



**SAPURA RESOURCES BERHAD**  
195701000235 (3136-D)

## **BOARD REMUNERATION POLICY**

<b>TITLE</b>	Board Remuneration Policy
<b>APPLICABILITY</b>	Sapura Resources Berhad
<b>APPROVED BY</b>	Board of Directors of Sapura Resources Berhad
<b>APPROVAL DATE</b>	30 April 2026
<b>EFFECTIVE DATE</b>	30 April 2026
<b>POLICY SPONSOR</b>	Legal and Secretarial Department
<b>SCOPE</b>	This Board Remuneration Policy is applicable to Sapura Resources Berhad and its subsidiaries.
<b>REGULATORY REQUIREMENTS</b>	<ol style="list-style-type: none"><li>1. Main Market Listing Requirements of Bursa Malaysia Securities Berhad</li><li>2. Malaysian Code on Corporate Governance</li><li>3. Companies Act 2016</li></ol>

## Table of Contents

1.	INTRODUCTION.....	3
2.	REMUNERATION PHILOSOPHY.....	3
3.	REMUNERATION PRINCIPLES.....	3
4.	DETERMINATION OF DIRECTORS' REMUNERATION.....	4
5.	REMUNERATION STRUCTURE.....	4
6.	MEETING ALLOWANCE.....	5
7.	POLICY AND PROCEDURES.....	5
8.	GOVERNANCE AND OVERSIGHT.....	5
9.	TAX AND STATUTORY TREATMENT.....	6
10.	DIRECTORS AND OFFICERS LIABILITY INSURANCE.....	6
11.	REVIEW OF DIRECTORS' REMUNERATION.....	6
12.	REVIEW OF POLICY.....	6
13.	DISCLOSURE.....	6

## **1. INTRODUCTION**

- 1.1 This Board Remuneration Policy (“Policy”) sets out the framework governing the remuneration of Directors of SRB.
- 1.2 The Policy serves as a guiding document for the Board of Directors (“Board”) and the Board Nomination and Remuneration Committee (“BNRC”) in administering Directors’ remuneration, taking into account the demands, complexities and responsibilities of the Board.
- 1.3 This Policy shall be read together with the relevant requirements under the Companies Act 2016, the Main Market Listing Requirements (“MMLR”) and the Malaysian Code on Corporate Governance (“MCCG”).
- 1.4 In line with Practice 7.1 of the MCCG, this Policy reflects the roles and responsibilities of Directors and shall be reviewed periodically and made available on the Company’s website.

## **2. REMUNERATION PHILOSOPHY**

- 2.1 The remuneration of Directors is structured to reflect the responsibilities, time commitment and accountability associated with their roles.
- 2.2 In determining the appropriate level of remuneration, due consideration is given to:
  - a) the nature and complexity of the Group’s operations;
  - b) the need to attract and retain Directors of appropriate calibre, experience and expertise; and
  - c) alignment with the long-term interests of the Company and its shareholders.

## **3. REMUNERATION PRINCIPLES**

- 3.1 In determining Directors’ remuneration, the Company is guided by the following principles:
  - a) remuneration practices shall be clear and consistently applied;
  - b) remuneration shall take into account prevailing market practices among comparable listed issuers;
  - c) remuneration shall reflect the roles, responsibilities and time commitment of Directors; and
  - d) the overall framework shall support effective Board oversight and long-term sustainability of the Company.

#### **4. DETERMINATION OF DIRECTORS' REMUNERATION**

- 4.1 The remuneration of Directors is determined with due regard to the Company's need to maintain an appropriately qualified and experienced Board.
- 4.2 In making recommendations on Directors' remuneration, the BNRC shall take into consideration, among others:
- a) the scope of responsibilities undertaken by Directors;
  - b) Board and Board Committee memberships;
  - c) time commitment and participation; and
  - d) prevailing market practices.
- 4.3 The determination of Directors' remuneration shall be subject to the provisions of the Company's Constitution, including:
- a) Directors' fees and benefits to be approved by shareholders at a general meeting;
  - b) fees payable to Non-Executive Directors to be by way of a fixed sum; and
  - c) remuneration of Executive Directors to be determined by the Board.
- 4.4 Any fees or benefits payable to an Alternate Director shall be agreed between the appointing Director and the Alternate Director and shall be deducted from the remuneration of the appointing Director.

