



**AURELIUS TECHNOLOGIES BERHAD**  
(Company Registration No. 202101005015 (1405314-D))  
(Incorporated in Malaysia)

## **TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

This Terms of Reference sets out the matters concerning the governance of the Remuneration Committee (“RC” or “Committee”).

### **1. Purpose**

The primary objective of the Committee is to assist the Board of Directors (“Board”) in developing and establishing a competitive remuneration policy and packages for directors and senior management of Aurelius Technologies Berhad (“AT” or “Company”) and its subsidiaries (collectively referred to as “Group”).

### **2. Composition**

The Committee members shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom must be Non-Executive Directors, with a majority of them being Independent Non-Executive Directors. The Chairperson of the Committee shall be an independent director appointed by the Board and is not the Chairperson of the Board. Chairperson of the Board shall not be appointed as member(s) of the Committee [*Practice 1.4 of MCCG*].

### **3. Committee Secretary**

The Secretary of the Committee shall be the Company Secretary or Corporate Secretary.

The Secretary shall draw up an agenda for each meeting, in consultation with the Chairperson of the Committee. Unless otherwise agreed by the members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all members and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.

### **4. Meetings**

The Committee members shall meet at least once a year or as frequently as required or whenever the Chairperson of the Committee deems that there is a requirement to call for a meeting.

The Minutes of each meeting shall be made available to all members of the Board upon request.

The Committee may, as and when deemed necessary, invite any director, senior managers and executives to attend the meetings, if required.

The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting. Minutes of such a meeting signed by the Chairperson of the Committee shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid.

A resolution in writing signed or approved via email, letter, telex or facsimile by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.

Each Committee member should abstain from discussion or voting on any resolutions in respect of his/her own remuneration.

#### **5. Quorum**

The quorum for a meeting shall be two members. In the absence of the Chairperson of the Committee, members present shall elect a Chairperson for the meeting.

#### **6. Duties and Responsibilities**

The Committee shall be responsible for the following:

- (a) To formulate and review the policy framework and make recommendations to the Board on the annual remuneration packages and benefits extended to the executive director and senior management, taking into account the performance of each individual as well as corporate performance and in managing material sustainability risks and opportunities;
- (b) To review the remuneration and benefits accorded to the Non-Executive Directors to ensure that the level of remuneration is commensurate with the experience and level of responsibilities undertaken; and
- (c) To ensure the fees and benefits payable to the Non-Executive Directors, fees and any non-contractual benefits payable to the Executive Directors (if any), and any compensation for loss of employment of an Executive Director or former Director of the Group (if any) shall be approved at a general meeting.

#### **7. Performance Review**

The effectiveness of the Committee shall be assessed by the Nomination Committee annually to determine whether the Committee members have carried out their duties in accordance with the Terms of Reference.

#### **8. Review and Revision of the Terms of Reference**

The Terms of Reference will be reviewed annually or as and when required by the Committee and recommendations be made to the Board for approval on any revision.

This Terms of Reference was approved and adopted by the Board on 18 June 2021, and was last reviewed by the Board on 29 March 2022.