

CORPORATE GOVERNANCE REPORT

STOCK CODE : 4197
COMPANY NAME : Sime Darby Berhad
FINANCIAL YEAR : June 30, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Sime Darby Berhad ("Sime Darby") Board of Directors' ("Board") primary role is to protect and enhance the interest of the shareholders and stakeholders whilst enabling the Sime Darby Group to achieve long term profitability and sustainability. The Board strives to ensure that the highest standards of corporate governance is practiced throughout the Group by enforcing good standards of accountability, all with a view to enable Management to execute its duties effectively. The Board in discharging its fiduciary responsibilities to oversee the overall Management has undertaken the following:</p> <p>Reviewing and adopting a strategic plan for the Group; The Board plays a key and active role in the formulation and development of the strategic plan by bringing objectivity, commercial experience and breadth of judgment to ensure that the strategic plan for the Group supports long-term value creation. The plan also considers economic, environmental, safety & health, social, political and governance initiatives underpinning sustainability.</p> <p>The Board reviews, guides, provides input and monitors the Group's strategic plan which includes addressing the Group's business strategies on growth, operations, cost management, sustainability and setting of financial goals. The Group's sustainability efforts encompass environmental sustainability, sustainable partnerships, employee engagement and technology & innovation.</p> <p>The active role and commitment undertaken by the Board in the development of Company's strategies and execution of the business plan is detailed as follows:</p> <p>(a) Before the start of the new financial year, a strategy retreat with Senior Management and Board members is scheduled to deliberate on the Group's 5-Year Strategy Blueprint and Budget for implementation in the forthcoming year.</p>

	<p>This year, the Strategy Retreat was conducted physically for the first time since the pandemic and fostered robust and strategic discussions between the Board and Management.</p> <p>(b) The retreat is a challenge session attended by Management and the Board to:</p> <ul style="list-style-type: none"> • Provide input and guidance on the strategies to be developed, bearing in mind the current and future operating landscape; • test Management’s assumptions of their respective forecasts; • advise on challenges that they may encounter next year as well as develop strategies to overcome such challenges; • consider the economic and market forecasts for the coming years along with the proposed risk appetite to ensure that the strategies are robust and within acceptable boundaries; • evaluate the proposed capital and operational expenditures, and human resource requirements of each division and ensure that Management would have sufficient resources to execute their respective strategies. <p>(c) Key subject matter experts (economists, management consultants, investment bankers, research analysts, venture capitalists) were invited to provide their views on market conditions, key trends and future disruptions that will impact our core businesses.</p> <p>(d) Management will take in the comments, suggestions and guidance from the Board and incorporate them into the final Strategy Blueprint and Budget.</p> <p>(e) Thereafter, in the beginning of the new financial year, the Board will review and approve the Group’s 5 Year Strategy Blueprint and Budget for annual implementation.</p> <p>(f) Once the Group Business Plan and Strategy have been approved for execution by Management, the financial performance and progress of strategies employed by each sector are then monitored and supervised by the Board.</p> <p>Overseeing the conduct and managing performance of the Group’s businesses; The Board oversees the conduct of the Group’s businesses, including the execution of strategic plans, achievement of performance objectives against approved budgets and targets, governance framework, risk management practices and human capital management.</p>
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The Board also supervises and assesses the performance of Management to determine whether the businesses are being properly managed and ensures that appropriate measures are in place against which Management's performance can be assessed. It also evaluates and ensures that its businesses are being managed according to "best-in-class" practices as benchmarked against world class multinational companies. Compliance is monitored with established policies and procedures.

The Board's responsibilities also include reviewing, evaluating and approving investment and capital expenditure proposals by Management and monitoring the implementation of the strategic plan by Management. The Board will deliberate on all proposals presented and recommended by Management, including those proposed by its Board Committees to ensure they are commercially viable and meet the requisite target returns.

The Board has also approved a Capital Allocation Framework that guides investment decisions in terms of business areas, geographical focus and target returns.

Promoting corporate governance culture within the Group;

The Board continues to promote good corporate governance culture, whereby the Group has put in place measures to guide its employees and partners in adhering to all applicable policies, procedures, laws, and regulations of the countries in which the Group operates in, including but not limited to: the Anti-Trust/Competition Laws, Environmental Laws and Regulations, Employment/Labour Laws and Policies, Compliance with Securities Laws and Anti-Bribery and Corruption Policies, Anti-Money Laundering and Anti-Terrorism Financing Policy.

Further, the Sime Darby Code of Business Conduct ("COBC") provides guidance on the standards of behaviour expected of all directors and employees of the Group, and where applicable, counterparts and business partners.

Identifying principal risks that applies to the Group and ensuring adequate process to address the risk;

The Board and Management are responsible and accountable for the establishment of the Group's system of risk management and internal control. The Risk Management Committee ("RMC") is established as a committee of the Board and is primarily responsible for assisting the Board in assessing and anticipating the potential risks to the business, developing and overseeing the risks management framework and policies within the Group, review the efficacy of internal controls within the Group and determine the Group's overall risk appetite and level of risk tolerance. The RMC is also responsible to review the risk associated with capital expenditure and investment proposals.

The RMC's objectives are as follows:

- (a) Oversee the implementation of the risk management framework, policies and procedures in identifying and managing risks across the Group's business operations;
- (b) Review major business proposals which include acquisitions, disposals, capital expenditure and sales tenders and Management's assessment of its key associated risks and the mitigation strategies prior to the Board's approval;
- (c) Oversee the formulation and implementation of policies and programmes to address the Group's key compliance risk areas; and
- (d) Ensuring the adequacy of resources and systems for risk and compliance management; and assessing the effectiveness of the Group Risk & Compliance ("GRC") function in carrying out their respective duties and responsibilities to assist the RMC.

The Chairman of the respective Committees shall report and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

Ensure effective, transparent and regular communication with its stakeholders to facilitate mutual understanding of each other's objectives and expectations;

The Company has a sound Investor Relations programme which reaches out to the investing community and other stakeholders through continuous engagement via one-on-one meetings, quarterly analyst briefings and regional investor roadshows. During the COVID-19 outbreak, the Investor Relations team continued to engage Investors virtually to explain our business performance, strategies and plans. We also have a comprehensive, informative website for our shareholders with regularly updated information.

Ensure that Senior Management has the necessary skills and experience and there are measures in place to provide the orderly succession of board and Senior Management; and

The Nomination & Remuneration Committee ("NRC") is established as a committee of the Board. The NRC oversees matters related to the nomination of new Directors and Senior Management, annually reviews the required mix of skills, experience and other requisite qualities of Directors and Senior Management, as well as undertakes the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director.

The NRC is also primarily responsible for recommending to the Board the remuneration framework for Directors, reviewing the remuneration package for Executive Director and Senior Management as well as the remuneration framework of employees based on the competitive industry practices and the Group's succession plan.

	<p>Reviewing the adequacy and the integrity of the management information and internal control systems of the Group</p> <p>The Governance & Audit Committee (“GAC”) is established as a committee of the Board. The GAC assists and supports the Board’s responsibility of overseeing the Group’s operations by providing a means for reviewing the Group’s processes for producing financial data, its internal controls, and policies and procedures to assess the suitability, objectivity and independence of the Group’s external auditor and internal audit function.</p> <p>The GAC reviews the quarterly financial reports which are presented by the Group Chief Financial Officer (“GCFO”) prior to recommending them for approval by the Board and the release to Bursa Malaysia Securities Berhad (“Bursa Securities”). The Board reviewed the financial statements and is of the view that the financial statements give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	: Applied
Explanation on application of the practice	<p>The Chairman of the Board is responsible for instilling good corporate governance ("CG") practices, leadership and the effectiveness of the Board. The duties of the Board Chairman include the following:</p> <ul style="list-style-type: none">(a) Managing Board meetings to ensure robust decision-making by:<ul style="list-style-type: none">(i) Setting the agenda for each Board meeting together with the Group Secretary and the Group Chief Executive Officer ("GCEO"). Other Directors and key members of Management (e.g. Group Head of Group Corporate Assurance ("GCA") and Group Head of Risk and Compliance ("GRC") and the GCFO) may also be consulted;(ii) Ensuring the provision of accurate, complete, timely and clear information to the Directors;(iii) Leading Board meetings and discussions;(iv) Managing Boardroom dynamics by promoting a culture of openness and debate; encouraging active participation and allowing dissenting views to be freely expressed; and(v) Ensuring all Directors are properly briefed on issues arising at Board meetings in a timely manner.(b) Building a high performance Board by:<ul style="list-style-type: none">(i) Providing leadership for the Board so that the Board can perform its responsibilities effectively;(ii) Taking a leading role in establishing an effective CG system and practices, including the Board Charter and the Terms of Reference ("TOR") of Board Committees and ensuring that induction as well as ongoing education programmes for Directors are in place;(iii) Arranging the regular evaluation of the performance of the Board, its Committees and individual Directors and discussing the performance assessment with individual Directors and Committee Chairmen;(iv) Ensuring that prior to new appointments to the Board, the relevant assessments based on the Board Composition Policy and the Fit and Proper criteria are undertaken on the candidate; and(v) Ensuring that the Board and senior executive succession planning is considered on an ongoing basis.

