

**MENTIGA CORPORATION BERHAD**  
(Company No: 10289-K)

**REVISED TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

**1.0 PURPOSE**

The Nomination Committee (“NC or “the Committee”) is established as a committee of the Mentiga Corporation Berhad (“MCB” or “the Company”) Board of Directors (“the Board”) with the following primary objectives:

- a) to conduct regular review of the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors of the Company;
- b) to identify candidates suitably qualified to become Board members and recommends to the Board , candidates for all directorships in the Company and Group to be filled by the shareholders or the Board. In making its recommendations, the Committee should consider the candidates:-
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of independent non-executive directors, the Committee should also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- c) to consider and make recommendations on candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive;
- d) to recommend directors to fill the seats on board committees; and
- e) to make recommendations on the nomination policy, succession planning framework, talent management, training programmes and/or any other related matters for Directors and senior management and to oversee succession planning for the Board Chairman and directors.

**2.0 MEMBERSHIP**

- 2.1 The Committee shall be appointed by the Board and shall consist wholly or mainly of non-executive directors where a majority of whom shall be independent Directors.
- 2.2 The Committee shall comprise no fewer than three (3) members.
- 2.3 No Alternate Director shall be appointed as a member of the Committee.

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- 2.4 The appointment of a Committee member shall automatically be terminated if the member ceases for any cause to be director, or as determined by the Board.
- 2.5 The Chairman of the Committee shall be appointed by the Board amongst the Committee members and may, if so appointed and there is amongst the Committee members be the Senior Independent Director or such other Independent Director of the Company.
- 2.6 In the absence of the Chairman of the Committee, the members present shall elect one of their number to chair the meeting.
- 2.7 If a member of the Committee resigns, dies, is incapacitated or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months appoint such number of new members as may be required to make up the minimum of three (3) members.

**3.0 MEETINGS**

**3.1 Frequency**

- 3.1.1 The Committee shall meet at least once a year and at such other times as the Chairman of the Committee considers necessary or appropriate; and
- 3.1.2 Circular Resolutions signed by all the members shall be valid and effective as if it had been passed at a meeting of the Committee.

**3.2 Quorum**

A quorum shall be two (2) members, of which one should be an independent director.

**3.3 Secretary**

The Company Secretary shall be the Secretary of the Committee or in his absence, another person authorised by the Chairman of the Committee.

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**3.4 Attendance**

Where there is a specific need for information or clarification on any matters, other Directors, key executives and employees or other experts or consultants if required may attend any particular meeting only at the Committee's invitation.

**3.5 Reporting Procedure**

3.5.1 The minutes of each meeting shall be available to all members of the Board upon request.

3.5.2 The Committee, through its Chairman, shall report to the Board at the next Board meeting after each Committee meeting.

3.5.3 The Committee shall compile a report to shareholders on its own activities to be included in the Company's Annual Report.

**3.6 Meeting Procedure**

The Committee shall regulate its own procedure, in particular:-

- (a) the calling of meetings;
- (b) the notice to be given of such meetings:-
  - i) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than seven (7) calendar days before the date of the meeting; and
  - ii) Reasonable time should be given for the Committee members and to other attendees as appropriate, to consider all relevant papers and materials prior to the Committee meeting.
- (c) the voting and proceedings of such meetings:
  - i) For the avoidance of conflict of interest, a member of the Committee shall abstain from participating in discussions and decisions on any matters involving him/her; and

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- ii) Matters arising at any meeting shall be decided by a majority vote of the members present, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a second or casting vote. However, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman of the Committee will not have the second or casting vote.
  
- (d) the keeping of minutes - The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. The minutes of the Committee, when approved by the Committee, should be circulated to the Board; and
  
- (e) the custody, production and inspection of such minutes.

