



TERMS OF REFERENCE

OF

THE BOARD PROCUREMENT COMMITTEE ("BPC" or "the Committee") OF BANK PERTANIAN MALAYSIA BERHAD ("Agrobank" or "the Bank")

- Membership of the BPC : At least three (3) directors, including the Chairman of the Committee, one of whom is the representative of the Ministry of Finance Incorporated ("MKD").
- Required for Attendance for BPC Meeting :
i. President/Chief Executive Officer
ii. Chief Finance Officer
iii. Head of Procurement and Asset Management Department, Finance Division; and
iv. Any relevant person as and when required at the discretion of the Chairman of the Committee.
- Secretary : The Company Secretary ("CoSec") or his or her nominee or any person designated by the Committee.
- Quorum for BPC Meeting : A minimum of three (3) directors including the Chairman of the Committee.
- Frequency of BPC Meeting : The BPC meeting shall be held as and when or for such number of time(s) as the Committee requires or deems necessary to fulfil the Committee's responsibilities.

1.0 OBJECTIVES

The BPC is responsible to assist the Board of Directors of Agrobank ("Board") in fulfilling its oversight function to deliberate and / or make recommendation for procurement-related matters within the authority limit pursuant to the Limit of Authority of the Bank or on any matters related to the appointment of consultants or vendors, beyond the Terms of Reference of the Management Procurement Committee ("MPC's TOR").

2.0 AUTHORITY

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

- i. deliberate and approve any procurement related matters within its primary duties and responsibilities under this TOR and pursuant to the BPC's AAL Matrix for monetary operational expenditure (OPEX) and capital expenditure (CAPEX) of the Bank; and
- ii. obtain the resources which it requires including but not limited to obtaining 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.

3.0 ROLES AND RESPONSIBILITIES

- i. Deliberate and review the Bank's current procurement policy and procedures with the objective of strengthening control and governance encompassing the matrix of BPC's authority and approval limit ("BPC's AAL Matrix") approved by the Board.
- ii. Review and approve the tendering process and selection in respect of the appointment of successful tenderer for both closed and open tender applications within the BPC's AAL Matrix.
- iii. In the event the authority limits for the BPC pursuant to the BPC's AAL Matrix are amended, modified or varied by the Board from time to time, such amendments, modifications or variations shall be deemed to be inserted herein whereupon this Terms of Reference ("TOR") shall be read and be construed subject to and in accordance with the said approved amendments, modifications or variations.
- iv. To carry out other duties and responsibilities as may be assigned to the Committee from time to time by the Board.