



LAGENDA
PROPERTIES

**REMUNERATION COMMITTEE
TERMS OF REFERENCE**

Objective

In accordance with the Malaysian Code on Corporate Governance, the Remuneration Committee (“RC”) is set up to provide recommendations to the Board of Directors (“Board”) on the remuneration of the Executive and Non-Executive Directors, Chief Executive Officer, Chief Financial Officer and senior management in all its forms such that the component parts of remuneration are structured to link rewards to corporate and individual performance.

Executive Directors should play no part in decisions on their remuneration while the remuneration of the Non-Executive Directors should be a matter for the Board as a whole to determine. The individuals concerned should abstain from discussion of and voting on their own remuneration.

Size and Composition

The RC shall comprise exclusively of Non-Executive Directors, a majority of whom are independent. The members of the RC shall elect a Chairman from amongst its members who shall be a Non-Executive Director. The Chairman of the Board should not be a member of the RC.

Meetings

The RC meets at least twice a year with additional meetings convened as and when the need arises. The quorum for any meetings shall be two (2) Non-Executive Directors subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

A meeting may be held by way of tele-conferencing, video-conferencing or other telecommunication means, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.

Secretaries

The Company Secretary shall be the Secretary to the RC and shall attend and record the proceedings and decisions of the meetings for adoption by the Board.

Duties and Responsibilities

- (i) To establish a formal and transparent procedure for the development of the Directors and senior management remuneration policy.
- (ii) Develop and agree with the Board the framework remuneration policy for the Executive Directors, CEO, CFO and senior management with the aim to attract, retain and motivate high calibre individuals required by the Board on long term basis and so structured as to align their interests with those of the Company and its shareholders.
- (iii) Review and make recommendations to the Board the remuneration packages and other terms of employment for each of the Executive Directors, CEO, CFO and senior management, taking into account the market rates so as to link rewards to the Group and individual performance, drawing from outside advice as necessary. The Executive Directors should play no part in the decisions of their own remuneration.
- (iv) To review and recommend to the Board the remuneration packages for Non-Executive Directors, taking due account of their experiences and degree of responsibilities undertaken.
- (v) To review indemnity and liability insurance policies for the Directors of the Company.
- (vi) To carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time so as to be in line with the directions of the Board.
- (vii) To review the on-going appropriateness and relevance of the remuneration policy.
- (viii) To consider and examine such other matters as the RC considers appropriate.

Circular Resolutions

In the absence of a meeting and in cases of absolute necessity, any issues may be resolved through Circular Resolutions and approved by all the NC members.

Terms of Reference

This Terms of Reference of the RC is determined by the Board and may be revised from time to time with the Board's approval.

The terms of reference were reviewed and approved by the Board on 27 February 2023.