



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD

[Company No: 201001034084 (918007-M)]

(Incorporated in Malaysia)

REMUNERATION POLICY

The Board of Directors (“Board”) of Mr D.I.Y. Group (M) Berhad (“MDGM” of “the Company”) is cognisant that fair remuneration and competitive remuneration structure is consistent with the Group’s business strategy so as to link rewards with corporate and individual performance to attract and retain the right talent of the appropriate calibre, skills, experience and quality needed in order to drive and achieve the Group’s long-term objectives, business sustainability and growth, and create long-term value for shareholders.

To achieve this, the Board has established this formal and transparent remuneration policy and review process for the Non-Executive Directors (“NEDs”), Executive Directors (“EDs”) and Key Senior Management (“KSM”).

REMUNERATION POLICY OF NON-EXECUTIVE DIRECTORS

The Nomination and Remuneration Committee (“NRC”) is entrusted by the Board to review and recommend to the Board for approval the remuneration payable to the Non-Executive Directors (“NEDs”). In reviewing the same, the NRC considers various factors including the NEDs’ fiduciary duties, responsibilities, time commitments expected of them and the Company’s performance.

The Directors’ fees and benefits were also benchmarked against comparable peers of other public listed companies in retail sector, government linked companies (“GLC”), non-GLC and top 30 largest companies by market capitalisation to ensure that the remuneration payable is commensurate and aligned with the prevailing market rate.

The NEDs will be paid the following Directors’ fees and benefits on monthly basis in arrears and/or as and when incurred upon services rendered by the NEDs as members of the Board and Board Committees of the Company:-

Type of Fees/Benefits	Amount (RM)
Directors’ Fees	
❖ Non-Executive Chairman	144,000 per annum
❖ Other NEDs	100,800 per annum
Meeting allowance	1,000 per meeting
Chairman allowance	5,000 per month

Chairman allowance was accorded to the Board Chairman for his involvement and in maintaining continuous dialogue with the relevant stakeholders relating to the corporate responsibilities activities undertaken by the Group.

The Board determines and decides the fees and remuneration payable to NEDs as a whole, based on the recommendation of the NRC. None of the NEDs shall be involved in deciding his/her own remuneration.

The fees and benefits payable to the NEDs are subject to annual shareholder approval at a general meeting pursuant to Section 230(1) of the Companies Act 2016. The NEDs shall abstain from deliberating and voting in Board meeting and/or general meeting, if he/she is also a shareholder, in respect of their own remuneration.

REMUNERATION POLICY OF EXECUTIVE DIRECTORS AND KEY SENIOR MANAGEMENT

The Company's philosophy for total employee remuneration is to offer competitive market-based compensation. The overall compensation structure is designed to recognise contributions towards the achievement of organisational, divisional or departmental and individual objectives, where applicable, taking into account the demands, complexities and performance of the Company, as well as the roles, skills, responsibilities of the positions, and the overall performance of the individual EDs and KSM.

The remuneration of EDs and KSM comprises base compensation with allowances, variable bonuses, long term equity ownership and option plans as well as other benefits.

The base compensation is determined by: -

- The scope of the duties and responsibilities;
- The Company and individual performance in meeting the strategic objectives of the Company and against the KPIs set annually; and
- The current market rate within the industry and in comparable companies or sectors.

Variable bonuses are granted primarily based on achievement of individual specific KPIs, which are designed to align overall compensation with the overall results of the Company and the contribution of the individual in achieving the specific individual performance.

The remuneration package for the EDs will be reviewed and recommended by the NRC to the Board for approval on annual basis based on their respective individual performance in meeting the strategic objectives of the Company and the KPIs set. The NRC shall conduct a review on an annual basis of the criteria to be used in determining the remuneration package for EDs and recommend to the Board for endorsement.

The review and determination of the remuneration package for the KSM is delegated to the EDs as the EDs are in the better position to evaluate the performance and align the remuneration with the performance of the KSM.

REVIEW OF POLICY

This policy and review process will be reviewed by the NRC periodically or as and when necessary. Any amendments/revision required to the policy shall be recommended to the Board for approval.