



ALLIANCE BANK

**GROUP REMUNERATION POLICY
FOR
NON-EXECUTIVE DIRECTORS**

*DEPARTMENT: Group Corporate Secretarial
October 2022*



1. Objective of the Policy

The objective of this Policy is to set an appropriate level of remuneration that is fair and reasonable in line with the market, which reflects the duties and responsibilities and the time required to be spent by the respective Non-Executive Directors, for them to make a meaningful and effective contribution to the affairs of the Bank.

For avoidance of doubt, this Policy is applicable to the Non-Executive Directors of Alliance Bank Malaysia Berhad (“Alliance Bank”) and its licensed institution subsidiaries.

This Policy is not applicable to Directors of Alliance Bank’s licensed institution subsidiaries which are placed under winding-up proceedings and/or other non-licensed institution subsidiaries (whether placed under winding-up proceedings or otherwise).

2. Remuneration Package of Non-Executive Directors

- 2.1 The remuneration of Non-Executive Directors shall include all aspects of remuneration including Director’s fees, allowances, benefits-in-kind and other benefits. The remuneration package should be comparable with the industry and appropriate to attract, retain and motivate the Directors.
- 2.2 The level and structure of remuneration of Non-Executive Directors shall take into account the duties and responsibilities and the time required to be spent by the respective Non-Executive Directors given the scale and complexity of operations of the Bank.
- 2.3 The Group Nomination and Remuneration Committee recommends the remuneration package of Non-Executive Directors to the Board. The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman shall be a matter to be approved by the Board as a whole.
- 2.4 The remuneration package of Non-Executive Directors shall be subject to annual review by the Group Nomination and Remuneration Committee or as and when it deems necessary.



2.5 Individual Non-Executive Directors concerned should abstain from deliberation and decisions on his/her own remuneration.

2.6 In accordance with Section 230 of the Companies Act 2016, the payment of the Non-Executive Directors' fees, and any benefits payable to them including any compensation for loss of employment shall be approved at a general meeting.

3. Expenses

All reasonable out of pocket expenses incurred in connection with the performance of a Non-Executive Director's duties on behalf of the Bank will be reimbursed.

4. Performance based remuneration

Non-Executive Directors are not entitled to participate in equity schemes of the Bank or its subsidiaries, and are not entitled to receive performance-based bonuses or other performance incentives.

5. Update and Review

This policy shall be reviewed on a biennially basis or as and when necessary.