

BANK ISLAM MALAYSIA BERHAD BOARD CHARTER

SECTION 1: INTRODUCTION

The Board Charter contains broad principles and requirements on the Board's governance in accordance with the principles of good corporate governance as set out in the recommendation and guidelines issued by the relevant regulatory authorities. The Board is expected to be fully committed in promoting and sustaining a strong culture of good corporate governance and uphold high standards of business integrity and professionalism when carrying out their duties and responsibilities as directors of Bank Islam Malaysia Berhad ("Bank Islam") in line with ethical values and Islamic principles.

SECTION 2: BOARD COMPOSITION

- 2.1** The Board and the Board Committees must be of a size that promotes effective deliberations, encourages active participation of all directors and allows the work of the various Board Committees to be discharged without giving rise to an over extension of directors that are required to serve on multiple Board Committees.
- 2.2** Clause 140 of Bank Islam's Constitution specifies that the number of directors shall not be less than five (5) and not more than fifteen (15).
- 2.3** Bank Negara Malaysia Corporate Governance Policy ("BNM CG Policy") specifies the requirement on the Board composition as follows:-
 - 2.3.1** The Chairman of the Board must not be an executive and must not have served as the Chief Executive Officer ("CEO") of the Bank in the past five (5) years.
 - 2.3.2** The Board must not have more than one (1) executive director, unless approval from Bank Negara Malaysia ("BNM") is obtained.
(Executive Director refers to a director who has management responsibilities in Bank Islam or any of its affiliates).
 - 2.3.3** The majority of the Board members must be independent directors.
 - 2.3.4** Directors who are board members of Bank Islam and its affiliates must remain in the minority.
- 2.4** The Board and Board Committee composition shall take into account the requirements of BNM CG Policy, Chapter 15 of Bursa Malaysia Securities Main Market Listing Requirements ("LR") as well adopt the following recommendations of the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"):-
 - 2.4.1** The position of Chairman and CEO must be held by different individuals.
 - 2.4.2** Chairman of the Board shall not be a member of the Board Audit & Examination Committee, Board Risk Committee and Board Nomination & Review Committee.

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- 2.5** Senior Independent Director ("SID") must meet the following criteria:
- 2.5.1** Must be a Non-Executive Director;
 - 2.5.2** Must be elected from among the Independent Non-Executive Directors:
 - (a) With no less than three (3) years' experience as an Independent Non-Executive Director in any public-listed company;
 - (b) Who has served the Board of Bank Islam for no less than one (1) year; and
 - (c) Who recorded satisfactory Board Evaluation Exercise average rating of not less than four (4) or 80% for the last Board Evaluation Exercise.
 - 2.5.3** Subject to an annual evaluation by the Board.
 - 2.5.4** The Board will determine the tenure of the SID. Such tenure shall not be more than three (3) years;
 - 2.5.5** He/she will be rotated upon the expiry of the term as may be approved by the Board.
 - 2.5.6** Notwithstanding the maximum tenure of three (3) years, the Board may determine the extension of the term of the SID if the circumstances warrant the extension. Such extension shall be at the discretion of the Board, based on factors which include the leadership role of the SID is required to address certain critical issues.
- 2.6** Bank Islam encourages diversity from a number of aspects which include skills, knowledge, professional experience, gender, age, cultural background and length of service in the Board composition as it is an important driver of a board's effectiveness.
- 2.7** The Chairman of the Shariah Supervisory Council ("SSC") attends the Board meeting as a permanent invitee. In addition, SSC representatives are also invited as permanent invitee to the Board Risk Committee ("BRC") meeting. Their attendance at the Board and BRC meetings facilitates and assists the Board and BRC members when deliberating issues relating to Shariah.

SECTION 3: DUTIES AND RESPONSIBILITIES

3.1 Fiduciary Duties of Director

- 3.1.1** Directors of Bank Islam have the fiduciary duties to ensure that at all times they exercise their powers for a proper purpose and in good faith in the best interest of the Bank. In discharging their duties, the directors must exercise reasonable care, skill and diligence with the knowledge, skill and experience which may reasonably be expected of a director who has the same responsibilities and any additional knowledge that the director in fact has.

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3.1.2 Directors who make a business judgment is deemed to meet the above requirements, if the director:-

- (a) makes the business judgment for a proper purpose and in good faith;
- (b) does not have any personal interest in the subject matter of the business judgment;
- (c) is informed about the subject matter of the business judgment to the extent the director reasonably believes to be appropriate under the circumstances; and
- (d) reasonably believes that the business judgment is in the best interest of the Bank.

3.1.3 To enable the directors to discharge their fiduciary duties properly, the directors may be provided with information, professional or expert advice, opinions, reports or statements including financial statements and other financial data prepared or presented by the Management or any independent professional advisor engaged by the Bank.

3.2 Roles & Responsibilities of the Board

3.2.1 The Board has the overall responsibility for promoting the sustainable growth and financial soundness of Bank Islam and for ensuring reasonable standards of fair dealing, without undue influence from any party. This includes a consideration of the long-term implications of the Board's decision on Bank Islam, its stakeholders and the general public.

3.2.2 The Terms of Reference of the Board and the respective Board Committees stipulate the primary duties and responsibilities of the Board and the conduct of the Board meeting.

