BOARD OF DIRECTORS' CHARTER

Great Eastern Takaful Berhad

Version 9.0

Department: Legal, Secretarial & Shariah
Date: 12 November 2025

Contents

1. DOCUMENT INFORMATION AND HISTORY

Document Owner	Head, Legal, Secretarial & Shariah
Approved by & Date (Board of Directors)	Board of Directors 12 November 2025
Reviewed by & Date (Board Committee)	Board Nominations and Remuneration Committee 12 November 2025
Document Version	9.0
Date of Last Revision	26 November 2024
Effective Date	12 November 2025

Date	Version	Change Reference
10 December 2010	1.0	New
24 May 2012	1.1	Added bullet point no.8 under Para 5.6: • Conducting an annual review of the Shariah Committee's performance including their individual contributions.
23 November 2012	1.2	Added bullet point no.7 and no.8 under Para 5.6: • Putting in place the appropriate mechanism to discharge the overall Shariah governance framework and Shariah compliance of the Company; • Performing a diligent oversight over the effective functioning of the Company's Shariah governance framework and ensuring that the framework commensurate with the size, complexity and nature of the Company's business.
19 November 2014	2.0	Addition of a Content page and renumbering of clauses. • Revising Paras 3, 5 and 6 in particular to reflect the explicit statutory duties and functions of the Board to the Company under the new Islamic Financial Services Act 2013. • Incorporating Appendices A-F which are to be read alongside the Charter.
15 November 2016	3.0	Revised contents in line with Bank Negara Malaysia's Policy Document on Corporate Governance.
5 November 2020	4.0	3.1 – Replace Nominating Remuneration Committee ("NRC") to Board Nominations and Remuneration Committee ("BNRC") and all other references made to NRC.
		3.3 – Amended the definition of Independent Non-Executive Directors on footnote no. 1.
		Editorial changes on item 3.4 and added new item 3.5 for clarity, in line with the Bank Negara Malaysia's Policy Document on Corporate Governance requirements on Chairman and Executive Director

		respectively, also consistent with current practice.
		Amended 3.7 to include footnote no. 3 on the definition of cessation.
		4.1 b) – Replace Audit Committee ("AC") to Board Audit Committee ("BAC") and all other references made to AC. 4.1 c) - Replace Board Risk Committee ("BRC") to Board Risk Management Committee ("BRMC") and all other references made to BRC.
		Amended 6.0 to replace footnote no. 3 to 4.
		Amended 6.1 to include footnote no. 5 to refer to GETB's latest authority grid and Schedule of Frameworks, Policies and Charters 2020.
		Added new point under item 6.3 to include Board's oversight responsibility encompassing the anti-corruption function.
		6.5 – Added footnote no. 5 and 6 on the definition of Senior Officers and Non-Senior Offices.
		Editorial changes on item 6.6.
10 November 2021	5.0	Editorial changes on item 3.3, 3.8, 5.3, 6.1, 6.2, 6.5 to provide clarity and align with Group's Board Charter.
		Amended 6.0 to include "Shariah Committee" and Board's delegation of its authority, if any, to Shariah Committee pursuant to Paragraph 9.8 of Shariah Governance Policy Document (BNM/RH/PD 028-100).
		Updated Footnote 5 with 2021 Authority Grid and Appendix 1 on the Schedule of Frameworks, Policies and Charters (2021).
30 December 2022	6.0	Updated Footnote 5 with 2021 Authority Grid and Appendix 1 on the Schedule of Frameworks, Policies and Charters (2022).
29 September 2023	7.0	Editorial changes on items 2, 3.2, 3.4, 3.6 and 6.6 to align with Group's Board Charter.
		Edited item 5.3 to provide clarity.
		Updated footnote 6 with Appendix 1 on Schedule of Frameworks, Policies and Charters (2023).
		Editorial changes on footnote 8 to remove the current listing of "Other Material Risk Takers" and simplify with reference to the list provided in the Performance Assessment and Remuneration Framework maintained by Human Capital Department.
		Amended item 7.4 to include reference to Corporate Governance Policy Document and Shariah Governance Policy Document.

