



I REIT MANAGERS SDN. BHD.

Registration No. 202101014501 (1414801-X)

BOARD CHARTER

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1. INTRODUCTION

This Board Charter (“**Charter**”) serves as a guiding document for the Board of Directors (“**Board**”) of I REIT Managers Sdn Bhd (“**I REIT**” or “**Manager**”), the management company of AME Real Estate Investment Trust (“**AME REIT**” or “**Fund**”). The Charter is in line with the Manager’s Constitution, which sets out the authorities, roles, functions, compositions and responsibilities of the Board to assist Directors of I REIT to be aware of their roles, duties and responsibilities and to effectively discharge their fiduciary duty in managing the affairs of the Manager and/or AME REIT.

It provides an overview of how the Board leads the management of I REIT (“**Management**”) through strategic guidance and effective oversight. It also sets out the delegation of authority by the Board to various committees to ensure that the Board members in performing their responsibilities on behalf of I REIT would act in the best interests of all stakeholders.

Whilst this Charter serves as a reference point for the activities of the Board and the various committees, it shall not be construed as an exhaustive blueprint for the Board’s operations. This Charter is subject to the provisions of the Companies Act 2016 (“**CA**”), the Capital Markets and Services Act 2007 (“**CMSA**”), the Main Market Listing Requirements (“**MMLR**”) issued by Bursa Malaysia Securities Berhad (“**Bursa**”), the Guidelines on Listed Real Estate Investment Trusts (“**REIT Guidelines**”) and the Malaysian Code on Corporate Governance 2021 (“**MCCG**”) issued by the Securities Commission and any other applicable laws or regulatory requirements.

2. BOARD STRUCTURE AND COMPOSITION

2.1 Size and Composition

The Board should consist of qualified individuals with diverse mix of skills, knowledge, experience, background and gender to ensure that there is sufficient diversity and independence in facilitating the deliberation, review and decision making.

Whilst the Constitution of I REIT allows for not less than one (1) Director and not more than fifteen (15) Directors, the Board shall periodically review and evaluate the size of the Board, with a view to promote effective deliberation, encourage active participation of all Directors and to allow the functions of the various Board Committees to be discharged without giving rise to an over-extension of Directors that are required to serve on multiple Board Committees.

In accordance with Paragraph 15.02 of the MMLR, at any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members shall be Independent Directors, and at least one (1) Director shall be a woman. In the event of a vacancy in the Board resulting in non-compliance, the Company must fill the vacancy within three (3) months.

The Board, through the Nomination and Remuneration Committee, shall take steps to adhere to the recommendation in the MCGG whereby, the composition of the Board should comprise a majority of Independent Directors and at least 30% of the Board members comprised women Directors, for the purpose of effective oversight of Management and also to meet the gender diversity requirement.

For the avoidance of doubt, an Alternate Director shall not be counted in the determination of the number of Directors on the Board.

2.2 Nomination and Appointments

The appointment of a new Director is a matter for consideration and decision by the Board upon appropriate recommendations from the Nomination and Remuneration Committee.

In nominating candidates for directorship, the Nomination and Remuneration Committee will consider amongst others, the fitness and properness of the candidate, the required mix of diversity in skills, experience, age, cultural background, gender, character, integrity, competence and time commitment of the candidates.

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 I REIT and AME REIT should be avoided.

In identifying candidates for appointment as Director, the Board shall not solely rely on recommendation from existing Board members, Management or major shareholders. The Board may utilise independent sources to identify suitably qualified candidates not limited to sources from a Directors' Registry, open advertisements and independent search firms. If the selection of candidates was based on recommendations made by existing Directors, Management or major shareholders, the Nomination and Remuneration Committee should explain why these source(s) suffice and other sources were not used.

2.3 Independent Director

The Board undertakes to assess the independence of its Independent Directors upon their appointment, annually and when any new interest or relationship develops.

The Independent Directors shall be independent of Management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement or the ability to act in the best interests of the AME REIT.

