

SUN LIFE MALAYSIA TAKAFUL BERHAD

Registration No. 20050101221 (689263-M)

CHARTER OF THE EXECUTIVE COMMITTEE**1. Purpose**

The Executive Committee (EXCO or the Committee) is a standing committee of the Board of Directors (the Board) whose primary functions are to assist the Board with its oversight role with respect to:

- 1.1 The review and recommendation for approval of the matters set out in clauses 6.4 and 6.5 of the Shareholders Agreement before being tabled to the relevant Board Committees (as applicable) and subsequently to the Board for deliberation and approval.
- 1.2 The review and recommendation for approval of the matters set out in clauses 9.3(a), (b) and (c) of the Shareholders Agreement before being tabled to the Board for deliberation and approval.

2. Membership

The EXCO comprises an equal number of Directors nominated by each of the Shareholders (the Representatives), namely Renggis Ventures Sdn Bhd (RVSB) and Sun Life Assurance Company of Canada (SLA) with a maximum of two (2) Representatives from each.

2.1 Structure and Operations

A meeting of the Committee may be called at any time if requested to do so by any member of the Committee. The Committee meets as frequently as necessary.

In the absence of a meeting, issues shall be resolved by way of circular resolutions or via email and decisions shall be unanimous. The circular resolutions may consist of several documents in the same form, each executed by one or more of the members of the Committee. Any such resolutions may be transmitted by the members of the Committee via email to the Secretary or any other appropriate means.

On an annual basis, the Committee shall review the Charter and where necessary, recommend for changes where deemed fit to the Board for approval.

2.2 Quorum

The quorum at any meeting of the Committee shall be at least two (2) members.

2.3 Secretary

The Company Secretary or a representative from the Company Secretarial Department shall act as Secretary of the EXCO.

2.4 Duties and Responsibilities of the EXCO

- 2.4.1 The review and recommendation for approval of the matters set out in clauses 6.4 and 6.5 of the Shareholders Agreement before being tabled to the relevant Board Committees (as applicable) and subsequently to the Board for deliberation and approval.
- 2.4.2 The review and recommendation for approval of the matters set out in clauses 9.3(a), (b) and (c) of the Shareholders Agreement before being tabled to the Board for deliberation and approval.
- 2.4.3 The EXCO shall incorporate Environmental, Social and Governance (ESG) and climate-related considerations while performing their duties and responsibilities as set out in clauses 2.4.1 and 2.4.2.
- 2.4.4 Performs such other duties and exercises such other powers as may, from time to time, be assigned to or vested in the Committee by the Board.

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