YINSON HOLDINGS BERHAD

Nominating

POLICY & PROCEDURE

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Revision Details

Rev. No.	Section	Details
01	All	Nominating Policy & Procedure created.
02	4.1.15	Amendment that the independent director must be re-designated as a Non-Independent Non-Executive Director after twelfth (12) year and deletion of a two-tier voting process.
	4.2.1	Insertion that Board evaluation shall be facilitated by independent experts periodically or as and when required, to facilitate objective and candid board evaluations.
03	1, 2, 3, 5 and 6	▪ Amendments to nominating policies adopted by Yinson Group ▪ Inclusion of "ownership" and "abbreviations & definitions" section ▪ Inclusion of senior management into selection criteria and process/procedure under nomination of Directors and senior management ▪ Amendments to evaluation criteria for existing Directors and evaluation process/procedure under annual evaluation of existing Directors

1 PURPOSE AND PRINCIPLES

1.1 The Nominating Policy & Procedure ("Policy & Procedure") of Yinson Holdings Berhad ("YHB" or "Company") and its subsidiaries ("YHB Group" or "Group") sets out the nominating principles and framework, provide a guide to identify, evaluate, and recommend candidates for the Board, Board committees and senior management of YHB and formulate criteria for performance evaluation of its Directors, Board and Board committee as a whole.

1.2 The Board of Directors of the Company ("Board") recognises the importance of having Board decisions being made objectively in the best interests of the Company taking into account diverse perspectives and insights and accordingly, this Policy & Procedure is designed with the aim to support the Company in creating and nurturing a diverse leadership team that could effectively formulate, manage and execute its strategies and enhances the overalls credibility of the Group.

1.3 The following nominating policies have been adopted by Yinson Group, to ensure the Board and senior management comprised of individuals who are best able to discharge their responsibilities, and the nomination and performance evaluation process are equitable and transparent:

- Ensure the Board and senior management has a sufficient size with the appropriate balance of skill and experience to meet YHB Group's present and future needs;
- Ensure adequate diversity in the Board and senior management, in skills, experience, age, gender, cultural background/nationality and independence;
- Ensure the composition of the Board and Board Committees at all times adhere to the standards of independence promulgated by Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and guided by the best practices in the Malaysian Code on Corporate Governance 2021 ("MCCG");
- Ensure YHB Group establish clear and appropriate selection criteria for membership on the Board and senior management;
- Ensure continued improvement on directors and senior management's performance through effective trainings to enable each individual contributes as part of the Board team, to the effectiveness of the Board;
- Review the succession plan in place for the Board and senior management and undertake the evaluation of potential successors with the Board and senior management for continuation of operation; and
- Ensure appropriate disclosure to shareholders, and all statutory and regulatory obligation are complied by YHB Group.

2 OWNERSHIP

Approver: Board of Director, YHB

- This document shall not be altered without the Approver signature.

Checker: Lim Chern Yuan, Group Chief Executive Officer (Group CEO)

The Corporate Document Controller, reporting to the Head of Risk & Compliance, shall be the maintenance owner of the YHB CIMS and its associated Master Document Register ensuring compliance with laws and regulations, formats, coding conventions, content, review cycles, records, signoff, and revision coding.

2.1 Continuous Improvement.

This procedure is a 'live' document and will undergo periodic review and assessment of its effectiveness and where necessary alignment will be performed.

3 ABBREVIATIONS & DEFINITIONS

Board	Board of Directors
Bursa Securities	Bursa Malaysia Securities Berhad
MCCG	Malaysian Code on Corporate Governance 2021
MMLR	Main Market Listing Requirements
"NRC" or "Committee"	Nominating and Remuneration Committee
Policy & Procedure	Nominating Policy & Procedure
"YHB" or "Company"	Yinson Holdings Berhad
"YHB Group" or "Group"	YHB and its subsidiaries

4 NOMINATING AND REMUNERATION COMMITTEE

4.1 The Nominating and Remuneration Committee ("NRC" or "Committee") is guided by its Terms of Reference approved by the Board which responsible to identify and recommend to the Board the candidates for the Board, Board committees and senior management of the Company should there be any vacancy arises or needs to appoint additional positions with the required skill or profession in order to close the competency gap in the Board and senior management.

