

# **JOE HOLDING BERHAD**

(Company No. 493897- V) (Incorporated in Malaysia)

## **REMUNERATION POLICY**

### **Introduction**

In line with the recommendation of the Malaysian Code on Corporate Governance 2017, the Board should establish formal and transparent remuneration policies and procedures to attract and retain directors. The remuneration package should be aligned with the business strategy and long-term objectives of the Company. Remuneration of the Board should reflect the Board's responsibilities, expertise and complexity of the Company's activities.

The Remuneration Policy of JOE Holding Berhad ("JOE" or "Company") sets out to provide remuneration principles and guidelines for the Executive Directors and Non Executive Directors of the Company.

### **Objectives**

The Remuneration Policy is designed to:-

- a) determine the level of remuneration package of Directors.
- b) attract, develop and retain high performing and motivated Directors.
- c) provide remuneration to Directors that commensurate with their responsibilities and competitive with the relevant market and industry practice.
- d) align the incentive plans, performance measures and targets for Directors with the long term interest of the shareholders.

### **Directors' Remuneration**

The Remuneration Committee of the Company shall on annual basis review the remuneration packages for Executive Directors and Non-Executive Directors and recommend the same to the Board for adoption.

The Board may seek professional advice to assist the Board in formulating an attractive compensation and benefits package that aims to attract, retain and motivate talents.

**i) Executive Directors' Remuneration**

The remuneration of Executive Directors of the Company is made up of fixed salaries and performance-based incentive components. The remuneration levels of Executive Directors are structured to enable the Company to attract and retain highly qualified executive board members.

The remuneration packages and benefits accorded to the Executive Directors are determined based on their scope of duties and responsibilities, individual performance, contribution and commitment devoted to the Company as well as the financial performance of the Group. The Remuneration Committee of the Company is assigned to carry out its annual review on Executive Directors' remuneration packages and benefits.

**ii) Non-Executive Directors' Remuneration**

The level of remuneration for Non-Executive Directors shall reflect the experience and level of responsibilities undertaken by the respective Non-Executive Directors. The remuneration of Non-Executive Directors shall not be based on commission, percentage of profits or turnover.

Non-Executive Directors receive remuneration in the form of Directors' fees for their services and reimbursement of expenses incurred, if any, in the course of performing their services.

The remuneration of Non-Executive Directors are reviewed by the Remuneration Committee annually. Based on the recommendation of the Remuneration Committee, the Board will review and propose any adjustments in Non-Executive Directors' fees for approval by the shareholders of the Company at the annual general meeting.

**Review of Policy**

The Remuneration Policy is subject to periodical review by the JOE Board and will be amended as appropriate to reflect the current best practices.