



## **EGYTRANS Nomination & Compensation Committee Charter**

### **Role**

The Nomination & Compensation Committee's role is to establish qualification criteria for candidates to fill vacancies on the Board of Directors, evaluates prospective board members, recommends the composition of board committees in addition to handles compensation of EGYTRANS Board members and executives and to oversee and advise the Board on the adoption of policies that govern the Company's compensation and benefit programs.

### **Composition**

1. EGYTRANS Nomination & Compensation Committee shall consist of at least three non-executive directors, and shall possess qualifications that meet all applicable eligibility requirements as may be set by law, listing rules and the Board of Directors from time to time.
2. The Board appoints the members of the Committee and the chairperson. A member of the Committee may be removed by majority vote of the board. The terms of Committee members shall be arranged in consistence with the rotation process specified in EGYTRANS Code of Corporate Governance.

### **Quorum**

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only on the affirmative vote of at least two of the members.

### **Authority**

EGYTRANS Nomination & Compensation Committee receives its authority and its assignments from the Board of Directors, except in matters where its authority is derived by law or listing rules. The Committee has direct access to management. The Committee has the ability to commit the Company, after the approval of the entire EGYTRANS Board of Directors, to pay for services, expenses, or other costs, and retain, at the Company's expense, special legal, consulting and other experts, all as it deems necessary in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, for its expenses and for payment of compensation to advisors whom it determines necessary to carry out its duties.

### **Committee Charter**

The Committee shall review and assess the adequacy of the Committee's Charter annually and recommend any proposed changes to EGYTRANS Board for approval.

### **Meetings**

1. The Committee shall meet at least four times per year, on a schedule adopted by the Committee, and as many additional times as the Committee deems necessary. The Chairman of the Board, the Committee Chair or any two other members of the Committee may call a special meeting.
2. The Committee Chair may request members of management and other persons to be present at meetings. The Committee shall meet in executive session and privately with Company executives to discuss any matters that the Committee believes should be discussed.

3. The Chairman of the Board shall receive notice of meetings and may attend, but will have no vote in its actions. The Committee shall solicit the views of the Chairman of the Board in appropriate matters.

4. The Committee may request any director and any member of management to advise or assist in aspects of the Committee's business. The Committee may designate sub-committees comprised of its members and/or other directors to make recommendations on specific matters.

### **Minutes of Meetings**

Minutes of meetings are to be prepared at the direction of the Committee Chair and sent to Committee members and all other directors.

### **Scope of Responsibilities and Duties**

1. Evaluate qualifications of proposed members and Chairs of board committees against relevant criteria.
2. Make recommendations to the board for election of members and Chairs of board committees.
3. Consider the contributions, qualifications and independence of directors eligible for re-election, and determine their willingness and suitability to serve another term.
4. Formulate criteria for candidates to fill current or prospective vacancies on the Board of Directors, based on the committee's analysis of what is needed to maintain a fully effective board.
5. Suggest, screen and interview candidates for director vacancies. Include candidates suggested from outside the company as well as its direct sources.
6. Recommend director candidates to the Board of Directors for nomination or election, and provide the Committee's assessment of their independence and other relevant qualifications.
7. Oversee the Company's director orientation and education program.
8. Approve criteria and processes for evaluating the effectiveness of directors, the board and its committees.
9. Oversee the annual performance evaluations.
10. Annually evaluate performance of Committee responsibilities.
11. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executives, (b) the motivation of executives to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.
12. Review trends in executive compensation, oversee the development of new compensation plans, and, when necessary, approve the revision of existing plans.
13. Oversee an evaluation of the performance of EGYTRANS Board Members and approve their annual compensation, including salary, bonus, incentive and equity compensation. Review and approve compensation packages for new Board Members.

14. Oversee an evaluation of the performance of the Company's executive officers and approve the annual compensation, including salary, bonus, incentive and equity compensation, for the executive officers. Review and approve compensation packages for new executive officers and termination packages for executive officers.
15. Establish the Company's overall philosophy and policies regarding the compensation of employees and the employee benefit programs.
16. Review and approve changes to the design of the employees' Bonus Plan.
17. Review merit increase plans for the company employees.
18. Assist the Board in establishing CEO annual goals and objectives, and consider the results of the CEO performance review in recommending CEO compensation to the other members of the Board for approval consistent with the Company's compensation philosophy. The CEO may not be present during deliberations or voting concerning the CEO's compensation. The results of the annual CEO evaluation will be considered in recommending CEO salary and other compensation.
19. Review and discuss with the Board plans for executive officer development and corporate succession plans for the CEO and other executive officers.
20. Review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans.
21. Periodically review the compensation paid to non-executive directors and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.
22. Review periodic reports from management on matters relating to the Company's compensation practices.
23. Issue an annual report on executive compensation for inclusion both in EGYTRANS financial statements and EGYTRANS annual report.
24. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
25. Establish budgets for Committee functions for pre - approval by EGYTRANS entire Board of Directors.
26. Periodically review materials or receive education on Committee-related developments and best practices.
27. Report to the Board of Directors at its next meeting on significant results of the foregoing activities.