

COMPENSATION COMMITTEE

TERMS OF REFERENCE

1. Composition

- 1.1 The CC should comprise at least three (3) directors of the Company. The majority of the CC members, including the CC Chairman, should be independent and all of whom should be non-executive directors.

2. Roles and Responsibilities

The CC was formed by the Board to carry out the following duties:-

Directors' Fees

- 2.1 To recommend for the Board's endorsement, policies and guidelines on the remuneration of non-executive directors, before shareholders' approval is sought.

Key Executive Appointments

- 2.2 To recommend for the Board's approval, any proposed appointment, remuneration, promotion, termination, retirement, re-employment and/or extension of employment of its key management personnel including the GCEO, Chief Executive Officers (the "CEOs"), Group Chief Financial Officer (the "GCFO") and equivalent positions, and the Company Secretary.

Compensation

- 2.3 To review and ensure the executive remuneration policies are relevant, performance-related, promote long-term success of the Company, aligned with shareholders' interest and market competitive to the industry.
- 2.4 To recommend for the Board's approval the specific remuneration packages for each director as well as of key management personnel including the GCEO, CEOs and GCFO.
- 2.5 To review SingPost's obligations arising in the event of termination of executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.
- 2.6 To establish performance targets, including non-financial targets, of the GCEO, for the Board's approval.
- 2.7 To assist the Board in the embedment of Sustainability targets and performance as an integral part of the long-term incentive compensation structure of the GCEO and the senior leadership management team including key direct reports.
- 2.8 To assess the performance of the GCEO and recommend to the Board for approval the rewards of the GCEO and his key direct reports.
- 2.9 To review and recommend for the Board's approval the disclosure of matters in the Company's annual report relating to the remuneration of the GCEO and the remuneration of the top five (5) key management personnel in addition to the GCEO, and the disclosure of any share plan and share option schemes. The disclosures include names and remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a director, GCEO or a substantial shareholder of the Company with such relationship clearly stated.

Long Term Incentive (LTI) Plans

- 2.10 To review the design of SingPost's LTI policy e.g. Restricted Share Plan, Singapore Post Share Option Scheme and any share scheme which may be established by the Company from time to time (collectively referred to as the "**Schemes**") and administer such Schemes.
- 2.11 Resulting from Environmental (including climate-related matters), Social, and Corporate Governance ("**ESG**") / Sustainability goals and targets set for the Company (under the purview of the Board Sustainability Committee) to cause the ESG / Sustainability metrics to be directly correlated to and are factored into the LTI Plans for long term value creation.
- 2.12 Have broad oversight of the rules, regulations, eligibility, terms and conditions (including but not limited to grant size, exercise price, valuation methodology, valuation variables and vesting details) relating to the Schemes.
- 2.13 To review the submissions seeking approval from the SGX-ST and/or any other regulatory authorities as may be necessary for the Schemes and any modifications to the Schemes.

Penalties for Disciplinary Cases

- 2.14 To recommend for the Board's decision, penalties for disciplinary cases involving the GCEO, CEOs, GCFO and equivalent positions.

Succession Planning and Executive Development

- 2.15 Periodically review succession planning for the GCEO, CEOs, GCFO and equivalent positions in the Company with a formal review carried out prior to submission of the succession plan to the Board on an annual basis. Review potential internal and external candidates for succession in the light of immediate, medium term and long term needs.
- 2.16 Review, on an annual basis, the development plan for key senior executives as well as high-potential talent of the Company.
- 2.17 If external candidates are to be considered in the event of the replacement of GCEO, the Board Chairman will draw upon resources from the CC and lead a special process to identify high calibre individuals capable of delivering to the Company's present and future requirements.

If professional bodies are engaged to assist with the search process, explicit instructions will be given to such professional bodies of the Company's commitment in building and maintaining a diverse and inclusive culture. Both female and male candidates are to be proposed.

Others

- 2.18 To review and ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants.
- 2.19 To review and assess the adequacy of the CC's Terms of Reference and request the Board's approval for proposed amendments.
- 2.20 Any other responsibilities as determined by the Board.