4.2 The NRC Terms of Reference defines the scope of responsibilities, duties and authority of the NRC. It provides the governance frameworks of the NRC, for the effective functioning of the Board to meet the needs of YHB and to reflect the objectives and cultures of YHB Group.

5 NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT

5.1 Selection Criteria

NRC shall take into account the following criteria, when identifying individuals qualified to fill vacant positions:

5.1.1 Candidates must possess competencies, integrity and leadership skills required to direct and oversee the Company's management in the best interests of its shareholders, customers, employees, communities it serves and other stakeholders;

5.1.2 The suitability of the candidates would be based on the current needs of the Company, the Board and senior management, including but not limited to specific business and financial expertise, to enhance the quality of decision making. Experience as a director of public companies would be an added advantage;

5.1.3 The nationality, ethnicity, age, gender, culture and socio-economic background of candidates to achieve diversity in the Boardroom and senior management, and consequently, better decisions and performance for the Company;

5.1.4 Candidates for Boardroom should be enthusiastic and excited about their service on the Board, willing to regularly attend Board and Board committees' meetings, participate in Board's development programs, develop a strong understanding of the Company, its businesses and requirements, contribute their time and knowledge to the Company and be prepared to exercise their duties with skill and care to create value for the shareholders and stakeholders;

5.1.5 Candidates for Boardroom should declare their number of directorship held in other listed companies and/or external appointments, and indicate their willingness to allocate sufficient time and commitment to the Company; and

5.1.6 Independent directors should be free of any relationship with the Company or its management that may impair, or appear to impair, the director's ability to make independent and objective judgments. Independent directors must satisfy the definition and criteria for independence established by the MMLR and MCCG. No individual or group of individuals should dominate the Board, to ensure the interests of minority shareholders are safeguarded.

5.2 Selection Process/ Procedure

NRC shall follow the following selection process/ procedure in recommending suitable candidate(s) for appointment as new director(s) or senior management, for Board's approval:

5.2.1 NRC will analyse and identify needs of the Board/ senior management;

5.2.2 Potential candidates for Boardroom shall be solicited by the NRC from sources deemed reasonable by the NRC or nominating by shareholders and additionally, non-executive director(s) shall be solicited from a variety of approaches and sources such as, directors'

registry, open advertisements or independent search firms or any other avenues which the NRC deemed fit and appropriate to search for the most suitable candidates;

5.2.3 Shortlisted candidates for Boardroom will be interviewed by the NRC to assess their interest, capability and suitability to serve on the Board and Board committees; Shortlisted candidates for senior management will be interviewed by the Group Chief Executive Officer and Management Committee to assess their interest, capability and suitability to serve on the senior management team;

5.2.4 NRC will nominate and make a formal recommendation of the successful candidate for appointment on the Board. Board committees and senior management, where appropriate, for Board's consideration and approval;

5.2.5 Appointment process will be carried out upon Board's approval; and

5.2.6 Induction program will be conducted for new Director(s) and senior management.

6 ANNUAL EVALUATION OF EXISTING DIRECTORS

6.1 Evaluation Criteria for Existing Directors

NRC will conduct an annual evaluation on the existing directors based on the following criteria:

6.1.1 Understanding the Company's values, mission and strategic and business plans and reflect this understanding on key issues throughout the year;

6.1.2 Possess integrity, commitment, and ethics to behave honestly in all dealings and act honorably at all times;

6.1.3 Ability to ensure Company's performance and conformance to the MCCG, MMLR and other statutory and regulatory requirements, vis a vis; understanding the application of the principles for good governance and the role of the director; and add value to the organisation, within the context of the stakeholders' interests;

6.1.4 Ability to understand the potential impact on the organisation of trends, opportunities, issues and events, manage priorities and develop the optimum response consistent with the strategic capabilities of the business;

6.1.5 Proven business acumen and ability to contribute to the organisation, to create significant shareholders' value and increase shareholders' wealth;

