

Treet Corporation Limited

Assign Responsibility of Nomination to HR&R Committee

Under the Listed Companies (Code of Corporate Governance) Regulations 2019, a company's Board can set up a nomination committee to recommend changes to the Board's Committees' structure, size, and composition. These duties were assigned to the Human Resource & Remuneration Committee at the time of constitution and approved by the Board on June 26, 2023. While this is not mandatory, an explanation in this regard was included in the previous Annual Report. It is recommended that the Human Resource & Remuneration Committee's responsibilities be updated to include the functions of a Nomination Committee.

Assign Responsibility of Sustainability to HR&R Committee

Under the Listed Companies (Code of Corporate Governance) Regulations 2019, a company's Board can form a sustainability committee or assign additional responsibility to an existing Board Committee for governance and oversight of sustainability risks and opportunities. It is recommended that the Human Resource & Remuneration Committee's responsibilities be updated to include the functions of a Sustainability Committee.

TREET CORPORATION LIMITED
TERMS OF REFERENCE OF HUMAN RESOURCE AND REMUNERATION (HR&R)
COMMITTEE

The terms of reference of the Human Resource and Remuneration (HR&R) Committee include the following:

- a) Recommendation to the Board for consideration and approval of 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;
- b) Undertaking 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;
- c) Recommending Human Resource Management Policies to the Board;
- d) Recommending to the Board the selection, evaluation, development, compensation (including retirement benefits) of Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of Internal Audit;
- e) Consideration and approval on recommendations of Chief Executive Officer on such matters for key management positions who report directly to Chief Executive Officer; and
- f) Where human resource and remuneration consultants are appointed, they shall disclose to the Committee their credentials as to whether they have any other connection with the Company -

Functions to be performed by the Human Resource and Remuneration Committee as a Nomination Committee:

- a) Considering and making recommendations to the Board in respect of the Board's committees and the chairmanship of the Board's committees; and
- b) Keeping the structure, size and composition of the Board under regular review and for making recommendations to the Board with regard to any changes necessary.

Functions to be performed by the Human Resource and Remuneration Committee as a Sustainability Committee:

- a) Monitor and review sustainability related risks and opportunities of the Company;
- b) Ensure diversity, equity and inclusion (DE&I) practices are in effect at various Board Committees;
- c) Oversee compliance of relevant laws pertaining to relevant sustainability related considerations and its appropriate disclosures; and
- d) Submit to the Board a report, at least once a year:
 - i. On embedding sustainability principles into the organization's strategy and operations to increase corporate value;
 - ii. provide adequate disclosures regarding the assessment of sustainability related risks, how these are managed or mitigated, and measures taken to promote DE&I in the Company

Such report shall be prepared in line with Guidelines on ESG Disclosures prescribed by the Securities and Exchange Commission of Pakistan vide Notification bearing reference No. S.R.O. 920(I)/2024 dated June 12, 2024.