



**GLOMAC BERHAD**

[Registration No. 198301015139 (110532-M)]

**Directors' Fit and Proper Policy**

**1.0 Objective**

- 1.1 This Policy serves as a guide to the Nomination Committee and the Board of Directors ("the Board") in their review and assessment of candidates for appointment onto the Board as well as Directors who are seeking for re-election.
- 1.2 This Policy set out the fit and proper criteria for the appointment and re-election of Directors.
- 1.3 This Policy is to ensure that each of the Directors possesses the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to discharge his/her role and responsibilities as a Director.

**2.0 Scope**

- 2.1 This Policy shall apply to the Board of Glomac Berhad ("Glomac") and its subsidiaries ("Glomac Group").

**3.0 Fit and Proper Criteria**

- 3.1 In assessing a person's fitness and propriety, the Board through its Nomination Committee, shall consider all relevant factors based on the following overarching criteria:
  1. Character and integrity;
  2. Experience and competence; and
  3. Time and commitment.

3.2 The Nomination Committee shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to the Company. Amongst the key factors that underpin the above overarching criteria as outlined below, which would be assessed by the Nomination Committee taking into account of their relative importance.

**1. Character and Integrity**

(i)	Probity	<ul style="list-style-type: none"> <li>• He/she is compliant with the legal obligations, regulatory requirements and professional standards, where applicable.</li> <li>• He/she has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.</li> </ul>
(ii)	Personal Integrity	<ul style="list-style-type: none"> <li>• He/she has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct.</li> <li>• His/her service contract (i.e., in the capacity of management or as a Director) had not been terminated in the past due to concerns on his/her personal integrity.</li> <li>• He/she has not abused other positions (that he/she has held) in a manner that contravenes the principles of good governance.</li> </ul>
(iii)	Financial Integrity	<ul style="list-style-type: none"> <li>• He/she manages personal debts or financial affairs satisfactorily.</li> <li>• He/she demonstrates the ability to fulfill personal financial obligations as and when they fall due.</li> </ul>
(iv)	Reputation	<ul style="list-style-type: none"> <li>• He/she is of good repute in the financial and business community.</li> <li>• He/she has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past ten (10) years.</li> <li>• He/she has not been substantially involved in the management of a business or company which has failed, where the failure has been occasioned in part by deficiencies in that management.</li> </ul>

## 2. Experience and Competence

(i)	Qualifications, trainings and skills	<ul style="list-style-type: none"> <li>• He/she possesses education qualification that is relevant to the skill set that such Director is earmarked to bring or to bear onto the boardroom (i.e., a match to the Board skill set matrix).</li> <li>• He/she has a considerable understanding on the working of a corporation.</li> <li>• He/she possesses general management skills as well as understanding of corporate governance, and appreciation of sustainability issues.</li> <li>• He/she keeps knowledge current based on continuous professional development.</li> <li>• He/she possesses leadership capabilities and a high-level of emotional intelligence.</li> </ul>
(ii)	Relevant experience and expertise	<ul style="list-style-type: none"> <li>• He/she possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.</li> </ul>
(iii)	Relevant past performance or track record	<ul style="list-style-type: none"> <li>• He/she had a career of occupying a high-level position in a relevant organisation, and was accountable for driving or leading the organisation's governance, business performance or operations.</li> <li>• He/she possesses commendable past performance record as gathered from the results of the Board Effectiveness Evaluation.</li> </ul>

## 3. Time and Commitment

(i)	Ability to discharge role having regard to other commitments	<ul style="list-style-type: none"> <li>• He/she is able to devote time as a Board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).</li> </ul>
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(ii)	Participation and contribution in the Board or track record	<ul style="list-style-type: none"> <li>• He/she demonstrates willingness to participate actively in Board activities.</li> <li>• He/she demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom.</li> <li>• He/she manifests passion in the vocation of a Director.</li> <li>• He/she exhibits ability to articulate view independently, objectively and constructively.</li> <li>• He/she exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others.</li> </ul>
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3.3 A person who has been identified for appointment as a Director or for re-appointment/re-election within the Company shall be required to make the fit and proper declaration in the form as set out in Appendix 5 of the Board Charter or in such other form as the Nomination Committee may from time to time prescribe or approve.

This Policy is reviewed and approved by the Board on 29 June 2022.