

Digi.Com Berhad (“Celcom Digi”) (425190-X)
Non-Executive Directors’ Remuneration Policy

1. Introduction

The Non-Executive Directors’ Remuneration Policy (Policy) is established under the Terms of Reference of Board Nomination and Remuneration Committee (BNRC). The BNRC reviews this Policy annually to ensure it remains relevant for the needs of Celcom Digi (the Company) and its subsidiaries (the Group).

2. Objective

The objective of the Policy is as follows:-

- To attract and retain high-performing Directors to drive the Company and Group’s strategic objective and business sustainability;
- To remunerate Directors fairly benchmarked against comparable companies to commensurate Directors’ duties and responsibilities;

3. Determination of Non-Executive Director Remuneration

The BNRC shall recommend to the Board for approval, the remuneration policy and structure of the Board, drawing advice from professional consultants, if required.

The Non-Executive Directors’ remuneration is a matter to be decided by the Board as a whole with the Directors concerned abstaining from deliberations and voting on decision in respect of their individual remuneration. The Board reviews the Non-Executive Directors’ remuneration annually and decides on the recommendations from the BNRC based on consultation with professional consultants and benchmarking exercise.

Fees payable to the Non-Executive Directors shall be by way of a fixed sum, and not by a commission on or percentage of profits or turnover or based on meeting attendance.

Fees and benefits provided to the Directors of the Group are subject to annual shareholders’ approval at the general meeting. The total amount of Directors’ fees paid to Non-Executive Directors shall not exceed the maximum amount authorised by the shareholders at the general meeting. The Non-Executive Directors shall not be eligible to receive any bonuses, incentive payments, compensation, allowances or any form of financial assistance.

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The level of remuneration of the Non-Executive Director shall be fair and in line with local market practice while aligned with their required skills, experience, responsibilities and time commitment.

Any increase to the fees and benefits provided will be considered benchmarked against comparable companies taking into account that any change in responsibilities, role or time commitment may merit an increase.

4. Main component of Non-Executive Director’s Remuneration

The Non-Executive Director’s remuneration comprises the following:

4.1 Independent Non-Executive Directors (“INED”)

4.1.1 Board Retainer Fee

- Fee for INED is based on his/her responsibility in the Board as well as any special skills and expertise he/she contributes to the Board that could add value to the Group.

4.1.3 Board Committee Retainer Fee

- Board Committee Retainer Fee is introduced to recognise contribution of the INED’s role on Board Committee.
- There is differential in the retainer ratio for Chair and members of Board Committee.
- The fees will be reviewed once in every three (3) years with any amendments to be approved by BNRC.

4.1.4 Benefits / Office Tools

- Medical and hospitalization
 - Medical and hospitalization coverage will be provided for INED in line with the relevant Company’s Policy. The coverage will be at the same level as Top Management but excluding family.
- Directors’ and Officers’ Liability Insurance
 - Directors’ and Officers’ Liability Insurance will be provided. The sum insured will be RM 1 Million.

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- Group Term Life and Group Personal Accident Insurance
 - Group Term Life Insurance will be provided. The sum insured will be RM 1 Million.
- Mobile Device
 - A Company owned mobile device/tablet will be provided based on an appropriate model to be determined by the Company.
- Mobile and Broadband Services
 - INED shall be eligible for a waiver on the Company’s mobile line and broadband services not exceeding RM 1,000 per month based on top tier mobile and data plan.

4.2 Non-Independent Non-Executive Director representing Axiata and Telenor Group

Board Retainer Fee and Board Committee Retainer Fee

- No Board Retainer Fee and Board Committee Retainer Fee shall be payable to Non-Executive Directors, who are employees representing Axiata and Telenor..

4.3 Non-Independent Non-Executive Director representing other major shareholder

Board Retainer Fee and Board Committee Retainer Fee

- No Board Retainer Fee and Board Committee Retainer Fee shall be payable to Non-Executive Directors, who are employees of other major shareholders.

5. Approval

This Policy was reviewed and approved by the Board of Directors on 1 December 2022.