------|
| Salary | 355.79 | 358.38 |
| Festival Bonus | 27.36 | 27.56 |
| Contribution to Provident Fund | 2.08 | 2.1 |
| Contribution to Worker Profit Participation Fund (WPPF) | - | 32.97 |

HUMAN CAPITAL MANAGEMENT

By blending unwavering innovation and business success with a people-centered approach, we aspire to make Cummins a unique career destination. At Unique Hotel, we hold a strong reputation as a values-driven organization. Integrity, diversity and inclusion, caring, excellence and teamwork are the guiding principles in everything we do, including how to attract, retain and develop our talent. We are committed to a holistic approach to employee wellbeing that encompasses financial, physical and mental health since establishment of our hotels.



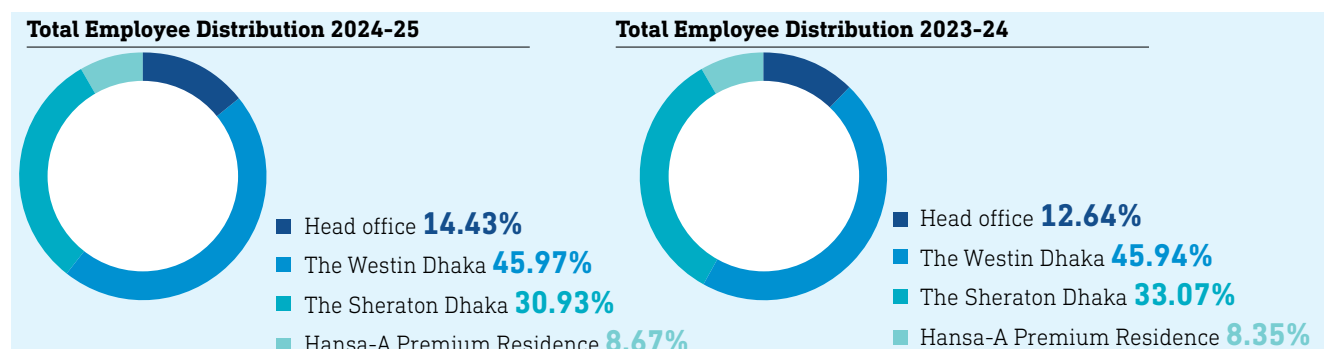
HIGHLIGHTS AND FOCUSED AREAS

- Attracting the best talents
- Nurturing the talents
- Value the Human Capital
- Create True Corporate Culture
- Training and development
- Driving Towards High Performance of the Employee

TOTAL EMPLOYEE DISTRIBUTION

Total employee distribution of Unique Hotel & Resorts PLC in Head Office, The Westin Dhaka, The Sheraton Dhaka & Hansa- A Premium Residence as follow:

| Particulars | 2024-25 | % | 2023-24 | % |
|----------------------------|------------|------------|------------|------------|
| Head Office | 118 | 14.43 | 112 | 12.64 |
| The Westin Dhaka | 376 | 45.97 | 407 | 45.94 |
| The Sheraton Dhaka | 253 | 30.93 | 293 | 33.07 |
| Hansa- A Premium Residence | 71 | 8.67 | 74 | 8.35 |
| Total | 818 | 100 | 886 | 100 |

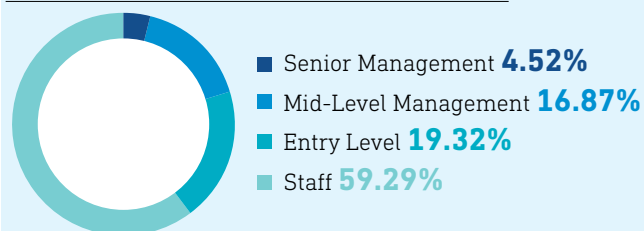


EMPLOYMENT TYPE

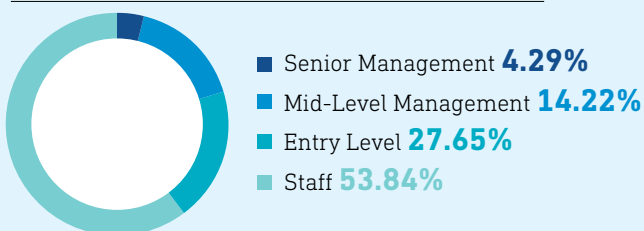
The Company has designed its employee's categories based on its business volumes and good industry practices. We stated total number of employees engaged in different categories as below:

| Position | 2024-25 | % | 2023-24 | % |
|----------------------|------------|------------|------------|------------|
| Senior Management | 37 | 4.52 | 38 | 4.29 |
| Mid-Level Management | 138 | 16.87 | 126 | 14.22 |
| Entry Level | 158 | 19.32 | 245 | 27.65 |
| Staff | 485 | 59.29 | 477 | 53.84 |
| | 818 | 100 | 886 | 100 |

Employee Type 2024-25



Employee Type 2023-24

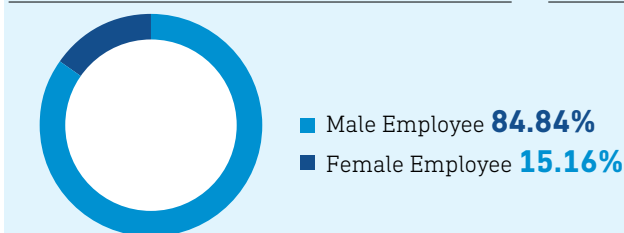


GENDER POSITION OF EMPLOYEE

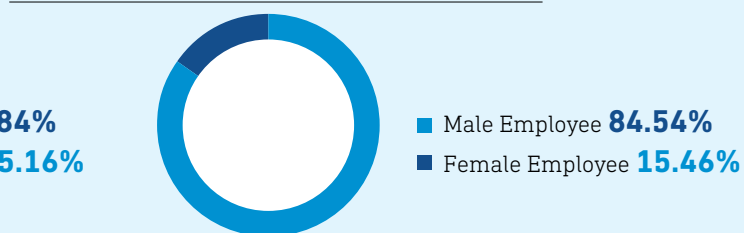
Unique Hotel & Resorts PLC always promote equal employment opportunity in respect of gender. The precise description is given below regarding the issue:

| Particulars | 2024-25 | | 2023-24 | |
|----------------------------|------------|------------|------------|------------|
| | Male | Female | Male | Female |
| Head Office | 113 | 05 | 108 | 04 |
| The Westin Dhaka | 311 | 65 | 335 | 72 |
| The Sheraton Dhaka | 207 | 46 | 240 | 53 |
| Hansa- A Premium Residence | 63 | 08 | 66 | 08 |
| Total | 694 | 124 | 749 | 137 |

Gender Position- 2024-2025



Gender Position- 2023-24

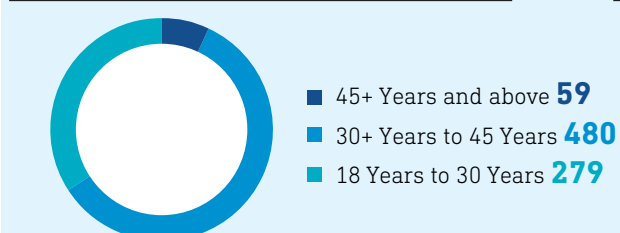


AGE DIVERSICATION OF EMPLOYEE

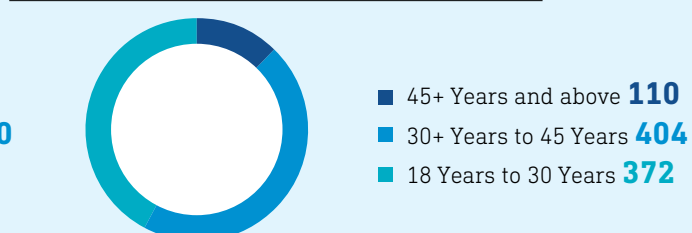
Unique Hotel & Resorts PLC never allowed to recruit manpower / labor who are below 18 years of old. There is a strict prohibition in the HR manual that no employees or labor will be recruited who is below 18 years of his age. Age diversification of employee of Unique Hotel & Resorts PLC as follows:

| Particulars | 2024-25 | 2023-24 |
|-----------------------|------------|------------|
| 45+ Years and above | 59 | 110 |
| 30+ Years to 45 Years | 480 | 404 |
| 18 Years to 30 Years | 279 | 372 |
| Total | 818 | 886 |

AGE DIVERSICATION 2024-25



AGE DIVERSICATION 2023-24

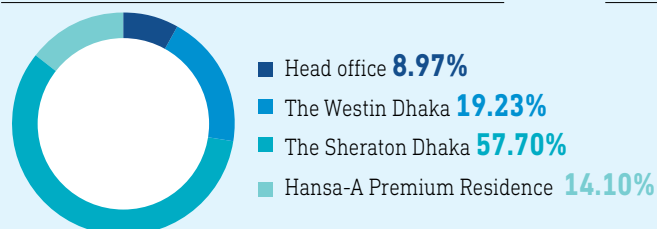


NEW EMPLOYMENT

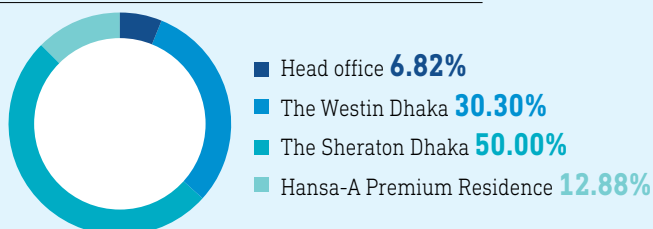
Recruitment refers to the process of identifying, attracting, interviewing, selecting, hiring and onboarding employees. For capacity enhancement of various unit and migration of employees, during the year the company has recruited the below mention employees:

| Particulars | 2024-25 | % | 2023-24 | % |
|----------------------------|-----------|------------|------------|------------|
| Head Office | 7 | 8.97 | 9 | 6.82 |
| The Westin Dhaka | 15 | 19.23 | 40 | 30.30 |
| The Sheraton Dhaka | 45 | 57.70 | 66 | 50.00 |
| Hansa- A Premium Residence | 11 | 14.10 | 17 | 12.88 |
| Total | 78 | 100 | 132 | 100 |

New Employment 2024-25



New Employment 2023-24



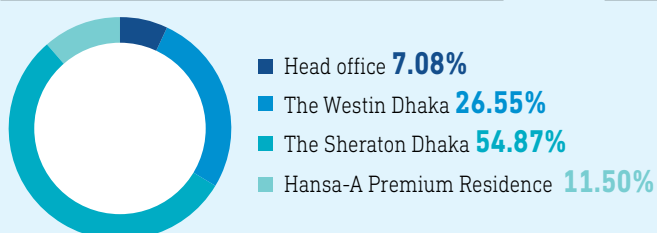
TALENT ACQUISITION AND RETENTION

UHR PLC always believe in competent talent acquisition and retention of those resources. Hiring and retaining talent is a foundation of high-performing Companies and is essential for small businesses and start-ups that want to grow quickly. HR is largely responsible for building and managing the systems that recruit, attract, hire, train, motivate and retain a company's best employees. This includes establishing strong job designs and hiring the right employees to match. It also involves building strong interviewing and screening processes, planning orientation and training, developing successful employee evaluation tools and constructing motivating compensation programs that maximize what your business has to offer.

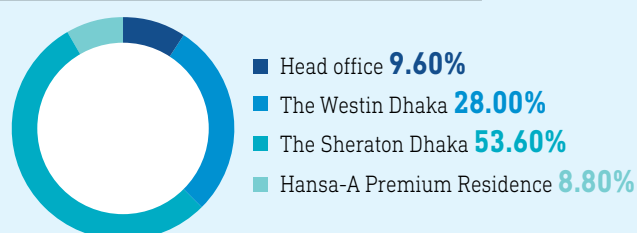
The employee turnover of Unique Hotel & Resorts PLC during the year end are given below:

| Particulars | 2024-25 | % | 2023-24 | % |
|----------------------------|------------|------------|------------|------------|
| Head Office | 8 | 7.08 | 12 | 9.60 |
| The Westin Dhaka | 30 | 26.55 | 35 | 28.00 |
| The Sheraton Dhaka | 62 | 54.87 | 67 | 53.60 |
| Hansa- A Premium Residence | 13 | 11.50 | 11 | 8.80 |
| Total | 113 | 100 | 125 | 100 |

Employee turnover 2024-25



Employee turnover 2023-24



EMPLOYEE BENEFITS AT UHR PLC



EMPLOYEE ENGAGEMENT ACTIVITIES

We, Unique Hotel and Resorts PLC are working persistently to ensure employee safety, welfare and wellbeing through various well-structured programs and activities.



Unique family celebrated birthday of our honorable Managing Director Mr. Mohd. Noor Ali is a prominent entrepreneur of the country having interest in Real Estate, Hospitality & Tourism sector, Ceramic Industry, Power Plants, Manpower Export, Banking Services, Housing Finance & Investment, Human Resource Development, Land Development, and many other businesses.



The Westin Trailblazers won the BIHA Champions League 2025, beaten the Sheraton Legends in an exciting final.



Celebrated incredible achievement: 100% occupancy at the Westin Dhaka and HANSA A Premium Residence



Celebrated Pohela Boishakh with colors, culture, and culinary delights at our hotels



Celebrated Magical Christmas Kids Carnival at The Westin Dhaka.



The Westin Dhaka & Sheraton Dhaka celebrated Global Customer Appreciation Week 2024 by personally visiting our top clients to thank them for their invaluable contributions.





The Westin Dhaka hosted the Inaugural Ceremony of **“Gourmet Kebab Fest”** at Seasonal Tastes, where His Excellency Omar Mohie Eldin Ahmed Fahmy (Ambassador of the Arab Republic of Egypt to Bangladesh) was the Guest of Honor, with Mr. Mostafa Magdy Elkady (District Manager of EgyptAir Airlines Bangladesh) and Mr. Syed Zulkar Nayen (DMD & Head of Retail Banking, Bank Asia PLC) as Special Guests,



In honor of International Chefs Day, The Westin Dhaka celebrated with a vibrant event recognizing the dedication, creativity, and hard work of its culinary team.

Celebrated KIDSMASS Garden Party at Sheraton Dhaka



Sheraton Dhaka and The Westin Dhaka, in partnership with Bank Asia PLC, hosted a press conference in celebration of Ramadan to showcase exceptional offers.

Prego – The Westin Dhaka’s signature Italian fine-dining restaurant – unveiled its newly curated menu in a distinguished ceremony. The event was graced by H.E. Mr. Antonio Alessandro, Ambassador of Italy to Bangladesh, and his wife

Celebrated Happy Friendship Day at Hansa A- Premium Residence



Workshop conducted on "Product's USP & Service Excellence" was an eye-opener, equipping our sellers to deliver unparalleled service and highlight our unique value to every customer. Here's to raising the bar and setting new standards in hospitality



Sheraton Dhaka hosted an insightful training session on Strategic Relationship Management, led by Certified Trainer Mr. Md. Shakawath Hossain, CEO of Unique Hotel & Resorts PLC



Leadership Excellence Training Participant



Training on Personal Protective Equipment



Training on Information Privacy & Data protection



Training on Safety and Security Training



Training on language course



Employees participated in Iftar Mahfil

STANDARDS OF BUSINESS CONDUCT (SOBC)

As we craft the future together, it is important that we develop a culture that protects our mission and values in a legal, ethical and sustainable manner.

Our Standards of Business Conduct has been designed to act as a foundation for the Company's culture that not only respects the legal standards to which we are all subject, but also helps us all make ethical and sustainable decisions in all areas where we operate our business. Making the right decisions will ultimately benefit us all and our planet.

In Our Standards of Business Conduct, we value collegiality, freedom, solidarity and loyalty. In upholding what we value, it is important that we all think about the decisions we make and how they can impact our colleagues, our planet, our partners and our clients. Our individual behaviours will help us collectively make the right decisions, and these behaviours include our curiosity, our courage, our empathy, our humility and our integrity. Our Standards of Business Conduct has been designed to be followed by everyone who represents the Company, including our employees, directors, permanent/temporary staff, contractors, agents, consultants and business partners. It can act as a source of guidance in any situation, even in circumstances not explicitly covered by Our Standards of Business Conduct.

OUR STANDARDS OF BUSINESS CONDUCT

HOW TO MAKE THE RIGHT DECISIONS

OUR STANDARDS OF BUSINESS CONDUCT IS DESIGNED TO SUPPORT THE CORRECT DECISIONS BEING MADE. IT CANNOT PROVIDE ANSWERS TO ALL THE DILEMMAS AND SITUATIONS THAT WE FACE.

Every one of us has an important role to play in shaping our culture. Our decisions, whether taken individually or collectively, matter.

We want Our Standards of Business Conduct to empower you to make the correct decisions by following this decision-making tool, that can be applied to any situation

CREATING THE RIGHT ENVIRONMENT FOR OUR COLLEAGUES

DIVERSITY & INCLUSION

We are committed to equality and diversity and this is at the heart of our mission and values. We are committed to the principles of equal opportunity and equality of treatment through non-discriminatory procedures and practices

A DIVERSE WORKFORCE IS VALUED AS A SOURCE OF ENRICHMENT AND OPPORTUNITY

WORKING ENVIRONMENT & BEHAVIOUR

We promote solidarity as a value to ensure that we care for and support our colleagues. We maintain a healthy work environment conducive to high performance through ways of collegiate and collaborative working and a positive and inclusive work culture.

WILL TAKE THE NECESSARY MEASURES TO IMPROVE HEALTH AND SAFETY STANDARDS AND PRACTICES.

HEALTH & SAFETY

We are committed to meeting our health and safety responsibilities to ensure that we can all work in an environment that provides us with the freedom to do our work. We will ensure that everyone understands how to work safely while performing work-related activities, including through the provision of information, instruction and training.

PROMOTING TRANSPARENCY & INTEGRITY IN OUR DECISION -MAKING

CONFLICTS OF INTEREST

Conflicts of interest have the potential to undermine the making of fair and ethical decisions and could compromise our integrity. Conflicts of interest arise where the outcome of any situation can provide opportunities or benefits that may not be in the interests of our Company. Conflicts of interest compromise, or have the appearance of compromising, our professional judgement in performing our responsibilities for the benefit of our Company. The decisions we make at work should be for the sole benefit of our Company and we must never make a decision for our own benefit or the benefit of someone with whom we are closely connected.



OUR ZERO-TOLERANCE APPROACH TOWARDS BRIBERY AND CORRUPTION ENSURES THAT OUR INTEGRITY IS NEVER COMPROMISED

ANTI-BRIBERY & CORRUPTION

It is our responsibility to comply with all laws and regulations, and any related standards, that are relevant to avoiding bribery and corruption in all countries in which we conduct business. This is central to our individual behaviour of integrity. Our zero-tolerance approach towards bribery and corruption ensures that our integrity is never compromised.

APPLICATION OF OUR STANDARDS OF BUSINESS CONDUCT

Unique Hotel and Resorts PLC has incorporated a set of standards of conduct the hotel business. The Company's standards of Business Conduct (SOBC), a policy amalgamating the best global and local practices. Our fundamental purpose of existence is expressed through SOBC as compliance to SOBC to maintain integrity of our operational excellence. SOBC reflects the Governance of the essential ESG functionality that is embedded in the company. All members in the company, i.e. from the Board of Directors to all other employees, outsourcing firms, must abide by the policy, complying with all applicable laws and regulations that govern our business operations. Our SOBC comprises the following broad tenets that we must embrace and abide by:



- All transaction of the UHR PLC be recorded in software with supporting documents and management accounts presented properly.
- Daily monitoring of the status of revenue and reconciling other income with the Daily Flash report.
- Use of requisition and payment vouchers. Approval and Budgetary control in place for expenditures.
- Enlisted vendors to be used for all purchase in the hotel
- All goods coming into the hotel should be jointly inspected and witness by the head of the respective department / Chef or show Chef and purchase officer.

- All cash expenses in the hotel are centrally managed and appropriate levels of approval in place before disbursement.

The Broad areas covered by the standards include the following:

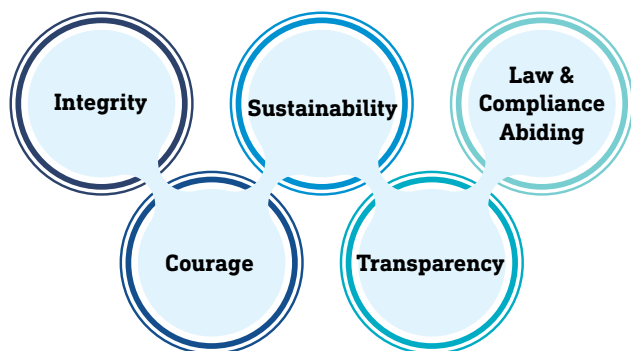
- Fully monitor all compliance by the yearly audit calendar.
- Checking the Conflicts of interest.
- Bribery and corruption
- Human rights and our operations
- Charitable contributions
- Accurate accounting and record-Keeping
- Protection of corporate assets
- Confidentiality and information security
- Money laundering

All policy has been revamped to cater the local stakeholders while anti-bribery and anti-corruption still continues to be an important part to the compliance check.

ETHICS AND COMPLIANCE

Compliance with the SOBC is monitored regularly by the Committee of the Board of Directors of the company. On an annual basis the Board of Directors must get reports from the respective Department/Company Secretary regarding the compliance of these standards by UHR PLC and its employees through the Audit Committee. Employees must proactively report any wrong doing at work or incidences of non-compliance, as it is a part of their duty as well. The company is committed in providing a safe and secure working environment for its employees. The Human Resource department conduct training session in different regions and in the Head office to ensure that employees have an accurate understanding of the company's principles and standards covering all the sections of the SOBC.

COMPLIANCE OF ETHICAL PRINCIPLES



COMPLIANCE WITH LAWS, REGULATIONS AND OTHERS

Unique Hotel & Resorts PLC is committed to the preservation of its reputation and integrity through compliance with applicable laws, regulations and ethical standards in each of the markets in which it operates. All employees are expected to adhere to these laws, regulations and ethical standards, and management is responsible for ensuring such compliance.

A brief summary of laws, regulations and other areas have been mentioned below where we maintain full compliance.

Company Affairs

- The Companies Act, 1994 (amendment in 2020);
- The Securities and Exchange Ordinance, 1969;
- The Securities and Exchange Commission Act, 1993;
- Dhaka Stock Exchange (Listing) Regulations, 2015;
- Chittagong Stock Exchange (Listing) Regulations, 2015;
- Notifications, guidelines, directives and orders of BSEC;
- Foreign Exchange Regulation Act, 1947; and
- Corporate Governance Code, 2018 (amendment in 2023 & 2024).

Financial & Reporting

- The Companies Act, 1994 (amendment in 2020);
- The Securities and Exchange Ordinance, 1969;
- The Securities and Exchange Rules, 2020;
- The Securities and Exchange Commission Act, 1993;
- Dhaka Stock Exchange (Listing) Regulations, 2015;
- Chittagong Stock Exchange (Listing) Regulations, 2015;
- Notifications, guidelines, directives and orders of BSEC;
- Income Tax Act, 2023;
- Income Tax Rules, 1984;
- Value Added Tax and Supplementary Duty Act, 2012;
- Value Added Tax and Supplementary Duty Rules, 2016;
- The Customs Act, 1969;
- Stamp Act, 1899;
- SRO related to Tax, VAT and Customs;
- Financial Reporting Act, 2015;
- International Accounting Standards;
- International Financial Reporting Standards;
- Bangladesh Labor Act, 2006 (amendment 2018); and
- Bangladesh Labor Rules, 2015.

PAVING THE WAY TO A MORE SUSTAINABLE HOSPITALITY

Nature and tourism are deeply intertwined. At our hotels, preserving nature and reducing our environmental footprint means resolute commitments and action. This involves not only moving to a low carbon model, but also using natural resources more responsibly, promoting a circular economy, protecting local ecosystems, and encouraging our hotels and guests to connect with local communities. At the same time, Hospitality is a people business, and we are embarking all teams on this collective journey. Together, we will design the path to a more sustainable hospitality.



Commitment to NET-ZERO by 2050.



Elimination of all single-use plastic items in guest experience by 2041.



Fight against food waste.



100% paper less work by 2041.

STAKEHOLDER ENGAGEMENT

We deliver maximum value to our stakeholders as we respect that they are integral to our success. We take pride in their growth and actively engage with them to better understand their needs and challenges, cultivating deeper, more meaningful relationships along the way.

STAKEHOLDER ENGAGEMENT PROCESS

Stakeholder Identification

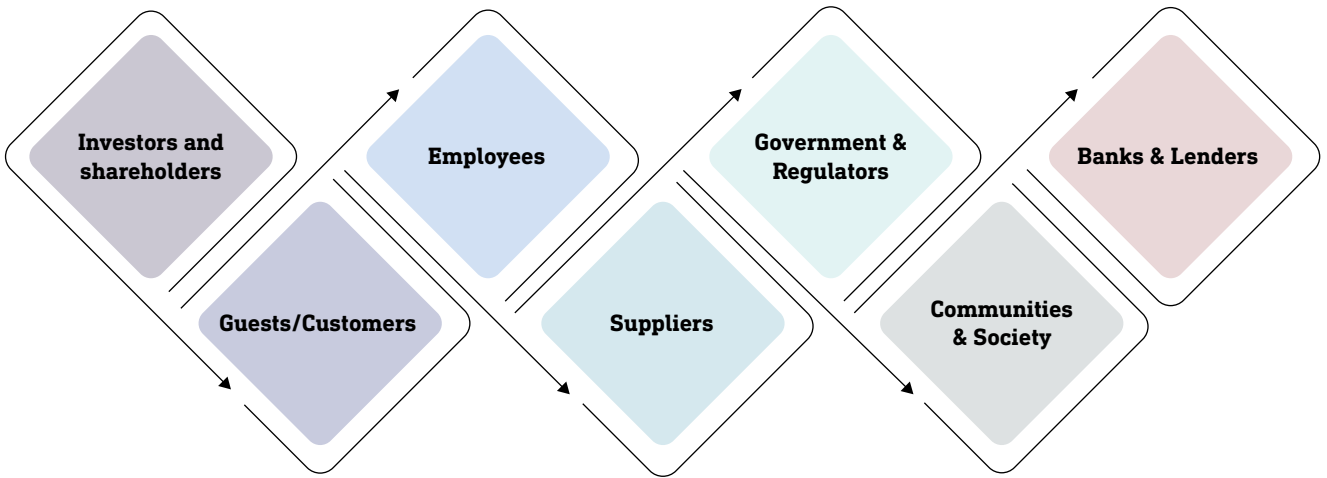
We proactively identify external and internal individuals, groups and institutions who can influence or be influenced by our business operations.

Stakeholder Prioritisation

We rank the identified stakeholders on the following grounds:


- Ability to grant or revoke the social license to operate;
- Influence over other stakeholders of our Company;
- Direct financial dependence;
- Indirect financial dependence;
- Impacted by non-financial impairment or risk from our Company's operation.




OUR STAKEHOLDERS



STAKEHOLDER ENGAGEMENT STRATEGIES

At Unique Hotel & Resorts PLC, every stakeholder matters and their expectations are of paramount importance in our ability to create sustained value. The insights we gather through engagement with our stakeholders go into shaping our business growth and sustainability strategy. This approach ensures long-term relationships and strengthens our resilience and relevance.

| Stakeholders | Purpose of Engagement | How We Engage | Value Created |
|---|--|--|---|
|  INVESTORS & SHAREHOLDERS | <ul style="list-style-type: none"> • Compliance with laws and regulatory requirements • Return on investment/dividend • Timely interest and debt repayment • Socially/environmentally responsible investment • Speedy redressal of grievances • Communicate financial and non-financial targets/goals, strategy and progress | <ul style="list-style-type: none"> • Annual Report • Annual General Meeting (AGM) • Extraordinary General Meeting (EGM) • Quarterly, half-yearly financial statements • Declaration of Price Sensitive Information (PSI) • A dedicated Investor Relations department • A dedicated portal for investor's grievances • Official Website and Contact details and Other Communication | <ul style="list-style-type: none"> • Tk. 1.60 per share dividend declared • Market capitalization of Tk. 10,274.56 Mn (as of June 30, 2025) • Reinvestment from retained profit • On-going improvement in shareholders' value creation process; and • Sustainable development etc. |

| | | | |
|---|---|---|---|
|  EMPLOYEES | <ul style="list-style-type: none"> • Respect and dignity • Non-discrimination and fair Treatment • Talent management, learning and skill development • Career planning and growth • Employee satisfaction • Work-life balance • Positive work environment • Health and safety • Grievance redressal • Soliciting feedback and Suggestions • Ethical behaviour/statutory compliance • Enhancing service delivery • Gather valuable insight into guests' experiences | <ul style="list-style-type: none"> • Yearly performance appraisal considering KPIs • HR online surveys • E-mails • Town hall/open-house meetings • Health, Safety and Environment (HSE) • Policy communication • Portal/intranet; and • Training and workshops. | <ul style="list-style-type: none"> • Disbursement of salary and other benefits; • Profit sharing (WPPF); • Work-life balance; • Career development programmes; • Safe working environment; • Training and development opportunities; • Competitive remuneration and benefits; and • Short-term and long-term benefit schemes etc. |
|  GUESTS/ CUSTOMERS | <ul style="list-style-type: none"> • Service quality • Differentiation and product Relevance • Digitally enabled and positive Experience • Safety and privacy • Ethical business practices • Environmental impact • Attention to detail | <ul style="list-style-type: none"> • Direct feedback from guests; • Loyalty programme • Real-time social media engagement • Market research • Feedback through surveys; and • Ads and marketing campaigns. | <ul style="list-style-type: none"> • Superior customer experience delivery • Customer complaints resolved 100% • Offer quality food & beverage • Launching new products & services |
|  SUPPLIERS | <ul style="list-style-type: none"> • Fairness and transparency in the contractual process • Competence development of supply chain partners • Security in the workplace • Timely payment and honouring commitments • Long-term association • Create a win-win situation • Clarity in terms and conditions • Operational and resource efficiencies • Ensuring ethical business conduct • Collaborate to create positive environmental and social impact | <ul style="list-style-type: none"> • Supplier development initiatives; • Supplier feedback surveys throughout the year; • Annual suppliers' meet; • On-boarding process and maintenance of open communication channels; and • Contracts and agreements. | <ul style="list-style-type: none"> • On-time payment to suppliers; • Fulfill business promise; and • Fair and smooth transaction. |
|  GOVERNMENT & REGULATORS | <ul style="list-style-type: none"> • Reporting; • Audit and regulatory meeting; • Compliance with legal and regulatory requirements including Tax, VAT and other duties • Timely responses to queries • Anti-corruption • Discussion and various communication | <ul style="list-style-type: none"> • Continued engagement and representation • Quarterly and annual compliance reports • Representation through trade bodies | <ul style="list-style-type: none"> • Contribution to national exchequer; • Compliance with legal and regulatory requirements; and • On-time reporting and other assistance • Timely tax payment • Demonstrating strong compliance with laws • Supporting government initiatives |
|  COMMUNITIES & SOCIETY | <ul style="list-style-type: none"> • Positive, social and economic contribution • Long-term support • Climate change and other environmental issues • Protection and promotion of human rights | <ul style="list-style-type: none"> • Community engagement and local community meetings • Minimization of environmental footprint • Social awareness campaign; and • Media coverage and other initiatives. | <ul style="list-style-type: none"> • CSR activities; • World-class products & services at affordable price; • Feedback on community impact, participation in community initiatives; • Responsive to social obligations; and • Contribution to social development |
|  BANKS AND LENDERS | <ul style="list-style-type: none"> • Manage financial obligations and secure support for future financing from banks and financial institutions. | <ul style="list-style-type: none"> • Meetings • Ongoing communication and relationship • Sharing regular updates on financial performance | <ul style="list-style-type: none"> • Timely loan repayment; • Loan schedule maintenance appropriately; and • Appropriate business conducts. |

UNIQUE HOTEL & RESORTS PLC

Auditor's Report and Financial Statements

For the year ended 30 June 2025

Kuakata Sea Beach

Independent Auditor's Report

to

The Shareholders of the Unique Hotel & Resorts PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Unique Hotel & Resorts PLC., which comprise the statement of financial position as at 30 June 2025 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at 30 June 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to the note 9.03 of the financial statements, which describes the substance of non-recognition of the investment in Dacca Steel and Works Limited under equity method as per IAS 28: Investment in Associates and Joint Ventures. Our opinion is not modified in respect of this matter.

