

**AJINOMOTO (MALAYSIA) BERHAD**  
[Registration No. 196101000252 (4295-W)]  
(Incorporated in Malaysia)

## **BOARD CHARTER**

Updated on 24 August 2023

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## **BOARD OF DIRECTORS**

### **CHARTER**

#### **Part 1: Definition**

##### **1.1 In this Charter:**

"Act" means the Companies Act 2016 and any amendments from time-to-time;

"AGM" means Annual General Meeting;

"Ajinomoto Group" means the companies within Ajinomoto Co., Ltd., Tokyo;

"Board" means the Board of Directors of the Company;

"Business" means the business of the Company;

"Chairman" means the Chairman of the Board and is used in a gender neutral sense;

"Company" means Ajinomoto (Malaysia) Berhad;

"Company Goals" means the goals of the Company as set out in Part 3;

"Directors" means Directors of the Company as defined under the Act;

"Management" means the management personnel of the Company;

"Management Limitations" means the limitations on the actions of Management as set out in paragraph 5.3;

"MCCG" means the Malaysian Code on Corporate Governance;

"MD/CEO" means the Managing Director / Chief Executive Officer of the Company;

"Secretary" means the Company Secretary(ies) as provided under Subdivision 4 of Division 2 of the Act;

"Shareholders" means the shareholders of the Company.

Unless there is any subject or context inconsistent herewith, words incorporating the singular shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa.

## **Part 2: Introduction**

The Board recognises that good Corporate Governance (“CG”) practices are essential to reinforce shareholders’ and other stakeholders’ confidence in the Company and its Board, which is vital to the success of the Company’s business.

The Board plays the role of stewardship and guardian of the Company and its shareholders, and is instrumental in keeping with best CG practices. To this end, a Board Charter has been developed and adopted by the Board.

### **Objectives**

This Board Charter sets out the composition, role, responsibilities, governance structure and processes of the Board. The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good CG are applied in all their dealings in respect, and on behalf of the Company.

This Board Charter is not an “all inclusive” document and should be read as a broad expression of principles. It should be reviewed on a periodic basis and may be amended by the Board from time to time to ensure that the practices of the Board are consistent with the prevailing code of CG, laws and/or regulations and reflect the Board’s commitment to best practice in CG.

## **Part 3: Company Goals**

### **3.1 Company Mission**

To contribute to the world’s food and wellness, and to better lives for the future guided by the Ajinomoto Group Creating Shared Value (“ASV”) philosophy:-

*“Eat Well, Live Well”*

### **3.2 Company Vision**

In congruence with the Company Mission, the Board has adopted the Company’s Vision, which aims to be a “Global Customer-Centric Halal Food Company” to contribute towards enhancing people’s food and well-being through our Specialties and Innovative Solutions.

### **3.3 Key Values, Principles and Ethos**

The Company continuously contributes to society through creation of sustainable economic value and growth. It also contributes to the resolution of matters related to healthy living, global sustainability and food resources. All these efforts promulgate the Ajinomoto Group ASV initiatives, which is to create value together with the local community through our quality and safe products and services for a joyful and healthy diet.

## **Part 4: Governance**

### **4.1 Roles and responsibilities of the Board**

4.1.1 The Board is to effectively represent and promote the interests of Shareholders and stakeholders with a view to add long-term value to the Company's shares, development and growth.

4.1.2 To enable the Board to discharge its responsibilities in meeting Company Goals, the Board should, among others:-

- together with senior management, promote good corporate governance culture within the Company which reinforces ethical, prudent, integrity and professional conduct;
- review, challenge and decide on Management's proposals for the Company, and monitor its implementation by Management;
- ensure that the strategic plan of the Company supports long-term value creation, and focuses on economic, environmental, social and governance ("ESG") considerations underpinning the sustainability of the Company in the Company's strategies, business plans, major plans of action and risk management;
- supervise and assess Management performance to determine whether the business is being properly and professionally managed;
- ensure there is a sound framework for internal controls and risk management;
- understand the principal risks of the Company's business and recognise that business decisions involve the taking of appropriate risks;
- 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;
- ensure that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management;
- ensure that the Company has in place procedures to enable effective communication with stakeholders;
- ensure that all its Directors are able to understand financial statements and form a view on the information presented; and
- ensure the integrity of the Company's financial and non-financial reporting.

