CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	7250
COMPANY NAME	**:**	UZMA 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 PERSUANT 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 Uzma Berhad ("**Uzma**" or the "**Company**") acknowledges that the Board has full responsibilities of the overall performance of the Company and its subsidiaries (collectively referred to as the "**Group**"). The Board is responsible in determining all major policies, reviewing the internal controls system, ensuring that effective strategies and management are in place, sets the business direction and overseeing the conduct of the Group based on the periodic performance of the Group reported by Management in the quarterly financial results and has full access to all operational information together with the explanations provided by Management. The duties, power and functions of the Board are governed by the Constitution of the Company, the Companies Act 2016 ("**CA 2016**"), Main Market Listing Requirements ("**MMLR**" or "**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), Malaysian Code on Corporate Governance 2021 ("**MCCG 2021**") and other relevant regulatory guidelines and requirements that are in force from time to time. In discharging its duties and responsibilities effectively, the Board is guided by a Board Charter which sets out the respective roles of the Board, the Chairman of the Board, the Managing Director/Group Chief Executive Officer ("**MD/GCEO**") and Independent Directors. The Board also delegates certain of its responsibilities to the Board Committees, namely Nomination and Remuneration Committee ("**NRC**"), Audit Committee ("**AC**"), Board Sustainability and Risk Management Committee ("**SRMC**") and Employees' Share Scheme Committee ("**ESSC**"). Each Board Committee operates its functions in accordance with its respective Terms of Reference ("**TOR**"). The Chairman of the respective Board Committees reports to the Board on key matters deliberated at the respective Board Committee meetings and makes recommendations to the Board to ease for the decision making, where necessary. The respective TOR of the Board Committees are available on the Company's website at www.uzmagroup.com.

	The Board is assisted by the AC in ensuring the Group's financial reporting processes are effective and the quality of the financial reporting is of the highest standard. The AC reviews the quarterly financial reports prior to its recommendation to the Board for approval and announcements to be made to Bursa Securities. Whereas the NRC ensures that the Board retains an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The Board is assisted by the SRMC in ensuring robust risk management and sustainability strategies for Uzma Berhad. The SRMC oversees the Risk Management Framework, monitoring and mitigating key strategic, business, and Environmental, Social, and Governance (**"ESG"**) risks, while reviewing the Enterprise Risk Management Risk Register and conducting risk assessments on significant business initiatives. Additionally, the SRMC determines Uzma Group's risk tolerance. In governance and sustainability, the SRMC aligns Uzma's sustainability strategy with its business goals, overseeing environmental management, climate change, labour and human rights, occupational health and safety, diversity, equity, and inclusion, community welfare, resource efficiency, and long-term business sustainability through the Group Sustainability Steering Committee. The Board plays a pivotal role in reviewing the Company's strategic direction and operational strategies. In discharging its responsibilities, the Board has delegated its responsibilities to the Management. Key matters reserved for the Board's approval include corporate plans, annual budgets, management and Group's performance review, major investments and financial decisions, changes to the management and control structure within the Group, including key policies and procedures and delegated authority limits. The said key reserved matters reserved for the Board's approval will be discussed at the Board meetings, where the Directors have the opportunity to scrutinise the proposals and seek clarifications from the Management. The Executive Directors ensure that Management has taken into account all the appropriate consideration before tabling the proposals to the Board for approval. Any significant updates on the proposals would be updated to the Directors either in the next Board meeting or in follow-up reports distributed. The Board strives to ensure that there are regular communications with all its stakeholders, regardless of individual or institutional investors, including the wider stakeholders at large, through the timely releases of quarterly financial results, corporate announcements and annual reports. During the financial year under review, the Board were kept informed on the significant operational highlights and latest development of the Group on a quarterly basis and from time to time as and when necessary. In recognising the importance of good governance as a fundamental part of discharging their responsibilities, the Board is committed to exhibit high standards of corporate governance by applying the best practices in the

	MCCG 2021 to safeguard and enhance shareholders' value and raise the performance of the Group.	
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

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 is led by an Independent Non-Executive Chairman, Datuk Abdullah Bin Karim ("**Datuk Abdullah**" or "**Chairman**"). Datuk Abdullah was appointed to the Board on 25 August 2016 as Independent Non-Executive Director and re-designated as the Chairman of the Board on 30 August 2018. The Chairman of Uzma is responsible for the leadership, effectiveness, conduct and governance of the Board. In fulfilling his role, the responsibilities undertaken by the Chairman include, amongst others:- • Facilitate all Board meetings and ensure the appropriate level of interaction among Board members, subsidiary Board members and senior management; • Ensure a balance composition of skills, knowledge and experience within the Board and an effective working, reporting and communication mode is present; • Ensure that material matters in respect of the business or governance of the Company or the Group are tabled and ventilated effectively for Board decision making; • Monitor the performance of the individual and collective roles of the directors and the Board; • Ensure that there is effective communication by the Group with its stakeholders; • Maintain a regular and constructive dialogue with the Group Managing Director and senior management in respect of all material matters affecting the Company and the Group and to consult with the other Board members promptly and appropriately; and • Chair all meetings with the shareholders i.e. Annual General Meeting and Extraordinary General Meeting The detailed roles and responsibilities of the Chairman are encapsulated in the Board Charter, which is available on the Company's website at www.uzmagroup.com.
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