Even if a Director does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01 of the MMLR, it does not mean that the Director will automatically qualify to be an Independent Director. Directors must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgement and act in the best interests of the AME REIT.

The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) 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.

The Board may identify, from amongst its members, a Senior Independent Director to whom concerns of fellow Directors, shareholders/unitholders or stakeholders may be conveyed.

2.4 Time commitment for accepting new directorships

Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of AME REIT. Any Director shall notify the Chairperson of the Board before accepting any new directorship and the notification shall include the indication of time that will be spent on the new appointment.

Any Director must not hold more than five (5) directorships in listed companies as prescribed by the MMLR. Any Director must not hold office as a Director of more than one management company at any one time and must not hold office as member of the investment committee of a REIT operated by another management company as prescribed by the REIT Guidelines.

2.5 Board evaluation and assessment

The Board undertakes to assess the performance and effectiveness of the Board, its Committees and each Individual Director, including Independent Directors, annually via a formal and objective evaluation.

The Nomination and Remuneration Committee is entrusted by the Board to establish a set of criteria for the assessment, whereby in establishing these criteria, attention shall be given to the values, principles and skills required for the AME REIT. These criteria will serve as a source of reference for prospective and incumbent Directors for the Board's annual assessment and shall be reviewed regularly to maintain their relevance.

The findings from the assessment shall be discussed with the respective Committees and/or the Chairperson of the Board whilst results of the evaluation of the Chairperson of the Board should be discussed with the Nomination and Remuneration Committee. The Board, together with the Nomination and Remuneration Committee, shall develop an actionable improvement programme based on the findings of the assessment.

The Board may engage independent experts periodically to facilitate objective and candid Board evaluation. The Board should disclose how the assessment was carried out and its outcome in the annual report of AME REIT including the identity of the third party if the assessment is conducted by an independent third party.

3. ROLES AND PRINCIPAL RESPONSIBILITIES OF THE BOARD

3.1 Roles of the Board

The Board is collectively responsible for the proper stewardship of the business of the AME REIT with a view to enhance long term unitholder value and investor interests while taking into account the interests of other stakeholders and maintaining high standards of transparency, accountability and integrity.

Directors, as stewards of the Manager and AME REIT, shall exercise reasonable care, skill and diligence for a proper purpose and good faith, in the best interests of AME REIT. Directors are required to keep abreast of their responsibilities as Directors and of the conduct, business activities and development of AME REIT.

3.2 Principal responsibilities of the Board

To enable the Board to discharge its responsibilities in meeting the goals and objectives of AME REIT, the Board should, among others: -

Strategy

- (a) Set the values, standards, objectives and strategic aims of AME REIT;
- (b) Together with senior Management, promote good corporate governance culture within the Manager which reinforces ethical, prudent and professional behaviour;
- (c) Review, challenge and decide on Management's proposals for AME REIT and monitor its implementation by the Management; and
- (d) Ensure that the strategic plan of AME REIT supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.

Risk Management and Internal Control

- (a) Ensure there is a sound framework for risk management and internal control;
- (b) Understand the principal risks of AME REIT's business and recognise that business decisions involve the taking of appropriate risks; and
- (c) Set the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks.

Succession Planning, Evaluation and Remuneration

- (a) Develop a succession plan for Board members and the senior Management;
- (b) Supervise and assess Management performance to determine whether the business is being properly managed;
- (c) Review the participation of women in senior Management to ensure there is a healthy talent pipeline;
- (d) Ensure that senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and senior Management;
- (e) Evaluate and determine the necessary training, mentoring and coaching needs of Directors and senior Management; and
- (f) Establish and periodically review the remuneration policies and procedures for the Board, CEO and senior Management.

