



CHARTER OF SHARIAH SUPERVISORY COUNCIL BANK ISLAM MALAYSIA BERHAD

SECTION 1: INTRODUCTION

- 1.1 The Shariah Supervisory Council (SSC) Charter contains broad principles and requirements on the SSC'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 SSC 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 of SSC in line with ethical values and Islamic principles.
- 1.2 The duties and responsibilities of SSC shall include Bank Islam and its subsidiaries (the Bank) except for BIMB Investment Management Berhad and BIMB Securities Sdn Bhd due to availability of Shariah Committee at the respective institutions. The SSC may at its discretion consider on advising other parties and when such request is made.

SECTION 3: SSC COMPOSITION

- 2.1 The SSC must be of a size that reflects the business needs of the Bank or the financial group; and enables a conducive environment for sound deliberation of Shariah matters.
- 2.2 IFSA 2013 specifies that the number of the SSC members comprise of at least five (5) members. Article 10 (2) of the Bank's Constitution specifies that the number of the SSC should not be more than seven (7) members whose appointment shall be for a term not exceeding three years and each member may be eligible for reappointment.
- 2.3 The SSC members shall be Shariah qualified persons holds at minimum, a bachelor's degree in Shariah, which includes study in *Usul Fiqh* (principles of Islamic jurisprudence) and *Fiqh Muamalat* (Islamic transaction/commercial law);
- 2.4 The Bank encourages diversity of skills in the SSC composition as it is an important driver of a SSC's effectiveness.
- 2.5 The Chairman of SSC attends the Board meeting as a permanent invitee. In addition, two (2) SSC representatives are also invited as permanent invitees to the Board Risk Committee ("BRC") meeting on rotation basis for a period of two (2) years. Their attendance at the Board and BRC meetings facilitate and assist the Board and BRC members when deliberating issues relating to Shariah matters.
- 2.6 The members of the Board, as decided by the Board, may attend the SSC meeting as permanent invitees. Their attendance at the SSC meetings will facilitate and assist the SSC members when deliberating issues relating to the Bank's business strategies.



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SECTION 3: DUTIES AND RESPONSIBILITIES

3.1 Roles & Responsibilities of the SSC

- 3.1.1 The SSC has the responsibility to provide objective and sound advice to the Bank to ensure that its aims and operations, business, affairs and activities are in compliance with Shariah and it is their responsibility to form an independent opinion on the conduct and businesses of the Bank without undue influence from any party.
- 3.1.2 The Terms of Reference (TOR) of the SSC stipulates the primary duties and responsibilities of the SSC and the conduct of the SSC meetings.
- 3.1.3 In general, the SSC's key roles and responsibilities include but not limited to the following: -
- (a) to advise the Board and Management on Shariah related matters in order for the Bank to comply with Shariah rules and principles at all time;
 - (b) to perform an oversight role on Shariah matters related to the Bank's business operations and activities;
 - (c) to oversee the Bank's compliance with any Shariah regulatory requirements as imposed by Bank Negara Malaysia (BNM), Securities Commission (SC) and Labuan Financial Services Authority (FSA).
 - (d) to endorse Shariah related policies and guidelines;
 - (e) to approve products and services to ensure compliance with Shariah rules and principles which include:
 - (i) validating the terms and conditions contained in the forms, contracts, agreements or legal documents used in executing the transactions;
 - (ii) validating the product manual, marketing advertisements, sales illustrations and brochures used to describe the product and services;
 - (f) to deliberate and affirm a Shariah non-compliance finding by assessing works carried out by Shariah Compliance and Shariah Audit which forms part of the SSC duties in providing assessment of Shariah compliance and assurance information in the annual report of the Bank;



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- (g) to provide a decision or advice on the operations, business, affairs and activities of the Bank which may trigger a Shariah non-compliance event;
- (h) to confirm the status of potential Shariah non-compliance event(s) and to endorse a rectification measure to address a Shariah non-compliance event;
- (i) to advise related parties such as the Bank, subsidiaries, clients, legal counsels, auditors or consultants on Shariah matters for advice upon request;
- (j) to advise the Bank to consult the SAC of BNM and Securities Commission on Shariah matters that cannot be resolved;
- (k) to provide written Shariah opinions in circumstances where the Bank makes reference to the SAC for further deliberation, or where the Bank submits application to BNM for new product approval; and
- (l) to approve the computation, payment and distribution of Zakat of the Bank and subsidiaries.

