



**AURELIUS TECHNOLOGIES BERHAD**  
(Company Registration No. 202101005015 (1405314-D))  
(Incorporated in Malaysia)

## **TERMS OF REFERENCE OF THE RISK MANAGEMENT COMMITTEE**

This Terms of Reference sets out the matters concerning the governance of the Risk Management Committee (“**RMC**” or “**Committee**”).

### **1. Purpose**

The primary objective of the Committee is to assist the Board of Directors (“**Board**”) in identifying principal risks and implementing appropriate risk assessment system and process within Aurelius Technologies Berhad (“**AT**” or “**Company**”) and its subsidiaries (collectively referred to as “**Group**”).

### **2. Composition**

The Committee members shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members with a majority of them being independent non-executive directors. The Chairperson of the Committee shall be appointed by the Board.

### **3. Committee Secretary**

The Secretary of the Committee shall be the Company Secretary or Corporate Secretary.

The Secretary shall draw up an agenda for each meeting, in consultation with the Chairperson of the Committee. Unless otherwise agreed by the members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all members and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.

### **4. Meetings**

The Committee members shall have at least twice a year or as frequently as required or whenever the Chairperson of the Committee deems that there is a requirement to call for a meeting.

The Minutes of each meeting shall be made available to all members of the Board upon request.

The Committee may, as and when deemed necessary, invite any director, senior managers and executives to attend the meetings, if required.

The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting. Minutes of such a meeting signed by the Chairperson of the Committee shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid.

A resolution in writing signed or approved via email, letter, telex or facsimile by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.

## **5. Quorum**

The quorum for a meeting shall be two members. In the absence of the Chairperson of the Committee, members present shall elect a Chairperson for the meeting.

## **6. Duties and Responsibilities**

The Committee shall be responsible for the following:

- (a) Determine that there is a robust risk management and internal control framework in place for identifying, assessing, managing, and monitoring both financial and non-financial critical risks; oversee execution of that process; and ensure it is continuously improved as the business environment changes;
- (b) Determine that there are policies and procedures establish and in place for whistleblowing and to prevent bribery and corruption, and to ensure that each of the policy will be continuously reviewed;
- (c) Provide timely input to management on critical risk issues;
- (d) Engage management in an ongoing risk appetite dialogue as conditions and circumstances change and new opportunities arise;
- (e) Oversee the conduct, and review the results, of company-wide risk assessments, including the identification and reporting of critical risks;
- (f) Oversee the management of certain risks, with regard to the complexity and significance of these risk exposures;
- (g) Provide advice to the Board on risk strategies and coordinate the activities of the various standing board committees for risk oversight; and

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- (h) Promote a healthy risk culture and watch for dysfunctional behaviour that could undermine the effectiveness of the risk management process (e.g. excessive risk-taking due to misaligned key performance indicators and remuneration schemes).

**7. Performance Review**

The effectiveness of the Committee shall be assessed by the Nomination Committee annually to determine whether the Committee members have carried out their duties in accordance with the Terms of Reference.

**8. Review and Revision of the Terms of Reference**

The Terms of Reference will be reviewed annually or as and when required by the Committee and recommendations be made to the Board for approval on any revision.

This Terms of Reference was approved and adopted by the Board on 18 June 2021, and was last reviewed by the Board on 29 September 2023.