Stakeholders Communication

- (a) Ensure that AME REIT have in place procedures to enable effective, transparent and regular communication with stakeholders, including unitholders and investors;
- (b) Ensure the latest information on AME REIT and their activities are easily accessible for stakeholders without compromising the rules on price sensitive information; and
- (c) Encourage unitholders' participation in General Meetings of AME REIT.

Reporting

- (a) Ensure the integrity of AME REIT's financial and non-financial reporting; and
- (b) Ensure the statutory accounts of AME REIT are fairly stated and in accordance with relevant regulations.

Corporate Governance

- (a) Together with Management, oversee the Manager's adherence to high standards of conduct or ethics and corporate behaviour by establishing and implementing a Code of Conduct and Ethics as well as Whistleblowing Policy for the Manager to guide the behaviour of Directors, Management and employees.

Sustainability

- (a) Together with Management, takes responsibility for the governance of sustainability in AME REIT including setting the sustainability strategies, priorities and targets;
- (b) Takes into account sustainability considerations when exercising its duties including among others the development and implementation of strategies, business plans, major plans of action and risk management; and
- (c) Take appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to AME REIT and its business, including climate-related risks and opportunities.

3.3 Matters reserved for the Board

While the Board may delegate any authority to Board Committees or the Management, the Board shall establish written procedures determining the issues to be decided by the Board and issues to be delegated to Board Committees or the Management.

The following matters shall be reserved to the Board for determination and/or approval: -

- (a) AME REIT's strategies, plans and budgets;
- (b) Acquisitions, disposals and transactions exceeding the authority limits of the Management;
- (c) Appointment and removal of Directors, CEO and Company Secretary(ies) based on the recommendations of the Nomination and Remuneration Committee;
- (d) Establishment of Board Committees and approval of their Terms of Reference; and
- (e) Changes in the key policies, procedures and delegated authority limits of the Manager.

4. ROLES AND PRINCIPAL RESPONSIBILITIES OF CHAIRPERSON, CHIEF EXECUTIVE OFFICER AND COMPANY SECRETARY(IES)

4.1 Chairperson

The Chairperson of the Board shall be appointed by the Board and may hold any executive office with the Manager. However, the position of the Chairperson and CEO must be held by two (2) different individuals so as to promote accountability and facilitate division of responsibilities between them. In this regard, no one individual can influence the Board's discussions and decision making. The responsibilities of the Chairperson should include leading the Board in its collective oversight of Management, while the CEO focuses on the business and day-to-day management of the Company.

The responsibilities of the Chairperson include, but are not limited to, the following:

- (a) Providing leadership for the Board so that the Board can perform its responsibilities effectively;
- (b) Setting the Board meeting agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- (c) Leading Board meetings and discussions, including encouraging active participation from Board members and allowing dissenting views to be freely expressed;
- (d) Managing the interface between Board and Management;

- (e) Encouraging active participation and allowing dissenting views to be freely expressed;
- (f) Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- (g) Leading the Board in establishing and monitoring good corporate governance practices in the Manager;
- (h) Presiding as the Chairperson at every General Meeting; and
- (i) Other responsibilities as assigned by the Board from time to time.

4.2 Chief Executive Officer

The Chief Executive Officer serves as conduit between the Board and Management in ensuring the effectiveness of the Manager's governance and management functions.

The CEO is responsible for the day-to-day operation of AME REIT's business and implements the policies, strategies and decisions adopted by the Board.

The responsibilities of the Chief Executive Officer include, but are not limited to, the following:

- (a) Overseeing the day-to-day operational management of AME REIT;
- (b) Responsible for proposing and working with the Board to determine the overall business, investment and operational strategies or policies for AME REIT;
- (c) Responsible for reporting to the Board in respect of the results, financial information, potential investment opportunities, status of the implementation of policies, strategies and decisions;
- (d) Responsible for working with the other members of the management team as well as the Property Manager to ensure that the business, investment and operational strategies of AME REIT are implemented in accordance with the Manager's stated investment strategy and also in accordance with the trust deed constituting AME REIT ("Trust Deed"), REIT Guidelines and Listing Requirements;
- (e) Responsible for planning the overall strategic development of AME REIT in accordance with the stated operational and investment objectives of AME REIT;
- (f) Responsible for the adoption and effective implementation of policies and/or procedures for the effective communication with, and appropriate disclosure to unitholders, other stakeholders and the access to relevant information about the REIT as a publicly listed entity;
- (g) Responsible for formulating business and/or operational plans and strategies for properties with short, medium and long-term objectives, and with a view to