3.2.3 In general, the Board's key roles and responsibilities include but not limited to the following:-

- (a) Oversee the implementation of the Bank's governance framework, risk and internal control framework, and periodically review whether these remain appropriate in light of material changes to the size, nature and complexity of the Bank's operations;
- (b) Ensuring that the Group Strategy Plan supports long-term value creation and embraces strategies on ESG considerations underpinning sustainability (including climate) along with its corresponding opportunities and ESG-related risks;
- (c) Oversee the Bank's compliance with any regulatory requirements as imposed by the relevant regulatory authorities including BNM;

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- (d) Give due regard to the interest of, as the case may be, depositors and investment account holders;
- (e) Oversee the selection, performance, remuneration and succession plans of the Managing Director / CEO, control function heads and other members of senior management, such that the Board is satisfied with the collective competence of senior management to effectively lead the operations of the Bank;
- (f) Oversee that the overall remuneration system of the Bank operates as intended in line with the business and risk strategies, corporate values and long-term interests of the Bank;
- (g) Promote together with the senior management, a sound corporate culture within the Bank which reinforces ethical, prudent and professional behavior. This include the setting of tone from the top to ensure reasonable standards of fair dealing as set out in the BNM Policy Document on Fair Treatment of Financial Consumers;
- (h) Promote sustainability through appropriate environmental, social and governance considerations in the Bank's business strategies;
- (i) Promote timely and effective communication between the Bank and BNM on matters affecting or that may affect the safety and soundness of the Bank;
- (j) Give due regard to any decision of the SSC and BNM Shariah Advisory Council on any issue relating to the business, affairs or activities of Bank Islam;
- (k) Promote Shariah compliance in accordance with the expectations set out in the Group Shariah Compliance Policy and ensure its integration with the Bank's business and risk strategies.

Notwithstanding the above, the responsibilities to oversee the implementation of BNM Shariah Advisory Council rulings and decisions within all business and functional lines, including any business or risk implications has been delegated to the SSC. In the event of any inconsistency between the decision of SSC and the Board on Shariah matters, the SSC decision shall prevail.

While the SSC has distinct responsibilities in relation to Shariah matters, the Board shall remain responsible for the direction and control of the Bank's business and risk strategies.

- (l) Promote together with the senior management, the practice high level of integrity and ethics which include the setting of "tone from the top" leadership by example and cultivate a transparent culture towards anti-bribery and corruption, to effectively manage the corruption risks in the Bank and to ensure the Bank fully comply with the laws and regulation on anti-corruption; and

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- (m) In consultation with the Chairman, regularly or at least once a year, review the performance of individual directors, SSC members, the Group Chief Executive Officer and key senior management and evaluate the effectiveness of the Board and the SSC as a whole and report to the Board as may be necessary.

3.3 Roles & Responsibilities of the Board Committees

3.3.1 The Board delegates specific responsibilities to the following Board Committees to support and facilitate the Board in carrying out its duties and responsibilities:-

- (a) Board Risk Committee ("BRC");
- (b) Board Audit & Examination Committee ("BAEC");
- (c) Board Nomination & Remuneration Committee (BNRC);
- (d) Board Strategic & Sustainability Committee ("BSSC");
- (e) Board Information Technology Committee ("BITC"); and
- (f) Board Financing Review Committee ("BFRC").

3.3.2 The Board Committees operate within clearly defined roles and responsibilities as stipulated in their respective Terms of Reference.

3.3.3 The Board Committees report to the Board on their deliberations, findings and recommendations. Minutes of the Board Committees are submitted to the Board for notification.

3.3.4 The Board remains fully accountable for any authority delegated to the Board Committees.

3.4 Roles & Responsibilities of the Chairman

3.4.1 The Chairman, in leading the Board, is responsible for the effective overall functioning of the Board. In fulfilling this role, the Chairman must:-

- (a) ensure that appropriate procedures are in place to govern the Board's operation;
- (b) ensure that decisions are taken on a sound and well-informed basis, including by ensuring that all strategic and critical issues are brought to the Board's attention, and that directors receive the relevant information on a timely basis;
- (c) encourage healthy discussion and ensure that dissenting views can be freely expressed and discussed;
- (d) provide leadership to the Board and steer the Board to achieve its objectives; and
- (e) lead efforts to address the Board's developmental needs.

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3.5 Roles & Responsibilities of the Managing Director / CEO and Senior Management

3.5.1 The key role of the Managing Director / CEO, amongst others, include:

- (a) develop the strategic direction of the Bank;
- (b) ensure that the Bank's strategies and corporate policies are effectively implemented;
- (c) ensure that Board decisions are implemented and Board directions are responded to;
- (d) provide directions in the implementation of short and long term business plans;
- (e) provide strong leadership; i.e., effectively communicate the vision, management philosophy and business strategy to the employees;
- (f) keep the Board fully informed of all important aspects of the Bank's operations and ensuring sufficient information is distributed to the Board members; and
- (g) Ensure the day-to-day business affairs of the Bank are effectively managed.

3.5.2 The Managing Director / CEO in leading senior management bears primary responsibility over the day-to-day management of the Bank. The responsibilities of senior management include:-

- (a) implement the business and risk strategies, remuneration and other policies in accordance with the direction given by the Board;
- (b) establish a management structure that promotes accountability and transparency throughout the financial institution's operations, and preserves the effectiveness and independence of control functions;
- (c) promote, together with the Board, a sound corporate culture within the Bank which reinforces ethical, prudent and professional behaviour;
- (d) address actual or suspected breaches of regulatory requirements or internal policies in a timely and appropriate manner; and
- (e) regularly update the Board with the material information the Board needs to carry out its oversight responsibilities, particularly on matters relating to:-
 - (i) the performance, financial condition and operating environment of the Bank;
 - (ii) internal control failures, including breaches of risk limits; and

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- (iii) legal and regulatory obligations, including supervisory concerns and the remedial actions taken to address them.

