



**COMPENSATION COMMITTEE CHARTER
OF THE NIGERIAN SOVEREIGN INVESTMENT AUTHORITY**

Approvals

Title	Policy Adoption Date
NSIA Compensation Committee Charter	March 21, 2013

Version Control

Version No.	Date	Author	Comment / Reason for Change
1.0	March 2013	Cambridge Associates	New Policy
2.0	March 24, 2017	Sybil Etuk	First Policy Review
3.0	2017		Second Policy Review



Nigeria Sovereign Investment Authority

Compensation Committee Charter

Adopted on 21 March 2013

A. Introduction

The Compensation Committee is a standing committee of the Board of Directors ("Board") of the Nigeria Sovereign Investment Authority ("NSIA"), established to assist the Board in fulfilling its oversight responsibility for ensuring that the compensation structure for the NSIA's employees is consistent with the NSIA's long-term objectives.

B. General

The Compensation Committee's responsibilities include:

1. Compensation and Employee Benefit Plan and Programs

- a. On an annual basis, review and approve the overall compensation programs from a competitive market position for all of the NSIA's staff
- b. Review and recommend to the Board the design (including appropriate performance benchmarks) of the annual incentive compensation plan for the NSIA staff
- c. Review the NSIA's employee benefit plans for their competitiveness and compliance with applicable laws and regulations and recommend to the Board any additions, terminations or changes in such plans as may be desirable and appropriate
- d. As appropriate, commission a survey of competitive practices and trends to determine the adequacy of the NSIA's compensation philosophy and programs
- e. Review the determination by the NSIA's senior management of the proposed annual salary pool and increases thereto for the NSIA's staff

2. Senior Management Reviews and Compensation

- a. Determine, review and approve the compensation arrangements for the NSIA's senior management team, taking into account market conditions, peer group

practice, performance, and such matters as the Compensation Committee may deem appropriate

- b. For senior management of the NSIA, review the Managing Director's assessment of performance and approve and report to the Board appropriate compensation for the senior management team
- c. Review management development and succession plans

3. Board Reviews and Compensation

- a. Approve and review any proposed changes to the compensation and benefits of Board members in their capacity as directors, taking into account retention needs, peer group practice, administrative efficiency, and other such factors as the Compensation Committee may deem relevant and report such matters to the Board

4. Others

- a. Perform such other duties as may be assigned it by the Board
- b. Determine, and have access to, appropriate funding necessary to carry out the duties and responsibilities set out herein

C. Membership and Organization

1. The Committee shall consist of at least three members;
2. The Committee shall be constituted of members of the Board;
3. Committee members should aim to serve for a term of at least three years;
4. The Board may appoint members for a period shorter than one year to fill vacancies;
5. Members of the Compensation Committee, including the Chair, shall be appointed by the Board;

6. Compensation Committee members shall serve until their successors are elected or their earlier resignation or removal. Any member of the Compensation Committee may be removed or replaced, for any reason at any time, by a majority vote of the Board;
7. The Compensation Committee shall review and reassess this Charter as it deems appropriate, however, changes will only be made following approval of the Board.

D. Meetings

1. The Compensation Committee shall meet at least two times per year
2. A majority of members of the Compensation Committee shall constitute a quorum
3. A majority of the members present shall decide any question brought before the Compensation Committee.
4. The Compensation Committee shall inform the Board of the significant actions taken or issues discussed at its meetings and otherwise report to the Board as the Compensation Committee deems (or the Chair of the Compensation Committee deems) desirable and appropriate
5. The Compensation Committee shall keep minutes of its meetings and regularly submit approved minutes of its meetings to the Board

E. Advisors

1. The Compensation Committee shall have authority to retain such independent accountants, lawyers, consultants or other advisors as it deems appropriate to assist and advise the Compensation Committee in connection with its responsibilities or any investigations.

F. Committee's Self Evaluation

1. The Compensation Committee shall perform a self-evaluation annually and report on its evaluation to the Board.