

DIRECTORS AND SENIOR MANAGEMENT REMUNERATION POLICY

1. Objectives

This Policy is to ensure that the Directors and Senior Management of Sunsuria Berhad (“the Company”) are governed by the comprehensive remuneration criteria, that is based on their level of responsibility of the position occupied, the competencies required, and contribution made towards the long term business strategies of the Company.

This Policy is developed by the Management and adopted by the Board of Directors (“Board”) based on the recommendation of the Nomination and Remuneration Committee.

2. Applicability

This Policy applies to the following personnel:

- (a) Executive Directors and Non-Executive Directors; and
- (b) Senior Management (C-Level)

3. Remuneration Structure

The table below summarizes the main component that shall form the remuneration packages of Directors and Key Senior Management of the Company:

Executive Directors and Senior Management

Category – Fixed / Variable	Component	Component description
Fixed	Based salary	A monthly payment shall be provided to Executive Directors and Senior Management personnel based on job nature of the position including responsibility, complexity, level of skills and experiences and other market conditions.
Fixed	Benefits / Emoluments	Benefits may be provided to Directors and Senior Management personnel comprising common benefits e.g. annual leave, Employee Provident Fund (EPF), medical and life insurance, staff purchase discounts, and perquisites e.g. company car / car allowance, driver.
Variable	Bonus	<p>A performance-based remuneration (e.g. short term incentive – bonus, long term incentive – share options, if any,) determined based on individual performance indicators and individual contribution to the business and may be awarded to Executive Directors and Senior Management personnel to foster a high-performance work culture and as an incentive to attract and retain talent.</p> <p>Goals and performance expectation are set at the beginning of the financial year and will be reviewed mid and end of the year. The Company adopts pay-for-performance philosophy. There is a transparent performance-linked rewards framework in place.</p>

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Non-Executive Directors

Category – Fixed / Variable	Component	Component description
Fixed	Base Fees	A fixed retainer sum shall be provided to Non-Executive Directors for their on-going contribution to the Board.
Fixed	Committee Fees	A fixed additional fee is paid to Non-Executive Directors for chairing or participating in the Audit Committee.

The Non-Executive Directors' remuneration packages shall be determined on the basis of their qualification, experience and competence, having regard to their responsibilities, time commitment and annual evaluation as undertaken by the Nomination and Remuneration Committee. In this regard, a Non-Executive Chairman (if any) of the Board shall be remunerated with a higher base fee to reflect the additional responsibilities assumed by him or her. The Chairman of the Audit Committee shall also receive higher committee fee for chairing the respective meetings and for the additional work undertaken in the agenda meeting.

The Non-Executive Directors' remuneration are reviewed annually by the Nomination and Remuneration Committee and the Board with the director concerned abstained from deliberations and voting on decision in respect of his or her individual remuneration.

In relation to Directors' fees and any benefits payable, the fees of the Directors and benefits (if any) payable to the Directors are subject to the Company's shareholders' approval.

4. Benchmarking and Review of the policy

Periodic benchmarking of remuneration will be undertaken to assess the Company's competitiveness level in the market with reference to companies in similar industries or scale.

The Nomination and Remuneration Committee will review the Policy periodically to ensure that it continues to remain relevant and appropriate.

This Policy was approved by the Board of Directors on 18 December 2018.

This Policy will be published on the Company's website for public information (Practice 6.1 of MCCG).