	<p>(c) Managing Board/Management interface by:</p> <ul style="list-style-type: none"> (i) Acting as the conduit between Management and the Board, although all Directors shall have the opportunity to get to know key members of the Management team; (ii) Developing a positive relationship with the GCEO, acting as a confidant and advisor; and (iii) Facilitating the selection and appointment of a successor to the current GCEO. <p>(d) Being the public face by:</p> <ul style="list-style-type: none"> (i) Acting as a spokesperson for the Board; and (ii) Representing Sime Darby at shareholders' meetings and on other occasions when actions are taken or statements are made in the name of the Group, both domestically and/or abroad. <p>(e) Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.</p> <p>The roles and responsibilities of the Chairman of the Board are clearly specified in Paragraph 5.2 of the Board Charter, which is available on Sime Darby's website at http://www.simedarby.com/operating-responsibly/governance.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of a clear division of responsibilities between the Chairman and the GCEO. The roles of Chairman and GCEO are therefore exercised by separate individuals to ensure an optimal balance, resulting in increased accountability and enhanced decision making.</p> <p>1. <u>The Chairman</u></p> <p>Tan Sri Samsudin Osman was appointed as the Acting Chairman of Sime Darby on 10 June 2020 and then re-designated as Chairman of Sime Darby on 16 July 2020. He leads the Board in setting the Company's key policies and direction, ensures effective operation of the Board and is the spokesperson for the Board. The Board members and Management see the Chairman as an effective leader.</p> <p>2. <u>Group Chief Executive Officer</u></p> <p>Dato' Jeffri Salim Davidson was appointed the GCEO of Sime Darby on 21 November 2017 and is the only Executive Director ("ED") on the Board. The GCEO is primarily responsible for the execution of the Group's strategies in line with the Board's direction, oversees the operations of the divisions and drives the Group's businesses and performance towards achieving the Group's vision and goals.</p> <p>The key roles of the GCEO include:</p> <ul style="list-style-type: none">(a) Displaying ethical behaviour while overseeing the day-to-day business operations, implementing Board policies and strategies, and making operational decisions;(b) Serving as the conduit between the Board and Management in ensuring the success of the Group's governance and management functions;(c) Ensuring that all Board decisions reflect its environment, safety and health intentions as articulated in the environment, safety and health policy statement;(d) Ensuring effective relationships and communications with Management, and between the Board, shareholders and relevant stakeholders;

	<p>(e) Providing strong leadership by effectively communicating the vision, management philosophy, business strategy and environment, safety and health policy to employees; and</p> <p>(f) Keeping the Board informed of salient aspects and issues concerning the Group's operations, including those related to environment, safety and health.</p> <p>The roles of Chairman and the GCEO are separated and clearly defined in the Board Charter, which is available on Sime Darby's website at http://www.simedarby.com/operating-responsibly/governance.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Applied
Explanation on application of the practice	: As the Chairman of the Board, Tan Sri Samsudin Osman is not a member of GAC and NRC. He does not attend nor participate in any meeting of GAC and NRC by way of invitation or in any other capacity.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is assisted by qualified and experienced Group Secretary with more than 20 years of corporate experience attending to company secretarial, compliance matters and advocacy of good CG best practices.</p> <p>Noor Zita Hassan was appointed as the Group Secretary of Sime Darby on 21 November 2017. She holds a Bachelor's Degree in Economics with Accountancy from the Loughborough University of Technology in the United Kingdom and a Master's Degree in Accountancy from the Charles-Sturt University in Australia. She is a member of CPA Australia and the Malaysian Institute of Accountants and is qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016. Noor Zita was previously the Company Secretary of Hyundai-Sime Darby Berhad, a listed subsidiary of Kumpulan Sime Darby Berhad on the Main Board of Bursa Securities from December 2004 until its delisting from the Official List of Bursa Securities in July 2006.</p> <p>(a) The Group Secretary manages the logistics of all Board and Board Committee meetings. Attendance and minutes of all Board and Board Committee meetings are properly recorded and kept by the Group Secretary. The Group Secretary ensures that deliberations at Board and Board Committee meetings are well documented, and subsequently communicated to the relevant Management personnel for appropriate actions. The Group Secretary further ensures that outstanding action items are properly tracked and monitored until such items are finally addressed by the Senior Management and reported to the Board accordingly.</p> <p>(b) The Group Secretary serves as a focal point for stakeholders' communication and engagement on CG issues as well as communications between regulators and the Board and Senior Management. She plays an advisory role to the Board, particularly with regard to the Company's constitution, Board policies and procedures, CG best practices and its compliance with regulatory requirements, codes, guidance and legislations.</p> <p>(c) The Group Secretary facilitated the induction programmes for the new Directors of Sime Darby. The Group Secretary and the relevant management team members gave briefings, to familiarise the new</p>

	<p>Directors with the business and operations of Sime Darby and its subsidiaries.</p> <p>(d) The Group Secretary continuously keeps herself properly updated of the evolving market environment, regulatory changes and developments in CG through attendance at relevant conferences and training programmes.</p> <p>(e) The Group Secretary plays an important role for the Annual General Meeting (“AGM”) in ensuring that the due processes and proceedings are in place and properly managed. During the AGM, the Group Secretary assists the Chairman and the Board on the conduct of the AGM and ensure the minutes are properly recorded, particularly the questions raised by the shareholders.</p> <p>The roles and responsibilities of the Group Secretary are specified in Paragraph 13 of the Board Charter, which is available on Sime Darby’s website at http://www.simedarby.com/operating-responsibly/governance.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>To facilitate the Directors' time planning, the annual meeting calendar is prepared and circulated in advance of each new year. The calendar provides Directors with scheduled dates for meetings of the Board and Board committees, the AGM as well as the closed periods for dealings in securities by Directors and Senior Management based on the targeted dates of announcements of the Group's quarterly results.</p> <p>The Board paper guidelines and format were finalised and introduced Group wide. Management Committees and subsidiaries also follow the same guidelines and format in Board paper preparation for consistency throughout the Group.</p> <p>Sime Darby distributes the meeting materials and disseminates relevant information to Directors through the Diligent Boards, an electronic meeting management system. Directors are supplied with iPad so that all notices and proposal papers are uploaded and distributed to Directors electronically and instantly, enabling Directors to access the Board papers anytime and anywhere, and on a timely basis. The Directors may also retrieve any past information via its archival system.</p> <p>Notice of Board and Board Committee meetings and agenda are sent to Directors via email at least seven (7) working days prior to a meeting. The Notice is also sent to Management, which includes the deadlines for submission of meeting materials for Management's easy reference. Upon receipt from Management, the Group Secretary ensures that the meeting materials are uploaded as soon as practicable.</p> <p>The deliberations and decisions at Board and Board Committee meetings are minuted in a clear, accurate and timely manner. The minutes record the decisions of the Board and Board Committee including deliberations, comments, concerns or dissenting views. The minutes indicate whether any Director or Committee member has abstained from voting or recused himself from deliberating on a particular matter concerning them.</p> <p>The Group Secretary will communicate to the relevant Management, the Board's and Board Committees' decision or recommendations via circulation of draft minutes of meetings for appropriate actions to be taken. The Group Secretary will follow up with Management on status</p>