3.2 Reporting Line

The SSC shall report directly to the Board.

3.3 Roles & Responsibilities of the Chairman

The Chairman, in leading the SSC is responsible for the effective overall functioning of the SSC. In fulfilling this role, the Chairman must;

- (a) ensure appropriate procedures are in place to govern the SSC's deliberations and proceedings;
- (b) act as a direct liaison between the Board and SSC to foster greater understanding between both organs;
- (c) ensure that Shariah decisions or advice are made on a sound and well-informed basis, including based on a robust decision-making methodology which ensures that all business, operations and risk implications are considered by the SSC;
- (d) encourage healthy discussion, participation and contribution, and ensure that dissenting views can be freely expressed and discussed;
- (e) ensure sufficient records of the discussion leading to formulation of the SSC's decision or advice are maintained; and



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(f) lead efforts to manage the SSC's developmental plans.

3.4 Roles & Responsibilities of the CEO and Senior Management

The CEO, in leading senior management, has primary responsibility over the day-to-day management of the Bank. This includes ensuring that the Bank's operations, business, affairs and activities comply, at all times, with Shariah. In fulfilling this responsibility, the CEO and senior management must;

- (a) establish a management structure and reporting arrangement that provides a clear scope of accountability between the business lines and the internal control functions that are involved in managing Shariah non-compliance risks, including the accountability of the senior officer's leading a Shariah department or unit;
- (b) implement effective Shariah governance policies, procedures and practices in accordance with the direction given by the Board;
- (c) implement the rulings of the SAC and the decision or advice of the SSC with due regard by the Board;
- (d) implement an effective communication policy that supports a sound understanding of Shariah matters across the Bank;
- (e) conduct regular assessment to evaluate the quality of operational support provided to the SSC and address any inadequacies arising thereof; and
- (f) report to the Board and SSC on a timely basis any potential or actual Shariah non-compliance events.

3.5 Roles & Responsibilities of the Secretary of SSC

3.5.1 The Secretary shall be the Group Chief Shariah Officer.

3.5.2 The Secretary is responsible in supporting the effective functioning of the SSC. In discharging this role, the Secretary provides counsel to the SSC on governance matters and facilitates effective information flows between the SSC, the Board and senior management. All SSC members have direct and unrestricted access to the advice and services of the Secretary.



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- 3.5.3 The Secretary shall record the proceedings including any significant concerns or dissenting views and resolutions of all proceedings of the SSC. The minutes must also indicate whether any SSC members abstained from voting or excused himself from deliberating on a particular matter. The Secretary shall ensure that all minutes of meetings are properly kept at all times.
- 3.5.4 The minutes shall be submitted to Board and Management for notification.
- 3.5.5 The Secretary must devote his professional time to the affairs of the SSC.
- 3.5.6 The Secretary has the responsibility to plan and coordinate SSC meetings in a manner that promotes sound decision-making by the SSC.
- 3.5.7 The Secretary in leading the secretariat role has the responsibility to provide operational support for effective functioning of the SSC, which include;
- (a) coordinating communications and disseminating information among the SSC, the Board and Management;
 - (b) performing in-depth research and studies on Shariah issues;
 - (c) providing day-to-day advice to relevant parties within the Bank on Shariah matters based on the rulings of the SAC and decisions or advice of the SSC;
 - (d) Ensuring proper dissemination of decisions or advice of the SSC within the Bank; and
 - (e) undertaking administrative and secretarial functions to support the SSC.
- 3.5.8 The appointment and removal of the SSC's Secretary must be approved by the SSC.



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SECTION 4: AUTHORITY AND DELEGATION

4.1 The SSC derives its authority to act from the Bank's Articles of Association and the laws and regulations governing financial institutions and companies in Malaysia. In carrying out its duties and responsibilities, the SSC has the authority to advise the Bank on the operations of its banking business and its subsidiaries in order to ensure that they are in compliance with Shariah rules and principles.

4.2 Delegation of Authority by Board to SSC

4.2.1 As part of the board's responsibility to promote sustainable growth and financial soundness of the Bank, the board must institutionalize a robust Shariah governance framework that is commensurate with the size, complexity and nature of the Bank's business. The board's oversight accountability over Shariah governance and compliance must reflect the integration of Shariah governance considerations within the business and risk strategies of the Bank;

4.2.2 The Board may delegate any of its responsibilities to the SSC which require reporting arrangements of the SSC's work, key deliberations and decisions on delegated matters. 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. The Board must remain fully accountable for the decisions and any ensuing implications arising from the delegated responsibility.

