GDEX BERHAD
(Registration No. 200301028159 (630579-A))

Succession Planning Policy

1. Introduction

This Policy applies to GDEX Berhad ("**GDEX**" or "**the Company**") and all subsidiary companies within the GDEX Group (collectively referred to as "**the Group**").

Succession planning is a process established to ensure that the Group identifies and develops a pool of talent through mentoring, training and job rotation to facilitate the timely replacement of experienced employees and key appointment holders upon their departure from the Group.

2. Objectives

2.1. To ensure the Group has a succession plan in place to support operational and service continuity in the event that the Group Chief Executive Officer ("**Group CEO**"), Executive Director(s), key officers or other key appointment holders vacate their positions;

2.2. To develop a pipeline of suitably qualified and motivated employees for positions of greater responsibility;

2.3. To align the Group's strategic objectives with its human capital planning to ensure the availability of appropriate talent to support the achievement of its business plans;

2.4. To support the development of career pathways that enhance the Group's ability to attract, develop and retain high-performing and high-potential employees;

2.5. To strengthen the Group's reputation as an employer that invests in its people and supports career development and advancement;

2.6. To reinforce the Group's commitment to recognising employees as valuable contributors to its long-term success; and

2.7. To establish reliable assessment processes and to ensure such processes are applied consistently across the Group.

3. Roles and Responsibilities

3.1. The Board of Directors ("**Board**") and the Group's Chief Executive Officer ("CEO") shall each play a key role in the succession planning process;

3.2. The Board shall be responsible for succession planning for the Group CEO and Executive Director(s). In discharging this responsibility, the Board shall oversee the appointment, whether by external hire or internal promotion, of a successor to the Group CEO and/or Executive Director(s), and shall ensure that such appointee possesses the requisite skills, experience and leadership capabilities to support the Group's strategic direction;

3.3. The Board shall ensure that an appropriate interim succession arrangement is in place in the event of a vacancy in the position of the Group CEO or any Executive Director; and

3.4 The Group CEO shall be responsible for ensuring that succession plans are established and maintained for other key positions within the Group, with the support of key officers and the relevant employees.

4. Development and Succession Planning Process

The Board is responsible for planning the succession of the Group CEO and Executive Director(s), and for overseeing the identification of executive talent.

4.1 Succession planning for the Group CEO and Executive Director(s) shall fall under the purview of the Combined Nomination and Remuneration Committee, while succession planning for Management shall be overseen by the Group CEO with the support of the Human Capital Division.

4.2 The Board, with the assistance of the Combined Nomination and Remuneration Committee and in consultation with the Group CEO and Human Capital Division, shall oversee executive development and succession planning for the Group CEO, Executive Director(s) and other executive officers to ensure continuity in key officers.

4.3 Successors for the Group CEO and Executive Director(s) shall be identified by the Combined Nomination and Remuneration Committee from among key officers or through external sources, as the Board may deem appropriate.

4.4 The Board shall work with the Group CEO on succession planning for the Group CEO and Executive Director(s). Such succession planning shall include the identification of internal candidates, development plans for internal candidates, and the appropriate identification of external candidates.

4.5 The Board shall review the succession plan for the Group CEO and Executive Director(s) annually. The criteria used to assess potential candidates shall be aligned to the Company's business strategies and may include strategic vision, leadership capability and operational execution. The Combined Nomination and Remuneration Committee shall review proposed appointments, taking into consideration the expertise and other criteria required of the successor, and shall submit its recommendations to the Board.

4.6 The Board shall maintain an emergency succession contingency plan in the event of an unforeseen circumstance, such as death or disability, that prevents the Group CEO or Executive Director(s) from continuing to serve. The plan shall identify the individuals designated to assume responsibilities on an interim basis and set out their respective responsibilities. The contingency plan shall be reviewed annually by the Board and revised, where necessary.

4.7 The Board may review development and succession planning more frequently, as it deems necessary.

5. Key Success Factors

5.1 The succession planning process shall be supported by the Board, the Group CEO, Executive Director(s) and key officers to promote organisational understanding of, and commitment to, the importance of succession planning to the Company;

5.2 Succession planning shall be aligned with the Company's strategic priorities and future investment plans;

5.3 Selected employees shall be provided with adequate time and appropriate opportunities for development and mentoring; and

5.4 The succession plan shall be reviewed and updated regularly to ensure that the Company reassesses its talent requirements and monitors the development progress of identified candidates.

6. Periodic Review

6.1 This Policy will be reviewed annually and as and when required. The Policy is available on the Company's website (please refer to https://tinyurl.com/3bwy7n77 in the Company's website www.gdexpress.com for the policy).