

## **NOMINATION AND REMUNERATION COMMITTEE CHARTER**

The Nomination and Remuneration Committee is constituted as a Committee of the Board of the Company. The Committee's Charter may be amended at any time by the Board.

### **I. PURPOSE**

To assist the Board in fulfilling their oversight responsibilities for the independence of Board Members and to monitor the integrity of human resources processes at Aramex.

### **II. MEMBERSHIP**

The Committee is appointed by the Board in accordance with SCA regulations. The Committee should have at least 3 (three) members, all of whom shall be Non-Executive Board Members and at least 2 (two) must be Independent Board Members.

The Chairman of the Committee is to be an independent non executive member of the Board and is to be appointed by the Board (but is not to be the Chairman of the Board).

The members of the Committee shall be elected, by the Board, to serve for a 3 (three) year term, until their successors are elected and qualify or until their resignation or removal. The voting and appointment of committee members shall take place at the first Board meeting of a newly convened Board of Directors. Members may be re-elected for unlimited number of subsequent terms.

### **III. MEETINGS**

The Committee will meet as frequently as it determines, at least 1 (one) time per year, at such time and place as is deemed appropriate. Additional meetings may be requested by any Board member or the Human Resources manager. All the attending members shall approve and sign the agendas of meetings of the Committee before the same are filed by the Secretary of the Committee. Copies of the minutes are sent to the members after approving and signing the same for the sake of keeping. The minutes of the meetings of the Committee thereof shall be kept by the secretary of the Committee, and in case any of the members declined signing, the objection of such member shall be recorded in the minutes along with the reasons of such objection in case the reasons are expressed.

### **IV. QUORUM**

The presence of 2 (two) committee members shall constitute a quorum for the transaction of business at any meeting. However, 1 (one) of these attending members must be the Chairman of the committee. All matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of both members present.

### **V. AUTHORITY**

The Nomination and Remuneration Committee is empowered to:

- Make decisions in line with the Duties & Responsibilities laid out in this Charter.

- Obtain all required information through the Human Resources Manager and/or the Board Secretary.
- Obtain external legal or other professional advice and to secure the attendance of anyone it considers having relevant experience, expertise or knowledge.

## **VI. DUTIES AND RESPONSIBILITIES**

The specific duties and responsibilities of the Nomination and Remuneration Committee shall be to:

- Ensure that Independent Directors remain independent in a continuous basis.
 

Continuous verification of the board members' independence, during their term. If the committee discovers that any of the members do not meet the independency criteria, it shall present this matter to the company's board of directors and the board shall notify the member by a letter to be sent by registered mail to the members' registered address recorded in the company's files and shall address the reasons for the lack of independency; such member shall provide clarification to the board within fifteen days from the date of the notification.

The board of directors in its earliest meeting after the member's response or after the expiry of the period preferred to above, shall issue a decision confirming whether the member is considered independent or not.

Even when such board member is no longer meeting the independence criteria and such situation does not result a breach to the minimum requirement for the number of independent board members, the same must be taken into account when establishing board committees.

Notwithstanding provisions of Article (102) of the Commercial Companies Law, if the board decision holding that the member is no longer independent is to impact the minimum requirements for the independent board members, the board shall appoint a new member replacing such member and such appointment shall be reviewed by at the earliest general assembly of the company in order to give effect to the decision of the board.
- Develop, monitor and annually review the policies relating to remunerations, benefits, incentives and bonus salaries to the board members and employees of the Company. The Committee shall also ensure that remunerations and privileges granted to the executive management are rational and proportionate with the performance of the Company.
- Determine the required core competencies at the executive management and employees levels and the criteria for selecting the same.
- Develop, monitor and annually review the Company's human resources and training policy and make recommendations to the Board of Directors.
- Recommend Board Member remuneration.
- Follow up and monitor the "Annual Board Member Declaration Form" process.
- Arrange and follow up on the procedures pertaining to the proposal for the membership in the Board of Directors in accordance with the provisions of the applicable laws, regulations and the provisions of SCA Corporate Governance Code.

## **VII. REPORTING POLICY AND PROCEDURES**

Following each Committee meeting, the Committee is to report in writing on its concluded actions, results and recommendations to the Board with absolute transparency, for the Board of Directors to oversee the Committee's work and ensure its commitment towards the duties assigned to it.

The Secretary of the Committee prepares the report and the Secretary of the Board of Directors sends it to the Board upon the approval of the Chairman of the Committee.

## **VIII. OTHER**

The Committee will consider any other matters referred to the Committee by the Board.