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 GCEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of exercising objective oversight over Management in order to guard the interest of the Company and its stakeholders. As such, the Board aims to ensure that there is an appropriate balance of power to prevent any single individual from controlling the decision-making process as both roles serves different primary audience. There is a clear demarcation of responsibilities between the Chairman and Managing Director/ Group Chief Executive Officer ("**MD/GCEO**") and are held by two different individuals. Datuk Abdullah Bin Karim is the Independent Non-Executive Chairman of the Board whereas Dato' Kamarul Redzuan Bin Muhamed is the MD/GCEO of Uzma. The Chairman would manage the Board, ensure orderly conduct and functioning Board also acts as liaison between the Board and Management whilst the MD/GCEO has the overall responsibility for the day-to-day business operations, organisational effectiveness, cascading and implementing the Board policies and decisions. The respective duties and responsibilities of the Chairman and the CEO are provided in the Board Charter, which is available on the Company's website at www.uzmagroup.com
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

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

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'.			
Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board, Datuk Abdullah Bin Karim, is not a member of Audit Committee, and Nomination and Remuneration Committee. This reflects the Company's commitment to upholding high standards of corporate governance by ensuring independent review of matters arising from the Board Committees. Such practice strengthens the quality of the Board's deliberations and ensures effective checks and balances, as well as thorough consideration of the Committees' recommendations.	
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

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 well-supported by qualified Company Secretaries. During the year under review, the Company Secretaries carried out the following duties, among others: - a) Ensured compliance of regulatory requirements by providing updates on including but not limited to the Listing Requirements and the CA 2016 to the Board; b) Advised and reminded the Directors of their obligations to disclose their interest in securities, any conflict of interest and related party transactions; c) Advised and reminded the Directors on the prohibition on dealing in securities during closed period and the restriction on disclosure of price sensitive information; d) Supported the Board by ensuring adherence to Board practices and procedures, rules, relevant laws and best practices on Corporate Governance; e) Attended all Board and Board Committee meetings to ensure that meetings are properly convened, and that accurate proper records of the proceedings and resolutions passed are made and maintained accordingly; and f) Facilitated the annual Board assessments, as well as assessment on Board committees and the Directors. The Company Secretaries also attend regular trainings to keep themselves abreast of the evolving capital market environment, regulatory changes and developments in corporate governance.
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

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	:	The Board papers which contain information for each agenda, relevant updates from the statutory bodies are distributed to the Board within reasonable time frame via emails or physical copies to ensure sufficient time is given to the Directors to read the Board papers and seek clarification from the Management, if necessary, and enable them to deliberate issues raised during Board meetings more effectively. The Board and its committees further leverage on the technology by facilitating virtual meeting through the use of video conferencing which enables the Board to attend meeting anywhere and improves the meeting attendance of the Board. The deliberations and decisions at Board and Board Committee meetings are well documented in the minutes, including matters where Directors abstained from voting or deliberation. The Company Secretary will circulate the draft minutes of meetings for the Board and Board's Committee review in a timely manner and thereafter, the minutes of meeting will be tabled for confirmation at the next meeting.
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 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's roles and responsibilities are expressly laid down in the Board Charter in ensuring principles and practices of good corporate governance are applied accordingly. The Board Charter further outlines the roles of Board Committees, the MD/GCEO, role of Company Secretary, amongst others. In addition to the Board Charter, the Company has in place its Limits of Authority that governs the management's responsibilities and conduct. The Board Charter was last reviewed on 26 August 2024 and will be reviewed and updated periodically. The Board Charter is available on the Company's website at http://www.uzmagroup.com/.	
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 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	:	The Company has established a Code of Conduct and Business Ethics ("**COBE**") for employees in carrying out their duties and responsibilities to the highest standard of personal and corporate integrity when dealing within the Company and the Group and with external parties. To supplement the COBE, the Board has also adopted its Anti-Bribery Policy and Whistleblowing Policy and Procedure on 10 April 2025 which contains adequate procedures required under Section 17A of the MACC Act 2009. The COBE, Anti-Bribery Policy and Whistleblowing Policy are available on the Company's website at www.uzmagroup.com. The Board reviews the COBE periodically or as and when the need arises to ensure it is kept contemporaneous.
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 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	:	As part of the Company's continuous effort to ensure that good corporate governance practices are being adopted, the Company has established a Whistleblowing Policy with the objective to provide and avenue for all employees of the Company and members of the public who has genuine suspicion to report suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse involving resources of the Company without fear of reprisal or persecution. The identity of the whistle-blower is accorded protection of strict confidentiality of identity unless otherwise required by law or for purpose by or against the Company. The last Whistleblowing Policy and Procedure was reviewed on 26 August 2024. The Whistleblowing Policy is available on the Company's website at www.uzmagroup.com.	
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 4.1

