

TERMS OF REFERENCE (TOR)

FOR

THE NOMINATION AND REMUNERATION COMMITTEE

Company Secretariat

CONFIDENCE POWER AND ENERGY PLC.

Awal Center

17th Floor, 34, Kemal Ataturk Avenue, Banani, Dhaka.

Date: 28 October, 2025



TERMS OF REFERENCE
NOMINATION AND REMUNERATION COMMITTEE

1. Purpose:

The Nomination and Remuneration Committee (the 'Committee') is established to:

- a. Assist the Board of Directors (the 'Board') in fulfilling its oversight responsibilities with respect to the nomination, evaluation, and appointment of directors and senior executives;
- b. Develop and recommend remuneration policies to ensure fair and responsible compensation practices aligned with the organization's strategic objectives.

2. Authority:

- a. The Committee is authorized by the Board to:
- b. Access any records, data, and personnel relevant to its duties.
- c. Obtain independent external advice, as necessary.
- d. Make recommendations to the Board, which retains ultimate decision-making authority.

3. Composition:

- a. The Committee shall consist of at least three members, the majority of whom must be independent/non-executive directors.
- b. The Chair of the Committee shall be an independent/non-executive director, appointed by the Board.
- c. The Company Secretary or other designated officer shall act as the secretary of the Committee.
- d. Members of the committee shall be appointed by the Board.
- e. The Board shall have the authority to remove and appoint any member of the committee.

4. Meetings:

- a. The Committee shall meet at least 1 (one) a year and additionally as required.
- b. A quorum shall consist of 2 (two) members or 2/3rd members, whichever is higher.
- c. Minutes of each meeting shall be recorded and circulated to the Board.

5. Responsibilities:

a. Nomination

- i. Identify and recommend suitable candidates for directorships and key executive positions.



- ii. Develop and regularly review Board succession plans.
- iii. Oversee the performance evaluation of the Board, its committees, and individual directors.
- iv. Ensure that the Board has an appropriate mix of skills, experience, independence, and diversity.

b. Remuneration

- i. Develop and recommend a comprehensive remuneration policy for directors and senior executives.
- ii. Review and approve the total remuneration packages of executive directors and senior management.
- iii. Ensure remuneration is aligned with performance, business strategy, long-term shareholder interests, and legal/regulatory standards.
- iv. Oversee any incentive or equity-based plans and recommend changes, as appropriate.

6. Reporting:

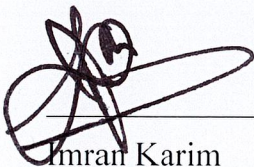
- a. The Committee shall report its activities and findings to the Board after each meeting.
- b. An annual report of the Committee's activities shall be included in the company's annual report.

7. Review:

The Committee shall review its Terms of Reference annually and recommend any changes to the Board for approval.

8. Approval:

Approved by the Board of Directors on: October....., 2025.



Imran Karim

Chairman of the Board

Rabeya Jamali

Chairman of the NRC Committee

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