



REAL ESTATE INVESTMENT TRUST

AXIS REIT MANAGERS BERHAD (200401010947 (649450-W))

FIT AND PROPER POLICY

This Policy shall be applicable to a candidate for directorship in Axis REIT Managers Berhad ("ARMB") and existing Directors of ARMB. Each Director of ARMB must remain fit and proper at all times.

Fit and Proper Criteria

A candidate/Director should:

- (i) be of good repute and character;
- (ii) be compliant of legal obligations, regulatory requirements and professional standards, and uphold good governance;
- (iii) observe high standards of integrity and fair dealing in carrying out his/her duties and responsibilities;
- (iv) act with due skill, care and diligence in carrying out his/her duties and responsibilities;
- (v) possess the necessary qualifications, competence, expertise and experience, which meet ARMB's board skill set; and willingness to stay abreast of current developments;
- (vi) devote sufficient time to the discharge of his/her duties and responsibilities;
- (vii) participate and contribute in board discussion and activities, including events outside the boardroom; and
- (viii) be able to demonstrate his/her ability to manage personal financial affairs prudently.

He/she must not:

- (i) have been convicted, whether within or outside Malaysia, of an offence involving bribery, fraud, dishonesty, mismanagement of a corporation or violence or the conviction of which involved a finding that he/she has acted fraudulently or dishonestly;
- (ii) have been convicted of an offence under the securities laws, corporation laws or any law outside Malaysia relating to capital market;
- (iii) have been subjected to any action taken by the Securities Commission Malaysia ("Commission") in relation to contravention with the provisions of the Capital Markets and Services Act 2007;
- (iv) have contravened any provision made by or under any written law, whether within or outside Malaysia, appearing to the Commission to be enacted for protecting members of the public against financial loss due to dishonesty, incompetence or malpractice;
- (v) engaged in any business practices appearing to the Commission to be deceitful or oppressive or otherwise improper (whether unlawful or not) or which otherwise reflect discredit on his/her method of conducting business;
- (vi) engaged in or has been associated with any other business practices or otherwise conducted himself/herself in such a way as to cast doubt on his/her competence and soundness of judgment;
- (vii) be an undischarged bankrupt nor is presently subjected to any proceeding under the bankruptcy laws, whether within or outside Malaysia;
- (viii) have been involved in any unethical or inappropriate practice which would render him/her unfit to perform his/her duties and responsibilities; and
- (ix) have held a position of responsibility in the management of any company which during his/her tenure has defaulted in payment of any judgement sum against it, or has suspended payment or compounded with its creditors, or has had a receiver or manager appointed in respect of its property.

Assessment Process

New Candidate:

The application of the above fit and proper criteria on a candidate for directorship in ARMB will be in accordance with the procedures outlined in the Recruitment Criteria of the Manager. The Nomination Committee, tasked with recruitment process of ARMB, must be guided by the Recruitment Criteria and this Policy in assessing the candidate.

Existing Director:

All existing Directors in office are subjected to annual assessment to be conducted by a professional and independent third party engaged by ARMB. Assessment on fit and properness of the Directors must be included in the annual assessment. Each Director is also required to execute a declaration confirming that he/she is fit and proper to remain in office as a Director of ARMB. The assessment process must be documented and all relevant documents and declaration letters must be kept in record by the Company Secretary.