



REMUNERATION FRAMEWORK FOR
KLCC PROPERTY HOLDINGS BERHAD
NON-EXECUTIVE DIRECTORS

1.0 Introduction

1.1 General

1.1.1 This Framework is designed to provide the Board of KLCC Property Holdings Berhad ("KLCCP") with the remuneration principles and procedures applicable for its Non-Executive Directors ("NEDs").

1.1.2 So long as the shares of KLCCP remained stapled with the units of KLCC Real Estate Investment Trust ("KLCC REIT"), this Framework is also applicable to the NEDs of KLCC REIT Management Sdn Bhd ("KLCCRM") being the Manager of KLCC REIT.

1.2 Definitions

Type	Description
Benefits	Benefits are not convertible into cash notwithstanding the monetary value attaches to them. Benefits may include but are not limited to petrol allowance.
Fees	Fixed cash compensation payable to the NEDs are in the form of Retainer Fee, Special Fee, and any additional Fee payable to the appointed members of the Board Committees, as well as Meeting Attendance Allowance payable to the NEDs for attendance at the relevant meetings.
Other Benefits	Benefits may include but are not limited to reimbursement for travelling on company's official business, insurance (e.g. Directors and Officers Liability Insurance).
Retainer Fees	A fixed fee paid on a monthly basis to the NEDs who are appointed to perform their specific duties, roles and responsibilities.
Special Fees	A fee in addition to Retainer Fee payable to the NEDs with special experience and skills.

2.0 Fees

2.1 Retainer Fee

- (i) The NEDs are to be paid a fixed retainer fee.
- (ii) The Chairman's retainer fee shall not be more than two times higher than other NEDs' to reflect the additional responsibility assumed by the Chairman.
- (iii) The Alternate Director of an NED (if any) shall not receive any retainer fee.

2.2 Special Fee

- (i) Special Fee is payable to the NEDs with special experience and skills critical for company success.
- (ii) Special Fee is payable per every meeting attendance based on the following formula:

Special fee = Between 1 to 5 times multiple of meeting attendance fee

- (iii) The actual Special Fee amount in relation to the above shall be determined on a case to case basis based on the recommendation of the Nomination and Remuneration Committee ("NRC") and to be approved by the Board.
- (iv) The Special Fee shall only be paid as per the attendance of Board meetings and it does not apply to Board Committees' meetings or general meetings. The Special Fee shall also be paid as an addition to the Attendance Allowance payable to the NEDs.

2.3 Meeting Attendance Allowance

- (i) The NEDs shall be paid attendance allowance for every meeting (Board & Board Committees Meetings) attended.
- (ii) The attendance allowance shall be paid to the Alternate Director (if any) attending the meeting in place of the NED.

2.4 Allowance for Meeting via Tele(Video)-Conferencing

In the event the NEDs are unable to be present at the meeting physically, but attend the meeting via tele(video)-conferencing facilities, they shall be paid an allowance for attending the meeting via tele(video)-conferencing. This allowance is in lieu of the Meeting Attendance Allowance.

3.0 Benefits

3.1 Petrol Allowance

The NEDs are each given petrol card with a fixed maximum amount per annum. The petrol card is not exchangeable for cash. Any expenditure in excess of the maximum amount shall be borne by the respective NEDs.

4.0 Other Benefits

4.1 Directors and Officers Liability Insurance (“D&O Insurance”)

- (i) The NEDs will be provided with D&O insurance to indemnify them to the extent allowable by the Companies Act 2016 and to the extent insurable under the policy of the D&O Insurance.
- (ii) The NEDs may be required to pay an amount annually as to be determined by the Board, being payment for the premium to the insurance cover for the non-indemnifiable portion.

4.2 Travelling on Official Business

The NEDs are entitled for reimbursement on actual expenses relating to accommodation, meals and traveling expenses which are properly incurred by the NEDs whilst on company official business trip.

5.0 Others

- 5.1 Payment of the NED’s Retainer Fee, Attendance Allowance or Tele (video) -Conferencing Allowance as well as Special Fee (if any) to whom is an appointee and employee of PETRONAS will be made directly to the nominated bank account of PETRONAS. The said NED is not entitled to petrol allowance.
- 5.2 The NEDs of KLCCRM are only entitled to Meeting Attendance Allowance / Tele (video) – Conferencing Allowance as well as Special Fee (where applicable). The said allowance / fee is payable only when the meetings of Board or Board Committees of KLCCRM are held on a different date than the meetings of the Board or Board Committees of KLCCP.

Approved by the Board of Directors on 24 January 2019