

Remuneration for Director and Senior Management Policy and Procedures

Table of Contents

SM

Purpose	2
Scope	2
Definitions	2
Policy.....	2
1. Remuneration Components	3
2. Remuneration Procedures	3
3. Periodic Review and Disclosure	4

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Purpose

The purpose of this document is to sets out the criteria to be used in recommending the remuneration package of the members of the Board of Directors and Senior Management of Scicom (MSC) Berhad (the “**Company**”) and is in line with the best practice provisions of the Malaysian Code on Corporate Governance.

Senior Management refers to members of the C-suite and such other persons who directly report to the Chief Executive Officer (‘CEO’), which includes Heads of Departments, where applicable.

Scope

This policy applies to the Board of Scicom and its subsidiaries.

Definitions

Terms	Descriptions
Board	Board of Directors of Scicom (MSC) Berhad
CEO	Chief Executive Officer
CFO	Chief Financial Officer
NRC	Nominating and Remuneration Committee
Senior Management	C-suite and such other persons who directly report to CEO, which includes Heads of Departments

Policy

This policy is designed to:

- (a) Determine the level of remuneration package of the Executive Director(s) and Senior Management, as well as recommend Directors’ fees and benefits to the shareholders for approval.
- (b) Attract, develop and retain high performing and motivated Executive Director(s) and Senior Management with a competitive remuneration package.
- (c) Provide a remuneration such that the Executive Director(s) and Senior Management are paid a remuneration commensurate with the responsibilities of their positions, reflecting their contributions for the year and which are competitive and consistent with its culture and strategy, and taking into consideration of the Company’s performance in managing material sustainability risks and opportunities.
- (d) To ensure the level of remuneration of Non-Executive Directors are linked to their level of responsibilities undertaken and contributions to the Board, taking into consideration of the Company’s performance in managing material sustainability risks and opportunities.
- (e) The Nominating and Remuneration Committee (“**NRC**”) is empowered to make qualitative and quantitative assessment of performance in reaching its recommendations. The NRC is also empowered to provide appropriate disclosure of their assessment, if required, so that shareholders can understand the basis of its recommendation.

1. Remuneration Components

1.1. Executive Director(s) and Senior Management

1.1.1. Fixed salary which is determined according to:-

- The scope of the duty and responsibilities;
- The skill and experience required;
- The ethical values, internal balances and strategic targets of the Company;
- The corporate and individual performance;
- Current market rate within the industry and in comparable companies; and
- The scale and complexity of both the business and the role.

1.1.2. Other benefits

Executive Director(s) and Senior Management are entitled to receive those benefits available to the Company. The said benefits include group insurance coverage, medical benefits, motor vehicle related benefits, annual leave, and such other benefits that are considered to be appropriate in terms of the individual's role.

1.1.3. Bonus

The bonus in the case of Executive Director(s) and Senior Management is designed to reward outstanding performance. The bonus is granted based on the Executive Director(s) and Senior Management's performance against annual measures and targets set at the start of the year including sustainability related targets as well as the Group's performance. A discretionary assessment is made to ensure that all factors which include measurable and qualitative criteria are considered.

1.2. Non-Executive Directors

1.2.1. Fixed fee which is determined according to:-

- current market rate within similar industries;
- the qualifications and contribution required which corresponds to the complexity of the Group's business; and
- The extent of the duty and responsibilities.
- The number of Board meetings attended.

2. Remuneration Procedures

2.1 The NRC reviews and recommends to the Board the annual salaries, incentive arrangements, service arrangements and other employment conditions for the Executive Director(s) and Senior Management. The Executive Director(s) and Senior Management shall not be present when matters affecting their own remuneration arrangements are considered.

2.2 The determination of the remuneration for Non-Executive Directors is a matter for the Board as a whole and shall be subject to shareholders' approval.

- 2.3 In line with the Group's overall practice on employees' compensation and benefits, Executive Director(s) and Senior Management are rewarded competitively, taking into account performance, market comparisons and competitive pressures in the industry. While not seeking to maintain a strict market position, it takes into account comparable roles in similar organisations.

3. Periodic Review and Disclosure

- 3.1 The NRC shall conduct a review on an annual basis of the criteria to be used in recommending the remuneration packages of the Directors and Senior Management as it deems appropriate.
- 3.2 The NRC should promptly communicate the new changes or amendments of the criteria to the Board and individual Directors.
- 3.3 The Board should disclose this policy on the Company's website.