



Massy Group of Companies
Governance, Nomination & Remuneration Charter



**MASSY HOLDINGS LTD. (“THE COMPANY”)
GOVERNANCE, NOMINATION & REMUNERATION COMMITTEE
 (“THE COMMITTEE”) CHARTER**

1. PURPOSE

The Committee is appointed by the Board of Directors and tasked with assisting the Board in fulfilling its oversight responsibilities. The purpose of the Committee is to review, report on and make appropriate recommendations to the Board for its approval on Governance, Nomination and Remuneration matters. Reporting to the Board will be facilitated through the Committee’s Chairperson, to include key Committee discussions, decisions, and recommendations. In carrying out its responsibilities, the Committee shall act independently and in the best interest of the Company and its Shareholders.

2. CONSTITUTION AND PROCESS

2.1 Membership and Appointment

The Committee will comprise a minimum of two (2) Independent Non-Executive Directors appointed by the Board. Determination of Independence shall be in accordance with the Company’s Director Independence Policy. All Committee Members shall be appointed by the Board.

The Committee shall be chaired by an Independent Non-Executive Director appointed by the Board. The Chairperson of the Board shall be an ex-officio member of the Committee.

The Secretary of the Committee will be the Company’s Corporate Secretary, or such other person nominated by the Board.

2.2 Ex-Officio Membership

The Chairperson of the Board shall serve as an ex-officio member of the Committee. As an ex officio member, the Chairman shall have the right to attend all meetings, participate in deliberations, and vote on matters considered by the Committee, except where the Committee is deliberating or voting on matters directly concerning the succession or reappointment of the Chairman of the Board or where any other conflict exists.

In such circumstances, the Chairperson shall be recused from voting and may be excluded from portions of the meeting, as determined by the Committee Chair, to preserve the integrity and independence of the succession process. This limitation

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Date:	June 11, 2026	August 06, 2026



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shall apply whether the succession is planned, unplanned, or part of the regular board renewal process.

2.3 Meetings

- (i) Meetings of the Committee shall be held at least four (4) times per year.
- (ii) A quorum shall consist of a minimum of two (2) Committee Members.
- (iii) The Committee may invite to its Meetings any such persons as the Committee deems appropriate in order to carry out its responsibilities.
- (iv) The Committee may also exclude from its Meetings any persons it deems appropriate in order to enable it to carry out its responsibilities.
- (v) All Committee Members are expected to attend each Meeting, in person or via telephone or video conference.
- (vi) Meeting agendas will be prepared and provided in advance to Members, along with appropriate briefing materials. Minutes of each Meeting will be prepared.

2.4 Training

The Committee, via the Corporate Secretary, will make available to new Members of the Committee a suitable induction process and, for existing Members, ongoing training where appropriate and as discussed with the Committee. The Training plan will be reviewed every three years, or as otherwise required, and Training will be rolled out in phases over each three-year term.

3. AUTHORITY

- (i) The Committee is authorized by the Board to investigate any matter within its scope, using the relevant Group Company resources both from within the Group or from external legal, accounting or other advisers as the Committee considers necessary.
- (ii) The Committee is authorized to seek information from any Director, corporate officer or employee, and from any adviser, agent or representative of any Group company, for the purpose of fulfilling its duties and the Board shall, if so requested, direct such persons to co-operate with the Committee.

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4. RESPONSIBILITIES

The responsibilities of the Committee are:

4.1 Corporate Governance

4.1.1 Monitor Compliance

To monitor the Group’s compliance with corporate governance codes and guidelines and relevant laws and regulations; advise the Board periodically on significant developments in the law and practice of corporate governance; and recommend to the Board such changes or additional action as are deemed necessary.

4.1.2 Develop, Review and Monitor Compliance with Key Group Policies, Charters and Codes

To annually review the Group’s Corporate Governance Code, Board and Committee Charters, Group Internal Audit Charter and other key Group policies to ensure their relevance with developments in law and best practice and to ensure that there are effective systems in place to monitor compliance with the Company’s Delegation of Authority Guidelines, Code of Conduct, Conflict of Interest, Speak Up (Whistleblower), Fraud, Corporate Disclosure, Securities Trading and any other Group Policies.

