

**BOARD CHARTER**

**AFFIN BANK BERHAD**

**COPYRIGHT NOTICE**

**Copyright©**

All rights reserved. This document is confidential and property of AFFIN BANK BERHAD (ABB) and no part should be reproduced, published in any form by any means, electronic or mechanical including photocopy or any information storage or retrieval system without the written authorisation of ABB.

## **1. PREAMBLE**

The Board acknowledges the importance of developing and maintaining a framework of Corporate Governance that is robust and sound, to promote a culture of integrity and transparency throughout Affin Bank Berhad (the “Bank”). In this regard, all directors are required to maintain the highest standards of transparency, integrity and honesty. This standard serves as the basis for the principles that govern directors’ conduct and their relationship with the Group’s stakeholders.

The Board Charter sets out the mandate, roles and responsibilities, and procedures of the Board and Board Committees (both individually and collectively), in setting the direction, management and control of the Bank in accordance with the principles of good corporate governance set out in the policy documents and guidelines issued by Bank Negara Malaysia (BNM) and relevant regulatory authorities.

The Board may from time to time review the contents of this Board Charter in tandem with the Bank’s Corporate Governance Framework to ensure its relevance and effectiveness in the light of the ever changing environment in which the Bank operates.

## **2. BOARD COMPOSITION**

The composition of the Board reflects a good measure of objectivity and impartiality in order to ensure that the interest of the minority shareholder is not compromised. The influence of the nominees for the major shareholders of Affin Group is balanced by the presence of the independent directors on the Board (who form the majority members of the Board) whose collective views carry significant weight in the Board’s deliberation and decision-making process. Other salient factors which have been taken into account in determining the Board’s composition are as follows:-

### **Board Size**

Pursuant to Article 88 of the Bank’s Articles of Association, until otherwise determined by a general meeting, the number of Directors shall not be less than five (5) or more than ten (10).

### **Chairman**

The Chairman of the Board must not be an executive and must not have served as a Chief Executive Officer (CEO) of the financial institution in the preceding five (5) years.

### **Executive Director**

There must be no more than one (1) Executive Director, unless BNM approves otherwise.

### **Separation of Roles of Chairman and CEO**

The positions of Chairman and CEO are held by different individuals.

### **Senior Independent Director**

The Board may appoint a Senior Independent Director, to whom concerns of stakeholders may be conveyed.

## **3. MAXIMUM TENURE OF INDEPENDENT DIRECTORS**

The maximum tenure of an Independent Director shall be nine (9) years of service as Independent Director in any entity of the Affin Group.

An Independent Director may, upon reaching the maximum tenure and subject to the approval of BNM for his/her re-appointment as Director, remain as a Director but shall be re-designated as Non-Independent Non-Executive Director.

## **4. BOARD EVALUATION AND ASSESSMENTS**

The Board conducts annual Board's evaluation to objectively assess the performance and effectiveness of each Director and the Board as a whole, as well as its Board Committees.

The results of the evaluation of individual Directors will be taken into account by the Board in determining its assessment of the Directors to stand for re-election at the next Annual General Meeting.

## **5. NEW APPOINTMENT/RE-APPOINTMENT OF DIRECTORS**

### **5.1 New Appointment of Directors**

All appointments of Directors are subject to the approval of BNM and the BNM approval will be for a specific term.

The Board Nomination and Remuneration Committee (BNRC) is responsible for assessing the candidate(s)' qualifications and experiences and whether he/she fulfills the minimum requirements as set out in the BNM Policy Document on Corporate Governance, BNM Fit & Proper Criteria and any other relevant laws. The BNRC thereafter submits its recommendation to the Board for decision on submission of application to BNM for the proposed new appointment as Director.

A formalised orientation programme will be held for relevant Heads of Departments/Divisions to brief the new members of the Board on the functions and areas of responsibility of their respective department/divisions.

### **5.2 Re-Appointment of Directors**

The proposed re-appointment of a Director, upon expiry of his/her current term of appointment as approved by BNM, is subject to the approval of BNM.

The BNRC is responsible for assessing the performance of Directors whose current term of appointment as approved by BNM is due to expire. It shall therefore submit its recommendation to the Board for decision on the submission of application to BNM for the re-appointment of the Directors concerned.

## **6. RE-ELECTION OF DIRECTORS**

Pursuant to Article 91(a) of the Bank's Articles of Association, at least one-third (1/3) of the Directors for the time being shall retire from office at every annual general meeting and shall be eligible for re-election.