4.1.3 Having regard to its role, the Board will direct and supervise the Management, the Business and affairs of the Company including, in particular:-

- reviewing and adopting a strategic plan for the Company, including establishing Company Goals and ensuring that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environment and social considerations underpinning sustainability;
- establishing policies for strengthening the performance of the Company including ensuring that Management is proactively seeking to build the Business through innovation, initiative, technology, new products and the development of its business capital;
- identifying principal risks, set the risk appetite within which the Board expects the Management to operate and ensuring the implementation of appropriate systems to manage the significant financial and non-financial risks and ensuring there is a sound framework for internal controls and risk management;
- reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company's financial statements are true and fair and conform with any applicable laws and/or regulations; and
- ensuring that the Company adheres to high standards of ethics and corporate behavior.

4.1.4 In the normal course of events, day-to-day management of the Company will be in the hands of Management and under the stewardship of the MD/ CEO.

## **4.2 Board Meeting Procedures**

4.2.1 The conduct of Directors will be consistent with their duties and responsibilities i.e., to act in the best interest of the Company. The Board will be disciplined in carrying out its role, with emphasis on strategic issues and policy.

4.2.2 Board discussions will be open and constructive, recognising that genuinely held differences of opinion could bring greater clarity and lead to better decisions. The Chairman will, nevertheless, seek a consensus in the Board but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or

disclosure is required by law. Subject to legal or regulatory requirements, the Board will decide the manner and timing of the publication of its decisions.

4.2.3 The Executive Directors will attend Board meetings to discharge their Board responsibilities. At Board meetings, the Board's responsibilities supersede all executive responsibilities.

4.2.4 The Board has sole authority over its agenda and exercises this through the Chairman or Secretary of the Board. Any Director may, through the Chairman or the Secretary, request the addition of an item to the agenda.

4.2.5 The Board will normally hold meetings at least four (4) times in each financial year and will hold additional meetings as the situation requires. At each meeting the Board will consider:-

- the quarterly financial statements for announcement to authorities;
- relevant financial and operational report(s) from the Management;
- public announcements, if any;
- specific proposals for capital expenditure and acquisitions, if any; and
- major issues and opportunities for the Company, if any.

In addition, the Board will, at intervals of not more than one (1) year:-

- review the following year's business plan and approve the annual budget;
- approve the annual financial statements;
- consider and, if appropriate, declare or recommend the payment of dividends;
- review the Board composition, structure and succession;
- review the Company's audit requirements;
- review the performance of, necessity for and composition of Board Committees;
- undertake Board and individual Director evaluations;
- review Directors' remuneration;
- review risk assessment policies and controls and compliance with legal and regulatory requirements; and
- review the following year's business plan.

4.2.6 Directors are entitled to have access to all relevant Company information and to Management at all reasonable times.

### **4.3 Chairman of the Board**

4.3.1 The Board will appoint a Chairman from amongst the Directors, who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board.

4.3.2 Key responsibilities of the Chairman include-

- providing leadership for the Board so that the Board can perform its responsibilities effectively;
- leading the board in the adoption and implementation of good corporate governance practices in the Company.
- setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- leading Board meetings and discussions;
- encouraging active participation and allowing dissenting views to be freely expressed;
- managing the interface between Board and Management;
- ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- leading the Board in discussion on sustainability and Environmental, Social and Governance (ESG) matters; and
- leading the Board in establishing and monitoring good corporate governance practices in the Company.

4.3.3 The positions of the Chairman and MD/CEO are held by two (2) different individuals 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. Generally, the Chairman would lead the Board in its collective oversight of management, while the MD/CEO focuses on the business and day-to-day management of the Company.

4.3.4 The Chairman acts as an informal link between the Board and Management.

The Chairman is expected to be kept informed by the Management of all important matters and make himself/herself available to the Management.

- to be part of the control mechanism in ensuring that the Management's decisions are properly considered; and
- to give assistance and advice when needed.



4.3.5 The Board communicates with Shareholders at Shareholders' meetings and through the distribution of its annual reports. The Chairman will chair these meetings and inform the Shareholders on the Company's affairs.

