one great studio

ONE GREAT STUDIO
COMPANY LIMITED

REMUNERATION COMMITTEE CHARTER

Contents

The purpose of the Remuneration Committee (the "**Committee**") of the Board of Directors (the "**Board**") of One Great Studio Company Limited (the "**Company**") shall be to assist the Board with compensation of the Non-Executive Directors, Executive Directors and employees of the Company. This will include:

(i) evaluating, recommending, approving and reviewing executive officer[1] compensation arrangements, plans, policies and programs maintained by the Company;

(ii) overseeing the Company's equity-based compensation plans and the Company's bonus plan, whether adopted prior to or after the date of adoption of this charter (the "Charter") (including issuance of stock options and other equity-based awards granted other than pursuant to a plan);

(iii) reviewing, assessing and making recommendations to the Board regarding nonemployee director compensation; and

(iii) making recommendations to the Board regarding its remaining responsibilities relating to executive compensation

This charter (the "**Charter**") sets forth the authority and responsibilities of the Committee in fulfilling the purposes described herein.

While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles of Incorporation, it is not intended to establish by its own force any legally binding obligations.

Membership

The Committee will consist of a majority of Independent Non-Executive Directors[2]. The Committee will consist of at least three (3) members of the Board, with the exact number determined by the Board. No member shall be an Executive Director.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "Chair"); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

[1] This is to include Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Experience Officer and other managerial positions

[2] Independent Non-Executive as defined under the Junior Market Rules and/or the Private Sector Organization of Jamaica Corporate Governance Code

Duties & Responsibilities

The principal duties and responsibilities of the Committee are as follows:

1. **Remuneration Policy**

   The Committee will prepare or have prepared by a third party a remuneration policy applicable to employees of the Company including Executive Directors, same to be reviewed annually.

2. **Expenses**

   Review and approve policies and procedures relating to perquisites and expense accounts of the executive officer.

3. **Incentives**

   Meet with the Chief Executive Officer annually to discuss the incentive compensation programs to be in effect for the executive officers and other employees of the Company or any subsidiary for such fiscal year and the basis for evaluating the performance of the Chief Executive Officer, the other executive officers and employees.

4. **Compliance**

   Oversee the Company's compliance with regulatory requirements associated with compensation of its directors, executive officers and other employees, if any.

5. Periodically review the Company's procedures with respect to employee loans, if applicable.

The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any legal and other consultants, accountants, experts and other advisers retained by the Committee; and ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, rules of the Jamaica Stock Exchange applicable to it, and the Company's Articles of Incorporation, form and delegate authority to subcommittees and to the officers of the Company.

Meetings

Meetings of the Committee shall be held at least twice per year or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings.

The Committee will report to the Board from time to time with respect to the activities of the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person, electronically or hybrid. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a Secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require. The Secretary shall prepare and circulate the meeting agenda at least three (3) days before a meeting along with the relevant material. The Secretary shall be responsible for taking the minutes.

Evaluation & Review

The Committee will evaluate the Committee's composition and performance in connection with the annual evaluation of the Board. The Committee will review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes the Committee determines are appropriate.

Adopted by the Board: December 21, 2023.