4.2.3 Hence, the Board has delegated the responsibilities to oversee the implementation of SAC rulings and decisions within all business and functional lines, including any business or risk implications to the SSC; and

4.2.4 In the event of any inconsistency between the decision of SSC and the Board on Shariah matters, the SSC decision shall prevail.



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4.3 Delegation of Authority by SSC

4.3.1 The SSC may delegate any of its responsibilities to any persons or functions which require reporting arrangements of the work, key deliberations and decisions on delegated matters. The SSC must remain fully accountable for the decisions and any ensuing implications arising from the delegated responsibility.

4.3.2 The SSC has delegated several responsibilities to the followings:

- (a) the Group Chief Shariah Officer and Senior Manager of Group Shariah Division (subject to approval by SSC from time to time) to approve subject matters as prescribed in the Group Shariah Compliance Policy; and
- (b) the Sadaqa House & Zakat Committee (SHZC) and Chairman of the SHZC to approve application for zakat and disposal of Shariah non-compliance income within the authority limit as prescribed in the Bank's Business Zakat Guideline.

4.3.3 The decisions of the Group Chief Shariah Officer and Senior Manager of Group Shariah Division (subject to approval by SSC from time to time), the minutes of the SHZC meetings and approval of the Chairman of SHZC shall be submitted to the SSC for notification.



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SECTION 5: APPOINTMENT / REMOVAL / SUCCESSION PLANNING

5.1 Appointment / Removal / Succession Planning of SSC

- 5.1.1 Section 31 of Islamic Financial services Act 2013 (“IFSA”) requires the Bank to submit a written application to seek BNM’s approval on the appointment or reappointment of the Chairman and SSC members. The application must be submitted to BNM at least three (3) months before it expects the individual to assume his/her proposed responsibilities as a SSC member.
- 5.1.2 In the case of a reappointment, the application must be submitted three (3) months prior to the expiry of the SSC’s existing term and it may be renewable for a term of two years or such term as approved by BNM.
- 5.1.3 A SSC member must fulfil the following minimum requirements at the time of his/her appointment or reappointment and on continuing basis:-
- (a) be a Muslim individual;
 - (b) 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 5.6 below;
 - (c) he/she must not be an active politician;
 - (d) he/she must not serve the Bank for more than nine (9) years;
 - (e) he/she must not accept any appointment in more than one licensed Islamic bank, one licensed takaful operator and one prescribed institution; and
 - (f) he /she must comply with the restriction on external professional commitment as stipulated in Section 5.7 below.
- 5.1.4 Each SSC 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 SSC’s fitness and propriety, or any circumstances that suggest that the SSC is ineffective, errant or otherwise unsuited to carry out his/her responsibilities. A SSC must immediately disclose to the Board any circumstance that may affect his/her ability to meet the minimum requirements.



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- 5.1.5 The Board must determine whether an individual to be appointed as a SSC member is independent in character and judgment and free from associations or circumstances that may impair the exercise of his/her independent judgement.
- 5.1.6 Without limiting the generality of the foregoing, a SSC member must not be considered to be a SSC member if he/she or any person linked to him/her:-
- (a) has been an executive in the last 2 years and is an officer of the Bank 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 the Bank;
 - (d) is acting as a nominee or representative of any executive director or major shareholder of the Bank;
 - (e) has been engaged as an adviser by the Bank 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 the Bank 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 the Bank or any of its affiliates within the last 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 SSC;
- (b) for personal investment of the said SSC 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.



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- 5.2 Upon appointment, each SSC member must acknowledge the terms of his/her appointment, which must include:-
- (a) the roles and responsibilities of the SSC member, including those arising from his/her membership of any Board Committee of the Bank;
 - (b) the tenure of the appointment; and
 - (c) provisions for the SSC'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.
- 5.3 Unless the written approval of BNM has been obtained:-
- (a) the Bank must not publicly announce the proposed appointment of a SSC; and
 - (b) a SSC 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 SSC meetings or holding himself out as a SSC.
- 5.4 Prior approval from BNM must be obtained before the removal of SSC member.
- 5.5 The Bank is required to notify BNM no later than fourteen (14) days of resignation or disqualification of SSC members.
- 5.6 Fit & Proper Criteria**
- 5.6.1 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.
- 5.6.2 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.
- 5.6.3 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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5.6.4 Financial integrity is demonstrated by a person who manages his own financial affairs properly and prudently.

