



POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

OF

RESTAURANT BRANDS ASIA LIMITED

(Formerly known as Burger King India Limited)

Document Control:

Version	Approved by	Date
Version 1.0	Board of Directors	October 14, 2019
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1. Introduction

Restaurant Brands Asia Limited (the “**Company**”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company’s code of conduct for the Board and senior management personnel. The honesty, integrity and sound judgement and performance of the Board and the senior management are key criteria for the success of and for building a good reputation of the Company. Each Director is expected to comply with the letter and spirit of this Policy. Any actual or potential violation of this above code and this Policy by the Directors would be the matter of serious concern for the Company.

Therefore, the Company has formulated this Policy to comply with various provisions under the Act and the Listing Regulations and also the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Act. The Committee shall evaluate the performance of each Director as per sub section (2) of Section 178 of the Act and based on the functions of the Independent Directors as indicated under Schedule IV (as per Section 149) annexed to the Act.

2. Definitions

- i. “**Act**” means the Companies Act, 2013, as amended from time to time and the rules made thereunder;
- ii. “**Company**” means Restaurant Brands Asia Limited
- iii. “**Committee**” shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Act.
- iv. “**Director**” or “**Board**” means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.
- v. “**Independent Director**” shall mean an Independent Director as defined under Section 2(47) to be read with Section 149(5) of the Act.
- vi. “**Listing Regulations**” means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

- vii. **“Nomination and Remuneration Committee”** or **“NRC”** means the Nomination and Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.
- viii. **“Policy”** shall mean this Policy for Evaluation of performance of Board of Directors of the Company.

3. Objective

The objective of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board. Further, to adopt best practices to manage the affairs of the Company in a seamless manner and to ensure sustained long term value creation for stakeholders by achieving good corporate governance.

4. Various Kinds of Performance Evaluation

A. APPRAISAL SYSTEM: Appraisal of each Director of the Company shall be based on the criteria as mentioned in Clause 6 of this Policy. This appraisal is mandatory and will be done under the provision of the clause (p) of sub section (3) of Section 134 of the Act. The said appraisal shall be undertaken atleast once annually.

B. EVALUATION OF THE PERFORMANCE

The Committee shall evaluate the performance of each Director under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of Section 178 of the Act and based on their functions as mentioned in the Code of Conduct of the Directors and Senior Management Personnel and the criteria for the evaluation of the performance as prescribed in Clause 6 of this Policy.

Evaluation of Independent Directors shall be carried on by the entire Board which shall include –

- (a) performance of the Director(s); and
- (b) fulfilment of the independence criteria as specified in the Listing Regulations and their independence from the management. The Directors who are subject to evaluation shall not be allowed to participate in such evaluation.

Based on the performance evaluation of each and every Director and the chairman of the Company, the Committee shall provide ratings based on each criteria and sub-criteria.

C. EFFECTIVENESS OF THE BOARD

Based on the ratings given by the Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the appointments, re-appointments and removal of the non-performing Directors of the Company, if any.

5. SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS

Evaluation of the executive Directors shall be carried out by the entire Board except the executive Director being evaluated. The meeting for the purpose of evaluation of performance of Board members shall be held at least once in a financial year[#] and the Company shall disclose the criteria laid down by the Committee for performance evaluation on its web site for the reference and also in the annual report of the Company.

6. CRITERIA FOR EVALUATION OF PERFORMANCE

The Committee has laid down the following criteria for evaluation of performance of executive Directors, Independent Directors, Chairman and the Board:

1. Participation and attendance in Board and Committee meetings actively and consistently.
2. Preparing adequately for Board and Committee meetings.
3. Contributing to strategy and other areas impacting Company's performance.
4. Bringing his/her/their experience and credibility to bear on the critical areas of performance of the organization.
5. Keeping updated knowledge of his/her/their areas of expertise and other important areas.
6. Communicating in an open and constructive manner.
7. Giving fair chance to other members to contribute, participating actively in the discussions and is consensus oriented.
8. Helps to create brand image of the Company and helps the Company wherever possible to resolve issues, if any.
9. Actively contributes towards growth of the Company.

[#] Amended vide Listing Regulation amendment dated December 12, 2024

10. Conduct himself/herself/themselves in a manner that is ethical and consistent with the laws of land.
11. Any other criteria as may be recommended by the Committee from time to time.

COMPANY - BOARD MEMBER FEEDBACK

The Company believes in value for its stakeholders through ethical processes and integrity. The Board plays a very important role in ensuring that the Company's performance is monitored and timely inputs are given to enhance its performance and set the right direction for growth. Hence it is important that every individual Board member effectively contributes in the Board deliberations.

Name of the Director: _____

Rating scale shall be 1 (one) to 10 (ten) (1 (one) being least effective and 10 (ten) being most effective)

Question	Rating	Remark
1. Participation and attendance in Board and Committee meetings actively and consistently		
2. Prepare adequately for Board and Committee meetings		
3. Contributes to strategy and other areas impacting Company's performance		
4. Brings his/her/their experience and credibility to bear on the critical areas of performance of the organization		
5. Keeps updated knowledge of his/her/their areas of expertise and other important areas		
6. Communicates in open and constructive manner		
7. Gives fair chance to other members to contribute, participates actively in the discussions and in consensus oriented		
8. Helps to create brand image of the Company and helps		

the Company wherever possible to resolve issues, if any		
9. Actively contributes towards growth of the Company		
10. Conduct himself/herself/themself in a manner that is ethical and consistent with the laws of land		
11. Any other criteria (as may be specified by the Committee)		
Total Ratings		

Note: Rating 90 (ninety) and above - Excellent, between 75 (seventy-five) to 89 (eighty-nine)- Very good, between 60 (sixty)-74 (seventy-four)- Good, between 35 (thirty-five) to 59 (fifty-nine) - Satisfactory and less than 35 (thirty-five)- Unsatisfactory.

7. PROCEDURE TO RATE THE PERFORMANCE

Based on the evaluation criteria, the Committee and the Board shall rate the performance of each and every Director. The performance rating shall be given within minimum 1 (one) and maximum 10 (ten) categories, the rating 1 (one) being least effective and 10 (ten) being most effective. Based on the rating of performance, the Board can decide the strategy to extend or continue the term of appointment or to introduce a new candidate as a member of the Board or retirement of the member based on his/her / their performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.