



ADN Telecom Limited



## Policy on Remuneration

[As per Condition no. 6(1) (b) and 6 (5) (b) of the Notification on Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission vide BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018]

## **OBJECTIVE:**

In keeping with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018, the Board of Directors of ADN Telecom Limited and based on the recommendation of Nomination and Remuneration Committee adopted this Policy on Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

## **DEFINITIONS:**

“Act” means the Companies Act, 1994 as amended from time to time.

“Code” means the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission through its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 as amended from time to time.

“Board” means Board of Directors of the Company.

“Company” means ADN Telecom Limited.

“Employee” means employee of the Company.

“Key Managerial Personnel” (KMP) refers to key managerial personnel includes

- (i) Managing Director (MD), or Chief Executive Officer (CEO);
- (ii) Head of Internal Audit & Compliance (HIAC)
- (iii) Chief Financial Officer (CFO); and
- (iv) Company Secretary (CS);

“Listing Regulations” means DSE and CSE Listing Regulations 2015 as amended from time to time.

“Nomination and Remuneration Committee” (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company.


“Senior Management” or “Senior Management Personnel” means employees of the company, who are one level below the MD/CEO, and shall include Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

## **I) REMUNERATION TO DIRECTORS, KMP AND SENIOR MANAGEMENT:**

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management’s salary shall be based and determined on the individual responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors assigned for any executive role, KMP and other Senior Management will be reviewed by the NRC and recommended to the Board for approval in line with the balance between fixed



and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

While recommending the remuneration, the NRC shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

## **II) REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:**

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof.

## **AMENDMENT AND DISCLOSURES:**

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

A summary of this Policy will be included annually in the Annual Report. This Policy will also be available on the company's website.