



# **CHARTER OF THE COMPENSATION & REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS**

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## TABLE OF CONTENTS

<u>Charter Provisions</u>	<u>Page</u>
1. Purpose	3
2. Membership	3
3. Duties & Responsibilities	3
4. Meetings	4
5. Resources	4

## **1. PURPOSE**

- 1.1. In complying with the principles of good corporate governance, the Board of Directors (“the Board”) created the Compensation and Remuneration Committee of the Board (“the Compensation Committee”) mainly to assist the Board in discharging its responsibilities relating to compensation and remuneration of the Corporation’s Executives. Its basic policy is for the Company to offer fair and competitive remuneration in order to attract and retain high caliber individuals as directors and officers.
- 1.2. Notwithstanding the enumeration of specific functions and responsibilities in this Charter, the Compensation Committee believes that its policies and procedures should remain flexible to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its shareholders.

## **2. MEMBERSHIP**

- 2.1. The Compensation Committee shall be composed of at least three (3) members, one (1) of whom shall be an independent director. In determining whether a director is eligible to serve on the Compensation Committee, the Board shall consider the director’s affiliations with the Corporation, its subsidiaries and affiliates of its subsidiaries to determine whether such affiliations would impair the director’s judgment as a member of the Compensation Committee. Members of the Compensation Committee will be appointed, and may from time to time be removed, by the Board.

## **3. DUTIES & RESPONSIBILITIES**

In consultation with the Shareholders and the BoD, the committee shall have the following duties and responsibilities:

- 3.1. Reviewing and recommending the director’s and officer’s overall compensation philosophy and overseeing the administration of related compensation and benefit programs, policies and practices;
- 3.2. Recommend a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation’s culture, strategy and control environment.
- 3.3. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully.

- 3.4. Assist and recommend the formulation, establishment and implementation of a procedure for the dissemination of information on individual board members and key executives of the Corporation to investors and other stakeholders. Such information should enable such investors to evaluate the experience and qualifications of such individual board members and key executives, and to assess any potential conflicts of interest that might affect their judgment. Such information should furthermore enable such investors to properly assess the costs and benefits of remuneration plans given to such individual board members and key executives.
- 3.5. Assess the adequacy on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired.
- 3.6. Be primarily responsible for the review of existing human resources or personnel policies of the Corporation, to strengthen provisions on conflict of interest, salaries, and benefits policies, promotion, and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.
- 3.7. Review and recommend the development of a Personnel Handbook covering the same parameters of governance stated below.
- 3.8. Review and reassess the adequacy of this charter annually and recommend to the Board any changes deemed appropriate by the Committee.
- 3.9. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

#### **4. MEETINGS**

- 4.1. The Compensation Committee shall meet at least once a year and at such other times as it deems necessary to fulfill its responsibilities. The Compensation Committee shall report regularly to the Board of Directors with respect to its reviews and make recommendations to the Board of Directors as appropriate.

#### **5. RESOURCES**

- 5.1. The Compensation Committee will have the resources and authority necessary to discharge its duties and responsibilities.

----- Nothing Follows -----