

## **DIRECTORS' FIT AND PROPER POLICY**

### **1.0 INTRODUCTION**

Parkland Berhad ("**Company**") is obliged to formulate a fit and proper policy for the appointment, re-appointment and/or re-election of the Directors of the Company and its subsidiaries ("**Group**") pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**MMLR**").

The Directors' Fit and Proper Policy ("**Policy**") sets out the approach, guidelines and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Group.

### **2.0 OBJECTIVE**

This Policy serves to guide the Nominating Committee and the Board of Directors ("**Board**") and Management of the Group in their review and assessment of candidates that are to be appointed onto the Board as well as existing Directors of the Group who are seeking for re-appointment and/or re-election.

### **3.0 FIT AND PROPER CRITERIA**

Amongst other, the considerations that underpin the overarching criteria in relation to a fit and proper policy are outlined and elucidated below:-

#### **3.1 Character and integrity**

##### **(a) Probity**

- is compliant with legal obligations, regulatory requirements and professional standards;
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court in the past five (5) years.

##### **(b) Personal integrity**

- 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;
- service contract (i.e. in the capacity of Management or Director) had not been terminated in the past due to concerns on personal integrity;
- has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

##### **(c) Financial integrity**

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

##### **(d) Reputation**

- is of good repute in the financial and business community;
- has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past ten (10) years;

- 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.

### 3.2 Experience and competence

- (a) Qualifications, training and skills
  - possesses education qualification that is relevant to the skill set that the director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix);
  - has a considerable understanding on the workings of a corporation;
  - possesses general management skills as well as understanding of corporate governance and sustainability issues;
  - keeps knowledge current based on continuous professional development;
  - possesses leadership capabilities and a high level of emotional intelligence.
- (b) Relevant experience and expertise
  - 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.
- (c) Relevant past performance or track record
  - had a career of occupying a high level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations;
  - possesses commendable past performance record as gathered from the results of the board effectiveness evaluation.

### 3.3 Time and commitment

- (a) Ability to discharge role having regard to other commitments
  - able to devote time as a Board member, having factored other outside obligations including concurrent Board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).
- (b) Participation and contribution in the board or track record
  - demonstrates willingness to participate actively in board activities;
  - demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
  - manifests passion in the vocation of a director;
  - exhibits ability to articulate views independently, objectively and constructively;
  - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

## 4.0 ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- 4.1 The Company shall conduct the fit and proper assessments on each Director within the scope of this Policy prior to initial appointments as well as at regular intervals of at least the annual board effectiveness evaluation or whenever the Company becomes aware of information that may materially compromise a Director's fitness and propriety.

- 4.2 In assessing a Directors' fitness and propriety, the Company shall take into account the criteria outlined in this Policy. The criteria shall be assessed both individually and collectively, taking into account their relative importance. Failure to meet one criterion on its own does not necessarily mean failure to meet the fit and proper criteria. The specific circumstances surrounding a Director's failure to meet specific criteria, such as 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 the Company, will be considered by the Company.
- 4.3 The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business. In conducting the assessment, the Company should consider whether there have been material changes in the nature or scope of the responsibilities assumed by a Director in which higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.
- 4.4 A person who has been identified for appointment as a Director or for re-appointment/ re-election as a Director within the Group shall be required to make the fit and proper declaration in the form as set out in Appendix I of this Policy or in such other forms as the Nominating Committee may from time to time prescribe or approve. By executing the Declaration, the candidate(s) will authorise the Company to perform background check, if necessary, which may cover previous employment verification, professional reference checks, education confirmation and/or criminal record and credit checks. The information gathered from the assessments shall be for the Nominating Committee's strict use for the purpose of the assessment and not for public disclosure.

## **5.0 PUBLICATION ON THE COMPANY'S CORPORATE WEBSITE**

In compliance with Rule 15.01A(c) of the MMLR, a copy of this Policy is published on the Company's corporate website.

## **6.0 REVIEW OF THIS POLICY**

The Nominating Committee shall with the assistance of Management, review the adequacy of this Policy on a regular basis and may from time to time recommend the proposed changes to the Board for approval to remain relevant, appropriate and consistent with the Group's practices, Malaysian Code on Corporate Governance, MMLR or any other applicable regulatory requirements.

## **7.0 EFFECTIVE DATE**

This Policy has been adopted by the Board of Directors on 22 June 2026.

