

GROMUTUAL
GROMUTUAL BERHAD 200301022614 (625034-X)
REMUNERATION COMMITTEE
TERMS OF REFERENCE

The Terms of Reference are as follows:-

- a. To determine a procedure for developing a remuneration policy which will enable the Company to attract and retain directors and senior management with the relevant experience and expertise needed to run the Gromutual Group successfully. The said remuneration policy will be reviewed and revised from time to time when needs arise;
- b. to review the performance of the directors and senior management annually and recommend to the Board, the remuneration packages for all Executive Directors and Senior Management of Gromutual Group.
- c. To recommend to the Board, the implementation where practical of the provisions of the Code related to remuneration.

It is the ultimate responsibility of the entire Board to approve the remuneration of the Executive Directors and Senior Management. The Executive Director concerned would abstain from discussion and decision on his own remuneration. The Board as a whole determines the remuneration package of Non-Executive Directors including the Non-Executive Chairman based on their experience and level of responsibilities undertaken.

The Executive Directors' and Senior Managements' remuneration is contractual with annual salary review (if any) and reflects the Board's recognition of their skills and experiences in the industry, job responsibilities and the Group's performance against financial objectives.

Other than the Executive Directors, all Non-Executive Directors are paid a fixed fee which subject to the approval of shareholders at Annual General Meeting.

All the directors are also paid a directors' benefits would comprise wholly for meeting allowances at the estimated capping amount which subject to the approval of shareholders at Annual General Meeting.