



UEM EDGENTA BERHAD

(196301000166 (5067-M))
(Incorporated in Malaysia)

REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS

8 DECEMBER 2020

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1.0 Introduction

The Board of Directors ("Board") of UEM Edgenta Berhad ("UEM Edgenta" or the "Company") takes cognisance that fair remuneration is critical to attract, retain and motivate the Directors of the Company. UEM Edgenta's Remuneration Policy for Non-Executive Directors is linked to the strategic objectives of the Company to drive the long-term success of the Company and to promote business stability and growth.

2.0 Objectives

The objective of the policy is as follows:-

- a) To attract and retain the right talent in the Board to enhance long-term value creation for the shareholders;
- b) To provide remuneration that would reasonably reflect the time commitment and risks and, to commensurate with the duties and responsibilities of the Directors;
- c) To ensure remuneration policies and decisions are made through a transparent and independent process; and
- d) To build sustainable shareholder value by aligning the interests of the Directors with the long-term interests of shareholders by not linking fees to the results of the Company.

3.0 Process of Recommendation/Approval

- 3.1 The Nomination and Remuneration Committee ("NRC") recommends to the Board the remuneration and entitlement of the Non-Executive Directors on annual basis, facilitated either by the Company Secretary or by an external consultant. An external consultant may be engaged to facilitate the review exercise, with the aim to have a holistic and independent review on the Board Remuneration Policy.
- 3.2 In recommending the level of remuneration for Non-Executive Directors, the NRC takes into account the following:-
 - a) the demands and business and operating complexities of UEM Edgenta;
 - b) the level of duty, responsibility and contribution expected of the Non-Executive Directors;
 - c) the knowledge, skills, expertise and experience required; and
 - d) industry benchmarks and local market practice.
- 3.3 Non-Executive Directors' remuneration and entitlement will be decided by the Board as a whole, with the Director concerned abstaining from deliberation and voting on decisions in respect of his/her individual remuneration.
- 3.4 Non-Executive Directors' fees and benefits payable to the Directors of the Company are subject to annual shareholders' approval at the general meeting.

4.0 Remuneration and Benefits

- 4.1 At the Annual General Meeting, shareholders' approval is sought for the payment of the following remuneration and benefits to the Non-Executive Directors of the Company:-
- a) A fixed fee for the Chairman and members of the Board and Board Committees (not by a commission on or percentage of profits or turnover of the Company);
 - b) Allowance for attending meetings with Government representatives or third parties such as consultants, bankers and advisors on behalf of the Company, or visiting project and/or reference sites to advise Management, the Company and/or its operating companies;
 - c) Meeting allowance for ad-hoc or temporary Board Committee established for a specific purpose; and
 - d) Car allowance for Chairman of the Board.
- 4.2 The Non-Executive Directors are also provided with the following benefits:-
- a) Medical and hospitalisation insurance;
 - b) Directors' and Officers' Liability Insurance; and
 - c) Training and development.
- 4.3 Non-Executive Directors may be reimbursed for expenses properly incurred by them in connection with the business of the Company.

Appendix A

The Shareholders' approval had been sought at the 62nd Annual General Meeting held on 19 June 2025 for the following Directors' Remuneration and Benefits (items (a) and (b)):-

A. Directors' Remuneration

Board/Committee	Directors' Fee per annum (RM)	
	Chairman	Members
Board	210,000	108,000
Audit Committee	50,000	30,000
Other Board Committees	25,000	15,000

B. Benefits

Description	Directors' benefits						
(a) Meeting allowance for ad-hoc or temporary Board Committees established for specific purposes.	<table> <tr> <th colspan="2">Per meeting</th></tr> <tr> <th>Chairman of Committee</th><th>Member of Committee</th></tr> <tr> <td>RM2,000</td><td>RM1,000</td></tr> </table>	Per meeting		Chairman of Committee	Member of Committee	RM2,000	RM1,000
Per meeting							
Chairman of Committee	Member of Committee						
RM2,000	RM1,000						
(b) Car allowance for Chairman of UEM Edgenta	RM3,400 per month						
(c) Medical benefits for Board members <i>Where a Director sits on several boards within the UEM Group of Companies, he will be entitled to claim medical benefits from one (1) company only.</i>	(i) Medical coverage of RM7,000.00 per annum, inclusive of outpatient, clinical, specialist and dental; and (ii) Hospitalisation of RM100,000.00 per annum including room and board at RM500.00 per day.						
(d) Training and Development of Directors	A training budget is allocated for Directors to attend relevant training programmes and seminars to enhance their knowledge and skills in discharging their duties.						
(e) Directors' & Officers' Liability Insurance	Directors' and Officers' Liability Insurance maintained throughout the financial year to indemnify Directors and Officers against any liability incurred by them in the discharge of their duties while holding office as Directors and Officers of the Company.						
(f) Subsistence allowance for business travel	<ul style="list-style-type: none"> Peninsular & East Malaysia – RM 150 per day Overseas – USD125 per day 						