## **7. KEY RESPONSIBILITIES OF THE BOARD**

The key responsibilities of the Board are as follows:

- (i) Approving the Bank's risk appetite, annual business plan and other initiatives which would have material impact on the Bank's risk profile.
- (ii) Overseeing the selection, performance, remuneration and succession plans of the CEO, control function heads and other members of the Senior Management, such that the Board is satisfied with the collective competence of Senior Management to effectively lead the operations of the Bank.
- (iii) Overseeing the implementation of the Bank's governance framework and internal control framework, and periodically ascertaining whether they remain appropriate in light of material changes to the size, nature and complexity of the Bank's operations.
- (iv) Promoting, together with Senior Management, a sound corporate culture within the Bank which reinforces ethical, prudent and professional behaviour.
- (v) Promoting sustainability through appropriate environmental, social and governance considerations in the Bank's business strategies.
- (vi) Overseeing and approving the recovery and resolution as well as business continuity plans of the Bank to restore its financial strength and maintain or preserve critical operations and critical services when it comes under stress.
- (vii) Promoting timely and effective communication between the Bank and BNM on matters affecting, or that may affect, the safety and soundness of the Bank.
- (viii) Undertaking various functions and responsibilities as specified in the policy documents and directives issued by BNM and other relevant laws from time to time.

The Board, in carrying out its functions or duties shall have regard to the interests of depositors or policy owners of the Bank and Participants as defined in the Financial Services Act 2013.

The Board reserves for its consideration significant matters such as the following:-

- (i) Approval of financial results.
- (ii) Declaration of dividends.
- (iii) Risk appetite setting.
- (iv) Annual budget and business plan.
- (v) Appointment of key responsible persons.

- (vi) Mergers and Acquisitions.
- (vii) Policy Manual.
- (viii) Connected Parties Transactions.
- (ix) Strategic Directions.

## **8. ROLE OF NON-EXECUTIVE CHAIRMAN**

The role of the Non-Executive Chairman includes the following:

- (i) Ensuring that appropriate procedures are in place to govern the Board's operation.
- (ii) Ensuring decisions are taken on a sound and well-informed basis including by ensuring that all strategic and critical issues are considered by the Board, and that Directors receive relevant information on a timely basis.
- (iii) Encouraging healthy discussion and ensuring that dissenting views can be freely expressed and discussed.
- (iv) Leading the Board in establishing and monitoring good corporate governance practices in the Bank.
- (v) Ensuring appropriate steps are taken to provide effective communication with stakeholders.

## **9. ROLE OF CHIEF EXECUTIVE OFFICER**

9.1 The role of Chief Executive Officer includes the following:

- (i) Developing the strategic direction of the Bank.
- (ii) Ensuring that the Bank's strategies and corporate policies are effectively implemented.
- (iii) Ensuring that Board decisions are implemented and Board directions are responded to.
- (iv) Providing directions in the implementation of short and long-term business plans.
- (v) Providing strong leadership that effectively communicates sound and viable vision, management philosophy and business strategy to the employees.
- (vi) Keeping the Board fully informed of all important aspects of the Bank's operations and ensuring sufficient information is distributed to Board members.
- (vii) Ensuring the day-to-day business affairs of the Bank are effectively managed.

- 9.2 The CEO must devote the whole of his professional time to service the Bank and must not hold directorships in more than five (5) entities other than the Bank.

## **10. ROLE OF NON-EXECUTIVE DIRECTORS**

The role of Non-Executive Directors includes the following:

- (i) Ensuring effective check and balance in the proceedings of the Board.
- (ii) Constructively challenging and contributing to the development of business strategy and direction of the Bank.
- (iii) Scrutinizing the performance of management in meeting agreed goals.
- (iv) Mitigating any possible conflict of interest between the policy-making process and the day-to-day management of the Bank.
- (v) Ensuring adequate systems and controls are in place to safeguard the interests of the Board, the stakeholders, depositors and Participants as defined in the Financial Services Act 2013.

## **11. PROCEDURES OF THE BOARD**

### **11.1 Board Meetings and Attendance**

The Board holds at least eleven (11) Board meetings in a year.

Board meetings are scheduled in advance at the beginning of the year with additional meetings duly convened as and when to review progress reports on the Bank's financial performance, approved strategies, business plans and significant policies as well as to consider business and other proposals which require the Board's approval.

