

STARHUB LTD

EXECUTIVE RESOURCE AND COMPENSATION COMMITTEE TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Executive Resource and Compensation Committee (the “ERCC”) is a committee established as a matter of best practice by the Board of Directors (the “Board”) of StarHub Ltd (the “Company”).
- 1.2 The ERCC shall be guided by the Company’s Corporate Governance policy.
- 1.3 The main objectives of the ERCC are to support and advise the Company, its unlisted subsidiaries and, where applicable, unlisted associated companies (the “StarHub Group” and each company in the StarHub Group shall be referred to as a “StarHub Group Company”) to oversee the remuneration matters and leadership development of the StarHub Group by:
 - 1.3.1 overseeing the development of leadership and management talent in the StarHub Group, including performance review and succession planning of the Chief Executive Officer (“CEO”) and G-grade senior management executives who report directly to the CEO of the StarHub Group (“Key Management Executives”);
 - 1.3.2 ensuring that companies in the StarHub Group have appropriate remuneration policies;
 - 1.3.3 designing competitive compensation packages with focus on long-term sustainability of business and long-term shareholders’ return;
 - 1.3.4 overseeing and supporting employee value proposition put in place by Management, including the development of employee programmes and practices that encourage engagement, participation and diversity. This also includes training, key talent identification and succession planning, welfare and affinity to the corporate brand; and
 - 1.3.5 overseeing and supporting employee programmes and practices put in place by Management consistent with the Company’s Sustainability framework and working with the Risk and Sustainability Committee (“RSC”) on the same.

2. FUNCTIONS

- 2.1 The ERCC shall perform the following duties and responsibilities:

In relation to Director Remuneration:

- 2.1.1 Review and recommend for the Board’s approval, the remuneration framework (including directors’ fees, allowances and share-based incentives and awards) for non-executive directors on the Board and the boards of the relevant StarHub Group Companies;

In relation to Executive Remuneration Policy:

- 2.1.2 Review and recommend for the Board's approval, the StarHub Group's policy for determining the remuneration of executives, including the specific remuneration of the CEO and the Key Management Executives;
- 2.1.3 Review the on-going appropriateness and relevance of the remuneration policy and other benefit programmes for executives;

In relation to the CEO:

2.1.4 Appointment

Board Chairman, ERCC Chairman and Nominating and Governance Committee (NGC) Chairman shall form a committee to work collaboratively on the CEO appointment process, and review and recommend for the Board's approval, the appointment and the terms of appointment (including remuneration and service terms) of the CEO;

2.1.5 Remuneration

Review and recommend for the Board's approval:

- (a) the entire specific remuneration package and service contract terms (including salaries, allowances, bonuses, payments, options, share-based incentives and awards, and benefits in kind) for the CEO, having regard to and consistent with the executive remuneration policy of the relevant StarHub Group Company; and
- (b) any termination, retirement, severance, gratuity, ex-gratia and other similar payments to the CEO;

In relation to the Key Management Executives:

2.1.6 Appointment

Review and approve the appointment and the terms of appointment (including remuneration and service terms) of the Key Management Executives;

2.1.7 Remuneration

Review and approve, and recommend for the Board's approval where necessary:

- (a) the entire specific remuneration package and service contract terms (including salaries, allowances, bonuses, payments, options, share-based incentives and awards, and benefits-in-kind) for the Key Management Executives, having regard to and consistent with the executive remuneration policy of the relevant StarHub Group Company; and
- (b) any termination, retirement, severance, gratuity, ex-gratia and other similar payments to the Key Management Executives;

In relation to Equity-Based Plans:

- 2.1.8 Review and recommend for the Board's approval, the design of all option plans, share plans and/or other equity-based plans;
- 2.1.9 For each equity-based plan, determine each year whether awards will be made under that plan;
- 2.1.10 Review and approve each award as well as the total proposed awards under each plan in accordance to the rules governing each plan, including awards to the directors, the CEO and each Key Management Executive, and recommend for the Board's approval, awards to the directors, the CEO and each of the Key Management Executives; and
- 2.1.11 Review, approve and keep under review performance hurdles and/or fulfillment of performance hurdles for each equity-based plan;

In relation to Executive and Leadership Development:

- 2.1.12 Oversee the development of Management with the aim of a continual build-up of talent and renewal of strong and sound leadership to ensure the continued success of the StarHub Group and its businesses;
- 2.1.13 Periodically review succession plans for key positions in the StarHub Group Companies;
- 2.1.14 Oversee the development of key executives and talented executives; and

In relation to StarHub Sustainability Initiatives

- 2.1.15 work with the RSC on Sustainability practices with regards to employee inclusion, welfare, diversity and other consistent initiatives.