- maximising the rental income of AME REIT via proactive asset management that includes asset enhancement initiatives and refinement of tenancy mix; and
- (h) Working together with the management team to address strategies, business operations, financial performance and risk management in meeting the strategic, investment and operational objectives of AME REIT.

4.3 Company Secretary(ies)

The Board shall appoint a suitably qualified and competent Company Secretary or Company Secretaries, who, through the Chairperson of the Board, play(s) an important advisory role in good corporate governance by helping the Board and its committees to function effectively and in accordance with their terms of reference and best practices.

A suitably qualified and competent Company Secretary possesses the knowledge and experience to carry out secretarial functions. These may include knowledge in company and securities laws, finance, governance, company secretaryship and other areas of compliance such as the MMLR and CMSA. The Company Secretary(ies) should undertake continuous professional development.

The responsibilities of the Company Secretary(ies) include, but are not limited to, the following:

- (a) Advising the Board on its roles and responsibilities;
- (b) Providing secretarial functions for all Board-related administrative functions, including managing all Board and Board Committees meeting logistics, attending and recording minutes of all meetings and facilitating flow of information to the Board;
- (c) Facilitating the orientation of newly-appointed Directors and assist in training and professional development of Directors;
- (d) Advising the Board on corporate disclosures and regulatory compliance matters;
- (e) Managing processes pertaining to the AGM;
- (f) Monitoring corporate governance developments and assist the Board in interpreting and applying corporate governance practices to meet the Board's needs and stakeholders' expectations; and
- (g) Serving as a focal point for stakeholders' communication and engagement on corporate governance issues.

All Directors shall have full and unrestricted access to the advice and services of the Company Secretary(ies) for the purposes of the Board's affairs and the business.

5. ROLES OF INDIVIDUAL DIRECTORS

Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors.

The roles of Individual Directors broadly include the following: -

- (a) Acting in good faith and in the best interests of AME REIT as a whole and for proper purpose;
- (b) Acting with care and diligence of reasonable person subject to business judgement rule;
- (c) Avoiding conflicts of interest with AME REIT in a personal or professional capacity;
- (d) Refraining from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director;
- (e) Disclosure of and abstaining from voting on matters of material personal interest; and
- (f) Compliance with company and securities laws and listing requirements.

Directors will keep all Board information, discussions, deliberations and decisions that are not publicly known confidential and not use information gained through the Board for their interest, or their employers' interest.

6. ROLES OF INDEPENDENT DIRECTORS

The roles of Independent Directors broadly include the following: -

- (a) ensure there is a proper check and balance of the Board by providing unbiased and independent views in Board deliberations and decision making of the Board, taking into consideration the interest of all shareholders and/or unitholders, not only the interests of a particular function or group, but also the minority shareholders and/or unitholders;
- (b) improve corporate credibility and governance standards, functioning as a watchdog and make significant contributions to the Manager's decision making by bringing in the quality of detached impartiality; and
- (c) make independent assessment of information, reports or statement when the interests of Management, Manager, AME REIT, shareholders and/or unitholders diverge, such as executive performance and remuneration, related party transactions and audit matters.

7. BOARD COMMITTEES

The Board may from time to time establish Committees, including ad-hoc Board Committees, as is considered necessary or appropriate to assist in discharging of its duties and responsibilities.

