

**Digi.Com Berhad (Company No. 425190-X)**  
**Non-Executive Directors' Remuneration Policy**



## **1. Introduction**

The Non-Executive Directors' Remuneration Policy is a policy established under the Terms of Reference of Remuneration Committee. The Remuneration Committee reviews this Policy at least annually to ensure it remains appropriate for the needs of Digi.Com Berhad ("Digi" or "the Company"). The Board considers that appropriate levels of remuneration and compensation are essential to enhance the Group's long-term value creation for the shareholders

## **2. Objective**

The Board's Policy on Non-Executive Directors' remuneration is as follows:-

- To attract, retain and motivate directors of a required caliber to run the Company successfully;
- To remunerate directors fairly;
- To ensure that the directors' remuneration reflects their experience and responsibilities including providing leadership and guidance to management and time commitment;
- To build sustainable shareholder value by aligning the interests of directors with the long term interests of shareholders by not linking fees to the results of Digi.

## **3. Determination of Non-Executive Director Remuneration**

The Remuneration Committee makes recommendations to the Board in relation to the remuneration framework for directors.

The Non-Executive Directors' remuneration is a matter to be decided by the Board as a whole with the director concerned to abstain from deliberations and voting on decision in respect of his/her individual remuneration. The Board reviews the non-executive directors' remuneration annually having regard to recommendations from the Remuneration Committee.

Fees and benefits payable to the Directors of the Company and its subsidiaries (if any), are subject to shareholders' approval at general meeting. The total amount of directors' fees paid to Non-Executive Directors must not exceed the maximum amount the shareholders authorise at general meeting.

**Digi.Com Berhad (Company No. 425190-X)**  
**Non-Executive Directors' Remuneration Policy**



#### **4. Main component of Non-Executive Director's Remuneration**

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

##### **4.1 Independent Non-Executive Directors**

###### **Fee**

- Fee for independent non-executive director based on his/her responsibility in Committees and Board and/or the special skills and expertise he/she brings to the Board.

###### **Meeting Attendance Allowance**

- Meeting attendance allowance in respect of Audit & Risk Committee Meeting **ONLY**. Additional meeting attendance allowance is payable for Chairman of Audit & Risk Committee to reflect the commitment and responsibility associated with this position.
- The Audit & Risk Committee Meeting allowance for Non-Executive Directors shall be approved by the Company in general meeting.

###### **Provision of Handphone and Handphone allowance**

- Entitled to be requested by Independent Director once every two years;
- This eligibility covers provision of phone device as part of Independent Director remuneration. The devices can be referred to as smart phones or tablets;
- The assigned phone plan accompanying the device will be an unlimited rate plan.
- The pricing of each device will not exceed RM5,000 and no accessories can be included. There is no restriction to type or model or brand.
- This benefit will be subjected to taxation, however currently exempted from tax by IRB. The value of the device/benefit will be reported in the EA form.
- The device is owned by the Independent Director and not required to be registered in the Fixed Assets Register or Inventory of the Company.

##### **4.2 Non-Independent Non-Executive Director representing Telenor**

###### **Fee and Meeting Attendance Allowance**

- No fee and meeting attendance allowance pursuant to the remuneration policy of Telenor for nominee directors.

**Digi.Com Berhad (Company No. 425190-X)  
Non-Executive Directors' Remuneration Policy**



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

**Fee**

- No fee.

**Meeting Attendance Allowance**

- Meeting attendance allowance for Board meetings **ONLY** and shall be approved by the Company in general meeting.

The non-executive directors do not receive bonuses, incentive payments, compensation or additional allowance for membership in one or more of the Board's committees.

The allowance shall be fixed in sum and not by a commission on or percentage of profits or turnover. Any allowance paid to an alternate Director shall be agreed between himself and the director nominating him and shall be paid out of the remuneration of the latter.

**5. Approval**

This Policy was approved by the Board of Directors on 13 March 2017.