

PROTASCO BERHAD

Directors' Fit and Proper Policy

Objective

The objective of this Directors' Fit and Proper Policy ("Policy") is to set out the criteria for selection and assessment of candidates proposed for appointment as Directors of Protasco Berhad ("Company") and its major subsidiaries (as defined in the Bursa Malaysia Main Market Listing Requirements) as well as Directors who are seeking for re-election to continue serving on the Board of the Company.

The Policy serves as guiding framework for the Nominating & Remuneration Committee ("NRC") and the Board of Directors in reviewing and evaluating the suitability of individuals for appointment or re-election to the Board.

Fit and Proper Criteria

The Board and the NRC shall assess any person proposed to be appointed or re-elected as a Director of the Company and its major subsidiaries based, among others on the following criteria:

1. Character and Integrity

- (i) Probity
 - Complies with legal obligations, regulatory requirements and applicable professional standards.
 - Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or the court.
- (ii) Personal Integrity
 - Has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which reflect adversely on his professional conduct.
 - Has not had service contract (in the capacity of management or Director) terminated in the past due to concerns over personal integrity.
- (iii) Financial Integrity
 - Manages personal debts or financial affairs in a satisfactory manner.

- Demonstrates the ability to meet personal financial obligations as and when they fall due.

(iv) Reputation

- Having good repute in the financial and business community.
- Has not within the past 5 years, been the subject of criminal proceedings or enforcement action, relating to the managing of an entity; or
- Has not been involved in fraud or dishonesty punishable by imprisonment for three months or more; and
- Has not contravened any requirements or standards of regulatory body, professional organisation, government agencies whether local or abroad.

2. Experience and Competence

(i) Qualification, training and skills

- Possesses academic or professional qualification relevant to the skills required by the Board's skill set matrix and the Company's strategic priorities.
- Has a sound understanding of corporate operations and business management.
- Demonstrate understanding of corporate governance, sustainability and Environment, Social & Governance (ESG) issues.
- Maintain up to date knowledge current through continuous professional development.

(ii) Relevant experience and expertise

- Possesses relevant work experience and expertise with due consideration given to length of service, nature and size of previous organization, scope of responsibilities reporting lines and delegated authorities.

3. Time and Commitment

(i) Ability to discharge board responsibilities having regard to other commitments.

(ii) Participation and contribution in the Board or track record (for re-election of existing Directors).

- Demonstrate willingness to participate actively in Board activities.
- Demonstrate commitment to devote adequate time and effort to understand the Company's businesses and to participate in events outside the boardroom.
- Exhibit passion and dedication in fulfilling the role of a Director.
- Articulate views independently, objectively and constructively.
- Demonstrate open-mindedness to others' views and the ability to make considered judgments after considering different perspectives.