	of actions taken with reference to the previous minutes of meeting and recorded the updates in the matters arising paper tabled at the subsequent Board and Board Committee meetings.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Charter sets out the Board's strategic intent, authority and outlines the roles and responsibilities of the Board, Board Committee and individual Director.</p> <p>The Board shall periodically review and update the Board Charter in accordance with the needs of the Company and the Group and any new regulations that may have an impact on the discharge of the Board's responsibility.</p> <p>The Board Charter provides, among others, the following:</p> <p>(a) The respective roles, responsibilities and authorities of the Board (both individual and collectively) such as:</p> <ul style="list-style-type: none">(i) Reviewing and approving the overall strategies, business, organisation and significant policies of the Group; and(ii) Determining the direction of the Group, thereby ensuring the long term success of the Group and the delivery of sustainable value to its stakeholders. <p>(b) Issues and matters reserved for the Board's decisions include the following:</p> <ul style="list-style-type: none">(i) Strategies, business plans and annual budget for the Group;(ii) Conduct and performance of the Group's businesses;(iii) Principal risks affecting the Group's business;(iv) Group's internal control systems; and(v) Succession planning and talent management plans for the Group. <p>The Board Charter is available on Sime Darby's corporate website at http://www.simedarby.com/operating-responsibly/governance.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	: Applied
Explanation on application of the practice	<p>Sime Darby has launched its COBC in June 2011. The COBC was reviewed and approved by the Board in February 2018. The COBC provides guidance on the standards of behaviour expected of all Directors and employees of the Group, and where applicable, counterparties and business partners. A copy of the COBC is available on the Group's corporate website at www.simedarby.com/operating-responsibly/ethical-business-practices.</p> <p>The key chapters of COBC include:</p> <ul style="list-style-type: none">(a) Responsibility and Compliance with the COBC;(b) Working with One Another;(c) Conflicts of Interest;(d) Gifts, Entertainment & Travel;(e) Bribery and Corruption;(f) Donation and Sponsorship;(g) Protecting the Group and Shareholders;(h) Dealing with Counterparties and Business Partners;(i) Dealing with Government Authorities and Political Parties; and(j) Raising a Concern or Reporting a Violation. <p>In addition to the COBC, Sime Darby has also established the Vendor COBC in February 2018; the Anti-Bribery and Corruption Policy ("ABC") and Anti-Money Laundering and Anti-Terrorism Financing Policy ("AML") in May 2018.</p> <p>The ABC Policy sets out Sime Darby's position on bribery in all its forms and matters of corruption that might confront Sime Darby in its day-to-day operations while the AML Policy sets out Sime Darby's position on money laundering and terrorism financing.</p> <p>The Vendor COBC describes the vendor's expected standards of behaviour when conducting work for the Sime Darby Group.</p>

	<p>The Vendor COBC outlines the following key areas:</p> <ul style="list-style-type: none"> (a) Labour & Human Rights; (b) Environment, Safety & Health; and (c) Ethics & Management Practice <p>Vendors are required to sign a Vendor Letter of Declaration to declare their compliance to the Vendor COBC and the relevant laws and regulations relating to bribery and corruption.</p> <p>Since the launching of COBC, various awareness programmes have been conducted by GRC in collaboration with Group Human Resources (“GHR”) to educate the employees on the compliance requirements, the impact of non-compliance and the obligations to adhere to these requirements. The awareness program which is conducted through e-learning, face to face training, roadshows, email communications and banner, as well as integrity day event will continue to be regularly conducted to refresh and update the employees on the new or revision to the compliance related policies.</p> <p>Feedback is sought from various stakeholders, including Senior Management and the Board to evaluate the effectiveness of the compliance programme and initiative.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>Sime Darby expects the highest standards of integrity from all our Directors, employees, counterparties and business partners (collectively, “the Parties”). Sime Darby takes a serious view of any wrongdoings by any of the Parties, in particular with respect to their obligations to the Company’s interests.</p> <p>The Group’s Whistleblowing (“WB”) Policy and channels were established in 2010 to enable the Parties, including the public, to report, without fear of retaliation, any wrongdoings that they may observe or experience.</p> <p>The Parties can report a complaint via WB channels if they are aware of any wrongdoings, including, but not limited to the following:</p> <ul style="list-style-type: none"> • Fraud; • Misappropriation of assets; • Sexual harassment; • Criminal breach of trust; • Illicit and corrupt practices; • Questionable or improper accounting; • Misuse of confidential information; • Acts or omissions which are deemed to be against the interest of the Company, laws, regulations, or public policies; • Giving false or misleading information (including suppression of any material facts or information); • Breaches of Group Policies and COBC; or • The deliberate concealment of any of the above matter or other acts of wrongdoings. <p>Sime Darby expects all Parties to act in good faith and have reasonable grounds when reporting a WB complaint.</p> <p>Any party that retaliates against someone who has reported a wrongdoing in good faith may be subject to appropriate action, up to and including legal action, where applicable.</p> <p>Below are Sime Darby WB channels:</p>

	<ul style="list-style-type: none"> • Email : whistleblowing@simedarby.com • Email to the Senior Independent Director : senior.director@simedarby.com • Whistleblowing e-Form which is available on the Sime Darby website (www.simedarby.com) ; • Write to Whistleblowing Unit : Sime Darby Berhad P.O. Box 03187 47500 Subang Jaya Malaysia. • Contact Whistleblowing Unit: <ul style="list-style-type: none"> ○ Malaysia : 1 800 18 5008 ○ Other Countries : (6019) 2688 295 <p>GRC is entrusted by the Board to administer end-to-end process of a WB complain in collaboration with GHR and GCA, where applicable. All complaints, including the identity of the whistleblowers are being dealt with highest level of confidentiality at all times. Regular update on WB cases is provided to the Senior Independent Director and the Board.</p> <p>By virtue of the Governance, Integrity and Anti-Corruption Commission’s directive, the statistics and case management of WB are reported to the Agency Integrity Management of Malaysian Anti-Corruption Commission (“MACC”) on a half yearly basis.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company’s sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Sime Darby is responsible to oversee the Sustainability Risk and Opportunities of the Group. The sustainability strategies, priorities and targets had been included in the Board Charter as one of the key responsibilities of the Board of Sime Darby.</p> <p>The Sustainability Blueprint for Sime Darby Group was tabled and approved by the Board of Sime Darby on 25 August 2021 with clear commitments, targets and action plans.</p> <p>The Key Performance Indicators (“KPI”) in relation to the ESG has been embedded in the scorecards of GCEO and also selected key pivotal positions of Sime Darby.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Annual Report 2021 included both the Material Matters and introduced a new Sustainability Blueprint, outlining the strategy, identifying the priorities and providing three overarching targets.</p> <p><i>Environmental performance is disclosed on the Sime Darby external website allowing access to both internal and external stakeholders.</i></p>	
Explanation for departure	:		
	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The Sustainability Blueprint for Sime Darby Group was tabled and approved by the Board of Sime Darby on 25 August 2021 with clear commitments, targets and action plans. The Board received updates from the Group Chief Safety and Sustainability Officer on 29 November 2021, 16 February 2022 and 24 May 2022. Training was provided to the Board by the Institute of Corporate Directors Malaysia (“ICDM”) on “The Rise of ESG and Sustainability in the Boardroom” which was held on 1 and 2 June 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The performance of the Board in addressing the Company’s material sustainability was evaluated through the Board Effectiveness Assessment (“BEA”). The Board is responsible for monitoring the development of the Environmental, Social and Governance (“ESG”) strategy, as well as associated goals and metrics, including the identification and integration of non-financial KPIs.</p> <p>KPIs in relation to ESG have been embedded in the scorecards of GCEO and also selected key pivotal positions of Sime Darby.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
Application	: Adopted
Explanation on adoption of the practice	: Mr Glenn Sheahan, the Group Chief Safety & Sustainability Officer was appointed on 1 October 2019 to lead the development and successful execution of Sime Darby's sustainability priorities, in line with strategic outcomes set by the Board. The Sustainability Blueprint for Sime Darby Group was tabled and approved by the Board of Sime Darby on 25 August 2021 with clear commitments, targets and action plans. Sustainability briefing sessions were undertaken throughout FY2022 including the engagement of PricewaterhouseCoopers to facilitate the embedding of commitments, targets and actions through the mapping, selection and evaluation of ESG initiatives aligned with the 26 identified activities.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board via NRC had established a formal and transparent appointment procedure for the appointment and re-appointment of Directors. These procedures ensure that all nominees to the Board are first considered by the NRC, taking into account the required mix of skills, knowledge and experience and other qualities, prior to recommendation to the Board. The NRC is also empowered to undertake screening and conduct initial selection and evaluation before making a recommendation to the Board.</p> <p>Upon rigorous assessments and selection process which included the fulfilment of the fit and proper criteria, the Board, as per the NRC's recommendation, approved the appointment of Tan Sri Muhammad Shahrul Ikram Yaakob as a Director of the Company on 8 June 2022. The Board, upon the recommendation by the NRC, also approved the appointment of Tan Sri Muhammad Shahrul as a member of NRC on 25 July 2022. Pursuant to Rule 82.2 of the Sime Darby's Constitution, Tan Sri Muhammad Shahrul will retire at the forthcoming 16th Annual General Meeting ("AGM") and eligible for election at the 16th AGM and he has consented to be elected at the 16th AGM.</p> <p>In view that the BEA 2020/2021 was conducted by an independent expert, the BEA 2021/2022 was undertaken through an internal questionnaire-based evaluation on the Board, Board Committees and Individual Directors.</p> <p>Pursuant to Rule 103 of Sime Darby's Constitution, one-third (1/3) of the Directors for the time being shall retire from office at each AGM. Rule 104 of Sime Darby's Constitution stated that all Directors shall retire from office once at least in each three years. A retiring Director shall be eligible for re-election.</p> <p>Based on the schedule of retirement by rotation determined by the NRC, Datuk Wan Selamah Wan Sulaiman, Dato' Sri Abdul Hamidy Abdul Hafiz, Dato' Ahmad Pardas Senin and Mr Thayaparan Sangarapillai are due to retire at the 16th AGM in accordance with Rule 103 of the Company's Constitution.</p>

