




3REN BERHAD

Registration No. 202101012445 (1412744-K)
(Incorporated in Malaysia)

REMUNERATION POLICY AND PROCEDURES

	3REN BERHAD Registration No. 202101012445 (1412744-K)	Doc. No:	3R-POL-004
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**REMUNERATION POLICY AND PROCEDURES
FOR
DIRECTORS AND KEY SENIOR MANAGEMENT**

1. Objective

The primary objectives of this Policy and Procedures are:

- i. To provide an overall remuneration package for directors and key senior management (“KSM”) which is able to attract, engage and retain the right talent and to motivate them to drive 3REN Berhad’s (“3REN” or “the Company”) and all its subsidiary companies within the Group (“3REN Group” or “the Group”) long-term goals and to ensure business sustainability and growth; and
- ii. To ensure appropriate level of remuneration for directors and KSM is aligned with the Group’s strategic goals and corporate values and would not give rise to any conflict of interest between the Group and individual directors and KSM.

For the purpose of this policy, KSM refers to a person, who in the opinion of 3REN, is one who generally holds highest level of management responsibility and decision-making authority within the Group and must include a person who is primarily responsible for the business operations of the Company’s core business and principal subsidiaries. Essentially, KSM is a member of the C-Suite or persons as identified as KSM.

2. Approach

- i. In accordance with the Terms of Reference of the Remuneration Committee (“RC”), remuneration matters fall under the purview of the Committee.
- ii. The RC is guided by the following policy in recommending to the Board of the remuneration for directors and senior management.


3. Policy on Remuneration

The RC implement the Remuneration Policy by developing and administering fair and transparent procedures relating to determining, reviewing, assessing and recommending remuneration packages for directors and KSM.

3.1 Non-Executive Directors (including Independent Non-Executive Directors)

3REN’s remuneration policy for Non-Executive Directors is to develop a remuneration structure that is commensurate with the Non-Executive Directors’ responsibilities at both the Board and Board Committee level and is sufficient to attract, motivate and retain quality Non-Executive Directors.

Non-Executive Directors shall be paid fixed fees and meeting allowances. As for meeting allowances, no distinction shall be made between participation in person and participation

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by video, teleconference or other electronic mode that permits Non-Executive Directors to participate.

3.2 Executive Directors and KSM


3Ren's policy for Executive Directors' and KSM's remuneration is to ensure that the level of remuneration is generally set to provide market competitiveness to attract, reward, retain and motivate Executive Directors and KSMs of the highest calibre to competently manage the Group.

- i. The framework of remuneration of Executive Directors and KSM covers the following components:
 - Directors' fees;
 - Salaries;
 - Bonuses;
 - Benefits in kind; and
 - Such other incentives as may be determined from time to time.
- ii. Executive Directors shall not participate in any way in determining their individual remuneration and the individual director concerned shall abstained from discussion of and voting on his or her own remuneration.

4. Procedures on Determining Remuneration of Directors and KSM

4.1 The Board together with RC shall:

- i. Take into consideration factors such as qualifications, skills, competency and experience of the directors and senior management, the demands and complexities of the Group's businesses, performance of the Group, market competitiveness and market benchmark in deciding the remuneration of directors and KSM. This is to ensure that remuneration is commensurate with individual performance and contribution and also in line with the Group's strategic goals;
- ii. Consider factors such contributions, efforts and time spent, attendance at meetings and the frequency of meetings. The respective responsibilities of the directors include the Board Committees on which they serve and market practices in determining the remuneration of non-executive directors;
- iii. Link certain components of the remuneration to rewards with regard to corporate and individual performance based on key performance indicators set annually;
- iv. Review the remuneration levels for directors and KSM annually;
- v. Consider specific adjustments and/or reward payment, if any, reflecting individual contributions and performance for the year and which are competitive and consistent with the Group's culture and strategic goals; and

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vi. Regularly review the remuneration procedures to ensure that it remains aligned with the Group's business needs and corporate objectives and is appropriately positioned relative to the market.

4.2 The Board has the final authority and responsibility in implementing the Company's remuneration policy and approval of remuneration package for directors and KSM.

4.3 Directors' fees and any benefits proposed by the Board to be payable to the directors each year are subject to the shareholders' approval at the Annual General Meeting.

4.4 The Board shall review the Remuneration Policy and Procedures to ensure its effectiveness from time to time.