

REMUNERATION POLICY

Background:

As provided in the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018, every company listed with any stock exchange in Bangladesh shall have to have remuneration policy and disclose the same in its annual report; and the Nomination and Remuneration Committee (NRC) shall assist the Board of Directors in formulation of such policy. Accordingly, based on the recommendation of NRC, the Board of Directors of Doreen Power Generations and Systems Ltd. has adopted this Remuneration Policy applicable for Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

Definitions:

"Act" means the Companies Act, 1994 as amended from time to time.

"Code" means the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission through its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 as amended from time to time.

"Company" means Doreen Power Generations and Systems Ltd.

"Board" means Board of Directors of the Company.

"Employee" means employee of the Company.

"Key Managerial Personnel" (KMP) refers to key managerial personnel includes

- (i) Managing Director (MD), or Chief Executive Officer (CEO);
- (ii) Chief Financial Officer (CFO);
- (iii) Company Secretary (CS); and
- (iv) Head of Internal Audit & Compliance (HIAC)

"Listing Regulations" means DSE and CSE Listing Regulations 2015 as amended from time to time.

"NRC" means Nomination and Remuneration Committee of Board of Directors of the Company.

"Senior Management" or "Senior Management Personnel" means employees of the company, who are one level below the MD/CEO, and shall include Chief Financial Officer, Company Secretary and Head of Internal Audit & Compliance

(I) Remuneration to Directors, KMP and Senior Management:

(a) NRC endeavor to ensure that the remuneration structure for Directors, Key Managerial Personnel (KMP) and Senior Management is fair, competitive (internal and external) under transparent policies and appropriate for the sector in which it operates.

(b) The remuneration of Directors, KMP and Senior Management and other employees shall be reviewed annually and the increment shall be recommended to and approved by the Board based on the individual responsibilities, performance, experience, leadership abilities, and initiative taking abilities and knowledge base as well as performance of the Company.

(c) The remuneration to be paid to the Directors shall be governed by the provisions of Companies Act, 1994 and in line with Articles of Association which shall be reviewed by the NRC and recommended to the Board subject to the prior/ post approval of the shareholders in the General Meeting.

(d) The remuneration for any executive role, KMP and other Senior Management will be reviewed by the NRC and recommended to the Board for approval in line with the balance between fixed and incentive pay reflecting short and long-term performance for the company and its goals.

(II) Remuneration to Non-executive and Independent Director:

Non-Executive Directors and Independent Directors may be remunerated by way of attendance fees only for attending meetings of Board and Committees as per the Articles of Association of the Company and in compliance with applicable laws and regulations.

Amendment and Disclosures:

Subject to the approval of the Board, NRC reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

A summary of this Policy will be included annually in the Annual Report. This Policy will also be available on the company's website: www.doreenpower.com