This role calls for skills and qualities that allow and encourage Shareholders to express their opinions. The Chairman should possess the capability to summarise and unify thoughts and ideas as well as to manage the meeting effectively.

4.3.6 The Chairman also leads the role in presenting the Company's cause, whether formally or informally, to the authorities, institutional or potential investors and those having an influence on the environment in which the Company operates.

#### **4.4 Expectation of individual Director**

4.4.1 Each individual Director must always act within any limitations imposed by the Board on its activities.

4.4.2 Directors will use their best endeavours to attend Board meetings where each Director shall commit the time to attend at least 50% of all Board Meetings and Board Committee Meetings where he is part of the Board Committee in any applicable financial year with appropriate leave of absence notified to the respective Chairman of the Board or Board Committee.

4.4.3 Each Director is expected to participate fully and constructively in Board discussions and other activities to bring the benefit of their particular knowledge, skills and abilities to the Board.

4.4.4 Each Director is expected to strictly observe confidentiality of the Company's information, and refrain from making improper use of information gained through his position as Director for his own interest, or his employer's interest, if applicable.

4.4.5 Each Director shall commit to provide his relevant expertise advice in the best interest of the Company.

4.4.6 Each Director shall abide by all fiduciary and statutory duties and responsibilities of a Director as prescribed under Subdivision 3 of Division 2 of the Act and the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

#### **4.5 Senior Independent Director**

4.5.1 The Board shall appoint a Senior Independent Director whose role is to act as-

- a sounding Board for the Chairman;
- an intermediary for other Directors when necessary; and
- the point of contact for Shareholders and other stakeholders.

#### **4.6 Board Committees**

4.6.1 Board Committees will be formed only when it is necessary to facilitate efficient decision-making.

- 4.6.2 Board Committees will observe the same rules of conduct and procedure as the Board unless the Board determines otherwise in a separate Terms of Reference ("**TOR**").
- 4.6.3 Board Committees will only speak or act for the Board when so authorised.
- 4.6.4 The Board has established the following Board Committees, each with clearly defined TOR detailing also the Board Committees' authorities, roles and responsibilities, as annexed to this Board Charter, in order to enhance business and corporate efficiency and effectiveness:-
- (a) Audit Committee;
  - (b) Nomination Committee; and
  - (c) Remuneration Committee.

#### **4.7 Board Composition**

- 4.7.1 The Board should consist of individuals with diverse background and equipped with professional and technical knowledge to effectively carry out its roles and responsibilities in setting the Company's strategy and ensuring its implementation.
- 4.7.2 The composition of the Board needs to demonstrate the range of skills, experiences character, integrity, competence and time commitment that are necessary for applying informed and independent judgment on issues of strategy, performance, resource utilisation and standards of conduct, all of which are vital to the Company.
- 4.7.3 The qualifications for Board membership are the ability to make sensible business decisions and recommendations, an entrepreneurial talent for contributing to the creation of Shareholder value, the ability to see the wider picture, the ability to raise constructive queries, preferably with some experience in the industry sector, high ethical standards, sound practical sense, and commitment to furthering the interests of Shareholders' and the achievement of the Company Goals.
- 4.7.4 Non-Executive Directors will be active in areas which will enable them to relate to the strategies of the Company and to make a meaningful contribution to the Board's deliberations. They will be independent of Management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.
- 4.7.5 Only Executive Directors will be engaged on service contracts or under permanent employment. Upon the expiry of his tenure or resignation or retirement, the Board may also, with the recommendation of the Nomination Committee and if considered appropriate, appoint him/her as a Non-Independent Non-Executive Director ("**NINED**") until the conclusion of the next AGM, whereby he/she shall be eligible to offer himself/herself for re-election as NINED.

4.7.6 In the event an Executive Director's service contract with the Company is terminated before the expiry of his tenure for any reason whatsoever, the Director is expected to resign from the Board.

#### **4.8 Nomination and Appointment**

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

4.8.2 In making the recommendation to the Board, the Nomination Committee will consider the required mix of skills, experience, character, integrity, competence, time commitment and diversity, where appropriate, which the Director brings to the Board.

4.8.3 The number of Directors shall not be less than two (2) nor (unless otherwise determine by the Company in general meeting) more than fifteen (15).