Where a Committee is formed, specific Terms of Reference of the Committee shall be established in writing to cover matters such as the objective, composition, authority limits, roles and responsibilities of the Committees. The Terms of Reference shall be approved by the Board as a whole and shall be assessed and reviewed as and when necessary to ensure the Terms of Reference is in accordance with the MCCG and MMLR.

While the Board delegates its authority to Board Committees or the Management, the Board should not abdicate its responsibilities and should at all times exercise collective oversight of the Board Committees and the Management.

The Chairperson 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.

The Company Secretary and/or the Compliance Officer shall act as Secretary of the Committees. The proceedings of each Committees meeting shall be recorded in the minutes by the Company Secretary and/or the Compliance Officer and distributed to each member of the Committees within twenty-one (21) days of the meeting.

The following standing Committees have been established by the Board: -

(a) **Audit and Risk Management Committees**

The Audit and Risk Management Committees shall consist of not fewer than 3 members, the members must be non-executive Directors, a majority of whom must be independent. The Chairperson of the Board and Alternate Directors shall not be appointed as a member of the Audit and Risk Management Committees. Former partner of external audit firm of AME REIT is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit and Risk Management Committees. The Chairperson of the Audit and Risk Management Committees must be an Independent Director, who is not the Chairperson of the Board.

(b) **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall comprise exclusively of non-executive Directors, a majority of whom must be independent. The Chairperson

of the Board shall not be appointed as a member of the Nomination and Remuneration Committee, and the Chairperson of the Nomination and Remuneration Committee must be an Independent Director or the Senior Independent Director.

The Terms of Reference of the Committees are available on AME REIT's website at www.amereit.com.my.

8. BOARD MEETING

8.1 Frequency

Board meeting shall be conducted at least on a quarterly basis or at frequency agreed as the Board may decide from time to time, with additional meetings to be convened as and when necessary.

8.2 Notice, Agenda and Meeting Materials

The notice of Board meeting and accompanying meeting agenda and other non-financial related materials shall be circulated at least seven (7) days in advance of the Board meeting to ensure Directors have sufficient information and time to review and prepare, facilitating meaningful deliberation during each meeting. Materials on financial related matters shall be circulated at least four (4) days prior to the Board meeting.

The Company Secretary(ies) shall work together with the Chairperson in developing the meeting agenda, in which should include any proposals and written materials including information requested by the Board and/or external consultants. The agenda should address priority strategic issues, rather than detailed operational matters and ensure that there is enough time for discussion.

8.3 Quorum

The quorum for a Board meeting shall be a minimum of two (2) Directors. In the absence of the Chairperson or the Chairperson is not present within fifteen (15) minutes after the time appointment for holding the meeting, the Directors present may elect a Chairperson from amongst them to chair the meeting.

8.4 Attendance Requirement

All Directors must meet the minimum 50% attendance requirement imposed by the MMLR. Management who are not Directors may be invited to attend and speak at Board meeting on matters relating to their areas of responsibility. The Board may also invite external parties such as auditors and consultants to attend as and when the need arises.

8.5 Meeting Mode

Any Director may participate at a meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting.

A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting provided that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.

8.6 Circular Resolutions

In the event issues requiring the Board's decision arise between meetings, such issues shall be resolved through circular resolution subsequent to discussions being held amongst the Board members, either via teleconference, videoconference, email and etc. in order for the Board as a whole to be apprised on such matters and obtain their view points before arriving at a decision.

Such circular resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or telegram by the majority members of the Board and such discussions, including any concerns raised and the rationale for the decisions so made in the resolution shall be tabled at the immediate Board meeting for formal record keeping.

8.7 Voting

All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote. In the case of equality of votes, where two (2) Directors form a quorum, the chairperson of a meeting at which only such a quorum is present, or at which only two

(2) Directors are competent to vote on the question at issue, shall not have a casting vote. Otherwise in the case of an equality of votes, the Chairperson shall have a second or casting vote.

Directors are required to inform the Board of conflicts or potential conflict of interest that may have in relation to particular subject matter or business transaction. These Directors shall abstain from deliberation and determination of those matters.

