

Corporate Governance Management

Regulators and listing exchanges require firms to implement and follow detailed standards of Corporate Governance.

Our Corporate Governance solution is designed to help you efficiently manage:

- **Leadership** – ensure Board responsibility is documented and evidenced
- **Effectiveness** – show Directors discharge duties/responsibilities effectively
- **Accountability** – maintain risk management and internal control systems
- **Remuneration** – manage remuneration policy and performance assessments
- **Shareholders** – ensure effective shareholder engagement

Off the Shelf Solution

The Client Suitability solution meets regulatory requirements “off the shelf”:

- **No software** – browser based so no installation
- **No hardware** – hosted on Microsoft Azure
- **No configuration** – load your users and you are good to go

Great Value

Pre-configured to give you Client Suitability management at a low price.

- **Standardised** – regulatory controls built once and used across regulated firms, achieve compliance with an “off the shelf solution”
- **Multiple Regulators** – simply add “solution” for each relevant regulator on single system
- **Customise** – easy to add/edit controls/checks

Key Features

Powerful inbuilt security and internal controls to efficiently manage and evidence your Client Suitability management:

- **Regulated Firms** – log and manage your Corporate Governance at group or country level
- **Incident Management** – identify potential breaches of Corporate Governance rules and resolve
- **Augment** – option to add/edit controls for country/business management or regulators
- **Management Information** – extract recorded data and filter for management or regulators

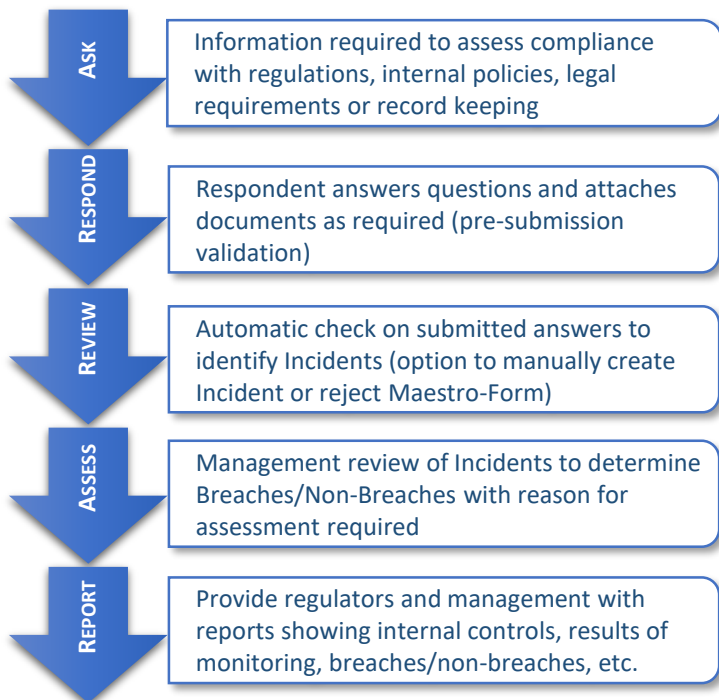
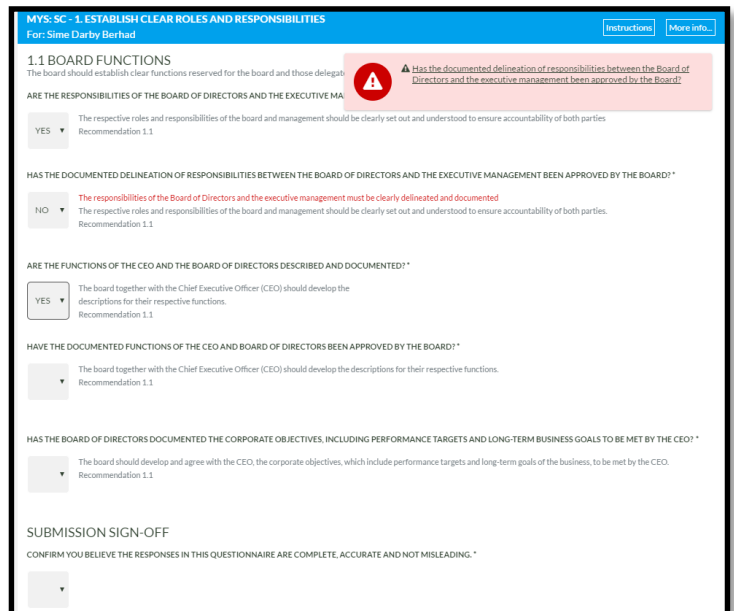
Corporate Governance Requirements

GRC-Maestro supports Corporate Governance management requirements whether you have a single or multiple exchange listings or are unlisted but need to operate a specific Corporate Governance regime.

Regulatory Requirements/Best Practice

- **Policies:** The Board should regularly review its Corporate Governance policies to ensure it continues to meet the regulatory and listing requirements for all relevant jurisdictions/exchanges
- **Implementation Review:** The operation of the Corporate Governance policies should be periodically reviewed to ensure they have been implemented and the results reported to the Board
- **Exceptions:** Where the Board's Corporate Governance policies have not been followed, they must be investigated, rectified and, if necessary, reported
- **Record Keeping:** All information regarding Corporate Governance required by regulators and listing authorities should be maintained and be accessible.

Ask, Respond, Review, Assess, Report and Record

MYS: SC - 1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES
For: Sime Darby Berhad

1.1 BOARD FUNCTIONS
The board should establish clear functions reserved for the board and those delegated to management.

ARE THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT CLEARLY SET OUT AND UNDERSTOOD TO ENSURE ACCOUNTABILITY OF BOTH PARTIES?

YES NO **Has the documented delineation of responsibilities between the Board of Directors and the executive management been approved by the Board?**

RECOMMENDATION 1.1: The respective roles and responsibilities of the board and management should be clearly set out and understood to ensure accountability of both parties.

HAS THE DOCUMENTED DELINEATION OF RESPONSIBILITIES BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT BEEN APPROVED BY THE BOARD?*

NO YES **The responsibilities of the Board of Directors and the executive management must be clearly delineated and documented.**

RECOMMENDATION 1.1: The respective roles and responsibilities of the board and management should be clearly set out and understood to ensure accountability of both parties.

ARE THE FUNCTIONS OF THE CEO AND THE BOARD OF DIRECTORS DESCRIBED AND DOCUMENTED?*

YES NO The board together with the Chief Executive Officer (CEO) should develop the descriptions for their respective functions.

RECOMMENDATION 1.1: The board together with the Chief Executive Officer (CEO) should develop the descriptions for their respective functions.

HAVE THE DOCUMENTED FUNCTIONS OF THE CEO AND BOARD OF DIRECTORS BEEN APPROVED BY THE BOARD?*

YES NO The board should develop and agree with the CEO, the corporate objectives, which include performance targets and long-term goals of the business, to be met by the CEO.

RECOMMENDATION 1.1: The board should develop and agree with the CEO, the corporate objectives, which include performance targets and long-term goals of the business, to be met by the CEO.

HAS THE BOARD OF DIRECTORS DOCUMENTED THE CORPORATE OBJECTIVES, INCLUDING PERFORMANCE TARGETS AND LONG-TERM BUSINESS GOALS TO BE MET BY THE CEO?*

YES NO The board should develop and agree with the CEO, the corporate objectives, which include performance targets and long-term goals of the business, to be met by the CEO.

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SUBMISSION SIGN-OFF
CONFIRM YOU BELIEVE THE RESPONSES IN THIS QUESTIONNAIRE ARE COMPLETE, ACCURATE AND NOT MISLEADING.*

YES NO

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