

**TERMS OF REFERENCE
OF THE BOARD LEVEL DISCIPLINARY COMMITTEE ("BLDC" or "the Committee")
OF BANK PERTANIAN MALAYSIA BERHAD ("Agrobank" or "the Bank")**

- Membership of the BLDC : Four (4) directors including the Chairman of the Committee.
- Required for Attendance for BLDC Meeting¹
- i. President/Chief Executive Officer
 - ii. Chief People Officer (including any other designated name used that has the same effect).
 - iii. Any relevant person as and when required at the discretion of the Chairman of BLDC.
- In the event a person is appointed as "Acting" or "Covering" for a particular position, he/she shall attend the meeting in his/her capacity of that position.
- Secretary : The Company Secretary ("CoSec") or his or her nominee or any person designated by BLDC.
- Quorum for BLDC Meeting : A minimum of three (3) BLDC members including the Chairman of the Committee.
- Frequency of BLDC Meeting : The meeting shall be held as and when or for such number of time(s) as BLDC requires or deems necessary to fulfil BLDC's responsibilities.

1.0 OBJECTIVE

The BLDC is responsible to assist the Board in fulfilling its oversight function to deliberate and consider on the matter relating to disciplinary matters of the Bank employee involving the C-Suite, Executive Vice President and other Senior Management categorised as Key Responsible Person.

¹ When matters need to be deliberated which involve either the P/CEO or/and Head, People Division, he or she must not be in attendance of the meeting. Propose to include a footnote as disclaimer.

2.0 AUTHORITY

The Committee is authorised by the Board to act within this TOR: -

- i. to review and recommend on matters within its primary duties and responsibilities within these terms of reference or such limits as may be determined by the Board from time to time;
- ii. to obtain the resources which it requires including but not limited to obtaining an independent professional advice and expert advice, both internal and external, and to have full and unrestricted access to information to enable the Committee to fulfil its objectives; and
- iii. to have a direct communication and on continuous basis with Senior Management to be kept informed of any matters affecting the Bank.

3.0 ROLES AND RESPONSIBILITIES

The Committee shall: -

- i. recommend on matters relating to the conduct and any disciplinary matters involving C-Suite, Executive Vice President and other Senior Management categorised as Key Responsible Person;
- ii. recommend on the form of punishment based on the reply to the show cause letter from the employee and/or Domestic Inquiry findings by the Panel of Inquiry including the severity or seriousness of the offence committed;
- iii. convene and conduct disciplinary hearings or disciplinary matters and/or alleged misconduct within its scope;
- iv. recommend at its discretion on the type of punishment to be imposed on the employee concerned after taking into consideration the following factors: -
 - The seriousness of the offense;
 - The relevant provisions of law, regulation and procedures;
 - The past record of the employee; and
 - Other relevant mitigation factors;
- v. recommend the appropriate course of action and/or punishment deemed fit to be meted guided by Disciplinary Matrix as per PL-98/12 Policy on IR Good Practice, provided that it shall be within the range of actions and/or penalties set out in prevailing policies and procedures relating to employee relations, conducts and ethics at present time;
- vi. table their recommendations to Board for approval;

- vii. to ensure and maintain the confidentiality of all allegations, findings discussions and any other information obtained in their capacity as a member of the Committee. Save for any disclosure would be required by law and/or any internal policies and procedures of the Bank.

- viii. carry out all that is reasonably necessary for any of the abovementioned purposes subject to compliance with any applicable laws and internal policies and procedures.