

CORPORATE GOVERNANCE REPORT

STOCK CODE : 4197
COMPANY NAME : Sime Darby Berhad
FINANCIAL YEAR : June 30, 2026

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") of Sime Darby Berhad ("Sime") is entrusted with the responsibility of safeguarding the interest of the shareholders and stakeholders while steering Sime Group to achieve long term profitability and sustainability. In fulfilling this role, the Board is committed to upholding the highest standards of corporate governance across the Group ensuring robust accountability and enabling Management to execute its duties effectively. The Board, in discharging its fiduciary responsibilities to oversee the overall management of Sime Group, has undertaken the following: Reviewing and adopting a strategic plan for the Group The Board plays a key and active role in shaping the Group's strategic direction. It brings objectivity, commercial experience and sound judgment to ensure that the strategic plan for the Group supports long-term value creation. The plan also considers economic, environmental, emissions, safety & health, social and governance initiatives underpinning sustainability. The Board reviews, guides, provides input and monitors the execution of the Group's strategic plan which includes addressing the Group's business strategies on growth, operations, cost management, sustainability and setting of financial goals. The Board oversees the Group's sustainability efforts, which encompass its sustainability pillars of People, Planet and Profit. The active role and commitment undertaken by the Board in the development of Company's strategies and execution of the business plan is detailed as follows: (a) Before the start of the new financial year, a strategy retreat with Senior Management and Board members is scheduled to deliberate on the Group Strategy Blueprint and Budget as well as priorities for implementation in the forthcoming year.

	This year, the Strategy Retreat was conducted physically and fostered robust and strategic discussions between the Board and Management, providing an important platform for Management to update the Board on the progress of the Group's strategic priorities and initiatives. (b) The Strategy Retreat is a challenge session attended by Management and the Board to: • provide input and guidance on the strategies to be developed, in light of the current and future operating landscape; • test Management's assumptions and forecasts; • advise on potential challenges as well as develop strategies to overcome such challenges; • consider the economic and market forecasts for the coming years along with the proposed risk appetite to ensure that the strategies are robust and within acceptable boundaries; • evaluate the proposed capital and operational expenditures, and human resource requirements of each division and ensure that Management would have sufficient resources to execute their respective strategies. (c) During the financial year under review, key subject matter experts (economists, management consultants, investment bankers and research analysts) were invited to provide their views on market conditions, key trends and future disruptions that will impact our core businesses. (d) Management will take in the comments, suggestions and guidance from the Board and incorporate them into the final Group Strategy Blueprint and Budget. (e) Thereafter, in the beginning of the new financial year, the Board will review and approve the Group's Strategy Blueprint and Budget for annual implementation. (f) Once the Group Strategy and Budget have been approved for execution by Management, the financial performance and progress of strategies employed by each Division are then monitored and supervised throughout the year by the Board. Overseeing the conduct and managing performance of the Group's businesses The Board, with the support of its Board Committees, oversees the conduct of the Group's businesses, including the execution of strategic plans, achievement of performance objectives against approved budgets and targets, governance framework, sustainability blueprint, risk management practices and human capital management.
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	The Board also supervises and evaluates the performance of Management against appropriate measures. It evaluates and ensures that the Group's businesses are being managed according to "best-in-class" standards as benchmarked against leading multinational companies. Compliance is monitored with established policies and procedures. The Board's responsibilities also include reviewing, evaluating and approving material investment and capital expenditure proposals by Management and monitoring the implementation of the strategic plan by Management. The Board will deliberate on all proposals presented and recommended by Management, including those recommended by its Board Committees to ensure they are commercially viable and allow us to achieve our strategic objectives and meet the requisite target returns. The Board, in approving the Group Strategy Blueprint, also considered the Capital Allocation Framework to guide investment decisions in terms of business areas, geographical focus and target returns. Promoting corporate governance culture within the Group The Board continues to promote good corporate governance culture. Employees and business partners are guided by policies and procedures that ensure compliance with applicable laws and regulations, including the Anti-Trust/Competition Laws and Anti-Bribery and Corruption Policies, Anti-Money Laundering and Anti-Terrorism Financing laws. Further, the Sime Code of Business Conduct ("COBC") sets out the standards of behaviour expected of all directors and employees of the Group, and where applicable, counterparts and business partners. Identifying principal risks that applies to the Group and ensuring adequate process to address the risk The Board, supported by the Risk Management & Sustainability Committee ("RMSC"), is responsible and accountable for Group's system of risk management and internal control. The RMSC assists the Board in fulfilling its key responsibilities, including identifying principal risks, analyzing emerging trends, and deliberating on strategic action plans to mitigate the impact of these risks. The RMSC oversees sustainability risks and opportunities across the Group, provides the Board with guidance on regional sustainability requirements, and monitors the effectiveness and implementation of the Group's sustainability strategy and Sustainability Blueprint. Additionally, the RMSC monitors the Group's health and safety performance. The Chairman of the RMSC shall report and update the Board on significant issues and concerns discussed at the RMSC and where appropriate, make the necessary recommendations to the Board.
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	In discharging its responsibilities, the RMSC is assisted functionally by Group Risk & Compliance, Group Safety, and Group Sustainability departments. The Board is also supported by the Investment Committee (“IC”) which has the objective of reviewing major business proposals including mergers and acquisitions, new partnerships, disposals, capital expenditure and to monitor the implementation of the Group’s approved strategic blueprints and ensure that they remain robust and relevant. The IC engages in ongoing discussions on key strategic risks and opportunities impacting the Group to ensure responsiveness to evolving operating environment. The Chairman of the IC shall report and update the Board on significant issues and concerns discussed at the IC and where appropriate, make the necessary recommendations to the Board. Ensure effective, transparent and regular communication with its stakeholders to facilitate understanding of the Company’s objectives and strategies The Company has a sound Investor Relations programme which reaches out to the investing community and other stakeholders through continuous engagement via one-on-one meetings, quarterly analyst briefings and regional investor roadshows and conferences to explain our business performance, strategies and plans. We also have a comprehensive, informative website for our shareholders with regularly updated information. Ensure that Senior Management has the necessary skills and experience and there are measures in place to provide the orderly succession of Board and Senior Management The Nomination & Remuneration Committee (“NRC”) is established to support the Board in overseeing succession planning for Directors and Senior Management, reviewing the required mix of skills and experience as well as undertaking the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director. The Chairman of the NRC shall report and update the Board on significant issues and concerns discussed at the NRC and where appropriate, make the necessary recommendations to the Board. The NRC also reviews and recommends to the Board appropriate remuneration frameworks to attract and retain talents. Reviewing the adequacy and the integrity of the management information and internal control systems of the Group The Governance & Audit Committee (“GAC”) supports the Board in overseeing the Group’s financial reporting, internal controls, and audit functions. It reviews quarterly financial reports for recommendation to the Board before they are released to Bursa Malaysia Securities Berhad
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	to ensure integrity and transparency of disclosure. The Board affirms that the Group's consolidated financial statements give a true and fair view of the state of affairs of the Company as at the end of the financial year. The Chairman of the GAC shall report and update the Board on significant issues and concerns discussed at the GAC and where appropriate, make the necessary recommendations to the Board.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	The Board has appointed a Chairman who is responsible for promoting good standards of corporate governance, providing leadership to the Board, and ensuring its effectiveness. Dato' Abdul Rahman Ahmad, a Non-Executive Director is the current Chairman of the Board. He has assumed this role since 7 May 2026. His profile can be found on page 90 of the Annual Report. The Chairman sets the tone from the top, facilitates constructive discussions, and ensures that all Directors contribute effectively to Board deliberations. The roles and responsibilities of the Chairman are clearly outlined in Paragraph 5.2 of the Board Charter, and include the following: (a) Managing Board meetings to ensure robust decision-making by: (i) setting the agenda for each Board meeting together with the Group Secretary and the Group Chief Executive Officer ("GCEO"). Other Directors and key members of Management may also be consulted to ensure comprehensive coverage; (ii) ensuring the provision of accurate, complete, timely and clear information to the Directors; (iii) leading Board meetings and discussions; (iv) managing Boardroom dynamics by promoting a culture of openness and debate; encouraging active participation and allowing dissenting views to be freely expressed; and (v) ensuring all Directors are properly briefed on issues arising at Board meetings in a timely manner; (b) Building a high-performance Board by: (i) providing effective leadership to the Board to enable the Board to perform its responsibilities effectively; (ii) taking a leading role in establishing an effective corporate governance system and practices, including, Board and Committee Charters or terms of reference, a Committee