26 November 2024	8.0	Added new paragraph under item 3.1 on the board establishment to align with Group's Board Charter. Added new paragraph under item 3.6 on the re-election of Directors at Annual General Meeting to align with Group's Board Charter and the Company's Constitution.
12 November 2025	9.0	Annual Review with no change.

2. STATEMENT OF POLICY

The Board of Directors ("Board") of Great Eastern Takaful Berhad (the "Company") provides Board oversight on the management of the business and affairs of the Company. The prime stewardship responsibility of the Board is to ensure the viability of the Company and that it is managed in the best interest of the Company as a whole while taking into account the interests of shareholders, customers and other stakeholders.

3. BOARD COMPOSITION

3.1 Selection of Members

The Board shall consist of at least five (5) and not more than ten (10) members of the Board of Directors of the Company.

The Board Nominations and Remuneration Committee ("BNRC") maintains an overview of the desired size of the Board, the need for recruitment and the criteria and skill sets expected of the new directors.

The BNRC recommends and assesses the nominees for directorship, the Directors to fill Board Committees, as well as assessing Directors proposed for re-appointment to the Board for approval. The assessment will include, but not be limited to, contribution, commitment, dedication, and continued relevance of experience and skill sets. The appointments/re-appointments shall be subject to the approval of the Bank Negara Malaysia ("BNM").

The Board, through the BNRC, will regularly review the succession plans for the Board to promote board renewal and address any vacancies.

3.2 Membership Criteria

Board Members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the region in which the Company operates, including the ability to provide stewardship over the Company's business.

To ensure the effectiveness of the Board, the desired competencies, knowledge or experience of members should include but not be limited to takaful, banking, accounting, finance, investment and asset management including real estate and property, law, marketing, information technology, strategy formulation, business acumen, management experience, sustainability, risk management, understanding of industry and customer, and familiarity with the relevant regulatory requirements and knowledge of cybersecurity risks. In addition, the Board should have a sound understanding of the business strategy, nature of the business activities of the Company and the Group and their associated risks.

3.3 Independent Non-Executive Directors

As determined by the BNRC and the relevant legislation and regulations, the Board shall comprise a majority of Independent Non-Executive Directors[1].

The removal or resignation of an Independent Non-Executive Director requires the prior written approval of BNM.

3.4 Chairman

The Chairman of the Board is the primary channel between the Board and Management. He ensures that the Board is kept apprised of relevant matters and Board approval is sought when needed. In addition, the Chairman is responsible for leading the Board to ensure that appropriate procedures are in place to govern the Board's operation; 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 all Directors receive the relevant information on a timely basis; encouraging healthy discussion and that dissenting views can be freely expressed and discussed; and lead efforts to address the Board's developmental needs.

To ensure the proper separation of governance from Management, the positions and roles of the Chairman and the Chief Executive Officer should be distinct and separate, with clear division of responsibilities between them.

The Board shall appoint its Chairman from among the Company's Non-Executive Directors and must not have served as Chief Executive Officer of the Company in the past five (5) years.

3.5 Executive Directors

The Board must not have more than one (1) Executive Director, unless with the approval of BNM.

3.6 Term of Directors

Subject to the Islamic Financial Services Act 2013 and BNM Corporate Governance Policy Document ("CG PD"), the Directors are elected by the Shareholders at the Annual General Meeting ("AGM"). All Directors are subject to mandatory retirement from office at regular intervals. One-third (1/3) of the Directors, being those who have served longest in office since their re-election, are required to retire by rotation in accordance with the Company's Constitution.

The Directors are elected by the Shareholders at the Annual General Meeting ("AGM"). The Company's Articles of Association provide for one-third of the directors to retire by rotation at each AGM, and retiring Directors are eligible for re-election.

