



**TERMS OF REFERENCE OF  
BOARD INFORMATION TECHNOLOGY COMMITTEE (“BITC”)  
BANK ISLAM MALAYSIA BERHAD (“Bank Islam” or “The Bank”)**

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**1. Introduction**

The Board Information Technology Committee (“BITC” or “the Committee”) is a Committee of the Board. The BITC is to assist the Board in overseeing the implementation of strategies of Information Technology (“IT”) and digitalisation activities including e-banking initiatives of the Bank.

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**2. Authority**

The Committee shall have the authority to deliberate and approve on matters within its primary duties and responsibilities in line with the Authority Limits document or such limits as may be determined by the Board of Directors from time to time. During the discharge of such duties, the Committee shall have:-

- (a) Access to the full company records, properties and personnel.
  - (b) Independent professional advice and expertise necessary to perform its duties.
  - (c) Access to advice and services of any officers of the IT Division, Information Security & Governance Department, Digital Banking Department and Risk Management Division.
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**3. Primary Duties and Responsibilities**

- (a) Review and recommend to the Board, strategies, policies and framework related to IT and digitalisation activities including e-banking services;
  - (b) Review and recommend to the Board, IT Security blue print in line with the security strategies of the Bank;
  - (c) Review any proposals relating to IT and digitalisation initiatives and e-banking product and services before recommending to the Board;
  - (d) Review and monitor the implementation of IT and digitalisation initiatives/projects undertaken by the Bank to ensure it is in line with the Bank’s strategies and policies;
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(e) Review and recommend to the Board any appointment of such person, consultants or advisors to undertake any specific projects or assignments in relation to the Bank’s IT or digitalisation initiatives/projects; and

(f) Undertake such other duties and responsibilities as determined by the Board of Directors of the Bank.

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**4. Composition**

(a) The Committee members shall be appointed by the Board and shall comprise of a Chairman and at least two (2) members.

(b) The Chairman of the Committee shall be an independent non-executive director.

(c) Any officer of the Bank shall attend the Committee meeting as and when considered appropriate by the Committee.

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**5. Secretary**

The Secretary shall be the Company Secretary of the Bank or such other person as appointed by the Committee.

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**6. Frequency of meetings**

The Committee shall meet not less than four (4) times a year, with additional meetings for particular matters, as and when required.

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**7. Notice of Meetings**

(a) Unless otherwise agreed by the members, the notice for each meeting confirming the venue, date and time together with the agenda of the meetings shall be forwarded to each member of the Committee at least three (3) days prior to the date of the meeting.

(b) In addition to the scheduled meeting, the Secretary shall convene any special meeting upon receipt of request from the Chairman/directors by giving due notice.

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**8. Quorum for meetings**

- (a) The quorum for meeting shall be at least 50% of the total members.
  - (b) In the event the Chairman is unable to attend the Committee meeting, the members present may elect any one of the independent directors present (who is not the Chairman of the Board) to be the Chairman of the meeting.
  - (c) A member of the Committee shall abstain from participating in discussions and decisions on matters directly involving him and shall not be counted for the purpose of determining a quorum.
  - (d) Any member who participates in the meeting via tele-conferencing device shall be counted for the purpose of determining a quorum.
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**9. Decision-Making**

All decisions and/or approvals are to be made on unanimous basis, whilst always adhering to the quorum for meeting.

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**10. Attendance**

Each member of the Committee is required to attend at least 75% of the Committee meetings held in each financial year.

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**11. Circular Resolution**

- (a) Decision by the Committee may be made via circular resolution.
  - (b) Decision made via circular resolution is deemed effective after being executed by all members of the Committee, who are present in Malaysia.
  - (c) All decisions and/or approvals made via circular resolution shall be presented at the subsequent Committee meeting for notation.
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**12. Minutes of Meetings**

- (a) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee. The minutes must record the decisions of the Committee, including the key deliberations, rationale for each decision made, and any significant concerns or dissenting views. The minutes must also indicate whether any member abstained from voting or excused himself from deliberating on a particular matter.
  - (b) Minutes of meetings shall be submitted to the Board for notification in such format as determined by the Board.
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**13. Review of the Terms of Reference**

The Board of Directors may review the Terms of Reference of the Committee once every two years or as and when is necessary.

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