

BERJAYA CORPORATION BERHAD

REMUNERATION POLICY

OBJECTIVES & GUIDING PRINCIPLES

1. The Group's Remuneration Policy is designed to meet the following objectives:-
 - To attract, motivate, retain and reward Directors and key senior management who will manage and drive the Company's success.
 - It is the Company's interest that this remuneration policy shall fairly support the Directors and key senior management in carrying out their responsibilities and fiduciary duties in steering the Group to achieve its long-term goals and enhance shareholders' value.
2. The Remuneration Policy is guided by the following key principles:-
 - Performance measures and targets to be aligned with the Company's corporate strategy and shareholders' interest.
 - Remuneration and rewards shall be granted based on the achievement of the Key Performance Indicator (KPI) and subject to the Company's overall performance and affordability.
 - To ensure total remuneration packages remain competitive with the relevant market and industry via periodic or appropriate market benchmarking exercises.

REMUNERATION POLICY & PROCEDURES

1. Executive Directors

Nomination and Remuneration Committee and the Board shall develop and agree on the remuneration policy and procedures, including the fee structure and level of remuneration for Executive Directors and senior management.

The remuneration of Directors is determined at levels which enables the Company to attract and retain Directors with the relevant experience and expertise to manage the business of the Group effectively. Executive Directors who are full time employees of the Group shall receive no additional compensation for services as a Director.

The remuneration components of Executive Directors shall consist of basic salary, performance based bonus, benefits-in-kind and other incentives (where applicable). The remuneration package for Executive Director is structured so as to link reward to individual and corporate performance.

The Executive Directors concerned shall not participate in the decision of their own remuneration but may attend the Committee meetings at the invitation of the Chairman of the Nomination and Remuneration Committee, if their presence is required.

2. Non-Executive Directors

Non-Executive Directors receive remuneration in the form of Directors' fees, benefits-in-kind (such as motor vehicle, petrol allowance, provision of driver and provision of mobile devices) and other emoluments as compensation for their services plus the reimbursement of expenses incurred, if any, in the course of performing their services. Additional allowance is payable for acting as Chairman of the Board / Board Committees to reflect the complexity and amount of preparation required in attending the meeting.

The level of remuneration for Non-Executive Directors shall reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned. The remuneration of a Non-Executive Director shall not be based on commission, the percentage of profits, or turnover.

The remuneration packages of Non-Executive Directors who serve on the Board and Board Committees are reviewed by the Nomination and Remuneration Committee annually and thereafter recommend to the Board for their consideration with the Director concerned abstaining from deliberations and voting on decision in respect of his/her individual remuneration package. The Board will then recommend the payment of the Directors' fees and other benefits payable to Non-Executive Directors to the shareholders for approval at each Annual General Meeting of the Company in accordance with Section 230 (1) of the Companies Act, 2016.

3. Key Senior Management

The remuneration components of key senior management shall consist of basic salary, performance based bonus, benefits-in-kind and other incentives (where applicable). The remuneration of key senior management is determined at a level which enables the Company to attract, develop and retain high performing and talented individual with the relevant experience, level of expertise, level of responsibilities and is structured so as to link reward to individual and corporate performance.

Key senior management team shall refer to those individual(s) who generally holds the highest level of management responsibility and decision making authority within the Group. This will typically include the C-suites employees [who are not directors] and any other persons whom the Directors shall consider as being the key senior management.

REMUNERATION APPROVAL PROCESS

The performance of the Executive Directors and key senior management who report to the Executive Chairman or Chief Executive Officer are evaluated annually by the Executive Chairman or Chief Executive Officer against the set targets in order to determine the recommendation on their remuneration levels.

REVIEW OF THIS POLICY

This policy is subject to regular review by the Nomination and Remuneration Committee and will be amended as appropriate to align with the current market practices and requirements of the Malaysian Code on Corporate Governance and any other new requirements. Amendment to this policy must be tabled to the Board for approval.