



**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>	21 May 2024
<b>EFFECTIVE DATE</b>	21 May 2024
<b>POLICY SPONSOR</b>	Legal and Secretarial Department
<b>SCOPE</b>	This Board Remuneration Policy is applicable across all subsidiaries of SRB, all levels and all business/support units in SRB.
<b>REGULATORY REQUIREMENTS</b>	<ol style="list-style-type: none"> <li>1. Main Market Listing Requirement of Bursa Malaysia Securities Berhad</li> <li>2. Malaysian Code on Corporate Governance</li> <li>3. Companies Act 2016</li> </ol>

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## 1. **INTRODUCTION**

- 1.1 The objective of the Board Remuneration Policy is to support business strategy which is more long term and strategic in nature. It is aimed at motivating the Directors to achieve the Sapura Resources Berhad (“SRB”) Group’s business objective.
- 1.2 This Policy is the guiding document for the Board of Directors (“Board”) and the Board Nomination and Remuneration Committee (“BNRC”) of SRB to administer the remuneration of its Directors, taking into account the demands, complexities and performance of the Company as well as skills, experience, time, commitment required and responsibilities reposed on the Directors.
- 1.3 This Policy should be read together with the relevant enumerations encapsulated in the following legislations:
- (a) Companies Act 2016;
  - (b) Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”); and
  - (c) Malaysian Code on Corporate Governance (“MCCG”)
- 1.4 In accordance with Practice 7.1 of the MCCG, board remuneration policies and procedures should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors, and senior management, and is periodically reviewed and made available on the company’s website.

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

- 2.1 Remuneration of Directors is determined with regards to the SRB's needs to maintain appropriately experienced and qualified Board Members in accordance with competitive pressures of the marketplace.
- 2.2 The Remuneration Policy is designed based on the following principles:
- a. to attract and retain directors;
  - b. to motivate directors to achieve SRB's business objective; and
  - c. to align the interests of the Company with the long term interest of the shareholders.
- 2.3 In determining the remuneration of Directors, the BNRC is guided by the provisions of SRB's Constitution which provides the following (in respect of Directors):

### **Clause 129**

***129. The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-***

***(a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;***

***(b) the remuneration of the Director(s) appointed to an executive position shall subject to the terms of any agreement entered into in any particular case, be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of the Director(s) appointed to an executive position shall be determined by the Board;***

***(c) fees payable to Directors shall be subject to annual shareholders' approval at a general meeting; and***

***(d) any fee and/or benefits paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.***

**Clause 130**

***The Directors shall be entitled to be reimbursed all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meeting or otherwise howsoever incurred in the course of the performance of their duties as Directors.***

**Clause 131**

***Subject to the Act and this Constitution, the Directors may grant special remuneration to any Director who (on request by the Directors) is willing to:***

***(a) render any special or extra services to the Company; or***

***(b) to go or reside away from his usual place of business or residence in connection with the conduct of any of the Company's affairs. Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be paid in a lump sum or by way of salary, or by a percentage of profits, or by all or any of such methods but shall not include (where such special remuneration is paid by way of salary) a commission on or a percentage of turnover.***

- 2.4 The Directors fees and associated costs must not place an inappropriate burden on the Company's finances.
- 2.5 The Directors shall be paid via fixed fees and meeting allowances.
- 2.6 As for meeting allowance, it shall be accorded for official meetings with the presence of the Company Secretary. No distinction shall be made between participation in person and virtual participation by video, teleconference or other electronic modes that permit the Directors to participate. Virtual participation during meetings will constitute attendance and as such, meeting allowance will be accorded accordingly.

### 3. DIRECTORS' FEES AND BENEFITS

The Board has approved the Directors' Fees and Benefits as follows:

#### Part A: Directors' Fees

<b>Directors' Fees</b>	
<b>1. Board of Directors</b>	
• Chairman	RM118,000 per annum
• Senior Independent Non-Executive Member	RM64,900 per annum
• Other Members	RM59,000 per annum
<b>2. Board of Audit Committee ("BAC")</b>	
• Chairman	RM30,000 per annum
• Other Members	RM24,000 per annum
<b>3. Board of Nomination &amp; Remuneration ("BNRC")</b>	
• Chairman	RM18,000 per annum
• Other Members	RM12,000 per annum

#### Part B: Directors' Benefits

<b>Type of Meetings</b>		
<b>1. Meeting Allowance (per meeting) :</b>	<b>Chairman</b>	<b>Members</b>
• Board of Directors	RM500	RM500
• Board of Audit Committee ("BAC")	RM500	RM500
• Board of Nomination & Remuneration ("BNRC")	RM500	RM500
• Temporary Set Up Board Committee <sup>1</sup>	RM500	RM500

<sup>1</sup> The meeting allowance is only applicable to non-executive Directors.

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

- 4.1 The BNRC may from time to time seek independent advice on remuneration of Directors and make recommendations to members in relation to any increase in total fees.
- 4.2 The remuneration of the Directors shall be reviewed periodically or as and when it is necessary. In conducting the review, the assistance of an independent professional advice can be sought to provide the BNRC with the latest development and up to date information in respect of the remuneration of Directors.

#### **5. REVIEW OF POLICY**

- 5.1 This policy is subject to regular review by the BNRC and will be amended as appropriate to reflect the current best practices.
- 5.2 The policy may be amended by resolution of the Board of Directors.

#### **6. DISCLOSURE**

- 6.1 The Board will make appropriate disclosure to shareholders in its annual report of the key aspects of this Policy, including explaining any departure from the best practices and recommendations as set out by the MCCG.
- 6.2 This Policy will be published on SRB's website for public information.