

PLARIDEL SURETY & INSURANCE COMPANY

COMPENSATION &
REMUNERATION COMMITTEE
CHARTER

I. Purpose

The Compensation & Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) of Plaridel Surety & Insurance Company (the “Company”) is established for the purpose of oversight of procedures and policies on the compensation and remuneration of directors and officers to ensure that their compensation is consistent with the Company’s culture, strategy and the business environment in which it operates.

II. Composition

1. The Compensation & Remuneration Committee shall be composed of at least three (3) members and one of whom should be an independent director; The Board may from time to time increase the membership of the Committee, and appoint additional members thereto.
2. Any vacancy in the Committee caused by the death, resignation, or disqualification of a member, or by any other cause, may be filled by the Board.

III. Powers, Functions, Duties, and Responsibilities

1. Oversee procedures and policies on the compensation and remuneration of directors and officers consistent with the Company’s culture, strategy and the business environment in which it operates;
2. Recommend to the Board appropriate compensation and remuneration;
3. Recommend compensation and remuneration sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance;

4. Recommend incentives, rewards, or bonuses to encourage and motivate good performance and promote the success of the Company's business;
5. Recommend benefits in addition to those already provided by the Company;
6. Review the structure and competitiveness of the compensation and remuneration program;
7. Review and reassess this Charter and recommend any amendments thereto as may be necessary or as conditions dictate;
8. Carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions;
9. Discharge any other duties and responsibilities delegated or assigned to the Committee by the Board from time to time.

IV. Meetings and Actions

1. The Committee may hold such meetings as often as the Committee members deem necessary in order to fulfill their role or carry out its responsibilities;
2. A quorum for a Committee meeting is at least two (2) members, and the presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee;
3. Meetings of the Committee may be held at any time in person or telephonically or by such electronic means as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously;

4. All actions of the Committee will require the vote of a majority of its members at a meeting of the Committee at which a quorum is present;
5. In lieu of a meeting, actions of the Committee may also be taken by majority consent (in physical, electronic or digital format) when deemed necessary or desirable by the Committee or its Chairman;
6. Meetings may be called by the Chairman of the Committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting, given personally or by letter, telegram, telephone, electronic mail, short messaging system or facsimile. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting;
7. Directors who are not Committee members, as well as the Chief Executive Officer or other Company officers, may attend meetings at the invitation of the Committee for advice or consultation;
8. Any member may, and the Corporate Secretary must upon request from any member, convene a meeting of the Committee;
9. The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.