

AXTERIA GROUP BERHAD
(Registration No. 199901021765 (496665-W))

REMUNERATION POLICY AND PROCEDURES

Purpose and Scope

The objective of this Policy is to assist Axteria Group Berhad (“AGB” or the “Company”) in attracting, retaining and motivating its Directors and Key Senior Management. The remuneration shall be based on conditions that are market competitive and at the same time aligned with shareholders’ interests.

The Company’s remuneration policy is approved by the Board of Directors, on the recommendation by the Nomination and Remuneration Committee (“NRC”). On an annual basis, the NRC recommends to the Board the remuneration packages of Executive and Non-Executive Directors and Key Senior Management. It is the responsibility of the Board to approve the remuneration packages, except that director’s fees and benefits shall be approved by the shareholders at general meetings. No Director shall participate or vote on the deliberations and decisions concerning his or her own remuneration.

Remuneration Policy and Procedures

The responsibilities for developing the remuneration policy and determining the remuneration of Directors lie with the NRC. Nevertheless, it is the ultimate responsibility of the Board to approve the remuneration of these Directors. The Directors are offered an appropriate level of remuneration which reflects the level of risks, responsibilities, experiences as well as the performance of the Company undertaken by the individual Director concerned.

(i) Remuneration Procedures

Executive Directors

The remuneration of the Managing Director and Executive Directors is made up of basic salary, directors’ fees, allowances, bonus, company car, medical insurance etc. and are set in accordance with the nature of job, level of skills, experience and scope of responsibilities of individual, the individual’s overall contribution to Company’s strategy and operation and Market and industry’s rate.

In formulating the remuneration levels of Managing Director and Executive Directors, the Committee must consider the Group’s overall performance and their individual performance. The Committee shall also take into consideration remuneration paid to directors of other similar companies, whether in size and/or industry. This is to ensure it commensurate with the scope of responsibilities held.

Non-Executive Directors

The remuneration of the Non-Executive Directors consists of directors’ fees and meeting allowances. The level of remuneration for the Non-Executive Directors must reflect the experiences, level of responsibility and time commitment undertaken by the Non-Executive Directors concerned.

Remuneration for the services of Non-Executive Directors shall be aligned with market terms, taking into consideration remuneration paid to directors of other similar companies, whether in size and/or industry, the individual’s performance and responsibility, market competitiveness as well as Group’s overall performance.

Key Senior Management

The remuneration of the Key Senior Management is made up of basic salary, bonus, etc. and are set according to the nature of job; level of skills, experience and scope of responsibilities of individual; the individual's overall contribution to Company's strategy and operation and the market and industry's rate

Remuneration of the Key Senior Management shall be aligned to the overall Group's performance and individual performance. The Committee shall also take into consideration remuneration paid to them of other similar companies, whether in size and/or industry, the individual's scope of responsibility and market competitiveness.

(ii) Remuneration Approval Process

Executive Directors and Key Senior Management who report to the Managing Director are evaluated annually by the Managing Director premised on the individual performance and overall contribution to Group's strategy and operation. Thereafter, the Managing Director recommends the remuneration levels for Executive Directors to the NRC for consideration.

The NRC operates under the delegation of the Board to provide an oversight of the Company's remuneration and compensation plans on behalf of the Board.

The NRC reviews the remunerations strategy and plans of the Company, compares the strategy and plans with community and industry standards and, where possible, verifies the appropriateness of the strategy and plans by reference to external information and advice.

Review of the Policy

On a periodic basis, the NRC shall review and assess the effectiveness and continued relevance of this Policy.

Revision to the Policy

Any requirement for amendment shall be deliberated by the NRC, and any recommendation for revisions shall be presented to the Board for approval.