

IGB GROUP POLICY ON FIT AND PROPER CRITERIA FOR DIRECTORS

1.0 PREFACE

Pursuant to the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad vide enhanced MMLR dated 19 January 2022, the Board of Directors of IGB Berhad (Board), has adopted the IGB Group Policy on Fit and Proper (FAP) Criteria for Directors (the Policy).

2.0 OBJECTIVE

The objective of this Policy is to set out the FAP criteria based on which new directors proposed to be appointed and existing directors whose appointments are intended to be continued can be evaluated (referred to as 'persons').

3.0 APPLICATION

This Policy applies to IGB and its subsidiaries (Group) in respect of appointment of directors as well as continuation of appointment of the directors on the boards of the Group.

4.0 DELEGATION

- (a) The Nomination Committee (NC) of IGB shall be directly responsible for conducting assessments on the fitness and propriety of persons seeking appointment or re-election as a director of IGB, and making recommendations on their appointments.
- (b) The respective boards of subsidiary-level and joint venture (entities boards) shall be directly responsible for conducting assessments on the fitness and propriety of persons seeking appointment or re-election as directors of the entities boards, and making decisions on their appointments.

NC or the respective entities boards shall undertake due diligence in respect of such persons to ascertain the suitability on the basis of the qualification, expertise, track record, integrity of such person and also such other factors in respect of which information is obtained in the Declaration (Appendix A) or such other format which may be prescribed by IGB from time to time.

5.0 FAP ASSESSMENT

For the purpose of establishing whether a person is FAP prior to their initial appointment or reappointment as a director, the NC or the entities boards should have regard to the person's:

- (a) probity, integrity and reputation – person should possess personal qualities such as honesty, integrity, diligence, independence of mind and fairness.
- (b) competence and capability – person should have the necessary skills, experience, ability and competence to carry out the role.
- (c) financial soundness – person should manage his/her debts or financial affairs prudently.

IGB shall have regard to the factors set out in the Declaration in assessing a person's fitness and propriety. The factors shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one factor does not necessarily mean failure to meet the FAP criteria. IGB should consider the specific circumstances surrounding a person's failure to meet specific factors, including the lapse of time since the occurrence of events, other contributing factors and significance of the event from the perspective of potential risks posed to the Group. Considerations relevant to the assessment of the fitness and propriety of the persons may vary depending on the degree of their influence and responsibilities in the affairs of the Group. The assessment process will involve a good measure of judgement, which should be exercised objectively and always in the best interests of the Group and the sound conduct of the Group's business.

6.0 POLICY AWARENESS

A copy of this Policy will be provided to all current persons and to any person who is nominated, appointed or intended to be appointed to the role of director. A copy of this Policy is available on www.igbbhd.com

7.0 AMENDMENTS

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to any modifications and directions issued by the regulatory authorities or under any other law applicable to IGB, from time to time.

The Board of IGB may issue/implement such guidelines, procedures, formats and/or reporting mechanisms to enforce this Policy as it may deem fit.

This Policy has been approved by the Board on 30 May 2022.

FIT AND PROPER DECLARATION

Notes:

- (a) This fit and proper declaration (**Declaration**) is to be completed by persons seeking appointment or re-election as a director of the Group.
- (b) The completed Declaration (with enclosures as appropriate) is to be returned to the Group Company Secretary Office.
- (c) This Declaration will be kept securely and in confidence. Access to this information will be restricted to designated persons within IGB who are authorised to view it as a necessary part of their work.

Section 1: Notification TypePlease tick ☒ the relevant box.

New Appointment

☐

Re-election

☐**Section 2: Profile****Personal details**

Name (as per NRIC)

Date of birth

Gender

Nationality

Residential Address

Present Occupation

Email and Contact Number

Section 3: Academic and Professional Qualification

School/College/University/Others

Year

Certificate/Degree/Masters/Others

Other qualification (please provide details)

Section 4: FAP Assessment**Probity, Integrity and Reputation**

YES

NO

(1) Have you in Malaysia or elsewhere –

(a) been convicted of any offence, or are you currently involved in any proceedings which may lead to a conviction of any offence involving fraud, dishonesty or bribery?

(b) had judgement involving findings of fraud or other dishonesty, bribery, misrepresentation, breach of fiduciary duty or professional negligence against you, as the case may be, in any civil or criminal proceedings, or are you currently involved in any proceedings now pending that may lead to a judgement or conviction against you?

