

TERMS AND REFERENCE FOR REMUNERATION POLICY

1. INTRODUCTION

TCS Group Holdings Berhad (“the Company”) recognizes the importance of fair remuneration towards retaining and attracting the right talent. The remuneration package shall drive the Company’s long-term objectives in business stability and growth.

2. OBJECTIVE

To ensure that the directors and senior management are offered an appropriate level of remuneration which is comparable with market rate and is in line with the Company’s business strategic objectives and corporate value.

3. REMUNERATION STRUCTURE

3.1 The main components of remuneration structure of an Executive Director are as below:

- (a) Directors’ fees;
- (b) Salaries;
- (c) Bonuses;
- (d) Benefits in kind including but not limited to provision of company car, medical and health insurance, travel and related expenses and general benefits;
- (e) Other emoluments including statutory contributions to the Employees’ Provident Fund; and
- (f) Such other incentives as may be determined from time to time.

3.2 The main components of remuneration structure of Non-Executive Directors are as below:

- (a) Directors’ fees;
- (b) Meeting allowance; and
- (c) Such other incentives as may be determined from time to time.

The Board may propose other components to form the remuneration of Directors, which shall be subject to shareholders’ approval.

4. REMUNERATION PROCEDURE

4.1 The Remuneration Committee (“RC”) is assisting the Board in reviewing, assessing and recommending the remuneration packages for directors and senior management after taking into consideration market conditions and the complexities and responsibilities undertaken.

- 4.2 Executive directors shall not participate in any way in determining their individual remuneration. The individual director concerned shall abstain from voting on his own remuneration in the Annual General Meeting (“AGM”).
- 4.3 The Directors’ fees payable to Non-Executive Directors and any benefits payable to the Directors of the Company shall from time to time be determined and approved by the shareholders at the AGM.
- 4.4 The Board together with RC is regularly reviews the Remuneration Policy to ensure it aligns with the Company’s business needs.

5. DISCLOSURE

The remuneration details of the Non-Executive Directors and the Managing Director of the Company are disclosed in the Annual Report in accordance with the listing requirements of Bursa Malaysia Securities Berhad. It can be found on Company’s website at www.tcsgroup.com.my.

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