	<p>Dato' Sri Abdul Hamidy and Dato' Ahmad Pardas who were appointed as Independent Directors to the Sime Darby Group in December 2010 would reach their cumulative 12 years tenure limit for Independent Directors by December 2022 as prescribed under the enhanced Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") which limits the tenure of an Independent Director to not more than cumulative tenure of 12 years in a listed company and its group of companies.</p> <p>In compliance with the enhanced Listing Requirements of Bursa Securities, Dato' Sri Abdul Hamidy and Dato' Ahmad Pardas have informed the Board that they will not be seeking re-election at the 16th AGM of the Company and hence, they will remain in office until the conclusion of the 16th AGM, in accordance with Rule 103 of the Constitution of the Company.</p> <p>Upon due deliberation, the Board approved the proposed re-election of Datuk Wan Selamah Wan Sulaiman and Mr Thayaparan Sangarapillai at the 16th AGM of the Company, as recommended by the NRC.</p> <p>For the purpose of determining the eligibility of the Directors to stand for re-election at the 16th AGM, the NRC conducted an assessment of their performance, contribution and independence having regard to the following:</p> <ul style="list-style-type: none"> (a) The Director's performance and contribution based on the results of the BEA 2021/2022; (b) The Director's level of contribution to the Board deliberations through his/her skills, experience and strength in qualities; and (c) The level of independence demonstrated by the Director, and his/her ability to act in the best interests of the Company in decision making. <p>The NRC, taking into account the tenure of service of the Director, where the tenure of an Independent Director should not exceed a term limit of 9 years in determining their eligibility to stand for re-election.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure :</p>	

Timeframe	:		
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Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied
Explanation on application of the practice	:	As at 30 June 2022, the Board consists of 12 Directors, comprising a majority of Independent Directors as follows: (a) Seven (7) Independent Non-Executive Directors (“INEDs”) (b) Four (4) Non-Independent Non-Executive Directors (“NINEDs”) (c) One (1) Executive Director (“ED”). All the seven (7) INEDs satisfy the independence test under the MMLR of Bursa.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>									
Application	: Adopted								
Explanation on adoption of the practice	: The Board had, at its meeting held on 25 September 2019, adopted a 9-year policy for INED. All INEDs have served the Board for less than nine (9) years. The tenure of the INEDs are as follows: <table border="1" data-bbox="560 916 1407 1066"><thead><tr><th>Years of Service</th><th>Number of INEDs</th></tr></thead><tbody><tr><td>Less than 3 years</td><td>2</td></tr><tr><td>3 years to 6 years</td><td>4</td></tr><tr><td>6 years to 9 years</td><td>1</td></tr></tbody></table> As at 30 June 2022, none of the INEDs had exceeded the nine (9) years tenure.	Years of Service	Number of INEDs	Less than 3 years	2	3 years to 6 years	4	6 years to 9 years	1
Years of Service	Number of INEDs								
Less than 3 years	2								
3 years to 6 years	4								
6 years to 9 years	1								

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied																																								
Explanation on application of the practice	:	<p>The Board and NRC take into account the current diversity in the skills, experience, age, cultural background and gender of the existing Board in seeking potential candidate(s). This helps to ensure an appropriate balance between the experience perspectives of the long term Directors and new perspectives that bring fresh insights to the Board.</p> <p>While the Board is responsible for the appointment of new Directors, the NRC is delegated with the role of screening and conducting an initial selection, which includes an external and independent search, before making a recommendation to the Board. The NRC evaluates the nominees' abilities in discharging their duties and responsibilities before recommending their appointments for approval by the Board.</p> <p>In FY2022, the Board appointed Tan Sri Muhammad Shahrul Ikram Yaakob as a Director of SDB.</p> <p>The diversity in the race/ethnicity (cultural background), nationality, age and gender of the Board as at 30 June 2022 is as follows:</p> <table border="1"><thead><tr><th rowspan="2"></th><th colspan="4">Race/Ethnic</th><th colspan="2">Nationality</th></tr><tr><th>Malay</th><th>Chinese</th><th>Indian</th><th>Others</th><th>Malaysian</th><th>Foreigner</th></tr></thead><tbody><tr><td>Number of Directors</td><td>8</td><td>1</td><td>2</td><td>1</td><td>11</td><td>1</td></tr></tbody></table> <table border="1"><thead><tr><th rowspan="2"></th><th colspan="4">Age Group</th><th colspan="2">Gender</th></tr><tr><th>40-49</th><th>50-59</th><th>60-69</th><th>70-79</th><th>Male</th><th>Female</th></tr></thead><tbody><tr><td>Number of Directors</td><td>0</td><td>3</td><td>8</td><td>1</td><td>9</td><td>3</td></tr></tbody></table> <p>The NRC is also responsible to review the key management positions identified as pivotal positions and it may, if deemed fit, to review any other positions that are deemed strategic for the Company.</p> <p>The appointment of Senior Management was also made with due regards for skills, experience and age.</p>		Race/Ethnic				Nationality		Malay	Chinese	Indian	Others	Malaysian	Foreigner	Number of Directors	8	1	2	1	11	1		Age Group				Gender		40-49	50-59	60-69	70-79	Male	Female	Number of Directors	0	3	8	1	9	3
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<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																																						
<p>Measure :</p>																																						
<p>Timeframe :</p>																																						

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board delegates to the NRC the responsibility to establish a formal and transparent procedure for the nomination and appointment of new Directors to the Board. Such responsibilities include screening, conducting initial selection of candidates, performing requisite evaluation and assessment on the candidate's ability to discharge their duties effectively and efficiently, prior to making recommendations to the Board for its approval.</p> <p>The NRC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to effectively discharge his or her role as a director.</p> <p>The following internal policies have been established to assist the NRC in carrying out these functions:</p> <ul style="list-style-type: none">(i) The process on the appointment and re-appointment of Directors;(ii) Fit and Proper Policy for the appointment or re-appointment of Directors; and(iii) Board Composition Policy. <p>The NRC has the authority to obtain the services of professional recruitment firms to source for candidates for directorship or seek independent professional advice whenever necessary.</p> <p>Currently, candidates are typically identified based on recommendations by our existing Directors, GCEO and/or major shareholders. Independent sources such as recruitment agencies, industry contacts, principal/partner networks will be utilised, if required.</p>
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>The profiles of Directors are published in the Integrated Annual Report and on Sime Darby's website. These include their age, gender, tenure of service, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in Sime Darby, if any.</p> <p>The views of the NRC on the election and re-election of Tan Sri Muhammad Shahrul Ikram Yaakob, Datuk Wan Selamah Wan Sulaiman and Mr Thayaparan Sangarapillai are set out in Practice 5.1 of this report.</p> <p>The Board and NRC's assessment and recommendations on the proposed election and re-election of Directors retiring pursuant to Rules 82.2 and 103 of the Constitution of the Company are set out in Practice 5.1 of this report and the Explanatory Notes to the Notice of 16th AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied																						
Explanation on application of the practice	:	The NRC is chaired by Dato' Sri Abdul Hamidy Abdul Hafiz who is an INED of the Company. The list of NRC members for the FYE 30 June 2022 is shown below:																						
		<table border="1"><thead><tr><th>No.</th><th>Member</th><th>Directorship</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Dato' Sri Abdul Hamidy Abdul Hafiz</td><td>Independent Non- Executive Director</td><td>Chairman</td></tr><tr><td>2.</td><td>Mohamad Idros Mosin</td><td>Non-Independent Non-Executive</td><td>Member</td></tr><tr><td>3.</td><td>Dato' Ahmad Pardas Senin</td><td>Senior Independent Non-Executive Director</td><td>Member</td></tr><tr><td>4.</td><td>Datuk Wan Selamah Wan</td><td>Independent Non-Executive</td><td>Member</td></tr></tbody></table>	No.	Member	Directorship	Designation	1.	Dato' Sri Abdul Hamidy Abdul Hafiz	Independent Non- Executive Director	Chairman	2.	Mohamad Idros Mosin	Non-Independent Non-Executive	Member	3.	Dato' Ahmad Pardas Senin	Senior Independent Non-Executive Director	Member	4.	Datuk Wan Selamah Wan	Independent Non-Executive	Member		
No.	Member	Directorship	Designation																					
1.	Dato' Sri Abdul Hamidy Abdul Hafiz	Independent Non- Executive Director	Chairman																					
2.	Mohamad Idros Mosin	Non-Independent Non-Executive	Member																					
3.	Dato' Ahmad Pardas Senin	Senior Independent Non-Executive Director	Member																					
4.	Datuk Wan Selamah Wan	Independent Non-Executive	Member																					
Explanation for departure	:																							
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																								
Measure	:																							
Timeframe	:																							