3. COMPOSITION AND CONSTITUTION

- 3.1 The ERCC shall comprise no fewer than three (3) members, all of whom shall be shall be non-executive directors of the Company, and the majority of whom (including the Chairman) shall be independent, namely a Director who shall not be:
 - 3.1.1 executive directors of the Company or any related corporation; or
 - 3.1.2 a spouse, parent, brother, sister, son or adopted son or daughter or adopted daughter of an executive director of the Company or any related corporation; or
 - 3.1.3 any person having a relationship with the Company which, in the opinion of the Board would interfere, or be reasonably perceived to interfere, with the exercise of independent judgement in carrying out the functions of the ERCC.
- 3.2 The Board shall appoint the Chairman of the ERCC, who is an independent non-executive director.
- 3.3 Only members of the ERCC have the right to attend ERCC meetings. However, other individuals such as the Chairman of the Board, directors and the CEO, may be invited to attend all or part of any meeting as and when appropriate and necessary.

- 3.4 If a member of the ERCC for any reason ceases to be a member with the result that the number of members is reduced to below three (3) or the requisite majority set out in sub-paragraph 3.1 above is not satisfied, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members or the majority, as the case may be.
- 3.5 In the event that a member of the ERCC who is a member of the Board retires, is removed or resigns from the Board, that member shall cease to be a member of the ERCC.
- 3.6 The Board may, as it so decides, remove any member from the ERCC.

4. MEETINGS AND PROCEEDINGS

- 4.1 The ERCC shall meet as required, but no less than four (4) times in each financial year.
- 4.2 The ERCC Secretary, failing whom any person appointed by the ERCC to act as secretary, shall be the secretary (the "Secretary") for all meetings of the ERCC.
- 4.3 A seven (7) days' notice or such shorter notice as may be agreed by the ERCC members, shall be given by the Secretary of the ERCC to each member of the ERCC and any other person required to attend specifying the date, time, venue and agenda of the meeting of the ERCC.
- 4.4 Meetings of the ERCC may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communications by electronic means.
- 4.5 The Secretary shall convene a ERCC meeting on the requisition of a ERCC member.
- 4.6 The quorum for the ERCC shall comprise two (2) members. In the absence of the Chairman, the members present shall elect a Chairman from amongst themselves for the meeting.
- 4.7 All decisions at any meeting of the ERCC shall be decided by a majority of votes of the ERCC members present and voting, excluding co-opted members. The Chairman of the ERCC shall have a second or casting vote in case of an equality of votes. The decision of the ERCC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interests in the subject matter under consideration.
- 4.8 Resolutions in writing signed by the requisite majority of the members of the ERCC shall be as effective as if a resolution passed at a meeting of the ERCC and may consist of several documents in the like form each signed by one or more ERCC member. The expressions 'in writing' and 'signed' include approval of any such ERCC member by electronic mail or any form of electronic communication approved by the Board for such purposes from time to time incorporating, if the Board deems necessary, the use of security and/or identification procedures and devices approved by the Board.
- 4.9 Minutes of the ERCC meetings shall be recorded by the Secretary and confirmed by the Chairman of the respective ERCC meeting. The minutes shall be tabled to the Board for information and kept by the Secretary at the registered office of the Company.
- 4.10 The ERCC shall otherwise regulate / govern itself as it deems fit but within the ambit of its specified functions and in accordance with applicable law or regulation.

5. ANNUAL GENERAL MEETING

- 5.1 The Chairman of the ERCC should attend all general meetings of shareholders to answer shareholder questions on the ERCC's activities, role and scope of responsibilities.

6. REPORTING RESPONSIBILITIES

- 6.1 The Chairman of the ERCC shall report to the Board on the ERCC's proceedings after each ERCC meeting.
- 6.2 The ERCC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 6.3 Taking into account the Company's reporting obligations (pursuant to, as applicable, relevant rules and regulations, including for instance the Singapore Exchange Securities Trading Limited's Listing Rules (the "SGX-ST Listing Rules")), the ERCC shall give a report of its activities to be included in the Company's annual report, as necessary.

7. OTHER MATTERS

- 7.1 The ERCC shall:
- 7.1.1 have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;
 - 7.1.2 be provided with appropriate and timely training, in particular in respect of corporate governance and remuneration reporting expertise, on an ongoing basis for all members;
 - 7.1.3 be provided with appropriate and timely updates with regards to corporate governance and remuneration reporting requirements and trends;
 - 7.1.4 give due consideration to laws and regulations, the provisions of the Singapore Code of Corporate Governance, the requirements of the SGX-ST Listing Rules and any other applicable rules, as appropriate;
 - 7.1.5 oversee any investigation of activities, including in relation to misconduct or ethics issues, which is within its terms of reference; and
 - 7.1.6 arrange for periodic reviews of its own performance, its constitution and terms of reference to ensure it is operating at optimal effectiveness and recommend any changes it considers necessary to the Board for approval.

8. AUTHORITY

- 8.1 The ERCC is authorised to:
- 8.1.1 seek any information it requires from any employee of the Company and its subsidiaries in order to perform its duties;

- 8.1.2 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 8.1.3 require any employee of the Company and its subsidiaries to be in attendance at a meeting of the ERCC as and when required, and to respond to the ERCC's questions and/or to provide the ERCC with any other assistance.

19 January 2023