

**MALAYSIA AIRPORTS HOLDINGS BERHAD**

Registration No. 199901012192 (487092-W)

(Incorporated in Malaysia)

**TERMS OF REFERENCE**

**BOARD IT OVERSIGHT COMMITTEE  
("BITOC" OR "THE COMMITTEE")**

This Terms of Reference ("TOR") shall apply to MAHB and its subsidiaries ("the Group").

**1.1 COMPOSITION**

- 1.2 The Committee shall have at least three (3) members all of whom shall be Non-Executive Directors.
- 1.3 The Committee shall elect a Chairman from among its members.
- 1.4 The appointment of a BITOC member terminates when he/she ceases to be a Director of the Company or as determined by the Board.

**2.1 AUTHORITY**

- 2.2 The Committee shall have access to all information pertaining to the Company and the Group in order to enable the effective discharge of its duties.
- 2.3 The Committee is authorised to obtain, at the Company's (or the Group's) expense, external IT-related or other professional advice on any matters within its TOR.
- 2.4 The Committee may request other Directors, Senior Management, General Managers, counsels, consultants as applicable to participate in the BITOC meetings, as necessary, to carry out its responsibilities.
- 2.5 For avoidance of doubt all the powers of authorities herein as stated or specifically authorised within the ambit of the TOR, should not be usurped, delegated and arrogated in any manner, by/to any person, body or authority whatsoever.

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**3.1 DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of BITOC shall include the following:

**IT Projects**

- 3.2 Review Management’s proposed major IT-related projects, strategic and tactical benefits as well as technology architecture alternatives/decisions.
- 3.3 Review Management’s procurement approach and related issues for IT hardware and software prior to submission to Board Procurement Committee of MAHB.

**Cybersecurity**

- 3.4 Review (i) the Company’s cybersecurity risks; and (ii) steps taken by Management to identify, treat, monitor and measures put in place to counter and mitigate those risks.
- 3.5 Review (i) technologies, policies, processes and practices for managing and mitigating cybersecurity risks; (ii) the Company’s cyberattack incident response and recovery plan; and (iii) awareness, training and behavior necessary to eliminate vulnerabilities by humans.

**IT Disaster Recovery**

- 3.6 Review the Company’s IT disaster recovery overall capabilities including facilities, resources and contingency plans.
- 3.7 Review the comprehensiveness of the Company’s IT disaster recovery simulation exercise.

**Advisory Role**

- 3.8 Review and advise the Company’s Senior IT Management team in respect to new technologies, applications and systems and processes that relate to or affect the Company’s IT strategy or programs.
- 3.9 Review the Company’s overall audit system and closure of audit findings on IT.

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- 3.10 Provide IT-related advisory role to the Company’s Senior IT Management team.

**Others**

- 3.11 Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
- 3.12 Perform such other duties as are necessary or appropriate to ensure that the Company’s IT programs effectively support the Company’s business objectives and strategies, or as the Board of Directors may from time to time direct.

**4.1 MEETINGS**

- 4.2 The Committee shall meet once a month. Additional meetings may be held if the Chairman considers necessary.
- 4.3 The quorum for a meeting shall be at least two (2) members present in person or via electronic means. In the absence of the Chairman, the members present shall elect one (1) of their numbers to chair the meeting.
- 4.4 Matters arising at a meeting shall be decided by a majority vote with each member having one (1) vote. In the event of equality of votes, the Chairman shall have a casting vote. However, at a meeting where two (2) members are present or when only two (2) members are competent to vote the Chairman shall not have a casting vote.
- 4.5 The Company Secretary of MAHB shall be the Secretary of the BITOC. In the absence of the Secretary, the Assistant Company Secretary shall assume the duty of the Secretary. Agenda of meetings of the BITOC shall be the responsibility of the Chairman with input from the members. The Chairman may also request the Management to provide input for the Agenda.

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- 4.6 The Notice, Agenda and meeting materials for each BITOC meeting shall, unless otherwise agreed by the members, be circulated to the BITOC members and all those who are invited to attend the meeting at least five (5) business days before each meeting. The Managing Director and/or GCEO, the Chief Operating Officer, the Chief Information Officer and General Manager, Risk Management & Compliance Division shall be the permanent invitees at the BITOC meetings.
- 4.7 The Secretary shall cause the minutes to be entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the BITOC. Such minutes shall be signed by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the BITOC meeting shall be circulated to all Board members for notation.
- 4.8 The BITOC through the Chairman shall report to the Board at the next Board meeting after each BITOC meeting. When presenting any recommendation to the Board, the BITOC will provide such background and supporting information as may be necessary for the Board to make an informed decision. The BITOC shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Malaysian Code on Corporate Governance 2017 and the Main Market of Listing Requirements of Bursa Malaysia Securities Berhad.
- 4.9 The Chairman of the BITOC shall be available to answer questions from shareholders about the BITOC’s activities and functions at the AGM of the Company.

5.1 **TERMINATION**

- 5.2 The Committee will be dissolved on 28 August 2021.