



# **EVERSAFE RUBBER BERHAD**

(Company No.: 1133877-V)

(Incorporated in Malaysia)

## **DIRECTOR'S FIT AND PROPER POLICY**

(As of 1<sup>st</sup> July 2022)

## 1. PURPOSE

- 1.1 This Policy sets out the fit and proper criteria for the appointment and re-appointment of Directors on the Board of Eversafe Rubber Berhad and its subsidiaries.
- 1.2 To ensure that each of the Directors possesses the character, experience, integrity, competence and time to effectively discharge their respective roles.
- 1.3 The Nominating Committee shall apply this policy as a guide in the process of nomination and election of directors during the relevant financial year.

## 2. CRITERIA

- 2.1 The fit and proper criteria of a Director include but not limited to the followings : -

### 2.1.1 Character and Integrity

#### I. Personal Integrity

- A honest, trustworthy, reliable and respectful person;
- has not perpetrated or participated in any business practices which are deceitful, illegal, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct;
- has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance

#### II. Financial Integrity

- manages personal debts or financial affairs satisfactorily;
- demonstrate ability to fulfil personal financial obligations as and when they fall due

#### III. Reputation

- is of good repute in the financial and business community;
- has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;

## 2.1.2 Experience and Competencies

### I. Qualifications

- possesses qualification that is relevant to the skill set that the Director is earmarked to the board skill set matrix;
- has a considerable understanding on the business and workings of a corporation;
- possesses general management skills as well as understanding of corporate governance and sustainability issues;
- keeps knowledge current based on continuous professional development

### II. Relevant Experience and Expertise

- possesses relevant experience and expertise with due consideration given to past length of service, nature of business and responsibilities held in that particular position.

## 2.1.3 Time and Commitment

### I. Ability to discharge role having regard to other commitments

- able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations)

### II. Participation and contribution in the Board or track record

- demonstrates willingness to participate actively in board activities;
- demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in any events outside boardroom;
- manifests passion in the vocation of a Director;
- exhibits ability to articulate views independently, objectively and constructively;
- exhibits open mindedness to the views of others and ability to make considered judgement after hearing the views of others

### **3. THE ASSESSMENT**

- 3.1 The Nominating Committee (“**NC**”) will assess each person for a new appointment or re-appointment of Directors based on the criteria set under item 2.1 before recommending to the Board for approval. The NC will further evaluate each person on questionnaires based on guidelines under the Corporate Governance Guide 4th Edition.
- 3.2 For the appointment of new Director, the person is required to complete the prospective Directors information as prescribed by the Company from time to time.
- 3.3 The results of the assessments are part of the Company’s internal documents and shall not be disclosed or provided to any other party.