

## **CME GROUP BHD**

Members of the Board who serve on the Remuneration Committee are as follows:

**Dato' Azmil Bin Mohd. Zabidi (Chairman)**

Chairman, Independent Non-Executive Director

**YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah**

Member, Independent Non-Executive Director

**Miss Ong Suan Pin**

Member, Non-Independent Non-Executive Director

### **REMUNERATION COMMITTEE – TERMS OF REFERENCES**

#### **1. Composition of Nominating Committee**

- a. The members of the Remuneration Committee shall be appointed by the Board from amongst their number, consisting wholly of Non-Executive Directors and shall consist of not less than two (2) members.
- b. The members of the Committee shall elect the Chairman from amongst their number who shall be Independent Non-Executive Directors.
- c. If the number of members for any reasons fall below two (2), the Board shall, within three (3) months of that event, appoint such numbers of new members as may be required to make up the minimum number of two (2) members.
- d. The term of office for all members of the Committee is subject to renewal on a yearly basis.
- e. The Company Secretary shall be the Secretary of the Committee.
- f. Directors do not participate in decisions on their own remuneration packages.

#### **2. Duties And Responsibilities Of Remuneration Committee**

The responsibilities of Remuneration Committee are set out in the Term of Reference as below:

- a. To review and recommend to the Board the remuneration of each of the Executive and Non-Executive Directors in all its forms, drawing from outside advice as necessary.
- b. To recommend to the Board after reviewing the management's proposals on:
  - Overall annual salary increment frameworks/policy.
  - Annual bonus limits/guidelines and incentive scheme.
  - Fees and basic salary levels.
  - Remuneration, benefits in kinds and other terms and conditions of employment, which have to be introduced as part of the group's overall human resource development plan. This would include matters such as pegging the Group salaries in line with industry standards and major changes in benefits package.

## **REMUNERATION POLICIES AND PROCEDURES**

Directors' remuneration is decided and reviewed in line with the objective of attracting and retaining directors of the calibre, expertise and experience needed to lead the Group successfully. Remuneration for the Executive Directors is aligned to individual and corporate performance. Non-Executive Directors are paid fees for the responsibility they shoulder.

The Remuneration Committee recommends to the Board for approval the remuneration of the Executive Directors in accordance with the remuneration policy established. The Board as a whole determines the remuneration of the Non-Executive Directors. Each individual Director abstains from the Board decision on his own remuneration. The fees of the Directors are subject to the approval of the shareholders at the AGM.