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board currently comprises eleven (12) Directors, of whom three (3) are women, or 25% female representation.	
		We have enhanced our Board to better suit the business requirements of the organisation, focusing on diversity of skills and experiences relevant to our businesses.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board supports gender diversity at all levels which include the Board, Senior Management and other employees. The Board acknowledges that this is an area for continuous improvement.	
Timeframe	:	Within 3 years	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	<p>A Board Composition Policy is established to set out the approach of the Board on the composition of the Board of Directors of the Company. This Policy has been prepared to address the requirements of the Main Market Listing Requirements of Bursa Securities and the Malaysian Code on Corporate Governance.</p> <p>The policy on Board Composition and Diversity is disclosed under the NRC Report in the Annual Report 2022.</p> <p>The Board Charter is available on Sime Darby's website at http://www.simedarby.com/operating-responsibly/governance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>							
Application	: Applied						
Explanation on application of the practice	: <p>NRC carries out the BEA exercise on an annual basis. The Board engages professional experienced and independent party every three years to facilitate the objective and candid board evaluation.</p> <p>Institute of Corporate Directors Malaysia (“ICDM”) was appointed as the external facilitator to conduct the BEA for the financial year ended 30 June 2021 (“BEA 2021”).</p> <p>For 2022, the NRC reviewed the actions taken based on the results of the BEA 2021 and conducted the BEA 2022 internally through an internal questionnaire evaluation based on the agreed assessment criteria. The BEA 2022 questionnaires comprised the Board, Board Committees and Directors’ Self and Peer Evaluations, focusing on the following areas:</p> <table border="1"> <thead> <tr> <th>Questionnaire</th> <th>Assessment Criteria</th> </tr> </thead> <tbody> <tr> <td>Board Evaluation</td> <td>(i) Board mix and composition (ii) Quality of information and decision making (iii) Boardroom activities (iv) Board’s relationship with the Management (v) Management of ESG issues</td> </tr> <tr> <td>Board Committees Evaluation</td> <td>(i) Composition (ii) Relevant expertise (iii) Board Committee Chairman’s competency and responsibilities (iv) The quality of reporting and recommendations to the Board</td> </tr> </tbody> </table>	Questionnaire	Assessment Criteria	Board Evaluation	(i) Board mix and composition (ii) Quality of information and decision making (iii) Boardroom activities (iv) Board’s relationship with the Management (v) Management of ESG issues	Board Committees Evaluation	(i) Composition (ii) Relevant expertise (iii) Board Committee Chairman’s competency and responsibilities (iv) The quality of reporting and recommendations to the Board
Questionnaire	Assessment Criteria						
Board Evaluation	(i) Board mix and composition (ii) Quality of information and decision making (iii) Boardroom activities (iv) Board’s relationship with the Management (v) Management of ESG issues						
Board Committees Evaluation	(i) Composition (ii) Relevant expertise (iii) Board Committee Chairman’s competency and responsibilities (iv) The quality of reporting and recommendations to the Board						

	Director's Self and Peer Evaluation	(i) Fit and proper conduct (ii) Contribution and performance (iii) Calibre and personality
	<p>The findings of the BEA 2022 were presented to the Board in August 2022. The results of the BEA 2022 reflected a generally satisfactory performance by the Board and Board Committees.</p> <p>The Board has taken note of the findings and results and would address the areas for enhancement in the appropriate manner.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied														
Explanation on application of the practice	:	<p>The Board, with the assistance of the NRC, reviews the overall remuneration policy of the NEDs, ED and Senior Management. The remuneration policy aims to attract, retain and motivate executives and Directors who will create sustainable value and returns for the Company's shareholders and other stakeholders. There is a clear distinction between the remuneration structure of the NEDs, ED and the Senior Management.</p> <p>The NRC has demonstrated its commitment to set a fair and comprehensive remuneration package that is:</p> <ul style="list-style-type: none"> (a) Commensurate with the expertise, skills and responsibilities associated with being a Director and/or Senior Management; (b) Benchmarked against the Group's peers both locally and regionally, taking into account the revenue/size of the Group against its regional peers. <p>The NRC has established a remuneration framework for the NEDs ("the NED Remuneration Framework") which is subject to periodic review.</p> <p>Details of the NED Remuneration Framework for FY2022 are illustrated below.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">Current Fee (RM/Year)</th> </tr> <tr> <th>Chairman</th> <th>Member</th> </tr> </thead> <tbody> <tr> <td>Board/Board Committee</td> <td></td> <td></td> </tr> <tr> <td>Board</td> <td>560,000</td> <td>240,000¹ 380,000²</td> </tr> <tr> <td> <ul style="list-style-type: none"> • Governance & Audit Committee • Risk Management Committee </td> <td>80,000</td> <td>50,000</td> </tr> </tbody> </table>		Current Fee (RM/Year)		Chairman	Member	Board/Board Committee			Board	560,000	240,000 ¹ 380,000 ²	<ul style="list-style-type: none"> • Governance & Audit Committee • Risk Management Committee 	80,000	50,000
	Current Fee (RM/Year)															
	Chairman	Member														
Board/Board Committee																
Board	560,000	240,000 ¹ 380,000 ²														
<ul style="list-style-type: none"> • Governance & Audit Committee • Risk Management Committee 	80,000	50,000														

	Other Committees	60,000	35,000
	Board of Subsidiaries	150,000	100,000
	<p><i>Notes:</i></p> <p>¹ <i>Fee for Resident Director</i></p> <p>² <i>Fee for Non-Resident Director</i></p> <p>The remuneration package for the ED/GCEO is structured to link rewards to corporate and individual performance. It comprises salary, allowances, bonuses and other customary benefits as accorded by comparable companies. A significant portion of the GCEO's compensation package has been made variable and is determined by performance during the year against individual Key Performance Indicators in a scorecard aligned with the corporate objectives as approved by the Board.</p> <p>The NRC reviews the performance of the GCEO annually and submits its view/recommendations to the Board on adjustments in remuneration and/or rewards to reflect the GCEO's contributions towards the Group's achievements for the year. A summary of the GCEO's remuneration package comprises the following:</p> <ul style="list-style-type: none"> (i) Basic Salary; (ii) Benefits-in-kind; (iii) Short Term Bonus; and (iv) Performance-Based Employees Share Scheme (PBESS) <p>The ED/GCEO recuses himself from deliberation and voting on his remuneration and/or rewards at Board meetings.</p> <p>The remuneration of other Senior Management personnel is determined based on similar remuneration principles as the GCEO.</p> <p>The Directors and Senior Management remuneration policies are periodically reviewed to align with the prevalent market practices and trends.</p>		
<p>Explanation for departure :</p>			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
<p>Measure :</p>			
<p>Timeframe :</p>			

