PARKLAND

PARKLAND BERHAD
[Registration No. 202101008874 (1409173-M)]

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Adopted w.e.f. 27 April 2026)

1. OBJECTIVES

The principal objectives of the Remuneration Committee ("**RC**") are to assist the Board of Directors ("**Board**") of Parkland Berhad ("**Parkland**" or the "**Company**") in their responsibilities:

(a) to establish and implement competitive and appropriate remuneration policies, procedures and packages, including reviewing and recommending matters relating to the remuneration, fee and other benefits of the Board and senior management; and

(b) to ensure that all Directors and senior management are fairly rewarded for their individual contributions to the Company's overall performance and that the remuneration is commensurate with the level of executive responsibility and is appropriate in light of the Company's performance.

Terms of reference ("**TOR**") of RC is established pursuant to the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and in line with the Malaysian Code of Corporate Governance ("**MCCG**") issued by the Securities Commission Malaysia.

2. COMPOSITION

(a) The Board shall appoint the RC members from amongst themselves, comprising at least three (3) members, exclusively of Non-Executive Directors, of which a majority of whom shall be Independent Directors.

(b) The Chairman of the Board must not be a member of the RC.

(c) No alternate Director shall be appointed as a member of the RC.

3. CHAIRMAN

(a) The Chairperson of the RC shall be an Independent Director identified by the Board from amongst the RC members.

(b) The Chairman of the RC shall chair all the RC meetings but in the absence of the Chairman, the members of the RC can elect from amongst themselves as the Chairman of the RC meeting.

4. RETIREMENT AND RESIGNATION

If any member of the RC or Chairman of the RC retires, re-designates, resigns, dies, or for any reason ceases to be a member or Chairman resulting in the number of members be reduced to below three (3), the Board shall, within three (3) months of the event, appoint such number of the new member(s) or Chairman as may be required to fill the vacancy.

Members of the RC may relinquish their membership in the RC with prior written notice to the Board.

5. SECRETARY(IES)

The Secretary(ies) of the RC shall be the Company Secretary(ies) of the Company. The Secretary(ies) shall be responsible for the following:

(a) drawing up the meeting agenda, in consultation with the RC Chairman, and circulating it together with the relevant papers at least five (5) business days prior to each meeting;

(b) preparing the minutes of the RC meetings and recording the conclusions of the RC in discharging its duties and responsibilities;

(c) ensuring the minutes of the RC meetings are endorsed by the RC Chairman before circulating promptly to all members of the RC and making the same available to Board members who are not members of the RC; and

(d) ensuring the minutes of the RC meetings are properly kept and produced for inspection if required.

6. TERM OF OFFICE

The term of office, the effectiveness and performance of the RC and each of its members would be reviewed by the Board to assess whether the RC and its members have carried out their duties in accordance with this TOR.

7. MEETINGS

(a) The RC shall meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman or any member of the RC may call for additional meetings at any time at their discretion.

(b) Reasonable notice of RC meetings shall be given in writing sent through the post, facsimile, electronic mail and by any means of telecommunication in permanent written form to all the RC members, except in the case of emergency, where the RC may waive such requirement.

(c) The RC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the RC members as a whole a reasonable opportunity to participate. Any member of the RC participates at a RC meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting provided that at least one (1) of the RC members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

(d) Other Board members, any member of management, employees, and/or consultants may attend the RC meeting upon invitation of the RC.

(e) Questions arising at any meeting of the RC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the RC shall have a second or casting vote.

(f) A member of the RC who has an interest or is involved directly or indirectly in any matter under consideration by the meeting shall abstain from deliberating and voting, such as his/her Directors' fee and other benefits.

8. QUORUM

The quorum shall consist of at least two (2) members, who are Independent Non-Executive Directors.

9. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the RC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more RC members. Any such document may be accepted as sufficiently signed by a RC member if it is transmitted to the Company by electronic mail, telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a RC member. All such resolutions shall be described as "RC Members' Resolution in Writing" and shall be forwarded or otherwise delivered to the Company Secretary(ies) without delay and shall be recorded by the Company Secretary(ies) in the minutes book.

10. MINUTES

(a) Minutes of each RC Meeting shall be kept at the registered office of the Company and distributed to each member of the RC and also to the other members of the Board. The RC Chairman shall report on the proceedings of each meeting to the Board.

(b) The Minutes of the RC Meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

(c) The RC members or Board members may inspect the minutes of each RC meeting at the registered office of the Company or such other place as may be determined by the RC.

