

GOVERNANCE AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

**Beta Glass Plc
Iddo House, Iddo, Lagos.**

BETA GLASS PLC
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Introduction

These terms of reference are subject to the provisions of the Companies and Allied Matters Act (2020), the Securities and Exchange Commission Code of Corporate Governance 2011, the Nigerian Code of Corporate Governance 2018, the Financial Reporting Council Act, the Investment and Securities Act (2007) as well as the Memorandum and Articles of Association of the Company.

Purpose of the Terms of Reference

The purpose of these terms of reference is to set out the Governance and Remuneration Committee's ("Committee") roles, responsibilities, authority, composition and meeting procedures and ancillary matters.

1. Membership

- 1.1 The Committee shall be comprised of a minimum of three (3) Non- Executive Directors appointed by the Board from amongst its members. Committee members may be removed and replaced by the Board in its complete discretion. The Managing Director, Chief Finance Officer and the Head, Human Resources may be in attendance. Where discussions affect any member personally, such member shall be excused from participating when the discussions are being conducted.
- 1.2 The Chairperson of the Committee shall be appointed by the Board from amongst Members of the Committee
- 1.3 The Secretary to the Board of Directors or his/her nominee shall act as Secretary of the Committee.

2. Committee Meetings

- 2.1 Only Members of the Committee have the right to attend Committee meetings however nothing in this Section 2 of these terms of reference shall encumber the ability of the Committee to invite other individuals to attend all or part of any meeting, where the Committee believes that the attendance of such individual(s) shall be beneficial to its work.
- 2.2 In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3 The Quorum necessary for the transaction of business shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.
- 2.4 The decision of the Committee may be by unanimous assent of all members present. If a matter is put to vote, it shall be decided by the majority. Where there is a tie, the Chairperson of the Committee shall have the casting vote.
- 2.5 The secretary shall ascertain, at the beginning of each meeting the existence of a conflict of interest and minute them accordingly. The chairperson shall determine if such a conflict sufficiently warrants the member to be excused to attend and /or to vote on the subject matter of the meeting.
- 2.6 The Committee shall meet at least four times annually or as frequently as it deems necessary to carry out its duties and responsibilities.

3. Notice of Meetings

- 3.1 Meetings of the Committee shall be called by the Secretary at the request of the Chairperson.
- 3.2 There shall be at least seven (7) days' notice of a Committee meeting. However, upon the agreement of all members, the Committee may meet on notice of less than one week for this purpose.
- 3.3 Relevant briefing materials shall accompany the notice of meeting.

4. Minutes of Meetings

- 4.1 The Secretary shall take minutes of the proceedings and resolutions of all the meetings of the Committee, including the recording of the names of those present and in attendance.
- 4.2 The minutes of each meeting will be approved by the Chairperson and circulated within one week of the meeting and a summary report shall be prepared to the Board.

5. Duties and Responsibilities

The Duties and responsibilities of the Committee shall include the following;

- 5.1 Review annually the Company's human resources policies procedures, programmes, compensation and benefit plan for all employees;
- 5.2 Review and assess management's plan and programmes for attraction, retention, and development of human resources to achieve the company's objectives.
- 5.3 Recommend and ensure succession plan is maintained for key management staff.
- 5.4 In consultation with the Board, to recommend and administer a remuneration policy for members of the Board (the Board Chairman, Non-Executive and Executive Director), and any other designated executive managers including bonus, incentive payments and share scheme
- 5.5 Review and provide oversight of the Company's human resources policies including the activities relating to the recruitment, retention and disengagement of staff and to act in a conciliatory capacity in disciplinary matters involving staff in management cadre.
- 5.6 Review the Company's organogram from time to time and make recommendations to the Board to ensure that the overall structure is effective and efficient.
- 5.7 To establish and administer a whistleblowing policy for the Company whether by itself or through delegated authority in accordance with international best practices. Such delegated authority shall be guided by the same operational guidelines as that of the Committee.
- 5.8 Pursuant to 5.8 above, to cause to be thoroughly investigated all substantiated allegations of illegal or unethical conduct as described in the policy as may be referred to it by the Internal Audit Manager.

- 5.9 To evaluate, monitor and review the effectiveness of the whistle blowing policy and to make recommendations to the Board when it deems appropriate in order to comply with extant legislation and relevant corporate governance codes.
- 5.10 To ensure that transparent, fair, confidential, objective and constructive measures are adopted in the conduct of any investigation.
- 5.11 To ensure whistle blowing policy and any other modification thereon are effectively communicated and made available to all employees and other stakeholders of the Company.
- 5.12 To ensure that the outcome of any investigation and any disciplinary or remedial action arising from the investigation is carried out expeditiously.
- 5.13 Establish a formal and transparent process for Board appointments, including establishing the criteria for appointment to the Board and Board committees, reviewing prospective candidates' qualifications and any potential conflict of interest; assessing the contribution of current Directors against their re-nomination suitability, and making appropriate recommendations to the Board.
- 5.14 Identify individuals suitably qualified to become Board members and make recommendations to the Board for nomination and appointment as Directors.
- 5.15 Periodically determine the skills, knowledge and experience required on the Board and its committees.
- 5.16 Ensure that the Company has a formal programme for the induction and training of Directors.
- 5.17 Undertake the annual assessment of the independent status of each INED.
- 5.18 Ensure that the Company has a succession policy and plan in place for the Chairman of the Board, the MD/CEO and all other EDs, NEDs and senior management positions to ensure leadership continuity. Succession planning should be reviewed periodically, with provision made for succession in emergency situations as well as long-term vacancies.
- 5.19 Deal with all matters pertaining to executive management selection and performance, including an annual evaluation of the performance of the MD/CEO and executive management.

5.20 Develop a process for, and ensure that the Board undertakes, an annual performance evaluation of itself, its committees, the Chairman and individual Directors, as well as the Company's corporate governance practices.

5.21 Ensure the development and periodic review of Board charters, Board committee charters and other governance policies, such as the code of ethics, conflict of interest and whistleblowing policies among others.

5.22 Ensure the development of a formal, clear and transparent framework for the Company's remuneration policies and procedures.

6. Other Matters

The Committee shall:

6.1 Have access to sufficient resources in order to carry out its duties, including access to the Board secretariat for assistance as required; and

6.2 Oversee any activities that are within its terms of reference.

7. Authority

The Committee is authorized:

7.1 To seek any information, it requires in order to perform its duties from any Board member or employee of the Company;

7.2 To obtain at the Company's expense outside legal or professional advices on any matter within its terms of reference;

7.3 To have reasonable access to the company's records, facilities and other resources necessary to discharge its duties and responsibilities, including access to the Board Secretariat for assistance as required; and

7.4 To form and delegate authority to sub committees and delegate authority to one or more designated members of the Committee.

8. Maintenance of Records

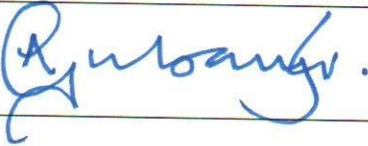
All file and records relating to any substantiated allegations raised should be maintained and kept for a basic period of not less than 6 years.

9. Amendment, Modification or Variation of TOR

This term of reference shall only be amended, varied or modified in writing after due consultation with and approval of the Board.

10. Approval of Terms of Reference

The terms of reference were approved by the Board of Directors of Beta Glass PLC this 24th day of March, 2022 and will be due for review on 20XX

Signature		
Name		
Designation	Chairman, Board	Chairperson, Governance and Remuneration Committee