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company’s desire to attract and retain the right talent in the board and senior management to drive the company’s long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company’s website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a combined Nomination & Remuneration Committee (“NRC”) to implement its policies and procedures on remuneration including reviewing and recommending matters relating to remuneration of the Board and Senior Management. Members of the NRC comprise only NEDs with a majority being independent.</p> <p>The TOR of NRC delineate the roles and responsibilities in relation to the nomination and remuneration matters includes Long Term Incentive Plan, as provided in the TOR of the NRC which are available at http://www.simedarby.com/operating-responsibly/governance.</p> <p>Among the key activities of the NRC during FY2022 in relation to remuneration review, were as follows:</p> <ul style="list-style-type: none"> (a) Reviewed the Directors’ fees and benefits for NEDs of Sime Darby and its subsidiaries; (b) Reviewed and recommended the total rewards including the salary increments and bonus payouts for employees of the Group; and (c) Reviewed the vesting of the restricted shares based on the PBESS for the Group.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The details of the remuneration received by the Directors of Sime Darby (which includes fees, salary, benefits and PBESS) in FY2022 are set out as follows:

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Jeffri Salim Davidson	Executive Director								1,171	2,160	2,520	38	194	6,083	
2	Dato' Lee Cheow Hock Lawrence	Non-Executive Non-Independent Director	424				46		470	524			46		570	
3	Tan Sri Samsudin Osman	Non-Executive Non-Independent Director	560				8		568	560			8		568	
4	Dato' Dr Nirmala Menon	Independent Director	424				1		425	516			1		517	
5	Thayaparan Sangarapillai	Independent Director	364				26		390	364			26		390	
6	Dato' Sri Abdul Hamidy Abdul Hafiz	Independent Director	350				13		363	350			13		363	
7	Dato' Ahmad Pardas Senin	Independent Director	325				20		345	325			20		345	
8	Datuk Wan Selamah Wan Sulaiman	Independent Director	325				2		327	325			2		327	
9	Tan Sri Ahmad Badri Mohd Zahir	Non-Executive Non-Independent Director	312				1		313	312			1		313	
10	Moy Pui Yee	Independent Director	284				5		289	284			5		289	
11	Mohamad Idros Mosin	Non-Executive Non-Independent Director	275				1		276	275			1		276	

12	Tan Sri Muhammad Shahrul Ikram Yaakob	Independent Director	15						15	15						15
13		Choose an item.														
14		Choose an item.														
15		Choose an item.														

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is of the view that the disclosure of the Senior Management's remuneration would be unfavourable to the Group as talent poaching is common in the industry and the Group would like to ensure employee retention efforts are safeguarded.	
		The remuneration of top five Senior Management has been benchmarked against the industry annually and is aligned with the market.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board will monitor the market practice in respect of such disclosure.	
Timeframe	:	Others	As and when appropriate.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.				
2	Input info here	Input info here	Choose an item.	Choose an item.				
3	Input info here	Input info here	Choose an item.	Choose an item.				
4	Input info here	Input info here	Choose an item.	Choose an item.				
5	Input info here	Input info here	Choose an item.	Choose an item.				

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	Input info here	Input info here						

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The GAC consists exclusively of INEDs.</p> <p>The GAC is chaired by Mr Thayaparan Sangarapillai. He is a Fellow of the Institute of Chartered Accountants in England & Wales and a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants.</p> <p>Mr Thayaparan has 35 years of experience in providing audit and business advisory services to clients in a wide range of industries. His portfolio of clients included major public listed companies involved in power, telecommunications, automotive, property development, plantation and manufacturing sectors. Mr Thayaparan has also led cross border assignments. Other than statutory audits, Mr Thayaparan has led assignments on financial due diligences, mergers & acquisitions, initial public offerings, finance function effectiveness reviews and other advisory work.</p> <p>Mr Thayaparan is an INED and was appointed as the Chairman of GAC on 1 December 2017. He is not the Chairman of the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	The cooling-off period of at least three (3) years was observed by Sime Darby and this Practice has been incorporated under Clause 2.5 of the TOR of the GAC. Mr Thayaparan Sangarapillai, an INED of Sime Darby and the Chairman of GAC, is a former Partner of PricewaterhouseCoopers, had observed the cooling-off period before he was appointed as a member of the GAC of Sime Darby.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>As part of its main functions and duties, the GAC is also responsible for assessing the suitability, objectivity and independence of the external auditor. This is stated in the GAC's TOR under item 4.4 - Dealing with External Auditor, sub-item 4.4.2 which states:</p> <p>Assess and monitor the performance, suitability, objectivity and independence of the external auditor annually. The assessment is to be based on established policies and procedures that consider among others:</p> <ul style="list-style-type: none">• the competency, audit quality and resource capacity of the external auditor in relation to the audit;• the nature and extent of the non-audit services rendered and appropriateness of the level of fees; and• obtaining written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. <p>Apart from the above, item 4.4 also deals with:</p> <p>4.4.1 Appointment of the external auditor and the audit fee, and any resignation or dismissal of the external auditor; and</p> <p>4.4.3 The scope of external audit and the audit plan covering both local and overseas operations.</p> <p>Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities also required that GAC to consider the following for the appointment of external auditor.</p> <ul style="list-style-type: none">(a) the adequacy of the experience and resources of the accounting firm;(b) the persons assigned to the audit;(c) the accounting firm's audit engagements;(d) the size and complexity of the listed issuer's group being audited;

	<p>and (e) the number and experience of supervisory and professional staff assigned to the particular audit.</p> <p>The assessment takes into account:</p> <ul style="list-style-type: none"> • The GAC’s own assessment; and • The feedback from Divisional Chief Financial Officers, the GCEO, GCFO and the Head – Group Finance focusing on a range of factors the GAC considered relevant to audit quality. <p>Based on the assessment, the GAC concluded that there has been appropriate focus and challenge on the primary areas of audit and the external auditor has applied robust challenge and scepticism through the audit conducted by them.</p> <p>The GAC also obtained confirmation from the external auditor that they are and have been, independent throughout the conduct of the audit engagement in accordance with the terms and of the relevant professional and regulatory requirements.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted															
Explanation on adoption of the practice	:	<p>The GAC consists exclusively of INEDs. The composition of the GAC is as follows:</p> <table border="1"><thead><tr><th>No.</th><th>Member</th><th>Designation</th></tr></thead><tbody><tr><td>(i)</td><td>Thayaparan Sangarapillai (Chairman)</td><td>Independent Non-Executive Director</td></tr><tr><td>(ii)</td><td>Datuk Wan Selamah Wan Sulaiman</td><td>Independent Non-Executive Director</td></tr><tr><td>(iii)</td><td>Dato' Ahmad Pardas Senin</td><td>Senior Independent Non- Executive Director</td></tr><tr><td>(iv)</td><td>Dato' Sri Abdul Hamidy Abdul Hafiz</td><td>Independent Non-Executive Director</td></tr></tbody></table>	No.	Member	Designation	(i)	Thayaparan Sangarapillai (Chairman)	Independent Non-Executive Director	(ii)	Datuk Wan Selamah Wan Sulaiman	Independent Non-Executive Director	(iii)	Dato' Ahmad Pardas Senin	Senior Independent Non- Executive Director	(iv)	Dato' Sri Abdul Hamidy Abdul Hafiz	Independent Non-Executive Director
No.	Member	Designation															
(i)	Thayaparan Sangarapillai (Chairman)	Independent Non-Executive Director															
(ii)	Datuk Wan Selamah Wan Sulaiman	Independent Non-Executive Director															
(iii)	Dato' Ahmad Pardas Senin	Senior Independent Non- Executive Director															
(iv)	Dato' Sri Abdul Hamidy Abdul Hafiz	Independent Non-Executive Director															

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The GAC consists exclusively of INEDs. The composition of the GAC is set out in Practice 9.4 of this CG report.</p> <p>The GAC is chaired by Mr Thayaparan Sangarapillai who is a qualified accountant. The qualifications, skills, experience and expertise varies among the GAC members of whom are from diverse fraternities such as accountancy, finance, audit and public service/management. With their knowledge/vast experience, they are not only capable to understand the matters under the GAC's purview but also be able to provide sound advice to the Board in areas of financial reporting, internal and external audit reports as well as other matters to be considered by the GAC.</p> <p>The Board reviews the terms of office of the GAC members and assess the performance of the GAC and its members through an annual Board Committee effectiveness evaluation. Based on the outcome of the evaluation, the Board is satisfied with the GAC's existing performance.</p> <p>All GAC members are aware of the need to continuously develop and increase their knowledge in the area of accounting and auditing standards, given the changes and development in this area from time to time. In line with this, the GAC members have made continuous effort in keeping themselves abreast of relevant developments by attending trainings in accounting and auditing standards, practices and rules and other development programmes.</p> <p>Listed below are the seminars and training events attended by members of the GAC to keep abreast of latest developments:</p>