	structure and ensuring that induction as well as ongoing education programmes for Directors are in place; (iii) arranging the regular evaluation of the performance of the Board, its Committees and individual Directors and discussing the performance assessment with individual Directors and Committee Chairpersons; (iv) ensuring that prior to new appointments to the Board, an assessment is undertaken on the candidate, which may include a competency and behavioural analysis of the candidate; and (v) ensuring that the Board and senior executive succession planning is considered on an ongoing basis. The Board Charter is available on Sime's website at https://www.sime.com/sustainability/governance/.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	The roles of Chairman and the GCEO are held by separate individuals to ensure a clear division of responsibilities. This deliberate separation enhances accountability and foster robust, well-informed decision-making in Sime. • Dato' Abdul Rahman Ahmad has served as Chairman of Sime since 7 May 2026. In his capacity, he plays a pivotal role in shaping the Group's key policies and direction, overseeing the Board's operation, and representing the Board as its spokesperson. His leadership is widely regarded as effective and is valued by both Board members and Management team. • Dato' Jeffri Salim Davidson was appointed the GCEO of Sime on 21 November 2017. As the sole Executive Director on the Board, he holds primary responsibility for implementing the Group's strategies in alignment with the Board's directives. His role includes overseeing the Group's operations, steering its businesses, and actively driving performance towards achieving the Group's vision and objectives. The key roles of the GCEO include displaying ethical conduct while overseeing the day-to-day business operations, ensuring Board's decision are executed in alignment with the Group's health, safety and sustainability considerations, and providing strong leadership by effectively communicating the Group's vision, management philosophy and business strategy. The roles of Chairman and the GCEO are clearly defined in the Board Charter, which is available on Sime's website at https://www.sime.com/sustainability/governance/.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	Dato' Abdul Rahman Ahmad, the Chairman of the Board, is not a member of the Governance & Audit Committee and Nomination & Remuneration Committee or any other Board Committees of Sime. He does not attend nor participate in any meetings of these Committees, whether by invitation or in any other capacity. This strict separation ensures the independence of these Committees and reinforces the integrity of their oversight functions.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	The Board is supported by a qualified and competent Group Secretary, Junaidah Abdul Rahim, appointed on 3 March 2025. She holds a Bachelor of Laws (Hons) from Bond University, Australia, and is admitted as an Advocate & Solicitor to the High Court of Malaya and a Solicitor to the Supreme Court of New South Wales, Australia, with over 26 years of experience in the corporate and financial sectors. She is a member of the Malaysian Association of Company Secretaries, and is qualified to act as company secretary under Section 235(2) of the Companies Act ("CA") 2016 and is registered pursuant to Section 241 of the CA 2016. Her key responsibilities include the following: • Board logistics: Manages meeting arrangements record attendance and minutes, and ensures timely follow-up on action items. • Governance advisory: Provides guidance on the Company's Constitution, Board policies, regulatory compliance, and corporate governance best practices. • Stakeholder engagement: Acts as liaison between regulators, the Board, and Senior Management on governance matters. • Directors' induction: Coordinates onboarding programmes for new Directors with relevant Management teams. • Professional development: Actively engages in continuous learning to stay abreast of governance trends and regulatory changes. The roles and responsibilities of the Group Secretary are specified in Paragraph 13 of the Board Charter, which is available on Sime's website at https://www.sime.com/operating-responsibly/governance.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	To support Directors in effective time management and decision-making, an annual meeting calendar is prepared and circulated in advance of each financial year. This calendar outlines scheduled dates for Board and Board Committee meetings and the Annual General Meeting. Notifications on closed periods for dealings in securities by Directors and Senior Management are issued to Directors and Senior Management one month prior to the targeted dates of quarterly results announcements. The Group has implemented standardised guidelines and formats for Board papers across all business units and will continue to improve quality, conciseness and timeliness of Board information. Sime utilises Diligent Boards, an electronic meeting management system, to distribute meeting materials efficiently. Each Director is equipped with a tablet/electronic device, enabling secure and timely access to notices, agendas, and materials anytime and anywhere. The system also allows retrieval of archived documents and past records. Notices and agendas for Board and Board Committee meetings are circulated via email at least seven days prior to the meeting. Upon receipt of materials from Management, the Group Secretary ensures prompt uploading to the Diligent Boards platform. Deliberations and decisions are minuted clearly, accurately, and circulated in a timely manner. The minutes record key discussions, decisions, dissenting views, and instances of abstention or recusal. Where relevant, declarations of conflict of interest made by Directors and their recusal from decision making process are also formally recorded in the minutes. The Group Secretary communicates Board and Board Committee decisions and recommendations to relevant members of Management through draft minutes and follows up on action items. Updates are tracked and presented in the "Matters Arising" paper at subsequent meetings.
Explanation for departure	:	

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	The Board has adopted a Board Charter that is reviewed periodically and published on Sime's website. The Board Charter outlines the roles and responsibilities of the Board, Board Committees and individual Directors as well as matters reserved for the Board's decision. Key provisions of the Board Charter include:- (a) Roles and responsibilities of the Board collectively and individually including: (i) Identification and management of principal risks of the Group's businesses; (ii) Oversight of the Group's sustainability risks and opportunities; (iii) Oversight of the Group's business conduct and programme; and (iv) Succession planning and talent management. (b) Matters reserved for the Board's decisions such as: (i) Approval of Group's strategic plans and budgets; and (ii) Approval of changes to key policies and delegated authority limits. The last review of the Board Charter was conducted on 26 February 2026, and the updated Charter is available on Sime's corporate website at https://www.sime.com/sustainability/governance/.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	Sime's commitment to foster a culture of integrity and ethical conduct is anchored in the Group's Code of Business Conduct ("COBC") first launched in June 2011 and subsequently reviewed and approved by the Board in February 2018. In August 2023, the Group introduced a refreshed set of core values which sets out the expected behaviours for Directors and employees of the Group. These values have been reflected in the COBC as well. The COBC provides guidance on the standards of behaviour expected of all Directors and employees of the Group, and where applicable, counterparties and business partners. A copy of the COBC is available on the Group's corporate website at www.sime.com/wp-content/uploads/2025/04/Sime_COBC.pdf The key chapters of COBC include: (a) Responsibility and Compliance with the COBC; (b) Working with One Another; (c) Conflicts of Interest; (d) Gifts, Entertainment & Travel; (e) Bribery and Corruption; (f) Donation and Sponsorship; (g) Protecting the Group and Shareholders; (h) Dealing with Counterparties and Business Partners; (i) Dealing with Government Authorities and Political Parties; and (j) Raising a Concern or Reporting a Violation. To complement the COBC, Sime has established additional policies, namely:- (a) The Anti-Bribery and Anti-Corruption ("ABC") Policy and Anti-Money Laundering and Anti-Terrorism Financing Policy ("AML") articulating Sime zero tolerance stance on bribery, corruption, money laundering and terrorism financing.

	(b) The Conflict of Interest (“COI”) Guideline, which provides a well-defined framework for identifying, managing, and mitigating actual, potential, or perceived conflicts of interest. It outlines a structured approach to ensure business decisions remain objective and impartial, while protecting the Group’s reputation and credibility. (c) The Vendor COBC, which describes the expected standards of behaviour of vendors when engaging with the Sime Group. The Vendor COBC outlines the following key areas: (a) Labour & Human Rights; (b) Environment, Safety & Health; and (c) Ethics & Management Practice. Vendors are required to sign a Vendor Letter of Declaration affirming their compliance to the Vendor COBC and relevant anti bribery and corruption laws. Since the launch of COBC, Group Risk & Compliance conducts regular awareness programme and trainings through e-learning modules and face-to-face training sessions to educate the employees on the compliance obligations, the consequence of non-compliance, and updates made to relevant policies. On 2 April 2026, the Group organised Sime Integrity Day 2026 themed <i>Bridging Trust, Strengthening Culture</i> to reinforce its commitment to integrity, ethical conduct and anti-corruption. The programme included integrity and anti-corruption awareness sessions conducted by the Malaysian Anti-Corruption Commission (MACC), leadership engagements and Integrity Pledge Declaration, underscoring the Group's commitment to fostering a culture of transparency, accountability and good governance. Feedback mechanisms are in place where input are regularly sought from various stakeholders, including Senior Management and the Board to evaluate the effectiveness of the compliance programmes.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	Sime expects the highest standards of integrity from all our Directors, employees, counterparties and business partners (collectively, “the Parties”). Sime takes a serious view on any wrongdoings particularly those that compromise the interests of Sime Group. Sime has established its Whistleblowing (“WB”) Policy and channels to enable the Parties, including members of the public, to report, without fear of retaliation, any observed or experienced wrongdoings. The WB Policy, which has been renamed as Whistleblowing Charter & Framework (“WCF”) is in line with ISO 37002 best practices. The WCF allows Parties to report a wide range of wrongdoings, including, but not limited to the following: • Fraud • Misappropriation of assets • Conflict of Interest • Sexual harassment • Criminal breach of trust • Illicit and corrupt practices • Questionable or improper accounting • Misuse of confidential information • Acts or omissions which are deemed to be against the interest of the Company, law, regulations or public policies • Giving false or misleading information (including suppression of any material facts or information) • Breaches of Group Policies and Code of Business Conduct (COBC); or • the deliberate concealment of any of the above matter or other acts of wrongdoing. Sime expects all whistleblowers to act in good faith and have reasonable grounds when reporting a WB complaint.

