

Terms of Reference (ToR) – Nomination Committee

(In compliance with Regulation 29 of the Listed Companies (Code of Corporate Governance) Regulations, 2019)

1. Constitution

The Nomination Committee (“the Committee”) is constituted by the Board of Directors in accordance with Regulation 29 of the CCG Regulations, 2019.

2. Composition

- Minimum **three Board members**, all **non-executive directors**.
- Company Secretary to be secretary of the committee.

3. Quorum

- A quorum shall consist of a **majority of members**.

4. Frequency of Meetings

- At least **once a year**, or more frequently as necessary.

5. Duties and Responsibilities

- Evaluate structure, size, diversity, and skills of the Board.
- Identify, assess, and recommend suitable candidates for board and committee seats.
- Monitor and recommend board and senior management succession planning.

6. Reporting Responsibilities

- Report findings and recommendations to the Board.

7. Authority

The Committee is authorized to:

- Access any employee, document, or information necessary
- Obtain independent professional advice on matters

8. Review of Terms

- These ToR shall be reviewed **once every three years** or earlier as needed, subject to Board approval.