



UNIMECH GROUP BERHAD
Company No: 199601035227 (407580-X)

REMUNERATION COMMITTEE

Terms of Reference

1. OBJECTIVE

The members of the Remuneration Committee (“Committee”) shall be appointed by the Board of Directors (“Board”). The Remuneration Committee is set up to provide recommendations to the Board on the remuneration packages of the Executive Directors, Non-Executive Directors and Principal Officers that link rewards to corporate and individual performance.

2. COMPOSITION AND QUORUM

The Committee shall comprise at least three (3) members, consisting wholly of Non-Executive Directors and a majority of them shall be Independent Directors. Each member of the Committee shall be a Director of the Company. The Committee shall elect a Chairman who must be an Independent Director or the Senior Independent Director from amongst its members. In the absence of the Chairman, the remaining members present shall elect one of their members to chair the meeting.

The quorum of the meeting is two (2) and majority of the Committee members present must be Independent Directors.

3. DUTIES AND RESPONSIBILITIES

The Committee is responsible for recommending the remuneration framework as well as the remuneration packages of Executive and Non-Executive Directors to the Board.

Duties and responsibilities of the Committee shall include the followings:

- i) Review and determine the compensation of all Directors and the CEO, including incentive compensation plan.
- ii) Ensuring that Directors play no part in decisions on their own remuneration;
- iii) The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole;
- iv) The individual should abstain from discussion of their own remuneration; and

- v) The Committee shall be entitled to engage in good faith, the services of external consultant or professional in order to carry out its duties and responsibilities.

4. CIRCULAR RESOLUTIONS

A resolution in writing, signed by all members present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

This Terms of Reference of Committee was reviewed by the Board on 26 November 2024.