3.6 Roles & Responsibilities of Independent Director

- 3.6.1** Independent directors should ensure a strong element of independence on the Board, both in thought and actions.
- 3.6.2** The effective participation of independent directors enhances accountability in the Board's decision-making process. The responsibilities of an independent director include the following:-
- (a) Provide and enhance the necessary independence and objectivity to the Board;
 - (b) Ensure effective checks and balances on the Board;
 - (c) Mitigate any possible conflict of interest between the policy making process and the day-to-day management of the Bank;
 - (d) Constructively challenge and contribute to the development of business strategy and direction of the Bank; and
 - (e) Ensure that adequate systems and controls to safeguard the interests of the Bank are in place.
- 3.6.3** An independent director must immediately disclose to the Board any change in his/her circumstances that may affect his/her status as an independent director. In such a case, the Board must review his/her designation as an independent director and notify BNM in writing of its decision to affirm or change his/her designation.
- 3.6.4** All independent directors are required to provide a declaration to confirm the status of his/her independence on annual basis to Corporate Secretarial Department.

3.7 Roles & Responsibilities of Senior Independent Non-Executive Director

- 3.7.1** In addition to his/her role as an Independent Director, the additional responsibilities of Senior Independent Non-Executive Director include the following:
- (a) Providing a sounding board for the Chairman;
 - (b) An intermediary for other Directors when necessary and specifically serves as the principal conduit between the Independent Non-Executive Directors and the Chairman on sensitive issues;

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- (c) Promote high standards of corporate governance and ensure that the Company's obligations to shareholders are understood and complied with;
- (d) Ensure the composition of the Board with regards to the number of Independent Directors adheres to the relevant requirements and regulations;
- (e) Being available for confidential discussions with other Non-Executive Directors who may have concerns which they believe have not been properly considered by the Board as a whole;
- (f) Being available to shareholders and other stakeholders if they have any concerns which are unable to be resolved through the normal channels of Chairman, Chief Executive Officer and Chief Financial Officer, or if contact through these channels is deemed inappropriate;
- (g) Chair Board meetings in the absence of the Chairman;
- (h) Chairman of the BNRC; and
- (i) Assess the conflict of interest for the Chairman of the Board upon receipt of notification from the Chairman of the Board on his new appointment or directorship in other entities.

3.8 Roles & Responsibilities of Nominee Director

- 3.8.1** Nominee director shall act in the best interest of the Bank. In the event of any conflict between his/her duty to act in the best interest of the Bank and his/her duty to his/her nominator, he/she shall not subordinate his/her duty to act in the best interest of the Bank to his/her duty to the nominator.
- 3.8.2** The conduct / manner of the nominee director in exerting the influence of the shareholder are also assessed via the annual Board Evaluation Exercise. This is part of the control in ensuring compliance with the BNM Shareholder Suitability Policy.
- 3.8.3** Where a Board member is also a nominee director appointed by Bank Islam in a major operating subsidiary or investee company, he/she is expected to update the Board of any material issues discussed or decided at the said subsidiary or investee company level.

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3.9 Roles & Responsibilities of Company Secretary

- 3.9.1** The Company Secretary is responsible in supporting the effective functioning of the Board. In discharging this role, the Company Secretary provides counsel to the Board on governance matters and facilitates effective information flows between the Board, the Board Committees and senior management. All directors have direct and unrestricted access to the advice and services of the Company Secretary.
- 3.9.2** The Company Secretary shall record the proceedings including any significant concerns or dissenting views and resolutions of all proceedings of the Board and the Bank's general meeting. The minutes must also indicate whether any director abstained from voting or excused himself from deliberating on a particular matter.
- 3.9.3** The Company Secretary shall keep confidential the affairs of the Bank and its officers at all times.
- 3.9.4** The Company Secretary shall ensure that all statutory documents which include the register books and minutes of meetings are properly kept at the registered office of Bank Islam.
- 3.9.5** The Company Secretary of the Bank must devote the whole of her professional time to the affairs of the Bank or its affiliates.
- 3.9.6** The appointment and removal of the Bank's Company Secretary must be approved by the Board.

SECTION 4: AUTHORITY & DELEGATION

- 4.1** The Board derives its authority to act from the Bank's Constitution and the laws and regulations governing financial institutions and companies in Malaysia. In carrying out its duties and responsibilities, the Board has the authority to decide and approve matters within its primary duties and responsibilities in line with the Authority Limits document or such limits as may be determined by the Board from time to time.
- 4.2** The Board may delegate any of its authority to the Board Committees, a director, the Management, employee or other person subject to the ultimate responsibility remains at the Board.