6.1.6 Ability to understand situations or key information to identify principal issues, use experience and sound judgement to make appropriate decisions;

6.1.7 Be a team player and interacts well with fellow Board members and the management team and actively participate in the activities of the Board;

6.1.8 Express oneself clearly and effectively, both in written and oral communications, with ability to listen and absorb information, express ideas and opinions in a way that ensures the message gets across effectively and is appropriate to the audience, the situation and medium;

6.1.9 Ability to inspire commitment to the organisation's vision and values, through the provision of consistent and clear message to all stakeholders;

6.1.10 Must at least fulfil the minimum attendance at Board Meetings requirement set by the MMLR;

6.1.11 Must not hold more than five (5) directorships in listed issuers pursuant to the MMLR;

6.1.12 Ability to devote/ allocate sufficient time and commitment to the Company for performance of duties effectively;

6.1.13 Ability to keep abreast of changes and future developments in the global economy, current development in business environment and devote sufficient time for attendance of appropriate training programmes annually;

6.1.14 Ability of independent directors in contributing independent and objective judgements to the Board;

6.1.15 Independent director must satisfy the definition and criteria for independence established by the MCCG and MMLR and can continue to bring independent and objective judgement to Board deliberations. The tenure of an independent director should not exceed a term limit of nine (9) years. In the event of any retention, it will be as follows:

- in the capacity of a non-independent director; or
- independent director is subject to shareholders' approval through a two-tier voting process at every annual general meeting with strong justification;

6.1.16 The position of Chairman of the Company and CEO should be held by different individuals and:

- the Chairman of the Company shall be a non-executive and independent director of the Company; or
- the Board shall comprise a majority of independent directors where the Chairman of the Company is not an independent director; or
- the Board adopted an alternative approach to meet the intended outcome of MCCG that Board decisions are made objectively in the best interest of the company, taking into account diverse perspectives and insights;

6.1.17 Ability to achieve the sustainability targets in addressing the Company's material sustainability risks and opportunities;

6.1.18 Possess forward looking considerations, such as mapping current board competencies against those required, to drive the company's future strategies; and

6.1.19 Composition of the Board is refreshed periodically by reviewing current composition of the Board, tenure of each director and the need to bring new skills and perspective to the boardroom.

6.2 Evaluation Process/ Procedure

NRC shall follow the following process/ procedure in evaluating the performance of Director, Board and Board committees.

6.2.1 Board members to undertake a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committee and individual Directors using the following form(s)/checklist for evaluation adopted by the Board:

- Directors' Self and Peer Evaluation (Assessment) Form;
- Audit Committee Members' Self and Peer Evaluation (Assessment) Form;
- Board and Board Committees Evaluation (Assessment) Form; and
- Independent Directors' Self Evaluation (Assessment) Form.

Board evaluation shall be facilitated by independent experts at least once every three years, to facilitate objective and candid board evaluations.

6.2.2 Summary of Individual Director Evaluation and Summary of Assessment of Board and Board Committees shall be tabled to NRC for review and assessment.

6.2.3 NRC having review and assess the performance of Directors, effectiveness of the Board and Board Committees as a whole and performance of members of Board Committees, will recommend action plans for improvement based on outcome of the aforesaid assessments to Board for consideration and approval.

6.2.4 NRC will recommend to the Board for approval on the re-election/ re-appointment of Directors at the Annual General Meetings pursuant to the Constitution of the Company.

7 CORPORATE GOVERNANCE

7.1 Disclosure on diversity targets and policies, selection and appointment process, performance evaluation on the Board, training attended by directors and key activities of NRC shall be made in the corporate governance overview statement of the Company's Annual Report. Relevant disclosure on how the Company has applied each practice in the MCCG shall also be made in the corporate governance report to Bursa Securities pursuant to Paragraph 15.25 of MMLR.

8 REVIEW AND REVISION OF THE POLICY & PROCEDURE

8.1 The Board is responsible for approving and issuance of the Policy & Procedure. The Policy & Procedure will be reviewed periodically or as and when required by the NRC and recommendation be made to the Board for approval on any revision.