

PAK SUZUKI MOTOR CO. LTD.

DSU-13, Pakistan Steel Industrial Estate.

Bin Qasim, Karachi - 75000 Ph : (92-21) 34723551-58 Fax : (92-21) 34723521-22 URL : http://www.suzukipakistan.com

Following are the TOR' approved in HR& R Committee meeting held on August 19,2013;

TO ACKNOWLEDGE FRAME WORK OF HR&R COMMITTEE

The Code of Corporate Governance requires that the board of directors of every listed Company shall establish a Human Resource and Remuneration Committee at least of three members comprising a majority of non-executive directors, including preferably an independent director. The CEO may be included as member of the committee but not as chairman of the committee. The Committee shall be responsible for:-

1-recommending human resource management policies to the board;

2-recommending to the board the selection, evaluation, compensation (including retirement benefits) and succession planning of the CEO;

3-recommending to the board the selection, evaluation, compensation (including retirement benefits) of COO, CFO, Company Secretary and Head of Internal Audit;

4- Consideration and approval on recommendations of CEO on such matters for key management positions who report directly to CEO or COO.

The Committee was requested to acknowledge above frame work and responsibilities.