SECTION 5: MATTERS RESERVED FOR THE BOARD

- 5.1** The Board is the highest authority in Bank Islam which carries ultimate responsibility for the proper stewardship of the Bank. Therefore, matters or issues that are deliberated and decided at the Board meeting must be strategic in nature which include, amongst others, the following:-

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- (a) Strategic policy matters including the business plan, budget, corporate organisation structure and significant operating and credit policies;
- (b) Financial results;
- (c) Declaration of dividends;
- (d) Risk appetite setting;
- (e) Capital Management Plan;
- (f) Authority Limit document including discretionary authority vested to any employees of Bank Islam;
- (g) Any corporate exercise including acquisition or divestment of strategic interests in a business venture;
- (h) Major acquisition or disposal of capital expenditure within the limits stipulated in the Authority Limit document;
- (i) Appointment of directors, SSC members, Managing Director / CEO, Company Secretary and key senior management officers;
- (j) Remuneration of directors, SSC members, Managing Director / CEO and key senior management officers;
- (k) The entry into any contract, arrangement or commitment with any related party;
- (l) Any new outsourcing proposals; and
- (m) Any other specific matters as determined by the Board from time to time.

SECTION 6: APPOINTMENT / REMOVAL / SUCCESSION PLANNING

6.1 Appointment / Removal / Succession Planning of Board of Directors

- 6.1.1** Section 63(3) of Islamic Financial services Act 2013 ("IFSA") requires Bank Islam to submit a written application to seek BNM's approval on the appointment or reappointment of a Chairman or director. The application must be submitted to BNM at least three (3) months before it expects the individual to assume his/her proposed responsibilities as new Chairman or director. In the case of a reappointment, the application must be submitted three (3) months prior to the expiry of the Chairman or director's existing term.
- 6.1.2** A director must fulfil the following minimum requirements at the time of his appointment or reappointment and on continuing basis:-
 - (a) he/she must not be disqualified under section 68(1) of the IFSA and must have been assessed by the Board Nomination & Remuneration Committee ("BNRC") to have complied with the fit and proper requirements as adopted by the Bank under para 6.5 below.
 - (b) he/she must not be an active politician.
 - (c) Where a firm has been appointed as the external auditor of Bank Islam, any of its officers directly involved in the engagement and any partner of the firm must not serve or be appointed as a director of Bank Islam until at least two (2) years after:

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- (i) He/she ceases to be an officer or partner of that firm; or
- (ii) The firm last served as an auditor of the Bank.

In addition, he/she must observe a cooling-off period of at least three (3) years before being appointed as a member of the BAEC.

- (d) Practising lawyers who are partners in a legal firm, which is on the panel lawyers of Bank Islam, may be appointed to the Board. However, he/she is required to disclose the relationship so as to address any potential conflict of interest situation.
- (e) He/she must not be a director of another company that is in the same industry/sector with Bank Islam.
- (f) He /she must comply with the restriction on external professional commitment as stipulated in para 6.6 below.
- (g) He/ she must not has an adverse record in Lexis/ Nexis screening and credit agency screening.
- (h) He/she has not attained the maximum age limit of 70 and their tenure will not lead to him/her continuing to be on the Board beyond the maximum age of 70. The Bank may consider to submit for the re-appointment of a director in the event the directors have attained the age of 68 and 69 at the point of re-appointment subject to fulfilment of the criteria as highlighted below:
 - (i) The director's knowledge, expertise, as well as experience are vital and are not possessed by any of the current board members and no new talent has been identified that can take the place within the next three (3) – six (6) months;
 - (ii) The director's knowledge, expertise and experience are unique and difficult to be replaced and no new talent has been identified that can take the place within the next three (3) – six (6) months; and
 - (iii) No new talent has been identified that will ensure the Bank to remain in compliance with BNM requirements/ Main Market Listing Requirements ("MMLR") within the next three (3) – six (6); e.g., composition of independent directors, 30% female directors, etc.
- (i) He/she must undertake an assessment on conflict of interest ("COI") and disclose the nature and extent of any COI or potential COI including interest in any competing business that he/she has.

6.1.3 Each director must be assessed against the above minimum requirements at least annually, and as and when the Board becomes aware of information that may materially compromise the director's fitness and propriety, or any circumstances that suggest that the director is ineffective, errant or otherwise unsuited to carry out his/her responsibilities. A director must immediately disclose to the Board any circumstances that may affect his/her ability to meet the minimum requirements.

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- 6.1.4** The Board must establish and regularly review succession plans at least once every two (2) years for the Board to address any vacancies.
- 6.1.5** Upon appointment, each director must acknowledge the terms of his/her appointment, which must include:-
- (a) The roles and responsibilities of the director, including those arising from his membership of any Board Committee;
 - (b) The tenure of the appointment; and
 - (c) Provisions for the director's removal in the event that he/she no longer meets the minimum requirements or has been assessed to be ineffective, errant or otherwise unsuited for carrying out his responsibilities.
- 6.1.6** Unless the written approval of BNM has been obtained:-
- (a) Bank Islam must not publicly announce the proposed appointment of a director; and
 - (b) A director whose tenure has expired and is being proposed for reappointment must immediately cease to hold office and act in such capacity, including by participating in board meetings or holding himself out as a director.
- 6.1.7** The Constitution of Bank Islam provides that at every annual general meeting of Bank Islam, one-third of the directors other than the Managing Director are subject to retirement by rotation. The directors to retire shall be those who have been longest in office since their last election. The retiring directors are eligible for re-election. Directors who are appointed as additional new directors or to fill casual vacancies during the year are eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at the annual general meeting.