	Retaliation against whistleblowers acting in good faith is strictly prohibited and may result in appropriate disciplinary or legal action, where applicable. Reporting may be done through the following Sime WB channels:- • Email :whistleblowing@sime.com • Email to the Senior Independent Director: senior.director@sime.com • Whistleblowing e-Form which is available on the Sime website (www.sime.com) • Write to Whistleblowing Unit: Sime Darby Berhad P.O. Box 03187 47500 Subang Jaya, Selangor Malaysia. • Contact Whistleblowing Unit: ○ Malaysia (Toll-free) : 1 800 18 5008 ○ Other Countries : (6019) 2688 295 Group Risk & Compliance is entrusted by the Board to administer the end-to-end process of a WB complaint in collaboration with Group Human Resources and Group Corporate Assurance, where applicable. All complaints including the identities of the whistleblowers, are handled with highest level of confidentiality at all times. Regular updates on WB cases are provided to the Senior Independent Director and the Board, ensuring transparency and accountability in the handling of such WB cases. In compliance with the Governance, Integrity and Anti-Corruption Commission's directive, Sime also reports whistleblowing statistics and case management of WB to the Agency Integrity Management of Malaysian Anti-Corruption Commission on a half yearly basis.	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	Sime Board is responsible to oversee the Group's sustainability strategy and framework, including material sustainability-related risks and opportunities, and monitors performance against the Group's sustainability priorities and measures. This responsibility is formally embedded in the Board Charter which outlines the Board's role in setting the Group's sustainability strategies, priorities and targets. The refreshed Sustainability Blueprint for Sime Group was tabled and approved by the Board of Sime on 27 August 2025 with new broader thematic targets aligned with 2030 horizon. On 27 November 2025, Sime Board approved Sime's Net Zero Roadmap, committing the Group to achieve net zero carbon emissions across its portfolio by 2050. As part of the Group's refreshed Sustainability Blueprint, a 30% reduction in emissions by 2030 was reinforced as a performance target underscoring the integration of sustainability into core business objectives. In FY2025 the Group undertook a material assessment process to re-evaluate its Material Sustainability Matters. This process involved a review by the Group Management Committee, followed by recommendation from the Risk Management & Sustainability Committee for Board approval. The Sustainability Blueprint has set Group wide targets to a number of the key material matters. To further enhance integration, Group Policies and Authorities were reviewed and updated in February 2026 to ensure sustainability considerations are embedded across all activities.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Annual Report 2026 includes both the Material Matters and the Sustainability Blueprint, outlining the strategy, the priorities and five overarching medium-term targets and reporting in line with National Sustainability Reporting Framework (NSRF) Standard 2 (S2) Climate-related Disclosures. These targets are structured around the themes of People, Planet, and Profit, and are supported by sustainability metrics relating to Health & Safety, Training & Development, Community & Society, Emissions and Return on Equity. A biennial Materiality Assessment was conducted in FY2025. This exercise refined the listing, scope and definitions of our material matters. Materiality Assessments have been conducted biennially since 2019, with reviews occurring in the intermittent years. This ensures our material matters remain current, reflect our priorities and internal perspectives, aligned with our operations and market changes, and are reviewed by Group Management Committee before recommendation by the Risk Management & Sustainability Committee for Board approval. Sustainability performance is disclosed in the Annual Report 2026 and is publicly accessible at https://www.sime.com/investor-relations/annual-reports/. In FY2026, an independent internal review was undertaken, covering the Sustainability Blueprint metrics.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The refreshed Sustainability Blueprint for Sime Group was tabled and approved by the Board of Sime on 27 August 2025 with new broader thematic targets and aligned with 2030 horizon. These targets reflect the Group’s evolving priorities under the People, Planet, and Profit sustainability pillars. The Risk Management & Sustainability Committee (“RMSC”) plays an important role in overseeing sustainability risks and opportunities across the Group, provides the Board with guidance on regional sustainability requirements, and monitors the effectiveness and implementation of the Group's sustainability strategy and Sustainability Blueprint. The RMSC receives quarterly updates from Group Sustainability. The Chairman of the RMSC reports to and updates the Board on any significant issues and concerns discussed and where appropriate, makes the necessary recommendations to the Board. In discharging its responsibilities, the RMSC is assisted functionally by the Group Sustainability department. In FY2026, the Group advanced its climate-related commitments with the release of the Sime Group Net Zero Roadmap, additional work undertaken in Climate Scenario Analysis based on identified climate related risks and opportunities across the Group’s operations aligned to NSRF S2. The RMSC is kept updated on the progress of the emissions reduction strategy at its quarterly meetings including ongoing initiatives and high level opportunities for further decarbonisation.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	Performance evaluations of the Board and Senior Management incorporate a review of their effectiveness in addressing the Group's material sustainability risks and opportunities. The Board Effectiveness Assessment 2026 ("BEA"), which was conducted internally included specific questions to assess the effectiveness of the Board's oversight of sustainability matters, including integration of sustainability considerations into strategy. The BEA affirmed that the Board and RMSC continued to provide effective oversight of the Group's sustainability strategy and integration of sustainability considerations into the Board's oversight of strategy, risk management and performance evaluation. The Board is responsible for monitoring the development of the Group's sustainability strategies and priorities, including the setting of associated goals and metrics, and the identification and integration of non-financial KPIs. Sustainability considerations are incorporated into the performance assessment framework for the GCEO and relevant members of Senior Management, supporting accountability for the execution of the Group's sustainability priorities and long-term value creation. These evaluations are conducted annually and are used to inform succession planning, training needs, and strategic alignment. The Nomination & Remuneration Committee reviews the BEA outcomes and makes recommendations to the Board for continuous improvement, while the Risk Management & Sustainability Committee reviews the Group's sustainability strategies and priorities and provides recommendations to the Board.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	The Group Chief Corporate Services Officer (“GCCSO”) was appointed on 1 October 2024 to lead the sustainability function for the Sime Group. The GCCSO is supported by the Group Sustainability team. In FY2026, the refreshed Sustainability Blueprint for Sime Group was tabled and approved by Sime Board on 27 August 2025, introducing new broader thematic targets aligned with 2030 horizon. Sustainability briefing sessions to the Group Management Committee and Risk Management & Sustainability Committee continued throughout FY2026. This included the progress against the Sustainability Blueprint metrics, Net Zero Roadmap, and NSRF aligned disclosures. The GCCSO’s role includes:- (a) leading the execution of the Sustainability Blueprint, including evaluating and analysing progress; (b) ensuring alignment of sustainability disclosures with regulatory expectations; and (c) facilitating assurance processes for sustainability metrics and targets.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination & Remuneration Committee ("NRC"), has established a formal and transparent procedure for the appointment and re-appointment of Directors. All potential candidates are initially assessed by the NRC, taking into account the required mix of skills, knowledge, experience, and other qualities before a recommendation is made to the Board. The NRC is empowered to undertake screening, initial selection, and evaluation of candidates prior to making its recommendation. During the year, Dato' Abdul Rahman Ahmad was appointed as a Non-Independent Non-Executive Chairman on 7 May 2026, replacing Tan Sri Samsudin Osman, who retired on 31 December 2025. Datuk Seri Ahmad Johan Mohammad Raslan was appointed as an Independent Non-Executive Director on 1 July 2026 as part of the Board's ongoing succession and renewal planning. Pursuant to Rule 82.2 of Sime's Constitution, Dato' Abdul Rahman and Datuk Seri Ahmad Johan will retire at the forthcoming 20th Annual General Meeting ("AGM") and, being eligible, had consented to stand for a re-election. Encik Hafiz Imran Ahmad Rashidi was appointed as Alternate Director to Puan Hanizan Hood on 7 May 2026. Dato' Abdul Rahman and Datuk Seri Ahmad Johan were excluded from the Board Effectiveness Assessment 2026 ("BEA 2026") as they had not served for a sufficient duration to provide a meaningful assessment of the Board's effectiveness. Their nomination and suitability were nevertheless evaluated by the NRC having regard to the Company's Fit and Proper Policy, Board Competency Matrix, experience, competencies and alignment with Board's succession and refreshment priorities. In accordance with Rule 103 of the Constitution, one-third of the Directors shall retire from office at each AGM. Rule 104 of the Constitution further provides that all Directors shall retire at least once every three years, with eligibility for re-election. Based on the retirement schedule, the following Directors are due to retire at the 20th AGM:

- Dato' Lee Cheow Hock Lawrence
- Tan Sri Ahmad Badri Mohd Zahir
- Scott William Cameron
- Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz

The Board has approved for the proposed re-election of the above Directors to be tabled at the 20th AGM, as recommended by the NRC.

To determine the eligibility of Directors for re-election, the NRC conducted a comprehensive assessment of their performance, contribution, and independence, based on the following criteria:

- Performance and contributions as reflected in the BEA results;
- Level and quality of participation in Board deliberations;
- Degree of independence demonstrated by Independent Directors;
- Character, integrity, experience, competence, and overall fitness and propriety;
- Commitment and ability to devote sufficient time to discharge their responsibilities effectively;
- Compliance with the directorship limits prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- any actual, potential or perceived conflicts of interest arising from external appointments.

The NRC and the Board are satisfied that the retiring Directors have met the performance criteria expected of an effective and high-performing Board.

