



DIRECTORS AND SENIOR MANAGEMENT'S REMUNERATION POLICY

1. INTRODUCTION

This policy sets out the criteria to be used in recommending the remuneration package of Directors and/or Senior Management of Perisai Petroleum Teknologi Bhd (“**Perisai**” or “**the Company**”) and its subsidiaries (“hereinafter referred to as “**the Group**”) and is in line with the best practice provisions of the new Malaysian Code on Corporate Governance.

2. OBJECTIVES

2.1. This policy is designed to:

- 2.1.1. Determine the level of remuneration package of the Executive Directors and Senior Management whereas, the remuneration of Non-Executive Directors also operate as the same basis, except it requires shareholders’ approval.
- 2.1.2. Attract, develop and retain high performing and motivated Executive Directors and Senior Management with a competitive remuneration package;
- 2.1.3. Provide a remuneration such that the Executive Directors and Senior Management are paid remuneration which commensurate with the responsibilities of their positions, reflecting their contributions for the year and which are competitive and consistent with the industry of the Company;
- 2.1.4. To ensure the level of remuneration of Non-Executive Directors are linked to their level of responsibilities undertaken and contributions to the Board.
- 2.1.5. The Remuneration Committee (“**RC**”) is empowered to make qualitative and quantitative assessment of performance in reaching its recommendations. The RC is also empowered to provide appropriate disclosure of their assessment, if required, so that shareholders can understand the basis of its recommendation.

3. REMUNERATION COMPONENTS

3.1. Fixed Remuneration for Executive Directors and Senior Management

3.1.1. The fixed salary is determined according to:

- The scope of the duty and responsibilities;
- The conditions and experiences 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;
- The scale and complexity of both the business and the role; and
- The prevailing financial position of the Company.

3.1.2. Other Benefits and Allowances

Executive Directors and Senior Management entitled to receive those benefits available to the Company. The said benefits include medical coverage, term life insurance, personal accident insurance, annual leave and ESOS.

Executive Director (Managing Director) also entitled for other benefits such as a fully maintained Company's car, driver and club membership.

3.1.3. Bonus

The bonus in the case of Executives Directors and Senior Management is designed to reward performance. The bonus is granted to the Executive Directors' and/or Senior Management's performance against annual measures and targets set at the start of the year as well as Group's results. A discretionary assessment is made to ensure that all factors which include measurable and qualitative criteria are considered.

3.2. Fixed fee for Non-Executive Directors

3.2.1. The fixed fee is determined according to:

- On par with the rest of the market;
- Reflect the qualifications and contribution required in view of the Group's scale and complexity;
- The extent of the duty and responsibilities
- The number of Board meetings; and
- The corporate and individual performance.

3.2.2. Other Benefits and Allowances

The benefits and allowances which should be recommended by the Board as a whole includes the following and subject to shareholders' approval, where necessary:

- Chairman's allowance;
- Meeting allowance; and
- Expenses incurred in the course of their duties as Directors; and

4. REMUNERATION PROCEDURES

- 4.1 The annual salaries, incentive arrangements, service arrangements and other employment conditions for the Executive Directors are reviewed by the RC and recommend to the Board for approval and where necessary, subject to shareholders' approval.
- 4.2 Senior Management who reports directly to the Executive Directors are evaluated annually premised on annual measurements and targets set. Thereafter, the Executive Directors approve the remuneration of Senior Management based on their performance.
- 4.3 With the recommendation of the Remuneration Committee, the determination of the remuneration for Non-Executive Directors is a matter for the Board as a whole. The Executive Directors are not present when matters affecting their own remuneration arrangements are considered.
- 4.4 The policy of the RC is in line with the Group's business strategy and long-term objectives and overall practice on compensation and benefits, which is to reward employees competitively, taking into account performance, market comparisons and competitive pressures in the industry. Whilst not seeking to maintain a strict market position, it takes into account comparable roles in similar organisations.

5. PERIODIC REVIEW AND DISCLOSURE

- 5.1. The RC should conduct a review on an annual basis of the criteria to be used in recommending the remuneration packages of the Directors and Senior Management. The RC should promptly communicate the new changes or amendments of the criteria to the Board and individual Directors.
- 5.2. The Board should disclose this policy in the Company's website.

This policy is reviewed by the Board of Directors on 29th August 2019.