



Remuneration Committee (RC) Terms of Reference

Remuneration policy at Epic Gas Ltd. (“Epic Gas” or the “Company”) is driven by the Company’s strategic mission, values, and in particular by the Company’s objective to attract, retain and develop market-leading talent.

Remuneration in broad terms – considering not only salary, benefits and performance incentives, but also working environment, recognition of achievements, and learning and development – is designed to attract and retain the people best suited to support achievement of the organization’s goals in the long run.

As such, executive remuneration is structured to:

- Support achievement of the Company’s corporate strategy;
- Comply with applicable regulations and reflect standards of corporate governance in the markets in which we operate;
- Take into account the global and local market conditions generically and specific to the industry in which we operate;
- Reflect and strengthen the common interests of Epic Gas’s employees and shareholders;
- Be, and be seen to be, fair, transparent and non-discriminatory;
- Reward both delivery of results and the way in which those results are achieved;
- Differentiate appropriately varying roles, responsibilities and competencies;
- Reward both short and long-term contributions and results;
- Address market and peer levels in decision-making; and
- Make compensation sufficiently attractive to retain talent.

Determining and implementing remuneration strategy

The Company’s decision-making process for implementing and amending the remuneration strategy, policy and implementation including the determination of salaries and other remuneration for the executive management, includes an annual review and approval by the RC of the Company’s Compensation Strategy, and a review of annual adjustments to compensation for the business in aggregate, and for the Senior Management Team and non-executive directors individually. Briefing materials and the annual review are provided to the RC by the CEO.

Remuneration of the Senior Management Team

Senior Management Team is defined as:

- Chief Executive Officer (‘CEO’);
- Chief Financial Officer (‘CFO’)
- Commercial Director
- Technical Director

- Other employees and/or consultants as determined by the CEO.

The remuneration structure for the Senior Management Team incorporates any of the following elements:

- Fixed remuneration;
- Variable remuneration (short-term and long-term incentives);
- Pension and insurance schemes; and
- Other employment-related benefits including benefits in kind.

Fixed remuneration

Fixed remuneration comprises base salaries and fixed allowances.

Base salaries are designed to compensate employees for the roles, responsibilities undertaken in their roles, and the required competencies. Therefore, base salary is set with the intention to be competitive in the markets in which the company operates (geographical and industrial) in relation to each individual's role and capabilities. Base salaries are normally reviewed once a year.

Fixed allowances designed to cover housing and transportation costs may on occasion be paid to eligible members of the executive management team.

Variable pay

Variable pay includes a short-term component, the Annual Performance Bonus; and a long-term component, the Long-Term Incentive Plan.

Annual Performance Bonuses are awarded early each calendar year, usually in January, in relation to the performance of each employee against performance targets established at the beginning of the preceding year. The aggregate bonus pool available for payment is determined with close reference to the Company's profitability and shareholder value creation. The allocation of bonuses from that pool is closely related to annual performance against pre-determined performance targets.

The Long-Term Incentive Plan (LTIP) allows for additional earnings via a share options programme.

The purpose of LTIP is to attract and retain a strong management team, and to align the interests of that team with those of the shareholders. Under the LTIP, the Senior Management Team will on an annual basis be awarded share options. Details of the LTIP are determined in the Company's LTIP.

Pension and insurance schemes

Pensions paid to employees commensurate with local practice in the location of employment.

Insurances are instituted for employees in line with local practice in the location of employment.

All employees benefit from medical insurance in line with Company practice.

All directors within the Group are protected by Directors' and Officers' insurance in relation to their service on subsidiary Boards of the Group.

Non-Executive Directors

The remuneration of non-executive directors should be set in line with the level of contribution and responsibilities of the directors. Non-executive directors should not be overcompensated to the extent that their independence may be compromised.

No director is involved in deciding his own remuneration and , as regards the remuneration of an executive or non-executive director who is a member of the RC, their remuneration should be determined by the other members of the RC.

Membership

The Board shall appoint a RC and its Chairman that has sufficient and relevant expertise to fulfil its role effectively and will consist of:

- At least two, but no more than three directors
- At least one member to represent the majority shareholder
- The Chairman and the majority of members to be non-executive directors.
- Members will be appointed for a 2 years' term, subject to re-election as Board Member as per the Company's MA.

Reporting Requirements

The RC shall report to the Board concerning its activities, either verbally or in writing, at regular meetings of the Board or more frequently if required.