

**HAL=ON**

**Terms Of Reference:  
HRRN&C**



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# 1 Purpose & Scope

The purpose of this document is to define the Terms of Reference to the Haleon Pakistan Human Resource Remuneration & Nomination Committee (HRR&NC)

This policy applies to:

- Haleon Board Members Only

# 2 Definitions

**Table 2-1 Definitions**

<b>Term</b>	<b>Definition</b>
<b>Independent Director</b>	An independent director means a director who is not connected or does not have any other relationship, whether pecuniary or otherwise, with the company, its associated companies, subsidiaries, holding company or directors; and he can be reasonably perceived as being able to exercise independent business judgment without being subservient to any form of conflict of interest
<b>Non-Executive Directors</b>	A non-executive director is not from the executive management team and may or may not be independent director. Non-executive director is expected to lend an outside viewpoint to the Board of Directors of the Company. A non-executive director does not undertake to devote his whole working time to the Company and is not involved in managing the affairs of the Company. A non-executive director is not a beneficial owner of the Company or any of its associated companies or undertakings. A non-executive director does not draw any remuneration from the Company.
<b>Executive Director</b>	An executive director who is part of the executive management team and is directly involved in the decision making and day-to-day affairs of the Company. The Chief Executive Officer and Chief Financial Officer are the executive directors of the Company.

**Table 2-2 Abbreviations**

<b>Abbreviation</b>	<b>Full</b>
HRR&NC	Human Resources Remuneration & Nomination Committee

# 3 Terms of Reference

The HRR&NC shall be responsible for operating under the below defined Terms of Reference:

1. Comprising of at least 3 members; consisting of mainly Non-Executive Directors, including one Independent Director;
  - a. CEO can be a member, but not the Chairman of this committee. The CEO cannot participate in the proceedings of the committee on matters related directly to his performance and compensation.

2. Recommend HR Management Policies to the Board
3. Recommend to the Board for consideration and approval of a policy framework for determination of remuneration of Directors (both executive and non-executive directors and members of senior management).
4. Recommend selection, evaluation, development, compensation (including retirement benefits) and succession planning of the CEO, COO, CFO, Company Secretary and Head of Internal Audit.
5. Consider and approve recommendations of CEO on matters related to key management positions who report directly to CEO or COO.
6. To approve and ensure dissemination of Company's Code of Conduct across the company.
7. Undertake annually a formal process of evaluation of performance of the Board as a whole and its committees.

## 4 References

### 4.1 Regulations & References

- Companies Act 2017
- Listed Companies (Code of Corporate Governance) Regulations, 2019
- Company's Articles of Association.

## 5 Document Revision History

REVISION (Principal changes from last revision)	
<b>Type of Change:</b>	<input type="checkbox"/> New <input checked="" type="checkbox"/> Administrative changes; <input type="checkbox"/> Technical changes impacting: <input type="checkbox"/> Roles and responsibilities <input type="checkbox"/> Process or activities
<b>Reason for Change</b>	Haleon Policy Required
<b>Description of Change</b>	Policy moved to Haleon Format

## 6 Approval

Reviewed by/Approved By	Title	Date	Signatures
TBC	TBC	TBC	
Ensherah Khan	Secretary to HRRNC & HR Business Partner	15th July 2024	