**4.0 RIGHTS**

The Committee in performing its duties shall in accordance with a procedure to be determined by the Board of Directors:

- (a) have the resources which are required to perform its duties;
- (b) have full and unrestricted access to any information pertaining to the Company;
- (c) be able to obtain independent professional advice, at the expense of the Company, in carrying out their duties; and
- (d) be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

**5.0 FUNCTIONS**

The Committee shall, amongst others, discharge the following functions:

**5.1 Assessment of Board Composition**

- (a) to establish a Boardroom diversity policy (including diversity in gender, nationality, age, culture, socio-economic background, skills, experience and independence).

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- (b) to review annually and recommend to the Board with regards to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experience, other qualities, core competencies which the non-executive directors should bring to the Board;
- (c) to consider and recommend any policy regarding the period of service of Non-Executive Directors, tenure of Independent Directors and the term of office of Board Committee members, including Chairmen of Board Committees; and
- (d) to periodically review the term of office, and terms of reference of all Board Committees, assisted by the Company Secretary.

**5.2 Appointments**

- (a) to develop and review the criteria for recruitment of suitable candidates to serve on the Board and Board Committees (including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board) having regards to the leadership and diverse needs of the Company;
- (b) to consider and recommend to the Board the composition of the Board which must comprise at least half of Independent Directors.
- (c) to consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the NC shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
- (d) to ensure that a formal letter of appointment is provided to the Non-Executive Directors upon appointment to the Board, setting out clearly the expected time commitment, Board Committee involvement, involvement outside Board meetings and protocol for accepting new Directorships.
- (e) Appointment of Key Senior Management Positions<sup>1</sup>:
  - to review and recommend to the Board the appointment, evaluation, resignation and termination of the Group Chief Executive Officer or

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any position equivalent to it (“GCEO”) and the Group’s key senior management.

- In the case of Group Chief Financial Officer position, the NC shall interview the candidate(s) as part of the review process.
- to ensure that appointments of the GCEO and the key senior management are based on objective criteria, merit with due regard for skills, experience, age, cultural background and gender.

**5.3 Retirement and Re-election**

- (a) to evaluate and recommend to the Board for re-election or otherwise, Directors who are retiring pursuant to the Constitution of the Company having regards to their performance and contribution to the Company.
- (b) to evaluate the performance of Executive Director, GCEO and other key senior management and to make recommendation or otherwise on the renewal of their contracts.

**5.4 Succession Planning**

- (a) to oversee the succession planning for the Board Chairman and Directors.

**5.5 Annual Performance Assessment**

- (a) to establish procedures and implement processes towards carrying of an annual assessment of the effectiveness of the Board as a whole and each Board Committee (including its size and composition) and independence of Independent Directors, as well as the contribution of each individual Director. The method/approach of the assessment and outcome of the evaluation shall be documented and kept in the custody of the Company Secretary.
- (b) to develop the criteria for evaluating the Board’s, and Board Committees’ and each individual Director’s performance with regards to the required mix of skills and experience, including core competences.
- (c) to ensure the conduct of Board evaluation on annual basis.

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- (d) to ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.
- (e) to review the terms of office and performance of the Audit Committee ("AC") and each of its members annually to determine whether the AC and its members have carried out the duties in accordance with its terms of reference. The views of the Chairman of the AC will be sought in the assessment of the performance of members of the AC, other than of the Chairman himself/herself.

**5.6 Training and Development**

- (a) to ensure a suitable orientation and training programmes is in place to continuously train and equip new and existing Directors.

**5.7 To ensure the copy of this terms of reference is made available in the Company's website.**

**5.8 To carry out such other functions as may be agreed to by the Committee and the Board of Directors.**

**6.0 REVIEW OF THE TERMS OF REFERENCE ("TOR")**

- 6.1 The TOR of the Committee must be reviewed annually and recommendations on its changes, where required, be made to the Board for its approval.

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**Note:**

<sup>1</sup> Key Senior Management (“KSM”)

KSM shall mean Chief Executive Officer, Chief Financial Officer and Head of Plantation and such direct reports to the GCEO.