

GREEN PACKET BERHAD
Registration No. 200001032335 (534942-H)

DIRECTORS' FIT & PROPER POLICY

Purpose

Green Packet Berhad is committed to ensuring that appointment and re-appointment of Director of Green Packet Berhad and its subsidiaries ("the Green Packet Group") are fit and proper. The primary objective of this Directors' Fit & Proper Policy is to facilitate the Nomination Committee to carry out their roles for the appointment and re-appointment of Directors of Green Packet Berhad.

Application

This Policy is applicable to:

1. All Directors, whether Executive or Non-Executive Directors including Independent Directors of the Green Packet Group.
2. The time of appointment / re-appointment and during the tenure as a Director of the Green Packet Group.

Fit and Proper Assessment

A person (if required) shall pass the relevant checks prescribed from time to time to the satisfaction of Green Packet Group to be considered as fit and proper.

The 'Fit & Proper' criteria includes but are not limited to the following:

A. Character and Integrity

Probity

- The person is compliant with applicable legal obligations, regulatory requirements and professional standards.
- The person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or courts.

GREEN PACKET BERHAD DIRECTORS' FIT & PROPER POLICY

Personal Integrity

- The person has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
- Their service contract (i.e., in the capacity of management or as a director) had not been terminated in the past due to concerns on personal integrity.
- The person has not abused other positions, which he has held, to facilitate government relations for the Company in a manner that contravenes the principles of good governance and professional ethics.

Financial Integrity

- The person manages personal debts or financial affairs satisfactorily.
- The person demonstrates the ability to fulfil personal financial obligations as and when they fall due.

Reputation

- The person is of good repute in the financial and business community.
- The person has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
- The person has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

**GREEN PACKET BERHAD
DIRECTORS' FIT & PROPER POLICY**

B. Experience and Competence

Qualifications, Training and Skills

- The person possesses education qualification that is relevant to the skill set that the person is earmarked to bring to bear onto the boardroom (i.e., a match to the Board skill set matrix).
- The person has a considerable understanding on the workings of a corporation.
- The person possesses general management skills as well as understanding of corporate governance and sustainability issues.
- The person enhances his knowledge /skills based on continuous professional development.
- The person possesses leadership capabilities and a high level of emotional intelligence.

Relevant Experience and Expertise

- The person possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

Relevant Past Performance or Track Record

- The person had a career of occupying a high-level position in a comparable organisation, and played an important role in the organisation's governance, business performance or operations.
- The person possesses commendable past performance in their previous organisations.

C. Time and Commitment

Ability To Discharge Role Having Regard To Other Commitments

- The person is able to devote time as a board member, having factored other outside obligations including concurrent board positions held by them across listed issuers and non-listed entities (including not-for-profit organisation).

D. Participation And Contribution in The Board Or Track Record

- The person demonstrates willingness to participate actively in board activities.
- The person demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the boardroom.
- The person manifests passion in the vocation of a director.
- The person exhibits ability to articulate views independently, objectively and constructively.
- The person exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

Evaluation for New Appointments and Re-Appointments

The Nomination Committee will evaluate candidates for new appointment as Directors based on the 'Fit & Proper' criteria as spelt out in this Policy before recommending to the Board for approval. The Board and the Nomination Committee may discuss and determine prescriptions and specifications for new appointments based on specific circumstances and requirements to ensure their relevance and alignment with the Company's needs and structure.

For re-appointment of Directors, the Directors will be evaluated based on the Board Evaluation Form. The Nomination Committee has the power not to recommend to the Board the re-appointment of retiring Directors who do not meet the Policy requirements.

Failure to meet one (1) factor on its own does not necessarily mean failure to meet the 'Fit & Proper' criteria in this Policy. The Nomination Committee will 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 the significance of the event from the perspective of potential risks posed to Green Packet Group.

GREEN PACKET BERHAD DIRECTORS' FIT & PROPER POLICY

The fit and proper evaluation of a Director may also be conducted whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

The information gathered from the evaluation of new appointments and re-appointments shall be for the Nomination Committee's strict use for the purpose of the assessment and not for public disclosure.

Review

The Board of Directors may modify this Directors' Fit & Proper Policy as and when it deemed fit. Modification may be necessary, among other reasons, to maintain compliance with laws and regulation and / or accommodate organisational changes within Green Packet Group. Any material changes to this Policy must be first approved by the Board of Green Packet Berhad. A copy of the terms of reference is available at www.greenpacket.com.

Approval

This Directors' Fit & Proper Policy was approved by the Board of Directors on 29 June 2022.