



DIRECTORS' REMUNERATION FRAMEWORK

(For Non-Executive Directors)

Revision No: 5/2023

Date: 1 June 2023

Approved by the Board of Directors of Deleum Berhad
on 22 May 2023

DELEUM BERHAD
DIRECTORS' REMUNERATION FRAMEWORK
(For Non-Executive Directors)

The Directors' Remuneration Framework sets out the payment of Directors' Fee and Meeting Allowances for Non-Executive Directors of Deleum Berhad ("Deleum") and its major active operating non-listed subsidiaries in Malaysia.

The following Remuneration Framework has been updated and approved by the Deleum Board on 22 May 2023 and the effective date is 1 June 2023.

1.0 REMUNERATION FRAMEWORK FOR NON-EXECUTIVE DIRECTORS:

(a) For Deleum Board

Designation	Board	
	Fixed Fee (per Annum) RM	Meeting Allowance (per Meeting) RM
Chairman	360,000	1,725
Deputy Chairman	240,000	1,725
Non- Executive Directors / Independent Directors	100,000	1,725
Senior Independent Director	112,000	1,725

(b) For Deleum Board Committees

Designation	Audit Committee		Joint Remuneration and Nomination Committee		Board Risk Committee	
	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM
Chairman	2,875	2,875	1,150	2,300	1,150	2,300
Directors	2,300	1,150	1,150	1,150	1,150	1,150

(c) For Major Active Operating Non-Listed Subsidiaries of Deleum

No directors' fees or meeting allowance shall be paid.

DELEUM BERHAD
DIRECTORS' REMUNERATION FRAMEWORK
(For Non-Executive Directors)

2.0 OTHER BENEFITS

- (a) Chairman
 - (i) Company car or car allowance
 - (ii) Driver
 - (iii) Petrol card
 - (iv) Subscription to one (1) club (based on actual subscription fee imposed by the club)
 - (v) Telecommunication device for Deleum's official purpose (with SIM card payable by Deleum)

- (b) Deputy Chairman
 - (i) Driver
 - (ii) Petrol card
 - (iii) Subscription to one (1) club (based on actual subscription fee imposed by the club)
 - (iv) Telecommunication device for Deleum's official purpose (with SIM card payable by Deleum)

- (c) Non-Executive Directors / Independent Directors / Senior Independent Director
 - (i) Telecommunication device for Deleum's official purpose (with SIM card payable by Deleum)

3.0 REIMBURSEMENTS

With the exception of "extraordinary" costs as described below, reimbursements for meals and accommodation are treated as part of the Per Meeting Allowance, both for Board and Committee meetings.

In cases where a Director is required to incur "extraordinary" costs to attend a Board or Committee meeting, expenses will be reimbursed on a case to case basis. In this case, "extraordinary" refers to exceptional cases whereby the Director has to incur more than the normal cost of attending meetings such as travel and accommodation.

4.0 FEES TO EXECUTIVE DIRECTORS

No Directors' fee (both Fixed Fee and Per Meeting Allowance) shall be payable in respect of Executive Directors of another company within the Deleum Group. For Non-Executive Directors who are employees or executives or Executive Directors or Managing Director of another company within the Deleum Group, such Directors' fees shall be payable to the respective employers/companies engaging the services of the employees/executives/Executive Directors/ Managing Director concerned.

DELEUM BERHAD
DIRECTORS' REMUNERATION FRAMEWORK
(For Non-Executive Directors)

5.0 GUIDELINES FOR PAYMENT OF DIRECTORS' FEE AND MEETING ALLOWANCES

- (a) A Director who draws a salary from the Company shall not be entitled to receive any Fixed Fee or Meeting Allowance;
- (b) If a Director is not drawing any salary from the Company but is an employee of another company within the Deleum Group, the fees shall be payable to the company where the employee draws the salary;
- (c) Committee Fees shall be paid for every Board committee membership held by a Director;
- (d) Directors shall be paid Meeting Allowance for attendance of each Board and Board Committee meeting;
- (e) Alternate Directors shall be accorded Meeting Allowance only for meetings where they attend on behalf of the principal Director and not the Fixed Fee;
- (f) Where a Committee Member is required to function as the 'Acting Chairman' for any Committee meeting, the Meeting Allowance payable to that member shall be the Committee Chairman's rate for that particular meeting; and
- (g) Fixed Fees are paid monthly, and Meeting Allowances are paid at the end of the month in which each meeting is held.

6.0 REVIEW OF FIXED FEES AND MEETING ALLOWANCES

The Joint Remuneration and Nomination Committee ("JRNC") shall review the Remuneration Framework periodically or at least once every 3 years to ensure its effectiveness and that the Remuneration Framework remains relevant and appropriate to the Company. Any changes identified by the JRNC will be recommended to the Board for approval.