The NRC also reviews the tenure of each Director as part of its periodic review of Board composition to support orderly succession planning, Board refreshment and the continued effectiveness of the Board. The table below outlines the tenure of each Director as of 30 September 2026:

No.	Name	Years of Service
1.	Dato' Abdul Rahman Ahmad	4 months
2.	Thayaparan Sangarapillai	8 years and 10 months
3.	Tan Sri Ahmad Badri Mohd Zahir	6 years and 1 month
4.	Dato' Dr. Nirmala Menon	6 years and 10 months
5.	Dato' Lee Cheow Hock Lawrence	8 years and 7 months
6.	Moy Pui Yee	8 years and 3 months
7.	Tan Sri Muhammad Shahrul Ikram Yaakob	4 years and 4 months
8.	Scott William Cameron	3 years and 9 months
9.	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	3 years and 2 months
10.	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc	2 year and 6 months
11.	Hanizan Hood	1 year and 3 months

	12.	Dato' Jeffri Salim Davidson	8 years and 10 months
	13.	Dato' Seri Ahmad Johan Mohammad Raslan	3 months
Explanation for departure :			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure :			
Timeframe :			

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied
Explanation on application of the practice	:	As at 30 September 2026, the Board comprises 13 Directors, with a majority being Independent Non-Executive Directors in line with Practice 5.2 of MCG 2021 and Paragraph 15.02 of Bursa Malaysia Securities Malaysia's Main Market Listing Requirements. The composition is as follows:- (a) Eight (8) Independent Non-Executive Directors (b) Four (4) Non-Independent Non-Executive Directors (c) One (1) Executive Director. This composition ensures that Independent Directors form more than half of the Board, thereby supporting objective and independent oversight of Management and Board deliberations. The Board believes that the current structure provides a balanced mix of independence, experience, and industry knowledge to effectively discharge its fiduciary duties.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>									
Application	: Adopted								
Explanation on adoption of the practice	: The Board has adopted a policy limiting the tenure of Independent Non-Executive Director ("INED") to nine (9) years, as set out in the Board Charter and Board Composition Policy. This policy promotes Board independence and renewal. As at 30 September 2026, none of the INEDs have exceeded the nine (9) years threshold. This reflects the Board's commitment to maintaining objectivity, independence, and effective governance. The tenure of the INEDs are as follows: <table><tr><th>Years of Service</th><th>Number of INEDs</th></tr><tr><td>Less than 3 years</td><td>2</td></tr><tr><td>3 years to 6 years</td><td>3</td></tr><tr><td>6 years to 9 years</td><td>3</td></tr></table> The Nomination & Remuneration Committee continues to monitor and review tenure of each INED to ensure that the Board remains aligned with the Company's strategic direction and supports succession planning and Board refreshment, where appropriate. The Board Charter is available on Sime's website at https://www.sime.com/operating-responsibly/governance.	Years of Service	Number of INEDs	Less than 3 years	2	3 years to 6 years	3	6 years to 9 years	3
Years of Service	Number of INEDs								
Less than 3 years	2								
3 years to 6 years	3								
6 years to 9 years	3								

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied										
Explanation on application of the practice	:	The Board, through the Nomination & Remuneration Committee (“NRC”), places strong emphasis on diversity in its composition and in Senior Management appointments. In reviewing Board composition and appointment considerations, the NRC is guided by the Board Composition Policy. Diversity is considered across multiple dimensions including skills, experience, age, cultural background, and gender, with the aim of fostering balanced perspectives and innovative insights. While the ultimate responsibility for appointing new Directors rests with the Board, the NRC plays a pivotal role in screening and conducting the initial selection process. All candidates are assessed based on their ability to contribute effectively to the Board, fulfil their fiduciary duties, and devote sufficient time to discharge their responsibilities taking into consideration the Board Competency Matrix, the Board Composition Policy and the Fit and Proper Policy. In evaluating candidates, the NRC considers the number and nature of directorships held, including those on non-listed entities, to ensure that each Director can serve the Board effectively without compromising governance standards. During the year, Dato’ Abdul Rahman Ahmad was appointed as a Non-Independent Non-Executive Chairman on 7 May 2026, replacing Tan Sri Samsudin Osman, who retired on 31 December 2025. Datuk Seri Ahmad Johan Mohammad Raslan was appointed as an Independent Non-Executive Director on 1 July 2026. As at 30 September 2026, the diversity profile of the Board is as follows: Board Diversity <table><tr><th>Race/Ethnicity</th><th>Malay</th><th>Chinese</th><th>Indian</th><th>Others</th></tr><tr><td>Number of Directors</td><td>8</td><td>1</td><td>2</td><td>2</td></tr></table>	Race/Ethnicity	Malay	Chinese	Indian	Others	Number of Directors	8	1	2	2
Race/Ethnicity	Malay	Chinese	Indian	Others								
Number of Directors	8	1	2	2								

Nationality	Malaysian	Foreigner
Number of Directors	11	2

Age Group	40–49	50–59	60–69	70–79
Number of Directors	0	4	7	2

Gender	Male	Female
Number of Directors	9	4

The NRC also oversees appointments to Senior Management, particularly for key leadership roles. Appointments are made based on merit, with consideration given to the individual's qualifications, experience, and ability to support the Group's strategic objectives.

As at 30 September 2026, the diversity profile of Senior Management (other than the GCEO who is the Executive Director as he has been accounted for in the profile of the Board above) is as follows:

Senior Management Diversity

Race/Ethnicity	Malay	Chinese	Indian	Others
Number of Executives	4	0	0	6

Nationality	Malaysian	Foreigner
Number of Executives	5	5

Age Group	40–49	50–59	60–69
Number of Executives	2	5	3

Gender	Male	Female
Number of Executives	7	3

	The NRC continues to review the composition of the Board and Senior Management to ensure alignment with the Group's evolving strategic direction and governance priorities. The Board remains committed to enhancing diversity and inclusion as a key pillar of its leadership framework.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	The Board delegates to the Nomination & Remuneration Committee (“NRC”) the responsibility of establishing a formal and transparent procedure for the nomination and appointment of new Directors. This includes screening, conducting initial selection, performing evaluations and assessing the candidate’s ability to effectively discharge their duties before making recommendations to the Board for approval. The NRC ensures candidates possess the requisite skills, core competencies, experience and integrity needed to fulfil their roles effectively. The assessment process is guided by the following established policies:- (i) Director Appointment and Re-appointment Process; (ii) Fit and Proper Policy; and (iii) Board Composition Policy. The NRC is authorised to engage professional recruitment firms or seek independent professional advice when necessary to identify suitable candidates. While these candidates are often identified through recommendations by existing Directors, the GCEO or major shareholders, the NRC may also utilise independent sources such as recruitment agencies, industry networks, and principal/partner referrals. During the financial year, the Board with NRC’s recommendation, engaged the Institute of Corporate Directors Malaysia to assist in sourcing potential Board candidates, having regard to the Board’s priority competency requirements identified through the Board Competency Matrix. This approach allows the appointment process to remain merit-based, inclusive, and aligned with the Company’s governance standards and strategic direction.

Explanation for departure	:			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	The profiles of all Directors including their age, gender, tenure of service, directorships in other companies, working experience, conflict of interest (if any) and shareholdings in Sime are disclosed in the Annual Report 2026 and made publicly available on Sime's official website. The views of the Nomination & Remuneration Committee ("NRC") on the proposed re-election of the following Directors are set out in Practice 5.1 of this CG Report: (i) Dato' Abdul Rahman Ahmad (ii) Dato' Seri Ahmad Johan Mohammad Mohammad Raslan (iii) Tan Sri Ahmad Badri Mohd Zahir (iv) Scott William Cameron (v) Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (vi) Dato' Lee Cheow Hock Lawrence The Board and NRC's assessment and recommendations on the proposed re-election of Directors retiring pursuant to Rules 82.2 and 103 of the Constitution of the Company are set out in Practice 5.1 of this CG report and further elaborated in the Explanatory Notes to the Notice of 20th AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied																				
Explanation on application of the practice	:	The Nomination & Remuneration Committee (“NRC”) is chaired by Dato’ Dr. Nirmala Menon, Independent Non-Executive Director of the Company. As at 30 September 2026, the NRC comprises the following members:- <table><tr><th>No.</th><th>Member</th><th>Directorship</th><th>Designation</th></tr><tr><td>1.</td><td>Dato’ Dr. Nirmala Menon</td><td>Independent Non- Executive Director</td><td>Chairperson</td></tr><tr><td>2.</td><td>Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc</td><td>Independent Non-Executive Director</td><td>Member</td></tr><tr><td>3.</td><td>Tan Sri Muhammad Shahrul Ikram Yaakob</td><td>Independent Non- Executive Director</td><td>Member</td></tr><tr><td>4.</td><td>Hanizan Hood*</td><td>Non- Independent Non-Executive Director</td><td>Member</td></tr></table> The composition of the NRC reflects a majority of Independent Directors, consistent with the Company’s governance framework and regulatory expectations. The NRC continues to play a critical role in overseeing Board appointments, succession planning, and performance evaluations. <i>Note: * Recused from NRC meetings held during her tenure as Interim Chairperson of the Board, consistent with the MCCG principle that the Board Chairperson should not serve on the NRC.</i>	No.	Member	Directorship	Designation	1.	Dato’ Dr. Nirmala Menon	Independent Non- Executive Director	Chairperson	2.	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc	Independent Non-Executive Director	Member	3.	Tan Sri Muhammad Shahrul Ikram Yaakob	Independent Non- Executive Director	Member	4.	Hanizan Hood*	Non- Independent Non-Executive Director	Member
No.	Member	Directorship	Designation																			
1.	Dato’ Dr. Nirmala Menon	Independent Non- Executive Director	Chairperson																			
2.	Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc	Independent Non-Executive Director	Member																			
3.	Tan Sri Muhammad Shahrul Ikram Yaakob	Independent Non- Executive Director	Member																			
4.	Hanizan Hood*	Non- Independent Non-Executive Director	Member																			
Explanation for departure	:																					

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	As at 30 September 2026, Sime Board comprises four (4) women Directors, namely Dato' Dr. Nirmala Menon, Moy Pui Yee, Professor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc and Hanizan Hood. This represents 31% of the Board's total composition of thirteen (13) Directors meeting the recommended women representation under this Practice 5.9. The Company's Board Composition Policy outlines its commitment to diversity in Board appointments. The Nomination & Remuneration Committee considers all levels of diversity including gender when evaluating potential candidates for Board nomination and succession planning.
Explanation for departure	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	Sime has established a Board Composition Policy that outlines the Board's approach to shaping its composition in support of the Company's strategic direction and governance objectives. The Policy also guides the Nomination & Remuneration Committee ("NRC") in evaluating Board composition to ensure it remains fit for purpose and responsive to the evolving needs of the Group. The Board Composition Policy is publicly accessible on Sime's website at Governance - Sime. The NRC report in the Annual Report 2026 describes how the Policy supports the Board's composition and succession planning framework. In relation to Senior Management, appointments and succession considerations are merit-based, taking into account diversity, including gender, having regard to the Group's leadership requirements and strategic priorities.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	The Board, through the Nomination & Remuneration Committee ("NRC"), conducts an annual evaluation of the effectiveness of the Board, its Committees, and individual Directors to ensure continuous improvement and effective oversight. The BEA 2026 was conducted internally, following the externally facilitated BEA conducted in the preceding year by the Institute of Corporate Directors Malaysia ("ICDM"). The external BEA comprised Board and Management questionnaires and interviews, concluded that the Board met expectations of a high-performing board with no major concerns on overall effectiveness, while identifying areas for further enhancement. For the year under review, the NRC adopted a simplified but structured approach to preserve continuity with the prior-year themes and assess progress against the key priority areas arising from the ICDM review. The assessment was conducted through a confidential questionnaire comprising ratings and written comments and covered: (a) the effectiveness of the Board as a whole; (b) the effectiveness of each Board Committee; and (c) the contribution, preparedness, independence, judgement and development needs of individual Directors. The assessment also informs the consideration of Directors due for re-election at the AGM. The BEA 2026 indicated that the Board continued to meet the expectations of a high-performing board. The Board and each of its Committees were assessed within the "Effective" to "Highly Effective" range with no fundamental concerns identified in relation to their overall effectiveness.

	The assessment indicated that the Board continued to demonstrate strengths in its relationship with Management, governance and oversight processes, Board dynamics and culture, and stakeholder management. These were also identified as strengths in the prior external BEA. The assessment also reviewed progress on improvement areas identified in the external BEA, including Board succession planning, strategic discussions and efforts to strengthen the quality of information presented to the Board. In response to the prior external BEA, the NRC developed a Board Competency Matrix identifying the core and additional competencies required of the Board. The Board Composition Policy was amended to formalise the use of the matrix in supporting Board succession planning, appointments, re-election and Director development. Management will also continue to improve the quality, conciseness and timeliness of information presented to the Board. The NRC will oversee progress against the priorities arising from both the externally facilitated BEA and the BEA 2026.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination & Remuneration Committee ("NRC"), has established and periodically reviews the Remuneration Policies for the Non-Executive Directors ("NEDs"), Executive Director/GCEO, and Senior Management. These policies are designed to attract, retain, and incentivise individuals with the necessary calibre to drive the Group's long-term strategic objectives and sustainable value creation. The policies are reviewed as needed, to ensure continued alignment with evolving market practices and governance expectations. <u>Remuneration of NEDs</u> The NRC has adopted a structured NED Remuneration Framework, which is benchmarked against peer companies within the Group's local and regional landscape, taking into account the Group's size and revenue. The framework ensures that remuneration is commensurate with the responsibilities and time commitment of NEDs, and does not include performance-based elements to preserve independence. To ensure competitiveness and fairness, the NRC reviews the framework regularly with the aim of aligning the Chairman's remuneration to approximately the 75th percentile and other NEDs' remuneration to around the 50th percentile of appropriate peer groups. This approach supports the Group's ability to attract and retain experienced and qualified Board members. For the financial year ended 30 June 2026, the NED Remuneration Framework is as follows:

	Board/Committee	Chairman (RM/year)	Member (RM/year)
	Board	560,000	240,000 ¹ / 380,000 ²
	Governance & Audit Committee	80,000	50,000
	Risk Management & Sustainability Committee	80,000	50,000
	Nomination & Remuneration Committee	70,000	40,000
	Investment Committee	70,000	40,000
¹ Fee for Resident Director ² Fee for Non-Resident Director The Board Remuneration Policy is publicly accessible on the Company's website at Governance - Sime . <u>Remuneration of the GCEO</u> The GCEO's remuneration is structured to align with the Group's remuneration philosophy to drive both short and long-term strategic goals. It comprises both fixed and variable components, including: • Basic Salary • Benefits • Short-Term Bonus • Long-Term Cash Incentive Plan A significant portion of the GCEO's remuneration is performance-based and tied to a Board-approved scorecard of key performance indicators, which include financial and non-financial metrics. The NRC conducts an annual performance review of the GCEO and submits its recommendations to the Board. The GCEO recuses himself from all deliberations and decisions relating to his own remuneration.			
<u>Remuneration of Senior Management</u>			

	The remuneration of Senior Management is governed by principles similar to those applied to the GCEO. It is determined based on individual performance, role complexity, market competitiveness, and alignment with the Group's strategic priorities. The NRC oversees the remuneration framework and compensation scales to ensure that remuneration outcomes are fair, competitive, and support long-term value creation. This includes regular benchmarking against relevant peer groups and periodic reviews to ensure continued alignment with the Group's evolving business needs and talent strategy.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Board has established a combined Nomination & Remuneration Committee ("NRC"), which is responsible for implementing policies and procedures relating to the nomination and remuneration of Directors and Senior Management. The NRC comprises solely of Non-Executive Directors ("NEDs") with a majority being Independent Directors, in line MCCG 2021. The Terms of Reference ("TOR") of NRC clearly delineates its roles and responsibilities, including oversight of remuneration and long-term incentive matters. The TOR of the NRC is reviewed periodically and is publicly accessible on Sime's website at Governance - Sime. During FY2026, the NRC undertook the following key activities in relation to remuneration: (a) reviewed the fees and benefits payable to NEDs of Sime; (b) undertook a review of NED remuneration with the assistance of an external consultant; (c) considered employees annual salary increments and market adjustment proposals; (d) reviewed and recommended to the Board the renewal of fixed-term contracts for key Senior Management positions; (e) reviewed the GCEO's performance scorecard; and (f) considered matters relating to long-term incentive arrangements. These activities reflect the NRC's commitment to maintaining remuneration practices that are fair, performance-linked, and aligned with the Group's strategic objectives and talent retention goals.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The Board is committed to transparency in disclosing the remuneration of Directors in accordance with the MCCG 2021 and Paragraph 11, Part A of Appendix 9C of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The table below sets out the detailed remuneration of each Director of Sime for FY2026. The disclosure includes fees, salary, and benefits and other emoluments. Dato' Seri Ahmad Johan Mohammad Raslan, who was appointed on 1 July 2026, has been excluded from the table below due to his recent appointment. <i>Note:</i> <i>* Resigned effective 31 December 2025</i>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Lawrence Lee Cheow Hock	Non-Executive Non-Independent Director	500	0	0	0	8	134	642	500	0	0	0	8	134	642
2	Dato' Dr. Nirmala Menon	Independent Director	490	0	0	0	3	0	493	490	0	0	0	3	0	493
3	Scott William Cameron	Independent Director	470	0	0	0	7	7	484	470	0	0	0	7	7	484
4	Hanizan Hood	Non-Executive Non-Independent Director	432	0	0	0	1	0	433	432	0	0	0	1	0	433
5	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	Independent Director	340	0	0	0	4	69	413	340	0	0	0	4	69	413
6	Thayaparan Sangarapillai	Independent Director	370	0	0	0	7	35	412	370	0	0	0	7	35	412
7	Tan Sri Muhammad Sharul Ikram Yaakob	Independent Director	330	0	0	0	8	1	339	330	0	0	0	8	1	339
8	Tan Sri Ahmad Badri Mohd Zahir	Non-Executive Non-Independent Director	320	0	0	0	4	0	324	320	0	0	0	4	0	324
9	Moy Pui Yee	Independent Director	290	0	0	0	5	3	298	320	0	0	0	5	3	298
10	Input info hereProfessor Emeritus Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, FASc	Independent Director	280	0	0	0	2	0	282	280	0	0	0	2	0	282

11	Dato' Abdul Rahman Ahmad	Non-Executive Non-Independent Director	84	0	0	0	0	0	84	84	0	0	0	0	0	84
12	Tan Sri Samsudin Osman*	Non-Executive Non-Independent Director	280	0	0	0	3	108	391	280	0	0	0	3	108	391
13	Edree Ahmad*	Non-Executive Non-Independent Director	0	0	0	0	1	0	1	0	0	0	0	1	0	1
14	Input info here															
15	Dato' Jeffri Salim Davidson	Executive Director	0	0	0	0	0	0	0	0	5	2,520	3,150	97	3,751	9,523

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board is of the view that disclosing the detailed remuneration of Senior Management on a named basis may give rise to talent retention risks and could potentially affect the Company's ability to attract and retain key executives, particularly in a competitive market environment. The Board also recognises the need to balance transparency with the confidentiality and sensitivity of individual remuneration packages. To uphold the principles of transparency and accountability, the Company has adopted the following alternative measures: • Disclosure of GCEO Remuneration: The GCEO, who is also an Executive Director, has his full remuneration disclosed on a named basis under Practice 8.1 in the Directors' remuneration table. • Aggregate Disclosure: Shareholders are provided with visibility of key management compensation components through aggregate disclosures. The total remuneration of Directors and key management personnel is presented in the Audited Financial Statements in item (d) of Note 47 at page 256. • Remuneration Governance: The Nomination & Remuneration Committee oversees the remuneration framework and ensures that compensation is aligned with individual performance, role complexity, market benchmarks, and the Group's strategic priorities. • Performance Linkage: A significant portion of Senior Management's remuneration is performance-based and tied to key performance indicators that include financial, operational, and sustainability metrics.

	• Periodic Review: The remuneration framework is reviewed regularly to ensure it remains competitive and aligned with market practices and stakeholder expectations. These measures collectively support the intended outcome of Practice 8.2 by ensuring that Senior Management remuneration is fair, performance-driven, and aligned with the long-term interests of the Company and its stakeholders. The Board remains committed to enhancing transparency in line with evolving governance expectations. As part of this commitment, the Company will continue to monitor market developments, regulatory trends, and stakeholder expectations regarding the disclosure of named Senior Management remuneration. The Board will consider adopting this practice in the future when it is assessed to be appropriate and in the best interest of the Company and its stakeholders.		
	<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board will monitor the market practice in respect of such disclosure.	
Timeframe	:	Others	As and when appropriate.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	The Governance & Audit Committee ("GAC") of the Company comprises exclusively Independent Non-Executive Directors. The GAC is chaired by Mr Thayaparan Sangarapillai, who is also the Senior Independent Director of the Company. He was appointed as Chairman of the GAC on 1 December 2017 and is not the Chairman of the Board, thereby ensuring an appropriate separation of roles and responsibilities. Mr Thayaparan is a Fellow of the Institute of Chartered Accountants in England & Wales and a member of both the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants. He brings with him over 35 years of experience from his tenure with PricewaterhouseCoopers (PwC), where he provided audit and business advisory services to a wide range of clients across industries including power, telecommunications, automotive, property development, plantation, manufacturing, and trading. His portfolio includes leadership of cross-border assignments and advisory engagements such as financial due diligence, mergers and acquisitions, initial public offerings, finance function effectiveness reviews, and other strategic advisory work. His extensive experience and financial expertise enable him to effectively lead the GAC in discharging its oversight responsibilities, particularly in areas of financial reporting, internal controls, and audit matters.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	The Company has adopted a policy requiring a cooling-off period of at least three (3) years before a former key audit partner of the external audit firm can be appointed as a member of the Governance & Audit Committee ("GAC"). This requirement is clearly stipulated under Clause 2.5 of the Terms of Reference of the GAC, which is publicly accessible on the Company's website at https://www.sime.com/sustainability/governance/. Prior to the issuance of the revised Malaysian Code on Corporate Governance (MCCG) on 28 April 2021, the prevailing best practice recommended a two-year cooling-off period. The Company had adopted and applied this two-year requirement in line with the regulatory expectations at the time. In accordance with this earlier requirement, Mr Thayaparan Sangarapillai, the Senior Independent Director and Chairman of the GAC, had observed a two-year cooling-off period before his appointment to the Board and the GAC. Mr Thayaparan is a former Partner of PricewaterhouseCoopers (PwC), and his appointment was made in full compliance with the governance standards applicable at that time. Following the introduction of the enhanced three-year requirement under the MCCG 2021, the Company has updated its policy accordingly to reflect this change, reinforcing its commitment to audit independence and strong governance practices.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	As part of its core responsibilities, the Governance & Audit Committee ("GAC") assesses the external auditor's suitability, objectivity, and independence. This responsibility is clearly outlined in the GAC's Terms of Reference ("TOR") under Clause 4.4 – Dealing with External Auditors, specifically sub-clause 4.4.2, which states: "Assess and monitor the performance, suitability, objectivity and independence of the external auditor annually. The assessment is to be based on established policies and procedures that consider, among others: (a) the competence, audit quality and resource capacity of the external auditor in relation to the audit; (b) the nature and extent of the non-audit services rendered and appropriateness of the level of fees; and (c) obtaining written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements." In addition, the TOR also covers: (i) 4.4.1: The appointment of the external auditor, audit fees, and any resignation or dismissal of the external auditor; and (ii) 4.4.3: The scope of the external audit and the audit plan, including coverage of both local and overseas operations. In line with Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the GAC also considers the following factors when evaluating the appointment or reappointment of the external auditor: (i) The adequacy of the experience and resources of the audit firm; (ii) The qualifications and experience of the audit engagement team; (iii) The audit firm's existing audit engagements;

	(iv) The size and complexity of the Group; and (v) The number and experience of supervisory and professional staff assigned to the audit. The assessment process incorporates: • The GAC's own evaluation; and • Feedback from key stakeholders including the Divisional Chief Financial Officers, the GCEO, the Group Chief Financial Officer ("GCFO"), and the Head of Group Finance, focusing on audit quality, responsiveness, and value-added insights. The Company also has a policy governing the engagement of the external auditor for non-audit services. This policy includes pre-approval requirements and fee thresholds to ensure that providing such services does not impair the auditor's independence. Based on the assessment for the financial year ended 30 June 2026, the GAC was satisfied with the suitability, performance, competency, resources and independence of the external auditor. The GAC also noted that the external auditor had provided a written confirmation of their independence as part of the formal audit report tabled to the GAC. This confirmation affirmed that the external auditor was, and had been, independent throughout the conduct of the audit engagement in accordance with all relevant professional standards. Having considered the assessment outcome, the GAC recommended the re-appointment of PwC as the Company's external auditors for the financial year ending 30 June 2027. The Board, having considered the GAC's recommendation, recommends that the shareholders vote in favour of PwC's reappointment and authorise the Directors to determine its remuneration.	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted																		
Explanation on adoption of the practice	:	The Governance & Audit Committee ("GAC") consists exclusively of Independent Non-Executive Directors. The composition of the GAC as at 30 September 2026 is as follows: <table border="1"> <thead> <tr> <th>No.</th><th>Member</th><th>Designation</th></tr> </thead> <tbody> <tr> <td>(i)</td><td>Thayaparan Sangarapillai (Chairman)</td><td>Senior Independent Non-Executive Director</td></tr> <tr> <td>(ii)</td><td>Tan Sri Muhammad Shahrul Ikram Yaakob</td><td>Independent Non-Executive Director</td></tr> <tr> <td>(iii)</td><td>Scott William Cameron</td><td>Independent Non-Executive Director</td></tr> <tr> <td>(iv)</td><td>Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz</td><td>Independent Non-Executive Director</td></tr> <tr> <td>(v)</td><td>Dato' Seri Ahmad Johan Mohammad Raslan</td><td>Independent Non-Executive Director</td></tr> </tbody> </table> The composition above ensures the GAC maintains the necessary independence and objectivity in discharging its responsibilities.	No.	Member	Designation	(i)	Thayaparan Sangarapillai (Chairman)	Senior Independent Non-Executive Director	(ii)	Tan Sri Muhammad Shahrul Ikram Yaakob	Independent Non-Executive Director	(iii)	Scott William Cameron	Independent Non-Executive Director	(iv)	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	Independent Non-Executive Director	(v)	Dato' Seri Ahmad Johan Mohammad Raslan	Independent Non-Executive Director
No.	Member	Designation																		
(i)	Thayaparan Sangarapillai (Chairman)	Senior Independent Non-Executive Director																		
(ii)	Tan Sri Muhammad Shahrul Ikram Yaakob	Independent Non-Executive Director																		
(iii)	Scott William Cameron	Independent Non-Executive Director																		
(iv)	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	Independent Non-Executive Director																		
(v)	Dato' Seri Ahmad Johan Mohammad Raslan	Independent Non-Executive Director																		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	The Governance and Audit Committee ("GAC") comprises exclusively Independent Non-Executive Directors, as disclosed under Practice 9.4 of this CG Report. The GAC is chaired by Thayaparan Sangarapillai, a qualified accountant, ensuring leadership with relevant financial expertise. GAC members bring diverse qualifications and experience from accountancy, finance, audit, public service, and management. This diversity enables the GAC to effectively oversee financial reporting, internal and external audit matters, and provide sound, independent advice to the Board. The Board, with the support of the Nomination and Remuneration Committee ("NRC"), reviews the terms of office of the GAC members and assesses their performance through an annual Board Committee effectiveness evaluation. Having considered the outcome of the latest Board Effectiveness Assessment, the NRC and the Board were satisfied that the GAC and its members had effectively discharged their functions and duties in accordance with the GAC's Terms of Reference. All GAC members are aware of the need to continuously enhance their knowledge, particularly in accounting and auditing standards, given the evolving regulatory landscape. In line with this, the GAC members have actively pursued relevant training programmes to stay abreast of developments and discharge their duties effectively. During the financial year ended 30 June 2026, GAC members attended the following training programmes, including those specifically related to accounting and auditing standards:

