



Nomination and Remuneration Committee Charter

Roles and Responsibilities of Nomination and Remuneration Committee

1. To consider and propose to the Board of Directors on the Board of Directors' structure;
2. To determine the criteria and process for nominating a candidate for a director;
3. To nominate candidates to be appointed as directors and the Chief Executive Officer and propose for the Board of Directors' approval;
4. To consider and approve the appointment of the senior executives (N-2 from the CEO)
5. To consider the appropriate structure, amount, form, and criteria for all types of remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, the directors, the sub-committees and the Chief Executive Officer and propose them for the Board of Directors' approval;
6. To consider and approve the compensation structure of the senior executives (N-2 from the CEO);
7. To consider the evaluation criteria for the performance of the Board of Directors, the sub-committees, the Chief Executive Officer, and the senior executives (N-2 from the CEO);
8. To consider the performance of the Board of Directors, the sub-committees, and the Chief Executive Officer before proposing it to the Board of Directors, and to approve the performance of the senior executives as evaluated by the Chief Executive Officer;
9. To propose the results of the performance evaluation of the Board of Directors, the sub-committee, and the Chief Executive Officer to the Board of Directors for approval;
10. To formulate plans for succession for key executive and non-executive Directors and propose for the Board of Directors' approval;
11. To report its performance to the Board of Directors at least once a year and to the shareholders via the annual report once a year;
12. To conduct the annual evaluation of its performance and report the results to the Board of Directors;
13. The Chairman of the Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Committee's activities;
14. To undertake any actions concerning the nomination and determination of remuneration as designated by the Board of Directors and to perform any other tasks as stipulated by laws and regulations of the governmental authorities.