	STRATUS GLOBAL HOLDINGS BERHAD	DOC. NO.	SGH-014-DSMR
		REV. NO.	00
	DIRECTOR AND KEY SENIOR MANAGEMENT REMUNERATION POLICY	EFF. DATE	28/11/2025
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1.0 Introduction

- 1.1 The Board of Directors (“Board”) of Stratus Global Holdings Berhad (the “Company” or “STRATUS”) and its subsidiaries (collectively, the “Group”) has established and adopted this Director and Key Senior Management Remuneration Policy (“Policy”) to outline the principles for the Remuneration Committee (“RC”) to determine and propose an appropriate level of remuneration that allows the Company to attract and retain talented and well-qualified Directors and Key Senior Management.
- 1.2 This Policy, which may be amended from time-to-time, is approved by the Board. Should there be any conflicts between this Policy and applicable laws, the law shall prevail.

2.0 Purpose

- 2.1 The objective of this Policy is to:
 - a) Maintain fair and competitive packages to attract and retain talented and well-qualified Directors and Key Senior Management to support the business strategy of the Group;
 - b) Ensure that Directors and Key Senior Management are fairly rewarded for their individual contributions to the overall performance of the Group based on business needs and industry practice; and
 - c) Motivate the Directors and Key Senior Management to drive and achieve long-term objectives of the Group.

3.0 Scope

- 3.1 This Policy is applicable solely to the Directors (including Executive and Non-Executive Directors) and Key Senior Management of STRATUS Group of Companies.
- 3.2 For the purpose of this Policy, Key Senior Management comprise of Chief Executive Officer (“CEO”), Chief Operating Officer (“COO”) as well as any other members of Senior Management as may be designated by the Board from time to time.

4.0 Basis of Remuneration of Directors

- 4.1 Remuneration of both the Executive and Non-Executive Directors are based on their level of responsibilities and overall contributions to the Group’s long-term objectives.
- 4.2 The Board would ensure that the remuneration of Independent Non-Executive Directors does not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board meetings.


5.0 Basis of Remuneration of Key Senior Management

- 5.1 Remuneration of Key Senior Management are based on the demands, complexities and performance of the Group and also their seniority, role and responsibilities in the Group.

6.0 Components of Remuneration of Executive Directors

- 6.1 Salaries, Fees and Bonuses

Executive Directors are entitled to a 13-month basic salary. Executive Directors may be eligible for a variable bonus based on the Group’s performance or their individual performance. Such variable bonus may be awarded at any time during the financial year—mid-year, quarterly, or year-end—at the discretion of the Board. Executive Directors are also entitled to annual salary increments, which shall be approved by the Board, either via a single annual resolution or through timely resolutions as necessary, depending on the circumstances.

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Executive Directors of the Group receive a base Director fee for services to the Board which reflects their responsibility, experience and time commitment to the role. Such Directors Fee shall be subject to approval by its shareholders at the general meeting.

6.2 Long Term Incentive

Executive Directors are entitled to the Employee Share Option Scheme (“ESOS”) whereby the allocation of shares is determined by the ESOS Committee and the Board.

6.3 Meeting Allowances

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 approval by its shareholders at the general meeting.

6.4 Benefits

The provision of benefits may vary among Executive Directors, depending on role, responsibilities, contractual terms, and business requirements, as approved by the Board.

Executive Directors are entitled to statutory and contractual benefits, including paid leaves (Annual, Medical, Hospitalisation, and Compassionate). Leave entitlements are recognised in accordance with company policy. In determining leave utilisation, the Company may rely on internal records, customary practice, and other reasonable indicators where relevant. Any claims for unused leave should be supported by proper documentation.

Executive Directors may be provided with additional benefits, such as outpatient medical benefits, Group Insurance (Term Life and Hospitalisation & Surgical), phone allowances, a company car and Directors’ and Officers’ Liability insurance.

Executive Directors are reimbursed for appropriate expenses incurred in the performance of their duties, such as travelling expenses and accommodation, subject to reasonable supporting documentation. All remuneration, allowances, benefits, and reimbursements shall be subject to applicable tax laws and statutory deductions, where relevant.

7.0 Components of Remuneration of Non-Executive Directors

7.1 Fees

Non-Executive Directors receive a base fee for services to the Board as well as additional fees for chairing the Board Committees. 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 approval by its shareholders at the general meeting.

7.2 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 approval by its shareholders at the general meeting.


7.3 Benefits

Non-Executive Directors are insured against Directors and Officer Liability. 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 meeting.

8.0 Components of Remuneration of Key Senior Management

8.1 Salaries and Allowances

Key Senior Management are entitled to a 13-month basic salary and, where applicable, other fixed allowance according to their job grade.

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8.2 Short Term Incentive

Key Senior Management may be eligible for a variable bonus based on the Group's performance and respective performance appraisal. Such variable bonus may be awarded at any time during the financial year—mid-year, quarterly, or year-end.

8.3 Long Term Incentive

Key Senior Management may participate in the Employee Share Option Scheme ("ESOS"), whereby the allocation of shares is determined by job grade and respective performance appraisal.

8.4 Benefits

The provision of benefits may vary among Key Senior Management, depending on role, responsibilities, contractual terms, and business requirements.

Key Senior Management are entitled to statutory and contractual benefits, including paid leaves (Annual, Medical, Hospitalisation, and Compassionate). Leave entitlements are recognised in accordance with company policy. In determining leave utilisation, the Company may rely on internal records, customary practice, and other reasonable indicators where relevant. Key Senior Management are expected to maintain accurate leave records. Any claims for unused leave must be supported by proper documentation.

Key Senior Management may be provided with additional benefits, such as outpatient medical benefits, Group Insurance (Term Life and Hospitalisation & Surgical), phone allowance transport allowances based on role, responsibilities, and business requirements.

All remuneration, allowances, benefits, and reimbursements shall be subject to applicable tax laws and statutory deductions, where relevant.

9.0 Review of Remuneration of Directors

9.1 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.

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


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

10.0 Review of Remuneration of Key Senior Management

10.1 Annual salary review of the Key Senior Management shall be proposed by the CEO and/or Executive Directors presented to the RC for approval. The competitiveness of total remuneration is benchmarked against companies in the industrial products and services after having considered the Group's performance and performance appraisal taking into consideration addressing material sustainability risks and opportunities.

11.0 Disclosure of this Policy

11.1 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.

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12.0 Review and Amendment to this Policy

- 12.1 This Policy will be reviewed periodically or as and when required and updated in accordance with the needs of the Group and any new legislative promulgations to reflect new best practices and compliant with applicable professional and regulatory requirements.
- 12.2 Any revision or amendment to this Policy, as proposed by the RC or any third party, shall first be presented to the Board for approval. Upon the Board's approval, the said revision or amendment shall form part of this Policy.
- 12.3 The duly revised or amended Policy shall be disclosed on the Group's website.

Reviewed and approved by the Board on 28 November 2025.

