



cablebahamas

**CABLE BAHAMAS LTD.
HR & COMPENSATION COMMITTEE - MANDATE**

PURPOSE

The HR & Compensation Committee (the “Committee”) of the board of directors is appointed by the board of directors of the company. Its primary function is to carry out the board of director’s responsibility relating to the organizational strength and executive compensation.

CONSTITUTION, COMPOSITION AND DEFINITIONS

1. Reporting

The Committee shall report to the Board.

2. Composition of Committee

The Committee shall consist of not less than two directors. The majority of the members of the HR & Compensation Committee shall be independent (as defined by the articles of the company). Members of this Committee should have experience in the areas of management development and compensation in companies of similar size and industry.

3. Chairman

Unless a Chair is designated by the Board, the members of the Committee shall designate a Chair by majority vote of the full HR & Compensation Committee membership. The Chair will chair all regular sessions of the Committee and set the agendas for meetings.

4. Committee Meetings

The Committee shall meet at least quarterly at the call of the Chairman. In addition, a meeting may be called by the Board Chairman, the Chief Executive Officer, or any member of the Committee. Committee meetings may be held in person, by video conference by means of telephone or by a combination of any of the foregoing.

5. Notice of Meeting

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

6. Attendance at Meetings

The Chief Executive Officer is expected to be available to attend meetings or portions thereof. The Committee may, by specific invitation, have other resource persons in attendance. The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee. Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, provided, however, that any director who is not a member of the HR & Compensation Committee may not vote on any matter coming before the committee for a vote.

7. Minutes

Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting.

RESPONSIBILITIES

- To assist the board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The committee shall evaluate at least once a year the chief executive officer's performance considering these established goals and objectives and based upon these evaluations shall set the chief executive officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation.
- To review and approve on an annual basis the evaluation process and compensation structure for the Company's Directors. The committee shall approve the annual compensation, including salary and equity compensation for each Director.
- To review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such senior executive officers, based on initial recommendations from the CEO. The committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
- To review the Company's equity incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed. The Committee shall have and shall exercise all the authority of the board of directors with respect to the administration of such plans.
- To review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation.
- To maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development consultants, review of data from the employee survey and regular review of the results of the annual leadership evaluation process.
- The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

Miscellaneous

- The Committee, upon approval by a majority of its members, may engage outside resources if deemed advisable.
- The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.