



**IRIS GROUP BERHAD**  
Registration No. 202501015184 (1616599-X)  
**(Incorporated in Malaysia)**

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

## **1. OBJECTIVE**

The Remuneration Committee (“RC”) is authorised and established by the Board and is responsible for recommending to the Board the remuneration framework for Directors as well as the remuneration packages of principal officers. The policy practice on the remuneration by the RC is to provide the remuneration packages necessary to attract, retain and motivate Directors and Principal Officers of the quality required to manage the business of the Company and to ensure that rewards are linked to their performance and contributions to the Group’s growth and profitability in order to align the interest of the Directors with those of the shareholders.

The RC will review the remuneration framework for Directors and remuneration packages for Principal Officers annually before recommending it to the Board for approval.

## **2. COMPOSITION**

- 2.1 The RC shall comprise at least three (3) Non-Executive Directors, a majority of whom are Independent Directors.
- 2.2 The RC will elect an Independent Director from amongst them as its Chairman. The Chairman of the Committee should not be the Chairman of the Board.
- 2.3 No Alternate Director shall be appointed as a member of the Committee.
- 2.4 The term of office and performance of the Committee and each of its members shall be reviewed by the Nomination Committee annually to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.
- 2.5 If the Chairman or any Committee member resigns or otherwise ceases to serve, resulting in the number of members being reduced to below three (3), the Board shall, within three (3) months, elect an independent Chairman or appoint new member(s) to make up the minimum number of three (3) members.

## **3. FREQUENCY AND NOTICE OF MEETINGS**

- 3.1 The RC Meetings are held as and when required, and at least once a year, and additional meetings may be called as and when necessary.
- 3.2 A quorum shall consists of Independent Directors and shall not be less than two (2).
- 3.3 The complete and accurate meeting materials are distributed seven (7) days in advance to the meeting to ensure the respective Board and Board Committees members have sufficient time to review and to analyse the meeting materials as well as seek any clarification that they may need from the Management.

3.4 The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

#### **4. RIGHTS AND AUTHORITY**

The Committee has the authority to make decisions within its defined responsibilities, access all necessary information, records, properties and personnel of the Company and use sufficient resources at the Company's expense including obtaining independent professional advice, to carry out its duties.

#### **5. ROLES AND RESPONSIBILITIES**

The RC's primary responsibilities include:-

- i. to ensure the remuneration packages are necessary to attract, retain and motivate Directors and Principal Officers of the quality required to manage the business of the Company;
- ii. to ensure rewards are linked to Directors' performance and contributions to the Group's growth and profitability, aligning the interest of the Directors with those of the shareholders;
- iii. to ensure the level of remuneration for Principal Officers are linked to their level of responsibilities and contributions to the effective functioning of the Company and the Group;
- iv. to review the remuneration framework for Directors and remuneration packages for Principal Officers annually before recommending it to the Board for approval.
- v. any other such functions as may be delegated by the Board from time to time.

#### **6. REVIEW OF THE TERMS OF REFERENCE**

RC shall review its terms of reference when necessary to ensure compliance to applicable laws and regulations.

Approved by the Board on 6 January 2026.