

BEE SAME GROUP BERHAD

[Registration No.: 202501045773 (1647181-D)]

(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

("TERMS OF REFERENCE")

DEFINITIONS:

DATE ESTABLISHED

The Committee was established on 24 April 2026.

OBJECTIVES

The Committee is established to:

- develop and formulate a transparent policy on the remuneration of Directors and senior management, and to set the remuneration package of individual Directors and senior management;
- adopt a formal and transparent procedure for determining the remuneration package of the Directors and senior management, which is to be based on objective considerations of the merits and values of the Director's and senior management's contribution to the Company;
- ensure that the CEO's remuneration, benefits and rewards are linked to corporate and individual performance;
- ensure that the remuneration packages are sufficient to attract and retain the Directors and senior management needed to manage the Company successfully; and
- review the remuneration packages annually to assess its competitiveness and attractiveness, and provide recommendations where appropriate.

The Committee shall also perform such other functions assigned by the Board.

COMPOSITION OF THE COMMITTEE

The Board shall elect the Committee members from among themselves, comprising no fewer than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board on an annual basis to determine whether its members have carried out their duties in accordance with this Terms of Reference.

The Chairperson of the Board and/or any alternate Director must not be a member of the Committee.

RETIREMENT AND RESIGNATION

In the event of any vacancy resulting in the reduction of the number of members of the Committee to below three (3), the vacancy shall be filled within three (3) months thereof.

CHAIRPERSON

The Chairperson of the Committee (“Chairperson”) shall be elected among the Committee members whom shall be an independent non-executive Director appointed by the Board.

The Chairperson shall chair all meetings of the Committee other than matters concerning him/herself. In the absence of the Chairperson of the Committee, the remaining Committee members present shall elect one (1) of their members as Chairperson of the Committee meeting.

SECRETARY

The Secretary shall also be the secretary of the Committee and shall be responsible, in consultation with the Chairperson, for drawing up the agenda and circulating it prior to each meeting, preparation of minutes for all Committee meetings and keeping said minutes.

MEETINGS

The Committee shall meet at least one (1) time a year or more frequently as and when the Chairperson or any member of the Committee deem necessary to fulfill its duties.

The Secretary shall on the requisition of the members of the Committee, summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing sent through the post, facsimile, electronic mail or by any means of telecommunication in permanent written form to all Committee members.

Other Board members and/or employees may attend the Committee meeting(s) upon invitation of the Committee.

Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the Committee meeting.

ChairpersonChairpersonChairpersonMembers of the Committee may participate in a meeting by means of conference telephone, conference videotape or any other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee. In the event of an equality of votes, the Chairperson shall be entitled to a second or casting vote. The Chairperson shall not have a casting vote when only two (2) members (one of whom is the Chairperson) form a quorum or when only two (2) members are competent to vote on the question at issue.

Any member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting must declare his/her interest in the matters and shall abstain from deliberating and voting on the said matter.

MINUTES

- Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board who are not in the Committee for notation.
Chairperson
- The minutes of the Committee meeting shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed,

shall be conclusive evidence of proceedings of the meeting duly held.

- The Committee members may inspect the minutes of the Committee at the registered office or such other place as may be determined by the Committee.
- Chairperson

QUORUM

The quorum for each Committee meeting shall be at least two (2) members and the majority of the members present at the Committee meeting must be independent non-executive Directors. No business shall be transacted unless a quorum is present either in person or by telephone, television, video conferencing or any other audio and/or visual device which permits instantaneous communication.

REPORTING

- The Committee, through its Chairperson shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within this Terms of Reference at least once a year, but more frequently as it deems necessary.
- The Committee shall report to the Board on any specific matters referred to it by the Board.
- The Secretary shall circulate the minutes of the Committee meetings to all members of the Board.

