



HEINEKEN MALAYSIA BERHAD

Company no. 196401000020 (5350-X)

DIRECTORS' FIT & PROPER POLICY

Approved by the Board on 11 May 2022

TABLE OF CONTENTS

Title	Page
1. Overview	2
2. Guideline on the Fit and Proper Criteria	2
3. Assessment for Appointment to the Board	3
4. Vacation / Cessation of Office	3
5. Review	3

Annexure A – Form of Information on Prospective Director

1. Overview

This Policy sets out the fit and proper criteria for appointment to the Board of Directors (“Board”) of Heineken Malaysia Berhad (“the Company”) and the Company’s approach to diversity on the Board.

This Policy serves as a guide to the Nomination & Remuneration Committee (“NRC”) and the Board in their review and assessment of candidates to be appointed to the Board with the objectives of ensuring that membership of the Board fulfils the requisite fit and proper criteria and includes a diverse mixture of skills, professional and industry backgrounds, business experience and expertise, gender, ethnicity and age for effective functioning.

2. Guideline on the Fit and Proper Criteria

For the purpose of establishing whether a person is fit and proper and suitable to hold directorship in the Company, the NRC and the Board shall be guided by the following criteria:

- (i) Probity, integrity and reputation
 - Possesses personal qualities of honesty, integrity and diligence and is compliant with legal obligations, regulatory requirements and professional standards.
 - Has good repute in the financial and business community and has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 5 years.
- (ii) Experience and competency
 - Possesses relevant qualification, skills, regional and industry experience and expertise with satisfactory past performance records.
 - Has relevant knowledge and good understanding of local economic and operating environment including key industry trends and stakeholders’ expectation and always keep abreast with changes in evolving business environment.
 - Able to provide strategic insight and direction by promoting innovation, conceptualize key trends, evaluate issues and constructively challenge the organisation to sharpen its strategy and vision.
 - Has good relationship and network with relevant stakeholders which the Company could leverage in managing industry issues.
- (iii) Commitment and capability
 - Able to commit and devote time as needed to discharge duties and responsibilities effectively and exemplifies readiness to participate in events outside the boardroom.
 - Understands the fiduciary duties and responsibilities as a Director and is able to act professionally and independently and in the interest of all shareholders.
- (iv) Meets the requisite independence criteria as stipulated in the Bursa Malaysia’s Listing Requirements for appointment as Independent Directors.
- (v) Any other criteria the NRC and the Board may determine from time to time as they deem fit.

3. Assessment for Appointment to the Board

The NRC shall be guided by the following prior to recommending a suitable candidate for appointment to the Board for approval:

- (i) Review the composition of the Board, identify the gaps and subsequently determine the selection criteria for the new appointment with a view to close the gap and to ensure appropriate mix of gender, skills, experience and expertise on the Board.
- (ii) The Board recognises the importance of ensuring gender diversity on the Board and aims to maintain a 30% women representation on the Board.
- (iii) Consider sourcing potential candidates from internal and/or external sources through executive search firms.
- (iv) Assess and conduct engagement session with the potential candidates based on the required criteria. To facilitate the assessment, the Company shall obtain the relevant background information from the potential candidates in the format as set out in **Annexure A**.
- (v) Selection of candidates shall be based on a range of diverse perspectives, including but not be limited to skills and knowledge, experience and expertise, gender, age, ethnicity and education background. The ultimate decision shall be based on merit and contribution that the selected candidates are expected to bring to the Board.

4. Vacation / Cessation of office

The office of a Director shall be vacated if the Director:

- (a) resigns his office by notice in writing to the Company;
- (b) becomes disqualified from being a Director under Sections 198 or 199 of the Companies Act 2016;
- (c) ceases to be or is prohibited from being a Director by virtue of the Companies Act 2016 or the Bursa Malaysia's Listing Requirements;
- (d) retires and is not re-elected at general meeting of the Company;
- (e) is removed from his office as Director by ordinary resolution of the Company in a general meeting of which special notice has been given in accordance with Section 206(3) of the Companies Act 2016;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder, physically incapacitated or dies;
- (g) is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from the stock exchange; or
- (h) becomes an active politician.

5. Review

The NRC shall review this policy periodically and recommend to the Board on any changes required for its approval.

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ANNEXURE A

Form of Information on Prospective Directors

Part A : Personal Details

1.	Full Name	
2	NRIC No / Passport No	
3	Age	
4	Nationality	
5	Address	
6	Contact details	

Part B: Academic Qualification and Working Experience

1	Academic qualification	
2	Core areas of expertise	
3	Working experience	

Part C: Present and Past Directorship

1	Present Directorship <i>(Includes position held)</i>	
2	Past Directorship <i>(Includes position held)</i>	

Part D: Declaration

1	Any family or business relationship with any Director / Management / Major Shareholders of HEINEKEN Malaysia which could materially pose a conflict of interest or interfere with your judgment when acting as a director which is disadvantageous to the Company?	Yes, please state details / No
2	Any equity interest, both direct and indirect, in HEINEKEN Malaysia?	Yes, please state details / No
3	Have you been convicted by a court of laws, whether within Malaysia or elsewhere, of any commercial and criminal offences or been involved in any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings within the past 5 years?	Yes, please state details / No
4	Have you or your Company where you are a Director been reprimanded/sanctioned/penalized by the regulators namely Securities Commission and Companies Commission of Malaysia?	Yes, please state details / No
5	Currently a bankrupt?	Yes, please state details / No
6	Hold a position in any political party?	Yes, please state details / No

Part E: Others

1	Are you able to commit and devote time as needed to discharge the duties and responsibilities as a Director of HEINEKEN Malaysia?	Yes, please state details / No
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 Signature of Prospective Director

Date: