

**TOP GLOVE**

**TOP QUALITY, TOP EFFICIENCY**

**TOP GLOVE CORPORATION BHD**  
**199801018294 (474423-X)**

**REMUNERATION POLICY AND  
PROCEDURES FOR DIRECTORS AND  
SENIOR MANAGEMENT**

Updated as at 17 September 2021

## CONTENT

	Page
1. OBJECTIVE	1
2. REMUNERATION GUIDING PRINCIPLES	1
3. REMUNERATION FRAMEWORK	
3.1 EXECUTIVE CHAIRMAN AND EXECUTIVE DIRECTORS	1
3.2 NON-INDEPENDENT NON-EXECUTIVE DIRECTORS	2
3.3 INDEPENDENT NON-EXECUTIVE DIRECTORS	2
3.4 KEY SENIOR MANAGEMENT	2 ~ 3
4. REMUNERATION ELEMENTS	3 ~ 4
5. REMUNERATION POLICIES AND PROCEDURES	4 ~ 5
6. REMUNERATION POLICY REVIEW	5

## 1. OBJECTIVE

To structure the component parts of remuneration packages for Directors and Senior Management to attract, motivate, reward and retain the right talent in pursuing and drive the Company's long term goals and ensuring business sustainability and growth.

## 2. REMUNERATION GUIDING PRINCIPLES

Amongst others, the remuneration of Executive Chairman, Executive Directors and Key Senior Management will be determined taken into consideration the following criteria:

- Scope of duty, responsibilities, skills and experience required
- Company's budgets and strategic targets
- Corporate and individual performance
- Achievement of annual KPIs (both qualitative and quantitative KPIs) including KPIs linked to Environmental, Social and Governance metrics
- Prevailing market practice and market benchmark
- General economic situation
- Extent of contributions, effort and time spent
- Attendance at meetings and the frequency of meetings

The remuneration of Non-Independent Non-Executive Director and Independent Non-Executive Director will be determined based on the following criteria:

- Number of board committees on which the individual director served
- Experience and level of responsibilities undertaken
- Extent of contributions, effort and time spent
- Prevailing market practice and market benchmark

## 3. REMUNERATION FRAMEWORK

### 3.1 EXECUTIVE CHAIRMAN ("EC") AND EXECUTIVE DIRECTORS ("EDs")

The remuneration of EC and EDs are made up of the following:

- a. Fixed Salary
- b. Directors' Fees
- c. Performance Based Bonus
- d. Employees Share Option Scheme ("ESOS")
- e. Employees Share Grant Plan ("ESGP")
- f. Benefits-in-kind (such as motor vehicle, petrol allowance, provision of driver, medical coverage and provision of mobile devices)
- g. Other emolument such as reimbursement of expenses incurred, if any, in the course of performing their services
- h. Directors and Officers Liability Insurance

### 3.2 NON-INDEPENDENT NON-EXECUTIVE DIRECTORS (“NINED”)

The remuneration of NINEDs are made up of the following:

- a. Directors’ Fee
- b. Board Committee Fee
- c. Special allowance
- d. ESOS
- e. ESGP
- f. Benefits-in-kind (such as motor vehicle, petrol allowance, provision of driver, medical coverage and provision of mobile devices)
- g. Meeting allowance (As for meeting allowance, no distinction shall be made between participation in person and virtual participation by video, teleconference or other electronic means. Virtual participation during meetings will constitute attendance and meeting allowance will be accorded accordingly.)
- h. Other emolument such as reimbursement of expenses incurred, if any, in the course of performing their services.
- i. Directors and Officers Liability Insurance

### 3.3 INDEPENDENT NON-EXECUTIVE DIRECTORS (“INED”)

The remuneration of INEDs are made up of the following:

- a. Directors’ Fees
- b. Board Committee Fees
- c. Meeting allowance (As for meeting allowance, no distinction shall be made between participation in person and virtual participation by video, teleconference or other electronic means. Virtual participation during meetings will constitute attendance and meeting allowance will be accorded accordingly.)
- d. Traveling allowance
- e. Other emolument such as reimbursement of expenses incurred, if any, in the course of performing their services
- f. Directors and Officers Liability Insurance
- g. Medical coverage

### 3.4 KEY SENIOR MANAGEMENT <sup>1</sup>(“SM”)

The remuneration of SM is made up of the following:

- a. Fixed Salary
- b. Performance Based Bonus
- c. ESOS
- d. ESGP

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<sup>1</sup> Key senior management shall refer to those individual(s) who generally holds the highest level of management responsibility and decision making authority within the Group which typically include the C-suites employees [who are not directors) and any other persons whom the Directors shall consider as being the key senior management.

- e. Benefits-in-kind (such as motor vehicle, petrol allowance, provision of driver, medical coverage and provision of mobile devices)
- f. Other emolument such as reimbursement of expenses incurred, if any, in the course of performing their services.

#### 4. REMUNERATION ELEMENTS

Annual Board and Board Committee fees will be paid to the Directors upon approval from the shareholders during the AGM.

##### 4.1 DIRECTORS' FEES :

Directors	Directors' Fees (per annum)
Board Chairman	RM150,000
Managing Director	RM130,000
Senior Independent Non-Executive Director	RM128,000 (RM8,000 extra compared to other Non-Executive Directors)
Executive Directors & Non-Executive Directors	RM120,000 SGD120,000 (for Singapore Director)

##### 4.2 BOARD COMMITTEES' FEES :

Board Committees	Board Committees' Fees (per annum)
Board Audit Committee	RM7,000
Board Risk Committee	RM7,000
Board Nomination & Remuneration Committee	RM4,000
Board Sustainability Committee	RM4,000

##### 4.2 NON-EXECUTIVE DIRECTORS' BENEFIT :

###### 4.2.1 MEETING ALLOWANCES :

The Non-Executive Directors ("NEDs") shall be paid attendance allowance per meeting (Board and Board Committee Meetings and General Meetings).

Meeting Allowance (per meeting)	Non-Executive Chairman	Non-Executive Director/Member
Board Meeting & General Meeting	N/A	1,500
Board Committee Meeting	1,200	1,000
Independent Director Committee Meeting	500	500

*Note: IDC meeting allowance are limited to four (4) meetings for each financial year.*

#### 4.2.2 TRAVELLING ALLOWANCE

Directors will be reimbursed on travelling allowance for attending all events organized by the Company or external parties. This excludes travels for Board, Board Committee and General Meetings where fixed meeting allowances has been provided by the Company.

- (I) RM80 per trip (Klang Valley)
- (II) Not more than the business class air fare (outside Klang valley)

### 5. REMUNERATION POLICIES AND PROCEDURES

- The remuneration of EC, EDs, NINED, INED and SM (collectively, “the parties”) shall be the ultimate responsibility of the Board after considering the recommendations from the Board Nomination and Remuneration Committee (“BNRC”).
- In determining the remuneration package of the parties, the remuneration guiding principles as stated in item 2 above will be taken into consideration.
- Performance evaluations of the Board and SM include a review of the performance of the Board and SM in addressing the company’s material sustainability risks and opportunities.
- The evaluation on the achievement of each of the KPIs by SM against an agreed performance standard is reviewed by the ED / CEO; whilst for ED (including EC and CEO) is reviewed by the BNRC and Board.
- The parties shall not participate in determining their own remuneration. The individual parties concerned shall abstain from discussion and voting on his or her own remuneration.
- Remuneration of the parties will be reviewed annually by the Board after taking independent advice of the BNRC. The Board will then recommend the payment of the Directors’ fees and other benefits payable to Non-Executive Directors to the shareholders for approval at each Annual General Meeting of the Company

- BNRC shall have access to professional advice on remuneration matters both within the Group and from external specialists in this field.
- Level of remuneration should be sufficient to attract and retain the parties needed to run the Group successfully.
- Detailed remuneration of all Directors and SM should appear in the Company's Annual Report in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance with the need for transparency and accountability in the setting of Directors and SM's pay, benefits and remuneration having regard to the interests of all parties, the Company, the Directors and the shareholders.
- The remuneration packages for EC, EDs and SM shall consist of short term rewards (base salary, benefits and performance payments) together with a significant proportion of longer term benefits provided by share options, a long term incentive plan and pension arrangements.
- The Board should also ensure that the remuneration and incentives for INEDs do not conflict with their obligations to bring objectivity and independent judgment on matters discussed at Board meetings.
- Employment of Executive Directors should incorporate guidelines on termination benefits; which in general should not exceed two (2) times the monthly gross salaries and allowances, as per the letter of employment. This does not include retirement benefits arising from a separate approved retirement or provident fund. This is to ensure that termination benefits are not exhaustive.
- The Directors fee and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at the General Meeting. The resolution contained in the notice seeking shareholders' approval for Directors' fees and benefits payable would include a quantitative breakdown of remuneration components and corresponding period for which approval is sought.
- Directors and SM's remuneration shall be disclosed on a named and individual basis and by the exact amount, both at the Company level and Group level. The remuneration breakdown shall amongst others include fees, salary, bonus and other benefits as the case may be.

## **6. REMUNERATION POLICY REVIEW**

This policy shall be reviewed by the BNRC periodically in accordance with the needs of the Company.

**Adopted by Board: 15 October 2015**

**Updated and adopted by Board on: 18 June 2019**

**Updated and adopted by Board on: 17 September 2021**