



REMUNERATION COMMITTEE TERMS OF REFERENCE

REMUNERATION COMMITTEE (TERMS OF REFERENCE)

1. PURPOSE

The Remuneration Committee (the “Committee”) is established by the Board of Directors (“the Board”) of the Company to assist the Board to fulfil its responsibilities in relation to the following areas:

- (a) To achieve a balance between setting the level and structure of the remuneration package of Executive Directors so as to be able to attract and retain the best against its interest in not paying excessive remuneration.
- (b) To ensure that all Executive Directors, Managing Director (“MD”) and Senior Management are fairly rewarded for their individual contribution to the Company’s overall performance and that the remuneration commensurate with the level of executive responsibility and is appropriate in light of the Company’s performance.

2. MEMBERSHIP

- (a) The Committee shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors (“NEDs”).
- (b) A majority of the members of the Committee shall comprise Independent Directors.
- (c) Rotation of the Committee members is encouraged, where practical, to ensure undue reliance is not placed on a particular individual.
- (d) The Board shall appoint the Chairman of the Committee, who shall be an Independent Director. The Chairman shall not be the Chairman of the Board.
- (e) The Company Secretary or her nominee shall act as the Secretary of the Committee.
- (f) In the event of any vacancy in the Committee resulting in the number of members being reduced to below three, the Board shall, within three (3) months fill the vacancy.

3. AUTHORITY

The Committee is authorised by the Board, and at the cost of the Company, to:

- (a) perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- (b) select, engage and obtain, at the cost of the Company, professional advice in order for the Committee to carry out its duties; and
- (c) have full and unrestricted access to information pertaining to the Company.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities as stated in the terms of reference of the Committee shall include the following:

- (a) to administer a fair and transparent policy or procedure for setting remuneration of Directors and senior management, which takes into account the demands, complexities and performance of our Company as well as skills and experience required. The policy or procedure shall be reviewed periodically to ensure relevance to our Group;
- (b) to 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;
- (c) to ensure the level of remuneration is sufficiently attractive and be able to retain and reward our Executive Directors and senior management in order to run businesses of our Group successfully;
- (d) to ensure the level of remuneration or fee should reflect the experience and level of responsibilities undertaken by the particular Director;
- (e) to recommend to our Board the remuneration package of the Executive Directors and directors' fee and other benefits for the Non-Executive Directors;
- (f) when recommending the fee and other benefits for the Independent Directors, the Remuneration Committee shall ensure it does not conflict with the Independent Directors' obligation to bring objectivity and independent judgment on matters discussed at Board meetings;
- (g) to consider and examine such other matters as the Remuneration Committee considers appropriate; and
- (h) to consider any other matters as defined by our Board.

5. CONDUCT OF MEETINGS

- (a) The Remuneration Committee shall meet at least once a year or more frequently as deemed necessary by the Chairman. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board. Such meetings shall either be conducted physically at site or virtually via a secure online platform
- (b) No member of the Committee shall participate in any discussion or decision on their own nomination and remuneration.
- (c) The Secretary/Secretaries, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each Committee meeting, unless with the unanimous consent of the Committee members for calling a shorter notice of meeting.

INSIGHTS ANALYTICS BERHAD
Registration No. 202401035770 (1581617-V)
REMUNERATION COMMITTEE

- (d) The quorum for meeting shall be two (2) members. Should the Chairman of the Committee be absent from meeting, the Committee members present shall appoint a Chairman from amongst them for that particular meeting.
- (e) The Chairman of the Committee, or the Committee members with the approval from the Chairman, may invite any person or persons to attend the Committee meetings, but not necessarily for the full duration of the meeting.
- (f) The Secretary/Secretaries and/or her/their nominee(s) shall be present to record proceedings of Committee meetings. The minutes of Committee meetings shall be kept and copies thereof shall be circulated to all members of the Board after the approval been given by the Chairman.

6. COMMITTEE'S PERFORMANCE

On an annual basis, the Board shall evaluate the Committee's performance and extent to which the Committee has met the requirements of its Terms of Reference.

7. REPORTING

The Chairman shall report on each meeting of the Committee to the Board regarding all relevant matters and appropriate recommendations, for notation or approval by the Board.

8. COMMITTEE ETHICS AND PROCEDURES

Members of the Committee shall safeguard all internal Committee communications concerning any candidates and treat them as strictly private and confidential, and for the use of Committee members only.

The Committee may be required to check references and consult selected third party sources on a confidential basis before making its final recommendations.

9. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference shall be reviewed by the Committee as and when required, especially when there are changes to regulatory requirements or the MCCG where the roles and responsibilities of the Board and the Committee are impacted. All amendments to the Terms of Reference, as recommended by the Committee, must be approved by the Board.

This Terms of Reference was approved by the Board on 15th January 2025.