AGMO HOLDINGS BERHAD

[Registration No. 201701000550 (1214700-W)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. OBJECTIVE

The primary objective of the Remuneration Committee is to assist the Board of Directors (**"the Board"**) in fulfilling its responsibilities including reviewing and recommending matters relating to the remuneration of the Board and key senior management of **Agmo Holdings Berhad** ("**the Company**"), which comprised compensation, bonuses, incentives and benefits.

2. COMPOSITION

The members of the Remuneration Committee shall be appointed by the Board from amongst the Directors of the Company and shall fulfill the following requirements:

(a) consist of at least three (3) members;
(b) comprising exclusively of non-executive directors, the majority of whom shall be independent directors;
(c) the Chairman of the Remuneration Committee shall be elected from amongst the committee members;
(d) the Chairman of the Remuneration Committee shall not be the Chairman of the Board; and
(e) no alternate director shall be appointed as a member of the Remuneration Committee.

The term of office and performance of the Remuneration Committee and each of its members shall be reviewed by the Nomination Committee annually to determine whether the members have carried out their duties in accordance with this Terms of Reference.

If a member of the Remuneration Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

(a) The Remuneration Committee shall have the authority to deliberate, and approve on matters within its primary duties and responsibilities as set out in this Terms of Reference; and

(b) Unless otherwise provided by or subject to any applicable laws or legislative requirements, the Remuneration Committee shall have the permission to obtain resources needed to fulfil its duties and responsibilities as set out in this Terms of Reference based on an agreed-upon procedure and at the expense of the Group, such as:

i. full and unrestricted access to information, records, properties and employees of the Group;

ii. the advice and support of the Company Secretary and senior management; and

iii. to obtain professional and independent advice from external advisors with relevant

knowledge and experience, as and when necessary for the performance of its duties pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

4. DUTIES AND RESPONSIBILITIES

The Remuneration Committee shall be responsible for the following duties and responsibilities:

(a) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the executive Directors and key senior management of the Company. The Board determines who makes up key senior management of the Company and if any other group of employees should be covered by the remuneration policy and procedures. The policy and procedure shall be reviewed periodically to ensure relevance to the Group.

(b) To recommend a remuneration framework for the executive Directors and key senior management of the Company for the Board's approval. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefit-in-kind, taking into account the complexity of the Company's business and the individual's responsibilities;

(c) To recommend specific remuneration packages for the executive Directors and key senior management of the Company. The remuneration package should be structured such that it is competitive and balanced, while being sufficient to attract and retain individuals of the appropriate calibre. The remuneration should also be aligned with the business strategy and long-term objectives of the Company; and take into consideration the Company's performance in managing material sustainability risks and opportunities. As for non-executive Directors and independent directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;

(d) To monitor structures and levels of remuneration for other senior management and make recommendations to ensure consistency with the Company's remuneration objectives;

(e) To approve any major changes to employee compensation and benefits arrangements applicable to executive Directors and key senior management of the Company;

(f) When considering severance payments, the Remuneration Committee should bear in mind that it must represent the public interest and avoid any appropriate use of public funds. Care should be taken to avoid determining severance package that public opinion might deem to be excessive.

(g) To perform any other functions as defined by the Board.

5. MEETINGS OF THE COMMITTEE

The Remuneration Committee shall meet at least once a year and as and when required.

In the event the elected Chairman is not able to attend a meeting, a member of the Remuneration Committee shall be nominated as Chairman for the meeting.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meeting of the Remuneration Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. QUORUM

The quorum for a meeting of the Remuneration Committee shall consist of two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Remuneration Committee, any other person required to attend and all other non-executive directors, no later than five (5) business days before the date of the meeting. Supporting papers shall be sent to Remuneration Committee members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Remuneration Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Remuneration Committee and ensure that the minutes are properly kept and produced for inspection if required.

9. CIRCULAR RESOLUTION

A resolution in writing, signed or approved by letter or electronic means by a majority of the Remuneration Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Remuneration Committee, shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Remuneration Committee.

10. REVISION AND UPDATES

Where necessary, this Terms of Reference will be reviewed and updated to ensure it remains consistent with the Remuneration Committee's objectives and responsibilities.

This Terms of Reference was updated and acknowledged by the Board of Directors on 26 May 2026.

END.