A Director must attend at least 75% of the Board meetings held in each financial year, and must not appoint another person to attend or participate in a Board meeting on his behalf.

Participation at a Board meeting by way of other than physical presence, will be the exception rather than the norm, and is subject to appropriate safeguards to preserve the confidentiality of deliberations.

## **11.2 Board Papers and Supply of Information to Board**

The Board has full and timely access to information on Board matters via materials distributed in advance of meetings to enable the Directors to obtain further explanation, where necessary, in order to be properly briefed prior to the meetings.

The Board papers include the minutes of the previous Board meeting, minutes of the Board Committees and reports on related banking aspects such as financials, investment, operational Information Technology, Human Resource, Risk Management and Audit matters as well as regulatory compliance matters.

All Board members have unrestricted access to timely and accurate information and access to the advice and services of the Company Secretary who is responsible for ensuring that the Board meetings' procedures are followed and that all applicable rules and regulations are complied with. Procedures have to be in place for Directors to seek professional advice at the Bank's expense.

## **11.3 Quorum for Board meetings**

Pursuant to BNM Policy Document on Corporate Governance, the quorum for the Board meetings shall be the presence of at least half the number of the Board members.

## **12. CONFLICT OF INTEREST**

Pursuant to Section 58 of the Financial Services Act 2013 (FSA), a Director is required to disclose to the Board the nature and extent of his/her interest in a material transaction or material arrangement, and, if such material transaction or material arrangement is being deliberated during a Board meeting, to be absent from the meeting during such deliberations.



## BOARD CHARTER

---

For the purpose of Section 58(4) of the FSA:-

- (i) an existing or proposed transaction or arrangement will be considered “material” if it is one which a Director is required to declare under the Companies Act 2016, unless the director or any person linked to him cannot reasonably be expected to derive a benefit or suffer a detriment from the transaction or arrangement in a way that will place the Director in a position of conflict; and
- (ii) an interested Director must make the disclosure by way of a written notice to all members of the Board and the Company Secretary:-
  - (a) as soon as practicable after being aware of his/her interest in the material transaction or arrangement; and
  - (b) if the material transaction or arrangement is being deliberated at a board meeting, before the commencement of that deliberation.

Interested Directors are required to declare immediately to the Board should they be interested in any transaction to be entered into directly or indirectly by the Bank. An interested Director is required to abstain from deliberations and decisions of the Board on the transactions.

### **13. BOARD COMMITTEES**

The Board has established a number of Board Committees whose composition and terms of reference are in accordance with the BNM Policy Document on Corporate Governance and are consistent with the principles and practices of the Malaysian Code of Corporate Governance.

The Board has delegated specific authorities and responsibilities to the Board Committees, which operate under approved terms of reference for the respective Board Committee, primarily to assist the Board in the execution of its duties and responsibilities.

The Board Committees shall report the outcome of their meetings to the Board for deliberation/approval at the Board’s level, if required.

## BOARD CHARTER

---

The key responsibilities of the Board Committees are as follows:-

(i) Board Audit Committee (BAC)

The BAC is responsible for providing oversight on reviewing the adequacy and integrity of the internal control systems and overseeing the work of the internal and external auditors.

(ii) Board Risk Management Committee (BRMC)

The BRMC is responsible for overseeing management's activities in managing credit, market, liquidity, operational, legal reputational and other risks so as to ensure that the risk management process is adequately in place and functions effectively.

(iii) Board Credit Review and Recovery Committee (BCRRC)

The BCRRC is responsible for providing critical review of loans/financing and other credit facilities with higher risk implications, after due process of checking, analysis, review and recommendation by the Group Credit function, and if found necessary, exercise the power to veto loans/financing applications that have been approved by the Group Management Credit Committee.

(iv) Board Nomination and Remuneration Committee (BNRC)

The BNRC is responsible for providing a formal and transparent procedure for the appointment of Directors, Managing Director/CEO and Senior Management. The BNRC develops the remuneration policy for Directors, Managing Director/CEO, Senior Management and other material risk takers. It also assesses the effectiveness of individual Directors, the Board as a whole and the performance of the Managing Director/CEO as well as Senior Management.

The BNRC reviews and recommends to the Board the process for succession planning for the Board members, Managing Director/CEO and Senior Management, and ensures that compensation is competitive and consistent with the Bank's culture and strategic objectives. For this purpose, BNRC may obtain advice from experts in compensation and benefits, both internally and externally.

The Board may set up other relevant Board Committees to assist the Board on any matters as and when required.