



Directors' Remuneration Policy

The Company has adopted the following directors' remuneration policy approved in a board meeting held on February 28, 2020.

Objective

This policy establishes a transparent framework for determining and disclosing the remuneration of Directors of HUM Network Limited ("the Company"). It ensures compliance with the **Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019**, and international best practices, while promoting fairness, accountability, and alignment with shareholders' interests.

Scope

This policy applies to:

- **Non-Executive Directors (NEDs)** including Independent Directors.
- **Executive Directors**, including the Chief Executive Officer (CEO), who are engaged in full-time employment with the Company.

Remuneration Components

Non-Executive Directors

- NEDs shall not receive salaries or benefits other than **sitting fees** for attending meetings of the Board and its Committees.
- The sitting fee shall be recommended by the **HR & Remuneration Committee** and approved by the Board from time to time, considering industry benchmarks and regulatory guidance.
- Reimbursement of reasonable expenses (e.g., travel, lodging) incurred for attending meetings shall be allowed.

Independent Directors

- Independent Directors shall be compensated solely through sitting fees and reimbursement of expenses, in accordance with applicable law.
- They shall not be entitled to performance-linked bonuses, stock options, or other benefits to preserve independence.

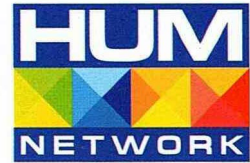
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Executive Directors (including CEO)

- Executive Directors engaged in full-time management roles shall receive:
 - **Fixed Salary:** Based on role, responsibilities, and market competitiveness.
 - **Performance-linked Incentives:** Annual bonuses tied to KPIs approved by the Board (e.g., revenue growth, profitability, ESG targets).
 - **Perquisites and Benefits:** Provident fund, gratuity, medical coverage, company car, communication allowance, etc., as per Company policies applicable to senior executives.

Approval Mechanism

- The **HR & Remuneration Committee** shall review and recommend remuneration packages of Directors to the Board.
- The **Board of Directors** shall approve remuneration, subject to requirements under the Companies Act, 2017.

Disclosure

- Related disclosures shall comply with the **Fourth Schedule of the Companies Act, 2017, Code of Corporate Governance (CCG) Regulations, 2019** and the **PSX Regulations**.

Review and Amendments

This policy shall be reviewed at least once every three years by the HR & Remuneration Committee, or earlier if required by changes in law or governance standards. Any amendments shall be subject to Board approval and, where necessary, shareholder approval.

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