5.6.5 In assessing a person's "fit & proper", the Board shall have the discretion to conduct an interview with the individual concerned prior to the appointment / re- appointment.

5.6.6 To facilitate the Board in the appointment or reappointment of SSC, the Bank has established a set of criteria in evaluating the fit & proper of a SSC as follows:-

(a) Necessary Skills & Experience

- (i) possess the necessary qualification;
- (ii) possess the necessary technical expertise in the relevant area; and
- (iii) possess the relevant working experience

(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 SSC meetings in each financial year;
- (ii) obtained at least satisfactory rating from the peer evaluation in terms of his/her contribution and participation in SSC meetings; and
- (iii) comply with the restriction on External Professional Commitment under para 5.7 below.

5.6.7 The fitness and propriety of the SSC will be reassessed annually by executing the fit and proper declaration.



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5.7 Restriction on External Professional Commitment

5.7.1 A SSC member must not have competing time commitments that may impair his ability to discharge his duties effectively. In respect of multiple appointments, a SSC member is required to manage his commitments effectively, observe professional objectivity and confidentiality in carrying out his duties.

5.7.2 In this regard, each SSC member is required to (declare) ensure that the maximum number of external professional commitments must not be more than ten (10), unless with the prior approval of the Board.

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

5.7.4 Each SSC members is required to notify the Secretary of SSC on any change in the status of their external professional commitment within fourteen (14) days from the date of the said changes. In addition, Secretary of SSC will obtain confirmation from each SSC members on the status of their external professional commitment, on a bi-monthly basis.

Note: External professional commitments are defined as holding directorship/ Shariah advisor or any position (executive or non-executive) in organisations other than Bank Islam.

SECTION 6: SSC TRAINING

6.1 Any SSC that is newly appointed will undergo an orientation session with the Management on the company's governance structure, key management members, business and operations and important regulations and laws. SSC Charter and TOR of SSC and other relevant information will be made available to the SSC. The said session will be organised as soon as practicable not later than three (3) months upon the appointment of the SSC.

6.2 The SSC will be required to register for Certified Shariah Advisors (CSA) certification organized by Association of Shariah Advisors in Islamic Finance (ASAS) within one (1) year of the appointment and to complete within three (3) years upon their enrollment. The certification will be funded by the Bank.

6.3 The SSC are encouraged to attend other trainings that are relevant to enable them to discharge their responsibilities based on areas that are relevant to the banking industry and conducted by experienced speakers and trainers.



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- 6.4 BNRC may approve any SSC to attend trainings overseas if such trainings are viewed to be crucial for the Bank and the trainings are not available within Malaysia.
- 6.5 All SSC are required to attend at least two (2) trainings in a calendar year. The SSC's training will be annually disclosed in the Annual Report.

SECTION 7: SSC EVALUATION

- 7.1 A SSC evaluation must be carried out annually to assess the performance and effectiveness of the SSC members whether they deliver and support a sound Shariah governance system. This includes the SSC Peer Evaluation, SSC Collective Assessment and Internal Evaluation by GCSO and the appointed management members being permanent invitees to the SSC meeting.
- 7.2 Where necessary, a consultant will be engaged to assist in and to lend objectivity to the annual assessment.

SECTION 8: SSC REMUNERATION

- 8.1 Bank Islam has in place a remuneration structure for the SSC members that are sufficient to attract, retain and remunerate for their contribution to the Bank.
- 8.2 The remuneration structure for the SSC members takes into consideration the relevant factors which include the function, workload, responsibilities and time spent for the preparation of the SSC meeting. A higher rate (premium) is given to the Chairman of SSC in view of his/her additional role in guiding and managing the SSC meeting. The remuneration includes monthly fees and meeting allowances.
- 8.3 The review of remuneration for the SSC is conducted from time to time to ensure that it remains competitive with the industry.
- 8.4 The remuneration of the SSC is disclosed annually in the Bank's Annual Report.