We also draw attention to note 9.04 to the financial statements, which describes the Company's investment in Sonargaon Economic Zone Limited (SEZL), comprising a 35% equity interest amounting to Tk. 3,307,485 as per equity method and an advance of Tk. 883,032,390 as on 30 June 2025. As disclosed, the Government of Bangladesh, through the Bangladesh Economic Zones Authority (BEZA) and the Bangladesh Investment Development Authority (BIDA), cancelled the license of SEZL along with nine other economic zones by notification dated 13 April 2025. This event represented an indicator of impairment under IAS 36 – Impairment of Assets.

Management performed an impairment assessment as at 26 October 2025 (subsequent to the reporting date) and determined that the recoverable amount of Tk. 1,127,552,859 exceeds the aggregate carrying amount of investment Tk. 88,63,39,875, and accordingly, no impairment loss has been recognized.

Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises all the information in the Annual Report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.




In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

After going through the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the company.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matter | How our Audit addresses the Key Audit Matter |
|---|--|
| <p>Revenue Recognition</p> <p>Revenue is the most financially significant item in the statement profit and loss and other comprehensive income. The company has reported revenue of Taka 2,683,170,949 for the year ended 30 June 2025.</p> <p>Application of IFRS 15: "Revenue from Contracts with Customers" involves significant judgment in determining when 'control' of the goods or services underlying the performance obligation is transferred to the customer and the transition method to be applied. As the revenue recognition, due to the significance of the balance to the financial statements as a whole, we regard this as a key audit matter.</p> <p>Under IFRS 15: "Revenue from Contracts with Customers" revenue is recognized when a performance obligation is satisfied by transferring a promised good or service.</p> <p>Revenue (room rent, sales proceeds of food & beverage, income from space rental and shop rental) is recognized at fair value of the consideration received or receivable in the period during which the goods or services are provided. Revenue is recognized net of value added tax (VAT), supplementary duty and service charge collectible from customers as well as rebate and discount allowed to customers.</p> <p>See note no 4.07 and 27 to the financial statements.</p>  | <p>Our procedures included obtaining an understanding of management's revenue recognition process. We tested a sample of transactions to verify whether the revenue was accounted for in accordance with the revenue accounting policy as disclosed in Note- 4.07 of the financial statements. In addition, we assessed whether the disclosed revenue accounting policy was in accordance with relevant accounting standards.</p> <p>For the revenue recognized throughout the year, we tested selected key controls, including results reviews by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.</p> <p>Our procedures included obtaining an understanding of management's revenue recognition process. We tested a sample of transactions to verify whether the revenue was accounted for in accordance with the revenue accounting policy as disclosed in Note- 4.07 of the financial statements. In addition, we assessed whether the disclosed revenue accounting policy was in accordance with relevant accounting standards.</p> <p>For the revenue recognized throughout the year, we tested selected key controls, including results reviews by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.</p> <p>With regard to the implementation of IFRS 15, we verified management's conclusion from assessing different types of contracts and the accuracy of the revised accounting policies in light of the industry specific circumstances and our understanding of the business. We tested the appropriateness of the accounting treatment on a sample basis. In addition, we verified the accuracy of IFRS 15 related disclosures.</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> |

| Key Audit Matter | How our Audit addresses the Key Audit Matter |
|---|---|
| | <p>Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p>We conducted substantive testing of revenue recorded over the year using sampling techniques by examining the relevant supporting documents including sales invoices, bank reconciliation report, bank statement and also, we confirmed selected customers' receivable balances at the financial position date, selected on a sample basis by considering the amount outstanding with those customers.</p> <p>We specifically put emphasis on those transactions occurring close before or after the financial position date to obtain sufficient evidence over the accuracy of cut-off.</p> <p>Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</p> |
| Property, Plant & Equipment and Capital Work in Progress | |
| <p>The carrying value of Property, plant and equipment amounts to Taka 20,235,745,333 and capital work in progress amounts to Taka 8,720,587,570 This represents a significant amount in the company's statement of financial position as at 30 June 2025.</p> <p>There is a risk of:</p> <ul style="list-style-type: none"> determining which costs meet the criteria for capitalization; determining the date on which the assets is recognized to property, plant and equipment and depreciation commences; the estimation of economic useful lives and residual values assigned to property, plant and equipment. <p>We identified the carrying value of property, plant and equipment as a key audit matter because of the high level of management judgement involved and because of its significance to the financial statements.</p> <p>See note no 4.01, 4.02, 5 & 7 to the financial statements.</p> | <p>Our audit procedures to assess the carrying value of property, plant & equipment and capital work in progress included the following:</p> <p>Assessing the design, implementation and operating effectiveness of key internal controls over the completeness, existence and accuracy of property, plant and equipment and capital work in progress, including the key internal controls over the estimation of useful economic lives and residual values.</p> <p>Assessing, on a sample basis, costs capitalised during the year by comparing the costs capitalised with the relevant underlying documentation, which included purchase agreements and invoices, and assessing whether the costs capitalised met the relevant criteria for capitalization.</p> <p>Testing the key controls over the management's judgment in relation to the accounting estimates of the depreciable lives and residual values of property, plant and equipment.</p> <p>Reconcile on a sample basis the additional capitalized costs for the year to the underlying invoices and supporting documents.</p> <p>We assessed the company's capitalizations policy for compliance with IAS 16 and tested the expenditure capitalized against the capitalizations policy.</p> <p>We traced payments to supporting documents. We assessed whether the costs capitalised met the recognition criteria set forth in IAS 23: Borrowing costs, in relation to the capitalization of borrowing costs.</p> <p>We assessed the adequacy of the disclosures of the financial statements.</p> |



| Key Audit Matter | How our Audit addresses the Key Audit Matter |
|---|---|
| Deferred Tax Company reported net deferred tax liability totaling Taka 3,179,132,111 as at 30 June 2025. Significant judgment is required in relation to deferred tax liability as their liability is dependent on forecasts of future profitability over a number of years. See note no. 20 to the financial statements | We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of Deferred Tax Assets and Liabilities and the assumptions used in estimating the future taxable expense of the company. We also assessed the completeness and accuracy of the data used for the estimations of future taxable expense. We tested the mathematical accuracy in calculation of deferred tax. We evaluated the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of Deferred Tax Liability. We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. We also assisted in evaluating the tax implications, the reasonableness of estimates and calculations determined by management. We also involved our internal experts from the tax area in the analysis of the reasonableness of the tax assumptions on the basis of the applicable legislation. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Taxes. |
| Advance, Deposit and Prepayment The carrying amount of Advances, deposits and prepayments is BDT 3,762,455,689. The company recognizes advance deposits and prepayments as current assets, representing amounts paid in advance for fixed assets, goods, or services to be received in the future. These balances are significant to the financial statements and involve judgment regarding the timing of recognition, accuracy of amounts recorded, and the appropriateness of classification as current assets. The assessment of their recoverability and determining when to recognize these amounts as expenses or to adjust them based on changes in supplier or contract terms requires judgment. Given the significance of these transactions and the potential for errors in their measurement and classification, this area was identified as a key audit matter. See note no 12 of the financial statements. | Our audit procedures included controls testing and substantive procedures covering, in particular: We evaluated the design and implementation of key controls surrounding the initiation, authorization, and recording of advances, deposits, and prepayments. We also tested the operating effectiveness of these controls. Obtained schedule of advances, deposits, & prepayments and traced the opening balances from the general ledger, and subsidiary records. checked casting and cross casting of the schedule. Obtained age-analysis of advances, deposits & prepayments and performed the following: (a) Verified classification in correct categories. (b) Current maturities of advances, deposits & prepayments has been appropriately calculated and separately disclosed. |



| Key Audit Matter | How our Audit addresses the Key Audit Matter |
|------------------|--|
| | <p>Ensured that none of the advances, deposits & prepayments are impaired or the recoverable amount is not less than its carrying amount. If the carrying amount is more than its recoverable amount, then same should be reduced to recoverable amount recognizing the reduction as impairment loss.</p> <p>Inquired about the nature of trade deposits. Corroborate movements in trade deposits with supporting documents.</p> <p>For advances to staff, reviewed company's policies for disbursement and recoveries thereof, and ensure the same with supporting documents. verified on a test basis deduction for recovery from of advances to staff from their respective payroll register.</p> <p>Assessing, on a sample basis, advances, deposits and prepayments made during the year by comparing the amount with the relevant underlying documentation, which included bank statements, agreement of sale, proforma invoices, meeting minutes of board of directors and investment committee and assessing the recoverability of these prepayments made.</p> <p>On a sample basis, we performed substantive audit procedure for the adjustment made in advance, deposits and prepayments for discontinued investment during the year such as tracing back the refund amount to the bank statements and reviewing other supporting documents such as valuation report, meeting minutes of board of directors and approval from investment committee, agreement on advance refund with repayment schedule, correspondence letters with the relevant parties.</p> <p>We also reviewed whether the recognition, subsequent measurement and the impairment made was in accordance with IFRS 09.</p> <p>Finally, we assessed the adequacy of the disclosures made in the financial statements.</p> |

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of financial statements in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 2020, we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) the statements of financial position and statement of comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred was for the purposes of the Company's business for the year.

| | |
|-------------------------|---|
| Firm's Name | : S. F. Ahmed & Co., Chartered Accountants |
| Firm's Registration No. | : 10898 E.P, under Partnership Act 1932 |
| Signature | : <i>S. F. Ahmed & Co.</i> |
| Engagement Partner Name | : Md. Enamul Haque Choudhury, FCA, Senior Partner/Enrollment No. 471 |
| DVC Number | : 2510270471AS756593 |
| Date | : 27 October 2025 |



Unique Hotel & Resorts PLC Statement of Financial Position

As at 30 June 2025

| | Notes | Amount in Taka | | |
|--|-------|-----------------------|--------------------------|--------------------------|
| | | 30 June 2025 | 30 June 2024 Restated | 01 July 2023 Restated |
| ASSETS | | | | |
| Non-current Assets | | 36,890,592,219 | 34,903,340,023 | 32,539,296,704 |
| Property, plant and equipment, net | 5 | 20,235,745,333 | 20,463,735,256 | 20,693,750,427 |
| Intangible asset, net | 6 | 11,097,916 | 12,485,156 | |
| Construction work in progress | 7 | 8,720,587,570 | 8,691,531,746 | 8,148,816,728 |
| Fixed deposit receipts | 13 | 46,199,998 | 46,199,998 | 46,199,998 |
| Investment in Joint Venture | 9.02 | 7,785,867,917 | 5,597,536,974 | 3,557,859,777 |
| Investment in unquoted shares | 9.03 | 87,786,000 | 87,737,000 | 87,737,000 |
| Investment in Associate | 9.04 | 3,307,485 | 4,113,893 | 4,932,774 |
| Current Assets | | 7,689,121,047 | 9,195,340,032 | 11,224,443,833 |
| Inventories | 8 | 133,793,711 | 135,333,674 | 120,743,407 |
| Investment in quoted share | 9.01 | 244,635,937 | 247,855,693 | 370,253,137 |
| Accounts receivable | 10 | 205,632,235 | 188,149,637 | 161,454,861 |
| Other receivables | 11 | 1,362,281,591 | 316,351,843 | 26,690,860 |
| Advances, deposits and prepayments | 12 | 3,762,455,689 | 5,808,797,306 | 7,564,387,987 |
| Fixed deposit receipts | 13 | 1,837,055,423 | 2,280,007,469 | 1,612,350,966 |
| Cash and cash equivalents | 14 | 143,266,460 | 218,844,411 | 1,368,562,615 |
| TOTAL ASSETS | | 44,579,713,266 | 44,098,680,054 | 43,763,740,539 |
| EQUITY AND LIABILITIES | | | | |
| Shareholders' Equity | | 27,646,639,041 | 26,794,890,591 | 25,986,437,011 |
| Share capital | 15 | 2,944,000,000 | 2,944,000,000 | 2,944,000,000 |
| Share premium | 16 | 6,181,931,836 | 6,181,931,836 | 6,181,931,836 |
| Revaluation reserve | 17 | 9,708,801,512 | 9,797,745,049 | 9,889,368,735 |
| Hedging reserve | 18 | (283,507,290) | (58,647,785) | - |
| Retained earnings | | 9,095,412,982 | 7,929,861,491 | 6,971,136,440 |
| Non-current Liabilities | | 9,434,798,808 | 9,881,955,203 | 7,718,614,453 |
| Term loan- non-current portion | 19 | 6,255,666,697 | 6,971,288,716 | 5,046,864,486 |
| Deferred tax liability | 20 | 3,179,132,111 | 2,910,666,488 | 2,671,749,967 |
| Current Liabilities | | 7,498,275,418 | 7,421,834,260 | 10,058,689,075 |
| Term loan- current portion | 19 | 1,334,658,177 | 1,244,514,219 | 999,942,543 |
| Short term loans | 21 | 1,782,253,965 | 1,819,375,080 | 3,396,806,304 |
| Due to operator and its affiliates | 22 | 189,038,480 | 240,761,478 | 328,431,815 |
| Accounts payable | 23 | 111,438,002 | 102,458,037 | 98,597,402 |
| Undistributed/unclaimed dividend | 24 | 4,331,425 | 2,813,601 | 2,060,689 |
| Liabilities to intercompanies | 25 | 733,758,815 | 1,163,078,366 | 3,047,026,663 |
| Other accruals and payables | 26 | 3,342,796,554 | 2,848,833,478 | 2,185,823,659 |
| TOTAL EQUITY AND LIABILITIES | | 44,579,713,266 | 44,098,680,054 | 43,763,740,539 |
| Net Asset Value (NAV) per share (Restated) | | 93.91 | 91.02 | 88.27 |
| Net Asset Value (NAV) per share (Published) | | 93.91 | 88.75 | 88.51 |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.


Chief Financial Officer


Company Secretary


Chief Executive Officer


Director





Independent Director


Chairperson

Signed in terms of our report of even date annexed.

Dated, Dhaka;
27 October 2025


Md. Enamul Haque Choudhury, FCA
Senior Partner
S. F. Ahmed & Co.
Chartered Accountants
DVC No.: 2510270471AS756593

Unique Hotel & Resorts PLC

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2025

| | Notes | Amount in Taka | |
|---|-------------|---------------------------------|---|
| | | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 (Restated) |
| Revenue | 27 | 2,683,170,949 | 2,925,951,255 |
| Cost of sales | 28 | (805,411,337) | (794,602,792) |
| Gross profit | | 1,877,759,611 | 2,131,348,464 |
| Administrative and other general expenses | 29 | (857,890,249) | (811,977,212) |
| Operating profit | | 1,019,869,363 | 1,319,371,252 |
| Corporate office expenses | 30 | (438,762,971) | (474,287,765) |
| Other income | 31 | 278,554,537 | 465,125,702 |
| Other expenses | 32 | (81,300,691) | (114,442,783) |
| Gain on sale of share of Joint Venture entity | 33.01 | 425,801,541 | - |
| Loss on investment in quoted shares | 33.02 | (2,003,319) | (115,661,427) |
| Interest income | 34 | 261,574,136 | 160,101,831 |
| Interest expenses | 34 | (1,284,868,743) | (615,383,684) |
| Impairment of financial asset | 12.1.04, 13 | - | (68,723,185) |
| Provision for bad & doubtful debts | 35 | (579,428) | (289,825) |
| Profit before WPPF, Sheraton profit share and tax | | 178,284,425 | 555,810,115 |
| Provision for WPPF | 36 | - | (31,974,835) |
| Profit before Sheraton profit share and tax | | 178,284,425 | 523,835,280 |
| Share of net profit before tax of Sheraton Dhaka | 37 | 173,824,301 | (15,128,600) |
| Profit before tax of UHRL | | 352,108,726 | 508,706,680 |
| Current tax | 38 | (73,488,810) | (167,341,994) |
| Deferred tax | 38 | (24,720,061) | 17,138,074 |
| Net profit after tax of UHRL | | 253,899,855 | 358,502,759 |
| Share of net profit after tax of Joint Venture entity, net off deferred tax | 39 | 1,272,318,622 | 1,075,311,565 |
| Share of net loss after tax of Associate company | 9.04.02 | (806,408) | (818,881) |
| Total net profit after tax for the period | | 1,525,412,070 | 1,432,995,443 |
| Other comprehensive income | | | |
| Share of other comprehensive income of Joint Venture entity, net off deferred tax | 40 | (224,859,505) | (58,647,785) |
| Total comprehensive income for the period | | 1,300,552,565 | 1,374,347,659 |
| Basic and Diluted Earnings Per Share (EPS) (Restated) | 41.02 | 5.18 | 4.87 |
| Basic and Diluted Earnings Per Share (EPS) (Published) | 41.02 | 5.18 | 5.14 |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.


Chief Financial Officer


Company Secretary


Chief Executive Officer


Director




Independent Director


Chairperson

Signed in terms of our report of even date annexed.

Dated, Dhaka:
27 October 2025


Md. Enamul Haque Choudhury, FCA
Senior Partner
S. F. Ahmed & Co.
Chartered Accountants
DVC No.: 2510270471AS756593

Unique Hotel & Resorts PLC

Statement of Changes in Equity

For the year ended 30 June 2025

| Particulars | Ordinary Share Capital | Share Premium | Revaluation Reserve | Hedging Reserve Restated | Retained Earnings | Total |
|--|------------------------|---------------|---------------------|--------------------------|-------------------|----------------|
| For 2023-2024: | | | | | | |
| Balance as on 1st July 2023 | 2,944,000,000 | 6,181,931,836 | 9,889,368,735 | - | 7,040,779,123 | 26,056,079,694 |
| Adjustment due to Error | | | | | (69,642,683) | (69,642,683) |
| Balance as on 1st July 2023 (Restated) | 2,944,000,000 | 6,181,931,836 | 9,889,368,735 | - | 6,971,136,440 | 25,986,437,011 |
| Net profit/(loss) during the period | - | - | - | - | 1,432,995,443 | 1,432,995,443 |
| Other comprehensive income during the year | | | | (58,647,785) | - | (58,647,785) |
| Cash dividend @ 20% for 2022-23 | | | | | (588,800,000) | (588,800,000) |
| Excess depreciation on revalued PPE transferred to Retained earnings | - | - | (91,623,686) | - | 114,529,608 | 22,905,922 |
| Balance as on 30 June 2024 | 2,944,000,000 | 6,181,931,836 | 9,797,745,049 | (58,647,785) | 7,929,861,491 | 26,794,890,591 |
| For 2024-2025: | | | | | | |
| Balance as on 1st July 2024 | 2,944,000,000 | 6,181,931,836 | 9,797,745,049 | (58,647,785) | 7,929,861,491 | 26,794,890,591 |
| Net profit/(loss) during the period | - | - | - | - | 1,525,412,070 | 1,525,412,070 |
| Other comprehensive income during the period | - | - | - | (224,859,505) | - | (224,859,505) |
| Cash dividend @ 16% for 2023-24 | | | | | (471,040,000) | (471,040,000) |
| Excess depreciation on revalued PPE transferred to Retained earnings | - | - | (88,943,537) | - | 111,179,421 | 22,235,884 |
| Balance as on 30 June 2025 | 2,944,000,000 | 6,181,931,836 | 9,708,801,512 | (283,507,290) | 9,095,412,982 | 27,646,639,041 |



Chief Financial Officer



Company Secretary



Chief Executive Officer



Director



Independent Director



Chairperson



Dated, Dhaka;
27 October 2025

Signed in terms of our report of even date annexed.

S. F. Ahmed & Co.

Md. Enamul Haque Choudhury, FCA
Senior Partner
S. F. Ahmed & Co.
Chartered Accountants
DVC No.: 2510270471AS756593

Unique Hotel & Resorts PLC Statement of Cash Flows

For the year ended 30 June 2025

| | Notes | Amount in Taka | |
|--|-------|---------------------------------|---------------------------------|
| | | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| Cash flows from operating activities | | | |
| Collections from turnover and other sources | | 2,371,821,920 | 3,371,300,100 |
| Payment for operating costs and other expenses | | (1,457,977,915) | (1,300,572,569) |
| Income tax paid during the period | | (68,065,126) | (167,235,845) |
| Net cash from operating activities (A) | 41.04 | 845,778,879 | 1,903,491,685 |
| Cash flows from investing activities | | | |
| Purchase of property, plant and equipment | | (44,548,704) | (50,271,321) |
| Purchase of software | | - | (13,872,395) |
| Payments for construction work | | 7,699,456 | (528,794,519) |
| Payments for hotel and service apartment and other investments | | (7,142,641) | (1,344,663,442) |
| Receipts from Borak Real Estate Limited for Advance refund | | 2,010,288,712 | 3,215,444,167 |
| Payments made to SFL Unique Nebras Meghnaghat Power PLC | | (1,094,606,380) | (989,720,519) |
| Receipts from share transfer of UMPL | | 425,801,541 | - |
| Gain on investment in shares | | 133,292 | 1,543,264 |
| Dividend received during the period | | 7,781,356 | 6,843,250 |
| Increase in investment in land and SEZL | | 2,769,836 | - |
| Increase in fixed deposit receipts | | 442,952,046 | (667,656,503) |
| Net cash used in investing activities (B) | | 1,751,128,515 | (371,148,019) |
| Cash flows from financing activities | | | |
| Increase in term loan | | (715,622,019) | 1,924,424,230 |
| Decrease in short term financing | | (202,472,407) | (3,231,936,444) |
| Interest paid during the period | | (1,284,868,743) | (786,502,568) |
| Dividend paid during the period | | (469,522,176) | (588,047,088) |
| Net Cash provided by/(used in) financing activities (C) | | (2,672,485,345) | (2,682,061,871) |
| Net cash inflow/(outflow) for the period (A+B+C) | | (75,577,951) | (1,149,718,204) |
| Add: Cash and cash equivalents at the beginning of the period | | 218,844,411 | 1,368,562,615 |
| Foreign currency translation difference | | - | - |
| Cash and cash equivalents at the end of the period | | 143,266,460 | 218,844,411 |
| Operating cash inflow/(outflow) per share | 41.03 | 2.87 | 6.47 |

The accompanying notes form an integral part of these financial statements and are to be read in conjunction therewith.


Chief Financial Officer


Company Secretary


Chief Executive Officer


Director

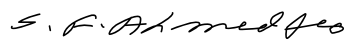



Independent Director


Chairperson

Signed in terms of our report of even date annexed.

Dated, Dhaka;
27 October 2025


Md. Enamul Haque Choudhury, FCA
Senior Partner
S. F. Ahmed & Co.
Chartered Accountants
DVC No.: 2510270471AS756593

Unique Hotel & Resorts PLC

Notes to the financial statements

For the year ended 30 June 2025

1. Legal status of the Company

1.01 Reporting entity

Unique Hotel & Resorts PLC ("the Company or UHRL") is a Public Limited Company in Bangladesh. The Company was incorporated on 28 November 2000 having registration no. C-41920(1279)/2000 in the name of Unique Hotel & Resorts Ltd. under the Companies Act, 1994. Subsequently, to comply with the provision of the Companies Act, 1994 (2nd Amendment 2020), the Company adopted the change of Registered name from "Unique Hotel & Resorts Ltd." to "Unique Hotel & Resorts PLC". The Company at first took approval of shareholders in the 20th Annual General Meeting on 27th December 2021 for changes in relevant clauses in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company as per section 13 of the Companies Act, 1994; made relevant changes in the MoA and AoA. Accordingly the Certificate of Incorporation, MoA and AoA have been duly approved and certified by Registrar of Joint Stock Companies & Firms on 3rd July 2022.

The Company is listed with both Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC.

1.02 Registered office

The registered office of the company is located at Plot no. 01 CWN (B), Road no. 45, Gulshan-2, Dhaka-1212.

1.03 Corporate office

Corporate office of the Company is located at 51/B, Borak Mehnur, Kemal Ataturk Avenue, Banani, Dhaka-1213.

2 Principal activities and nature of business

Unique Hotel & Resorts PLC started its commercial operation on 1st July 2007 with "The Westin Dhaka" which is a Five Star Hotel in Bangladesh. The principal activities of the Company over the period were carrying out hotel business through a Management Contract dated 20 December 1999 (renewed on 9 April 2015) executed between Unique Hotel & Resorts PLC ("the Owner") and Starwood Asia Pacific Hotels & Resorts Pte. Ltd. ("the operator"), now Marriott International. The Operator is knowledgeable and experienced in managing and promoting five star hotels and resorts and has (and/or its Affiliates have) performed such services throughout the world.

In terms of Management Contract, the operator is entitled to receive base fee, license fee, incentive fee, program service fee and institutional marketing fee from the owner on account of operation of the Hotel only. In addition, under the contract, the operator is entitled to receive centralized service fees for developing, promoting, operating, maintaining and upgrading the centralized services and associated Starwood technology.

The Company owns an international standard hotel in the name and style of "HANSA, A Premium Residence" which has started its operation from July 2018.

Considering the emerging business opportunity in this arena, Unique Hotel & Resorts PLC has constructed another Branded 5-Star Chain Hotel namely the "Sheraton Dhaka". Sheraton Dhaka has 248 rooms of different categories including Presidential and Chairman Suits, restaurants, Banquet Hall, Health Club, Spa, and Gym facilities. Two restaurants and banquet hall has been operating since February 2022 through obtaining restaurants license from District Commissioner Office. We are expecting to open the said hotel "Sheraton Dhaka" very soon.

3 Basis of preparation

3.01 Statement of compliance

The financial statements have been prepared in accordance with the applicable International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), the Companies Act, 1994 and other applicable laws and regulations.

3.02 Other regulatory compliances

The Company is also required to comply with the following major laws and regulations in addition to the Companies Act, 1994:

The Securities & Exchange Rules, 1987;

The Securities & Exchange Ordinance, 1969;

The Regulations of Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC;

The Income Tax Act, 2023;

The Value Added Tax and Supplementary Duty Act, 2012;



The Value Added Tax and Supplementary Duty Rules, 2016;
 The Customs Act, 2023;
 Dhaka Stock Exchange (Listing) Regulations, 2015;
 Bangladesh Labour Act, 2006 (Amendment in 2013, 2018 and 2022);
 Bangladesh Labour Rules, 2015; and
 Financial Reporting Act, 2015.

3.03 Structure, content and presentation of financial statements

Being the general purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by IAS 1: "Presentation of Financial Statements". A complete set of financial statements comprises:

- i) Statement of Financial Position;
- ii) Statement of Profit or Loss and Other Comprehensive Income;
- iii) Statement of Changes in Equity;
- iv) Statement of Cash Flows;
- v) Notes to the Financial Statements, comprising a summary of significant accounting policies and other explanatory information to the financial statements.

3.04 Investment in Associates and Joint Ventures

Associates are entities in which Unique Hotel & Resorts PLC holds 20% or more (directly or indirectly) of the investee and can exert significant influence through representation on the board of directors, 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 recognised at cost.

Joint arrangements in the form of Joint Ventures are entities which Unique Hotel & Resorts PLC has established through joint control with other entities. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about relevant activities require unanimous consent of the parties sharing control (IFRS 11: paragraph 7).

The joint venturers must act together to direct the activities that significantly affect the returns of the joint venture company. Unique Hotel & Resorts PLC recognises a joint arrangement as investment in a joint venture company if the contractual arrangement provides the Company:

- rights to the net assets of the joint venture company (separate vehicle, i.e. a separately identifiable financial structure including separate legal entities or entities recognised by statute);
- no interests over the ownership/title of the joint venture;
- no liability for the debts and obligations of the joint venture;
- the Company's share in the profit or loss relating to the activities of the joint venture."

Unique Hotel & Resorts PLC accounts for its investment in associates and joint ventures using the equity method in accordance with IAS 28: Investments in Associates and Joint Ventures (paragraph 16). Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost and the carrying amount is increased or decreased to recognise the Company's share of the profit or loss of the associate and joint venture after the date of acquisition. The Company's share of profit or loss of associates and joint ventures is recognised in the Statement of profit or loss and other comprehensive income of the Company. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the Company's proportionate interest in the associates and joint ventures arising from changes in the investee's other comprehensive income.

3.04.01 SFL Unique Nebras Meghnaghat Power PLC

Unique Meghnaghat Power Limited (UMPL) was established in Bangladesh on 25 September 2018 as a Public Limited Company under the Companies Act, 1994 for "Power Generation". The name of the company has been changed from "Unique Meghnaghat Power Limited" to "SFL Unique Nebras Meghnaghat Power PLC." with due approval from the Hon'ble shareholders by passing a special resolution in the 4th Extra Ordinary General Meeting (EGM), held on 8th November 2023.



The principal activity of SFL Unique Nebras Meghnaghat Power PLC. (hereinafter referred to as "Joint Venture entity") is to set up and operate power plants for generation and supply of electricity. It has undertaken to set up 584MW capacity power plants at Meghnaghat, Narayanganj. SFL Unique Nebras Meghnaghat Power PLC has already successfully completed the Reliability Run Test (RRT) on 19 January 2024 and Commercial Operation date of the project is 20 January 2024. The registered office of SFL Unique Nebras Meghnaghat Power PLC is at 22/A Financial square, Level 5,6,7 Building no. 22/A, Road 102 &103 Block CEN(D), Gulshan-2, Dhaka-1212, Bangladesh.

SFL Unique Nebras Meghnaghat Power PLC issued ordinary share capital of Tk.12,45,000 as of 30 June 2024. Out of which Unique Hotel & Resorts PLC holds 51.49% of the ordinary shares. However, The total project cost is approximately USD 612 million. The project cost is expected to be increased due to delay in the project period. The project has been financed in 25:75 equity:debt ratio. For equity financing, no further ordinary shares will be issued. Substantial equity finance will be determined by subscription of preference shares by lead parties namely Unique Hotel & Resorts PLC, Strategic Finance Limited and Nebras Power Investment Management B.V., according to Shareholders Agreement.

Moreover, According to the aforesaid Shareholders Agreement (SHA) signed between Unique Hotel & Resorts PLC, Strategic Finance Limited (SFL), Nebras Power Investment Management B.V.(Nebras), GE Capital Global Energy Investments B.V., Individual shareholders and SFL Unique Nebras Meghnaghat Power PLC, from the date of signing SHA; SFL, Unique Hotel & Resorts PLC and Nebras will hold respectively 38.76%, 37.24% and 24% of the preference shares in issue of the Joint Venture entity.

3.04.02 Sonargaon Economic Zone Limited

Unique Hotel & Resorts PLC holds 35% of Sonargaon Economic Zone Limited (SEZL), a company which was incorporated on February 06, 2017 as a private limited company under the Companies Act, 1994. The aim of Sonargaon Economic Zone Limited is to attract new categories of investment in addition to the conventional ones. These are: Textile & Garment, Food Processing, Power Plant, Automobile, Petrochemical, Plastic and other Consumer Goods, Electric & Electronics, Precision Machinery Parts, LPG Plant, a broad range of light, medium, and heavy industries is proposed for the site. The registered office of Sonargaon Economic Zone Limited is at Borak Mehnur, 51/B, Kemal Atatürk Avenue, Banani, Dhaka 1213, Bangladesh.

3.05 Basis of measurement of elements of financial statements

The financial statements have been prepared on historical cost basis and therefore, do not take into consideration the effect of inflation except that arising from revaluation of land, building and machineries as specified in note 5 and fair value of investment in quoted shares as specified in note 9.01. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous period.

3.06 Functional and presentation currency

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). These financial statements are presented in Bangladeshi Taka ("BDT") which is also the functional currency of the Company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

3.07 Risk and uncertainty for use of estimates and judgment

The preparation of financial statements in conformity with International Accounting Standards requires management to make judgment, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses as well as the application of accounting policies. Uncertainty about these assumptions and estimates could result in outcomes that may require adjustment to the carrying amount of assets or liabilities affected in future period.