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	:	The Board acknowledged the importance of incorporating sustainability considerations into the Company's business and corporate activities, and how sustainability is essential to successful business strategies that could deliver sustainable value to all stakeholders and ultimately boosts the business performance of the Company. The Board together with the Management takes responsibility for the governance of sustainability in the Company, including setting the Company's sustainability strategies, priorities and targets. Performance against these clearly set out targets are communicated to the Company's internal and external stakeholders. The Board and the Management integrate Environmental, Social and Governance (**"ESG"**) factors into their investment decision-making process and the Group's overall strategy and operations in order to promote and build sustainability momentum within the Group. The Board has determined the organisation's sustainability strategy, to provides an oversight of the corporate sustainability policies and performance. To enhance this effort, the Board has established the Board Sustainability and Risk Management Committee, which plays a pivotal role in overseeing the sustainability framework, monitoring key risks, and ensuring the effective implementation of sustainability initiatives. The Board delegates the authority for management of the sustainability effort, including the economic, environmental and social sustainability issues to the Management who will drive the Group's overall sustainability process which has been put in place to identify, assess, manage and report the Group's material sustainability matters and to ensure that the Group's sustainability process including advancing strategic decision making, coordinating and implementing sustainability action plans and accountability for business and sustainability results is effectively carried out.

	The respective division's management heads are responsible for identifying, evaluating, monitoring and managing economic, environmental and social risks and opportunities directly.	
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 4.2

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 Board recognises the importance of building a sustainable business, therefore takes into consideration of the environmental, social and governance impact while developing corporate strategies. The Board regularly reviews the strategic direction of the Company and the progress of the Company's operations, taking into account changes in the business and political environment and risk factors such as level of competition. The Board promotes good corporate governance in the application of sustainability practices throughout the Company, the benefits of which are believed to translate into better corporate performance. Accordingly, the Company takes cognisance of the global environmental, social, governance and sustainability agenda. The Company recognises the value of a diverse and skilled workforce and is committed to creating and maintaining an inclusive and collaborative workplace culture that will provide sustainability for the Company into the future. The Company is committed to leveraging the diverse backgrounds in terms of gender, ethnicity and age, experiences and perspectives of our workforce, to provide good customer service to an equally diverse customer base. The Company's commitment in recognising the importance of diversity extends to all areas of our business including recruitment, skills, enhancement, appointment to roles, retention of employees, succession planning and training and development. The progress of the Company's efforts and initiatives in integrating sustainability into every aspect of its operations can be found in the Sustainability Statement for FYE2026.
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 4.3

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 Board through the Nomination and Remuneration Committee assesses the training programmes attended by each of the Directors during the financial year to ensure that they keep abreast with the latest developments in the industry as well as the sustainability issues relevant to the Group, including factors that are driving climate change, sustainable finance and achieving a sustainable business model. Regular discussion of the Group's specific trends, changes in the business environment and claim processes enable the Group to adapt to the market effectively and manage the Group insurance risks, including the exposure to natural disasters. The Board is also mindful of the need to keep abreast of the external trends in sustainability practices and will engage external consultants to provide training to the Board and senior management of the Company to enhance the Company's sustainability efforts and initiatives. Additionally, the Board, through the Board Sustainability and Risk Management Committee ("**SRMC**"), was appraised of the sustainability initiatives and targets to ensure that the Directors and Management are well-equipped to address the sustainability challenges and opportunities facing the Group. This includes an emphasis on understanding the impact of climate change, implementing sustainable finance practices, and developing a sustainable business model that aligns with the Group's long-term strategic objectives.	
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	:	The Board had through its Nomination and Remuneration Committee carried out annual performance evaluation on the Board effectiveness in addressing the Company's material sustainability risks and opportunities. The Board, through the Group People Division ensures that the performance of senior management in managing material sustainability risks and opportunities are taken into consideration as part of their performance evaluation.	
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 4.5- 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	:	Our Oversight Committee, consisting of senior representatives from key business units and departments, plays a vital role in developing, managing and monitoring our sustainability strategies and plans. The progress of the sustainability targets and initiatives are reported to SRMC and facilitated by Mr Ahmad Yunus Bin Abd Talib, our Director, Special Projects, who is currently driving our ESG initiatives.

