ATTRACTING AND RETENTION OF BOARD MEMBERS POLICY

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1. DEFINITIONS

For the purposes of this Policy, the following terms shall have the meanings set out below. Terms not defined in this section shall have the meanings assigned to them in applicable law or the Company's other governance documents including the Articles of Association and Board Charter.

1.1. "Company/ JHL" means Jubilee Holdings Limited.

1.2. "Board" or "Board of Directors" means the duly constituted board of directors of the Company.

1.3. "Attraction" refers to the process of identifying, nominating, and recruiting suitable individuals with the right skills, experience, and values to serve on the Board.

1.4. "Retention" refers to the measures and mechanisms applied to ensure Board members remain engaged, supported, and committed to serving effectively throughout their tenure.

1.5. "Succession Planning" means the proactive process of identifying, developing, and preparing suitable candidates to assume future Board roles, including the Chairperson and Committee leadership positions.

1.6. "Diversity" means the inclusion of individuals with varied ethnicity, nationality, and cultural backgrounds, skills, experiences, gender, age, and professional backgrounds in Board composition.

1.7. "Board Nominating and HR Committee" refers to the Board committee responsible for overseeing Board composition, nominations, succession planning governance processes remuneration of the Board of Directors as set out in the Board Charter.

1.8. "Market-Aligned Remuneration" means compensation levels for Non-Executive Directors that are benchmarked against peer organizations of similar size and complexity, in line with the Directors Remuneration Policy.

2. INTRODUCTION

Jubilee Holdings Limited is dedicated to upholding high standards of corporate governance, as articulated in its Board Charter and aligned with Capital Markets Authority regulations and guidelines on good corporate governance. A critical aspect of this governance framework is attracting and retaining Board members who bring integrity, strategic insight, diversity, and a commitment to JHL's long-term value creation.

3. POLICY STATEMENT

Jubilee Holdings Limited is committed to attracting and retaining highly qualified, diverse, and experienced Board members who can provide strategic oversight, uphold the highest standards of corporate governance, and safeguard the Company's long-term sustainability. This Policy outlines the principles, processes, and mechanisms by which the Company identifies, appoints, develops, and retains and renews service tenures for its Non-Executive and Executive Directors in line with the CMA Code of Corporate Governance, industry best practices, and the Company's strategic objectives.

4. KEY OBJECTIVES GUIDING THIS POLICY

This Policy aims to:

- ensure that the Board is composed of individuals with the right mix of skills, experience, independence, and diversity.
- attract individuals of integrity who uphold JHL's values and reputation.
- retain Directors by providing an enabling environment, fair compensation , and meaningful engagement in governance.
- ensure succession planning supports continuity and resilience in the Board's leadership and oversight.
- align Board composition with long-term strategic priorities and evolving stakeholder expectations.

5. SCOPE & APPLICABILITY

This Policy applies to all members of the Board of Directors of JHL and its subsidiaries. It covers recruitment, nomination, appointment, induction, development, retention, renewal and succession of Board members.

This policy shall be read in conjunction with the Board Charter and shall be implemented under the oversight of the Board Nominating and HR Committee.

6. GUIDING PRINCIPLES

- Merit and Integrity: Selection is based on professional competence, governance experience, and ethical conduct.
- Diversity and Inclusion: Board appointments consider age, gender, nationality, cultural and professional background, and perspectives.
- Transparency and Accountability: Processes are documented and aligned with governance standards and shareholder approval requirements. All appointments of Board members for JHL are notified to the public as prescribed by Capital Market Authority.
- Continuous Development: Directors are supported through ongoing training and access to resources.
- Engagement and Recognition: Retention is supported by effective Board culture, collegiality, and recognition of service.
- Compliance: Directors tenures shall comply with any regulatory provisions.

7. ATTRACTING & RETENTION MECHANISMS

Attracting suitable Board members shall be achieved through:

- Transparent nomination processes managed by the Board Nominating and HR Committee.
- Engagement of professional search firms or networks, where necessary, to identify candidates.
- Clear articulation of Board roles, expectations, and governance responsibilities during recruitment.
- Emphasis on JHL's reputation, values, and strategic vision to appeal to prospective Directors.
- Retention of Board members shall be supported by:
- Fair and market-aligned remuneration as guided by the Directors Remuneration Policy.
- A structured induction programme and continuous training opportunities.
- Provision of adequate information, resources, and support to enable effective performance.
- A collaborative Board culture founded on respect, collegiality, and confidentiality.
- Provision of honest and fair feedback through regular performance assessments.

8. GOVERNANCE AND OVERSIGHT

The Board Nominating and HR Committee shall oversee the implementation of this Policy and is mandated to:

- Review Board composition regularly to ensure alignment with strategy and governance needs.
- Recommend appointment, reappointment, or retirement of Directors to the Board for shareholders approval.
- Ensure succession planning for Board leadership positions, including Chairperson and Committee Chairs to maintain stability and institutional memory.
- Monitor Director performance and recommend development or capacity-building initiatives.
- Ensure that any regulatory approvals required for the appointment of the Directors are obtained.
- Disclose key aspects of Board composition, diversity, and evaluations outcomes in the annual report.

9. PERFORMANCE INDICATORS

Implementation of this Policy will be measured through:

- Board diversity metrics and skills matrix tracking.
- Outcomes of annual Board and Director evaluations.
- Director retention rates and average tenure.
- Quality and timeliness of succession planning for key Board positions.
- Alignment of Board composition with strategic and governance needs.

10. ALTERATIONS TO THE POLICY

Alterations to this Policy may be done following:

- Governance reviews and benchmarking against industry best practices.
- Regulatory changes requiring adjustments to nomination or retention processes.
- Board evaluation outcomes recommending changes to attraction or retention mechanisms.
- Shareholder feedback or resolutions on Board composition and governance practices.

11. REVIEW CYCLE

This Policy shall be reviewed every two (2) years, or earlier where necessary, by the Board Nominating and HR Committee, with recommendations submitted to the Board for approval.

Once approved, any revisions or updates of this Policy shall be communicated to all stakeholders and published on the Company's Website.

Approved by the Board on 01.04.2026

Signed by the Chairman……………………………