WISYNCO GROUP LIMITED

Corporate Head Office: Lakes Pen Road, Spanish Town, Saint Catherine, Jamaica, W.I.
Tel: (876) 665-9000

Compensation, Corporate Governance & Nomination Committee Charter

I. Purpose

The Compensation, Corporate Governance & Nomination Committee (the "Committee") is a sub-committee of the Board of Directors (the "Board") of Wisynco Group Limited ("Wisynco" or "the Company"). The Committee is established for the primary purpose of overviewing the Board's governance role, including reviewing corporate strategies, shaping the Company's culture, setting the tone at the top, and promulgating the Company's vision, values and core beliefs.

The Committee shall ensure that Wisynco's Board composition, structure, policies and processes meet all relevant legal and regulatory requirements and shall ensure that the company operates at a high standard of corporate governance, ethical behavior and corporate social responsibility.

The Committee Chairperson shall report important matters and findings to the Board immediately subsequent to each Committee meeting and at a minimum once per quarter.

II. Independence, Membership, Votes, Quorum and Majority Requirements

This section covers the operation of this Committee including matters relating to quorum, conduct and effectiveness of the Committee.

Membership and Attendance

a) The members of the Committee, including the Chairperson of the Committee, shall be appointed by the Board. The Board shall have the general right and power to add and remove members of the Committee as necessary.
b) The Compensation and Corporate Governance Committee will meet at least two (2) times per financial year. The Committee will agree on meeting dates as necessary and on the principal items to be discussed at these meetings.
c) The membership of the Committee shall consist of, a minimum, three (3) independent Wisynco Directors.
d) The Committee may invite other people, whether other Executives from within Wisynco or external advisors whose expertise and industry knowledge may be needed from time to time, to attend Committee meetings.
e) Executive (non-independent) Directors may be appointed to the Committee by the Board, always given that the Independent Directors form the majority of the Committee.
f) Committee members may attend the meetings in person or through tele and/or video conferencing.

Chairperson

g) The Chairperson of the Committee shall be an independent Director.
h) The Chairperson of the Committee will determine meeting agendas, length and frequency of meetings (at a minimum of twice per financial year) and create any other meeting rules and regulations he/she sees fit.

Quorum, Majority and Voting

i) The independent Directors must, always, form the majority of the Committee.
j) There must always be a minimum of three (3) independent Director-members of the Committee.
k) Quorum for voting at the meetings of the Committee must be a minimum of two (2) independent Directors.
l) All matters tabled for voting at any given meeting must be approved by a simple majority of the Committee members present at said meeting.

III. Authority

The Committee shall have the authority to do the following:

a) To seek any information it requires from the Company's Directors, Executives, other employees and/or external parties and advisors as necessary to complete its duties.
b) Review Board composition, balance, attendance and effectiveness and source and make nominations for new Directors that the Board shall consider for ratification.
c) Conduct Board Evaluations.
d) To, on behalf of the Board, review and approve the compensation policy, design and amounts of total rewards (cash an incentives) of the all members of senior management of the Company, inclusive of the Chairman, Chief Executive Officer (CEO) and Executive Members. The Committee shall ensure that the Chairman, CEO and Executive Members are incentivized appropriately to deliver annual plans and meet performance expectations. This will include:

    i. long term incentive plans; ,
    ii. short term incentive plans; and
    iii. any other share based plans.

e) To ensure appropriate charters of the board's sub-committees are prepared and reviewed periodically (along with any other Wisynco committees at the Board's request) and any other Board governance documents and recommend to the Board amendments as deemed necessary or advisable.
f) To assess possible conflicts of interests and make relevant proposals to the Board in accordance with the Board's charter.
g) To seek outside legal counsel or independent professional advice as necessary at the expense of the Company for handling matters under this mandate.

h) The Committee may form and delegate authority and duties to subcommittees as it deems appropriate and include particulars of independent member involved as requested by the Committee.

i) Conduct investigations of escalated compliance breaches as needed and make recommendations to the Board for resolution.

j) Request appropriate compliance reports for matters under corporate governance, including:

    i. Succession Planning and Leadership Development Programmes;
    ii. Conduct & Ethics;
    iii. Safety.

IV. Summary of Responsibilities

A) Board Effectiveness, Attendance, Balance and Evaluation: The Committee shall be responsible to prepare and conduct annual evaluations for the CEO, Board and all Board sub-committees and review the Board for the right balance of skills, attendance, and capabilities. If necessary, the Committee may entrust this evaluation process to an independent third party.

B) Board Education and Training: The Committee shall oversee and manage the continuous Board education and training which shall include relevant changes to regulations, laws or other guidance that pertain to the business of the Company.

C) Nominations & Membership**:**

i. **Membership of the Board**: The Committee shall identify, or upon recommendation of the Board or an existing Board member and review the details of any person who is a prospective candidate for membership on the Board of Wisynco. This process shall include conducting all necessary inquiries into the candidate's background and qualifications and considering the independence of the candidate.

ii. **Nominations**: The Committee shall review and make recommendations to the Board regarding the nominations of existing Board members of the Board for re-election – in compliance with the Company's Articles of Association.

iii. **Number and Composition**: The Committee shall also review and make recommendations to the Board regarding changes in the composition, qualifications and size of the Board. This shall include setting, reviewing, and monitoring age limits for Board and Sub-Committee Members.

D) Corporate Governance & Compliance:

1) The Committee shall ensure that policies, procedures, programmes and suitable arrangements are in place and reviewed at least annually covering the following:

    i. Key internal company policies;
    ii. The Board's sub-committee Charters;
    iii. Compliance to Jamaica Stock Exchange and other relevant regulatory bodies;
    iv. Pay Philosophy;

v. Succession Plans;
vi. Conduct & Ethics;
vii. Safety;
viii. Environmental, Social & Governance strategies; and
ix. Data Protection.

2) The Committee shall periodically review and reassess the adequacy of the Company's corporate governance framework and recommend any proposed changes to the Board for approval.

E) Compensation:

1) The Committee shall review and approve the total rewards of the Chairman, CEO and Executive Members, covering:
   a. Annual Review of Salary & Allowances;
   b. Long term incentive plans;
   c. Short term incentive plans;
   d. Any other share based plans; and
   e. Benefits.

2) The Committee shall conduct this review on an annual cycle.

V. Meetings Frequency & Other Guidelines

a) General

The Compensation and Corporate Governance Committee will meet at least two (2) times per financial year. The Committee will agree on meeting dates as necessary and on the principal items to be discussed at these meetings.

b) Invitations Attend Committee Meetings

The Committee may invite any other persons to attend its meetings as it sees fit, and consult with other persons or seek any information it considers necessary to fulfill its responsibilities.

c) *Secretarial Duties*

i. The Assistant Corporate Secretary shall be the Secretary of the Committee meetings (the "Secretary").

ii. The Secretary's duties and responsibilities will be to keep complete records of the proceedings of the Committee meetings, for the purposes of reporting Committee activities to the Board of Directors.

iii. The Corporate Secretary and Assistant Corporate Secretary will minute the proceedings of meetings, including all resolutions tabled, along with the names of those present and in attendance. The minutes of the meeting will be approved by the members who are present at the subsequent Committee meeting and signed and dated by the Committee Chairperson.

iv. The Corporate Secretary and Assistant Corporate Secretary shall also draft an annual report summarizing the scope, duties and activities of the Committee for publication in the Corporate Governance Statement in the Company's Annual Report.

Approved by the Board on the 25TH day of April 2024.

William Mahfood	**Andrew Mahfood**
____________________	____________________
Chairman of the Board	**Chief Executive Officer**

Date of next review: June 2026