

	STRATUS GLOBAL HOLDINGS BERHAD	DOC. NO.	SGH-003-TORRC
		REV. NO.	00
	TERMS OF REFERENCE FOR REMUNERATION COMMITTEE	EFF. DATE	26/11/2025
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This Terms of Reference sets out the matters concerning the governance of the Remuneration Committee (“RC”).

1.0 Purpose

- 1.1 The purpose of the RC is to assist the Board of Directors (“Board”) in ensure that the remuneration of Board members and Senior Management of Stratus Global Holdings Berhad (the “Company” or “STRATUS”) and its subsidiaries (collectively, the “Group”) is underpinned by formal, fair and transparent processes and procedures. Senior Management refers to Executive Directors and C-suite members at Group level.
- 1.2 In the exercise of its functions, it is understood that the RC is generally not delegated with decision-making powers but shall report its recommendations to the Board for decision except otherwise stated in authoritative promulgations. The existence of the RC does not diminish the Board’s ultimate statutory and fiduciary responsibility for the decision-making relating to the functions and duties of the RC.

2.0 Powers and Authority

- 2.1 The RC shall have the authority to deliberate and recommend and in certain limited circumstances as delegated by the Board, approve specific remuneration matters within its primary duties and responsibilities as set out in this Terms of Reference.
- 2.2 Unless otherwise provided by or subject to any applicable laws or legislative requirements, the RC shall have the permission to obtain resources needed to fulfil its duties and responsibilities as set out in this Terms of Reference based on an agreed-upon procedure and at the expense of the Group, such as:
 - a) To investigate any matter within its Terms of Reference
 - b) Have full and unrestricted access to information, records, properties and employees of the Group;
 - c) To obtain advice and support of the Company Secretary and Key Senior Management in the Human Resources Department; and
 - d) To obtain professional and independent advice from external advisors with relevant knowledge and experience, as and when necessary for the performance of its duties.

3.0 Composition of the RC

3.1 Size

- 3.1.1 The RC shall have at least three (3) members.

3.2 Membership

- 3.2.1 Members of the RC must be Non-Executive Directors, with majority being Independent Directors.

3.3 Chairman of the RC

- 3.3.1 The RC Chairman shall be a Non-Executive Director appointed by the Board.
- 3.3.2 In the absence of the RC Chairman, an alternate Chairman shall chair the meeting, of whom should be an Independent Director.

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3.4 Secretary of the RC

3.4.1 The Secretary of the RC shall be the Company Secretary.

4.0 Appointment of Members

- 4.1 The Nomination Committee (“NC”) shall recommend the appointment of RC members to the Board.
- 4.2 Members shall be appointed based on their ability to devote time, skills and experience relevant to their duties of the RC.
- 4.3 The members serving the RC shall be changed at appropriate intervals, if deemed necessary. In order to ensure that the entire RC is not replaced at any one time, such change of members shall be done on a progressive basis.
- 4.4 Members of the RC may relinquish their membership in the RC with prior written notice to the Company Secretary. The office of a member shall become vacant upon the member’s resignation/ retirement/ removal or disqualification as a Director of the Company.
- 4.5 In the event of any vacancy in the RC, the vacancy must be filled within three (3) months.

5.0 Duties and Responsibilities of the RC

- 5.1 Recommend policy and procedures on remuneration for Directors and Senior Management so as to ensure remuneration, in all forms, is set at a competitive level to recruit, attract, retain and motivate high caliber individuals, which takes into account the demand, complexities and aligned to corporate performance as well as skills and experience required.
- 5.2 Recommend to the Board an appropriate remuneration and performance framework, endorse its application in setting performance targets for the remuneration of the Executive Directors, taking into consideration their probity with law and adherence to governance practices including anti-corruption policies and procedures and assessing their performance against such targets, determine resultant annual remuneration levels.
- 5.3 Recommend to the Board the remuneration packages of Non-Executive Directors and abstain in instances where the remuneration package relates to them individually.
- 5.4 Review any proposals of the Executive Directors and Senior Management (if any) remuneration and benefit including but not limited to salary, bonuses, allowances, benefits in kind, other emoluments (include share based payments). Ensure the fees and benefits payable of the Non-Executive Directors; fees and any noncontractual 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 the General Meeting.
- 5.5 Ensure that the remuneration packages for Directors and Senior Management personnel are comparable to market peers by undertaking internally or externally facilitated remuneration review of Directors and Senior Management personnel on a periodic basis to ascertain the fairness and market competitiveness of the accorded remuneration packages. Consideration shall be given to the observations of the Board effectiveness evaluation in the case of Directors and achievement of Key Performance Indicators in the case of key Senior Management personnel.
- 5.6 Establish frequent communication with other Board Committees, namely NC, to align remuneration policies and procedures to succession plans and talent management of executives, and Audit Committee (“AC”) to ensure risk outcomes are adequately considered in the design of remuneration policies and procedures e.g., managing material sustainability risks and opportunities. Remuneration outcomes may incorporate sustainability-related performance indicators including ESG targets and risk management objectives.
- 5.7 Provide clarification to shareholders during general meetings on matters pertaining to remuneration of Directors and Senior Management as well as the overall remuneration framework of the Group.