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SECTION 9: CODE OF ETHICS

9.1 The SSC observes the following Code of Ethics:-

9.1.1 Code of Ethics for the Financial Services Industry issued by the Financial Services Professional Board; and

9.1.2 Such other code of ethics issued by the relevant governing authority.

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

9.2.1 Duty to Avoid Conflict of Interest

An SSC member 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, an SSC member 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 SSC meeting, the SSC member concerned must make the disclosure before the commencement of the deliberation and he/she must not be present during such deliberation.

9.2.2 Duty to Avoid Misuse of Position

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



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9.2.3 Duty of Confidentiality and Prevent Misuse of Information

All SSC members are required to respect the confidentiality of sensitive information held by the Bank. An SSC member 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, an SSC member 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 serve as a SSC member and it cannot be exploited or improperly used.

9.2.4 Responsibility for SSC Decisions

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

9.2.5 Loyalty to the Bank

All SSC members must be loyal to the Bank and be fully committed to all SSC related activities. An SSC member is prohibited from doing, saying or publishing anything that may be detrimental to the Bank's interest. An SSC member should never publicly criticise the Bank or fellow SSC member, attempt to undermine the SSC's decision or distance himself from the other SSC members outside of the meeting room. If an SSC member 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 SSC meetings.

9.2.6 Speaking in Public and Usage of Social Media

The CEO is the designated spokesperson who may issue statement or make comments regarding the Bank. If any SSC member is asked to comment publicly, the SSC is required to decline and refer the question to the CEO.

However, on case to case basis, the Board may also appoint the Chairman of the SSC or such other SSC member to be the spokesperson for the Bank.



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In addition, all SSC members 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, that they do not disclose confidential information about the Bank's business or its customers. The SSC members 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 SSC member's personal capacity, the said SSC member must refrain from identifying himself as the Bank's SSC member.

SECTION 10: CONFLICTS OF INTEREST

- 10.1 Conflict of interest is a set of circumstances that creates a risk that professional judgment or actions regarding the SSC'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 SSC or person connected to the SSC.
- 10.2 Circumstances that may constitute or may give rise to conflicts of interests situation include but not limited to the following:-
- 10.2.1 an SSC member or person connected to him/her will or might profit from the proposed transaction to be entered by the Bank;
 - 10.2.2 an SSC member or person connected to him/her proposing to contract personally with the Bank;
 - 10.2.3 an SSC member or person connected to him/her sit on the Board of direct competitor, the customer, potential customers or suppliers of the Bank;
 - 10.2.4 an SSC member or person connected to him/her being the majority shareholder of the Bank;
 - 10.2.5 an SSC member or person connected to him/her being the potential customer, supplier or advisor/consultant to the Bank; and
 - 10.2.6 an SSC member or person connected to him/her accepting costly entertainment or gifts from customers, potential customers or suppliers. However, an SSC member may accept token gifts with no commercial value during the festive seasons if such act will not put the SSC in compromising position.



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- 10.3 Each SSC is required to declare upon his/her appointment and subsequently upon come to his/her knowledge of any conflict of interest, a notification pursuant to sections 219, 221 of the Companies Act 2016. The Secretariat of SSC shall keep record of the said declaration.
- 10.4 In the event where there may be a conflict of interest, the interested SSC member shall declare at the beginning of the SSC meeting the facts and nature of the conflict and to leave the meeting room and abstain from participating in discussions and decisions on the matters directly involving the said member. In circumstances where an SSC member is unsure as to whether or not a conflict of interest exists or is material, he/she should discuss the matter with the Chairman prior to the meeting.

Where a conflict of interest exists and the SSC 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 SSC 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.

- 10.5 In the event of any non-compliance with the above conflict of interest requirement, the SSC shall take or impose such actions as it considers appropriate in the best interest of the Bank.



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SECTION 11: DECISION MAKING PROCESS

11.1 Methodology and Means of Decision Making

Methodology and means for the SSC members in reaching the decision on Shariah related matters referred are as follow:

