

POLICY ON INDEPENDENT NON-EXECUTIVE DIRECTORS TENURE

OBJECTIVE AND SCOPE

The Board of Directors (“Board”) of Malakoff Corporation Berhad (“MCB”) is committed to a process of Board renewal and succession-planning for Independent Non-Executive Directors (“INEDs”) in order to balance the benefits of experience with the need for new perspectives to the Board while maintaining an appropriate degree of continuity and adequate opportunity for transition of Board and Board Committee roles and responsibilities.

The Board Nomination and Remuneration Committee (“BNRC”) is responsible for recommending nominees for election to the Board and, in furtherance of such responsibility, it analyzes the competencies and skills of existing INEDs, oversees an annual director evaluation process, and assesses the current and future needs of the Board, including the need to comply with the MCB’s Policy regarding the Diversity of the Board of Directors.

The purpose of this Policy is to communicate the importance MCB places on the renewal of its Board of Directors in order to sustain Board performance and maintain Board expertise.

BOARD TENURE

In order to assist the BNRC and the Board in succession-planning for INEDs and appropriate Board renewal, the Board hereby adopts limits on Board tenure.

An INED who has reached the nine-year limit may, subject to thorough assessment of the BNRC and approval of the Board, be recommended for retention as INED by shareholders’ approval annually, or the INED will be re-designation as non-independent director of MCB.

The INEDs will not be re-nominated for election at an annual meeting after the earlier of the following has occurred:

- (a) such Director has served 12 years following the date on which the Director first began serving on the Board (the “Term Limit”); or
- (b) such Director has reached the age of 75 years old on or before the date of the annual general or special meeting of shareholders of MCB called in respect of the election of Directors (the “Retirement Age”).

Notwithstanding the above, there should be no expectation that an INEDs will serve on the Board for the periods contemplated by the Term Limit or until such Director reaches Retirement Age. Directors may resign or maybe removed as and when circumstances dictate.

The revision of the Policy was approved by the Board of Directors on 19 February 2020.