



JAMAICA PRODUCERS GROUP

THE COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

1. Overall Purpose/Objectives

The Compensation and Human Resources Committee (“CHRC”) shall assist the Board in keeping under regular review the composition of the Board and succession to the Board. The CHRC also reviews the succession plan for senior management, as well as, material employee compensation plans and programmes.

2. Responsibilities

- a. In discharging its responsibility for keeping under review the composition of the Board and succession to it, the CHRC makes recommendations to the Board in consultation with the Company’s Chairman and Group Managing Director concerning potential appointments, having regard to the balance and structure of the Board and the required blend of skills and experience. The CHRC serves inter alia to:
 - Conduct an annual review of the skills matrix of the Board;
 - nominate potential candidates and evaluate the suitability of those candidates for future membership of the Board of the Company and the Boards of its subsidiaries;
 - propose suitable candidates to the Board for approval;
 - approach the future candidate and upon positive response, introduce the candidate to the Board.

- b. The CHRC shall conduct an annual review of the remuneration policies for Executive Directors and Senior Officers of JP Group as well as material employee benefits and compensation plans and programmes. This review will include an assessment of whether the JP Group’s compensation plans are consistent with the sustainable achievement of its business objectives, the prudent management of its operations and the risks to which it is exposed, and will look for adherence to JP Group’s processes, policies, procedures and controls.
- c. The CHRC shall review the JP Group’s senior level organisation structure and management succession plan at least annually.

3. Membership

- a. The members of the CHRC shall be appointed by the Board and shall consist of no more than four members and no fewer than two members, the majority of whom shall be Non-Executive Directors. A quorum for any meeting shall be two members. In the case of equality of votes, the Chairman shall have a second vote or casting vote.
- b. The Secretary of the CHRC shall be the Company Secretary or such other person as nominated by the Board.

4. Meetings

The CHRC shall meet as often as required to fulfil its mandate, but in any event, at least once per year.

5. Reporting Procedures

- a. The CHRC shall report directly to the Board on its decisions or recommendations, following the CHRC meeting. Such report may be in the form of minutes.
- b. The CHRC shall report on its responsibilities and activities and the frequency of and attendance of members at CHRC meetings in the Company's annual report.

APPROVED BY THE BOARD OF DIRECTORS.



C. H. Johnston Chairman

6th November 2020

Version #	Board Approval Date	Date of Next Review
1	November 6, 2020	November 6, 2022