



DIRECTORS' REMUNERATION FRAMEWORK

(For Non-Executive Directors)

Revision No: 4/2019

Date: 1 June 2019

Approved by the Board of Directors of Deleum Berhad
on 25 February 2019

DELEUM BERHAD
DIRECTORS' REMUNERATION FRAMEWORK
(For Non-Executive Directors)

The Directors' Remuneration Framework sets out the payment of Directors' Fee and Meeting Allowances for Non-Executive Directors of Deleum Berhad ("Deleum") and its major active operating non-listed subsidiaries in Malaysia.

The following Remuneration Framework has been updated and approved by the Deleum Board on 25 February 2019.

1.0 REMUNERATION FRAMEWORK FOR NON-EXECUTIVE DIRECTORS:

(a) For Deleum Board

Designation	Board	
	Fixed Fee (per Month) RM	Meeting Allowance (per Meeting) RM
Chairman	28,750	-
Deputy Chairman	28,750	-
Directors	4,600	1,725

The Chairman and Deputy Chairman are each provided with company car, driver and club subscriptions.

(b) For Deleum Board Committees

Designation	Audit Committee		Joint Remuneration and Nomination Committee		Board Risk Committee	
	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM	Fixed Fee (Per Month) RM	Meeting Allowance (per Meeting) RM
Chairman	2,875	2,875	1,150	2,300	1,150	2,300
Directors	2,300	1,150	1,150	1,150	1,150	1,150

(c) For Major Active Operating Non-Listed Subsidiaries of Deleum

No directors' fees or meeting allowance shall be paid.

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2.0 REIMBURSEMENTS

With the exception of “extraordinary” costs as described below, reimbursements for meals and accommodation are treated as part of the Per Meeting Allowance, both for Board and Committee meetings.

In cases where a Director is required to incur “extraordinary” costs to attend a Board or Committee meeting, expenses will be reimbursed on a case to case basis. In this case, “extraordinary” refers to exceptional cases whereby the Director has to incur more than the normal cost of attending meetings such as travel and accommodation.

3.0 FEES TO EXECUTIVE DIRECTORS

No Directors' fee (both Fixed Fee and Per Meeting Allowance) shall be payable in respect of Executive Directors of another company within the Deleum Group. For Non-Executive Directors who are employees or executives or Executive Directors or Managing Director of another company within the Deleum Group, such Directors' fees shall be payable to the respective employers/companies engaging the services of the employees/executives/Executive Directors/ Managing Director concerned.

4.0 GUIDELINES FOR PAYMENT OF DIRECTORS' FEE AND MEETING ALLOWANCES

- (a) The Fixed Fees payable to the Non-Executive Chairman and Deputy Non-Executive Chairman cover their attendance at Board and Board Committee Meetings of Deleum, their board membership and chairmanship in and attendance at Board and Board Committee Meetings (where applicable) of the subsidiaries and associates of the Deleum Group in Malaysia;
- (b) A Director who draws a salary from the Company shall not be entitled to receive any Fixed Fee or Meeting Allowance;
- (c) If a Director is not drawing any salary from the Company but is an employee of another company within the Deleum Group, the fees shall be payable to the company where the employee draws the salary;
- (d) Committee Fees shall be paid for every Board committee membership held by a Director;
- (e) Directors shall be paid Meeting Allowance for attendance of each Board and Board Committee meeting;
- (f) Alternate Directors shall be accorded Meeting Allowance only for meetings where they attend on behalf of the principal Director and not the Fixed Fee;
- (g) Where a Committee Member is required to function as the ‘Acting Chairman’ for any Committee meeting, the Meeting Allowance payable to that member shall be the Committee Chairman’s rate for that particular meeting; and

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- (h) The Fixed Fees and Meeting Allowances are paid subsequent to approval obtained from shareholders at the Annual General Meeting. Fixed Fees are paid monthly and Meeting Allowances are paid at the end of the month in which each meeting is held.

5.0 REVIEW OF FIXED FEES AND MEETING ALLOWANCES

The Fixed Fees and Meeting Allowances for Directors are reviewed by the Joint Remuneration and Nomination Committee, once every three years.