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimates are revised as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors".

In particular, information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the reporting period is included in the following notes:

| | |
|----------------------------|-------------------------------|
| Note - 3.04, 9.02 & 9.04 | Basis for using Equity Method |
| Note - 4.01 & 5 | Depreciation |
| Note - 4.12 & 6 | Amortisation |
| Note - 4.11, 20 & 38 | Deferred tax asset/liability |
| Note - 4.06, 4.08, 10 & 35 | Provision for doubtful debt |
| Note - 4.11, 24.03 & 38 | Provision for corporate tax |
| Note - 4.10 & 26.05 | Provision for gratuity |
| Note - 46 | Contingencies |



Measurement of fair values:

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability are categorised at different levels of the fair value hierarchy, the overall fair value measurement is categorised at the same level as the lowest level input that is significant to the entire measurement.

3.08 Going concern without material uncertainties

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.

3.09 Accrual Basis

Unique Hotel & Resorts PLC prepares its financial statements, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the Company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IFRS conceptual Framework.

3.10 Materiality, aggregation and off setting

Each material item, management considered significant, has been presented separately in the financial statements. No amount has been set off unless the Company has legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards. The values of assets or liabilities as shown in the statement of financial position are not off-set by way of deduction from another liability or asset unless there exist a legal right therefore. No such incident existed during the year.

3.11 Reporting period

The financial statements of the Company cover the financial year of twelve months from 01 July 2024 to 30 June 2025 with comparative figures for the year from 01 July 2023 to 30 June 2024.

3.12 Authorization date for issuing financial statements

The financial statements of the Company were authorized by the Board of Directors on 27 October 2025 for issue after completion of review.

3.13 Comparative information

Comparative information has been disclosed in respect of 01 July 2023 to 30 June 2024 in accordance with IAS 1: Presentation of Financial Statements for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current period financial statements. Where selecting and applying new accounting policies, changes in accounting policies applied, correction of errors, the amounts involved are accounted for and disclosed in accordance with the requirement of IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors. Prior period's figure has been rearranged wherever considered necessary to ensure comparability with the current year.

3.14 Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. Assets and liabilities are classified as current when they are expected to be realized, settled, sold or consumed in a normal accounting cycle or within twelve months after the reporting period. Assets and liabilities that are held primarily for trading are also considered current.

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.



4.01 Property, plant and equipment

Initial recognition and measurement

An item shall be recognized as property, plant and equipment if it is probable that future economic benefits associated with the item will flow to the entity, and the cost of the item can be measured reliably. Property, plant and equipment are capitalized at cost of acquisition and subsequently stated at cost or revaluation less accumulated depreciation in compliance with the requirements of IAS 16: Property, Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use. The cost also includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term debt availed for the construction/ implementation of the property, plant and equipment, if the recognition criteria are met.

The cost of self-constructed assets includes the cost of material and direct labor and other costs directly attributable to bringing the assets to a working condition inclusive of inward freight, duties and non-refundable taxes for their intended use.

Subsequent costs

The subsequent expenditure is only capitalized as part of assets when the useful life or economic benefit or both of that asset is increased provided that it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of day to day servicing of property, plant and equipment are recognized in the Statement of Profit or loss and Other Comprehensive Income as 'repair and maintenance' when it is incurred.

Depreciation of property, plant and equipment

Depreciation is provided to amortize the cost or revaluation of the assets after commissioning, over the period of their expected useful lives, in accordance with the provisions of IAS 16: Property, plant and equipment.

Unique Hotel & Resorts PLC charges depreciation from the date of acquisition until the date of disposal for the acquisitions. Depreciation of assets begins when it is available for use. Depreciation is charged on items of property, plant and equipment except land and land developments of Unique Hotel & Resorts PLC on reducing balance method.

| <u>Category of Assets</u> | <u>Rate of depreciation</u> |
|---|-----------------------------|
| Buildings and other civil constructions | 1.25% |
| Hotel furniture | 5% |
| Hotel equipment | 5% |
| Office furniture and equipment | 5% |
| Motor vehicles | 5% |

Revaluation of fixed assets

As per IAS 16: Property, Plant and Equipment (paragraph 31), after recognition as an asset, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount and revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

In conformity with paragraphs 31 and 34 of IAS 16: Property, plant and equipment, the land & land development and building owned by Unique Hotel & Resorts PLC have been revalued by an independent valuer on 30 September 2011 to reflect fair value (prevailing market price) thereof following "current cost method". As the fair value of the assets does not differ significantly from its carrying amount, so no revaluation has been made during the year ended 31 March 2025.

| Particulars of the assets | Name of the valuer | Qualification of the valuer | Date of revaluation | The carrying amount as on 30.09.2011 | Value of assets after revaluation as on 30.09.2011 | Revaluation surplus |
|---------------------------|--------------------|-----------------------------|---------------------|--------------------------------------|--|----------------------|
| Land & Land Development | Ata Khan & Co. | Chartered Accountants | 30.Sep.11 | 3,388,296,912 | 5,664,596,600 | 2,276,299,688 |
| Building | | | 30.Sep.11 | 5,415,829,221 | 11,420,259,375 | 6,004,430,154 |
| Total | | | | 8,804,126,133 | 17,084,855,975 | 8,280,729,842 |

Other fixed assets were kept outside the scope of the revaluation works in 2011.

The increase in the carrying amount of revalued assets is recognized in the separate component of equity under the head of revaluation surplus. However, the increase is recognized in profit or loss account to the extent that it reverses a revaluation decrease of the same assets previously recognized in profit or loss account. A sum of revaluation surplus is transferred directly to equity in line with IAS 16: Property, plant and equipment (paragraph 41) as the asset is used by the company. The amount of the revaluation surplus transferred is the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. Transfer from revaluation surplus to retained earnings is not made through profit or loss.



Disposal of property, plant and equipment

An item of property, plant and equipment is removed from the statement of financial position when it is disposed off or when no future economic benefits are expected from its use or disposal. The gain or loss on the disposal or retirement of an item of property, plant and equipment is included in the statement of profit or loss and other comprehensive income in the period in which the de-recognition occurs.

Impairment of property, plant and equipment

According to IAS 36: Impairment of Assets the carrying amounts of property, plant and equipment are reviewed at each reporting date to determine whether there is any indication of impairment loss. If any such indication exists, recoverable amount is estimated to determine the extent of the impairment loss. Impairment loss is recorded on judgmental basis, for which provision may differ in the future years based on the actual experience.

An impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount in accordance with another standard. Any impairment loss of a revalued asset is treated as a revaluation decrease.

4.02 Construction work in-progress

Property, plant and equipment under construction are accounted for as capital works in progress until completion of construction and are measured at cost. Capital work in progress consists of building construction costs, costs of construction materials, acquisition cost of plant, machinery, capital components of other equipment, related installation costs and directly attributable costs incurred until date the asset placed in service including the overhead during construction. In case of purchase of components, capital work in progress is recognised when risks and rewards associated with such assets are transferred to the Company. In conformity with IAS 16: Property, plant and equipment, no depreciation has been charged on capital work in progress as it is not ready for use as intended by management.

4.03 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds as per IAS 23: Borrowing Costs.

4.04 Inventories

Inventories (stock and stores) are measured at the lower of cost and net realizable value. The cost of inventory is assigned by using average cost formula. The cost of inventories consists of purchase, costs of conversion, import duties and other non-refundable taxes and other costs incurred in bringing the inventories to their present location and condition.

4.05 Cash and cash equivalents

Cash and cash equivalents consists of cash in hand, cash with banks on current and deposit accounts and cash with Brokerage house which are held and available for use by the Company without any restriction. There is insignificant risk of change in value of the same.

4.06 Accounts and other receivables

Accounts and other receivable are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to uncollectible of any amount so recognized. Provision for doubtful debts are made where there is evidence of a risk of non payment, taking into account ageing, previous experience as well as general economic conditions and ultimately the prospects of realizability. Provision is made at the rate of 3% of rolling twelve months of average receivables. In specific cases, the Company makes provision based on circumstances prevailing at the reporting date regarding the recoverability of receivables.

4.07 Revenue

4.07.01 Revenue from contract with customers

The amount that reflects the consideration to which the Company expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer is recognised as revenue by the Company. IFRS 15: Revenue from Contracts with Customers establishes a five-step model as follows:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.



Considering the five steps model, the Company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised service to a customer. Service is considered as transferred when (or as) the customer obtains control of that service. Revenue from room rent, sales proceeds of food & beverage, space rental and shop rental are recognized at fair value of the consideration received or receivable in the period during which the services are provided. Revenue is recognized net of value added tax, supplementary duty and service charge collectible from customers as well as rebate and discount allowed to customers.

4.07.02 Revenue from investment income

(a) Interest income

Interest on bank deposits and FDR have been accounted for on accrual basis.

(b) Dividend income

Quoted and unquoted shares

Dividend income against quoted and unquoted shares are recognized when the Company's right to receive the payment is established or after receipt of dividend, which is generally when shareholders approve the dividend.

Preference shares

Dividend income on cumulative preference shares are recognised on accrual basis. However, Unique Hotel & Resorts PLC is not entitled to get any dividend income for investment in preference shares for the time being.

4.08 Financial instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement. The details of new significant accounting policies and the nature and effect of the changes to previous accounting policies are set out below.

4.08.01 Classification and measurement of financial assets and financial liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities. The impact of IFRS 9 on the classification and measurement of financial assets is set out below.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortized cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or Fair Value Through Profit or Loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the cost is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- (a) it is held within a business model whose objective is achieved by collecting contractual cash flows; and
- (b) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

All financial assets not classified as amortized cost or FVOCI as described above are measured at FVTPL. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in statement of profit or loss and other comprehensive income.

Financial assets at amortized cost

These assets are classified as financial assets measured at amortized cost. These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in statement of profit or loss and other comprehensive income. Any gain or loss on de-recognition is recognized in statement of profit or loss and other comprehensive income.



Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in statement of profit or loss and other comprehensive income. Other net gains and losses are recognized in OCI. On de-recognition, gains and losses accumulated in OCI are reclassified to statement of profit or loss and other comprehensive income.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in statement of profit or loss and other comprehensive income unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to:

- financial assets measured at amortized cost,
- contract assets and
- debt investments measured at FVOCI, but the standard does not apply to investments in equity instruments.

The financial assets at amortized cost consist of trade receivables, cash and cash equivalents, and corporate debt securities. The Company measures loss allowances at an amount equal to ECL from trade receivables.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Loss allowances measured at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for accounts receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of Expected Credit Losses (ECL)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is recognized in OCI, instead of reducing the carrying amount of the asset.

In accordance to IAS 36 Para 12 impairment test to be performed if there are indications of market value declines, negative changes in technology, markets, economy, or laws, increases in market interest rates, net assets of the Company higher than market capitalization, obsolescence or physical damage, asset is idle, part of a restructuring or held for disposal, worse economic performance than expected and for investments in subsidiaries, joint ventures or associates, the carrying amount is higher than the carrying amount of the investee's assets, or a dividend exceeds the total comprehensive income of the investee.

The carrying value of non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whether the carrying amount of asset or its cash generating units exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of profits or loss and other comprehensive income.

4.09 Accruals, provisions and contingencies

(a) Accruals

Accruals are liabilities to pay for services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amounts due to employees. Accruals are reported as part of accounts and other payables. Other payables are not interest bearing and are stated at their nominal value.

(b) Provisions

Provisions and accrued expenses are recognized in the financial statements in line with IAS 37: Provisions, contingent liabilities and contingent assets when:



- the Company has a legal or constructive obligation as a result of past event.
- it is probable that an outflow of economic benefit will be required to settle the obligation.
- a reliable estimate can be made of the amount of the obligation.

Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the reporting date. Where the Company expects some or all of the provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. During the reporting period, the Company has made sufficient provisions where applicable.

(c) Contingencies

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. Contingencies are disclosed in Note-46.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent assets is disclosed where an inflow or economic benefits is probable.

4.10 Employee benefits

(a) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

(b) Defined contribution plan (Provident fund)

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts.

The companies maintain separate defined contribution plan for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the respective Trust Deeds and Rules.

The companies have separate provident fund scheme recognized under Income Tax Act, 2023. All permanent employees contribute 10% of their basic salary to the provident fund and the companies make matching contributions.

The Company recognizes contribution to defined contribution plan as an expense when an employee has rendered related services in exchange for such contribution. The legal and constructive obligation is limited to the amount, the Company agrees to contribute to the fund.

(c) Defined Benefit Plan

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The employee gratuity plan is considered as defined benefit plan as it meets the recognition criteria. According to the existing policy, the employees working at The Westin Dhaka and Sheraton Dhaka premises who have completed the required length of services are paid gratuity which is calculated on the last basic salary of the outgoing employees. The Company's obligation is to provide the agreed benefits to current and former employees.

Workers' Profit Participation Fund (WPPF)

Unique Hotel & Resorts PLC provides 5% of its profit before tax after charging contribution to WPPF in accordance with the Bangladesh Labour Act, 2006 (as amended in 2023). A Board of Trustees of WPPF has been formed and the required fund has been disbursed for the year up to 30 June 2023 to the bank account of the Trustee Board and Government Welfare Fund in compliance with the said Act.

4.11 Taxation

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in statement of profit or loss and other comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity in accordance with IAS 12: Income Taxes.



(a) Current tax

Income tax expense for current period is recognized on the basis of the Company's computation based on the best estimated assessable profit for the period at the applicable tax rate pursuant to provision of Income Tax Act, 2023. As per paragraph 46 of IAS 12: Income Taxes, current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. The tax rate used by Unique Hotel & Resorts PLC as a publicly traded company for the reporting period is 20% according to the Finance Act 2024.

(b) Deferred tax

Deferred tax is recognized as income or expense and included in the net profit or loss for the period. Deferred tax relating to items dealt with other comprehensive income is recognized as tax relating to other comprehensive income.

According to paragraph 47 of IAS 12: Income Taxes, deferred tax asset or liability is measured at the tax rates that are expected to apply to the period when the assets are realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Taxable Temporary difference

A deferred tax liability is recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- (a) The initial recognition of goodwill; or
- (b) The initial recognition of an asset or liability in a transaction which;
 - (i) Is not a business combination; and
 - (ii) At the time of the transaction, affects neither accounting profit nor taxable profit (loss)

Revaluations to fair value – Property, Plant and Equipment

According to paragraph 20 of IAS 12: Income Taxes, the revaluation does not affect taxable profits in the period of revaluation and consequently, the tax base of the asset is not adjusted. Hence a temporary difference arises. This is provided for in full based on the difference between carrying amount and tax base. An upward revaluation is therefore give rise to a deferred tax liability.

Moreover, the transfer of excess depreciation or amortization from revaluation reserve to retained earnings is net of related deferred tax according to paragraph 64 of IAS 12: Income Taxes.

Difference temporary difference

A deferred tax asset is recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination; and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

The Company's existing accounting policy for uncertain income tax treatments is consistent with the requirements in IFRIC 23 Uncertainty over Income Tax Treatments, which became effective on 1 January 2019.

4.12 Intangible assets

Intangible assets that are acquired by the Company which have finite useful lives are measured at cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38 Intangible Assets are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use. Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific assets to which they relate. All other costs are recognized in profit or loss as incurred.

Internally generated intangible assets including goodwill are not capitalised. Internally generated goodwill is not recognised as an asset because it is not an identifiable resource (ie it is not separable nor does it arise from contractual or other legal rights) controlled by the Company that can be measured reliably at cost.

Amortisation

Amortisation is calculated to write-off the cost of intangible assets less their estimated residual values using the straight line method over their estimated useful lives, and is generally recognised in profit or loss. The rates at which intangible assets are amortised are given below:

| <u>Category of Assets</u> | <u>Rate of amortisation</u> |
|----------------------------------|------------------------------------|
| SAP S4 HANA software | 10% |



4.13 Earnings Per Share (EPS)

Earnings Per Share (EPS) are calculated in accordance with IAS 33: Earnings Per Share.

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary equity holders of Unique Hotel & Resorts PLC by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share

For the purpose of calculating diluted earnings per shares, the Company adjusts profit or loss attributable to each ordinary equity holders of the entity, and weighted average number of shares outstanding, for the effects of all dilutive potential ordinary shares. Diluted EPS is only calculated where the Company has commitment to issue ordinary share in future at reporting date. However, dilution of EPS is not applicable for these financial statements as there was no dilutive potential during the relevant periods

4.14 Foreign currency transaction and translation

At the end of each reporting period in compliance with the provision of IAS 21: The effects of changes in Foreign Exchange Rates:

(a) Foreign currency monetary items are translated using the closing rate.

(b) Non-monetary items that are measured in terms of historical costs in a foreign currency are translated using the exchange rate at the date of the transaction.

(c) Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rate different from those at which they were translated on initial recognition during the period or in previous financial statements is recognized in statement of profit or loss and other comprehensive income in the period in which they arise.

Amount in foreign currency bank accounts and other foreign currency balances have been translated into taka at the reporting date at the exchange rate prevailing on that date and gain/(loss) have been accounted for as other income/(loss) in statement of profit or loss and other comprehensive income.

4.15 Operating segments reporting

An operating segment is a component of the company that engages in business activities from which it may earn revenue and incur expenses, including revenues and expenses that relate to transactions with the company's other components and for which discrete financial information is available.

According to IFRS 8: Operating Segments, the Company started with hotel operations. With time, it diversified its business and operations into power generation. The Company has determined its operating segments considering nature of segmental business. The business segments are managed separately and the operating results of the business segments are regularly reviewed by the company's Board of Directors to make decisions about resources allocated to the segments and assess its performance.

Information about operating segment has been presented in Note-43.

4.16 Statement of cash flows

The statement of cash flows has been prepared in accordance with requirements of IAS 7: Statement of Cash Flows. The cash generated from operating activities has been prepared using the "Direct Method" as prescribed by the Securities and Exchange Rules, 1987 and as the benchmark treatments of IAS 7 whereby major classes of gross cash receipts and gross cash payments from operating activities are disclosed.

4.17 Related party disclosures

The Company carried out a number of transactions with related parties in the normal course of business and on arm's length basis. The information as required by IAS 24: Related party disclosures has been disclosed in a separate notes to the financial statements (Note 44).



4.18 Prior year adjustment and retrospective restatement

In accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the Company corrected a prior-period error arising from the determination of the functional currency of its joint venture, Unique Meghnaghat Power Limited (UMPL). UMPL previously prepared its financial statements in Bangladesh Taka (BDT); however, upon reassessment in line with IAS 21 The Effects of Changes in Foreign Exchange Rates, its management determined that the functional currency is the United States Dollar (USD), as most revenues, costs, and financing are denominated in USD. The change has been applied retrospectively by UMPL.

Accordingly, Unique Hotel & Resorts PLC (UHRL)—which accounts for its investment in UMPL using the equity method—has restated its comparative figures to reflect the impact of this correction. The restatement affected the Company's Investment in Joint Venture, Retained Earnings, and Hedging Reserve balances.

The correction has been applied retrospectively in accordance with IAS 8. As required by IAS 1 Presentation of Financial Statements, UHRL has presented (a) the current period as at 30 June 2025, (b) restated comparative information as at 30 June 2024, and (c) a third statement of financial position as at 1 July 2023.

The restatement had no impact on total equity as at 30 June 2025 but resulted in adjustments to opening retained earnings and investment balances as at 1 July 2023 due to translation effects from UMPL's functional currency correction.

The summary of adjustments is presented below:

i. Statement of Financial Position

30 June 2024

| Impact of prior year adjustment | | | |
|--|------------------------|---------------|-----------------|
| Particulars | As previously reported | Adjustments | As Restated |
| Investment in Joint Venture | 4,702,493,029 | 895,043,945 | 5,597,536,974 |
| Hedging Reserve | 20,270,776 | 38,377,009 | 58,647,785 |
| Unrealized Foreign Exchange Loss on Foreign Loan | 853,719,552 | (853,719,552) | - |
| Retained Earnings | (8,078,522,847) | 148,661,356 | (7,929,861,491) |
| Deferred Tax | (2,682,303,729) | (228,362,759) | (2,910,666,488) |
| Net Asset Value Per Share | 88.75 | 2.27 | 91 |

ii. Statement of Profit and Loss and Other Comprehensive Income

30 June 2024

| Impact of prior year adjustment | | | |
|---|------------------------|--------------|---------------|
| Particulars | As previously reported | Adjustments | As Restated |
| Share of net profit/ (Loss) after tax of Joint Venture Entity, net off deferred tax | 1,154,330,238 | (79,018,673) | 1,075,311,565 |
| Total net profit/ (loss) after tax for the year | 1,512,014,116 | (79,018,673) | 1,432,995,443 |
| Basic and Diluted Earnings Per Share (EPS) | 5.14 | (0.27) | 4.87 |

4.19 Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the statement of financial position date are reflected in the financial statements as per IAS 10: Events after the Reporting Period. All material events occurring after the statement of financial position date have been considered and where necessary, adjusted for or disclosed.

4.20 Compliance with Financial Reporting Standards as applicable in Bangladesh

According to Para-12 of Securities & Exchange Rule 1987, Unique Hotel & Resorts PLC has prepared its financial statements in compliance with the following International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB).



| Sl. No. | IAS No. | IAS Title | Status |
|---------|---------|--|----------------|
| 1 | IAS- 1 | Presentation of Financial Statements | Complied |
| 2 | IAS- 2 | Inventories | Complied |
| 3 | IAS- 7 | Statement of Cash Flows | Complied |
| 4 | IAS- 8 | Accounting Policies, Changes in Accounting Estimates and Errors | Complied |
| 5 | IAS- 10 | Events after the Reporting Period | Complied |
| 6 | IAS- 12 | Income Taxes | Complied |
| 7 | IAS- 16 | Property, Plant & Equipment | Complied |
| 8 | IAS- 19 | Employee Benefits | Complied |
| 9 | IAS- 20 | Accounting for Government Grants and Disclosure of Government Assistance | Not applicable |
| 10 | IAS- 21 | The Effects of Changes in Foreign Exchange Rates | Complied |
| 11 | IAS- 23 | Borrowing Costs | Complied |
| 12 | IAS- 24 | Related Party Disclosures | Complied |
| 13 | IAS- 26 | Accounting and Reporting by Retirement Benefit Plans | Not applicable |
| 14 | IAS- 27 | Separate Financial Statements | Complied |
| 15 | IAS- 28 | Investments in Associates and joint ventures | Complied |
| 16 | IAS- 29 | Financial Reporting in Hyperinflationary Economics | Not applicable |
| 17 | IAS- 32 | Financial Instruments: Presentation | Complied |
| 18 | IAS- 33 | Earnings per Share | Complied |
| 19 | IAS- 34 | Interim Financial Reporting | Complied |
| 20 | IAS- 36 | Impairment of Assets | Complied |
| 21 | IAS- 37 | Provisions, Contingent Liabilities and Contingent Assets | Complied |
| 22 | IAS- 38 | Intangible Assets | Complied |
| 23 | IAS- 40 | Investment Property | Not applicable |
| 24 | IAS- 41 | Agriculture | Not applicable |

| Sl. No. | IFRS No. | IFRS Title | Status |
|---------|----------|--|----------------|
| 1 | IFRS- 1 | First-time adoption of International Financial Reporting Standards | Not applicable |
| 2 | IFRS- 2 | Share-based Payment | Not applicable |
| 3 | IFRS- 3 | Business Combinations | Not applicable |
| 4 | IFRS- 4 | Insurance Contracts | Not applicable |
| 5 | IFRS- 5 | Non-current Assets Held for Sale and Discontinued Operations | Not applicable |
| 6 | IFRS- 6 | Exploration for and Evaluation of Mineral Resources | Not applicable |
| 7 | IFRS- 7 | Financial Instruments: Disclosures | Complied |
| 8 | IFRS- 8 | Operating Segments | Complied |
| 9 | IFRS- 9 | Financial Instruments | Complied |
| 10 | IFRS- 10 | Consolidated Financial Statements | Not applicable |
| 11 | IFRS- 11 | Joint Arrangements | Complied |
| 12 | IFRS- 12 | Disclosure of Interests in other Entities | Complied |
| 13 | IFRS- 13 | Fair Value Measurement | Complied |
| 14 | IFRS- 14 | Regulatory Deferral Accounts | Not applicable |
| 15 | IFRS- 15 | Revenue from contracts with customers | Complied |
| 16 | IFRS- 16 | Leases | Not applicable |
| 17 | IFRS- 17 | Insurance Contracts | Not applicable |



| | | Amount in Taka | |
|--|--|-----------------------|-----------------------|
| | | 30 June 2025 | 30 June 2024 |
| 5. Property, plant & equipment, net | Cost/Revaluation | | |
| | Opening balance | 23,990,275,619 | 23,940,004,298 |
| | Add: Addition during the period | 44,548,704 | 50,271,321 |
| | Closing balance | 24,034,824,323 | 23,990,275,620 |
| | Accumulated depreciation | | |
| | Opening balance | 3,526,540,363 | 3,246,253,871 |
| | Add: Charged during the period | 272,538,627 | 280,286,492 |
| | Closing balance | 3,799,078,990 | 3,526,540,363 |
| | Closing balance of written down value (WDV) | 20,235,745,333 | 20,463,735,256 |
| Details of property, plant and equipment have been shown in Annexure- A. | | | |
| 6. Intangible asset, net | Cost/Revaluation | | |
| | Opening balance | 13,872,395 | - |
| | Add: Addition during the period | - | 13,872,395 |
| | Closing balance | 13,872,395 | 13,872,395 |
| | Accumulated amortisation | | |
| | Opening balance | 1,387,240 | - |
| | Add: Charged during the period | 1,387,240 | 1,387,240 |
| | Closing balance | 2,774,479 | 1,387,240 |
| | Closing balance of written down value (WDV) | 11,097,916 | 12,485,156 |
| 7. Construction work in progress | | | |
| | Sheraton Dhaka (note-7.01) | 7,455,801,501 | 7,439,178,383 |
| | Seven Star International Chain Hotel (note-7.02) | 1,264,786,069 | 1,252,353,363 |
| | | 8,720,587,570 | 8,691,531,746 |
| 7.01 Sheraton Dhaka | Opening balance | 7,439,178,383 | 7,056,029,346 |
| | Add: Addition during the period | 16,623,118 | 383,149,037 |
| | Closing balance | 7,455,801,501 | 7,439,178,383 |

Dhaka City Corporation (DCC), presently Dhaka North City Corporation (DNCC), was the owner of 60 kathas of land located at 44, Kemal Ataturk Avenue, Banani, Dhaka-1213 where DNCC constructed a three storied building along with one basement on an area of 44 (forty-four) kathas of land with a foundation and there was also a vacant land of 16 (sixteen) kathas. Subsequently, Borak Real Estate Ltd. submitted a tender proposal and the Technical and Tender Evaluation Committee issued a letter of acceptance. Thus DNCC registered and executed an agreement with BREL to construct a building on the aforesaid 60 kathas of land (vacant and existing three storied building). For floors upto level-14, was agreed at the following ratio:

- a) Borak Real Estate Limited 70% and
- b) Dhaka City Corporation 30% .

DNCC also executed a registered Power of Attorney in favor of BREL empowering and authorising BREL to sell, mortgage, lease, etc it's portion of share at its own.

Subsequently, an Agreement was made between Unique Hotel & Resorts PLC and Borak Real Estate Limited (BREL) on December 07, 2010 for construction and operation of a five-star hotel, which was duly submitted to Bangladesh Securities & Exchange Commission before going to IPO of Unique Hotel & Resorts PLC. According to that agreement, profit or loss from hotel operation shall be shared between the parties at the following ratio:

- a) Unique Hotel & Resorts PLC 50%;
- b) Borak Real Estate Limited 50%

Subsequently, a supplementary agreement was duly signed on September 10, 2011 between the parties with the change in terms and conditions as suggested by Bangladesh Securities & Exchange Commission.

In consideration of the above profit or loss sharing ratio, BREL has provided 100% space along with surrounding area for construction of the said Hotel namely "Sheraton Dhaka" and Unique Hotel and Resorts PLC has borne the construction cost of the hotel building and also operation related costs including but not limited to required equipment, machineries, furniture, household articles, kitchen dining, sports articles, office equipments, vehicles, lighting to be procured either locally or from abroad as may be suitable for running a hotel maintaining international standard.



Moreover, DNCC renegotiated with BREL for the floor space of level 15 to 28 at the following ratio:

a) Borak Real Estate Limited 60% and

b) Dhaka City Corporation 40% .

and according to the agreed ratio for level 15-28, DNCC share of 35,640 sft for level 15-28 has been given from BREL space of level-6 & level-9 of the same building. The ratio was approved in the 18th Corporation Board Meeting of DNCC dated November 07, 2022 and 19th Corporation Board Meeting of DNCC dated January 07, 2023. Subsequently, DNCC had requested for approval from Local Government Rural Development (LGRD) vide letter ref. no. 46.207.007.09.26.686.2004 dated March 02, 2023 for the space allocation for level 15-28 at 60:40 ratio between BREL and DNCC.

Furthermore, Board of Directors of Unique Hotel and Resorts PLC has reviewed the existing agreement between BREL and UHRL for Sheraton Dhaka and have decided to continue the 50:50 profit sharing ratio with BREL at its 165th meeting dated June 26, 2023. In the meantime, a writ petition being No. 7415/2023 is pending before High Court Division wherein High Court Division vide order dated 09.10.2023 directed DNCC and BREL to execute the agreement by sharing spaces up-to 20 floors and accordingly both the parties had executed an agreement on 13.11.2023. However, the parties will execute a further agreement up-to 28th floor upon final verdict of the Court.

