

CHITTAGONG STOCK EXCHANGE LTD.

Terms of Reference (TOR) of Nomination and Remuneration Committee

The Committee shall discharge such functions as may be vested to it by the Board from time to time. Without prejudice to the generality of the nature, functions of the committee shall be as follows:

- (i) scrutinize nomination papers that may be submitted by a candidate for the post of Director including Independent Directors according to “Fit and Proper Criteria” as described in the Scheme and the Regulations concerned;
- (ii) provide recommendation of remuneration and other facilities of the Directors for approval of the shareholders through the Board;
- (iii) provide recommendation of remuneration for the Managing Director for approval of the shareholders through the Board;
- (iv) carry out the function of searching qualified persons for the recruitment of the Managing Director;
- (v) short-list candidates for the appointment of Managing Director;
- (vi) recommend the appointment, compensation, succession planning and removal of the CRO to the Board in consultation with the RAC. Provided that CRO can only be appointed and removed upon recommendation by the RAC to the Board and with final approval of the Commission. For this purpose, non-renewal of the contract with CRO shall be considered as removal;
- (vii) recommend, review and/or make revisions of human resource management policies, including compensation and appraisal policies of CSE;
- (viii) ensure that compensation policy is not biased in favour or against any particular position or positions;
- (ix) recommend to the Board the selection, evaluation, compensation (including retirement benefits) of Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”), Chief Technology Officer (“CTO”) and Company Secretary or any other position comparable with these roles;
- (x) oversee proper implementation of all Human Resource policies; and
- (xi) submit written reports to the Board of CSE regarding activities and proceedings as and when requested by the Board.