#### **5. REMUNERATION STRUCTURE**

- 5.1 The remuneration of Directors may comprise the following components:
- a) Directors' fees (Board and Board Committees);
  - b) meeting allowances;
  - c) benefits and other entitlements; and
  - d) reimbursement of expenses incurred in the discharge of duties.
- 5.2 Expenses reasonably incurred by Directors in performing their duties shall be reimbursed in accordance with the Company's policies.

## **6. MEETING ALLOWANCE**

- 6.1 Meeting allowance is generally applicable to Non-Executive Directors.
- 6.2 Executive Directors may also be entitled to meeting allowance, subject to approval by the Board, taking into consideration the nature of their role and participation.
- 6.3 Meeting allowance shall be accorded for official meetings with the presence of the Company Secretary.
- 6.4 Participation through virtual means shall be deemed attendance for the purpose of meeting allowance.

## **7. POLICY AND PROCEDURES**

- 7.1 The remuneration of Directors shall be commensurate with their responsibilities at both Board and Board Committee levels, taking into account their qualifications, experience and level of involvement.
- 7.2 Directors shall be remunerated through a combination of fees, meeting allowances and benefits, where applicable.
- 7.3 Directors shall not be entitled to gratuity, ex gratia or severance payments, unless otherwise approved by the Board and in accordance with applicable laws.
- 7.4 Any remuneration payable to Alternate Directors shall be deducted from the remuneration of the appointing Director.
- 7.5 Directors' fees shall be payable in accordance with the approval obtained from shareholders and shall be paid on a periodic basis as determined by the Board.

## **8. GOVERNANCE AND OVERSIGHT**

- 8.1 The BNRC is responsible for reviewing and recommending matters relating to Directors' remuneration.
- 8.2 In carrying out its role, the BNRC may consider independent benchmarking or seek external professional advice where necessary.
- 8.3 The Board shall approve Directors' remuneration upon recommendation of the BNRC.
- 8.4 Shareholders' approval shall be obtained where required in accordance with the Companies Act 2016, MMLR and the Company's Constitution.

**9. TAX AND STATUTORY TREATMENT**

- 9.1 Directors shall be responsible for their own tax obligations arising from remuneration received.
- 9.2 Where applicable, any service tax or similar statutory charges imposed on Directors' remuneration shall be borne by the Company in accordance with prevailing laws and regulations.

**10. DIRECTORS AND OFFICERS LIABILITY INSURANCE**

- 10.1 Directors are covered under Directors and Officers Liability Insurance in respect of liabilities arising in the course of discharging their duties, provided such liabilities are incurred in good faith and not due to negligence, default or breach of duty.
- 10.2 The cost of such insurance shall be borne by the Company and shall not form part of the Directors' remuneration.

**11. REVIEW OF DIRECTORS' REMUNERATION**

- 11.1 The remuneration of Directors shall be reviewed periodically or as and when necessary.
- 11.2 In conducting such review, the BNRC may consider independent benchmarking or professional advice.

**12. REVIEW OF POLICY**

- 12.1 This Policy shall be reviewed periodically by the BNRC to ensure that it remains relevant and aligned with regulatory requirements, governance expectations and market practices.
- 12.2 Any amendments to this Policy shall be subject to approval by the Board.

**13. DISCLOSURE**

- 13.1 The Company shall make appropriate disclosure of Directors' remuneration in its annual report in accordance with the MMLR and MCGG.
- 13.2 This Policy shall be published on the Company's website.