

REMUNERATION AND NOMINATIONS COMMITTEE

Terms of Reference

1. MEMBERSHIP

The Committee shall comprise a minimum of three non-executive directors with the majority of whom are independent. The members and the Chairman of the Committee are appointed by the Board.

The Board may from time to time appoint additional members to the Committee from among the non-executive directors subject to the Memorandum of Incorporation.

The Committee may invite any director, executive or other person to attend Committee meetings as deemed appropriate to assist the Committee in the fulfilment of its objective.

The Committee is authorized by the Board to obtain external professional advice as it shall deem appropriate and shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference of consultants to advise on all relevant aspects.

2. MEETINGS AND QUORUM

The Committee shall meet with such frequency and at such times as it may determine, however it is expected for the Committee to meet at least twice a year. The Chairman of the Committee or in his absence, another member of the Committee, shall provide verbal report to the Board after each meeting.

The quorum for meetings of the Committee shall be two, one of whom should be the Committee Chairman, unless he or she is unable to attend due to exceptional circumstances. The members present must elect one of the members present to act as chair.

The Chief Executive Officer ("CEO"), head of human resources or other members of senior management, assurance providers, professional advisors and board members may be in attendance at Committee meetings by invitation and may not vote.

The Company Secretary is the secretary of the Committee and shall produce such documents and minutes of the Committee's meetings as are appropriate and distribute to all members. No individual, irrespective of position, is present when their performance is evaluated and their remuneration is discussed.

The Committee must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in this terms of reference. The number, timing and length of meetings, and the agendas are to be determined in

accordance with the annual plan. A detailed agenda, together with supporting documentation, must be circulated, with adequate notice prior to each meeting to the members of the Committee and other invitees.

The minutes must be recorded, circulated to the members of the Committee, and approved at the next Committee meeting.

3. OBJECTIVE

3.1 The Committee shall be responsible to the Board to:

- a) Set the Group's remuneration policy and principles and the remuneration of Senior Executives. These Senior Executives include those whose appointment requires Board approval, employees who perform a significant influence function, employees whose activities have or could have a material impact on the Group's risk profile and any other employee as determined by the Committee from time to time.
- b) For leading the process of Board appointments and for identifying and nominating for the approval of the Board, candidates for appointment to the Board.

4. COMMITTEE RESPONSIBILITIES WITH REGARDS TO REMUNERATION

4.1 Without limiting the generality of the Committee's objective, the Committee shall have the following responsibilities, powers, authorities and discretion:

- a. to determine and review the remuneration policy of the Company and applicable subsidiaries to make recommendations to the Board on the Company's policy and structure for remuneration and fees of all Directors and Senior Executives and on the establishment of a formal and transparent procedure for developing policy on such remuneration as the Committee may consider appropriate;
- b. to manage the stakeholder relations with investors and other stakeholders deemed appropriate on remuneration matters at the annual general meeting and throughout the year;
- c. to periodically review the adequacy and effectiveness of the remuneration policy of the company and applicable subsidiaries in the context of consistency and effective management. The review includes the review of new and amended salary-, incentive bonus- and retirement benefit policies which are substantial from an impact and cost viewpoint;
- d. to give the Board such additional assurance as it may reasonably require regarding the Human Resources policies of the Company, pertaining to the terms and conditions of employment and remuneration which are fair and will attract and retain talent;
- e. to review and approve performance-based remuneration by reference to Company goals and objectives resolved by the Board from time to time;

- f. to review and sanction all proposals for employee share plans for the Company and its subsidiaries prior to referral to shareholders;
- g. to review and sanction proposals for new or amended policies on severance pay;
- h. to ensure that no Director or Senior Executive or any of their associates are involved in deciding their own remuneration; and
- i. to review and disclose the Directors' Remuneration Report in the annual report whether any executive Director or Senior Executive has the right or opportunity to receive enhanced benefits beyond those already disclosed and whether the Committee has exercised its discretion during the year to enhance such benefits either generally or for any member of this group;

4.2 To seek advice from the Audit and Risk Committee, as appropriate, on the alignment of risk appetite with performance objectives set in the context of incentive packages and on whether any adjustments for risk need to be applied when considering performance objectives or actual performance. In the event of any difference of view, appropriate risk adjustments should be decided by the Group Chairman and the non-executive Directors of the Board.