FUNCTION AND RESPONSIBILITIES

- The Committee shall consider the scope of service agreements and remuneration of executive Directors, CEO and senior management of the Group and make such recommendations to the Board as the Committee thinks fit.
- The Committee shall review and make recommendations to the Board on the remuneration policies and packages of executive Directors, CEO and senior management of the Group.
- The Committee shall, on an annual basis and after taking due consideration of the assessment by the Nomination Committee of the Group, of the effectiveness and contribution of every Director, CEO and senior management of the Group concerned, review the remuneration packages of Directors, CEO and senior management of the Group and recommend to the Board specific adjustments in remuneration packages, if any.
- The Committee shall review and make recommendations to the Board on Director's fees and other remuneration of non-executive Directors and independent Directors linking the level of remuneration to their level of responsibilities and contribution to their respective Board of Directors.
- The Committee shall oversee any major changes in employee remuneration and benefit structures throughout the Group.
- The Committee shall review the policies governing the remuneration of Directors as well as policies governing the remuneration and promotion of senior management of the Group annually.
- The Committee may recommend to the Board the appointment of the services of external advisers or consultants, as it deems necessary to fulfill its responsibilities.

OTHER FUNCTIONS

- The Committee may obtain such information as it may require on the remuneration of any executive Director, CEO or employee of the Group.
- The Committee shall be entitled to secure the attendance of any person with the relevant experience and expertise at Committee meetings if the Committee considers this appropriate.
- In considering its recommendations to the Board, the Committee shall be entitled to ensure that performance-related elements of remuneration should form a significant proportion of the total remuneration package of executive Directors, CEO as well as senior management of the Group and

should be designed to align their interests with those of shareholders and to give such executive Directors, CEO and senior management the incentives to perform at the highest levels.

- The Committee may recommend to the Board, reasonable remuneration packages needed to attract, retain and motivate the Group's executive Directors, CEO and senior management of required quality.
- The Committee may consider and recommend to the Board, where to position the executive Directors, CEO and senior management relative to other companies and to be aware what comparable companies are paying, taking account of relative performance and using such comparisons with caution.
- The Committee shall consider other matters as referred to the Committee by the Board or the boards of directors of the respective subsidiaries.

ATTENDANCE OF OTHER DIRECTORS AND EMPLOYEES

The Board must ensure that other Directors and employees attend any particular Committee meeting only at the Committee's invitation, specific to the relevant meeting.

RIGHTS OF THE COMMITTEE

The Company must ensure that wherever necessary and reasonable for the performance of its duties, the Committee must, in accordance with a procedure to be determined by the Board and at the cost of the Company:

- have authority to investigate any matter within this Terms of Reference;
- have the resources which are required to perform its duties;
- have full and unrestricted access to any information pertaining to the Group;
- be able to obtain independent professional or other advice; and
- be able to convene meetings excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

REVIEW OF THE COMMITTEE

The Board must review the following:

- terms of office of each of the Committee members on an annual basis; and
- performance of the Committee and each of its members annually,

to determine whether the Committee and such members have carried out their duties in accordance with this Terms of Reference.

AUTHORITY

The Committee is authorised:

- to seek any information it requires from any employee of the Group in order to perform its duties;
- to obtain, at the Company's expense, outside legal or other professional advice on any matters within this Terms of Reference; and
- to call and question any employee at the Committee meeting as and when required.

ELECTED MEMBERS

For information on the current members of the Committee, please refer to the Corporate Information section, under “Investor Relations” on the Company’s corporate website at: [please insert]

CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a Committee meeting duly called and constituted.

Any such resolution shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. Any such documents may be accepted as sufficiently signed by the Committee if transmitted to the Company by facsimile or electronic mail or digital written message to include as a signature of a member of the Committee.

REVIEW OF THE TERMS OF REFERENCE

The Committee shall recommend any changes to this Terms of Reference in such manner as the Committee deems appropriate to the Board for approval. This Terms of Reference shall be assessed, reviewed and updated where

necessary, i.e. when there are changes to the Malaysian Code of Corporate Governance, the Listing Requirements or any other regulatory requirements that affects this Terms of Reference. This Terms of Reference should also be reviewed and updated by the Board when there are changes to the direction or strategies of the Group that may affect the Committee's role. This written Terms of Reference will be made available on the Company's website.

This Terms of Reference was adopted by the Board on 24 April 2026.

END

being, by whatever name called, and whether or not he/she is a director.

Securities Berhad including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification

301033577 (635998-W)] for so long as the shares of the Company are listed and quoted on the Bursa Malaysia Securities Berhad and/or such other st

number of them as have authority to act for the Company.

ties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.