4.8.4 New Board members shall be briefed on the terms of appointment, their duties and obligations and on the operations of the Ajinomoto Group. Copies of the following shall be provided to the newly appointed Board members:-

- (a) Board Charter;
- (b) Constitution;
- (c) Board Committees' composition and TORs;
- (d) Latest Business Plans;
- (e) Latest Annual Reports and Financial Statements;
- (f) Organisation Charts; and
- (g) Any other documents deemed necessary by the Board.

4.8.5 The appointment of Board and senior management are based on objective criteria, merits and with due regard for diversity in skills, experience, age, cultural background and gender.

4.8.6 The Board should use a variety of approaches and sources to ensure that it is able to identify the most suitable candidates. This may include sourcing from a Directors' registry and open advertisements or the use of independent search firms.

#### **4.9 Re-election of Directors**

##### **4.9.1 New Director(s)**

The newly appointed Director(s) to fill a casual vacancy or as an addition to the Board shall hold office only until the next annual general meeting of the Company but shall be eligible for re-election.

##### **4.9.2 Existing Directors**

The Constitution provides that one-third (1/3) of the Directors shall retire by rotation at each annual general meeting provided always that all Directors shall retire from office at least once in every three (3) years and be eligible for re-election.

#### **4.10 Tenure of Independent Director**

4.10.1 An Independent Director must fulfil the provisions and definition of 'independent director' of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad at all times and must declare their independence to the Board annually.

4.10.2 The tenure of an Independent Director shall not exceed a cumulative term limit of twelve (12) years. However, upon completion of the twelve (12) years, the Independent Director may continue to serve on the Board subject to his/her redesignation as Non-Independent Director.

4.10.3 Subject to any regulatory changes, in the event the Board wishes to continue to retain an Independent Director after the ninth (9th) year, the Board must justify and seek annual Shareholders' approval through a two-tier voting process as guided by the MCCG, as follows:-

*Tier 1: Only the Large Shareholder(s)\* of the Company votes*

*Tier 2: Shareholders other than Large Shareholder(s) votes*

Large Shareholder means a person who –

- (a) is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company;
- (b) is the largest Shareholder of voting shares in the Company;
- (c) has the power to appoint or cause to be appointed a majority of Directors of the Company; or
- (d) has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give such effect to such decisions or cause them to be given effect to.

The decision for the resolution is determined based on the simple majority of votes of Tier 1, and a simple majority of votes of Tier 2. The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. The resolution is deemed defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.

4.10.4 The Board will undertake a rigorous review to determine whether the 'independence' of the Director has been impaired to justify retaining an Independent Director beyond the cumulative term of nine (9) years.

#### **4.11 Gender Diversity of the Board**

4.11.1 The Board shall endeavour to promote workplace diversity, with a particular focus on supporting the representation of women in the composition of Board and senior management positions of the Company.

4.11.2 The Board will maintain at least one (1) woman Director and will work towards having a minimum of 30% women as members of the Board.

4.11.3 The Board, assisted by the Management, is responsible for developing strategies to meet the objectives of gender diversity, and monitoring the progress of achieving the objectives through the monitoring, evaluation and reporting mechanisms.

4.11.4 The Board, through the Nomination Committee, should conduct all Board appointment processes in a manner that promotes gender diversity, having regards also to merits of each candidate.

4.11.5 The gender diversity strategies includes:-

- (a) recruiting from a diverse pool of candidates i.e., from Director's registry, open advertisement or by the use of independent search firms for all positions, including senior management;
- (b) reviewing succession plans to ensure an appropriate focus on gender diversity;
- (c) identifying specific factors to take into account the recruitment and selection processes to encourage gender diversity;
- (d) developing programs to foster a pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development; and
- (e) any other strategies the Board develops from time to time.

#### **4.12 Shareholdings by Board Members in the Company**

4.12.1 Board members may hold shares in the Company. In any dealings by a Board member, be it buying, selling or transfer to third party, Board members must strictly observe the disclosure requirements and/or provisions under the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant legislative and regulatory requirements.

4.12.2 A list of the Directors' Dealings for the applicable financial period shall be tabled by the Secretary at every quarterly Board Meeting of the Company whereupon the Board members are obliged to verify/confirm their prevailing shareholdings and movement of shareholdings.