4.1.3 Board and Committee Structure

In consultation with the Board, to consider the need for any new Board Committees and/or structures.

4.1.4 Ethics, and Whistleblower Oversight

Monitor and oversee the effectiveness of the Group’s Code of Ethics and Conduct, Whistleblower Program and ethics framework and values including:

- i. Ensure arrangements for employees and third parties to report concerns in confidence (whistleblowing/Speak Ups).
- ii. Ensure that systems are in place to appropriately address Whistleblower reports—whether received via hotline, email, or other channels (e.g., anonymous letters).
- iii. Ensure whistleblower allegations are appropriately investigated and resolved in a transparent manner without victimization.
- iv. Review and monitor the Group’s anti-bribery framework.

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4.1.5 Oversee Governance Disclosures

Oversee governance disclosures in the Annual Report and recommend improvements for transparency.

4.2 Nominations

4.2.1 Board Composition - Parent Board

The Committee shall lead the process for Board and Committee appointments and succession planning including the appointment of a Senior Independent Director:

- (i) To review the skills, experience and diversity required to competently discharge the Board’s duties, having regard to the strategic direction of the Group;
- (ii) To review the structure, size and composition of the parent Board of Directors and its Committees, taking into account;
 - i. the balance of Executive and Non-Executive Directors,
 - ii. the balance of Independent Non-Executive Directors,
 - iii. the need to ensure appropriate collective knowledge and experience, the length of service of Directors and other characteristics that contribute to cognitive diversity including gender, age, ethnicity etc.;
 - iv. to evaluate the balance of skills, knowledge, and experience on the Board.
- (iii) To consider factors such as sound judgement and business acumen and identify, review and recommend candidates for potential appointment as Directors and Committee Members.
- (iv) Ensure that appointments support progressive Board refreshment and long-term succession planning.

4.2.2 Board Composition - Subsidiary Boards

- (i) To ensure that subsidiary boards are required to review their structure, size and composition on a regular cadence; and
- (ii) To consider and approve candidates to serve as independent directors on Subsidiary boards and Subsidiary board committees and make recommendations to the Board where applicable.

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4.2.3 Review and Evaluation of Director Independence

- (i) To undertake, at least annually, an assessment of the independence of Directors of the Company and subsidiary Boards and make recommendations to the Board of Directors for its consideration.

4.2.4 Succession Planning

- (i) To regularly review Board succession over the long term, in order to maintain an appropriate balance of skills and experience and to ensure progressive refreshing of the Board;
- (ii) Oversee succession planning and make recommendations to the Board for the Chairperson, Board Committee Chairs, Senior Independent Director and Directors;
- (iii) To review management proposals for the long-term succession of key senior leadership positions in the Group including; (a) the Group Chief Executive Officer (“CEO”) and Group Chief Financial Officer (“CFO”) , (b) Senior Executives including; Executive Vice-Presidents, Senior Vice-Presidents and Vice-Presidents and other key positions relating to Audit, Risk, Treasury and Corporate Reporting; and
- (iv) To regularly review the Group’s Talent Management Programme.

4.2.5 Performance Management of Board Members

- (i) To review annually the time commitment required of Non-Executive Directors and evaluate whether Non-Executive Directors are committing enough time to fulfil their duties;
- (ii) To periodically review the Directors, Committee Chairpersons’, and Chairperson’s Role Descriptions;
- (iii) To review any matters relating to the continuation in office of any Director at any time; and
- (iv) To review and make recommendations to the Board regarding whether and when Directors should stand for re-election having due regard to their performance and ability to continue to contribute to the Board in light of their knowledge, skills and experience and the need for progressive refreshing of the Board.

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4.2.6 Appointment, Induction and Training

- (i) To ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment outlining clearly what is expected of them in terms of; time commitment, committee service and any involvement outside of Board Meetings together with a Role Description; and
- (ii) To monitor and evaluate whether a satisfactory induction process is provided for new Directors with respect to their Board and Committee responsibilities and to ensure that an appropriate ongoing training programme is in place for existing Directors.

4.2.7 Board, Committee and Director Evaluations

- (i) To ensure that a review of the effectiveness of the Board, its Committees and the contribution of each Director is conducted every year; and
- (ii) To ensure that an external, independent review of the effectiveness of the Board, is conducted every three (3) years.

