

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 5295  
**COMPANY NAME** : INNATURE BERHAD  
**FINANCIAL YEAR** : December 31, 2023

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As stated in the Board Charter of InNature Berhad ("InNature" or the "Company", and together with its subsidiaries, the "Group"), the role of the Board is to set the strategic direction for the Group and to appoint and oversee senior executives in their implementation and progression of the strategic plan.</p> <p>The key objective of the Board is to increase shareholder value, whilst acting within the framework of the Company's Constitution, applicable legislation and in a manner that reflects an acceptable standard of governance.</p> <p>In this regard, the Board Charter sets out matters reserved for the Board so as to ensure an effective Board's oversight over management. Such reserved matters include, among others, approval of strategic plan and annual budget, appointment of directors, CEO and CFO, equity or debt financing, and adoption of Group-wide policies.</p> <p>The Board has also put in place the Code of Conduct and Business Ethics ("Code") which outlines the standards of ethical, legal and professional behaviours required to be abided by its employees, directors and vendors. The Code is available at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Dato' Simon Foong Choong Heng is appointed as the Chairman of the Board and he assumes the position of Non-Executive Non-Independent Chairman.</p> <p>The responsibilities of Chairman include, among others, the following:</p> <ol style="list-style-type: none"><li>1. provide leadership for the Board and ensure a balance composition of skills, knowledge and experience within the Board members so that the Board can perform its responsibilities effectively;</li><li>2. set the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;</li><li>3. lead Board meetings and discussions;</li><li>4. encourage active participation and allowing dissenting views to be freely expressed;</li><li>5. managing the interface and promoting constructive and respectful relations between board and management;</li><li>6. ensure appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and</li><li>7. lead the Board in establishing and monitoring good corporate governance practices in the Company.</li></ol>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**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 CEO are held by different individuals.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The positions of the Chairman, Managing Director and Chief Executive Officer are held by three different individuals, with the responsibilities of these positions clearly defined in the Board Charter.  The Board Charter is available at <a href="http://www.innature.com.my">www.innature.com.my</a> .	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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

<i>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'.</i>	
<b>Application</b>	: Departure
<b>Explanation on application of the practice</b>	:
<b>Explanation for departure</b>	: Given the scale and complexity of its business, InNature has a small Board size of 5 Directors comprising 2 non-independent executives, 1 non-independent non-executive, and 2 independent non-executives. Hence the non-independent non-executive Chairman has to be a member of the Company's Audit and Risk Management Committee, and Nomination and Remuneration Committee.  Notwithstanding Chairman being a member of the Company's Committees, this is balanced by the appointment of Senior Independent Director to chair these Committees. The Company's Senior Independent Director, Dato' Maznah Binti Abdul Jalil is an experienced director who has sat on multiple listed company boards for over 3 decades.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	: Choose an item.