4.3 This Committee has the following specific responsibilities for Directors and Senior Executives, namely to approve:

- a. overall market positioning of the remuneration package;
- b. individual guaranteed salaries, benefits and increases;
- c. short-term incentives ("STI") and long-term incentives ("LTI") arrangements;
- d. benefit entitlements (including pension arrangements);
- e. service contracts; and
- f. termination arrangements

The Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and Senior Executives and desirability of performance-based remuneration.

The Committee shall review and approve, for Directors and Senior Executives, the compensation payable in connection with any loss or termination of office or appointment and compensation arrangements relating to the dismissal or removal for misconduct to ensure that such compensation or arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise fair, reasonable, appropriate and not excessive.

6. COMMITTEE RESPONSIBILITIES WITH REGARDS TO NOMINATION

5.1 The Committee shall make recommendation to the Board concerning:

- a. plan for succession for both executive and non-executive directors, including the chairman and CEO;
- b. the appointment of any executive director other than to the positions of Chairman and CEO, the recommendation for which is to be considered at a meeting of the Board;
- c. suitable candidates for the role of independent directors;
- d. the re-election by shareholders of directors retiring by rotation;
- e. the renewal of the terms of office of non-executive directors;
- f. member of Board Committees, including the following Committees:
 - Audit and Risk Committee;
 - Transformation, Social and Ethics Committee;
 - Investment Committee; and
- g. any matters relating to the continuation in office of any director at any time.

5.2 The Committee shall:

- a. review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board and make recommendations to the Board with regard to any changes;
- b. give full consideration to succession planning for the company, particularly in respect of the CEO, the executive committee and the Chairman for the Board. The challenges and opportunities facing the Company as well as the required skills and expertise are taken into account as part of this process;
- c. prior to recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- d. in identifying suitable candidates the Committee shall:
 - i. use such methods to facilitate the search as it may deem appropriate;
 - ii. consider candidates from a wide range of backgrounds;
 - iii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position; and
 - iv. have due regard to the Board's diversity and transformation policy;
- e. keep under review the leadership needs of the group, both executive and non-executive, with a view to ensuring the continued ability of the group to compete effectively in the marketplace;
- f. keep up to date and fully informed about strategic issues and commercial changes affecting group and the market in which it operates;
- g. review the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending adequate time fulfilling their duties;
- h. ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms

- of time commitment, committee service and involvement outside board meetings;
- i. review measurable objectives for the implementation of the Board's transformation policy and monitor progress towards the achievement of such objectives;
 - j. assess the independence of non-executive directors; and
 - k. review and monitor the training and continuous professional development of directors and Senior Executives

7. GENERAL RESPONSIBILITIES

To undertake on behalf of the Group Chairman or the Board such other related tasks as the Group Chairman or the Board may from time to time entrust to it.

The Committee may appoint, employ or retain such professional advisers as the Committee may consider appropriate. Any such appointment shall be made through the Secretary to the Committee, who shall be responsible for the contractual arrangements and payment of fees by the group on behalf of the Committee.

To review and approve any statement and disclosure of the Directors' Remuneration Report in the published financial statements required on remuneration and, where applicable, the policy as well as the activities and the process used for appointments. This statement and disclosure have to be submitted to Board.

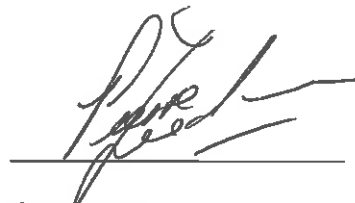
To review the powers, duties and responsibilities of similar committees of applicable subsidiary companies.

The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes.



CHAIRMAN

REMUNERATION



CHAIRMAN

NOMINATIONS

APPROVED ON 7 September **2016**