Appendix A

Schedule of Matters reserved for the Board's decision making:

No.	Matters	Recommendation from
	Budget, Contracts and Business Development Matters	
1.	Strategic planning, direction and oversight of the Manager's business, governance, compliance, management and operational structures	Executive Committee ("EXCO")
2.	Annual budget for the Manager and Axis-REIT	EXCO
3.	Capital expenditure of RM1.0 million and above	EXCO
4.	Proposed new business ventures, expansion plans, restructuring schemes, divestment or winding down proposals (all restricted to the management of Axis-REIT)	EXCO
5.	Investment proposals - acquisition of real estate, development projects, acquisition of shares in any company/special purpose vehicle holding real estate, or any investment involving capital outlay	EXCO
6.	Divestment of existing real estate in the property portfolio of Axis-REIT	EXCO
7.	Contracts, arrangements or transactions (other than those stated in 5 above) which are not in the ordinary course of business of the Manager	EXCO
	Financial Matters	
8.	Financing/funding proposals under capital management strategy	EXCO
9.	Proposed change to the capital structure of the Manager or corporate status of the Manager (subject to compliance with the applicable laws relating to the Manager's capacity as the management company of Axis-REIT)	EXCO
10.	Financial reporting (quarterly and annual), disclosures, submissions, reports (including annual financial reports)	Audit Committee ("AC")
11.	Adoption of significant change in accounting policies and practices	EXCO/AC
12.	Change in distribution policy of Axis-REIT	EXCO
	Risk Management, Internal Controls & Sustainability Matters	
13.	Risk management framework and system of internal control of the Manager in managing Axis-REIT	AC
14.	Sustainability risks and opportunities, including climate-related matters and sustainability policies and practices of the Manager in managing Axis-REIT	EXCO/AC

	Litigation Matters	
15.	Legal actions or recommendation for alternative dispute mechanism in relation to all litigation matters involving the Manager or Axis-REIT as defendant	EXCO
16.	Legal actions to be taken by the Manager or Axis-REIT in relation to all litigation matters involving the Manager or Axis-REIT as plaintiff	EXCO
	Appointments and Structure Matters	
17.	Board and Board Committee membership and appointment and removal matters in respect of Board or Board Committee seats or the position of the Chairman, Deputy Chairman, Chief Executive Officer or Senior Independent Non-Executive Director	Nomination Committee ("NC")
18.	Appointment and removal of the Company Secretary	NC
19.	Annual Assessment of Board, Board Committees and individual Directors	NC
20.	Succession planning of the Board	NC
	Remuneration Matters	
21.	Remuneration policy and framework of the Manager	Remuneration Committee ("RC")
22.	Remuneration packages of the Directors, Executive Directors and Chief Executive Officer	RC
	Others	
23.	Corporate governance framework and practices	Relevant Board Committee
24.	Corporate policies and statements	Relevant Board Committee
25.	Annual Reports and/or Integrated Annual Reports including the respective reports therein	Relevant Board Committee

Notes:
All other matters not specifically reserved under the schedule of matters above are delegated to the EXCO and/or the CEO excluding those specific matters delegated by the Board to the respective Board Committees as stipulated in their Terms of Reference (as approved from time to time)