- (a) Understanding the details of the presented issue through questioning the Bank, consulting other Shariah scholars, resorting to expert and specialized parties and taking into consideration the prevailing norms and tradition.
- (b) Decision should be founded on what has been explicitly stated in the Quran and the Sunnah along with what has been reported by *ijma'* (unanimity) and proved by *qiyas* (analogy).
- (c) After resorting to the preceding sources, the decision with regard to the different viewpoints of the fuqaha' e.g. *istihsan* (approbation) and *maslahah mursalah* (public interest) may be considered as the basis for issuing the decision. Reference may also be made to classical *fiqhi* reference including but not limited to the view of prominent scholars of mazhabs i.e. Hanafi, Maliki, Shafie and Hanbali.
- (d) In the absence of explicit directives in the Quran and the Sunnah on a given issue, or non-existence of the issue in the prevailing *fiqh* literatures; the decision may be derived through Shariah-sanctioned rules and methods of deduction (*istiqra'*).
- (e) The rulings of the SAC of BNM must be respected and observed in the decision making. The same treatment shall be treated on SAC of Securities Commission in case of capital market matters.
- (f) The collective contemporary fatwas issued by non-regulatory body such as resolutions of International Islamic Fiqh Academy (Jeddah – Organizations of Islamic Countries), Islamic Fiqh Academy (Makkah – Muslim World League), National Fatwa Committee, other SSCs as well as Shariah Standards issued by Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) may be referred to in deciding the matters.
- (g) If necessary, the SSC may advise the Bank to consult the SAC of BNM or SC on any Shariah matters which have not been resolved or endorsed by the SSC through the Secretariat of the SAC of BNM. In the case when the Bank submitting applications to BNM for new product approval, the SSC shall provide written Shariah opinions for deliberation at the SAC level.



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- (h) In the event where the SSC decides or advises to place additional restrictions on the operations, business, affairs and activities of the Bank in applying the SAC rulings, the Bank must;
 - a. document the deliberations and justifications of the SSC decision or advice;
 - b. ascertain the board's views on the decision or advice made by the SSC with regards to the SAC ruling; and
 - c. ensure immediate notification to the BNM of such decision or advice.
- (i) SSC should issue decision whenever the Bank approaches it for that purpose, except when it feels that the Bank may use the decision for committing a Shariah- banned action. In that case, the SSC may either refrain from issuing the decision, or make it subject to certain restrictions.

11.2 Decision Pronouncement

- (a) The decision should be clearly stated, so that it may not be misunderstood by the layman, or taken to mean different things to those who have bad intentions.
- (b) When there are more than one *fiqh* opinions on the same issue, the SSC should declare the specific opinion that it subscribes to. If the issue is controversial, the SSC has to explain the specific bases of its choice.
- (c) The decision pronouncement should be precise, concise and free from any confusing details. However, if the subject requires detailed statement for the sake of public interest or so as to convince the regulatory bodies, it would be better to add such expressions, for knowledge on the justification of the decision, and also to indicate the goal behind it and avoidance from any kind of losses.
- (d) In addition, the SSC may provide more information than what has been requested by the Bank in order to leave no room for confusion, or to distinct the decision from other decisions, or to serve a future need of the Bank.

11.3 Rights to Review Decision

The SSC, on its own initiative or on request of the Bank, has the right to review its decision even if such revision would lead to issuing a new decision that contravenes the former one. In such case, the Bank has to follow the new decision in the future.

CHARTER OF SHARIAH SUPERVISORY COUNCIL (SSC)

BANK ISLAM MALAYSIA BERHAD (“Bank Islam” or “the Bank”)

SECTION 12: TRANSPARENCY AND DISCLOSURES

- 12.1 The Bank must ensure that structured processes are applied by the SSC in deriving its opinion on the status of the Bank’s compliance with Shariah.
- 12.2 The process to derive the SSC opinion on the status of Bank’s Shariah compliance are as follows:
- (a) ensure effectiveness of the internal Shariah compliance functions;
 - (b) ensure all products, transactions, services, processes and documents of the Bank in compliance with Shariah.
 - (c) advice on new research & product development activities, refining existing products & procedures, providing Shariah training;
 - (d) monitor Shariah non-compliance risks bank-wide,
 - (e) endorse Shariah Audit & Shariah Compliance report on departments and branches; and
 - (f) review the financial statement of the Bank.
- 12.3 The SSC report shall be expressed as follows:
- (a) nothing has come to the SSC’s attention that causes the SSC to believe that the operations, business, affairs and activities of the Bank involve any material Shariah non-compliances; or
 - (b) the overall operations, business, affairs and activities of the Bank are in compliance with Shariah but it has come to the SSC’s attention that a material Shariah non-compliance event(s) has occurred and has been or in the process of being rectified.
- 12.4 The status of the bank’s compliance with Shariah rules and principles will be published in the SSC report at the end of the financial year.