	GAC Member	Training attended
	Thayaparan Sangarapillai	• IFRS Sustainability Disclosure Standards and Malaysia's National Sustainability Reporting Framework • China Market Update by Colin Banfield, Citibank • BMW Perspective by Birgit Bohm, President & CEO of BMW Brilliance Automotive • Caterpillar Perspective by Bob Delange, Group President of Caterpillar • AI and Sime's Strategy Moving Forward
	Tan Sri Muhammad Shahrul Ikram Yaakob	• China Market Update by Colin Banfield, Citibank • BMW Perspective by Birgit Bohm, President & CEO of BMW Brilliance Automotive • Caterpillar Perspective by Bob Delange, Group President of Caterpillar
	Scott William Cameron	• China Market Update by Colin Banfield, Citibank • BMW Perspective by Birgit Bohm, President & CEO of BMW Brilliance Automotive • Caterpillar Perspective by Bob Delange, Group President of Caterpillar • AI in the Boardroom • Governing with an Ethical Lens
	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz	• Strategy Dialogue on Sustainable Finance with Dr. Ma Jun • Dialogue Session with Securities Commission • Axiata Group Risk & Compliance Annual Conference 2025 • FIDE Core Program Module A and B • Khazanah Megatrends Forum • Gemilang Fellowship Forum with MKII • PNB Knowledge Forum • Board Training Session on Islamic Finance • AI Development Session for Board Members • Chairperson's Circle – Excellence in Board Leadership • Cybersecurity Insight – Briefing for Executives • Board Effectiveness Workshop by Heidrick & Struggles • Workshop on Recovery Plan • The Return of the State: Macro and Markets in the Age of Economic Security • The Power of Chair: How Boardroom Dynamics Shape Outcomes – A Fireside Chat

		with Professor Jenny Chatman, Dean of the Haas Business School, UC Berkeley • Overview of MFRS 9 and MFRS 136 by PricewaterhouseCoopers • China Market Update by Colin Banfield, Citibank • BMW Perspective by Birgit Bohm, President & CEO of BMW Brilliance Automotive • Caterpillar Perspective by Bob Delange, Group President of Caterpillar • ICAEW Ethics Course Module 3.5: AI Ethics for Accountants • Board Session on Data Management • Cybersecurity Session for Board Members		
Explanation for departure	:			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	The Board maintains a sound risk management framework and system of internal control to safeguard shareholders' investment and the Group's assets. To ensure effective oversight, the Board has established a governance structure supported by two Board committees, namely: (a) The Risk Management and Sustainability Committee ("RMSC") oversees the Group's enterprise risk management and sustainability strategies, and compliance matters. (b) The Governance and Audit Committee ("GAC") oversees the Group's internal control framework and governance matters. The RMSC is responsible for setting and reviewing the Enterprise Risk Management Policy and Framework of Sime Group ensuring its adequacy and effectiveness. The RMSC assists the Board to identify principal risks and emerging trends, deliberate strategic mitigation plans, and monitor the implementation of the sustainability strategy across the Group. In discharging its responsibilities, the RMSC is functionally supported by the Group Risk & Compliance ("GRC") Department led by Mr. Richard Ong Aik Jin. GRC implements systems, programmes and initiatives to manage the Group's overall risk exposure and compliance obligations. GRC reports functionally to the RMSC, with administrative reporting to the GCFO. The dual reporting line promotes a level of independence and objectivity in discharging of responsibilities. The GAC plays a central role in overseeing the Group's internal control framework, which is designed to ensure integrity of financial reporting, accounting and internal control system effectiveness. The GAC is functionally supported by the Group Corporate Assurance Department led by Mr Ramesh Ramanathan. The Statement on Risk Management and Internal Controls ("SORMIC") which provides an overview of the state of risk management and internal controls within the Group is set out on pages [] to [] of the Company's Annual Report 2026.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board has disclosed the key features of its risk appetite, risk management framework and internal control system as well as its adequacy and effectiveness in the Statement on Risk Management and Internal Control on pages 136 to 143 in the Company's Annual Report 2026.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted																		
Explanation on adoption of the practice	:	As of 30 September 2026, the Risk Management & Sustainability Committee ("RMSC") comprises six (6) members, four (4) of whom are Independent Non-Executive Directors. The composition of the RMSC is as follows: <table><tr><td>Chairman</td><td>:</td><td>Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Moy Pui Yee (Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Thayaparan Sangarapillai (Senior Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (Independent Non-Executive Director)</td></tr><tr><td>Member</td><td>:</td><td>Dato' Seri Ahmad Johan Mohammad Raslan (Independent Non-Executive Director)</td></tr></table> The profile of each member can be found on pages 90 to 95 and their meeting attendance can be found on page 127 of the Company's Annual Report 2026. The Board, with the support of the Nomination & Remuneration Committee, has assessed the RMSC's performance. The Board is satisfied with the RMSC's performance and its ability to discharge its responsibilities effectively.	Chairman	:	Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)	Member	:	Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)	Member	:	Moy Pui Yee (Independent Non-Executive Director)	Member	:	Thayaparan Sangarapillai (Senior Independent Non-Executive Director)	Member	:	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (Independent Non-Executive Director)	Member	:	Dato' Seri Ahmad Johan Mohammad Raslan (Independent Non-Executive Director)
Chairman	:	Tan Sri Ahmad Badri Mohd Zahir (Non-Independent Non-Executive Director)																		
Member	:	Dato' Lee Cheow Hock Lawrence (Non-Independent Non-Executive Director)																		
Member	:	Moy Pui Yee (Independent Non-Executive Director)																		
Member	:	Thayaparan Sangarapillai (Senior Independent Non-Executive Director)																		
Member	:	Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz (Independent Non-Executive Director)																		
Member	:	Dato' Seri Ahmad Johan Mohammad Raslan (Independent Non-Executive Director)																		

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	Sime maintains an independent and effective internal audit function through its Group Corporate Assurance ("GCA") department, which serves as an integral part of the Group internal control system. Mr Ramesh Ramanathan, the Group Chief Assurance Officer ("GCAO") leads the function and reports functionally to the Governance & Audit Committee ("GAC") and administratively to the GCEO. GCA operates independently from the Group's operating units. GCA's primary role is to provide independent, reasonable and objective assurance, as well as consulting services that add value and improve operational efficiency. GCA employs a risk-based approach to internal auditing, ensuring the annual audit plan focuses on the Group's principal risks and critical areas aligned with the Group's strategic objectives. The audit plan is developed using inputs from a variety of sources, including business strategies and objectives, the materiality and criticality of operations, the maturity of internal controls in auditable areas and feedback from stakeholders. The GAC reviews, challenges, and approves the annual GCA audit plan ensuring alignment with business priorities and robustness in audit methodology. At its quarterly meetings held in FY2026, the GAC receives reports from GCA on internal audit activities, key findings, recommendations and status of Management's follow up actions. This enabled the GAC to oversee the work and performance of GCA and assess whether the GCA remains effective and independent in providing an independent assessment of the internal controls. To ensure effective management and independence of GCA, the GAC is empowered by its Terms of Reference to: (a) Convene meetings with the GCAO without the attendance of any executive members, and if appropriate, the Group Secretary, whenever deemed necessary; (b) Appraise and recommend to the Board the appointment, transfer, or termination of the GCAO; and (c) Review and assess the performance of the GCAO.

	The GAC met with GCAO without Management's presence but with Group Secretary's presence four (4) times in FY2026.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose—

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<u>Overview</u> The Group has an in-house internal audit function which is carried out by the Group Corporate Assurance Department (“GCA”), led by Mr Ramesh Ramanathan, the Group Chief Assurance Officer (“GCAO”). Mr Ramesh is a Fellow Member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants with more than 25 years of experience from two prominent Big 4 accounting firms i.e. Ernst & Young and Deloitte. GCA operates as a centralised department with regional Corporate Assurance teams in Malaysia, Australia, and China, providing direct oversight of audit services across the Group. As at 30 June 2026, GCA has 50 internal auditors, led by regional heads in these respective regions. GCA is guided by its Group Corporate Assurance Charter, which specifies that GCA reports functionally to the GAC and administratively to the GCEO to ensure an appropriate degree of independence from Group operations. To uphold independence and objectivity, internal auditors declare annually that they are free from any relationships or conflicts of interest that could compromise their objectivity. The GAC also oversees the appointment or termination of the GCAO and Heads of the regional GCA teams. GCA’s principal responsibility is to undertake regular and systematic reviews of the Group’s internal control systems to provide reasonable assurance that such systems continue to operate satisfactorily and effectively. The GAC reviews, challenges and approves the GCA audit plan annually, with periodic reviews to ensure robustness in the audit planning process. One outsourced audit assignment was completed during the year under review.