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 Nomination and Remuneration Committee (**"NRC"**) assesses the composition of the Board annually to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision making. The findings from the evaluation process are analysed and discussed by the NRC and reported to the Board. During the year under review, the NRC has also reviewed and conducted the assessment of the directors for appointment and re-election, and the tenure of directors on merit based, fit and proper and pursuant to the Listing Requirements and the Malaysian Code on Corporate Governance (**"MCCG"**). The nominations for re-election were presented to the Board for approval. The re-election of Datuk Seri Dr. Zurainah binti Musa, Ikhlas bin Abdul Rahman, Y.M. Tengku Ezuan Ismara bin Tengku Nun Ahmad, and Karel Avni Doshi a/p Jitendrakumar will be proposed at the coming 19th Annual General Meeting (**"AGM"**), for shareholders' approval.
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

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	:	The Board acknowledges that majority of Independent Non-Executive Directors ("**INED**") undeniably elevate objectivity whilst preventing dominance and complacency within the Boardroom where the INED are free from any relationship that could materially interfere with the exercise of their independent judgement The presence of the Independent Directors further safeguards the interest of stakeholders in ensuring highest standard of conduct and integrity are maintained for the long-term interest of all stakeholders. During the year under review, the Board comprises eleven (11) Directors consisting of three (3) Executive Directors, a Non-Independent Non-Executive Director and seven (7) INED, which constitute more than 50% of the Board comprises Independent Directors, hence satisfied the independent test of the MMLR of Bursa Securities. The Board is satisfied that the present size and composition of the Board is appropriate with different background and composition that has the stability, continuity and commitment as well as capacity to discharge its responsibilities effectively. An assessment of independence of the INED is conducted on an annual basis. Based on the evaluation results, the Board is satisfied that each Independent Director has fulfilled the independence criteria set out in the MMLR of Bursa Securities and they continue to demonstrate their independence through their engagement in all meetings, providing objective challenges to Management and bringing independent judgment to decisions taken by the Board.
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
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	Datuk Seri Dr. Zurainah binti Musa (**"Datuk Seri Dr. Zurainah"**) was appointed on 13 May 2015 and has continued to serve the Company with distinction for over 9 years, bringing with her over 30 years of experience across various industries, including leadership roles in both the private and public sectors. Her extensive expertise in business management, human resources, IT, and marketing has significantly contributed to the Company's strategic direction. As Chair of the Nomination and Remuneration Committee, Datuk Seri Dr. Zurainah plays a pivotal role in ensuring that the Company's governance framework aligns with industry best practices. She consistently demonstrates a strong dedication and professionalism, providing objective and unbiased judgment in all board matters, while actively contributing to well-informed decision-making processes. Datuk Abdullah Bin Karim ("**Datuk Abdullah**") was appointed on 25 August 2016 and has served the Company as an Independent Non-Executive Director and as Chairman of the Board for more than nine (9) years. Leveraging his extensive experience in the oil and gas industry as well as his leadership background in corporate and industry bodies, Datuk Abdullah has provided effective leadership in guiding the Company's governance and strategic direction. As Chairman of the Board, Datuk Abdullah has consistently ensured constructive deliberations, balanced decision-making, and robust oversight of the Company's performance. His commitment, professionalism and independent judgment have enabled him to contribute meaningfully to the Board and its Committees, upholding the highest standards of corporate governance and safeguarding the interests of shareholders and stakeholders.

	Their deep understanding of the Company's operations, coupled with their leadership in board composition and governance matters, continues to enhance the Board's effectiveness and overall performance. En Ikhlas was appointed to the Board as an Independent Non-Executive Director on 1 February 2017 and has served the Company for more than nine (9) years. Leveraging his extensive competencies and professional judgment, En Ikhlas has actively contributed to Board deliberations and fulfilled his fiduciary duties in the best interest of the Company. Having considered their respective contributions and performance, the Board (save for Datuk Seri Dr. Zurainah, Datuk Abdullah, and En Ikhlas who have declared their interests and abstained from deliberations) recommended their retention as Independent Non-Executive Director and Independent Non-Executive Chairman of the Company respectively, subject to shareholders' approval through a two-tier voting process at the forthcoming 19th AGM.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
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.

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.		
Application	:	Not Adopted
Explanation on adoption of the practice	:	

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 has established the NRC to exercise the function of making recommendation for the appointment of Board members and senior management ensuring that the Board comprises individuals with the requisite skills, knowledge, qualities and experience. The Board does not set specific criteria for the assessment and selection of director and senior management candidate. However, the consideration would be taken on the need to meet the regulatory requirement such as the CA 2016 and MMLR of Bursa Securities, the achievement in the candidate's personal career, integrity, wisdom, independence of the candidate, ability to make independent and analytical inquiries, ability to work as team to support the Company, possession of the required skill, qualification and expertise that would add value to the Company, understanding of the business environment and the willingness to devote adequate time and commitment to attend to the duties/functions of the Board and Management team to select the suitable candidate. The Board is currently made up of members with a mix of skill sets, vast knowledge and experience, e.g. legal, accounting, project management, finance, banking, engineering, marketing/sales, taxation, human resource, ESG, information technology and business management. The NRC is guided by its Terms of Reference, which is accessible for reference on the Company's website at www.uzmagroup.com.
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