6.2 Appointment / Removal of Independent Director

- 6.2.1** The Board must determine whether an individual to be appointed as an independent director is independent in character and judgment and free from associations or circumstances that may impair the exercise of his/her independent judgement.
- 6.2.2** Without limiting the generality of the foregoing, an individual must not be considered to be an independent director if he/she or any person linked to him/her:-

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- (a) has been an executive in the last two (2) years and is an officer (except as a non-executive director) of Bank Islam or any of its related companies. For this purpose, "officer" has the meaning given in section 2 of the Companies Act 2016;
- (b) is a substantial shareholder of Bank Islam or any of its affiliates. For this purpose "Affiliates" refers to corporation that controls, is controlled by, or is under common control with Bank Islam;
- (c) is a family member of any executive director, key senior management officer or a major shareholder of Bank Islam;
- (d) is acting as a nominee or representative of any executive director or major shareholder of Bank Islam;
- (e) has been engaged as an adviser by Bank Islam or any of its related company under such circumstances as prescribed by Bursa Securities or is presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to Bank Islam or any of its related company under such circumstances as prescribed by Bursa Securities; or
- (f) has been engaged in any significant business or other contractual relationship with Bank Islam or any of its affiliates within the last two (2) years.

Note: Significant business or other contractual relationship refers to any transaction with a value of above RM1.0 million.

However, "transactions" stated above shall exclude the following transactions:-

- (a) for personal use of the said director;
- (b) for personal investment of the said director except for the purpose of carrying on a trade or business; or
- (c) normal banking transactions other than financing and advances;

provided that such transactions are on normal commercial terms.

- 6.2.3** An independent director is subject to a maximum tenure of nine (9) years. An independent director who has served for nine (9) years, may, subject to the shareholder and BNM's approval, continue to serve the Bank in the capacity of independent director. In any event, no independent director will continue to serve the Board for more than 12 years.

An independent director who has been redesignated as a non-independent director and does not represent any shareholder may continue to be a member of the Board subject to the Board being satisfied that he/she meets the following criteria:

- a) His/her knowledge, expertise, as well as experience are vital and are not possessed by any of the current board members.

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b) His/her knowledge, expertise and experience are unique and difficult to be replaced.

6.2.4 Prior approval from BNM must be obtained before the removal or resignation of an independent director take effect.

6.2.5 Generally, a non-independent director may be appointed as an independent director after three (3) years grace period upon his/her resignation as non-independent director in the Bank.

6.3 Review to Board Committee Composition

6.3.1 The retirement of an existing Director.

6.3.2 The requirement under the Terms of Reference of the Board Committees on composition and the requirement of BNM CG Policy as well as MMLR.

6.3.3 Rotation of members taking into account the following:

- (a) Directors' tenure up to five (5) years in a committee;
- (b) Required skillsets in the respective board committees despite serving the committee for five (5) years;
- (c) Rotation of directors should not leave the committee with two (2) new members which could lead to the committee being ineffective; and
- (d) Directors' developmental growth based on the outcome of Board Effectiveness Evaluation.

6.3.4 Total number of memberships held by the Directors.

6.3.5 Should a Board Committee receive a performance rating below four (4), the said board committee composition shall be reviewed.

6.4 Appointment / Removal of Managing Director / CEO

6.4.1 Section 63(3) of IFSA requires Bank Islam to submit a written application to seek BNM's approval on the appointment or reappointment of a Managing Director / CEO. The application must be submitted to BNM at least three (3) months before it expects the individual to assume his/her proposed responsibilities as Managing Director / CEO. In the case of a reappointment, applications must be submitted three (3) months prior to the expiry of the Managing Director / CEO's existing term.

6.4.2 The Bank shall submit an application to BNM for the appointment or reappointment of the Managing Director / CEO when the Board is fully satisfied that the candidate meets the following minimum requirements:-

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- (a) he/she must not be disqualified under section 68(1) of the IFSA, and must have been assessed by the BNRC to have complied with the fit and proper requirements;
- (b) he/she must not be a substantial shareholder of Bank Islam;
- (c) he/she must devote the whole of his professional time to the service of the Bank unless BNM approves otherwise in writing. BNM may allow the Managing Director / CEO to assume a position of responsibility outside the Bank where the proposed position does not:-
 - (i) Create substantial conflicts of interest or demands on the Managing Director / CEO's time; and
 - (ii) Result in the Managing Director / CEO holding directorships in more than five (5) entities other than the Bank.
- (d) he/she must undertake an assessment on conflict of interest ("COI") and disclose the nature and extent of any COI or potential COI including interest in any competing business that he/she has.

6.4.3 Unless the written approval of BNM has been obtained:-

- (a) Bank Islam must not publicly announce the proposed appointment of the Managing Director / CEO; and
- (b) The Managing Director / CEO whose tenure has expired and is being proposed for reappointment must immediately cease to hold office and act in such a capacity, including by holding himself out as the Managing Director / CEO.

6.5 Fit & Proper Criteria

6.5.1 In determining whether an individual is "Fit & Proper", the following are the minimum factors that must be taken into considerations:-

- (a) Probity, personal integrity and reputation;
- (b) Competency and capability; and
- (c) Financial integrity.

6.5.2 Probity, personal integrity and reputation are values that can be demonstrated through personal qualities such as honesty, integrity, diligence, independence of mind and fairness. These qualities are demonstrated over time and demand a disciplined and on-going commitment to high ethical standards.

6.5.3 Competency and capability are demonstrated by a person who possesses the relevant knowledge, experience and ability to understand the technical requirements of the business, the inherent risks and the management process required to perform his/her role in a key function in the relevant capacity effectively.

