



## Directors' Remuneration Policy

## 1. OBJECTIVES OF THIS POLICY

The objectives of the Directors' Remuneration Policy ("this Policy") is to attract and retain the right talent on the Board of Directors ("Board") of Fraser & Neave Holdings Bhd ("F&NHB" or "Company"); and to support the business strategy of the F&NHB Group. It is aimed at motivating the Directors to drive and achieve the long-term objectives of the F&NHB Group.

## 2. SCOPE OF THIS POLICY

This Policy applies to the Non-Executive Directors of the Company only in view that there are no Executive Directors on the Board of the Company.

## 3. COMPONENTS OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Non-Executive Directors are paid the following remuneration:

Remuneration Components	Operation
Fees	Non-Executive Directors receive a base fee for services to the Board of the Company as well as additional fees for chairing or serving as a member of any of the Board Committees. The respective chairmen of the Board and Board Committees receive a higher base fee, which reflects their responsibility, experience and time commitment to the role.
Meeting Allowances	Non-Executive Directors are paid meeting allowances for attending meetings of the Board and Board Committees as well as general meetings.
Benefits	The chairman of Board is entitled to a company car and a driver.  Non-Executive Directors are insured against Directors and Officer Liability.  Non-Executive Directors are reimbursed for appropriate expenses incurred in the performance of their duties such as travelling expenses, accommodation, etc.

## 4. BASIS OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Remuneration of Non-Executive Directors are based on their level of responsibilities and overall contributions to the Company's long-term objectives.

The Board would ensure that the remuneration of Independent Non-Executive Directors do not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board meetings.

## 5. REVIEW OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Fixed fees and meeting allowances of Non-Executive Directors are reviewed every 2 years. The competitiveness of total remuneration is assessed against companies in the food and beverages industry, companies with good corporate governance practices, companies of similar asset size and companies in which the Company's Directors are on board.

When reviewing the remuneration of Non-Executive Directors, the Remuneration Committee will seek independent professional advice, if necessary and make recommendations to the Board for any increase in remuneration.

The Board will review the proposed increase in remuneration recommended by the Remuneration Committee, and seek shareholders' approval at annual general meeting accordingly.

## **6. REVIEW OF THIS POLICY**

The Remuneration Committee shall with the assistance of management review the adequacy of this Policy on a regular basis and may from time to time recommend proposed changes to the Board as it deems appropriate to reflect new best practices and new legal or regulatory requirements.

## **7. DISCLOSURE OF THIS POLICY**

The Board will make appropriate disclosure in the Company's annual report of the key aspects of this Policy in line with the Malaysian Code on Corporate Governance.

This Policy will be published on the Company's corporate website.

--End of Policy--