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 :	Departure	
Explanation on application of the practice :		
Explanation for departure :	The Board delegates to the Nomination and Remuneration Committee (**"NRC"**) the responsibility of recommending the appointment of any new Director. The NRC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous and that appointments are made on merits. Through the NRC, the Board will consider recommendations from existing Board members, management, major shareholders and third-party sources to identify suitably qualified candidates, when necessary. New board candidates proposed to fill vacancy arises from resignation, retirement or any other reasons will be reviewed by the NRC before recommending to the Board for further deliberation. The evaluation process may include, reviewing the candidate's resume, biographic information, qualifications, skills, knowledge, experience, expertise, competency and his/her understanding of the Group's business environment.	
	In the future, the Board will consider utilising independent sources in identifying suitably qualified candidates.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.7

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 Company shall release immediate announcement on the appointment of Directors, which are available at the Bursa Malaysia Securities Berhad's and the Company's websites. The profiles of the Directors who are due for retirement and offered themselves for re-election, which included the nature of interest with the Company, whichever applicable, are set out in the Annual Report 2025 of the Company. The Nomination and Remuneration Committee annually reviews and assess the tenure of each Director and re-election of Director. The review and assessment shall be based on the fit and proper criteria and contingent on satisfactory evaluation of the Director's performance and contribution to the Board. Whilst for the retiring Directors for the forthcoming 19th AGM (**"19th AGM"**), a statement by the Board and NRC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the forthcoming 19th AGM is stated in the notes accompanying the Notice of 19th AGM.
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

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 and Remuneration Committee is chaired by Datuk Seri Dr. Zurainah Binti Musa, an Independent Non-Executive Director.	
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

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	:	Throughout the financial year under review, the Board comprises 4 women Directors out of 11 Directors on the Board, which represents 36.36% women directors.	
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

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	:	The Board is of the view that diversity on the Board enhances the decision-making capability of the Company and it improves the process of Board discussions. The appointment of additional female candidates to the Board will be made when a suitable candidate who can add value to the Board is identified. The ultimate decision to appoint female Director will be based on merit and contribution that the chosen candidate will bring to the Board. The Company also ensures diversity in Management by having strong female representations at Management which could potentially be a pipeline for future appointment as Directors or Senior Management. The Board acknowledges the recommendation of the Malaysian Code on Corporate Governance on gender diversity and has established a gender diversity policy whereby the Company would endeavour to have woman participation in the Board. The Board's composition currently comprises three (3) female Independent Non-Executive Director in the Board which represents 30% of the total Board members. To nurture diversity within the Group, the Company would endeavour to provide suitable working environment that is free from harassment and discrimination, and to provide fair and equal opportunities to all employees within the Group.
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

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.

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.	
Application :	Applied
Explanation on application of the practice :	During the financial year under review, the Board, through the NRC, had carried out the annual assessment conducted internally and facilitated by the Company Secretary. The preparation of the evaluation forms and collation of the results were facilitated by the Company Secretary and tabled to the NRC for review and discussion. After discussion by the NRC, the results were then presented to the Board. The deliberation of the NRC and the Board were recorded in the Minutes of the respective meetings. The scope of the assessment comprises of the following: - • The effectiveness of the Board and Board Committees in terms of composition, character, experience, fit and proper, integrity, competence and time commitment; • Self-assessment on mix of skills and experience; • Level of Independence of Directors; • Review the terms of office and performance of the AC and each of its members; and • Review and assess the character, experience, integrity, competence and time commitment of each Director and Group Chief Financial Officer. Based on the results of the assessment for the financial year under review, the NRC and the Board were satisfied with the outcome of the results as follow: - • The Board and the Board Committees were considered to be fully effective. The Board recognised that the AC and NRC have the right composition and sufficient knowledge of relevant areas. The Board also recognised that the AC and NRC have been effective in