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- 6.5.4** Financial integrity is demonstrated by a person who manages his own financial affairs properly and prudently.
- 6.5.5** In assessing a person's "fit & proper", the BNRC and/or the Board shall have the discretion to conduct an interview with the individual concerned prior to the appointment / re-appointment.
- 6.5.6** To facilitate the BNRC and the Board in the appointment or reappointment of directors, the Bank has established a set of criteria in evaluating the fit & proper of a director as follows:-
- (a) Necessary Skills & Experience
 - (i) Possess the necessary qualification in the relevant industry;
 - (ii) Possess the necessary functional / technical expertise in the relevant area; and
 - (iii) Possess the relevant working experience and holding senior position of not less than 10 years;
 - (b) Character & Financial Standing
 - (i) Not an undischarged bankrupt and no bankruptcy proceeding / legal action in relation to dishonesty and fraud is taken against him/her;
 - (ii) Has not committed any criminal offence relating to dishonesty and fraud and no charge for such offence under any law; and
 - (iii) Has not been a director of a company that has been wound up due to insolvency.
 - (c) Commitment & Contribution
 - (i) Attended at least 75% of the Board meetings in each financial year;
 - (ii) Obtained at least satisfactory rating from the peer evaluation in terms of his/her contribution and participation in Board meetings; and
 - (iii) Comply with the restriction on External Professional Commitment under para 6.6 below.
 - (d) Conflict of Interest
 - (i) Not a director of another company or institution within the same industry/sector with Bank Islam.
- 6.5.7** The fitness and propriety of the directors will be reassessed annually by executing the fit and proper declaration.

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6.6 Restriction on External Professional Commitment

- 6.6.1** A director must not have competing time commitments that impair his/her ability to discharge his/her duties effectively. In this regard, each director is required to ensure that the maximum number of external professional commitments must not be more than ten (10), unless with the prior approval of the Board.

Note: External professional commitments are defined as holding directorship or any position (executive or non-executive) in organisations other than Bank Islam. If the professional commitment involved sitting in more than one (1) committee or holding several positions in a same entity, it will be treated as one (1) professional commitment. The role of an adjunct professor is also excluded from the professional commitment.

The above limit is subject to the maximum number of directorships in listed companies must not be more than five (5).

- 6.6.2** Notwithstanding the above, the Managing Director / CEO must not hold directorship in more than five (5) entities other than Bank Islam, unless with the prior approval of BNM. The maximum number of directorships excludes any directorship in a professional body, industry association, statutory body, charitable body or other non-commercial public interest entity.
- 6.6.3** Each director is required to notify the Company Secretary on any change in the status of their external professional commitment within fourteen (14) days from the date of the said changes. In addition, Corporate Secretarial Department will obtain confirmation from each director on the status of their external professional commitment, on a bi-monthly basis.

SECTION 7: BOARD TRAINING

- 7.1** Any director that is newly appointed to the Board will undergo an induction program with the Management on the company's governance structure, key management members, business and operations and important regulations and laws. A director's handbook, the latest Annual Report of the Bank and other relevant information will be made available to the director. The said session will be organised as soon as practicable not later than three (3) months upon the appointment of the director.
- 7.2** All directors of the company will be required to register and complete a core training program under the Financial Institutions Directors' Education Program ("FIDE Forum") and Islamic Finance for Board of Directors under International Shari'ah Research Academy ("ISRA") within two (2) years upon their appointment to the Board.

In addition to the above, all directors must attend Mandatory Accreditation Programme ("MAP") as specified by Bursa Malaysia Securities under the Listing Requirements.

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- 7.3** The directors are encouraged to attend other trainings that are relevant to enable them to discharge their responsibilities. In this regard, the focus will be on the elective trainings organised by FIDE Forum as such trainings are structured based on areas that are relevant to the banking industry and conducted by experienced speakers and trainers.
- 7.4** The directors may also attend other trainings organised by local professional bodies and regulatory authorities within Malaysia in areas that are relevant to the Group.
- 7.5** In accordance with the Authority Limit Policy of the Bank, the GCEO may approve any directors to attend trainings overseas if such trainings are viewed to be crucial for Bank Islam and the trainings are not available within Malaysia.
- 7.6** All directors are required to complete their Individual Development Plan ("IDP"). The IDP must consist of a minimum of three (3) trainings on technical knowledge and one (1) training on leadership/ soft skills. Status of the directors training will be annually disclosed in the Annual Report.

SECTION 8: BOARD EVALUATION

- 8.1** A Board evaluation must be carried out annually to assess the performance and effectiveness of the Board, Board Committees and the individual directors (which include assessment on their role as independent or nominee director).
- 8.2** The assessment of conflict of interest is included as part of the annual Board evaluation exercise. This is part of the control in ensuring compliance with Sections 218, 219, 221 of the Companies Act 2016, BNM Corporate Governance Policy and Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- 8.3** Where necessary, a consultant will be engaged to assist in and to lend objectivity to the annual assessment.
- 8.4** Corporate Secretarial Department will conduct a one-to-one session between each director with the Chairman upon completion of the annual Board evaluation exercise. This one-to-one session will serve as a platform for the Chairman to invite any views or suggestions by the respective individual directors and vice versa.

SECTION 9: BOARD REMUNERATION

- 9.1** Bank Islam has in place a remuneration structure for the directors that are sufficient to attract, retain and remunerate for their contribution to the Bank.