11. REPORTING

The Chairman of the RC shall report to the Board on the proceedings of each meeting and on matters as it considers appropriate within its TOR at the next Board meeting after each RC meeting, but more frequently if it so wishes, either formally in writing or verbally. When presenting any recommendations to the Board for approval, the RC shall provide such background and supporting information as may be necessary for the Board to make an informed decision.

The RC shall report to the Board on any specific matters referred to it by the Board.

12. AUTHORITY

The RC shall, in accordance with the procedures to be determined by the Board and at the cost and expense of the Company, where necessary and reasonable for the performance of its duties:

(a) have full and unrestricted access to the details/information on the remuneration packages of the Group Managing Director, Executive Director and senior management;

(b) have full and unlimited/unrestricted access to all information and documents/resources which are required to perform its duties;

(b) be able to draw advice from professionals or experts, for the purpose of assessing the remuneration, fee and other benefits of the Board and senior management, and to secure the attendance of persons with relevant experience and expertise if it considers necessary; and

(c) be entitled to the services and advice of the Company Secretary(ies) who must ensure that all decisions made on the remuneration packages of the Directors be properly recorded and minuted in the minutes book.

13. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the RC are as follows:

(a) Formulate and recommend a framework of remuneration for the Group Managing Director, Executive Directors and senior management for the Board's approval. There should be a balance in determining the remuneration package, which takes into account the demands, complexities and performance of the Company and its subsidiaries ("**Group**"); and which should be sufficient to attract, retain and motivate the Directors and senior management of calibre who are able to provide the necessary skills and experience as required, and yet not excessive, in order to run the businesses of the Group successfully. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefit-in-kind.

(b) Review and assess the remuneration package of the Executive Directors and senior management in all forms, with or without other independent professional advice or other outside advice. The remuneration packages shall be determined on the basis of the Directors' and key senior management's merit, qualification and competencies, while having regard to the Group's operating results, individual performance and comparable market statistics, which are aligned with the business strategy and long-term objectives of the Group. In addition, the performance of the Group in managing material sustainability risks and opportunities should also be considered.

(c) Ensure the level of remuneration or fee should reflect the experience and level of responsibilities undertaken by the particular Director.

(d) Recommend to the Board the remuneration package of the Executive Directors and Directors' fee and other benefits for Non-Executive Directors, and if deemed fit, to table the Directors' fee and other benefits for Non-Executive Directors at a general meeting for shareholders' approval.

(e) Ensure that the remuneration, incentives and other benefits for Independent Directors do not conflict with their obligations to bring objectivity and independent judgement to the Board.

(f) Review annually the performance of the Directors and senior management, and recommend specific adjustments relating to the remuneration and/or reward payments for the Board's consideration and decision.

(g) Oversee the qualitative and quantitative disclosures of remuneration made in the Company's annual report. A detailed disclosure of the remuneration of Directors shall appear in the Company's annual report, having regards to the interest of all parties including the Company, Directors and shareholders. The Company should also disclose annually the details of any remuneration payable to the senior management in line with the MCCG.

(h) Ensure fees and benefits payable to Directors, and any compensation for loss of employment of Group Managing Director or Executive Directors are approved by shareholders at general meeting.

(i) Review and recommend to the Board the compensation payable to the Directors and senior management in connection with any loss or termination of their office or appointment or arrangements relating to dismissal or removal for misconduct and to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

(j) Review and recommend to the Board the compensation payable to the Directors and senior management in connection with any loss or termination of their office or appointment or arrangements relating to dismissal or removal for misconduct and to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

(k) Review and recommend to the Board the compensation payable to the Directors and senior management in connection with any loss or termination of their office or appointment or arrangements relating to dismissal or removal for misconduct and to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company.

(l) Oversee any major changes in employee remuneration and benefit structures throughout the Group.

(m) Recommend to the Board on the appointment of experts or consultants, where necessary to fulfil its responsibilities.

(n) Act in line with the directions of the Board.

(o) Consider and examine such other matters as delegated by the Board or as the RC considers appropriate.

14. <u>REVIEW OF THE TOR</u>

This TOR shall be assessed, reviewed and updated periodically in accordance with the Group's practices, MMLR, MCCG and any other applicable regulatory requirements. All amendments to the TOR, as recommended by the RC, must be approved by the Board.

A copy of this TOR is available on the Company's website.

This TOR of RC was approved and adopted by the Board on 27 April 2026.

- The rest of this page has been intentionally left blank -