	discharging their duties. The qualities of individual Directors were considered strong and all Directors were found to possess the relevant qualifications, knowledge, experience and ability to understand the technical requirements, risk and management of the Company's business. All the Directors have demonstrated willingness to devote time and effort to the affairs of the Company while acting in good faith with integrity at all times. • There is a balance in the composition and size of the Board with the Directors having a good mix of skills and experience in various fields from their diverse backgrounds and specialisation to enable the Board to lead and manage the operations of the Company effectively. • Each Independent Director has fulfilled the independence criteria set out in the MMLR of Bursa Securities and they continue to demonstrate their independence through their engagement in meetings, providing objective challenges to the Management and bringing independent judgement to decisions taken by the Board. The Terms of Reference of the NRC is available on the Company's website at www.uzmagroup.com.	
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 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	:	In assisting the NRC on reviewing and recommending matters relating to the remuneration of the Board and Senior Management, the Board has in place a Directors Remuneration Policy and Procedure. Pursuant to Section 230(1) of the CA 2016, the fees of the Directors and any benefits payable to the Directors (collectively referred to as "**Fees**") shall be approved at the general meeting. The current Fee's structure of the Director is made up of Directors' fee, emoluments and benefits as well as meeting allowances. The remuneration of the Executive Directors is reviewed and recommended by the NRC to the Board for approval. Remuneration of the Executive Directors is assessed based on market norms, individual performance and the Company's performance. All Directors shall abstain from discussions and decisions on their own remuneration for best practice of good corporate governance. During the financial year under review, the NRC reviewed, considered and recommended the remuneration packages of Directors and Key Senior Management drawing from professional advice internally or externally as and when necessary. The Directors Remuneration Policy and Procedure was last reviewed on 22 October 2020 and no changes were required to be made for the time being.
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 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 NRC comprises exclusively the following Independent Non- Executive Directors: - 1. Datuk Seri Dr. Zurainah Binti Musa - Chairperson (Independent Non-Executive Director) 2. YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad - Member (Independent Non-Executive Director) 3. Datuk Farisha Binti Pawan Teh - Member (Independent Non-Executive Director) The function of the NRC is to consider and recommend the following matters to our Board for approval as summarised follows: - (i) To review and recommend to the Board the remuneration framework of Executive Directors and key management personnel and the remuneration package for each Executive Director and key management personnel are sufficiently attractive and able to retain high calibre staff. (ii) To assess annually the independence of its independent directors and recommend to the Board which covers the Independent Directors beyond nine (9) years and up to twelve (12) years for continuation in office. (iii) To review Executive Directors' service contracts and its continuation. (iv) Directors and/or other persons of the Group as the NRC is designated to consider and getting professional advice as and when necessary. (v) To review and make recommendations to the Board on the succession

	plan for key positions in the Group and the Board to ensure continuity in senior management as well as in the Board. (vi) To review and recommend to the Board the fees and benefits payable to Non-Executive Directors. A copy of its Terms of Reference is available at the Company's website at www.uzmagroup.com.	
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

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	:	Detailed disclosure on named basis for the remuneration of individual directors (including the MD/GCEO) and the remuneration breakdown of each individual director includes fee, salary and bonus, emoluments & benefits as well as meeting allowances for both the Company and the Group has been disclosed in the Corporate Governance Overview Statement of the Company's Annual Report 2026. The overall remuneration package of Non-Executive Directors is subject to annual shareholders' approval. The interested Directors would abstain for voting in respect of their shareholdings on the resolution relating thereto at the AGM of the Company. Detailed individual Directors' remuneration on a named basis for the financial year under review is as follows: -

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	Datuk Abdullah Bin Karim	Independent Director	180	9	-	-	-	-	189	180	9	-	-	-	-	189
2	Dato' Kamarul Redzuan Bin Muhamed	Executive Director	-	32.5	1.713	1.920	-	209	3.874	-	60	3.162	1.920	-	386	5.528
3	Dato' Che Nazahatuhisamudin Bin Che Haron	Executive Director	-	-	-	-	-	-	-	-	120	1.154	30	-	145	1.449
4	Datin Rozita Binti Mat Shah @ Hassan	Executive Director	-	60	623	90	-	82	855	-	60	623	90	-	82	855
5	Datuk Seri Dr. Zurainah Binti Musa	Independent Director	150	14.5	-	-	-	-	164.5	150	14.5	-	-	-	-	164.5
6	Ikhlas Bin Abdul Rahman	Independent Director	165	17.5	-	-	-	-	182.5	165	17.5	-	-	-	-	182.5
7	YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad	Independent Director	165	21.5	-	-	-	-	186.5	165	21.5	-	-	-	-	186.5
8	Datuk Farisha Binti Pawan Teh	Independent Director	150	15	-	-	-	-	165	150	15	-	-	-	-	165

9	Mazli Zakuan Bin Mohd Noor	Independent Director	150	16	-	-	-	-	166	150	16	-	-	-	-	166
10	Dato' Nasri Bin Nasrun	Non-Executive Non-Independent Director	135	13	-	-	-	-	148	135	13	-	-	-	-	148
11	Karel Avni Doshi a/p Jitendrakumar	Independent Director	45.8	-	-	-	-	-	45.8	45.8	-	-	-	-	-	45.8

