

REMUNERATION POLICY

1. PROCEDURES ON SETTING REMUNERATION

The Remuneration Committee (“RC”), comprising entirely of non-Executive Directors, is appointed by the Board to consider, develop, and maintain a formal and transparent procedure for setting Directors’ remuneration. In setting the remuneration, the RC ensures that the level and structure of remuneration offered is appropriate to the responsibilities undertaken and the level of contribution to the Company, while also taking into consideration pay and employment conditions within the industry and in comparable companies; and aligning the level and mix of remuneration with those of corporate and individual performances. Please refer to the Terms of Reference of the Remuneration Committee for the detailed duties of the RC. Upon deliberation, the RC forms its recommendations and submits them for endorsement by the Board.

The RC seeks expert advice and views on the remuneration of directors and executive officers (i.e. persons having authority and responsibility for planning, directing, and controlling the activities of the Company), where appropriate. The RC also refers to industry practices and norms while setting framework for remuneration whether it is appropriate to attract, motivate and retain the directors of high integrity and capability to provide good stewardship of the Company and executive officers to successfully manage the Company for the long-term. No director is allowed to be involved in deciding his/her own remuneration.

The RC has the option not to grant incentives or to redeem incentive components of remuneration in any year if an Executive Director or an executive officer is involved in circumstances of misstatement of financial results, or misconduct or fraud other than in the ordinary course of business resulting in financial loss to the Company. The executive directors and executive officers of the Company are remunerated on an earned basis and no termination and retirement benefits will be granted to them post-employment.

2. LEVEL & MIX OF REMUNERATION

The RC is tasked to review and recommend to the Board a general framework of remuneration (including but are not limited to directors’ fees, base/fixed salaries, variable or performance-related income, allowances, bonuses, stock options granted, share-based incentives and awards, and benefits in kind) for the Board and executive officers.

The remuneration packages for the executive officers comprise a fixed component (in the form of a base salary and where applicable, fixed allowances determined by the wider Yoma Group’s Human Resource policies) and variable components (made up of short-term incentives in the form year-end bonuses and/or long-term incentives in the form of share scheme allowances) and other benefits-in-kind.

3. DISCLOSURE ON REMUNERATION

This Remuneration Policy is disclosed on the Company’s website as well as in its annual/directors’ report. The total remuneration of employees who are family members of an executive officer (but not themselves an executive officer and whose remuneration level is equivalent to or more than that of an executive officer) are also disclosed.