



**GLOMAC BERHAD**

[Registration No. 198301015139 (110532-M)]

**Terms of Reference of the Nomination Committee**

**1. Composition**

- i) The Nomination Committee shall comprise at least three (3) Non-Executive Directors, a majority of whom are Independent Directors.
- ii) The chair of the Nomination Committee should be the senior independent director identified by the Board.
- iii) In the event of any vacancy in the Nomination Committee, the Board of Directors shall, within three (3) months of that event, fill the vacancy.

**2. Meetings and Quorum**

- i) The Nomination Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Chairman of the Nomination Committee.
- ii) The quorum for any meeting shall be two (2) members, of which the majority must be Independent Directors.
- iii) Circular Resolutions signed by all members shall be valid and effective as if it had been passed at the meeting of the Nomination Committee meeting.
- iv) The Chairman of the Nomination Committee shall report on its activities to the Board.

**3. Secretary to Committee and Minutes**

The Company Secretary shall be the secretary of the Nomination Committee and as a reporting procedure the minutes shall be circulated to all members of the Board.

#### **4. Authority**

- i) The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee for the purpose of discharging its functions and responsibilities.
- ii) The Committee is also authorised to obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

#### **5. Duties and Responsibilities**

The duties and responsibilities of the Nomination Committee shall be:

- i) To identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise. In identifying Board candidates, the Nomination Committee may refer to sources from existing Board members, major shareholders of the Company, independent search firms as well as available directories of corporate director. In making its recommendations, the Nomination Committee shall also assess and consider the following attributes or factors and be guided by the Directors' Fit and Proper Policy:-
  - Skills, knowledge, expertise;
  - Professionalism;
  - Commitment (time commitment) to effectively discharge his/her role as a Director with due diligence;
  - Contribution and performance;
  - Background, character, integrity and competence;
  - The existing number of directorships held by the candidate;
  - Boardroom diversity including gender diversity; and
  - The size of the Board.
- ii) To make recommendations to the Board on the Directors to fill the seats of Board Committees;
- iii) To assess the eligibility of the Directors who are reappointed arising from a casual vacancy or retire by rotation and subjected to re-appointment at the Company's annual general meetings;
- iv) To assist the Board in reviewing on an annual basis the required mix of skills and experience and diversity, including gender, where appropriate, of the Directors of the Board/Board Committees;
- v) To recommend the appropriate Board balance and size of non-executive participation;

- vi) To establish procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member including Independent Non-Executive Directors as well as the Group Managing Director/Chief Executive Officer. The assessments and evaluations are properly documented;
- vii) To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their Terms of Reference.
- viii) To assess the attendance and continuous professional development needs of the Directors;
- ix) To review and make recommendations to the Board on succession planning policies for the Board and Senior Management; and
- x) To assess annually the independence of the Independent Non-Executive Directors.