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 recognises the importance of compensating the Senior Management with a competitive and attractive remuneration package based on their responsibilities and performance carried throughout each financial year. The Board is of the opinion that disclosure on named basis of the top Senior Management personnel in bands of RM50,000 would be disadvantageous to the Group's business interests, given the highly competitive industry where poaching of talented executives is not uncommon and sensitive in nature. The total remuneration paid to the Senior Management are made available in the Notes to the Audited Financial Statement which allow stakeholders to make an appreciable link between the Company's overall remuneration structure and the Company's performance.	
	The Board ensures that the remuneration of the Senior Management commensurate with the performance of the Company, with due consideration to attracting, retaining and motivating the Senior Management to lead and run the Company successfully. Excessive remuneration payouts are not made to the senior management personnel in any instance.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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 Board recognises the important role of the AC as part of the corporate governance process. In this regard, the Board has established an AC which comprises four (4) INED and a NINED to oversee the Company's financial reporting on behalf of the Board. The AC is chaired by Y.M. Tengku Ezuan Ismara Bin Tengku Nun Ahmad, whilst the Chairman of the Board is Datuk Abdullah Bin Karim. As such, the Chairman of the AC is distinct from the Chairman of the Board and having the two (2) chairman positions assumed by different individuals allows the Board to objectively review the AC's findings and recommendations. The duties and responsibilities of the Chairman of the AC are outlined in the Terms of Reference of the AC, which is available on the Company's website at www.uzmagroup.com.
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 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	:	When considering the appointment of a former key audit partner of its current External Auditor's firm, the AC is mindful of the minimum three (3) cooling-off period best practice which included in its Term of References before appointing this partner as a member of the AC. To date, the Company has not appointed any former key audit partner as Director of the Company. The Terms of Reference of the AC is available on the Company's website at www.uzmagroup.com.	
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 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	:	In assessing the External Auditors, the Company has put in place the policies and procedures to assess the sustainability and independence of external auditors. The AC is responsible for assessing the capabilities and independence of the external auditors and to also recommend to the Board on their appointment, re-appointment or termination of their services to the Company. During the financial year under review, the AC held one private meeting with the external auditors, without the presence of the executive Members and Management. For the audit of the financial year ended 30 June 2026, Messrs Morison LC PLT ("**Morison**") provided the AC with a written assurance confirming that they were and had been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. The AC had undertaken an annual assessment on the performance, suitability and independence of the External Auditors based on the following areas: • Calibre of the External Audit firm • Quality Processes and Performance • Audit Team • Independence and Objectivity • Audit Scope and Planning • Audit Fees • Audit Communications Based on the assessment results, the AC was satisfied with the suitability of the External Auditors, Morison. The External Auditors has been independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by the AC and the Group.

	The AC therefore recommended to the Board for its recommendation for shareholders' approval on the re-appointment of Morison as the Auditors of the Company at the forthcoming 19th AGM.	
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 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	:	Not Adopted
Explanation on adoption of the practice	:	

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 Audit Committee members possess a wide range of skills and they are financially literate and able to understand matters within the purview of the Audit Committee including the financial reporting and performance of the Group. The Audit Committee members have and will continue to attend continuous professional development programmes from time to time to address any skills or knowledge gaps according to their needs. Dato' Nasri Bin Nasrun, a member of the Audit Committee, is a qualified accountant with vast experience in the finance industry, including the financial reporting process. His expertise significantly enhances the Committee's overall financial oversight and ensures rigorous scrutiny of the Group's financial matters.
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

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 of Directors of Uzma Berhad has established an effective Risk Management and Internal Control Framework to ensure the Group's risks are identified, managed, and mitigated appropriately. The Board provides overall oversight for the Group's risk management and internal control system, ensuring the adequacy and integrity of these controls. The Audit Committee and the Sustainability and Risk Management Committee support the Board in overseeing risk management and internal controls. The AC regularly reviews internal audit reports, while the SRMC monitors the Group's risk management framework and reviews strategic and operational risks. The Board has reviewed the risk management and internal control system in accordance with the guidelines for Directors on risk management and internal control, and the Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers. The Group outsourced its internal audit function to an external professional firm, namely Axcelasia Sdn. Bhd. ("**Axcelasia**") which reports directly to the AC as part of its effort in ensuring that the Group's system of internal control is adequate and effective. The AC works with the internal auditors to ensure that the internal audit plan encompasses the audit of key processes or areas in the Uzma Group, effective control measures are in place and the follow-up audits has been properly conducted. Details of the Risk Management Framework and Key Internal Controls put in place during the financial year ended 30 June 2026 can be found in the Statement on Risk Management and Internal Control in the Annual Report 2026 of the Company.
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

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 Statement on Risk Management and Internal Control in the Company's Annual Report 2026 provides an overview of the state of risk management and internal controls within the Group. The internal audit function adopts a risk-based approach and prepares its audit plans based on significant risks identified. The internal audit provides an assessment of the adequacy, efficiency and effectiveness of the Group's existing internal control policies and procedures and provides recommendations, if any, for the improvement of the control policies and procedures. The results of the audit reviews are presented and discussed during the AC meetings. Management is responsible for ensuring that the necessary corrective actions on reported weaknesses are taken within the required time frame. The action plans are reviewed and followed up by the internal auditors on a periodical basis to ensure the recommendations are effectively implemented.
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

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	:	The Board Sustainability and Risk Management Committee (**"SRMC"**) is established by the Board and currently comprises three (3) Members including the Chair of the SRMC are Independent Non-Executive Directors. The Chair of the Risk Management Committee is appointed by the Board and is not the Chair of the Board. To ensure robust oversight, the Board has established a dedicated SRMC to assist the Board in discharging its responsibilities, amongst others, in risk management function.

