TERMS OF REFERENCE OF AUDIT COMMITTEE

The Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to financial reporting, internal control, risk management, compliance, and Board nominations. The Audit Committee shall recommend appointment of external auditors, consider any question on resignation or removal of external auditors, audit fees and provision by external auditors of any service to the Company in addition to audit of its financial statements, and the following matters:

External Audit

i. Recommend appointment, removal or resignation of external auditors, their fees, and provision of permissible non-audit services.
ii. Facilitate external audit and discuss major observations arising from interim and final audits (in absence of management where necessary).
iii. Review management letter issued by external auditors and management's response thereto.
iv. Ensure coordination between internal and external auditors.

Financial Reporting

v. Review annual and interim financial statements prior to approval by the Board, focusing on:
   a) major judgmental areas;
   b) significant adjustments resulting from the audit;
   c) going concern assumption;
   d) changes in accounting policies and practices;
   e) compliance with applicable accounting standards;
   f) compliance with CCG Regulations and statutory requirements; and
   g) all related party transactions.
vi. Review preliminary announcements of results prior to external communication/publication.

Internal Audit & Controls

vii. Review the scope and extent of internal audit, audit plan, reporting framework and adequacy of resources.
viii. Consider major findings of internal investigations involving fraud, corruption or abuse of power and management's response.
ix. Ascertain adequacy and effectiveness of internal control systems, including timely and appropriate recording of financial transactions.
x. Review the Company's statement on internal control systems prior to endorsement by the Board and internal audit reports.
xi. Monitor and review all material controls (financial, operational, compliance).

Risk & Compliance Oversight

xii. Ensure risk mitigation measures are robust and the integrity of financial information is maintained.
xiii. Ensure appropriate disclosure of the Company's risk framework and internal control system in the Directors' Report.

xiv. Determine compliance with statutory requirements and monitor violations of CCG Regulations.
xv. Review arrangements for staff and management to report concerns in confidence about actual or potential improprieties, and recommend remedial measures.
xvi. Institute special projects, value-for-money studies, or other investigations as specified by the Board, in consultation with the CEO.
xvii. Consider any other matter as may be assigned by the Board.

TERMS OF REFERENCE OF HR & R COMMITTEE

The HR & R Committee shall support the Board in matters relating to human resources, remuneration, performance evaluation, and sustainability oversight, including responsibilities assigned under Regulation 10A of the CCG. The Committee's terms of reference are as follows:

Human Resources & Remuneration

i. Recommend policy and framework for appointment and remuneration of Directors, CEO and Senior Management.
ii. Recommend selection, evaluation, development, and compensation for CEO, CFO, CS and Head of Internal Audit.
iii. Consider and approve CEO's recommendations regarding key management positions.
iv. Approve appointment of HR consultants, if required.
v. Oversee human resource management policies.

Board Nominations & Governance

vi. Make recommendations to the Board on composition and chairmanship of Board Committees.
vii. Keep the structure, size and composition of the Board under review and recommend necessary changes.
viii. Conduct annual evaluation of the Board and its Committees.

Sustainability & DE&I Role

ix. Oversee sustainability-related responsibilities, including Diversity, Equity & Inclusion (DE&I) matters.
x. Support the Board in setting sustainability strategies, priorities and targets to create long-term corporate value.
xi. Monitor sustainability risks and opportunities, including environmental, social and governance (ESG) considerations, climate-related risks, and recommend mitigation strategies.
xii. Ensure policies to promote DE&I are in place to encourage gender mainstreaming, gender equality and women's participation at Board, management and workforce levels.
xiii. Ensure sustainability and DE&I strategies, priorities and targets are periodically reviewed and monitored.
xiv. Ensure sustainability and DE&I practices are embedded across Board Committees.

xv. Submit at least an annual report to the Board on embedding sustainability principles into the Company's strategy and operations, in compliance with SECP's ESG Disclosure Guidelines.

xvi. Consider any other matter as may be assigned by the Board.

RESOLVED that the above-mentioned ToRs be and are hereby approved and that the Head of Internal Audit be designated as the Secretary to the Audit Committee, whereas the Head of Human Resources be designated as the Secretary to the HR & Remuneration Committee.