



Eurospan Holdings Berhad (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.
- (ii) The Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.
- (iii) The quorum of the Committee shall be at least two members.

**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 may be invited to attend meetings as necessary.

**Meetings**

The Committee shall meet at least once a year. Additional meetings may be held as and when necessary. 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.

**Minutes**

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.