

DIRECTORS' REMUNERATION POLICY

1.0 OBJECTIVES OF THIS POLICY

The objectives of the Directors' Remuneration Policy ("this Policy") is to attract and retain the right talent on the Board of Directors of Agricore CS Holdings Berhad ("Agricore" or "the Company"); and to support the business strategy of the Agricore Group. It is aimed at motivating the Directors to drive and achieve the long-term objectives of the Agricore Group.

2.0 SCOPE OF THIS POLICY

This Policy applies to both the Executive and Non-Executive Directors of the Company.

3.0 COMPONENTS OF REMUNERATION

i) Executive Directors are paid the following remuneration:

Remuneration Components	Operation
Salaries, Fees and Bonuses	Executive Directors are getting 13-month basic salary and are paid a variable bonus based on the Group's performance for the financial year.
Meeting Allowances	Executive Directors are not entitled for meeting allowances for attending meetings of the Board and Board Committees as well as general meetings.
Benefits	<p>Executive Directors are entitled to paid leaves (Annual/ Medical/ Hospitalisation / Compassionate), outpatient/ specialist, Group Insurance (Term Life and Hospitalisation & Surgical), Mobile Phone subsidy, and a company car with fuel benefits.</p> <p>Executive Directors are reimbursed for appropriate expenses incurred in the performance of their duties such as travelling expenses, accommodation, etc.</p>

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ii) Non-Executive Directors are paid the following remuneration:

Remuneration Components	Operation
Fees	Non-Executive Directors receive a base fee for services to the Board of the Company as well as additional fees for chairing the Board. The Non-Executive Directors receive a range of base fee, which reflects their responsibility, experience and time commitment to the role. Such Directors Fee shall subject to review by Remuneration Committee and approval by its shareholders at the general meeting.
Meeting Allowances	Non-Executive Directors are paid meeting allowances for attending meetings of the Board and Board Committees as well as general meetings. Such meeting allowances shall subject to review by Remuneration Committee and approval by its shareholders at the general meeting.
Benefits	Non-Executive Directors are reimbursed for appropriate expenses incurred in the performance of their duties such as travelling expenses, accommodation, etc. An example of such duty is attending an outstation director's training.

4.0 BASIS OF REMUNERATION OF DIRECTORS

Remuneration of both the Executive and Non-Executive Directors are based on their level of responsibilities and overall contributions to the Company's long-term objectives.

The Board would ensure that the remuneration of Independent Non-Executive Directors do not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board meetings.

5.0 REVIEW OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Fixed fees and meeting allowances of Non-Executive Directors and basic remuneration of Executive Directors are reviewed on yearly basis. The competitiveness of total remuneration is assessed against companies in the industrial products and services taking into consideration the location proximities, companies with good corporate governance practices, companies of similar asset size and market capitalization.

When reviewing the remuneration of Non-Executive Directors, the Remuneration Committee will seek independent professional advice, if necessary and make recommendations to the Board for any increase in remuneration.

The Board will review the proposed increase in remuneration recommended by the Remuneration Committee, and seek shareholders' approval at annual general meeting accordingly.

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6.0 REVIEW OF THIS POLICY

The Remuneration Committee shall with the assistance of management review the adequacy of this Policy on a regular basis and may from time to time recommend proposed changes to the Board as it deems appropriate to reflect new best practices and new legal or regulatory requirements.

7.0 DISCLOSURE OF THIS POLICY

The Board will make appropriate disclosure in the Company's annual report of the key aspects of this Policy in line with the Malaysian Code on Corporate Governance.

The Directors' Remuneration Policy has been adopted by the Board on 19 September 2023.