



**Eurospan Holdings Berhad
199501022724 (351927-M)**

TERMS OF REFERENCE

NOMINATING COMMITTEE

Membership

- (i) The members of the Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are Independent Non-Executive Directors.
- (ii) The Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.

Secretary

The Secretary of the Company or any other person so appointed by the Committee from time to time shall be the Secretary of the Committee.

Attendance

Other Directors, members of senior management and any other person(s) deemed appropriate may be invited to attend meetings as necessary to make recommendations and to assist in its deliberations.

Meetings

The Committee shall meet at least once a year. Additional meetings may be held as and when necessary. The meeting of the Committee may be conducted by means of video or telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such meeting signed by the Chairman shall be conclusive evidence of any meeting conducted as aforesaid.

The quorum of a meeting of the Committee shall be at least two members.

All resolutions at a meeting of the Committee shall be passed by a simple majority vote, each member having one vote. A resolution in writing, signed by all the members of the Committee shall be as effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

The minutes of meetings of the Committee shall be circulated to all members of the Board.

Authority

The Committee shall have access to resources and information within the group as deemed appropriate for the discharge of its responsibilities. The Committee may, with the approval of the Board, appoint professional advisers and seek appropriate professional advice in furtherance of its duties.

Duties

- (i) To assess and recommend to the Board all candidates for directorships to be filled by the shareholders, the Board or any other stakeholder.
- (ii) To assess the contribution of each individual Director, the effectiveness of the Board as a whole and the Committees of the Board.
- (iii) To review the required mix of skills, experience, gender diversity and other qualities, including core competencies, of the members of the Board.
- (iv) To review and assess the independence of Independent Directors on the Board.
- (v) To review the terms of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.
- (vi) To review the size of the Board with an aim to ensuring a fair representation of the shareholders on the Board and determining the impact of the number upon its effectiveness.
- (vii) To review the balance of Executive and Non-Executive Directors (including Independent Directors) with an aim to achieving a balance of views on the Board.
- (viii) To develop, maintain and review the criteria to be used in the recruitment of new Directors to the Board and the annual assessment of Directors.
- (ix) To assess and recommend to the Board Directors to fill the seats on Board Committees.
- (x) To recommend the Directors for re-election/re-appointment by shareholders at Annual General Meetings.
- (xi) To review the induction and training needs of Directors.
- (xii) To review the structure and framework of the Group's succession planning.
- (xiii) To consider matters as referred to the Committee by the Board or other matters that the Committee considers to be appropriate.