In these circumstances, UHRL and BREL have executed a Joint Venture (Profit Sharing) Agreement on 30 June 2024 which is effective from June 26, 2023 with revised terms and conditions.

| | | Amount in Taka | |
|--|--|----------------------|----------------------|
| | | 30 June 2025 | 30 June 2024 |
| 7.02 Seven Star International Chain Hotel (Southpark project) | | | |
| Opening balance | | 1,252,353,363 | 1,092,787,382 |
| Add: Addition during the period | | 12,432,706 | 159,565,981 |
| Closing balance | | 1,264,786,069 | 1,252,353,363 |
| 8. Inventories | | | |
| Inventories -The Westin Dhaka (note- 8.01) | | 94,239,955 | 107,083,421 |
| Inventories- Sheraton Dhaka | | 24,768,597 | 20,544,826 |
| Inventories - HANSA - A Premium Residence | | 12,908,456 | 6,935,561 |
| Inventories- Airport Lounge | | 158,361 | 184,496 |
| Inventories- Other | | 1,718,341 | 585,371 |
| Closing balance | | 133,793,711 | 135,333,674 |
| 8.01 Inventories -The Westin Dhaka | | | |
| Food | | 20,339,388 | 18,089,569 |
| Beverage | | 57,856,744 | 72,950,028 |
| Operating supplies | | 16,043,823 | 16,043,823 |
| | | 94,239,955 | 107,083,421 |
| 9. Investments | | | |
| Investment in quoted shares (note-9.01) | | 244,635,937 | 247,855,693 |
| Investment in Joint Venture (note-9.02) | | 7,785,867,917 | 5,597,536,974 |
| Investment in unquoted shares (note-9.03) | | 87,786,000 | 87,737,000 |
| Investment in Associate (note-9.04) | | 3,307,485 | 4,113,893 |
| | | 8,121,597,340 | 5,937,243,560 |



Investments in equity shares in different companies are classified as a financial asset at fair value through profit or loss as it was held for trading (it was acquired or incurred principally for the purpose of selling or repurchasing it in the near future). The investment has been measured at fair value except investments that do not have a quoted investment price in an active market and whose fair value can not be reliably measured. Investments that do not have a quoted investment price has been measured at cost. In reference to para 5.7.1 of IFRS 9: Financial Instruments, the gain or loss arising from change in the fair value of the investments is recognized in the statement of profit or loss and other comprehensive income.

| | Book value | Fair value | Fair value |
|---|--------------------|--------------------|--------------------|
| | 30.06.2025 | 30.06.2025 | 30.06.2024 |
| 9.01 Investment in quoted shares | 261,873,895 | 244,635,937 | 247,855,693 |
| The ACME Laboratories Limited | 11,394,300 | 6,859,000 | 6,507,500 |
| Aftab Automobiles Limited | 4,916,870 | 2,152,986 | 2,182,080 |
| Bangladesh Building Systems Ltd. | 4,393,730 | 1,442,000 | 1,960,000 |
| Berger Paints Bangladesh Ltd. | 256,547 | 239,325 | 276,705 |
| BRAC Bank PLC | | | 750,999 |
| Beximco Pharmaceuticals Ltd. | 12,882,143 | 6,027,000 | 8,267,000 |
| BAT Bangladesh | 42,392,986 | 24,793,395 | 28,532,292 |
| The City Bank PLC | 6,975,395 | 4,047,936 | 3,378,988 |
| Chartered Life Insurance Company Limited | 22,500,310 | 117,001,612 | 101,476,398 |
| Dhaka Electric Supply Co. Ltd. | 955,620 | 503,800 | 539,000 |
| Dutch Bangla Bank Ltd. | 970,608 | 726,264 | 790,300 |
| Export Import (Exim) Bank of Bangladesh Limited | 10,350,524 | 3,850,000 | 5,810,000 |
| First Security Islami Bank PLC | 9,395,050 | 3,225,915 | 5,263,335 |
| Global Islami Bank PLC | 10,000 | 3,306 | 7,053 |
| Grameenphone Limited | 5,838,052 | 3,945,756 | 3,224,559 |
| IDLC Finance Ltd. | 14,419,632 | 6,394,500 | 6,195,000 |
| IT Consultants Limited | 9,772,646 | 8,016,433 | 9,574,556 |
| Islami Commercial Insurance Company Limited | 420 | 844 | 1,012 |
| JMI Hospital Requisite Manufacturing Limited | 1,020 | 2,392 | 3,606 |
| Keya Cosmetics Ltd. | 308,308 | 188,000 | 160,000 |
| LafargeHolcim Bangladesh Limited | 5,434,400 | 1,900,000 | 2,492,000 |
| Mercantile Bank PLC | 4,976,472 | 2,506,140 | 3,148,740 |
| MJL Bangladesh PLC | 8,349,681 | 7,273,440 | 6,017,259 |
| National Bank Ltd. | 17,451,259 | 3,500,000 | 6,100,000 |
| National Credit and Commerce Bank Ltd. | 4,799,279 | 2,178,871 | 2,156,862 |
| One Bank Limited | 2,759,468 | 1,597,519 | 1,620,341 |
| Power Grid Company of Bangladesh Limited | 14,976,080 | 5,346,250 | 6,431,950 |
| Pharma Aids Limited | 23,001,585 | 13,387,500 | 16,712,500 |
| Premier Bank Limited | 3,021,659 | 1,608,200 | 2,175,800 |
| Sena Kalyan Insurance Company Limited | 190 | 830 | 929 |
| Sonali Life Insurance Company Limited | 170 | 825 | 1,323 |
| Square Pharmaceuticals PLC | 19,265,597 | 15,878,698 | 16,030,720 |
| SouthBangla Agriculture & Commerce Bank Limited | 600 | 415 | 446 |
| Union Insurance Company Limited | 290 | 809 | 1,012 |
| Best Holdings Limited | 101,285 | 32,640 | 61,146 |
| Asiatic Laboratories Ltd. | 1,720 | 3,337 | 4,283 |



9.02 Investment in Joint Venture

SFL Unique Nebras Meghnaghat Power PLC

Ordinary share capital

Preference share

Share of net profit of Joint Venture entity (note-9.02.01)

Share of other comprehensive income of Joint Venture entity (note-9.02.02)

Closing balance

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| | |
| 641,050 | 641,050 |
| 5,344,024,340 | 4,469,133,960 |
| 2,724,709,817 | 1,186,409,748 |
| (283,507,290) | (58,647,785) |
| 7,785,867,917 | 5,597,536,974 |

SFL Unique Nebras Meghnaghat Power PLC. ("Joint Venture entity") was initiated among Strategic Finance Ltd. (SFL), Unique Hotel & Resorts PLC and GE Capital Energy Investments B.V. (GE). Unique Hotel & Resorts PLC (the company) has subscribed for 62.76% of ordinary shares of Joint Venture entity as a sponsor company. Later on, Nebras Power, a Qatar based power company, came into the joint arrangement with a commitment of providing 24% equity into the project company through their Netherland based entity Nebras Power Investment Management BV (Nebras). As GE expressed its unwillingness to inject any further equity into the project company after initial subscription of USD 3000, all the subsequent equity has been providing by Unique Hotel and Resorts PLC, SFL and Nebras in the form of preference shares. Equity injection through preference shares is essential because of some covenant into project agreement restricting any change in ownership structure of the project company before the lapse of sixth year of commercial operation.

In these circumstances, a Share Purchase Agreement (SPA) has been executed between SFL Unique Nebras Meghnaghat Power PLC., Unique Hotel & Resorts PLC, Strategic Finance Limited (SFL) and Nebras Power Investment Management BV. Based on the abovementioned agreement, Unique Hotel & Resorts PLC has agreed to transfer 11.76%; 14,641 numbers of ordinary shares @Tk.10 per ordinary share to Nebras Power Investment Management BV in consideration of total USD 24,068,800 to be executed by 1st, 2nd, 3rd and 4th closing, phase by phase subject to the satisfaction of the Condition Precedents (CPs) as per agreement. The shareholders of Unique Hotel & Resorts PLC have been duly informed through a Price Sensitive Information dated April 15, 2021. As such, pursuant to the Schedule 1 of the SPA, the company completed the CPs of the first closing where Unique Hotel and Resorts PLC transferred 8.82% (10,981 shares) to Nebras Power Investment Management BV on February 22, 2022. Subsequently, Nebras Power Investment Management B.V has remitted the First closing money of USD 9,699,188.88 including stamp duty to the bank account of Unique Hotel & Resorts PLC. The Company has completed 2nd and 3rd closing of the aforesaid SPA and further transferred 3,050 (2.45%) shares to Nebras for a consideration of USD 10,911,587 including stamp duty. According to the Share Sale and Purchase Agreement with Nebras Power Investment Management B.V (NPIM) signed on April 15, 2021; Unique Hotel & Resorts PLC. has sold .49%, i.e. 610 no.s of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 35,42,145 (Tk. 425,807,641). The cost of the shares @Tk.10 is Tk.6,100 (USD 50). The capital gain on sale of share amounts to USD 35,42,095 (Tk. 425,801,541) After 4th closing, the total ordinary shareholding of Unique Hotel & Resorts PLC came down to 51%.

As per Shareholders Agreement (SHA) signed between Unique Hotel & Resorts PLC, Strategic Finance Limited, Nebras Power Investment Management B.V., GE Capital Global Energy Investments B.V., Individual shareholders and SFL Unique Nebras Meghnaghat Power PLC; SFL, Unique Hotel & Resorts PLC and Nebras will hold 38.76%, 37.24% and 24% respectively of the preference shares in issue of the project company from the date of signing the SHA. Investment in ordinary shares and cumulative preference shares have initially been recorded at cost.

Since preference shareholders are responsible for substantially all of the equity injection, they have complete control over how the relevant activities are implemented in proportion to their preferred shareholding percentage as mentioned above. Unique Hotel & Resorts PLC, SFL and Nebras take all the relevant decisions of the Joint Venture entity jointly. Hence, Unique Hotel & Resorts PLC, SFL and Nebras have joint control over UMPL and have right over net assets of the Joint Venture entity in proportion to their ordinary shares and preference shares on fully dilution basis. Under these circumstances, Unique Hotel & Resorts PLC has accounted for investment in SFL Unique Nebras Meghnaghat Power PLC as joint venture under IFRS 11: Joint Arrangements in equity method as per IAS 28: Investment in Associates and Joint Ventures.

According to IAS 28 (paragraph 10), the investment in SFL Unique Nebras Meghnaghat Power PLC (Joint Venture entity) was recognised at cost on initial recognition and the carrying amount is increased or decreased to recognise the Unique Hotel & Resorts PLC's share of the profit or loss of and other comprehensive income of the Joint Venture entity after the date of acquisition. Moreover, according to the AOA of SFL Unique Nebras Meghnaghat Power PLC and terms and conditions of the Shareholders Agreement and Subscription Agreement, the ordinary shareholders shall not receive any dividend and only lead parties, namely Unique Hotel & Resorts PLC, SFL and Nebras will be entitled to dividend on sweep cash basis in proportion of preference shareholding percentage until the conversion of all preference shares into fully paid ordinary shares. In both scenarios, Unique Hotel & Resorts PLC will get only 37.24% of the dividend to be distributed. As a result, Unique Hotel & Resorts PLC has accounted for 37.24% of the net assets of SFL Unique Nebras Meghnaghat Power PLC for calculation of carrying amount of the investment in the joint venture entity in equity method.



9.03 Investment in unquoted shares

Eastern Industries Bangladesh Limited
Dacca Steel Works Ltd. (9.03.01)
Sun Service Limited

| Amount in Taka | |
|-------------------|--------------------------|
| 30 June 2025 | 30 June 2024 Restated |
| 185,000 | 185,000 |
| 87,552,000 | 87,552,000 |
| 49,000 | - |
| 87,786,000 | 87,737,000 |

Unique Hotel and Resorts PLC has investment in 58,368 no. of shares at Dacca Steel Works Limited which comprises 23.47% of the total shareholding of the Company. UHRL has representation in the Board of Directors of Dacca Steel Works Limited accordingly. Still, the Board of Directors of Dhaka Steel have no control or significant influence in the decision making of operation of the company. In these circumstances, the Management of Unique Hotel and Resorts PLC does not exert significant influence over decision making of Dacca Steel Works Limited, consequently the company does not account for its investment at Dacca Steel Works Limited in equity method as per IAS 28: Investment in Associates and Joint Ventures.

Unique Hotel and Resorts PLC has invested in the shares of Dacca Steel Works Limited. In this regard, a writ petition being No. 7269 of 2021 was filed by the Managing Director of Dacca Steel Works Ltd. on September 05, 2021 against Secretary, Ministry of Industry of Bangladesh and others. The High Court Division of the Supreme Court issued Rule Nisi upon the respondents to know as to why a direction shall not be passed to handover the possession of the property (immovable and movable assets) in favour of the management and the rule is still pending for hearing.

9.04 Investment in Associate**Sonargaon Economic Zone Limited**

Ordinary share capital
Add: Share of loss of SEZL during the period (note-9.04.01)

| | |
|------------------|------------------|
| 10,500,000 | 10,500,000 |
| (7,192,515) | (6,386,107) |
| 3,307,485 | 4,113,893 |

Unique Hotel & Resorts PLC ("the Company") holds a 35% equity interest in Sonargaon Economic Zone Limited (SEZL), amounting to Tk. 10,500,000, which qualifies as an investment in an associate in accordance with IAS 28 – Investments in Associates and Joint Ventures. In addition, the Company has provided an advance of Tk. 883,032,390 to SEZL.

The Government of Bangladesh, through the Bangladesh Economic Zones Authority (BEZA) (Reference No. 03.07.0000.023.49.055.16.4076) and the Bangladesh Investment Development Authority (BIDA), cancelled the license of SEZL along with nine other economic zones by notification dated 13 April 2025. This event represents an indicator of impairment under IAS 36 – Impairment of Assets, requiring the Company to assess whether the carrying amount of its investment and related advances exceeds their recoverable amount.

Management has carried out an impairment assessment as at 26 October 2025 (subsequent to the reporting date). Based on the assessment, the recoverable amount of the investment is Tk. 1,127,552,859 and which is Tk. 241,212,983 higher than the aggregate amount of investment in subsidiary is Tk. 886,339,875 (Value of equity investment in associate Tk. 3,307,485 and Advance to SEZL 883,032,390).

As the recoverable amount exceeds the carrying amount, no impairment loss has been recognized in respect of the Company's investment and related advances in SEZL, notwithstanding the cancellation of the economic zone license.

9.04.01 Net Profit/(loss) and Other Comprehensive income of Sonargaon Economic Zone Limited

Opening balance
Add: Share of loss of SEZL during the period (note-9.04.02)
Closing balance

| | |
|--------------------|--------------------|
| (6,386,107) | (5,567,226) |
| (806,408) | (818,881) |
| (7,192,515) | (6,386,107) |

| Amount in Taka | |
|---------------------------------|---------------------------------|
| 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |

9.04.02 Profit/(loss) of Sonargaon Economic Zone Limited

Revenue
General and Other Administrative expenses
Depreciation and amortisation expense
Finance expense
Loss after tax
Other comprehensive income
Total comprehensive income
Share of loss of SEZL during the period (35%)

| | |
|--------------------|--------------------|
| - | - |
| (1,728,016) | (1,784,108) |
| (522,172) | (498,580) |
| (53,834) | (56,972) |
| (2,304,023) | (2,339,659) |
| - | - |
| (2,304,023) | (2,339,659) |
| (806,408) | (818,881) |



9.04.03 Asset and Liability position of Sonargaon Economic Zone Limited

According to IFRS 12, the following is summarised financial information for Sonargaon Economic Zone Limited based on its financial statements prepared in accordance with IFRS:

| | Amount in Taka | |
|-------------------------|------------------|-------------------|
| | 30 June 2025 | 30 June 2024 |
| Current assets | 22,144,031 | 42,370,692 |
| Non current assets | 1,252,928,248 | 1,225,935,832 |
| Current liabilities | 1,265,622,320 | 1,256,552,543 |
| Non current liabilities | - | - |
| Net assets | 9,449,958 | 11,753,981 |

Includes:

- fixed assets of Tk. 1,275,072,278 (30 June 2024: Tk. 1,268,306,524)

- cash and cash equivalents of Tk. 181,316 (30 June 2024: Tk. 23,510,138)

No dividend has been received from Sonargaon Economic Zone Limited during the period from 01 July 2024 to 30 June 2025.

10. Accounts receivable

| | Amount in Taka | |
|---|----------------------|----------------------|
| | 30 June 2025 | 30 June 2024 |
| Receivable of The Westin Dhaka | 250,695,247 | 243,714,951 |
| Receivable of HANSA - A Premium Residence | 8,876,607 | 4,313,759 |
| Receivable of Sheraton Dhaka | 59,181,310 | 51,478,775 |
| Receivable of Airport Lounge | 33,058,219 | 34,290,885 |
| | 351,811,383 | 333,798,370 |
| Less: Provision for bad & doubtful debts | | |
| Provision for bad & doubtful debt of The Westin Dhaka | (144,586,684) | (144,494,849) |
| Provision for bad & doubtful debt of Sheraton Dhaka | (1,592,464) | (1,153,884) |
| | (146,179,147) | (145,648,733) |
| Closing balance | 205,632,235 | 188,149,637 |

Provision for bad debts is made at the rate of 3% of rolling twelve months of average receivables in compliance with the policy of Marriott International. Moreover, total accounts receivable of The Westin Dhaka is Tk. 250,695,247 and out of that, receivable from Karim Associates (customer) is Tk. 141,579,465 (invoices belongs to FY 2019-2020 pre COVID-19 period). Due to COVID-19, the Govt. restricted international flight operations and Karim Associates stopped their operations from March 2020. However, Karim Associates entered an agreement with Unique Hotel & Resorts PLC in September 30, 2020, indicating they will restore the operations effective from October 2020 and repay the dues in three equal installments through post-dated cheques of Tk. 47,193,155 each payable in December 2020, March 2021, and June 2021. However, these scheduled cheques bounced due to insufficient funds. This raised uncertainty in recovering the due balance from Karim Associates. In these circumstances, management of Unique Hotel & Resorts PLC made specific provision for the aforesaid receivable balance of Tk. 141,579,465 during the period ended 30 June 2021. However, as per our legal department recommendation, we proceeded with the service of statutorily mandated demand notice and subsequently, we filed separate Negotiable Instruments Act cases on February 28, 2021 (Sessions Case no. 9820/2021 arising out of CR 281/21); June 16, 2021 (Sessions Case No. 14939/2021 arising out of CR 866/21) and September 13, 2021 (Sessions Case No. 2386/2022 arising out of CR 2386/21) for the abovementioned cheques against Karim Associates which is under subjudice now. Updates of the cases are as follows:

1. Sessions Case no. 9820/2021 arising out of CR 281/21 : Charge framed against the accused, Karim Associates and the case is pending for giving deposition of complainant witness. Next date is 31.08.2025 for cross-examination of complainant witness.

2. Sessions Case No. 14939/2021 arising out of CR 866/21 : Charge framed against the accused, Karim Associates on May 12, 2024. The court has scheduled a revised date for giving deposition of complainant witness on October 28, 2025;

3. Sessions Case No. 6214 of 2022 arising out of CR- 2386/2021 : Charge framed against the accused, Karim Associates on July 10, 2024. The court has scheduled a revised date for giving deposition of complainant witness on September 09, 2025.



10.01 Accounts receivable- ageing summary

0- 30 days
31-60 days
61-90 days
91-120 days
121- 150 days
151 days and over

| Amount in Taka | |
|--------------------|--------------------|
| 30 June 2025 | 30 June 2024 |
| 107,579,282 | 65,278,800 |
| 30,842,403 | 50,428,374 |
| 25,193,071 | 25,642,148 |
| 35,206,453 | 38,807,740 |
| 7,637,626 | 7,682,155 |
| 145,352,547 | 145,959,153 |
| 351,811,383 | 333,798,370 |

This is considered good and is falling due within one year. Classification schedule as required by schedule XI of Companies Act, 1994 are as follows:

| Sl. No. | Particulars | Amount in Taka | |
|-----------|--|--------------------|--------------------|
| | | 30 June 2025 | 30 June 2024 |
| I | Accounts receivable considered good in respect of which the company is fully secured | 205,632,235 | 188,149,637 |
| II | Accounts receivable considered doubtful or bad | 146,179,147 | 145,648,733 |
| | Total | 351,811,383 | 333,798,370 |

11. Other receivables

Accrued interest on FDR
Sponsor Support loan receivable from SFL Unique Nebras Meghnaghat Power PLC (note- 11.01)
Receivable from Nebras Power Investment Management B.V
Borak Real Estate Ltd.
Car rent receivable

| Amount in Taka | |
|----------------------|--------------------|
| 30 June 2025 | 30 June 2024 |
| 46,383,404 | 52,615,137 |
| 538,658,718 | 256,039,228 |
| - | 7,337,478 |
| 776,976,136 | - |
| 263,333 | 360,000 |
| 1,362,281,591 | 316,351,843 |

11.01 Sponsor Support loan receivable from SFL Unique Nebras Meghnaghat Power PLC

Sponsor support loan
Interest receivable on Sponsor Support loan

| | |
|--------------------|--------------------|
| 465,383,619 | 245,667,619 |
| 73,275,099 | 10,371,609 |
| 538,658,718 | 256,039,228 |

SFL Unique Nebras Meghnaghat Power PLC successfully completed the Reliability Run Test (RRT) on 19 January 2024 and the Commercial Operation date of the project was 20 January 2024, but the official COD letter was issued by the Bangladesh Power Development Board (BPDB) on March 03, 2024. However, COD has been delayed and BPDB has also been delayed in settling the invoice in the recent time. Moreover, USD 360 million foreign loan (partial disbursement out of USD 463 million) has also been disbursed to SFL Unique Nebras Meghnaghat Power PLC on December 18, 2023. As a Sponsor of the project, we need to provide a Sponsor Support loan to the Joint Venture entity to meet their 1st repayment of the aforesaid foreign loan which was scheduled on March 15, 2024.

SFL Unique Nebras Meghnaghat Power PLC will repay the sponsors' loan once they have received the invoiced money from BPDB.

Moreover, based on the Agreement between Unique Hotel & Resorts PLC and SFL Unique Nebras Meghnaghat Power PLC for the Sponsor's support loan; interest has been accrued at cut off yield of 182 days Bangladesh Government Treasury Bill (BGTB) published by Bangladesh Bank in its website plus 2% margin per annum, calculated on a semi annually basis.

12. Advances, deposits and prepayments

Advances (note-12.01)
Deposits (note-12.02)
Prepayments (note-12.03)

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 3,715,713,946 | 5,764,899,969 |
| 39,337,692 | 39,158,803 |
| 7,404,051 | 4,738,534 |
| 3,762,455,689 | 5,808,797,306 |



| | | Amount in Taka | |
|--|--|----------------------|----------------------|
| | | 30 June 2025 | 30 June 2024 |
| 12.01 Advances | | | |
| Advance income tax (note-12.01.01) | | 75,552,475 | 132,729,174 |
| Advance to Govt. | | 175,500,000 | 175,500,000 |
| Advance to vendors | | 8,906,693 | 1,311,404 |
| Advance to employees | | 1,102,970 | 910,742 |
| Advance to suppliers- The Westin Dhaka and Sheraton Dhaka | | 30,957,262 | 25,078,428 |
| Advance for rennovation work of The Westin Dhaka | | 12,876,850 | 12,295,354 |
| Advance to Civil Aviation Authority of Bangladesh for Airport Lounge | | - | 46,212,791 |
| Prepaid expenses- The Westin Dhaka and Sheraton Dhaka | | 3,515,387 | 4,516,302 |
| Advances for HANSA-A Premium Residence | | 933,301 | 729,124 |
| Prepaid commission for bank guarantee for Joint Venture entity | | 12,448,526 | 20,397,171 |
| Advance against salary | | 125,125 | 520,375 |
| Advance for Unique Convention centre | | 1,505,000 | 1,505,000 |
| Advance against land | | 49,376,309 | 49,376,309 |
| Advance against land of Southpark project (note-12.01.02) | | 1,446,255,833 | 1,446,255,833 |
| Advance for hotel and service apartment (note-12.01.03) | | 260,631,345 | 2,270,920,057 |
| Advance against land of Sonargaon Economic Zone | | 668,074,274 | 668,074,274 |
| Sonargaon Economic Zone Limited | | 883,032,390 | 885,802,226 |
| Other advances (note 12.01.04) | | 84,920,207 | 22,765,405 |
| | | 3,715,713,946 | 5,764,899,969 |
| 12.01.01 Advance income tax | | | |
| Opening balance | | 132,729,174 | 206,490,093 |
| Add: Advance tax paid during the period for IY 2024-25 | | 75,552,475 | 132,729,174 |
| Add: Advance tax paid during the year for IY 2024-25 | | (132,729,174) | 32,164,738 |
| Less: Advance tax adjusted during the period for IY 2023-24 (AY: 2024-25) | | - | (43,750,412) |
| Less: Advance tax adjusted during the period for IY 2022-23 (AY: 2023-24) | | - | (194,904,419) |
| Closing balance | | 75,552,475 | 132,729,174 |
| 12.01.02 Advance against land of Southpark project (Receivable from Borak Real Estate Ltd.) | | | |
| Opening balance | | 1,446,255,833 | 2,600,000,000 |
| Less: Advance refund received from Borak Real Estate Ltd. during the period | | - | (1,153,744,167) |
| Closing balance | | 1,446,255,833 | 1,446,255,833 |

Advance against land includes the advance of Tk. 2,600,000,000 for the purchase of 23.9375 katha of land at Gulshan Avenue, Gulshan-2, Dhaka-1213, from Borak Real Estate Limited (BREL) to be used by the Company as proposed Seven Star International Chain Hotel. However, amidst the post covid economic crisis, the Board of Directors reviewed the existing investment projects of Unique Hotel and Resorts PLC. After extensive review, to complete the on-going project development work smoothly, the Board of Directors has decided to appoint a third party valuer namely Howladar Yunus & Co., Chartered Accountants to assess the fair value. On the basis of valuation, the Board of Directors has decided to develop the proposed Seven Star International Chain Hotel jointly with Borak Real Estate Ltd. (BREL). Therefore, UHRL would get back the aforesaid advance from Borak Real Estate Ltd. and on board the company as a joint venture (profit sharing) partner of the project as per the land ratio 53.34 (BREL) : 46.66 (UHRL). This decision was duly approved by the shareholders on 22nd Annual General Meeting dated 12th December 2023.

In the meantime, Borak Real Estate Limited has started returning the advance money to UHRL and till June 30, 2024 BREL already refunded BDT 1,153,744,167.



12.01.03 Advance for hotel service apartment (Receivable from Borak Real Estate Ltd.)

Opening balance

Add: Addition during the period

Less: Advance refund received from Borak Real Estate Ltd. during the period

Closing balance

| Amount in Taka | |
|--------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 2,270,920,057 | 2,709,153,875 |
| - | 1,623,466,182 |
| (2,010,288,712) | (2,061,700,000) |
| 260,631,345 | 2,270,920,057 |

The advance has been given to Borak Real Estate Limited for the purchase of 1,85,575.03 sft. floor space along with proportionate car parking and common spaces of the Commercial Complex namely "Acropolis" situated at Plot # 34A, 35A, 36A, 37A, 38B and 38C, Road# 35 & 45, Gulshan (North) Commercial Area, Dhaka. Total advance payment against purchase of the space amounts to BDT 3,919,375,000 as of 30 June 2024. Moreover, loan from Al Arafah Islami Bank Ltd. and Standard Chartered Bank has been taken to purchase the aforesaid floor space at 50:50 debt:equity ratio and to finance the development of the project. Borrowing costs arising from the aforesaid loan has been capitalised which amounts to BDT 310,897,758 as of 22nd Annual General Meeting dated 12th December 2023. Details of the said loan has been disclosed in note-19.

However, amidst the post covid economic crisis situation, the Board of Directors reviewed the existing investment projects of Unique Hotel and Resorts PLC. After extensive review and series of discussion, the Board of Directors decided to appoint a third party valuer to assess the fair value of the project. Accordingly, a valuation work had been carried out by a renowned Chartered Accountancy Firm namely, MABS & J Partners, Chartered Accountants. On the basis of the valuation report BREL agreed to pay full advance amount of Tk. BDT 3,919,375,000 along with the fair value gain of 413,245,057, the Board of Directors decided to get back the advance money from Borak Real Estate Ltd. This decision was duly approved by the shareholders on 22nd Annual General Meeting dated 12th December 2023. Accordingly Borak Real Estate Ltd. has refunded advance money worth BDT 2,061,700,000 to Unique Hotel and Resorts PLC during the year ended 30 June 2024 and BDT 2,010,288,712 during the year ended 30 June 2025.

12.01.04 Other Advance

Unique Hotel and Resorts PLC paid BDT 88,054,859 to Civil Aviation Authority of Bangladesh (CAAB) to continue business activities of its revenue stream in the Airport (Sky Lounge) situated at 3rd floor of the Hazrat Shahjalal International Airport (Sky Lounge) in 2021. The aforesaid payment is the accumulated due balance from Karim Associates to CAAB, which was supposed to be adjusted with our future lease payments for the Sky Lounge. Subsequently, CAAB has recovered partially the due balance from Karim Associates and BDT 19,331,674 was duly adjusted with our yearly lease payment for the FY 2022-23. In these circumstances, considering a conservative approach, the management of Unique Hotel and Resorts PLC has decided to recognise full impairment allowance for the remaining due of BDT 68,723,185 as of 30 June 2024. However, if any amount is recovered in the future that will be adjusted with our future lease payment for Sky Lounge.

12.02 Deposits

Bank margin

Security deposit

| Amount in Taka | |
|-------------------|-------------------|
| 30 June 2025 | 30 June 2024 |
| 3,788,820 | 3,788,820 |
| 35,548,872 | 35,369,983 |
| 39,337,692 | 39,158,803 |

12.03 Prepayments

Insurance- The Westin Dhaka (Property Damage & Business Interruption)

Insurance- The Westin Dhaka (Commercial General Liabilities)

Insurance- The Westin Dhaka (Terrorism insurance coverage)

Insurance- Sheraton Dhaka (Terrorism insurance coverage)

Insurance- Sheraton Dhaka (Property insurance coverage)

Insurance- Sheraton Dhaka (Commercial General Liabilities)

Insurance- HANSA (Property insurance and Commercial General Liability)

Insurance- Health coverage for HO associates

| | |
|------------------|------------------|
| 1,027,966 | 256,990 |
| 2,301,971 | 941,001 |
| 233,667 | 68,397 |
| - | 733,334 |
| 2,803,351 | 2,098,896 |
| 762,217 | 550,607 |
| 195,036 | 89,309 |
| 79,843 | - |
| 7,404,051 | 4,738,534 |



13. Fixed deposit receipts

Fixed deposit receipts of The Westin Dhaka

People's Leasing and Financial Services Ltd.
International Leasing and Financial Services Ltd.
The City Bank PLC
One Bank PLC
Brac Bank PLC
Prime Bank
Eastern Bank PLC

Fixed deposit receipts of Sheraton Dhaka

Brac Bank PLC
The City Bank PLC
One Bank PLC

Fixed deposit receipts of Head office

Southeast Bank PLC
City Bank Ltd.
One Bank PLC
United Commercial Bank PLC

Fixed deposit receipts of HANSA - A Premium Residence

Eastern Bank PLC
Brac Bank PLC

Current and non-current classification

Non-current asset

Less: Impairment of financial asset in People's Leasing and Financial Services Ltd.
Less: Impairment of financial asset in International Leasing and Financial Services Ltd.

Current asset

Closing balance

The Company has investments in People's Leasing and Financial Services Ltd. (PLFSL) to the extent of Tk. 43,679,385 in the form of term deposits. At present, a winding up application, Financial Institution Matter No. 1 of 2019 filed by Bangladesh Bank, is pending against PLFSL in the Honorable High Court Division of the Supreme Court of Bangladesh. The Honorable High Court has not allowed the application but has instead reconstructed PLFSL's Board of Directors through the court order dated July 15, 2021 and also directed the depositors not to insist upon the Board of Directors or management of the PLFSL for return of their money in next six (6) months. The order of direction restraining Unique Hotel & Resorts PLC as a depositor from demanding repayment from PLFSL has been extended four times, lastly until January 2024. Unique Hotel & Resorts PLC is also not aware of any developments which would suggest that there would not be any further extensions of the interim order. Unique Hotel & Resorts PLC has also sought legal opinion from renowned legal advisor in this matter. However, considering the abovementioned facts, Unique Hotel & Resorts PLC has considered its investment in PLFSL to be a credit impaired financial asset in terms of IFRS 9 on a conservative approach and has made loss allowance against the principal receivable from PLFSL. Unique Hotel & Resorts PLC made 100% loss allowance as of 30 June 2025. However, such allowance represents a prudent measure of accounting on its part, it does not represent a waiver of any claim against PLFSL.

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 43,679,385 | 43,679,385 |
| 231,000,000 | 231,000,000 |
| 294,214,972 | 200,000,000 |
| - | 90,000,000 |
| 383,890,153 | 380,982,127 |
| 60,902,417 | - |
| - | 72,194,111 |
| 1,013,686,926 | 1,017,855,623 |
| 66,490,244 | - |
| 30,235,520 | 66,595,000 |
| - | 20,145,000 |
| 96,725,764 | 86,740,000 |
| 21,903,627 | 20,399,436 |
| - | 512,853,960 |
| 127,685,061 | 90,000,000 |
| 824,028,760 | 800,472,440 |
| 973,617,448 | 1,423,725,836 |
| 20,800,000 | 20,000,000 |
| 6,904,670 | 6,365,394 |
| 27,704,670 | 26,365,394 |
| 2,111,734,808 | 2,554,686,854 |
| 274,679,385 | 274,679,385 |
| (43,679,387) | (43,679,387) |
| (184,800,000) | (184,800,000) |
| 46,199,998 | 46,199,998 |
| 1,837,055,423 | 2,280,007,469 |
| 1,883,255,421 | 2,326,207,467 |



Furthermore, the Company has investments in International Leasing and Financial Services Ltd. (ILFSL) to the extent of Tk. 231,000,000 in the form of term deposits. At present, a winding up application by the depositors of ILFSL, Company Matter No. 299 of 2019, is pending against ILFSL in the Honorable High Court Division of the Supreme Court of Bangladesh. The Honorable Court did not allow the application, instead had reconstructed ILFSL's Board of Directors. In these circumstances, notwithstanding the pious intent expressed in ILFSL's latest plan of rebuilding, Unique Hotel & Resorts PLC has made 80% loss allowance against principal receivable from ILFSL on a conservative approach as of 30 June 2024. However, such allowance represents a prudent measure of accounting on its part, it does not represent a waiver of any claim against ILFSL.