8.8 Minutes

The Chairperson of the meeting shall cause minutes of meetings to be duly entered in the books provided for the purpose of all resolutions and proceedings of all Board meetings. Minutes of each meeting shall be distributed to all Directors within twenty-one (21) days of the meeting.

The minutes of the Board meeting shall be tabled at the following Board meeting for confirmation and thereafter for signing by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the succeeding meeting.

All Directors shall ensure the minutes of meetings accurately reflect the deliberations and decisions of the Board, including any concerns raised by Individual Directors or dissenting views expressed. Any Director abstained from voting or deliberation on a particular matter shall be recorded in the minutes.

All discussions and records of discussions shall remain confidential unless otherwise specified by the Board or where disclosure is required by the law. Subject to legal or regulatory requirements, the Board will decide on the manner and timing of the publication of its decisions.

9. DIRECTORS' REMUNERATION

The fees and any benefits payable to the Directors shall be subject to annual shareholder approval at General Meeting of the Manager.

The Directors shall be paid all their travelling and other expenses properly and necessary expended by them in and about the business of the Company including their travelling and other expenses incurred in attending the Board meeting or the General Meeting of the Manager and/or AME REIT.

Fees payable to Independent Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover whilst salaries payable to Executive Directors may not include a commission on or percentage of turnover.

The Board with the assistance of the Nomination and Remuneration Committee, shall develop and administrate a fair and transparent procedure for setting policy on remuneration of Directors to ensure that the Manager attracts, retains and motivate high calibre Directors who have the skills, experience and knowledge to drive AME REIT's long-term objectives.

The remuneration of Directors shall be determined on the basis of the Directors' merit, qualification and competence, having regard to AME REIT's operating results, individual performance and comparable market statistics. The Board should also ensure that the remuneration for Independent Directors do not conflict with their obligation to bring objectivity and independent judgment on matters discussed at Board meetings.

10. DIRECTORS' INDUCTION AND TRAINING

10.1 Induction

All newly appointed Directors shall undergo a comprehensive and tailored Induction Programme to familiarise themselves with AME REIT's businesses and operations. The Induction Programme should include briefing sessions on the range of products and services, organisation structure and site visits to the respective operating facilities of Managers and/or AME REIT.

The newly appointed Directors shall be provided with a copy of the following upon being appointed:-

- (a) Corporate/Organisation Structure;
- (b) Board and Board Committees Structure;
- (c) Profile of all Directors (contained in the Annual Report as below item (f) stated);
- (d) Management Reporting Structure;
- (e) Profile of Key Senior Management Personnel;
- (f) Latest Annual Report (with the latest Audited Financial Statements);
- (g) Prospectus and circular (where relevant);
- (h) Recent AME REIT's announcements made on Bursa involving material events;
- (i) Trust Deed of AME REIT;
- (j) Constitution of I REIT;
- (k) Board Charter;

- (l) Code of Conduct and Ethics;
- (m) Board Committees' Terms of Reference;
- (n) Code of Conduct and Ethics;
- (o) Risk Management Framework;
- (p) All other corporate policies, including but not limited to Anti-Bribery and Anti-Corruption Policy, Remuneration Policy for Directors and Senior Management, Whistleblowing Policy, Corporate Disclosure Policy and Operations Manual;
- (q) Meeting schedules for the year; and
- (r) Minutes of the past three Board meetings.

10.2 Training

All Directors, including newly appointed Directors, are required to attend the Mandatory Accreditation Programme as prescribed by Bursa from time to time.

In addition to the mandatory programme, the Board with the assistance of the Nomination and Remuneration Committee, shall evaluate and determine the training needs of its members to ensure Directors attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors. Through continuing education programme, the Directors are required to update their knowledge and skills to sustain their active participation in Board deliberations and effectively discharge their duties.