	The Quality Assurance & Improvement Programme (QAIP), which focuses on the efficiency and effectiveness of audit processes, continues to be applied to assess the quality of audit processes adopted. It is an ongoing internal assessment that covers key activities within GCA. Through the QAIP, opportunities for improvements are identified, and appropriate recommendations are made. These are carried out in the form of annual internal team validations. GCA's internal audit activities are conducted with reference to the Global Internal Audit Standards promulgated by the Institute of Internal Auditors. As required by these Standards, an independent quality assessment must be conducted at least once every 5 years. KPMG was appointed to conduct the latest independent assessment, which commenced in January 2026. The assessment found that GCA generally conforms with the Standards. Compared with the previous independent assessment conducted in 2021, GCA's maturity rating improved from "Mature" to "Advanced" in two areas (Positioning and People) and from "Mature" to between "Mature" and "Advanced" in the area of Process. <u>Activities</u> In FY2026, the GCA undertook the following key activities: • Established a Group Corporate Assurance Plan for FY2027, mapping risk exposure against the Divisional Enterprise Risk Management Risk Register to ensure key risks are considered. • Audited key areas including: ○ Branch Operations ○ Inventory and Warehouse Management ○ Service Management ○ Procurement and Logistics ○ Marketing ○ Project Management ○ Used Car/Equipment Operations ○ Payroll and Sales Commission ○ Privilege Access Management ○ IT Disaster Recovery and Third Party Management ○ Cybersecurity Incidents Response Readiness • Conducted investigations into activities or matters channelled via the Whistleblowing Case Management System managed by GRC or as requested by Management, with outcomes tabled to the GAC. • Followed up on Management Action Plans to ensure that necessary actions have been taken/are being taken to remedy any significant internal control gaps identified.
Explanation for departure	:

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of effective dialogue with shareholders and investors. The Company believes that communication with the shareholders is a two-way process. The Company takes into consideration views and feedback it receives from all the stakeholders. The Company has an Investor Relations Unit that facilitates communication between the Company and the investment community to brief them on financial performance, strategies moving forward and updates on deals and transactions to ensure that capital markets are well informed of our plans. The unit also monitors share price performance and changes in shareholding to determine the key areas of concern for our shareholders. Senior Management of the Company actively engages with the investment community, and the Board is periodically briefed on these interactions and feedback from the investment community. The Investor Relations Unit has an extensive programme that involves the holding of regular meetings, conference calls and site visits, all intended to keep the investment community abreast of the Company's strategic developments and financial performance. In addition, participation in regional investment road shows and conferences are held to engage with shareholders and potential investors across the globe. Every quarter, the Investor Relations Unit organises Analyst Briefing to provide the investment community with an up-to-date view of the Group's financial performance and operations and are held concurrently with the release of the quarterly financial results to Bursa Securities. Press conference on the Group's financial results are held half yearly. The analysts' briefing sessions are also broadcast live via webcast to members of the investment community who are overseas or unable to participate in person, to ensure a wider reach of our messages. In addition, the Company actively updates its official website, www.sime.com with the latest information on corporate and business

	aspects of the Group. All press releases, announcements to Bursa Securities, analyst briefings presentation and quarterly results are also made available on the websites to promote accessibility of information to the Company's shareholders and all stakeholders. Shareholders are welcomed to raise queries by contacting the Company at any time throughout the year. The contact information is available on https://www.sime.com/investor/investor-centre and at the Contact Us section of the Company's website at www.sime.com.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	The 2026 Annual Report reflects the Group's approach towards more robust integrated reporting ("IR"). As we continue aligning with the core principles of IR, we remain committed to refining how we communicate our progress in ensuring greater transparency, relevance and value for our stakeholders. This reflects not only global best practices but also our dedication to meaningful, stakeholder-centric reporting.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	The Company is committed to ensuring that shareholders are provided with sufficient time and information to make informed decisions at general meetings. The Notice of the 19th Annual General Meeting (“AGM”) was issued to shareholders on 15 October 2025, providing a 28-day notice period prior to the AGM, in accordance with Practice 13.1 of the MCCG 2021. For the forthcoming 20th AGM scheduled to be held on 12 November 2026, the Notice will be issued on 14 October 2026, again ensuring a 28-day notice period to facilitate meaningful shareholder engagement and voting. To enhance transparency and provide shareholders with clear guidance, the Company will publish an Administrative Guide together with the Notice of the 20th AGM on its website. This guide will outline: • Procedures for attending the AGM, • Entitlement to participate, • Rights to appoint a proxy, and • Eligibility criteria for proxies. The Company allows members to appoint a proxy who need not be a member of the Company. In addition, the Explanatory Notes accompanying the Notice of the 20th AGM dated 14 October 2026 will provide detailed justifications for each proposed resolution, including: • Re-election of Directors, • Directors’ fees and benefits, • Re-appointment of auditors, • Authority to purchase the Company’s own shares, • Proposed renewal of existing shareholders’ mandate, and Proposed new shareholders’ mandate for recurrent related party transactions. These disclosures are intended to support shareholders in making informed decisions when exercising their voting rights.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	The Company's 19th Annual General Meeting ("AGM") was conducted in hybrid format from Malaysia International Trade and Exhibition Centre ("MITEC") and via live streaming and online remote voting through Remote Participation & Voting ("RPV") facilities provided by Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) ("Vistra"). All Directors, key members of Senior Management including the GCEO, GCFO together with the Company Secretary were present at the 19th AGM, ensuring full Board representation and accountability to shareholders. The External Auditors, PricewaterhouseCoopers PLT (PwC), were also in attendance to respond to any queries raised by shareholders regarding the Company's financial statements. For the forthcoming 20th AGM scheduled to be held on 12 November 2026, the Company will adopt a hybrid format, allowing physical attendance in addition to virtual participation. All Directors will attend the 20th AGM, reaffirming the Company's commitment to shareholder engagement and transparency. The key Senior Management including the GCEO, GCFO together with the Company Secretary and the External Auditors will also attend, either physically or virtually, to provide the necessary support and respond to shareholders' queries, consistent with the approach taken at the 19th AGM. This inclusive and accessible format reflects the Company's ongoing efforts to facilitate meaningful participation and uphold high standards of corporate governance.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	The 19th Annual General Meeting ("AGM") of Sime was conducted in a hybrid format from MITEC and via live streaming and online remote voting through RPV facilities made available on Vistra Share Registry and IPO (MY) portal provided and operated by Vistra. To ensure the integrity and transparency of the voting process, Sime appointed Vistra as the Poll Administrator to manage the electronic polling and Coopers Professional Scrutineers Sdn Bhd ("CPS") as the Independent Scrutineers to verify the poll results. CPS verified and subsequently announced the results for each resolution, including the breakdown of votes cast in favour and against. The Chairman of the Meeting then officially declared the outcome of each resolution. The poll results were disseminated via Bursa Link on the same day for the benefit of all shareholders. Additionally, the minutes of the 19th AGM were subsequently made readily accessible on Sime's corporate website. For the upcoming 20th AGM scheduled on 12 November 2026, the Company will continue to adopt technology-enabled solutions, including remote voting, while also allowing physical attendance. The same polling and verification arrangements will be maintained, with Vistra and CPS appointed to administer and scrutinize the voting process respectively. This approach reflects Sime's ongoing commitment to transparency, inclusivity, and shareholder engagement.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.

Application	:	Applied
Explanation on application of the practice	:	At the commencement of the 19th Annual General Meeting ("AGM"), the Chairman of the Meeting, Mr Thayaparan Sangarapillai, briefed members, corporate representatives, and proxies on their rights to ask questions and vote on the resolutions set out in the Notice of the 19th AGM dated 15 October 2025. The key proceedings of the 19th AGM were as follows: 1. Opening remarks by the Chairman of the Meeting 2. Pre-recorded video presentation on poll voting procedures 3. Presentation by the GCEO 4. Questions and Answers (Q&A) session with PNB and Minority Shareholders Watch Group (MSWG) 5. Approval of Resolutions 6. General Q&A session 7. Voting and announcement of poll results. During the AGM, shareholders were provided with opportunities to pose questions. Responses were duly provided by the Board and Management, ensuring that shareholders' queries were addressed transparently and constructively. The minutes of the 19th AGM were subsequently uploaded and made accessible to the public on Sime's official website. For the upcoming 20th AGM scheduled on 12 November 2026, the Company will continue to support meaningful engagement with shareholders. All Directors will be present, and the meeting will be conducted in a hybrid format to allow both physical and virtual participation. The Chairman will again brief attendees on their rights to participate and vote, and the meeting will follow a similar structure to the 19th AGM, including presentations, Q&A sessions, and transparent disclosure of poll results.

	This approach reflects Sime's commitment to meaningful shareholder engagement, transparency, and good governance practices.	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	The 19th Annual General Meeting ("AGM") of Sime was conducted in a hybrid format from MITEC and via live streaming and online remote voting through RPV facilities made available on Vistra Share Registry and IPO (MY) portal provided and operated by Vistra. Shareholders and proxies were given the opportunity to: • Participate in the AGM proceedings, • Pose questions to the Board and Management, and • Cast their votes. During the 19th AGM, Members who are physically present at the Main Venue will be able to ask questions in person. Members who attend virtually using the RPV facilities may use the Query Box facility to ask questions in real time during the meeting. The Board and Senior Management had responded to the question posed by Members at the meeting. For the upcoming 20th AGM scheduled on 12 November 2026, Sime will continue to adopt a similar approach. Shareholders attending physically or virtually will be provided with equal opportunity to participate in the proceedings, pose questions, and vote in real-time. The RPV facilities will remain available via Vistra's online platform, and the polling and verification arrangements will be conducted by Vistra and CPS appointed Poll Administrator and Independent Scrutineers respectively. This approach reflects Sime's ongoing commitment to inclusivity, transparency, and the use of technology to enhance shareholder engagement.

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the 19th Annual General Meeting (“AGM”) were confirmed by the Chairman of the Meeting and published on Sime’s official website at AGM 2025 - Sime within 30 business days from the date of the meeting, in accordance with the expectations under Practice 13.6 of the MCCG 2021. For the upcoming 20th AGM scheduled to be held on 12 November 2026, the Company will continue this practice by uploading the confirmed minutes on its website within the stipulated timeframe, thereby maintaining its commitment to good governance and shareholder engagement.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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