

TALAM TRANSFORM BERHAD (1120-H)

- DIRECTORS' REMUNERATION POLICY

1. INTRODUCTION

The Remuneration Committee (“RC”) of Talam Transform Berhad (“the Company”) reviews the remuneration of the Directors’ annually and submits its recommendations to the Board of Directors (“the Board”) on specific adjustments and/or reward payments that reflect their respective contributions throughout the year, and are also competitive and are in tandem with the Group’s corporate objectives, culture and strategy.

2. POLICY

The RC and the Board would ensure that the remuneration policy for the Directors (“the Policy”) remains competitive to attract and retain Directors of such calibre to provide the necessary skills and experience and shall commensurate with the responsibilities of an effective Board.

The remuneration packages for Executive Directors should involve a balance between fixed and performance-linked elements. The relative weightage of fixed and variable remuneration for target performance varies with level of responsibility, complexity of the role and typical market practice. The executive remuneration should be set at a competitive level for similar roles within comparable markets to recruit and retain high quality senior executives. Individual pay levels should reflect the performance, skills and experience of the Director as well as responsibility undertaken and is structured so as to link the short and long-term rewards to both corporate and individual performance.

For Non-Executive Directors, the review of the Directors’ fees should take into account the trends for similar positions in the market and the time commitment required from the director.

3. REMUNERATION CRITERIA

The following criteria are to be considered by the RC in developing the remuneration package:-

- (a) Determine the Company’s performance indicators via revenue, profit before tax, profit after tax, earnings per share, return on equity, etc.;
- (b) In reviewing the remuneration package, to take into account the complexity of the Group’s business and the individual’s responsibilities and ensure the package should also be aligned with the business strategy and long term objectives of the Company. The remuneration and incentives for Independent Directors should not conflict with their obligation to bring objective and independent judgment on matters discussed at Board meetings;
- (c) Review the RC’s annual assessment on each Director and develop the remuneration package taking into consideration the performance, achievement and time commitment of each Director; and
- (d) Propose the recommendation of the remuneration package to the Board for approval.

4. REVIEW OF THE POLICY

The RC will review the Policy periodically, and discuss any changes that may be required and recommend any such changes to the Board for consideration and approval.

5. DISCLOSURE

The Policy will be published on the Company’s website for stakeholders’ information.