

Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee (NRC) of Titas Gas Transmission and Distribution Company Limited is comprised of three members of the Board of Directors and Company Secretary of the Company.

The composition of the present Nomination and Remuneration Committee is as follows:

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| 1. | Mr. M. Rafiqul Islam | - Chairman |
| 2. | Mr. Md. Nazrul Islam | - Member |
| 3. | Mr. Khaled Mahmood | - Member |
| 4. | Mr. Md. Abdul Hakim Mukta | - Secretary |

Code of Conduct for the Chairperson, other Board members and Chief Executive Officer and role of the Nomination and Remuneration Committee:

The NRC will formulate and recommend to the Board a code of conduct for the Chairperson, other Board members and Chief Executive Officer on the basis of Corporate Governance Code/Condition No.-6(5)(b) of the Bangladesh Securities and Exchange Commission (BSEC) notification dated 3 June 2018. To determine the code of conduct 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 role of the NRC is mainly define as under:

- (a) 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 considering the following:
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - (ii) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors 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;
- (b) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (c) identifying persons who are qualified to become directors in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- (d) formulating the criteria for evaluation of performance of independent directors and the Board.