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- 5.8 Carry out review of the Group's remuneration policy and procedures as well as other responsibilities, functions or assignments as may be defined by the Board from time to time.

6.0 Disclosure

- 6.1 The RC must ensure detailed disclosure, on named basis for the remuneration of individual Directors including Executive Directors and chief executive at Group level. The remuneration breakdown shall include fees, salaries, percentages, bonuses, commission, compensation for loss of office, benefits in kind based on an estimated money value in the Annual Report/ Corporate Governance Report of the Group.

7.0 Meetings

7.1 Frequency and calling of meetings

- 7.1.1 The RC shall meet at least once a year.
- 7.1.2 Additional meetings shall be scheduled as considered necessary by the RC. The RC Chairman may convene an RC meeting if requested to do so by the Chairman of the Board or requested by another member of the RC.

7.2 Notice of Meetings

- 7.2.1 The RC meeting agenda shall be developed by the RC Chairman and the Company Secretary in consultation with the RC members and Management.
- 7.2.2 Unless otherwise agreed by the RC 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 RC members and any other persons who may be required to attend the meeting at least 5 business days prior to the meeting.
- 7.2.3 The RC Chairman together with the Company Secretary shall ensure that sufficient information such as the agenda and accompanying meeting materials for each meeting are circulated within a reasonable period prior to the RC meeting to RC members and all those who are invited to attend the meeting.

7.3 Quorum and participation

- 8.3.1 The quorum for the RC meetings shall be a minimum of two (2) members. The quorum shall comprise a majority of Independent Directors.
- 7.3.1 In the absence of the RC Chairman, the other RC members shall amongst themselves elect a Chairman to chair the meetings.
- 7.3.2 Senior Management and other individuals such as Directors, Human Resource personnel and external advisers may attend the meetings as and when appropriate and necessary upon invitation of the RC.
- 7.3.3 The meetings may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means.
- 7.3.4 In appropriate circumstances, the RC may deal with matters by way of circular resolution in lieu of convening a formal meeting. A RC's Circular Resolution in writing signed or approved by letter, telex or facsimile by a majority of members (of whom at least two must be an independent Director) shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one or more members.

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7.4 Voting

- 7.4.1 A matter put to vote at the RC meetings shall be decided by a simple majority of the votes cast and in the event of an equality of votes, the Chairman has the casting vote.
- 7.4.2 A member of the RC who has an interest or is involved directly or indirectly interest in any matter under consideration by the meeting, shall not participate / abstain from all discussion and in the voting process.

7.5 Minutes of Meetings

- 7.5.1 The Company Secretary shall also be responsible for keeping minutes of the meetings and circulate them in a timely manner to members of the RC and to the other members of the Board where issues can be further deliberated where necessary. The minutes of meetings shall be open to the inspection of any member of the RC or any member of the Board.
- 7.5.2 The minutes of the meetings shall be signed by the Chairman at which the proceedings were held or by the Chairman of the next succeeding meeting.
- 7.5.3 All RC members should ensure that the meeting minutes accurately reflect the deliberations and decisions of the RC, which includes any dissenting comments made and if any RC members had abstained from voting or deliberating on a particular matter.
- 7.5.4 The minutes of RC meeting shall be tabled and presented to the Board during the subsequent Board meeting to keep them informed and updated on the key issues deliberated by the RC.
- 7.5.5 The Chairman of the RC (or in his absence, any member of the RC) shall attend the Annual General Meeting and be prepared to answer questions concerning the remuneration of Directors and Senior Management.

8.0 Performance Evaluation

- 8.1 On annual basis, the Board via the NC shall evaluate the effectiveness of the RC (including skills mix and contribution of members) and the term of office. The assessment shall be facilitated using self and peer rating by the RC and the NC shall discuss the outcome of the assessment with the RC.

9.0 Review and Amendments of Terms of Reference

- 9.1 This Terms of Reference will be reviewed periodically at least once every 3 years or as and when required and updated in accordance with the needs of the Group and any new legislative promulgations that may have an impact in discharging the Board's responsibilities.
- 9.2 Any revision or amendment to this Terms of Reference, as proposed by the RC or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference.
- 9.3 The duly revised or amended Terms of Reference shall be disclosed on the Group's website.

Reviewed and approved by the Board on 26 November 2025.