

DIRECTOR REMUNERATION POLICY

INNATURE BERHAD

Document

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DIRECTOR REMUNERATION POLICY

1. Introduction

This Director Remuneration Policy (“Policy”) is designed to provide a structural approach in attracting and retaining high caliber directors to drive InNature Berhad (“Company”) and its subsidiaries (“Group”) towards strategical and operational success.

This Policy is guided by the following principles:

- Remuneration and rewards granted shall be aligned with the Group’s objectives, shareholders’ interest and in compliance with the relevant statutory requirements;
- The processes shall be fair, transparent and subject to review by the Nominating & Remuneration Committee (“NRC”) from time to time; and
- Performance measurement shall be based on individual merits, qualification, competence and free from biases.

2. Policies and Procedures

2.1 Remuneration of Executive Directors

- The remuneration of Executive Directors comprises of basic salary, performance bonus, benefits-in-kind and any other additional rewards as approved.
- Salaries of Executive Directors shall be determined based on nature of responsibilities, individual competency and working experience, overall business performance as well as pay conditions within the similar industry.
- Bonuses entitled by Executive Directors is variable and determined based on performance assessment which will be conducted at the end of each financial year.
- Benefits of Executive Directors shall include those that are available for all employees in the Group, including but not limited to, group and personal insurance, medical benefits, annual leave, employee provident fund and etc.
- Remuneration of Executive Directors are to be reviewed and proposed by the NRC to the Board of InNature (“Board”) for approval.
- The Executive Directors concerned shall not participate in the decision of their own remuneration but may attend NRC meeting at the invitation of NRC Chairman.

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2.2 Fees and Benefits of Non-Executive Directors

- Fees payable to Non-Executive Directors shall be by a fixed sum, without any commission, benefits-in-kind or performance-based bonus.
- A Non-Executive Director is entitled to receive fixed rate allowance for attending physical meetings as and when held by the Company.
- Fees and benefits of Non-Executive Directors shall reflect the experience and level of responsibilities undertaken by respective directors.
- The fees and benefits payable to Non-Executive Directors will be determined by the recommendation from NRC to the Board, before obtaining shareholders' approval through a resolution passed at a general meeting.

3. **Review of Policy**

This Policy is subject to periodic review by the NRC and the Board's approval shall be obtained for any amendment or changes made from time to time.