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	:	The Board has outsourced the internal audit function to an independent professional service firm, Axcelasia, to provide an independent assurance to the Board on the effectiveness and adequacy of the Group's system of internal control. The AC reviews and approves the Internal Audit Plan to ensure that the audit direction is appropriate to the environment in which the Group operates. The AC also engages in discussions with the Internal Auditor on the progress of the audit plan to ensure that the audit directions remain relevant taking into consideration of any significant changes in the Group's operating environment. While reviewing the Internal Auditors' reports, the AC will evaluate the impact of the audit issues and assess whether management's comments reflect their commitment to implementing the audit recommendations. The Internal Auditor attended the AC meetings held on 26 August 2025 and 26 February 2026, and reported on the reviews conducted during the respective quarters.
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

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	:	The Internal Audit function of the Company has been outsourced to an external professional firm of consultants, Axcelasia to ensure the function is independent from the operations and free from any relationship, conflict of interest and influence of the Management which could impair their objectivity and independence. The Engagement Director is Mr. Chang Ming Chew, holds the Certified Internal Auditor and Certification in Risk Management Assurance from the IIA; the Certified Information Systems Auditor from the ISACA; and a professional member of the Institute of Internal Auditors of Malaysia (IIAM), the Association of Chartered Certified Accountants and the Malaysian Institute of Accountants. The number of staff will be deployed by Axcelasia for the internal audit ranges from 3 to 5 staff per visit including the Engagement Director. The staff involved in the internal audit holds professional qualifications and/or a university degree. Most of them are also members of the Institute of Internal Auditors Malaysia. The internal auditor function of the Company reports directly to the AC and their work is guided by the International Professional Practices Framework of Internal Auditing promulgated by the Institute of Internal Auditors Inc., a globally recognised professional body for internal auditors. In accordance with the Terms of Reference of the AC, the AC had conducted an annual assessment of the performance of the Internal Audit Function and was satisfied with the competency, experience and resources of the internal audit function for discharging its role and responsibilities. Information on the internal audit function is also disclosed in the Company's Annual Report 2026.

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 value of good investor relations by providing accurate, clear, timely and complete disclosure of material information pertaining to the Uzma Group's performance and operations and the importance of disseminating information in a fair and equitable manner, the participation of shareholders and investors, both individual and institutional, at AGM is encouraged. Such information is disseminated via the Company's annual reports, quarterly financial results and various prescribed announcements made to Bursa Securities. The Company's website at www.uzmagroup.com serves as a forum to communicate with the shareholders, business partners and other stakeholders. The important information for both qualitative and quantitative including the Group's operations and corporate developments, Company's announcements, financial information, press releases of our Group and a list of terms of reference, policies and procedures of the Company. Any enquiry regarding the Company and its group of companies may be conveyed to the following personnel: - Mr. Al-Mu Syahrisyawal Ahmad (Head, Corporate Communications) Telephone number : 03-7611 4000 Fax number : 03-7611 4100 Email : communications@uzmagroup.com The annual report of the Company also serves as alternate channel of communication between the Group, its shareholders and stakeholders as it is used to communicate the comprehensive information relating to the business activities and financial performance of the Company during the financial year under review.
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 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
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

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 Notice of the Seventeenth AGM held on 25 November 2025 was dated on 27 October 2025 and was distributed to the shareholders, giving more than 28 days in advance of the meeting. The Notice of AGM includes details of the resolutions proposed along with relevant explanatory notes to enable shareholders to make informed decisions in exercising their voting rights.	
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

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	:	All Directors of the Company attended the Eighteenth Annual General Meeting ("AGM") held on 25 November 2025 to engage directly with shareholders and demonstrate accountability for their roles. In addition to the Board members, the senior management and the external auditors were present to respond to the shareholders' queries.	
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
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company did not facilitate the remote shareholders' participation at the AGM due to holding the physical AGM on 25 November 2025. However, the Company always ensure that the AGM is convened at a venue which is easily accessible. Those shareholders who are unable to attend the AGM is entitled to appoint any person(s) as their proxy(ies) to attend, participate and vote on their behalf at the AGM, in accordance with the Company's Constitution.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
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	:	The Chairman of the Board is proactive and ensures the Company's general meetings support meaningful engagement between the Board, senior management and shareholders. During the Eighteenth AGM, shareholders were given ample opportunity to raise questions, and the Board and Management responded to all queries promptly and appropriately.	
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

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The 18th AGM of the Company was held physically on 25 November 2025.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
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.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.		
Application :	Applied	
Explanation on application of the practice :	The minutes of the Eighteenth AGM held on 25 November 2025, detailing the meeting proceedings together with the Company's responses to questions raised by the shareholders was made available on our corporate website at http://www.uzmagroup.com/ within 30 business days after the AGM.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT 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.

Click or tap here to enter text.