(c) been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, whether publicly or otherwise?

(d) engaged in any business practices which is deceitful, oppressive or otherwise improper or which otherwise reflect discredit on your professional conduct?

(e) have been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position arising from questions involving honesty and integrity?

(f) been subject to any form of disciplinary proceedings or actions by your employer or any professional or regulatory body?

If YES, please specify details (i.e., nature of the offence, the circumstances in which the offence was committed and the time elapsed since the offence was committed):

Section 4: FAP Assessment						
Probity, Integrity and Reputation					YES	NO
(2) Have you been involved in the management of a corporation in Malaysia or elsewhere which at the time of your involvement in the corporation –						
(a) been convicted of any offence, or is subject to any proceedings which may lead to a conviction of any offence involving fraud or dishonesty or bribery?						
(b) had judgement involving findings of fraud or other dishonesty, or bribery, misrepresentation, breach of contract, breach of fiduciary duty or professional negligence given against it in any civil or criminal proceedings, or are there any current proceedings that may lead to such a judgement or conviction?						
(c) had a receiver and/or manager been appointed in respect of any of the assets of the said corporation?						
(d) entered into a compromise or arrangement with creditors or members?						
(e) had a petition presented in a court for its winding up?						
(f) been subjected to any form of disciplinary proceedings or action by any professional or regulatory body?						
If YES, please specify details (i.e., nature of the offence, the circumstances in which the offence was committed and the time elapsed since the offence was committed):						
(3) Have you at any time been prohibited from one or more of the following under an order made, or a notice given, under Malaysia law or the law of an overseas jurisdiction:						
(a) being a director of an entity; or						
(b) being a promoter of an entity; or						
(c) being concerned with or taking part in the management of an entity.						
If YES, please specify details:						
Competence and Capability					YES	NO
I have –						
(a) the appropriate qualifications, training, skills and experience required to satisfactorily discharge the responsibilities of director I hold or seek appointment to.						
(b) commitment to effectively fulfil the role and responsibilities as a director having regard to my other commitments.						
(c) no conflict or potential conflict of interest (direct or indirect) that affects, or may affect, my proper performance of the duties of this position.						
Financial Soundness					YES	NO
I have -						
(a) not been the subject of a judgement debt which is unsatisfied, whether in Malaysia or elsewhere.						
(b) not been subject of a bankruptcy petition, whether in Malaysia or elsewhere.						
Interest in Securities					YES	NO
Have you purchased/sold IGB Berhad/ IGB REIT/ IGB Commercial REIT securities, whether directly or indirectly (which includes purchases/sales through your own nominees for/on behalf of your relatives) for your own account during the 12 months immediately preceding the date of this Declaration?						
If YES, please select one of the options below:						
(i) Information is attached as supporting document(s) with this Declaration.						
(ii) Information is outlined in the table below:						
Name of Securities	No. of Securities	Price	Acquisition/Disposal	Other Consideration	Date of Contract	

Directorship				YES	NO
Are you a director of any corporation, wherever incorporated?					
If YES, please select one of the options below:					
(i) Information is attached as supporting document(s) with this Declaration.					
(ii) Information is outlined in the table below:					
Name of Corporation	Nature of Business	Place of Incorporation	Date of Appointment as director	Nature of Appointment (Executive or Non-Executive)	

Ownership				YES	NO
Do you own, either directly or indirectly, 5% or more of the voting securities of any corporation, wherever incorporated?					
If YES, please select one of the options below:					
(i) Information is attached as supporting document(s) with this Declaration.					
(ii) Information is outlined in the table below:					
Name of Corporation	Nature of Business	Place of Incorporation	% Ownership		

TRUE AND CORRECT INFORMATION	
<p>I hereby –</p> <p>(a) declare that the information provided in this Declaration and its annexures (if any) are true and correct;</p> <p>(b) undertake to immediately inform IGB in writing upon any change in circumstances, that would affect the correctness and completeness of any information in which I have provided in this Declaration; and</p> <p>(c) acknowledge that IGB may conduct checks and obtain references to establish that I am a FAP person and I provide my consent to IGB to perform any relevant checks, and that any false statement I make in this Declaration may lead to dismissal or removal from the board or from the position I have been appointed to.</p> <p>.....</p> <p>Name:</p> <p>Position Held:</p> <p>Date:</p>	