The Board shall disclose in AME REIT's annual report of the training programmes attended by Directors during the financial year. In exceptional circumstances where any Director has not attended any training during the financial year, valid justifications for the non-attendance of such Director shall also be disclosed.

The cost of participating in training programmes shall be incurred by the Manager.

11. DIRECTORS AND OFFICERS LIABILITY INSURANCE

Directors are accorded with Directors and Officers Liability Insurance in respect of any liability (civil or criminal) arising in the course of discharging their duties as Directors provided that such liabilities were occasioned in good faith and not as a result of negligence, default or breach of duty.

The Directors and Officers Liability Insurance premium shall be borne by the Manager and Directors separately and does not form part of the benefits awarded to Directors as part of their remuneration packages.

12. CONFLICTS OF INTERESTS

Directors are required to act in the best interests of AME REIT.

A Director shall disclose to the Board, as soon as practicable: -

- (a) any material personal interest they have in a matter which relates to the affairs of AME REIT; and
- (b) any other interest, whether direct or indirect, which the Director believes is appropriate to disclose in order to avoid any conflict of interest or the perception of a conflict of interest.

Should there be an actual, potential or perceived conflict of interest between AME REIT or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interests of AME REIT.

13. INVESTOR RELATIONS AND UNITHOLDERS COMMUNICATION

The Board is committed to ensure there is effective, transparent and regular communication between AME REIT and unitholders to facilitate mutual understanding of each other's objectives and expectations.

The Board has established, amongst others, the following communication channels with its unitholders: -

- (a) AGM;
- (b) Extraordinary General Meeting ("EGM") held as and when required;
- (c) Annual Report;
- (d) AME REIT's website; and
- (e) Investor relations function.

All the Board members shall attend the AGM and EGM and the Chairperson of the various Board Committees shall be available to facilitate the answering of questions from unitholders.

All corporate ps take into account the prevailing legislative restrictions and requirements as well as the investors' needs for timely release of price sensitive information such as financial performance results and statements, material acquisitions, significant corporate proposals as well as other significant corporate events.

In all circumstances, the Board shall seek to ensure that the Manager does not provide undisclosed material information about AME REIT.

In the course of pursuing the vision and mission of the AME REIT, the Board recognises that no company can exist by maximising shareholder value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

14. CODE OF CONDUCT AND ETHICS

The Board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness. All Directors and employees are expected to behave ethically and professionally at all times to protect and promote the reputation and performance of AME REIT.

The Board shall establish the tone and standards of the Manager through the Code of Conduct and Ethics of I REIT ("**Code**"), in which articulate acceptable practices and guide the behaviour of Directors, Management and employees. The policies of the Code should be integrated into company-wide management practices and be periodically reviewed.

The Code should describe measures put in place to: -

- (a) handle actual or potential conflict of interest;
- (b) prevent corrupt practices which include money laundering, the offering and acceptance of gifts and other form of benefits;
- (c) encourage the reporting of unlawful or unethical behaviour;
- (d) protect and monitor the proper use of the Manager's and/or AME REIT's assets;
and
- (e) ensure compliance with laws, rules and regulations.

The Manager communicates the Code to all Directors and employees upon their appointment or employment and forms part of their terms and conditions of service.

The Code is available on the AME REIT's website at www.amereit.com.my.

15. WHISTLEBLOWING POLICY

The Board has in place a whistleblowing policy to provide employees and stakeholders with proper channels and guidance to report and disclose any legitimate concerns over any wrongdoing within the Manager and/or AME REIT relating to unlawful conduct, financial malpractice or dangers to the public or the environment. Individuals shall be able to raise concerns in confidence and without the risk of reprisal.

The whistleblowing policy is available on the AME REIT's website at www.amereit.com.my.

16. REVIEW OF CHARTER

The Board will periodically review this Charter and may be amended from time to time to ensure its relevance, effectiveness and consistent with the AME REIT's objective, its practices and current laws.

This Charter was adopted by the Board on 12 April 2022.