GAC Member	Training attended
Mr Thayaparan Sangarapillai	<ul style="list-style-type: none"> • Risk Management Committee – Banking Sector • Turning Data ability to Adaptability • Corporate Governance Regulatory Updates for the Capital Markets • Keynote Interview at Sustainability Week: Countdown to COP26 <ul style="list-style-type: none"> (i) Taking Bold Actions to Save the World (ii) COP26 Carrying the Hopes of the World • Financial Reporting, Audit and Assurance Conference • Sustainability Reporting and Addressing the Climate Change • Securities Commission (“SC”)’s Audit Oversight Board Conversation with Audit Committee • Global Economic Outlook • Understanding China • New Trends Disrupting the Auto Industry • Changing Dynamics in Mining • Malaysia Deal Book: Lessons & Insights • Importance of Environment, Social & Governance (“ESG”) • PNB Knowledge Forum 2022 – Sustainable Investing ESG at the Forefront • The Rise of ESG and Sustainability in the Boardroom • ISSBOMASB Outreach Session on IFRS Sustainability Disclosure Exposure Drafts
Datuk Wan Selamah Wan Sulaiman	<ul style="list-style-type: none"> • PBN Knowledge Forum 2021 Rising Above Covid-19: Reimagining Work in Malaysia & Beyond • SC’s Audit Oversight Board • SC’s Audit Oversight board – Conversation with Audit Committee • Global Economic Outlook • Understanding China • New Trends Disrupting the Auto Industry • Changing Dynamics in Mining • Malaysia Deal Book: Lessons & Insights • Importance of ESG • PNG Knowledge Forum 2022 – Sustainable Investing ESG at the Forefront • The Rise of ESG and Sustainability in the Boardroom

		<ul style="list-style-type: none"> • MIA Conference 2022 – Leading ESG, Charting and Sustainability
	Dato' Ahmad Pardas Senin	<ul style="list-style-type: none"> • Global Economic Outlook • Understanding China • New Trends Disrupting the Auto Industry • Changing Dynamics in Mining • Malaysia Deal Book: Lessons & Insights • Importance of ESG • The Rise of ESG and Sustainability in the Boardroom
	Dato' Sri Abdul Hamidy Abdul Hafiz	<ul style="list-style-type: none"> • Global Economic Outlook • Understanding China • New Trends Disrupting the Auto Industry • Changing Dynamics in Mining • Malaysia Deal Book: Lessons & Insights • Importance of ESG • The Rise of ESG and Sustainability in the Boardroom
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board maintains a sound risk management framework and system of internal control to safeguard shareholders’ investment and the Company’s assets. In this respect, the Board has established a governance structure to ensure effective oversight of risks and controls in the organisation. It is assisted by the RMC and GAC to oversee all matters with regards to risks, controls and governance.</p> <p>GRC is under the purview of the GCFO, who spearheads risk management activities to assist the RMC in ensuring adequate risk management controls are in place.</p> <p>The RMC supports the Board by setting and overseeing the Risk Management Framework of the Sime Darby Group and regularly assessing such Risk Management Framework to ascertain its adequacy and effectiveness.</p> <p>The Statement on Risk Management and Internal Controls (“SORMIC”) which provides an overview of the state of internal controls within the Company is set out on pages 153 to 159 of the Company’s Annual Report 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed the key features of its risk appetite, risk management framework and internal control system as well as its adequacy and effectiveness in the SORMIC as well as the section on “Managing Enterprise Risks” on pages 49 to 65 in the Company’s Annual Report 2022.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted															
Explanation on adoption of the practice	:	<p>The Risk Management Committee ("RMC) consists of five (5) members, three (3) of whom are Independent Non-Executive Directors.</p> <p>As at 30 June 2022, the composition of the RMC is as follows:</p> <table border="1"><tr><td>Chairman</td><td>:</td><td>Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Moy Pui Yee (Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Thayaparan Sangarapillai (Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Dato' Dr Nirmala Menon (Independent Non-Executive Director)</td></tr></table> <p>The profile of each member can be found on pages 122 to 124 and details of meeting attendance can be found on page 147 of the Company's Annual Report 2022.</p>	Chairman	:	Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)	Member	:	Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)	Member	:	Moy Pui Yee (Independent Non-Executive Director)	Member	:	Thayaparan Sangarapillai (Independent Non-Executive Director)	Member	:	Dato' Dr Nirmala Menon (Independent Non-Executive Director)
Chairman	:	Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)															
Member	:	Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)															
Member	:	Moy Pui Yee (Independent Non-Executive Director)															
Member	:	Thayaparan Sangarapillai (Independent Non-Executive Director)															
Member	:	Dato' Dr Nirmala Menon (Independent Non-Executive Director)															

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The GCA carries out the in-house internal audit function and is an integral part of the Company's internal control system. The function is headed by Mr Ramesh Ramanathan, the Group Head, GCA, who reports functionally to the GAC and administratively to the GCEO. GCA is independent from the activities or operations of other operating units in the Group.</p> <p>GCA's primary role is to provide independent, reasonable and objective assurance in addition to consulting services designed to add value and improve efficiency of the operations within the Group. It assists the Group to achieve its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.</p> <p>The annual CA plan, established on a risk-based approach, is reviewed and approved by the GAC.</p> <p>At each of the quarterly GAC meetings held in FY2022, the GAC received the GCA Report which serves as a platform for an on-going performance review of the internal audit function so as to ensure that the function was effective and independent in discharging its duties and responsibilities in providing independent assessment of the internal controls.</p> <p>To ensure effective management and independence of GCA, the GAC is empowered by its TOR to:</p> <ul style="list-style-type: none">(a) Convene meetings with the Group Head, GCA without the attendance of any executive, and if appropriate, the Group Secretary, whenever deemed necessary.(b) Appraise and recommend to the Board the appointment, transfer and termination of the Group Head, GCA; and(c) Review and assess the performance of the Group Head, GCA.
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	: Applied
Explanation on application of the practice	<p><u>Overview</u></p> <p>The Group has an in-house internal audit function which is carried out by Group Corporate Assurance Department (“GCAD”) and is headed by Mr Ramesh Ramanathan. Mr Ramesh is a Chartered Accountant (ACCA) with more than 20 years of experience from two prominent Big 4 accounting firms i.e. Ernst & Young and Deloitte. He is a member of the Malaysian Institute of Accountants.</p> <p>GCAD is organised as a centralised department with regional Corporate Assurance Departments with direct control and supervision for audit services across the Group. There are a total of 37 internal auditors across the Group supported by Regional Heads in Malaysia and regional offices in Australia and China.</p> <p>GCAD is guided by its Group Corporate Assurance Charter which specifies that GCAD reports functionally to the GAC and administratively to the GCEO to allow an appropriate degree of independence from the operations of the Group. GCAD’s principal responsibility is to undertake regular and systematic reviews of the internal control systems so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively in the Group.</p> <p>The GAC reviews, challenges and approves the GCAD audit plan annually with periodic reviews to ensure robustness in the audit planning process. The GAC also approves the appointment or termination of the Group Head, Corporate Assurance, Heads of GCAD Divisional Teams, and senior members of GCAD. All internal audit assignments during the financial year were conducted by GCAD.</p> <p>The Quality Assurance & Improvement Programme (QAIP), which focuses on the efficiency and effectiveness of audit processes, continues to be applied to assess the quality of audit processes</p>