On an annual basis, the Board Nominations and Remuneration Committee will also assess each Director to determine if he/she is fit and proper to continue in office.

[1] An Independent Non-Executive Director is one who is independent in character and judgment, and free from associations or circumstances that may impair the exercise of his independent judgment; and he or any person linked to him is independent from Management, business relationships and substantial shareholder of the Company or any of its affiliates, and has not served on the Board for a continuous period of 9 years or longer.

The maximum tenure of a Director's service is nine years to allow for board renewal. Independent Non-Executive Directors who continue in office after nine years under exceptional circumstances will be re-designated as non-independent.

All appointments and reappointments of Directors require the approval of the BNM and subject to a specified BNM term of appointment from the effective date of appointment/reappointment.

3.7 Cessation from office[2]

Where a Director, as the case may be –

a) becomes disqualified under Section 68(1) of the Islamic Financial Services Act 2013; or

b) no longer complies with any of the fit and proper requirements as may be specified by BNM under Section 69 of Islamic Financial Services Act 2013,

the Director shall immediately cease to hold office and act in such capacity.

Any cessation[3] of any Director shall be notified to BNM with reasons for the cessation, within 7 days from the date of such cessation.

3.8 **Retirement of Directors**

Where a Director, retires pursuant to his BNM Term of Appointment or retires during the Annual General Meeting of the Company, the Director shall immediately cease to hold office and act in such capacity.

Any retirement of Director shall be notified to BNM, within 7 days from the date of retirement.

4. BOARD COMMITTEES

4.1 Number and Structure of Committees

The Board delegates certain of its functions to its Committees, each of which is guided by a written terms of reference approved by the Board. There are three Committees of the Board:-

a) BNRC
b) Board Audit Committee ("BAC")
c) Board Risk Management Committee ("BRMC")

Any proposed change to the terms of reference shall be effective only with the proper approval of the Board. Any action of the Committee beyond the scope of its terms of reference requires ratification by the Board.

4.2 Independent Committee Members

The relevant regulations and guidelines determine the composition of the Board Committees in respect of Independent Non-Executive and Non-Independent Non-Executive Directors.

[2] Sections 70 and 71 of Islamic Financial Services Act 2013.
[3] Cessation includes resignation, change of role from a senior officer to a non-senior officer, termination, retirement or untimely death.

5. MEETINGS OF THE BOARD AND COMMITTEES

5.1 Agenda

The Chairman of the Board, in consultation with the Chief Executive Officer, develops the agenda for Board Meetings. Similarly, the Chairman of each Committee may consult the Chief Executive Officer and appropriate members of the Management in developing the agenda for Committee meetings.

5.2 Documents

Information and materials that are important to the Directors' understanding of the agenda items and related topics are distributed in advance of the meeting. The Company will provide information on the business, finances, risks, human resource and operations of the Company to the Directors on a regular basis as well as on an as-required basis.

5.3 Meetings

The Board may meet at any time.

At all meetings of the Board, the Chairman, if present, shall preside. If the Chairman of the Board is absent, the members present at the meeting shall elect a chairman of the meeting.

No business shall be transacted at a meeting unless at least half of the members are present.

The Secretary of the Company or his/her assistant, if any, shall be in attendance and a clear and accurate record of the proceedings shall be kept, including the key deliberations, rationale for each decision made, and any significant concerns or dissenting views. The minutes must indicate whether any Director abstained from voting or excused himself from deliberating on a particular matter.

The attendance at Board meeting, by way other than physical presence, remains the exception rather than the norm, and is subject to appropriate safeguards to preserve the confidentiality of deliberations. Board members may participate in meetings by means of video-conferencing, conference calls, or similar communications equipment by means of which all persons participating in the meeting can communicate with one another.

The meetings of the Board Committees are similarly guided by their respective terms of reference.

5.4 Management at Meetings

Appropriate members of the Management or external advisers may be invited to participate and/or make presentations at Meetings to enable Directors to gain additional understanding and insight into the Company's businesses.