However, ILFSL has also shared their rebuilding plan on September 12, 2024 and according to their plan, the depositor companies have been given opportunity to convert their deposits (principal amount) at ILFSL into equity in the form of ordinary shares (25%) and non-cumulative irredeemable preference shares (75%). The final scheme will be submitted before all the depositors and lenders for their approval within June 2025.

14. Cash and cash equivalents

a. Cash in hand

Cash in hand- Corporate office
Cash in hand- Airport Lounge
Cash with brokerage house

Cash at bank

United Commercial Bank Ltd.-Banani Branch
Bank Alfalah Ltd., Gulshan Branch
Eastern Bank Ltd.-Gulshan Branch
Eastern Bank Ltd., HPA- Banani
Eastern Bank Ltd.-Dividend 2020-21
Eastern Bank Ltd.- Dividend 2021-22
Eastern Bank Ltd.- Dividend 2022-23
Eastern Bank Ltd.- Dividend 2023-24
Eastern Bank Ltd.- Unclaimed Dividend account
Prime Bank Ltd.- Banani Branch, (Unit-2)
Prime Bank Limited.-Banani Branch
Al Arafah Islami Bank Ltd., Motijheel- CD
Al Arafah Islami Bank Ltd., Motijheel- FC Account
Janata Bank Ltd.-Corporate Branch
Shahjalal Islami Bank Ltd.-Banani Branch
The City Bank Ltd.-Kawran Bazaar Branch
One Bank Ltd.
Sonali Bank Ltd, Gulshan. Branch, Dhaka
Sonali Bank Ltd., Dhaka Reg. Complex Branch
Sonali Bank Ltd., Gulshan Branch
Prime Bank Ltd. - Banani Branch- CD
Dutch Bangla Bank Ltd.
Agrani Bank Ltd.
Southeast bank Ltd.
IFIC Bank Ltd.
Commercial Bank of Ceylon

Subtotal

| Amount in Taka | |
|-------------------|-------------------|
| 30 June 2025 | 30 June 2024 |
| | |
| 49,957 | 49,090 |
| 28,765 | 145 |
| 10,419,643 | 9,203,207 |
| 10,498,365 | 9,252,442 |
| | |
| 191,439 | 534,529 |
| 4,186,875 | 11,155,849 |
| 1,312,584 | 1,018,559 |
| 187,783 | 435,248 |
| 567,872 | 568,567 |
| 725,886 | 722,621 |
| 1,424,650 | 1,485,367 |
| 1,534,643 | - |
| - | 844 |
| 24,853 | 25,543 |
| 1,036,080 | 5,330,620 |
| 4,204 | 4,163,339 |
| - | 185,736 |
| 23,269 | 23,269 |
| 1,130 | 1,130 |
| 374,845 | 439,281 |
| 39,806 | 16,891 |
| 15,977 | 15,977 |
| 12,472 | 12,472 |
| 50,000 | 50,000 |
| 5,259 | 5,259 |
| 5,055 | 2,288,043 |
| 457,194 | 322,396 |
| 3,452 | 4,670 |
| 11,661 | 11,661 |
| 34,895 | 34,895 |
| 12,231,882 | 28,852,764 |
| 22,730,247 | 38,105,207 |



| | | | Amount in Taka | | |
|-----|---|---------|----------------|----------------|---------------|
| | | | 30 June 2025 | 30 June 2024 | |
| b. | The Westin Dhaka | | | | |
| | Cash in hand | | 925,000 | 925,000 | |
| | Cash at bank | | | | |
| | Standard Chartered Bank | | 2,603,313 | 10,357,944 | |
| | Standard Chartered Bank CD | | 22,172,256 | 4,298,435 | |
| | Prime Bank Limited- C/A | | 882,727 | 215,577 | |
| | Prime Bank Limited- STD | | 615,550 | 37,514,800 | |
| | Prime Bank Limited (replacement reserve account) | | 5,017,313 | 27,672,431 | |
| | The City Bank Limited- Gulshan Branch | | 4,306,275 | 1,579,879 | |
| | Brac Bank Ltd. | | 2,596,838 | 25,153,717 | |
| | Dutch Bangla Bank Ltd. | | 224,403 | 224,898 | |
| | | | 38,418,673 | 107,017,679 | |
| | Subtotal | | 39,343,673 | 107,942,679 | |
| c. | HANSA - A Premium Residence | | | | |
| | Cash in hand | | 912,593 | 413,033 | |
| | Cash at bank | | | | |
| | United Commercial Bank Ltd. | | 26,902,251 | 9,186,711 | |
| | Prime Bank Limited | | 3,144,159 | 3,214,228 | |
| | Standard Chartered Bank | | 232,667 | 233,878 | |
| | | | 30,279,077 | 12,634,817 | |
| | Subtotal | | 31,191,669 | 13,047,849 | |
| d. | Sheraton Dhaka | | | | |
| | Cash in hand | | 863,532 | 496,620 | |
| | Cash at bank | | | | |
| | Standard Chartered Bank | | 10,118,429 | 10,993,335 | |
| | Brac Bank Ltd. | | 170,385 | 335,712 | |
| | Brac Bank Ltd. CD | | 23,618,690 | 43,428,615 | |
| | Standard Chartered Bank (replacement reserve account) | | 15,229,835 | 4,494,395 | |
| | | | 49,137,338 | 59,252,055 | |
| | Subtotal | | 50,000,870 | 59,748,675 | |
| | Total : (a+b+c+d) | | 143,266,460 | 218,844,411 | |
| | | | | | |
| 15. | Share capital | | | | |
| A. | Authorized share capital | | | | |
| | 1,000,000,000 ordinary shares of Tk. 10 each | | 10,000,000,000 | 10,000,000,000 | |
| | | | 10,000,000,000 | 10,000,000,000 | |
| B. | Issued, subscribed and paid- up capital | | | | |
| | 294,400,000 ordinary shares of Tk. 10 each fully paid | | 2,944,000,000 | 2,944,000,000 | |
| | | | 2,944,000,000 | 2,944,000,000 | |
| C. | Shareholding position | | | | |
| | | % | No. of shares | 30 June 2025 | 30 June 2024 |
| | | 52.45% | 154,406,704 | 1,544,067,040 | 1,355,162,020 |
| | Sponsor/Director | 29.03% | 85,471,194 | 854,875,490 | 855,214,960 |
| | Companies and financial Institutions | 0.18% | 520,138 | 7,446,400 | 9,437,850 |
| | Foreign Individual & Companies | 18.34% | 54,001,964 | 537,611,070 | 724,185,170 |
| | General Public | 100.00% | 294,400,000 | 2,944,000,000 | 2,944,000,000 |
| D. | Classification of shareholders by holding | | | | |



| Number of shares | No. of shareholders | No. of shares | % of holdings |
|------------------------------|---------------------|--------------------|----------------|
| 1 to 500 shares | 11,331 | 1,631,212 | 0.55% |
| 501 to 5,000 shares | 4,992 | 9,480,552 | 3.22% |
| 5,001 to 10,000 shares | 775 | 5,808,552 | 1.97% |
| 10,001 to 20,000 shares | 411 | 5,865,265 | 1.99% |
| 20,001 to 30,000 shares | 143 | 3,492,711 | 1.19% |
| 30,001 to 40,000 shares | 68 | 2,397,110 | 0.81% |
| 40,001 to 50,000 shares | 64 | 2,966,146 | 1.01% |
| 50,001 to 1,00,000 shares | 81 | 5,609,806 | 1.91% |
| 1,00,001 to 1,000,000 shares | 86 | 21,072,515 | 7.16% |
| over 1,000,000 | 27 | 236,076,131 | 80.19% |
| | 17,978 | 294,400,000 | 100.00% |

| | | Amount in Taka | |
|--|--|----------------------|----------------------|
| | | 30 June 2025 | 30 June 2024 |
| 16. Share premium | | 6,181,931,836 | 6,181,931,836 |
| 17. Revaluation reserve | | | |
| Opening balance | | 9,797,745,049 | 9,889,368,735 |
| Realized through excess depreciation on revaluation of assets and changes in tax rates | | (88,943,537) | (91,623,686) |
| Closing balance | | 9,708,801,512 | 9,797,745,049 |
| 18. Hedging reserve | | | |
| Opening balance | | (58,647,785) | - |
| Share of Changes in fair value of cash flow hedging reserve of Joint Venture entity (note-9.02.02) | | (224,859,505) | (58,647,785) |
| Closing balance | | (283,507,290) | (58,647,785) |

SFL Unique Nebras Meghnaghat Power PLC has foreign currency loan with the term of Secured Overnight Financing Rate (SOFR) plus fixed margin interest rate where SOFR is a variable rate. It has entered into an Interest Rate Cap (IRC) hedge arrangement to hedge the variable interest rate linked SOFR for 70% of outstanding loan as per Common Terms Agreement.

The company has taken drawdown of USD 360 million from the Senior lenders on 18 December 2023. The interest rate for the loan is SOFR plus 4.18% for Development Financial Institutes (DFIs) lenders and SOFR plus 1.58% for ECA lender. The variable interest portion (SOFR) has been hedged with the IRC at 4%. The upfront premium of USD 15.24 million [BDT 1,676 million] has been paid to Hedge Counterparty, Standard Chartered Bank. The upfront premium of hedge at the start of hedge agreement has been recognized as Hedge Instrument-Cap which will be gradually amortized in full over the period of hedge.

As a result, a Hedging reserve has been reported in Joint Venture entity's (SFL Unique Nebras Meghnaghat Power PLC) financial statements to account for the changes in fair value of cash flow hedging reserve according to IFRS 9. Unique Hotel & Resorts PLC ("the Company") has accounted for its respective share (37.24%) for the same on its other comprehensive income.

| | | | |
|---|--|----------------------|----------------------|
| 19. Long term loan | | | |
| Standard Chartered Bank- 150 crore (note-19.01) | | 98,102,032 | 465,510,158 |
| Dutch Bangla Bank Limited (note-19.02) | | 744,830,369 | 817,853,888 |
| United Commercial Bank PLC (note-19.03) | | 617,501,942 | 745,756,345 |
| Agrani Bank PLC (note-19.04) | | 919,483,068 | 1,061,682,544 |
| Al Arafah Islami Bank Limited (note-19.05) | | 2,277,907,463 | 2,125,000,000 |
| Standard Chartered Bank -300 crore (note-19.06) | | 2,932,500,000 | 3,000,000,000 |
| | | 7,590,324,874 | 8,215,802,935 |
| Current and non-current classification | | | |
| Non-current portion | | 6,255,666,697 | 6,971,288,716 |
| Current portion | | 1,334,658,177 | 1,244,514,219 |
| | | 7,590,324,874 | 8,215,802,935 |



19.01 Standard Chartered Bank Limited - Foreign currency loan

| | |
|------------------|--|
| Name of lender | : Standard Chartered Bank, Singapore |
| Security agent | : Standard Chartered Bank, Dhaka |
| Name of facility | : Term loan facility |
| Facility limit | : USD 35 million |
| Rate of interest | : LIBOR+4.50% per annum |
| Purpose of loan | : Financing capital expenditure |
| Repayment | : 5 years including 12 months grace period for principal amount that will be paid through 16 equal quarterly installments after the grace period. (For 3rd Tranche- \$ 10 million, 24 equal installments in 7 years including 1 year moratorium period). |
| Security | i) Registered mortgage on 24 storied five star hotel building (The Westin Dhaka) including 1 bigha and 4.25 katha of land on which the building is situated along with fittings and fixtures and boundary wall etc.; ii) Personal guarantee of Mr. Mohd. Noor Ali, Managing Director; iii) Exclusive charge on receivables of the Company. |

The Company had translated the foreign currency loan from USD to BDT at the rate prevailing on the closing date until the loan was fully repaid. Recognising of foreign currency difference in profit or loss, would result significant fictitious impact on its financial performance which would also be misleading to the fair presentation. Accordingly, the Company recognized foreign currency difference in translation of USD denominated loans to capital work in progress of the underlying property taking under cognizance the substance of the above matter.

However, Unique Hotel & Resorts Ltd. has proposed to Bangladesh Investment Development Authority (BIDA) through a letter dated March 15, 2022 for the early settlement of the foreign loan of USD 35 million via Standard Chartered Bank (London/Mauritius/Singapore) through Standard Chartered Bank Limited Dhaka, Bangladesh. Subsequently with approval from BIDA through their letter dated March 24, 2022; Unique Hotel & Resorts Ltd. has settled the full amount of abovementioned foreign loan on March 29, 2022.

19.02 Standard Chartered Bank

| | |
|------------------|--|
| Name of lender | : Standard Chartered Bank, Dhaka |
| Name of facility | : Term loan facility |
| Facility limit | : 150.00 crore |
| Rate of interest | : 12.00% per annum |
| Purpose of loan | : Financing construction and furnishing work of Sheraton Dhaka |
| Repayment | : 6 years including 2 years moratorium period |
| Security | i) Demand Promissory Note and a Letter of continuation for BDT 2,140 million of Unique Hotel & Resorts PLC; ii) Registered mortgage over land and building of The Westin Dhaka situated at Plot 01, Road 45, Gulshan-2, Dhaka covering the facility amount. A second mortgage has been created for BDT 1.5 Billion covering the additional term loan facility over this Land and Building. iii) Personal guarantee of Mr. Mohd. Noor Ali, held for BDT 3,764.5 million. Additional Personal Guarantee for BDT 1.5 billion to be taken from Mr. Mohd. Noor Ali and Mrs. Salina Ali. |

19.03 Dutch Bangla Bank Limited :

| | |
|------------------|---|
| Name of lender | : Dutch Bangla Bank Limited |
| Name of facility | : Term loan |
| Facility limit | : 100.00 crore |
| Rate of interest | : 13% per annum |
| Purpose of loan | : For completion of work of Sheraton Dhaka |
| Repayment | : 7 years including 2 years moratorium period |



Security : i) Registered mortgage of HANSA- Premium Residence (03 star serviced apartment) measuring 48,420 sft (1st floor to 12th floor), including basement 1 & 2 with undivided and un-demarcated share of (3.68+3.69)=7.37 decimal or 4.47 Katha land in Dhaka, Sub Register Office- Uttara, Mouza- Uttara R/A, being Plot No.03, Road No. 10/A, Sector 09, Uttara Model Town, Dhaka-1230 and (4.13+4.12)=8.25 decimal or 5 Katha land in Dhaka, Sub Register Office- Uttara, Mouza- Uttara R/A, being Plot No.05, Road No. 10/A, Sector 09, Uttara Model Town, Dhaka-1230 standing in the name of Unique Hotel and Resorts PLC valued at BDT 896.38 million as per valuation report by Northern Inspection Co. Ltd. Dated: 29-10-19;
ii) Registration of mortgage charge with RJSC&F;
iii) Personal guarantee of Chairperson and Managing Director

The interest rate of this term loan has been changed @9% from 1st of April 2020 as per Banking Regulation & Policy Department Circular No. 03/2020 dated: February 24, 2020. Moreover, Bank has further reduced the interest rate @8.75% effective from October 9, 2020 and further reduction in interest rate has been @7.75% with effect from August 2021.

However, interest on loan has been capitalized with principal amount by the Bank. As a result, outstanding loan has increased from BDT 100 crore to BDT 109.54 crore. However, UHRL has already started repaying the loan according to the repayment schedule.

19.04 United Commercial Bank PLC

Name of lender : United Commercial Bank PLC
Name of facility : Term loan
Facility limit : 100.00 crore
Rate of interest : 14% per annum
Purpose of loan : For finishing interior work, supplier payment and other payments related to the project "Sheraton Dhaka"
Repayment : 7 years including 2 years moratorium period
Security : i) Registered Mortgage of 30,391 sft. Office space alone with 3 khata 6 Chatak 1 sft. at Dilkusha , Motijheel , Dhaka.
ii) 90,00,000 nos. shares of Unique Hotel and Resorts PLC to be pledged which hold by it's sister concern against the approved facility;
iii) Registration of mortgage charge with RJSC&F;
iv) Personal guarantee of Chairperson and Managing Director;
v) Undated security cheque covering the entire facilities.

19.05 Agrani Bank PLC

Name of lender : Agrani Bank PLC
Name of facility : Term loan
Facility limit : 100.00 crore
Rate of interest : 12.90% per annum
Purpose of loan : For finishing interior work, supplier payment and supply of other local supplies for completion of the project "Sheraton Dhaka"
Repayment : 7 years including 2 years moratorium period
Security : i) 3,00,00,000 no. shares of Unique Hotel & Resorts PLC to be pledged which hold by it's sister concern against the approved facility;
ii) Corporate guarantee from Borak Real Estate Limited;
iii) Personal guarantee of directors.

19.06 Al Arafah Islami Bank Limited

Name of lender : Al Arafah Islami Bank Limited
Name of facility : Hire Purchase under Shirkatul Melk (HPSM)
Facility limit : 450.00 crore
Rate of interest : 13.50% per annum



| | | |
|-----------------|---|--|
| Purpose of loan | : | Taka 315 crore to purchase 1,85,575.03 sft floor space and proportionate car parking of "Borak Acropolis" a project of Borak Real Estate Ltd. and to complete the civil, electromechanical and finishing work for the purchased floor space and car parking; Pay off the principal term loan liability of Standard Chartered Bank Ltd. |
| Repayment | : | 7 years including 2 years moratorium period for Taka 315 crore and 5 years including 12 months moratorium period for Taka 135 crore |
| Security | : | i) Mortgage of 39.7 decimel land with 3,02,581 sft building thereon. ii) Personal guarantee of Chairperson and Managing Director iii) Personal guarantee of owners of mortgaged property |

19.07 Standard Chartered Bank

| | | |
|------------------|---|---|
| Name of lender | : | Standard Chartered Bank, Dhaka |
| Name of facility | : | Term loan facility |
| Facility limit | : | 300.00 crore |
| Rate of interest | : | 12.00% per annum |
| Purpose of loan | : | Financing construction, acquisition of floor space, furnishing, upholstery and other construction related expenses for Acropolis project. |
| Repayment | : | 7 years including 1 years moratorium period |
| Security | : | i) Demand Promissory Note and a Letter of continuation for BDT 4,595,020,060 of Unique Hotel & Resorts PLC; ii) Registered mortgage over land and building of Westin-1 Hotel situated at Plot 01, Road 45, Gulshan-2, Dhaka covering the facility amount. Initial mortgage held for BDT 3,604,500,000. A second mortgage held for BDT 1500 million covering the additional facility over this Land and Building;" iii) Personal guarantee of Mr. Mohd. Noor Ali and Mrs. Salina Ali to held for BDT 3,764.5 million. Additional Personal Guarantee for BDT 1500 million to be taken from Mr. Mohd. Noor Ali and Mrs. Salina Ali. |

20. Deferred tax liability

| | Amount in Taka | |
|---|----------------|---------------|
| | 30 June 2025 | 30 June 2024 |
| Opening balance | 2,910,666,488 | 2,671,749,967 |
| Deferred tax obligation/(benefit) during the period | 24,720,061 | (17,138,074) |
| Transferred to retained earnings- excess depreciation on revaluation reserve | (22,235,884) | (22,905,922) |
| Deferred tax obligation during the period on undistributed profit from investment in Joint Venture entity | 265,981,446 | 278,960,517 |
| | 3,179,132,111 | 2,910,666,488 |

| As at 30 June 2025 | Tax rate | Carrying amount | Tax Base | Temp. difference | Deferred tax (asset) / liability |
|--|----------|-----------------|---------------|------------------|----------------------------------|
| Property, Plant and Equipment | 20% | 8,336,683,086 | 5,626,612,859 | 2,710,070,227 | 542,014,045.38 |
| Provision for bad & doubtful debt | 20% | (146,179,147) | - | (146,179,147) | (29,235,829) |
| Impairment of financial asset | 20% | (228,479,387) | - | (228,479,387) | (45,695,877) |
| Provision for gratuity | 20% | (52,975,974) | - | (52,975,974) | (10,595,195) |
| Unrealized gain/(loss) from investment in shares | 15% | (17,237,958) | - | (17,237,958) | (2,585,694) |
| Unused tax loss on sale of shares of listed entities | 15% | (7,927,918) | - | (7,927,918) | (1,189,188) |
| Unused tax loss on disposal of assets | 20% | (43,938,928) | - | (43,938,928) | (8,787,786) |
| A Closing deferred tax liability as at 30 June 2025 | | | | | 443,924,477 |
| Closing deferred tax liability as at 30 June 2024 | | | | | 419,204,416 |
| Deferred tax (income)/expenses during the year | | | | | 24,720,061 |
| Revaluation of Land | 15% | 3,790,955,298 | - | 3,790,955,298 | 568,643,295 |
| Revaluation of Property, Plant and Equipment | 20% | 8,108,111,885 | - | 8,108,111,885 | 1,621,622,377 |
| B Closing deferred tax liability as at 30 June 2025 | | | | | 2,190,265,672 |
| Closing deferred tax liability as at 30 June 2024 | | | | | 2,212,501,556 |
| Changes in deferred tax during the year | | | | | (22,235,884) |



| | | | | | |
|--|-----|---------------|---|---------------|--------------------|
| Undistributed profit from investment in Joint Venture entity | 20% | 2,724,709,817 | - | 2,724,709,817 | 544,941,963 |
| C Closing deferred tax liability as at 30 June 2025 | | | | | 544,941,963 |
| Closing deferred tax liability as at 30 June 2024 | 20% | 1,394,802,585 | - | 1,394,802,585 | 278,960,517 |
| Deferred tax (income)/expenses during the year | | | | | 265,981,446 |

| As at 30 June 2024 | Tax rate | Carrying amount | Tax Base | Temp. difference | Deferred tax (asset) / liability |
|---|----------|-----------------|---------------|------------------|----------------------------------|
| Property, Plant and Equipment | 20% | 8,453,488,653 | 5,808,852,882 | 2,644,635,771 | 528,927,154 |
| Provision for bad & doubtful debt | 20% | (145,648,733) | - | (145,648,733) | (29,129,747) |
| Impairment of financial asset | 20% | (297,202,572) | - | (297,202,572) | (59,440,514) |
| Provision for gratuity | 20% | (50,242,177) | - | (50,242,177) | (10,048,435) |
| Unrealized gain/(loss) from investment in shares | 10% | (15,101,347) | - | (15,101,347) | (1,510,135) |
| Unused tax loss on sale of shares of listed entities | 10% | (8,061,210) | - | (8,061,210) | (806,121) |
| Unused tax loss on disposal of assets | 20% | (43,938,928) | - | (43,938,928) | (8,787,786) |
| A Closing Deferred tax liability as at 30 June 2024 | | | | | 419,204,416 |
| Closing Deferred tax liability as at 30 June 2023 | | | | | 436,342,489 |
| Deferred tax (income)/expenses during the year | | | | | (17,138,074) |
| Revaluation of Land | 15% | 3,790,955,298 | - | 3,790,955,298 | 568,643,295 |
| Revaluation of Property, Plant and Equipment | 20% | 8,219,291,306 | - | 8,219,291,306 | 1,643,858,261 |
| B Closing Deferred tax liability as at 30 June 2024 | | | | | 2,212,501,556 |
| Closing Deferred tax liability as at 30 June 2023 | | | | | 2,235,407,478 |
| Changes in Deferred tax during the year | | | | | (22,905,922) |
| C Undistributed profit from investment in Joint Venture entity | 20% | 1,394,802,585 | - | 1,394,802,585 | 278,960,517 |
| Closing deferred tax liability as at 30 June 2024 | | | | | 278,960,517 |
| Closing Deferred tax liability as at 30 June 2023 | | | | | - |
| Deferred tax (income)/expenses during the year | | | | | 278,960,517 |

21. Short term loans

Standard Chartered Bank-revolving loan
Bank Alfalah Ltd.
Prime Bank Ltd. Banani Branch- overdraft
Standard Chartered Bank, Gulshan- overdraft
Al Arafah Islami Bank Limited- Bai Muazzal

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 190,000,000 | 190,000,000 |
| 250,000,000 | 280,000,000 |
| 584,556,350 | 597,464,598 |
| 257,797,615 | 301,886,483 |
| 499,900,000 | 450,024,000 |
| 1,782,253,965 | 1,819,375,080 |

22. Due to operator and its affiliates

The Westin Dhaka

License fee
Marketing fee
Incentive fee
Program service fund

| | |
|--------------------|--------------------|
| 18,413,178 | 29,227,575 |
| 53,623,881 | 69,296,078 |
| 46,432,575 | 35,692,978 |
| 1,751,510 | 22,723,846 |
| 120,221,144 | 156,940,477 |

Sheraton Dhaka

License fee
Incentive fee
Other reimbursable

| | |
|------------|------------|
| 16,579,531 | 32,210,115 |
| 20,416,301 | 24,103,259 |
| 31,821,504 | 27,507,627 |
| 68,817,336 | 83,821,001 |

Closing balance

| | |
|--------------------|--------------------|
| 189,038,480 | 240,761,478 |
|--------------------|--------------------|



23. Accounts payable**The Westin Dhaka**

Agri Care Bangladesh
 Afra Trading Agency
 Bandbox Limited
 Bengal Meat Processing INDUST.
 Creative Engineering
 Expolink Resources LTD
 Nakshikatha
 Noor Trade House
 Paragon Agro Limited
 Quality Integrated Agro Limited
 R.N.Enterprise
 Other creditors

Sheraton Dhaka

A & A Enterprise
 ACI Foods Limited
 Ahasan Motina Food
 AKIJ Dairy LTD.
 Allahr Dan Fish
 Artland
 Bay Engineering & AC Equipment
 Bengal Meat Processing IND.LTD
 City Edible Oil LTD
 Flagship International (PVT) Ltd
 Hanay Foodspro LTD
 Other creditors

HANSA - A Premium Residence

Accounts Payable of HANSA - A Premium Residence

Closing balance

| Amount in Taka | |
|--------------------|--------------------|
| 30 June 2025 | 30 June 2024 |
| 327,460 | 1,077,792 |
| - | 1,091,895 |
| 1,700,833 | 706,990 |
| 4,301,713 | 212,445 |
| - | 1,729,322 |
| 402,885 | 2,031,000 |
| 2,000,000 | 1,054,420 |
| 4,027,342 | 411,914 |
| 3,143,889 | 815,250 |
| 945,229 | 3,675,039 |
| 326,765 | - |
| 62,494,257 | 61,473,214 |
| 79,670,371 | 74,279,280 |
| 632,859 | 3,427,827 |
| 138,000 | 615,020 |
| 1,559,283 | 810,016 |
| 76,800 | 1,337,067 |
| 48,450 | 26,122 |
| 865,217 | 1,107,522 |
| - | 920,465 |
| 1,776,706 | 290,050 |
| 320,000 | 375,505 |
| 235,091 | 164,650 |
| 4,590 | 49,110 |
| 20,825,318 | 17,243,254 |
| 26,482,314 | 26,366,608 |
| 5,285,317 | 1,812,148 |
| 111,438,002 | 102,458,037 |

24. Undistributed/unclaimed dividend

Opening balance
 Add: Dividend declared during the period
 Less: Dividend transferred to Capital Market Stabilisation Fund
 Less: Dividend paid during the period

Closing balance

| Amount in Taka | |
|------------------|------------------|
| 30 June 2025 | 30 June 2024 |
| 2,813,601 | 2,060,689 |
| 471,040,000 | 588,800,000 |
| - | (498,943) |
| (469,522,176) | (587,548,145) |
| 4,331,425 | 2,813,601 |

25. Liabilities to intercompanies

Borak Real Estate Ltd.
 Borak Travels Pvt Ltd.
 Unique Vocational Training Centre
 Purnima Constructions Ltd.
 HANSA Management Ltd.
 Unique Ceramics Industries Ltd.

| | |
|--------------------|----------------------|
| - | 499,319,551 |
| 329,725,510 | 329,725,510 |
| 119,023,814 | 119,023,814 |
| 186,095,998 | 186,095,998 |
| 9,824,177 | 9,824,177 |
| 89,089,316 | 19,089,316 |
| 733,758,815 | 1,163,078,366 |

26. Other accruals and payables

Taxes, deposits and other creditors (note-26.01)
 Accrued expenses (note-26.02)
 Provision for corporate tax (note-26.03)

| | |
|-------------|-------------|
| 117,322,762 | 129,913,851 |
| 396,672,981 | 375,212,492 |
| 116,404,439 | 168,157,453 |



| |
|--|
| Provision for Workers' Profit Participation Fund (WPPF) (note-26.04) |
| Liability to directors and shareholders |
| Provision for gratuity (note-26.05) |
| Liability for finance cost |
| Provision for VAT cases |
| Payable to Unique Eastern (Pvt.) Ltd. |
| Other payables |

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 2,532,736 | 31,659,156 |
| 720,592,579 | 651,092,579 |
| 52,975,974 | 50,242,177 |
| 816,279,113 | 657,365,680 |
| - | 9,555,126 |
| 649,174,713 | 516,674,712 |
| 470,841,256 | 258,960,252 |
| 3,342,796,554 | 2,848,833,478 |

26.01 Taxes, deposits and other creditors

The Westin Dhaka

| |
|----------------------------------|
| Security deposits from suppliers |
| Security deposits from tenants |
| Supplementary duty payable |
| Service charge payable |
| Breakage fund and others |
| VAT payable |
| City Tax payable |
| Tax payable on management fees |

| Amount in Taka | |
|----------------|--------------|
| 30 June 2025 | 30 June 2024 |
| 10,460,000 | 9,730,000 |
| 2,242,420 | 4,342,420 |
| - | 1,254,727 |
| 14,923,210 | 18,034,676 |
| 4,710,306 | 4,658,285 |
| 23,484,155 | 19,841,914 |
| - | 1,004,555 |
| 13,204,544 | 31,011,062 |
| 69,024,636 | 89,877,641 |

Sheraton Dhaka

| |
|----------------------------------|
| Service charge payable |
| Security deposits from suppliers |
| VAT payable |
| Supplementary duty payable |
| Advance received from customers |

| | |
|-------------------|-------------------|
| 5,485,550 | 5,352,151 |
| 2,250,000 | 1,750,000 |
| 3,657,948 | 5,295,658 |
| 55,715 | 19,797 |
| 10,701,717 | 5,751,884 |
| 22,150,929 | 18,169,489 |

HANSA - A Premium Residence

| |
|----------------------------------|
| Service charge payable |
| Security deposits from suppliers |
| VAT payables |
| TDS payables- suppliers |
| Supplementary duty payable |
| City tax payable |

| | |
|-------------------|-------------------|
| 24,217,253 | 19,795,694 |
| 30,000 | 30,000 |
| 1,701,740 | 1,863,602 |
| 80,346 | 3,988 |
| 44,100 | 104,807 |
| 73,757 | 68,629 |
| 26,147,196 | 21,866,720 |

Closing balance

| | |
|--------------------|--------------------|
| 117,322,762 | 129,913,850 |
|--------------------|--------------------|

