TERMS OF REFERENCE

BOARD RISK/INVESTMENT COMMITTEE ("BRIC")

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1. OBJECTIVE

The Board Risk/Investment Committee ("BRIC") is established to assist the Board in overseeing the Group's enterprise-wide risk management framework, encompassing all key risk exposures arising from the Group's operations, strategic initiatives, investment activities and capital allocation decisions.

The Committee shall ensure that risk management is embedded across strategy, planning, decision-making and performance monitoring, such that all proposals and activities are evaluated within the context of the Group's risk appetite, internal control environment and long-term sustainability objectives.

In carrying out its role, the Committee shall:

- Oversee the effectiveness of the Group's Enterprise Risk Management ("ERM") framework, ensuring risks are identified, assessed, managed and monitored on an integrated and consistent basis;
- Ensure that investment and strategic decisions are evaluated as part of the Group's overall risk profile, and do not result in disproportionate or unmanaged risk exposure;
- Promote sound risk governance and accountability, including alignment between risk appetite, business strategy and capital allocation;
- Ensure compliance with applicable regulatory and governance requirements, including those of Bursa Malaysia Main Market Listing Requirements ("MMLR"), Malaysian Code on Corporate Governance ("MCCG"), Securities Commission Malaysia guidelines and the Statement on Risk Management and Internal Control ("RMIC");
- Oversee the Group's risk management practices in alignment with internationally recognised best practices, including the COSO ERM Framework.

2. MEMBERSHIP

- The Committee shall comprise not less than three (3) members and shall be appointed by the Board.
- Members shall collectively possess appropriate skills, knowledge and experience in risk management, investment or finance.
- The Board shall appoint the Chairman of the Committee.
- In the absence of the Chairman, members present shall elect a Chairman for the meeting.
- Any vacancy resulting in fewer than three (3) members shall be filled by the Board within three (3) months.
- Other directors, management or external advisors may attend meetings by invitation only.

3. MINUTES AND MEETINGS

Meetings

- The Committee shall meet at least by quarterly basis. An additional meeting may be called at any time at the BRIC Chairman's discretion.
- The quorum shall be two (2) members, with at least one (1) being a Board representative.

- Meetings may be conducted physically or via electronic/virtual means.
- Members must declare conflicts of interest and abstain from deliberation where applicable.

Notice and Agenda

- Meeting notice and agenda shall be circulated at least five (5) working days prior to the meeting.

Minutes

- Minutes shall be recorded and maintained by the Company Secretary.
- Minutes shall be circulated to member and shall be confirmed and signed by the Chairman of the Committee or the presiding Chairman of the next succeeding meeting.
- Minutes shall be kept at the registered office and be accessible to authorised parties.
- Reproduction of any part of the minutes can only be through/by the Secretary.

4. SECRETARY

a) The Company Secretary shall act as the Secretary of the Committee.

b) The responsibilities include:
   i. Coordinating meetings, notice and agendas;
   ii. Outlining and maintaining the minutes of meeting; and
   iii. Ensure structured documentation and communication to the Board.

5. AUTHORITY

The Committee is authorised by the Board to:

- Investigate any matter within its TOR.
- Access all information, records and resources of the Group.
- Obtain independent professional advice where necessary.
- Invite any person to attend meetings to assist in deliberations.
- Approve investments and related matters within limits set by the Board (e.g. Delegated Authority Limit ("DAL"), Risk Appetite Statement)

6. ROLES AND RESPONSIBILITIES

The Committee shall undertake the following responsibilities:

- Oversee the Group's ERM framework to ensure risks are systematically identified, assessed, managed and monitored across the Group, in alignment with the COSO ERM Framework.
- Recommend and review the risk appetite and tolerance levels, ensuring alignment with the Group's strategic objectives, financial capacity and capital allocation.
- Evaluate and oversee risks arising from investments, divestments, mergers and acquisitions, joint ventures, partnerships and capital expenditure, ensuring such exposures remain within the approved risk appetite.
- Ensure all new investment proposals incorporate risk assessment, including downside analysis, as well as financial, operational, legal and ESG considerations.

- Monitor the Group's overall risk profile, including performance of approved investments against assumptions, risk thresholds and strategic objectives, and ensure timely identification of deviations, emerging risks and control weaknesses.
- Oversee the effectiveness of the Group's RMIC and review the adequacy of risk mitigation measures.
- Ensure compliance with applicable regulatory requirements, including those of MMLR, MCCG, Securities Commission Malaysia and including the integrity of disclosures relating to RMIC.
- Oversee integration of ESG, climate-related and emerging risks into the Group's risk management processes, including their impact on strategic decisions and investment exposures.
- Ensure that all material proposals are supported by robust due diligence (e.g. financial, legal, technical, ESG and sustainability risk) and are subject to appropriate governance processes in accordance with the DAL.
- Establish effective risk monitoring, reporting and escalation mechanisms ensuring that significant risk matters are communicated to the Board in a timely manner accordance to SORMIC Guide 2025.
- Promote a strong risk-aware culture across the Group and support continuous improvement of risk management practices.

7. Personal Data Notice

Any person who has provided personal data to BDB should read and be aware of the relevant notification in relation to PDPA 2025 available in BDB's website at www.bdb.com.my.

8. Review of Terms of Reference (TOR)

a) This TOR shall be reviewed periodically or as and when is necessary.
b) Any revision or amendment to this TOR as proposed by the Board or any third party shall first be presented to the Board for its approval.
c) Upon the Board's approval, the said revision or amendment to form part of this TOR shall be considered duly revised or amended.

9. Other Matters

The composition of BRIC shall be dissolved upon recommendation and decision of the Board.