5.5 Written or Circulating Resolutions

A resolution in writing, signed or assented to by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

The written resolutions of the Board Committees are similarly guided by their respective terms of reference.

5.6 Minutes of the Committee Meetings

Minutes of Committee meetings should be provided to all Directors at the next appropriate Board meeting following the Committee meetings. The Directors are invited to seek clarifications on the issues raised in the Committee meetings.

6. DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board has responsibilities to adhere to the laws of the jurisdictions within which it operates. Management operates within the confines of the rules and regulations of the prevailing regulatory authorities and provides the Board with the assurance that they have been duly adhered to and complied with. Apart from the above, the Board ensures that it complies with the Memorandum and Articles of Association of the Company.

The Board delegates authority to the Board Committees, Shariah Committee, Chairman, Chief Executive Officer and any other bodies as it deems fit for effective management of the Company. Any authority delegated emanates from the Board and is not intended to replace the powers of the Board.

In the event that the Board delegate any of its responsibilities to the Shariah Committee, the Board shall[4] –

(a) ensure that the mandate, areas of delegated authority and operating procedures are set out clearly in the Board and the Shariah Committee' charter;

(b) establish reporting arrangements to be kept informed of the Shariah Committee's work, key deliberations and decisions on delegated matters; and

(c) remain fully accountable for the decisions and any ensuing implications arising from the delegated responsibility.

In carrying out its functions or duties, the Board shall have regard to the interests of takaful participants of the Company; and shall, in the event of conflict between the interest of the takaful participants and the shareholders, give priority to the interest of the takaful participants[5].

Broadly, the duties and responsibilities of the Board and Directors include but are not limited to the following:

6.1 Strategic Direction

- Reviewing and approving the overall business strategy as well as organization structure of the Company, developed and recommended by Management;

- Ensuring that the decisions and investments are consistent with the long term

[4] Paragraph 9.8 of Shariah Governance Policy Document (BNM/RH/PD 028-100).
[5] Section 65(3) of the Islamic Financial Services Act 2013.

strategic goals for the Company and reasonable standards of fair dealing with all stakeholders;

- Approving corporate policies on critical areas of operations[6];

- Ensuring that obligations to shareholders, certificate holders and other stakeholders are understood and met;

- Ensuring that the necessary human resources are in place for the Company to meet its objectives;

6.2 Business Performance

- Ensuring the Company is operated in accordance with the relevant laws and regulations, as well as policies, processes and guidelines approved by the Board, so as to preserve its financial integrity;

- Approving the annual business plans and budgets for the Company and reviewing the business performance against budgets and key market participants;

- Ensuring that its expectations of Management are understood, that the appropriate matters come before the Board and that the Board is kept informed of relevant shareholders feedback;

- Reviewing any transaction for the acquisition or disposal of assets that is material to the Company;

- Promoting timely and effective communications between the Company and BNM on matters affecting or which may affect the safety and soundness of the Company.

6.3 Risk Oversight

- Identifying key business risks, determining and approving the risk appetite of the Company and ensuring the implementation of appropriate systems to manage risks within established risk-tolerance limits;

- Overseeing the implementation of a governance framework and internal controls, compliance and risk management systems and periodically review whether these remain appropriate in light of material changes to the nature, scale and complexity of the business and structure of the Company;

- Overseeing that the risk appetite and activities of the Company are consistent with the strategic intent, operating environment, effective internal controls, capital sufficiency and regulatory standards;

- Overseeing, through the BAC, the quality and integrity of the accounting and financial reporting systems, disclosure controls and procedures and internal controls;

- Overseeing, through the BRMC, the establishment and operation of an independent risk management system for managing risks on an enterprise-wide basis, the adequacy of the risk management function (including

[6] Refer to GETB Authority Grid and Appendix 1 on Schedule of Framework, Policies and Charters (2025).

