



Remuneration Committee Charter

Scope and Purpose Objective

The Objective of the Remuneration Committee is to provide assistance to the Board in relation to:

- The Company's compensation and benefits policies generally;
- Oversee and set compensation for the Company's executive officers, including its Chief Executive Officer (CEO); and non-executive directors; and
- Oversee the establishment of appropriate human resource policies and strategies

Composition

- Membership: Minimum of three (comprised of directors and/or company secretary) and/or an independent person).
- Independence: Majority of the Committee to be independent directors if available but in all events a majority to be Directors.
- Chair: A non-executive director (and if possible an independent non-executive director), is to be Chairman of the Committee
- Secretary: The Company Secretary

Responsibilities

The Remuneration Committee reviews and recommends to the Board:

- Remuneration and incentives policies for the Company having regard to performance and market conditions;
 - Design and application of equity-based incentive plans requiring Directors approval;
 - Remuneration of the Chief Executive Officer and other executive directors, including linkages to specific goals and objectives;
 - Remuneration policy guidelines for other senior executives;
 - Recruitment, retention and termination policies and procedures for senior management;
 - Retirement Policies when applicable;
 - Remuneration of non-executive directors; and
 - Adequacy and effectiveness of the Company's remuneration disclosures.
 - The Establishment of Policies and Procedures to ensure a high performance culture and employee engagement that will drive organization success. These will include but not limited to:
 - i. Rewards and Recognition
 - ii. Recruitment, Retention and Termination
 - iii. Succession Planning
 - iv. Training & Development
 - v. Other Relevant matters identified from time to time or requested by the board.
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Processes

- The Committee may conduct any special reviews deemed necessary to fulfil its responsibilities.
- Upon notification to the Chairman of the Board, the Committee may engage the services of independent experts to assist in its deliberations.
- The Committee meets at least annually, and more frequently as necessary.
- Minutes of each meeting are presented by the Board at its next regularly scheduled meeting.
- The Committee is authorized by the Board to obtain outside legal or professional advice if it considers it necessary.

The Committee must ensure that Ttech's Policies and Procedures reflect all legal requirements of the Labour Laws and any other associated legislations.

April 2017