	<p>adopted. It is an ongoing internal assessment that covers key activities within GCAD. Through the QAIP, opportunities for improvements are identified and appropriate recommendations made. These are carried out in the form of annual internal team validations.</p> <p>In FY2021, a Self-Assessment with Independent Validation was carried out by KPMG on GCAD’s function. GCAD generally conforms to the International Standards for the Professional Practice of Internal Auditing promulgated by the Institute of Internal Auditors, in respect of its positioning, people and processes.</p> <p><u>Activities</u></p> <p>The attainment of the above objectives involves key activities undertaken by GCAD. The key activities undertaken as part of the assurance process includes, but are not limited to:</p> <ul style="list-style-type: none"> • Revised the methodology and practices in respect of risk assessment for audit planning purposes. • Established a Group Corporate Assurance Plan for financial year 2021 by evaluating risk exposure relating to achievement of the Group’s strategic objectives and mapping this against the Divisional Enterprise Risk Management Risk Register to ensure key risks are considered and deliberated with Divisional Management, external auditors and Group Risk Management on a periodic basis. • Reviewing and appraising the soundness, adequacy and application of accounting, financial and other controls particularly focusing on promoting effective controls across the Group as well as averting opportunity cost. Among the key areas that were audited during the financial year were: <ul style="list-style-type: none"> ○ Business Centre/Branch Operations; ○ Procurement ○ Project Management ○ Inventory Management ○ Advertising & Promotion ○ Disaster Recovery ○ Cybersecurity • Conducting investigations into activities or matters channelled via the Whistleblowing Case Management System managed by GRC or as requested by Management. The outcomes from the investigations were tabled to the GAC. • Followed-up on the implementation of Management Action Plans to ensure that necessary actions have been taken/are being taken to remedy any significant internal control gaps identified.
<p>Explanation for departure</p>	<p>:</p>

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of effective dialogue with shareholders and investors. The Company believes that communication with the shareholders is a two-way process. The Company takes into consideration views and feedback it receives from all the stakeholders.</p> <p>The Company has an Investor Relations Unit that facilitates communication between the Company and the investment community to brief them on financial performance, strategies moving forward and updates on deals and transactions to ensure that capital markets are well apprised of our plans. Senior Management of the Company actively engages with the investment community and the Board is periodically briefed on these interactions and feedback from the investment community.</p> <p>The Investor Relations Unit has an extensive programme that involves the holding of regular meetings, conference calls and site visits, all intended to keep the investment community abreast of the Company's strategic developments and financial performance. In addition, investment road shows and conferences are held to engage with shareholders and potential investors across the globe. During the COVID-19 outbreak, the Investor Relations Unit continuously engaged with Investors virtually to keep them abreast of our performance.</p> <p>Every quarter, the Investor Relations Unit provides the investment community with an up-to-date view of the Group's financial performance and operations and are held concurrently with the release of the quarterly financial results to Bursa Securities. Press conferences on the Group's financial results are held half yearly.</p> <p>The analysts' briefing sessions are also broadcast live via webcast to members of the investment community who are overseas or unable to participate in person, to ensure a wider reach of our messages.</p> <p>In addition, the Company actively updates its official website, www.simedarby.com with the latest information on corporate and business aspects of the Group. All press releases, announcements to Bursa Securities, analyst briefings and quarterly results are also made</p>

	<p>available on the websites to promote accessibility of information to the Company's shareholders and all stakeholders.</p> <p>Shareholders are welcomed to raise queries by contacting the Company at any time throughout the year. The contact information is available on http://www.simedarby.com/investor/investor-centre and at the Contact Us section of the Company's website at www.simedarby.com</p>	
<p>Explanation for departure</p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	:	
<p>Timeframe</p>	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied
Explanation on application of the practice	:	The Group's Annual Report 2022 has been prepared in accordance with the guiding principles and content elements of the International Integrated Reporting Framework of the Value Reporting Foundation. This report marks our ninth integrated report and represents the collective efforts across the Group to improve the quality of our disclosures. Through the report, we aim to provide insights into how the Group has applied integrated thinking to create and preserve value over time. Integrated reporting is an on-going journey and the Group will continue improving its Integrated Reports in line with global best practices and the expectations of our stakeholders.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Notice of the 15th AGM of the Company held on 18 November 2021 was issued to shareholders on 20 October 2021, 28 days prior to the AGM.</p> <p>The Notice of the forthcoming 16th AGM which is scheduled to be held on 15 November 2022 will be issued to shareholders on 17 October 2022, effectively serving 28 days of notice.</p> <p>Sime Darby shall publish on its website an Administrative Guide together with the Notice of the 16th AGM, to provide the shareholders with the detailed procedures of the AGM, their entitlement to attend the AGM, their rights to appoint a proxy and information as to who may count as a proxy. The Company allows a member to appoint a proxy who need not be a member of the Company.</p> <p>The notes to the Notice of the 15th AGM dated 20 October 2021 had provided detailed explanations for each resolution proposed, e.g. re-election of Directors, Directors' remuneration comprising the Directors' fees and benefits, re-appointment of auditors, proposed shareholders' mandate, proposed share buy-back, to enable shareholders to make informed decisions in exercising their voting rights.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's 15th AGM conducted on 18 November 2021 was held virtually in accordance with the revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers (Guidance Note) issued by the Securities Commission.</p> <p>All Directors, the Group Secretary and selected Senior Management together with external auditors were present at the 15th AGM broadcast venue.</p> <p>A total of 931 shareholders, corporate representatives and proxies attended the 15th AGM via the Company's Registrar, Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIIH Online website at https://tiih.online. The proceedings of the 15th AGM included the GCEO's presentation of the Company's operating and financial performance for the FY2021, Questions & Answers session and other items for adoption at the Meeting before putting a resolution to vote.</p> <p>Shareholders were encouraged to submit questions to the Board in advance via Tricor's TIIH Online website or write directly to the Company. In addition, upon commencement of the 15th AGM, the Chairman duly advised the shareholders that they were allowed and encouraged to submit their questions or queries in the query box throughout the AGM proceedings.</p> <p>All queries raised were responded to by the Board, GCEO and GCFO during the 15th AGM.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>The 15th AGM in 2021 was conducted virtually through live streamed from the Function Room, Ground Floor, Menara Sime Darby, Oasis Corporate Park, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue"). The attendance of the AGM was restricted to shareholders, proxyholders and authorised representatives of corporate shareholders who had registered to join the meeting remotely.</p> <p>The remote voting at the 15th AGM commenced from the start of the 15th AGM until the time the Chairman announced the completion of the voting session. Sime Darby had appointed Tricor as the Poll Administrator to conduct the polling process and Coopers Professional Scrutineers Sdn Bhd ("CPS") as the Scrutineers to verify the poll results.</p> <p>The Scrutineers, CPS, verified and announced the poll results for each resolution, which included votes in favour and against, upon which the Chairman of the Meeting declared that all the resolutions were carried. The poll results were also announced by Sime Darby via Bursa Link on the same day for the benefit of all shareholders. Minutes of the 15th AGM were also made available on Sime Darby's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>At the commencement of the 15th AGM, the Chairman, Tan Sri Samsudin Osman, briefed the members, corporate representatives and proxies present virtually at the Meeting of their right to ask questions and vote on the resolutions set out in the Notice of the 15th AGM dated 20 October 2021.</p> <p>The GCEO took the opportunity to engage with the members by giving a presentation which covered the following:</p> <ul style="list-style-type: none">(i) Operations Review(ii) Key Megatrends Driving Our Business(iii) FY2021 Financial Results(iv) Factors Driving Sime Darby's Earnings in FY2021(v) Earnings since Demerger Exercise(vi) Value Creation Plan(vii) Recent Updates on Acquisition & Business Expansion(viii) Moving forward - Sime Darby's Plans for the future(ix) Total Shareholders Return and Share Price Movement <p>The GCEO read out the questions received from the Minority Shareholders Watch Group ("MSWG") and the Company's response to the shareholders.</p> <p>All questions submitted in advanced and during the meeting were answered by the Chairman, GCEO and GCFO during the meeting.</p> <p>Minutes of the 15th AGM were made available on Sime Darby's website.</p>
Explanation for departure	:

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The 15th AGM of Sime Darby was conducted virtually through live streaming and online remote voting via Remote Participation & Voting (“RPV”) facilities which were available on Tricor’s TIH Online website at https://tiah.online.</p> <p>Shareholders/proxies were able to view the live webcast of the AGM proceedings, post questions to the Board/Management and submit their votes in real-time whilst the meeting was in progress. The procedures for RPV facilities were explained in the Administrative Guide issued to the shareholders on 20 October 2021.</p> <p>The advance questions from the shareholders and the Company’s responses were displayed on the screen during the AGM. The real time questions were also displayed on the screen during AGM.</p> <p>The Poll Administrator briefed the shareholders through its video presentation on the e-voting procedures at the start of the AGM. The poll results were verified and announced by the Independent Scrutineers, CPS.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	

Timeframe	:		
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Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The Minutes of 15 th AGM held on 18 November 2021 was published on Sime Darby's website at https://www.simedarby.com/investor/agmegm together with the following documents: (i) Matters raised by MSWG; (ii) Sime Darby's responses to the matters raised by MSWG; and (iii) Annual Report 2021
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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