

# Beta Glass Plc

## Board Remuneration and Claw Back Policy

Policy Number:

Revision Number (01)

Responsible Person:

Approved by the Board on: 24<sup>th</sup> day of March, 2022

### 1. Introduction

1.1. Beta Glass Plc (the “Company”) is a Limited Liability Company duly registered under the Companies and Allied Matters Act that prioritizes strict compliance with corporate governance requirements.

1.2. The Nigerian Code of Corporate Governance 2018 (NCCG) and Sectoral guidelines on Corporate Governance (SGCG) issued by Securities and Exchange Commission (SEC) provide that a Company should develop a comprehensive policy on remuneration for directors and senior management. (the “Policy”)

The remuneration policy is to ensure the Company is remunerating its Directors on the basis of the Company’s short and long-term business plan, so as to continue to win, to be different and to create pioneering solutions that foster better lives, through teamwork, responsibility, ethos and excellence. The remuneration packages of senior management will be structured in such a way as to promote sound and effective risk management within the Company’s risk appetite.

1.3. The Code is not intended as a rigid set of rules but should be viewed as a dynamic document defining minimum standards of corporate governance and a guide to facilitate sound corporate practices and behavior in organizations.

## 2. Objective of the Policy

2.1. This Policy shall:

- a. define the criteria and mechanism for determining levels of remuneration and the frequency for review of such criteria and mechanism;
- b. define a process, if necessary with the assistance of external advisers, for determining executive and non-executive directors' compensation; and
- c. provide how and to what extent executive directors and senior management's reward should be linked to corporate and individual performance.

## 3. Remuneration

- 3.1. The criteria and procedure for determining the remuneration of directors and senior management shall be as recommended by the Governance & Remuneration Committee (the GaRC) to the Board and approved by the Company in general meeting.
- 3.2. This Policy should be reviewed periodically with levels set with regard to responsibilities and market movement. Every four (4) years (or earlier if there is any substantive changes) on the recommendation of the Committee, the Board of Directors will seek the approval of any changes in the remuneration structure and terms of the policy at the Company's General Meeting of Shareholders with any amendments it deems appropriate at that time.
- 3.3. In accordance with current corporate governance standards, the Governance & Remuneration Committee (the GaRC) shall seek from Independent Remuneration consultants with the requisite skill and expertise to provide a remuneration framework and structure for the Company. It shall similarly seek advice on fees and issues of comparability between the Company and other similarly sized companies and companies operating in the same sector, to ensure that the Non-Executive Directors and Chairman are remunerated at a level which reflects the time commitment and responsibilities of the role.



#### **4. Assessment and Recommendation**

4.1. The report obtained by the GaRC from the Independent remuneration consultants shall be considered by the GaRC and be used as a basis for making its recommendation to the Board.

#### **5. Consideration and Approval**

5.1 Upon considering the recommendation of the GaRC, the Board shall approve the remuneration of the Directors and subject the same to the shareholders for their approval.

5.2 Only Non-Executive directors shall be involved in decisions regarding the remuneration of Executive directors. No member of the Board of Directors makes decisions or is responsible for their own remuneration.

5.3 Where share options are adopted as part of executive remuneration or compensation, the Board should ensure that they are not priced at a discount except with the authorization of the Securities and Exchange Commission (SEC).

5.4 Any such deferred compensation should not be exercisable until one year after the expiration of the minimum tenure of directorship.

5.5 Where share options are granted as part of remuneration to directors, the limits shall be set in any given financial year and subject to the approval of the shareholders in general meeting.

#### **6. The Claw Back Policy**

6.1 The remuneration of Non-Executive Directors and Chairman are fixed (non-incentive) and not directly linked to the performance of the Company;

6.2 The remuneration of Executive Director(s) and Senior Management are based on two components- (1) Fixed Pay and (2) Variable incentives based on Company's performance;

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6.3 The incentive based remuneration is based and measured over the financial year;

6.4 Payments of remuneration under the annual incentive based plan will be subject to recovery for a period of at least three (3) years from payment in the event of certain specified events including misstated financial statements of previous years or otherwise erroneous financial data used to calculate such incentives and misconduct.

## 7. Approval of this Policy

This Policy is revised version one and approved by the Board of Directors of Beta Glass PLC this 24<sup>th</sup> day of March, 2022



Chairman



Secretary