

WEGMANS HOLDINGS BERHAD
(Company No.:1219319-D)

TERMS OF REFERENCE OF NOMINATING COMMITTEE (“NC”)
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1. MEMBERSHIP AND COMPOSITION

- 1.1 The NC shall have at least three (3) members, all of whom shall be exclusively of non-executive directors, a majority of whom must be independent.
- (a) The quorum for the NC shall be two (2) members, a majority of whom shall be Independent Non-Executive Directors.
 - (b) The Chairman and members of the NC shall be appointed by the Board.
 - (c) The appointment of a NC member terminates when the member ceases to be a Director, or as determined by the Board.
 - (d) Where the members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such member or new members as may be required to make up the minimum number of three (3) members.

2. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the NC are as follows:

- 2.1 To consider, evaluate and recommend to the Board, candidates for directorships and Board Committee members. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:
- (a) size, composition, mix of skills, competencies, expertise, experience, potential conflict of interests, level of commitment and performance which may contribute to the existing Board and Company;
 - (b) the appropriate number of Independent Directors to fairly reflect the interests of minority shareholders and that Independent Directors should make up at least one-third (1/3) of the membership of the Board; and
 - (c) the best practices of the Code 2017 which stipulates that Non-Executive Directors should be persons of caliber, credibility and have the necessary skill and experience to bring an independent judgment on issues considered by the Board.
- 2.2 To review annually and recommend to the Board with regard to the structure, size, balance, composition of the Board and board diversity (including gender, ethnicity and age diversity) and Committees including the required mix of skills and experience, core competencies which non-executive directors should bring to the Board and other qualities to function effectively and efficiently;
- 2.3 To evaluate on an annual basis, the effectiveness of the Board as a whole, the Board Committees and each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees;
- 2.4 To recommend to the Board whether Directors who are retiring by rotation should be put forward for re-election/reappointment at annual general meetings;

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2. RESPONSIBILITIES AND DUTIES (CONT’D)

- 2.5 To review the term of office and performance of all the Board Committees, particularly the Audit and Risk Management Committee and each of its members annually to determine whether such Audit and Risk Management Committee and members have carried out their duties in accordance with their Term of Reference.
- 2.6 To assess the independence of the Independent Directors annually, and when any new interest or relationship develops and confirm the conduct of this assessment in the annual report of the Company and in any notice convening a general meeting seeking approval for the appointment or re-appointment of Independent Directors.
- 2.7 To review the fulfillment of directors’ training and disclose details in the annual report as appropriate.
- 2.8 To review with the MD and the Executive Directors, their goals and objectives and to assess their performance against these objectives as well as their contribution to the corporate strategy;
- 2.9 To consider other matters as referred to the NC by the Board.

3. MEETINGS AND ATTENDANCE

- 3.1 The NC shall meet as and when required upon request by the members, provided that the NC shall meet at least once a year.
- 3.2 The NC may have access to such information and advice, both from within the Company and externally, as it deems necessary or appropriate at the cost of the Company. The NC may request other Directors, members of management, counsels, consultants as applicable to participate in NC meetings, as necessary, to carry out the NRC’s responsibilities.
- 3.3 The Company Secretary shall be the secretary of the NC and shall provide the necessary administrative and secretarial services for the effective functioning of the NC. The draft minutes shall be circulated to the NC members for comment and the signed minutes shall be tabled at the subsequent Board Meeting.
- 3.4 Attendance at a meeting may be by being present in person or by participating in the meeting by means of video or teleconference.
- 3.6 The NC may deal with matter by way of circular resolutions in lieu of convening a formal meeting for exceptional circumstances.
- 3.7 All recommendations of the NC shall be submitted to the Board for approval.
- 3.8 The NC, through its Chairman, shall report to the Board at the next Board of Directors’ meeting after each NC meeting. When presenting any recommendation to the Board, the NC will provide such background and supporting information as may be necessary for the Board to make an informed decision.
- 3.9 The Chairman shall be available to answer questions about the NC’s work at the annual general meeting of the Company.