AMAGI MEDIA LABS LIMITED

CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS)

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With the evolving corporate governance norms, the role and responsibilities of Non-Executive Directors ("**NEDs**") including Independent Directors ("**IDs**") have increased significantly over time. NEDs and IDs bring valuable perspectives to the Board's discussions and decision-making processes, which helps the Company make balanced and informed decisions. They also play an important role in ensuring the independent functioning of the Board.

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), every company is required to disclose the criteria for making payments to NEDs in its Annual Report. Alternatively, in accordance with Regulation 46(2) of the Listing Regulations, the criteria for making payments to the NEDs shall be disclosed on the Company's website and a reference to the same be given in the Annual Report.

Following are the criteria for making payments to NEDs of Amagi Media Labs Limited.

The Nomination Remuneration Committee("**NRC**") shall recommend the remuneration of the NEDs including Independent Directors, which shall be approved by the Board. Such remuneration shall be subject to the approval of the shareholders of the Company, wherever required, under the applicable laws and the Articles of Association of the Company.

- **Remuneration to NED's:**

  The remuneration of NED's shall be aligned to the long-term interests of the Company. There should be a balance between fixed and variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals. The performance incentives shall be based on prevailing policy of the company.

- **Sitting Fees and Commission:**

  NED's (including Independent Directors) are entitled to receive remuneration, as recommended by the NRC and approved by the Board including sitting fees for attending each meeting of the Board or Committee(s), commission, remuneration within the overall limits prescribed under the applicable laws.

- **Increment:**

  Increments to the existing remuneration / compensation structure of NED's may be recommended by the NRC to the Board which should be within the limits provided in the applicable laws and as approved by the shareholders, wherever required.

- **Remuneration in case of inadequate profit:**

  In case of inadequate profit, the remuneration payable to the NED'S shall be payable as per the provision of the applicable laws.

- **Stock Options:**

  Independent Directors and Directors forming part of the Promoter and Promoter Group shall not be entitled to receive stock options.

- **Reimbursement of actual expenses incurred:**

  The NED's are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending meetings of the Company.

The criteria for making payment to Non- Executive Directors (including Independent Directors) forms part of the Nomination and Remuneration Policy uploaded on the website of the Company at https://www.amagi.com/investors/policies.