

1. MEMBERSHIP

The Remuneration Committee comprises of independent non-executive directors.

2. TERMS OF REFERENCE

- a. To review and recommend to the Board the terms of engagement and remuneration packages of DIALOG Group's executive directors and senior management.
- b. To review the performance of executive directors and senior management of the group.
- c. To review and recommend to the board revisions and improvements of remuneration, fringe benefits, perquisites and bonus as considered appropriate for the group's executive directors and senior management.
- d. To review and recommend to the board suitable incentive plans including setting appropriate performance targets for the group's executive directors and senior management.
- e. To review and recommend to the board policies and principles for the remuneration of the group's executive directors and senior management.

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