



**TERMS OF REFERENCE OF
BOARD INFORMATION TECHNOLOGY COMMITTEE (“BITC”)
BANK ISLAM MALAYSIA BERHAD (“Bank Islam” or “The Bank”)**

1. Introduction

The Board Information Technology Committee (“BITC”) assists the Board in overseeing IT and digitalisation strategies and activities to ensure effectiveness of the strategies, efficiency of the delivery and creation of benefits and value for Bank Islam Group of companies (“Bank Islam Group”).

2. Authority

The Committee shall have the authority to deliberate and approve on 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. During the discharge of such duties, the Committee shall have:-

- (a) Access to the full company records, properties and personnel;
 - (b) Review and recommend to the Board any appointment of such person, consultants or advisors to undertake any specific projects or as advisor to the Board; and
 - (c) Access to advice and services of any officers of the IT Division, Information Security & Governance Department, Digital Banking Department and Risk Management Division.
-

3. Primary Duties and Responsibilities

- (a) Review and recommend to the Board the strategies, initiatives, and targets related to IT and digitalisation across Bank Islam Group;
 - (b) Review and recommend to the Board, IT blueprint inclusive of IT Security in line with the IT and digitalization strategies for Bank Islam’s Group;
 - (c) Review and endorse the implementation approach of IT and digitalisation key projects to ensure alignment with the Bank’s overall strategy, digital roadmap, and IT blueprint;
 - (d) Review and monitor efficiency of the implementation and assess the effectiveness of the IT and digitalisation key projects including cybersecurity and their reliability, undertaken by Bank Islam Group, to ensure value creation and benefits, in line with the Group’s strategies, this include review and oversee the adequacy and allocation of technology resources (funding and personnel) in the implementation of the key projects and technology plans;
-



**TERMS OF REFERENCE OF
BOARD INFORMATION TECHNOLOGY COMMITTEE (“BITC”)
BANK ISLAM MALAYSIA BERHAD (“Bank Islam” or “The Bank”)**

-
- (e) Undertake such other duties and responsibilities as determined by the Board of the Bank; and
- (f) Review and recommend to the Board on matters related to IT governance, and regulatory compliance across the Group, particularly in alignment with Bank Negara Malaysia (BNM) requirements, including the Risk Management in Technology (RMiT) and Composite Risk Rating (CRR) findings, to be aligned with risk appetite, risk assessment, and risk management as deliberated by BRC and BAEC where applicable.
-
- 4. Composition**
- (a) The Committee members shall be appointed by the Board and shall comprise of at least three (3) members including the Chairman.
- (b) Any officer of the Bank may be invited to attend the Committee meeting as and when considered appropriate by the Committee.
-
- 5. Secretary**
- The Secretary shall be the Company Secretary of the Bank or such other person as appointed by the Committee.
-
- 6. Frequency of meetings**
- The Committee shall meet not less than four (4) times a year, with additional meetings for particular matters, as and when required.
-
- 7. Notice of Meetings**
- (a) Unless otherwise agreed by the members, the notice for each meeting confirming the venue, date and time together with the agenda of the meetings shall be forwarded to each member of the Committee at least seven (7) working days prior to the date of the meeting.
- (b) In addition to the scheduled meeting, the Secretary shall convene any special meeting upon receipt of request from the Chairman/directors by giving a reasonable notice of the meeting of not less than two (2) working days.
-
- 8. Quorum for meetings**
- (a) The quorum for meeting shall be at least 50% of the total members.
- (b) Any member who participate in the meeting via tele-conferencing device shall be counted for the purpose of determining a quorum.
-



**TERMS OF REFERENCE OF
BOARD INFORMATION TECHNOLOGY COMMITTEE (“BITC”)
BANK ISLAM MALAYSIA BERHAD (“Bank Islam” or “The Bank”)**

(c) A director interested in a contract or a proposed contract or arrangement shall be counted for the purpose of determining a quorum. However, he/ she must abstain from participating in discussions and decisions on matters directly involving him/ her *[extracted from the Bank’s Constitution]*.

(d) In the event the Chairman is unable to attend the Committee meeting, the member present may elect any one (1) of them to be the Chairman of the meeting.

9. Decision-Making

All decisions and/or approvals are to be made on unanimous basis, whilst always adhering to the quorum for meeting.

Notwithstanding the above, the Chairman shall call for a vote of the members if the circumstances warrant for a vote where the decision shall be carried out based on the majority. In the event of equality of vote, the Chairman shall have a casting vote.

10. Attendance

Each member of the Committee is required to attend at least 75% of the Committee meetings held each financial year.

11. Written Resolution

(a) Decision by the Committee may be made via written resolution.

(b) Consent from the Chairman shall be obtained prior to the circulation of any written resolution.

(c) Decision made via written resolution is deemed effective after being executed by all members of the Committee, who are present in Malaysia.

(d) All decisions and/or approvals made via written resolution shall be presented at the subsequent Committee meeting for notation.

12. Minutes of Meetings

(a) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee.

(b) Minutes of meetings shall be submitted to the Board for notification in such a format as determined by the Board.



**TERMS OF REFERENCE OF
BOARD INFORMATION TECHNOLOGY COMMITTEE ("BITC")
BANK ISLAM MALAYSIA BERHAD ("Bank Islam" or "The Bank")**

**13. Review of the
Terms of
Reference**

The Board may review the Terms of Reference of the Committee once every two (2) years or as and when is necessary.