4.3 Remuneration

4.3.1 Establish and Review Formal and Transparent Policy on Executive Remuneration

- (i) To establish and keep under review a formal and transparent policy on executive remuneration and, in consultation with the Chairperson of the Board and the Company’s CEO, determine the remuneration packages of individual Executive Directors and Senior Management within this policy.

The GNRC should take care to recognize and manage conflicts of interest when receiving opinions and recommendations from Executive Directors, Senior Management or consulting with the CEO regarding its proposals.

For the avoidance of doubt, Senior Management shall ordinarily consist of members of the Senior Leadership Team. In doing so, the Committee shall ensure that remuneration packages (comprising

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base salary and short and long-term incentives, benefits, pension arrangements and service contracts) :

- i. are appropriate in the context of each individual’s responsibility and seniority;
 - ii. are consistent with the overall financial and business position of the Group and its position relative to other companies;
 - iii. are fair in light of each individual’s personal performance and experience; and
 - iv. take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of any applicable Corporate Governance Codes and relevant guidance.
 - v. consider the use of financial and non-financial performance measures including Environment Social and Governance-related metrics, where appropriate.
 - vi. promote long-term sustainable performance and do not encourage excessive risk-taking
- (ii) No Executive Director should be involved in deciding his or her own remuneration.

The objective of such policy shall be to ensure that members of the Senior Leadership Team of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the long-term success of the Company.

4.3.2 Ensure Transparency, Stretch and Rigorous Application of Performance Related Elements

- (i) To ensure performance-related elements of remuneration are transparent, stretching and rigorously applied, form a significant proportion of the total remuneration package and are designed to align the Directors’ and Senior Management’s interests with those of Shareholders;
- (ii) To approve new long-term incentive schemes and significant changes to existing schemes, subject to shareholder approval where required, and the design of incentive schemes, to set performance

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targets annually for all performance related incentive schemes (including share schemes), to confirm achievement of performance and awards to be made under the schemes and direct the general administration of the schemes; and

- (iii) To monitor compliance with the overall limits on the issue of the Company’s shares for such schemes.

4.3.3 Sensitivity to Pay and Employment Conditions and Changes in Employee Benefit Structures

To be sensitive to pay and employment conditions within the Group and to consider any major changes in employee benefit structures throughout the Group when determining Executive remuneration. The Committee should ensure that the remuneration relationship between the Executive Directors and Senior Management is appropriate. In particular, the Committee is to approve any individual remuneration arrangements below the Board (whether for new joiners or existing colleagues) that exceed 50 percent of the median for the Senior Management calculated on a total reward basis (salary, annual bonus and long-term incentives) considering the target or expected values of incentives provided. Furthermore, the Committee shall approve any specific sign-on payments for individual recruits below Board level that exceed a value of 100 percent of starting salary.

4.3.4 Establish Policy for Executive Pension Arrangements, Service Contracts and Terminations

- (i) To review, agree and recommend the policy for executive pension arrangements, service contracts and terminations;
- (ii) To consider on appointment the potential compensation commitments in the event of early termination and to approve the content of any termination package in respect of any departing Executive Directors, Senior Management and individuals with packages that exceed 50 percent of the median for Senior Management calculated on a total reward basis where this is outside of the approved policy. The approach towards termination payments

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should be to avoid paying for poor performance whilst dealing fairly with cases where departure is not due to poor performance and to ensure that the duty to mitigate the loss is recognised;

- (iii) To review, agree and recommend the ongoing appropriateness and relevance of the remuneration policy;
- (iv) To review, agree and recommend an approval process for authorising claims for expenses from the non-executive directors; and
- (v) To consider any other matters as referred to the Committee by the Board.

4.3.5 Review Non-Executive Directors Fees

- (i) To review and evaluate, on a triennial basis, governance and market trends in relation to fees payable to Non-Executive Directors and make recommendations to the Board in relation to Directors Fees for Board and Board Committee service;
- (ii) To approve fees or guidance for fees to be paid to independent Directors of subsidiary boards; and
- (iii) Review and evaluate market practices and trends in relation to fees payable to Independent Directors that serve on Subsidiary Boards and make recommendations to the Board in relation to such fees.

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