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company Secretary of the Company, Ms Seow Fei San is qualified to act as company secretary pursuant to Section 235 of the Companies Act 2016.</p> <p>The Company Secretary assists the Board in implementing various corporate governance practices and ensure compliance with Companies Act 2016, Bursa Malaysia Listing Requirements, Capital Markets and Services Act 2007, Securities Commission's Guideline and the Company's Constitution. The Company Secretary brief the Board on any development of the aforementioned regulations from time to time.</p> <p>The Company Secretary ensure all deliberations during the Board of Directors' meeting, Board Committees' meeting and Annual General Meeting are documented, and action points are communicated to Management as appropriate.</p> <p>All directors have access to the advice and services of the Company Secretary.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>A notice of meeting which outlines the full meeting agenda will be circulated via email to the directors at least seven (7) days prior to the meeting. Ad-hoc matters will be raised under the agenda "Any Other Matter".</p> <p>Meeting materials are circulated, as far as possible, one (1) week before the scheduled meetings to facilitate discussions during the meetings.</p> <p>The Company Secretary attend all meetings to record the proceedings. Minutes of meetings are circulated in a timely manner for Directors' and Management's comments, and are confirmed in the next meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board adopted Board Charter and Terms of Reference of respective Board Committees as the strategic guidance outlining the roles and responsibilities for each director and committee member to carry out their duties in the furtherance of the Company’s objectives.</p> <p>The Board Charter also sets out matters reserved for the Board to ensure an effective Board’s oversight over management. Such reserved matters include, among others, approval of strategic plan and annual budget, appointment of directors, CEO and CFO, equity or debt financing, and adoption of Group-wide policies.</p> <p>The Board Charter and Terms of Reference of Board Committees are reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board and Committees’ responsibilities.</p> <p>The Board Charter and Terms of Reference of Board Committees are available at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted the Code of Conduct and Business Ethics ("Code") to guide the conduct of the Group's businesses and operations through an ethical, responsible and transparent manner.</p> <p>The Code has outlined the policies and procedures which includes, among others, the following:</p> <ul style="list-style-type: none"><li>- Conflict of interest;</li><li>- Bribery and corruption;</li><li>- Accepting / providing gifts, benefits and courtesies;</li><li>- Confidential and proprietary information;</li><li>- Money laundering; and</li><li>- Equal opportunity and non-discrimination at workplace.</li></ul> <p>The Code is available at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is committed to enforce all policies and procedures established as well as to comply with the relevant laws at all time. In this regard, the Code of Conduct and Business Ethics (“Code”) provides for the establishment of the Company’s whistle blowing platform known as “Speak Out Channels” for any person to report an unacceptable behaviour and/or non-compliance issue under the Code.</p> <p>According to the Code, a person who has concern or would want to report an issue may:</p> <ul style="list-style-type: none"><li>i) Speak to his/her manager; and/or</li><li>ii) Speak to his/her Human Resource representative; and/or</li><li>iii) Report the issue through <a href="mailto:speakout@innature.com.my">speakout@innature.com.my</a>.</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As provided in InNature’s Sustainability Policy, the Board and the committees involved along with senior management are responsible for overseeing our sustainability developments as well as all policies, strategies and initiatives that are related to sustainability matters.</p> <p>A Sustainability Committee was also formed with representatives from relevant departments to focus on sustainability matters, propose recommendations to the Managing Director and drive implementation of adopted recommendation.</p> <p>The Sustainability Committee updates the Board on the Group’s sustainability progress periodically.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Group's sustainability strategies, priorities and targets are publicly communicated via the Sustainability Statement section in the Annual Report, and its corporate website: <ul style="list-style-type: none"><li>• Sustainability Policy (<a href="https://innature.com.my/corporate-governance/">https://innature.com.my/corporate-governance/</a>)</li><li>• Sustainability Commitment Statements (<a href="https://innature.com.my/our-commitment-statements/">https://innature.com.my/our-commitment-statements/</a>)</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In 2023 and up to the date of Annual Report 2023, Board members have participated in various sustainability conferences or workshops to stay ahead with the sustainability issues.</p> <p>The Board also received updates on the Group’s sustainability initiatives and progress periodically.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board’s performance assessment for 2023 incorporated the evaluation of sustainability performance, and had been carried out in January 2024.</p> <p>As for senior management and employees, the Group has developed the balanced scorecard programme which included sustainability performance as part of the key performance indicator.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Nominating and Remuneration Committee ("NRC") is guided by its Terms of Reference to review annually the structure, size and composition of the board. This includes to identify and recommend to the board, eligible candidates to fill the seats on board when the need arises.</p> <p>The NRC also conducts annual assessment in respect of the performance and contribution by the board, board committees and individual directors, the most recent being in January 2024. This includes performance of directors who will be subject to re-election at the next annual general meeting.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Board consists of five (5) Directors with two (2) of whom being the independent directors.</p> <p>The Body Shop International (“TBSI” or “Franchisor”) has made it a condition in the Franchise Framework Agreement that the Board must include Dato’ Simon Foong Choong Heng (“Dato’ Simon”), with Daryl Foong Chuen Hoe (“Daryl”) as Alternate Director to Dato’ Simon, Datin Mina Cheah Kim Choo (“Datin Mina”), and executive directors nominated by Dato’ Simon and Datin Mina (collectively “Selected Directors”), and that Selected Directors must comprise a majority of the Board (“Board Condition”). The Company therefore will not be able to adopt this principle unless this Board Condition is waived by the Franchisor.</p> <p>The Board, however, has complied with Paragraph 15.02 of the Listing Requirements which requires a listed issuer to ensure that at least 2 Directors or 1/3 of the Board are independent directors.</p> <p>In addition, the Company has appointed Dato’ Maznah Binti Abdul Jalil (“Dato’ Maznah”) as the Senior Independent Non-Executive Director to monitor and strengthen the governance of the Company. Dato’ Maznah is an experienced director who has sat on multiple listed company boards for over 3 decades.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
<b>Timeframe</b>	:	Choose an item.

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Charter has set out the following policy to preserve the independence of the Independent Non-Executive Directors:</p> <p>“The tenure of Independent Non-Executive Director shall not exceed a cumulative term limit of nine (9) years. If the Board intends to retain an Independent Non-Executive Director beyond nine (9) years, the Board should provide justification and seek for annual shareholders’ approval through the two-tier voting process.”</p> <p>No independent director has served a cumulative term limit of nine (9) years as of the date of Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.*

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nominating and Remuneration Committee (“NRC”) assists the Board in assessing the suitability of the candidate of a directorship based on criteria which includes, among others, competency, experience, commitment, diversity and professionalism, in accordance with the Director Nomination Policy.</p> <p>In addition, the director who is subject to re-election and/or re-appointment at the next AGM shall be assessed by the NRC before recommendation is made to the Board and shareholders for the re-election and/or re-appointment.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has put in place Director Nomination Policy to guide the assessment of a candidate's suitability based on a set of selection criteria. The Director Nomination Policy is available at <a href="http://www.innature.com.my">www.innature.com.my</a> .  As at the date of Annual Report 2023, no candidate is selected for appointment of directors.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The qualification, experience and interest of directors are disclosed in the Directors' Profile section of Annual Report 2023. This includes the directors nominated for re-election through the Annual General Meeting.  Dato' Simon Foong Choong Heng and Molly Fong Hui Sain shall retire at the forthcoming AGM and, being eligible, have given their consent for re-election. Having considered their contributions to the Group and Company, the NRC has recommended for their re-election. The Board has concurred with the recommendation.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Nominating and Remuneration Committee is chaired by Dato' Maznah Binti Abdul Jalil, who is the Senior Independent Director.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	As at 31 December 2023, the Board comprises 80% women directors.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board Charter outlines the Company's commitment to have 50% women participation at the Board level.</p> <p>As at 31 December 2023, 80% of the Board and 50% of Key Senior Management are women.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<i>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.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Director Nomination Policy sets out the process on annual assessment for Board and Committee members. The Nominating and Remuneration Committee (“NRC”) conducted the annual assessment in January 2024 covering the evaluation on the effectiveness of the Board, Board Committees and individual directors. The assessment was carried out through the completion of confidential questionnaire by each director. For individual directors, the assessment was done through self-assessment as well as peer-assessment.  The questionnaire was prepared based on guidance provided in Bursa Malaysia’s Corporate Governance Guide, and was endorsed by the NRC and the Board.  The Company Secretary reported the results of the Assessment to the Board, with summary as below:  <ol style="list-style-type: none"><li>I. The Board as a whole and its Board Committees were effective.</li><li>II. Each and every director had contributed to the effective functioning of the Board and Board Committees.</li><li>III. The current composition of Board and Board Committees was balanced, having considered the experience, skills and qualities of the Board members.</li><li>IV. All independent directors met the definition of ‘independent directors’ as set out in the Listing Requirements.</li></ol>
<b>Explanation for departure</b>	:  

*Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.*

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has put in place Director Remuneration Policy to attract and retain high calibre directors to drive the Group towards strategical and operational success. The Director Remuneration Policy is available at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p> <p>The remuneration of Executive Directors is linked to company and individual performance.</p> <p>For Non-Executive Directors, their remuneration commensurate with the experience and level of responsibilities of each director.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The Nominating and Remuneration Committee ("NRC") is guided by its Terms of Reference which outlines its authority and duties. The Terms of Reference of NRC is available at <a href="http://www.innature.com.my">www.innature.com.my</a> .
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Refer table below.



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	Dato' Simon Foong Choong Heng	Non-Executive Non-Independent Director	55	16	-	-	-	-	71	55	16	-	-	-	-	71
2	Datin Mina Cheah Kim Choo	Executive Director	-	-	-	-	-	-	-	-	-	710	-	28	-	738
3	Molly Fong Hui Sain	Executive Director	-	-	-	-	-	-	-	-	-	696	-	2	-	698
4	Dato' Maznah Binti Abdul Jalil	Independent Director	55	38	-	-	-	-	93	55	38	-	-	-	-	93
5	Tengku Datin Paduka Setia Zata Shah Binti Sultan Sharafuddin Idris Shah	Independent Director	55	27	-	-	-	-	82	55	27	-	-	-	-	82
6	Daryl Foong Chuen Hoe (Alternate Director to Dato' Simon Foong Choong Heng)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	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

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.

<b>Application</b>	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
<b>Explanation on application of the practice</b>	:	Refer table below.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Jennifer Bay Hui Kiang <i>Included salary, bonus, other fixed compensation, benefits, and applicable statutory contribution</i>	Chief Executive Officer	1,050,001-1,100,000	0-50,000	0-50,000	0-50,000	0-50,000	1,050,001-1,100,000
2	Grace Lim Su Ming <i>Included salary, bonus, other fixed compensation, and applicable statutory contribution</i>	Senior General Manager, Malaysia	500,001-550,000	0-50,000	0-50,000	0-50,000	0-50,000	500,001-550,000
3	Jesse Siew Lai Leng <i>Included salary, bonus, other fixed compensation, and applicable statutory contribution</i>	Chief Operating Officer	500,001-550,000	0-50,000	0-50,000	0-50,000	0-50,000	500,001-550,000
4	Mae Chan Nian Mei <i>Included salary, bonus, other fixed compensation, and applicable statutory contribution</i>	Chief Revenue Officer	400,001-450,000	0-50,000	0-50,000	0-50,000	0-50,000	400,001-450,000
5	Chia Cang Yang <i>Included salary, bonus, other fixed compensation, and applicable statutory contribution</i>	Chief Financial Officer	400,001-450,000	0-50,000	0-50,000	0-50,000	0-50,000	400,001-450,000

**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.

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairperson of the Audit and Risk Management Committee ("ARMC") is not the Chairman of the Board. Dato' Simon Foong Choong Heng is the Chairman of the Board, whereas Dato' Maznah Binti Abdul Jalil is the Chairperson of ARMC.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Audit and Risk Management Committee’s Terms of Reference has established that a former audit partner is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit and Risk Management Committee.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Audit and Risk Management Committee has evaluated the suitability and performance of the external auditor based on the criteria set out in the External Auditor Assessment Policy, which included adequacy of the audit firm's resources, quality of service and competency of staff assigned to the audit, independence of external auditor, and costing.</p> <p>The External Auditor Assessment Policy is available at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b> :	Not Adopted
<b>Explanation on adoption of the practice</b> :	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Audit and Risk Management Committee ("ARMC") comprises members from various background as disclosed in the Directors' Profile section of Annual Report 2023.</p> <p>Dato' Maznah Binti Abdul Jalil, the Chairperson of ARMC, has over 3 decades of experience in the field of finance and accounting.</p> <p>All ARMC members are financially literate. In addition, ARMC members undertake continuous professional development to keep themselves abreast of development in various aspects, including development in accounting and auditing standards, practices and rules.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board adopted the Enterprise Risk Management (“ERM”) Framework which outlines the Group’s risks and the process of identifying, assessing, managing, monitoring, and communicating the risk. This ERM Framework is developed based on ISO 31000:2018 Risk Management Guidelines.</p> <p>As part of the risk management process, the Group conducts formal annual risk assessment exercise involving all the risk owners, formally documenting risks, including climate-related risks, which may affect the Group’s business objectives. All existing risks are re-assessed, while new, emerging and changing risks may also be identified. In assessing these risks, each risk is assigned with individual impact and probability rating. All risks will be prioritised based on ratings assigned, and risk owners will evaluate the corresponding response strategies required for risk mitigation purpose. Post-implementation, the risks and response strategies will be continually monitored and reviewed amidst the evolving business landscape. All heads of department are involved in the risk management process, from identification of risks to implementation and monitoring. A summary of risk registers was presented to the ARMC and the Board in February 2024.</p> <p>The Statement on Risk Management and Internal Controls which provides an overview of the state of internal controls within the Company is set out on pages 60 to 64 of the Annual Report 2023.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Features of InNature's risk management and internal control framework are provided in the Statement of Risk Management and Internal Control, pages 60 to 64 of Annual Report 2023.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	The Board established the Audit and Risk Management Committee, which comprises a majority of independent directors, to oversee the Group's risk management processes.

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group outsourced its internal audit function ("IA") to Tricor Axcelasia Sdn Bhd. The IA carries out audit engagements based on the annual audit plan approved by the ARMC, taking into consideration feedback from the Management.</p> <p>IA assesses the selected areas under the audit scope in relation to risk exposure, compliance with the approved policies and procedures, applicable laws and regulations, and where relevant, benchmark against available best practice. For any significant gaps identified during the audit engagements, IA provides recommendations to Management on how to improve the processes and effectiveness of controls, where applicable.</p> <p>For 2023, IA carried out 3 audit engagements on (i) IT Audit and Network Penetration Testing, (ii) LYB Membership – Rewards Management, and (iii) HR – Talent Management. The respective audit findings were presented to the ARMC during the quarterly meetings held on 25 May 2023, 24 August 2023, and 23 November 2023.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The IA is led by Mr Chang Ming Chew, the Executive Director of Tricor Axcelasia who has over 20 years of relevant experience and possess various professional qualifications. He is a member of the Association of Chartered Certified Accountants, a Chartered Accountant and member of the Malaysian Institute of Accountants, a professional member of the Institute of Internal Auditors Malaysia, a Certified Internal Auditor (USA) and he holds the Certification in Risk Management Assurance (USA).</p> <p>In carrying out the IA engagement, Mr Chang is supported by resources of Tricor Axcelasia. The internal audit personnel assigned by Tricor Axcelasia are free from any relationships or conflicts of interest with InNature.</p> <p>The conduct of IA function is guided by the International Professional Practices Framework issued by the Institute of Internal Auditors.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has put in place the Corporate Disclosure Policy to provide guidance on the dissemination of material information. The Corporate Disclosure Policy can be found at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p> <p>The Company engages its stakeholders through various platforms, including the announcements via Bursa Malaysia, disclosures on its website, and engagements through the investor relations function. The Company's investor relations function is led by the Chief Financial Officer. The contact information of investor relations can be found at <a href="http://www.innature.com.my">www.innature.com.my</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Not applicable – Not a Large Company	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company issues the notice of 28th Annual General Meeting (“AGM”) to its shareholders on 28 April 2023, more than 28 days ahead of the AGM on 7 June 2023.	
<b>Explanation for departure</b>	:		
	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		
	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>All directors were present at the 28th Annual General Meeting (“AGM”) broadcast venue on 7 June 2023.</p> <p>Shareholders were allowed to submit questions before or during the AGM. Questions submitted were addressed by the directors and senior management. The questions and answers were recorded in the minutes of AGM which is available at <a href="https://innature.com.my/investor-relations/annual-general-meeting/">https://innature.com.my/investor-relations/annual-general-meeting/</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company held its 28th Annual General Meeting (“AGM”) entirely virtual through live streaming with the broadcast venue at 12th Floor Menara Symphony, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on 7 June 2023. Save for the directors and selected essential individuals, all attendees participated in the AGM via the remote participation and voting facilities.</p> <p>The polling at the 28th AGM was administered by Boardroom Share Registrars Sdn Bhd. The Independent Scrutineer, Sky Corporate Services Sdn Bhd verified the poll results for each resolution, upon which the Chairman of the General Meeting declared that all the resolutions were carried. The poll results were announced through Bursa Malaysia on the same day for the benefit of all shareholders.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<i>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.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The proceedings of the 28th AGM include the Board Chairman’s presentation on the Group’s business and sustainability overview in 2023, and the Chief Financial Officer’s presentation on the Group’s financial performance for 2023.  Before the resolutions were put to vote, there was a 20 minutes Questions & Answers session during which the Chairman of the General Meeting invited shareholders to raise questions through the query box facility.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### 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.

<i>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.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	<p>Pursuant to Securities Commission Malaysia's Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers dated 7 April 2022, the Company held its 28th AGM entirely virtual through live streaming with the broadcast venue at 12th Floor, Menara Symphony, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on 7 June 2023.</p> <p>All attendees to the 28th AGM participated remotely via LUMI, the virtual meeting portal which enabled the shareholders and proxies to participate in the AGM smoothly using either smartphone, tablet, computer or laptop. Verified shareholders or their proxies were provided with a unique access link to attend the 28th AGM prior to the meeting date, and all attendees were allowed to post live questions to the board before the resolutions were put to vote.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	



**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.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The minutes of 28th Annual General Meeting was published on the corporate website within 30 business days after the AGM. The minutes is available at <a href="https://innature.com.my/investor-relations/annual-general-meeting/">https://innature.com.my/investor-relations/annual-general-meeting/</a> .
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT  
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.*

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