26.02 Accrued expenses

The Westin Dhaka

| |
|--|
| Salaries, wages, bonus and other benefits |
| Accruals for utility services |
| Accrual for Marriott Bonvoy |
| Accrual for employee survey and vacation |
| Accrual for Marriott Reimbursables-OFB Inv |
| Advance from customers |
| Advance received for tower rent and Gym membership |
| Audit fee payable |
| Expatriate benefits |

| Amount in Taka | |
|----------------|--------------|
| 30 June 2025 | 30 June 2024 |
| 2,757,965 | 2,076,712 |
| 7,273,116 | 3,437,893 |
| 129,299,007 | 69,748,290 |
| 4,106,752 | 3,907,334 |
| 154,137,753 | 193,803,095 |
| - | 1,155,079 |
| 12,644,983 | 11,030,145 |
| 480,001 | 3,385,001 |
| - | 6,841,879 |



| | | Amount in Taka | |
|--------------|---|------------------------------|------------------------------|
| | | 30 June 2025 | 30 June 2024 |
| | Other accruals | 4,727,180 | 5,506,325 |
| | | 315,426,755 | 300,891,752 |
| | Sheraton Dhaka | | |
| | Salaries, wages, bonus and other benefits | 4,925,925 | 5,460,369 |
| | Accruals for utility services | 11,204,095 | 10,774,612 |
| | Advance received from tower rent and workout | 3,915,352 | 4,929,209 |
| | Audit fee payable | 1,086,350 | 1,350,000 |
| | Other accruals | 14,129,030 | 7,683,112 |
| | | 35,260,751 | 30,197,302 |
| | Others | | |
| | Accrued expenses of HANSA - A Premium Residence | 9,910,750 | 8,866,243 |
| | Holding tax payable | 19,022,981 | 17,028,755 |
| | Accrued expenses of corporate office | 17,051,744 | 18,228,440 |
| | | 45,985,474 | 44,123,438 |
| | Closing balance | 396,672,981 | 375,212,492 |
| 26.03 | Provision for corporate tax | | |
| | Opening balance | 168,157,453 | 241,812,223 |
| | Add: Income tax expense for the period (Annexure-B) | 73,488,810 | 166,999,844 |
| | Add: Underprovision for tax payable for IY 2022-23 (AY: 2023-24) | 7,487,350 | 410,000 |
| | Less: Income tax adjusted during the period for IY 2023-24 (AY: 2024-25) | (132,729,174) | (46,160,195) |
| | Less: Income tax adjusted during the period for IY 2022-23 (AY: 2023-24) | - | (194,904,419) |
| | Closing balance | 116,404,439 | 168,157,453 |
| 26.04 | Provision for Workers' Profit Participation Fund (WPPF) | | |
| | Opening balance | 31,659,159 | 38,856,681 |
| | Add: Provision made during the period (note-36) | - | 31,974,835 |
| | Add: Received during the period | - | 5,244,968 |
| | Less: Paid to the Worker's Profit Participation Fund | (29,126,423) | (44,417,328) |
| | Closing balance | 2,532,736 | 31,659,159 |
| | According to a legal opinion from renowned lawyer, in light of section 119 (3) of the Companies Act, 1994 (with amendments) and section 233 (Cha) of the Bangladesh Labor Act, 2006 (with amendments); Unique Hotel and Resorts PLC has considered profits arising from business operations in calculation of profit distributable to WPPF fund. Detailed calculation for profit distributable to WPPF fund has been disclosed in Note- 36. | | |
| 26.05 | Provision for gratuity | | |
| | Opening balance | 50,242,177 | 28,429,427 |
| | Add: Provision made during the period | 7,212,410 | 25,409,915 |
| | Less: Adjustment for overaccrual during the period | (688,950) | (2,445,920) |
| | Less: Payment made during the period | (496,768) | (1,151,246) |
| | Closing balance | 56,268,869 | 50,242,177 |
| | | Amount in Taka | |
| | | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| 27. | Revenue | | |
| | Revenue from The Westin Dhaka | | |
| | Rooms | 718,787,121 | 908,337,173 |
| | Food and beverage | 917,186,204 | 945,547,032 |
| | Minor operating department (MOD) | 72,126,056 | 79,557,035 |
| | Space rental | 34,525,973 | 34,370,379 |
| | Shop rent | 12,705,960 | 14,901,090 |
| | | 1,755,331,314 | 1,982,712,710 |
| | Revenue from Sheraton Dhaka | | |
| | Food and beverage | 665,096,694 | 658,750,317 |
| | Minor operating department (MOD) | 10,392,815 | 10,681,889 |
| | Space rental | 44,507,722 | 41,368,769 |
| | Income from simulation events | 26,809,955 | 39,380,849 |
| | | 746,807,186 | 750,181,824 |



Revenue from HANSA - A Premium Residence

Rooms
Food and beverage
Minor operating department (MOD)

Total revenue

| Amount in Taka | |
|---------------------------------|---------------------------------|
| 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| 125,376,418 | 129,464,465 |
| 43,278,477 | 50,196,671 |
| 12,377,553 | 13,395,586 |
| 181,032,448 | 193,056,721 |
| 2,683,170,949 | 2,925,951,255 |

28. Costs of sales (COS)
Cost of sales of The Westin Dhaka

| Particulars | 01 July 2024 to 30 June 2025 | | | | 01 July 2023 to 30 June 2024 |
|--|------------------------------|--------------------|-------------------------|--------------------|------------------------------------|
| | Rooms | Food & beverage | Minor operating dept | Total | |
| Salary, wages, bonus and benefits | 15,422,386 | 61,633,042 | 8,056,443 | 85,111,871 | 86,974,016 |
| Cost of materials & other related expenses | - | 260,962,465 | 279,885 | 261,242,350 | 256,277,165 |
| Operating supplies | 6,712,222 | 21,279,334 | 862,176 | 28,853,733 | 28,514,391 |
| Laundry, dry cleaning and uniforms | 6,964,115 | 11,538,597 | 1,491,326 | 19,994,038 | 19,457,738 |
| Complementary guest services | 31,092,427 | - | 432,835 | 31,525,262 | 31,916,225 |
| Linen, china, glass etc. | 1,620,323 | 347,800 | 116,250 | 2,084,373 | 2,191,093 |
| In-house TV , video, movies, music etc. | - | 1,581,442 | - | 1,581,442 | 2,626,060 |
| Travel agents commission | 7,655,669 | 2,268,904 | - | 9,924,573 | 8,206,000 |
| Traveling and communication | 2,340 | 125,925 | 20,020 | 148,285 | 427,081 |
| Airport counter charge | 917,888 | 6,300,000 | - | 7,217,888 | 5,912,992 |
| Fees and purchase | 218,479 | 50,807 | - | 269,286 | 437,738 |
| Room amenities (Guest supplies) | 2,383,864 | 4,084 | 1,402,081 | 3,790,028 | 5,188,812 |
| Decoration & training | 324,945 | 165,885 | - | 490,829 | 448,549 |
| Rent, relocation & Loss | - | - | - | - | 47,939 |
| Entertainment | 646,568 | 150,936 | - | 797,504 | 1,530,161 |
| Other expenses | 450,845 | 491,450 | - | 942,295 | 1,347,562 |
| Subtotal | 74,412,070 | 366,900,671 | 12,661,015 | 453,973,756 | 451,503,522 |

Cost of sales of Sheraton Dhaka

| Particulars | 01 July 2024 to 30 June 2025 | | | | 01 July 2023 to 30 June 2024 |
|--|------------------------------|--------------------|-------------------------|--------------------|------------------------------------|
| | Rooms | Food & beverage | Minor operating dept | Total | |
| Salary, wages, bonus and benefits | 8,930,539 | 68,302,670 | 1,226,732 | 78,459,941 | 75,149,928 |
| Cost of materials & other related expenses | - | 199,801,539 | - | 199,801,539 | 187,274,952 |
| Operating supplies | 3,820,705 | 18,206,852 | 479,923 | 22,507,480 | 19,902,554 |
| Laundry, dry cleaning and uniforms | 668,272 | 1,209,925 | 23,309 | 1,901,506 | 1,524,214 |
| Complementary guest services | 21,722 | 252,451 | - | 274,173 | 190,622 |
| Traveling and communication | - | 206,950 | - | 206,950 | 168,300 |
| Room amenities (Guest supplies) | - | - | - | - | - |
| In-house TV, video, movies, music etc. | 1,518,750 | 1,475,500 | - | 2,994,250 | 3,497,350 |
| Linen, china, glass etc. | - | 550,478 | - | 550,478 | 463,276 |
| Recruitment and training | - | - | - | - | - |
| Decoration | 968,619 | 1,525,454 | - | 2,494,073 | 2,816,509 |
| Simulation expenses | - | - | 6,528,659 | 6,528,659 | 8,437,093 |
| Legal and professional fees | - | 178,462 | - | 178,462 | 337,778 |
| Permits and licenses | - | - | - | - | - |
| Other expenses | 308,348 | 1,133,138 | 417,190 | 1,858,675 | 1,482,715 |
| Subtotal | 16,236,955 | 292,843,418 | 8,675,813 | 317,756,186 | 301,245,290 |



Cost of sales of HANSA by UHRL

| Particulars | 01 July 2024 to 30 June 2025 | | | | 01 July 2023 to 30 June 2024 |
|-----------------------------------|------------------------------|--------------------|-------------------------|--------------------|------------------------------------|
| | Rooms | Food & beverage | Minor operating dept | Total | |
| Salary, wages, bonus and benefits | 6,207,715 | 6,400,689 | 820,260 | 13,428,664 | 13,839,452 |
| Operating expenses | 9,410,596 | 10,290,833 | 551,302 | 20,252,732 | 28,014,527 |
| Sub total | 15,618,311 | 16,691,523 | 1,371,562 | 33,681,396 | 41,853,980 |
| Total cost of sales | 106,267,336 | 676,435,611 | 22,708,390 | 805,411,337 | 794,602,792 |

29. Administrative and other general expenses
Administrative and other general expenses of The Westin Dhaka

| | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
|--|---------------------------------|---------------------------------|
| Operators and its affiliated company fees (note-29.01) | 86,650,874 | 104,106,210 |
| Administrative and general expenses (note-29.02) | 115,570,508 | 116,211,918 |
| Repairs and maintenance (note-29.03) | 176,787,478 | 187,593,316 |
| Advertising, promotion and public relations (note-29.04) | 123,009,956 | 98,493,569 |
| Information and Telecommunications systems (note-29.05) | 24,688,403 | 19,202,862 |
| | 526,707,219 | 525,607,874 |

Administrative and other general expenses of Sheraton Dhaka

| | | |
|---|--------------------|--------------------|
| Salary, wages, bonus & benefits | 25,456,498 | 28,560,305 |
| Operators and its affiliated company fees | 23,461,408 | 9,612,559 |
| Administrative and general expenses | 44,614,391 | 47,602,466 |
| Repairs and maintenance | 135,197,443 | 128,733,816 |
| Advertising, promotion and public relations | 49,441,818 | 20,486,507 |
| Information and Telecommunications systems | 15,713,054 | 12,193,060 |
| | 293,884,612 | 247,188,713 |

Administrative and other general expenses of HANSA - A Premium Residence

| | | |
|---|-------------------|-------------------|
| Salary, wages, bonus & benefits | 12,371,494 | 14,336,308 |
| Administrative and general expenses | 6,964,737 | 8,443,217 |
| Repairs and maintenance | 16,826,937 | 15,076,685 |
| Advertising, promotion and public relations | 897,745 | 1,009,705 |
| Information and Telecommunications systems | 237,504 | 314,710 |
| | 37,298,418 | 39,180,625 |

Total administrative and other expenses
857,890,249
811,977,212
29.01 Operators and its affiliated company fees (The Westin Dhaka)

| | | |
|-------------------------------|-------------------|--------------------|
| License fee (note-29.01.01) | 34,878,261 | 39,421,852 |
| Incentive fee (note-29.01.02) | 51,772,613 | 64,684,358 |
| | 86,650,874 | 104,106,210 |

29.01.01 License fee

| | | |
|--|-------------------|-------------------|
| Payable to Starwood Asia Pacific Hotels & Resorts Pte. Ltd. (now Marriott International) | 34,878,261 | 39,421,852 |
|--|-------------------|-------------------|

29.01.02 Incentive fee

| | | |
|--|-------------------|-------------------|
| Payable to Starwood Asia Pacific Hotels & Resorts Pte. Ltd. (now Marriott International) | | |
| Gross operating profit (GOP) | 862,876,880 | 1,078,072,635 |
| Incentive fee @ 6% on GOP | 51,772,613 | 64,684,358 |



29.02 Administrative and general expenses (The Westin Dhaka)

| | Amount in Taka | |
|-------------------------------------|---------------------------------|---------------------------------|
| | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| Salaries, wages, bonus and benefits | 49,714,767 | 37,803,785 |
| Operating supplies | 3,332,645 | 2,382,417 |
| Postage | 129,715 | 175,543 |
| Travel and communication | 292,888 | 1,253,825 |
| Entertainment | 2,389,314 | 2,999,429 |
| Security services | 23,371,913 | 33,025,622 |
| Internal audit fee | 915,000 | (269,125) |
| Legal and professional charges | 6,377,298 | 3,995,570 |
| Uniforms | 251,210 | 217,890 |
| Subscriptions | - | 585,000 |
| Credit card commission | 15,889,612 | 19,107,296 |
| Recruitment and training | 3,710,645 | 6,145,931 |
| Permits and license fee | 1,909,949 | 3,359,780 |
| Bank charges | 901,188 | 713,461 |
| Insurance Premium | 6,303,545 | 4,477,584 |
| Other expenses | 80,818 | 237,911 |
| | 115,570,508 | 116,211,918 |

29.03 Repairs and maintenance (The Westin Dhaka)

| | | |
|-------------------------------------|--------------------|--------------------|
| Salaries, wages, bonus and benefits | 9,126,418 | 10,081,375 |
| Electric bulbs | 1,166,213 | 2,333,370 |
| Painting and decorations | 741,713 | 1,351,835 |
| Travel and communication | 31,412 | 72,524 |
| Electricity expenses | 110,509,583 | 110,423,365 |
| Fuel expenses | 1,114,372 | 1,175,357 |
| Equipment rental | 471,861 | 96,783 |
| Repair and maintenance | 17,334,585 | 17,896,640 |
| Laundry equipments | 582,080 | 318,787 |
| Locks and keys | 134,530 | 43,160 |
| Operating supplies | 1,877,951 | 1,958,788 |
| Plumbing charge | 938,446 | 1,549,988 |
| Propine gas | 17,953,362 | 26,704,127 |
| Waste removal expenses | 264,458 | 293,323 |
| Water treatment and pest control | 12,071,139 | 11,209,649 |
| Laundry, dry cleaning and uniforms | 151,369 | 76,546 |
| Other expenses | 2,317,985 | 2,007,701 |
| | 176,787,478 | 187,593,316 |

29.04 Advertising, promotion and public relation (The Westin Dhaka)

| | | |
|---|--------------------|-------------------|
| Salaries, wages, bonus and benefits | 16,002,102 | 13,049,498 |
| Operating supplies | 154,193 | 1,023,793 |
| Travel and communication | 476,067 | 784,862 |
| Entertainment | 2,338,377 | 928,596 |
| Marriott Bonvoy expenses | 22,884,096 | 29,323,088 |
| Institutional marketing fee | 38,169,521 | 28,280,478 |
| Program service fund | 12,590,854 | 9,283,389 |
| Other expenses | 308,571 | 912,553 |
| Professional & Consultancy Fee | - | 168,528 |
| Digital Marketing fee | 3,709,793 | 4,181,551 |
| Signs, events and function | 25,380,101 | 10,557,234 |
| Sales Leadership & Complementary guest services | 996,280 | - |
| | 123,009,956 | 98,493,569 |



29.05 Information and Telecommunications Systems (The Westin Dhaka)

Salaries, wages, bonus and benefits
Operating supplies
Data processing and maintenance
Telecom Support
Entertainment
Uniforms
Travel and communication

| Amount in Taka | |
|---------------------------------|---------------------------------|
| 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| 2,654,024 | 2,509,209 |
| 1,032,294 | 1,036,503 |
| 18,892,657 | 13,207,089 |
| 2,090,575 | 2,387,710 |
| 1,252 | 6,638 |
| 15,000 | 27,854 |
| 2,600 | 27,860 |
| 24,688,403 | 19,202,862 |

30. Corporate office expenses

Salary, wages and allowances
Managing Director's remuneration
Festival allowance
Provident fund- employer part
Travelling, conveyance and allowances
Printing, stationary and papers
Computer expenses
Food and entertainment
Office repairs and maintenance
Telephone, mobile and internet
Software maintenance expense
Advertisement and publicity for BSEC compliance
Trade license, renewal fees, duty and taxes
Utility expenses
AGM expenses
Board meeting fees
Insurance premium
Audit fees
Car repairs and maintenance
Bank charge
Loan processing fees
Depreciation
Amortisation
Consultancy expenses
Other expenses
Bank guarantee commission and other charges
Donation and subscriptions
Holding tax for the Westin Dhaka
VAT expenses
Credit rating fees
Contractual services
Office Rent
Paper, books and periodicals

| | |
|--------------------|--------------------|
| 63,469,934 | 76,075,698 |
| 9,600,000 | 9,600,000 |
| 2,493,933 | 4,071,080 |
| 1,680,239 | 2,138,855 |
| 843,371 | 2,254,182 |
| 1,155,363 | 1,282,782 |
| 2,500 | 65,635 |
| 957,458 | 1,310,824 |
| 2,018,332 | 3,261,365 |
| 242,847 | 475,013 |
| 642,743 | 2,050,647 |
| 544,775 | 1,243,500 |
| 2,002,464 | 1,885,970 |
| 2,020,941 | 3,293,246 |
| 2,209,698 | 927,424 |
| 1,258,886 | 1,234,422 |
| 5,255,467 | 10,065,337 |
| 345,833 | 605,001 |
| 648,749 | 1,017,803 |
| 3,059,836 | 4,755,047 |
| - | 3,275,700 |
| 272,538,627 | 280,286,492 |
| 1,387,240 | 1,387,240 |
| 1,625,744 | 2,829,734 |
| 8,855,487 | 8,004,567 |
| 36,560,144 | 29,161,700 |
| 15,000 | 347,500 |
| 2,192,784 | 2,192,784 |
| 556,182 | 18,800,599 |
| 150,000 | 150,000 |
| - | 234,069 |
| 14,426,636 | - |
| 1,760 | 3,550 |
| 438,762,971 | 474,287,765 |

31. Other income

Dividend income
Tower rent from mobile phone operators
Income from Airport Lounge
Hotel service charge
Transport desk income

| | |
|-------------|-------------|
| 7,781,356 | 6,843,250 |
| 2,739,840 | 2,676,960 |
| 186,965,447 | 188,688,364 |
| 36,729,162 | 38,630,000 |
| 28,145,807 | 34,028,146 |



| | | Amount in Taka | |
|--------------|---|---------------------------------|---------------------------------|
| | | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| | Electricity income | 23,024,700 | 66,192,144 |
| | Fluctuation gain/ (loss) | (18,088,826) | 22,074,541 |
| | Insurance claim received | 2,636,772 | 1,810,572 |
| | Income from Borak Real Estate Limited for space advance refund | - | 102,347,299 |
| | Others | 8,620,278 | 1,834,426 |
| | | 278,554,537 | 465,125,702 |
| 32. | Other expenses | | |
| | Expenses of Airport Lounge | 60,144,151 | 58,773,764 |
| | Expenses for Transport desk | 5,592,268 | 7,794,099 |
| | Expenses relating to electricity income | 15,564,272 | 47,874,920 |
| | | 81,300,691 | 114,442,783 |
| 33. | Gain/(loss) on investment in shares | | |
| | Gain on sale of share of SFL Unique Nebras Meghnaghat Power PLC (note- 33.01) | 425,801,541 | - |
| | Loss on investment in quoted shares (note- 33.02) | (2,003,319) | (115,661,427) |
| | | 423,798,222 | (115,661,427) |
| 33.01 | Gain on sale of share of SFL Unique Nebras Meghnaghat Power PLC | | |
| | Gain on sale of investment in SFL Unique Nebras Meghnaghat Power PLC | 425,801,541 | - |
| | According to the Share Sale and Purchase Agreement with Nebras Power Investment Management B.V (NPIM) signed on April 15, 2021; Unique Hotel & Resorts PLC. has sold .49%, i.e. 610 no.s of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 3,542,145 (Tk. 425,807,641). The cost of the shares @Tk.10 is Tk.6,100 (USD 50). The capital gain on sale of share amounts to USD 3,542,095 (Tk. 425,801,541). | | |
| 33.02 | Gain/(loss) on investment in quoted shares | | |
| | Realized gain from sale of shares | 133,292 | 1,543,264 |
| | Unrealized loss on shares | (2,136,611) | (117,204,690) |
| | | (2,003,319) | (115,661,427) |
| | Unrealized gain/ (loss) is recognized due to difference between the cost and the market price of corresponding investment in shares which have not been sold yet. | | |
| 34. | Interest income/(expense) | | |
| | Interest income from FDR and bank deposits | 188,299,037 | 149,730,222 |
| | Interest income from - SFL Unique Nebras Meghnaghat Power PLC- (Note 11.01) | 73,275,099 | 10,371,609 |
| | Interest expenses | (1,284,868,743) | (615,383,684) |
| | | (1,023,294,607) | (455,281,853) |
| 35. | Provision for bad & doubtful debts | | |
| | Provision for bad & doubtful debts of The Westin Dhaka | (140,847) | (273,381) |
| | Provision for bad & doubtful debts of Sheraton Dhaka | (438,580) | (16,444) |
| | | (579,428) | (289,825) |
| | Provision for bad & doubtful debts is made at the rate of 3% of rolling twelve months of average receivables in compliance with the policy of Marriott International. | | |
| 36. | Provision for WPPF expense | | |
| | Net profit for WPPF distribution (note-36.01) | (245,513,797) | 671,471,541 |
| | Provision for WPPF expense | - | (31,974,835) |
| 36.01 | Net profit for WPPF distribution | | |
| | Profit before WPPF, Sheraton profit share and tax | 178,284,425 | 555,810,115 |
| | Less: Gain on sale of share in Unique Meghnaghat Power Limited (note-33.01) | (425,801,541) | - |
| | Less: Realised gain on investment in quoted shares (note-33.02) | (133,292) | (1,543,264) |
| | Add: Unrealised loss on investment in quoted shares (note-33.02) | 2,136,611 | 117,204,690 |
| | Net profit for WPPF distribution | (245,513,797) | 671,471,541 |



37. Share of net profit/(loss) before tax of Sheraton Dhaka

| Amount in Taka | | |
|--|---------------------------------|--------------------|
| 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 | |
| Revenue (note-27) | 746,807,186 | 750,181,824 |
| Cost of sales (note-28) | (317,756,186) | (301,245,290) |
| Gross profit | 429,051,000 | 448,936,535 |
| Administrative and other general expenses (note-29) | (293,884,612) | (247,188,713) |
| Operating profit | 135,166,388 | 201,747,822 |
| Provision for bad & doubtful debts of Sheraton Dhaka (note-35) | (438,580) | (16,444) |
| Interest income | 11,096,679 | 6,702,836 |
| Interest expenses | (427,245,441) | (109,478,184) |
| Depreciation expense on fixed assets of Sheraton Dhaka | (66,227,648) | (68,698,830) |
| Net loss before tax of Sheraton Dhaka | (347,648,602) | 30,257,200 |
| 50% loss before tax of Sheraton Dhaka shared with Borak Real Estate Limited | (173,824,301) | 15,128,600 |

According to the Joint Venture (Profit Sharing) Agreement dated June 30, 2024 between Unique Hotel & Resorts PLC and Borak Real Estate Limited, which is effective from June 26, 2023; UHRL has shared net profit/(loss) before tax of Sheraton Dhaka with BREL at 50:50 ratio. Details are given in note-7.01.

38. Provision for income tax

| | | |
|---|-------------------|----------------------|
| Current tax expenses (Annexure-B) | 73,488,810 | (167,341,994) |
| Deferred tax expenses/(benefit) (note-20) | 24,720,061 | 17,138,074 |
| | 98,208,871 | (150,203,920) |

39. Share of net profit/(loss) after tax of Joint Venture entity, net off deferred tax

| | | |
|--|----------------------|----------------------|
| Share of net profit after tax of Joint Venture entity (note-9.02.01) | 1,538,300,069 | 1,354,272,082 |
| Less: Deferred tax expenses on share of loss after tax during the period (note-20) | (265,981,446) | (278,960,517) |
| | 1,272,318,622 | 1,075,311,565 |

40. Share of other comprehensive income of Joint Venture entity, net off deferred tax

| | | |
|---|----------------------|----------|
| Share of cash flow hedging reserve (note-9.02.02) | (224,859,505) | - |
| | (224,859,505) | - |

41. Net Asset Value per share, Earnings per share and Net Operating Cash Flow per share

41.01 Net Asset Value (NAV) per share

| Amount in Taka | | |
|--|----------------|----------------|
| 30 June 2025 | 30 June 2024 | |
| Net Asset Value A | 27,646,639,041 | 26,794,890,591 |
| Number of ordinary shares B | 294,400,000 | 294,400,000 |
| Net Asset Value (NAV) per share (Restated) C= (A/B) | 93.91 | 91.02 |
| Net Asset Value (NAV) per share (Published) | 93.91 | 88.75 |

41.02 Earnings per share (EPS) on Net Profit after tax before other Comprehensive Income: (Per Value of Tk.10)

| Amount in Taka | | |
|---|---------------------------------|---------------|
| 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 | |
| Earnings attributable to ordinary shareholders A | 1,525,412,070 | 1,432,995,443 |
| Number of ordinary shares B | 294,400,000 | 294,400,000 |
| Basic and Diluted Earnings Per Share (Restated) C= (A/B) | 5.18 | 4.87 |
| Basic and Diluted Earnings Per Share (Published) | 5.18 | 5.14 |

Both Basic EPS and Diluted EPS are same since there was no dilutive potential during the relevant period.



EPS of Unique Hotel & Resorts PLC stood at Tk. 5.18 per share for the year ended 30 June 2025, compared to Tk. 4.87 per share (restated) in the previous year — reflecting an overall increase of 6.4% .

The July–August 2024 student movement and its subsequent unrest caused widespread disruptions and heightened security concerns, significantly affecting the hospitality and travel sector. In response, several countries issued travel advisories and restrictions, which led to cancellations and postponements of international bookings, as well as corporate events. Additionally, Bangladesh experienced a severe flood during first quarter of the financial year 2024-25 that lasted several weeks, further discouraging inbound travel. Consequently, the hotel's occupancy rate declined notably, as a significant portion of its business depends on foreign guests.

Rising commodity prices, higher electricity and gas tariffs, and increased bank interest rates also placed additional pressure on operational performance. Despite these headwinds, the impact of EPS from the Company's core operations (operational performance) was positive at Tk. 0.87 for the year (compared with Tk. 1.61 last year). Non-operational items had a very small adverse effect on EPS of Tk. (0.01) (compared with Tk. (0.39) in the prior year). However, income from the joint venture entity — SFL Unique Nebras Meghnaghat Power PLC — contributed approximately Tk. 127 crore (equivalent to Tk. 4.32 EPS), playing a substantial role in the overall profitability increase, and consequential EPS increase, of Unique Hotel & Resorts PLC.

A reconciliation has been presented below, showing reconciliation of operational and non operational EPS for reporting period along with comparative period:

| Particulars | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 | Variance (in %) |
|---|------------------------------------|------------------------------------|--------------------|
| Net profit/(loss) after tax for the period | 1,525,412,070 | 1,432,995,443 | 6% |
| Add: Loss on investment in quoted shares | 2,003,319 | 115,661,427 | -98% |
| Less: Share of profit of Joint Venture and Associate entities of UHRL | (1,271,512,214) | (1,074,492,684) | 18% |
| Net profit after tax for the period (Operational) | 255,903,175 | 474,164,186 | -46% |

Earnings Per Share (EPS) of Unique Hotel & Resorts PLC

| | 5.18 | 4.87 | 6% |
|---|--------|--------|------|
| Impact of EPS on operational performance of UHRL | 0.87 | 1.61 | -46% |
| Impact of EPS on non operational performance of UHRL | (0.01) | (0.39) | -98% |
| Impact of EPS on performance of Joint Venture and Associate investments | 4.32 | 3.65 | 18% |

| | | Amount in Taka | |
|--------------|---|---------------------------------|---------------------------------|
| | | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| 41.03 | Net Operating cash inflow/(outflow) per share | | |
| | Net cash from operating activities | A 845,778,879 | 1,903,491,685 |
| | Number of ordinary shares | B 294,400,000 | 294,400,000 |
| | Net Operating cash inflow/(outflow) per share | C= (A/B) 2.87 | 6.47 |
| 41.04 | Reconciliation of net operating cash flow with net profit | | |
| | Profit after tax (PAT) | 253,899,855 | 358,502,759 |
| | Income tax expense | 98,208,871 | 150,203,920 |
| | Profit before tax (PBT) | 352,108,726 | 508,706,679 |
| | Adjustment for: | | |
| | Depreciation | 273,925,866 | 281,673,731 |
| | Interest expense | 1,284,868,743 | 615,383,684 |
| | Unrealized foreign exchange (gain)/loss | - | - |
| | Dividend received | (7,781,356) | (6,843,250) |
| | Interest income from - SFL Unique Nebras Meghnaghat Power PLC- (Note 11.01) | (73,275,099) | (10,371,609) |
| | Share of net loss before tax of Sheraton Dhaka | (173,824,301) | 15,128,600 |
| | Provision against FDR | - | 68,723,185 |
| | Gain on sale of share in Joint Venture entity | (425,801,541) | - |
| | Loss from investment in shares | 2,003,319 | 115,661,427 |
| | | 1,232,224,358 | 1,485,715,148 |



Changes in:

| | | |
|---|--------------------|----------------------|
| Increase in inventory | 1,539,964 | (14,590,268) |
| (Increase)/decrease in accounts and other receivables | (770,421,248) | (60,316,530) |
| (Increase)/decrease in advances, deposits and prepayments | (15,716,846) | 20,984,788 |
| Increase in accounts payable | 8,979,965 | 3,860,635 |
| Increase in accruals and payables | 508,960,810 | 722,744,088 |
| Increase/(decrease) in due to operator and its affiliates | (51,722,998) | (87,670,330) |
| Cash generated from operating activities | 913,844,005 | 2,070,727,531 |
| Tax paid during the period | (68,065,126) | (167,235,845) |
| Net cash generated by operating activities | 845,778,879 | 1,903,491,686 |

42. Risk exposure

The Company is exposed to various risks through its use of financial instruments. The events and consequences discussed in these risk factors could, in circumstances, we may or may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, liquidity, financial condition, and results of operations. In addition, these risks could cause results to differ materially from those we express in forward-looking statements contained in this report or in other Company communications. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations.

However, the main types of risks are credit risk, interest rate risk, exchange rate risk, industry risk, market risk, operational risk, and liquidity risk which result from both its operating and investing activities. The Company's risk management is coordinated at its head office, in close co-operation with the board of directors, audit committee, and investment committee, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive controlled environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The investment committee has taken all investment decisions of the company after meticulous and detailed discussion among the committee members and finally approved by the Board of Directors as a result risk related to investment can be reduced. The most significant financial risks to which the Company is exposed to are described below:

42.01 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company's exposure to credit risk is limited to the carrying amount of financial assets recognized at the balance sheet date.

Management perception:

The Company's exposure to credit risk is influenced mainly by the corporate and individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country in which customers operate, have less of an influence on credit risk. The Company has, over the years, conducted business with various corporates, tour operators, and individuals located in different jurisdictions and, owing to the spread of the Company's debtor base. The Company has a credit policy in place under which new customers are analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, where available, and in some cases bank or other hotel references. Customers who fail to meet the Company's benchmark creditworthiness may transact with the Company only on a cash basis. In monitoring customer credit risk, customers are individually assessed. Customers who are graded as "high risk" are placed on a restricted customer list and future sales are only made on a prepayment basis. The Company does not require collateral in respect of trade and other receivables. The Company establishes an allowance for doubtful recoveries that represents its estimate of losses in respect of trade and other receivables @ 3% of rolling twelve months average receivables in compliance with the policy of Marriott International.

*See note 10 for further information on impairment of financial assets that are past due.



