

**GENTING PLANTATIONS BERHAD**  
**Registration No. 197701003946 (34993-X)**

**REMUNERATION COMMITTEE**

The Remuneration Committee (“Committee”) was established in 2002 to serve as a Committee of the Board of Directors of the Company (“Board”).

**Terms of Reference of Remuneration Committee**

The Committee is governed by the following terms of reference:

**1. Composition**

The Committee shall be appointed by the Board from amongst the Directors and shall consist of non-executive Directors with a majority of them being Independent Directors.

**2. Authority**

The Committee shall have the authority to consider, review and/or make recommendations to the Board in relation to the functions delegated by the Board from time to time.

**3. Functions**

To make recommendations to the Board on the remuneration packages of the Executive Directors and members of the Committees of the Board.

**4. Duties and Responsibilities**

To carry out the functions described above, the Committee shall have the following duties and responsibilities:

- Review the remuneration packages of the Executive Directors and members of the Committees of the Board and recommend to the Board for approval.

**5. Meetings**

- (i) The Committee is to meet at least twice a year and additional meetings may be called as and when deemed necessary.
- (ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.
- (iii) The meetings and proceedings of the Committee are governed by the provisions of the Constitution of the Company regulating the meetings and proceedings of the Board in so far as the same are applicable.
- (iv) When required, the Chairman of the Committee will report and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

**6. Secretary**

The Secretary of the Committee shall be the Company Secretary.

These Terms of Reference were adopted by the Board in February 2018.