

KSL HOLDINGS BERHAD
Registration No. 200001008827 (511433-P)

REMUNERATION POLICY FOR DIRECTORS

The Board of Directors of KSL HOLDINGS BERHAD (“KSL” or “the Company”) hereby adopts the following policy and procedures on REMUNERATION POLICY FOR DIRECTORS, as defined below. The Policy defined herein shall be reviewed and amended by the Board of Directors (“the Board”) from time to time at the recommendation of the Remuneration Committee.

1. Objective

This policy outlines the principles and framework for determining the remuneration of directors of KSL. It ensures that the remuneration structure supports the Company’s strategic objectives and long-term growth while complying with Bursa Malaysia’s Listing Requirements and the Malaysian Code on Corporate Governance.

2. Scope

This policy applies to:

- Executive Directors
- Non-Executive Directors (including Independent Directors)

3. Guiding Principles

Director remuneration shall be:

- Aligned with service contracts (for Executive Directors)
- Evaluated annually based on individual and Board performance
- Linked to the Company’s financial and non-financial performance
- Commensurate with responsibilities, risks, and market benchmarks
- Transparent and subject to shareholder approval where required

4. Remuneration Components

4.1 Executive Directors

Remuneration shall consist of:

- **Fixed Remuneration:** Salary, fixed allowances, and benefits as stipulated in the individual's service contract.
- **Variable Remuneration:** Performance-based bonuses or incentives, assessed annually based on:
 - Achievement of individual KPIs
 - Company performance (financial results, operational efficiency, ESG metrics)
 - Recommendation from the Nomination and Remuneration Committee (NC & RC)
- **Other Entitlements:** Benefits-in-kind, retirement benefits (if applicable), and provisions under employment contracts.

4.2 Non-Executive Directors (including Independent Directors)

- Paid **directors' fees** and **meeting allowances**, subject to shareholder approval.
- Not eligible for performance-based bonuses or share options.
- Fees reflect experience, duties, and time commitment, and are benchmarked against other listed companies.

5. Performance Evaluation

- The NC & RC shall conduct an **annual evaluation** of each director's performance, considering:
 - Attendance and participation in Board and committee meetings
 - Contribution to Board deliberations and decision-making
 - Leadership and strategic insight
- Performance outcomes will inform remuneration adjustments (where applicable).

6. Review and Approval Process

- The NC & RC will **review remuneration levels annually** and make recommendations to the Board.

- Fees for Non-Executive Directors and any benefits payable to Executive Directors (outside service contracts) are **subject to shareholders' approval** at the Annual General Meeting (AGM).

7. Disclosure and Transparency

The Company will disclose the **individual directors' remuneration** in the Annual Report / Corporate Governance Report as per Bursa Malaysia Listing Requirements and the Malaysian Code on Corporate Governance.

8. Policy Review

This policy shall be reviewed by the NC & RC at least once every three (3) years or as and when necessary to ensure its relevance and compliance with best practices and regulatory requirements.

Reviewed on 28/08/2025