	MURREE BREWERY COMPANY LTD	Doc. No.	MBC-HR-F-
	TERMS OF REFERENCE OF THE HUMAN RESOURCE AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS	Rev. No.	01
		Rev. Date	15.04.2019

1. Objective:

- 1.1 The Human Resource and Remuneration Committee will provide guidance to Human Resource Management of the Murree Brewery Co. Ltd. Its primary responsibility will include reviewing, monitoring and making recommendations to the Board of Directors of Murree Brewery Company Limited.

2. Composition:

- 2.1 There shall be a human resource and remuneration committee of at least of three members comprising a majority of non-executive directors of whom at least one member shall be an independent director. The chairman of the committee shall be an independent director. The Chief Executive Officer may be included as a member of the committee.

The members of the committee will be appointed for a term of 3 years, if a member of the committee ceases to be a member of the committee due to any reason, a replacement will be appointed by the Board for the remaining term of the committee.


- 2.2 The head of human resource or any other person appointed by the Board of Directors may act as secretary to the committee and will be responsible for preparation and distribution of Agenda, Minutes, working papers and reports.

3. Terms of Reference:

The Terms of reference of the committee determined by the Board of Directors which include the following:

- 3.1 Recommend to the Board for consideration and approval of policy framework for determining remuneration of directors, senior Management and corporate employees preferably taking into consideration that such remuneration commensurate with the performance of the company and evaluation of board, management and corporate employees.
- 3.2 undertaking annually a formal process of evaluation of performance of the board as a whole, its members and its committees either directly or by engaging external independent consultant and if so appointed, a statement to that effect shall be made in the directors' report disclosing name, qualifications and major terms of appointment.



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- 3.3 Recommending Human Resource Management policies to the Board.
- 3.4 Recommending to the Board the selection, evaluation, development, compensation (including retirement benefits) and succession planning of Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of Internal Audit.
- 3.5 Consideration and approval on recommendations of Chief Executive Officer on such matters for key management positions who report directly to Chief Executive Officer.
- 3.6 Consideration and approval on recommendations of Chief Executive Officer on such matters related to collective Labour Agreement negotiated with Collective Bargaining Agent.


4. Meetings

- 4.1 Agenda of the meeting will be circulated by the secretary of the committee seven days in advance.
- 4.2 The committee shall meet at least once in a financial year and may meet more often if requested by a member of the Board or committee itself or Chief Executive Officer. Committee meetings will be held at Murree Brewery Company Limited, 3-National Park Road, Rawalpindi.
- 4.3 The quorum for a meeting will be two members of the committee. If the chair is not present, the committee will select one of the members present to preside over that meeting. Members can also attend meeting through audio or video conference.
- 4.4 Any other Board member or any other officer may attend meetings of the committee as a special invitee as it may time to time consider desirable to assist the committee in attainment of its objectives.

5. Information and Communication

- 5.1 The committee may request such information from any executive/officer as is considered necessary by the committee to discharge its responsibilities. The committee communication will be limited to CEO.

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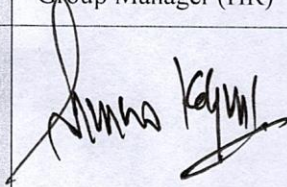

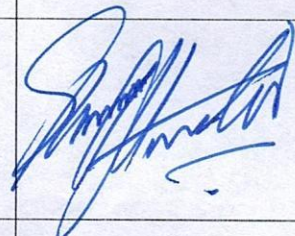
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5.2 If a document or information requested by the committee is not provided, the request may be referred by the chair of the committee to the Chief Executive Officer for a final decision/compliance.

5.3 All communication between the committee and CEO will be conducted through The Secretary of the committee.

6. Administrative Arrangements

6.1 Secretarial and Technical support will be provided by the office of the Group Manager HR / Company Secretary.

	Prepared By:	Reviewed By:	Approved By:
Name:	S. Tanveer.H.Kazmi Group Manager (HR)	Ch. Waqar A. Kahloon Company Secretary	Board of Directors
Signature:			
Date:	15/4/2019	15/4/19	