

REMUNERATION COMMITTEE

TERMS OF REFERENCE

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Appendix I:

Listing of Key Senior Management Reporting to
Group Managing Director

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1.0 Objectives

1.1 The objectives of the Remuneration Committee (“**Committee**”) of Gamuda Berhad (“**Gamuda**” or “**Company**”) are as follows:

1.1.1 To assist and recommend to the Board of Directors of the Company (“**Board**”) the remuneration framework for the following:

- (i) Non-Executive Directors including the Non-Executive Chairman;
- (ii) the Group Managing Director;
- (iii) the Deputy Group Managing Director; and
- (iv) Key Senior Management who report directly to the Group Managing Director and more particularly provided in **Appendix I** attached hereto.

1.1.2 To assist and recommend to the Board the policies and procedures for inclusion in the remuneration framework, including review and update of the Remuneration Policy for Directors and Key Senior Management and all elements relating to remuneration packages for:

- (i) the Non-Executive Directors including the Non-Executive Chairman;
- (ii) the Group Managing Director;
- (iii) the Deputy Group Managing Director; and
- (iv) Key Senior Management as described in Appendix I.

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2.0 Composition

- 2.1 Every member of the Committee including the Chairperson (“**Members**”, individually “**Member**”) shall be a member of the Board.
- 2.2 Chairperson:
 - 2.2.1 The Chairperson of the Committee shall be a Non-Executive Director.
 - 2.2.2 The Chairman of the Board shall not be the Chairperson of the Committee.
 - 2.2.2 The Chairperson of the Committee leads meetings, ensures compliance, manages tasks and discussions, and reviews the committee’s performance and skills annually.
- 2.3 Appointments to the Committee shall be made by the Board on the recommendation of the Nomination Committee and in consultation with the Chairperson of the Committee.
- 2.4 The Members shall comprise of no fewer than three (3) Directors, a majority of whom shall be Non-Executive Directors.
- 2.5 No Alternate Director shall be appointed as a Member of the Committee.
- 2.6 All Members including the Chairperson shall hold office only so long as they serve as Directors of Gamuda.\
- 2.7 A Member may relinquish his/her membership in the Committee with prior written notice to the Company Secretary of the Company. Notwithstanding such relinquishment, the Member giving notice may continue to serve as a Director of Gamuda.

3.0 Secretary of the Committee

- 3.1 The Company Secretary of the Company or his/her representative or a person recommended by the Company Secretary and approved by the Board shall act as Secretary of the Committee.
- 3.2 The Secretary of the Committee shall ensure that the Committee receives all relevant information and papers in a timely manner to enable full and proper consideration of all matters to be considered by the Committee.

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4.0 Duties / Responsibilities

- 4.1 The main duties and responsibilities of the Committee are outlined below, but are not exhaustive and may be modified by the Board from time to time:
 - 4.1.1 To review and recommend to the Board for consideration such modifications or improvements as are necessary or expedient to these Terms of Reference, Gamuda's remuneration framework, and Remuneration Policy, drawing on independent professional advice, as may be necessary;
 - 4.1.2 Review and recommend to the Board for consideration and approval the remuneration packages of the Group Managing Director, and the Deputy Group Managing Director;
 - 4.1.3 Review and recommend to the Board for consideration and approval the remuneration packages of the Non-Executive Directors;
 - 4.1.4 Review the recommendations by the Group Managing Director on the remuneration packages of the Key Senior Management described in Appendix I and where appropriate, recommend the same for the Board's consideration and approval.
- 4.2 In making decisions and recommendations, reference should be made to the Remuneration Policy for Directors and Key Senior Management. The Committee shall have due regard to the interest of shareholders of Gamuda and shall ensure the continued financial and commercial health of Gamuda and its subsidiaries ("**Gamuda Group**"). Decisions and recommendation shall support and drive business strategy and long term objectives of the Gamuda Group in line with the recommendation of the Malaysian Code on Corporate Governance.
- 4.3 In carrying out the Committee's duties and responsibilities, every Member shall ensure that he / she does not have any interest direct or indirect in the outcome of the decision / recommendation.

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5.0 Authority

- 5.1 The Committee shall have the following authority and such authority as may be empowered by the Board from time to time:
- (a) to make decision on matters which fall within the purpose and responsibilities of the Committee; and
 - (b) to have adequate resources to fulfil its responsibilities, including the ability to seek independent professional advice for matters within its scope.

6.0 Meetings

- 6.1 The Committee shall meet as and when necessary, but at least once a year. Meetings may be held in-person or virtually.
- 6.2 The number of Committee meetings held in a year and the details of attendance of the Members shall be disclosed annually in the Annual Report of the Company.
- 6.3 The Chairperson of the Committee, or the Secretary of the Committee on the requisition of any Member, shall at any time summon a meeting of the Members by giving reasonable notice, specifying whether the meeting will be held in-person or virtually.
- 6.4 No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for a Committee meeting shall be two (2) Members.
- 6.5 The Chairperson of the Committee shall chair the Committee meetings and, in his / her absence, the Members present shall elect one (1) of the Members to chair the meeting.
- 6.6 In appropriate circumstances, the Committee may deal with matters by way of circular reports and resolutions in lieu of convening a Committee meeting.
- 6.7 Meetings of the Committee shall only be attended by Members of the Committee. However, other individuals such as the Head of Human Resources, Senior Management of the Company and external professional advisers may be invited to attend a Committee meeting, as and when appropriate.
- 6.8 All recommendations and findings of the Committee shall be submitted to the Board for approval and/or notations (as the case may be).

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LIST OF FIVE KEY SENIOR MANAGEMENT

NO.	DESIGNATION
1.	Group Chief Financial Officer (“ Group CFO ”)
2.	Managing Director (“ MD ”), Gamuda Engineering
3.	Chief Executive Officer (“ CEO ”), Gamuda Land

Where there are no other MDs and/or CEOs at the Business Unit level, the following criteria shall apply in determining the remaining two Key Senior Management : -

Criteria 1	Senior Management who are direct reports to MD/CEO AND
Criteria 2	The Senior Management who are the highest paid among the direct reports to MD/CEO