



**Board of Directors
Remuneration
Policy**



Policy Name	Board of Directors Remuneration Policy
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Policy Content Owner	Board Secretary
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Effective Date of the Policy	The Policy will be effective as of the date of its approval by the shareholders in the AGM
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Main Policy Statement	Establish a defined framework, scope, and guidelines for provision of remuneration paid to the Board of Directors of Aramex PJSC
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Eligibility or Scope	Board of Directors of Aramex PJSC
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1. Purpose

- 1.1. The Board of Directors Remuneration Policy (this “Policy”) of Aramex PJSC (the “Company” or “Aramex”) comprises a defined framework with scope and guidelines for provision of remuneration paid to the Board of Directors (the “Board”). The Policy also defines a competitive remuneration package, designed to attract, retain, and motivate individuals, who possess the necessary leadership values, and the requisite skills and experiences (the “Directors” or “Board Members”) to enable the Company’s strategic vision and goals.
- 1.2. The Policy is also focused on driving consistent long-term value creation, while adopting the highest standards of corporate governance. The Policy is built on the principles mentioned below:
 - 1.2.1. **Alignment of Aramex’s Vision and Goals:** Align Directors’ interests with the long-term interests of the Company, reinforcing the Company vision and contributing value to its shareholders;
 - 1.2.2. **Institute Aramex’s Values:** Offer competitive and fair remuneration to attract and retain qualified individuals that exemplify the Company values while ensuring no discrimination based on gender, race, ethnicity or religion;
 - 1.2.3. **External Equity and Competitiveness:** Offer a remuneration package in alignment with the Company’s performance, and reasonable with respect to market demands and to the dedication, qualification and responsibility of the Directors;
 - 1.2.4. **Balanced and Fair:** Recognize the substantial time and responsibility necessary to oversee the affairs of the Company; and
 - 1.2.5. **Highest Standards of Corporate Governance:** Support and encourage the good judgement and action expected of Directors.

2. Scope

- 2.1. The Policy applies to all Members of the Board of Directors (Executive/Non-Executive and Independent/Non-Independent Directors) who are serving on the Board of Directors and Board Committees.
- 2.2. Unless otherwise specified, all the Directors (including Board and Committee Chairpersons) are eligible for the Annual Fixed Remuneration and Committee Attendance Fees (if applicable) as recommended by the Board and approved by the shareholders of the Company.



3. Board Remuneration Structure

The table below summarizes the main pay components of the remuneration package for the Directors:

Component	Purpose
Chairperson Annual Remuneration Fixed	Annual fee for the special responsibility and dedication demanded from the Chairperson of the Board of Directors, but without reaching levels that would compromise his/her judgement. Set at AED 500,000
Board Annual Fixed Remuneration Member	Annual fee for the responsibility and dedication demanded by Members of the Board of Directors, but without reaching levels that would compromise their judgement. Set at AED 400,000
Committee Attendance Fees	Fixed fee payable to Board Committee Members and Board Members invited by Committee Chairpersons for attending Committee meetings. Set at AED 10,000

4. Reimbursement of Expenses

The only other allowance paid to the Board Members in addition to the above components for attending Board and Committee meetings is the payment for travel and accommodation costs (Expenses) as proposed by the Nomination and Remuneration Committee, recommended by the Board of Directors, and approved by the shareholders. The Chairman and Board Members shall not be paid attendance fees for attending Board meetings, and in all cases, the remuneration of Board Members must not exceed 10% of the net profit for the fiscal year ended after deducting depreciation and reserves.

5. Remuneration Governance

- 5.1. In proposing the amounts to the shareholders, the Nomination and Remuneration Committee of the Board will ensure that the proposed Board Member remuneration shall be in line with the relevant and applicable laws and regulations.
- 5.2. The Nomination and Remuneration Committee will propose the Annual Fixed Remuneration and Committee Attendance Fees based on the available market data and the performance of the Company in the respective year.
- 5.3. Based on the proposal of the Nomination and Remuneration Committee with respect to the Annual Fixed Remuneration and Committee Attendance Fees, the Board of Directors shall make a recommendation to the Company's shareholders for approval.
- 5.4. The Aramex shareholders have the final authority to approve the Board of Directors' Remuneration Policy.
- 5.5. The Annual Fixed Remuneration, Committee Attendance Fees, and reimbursement of Expenses shall be earned on an annual basis.



- 5.6. In the event a Board Director and/or Committee Member does not serve for an entire calendar year, the remuneration paid to such Director/Member shall be prorated for the portion of the period served on the Board and/or Committee.
- 5.7. Board Members who served for at least 6 months during a year are entitled to receive up to the full Fixed Remuneration per Member, subject to the recommendation of the Nomination and Remuneration Committee and endorsement of the Board of Directors. Members who served for a period less than 6 months during a year are entitled to a pro-rata share of the full Member's Fixed Remuneration based on the period served.
- 5.8. Members of the Board Committees and Board Members invited by the respective Committees Chairpersons to Committee meetings are entitled to Committee Attendance Fee and reimbursement of Expenses (if applicable) for the meetings attended.
- 5.9. The remuneration per Committee Member is calculated based on the number of meetings the Member attended during the course of the year.