42.02 Interest rate risk

Interest rate risk is the potential for investment losses that can be triggered by a move upward in the prevailing rates for new debt instruments. Changes in the government's monetary policy, along with increased demand for loans/investments tend to increase the interest rates which mostly affect companies having floating rate loans or companies investing in debt securities.

Management perception:

Recent changes in the market and economic condition in Bangladesh indicate an upliftment of the cap imposed by the central bank of Bangladesh thus an increase in interest rate. As per the recent circular of the Bangladesh Bank, all Term loan rates will be Six months moving Average Treasury Bill Rate (SMART) + 3% which comes to average 12.38% which significantly impacted on interest expenses during the year. However, we are continuously following up with all banks to reduce the rate as low as possible.

42.03 Exchange rate risk

Exchange rate risk arises due to changes in exchange rates. As the Company imports equipment from abroad and also earns revenue in foreign currency, unfavorable volatility or currency fluctuation may affect the profitability of the Company. When the exchange rate is increased against local currency opportunity is created for generating more profit.

Management perception:

Unique Hotel & Resorts PLC has well-organized plan to always record the up-to-date currency conversion rate whenever it gets paid for services in foreign currencies from overseas guests. The Company changes the price of its products and services to cope with the change in the exchange rate to mitigate the effect of unfavorable volatility in the exchange rate on the company's earnings.

42.04 Industry risks

Industry risk refers to the risk of increased competition from foreign and domestic sources leading to lower prices, revenues, profit margins, market shares, etc. which could have an adverse impact on the business, financial condition, and results of operation.

Management perception:

Risks Relating to Our Industry:

Our industry is highly competitive, which may impact our ability to compete successfully for guests. We operate in markets that contain many competitors. Our hotel offerings generally compete with major hotel chains, independent hotels, and home-sharing and rental services. Our ability to remain competitive and attract and retain business, group, and leisure travelers depends on our success in distinguishing and driving preference for our lodging products and services, including the Marriott Loyalty Program, direct booking channels, consumer-facing technology platforms and services, and other offerings. If we cannot compete successfully in these areas, our operating margins could contract, our market share could decrease, and our earnings could decline. Further, the new lodging supply at Dhaka markets could have a negative impact on the hotel industry and hamper our ability to maintain or increase room rates or occupancy. Economic downturns and other global, national, and regional conditions and events could further impact our business, financial results, and growth

Because we conduct our business on a global scale, we are affected by changes in global, national, or regional economies, governmental policies (including in areas such as trade, travel, immigration, healthcare, and related issues), and geopolitical, public health, social and other conditions and events. Our business, financial results, and growth are impacted by weak or volatile economic conditions, pandemics and other outbreaks of disease, natural and man-made disasters, changes in energy prices and currency values, political instability, geopolitical conflict, actual or threatened war, terrorist activity and other acts of violence, heightened travel security measures, travel advisories, disruptions in air travel, and concerns over the foregoing. These conditions and events have in the past materially negatively impacted, and could in the future materially negatively impact, our business, operations, and financial results in many ways, including, but not limited to, as follows:

- reducing revenues at our hotels, potentially impacting our ability to meet expenses, including payment of amounts owed to us;
- causing hotel construction and opening delays;
- requiring us to borrow or otherwise raise a significant amount of cash in order to preserve financial flexibility, repay maturing debt, and manage debt maturities;
- causing the terms of our borrowing to be more expensive or more restrictive; and
- adversely affecting associate hiring and retention.



In this highly competitive lodging industry, our hotels compete based on multiple factors, for instance, location, quality of service, standard of accommodation, room rates, facilities, etc. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels operated under brands primarily in the upper upscale segments. Increased competition could have a material adverse effect on the occupancy rate, average daily room rate, and RevPAR of our hotels or may require us to make capital improvements that we otherwise would not have to make, which may result in decreases in our profitability. We believe our hotels enjoy certain competitive advantages as a result of being flagged with globally recognized brands (Marriott International), including access to centralized reservation systems and national advertising, marketing, and promotional services, strong hotel management expertise, and loyalty programs. Our principal competitors include hotel operating companies, ownership companies (including other hospitality Real Estate Investment Trusts), and national and international hotel brands. We face increased competition from providers of less expensive accommodations, such as select-service hotels or independently managed hotels, during periods of economic downturn when leisure and business travelers become more sensitive to room rates. Increasingly, we also face competition from peer-to-peer inventory sources that allow travelers to stay at homes and apartments booked from owners, thereby providing an alternative to hotel rooms.

Moreover, the hospitality industry is typically seasonal in nature. The period during which our properties experience higher revenues vary from property to property, depending principally upon location and the customer base served. This seasonality can be expected to cause periodic fluctuations in a hotel's room revenues, occupancy levels, room rates, and operating expenses. Therefore, volatility in our financial performance resulting from the seasonality of the hospitality industry could adversely affect our financial condition and results of operations.

42.05 Market risks

Market risk refers to the risk of adverse market conditions affecting the sales and profitability of the Company. Mostly, the risk arises from falling demand for the product or service which would harm the performance of the company. On the other hand, strong marketing and brand management would help the company increase their customer base.

Management perception:

We are exposed to market risk primarily from changes in interest rates, which may affect our future income, cash flows and fair value, depending on changes to interest rates. In certain situations, we may seek to reduce cash flow volatility associated with changes in interest rates by entering into financial arrangements intended to provide a hedge against a portion of the risks associated with such volatility.

Moreover, the company's brand "Westin" has a very strong image in the local and international markets. Marriott International (former Starwood Asia Pacific Hotels & Resorts Pte. Ltd.) also has a reputation of providing quality hotel management services. Moreover, the demand for five-star hotels in the country is increasing while there are very few five-star hotels to meet the demand. The strong brand management and quality service have enabled the company to capture significant market share in the sector and the company is continuously penetrating into the market and upgrading the quality of its service to minimize the risk. The addition of "Sheraton Dhaka" operations to the portfolio will provide synergies to cater to MICE segment business, and larger events, accommodate larger group business, and improve operational efficiency with resource optimization.

42.06 Operational risks

Non-availabilities of materials/equipment/services may affect the smooth operational activities of the Company. On the other hand, the equipment may face operational and mechanical failures due to natural disasters, terrorist attacks, unforeseen events, lack of supervision and negligence, leading to severe accidents and losses.

Management perception:

We maintain insurance coverage for commercial general liability, and property, including business interruption, terrorism, and other risks with respect to our business for all of our hotels. We also maintain workers' compensation insurance including employees' irresponsibility, and accidental damage for our employees. Most of our insurance policies are written with self-insured retentions or deductibles that are common in the insurance market for similar risks. These policies provide coverage for claim amounts that exceed our self-insured retentions or deductibles. Our insurance provides coverage related to any claims or losses arising out of terrorism, property, and operation of our hotels.

Moreover, the Company is equipped with power backup and 24/7 security surveillance (CCTV) systems, protected with armor guards, and incompliance with global safety and security standards, which reduce security risk. Besides, the equipment is under insurance coverage in order to get reasonable compensation for any damages. Apart from these, routine security checks and proper maintenance of the equipment also reduce/eliminate the operational risk. Continuous training of company associates makes them equipped to address the situations due to natural disasters and unforeseen events. The company is associated with multiple domestic and international vendors to ensure the smooth functioning of the supply chain along with AMC's for key equipment to ensure consistency in supplies and smooth operations.



42.07 Liquidity risk

Liquidity risk is the risk that a company or individual will not have enough cash to meet its financial obligations (pay its debts) on time.

Management perception:

We seek to maintain sufficient amounts of liquidity with an appropriate balance of cash, debt and equity to provide financial flexibility. As of June 30, 2025, we have total cash and cash equivalents of BDT 14.3 crore and operating cash flow per share is 2.87.

We have also encashed USD 3,542,095 which has been realised from selling .49% ordinary shares of UMPL to Nebras Power Investment Management B.V. to meet operational and project related payments. Furthermore, with growing business prospects from opening of Sheraton Dhaka and receipts from Nebras Power Investment Management BV from 4th closing according to the Share Purchase Agreement, we will have sufficient liquidity to pay our 2024-25 debt maturities, to meet project related expenditures and to fund other short-term obligations.

We have established reserves for capital expenditures ("FF&E reserve") in accordance with our management agreement with Marriott International. Generally, these agreements require that we fund 4% of hotel revenues into a FF&E reserve unless such amounts have been incurred. Our cash management objectives continue to maintain the availability of liquidity, minimize operational costs, make debt payments, and fund our capital expenditure programs and future acquisitions. Further, we have an investment policy that is focused on the preservation of capital and maximizing the return on new and existing investments. Moreover, funds are also being arranged as and when required from sister concerns within the group.

43.

Information about reportable segments

Information related to each reportable segment is set out below. Segment profit before tax is used to measure performance because management believes that this information is the most pertinent in evaluating the results of the respective segments relative to other entities that operate in the same industries.

For the period from 01 July 2024 to 30 June 2025

| In Taka | Reportable segments | | | | Total |
|--|----------------------|--------------------|-------------------|----------------------|--------------------|
| | Head office | Westin | HANSA | Sheraton | |
| External revenue | - | 1,755,331,314 | 181,032,448 | 746,807,186 | 2,683,170,949 |
| Interest income | 173,761,101 | 76,266,010 | 450,346 | 11,096,679 | 261,574,136 |
| Operating expenses | (166,224,344) | (980,540,127) | (70,979,813) | (612,079,378) | (1,829,823,663) |
| Depreciation and amortisation | (14,805,961) | (177,492,837) | (14,012,181) | (66,227,648) | (272,538,627) |
| Interest expenses | (857,623,301) | - | - | (427,245,441) | (1,284,868,743) |
| Other income | 635,857,010 | (14,804,942) | - | - | 621,052,068 |
| Segment profit/(loss) before WPPF and tax | (229,035,496) | 658,759,418 | 96,490,800 | (347,648,602) | 178,566,120 |
| Segment assets as at 30 June 2025 | 18,798,693,115 | 14,790,465,028 | 916,763,696 | 10,074,874,571 | 44,580,796,410 |
| Segment liabilities as at 30 June 2025 | 16,118,359,585 | 615,744,680 | 41,343,263 | 158,872,313 | 16,934,319,841 |

For the period from 01 July 2023 to 30 June 2024

| In Taka | Reportable segments | | | | Total |
|--|----------------------|--------------------|--------------------|-------------------|--------------------|
| | Head office | Westin | HANSA | Sheraton | |
| External revenue | - | 1,982,712,710 | 193,056,721 | 750,181,824 | 2,925,951,255 |
| Interest income | 76,239,928 | 69,129,148 | 8,029,918 | 6,702,836 | 160,101,831 |
| Operating expenses | (175,498,951) | (977,384,777) | (77,612,356) | (548,450,447) | (1,778,946,531) |
| Depreciation and amortisation | (16,497,676) | (179,408,410) | (15,681,576) | (68,698,830) | (280,286,492) |
| Interest expenses | (505,905,500) | - | - | (109,478,184) | (615,383,684) |
| Other income | 230,697,200 | 4,324,292 | - | - | 235,021,492 |
| Segment profit/(loss) before WPPF and tax | (390,964,999) | 899,372,963 | 107,792,707 | 30,257,198 | 646,457,871 |
| Segment assets as at 31 March 2024 | 17,247,196,409 | 15,016,016,690 | 897,732,141 | 10,108,032,086 | 43,268,977,326 |
| Segment liabilities as at 31 March 2024 | 16,218,728,598 | 655,569,947 | 32,545,112 | 165,838,262 | 17,072,681,919 |



44.
44.01

Related party disclosure
Related party transactions

During the year, Unique Hotel & Resorts PLC carried out a number of transactions with related parties on an arm's length basis. Name of those related parties, nature of those transaction and their total value has been shown in below table in accordance with the provisions of IAS-24 "Related Party Disclosure".

| Name of the Party | Relationship | Nature of Transaction | Balance as on 30 June 2025 | | | Amount in Taka |
|--|-------------------|---------------------------------|----------------------------|--------------------|----------------------|----------------------|
| | | | Opening balance | Addition | Adjustment/ Received | Closing balance |
| Borak Real Estate Ltd. | Common Director | Balance with current account | (499,319,551) | (6,404,984) | 1,282,700,671 | 776,976,136 |
| Unique Vocational Training Centre Ltd. | Common Director | Balance with current account | (119,023,814) | - | - | (119,023,814) |
| Mrs. Salina Ali | Chairperson | Balance with current account | (218,063,742) | (24,000,000) | - | (242,063,742) |
| Mr. Mohd. Noor Ali | Managing Director | Balance with current account | (114,118,434) | - | - | (114,118,434) |
| Chartered Life Insurance Company Ltd. | Common Director | Balance with current account | (1,278,195) | - | - | (1,278,195) |
| | | Equity investment | 22,500,310 | - | - | 22,500,310 |
| | | Investment in preference shares | 4,469,133,960 | 874,890,380 | - | 5,344,024,340 |
| Unique Meghnaghat Power Ltd. | Joint Venture | Equity investment | 641,050 | - | - | 641,050 |
| | | Advance for share | - | - | - | - |
| | | Sponsor support loan | 256,039,228 | - | 219,716,000 | 475,755,228 |
| Sonargoan Economic Zone Ltd. | Associate | Advance against land | 885,802,226 | - | - | 885,802,226 |
| | | Equity investment | 4,113,893 | (806,408) | - | 3,307,485 |
| Borak Real Estate Ltd. | Common Director | Advance against land* | 1,446,255,833 | - | - | 1,446,255,833 |
| Borak Real Estate Ltd. | Common Director | Advance against space** | 2,270,920,057 | - | (2,010,288,712) | 260,631,345 |
| Unique Property Development Ltd. | Common Director | Advance against land | 5,304,880 | - | - | 5,304,880 |
| Unique Eastern (Pvt.) Ltd. | Common Director | Balance with current account | (516,674,713) | (216,500,000) | 84,000,000 | (649,174,713) |
| Unique Ceramics Industries (Pvt.) Ltd. | Common Director | Balance with current account | (19,089,316) | - | - | (19,089,316) |
| Purnima Construction Ltd. | Common Director | Balance with current account | (186,095,998) | - | - | (186,095,998) |
| HANSA Management Ltd. | Common Director | Balance with current account | (9,824,177) | - | - | (9,824,177) |
| Borak Travels (Pvt.) Ltd. | Common Director | Balance with current account | (329,725,510) | - | - | (329,725,510) |
| Total | | | 7,347,497,987 | 627,178,988 | (423,872,041) | 7,550,804,934 |

*The advance against land of Tk. 2,600,000,000 was given to Borak Real Estate Limited for the purchase of 23,9375 katha of land at Gulshan Avenue, Gulshan-2, Dhaka-1213. However, admit the post covid economic crisis, the Board of Directors reviewed the existing investment projects of Unique Hotel and Resorts PLC. After extensive review, to complete the on-going project development work smoothly, the Board of Directors to develop the proposed Seven Star International Chain Hotel jointly with Borak Real Estate Ltd. (BREL). Therefore, UHRL would get back the aforesaid advance from Borak Real Estate Ltd. and on board the company as a joint venture (profit sharing) partner of the project as per the land ratio 53.34 (BREL) : 46.66 (UHRL). This decision was duly approved by the shareholders on 22nd Annual General Meeting dated 12th December 2023. In the meantime, Borak Real Estate Limited has started returning the advance money to UHRL and till June 30, 2025 BREL already refunded BDT 1,153,744,167. Please see the note 12.01.02 for detailed disclosure.

**The advance has been given to Borak Real Estate Limited for the purchase of 1,85,575.03 sft. floor space along with proportionate car parking and common spaces of the Commercial Complex namely "Acropolis" situated at Plot # 34A, 35A, 36A, 37A, 38B and 38C, Road# 35 & 45, Gulshan (North) Commercial Area, Dhaka as per shareholders approval in 15th AGM of Unique Hotel & Resorts PLC. However, admit the post covid economic crisis situation, the Board of Directors reviewed the existing investment projects of Unique Hotel and Resorts PLC. After extensive review and series of discussion, the Board of Directors decided to get back the advance money from Borak Real Estate Ltd. This decision was duly approved by the shareholders on 22nd Annual General Meeting dated 12th December 2023. Accordingly Borak Real Estate Ltd. has refunded advance money worth BDT 2,010,288,712 to Unique Hotel and Resorts PLC during the year ended 30 June 2025. Please see the note 12.01.03 for detailed disclosure.



45. Transactions with key management personnel

Key management personnel includes Board of Directors who have the authority and responsibility for planning, directing and controlling the activities of the entity whether directly or indirectly. The transactions with key management personnel are disclosed below:

The Company's key management personnel includes the Company's directors.

During the year, no loan was given to the directors of the Company.

The Company's key management personnel compensation in total and for each of the following categories are stated below:

a) Short Term Employee Benefits - Employee benefits (other than termination benefits) which fall due wholly within twelve months during the year in which the employees render service. Such as -

Salaries and bonuses (if payable within twelve months of the end of the year):

| | Amount in Taka | |
|-----------------------------------|---------------------------------|---------------------------------|
| | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| Salary and other allowances | 9,600,000 | 9,600,000 |
| Honorarium for attending meetings | 1,258,886 | 1,234,422 |
| Total | 10,858,886 | 10,834,422 |

b) Post Employment Benefits - Employee benefits such as Gratuity, provident fund and leave encashment.

| | Amount in Taka | |
|--------------------------|---------------------------------|---------------------------------|
| | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| Post employment benefits | - | - |
| | - | - |

The Company's managing director does not avail any post employment benefits.

c) Other Long Term Employee Benefits

Employee benefits that is not due to be paid wholly within twelve months after the end of the year in which the employees render the related service. Such as - long service benefits or sabbatical leave, jubilee or other long service benefits, long term disability benefits.

No such benefits are available in the Company hence, it is not applicable.

d) Termination Benefits

Employee benefits payable as a result of either: (i) an entity's decision to terminate an employee's employment before normal retirement date; or (ii) an entity's decision to accept voluntary redundancy in exchange for those benefits.

| | Amount in Taka | |
|----------------------|---------------------------------|---------------------------------|
| | 01 July 2024 to 30 June 2025 | 01 July 2023 to 30 June 2024 |
| Termination benefits | - | - |
| | - | - |

e) Share based payments

No such benefits are available in the Company hence, it is not applicable.



Disclosures in compliance with the Companies Act, 1994 regarding transactions with key management personnel:

| No. | Particulars | Value in Tk. |
|-----|---|--------------|
| (a) | Managerial remuneration paid or payable during the period from 01 July 2024 to 30 June 2025 to the directors, including managing directors, a managing agent or manager | 9,600,000 |
| (b) | Expenses reimbursed to the managing agent. | Nil |
| (c) | Commission or other remuneration payable separately to a managing agent or his associate | Nil |
| (d) | Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of concerns entered into by such concerns with the company | Nil |
| (e) | The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial year. | Nil |
| (f) | Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable. | Nil |
| (g) | Other allowances and commission including guarantee commission | Nil |
| (h) | Pensions etc. | Nil |
| | (i) Pensions | Nil |
| | (ii) Gratuities | Nil |
| | (iii) Payments from provident funds, in excess of own subscription and interest thereon | Nil |
| | (iv) Compensation for loss of office | Nil |
| | (v) Consideration in connection with retirement from office | Nil |
| (i) | Share based payments | Nil |



46. Contingent liability disclosure

- 46.01** Large Tax Payer Unit (LTU), VAT Authority raised a demand U/S 55 of the VAT Act, 1991 Tk. 71,295,948 for Supplementary Duty (SD) and VAT on SD for the period from July 2007 to January 2009 through letter no. 4/LTU(Mushak)25/The Westin Dhaka/Demand/Cricle-3/09/2111, dated 20 April 2009.

Subsequently, Unique Hotel & Resorts PLC (The Westin Dhaka) submitted a writ petition through writ petition no. 3910/2009 and the Honorable High Court Division of the Supreme Court discharged the previous issued rule on 10/10/2015.

Unique Hotel & Resorts PLC (The Westin Dhaka) submitted application to the Customs, Excise and VAT Appellate Tribunal through nothi no. CEVT/Case/(VAT)-16/2018 dated 28/05/2019. Based on our application and ground of appeal the Honorable Appellate Tribunal reduce the demand from Tk. 71,295,948 to Tk. 11,420,622 on 05/09/2019 for SD and VAT on SD.

It is primarily established that VAT Appellate Tribunal reduced the original demand of LTU and the said Tribunal was pleased to demand from Unique Hotel & Resorts PLC (The Westin Dhaka) Tk. 1,14,20,622 as SD and VAT on SD vide memo dated 05/09/2019 and against that order. Based on the new demand, Unique Hotel & Resorts PLC (The Westin Dhaka) filed VAT Revision No. 29 of 2019 before the High Court Division and subsequently the said VAT revision has been withdrawn on November 08, 2022 and Unique Hotel & Resorts PLC (The Westin Dhaka) had already paid the aforesaid demand of Tk. 11,420,622 on June 08, 2023 to the LTU VAT authority.

However, NBR authority also filed VAT Revision before the High Court Division in 2021 against the order of Tribunal for reducing the aforesaid demand and the remaining amount of Tk. 59,875,326 (Tk. 71,295,948 -Tk. 11,420,622) would be unsettled until and unless hearing and disposal of the VAT Revision which is pending at present in the Hon'ble High Court Division and its a matter of subjudice.

- 46.02** Large Tax Payer Unit (LTU), VAT raised a demand of Tk. 5,353,916 u/s 73(2) of the VAT and SD Act 2012, through letter no. 08.01.0000.006.01.028.19/102 dated 3 February 2020 due to non-submission of Input-output co-efficient (Mushak 4.3) for the period from July 2019 to August 2019. Subsequently we applied to the Customs, Excise and VAT Appellate Tribunal for fair judgement after depositing 10% of the said demand amount on August 31, 2020. The Learned Tribunal rejected the Appeal by its order dated September 19, 2021.

Moreover, we have received further demand letter from LTU, VAT Authority for payment of Tk. 5,353,916 on June 02, 2024, vide letter ref. no. 08.01.0000.006.01.015.19/58 dated June 02, 2024. However, we have discussed with our legal advisor in this regard and the learned legal advisor has informed us that we have some strong grounds to succeed in Appeal. Accordingly, we have filed an Appeal before the Honorable High Court Division of the Supreme Court of Bangladesh vide Writ Petition No. 86/2024 after depositing 10% of the aforesaid demand amount of Tk. 535,392 as on May 02, 2024. Moreover, the Honorable High court division has passed a decision affirming the order dated June 23, 2024 to be stayed for a period of one year from 11 June 2024.

It is worthy to mention that, the NBR issued an SRO 117-Aian/2020/100 Mushak date 14/05/2020 and revise the Input-output co-efficient form and exempted service industries to provide any input output co-efficient. Subsequently, the VAT Act and Rules Department clarify the matter and issued a further explanation through letter no. 08/Mushok/2020 Dated 14/10/20 that service industry need not to submit any Input output co-efficient. In the prevailing circumstances we strongly believe that the honorable High Court will consider the fact and provide the fair judgement towards Unique Hotel and Resorts PLC.

- 46.03** Unique Hotel and Resorts PLC has a pending Writ Petition No. 2589 of 2017 with the Honorable High Court Division of the Supreme Court of Bangladesh regarding holding tax of The Westin Dhaka. The Company had paid BDT 2,192,785 for FY 2016-17 as per the directive of the Honorable High Court Division of the Supreme Court of Bangladesh on 5th October 2017. However, the Dhaka North City Corporation (DNCC) imposed BDT 8,604,552 per year as holding tax for the Westin Dhaka.

As the High Court Division has granted a stay order on its directive for one year which has been extended upto 14th August 2024, considering the subjudice matter, the Company has not paid for the period from FY 2016-17 to FY 2023-24. However, the Company has duly accrued the holding tax expenses for BDT 2,192,785 on a yearly basis for the aforementioned fiscal years. The writ petition is pending before High Court Division for disposal and there is also representations on behalf of The Westin Dhaka for not to proceed with the demand of BDT 8,604,552.

There has further been reassessment of Annual value of Holding tax as well as increase in the holding tax rate by DNCC which they had communicated to us for hearing on 2nd February 2023. After the said hearing, DNCC has not forwarded any further demand with new assessed value considering the fact that it is a tagged matter with the writ petition no. 2589 of 2017 directly as the DNCC has increased the rate in the new assessment.

In these circumstances, the Company has taken legal opinion from a renowned lawyer and also taken an expert opinion from ACNABIN, Chartered Accountants who is of the opinion that all the things depend on the disposal of the said writ petition through the final judgement. As a result, the Company has made provision for BDT 2,192,785 on a yearly basis for FY 2016-17 to FY 2023-24 under the prevailing facts and circumstances.



46.04 Letters of guarantee**Bank guarantee**

Southeast Bank PLC

Premier Bank PLC

Prime Bank PLC

The City Bank PLC

One Bank PLC

| Amount in Taka | |
|----------------------|----------------------|
| 30 June 2025 | 30 June 2024 |
| 13,298,371 | 13,298,371 |
| 1,304,925 | 1,304,925 |
| 57,801,080 | 47,889,000 |
| 969,191,476 | 1,593,640,841 |
| 1,800,000,000 | 1,800,000,000 |
| 2,841,595,853 | 3,456,133,137 |

Customs authority imposed customs duties and taxes without considering concessionary rate of duty at 5% on imported capital machinery for setting up “the Westin Dhaka” during the years from 2004 to 2007. Unique Hotel & Resorts PLC made writ petitions in the Honorable High Court Division of the Supreme Court of Bangladesh. The Court discharged the order directing the release of imported capital machineries on payment of duty, tax and other charges to be assessed on the basis of concessionary rate in terms of SRO No. 114/2006 dated 08.06.2006 subject to furnishing bank guarantee for the remaining customs duty. As directed by the Court, Unique Hotel & Resorts PLC made the payments and Bank Guarantees for a total of Tk. 69,909,970 were issued by Southeast Bank PLC, The City Bank PLC, Prime Bank PLC and Premier Bank PLC on behalf of Unique Hotel & Resorts PLC. However, according to the legal opinion of legal advisor, there is remote possibility of any outflow in settlement of these bank guarantees as the cases are under subjudice now.

According to Gas Distribution guidelines for commercial use of gas which was issued on August 05, 2014; security deposit equivalent to three months bill is required to be given to Titas Gas Transmission and Distribution Company Limited. Two third of the aforementioned security deposit is required to be given by issuing bank guarantee by any scheduled bank for five years. Therefore, nine (09) bank guarantees had been issued in favor of Titas Gas Transmission & Distribution Company Limited by The City Bank PLC and Prime Bank PLC on behalf of Unique Hotel & Resorts PLC. The City Bank PLC issued total bank guarantee amounting to a total of Tk.12,141,700 for The Westin Dhaka and Prime Bank PLC issued bank guarantee amounting to a total of Tk. 29,748,000 for Shahjadpur Power Plant and Sheraton Dhaka.

The City Bank PLC has issued a bank guarantee of USD 14,007,559.79 @110.25 which is equivalent to BDT 1,544,333,466.85 in favor of Standard Chartered Bank to secure the Sponsor’s obligation to the Senior Lenders of SFL Unique Nebras Meghnaghat Power PLC under the Sponsor Support and Share Retention Deed executed on 28th February 2023. The bank guarantee has been issued on 4th December 2023 which will be expired within 12 months from issue date or 3rd December 2028, whichever is earlier. However, the above bank guarantee already reduced to USD 7,665,700.85 as on August 28, 2024.

Furthermore, as stipulated in the Power Purchase Agreement (PPA) for SFL Unique Nebras Meghnaghat Power PLC, UHR PLC furnished Bangladesh Power Development Board (BPDB) with an irrevocable and unconditional performance security deposit (bank guarantee) on 10th December 2023 vide ref no. 70/2023(002/23/BG/0070) through Al Arafah Islami Bank Ltd. worth USD 21,024,000, equivalent to BDT 2,480,000,000. Upon achieving Commercial Operations Date (COD) of the joint venture entity, the PSD has been released and Operations Security Deposit (OSD) has been issued. In these circumstances, UHR PLC has furnished Bangladesh Power Development Board (BPDB) with an irrevocable and unconditional bank guarantee (i.e. Operations Security Deposit-OSD) through One Bank PLC on behalf of SFL Unique Nebras Meghnaghat Power PLC. The bank guarantee amounts to USD 16,212,000 (i.e. equivalent to BDT 1,800,000,000) and has been issued on 7th March 2024 which was expired on 19th January 2025. Later this has been again renewed on 15th January 2025 which will expire on 19th January 2026.

47. Events after reporting period

In compliance with the requirements of IAS 10: Events After the Reporting period, adjusting events that provide additional information about the Company’s position at the end of the reporting period are reflected in the financial statements and events after the reporting period that are not adjusting events are disclosed in the notes when material. The Board of Directors in its 184th meeting held on 27 October 2025 recommended to all shareholders 16% cash dividend amount in Taka 471,040,000 for the year ended 30 June 2025 which will be considered for approval by shareholders at the 24th Annual General Meeting.



48. Directors responsibility statements

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements as per the provision of "The Framework for the Preparation and Presentation of financial statements".

49. General

49.01 Employee details:

Total number of employees having annual salary and allowances of Tk. 96,000 or above each at the reporting date was as follows:

| Particulars | 30 June 2025 | 30 June 2024 |
|--|--------------|--------------|
| Number of employees of Unique Hotel & Resorts PLC | 818 | 886 |
| None of the employees were in receipt of remuneration which in aggregate was less than Tk. 8,000 per month | | |

49.02 Remittance of dividend

No dividend has been remitted during the year.

49.03 Rounding off

Amounts appearing in these financial statements have been rounded off to the nearest Taka and wherever considered necessary.

49.04 Rearrangement of previous year figures

To facilitate comparison, certain relevant balances pertaining to the previous year have been rearranged or reclassified whenever considered necessary to conform to current year presentation.



Chief Financial Officer



Company Secretary



Chief Executive Officer



Director



Independent Director



Chairperson

Signed in terms of our report of even date annexed.

Dated, Dhaka;
27 October 2025



Unique Hotel & Resorts PLC

Schedule of Property, Plant and Equipment

As at 30 June 2025

Amount in Taka

Property, plant and equipment (cost/ revaluation less accumulated depreciation)

| Sl. No. | Assets | Cost/Revaluation | | | Rate (%) | Depreciation | | | Written down value as on 30 June 2025 |
|---------------------------------|---------------------------------|----------------------------|----------------------------|----------------------------|----------|----------------------------|---------------------------|---------------------------------------|---------------------------------------|
| | | Balance as at 01 July 2024 | Addition during the period | Disposal during the period | | Balance as at 01 July 2024 | Charged during the period | Accumulated depreciation for disposal | |
| 1 | Land and land developments | 6,395,114,320 | - | - | - | - | - | - | 6,395,114,320 |
| 2 | Building and constructions | 13,477,408,671 | 791,275 | - | 1.25% | 1,960,471,337 | 143,994,982 | - | 11,373,733,627 |
| 3 | Office furniture and equipments | 99,445,794 | 1,225,967 | - | 5% | 22,440,118 | 3,893,985 | - | 74,337,657 |
| 4 | Hotel furniture | 647,880,941 | 1,870,157 | - | 5% | 238,349,264 | 20,492,699 | - | 390,909,134 |
| 5 | Motor vehicles | 193,227,463 | - | - | 5% | 72,572,202 | 6,032,763 | - | 114,622,498 |
| 6 | Hotel equipments | 3,177,198,430 | 40,661,305 | - | 5% | 1,232,707,442 | 98,124,197 | - | 1,887,028,096 |
| Total as at 30 June 2025 | | 23,990,275,619 | 44,548,704 | - | - | 3,526,540,363 | 272,538,627 | - | 20,235,745,333 |
| Total as at 30 June 2024 | | 23,940,004,298 | 50,271,321 | - | - | 3,246,253,871 | 280,286,492 | - | 20,463,735,256 |

S. F. Ahmed & Co, Chartered Accountants, have revalued all property, plant and equipment of the company as of 30 June 2009 (When Ata Khan & Co, Chartered Accountants was the auditor) following Current cost method, showing total current cost at Tk.8,325,239,643, resulting in a revaluation surplus at Tk. 4,689,598,221. Thereafter Ata Khan & Co, (When S.F. Ahmed & Co, Chartered Accountants were the auditor), have revalued the land of the company as of 30 June 2010 following "Current cost method" showing current cost thereof at Tk. 1,687,000,000, resulting in a further revaluation surplus at Tk. 843,500,000.