ensuring that it is sufficiently resourced to monitor risk by the various risk categories and that it has appropriate independent reporting lines), and the quality of the risk management processes and systems;

- Overseeing, through the BAC and BRMC, the investigations into areas of deficiencies and approving the necessary corrective measures;

- Overseeing and approving the recovery and resolution as well as business continuity plans for the Company to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress;

- Overseeing the adequacy, effectiveness and implementation of anti-corruption function;

6.4 Capital Utilisation

- Ensuring that capital adequacy requirements are met in accordance with regulations and business practices, and balancing these with the need to obtain an adequate return on capital;

6.5 Management Succession and Performance Management

- Appointing the Directors, Members of the Board Committee, Shariah Committee, Chief Executive Officer, Senior Officers[7], Non-Senior Officers[8] and Key Responsible Persons;

- Ensuring management continuity by formalising the process that governs long-term management development and succession and identifying suitable successors for the Chief Executive Officer and Senior Officers/Key Responsible Persons. The Company shall at all times have a Chief Executive Officer[9]

- Overseeing the performance of the Chief Executive Officer and Senior Officers, such that the Board is satisfied with the collective competence of the Senior Management to effectively lead the operations of the Company. Establishing the performance requirements of the Chief Executive Officer, and Senior Officers and reviewing their performance against the requirements and providing them with feedback on their performance;

- Reviewing the recommendation of the BNRC on the performance assessment of the Chief Executive Officer and Senior Officers and determining an appropriate remuneration package;

- Reviewing the appointment and removal of Chief Executive Officer, Senior Officers / Key Responsible Persons, as deemed necessary;

- Ensuring that Management formulates policies and processes to promote fair practices and high standards of business conduct by staff, as well as a sound corporate culture within the Company which reinforces ethical, prudent and

[7] Senior Officers of the Company includes the Senior Management Team Members, and such other executives as the BNRC and Board/Regulator should determine.
[8] Non-Senior Officers of the Company includes Other Material Risk Takers (OMRT) (as provided in the Performance Assessment and Remuneration Framework)
[9] Section 63(1) of the Islamic Financial Services Act 2013

professional behavior;

6.6 Corporate Governance

- Conducting an annual review of the Board and Board Committee's performance;

- Ensuring that directors are provided with relevant continuing education and are updated on changes in laws, regulations, standards, strategy, new business lines, risk profile, etc.;

- Identifying the skills that the Board collectively needs to discharge its responsibilities effectively, and assessing if the Board or Board Committees lack any skills to perform their roles and identifying steps to improve their effectiveness;

- Reviewing and approving the recommendations of the BNRC on remuneration for Executive and Non-Executive Directors;

- Establishing corporate values and standards, emphasizing integrity and ethics, honesty and proper conduct at all times, with respect to internal dealings and external transactions, including situations where there are potential conflicts of interest; so as to uphold fair-dealing standards;

- Reviewing the time commitment expected of each Director;

- Ensuring that there is a reliable and transparent financial reporting process within the Company for providing a balanced and understandable assessment of the performance, position and prospects of the Company, and this extends to interim and other public reports, and reports to regulators;

- Maintaining records of all meetings of the Board and Board Committees, in particular records of discussion on key deliberations and decisions taken;

- Putting in place the appropriate mechanism to discharge the overall Shariah governance framework and Shariah compliance of the Company;

- Performing a diligent oversight over the effective functioning of the Company's Shariah governance framework and ensuring that the framework commensurate with the size, complexity and nature of the Company's business;

- Set up a Shariah Committee and ensure that the advice of the Shariah Committee on Shariah matters be complied with. The appointment of the Shariah Committee member requires prior written approval of BNM;

- Giving due regard to any decision of the Shariah Committee on any Shariah issue relating to the carrying on of business, affairs or activities of the Company;

- Conducting an annual review of the Shariah Committee's performance; and

- Considering sustainability issues e.g. environmental, social and governance factors, as part of strategy formulation.

