

REMUNERATION POLICY AND PROCEDURES

The remuneration policy of the Company is designed to ensure that the level of remuneration is appropriate and competitive to attract, motivate and retain experienced, knowledgeable and high calibre Executive Directors and Senior Management Team needed to manage the Group successfully and deliver long term objectives to the shareholders.

The Remuneration Committee (“RC”) shall assist the Board in implementing its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors and Senior Management (“SM”) of the Group.

DIRECTORS’ REMUNERATION

Executive Director (“ED”)

- (a) The remuneration of Executive Directors shall be structured on the basis of linking rewards to the corporate and individual performance, commensurate with the responsibility and contribution to the Group in line with the market standard.
- (b) Salaries and other emoluments, including benefits-in-kind, payable to Executive Directors pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments shall not include a commission on or percentage of turnover.
- (c) Salaried Executive Director’s entitlement which arises from he/she being appointed to the office of Director, his/her entitlement, including director fees, benefits in-kind, and benefits must be approved by shareholders. But if such entitlement aforesaid, including benefits-in-kind, is given due to a Director’s office as an executive or management position, then no shareholders’ approval is required.
- (d) Other benefits may include hospitalisation & surgical, group term insurance with critical illness, group personal accident and mobile phone entitlement, club membership and other perks.

Non-Executive Director (“NED”)

- (a) The remuneration of Non-Executive Directors shall be based on their respective experience, qualification, level of responsibility and expertise as well as the time and effort required in fulfilling their responsibilities to the Board and Board committees.
- (b) Non-Executive Directors shall be paid annual director fees for serving as member of the Board.

- (c) Any Non-Executive Director who is appointed to serves on any Board committees, as the Chairman and/or the members of the various committees, shall be paid a fixed allowance which shall not include a commission on or a percentage of profits or turnover.
- (d) Non-Executive Directors shall be paid meeting allowance, on a per-meeting basis, for the attendance at Board, Board Committee and general meetings. As for meeting allowance, no distinction shall be made between participation in person and virtual participation by video, teleconference or other electronic mode that permits Non-Executive Directors to participate.
- (e) Fees, allowances and other benefit paid and payable to Non-Executive Directors shall be subject to shareholders approval at annual general meeting

Interested Directors should abstain from discussion of his/her own remuneration.

REIMBURSEMENT OF EXPENSES

The Directors shall be paid for travelling and other expenses necessarily expended by them pertaining to the Company's businesses, and relevant expenses incurred for attending at Board, Board Committee and general meetings of the Company.

SENIOR MANAGEMENT'S REMUNERATION

The RC should ensure that the Directors and senior management/key officers are fairly rewarded for their individual contributions to the Company's overall performance commensurate with their level of executive responsibilities, taking into consideration of the following:

- (a) The remuneration supports the Group's objectives and strategies.
- (b) Remuneration and employment conditions of the industry and market as a whole.
- (c) The Group's performance.
- (d) Individual's performance against established criteria in terms of performance, responsibility and accountability.
- (e) Market practice, retention and attraction of talent are amongst other factors in determining the extent of appropriate benefits-in-kind and short-term incentives.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

Directors and Officers of the Group are accorded with Directors and Officers Liability Insurance in respect of any liability (civil or criminal) arising in the course of discharging their duties as Directors and Officers of the Group provided that such liabilities were occasioned in good faith and not as a result of negligence, default or breach of duty.

The Directors and Officers Liability Insurance premium shall be borne primarily by the Company. The premium paid does not form part of the benefits awarded to Directors as part of their remuneration packages.

REMUNERATION REVIEW PROCEDURES AND RESPONSIBILITIES

The RC reviews the remuneration of NED, ED and SM annually whereby the RC will consider various factors including the performance of the Group, individual performance, duties, responsibilities and commitments of the Directors and SM. The RC will also consider the available market remuneration data or benchmarks to determine whether and to what extent the changes of the remuneration are required.

Upon the review by the RC, the appropriate recommendations will be made to the Board for approval, with the Directors concerned, abstaining from discussion of his/her own remuneration package. The Board will consider, and if deemed appropriate, approve the recommended remuneration for the ED and SM. The remuneration of the NED shall be approved by the Board, upon the endorsement of the recommendation by the RC.

REVIEW

This Policy is approved by the Board of Directors of Multi-Usage Holdings Berhad on 26 May 2022. The RC shall review and amend this policy as necessary to determine its adequacy for current circumstances as well as applicable rules and regulations.