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- 9.2 The remuneration structure for the non-executive directors takes into consideration the relevant factors which include the function, workload, responsibilities and time spent for the preparation of the Board and Board Committee meeting. A higher rate (premium) is given to the Chairman of the Board and the Board Committee in view of his/her additional role in guiding and managing the Board and the Board Committee meeting. The remuneration includes monthly fees, meeting allowances and other benefits such as leave passage.
- 9.3 Group Policy for Common Director and Director with Executive Position within the Group - any director who receive more than one (1) benefit-in-kind of the same nature arising from his directorship or his executive position in other companies within the group, he/she should only be entitled to a single benefit of the same nature from either one (1) of the companies that he/she choose.
- 9.4 The review of remuneration for the non-executive directors is conducted every three (3) years to ensure that it remains competitive with the industry.
- 9.5 The remuneration of the Managing Director / CEO is recommended by the BNRC and determined by the Board. The performance of the Managing Director / CEO is assessed annually based on the set of Key Performance Indicators (KPIs) approved by the Board. This is taken into consideration when determining the reappointment of the Managing Director / CEO and in payment of bonus, where applicable.
- 9.6 The remuneration of the directors is disclosed annually in the Bank's Annual Report.

SECTION 10: CODE OF ETHICS

10.1 The Board observes the following Code of Ethics:-

- 10.1.1** Code of Ethics for the Financial Services Industry issued by the Financial Services Professional Board;
- 10.1.2** Code of Ethics for Company Directors issued by the Companies Commission of Malaysia; and
- 10.1.3** Such other code of ethics issued by the relevant governing authority.

10.2 The directors are expected to demonstrate utmost integrity and conduct themselves with high standard behaviour based on the following fundamental principles:-

10.2.1 Duty to Avoid Conflict of Interest

A director must not allow himself/herself to get into a position where there is a conflict between his/her duty to the Bank and his/her own interest. Under section 67(4) of the IFSA, director has a duty to disclose his/her interest in material transaction or material arrangement. If the material transaction or material arrangement is being deliberated during the Board meeting, the director concerned must make the disclosure before the commencement of the deliberation and he/she must not be present during such deliberation.

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10.2.2 Duty to Avoid Misuse of Position

Directors must not use the Bank's name or facilities for personal advantage in political, investment or retail purchasing transactions, or in similar types of activities. The directors and their relatives must not use their connection with Bank Islam to borrow from or become indebted to customers or prospective customers. In addition, the directors must not use the Bank's facilities and influence for any speculation activities, whether acting personally or on behalf of friends and relatives. The directors should also not engage in "back-scratching" exercise with staff and directors of other financial institutions to provide mutually beneficial transactions in return of similar facilities.

10.2.3 Duty of Confidentiality and Prevent Misuse of Information

All directors are required to respect the confidentiality of sensitive information held by the Bank. A director is prohibited from making improper use of information obtained in the course of performing his/her duties for his/her gain or advantage. In addition, a director cannot disclose information relating to the business and affairs of the Bank or that he/she obtains in the course of performance of duties and functions, as well as information about customers of the Bank. All confidential information remains confidential even when they are no longer on the Board and it cannot be exploited or improperly used.

10.2.4 Integrity of Records and Transactions

Directors should ensure that all accounting records and reports must be complete and accurate. Directors should never make entries or allow entries to be made for any account, record or document of the Bank that are false or would obscure the true nature of the transactions, as well as to mislead the true authorization limits or approval by the relevant authority of such transactions.

10.2.5 Fair and Equitable Treatment

Directors must ensure that all business dealings of Bank Islam with current and potential customers, with the employees and with all those who may have cause to rely upon the Bank to be conducted fairly and equitably. Directors must not be influenced by friendship or association, either in meeting a customer's requirements or in recommending that they be met. Such decisions must be made on a strictly arms-length business basis.

10.2.6 Operational Issues

The Board's role is to consider and approve strategies, plans and policies for the Bank and to monitor and review the Management's performance. It is the role of the Management to recommend and implement those plans and strategies. The directors should avoid interfering in the day-to-day running of the Bank.

The Board is to hold the Management to account more effectively and to make decisions on the Bank's priorities.

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10.2.7 Responsibility for Board Decisions

The directors must be capable of providing constructive challenges. They are also expected to share responsibility for decisions taken by the Board as a whole. If any of the directors fundamentally disagree with the decision taken by the Board, they have the option of recording their disagreement in the minutes. However, ultimately, they must accept and support the collective decision of the Board.

10.2.8 Loyalty to the Bank and the Board

All directors must be loyal to the Bank, the Board and fellow directors on the Board, and be fully committed to all Board-related activities. A director is prohibited from doing, saying or publishing anything that may be detrimental to the Bank's interest. A director should never publicly criticise the Bank or fellow directors, attempt to undermine the Board's decision or distance himself from the other directors outside of the Boardroom. If a director has specific concerns about the manner in which the Bank is being run, these concerns should be raised with the Chairman and Management or during Board meetings.

10.2.9 Speaking in Public and Usage of Social Media

The Managing Director / CEO is the designated spokesperson who may issue statements or make comments regarding the Bank. If any director is asked to comment publicly, the director is required to decline and refer the question to the Managing Director / CEO. However, on case-to-case basis, the Board may also appoint the Chairman of the Board or such other director to be the spokesperson for the Bank.

In addition, all directors are required to be mindful when using social media such as, but are not limited to Facebook, Twitter, Instagram, Blogs, YouTube, Google+, LinkedIn, WhatsApp and Telegram, so that they do not disclose confidential information about the Bank's business or its customers. The directors are prohibited from posting and making commentaries that would adversely affect the image and reputation of Bank Islam. If such comments are made in the director's personal capacity, the said director must refrain from identifying himself as Bank Islam's director.