6.7 Remuneration

- Overseeing through the BNRC, the design and operation of an appropriate remuneration framework for the Directors, Shariah Committee, Chief Executive Officer and Senior Officers;

- Ensuring that the remuneration practices are aligned and in accord with the remuneration framework.

6.8 Duties of Directors

- Acting in good faith in the best interests of the Company;

- Upholding the highest standards of integrity and exercising reasonable care, skill and diligence with –

  - the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and

  - any additional knowledge, skill and experience which the Director has;

- Avoiding positions of conflict of interest between the Company and themselves, their relations and corporations related to them;

- Abstaining from any decisions which could place or potentially place them in situations of conflict and reporting to the Board at the first instance of any potential conflicts of interest. In particular, the Director shall disclose to the Board the nature and extent of his interest, whether directly or indirectly, in a material transaction or material arrangement with the Company. Whether or not such a declaration has been made, a Director who has, directly or indirectly, an interest in a material transaction or material arrangement shall not be present at the Board meeting where the material transaction or material arrangement is being deliberated by the Board. Where there is any change in the nature and extent of a Director's interest in a material transaction or material arrangement subsequent to the disclosure made by him/her, the Director shall make a further disclosure of such changes;

- Providing any document or information within his knowledge, or capable of being obtained by him, which the Company's Shariah Committee, auditor or appointed actuary (as the case may be) may require; and ensuring that such document or information provided is accurate, complete, not false or misleading in any material particular, to enable the Company's Shariah Committee, auditor or appointed actuary (as the case may be) to carry out their duties or perform their functions;

- The directors are expected to –

  - attend at least 75% of the Board and relevant Board Committee's meetings held in each year;

  - study information packages provided by Management in advance of meetings and be prepared to discuss the contents at the meetings;

  - read all reports and proposals submitted and approve them promptly in writing where applicable;

- attend all shareholders meetings;
- attend educational trainings arranged by the Company;
- only exercise powers conferred on him for the purposes for which such powers are conferred;
- exercise sound and independent judgment; and
- at all times oversee the implementation of: internal policies and procedures adopted by the Company and comply with applicable standards for directors as specified by BNM.

6.9 The Non-Executive Directors shall constructively challenge and help develop proposals on strategy and review the performance and effectiveness of Management in meeting agreed goals and objectives and monitor the reporting of performance.

7. ADMINISTRATIVE MATTERS

7.1 Board Confidentiality

Directors will maintain absolute confidentiality of the deliberations and decisions of the Board and of information received at meetings, except as may be specified by the Chairman or if the information is publicly disclosed by the Company.

7.2 Director's Orientation Kit

Care will be taken to ensure that new Directors understand the roles and responsibilities of the Board and its Committees, as well as the commitment level that the Board expects of its Directors. A Director's Orientation Kit containing information on the Company and Board matters should be presented to all Directors and the information enclosed therein be updated as and when necessary.

7.3 Resources

The Board and Directors shall have the resources and authority to discharge their duties and responsibilities, including the authority to retain counsel or other experts, as they deem appropriate, without seeking approval of Management.

7.4 Other matters

The Board Charter serves to delineate the mission, structure, scope and functions of the Board and duties of the Directors. The Board Charter complements the Company's Constitution, the Minimum Requirements for the Board of Directors and the duties required by legislation and regulatory bodies and does not replace the said requirements. Where ambiguity and/or contradiction arises, the Constitution, legislation and the regulations shall prevail over the contents of the Board Charter.

The Board Charter shall be guided and read together with the Corporate Governance Policy Document (BNM/RH/PD 029-9) issued by BNM on 3 August 2016 and Shariah Governance Policy Document (BNM/RH/PD 028-100) issued by BNM on 20 September 2019, including any legal instruments, orders, rules and regulations made thereunder.

The provisions of the Board Charter are subject to such revisions by way of modification, addition or otherwise as the Board may from time to time consider fit.

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