#### **4.13 Directors' Remuneration**

4.13.1 The Board has adopted the Ajinomoto Group Remuneration Policy and the Parent Company's recommendations to set the remuneration of its Executive Directors. The remuneration system takes into account the performance of each Executive Director and the competitive environment in which the Ajinomoto Group operates. The Executive Directors shall not participate in deciding their own remuneration.

4.13.2 The remuneration of the Non-Executive Directors will be based on the experience and the level of responsibilities undertaken by them. The proposed remuneration of the Non-Executive Directors shall be a matter for recommendation of the Board as a whole with the Director concerned abstaining from deliberation and voting in respect of his/her individual remuneration.

4.13.3 The remuneration and incentives for Independent Directors should not conflict with their obligation to bring objectivity and independent judgment on matters discussed at Board's meetings.

#### **4.14 Provision of Business or Professional Services by Directors**

4.14.1 Directors shall not provide business or professional services of an ongoing nature to the Company.

4.14.2 Notwithstanding the provision of paragraph 4.12.1, the Company is at liberty to:

- engage the services of any Director having special expertise in the particular field for the purpose of a special assignment; or
- engage the services of a party or organisation related to a Director.

so long as the terms of engagement are competitive, clearly recorded and all legal requirements for disclosure of the engagement are properly observed.

#### **4.15 Board Appointment in Other Companies**

4.15.1 Directors are expected to devote sufficient time and attention to the affairs of the Company. Any Director is, while holding office, at liberty to accept other Board appointment(s) in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his duty as a Director of the Company.

4.15.2 Prior to the acceptance of new Board appointment(s) in other companies, the Directors should notify the Chairman of the Board and/or the Secretary. The said notification should include an indication of time that will be spent on the new appointment.

4.15.3 Directors must not hold more than five (5) directorships in listed companies.

#### **4.16 Secretary**

4.16.1 The appointment and removal of the Secretary shall be a matter of the Board as a whole.

4.16.2 The Board is to be supported by a suitably qualified and competent Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices.

4.16.3 The roles and responsibilities of the Secretary include, but are not limited to the following:-

- Manage all Board and Committee meeting logistics through the Management, attend and record minutes of all Board and Committee meetings and facilitate Board communications;
- Advise the Board on its roles and responsibilities;

- Facilitate the orientation of new Directors and assist in Director training and development through the Management;
- Advise the Board on corporate disclosures and compliance with Company and securities regulations and listing requirements;
- Manage processes pertaining to the AGM through the Management;
- Monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
- Serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

4.16.4 All Directors, particularly the Chairman, have access to the advice and services of the Secretary for the purposes of the Board's affairs.

## **Part 5: Board-Management Relationship**

### **5.1 MD/CEO**

5.1.1 The Board will link the Company's governance and management functions through the MD/CEO.

5.1.2 All Board authority conferred on Management is delegated through the MD/CEO so that the authority and accountability of the Management is considered to be the authority and accountability of the MD/CEO in so far as the Board is concerned.

5.1.3 The MD/CEO is expected to keep the Board informed on all matters which may materially affect the Company and its business.

5.1.4 Only decisions of the Board acting as a body are binding on the MD/CEO. Decisions or instructions of individual Directors, officers or Committees are not binding except in instances where specific authorisation is given by the Board.

### **5.2 Accountability of MD/CEO to the Board**

5.2.1 The MD/CEO, is accountable to the Board for the achievement of the Company Goals and the observance of the Management Limitations.

5.2.2 At each of its quarterly meetings the Board should receive from or through the MD/CEO:-

- the operational and other reports and proposals referred to in paragraph 4.2.5; and
- such assurances as the Board deems necessary to confirm that the Management Limitations are being observed.