### **History**

| <b>Version Number</b> | <b>Board's approval Date</b> | <b>Effective Date</b> |
|-----------------------|------------------------------|-----------------------|
| 1                     | 22/06/2026                   | 22/06/2026            |
|                       |                              |                       |

**DIRECTOR'S DECLARATION OF FIT AND PROPER**

**Name** : \_\_\_\_\_

**NRIC/ Passport No.** : \_\_\_\_\_

do hereby solemnly affirm and declare the following:  
(Please tick (✓) 'Yes' or 'No' whichever is applicable)

| No.                                               | Criteria                                                                                                                                                                                                                                                                                                                                                 | Yes | No |
|---------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>Probity, Personal Integrity and Reputation</b> |                                                                                                                                                                                                                                                                                                                                                          |     |    |
| 1.                                                | I have not been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;                                                                                                                                                   |     |    |
| 2.                                                | I have not contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;                                                                                                                                                                   |     |    |
| 3.                                                | I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;                                                                                                                                                                                                                        |     |    |
| 4.                                                | I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;                                                                                                  |     |    |
| 5.                                                | I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;                                                                                                                                                      |     |    |
| 6.                                                | I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;                                                                                                                                                     |     |    |
| 7.                                                | I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a license to conduct any trade, business or profession, or has had that registration, authorisation, membership or license revoked, withdrawn or terminated; |     |    |
| 8.                                                | I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;                                                                                                                                                           |     |    |
| 9.                                                | I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;                                       |     |    |
| 10.                                               | In the past, I have not acted unfairly or dishonestly in my                                                                                                                                                                                                                                                                                              |     |    |

| No.                                               | Criteria                                                                                                                                                                                                                                                                                                                                             | Yes | No |
|---------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>Probity, Personal Integrity and Reputation</b> |                                                                                                                                                                                                                                                                                                                                                      |     |    |
|                                                   | dealings with my customers, employer, auditors and regulatory authorities;                                                                                                                                                                                                                                                                           |     |    |
| 11.                                               | I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;                                                                                |     |    |
| 12.                                               | I have not contributed significantly to the failure of an organisation or a business unit;                                                                                                                                                                                                                                                           |     |    |
| 13.                                               | I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices; and                                                                                                                                                                                             |     |    |
| 14.                                               | I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity of a Director of Parkland Berhad (" <b>Parkland</b> ") and its subsidiaries (" <b>Parkland Group</b> ") which would be disadvantageous to Parkland Group's interest. |     |    |
| <b>Financial Integrity</b>                        |                                                                                                                                                                                                                                                                                                                                                      |     |    |
| 15.                                               | I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;                                                                                                                                                                                                                               |     |    |
| 16.                                               | To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere;                                                                                                                                                                                                 |     |    |
| 17.                                               | I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.                                                                                                                                                                                                      |     |    |

\* Where you have not ticked 'YES', please explain and/or provide the relevant documents.

| <b>Explanation for items not ticked 'YES'</b> |             |
|-----------------------------------------------|-------------|
| No.                                           | Explanation |
| 1.                                            |             |
| 2.                                            |             |
| 3.                                            |             |

\_\_\_\_\_  
(Signature)

Name:

Date:

**Due Diligence Checks by Nominating Committee**

(Applicable for New Appointment of Director only)

(Please tick (✓) 'Yes' or 'No' whichever is applicable)

| No. | Checklist                                                                                                                                                                                                                   | Yes | No | Remarks |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| 1.  | Education background                                                                                                                                                                                                        |     |    |         |
| 2.  | Professional body membership/ license                                                                                                                                                                                       |     |    |         |
| 3.  | Working experience                                                                                                                                                                                                          |     |    |         |
| 4.  | Credit Bureau Report                                                                                                                                                                                                        |     |    |         |
| 5.  | SSM Search                                                                                                                                                                                                                  |     |    |         |
| 6.  | Bankruptcy and winding-up searches                                                                                                                                                                                          |     |    |         |
| 7.  | Malaysian Anti-Corruption Commission (MACC)<br>- Corruption Offender Database                                                                                                                                               |     |    |         |
| 8.  | Securities Commission Malaysia ("SC")<br>- Criminal Prosecution<br>- Civil actions & regulatory settlements<br>- Administrative actions<br>- Persons wanted by the SC<br>- List of people sought to assist in investigation |     |    |         |
| 9.  | Bursa Malaysia Berhad<br>- Enforcement action on participants<br>- Public enforcement on company or advisor<br>- Public enforcement on delisting<br>- Public enforcement on directors or individuals                        |     |    |         |
| 10. | Other such available and necessary searches                                                                                                                                                                                 |     |    |         |

Checked by Nominating Committee

For and on behalf of the Nominating Committee,

\_\_\_\_\_  
(Signature)

Name:

Designation: Chairman of Nominating Committee

Date: