

**Prestar Resources Berhad**

**Gender Diversity Policy**

( approved on 24<sup>th</sup> May 2016 @ 68<sup>th</sup> Board Meeting)

**1. INTRODUCTION**

Recommendation 2.2 of the Malaysian Code on Corporate Governance 2012 (“**MCCG 2012**”) recommends that the Board should establish a policy formalising its approach to boardroom diversity. The Board is pleased to set out below its approach to boardroom diversity through its Nomination Committee (“**NC**”) which take steps to ensure that women candidate are sought as part of its recruitment exercise.

**2. PRINCIPLES OF THE GENDER DIVERSITY POLICY**

As part of the continuous efforts in sustaining the Company’s competitive advantages, the Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential and important element

Diversity encompasses various areas such as gender, age, ethnicity and cultural background. A well diversified Board will inculcate and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible, it should be balanced appropriately. All Board members’ appointments are made on merit basis, in the context of the skills and experience the Board as a whole requires to be effective.

The NC will review and assess the Board composition on behalf of the Board and recommends the appointment of new Directors. In reviewing the Board’s composition, the NC will consider the benefits of all diversity aspects, in order to maintain an appropriate range and balance of skills, experience and background on the Board. In identifying suitable candidates for appointment to the Board, the NC will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the NC will consider the balance of skills, experience, independence and knowledge on the Board and the diversity representation of the Board.

**3. MEASURES ON GENDER DIVERSITY**

To pursue the objectives of gender diversity, the Board would take into consideration the following measures:

- The NC is responsible in ensuring that gender diversity objectives are adopted in Board recruitment and succession planning processes.
- The NC will shortlist the potential women candidate based on the following criterias:-

- skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of the candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors;
- The Company shall adopt a more accommodating boardroom culture and environment that is free from harassments and discriminations, in order to attract and retain women participation on the Board.
  - To avoid mismatch and ineffective appointment of the female Directors, the Company does not set any specific target for female Directors in the Gender Diversity Policy and will actively work towards having more female Directors on the Board.

#### **4. MONITORING**

The Board, through NC, will monitor the scope and applicability of this policy, from time to time on the progress of achieving the objectives.

#### **5. REPORTING**

Pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on the disclosure of Statement on Corporate Governance based on the MCCG 2012 in the Annual Report, the Board will disclose in the Annual Report its gender diversity policies and the proportion of women participation at Board level.

**May 2016**