Terms of Reference of Board's Human Resource and Remuneration Committee:

The Board's Human Resource & Remuneration Committee ("BHR&RC") shall discharge the Board's responsibilities relating to the human resource functions of the Company's executives. The BHR&RC shall be responsible for recommending human resource management policy to the Board.

The terms of reference of the BHR&RC of JSCL shall also include the following:

1- The BHR&RC shall recommend to the Board for consideration and approval a policy framework for determining remuneration of directors (both executive and non-executive directors and members of senior management). The definition of senior management will be determined by the board which shall normally include the first layer of management below the Chief Executive Officer level;

2- The BHR&RC shall annually review and approve corporate goals and objectives relevant to CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation level based on this evaluation, subject to any employment contract that may be in effect.

   In determining the long-term incentive component of CEO's compensation, the BHR&RC should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies, the awards given to the CEO in past years, and such other factors as the BHR&RC may consider relevant.

3- The BHR&RC shall undertake, annually, a formal process of evaluation of performance of the Board as a whole 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 therein name and qualifications of such consultant and major terms of his / its appointment;

4- The BHR&RC shall periodically review and make recommendations to the Board with respect to equity-based compensation, and such other forms of compensation as the BHR&RC may consider appropriate. The BHR&RC shall annually review and approve for the senior executives of the Company (a) the annual base salary, (b) the annual incentive bonus, (c) the long-term incentive award, (d) employment agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (e) any supplemental or special benefits. The structure of management

compensation should link the interests of management, both individually and as a team, to the interests of shareholders and management compensation packages should be designed to create a commensurate level of risk and opportunity based on business and individual performance. The BHR&RC shall make recommendations to the Board concerning incentive compensation plans and equity-based plans;

5- The BHR&RC shall have overall responsibility for recommending selection, evaluation, development, compensation (including retirement benefits) and succession planning of CEO, CFO and Company Secretary;

6- The BHR&RC shall also be responsible for consideration and approval on recommendations on such matters for key management positions who report directly to CEO. Where human resource and remuneration consultants are appointed, their credentials shall be known by the committee and a statement shall be made by them as to whether they have any other connection with the company;

7- In addition to reviewing and setting compensation for management, the BHR&RC should, from time to time, review broadly the overall compensation structure for employees. In doing so, the BHR&RC should bear in mind that incentives are industry dependent and are different for different categories of employees;

8- The BHR&RC shall make regular reports to the Board;

9- The BHR&RC shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

10- The BHR&RC will oversee the implementation of the Diversity, Equity, and Inclusion (DE&I) Policy, monitor sustainability-related risks and opportunities, and ensure compliance with Regulation 10(a) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.