### **5.3 Management Limitations**

5.3.1 The MD/CEO is expected to act within all specific authorities delegated to him/her by the Board.

- 5.3.2 The MD/CEO is expected not to cause or permit any practice, activity or decision that is contrary to generally accepted good business practice or professional ethics.
- 5.3.3 The MD/CEO is expected to take into consideration the Company Goals in allocating the capital and resources of the Company.
- 5.3.4 The MD/CEO is expected not to cause or permit any action without taking into account the health, safety, environment and political consequences and their effect on long-term Shareholder value.
- 5.3.5 The MD/CEO is expected not to cause or permit any action that is likely to result in financial distress of the Company.
- 5.3.6 The MD/CEO is expected to ensure the assets of the Company are adequately maintained and protected, and not unnecessarily placed at risk. In particular, the Company must be operated with a comprehensive system of internal control, and assets of funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to the Company's external auditors.
- 5.3.7 The MD/CEO is expected not to permit the employees and any other parties working for the Company to be subject to treatment or conditions that are undignified, inequitable, unfair or unsafe.
- 5.3.8 The MD/CEO is expected not to cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of the Business and are proportional to the extent that the contribution in question has furthered such purposes. In any event, the MD/CEO's decision shall be guided by Section 17A of the Malaysia Anti-Corruption Commission Act 2009 and any amendments thereof.

## **Part 6: Board-Shareholder Relationship**

### **6.1 Communication**

- 6.1.1 The Shareholders must be informed of all material business matters affecting the Company.
- 6.1.2 The Board shall ensure timely release of financial results on a quarterly basis and other major developments to provide the Shareholders with an overview of the Company's performance and operations.
- 6.1.3 All relevant press releases shall be vetted by the MD/CEO and/or the Secretary to ensure that information that has yet to be released to Bursa Malaysia Securities Berhad is not released to the press beforehand.
- 6.1.4 The Board shall ensure that the views of the majority Shareholders are considered in its decision making. In addition, the minorities' interest shall also be adequately protected.



6.1.5 The Board shall ensure the Company leverages on information technology for effective dissemination of information and the Company's websites to provide easy access to corporate information pertaining to the Company and its activities and is continuously updated.

## **6.2 Conduct of General Meetings**

6.2.1 Notice of AGM must be given at least 28 days prior to the AGM.

6.2.2 All Directors shall commit to attend the General Meetings of the Company in order to provide an opportunity for the Shareholders to effectively engage with each Director.

6.2.3 The Chairman of the Board Committees shall provide meaningful response to questions addressed to them.

6.2.4 All voting on resolutions in all general meetings shall be conducted via electronic poll voting.

## **Part 7: Stakeholder Relationship**

### **7.1 Stakeholders**

- In the course of pursuing Company Goals, the Board recognises that no company can exist by maximising Shareholders value alone. In this regard, the needs and interests of other stakeholders shall also taken into consideration. The Board must balance and manage the economic impact of the stakeholders' interests on Shareholders' value.

### **7.2 Corporate Responsibility**

As a socially-responsible corporate citizen, each Director shall be committed to support social and environmental sustainability. This fundamental Corporate Responsibility shall be advocated by the Board and intensively nurtured and practiced by Management with firm commitment to three (3) major stakeholders:-

#### **(a) Employees**

The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving Company Goals and long-term sustainability.

The Board shall be committed to ensure the Management build a Company where employees are happy to work, confident and are proud to be part of the Company.

#### **(b) Customers**

The Board shall be committed to ensure the Management places the highest regards in relation to the safety and quality of products. The Management shall ensure the Company's products and services achieve the highest customer satisfaction.

**(c) Environment**

The Board shall be committed to ensure the Management preserve and enhance society's quality of life through the Company's activities and business decisions which support sustainability of the environment.

**Part 8: Application of Board Charter**

- 8.1 The principles set out in this Board Charter are:-
- (a) Kept under review and updated as practices on CG and further guidelines on CG or Listing Requirements are issued by the relevant regulatory authority; and
  - (b) Applied having regard to their spirit and general principles rather than to the letter alone.
- 8.2 The Board endeavour to comply at all times with the principles and practices as set out in this Board Charter.
- 8.3 The Board will review this Board Charter from time to time and make any necessary amendments to ensure they remain relevant to the Board's objectives, current law and practices.

**History of Board Charter**

<b>Date</b>	<b>Description</b>
28 May 2013	Approval of the Board Charter
24 May 2018	Approval of the updated Board Charter
24 August 2022	Approval of the updated Board Charter
24 August 2023	Approval of the updated Board Charter

This Board Charter is approved and adopted by the Board of Directors of **AJINOMOTO (MALAYSIA) BERHAD** and shall be effective from 24 August 2023.