

Engro Powergen Qadirpur Limited (EPQL)

Board People Committee (BPC) Terms of Reference (TORs)

Vision:

Engro provides the most desirable environment for leaders to grow and thrive.

Mandate:

- To recommend to the board the right HR management policies, and practices aligned to deliver best-in-class talent for the company.
- To recommend to the board the right compensation framework for the CEO and direct reports, and an overall compensation philosophy that serves the strategic drivers of the organization.
- To recommend to the board the selection, separation, and compensation of the statutory positions (CEO, Company Secretary, CFO, and Head of Internal Audit).
- To recommend to the Board a compensation framework for the Directors.
- To recommend to the Board the right goals, measures, performance evaluation, development, succession of CEO.
- To recommend to the Board, matters relating to the succession planning of key senior management positions reporting to the CEO.
- To put in place a framework for evaluation of the performance of the Board as a whole and its various sub-committees as required under the Code of Corporate Governance.

Membership:

The committee will be comprised of three directors, (majority of non-executive directors) with the chairperson being an Independent Director. The secretary of the committee shall be nominated by the BPC Chair and shall either be the Head of HR (or duly authorized delegate) or the Company Secretary to the Board. The CEO shall be invited to attend the BPC meetings as appropriate.

Quorum:

Chairperson and one member of the committee will constitute a quorum.