

Remuneration Policy

1.1. Remuneration Policy

- 1.1.1. This Remuneration Policy (“Policy”) is intended to address Securemetric Berhad (“SMB” or “the Company”) and all its subsidiary companies (collectively referred to as “The Company”) that is set to an appropriate level of remuneration that allows Company to attract and retain the services of a suitable number of talented and well qualified Directors and Key Management.
- 1.1.2. It is the Company’s interests that this policy shall be fairly supports the Directors and Key Management in carrying out their responsibilities and fiduciary duties in steering the Company to achieve its long-term goals and long-term business strategy.

1.2. Remuneration Objectives

- 1.2.1. This remuneration practices should comply of the following:
- 1.1.1.1. encourage behavior that are aligning with Company’s core values.
 - 1.1.1.2. be aligned with business strategy and long-term objectives of the Company.
 - 1.1.1.3. be based on clear, definable, and measurable key performance indicators (KPI).
 - 1.1.1.4. give due consideration towards context, to avoid penalizing or unjustly rewarding performance due to external factors which are out of the individual’s control; and
 - 1.1.1.5. be comparable with the market rate of remuneration.

1.3. Relevant Terms and Definitions

- 1.3.1. The following terms and definitions apply:

Term	Definitions
Remuneration Committee	The Board shall elect the Committee members from amongst themselves and it must be composed of no fewer than two (2) members consisting wholly of non-executive Directors, a majority of whom are independent. The Chairman of the Committee shall be elected amongst the members of the Committee and shall be an Independent Non-Executive Director.
Director	Consists of Executive and Non-Executive directors of the Board of Company.
Key Management Team	Consists of the individual who generally holds the highest level of management responsibility and decision-making authority within the Company.
Board	SMB Board of Director and Committees, consists of Non-Independent Executive, Non-Independent Non-Executive and Independent Non-Executive directors.

1.4. Remuneration Structure & Procedure

1.4.1. The main components that shall form the remuneration are set out below:

Component	Description
Salary	Monthly payment to Executive Directors and Key Senior Management which forms basic remuneration.
Director Fees	Monthly payment to the Board of Directors of the Company.
Performance-based Bonus	Performance-based component that may be paid in the form of cash, shares or stock options, to reward Directors/ Key Senior Management for exceeding their KPIs.
Benefit-in-kind	Fringe benefits that are provided to Directors/ Key Management Team as part of their employment, which may include use of Company vehicles, medical insurance and other allowances

1.4.2. The **Remuneration Committee** of the Company shall develop and agree on the remuneration policy and procedures, including the fee structure and level of remuneration that reflects the scale and complexity of both the business and the role of Directors and Key Management Team.

1.4.3. Directors who are full time employees of the Company (aka Executive Director) shall receive no additional compensation for services as a Director.

1.4.4. The remuneration of Directors is determined at levels which enables the Company to attract and retain Directors with the relevant experience and expertise to manage the business of the Company effectively. The remuneration package for Director is structured to link reward to individual and corporate performance.

1.4.5. Key Management Team shall refer to individual who generally holds the highest level of management responsibility and decision-making authority within the Company.

1.4.6. The remuneration of Key Management Team is determined at a level which enables the Company to attract, develop and retain high performing individual with the relevant experience, level of expertise, level of responsibilities and is structured to link reward to individual and corporate performance.

1.5. Review of the Policy

1.5.1. The **Remuneration Committee** shall review and assess the effectiveness and continued relevance of this Policy periodically. Any revisions to the Policy as recommended by the **Remuneration Committee** will be submitted to the **Board** for consideration and approval.