Ata Khan & Co, Chartered Accountants, have further revalued Land & land development and building as of 30 September 2011 following "Current cost method" showing total current cost Tk 5,664,596,600 and Tk. 11,420,259,375 resulting in a revaluation surplus of Tk 2,276,299,688 and Tk.6,004,430,154 respectively.

Unique Hotel & Resorts PLC has recorded the construction cost of a five star hotel namely "Sheraton Dhaka" in note-7: Construction Work in Progress for an amount of BDT 10,049,139,759 as on 30 June 2025. According to the Management Agreement agreed between Unique Hotel & Resorts PLC and Marriott International, the aforesaid hotel will be operated following the operational standards of internationally recognised hotel chain, Marriott International. However, Marriott International has not yet permitted Unique Hotel & Resorts PLC to operate the said hotel in full fledge without obtaining hotel license to comply with the regulatory requirements applicable in Bangladesh. As a result, the aforesaid hotel "Sheraton Dhaka" is not capable of operating in the manner as intended by management (IAS 16: Para 62).

Furthermore, Unique Hotel & Resorts PLC has transferred BDT 2,593,338,258 from Construction Work in Progress to Property, plant & equipment for the restaurants and banquet hall operated under "Sheraton Dhaka" as of 30 June 2024. The restaurants and banquet hall have been operating through obtaining Restaurant License from District Commissioner Office, Dhaka under Bangladesh Hotel & Restaurants Act, 2014. The licenses were obtained on February 03, 2022. As a result, Unique Hotel & Resorts PLC has depreciated the restaurant cost from when the restaurants are available for use, i.e. February 2022.



Unique Hotel & Resorts PLC

Calculation of Current Tax Provision

For the year ended 30 June 2025

Annexure-B

| | Notes | Amount Taka | Amount Taka |
|--|------------------------------|----------------|----------------------|
| Net Profit before tax (as per statement of profit of loss and other comprehensive income) | | | 352,108,726 |
| Less: Non-business income for separate consideration: | | | |
| Cash Dividend income | 31 | 7,781,356 | |
| Tower rent income from mobile phone operators | 31 | 2,739,840 | |
| Shop rent income | 27 | 12,705,960 | |
| Capital gain on sale of share of SFL Unique Nebras Meghnaghat Power PLC | 33.01 | 425,801,541 | |
| Bank Interest Income | 34 | 188,299,037 | |
| Realized capital loss from sale of shares of listed companies | 33 | 133,292 | |
| Unrealized loss on investment in share | 33 | (2,136,611) | |
| | | | 635,324,415 |
| | | | (283,215,689) |
| Add: Inadmissible expenses (for separate consideration) | | | |
| Accounting depreciation | 30 | 272,538,627 | |
| Accounting amortisation | 30 | 1,387,240 | |
| Entertainment expenses | 28, 29.02, 29.04, 29.05 & 30 | 6,483,905 | |
| Accrued interest expense | 34 | 1,211,593,644 | |
| Provision for bad debts | 35 | 579,428 | |
| Provision for gratuity | 26.05 | 7,212,410 | |
| | | | 1,499,795,253 |
| | | | 1,216,579,564 |
| Less: Admissible expenses: | | | |
| Tax depreciation (3rd schedule, Part-1, Para 4) | | | 111,764,540 |
| Tax amortisation (3rd schedule, Part-2, Para 4) | | | 624,258 |
| Allowance for Gratuity | 26.05 | | 496,768 |
| Interest paid during the year | | | 1,125,955,303 |
| Payment for WPPF | 26.04 | | 29,126,423 |
| Income from business (before entertainment expenses) | | | |
| Less: Entertainment expenses (as per section 55 of Income Tax Act, 2023) | | | (51,387,728) |
| Total income from business | | | (1,007,755) |
| Less: Unabsorbed depreciation carried forward from AY 2021-22 | | | (50,379,973) |
| Taxable income from business | | | - |
| Add: Capital gain on sale of share of SFL Unique Nebras Meghnaghat Power PLC | | | (50,379,973) |
| Add: Capital loss on sale of share of listed companies (Not eligible for set off but to be carried forward u/s 70) | | 133,292 | 425,801,541 |
| Add: Capital loss on sale of share of listed companies carried forward from AY 2022-23 (Not eligible for set off U/S 37 but to be carried forward u/s 40) | | (9,542,196) | |
| Add: Capital loss on sale of assets carried forward from AY 2022-23 (Not eligible for set off U/S 37 but to be carried forward u/s 40) | | (43,938,928) | |
| Add: Income from rent | | | |



| | Notes | Amount Taka | Amount Taka |
|--|-------|--------------------|--------------------|
| Shop rent | 27 | 12,705,960 | |
| Tower rent income from mobile phone operators | 31 | 2,739,840 | |
| Total income from rent | | 15,445,800 | |
| Less: Repair and maintenance expense (as per section 38 of Income Tax Act, 2023) | | (4,633,740) | |
| | | | 10,812,060 |
| Add: Income from financial assets | | | |
| Cash dividend income | 31 | 7,781,356 | |
| Bank interest income | 34 | 188,299,037 | |
| | | | 196,080,393 |
| Total taxable income | | | 582,314,021 |
| Computation of tax liability: | | | |
| (1) Business loss | | | 32,110,319 |
| Minimum tax U/S 163 of ITA, 2023 (whichever is higher) | | | |
| (i) Gross Receipt (Revenue TK. 2,683,170,949 @1%) | | 26,831,709 | |
| (ii) Tax deducted at source (U/S-110) | | 32,110,319 | |
| (2) Capital gain on sale of share of SFL Unique Nebras Meghnaghat Power PLC | | 425,801,541 @ 0% | |
| (3) Income from rent | | 10,812,060 @ 20% | 2,162,412 |
| (4) Income from financial assets | | 196,080,393 @ 20% | 39,216,079 |
| Tax liability for the period from 01 July 2024 to 30 June 2025 | | 632,693,995 | 73,488,810 |
| Total tax expense for the period from 01 July 2024 to 30 June 2025 | | | 73,488,810 |



Unique Hotel & Resorts PLC **Calculation of Average Effective Tax Rate**

For the year ended 30 June 2025

Annexure-C

Amount in Taka

Components of tax expense

| | | |
|---------------------------------|--------------|-------------------|
| Current tax expense | (Annexure-B) | 73,488,810 |
| Deferred tax expense | (Note -38) | (24,720,061) |
| Total income tax expense | | 48,768,749 |

Explanation of the relationship between tax expense & profit before tax

(i) a numerical reconciliation between tax expense & profit before tax

| | |
|---|---------------------|
| Profit before tax | 352,108,726 |
| Current tax expense | |
| Business income - applicable tax rate @20% | 32,110,319 |
| Income from rent - applicable tax rate @20% | 2,162,412 |
| Income from financial assets - applicable tax rate @20% | 39,216,079 |
| Income from special business - applicable tax rate @20% | - |
| Total current tax expense (A) | 73,488,810 |
| Total deferred tax expense (B) | (24,720,061) |
| Total income tax expense (A+B) | 48,768,749 |

(ii) a numerical reconciliation between the average effective tax rate & applicable tax rate

| | |
|--|---------------|
| Tax effect on business income | 9.12% |
| Tax effect on income from rent | 0.61% |
| Tax effect on income from financial assets | 11.14% |
| Tax effect on income from special business | 0.00% |
| Tax effect on deferred tax | -7.02% |
| Average effective tax rate | 13.85% |



SHAREHOLDERS'S INFORMATION



Bandarban

INFORMATION FOR SHAREHOLDERS

Unique Hotel & Resorts PLC is a Public Limited Company listed with Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC on 14 June 2012 and 05 June 2012 respectively. UHRPLC's market information snapshot is given below:

STOCK DETAILS- A BRIEF OVERVIEW

| Particulars | DSE | CSE |
|--------------------------------------|-----------------------------------|-----------------------------------|
| Authorized Share Capital | BDT 10,000.00 mn | BDT 10,000.00 mn |
| Issued and Fully Paid-up Capital | BDT 2,944.00 mn | BDT 2,944.00 mn |
| Class of Shares | Ordinary Shares of BDT 10.00 each | Ordinary Shares of BDT 10.00 each |
| Total Number of Paid-up Shares (Nos) | 294,400,000 | 294,400,000 |
| Stock Exchange Listing | Dhaka Stock Exchange PLC | Chittagong Stock Exchange PLC |
| Trading code | UNIQUEHRL | UNIQUEHRL |
| Sector | Travel & Leisure | Services & Property |
| Scrip Code | 29002 | 18008 |
| Stock Listing Date | 14 June 2012 | 05 June 2012 |
| First Trading Date | 02 Jul, 2012 | 02 July, 2012 |
| Market Category | A | A |
| Electronic Share | Y | Y |
| Market Lot (Nos) | 1 | 1 |
| Face Value (Taka) | 10 | 10 |

STOCK MARKET PERFORMANCE

| Particulars | 30 June 2025 | 30 June 2024 |
|---|--------------|-----------------|
| Market capitalization- DSE (BDT in Million) | 10,274.56 | 15,927.04 |
| Market capitalization- CSE (BDT in Million) | 10,304.00 | 15,809.28 |
| EPS (BDT) | 5.18 | 4.87 (Restated) |
| Dividend payout ratio (%) | 30.88 | 32.87 |
| Share price- DSE (BDT) | 34.90 | 54.10 |
| Share price- CSE (BDT) | 35.00 | 53.70 |

24TH ANNUAL GENERAL MEETING

| | | |
|---|---|--|
| Date and Time Wednesday, 24 December 2025 at 11: AM (BST) | Venue: Digital Platform Link for 24th AGM: https://uniquehotel.bdvirtualagm.com | E-voting Time Started 48 hours before the AGM to till the disposal of the respective agenda. |
|---|---|--|

RECORD DATE

The Record Date is Tuesday, 18 November 2025

VIRTUAL SHAREHOLDER MEETING

Pursuance to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021 and Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024, listed Companies whose shares are being traded under A Category continuously for the last 5 (five) years can arrange and hold virtual shareholder meeting, which can be conducted via live webcast by using digital platform. Accordingly, Unique Hotel & Resorts PLC will hold its 24th AGM virtually by using digital platform and online shareholder tools that -

- Facilitate shareholder attendance and participation.
- Enable shareholders to participate fully, and equally, from any location around the world.

We believe the virtual shareholder meeting will increase the ability to engage with all the shareholders, regardless of their number of shares, resources, or physical location.



Access

A simple click on the following link shall allow the shareholders to connect to the virtual AGM platform. 24th AGM Link of Unique Hotel & Resorts PLC <https://uniquehotel.bdvirtualagm.com>



Q&A

Through the online platform the shareholders can ask any relevant questions and/or provide any comments on the performance, agenda and any other relevant aspect of the Company. Shareholders may also submit questions, comments or suggestions relating to the business of the of the Company, via email to info@uhrlbd.com on or before 24 December 2025, in order to be addressed at the AGM.



Vote

The shareholders will be able to cast their vote on the Agenda.



Device

Supported device: Laptop, Desktop, Tab, Mobile (android/ios)

HELPLINE – 24th AGM

Md. Abdul Kaiwm Sikder

Investor Relation Dept.

Mobile: +88 01769-501607

Email: info@uhrlbd.com

SPECIAL ATTENTION

AGM invitation will be sent to all Shareholders through-
Electronic Mail (Email);

Short Message Service (SMS);

AGM notice published in two Daily Newspaper (English and Bengali) and; one Online portal and also available at
Company website <https://www.uhrlbd.com>

FINANCIAL CALENDAR

Financial period: 1st July 2024 to 30th June 2025.

During the financial year 2024-2025 operational results of the Company announced on:

| 1 st Quarter | 2 nd Quarter | 3 rd Quarter | Annual |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 01 Jul 2024 to 30 Sep 2024 | 01 Oct 2024 to 31 Dec 2024 | 01 Jan 2025 to 31 Mar 2025 | 01 Jul 2024 to 30 Jun 2025 |
| 12 Nov 2024 | 28 Jan 2025 | 28 Apr 2025 | 27 October 2025 |

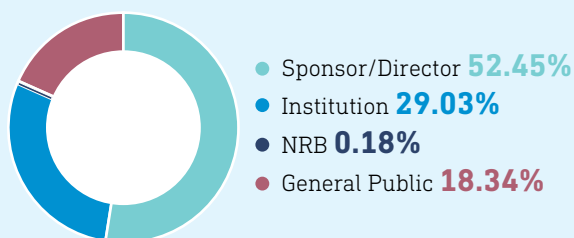
- Quarter/Annual
- Period
- Board Meeting and earnings release date

SHAREHOLDING STRUCTURE

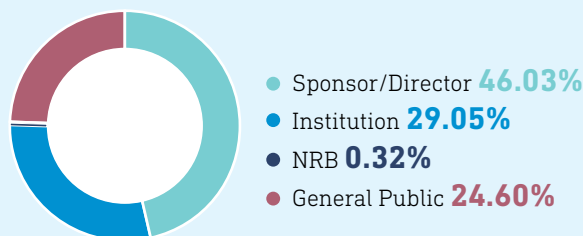
(as on 30 June 2025)

| Shareholders Group | As on June 30, 2025 | | As on June 30, 2024 | |
|--------------------|---------------------|----------------|---------------------|----------------|
| | No. of Share | Percentage (%) | No. of Share | Percentage (%) |
| Sponsor/Director | 154,406,704 | 52.45% | 135,516,202 | 46.03% |
| Institution | 85,471,194 | 29.03% | 85,521,496 | 29.05% |
| NRB/Foreign | 520,138 | 0.18% | 943,785 | 0.32% |
| General Public | 54,001,964 | 18.34% | 72,418,517 | 24.60% |
| Total | 294,400,000 | 100.00% | 294,400,000 | 100.00% |

30 June 2025



30 June 2024



SHAREHODING RANGE AND NO. OF SHREHOLDERS

| Share Holding Range | As on June 30, 2025 | | | As on June 30, 2024 | | |
|---------------------|-------------------------|--------------------|----------------|-------------------------|--------------------|----------------|
| | Number of Share Holders | No. of Share | Percentage (%) | Number of Share Holders | No. of Share | Percentage (%) |
| 1-500 | 11,331 | 1,631,212 | 0.55 | 12,031 | 1,731,908 | 0.59 |
| 501-5000 | 4,992 | 9,480,552 | 3.22 | 4,791 | 8,928,367 | 3.03 |
| 5001-10000 | 775 | 5,808,552 | 1.97 | 696 | 5,196,027 | 1.76 |
| 10001-20000 | 411 | 5,865,265 | 1.99 | 383 | 5,438,402 | 1.85 |
| 20001-30000 | 143 | 3,492,711 | 1.19 | 137 | 3,372,046 | 1.14 |
| 30001-40000 | 68 | 2,397,110 | 0.81 | 72 | 2,547,867 | 0.87 |
| 40001-50000 | 64 | 2,966,146 | 1.01 | 53 | 2,461,927 | 0.84 |
| 50001-100000 | 81 | 5,609,806 | 1.91 | 71 | 5,007,872 | 1.70 |
| 100001-1000000 | 86 | 21,072,515 | 7.16 | 94 | 22,453,045 | 7.63 |
| 1000001-1000000000 | 27 | 236,076,131 | 80.19 | 29 | 237,262,539 | 80.59 |
| Total | 17,978 | 294,400,000 | 100% | 18,357 | 294,400,000 | 100% |

TOP 10 (TEN) SHAREHOLDES

| Shareholders Group | As on June 30, 2025 | | As on June 30, 2024 | |
|----------------------------------|---------------------|---------------|---------------------|---------------|
| | No. of Share | % of holding | No. of Share | % of holding |
| Borak Real Estate Ltd. | 57,037,992 | 19.37% | 57,037,992 | 19.37% |
| Unique Eastern (Pvt.) Ltd. | 23,965,431 | 8.14% | 23,965,431 | 8.14% |
| Ms. Nabila Ali | 19,572,291 | 6.64% | 19,223,002 | 6.53% |
| ICB | 19,223,002 | 6.53% | 18,963,950 | 6.44% |
| Anannya Development (Pvt.) Ltd. | 18,963,950 | 6.44% | 17,327,956 | 5.89% |
| Borak Travels (Pvt.) Ltd. | 14,087,931 | 4.79% | 14,087,931 | 4.79% |
| Mrs. Salina Ali | 16,800,056 | 5.71% | 16,800,056 | 5.71% |
| Ms. Nadila Ali | 12,886,527 | 4.38% | 12,886,527 | 4.38% |
| Purnima Construction (Pvt.) Ltd. | 11,867,317 | 4.03% | 11,867,317 | 4.03% |
| Noor Ali Family Trust | 11,444,133 | 3.89% | 11,444,133 | 3.89% |
| Total | 205,848,630 | 69.92% | 203,604,295 | 69.17% |

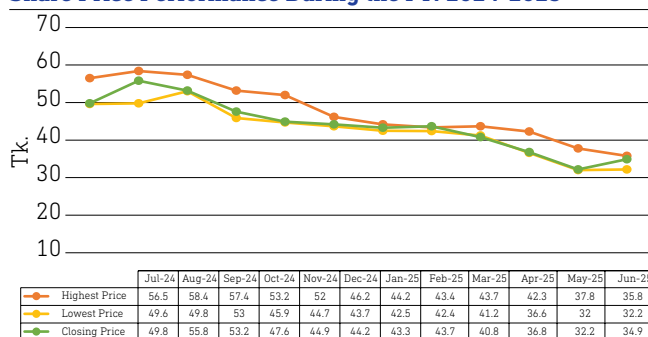
SHARE PRICE SENSITIVE ANALYSIS

Share price in the stock market moves due to various factors viz. performance of the Company, sentiments of the general market, country's economic & political events, and money market performance. Pursuant to listing regulations and other regulatory requirements, Unique Hotel & Resorts PLC ensures that its price sensitive information is circulated in due process to all stakeholders.

The Company's share data performance (BDT)

| SHARE PRICE 30 JUNE 2025 | SHARE PRICE 30 JUNE 2024 | HIGHEST SHARE PRICE (2024-25) | LOWEST SHARE PRICE (2024-25) |
|-----------------------------|-----------------------------|----------------------------------|---------------------------------|
| 34.90 | 54.10 | 58.40 | 32.20 |

Share Price Performance During the FY: 2024-2025



Source: Dhaka Stock Exchange PLC

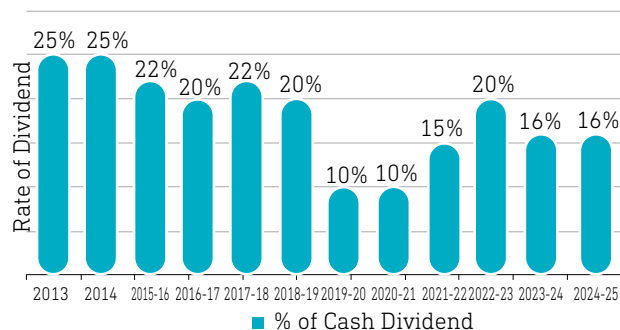
RECOMMENDATION OF DIVIDEND

The Board of Directors in its 184th meeting held on 27 October 2025 recommended 16% Cash Dividend for the financial year 2024-2025 and to be distributed within the stipulated time.

DIVIDEND PAYMENT

Unique Hotel & Resorts PLC aims to provide commendable and sustainable rate of dividend to its shareholders. Since listing in both the Dhaka and Chittagong stock exchanges, the Company has maintained a consistent dividend paying track record. Following is the dividend payment history of the Company for the last 12 years.

*Dividend 2024-25 will be paid subject to approval at 24th AGM



** 2019-20 & 2020-21 Only General Shareholders other than Directors/Sponsors.

UNCLAIMED OR UNDISTRIBUTED OR UNSETTLED DIVIDEND IN CASH OR NON-REFUNDABLE PUBLIC SUBSCRIPTION MONEY

UHR PLC maintains year wise detailed information of unpaid or unclaimed cash dividend, as per BO account (number-wise or name-wise or folio number-wise) of shareholders, and also disclose the summary of aforesaid information in the annual report and in the statements of financial position (quarterly/annually) as a separate line item 'Unclaimed Dividend Account'.

UHR PLC has published the year-wise summary of unpaid or unclaimed cash dividend in the website, www.uhrlbd.com

Pursuant to the Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 and the Bangladesh Securities and Exchange Commission (Capital market Stabilization Fund) Rules, 2021 Unique Hotel & Resorts PLC transferred unpaid or unclaimed cash dividend to Capital Market Stabilization Fund. The details are as follows:

Transfer History for Unpaid/Undistributed Dividends to Capital Market Stabilization Fund (CMSF):

| Year | Transfer date to CMSF | Cash Dividend (Tk.) | Pre-IPO Subscription Shares (Nos.) |
|------------|-----------------------|---------------------|------------------------------------|
| 2011- 2017 | 18.11.2021 | 12,923,999.96 | --- |
| 2017-2018 | 26.05.2022 | 922,209.42 | --- |
| 2018-2019 | 25.06.2023 | 1,219,792.53 | 1,478 |
| 2019-2020 | 16.05.2024 | 499,361.70 | --- |
| 2020-2021 | 10.08.2025 | 577,945.35 | --- |

Unclaimed Cash Dividend (As on 30.06.2025)

| Year | Declaration | Cash Dividend (Tk.) |
|--------------|-------------------|---------------------|
| 2021-2022 | 15% Cash Dividend | 725,886 |
| 2022-2023 | 20% Cash Dividend | 1,424,650 |
| 2023-2024 | 16% Cash Dividend | 1,534,643 |
| Total | | 3,685,179 |

**Our official website: www.uhrlbd.com has information on eligible shareholders with details for unpaid/undistributed dividends.

COMPANY WEBSITE

Anyone can get information regarding the Company's activities, products and services or can view the Annual Report 2024-25 at www.uhrlbd.com



www.uhrlbd.com

GLIMPSE OF 23RD ANNUAL GENERAL MEETING

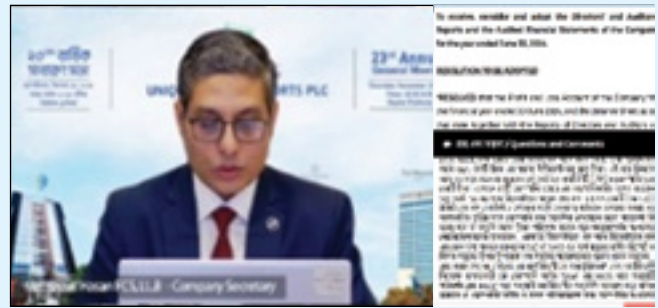


Mrs. Salina Ali, Chairperson of the Board of Directors of the company and Managing Director, Mr. Mohd. Noor Ali, Rtn. Ghulam Mustafa-Nominated Director, Mr. Mohammed Forkan Uddin FCA-Independent Director, Prof. Mohammed Ahsan Ullah-Independent Director, Mr. Md. Saiful Islam-Nominated Director, Mr. Md. Khaled Noor- Nominated Director, Mr. Gazi Md. Shakhawat Hossain- Nominated Director were present in the shareholders meeting of 23rd AGM of the Unique Hotel & Resorts PLC and Chief Executive Office Md. Shakawath Hossain, Director-Regulatory Affairs & Company Secretary Md. Sharif Hasan, LL.B, FCS, Chief Financial Officer(Acting) Mr. Opu Sultam FCA, GM & Head of Internal Audit SM Mosabbirul Islam, Representatives from Regulatory Authorities, employees of the Company, Print & Electronic Media peoples and the high officials of the company were joined in the Virtual Annual General meeting.





Maowlana Hafez Zakaria Al Hossain conducted dua and deceased shareholders of Unique Hotel & Resorts PLC were remembered by offering dua at the 23rd AGM.



Mr. Md. Sharif Hasan Company Secretary of Unique Hotel & Resorts PLC given his welcome speech at 23rd AGM



Mrs. Salina Ali Chairperson of the meeting presided the 23rd AGM.



In the 23rd AGM, Mohd. Noor Ali, Managing Director of the Company presented the current and future plans of the company to the shareholders and answered various questions of the shareholders.



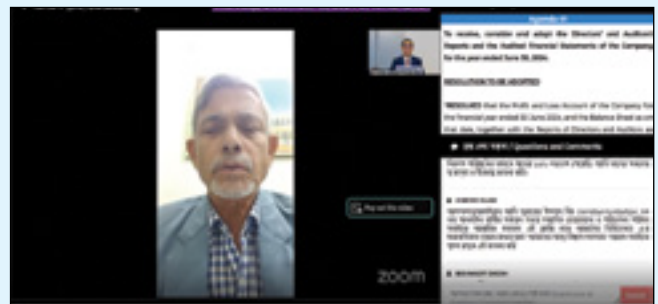
During the approved of the agenda, 1 minute time has been given to Honorable shareholders for vote against each agenda.



Mr. Abu Sufian Titu Honorable shareholder given his feedback on financial performance of Unique Hotel & Resorts PLC.



Honorable shareholder Mr. Jamil Ahmed opined that the 16% dividend announcement as an excellent performance and expects more dividend in future to continue with this streak.



Honorable shareholder Dr. Qazi Mozibar Rahman presented his analysis of overall performance of Unique Hotel & Resorts PLC



UNIQUE HOTEL & RESORTS PLC

Corporate Office: Borak Mehnur, 51/B, Kemal Ataturk Avenue, Banani, Dhaka-1213.
Tel: +(8802)2222 85116-23, 54893, Fax: +(8802)2222 54894
Email: info@uhrlbd.com, Web: www.uhrlbd.com

Proxy Form

I/We.....
Of.....
.....being a Shareholder Member of Unique Hotel & Resorts PLC, do hereby appoint
Mr./Mrs.....
of.....

as my/ our proxy in my / our absence to attend and vote for me / us and on my / our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, 24 December 2025 and at any adjournment thereof.

As Witness my/our hand this..... day of 24 December 2025.

Revenue
Stamp Tk.100

Signature of Proxy

Signature of Share Holder(s)

Folio/ BO ID NO of Shareholder(S):

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No. of shares held.....

Notes:

1. A member entitled to attend and vote in the AGM may appoint a proxy to attend and Vote on his/her behalf.
2. The Proxy Form, duly filed and stamped must be deposited at the corporate office of the Company, at least 48 hours before of the meeting.
3. Signature of member(s) must be in accordance with the Specimen Signature recorded with the Company.



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Email: info@uhrlbd.com, Web: www.uhrlbd.com

Attendance Slip

Name of the Member.....

Name of the Share Holder(s) Proxy.....

No. of Shares held:

Folio/BO ID NO of Shareholder(S):

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I/we do hereby record my/ our attendance at the 24th Annual General Meeting (AGM) of the Company being held on Wednesday, 24 December 2025 at 11.00 a.m. through Digital Platform at <https://uniquehotel.bdvirtualagm.com>

Signature of Member.....

Signature of Proxy.....

Note:

- The member attending the meeting through digital platform is requested to login by registered name, Folio no./BO ID and number of shares to join at the Virtual Annual General Meeting. 24th Annual General Meeting will be held through Digital platform as per Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021, and Letter No. BSEC/ICAD/SRIC/2024/318/87 dated March 27, 2024
- As per directive of Bangladesh Securities and Exchange Commission (BSEC), no food or gift will be arranged at the AGM.

প্রতিনিধিপত্র

আমি/আমরা.....
এর.....
.....ইউনিক হোটেল অ্যান্ড রিসোর্টস পিএলসির শেয়ারহোল্ডার সদস্য হিসাবে,
জনাব/জনাবা.....
এর.....

কে বা তাদের যে কোন একজনকে আমার/ আমাদের প্রতিনিধি হিসাবে আমার/আমাদের অনুপস্থিতিতে বুধবার ২৪ ডিসেম্বর, ২০২৫ তারিখ এ ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিতব্য কোম্পানির ২৪তম বার্ষিক সাধারণ সভায় এবং তার মূলতবি ঘোষিত সভায় উপস্থিতি হওয়া ও ভোটদানের জন্য নিযুক্ত করলাম।

প্রতিনিধির স্বাক্ষর

রাজস্ব স্ট্যাম্প
১০০ টাকা

শেয়ারহোল্ডার এর স্বাক্ষর

শেয়ারহোল্ডার এর ফোলিও/ বিও আইডি নম্বর:

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ধারনকৃত শেয়ারের সংখ্যা

নোট:

১. এজিএম-এ অংশ নিতে এবং ভোট দেওয়ার অধিকারপ্রাপ্ত সদস্য উপস্থিতি থাকার জন্য এবং তার পক্ষে ভোট দেওয়ার জন্য একজন প্রতিনিধি নিয়োগ করতে পারবেন।
২. প্রতিনিধিপত্র সঠিকভাবে পূরন ও স্ট্যাম্প সংযুক্ত করে সভার কমপক্ষে ৪৮ ঘণ্টা পূর্বে কোম্পানির কর্পোরেট অফিসে জমা দিতে হবে।
৩. কোম্পানীতে নথিযুক্ত নমুনা স্বাক্ষর ও সদস্যের স্বাক্ষর একই হতে হবে।

উপস্থিতি পত্র

শেয়ারহোল্ডারের নাম

শেয়ারহোল্ডারের প্রতিনিধির নাম.....

ধারনকৃত শেয়ারের সংখ্যা.....

শেয়ারহোল্ডার এর ফোলিও/ বিও আইডি নম্বর:

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আমি / আমরা আগামী ২৪ ডিসেম্বর, ২০২৫ রোজ বুধবার, সকাল ১১:০০ ঘটিকায় ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিতব্য ইউনিক হোটেল ও রিসোর্টস পিএলসি এর ২৪ তম বার্ষিক সাধারণ সভায় আমার / আমাদের উপস্থিতি লিপিবদ্ধ করছি।

শেয়ারহোল্ডার এর স্বাক্ষর

শেয়ারহোল্ডার এর প্রতিনিধির স্বাক্ষর

দ্রষ্টব্য:

- সাধারণ সভার দিন সকাল ১১:০০ মিঃ এর পূর্বে কোম্পানীতে নথিভুক্ত শেয়ার হোল্ডারদের নাম, ফোলিও বা বিত্ত আইডি এবং শেয়ার সংখ্যাসহ ভার্চুয়াল এজিএম এ প্রদত্ত লিংকে লগইন করার জন্য অনুরোধ করা হলো।
- বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা অনুযায়ী আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কুপন প্রদানের ব্যবস্থা থাকবেনা।

Membership Certificate

This is to certify that


Unique Hotel & Resorts PLC

having its office at
Borak Melinur
51/B Kemal Ataturk Avenue,
Banani, Dhaka-1213

is a Corporate Member of the
International Chamber of Commerce (ICC) – Bangladesh
The world business organization
Since July 2018

The membership is valid until
31 December 2025

Dhaka
7 August 2025


Ataur Rahman
Secretary General

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

UNIQUE HOTEL & RESORTS PLC

*is an Ordinary Member of Bangladesh Association of Publicly Listed Companies
and is entitled to all the rights and privileges appertaining thereto.*

This certificate remains current until 31st December, 2025.

CM-2025/157

Ref. No:

March 17, 2025

Date of issue :

BAPLC

S. M. M. Hossain
Secretary General



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UNIQUE HOTEL & RESORTS PLC

Registered office: The Westin Dhaka, Plot No 1, CWN (B), Road No. 45,
Gulshan-2, Dhaka-1212, Bangladesh

Corporate office: Borak Mehnur, 51/B Kemal Ataturk Avenue,
Banani, Dhaka-1213, Bangladesh



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