SECTION 11: CONFLICTS OF INTEREST

- 11.1** Conflict of interest ("COI") is a set of circumstances that creates a risk that professional judgment or actions regarding the director's primary obligation to act in the best interest of the company will be unduly influenced by the interest to do favours for family and friends either for financial gain or such other motives that will be beneficial to the directors or person connected to the directors.

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11.2 Circumstances that may constitute or may give rise to conflicts of interests situation include but not limited to the following:-

11.2.1 a director or person connected to him/her will or might profit from the proposed transaction to be entered by the Bank;

11.2.2 a director or person connected to him/her proposing to contract personally with the Bank;

11.2.3 a director or person connected to him/her sit on the Board of direct competitor, the customer, potential customers or suppliers of the Bank;

11.2.4 a director or person connected to him/her being the majority shareholder of the Bank;

11.2.5 a director or person connected to him/her being the potential customer, supplier or advisor/consultant to the Bank; and

11.2.6 a director or person connected to him/her accepting costly entertainment or gifts from customers, potential customers or suppliers. However, directors may accept token gifts with no commercial value during the festive seasons if such act will not put the director in compromising position; and

11.2.7 a director participating in business activities that directly compete with the interests of Bank Islam Group.

11.3 Each Director shall declare any COI or potential COI prior to his/her appointment and thereafter as soon as such COI or potential COI comes to his/her knowledge, to the Chairman of the Board. In the event of a new appointment for the Chairman, the declaration shall be made to the SID. An assessment of conflict of interest will be conducted by Corporate Secretarial Department to determine any potential conflict arising from the new appointment. The declaration and assessment process shall be formally tabled to the BNRC and Board for notation or further action, where necessary.

The interested director must declare and notify the nature and extent of any COI or potential COI pursuant to sections 218, 219, 221 of the Companies Act 2016, Section 58 of the FSA, Section 67 of the IFSA and BNM Corporate Governance Policy.

An interested director must make the disclosure by way of a written notice to all members of the board and the Company Secretary within three (3) working days:

- (a) as soon as practicable after being aware of his interest in a material transaction or arrangement; and
- (b) if the material transaction or arrangement is being deliberated at a board meeting, before the commencement of that deliberation.

The Corporate Secretarial Department shall keep record of the said declaration.

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- 11.4** In the event where there may be a COI or potential COI, the interested director shall declare at the beginning of the Board, Board Committee and General meetings the facts and nature of the conflict and to leave the meeting room and abstain or recuse from participating in discussions, voting and decisions on the matters directly involving the said director. In circumstances where a director is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Chairman or seek advice of the Company Secretary prior to the meeting.

Where a COI exists and the Board Member does not declare his or her interest and/or offer to withdraw, the Chairman should, if he is aware, take appropriate action to ensure that the Board (and the Board Member concerned) is not compromised.

The fundamental principle is that no one should use, or give the appearance of using, their public position to further their private interests. This is an area of particular importance as it receives considerable media attention and even innocent acts could be misinterpreted.

Board Members should refrain themselves from participating in any business activities that directly compete with the interests of Bank Islam Group.

- 11.5** In the event of any non-compliance with the above COI requirement, the Board shall take or impose such actions as it considers appropriate in the best interest of the Company.
- 11.6** In the event of any non-performance by any interested director, the Board may exercise discretion to direct the interested director to divest the conflicting interest or resign from his/her position in the entity that gives rise to the conflict or alternatively from Bank Islam Group.

SECTION 12: WHISTLEBLOWING POLICY

- 12.1** The Bank has established its Whistleblowing Policy which sets out avenues for immediate reporting and/or disclosing of any wrong doings, malpractices or irregularities, committed by employees against the Bank's interest. The policy protects the confidentiality of the matters raised and the identity of the whistleblower.

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12.2 The structure of the Whistleblowing are as follows:

Person being reported	Designated recipient(s) of Whistleblowing Disclosure
<u>Tier 1</u> Any member of the Board of Directors and SSC	Chairman of the Board chairman@bankislam.com.my
<u>Tier 2</u> (i) Chairman of the Board (ii) GCEO (iii) GCIGO (iv) Any member of Integrity & Governance Department ("IGD")	Senior Independent Non-Executive Director ("SINED") SINED@bankislam.com.my
<u>Tier 2</u> Employees	SINED and GCIGO whistle@bankislam.com.my

The designated non-executive director responsible for the effective implementation of the policy. This includes evaluating periodic reports that monitor and assess how concerns are escalated and dealt with and oversee periodic reviews of the effectiveness of the policy.

SECTION 13: SHAREHOLDERS COMMUNICATION

13.1 The Board recognises the importance of timely, complete, accurate and equal dissemination of information with regard to the Company and the Group's performance and other matters affecting shareholders' interest, investors and the general public. Shareholders are informed of all major developments and transactions affecting the company by way of disclosures via Bursa Securities, Annual Report, general meeting, media, website as well as through the Company's Investor's Relation activities.

SECTION 14: DEALING IN SECURITIES

14.1 Directors and principal officers of the Company are prohibited from trading in any affected securities based on price sensitive information and/or knowledge which have not been publicly announced. Notices on the closed period for trading in Bank Islam and/or any affected securities are circulated to Directors and principal officers deemed privy to any price sensitive information in advance of the closed period, wherever applicable.

Board members shall notify the Corporate Secretarial Department of all changes in his/her holding of securities of the Company, if any.