



**GAMUDA BERHAD**

[Co. Regn. No. 197601003632 (29579-T)]

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

	<b>Page</b>
1.0 Objective	2
2.0 Composition	2
3.0 Secretary of Committee	2
4.0 Functions / Duties	3
5.0 Authority	4
6.0 Meeting	4 - 5

<b>NOMINATION COMMITTEE: Terms of Reference</b>	<b>Revision No.</b>	<b>01</b>
	<b>Issue Date</b>	<b>27 September 2023</b>
	<b>Page</b>	<b>Page 1 of 5</b>

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<b>NOMINATION COMMITTEE: Terms of Reference</b>	<b>Revision No.</b>	<b>01</b>
	<b>Issue Date</b>	<b>27 September 2023</b>
	<b>Page</b>	<b>Page 2 of 5</b>

## Objectives

The objective of a Nomination Committee (“**Committee**”) is to oversee and manage the process of selecting and nominating candidates for positions on the Board of Directors (“**Board**”) and Board Committees of Gamuda Berhad (“**Gamuda**” or “**Company**”) in the manner expressed herein.

The Committee plays a crucial role in ensuring that the Board and Board Committees are composed of qualified, diverse, and skilled individuals who can effectively contribute to the Company's success and strategic direction.

### 1.0 Composition

The members of the Committee (“**Members**”, individually “**Member**”) shall each be a member of the Board. Each member including the Chairperson of the Committee (“Chairperson”) shall be appointed by the Board of Gamuda after considering the recommendation of the Committee.

The Committee shall comprise only of Non-Executive Directors\*, the majority of whom shall be Independent. There shall be a minimum of three (3) members.

All Members should be a person of good social standing and possess sufficient business or corporate experience.

The Chairperson shall be an Independent Director.

All Members including the Chairperson, shall hold office only so long as they serve as Directors of Gamuda.

A Member may relinquish his/her membership in the Nomination Committee with prior written notice to the Company Secretary and notwithstanding the relinquishment, may continue to serve as a Director of Gamuda. The Committee will review and recommend to the Board for the latter’s approval, another Director to fill such vacancy.

*Note:*

\* Paragraph 15.08A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad provides that a listed issuer must establish a nominating committee which comprises exclusively of non-executive directors, a majority of whom must be independent. There is no stipulation as to the minimum number of members in the committee.

<b>NOMINATION COMMITTEE: Terms of Reference</b>	<b>Revision No.</b>	<b>01</b>
	<b>Issue Date</b>	<b>27 September 2023</b>
	<b>Page</b>	<b>Page 3 of 5</b>

### **3.0 Secretary of the Committee**

The Company Secretary of the Company or his/her representative or a person recommended by the Company Secretary and approved by the Committee shall act as Secretary of the Committee (“**Secretary**”). The Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

The Secretary shall prepare minutes of the proceedings and decisions of each Committee meeting, including recording the names of those present and in attendance. After the minutes has been affirmed by the Chairperson, the minutes shall be circulated to the Board at the upcoming Board meeting.

### **4.0 Functions / Duties**

In carrying out the Committee’s duties, each Member should have no interest direct or indirect in the outcome of the decision/recommendation, have due regard to the interest of shareholders, and ensure the continued financial and commercial health of the Company and its subsidiary companies.

The following are the main functions and duties of the Committee. These are not exhaustive and can be augmented if necessary, with the Board's approval:

- 4.1 to review on an annual basis, the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- 4.2 to recommend the methodology, process, and criteria for assessing the effectiveness of the Board and Board Committees, and the contribution of individual Directors to the effectiveness of the Board; to assist the Board to implement these assessments; and to identify steps to improve the effectiveness of the Board and the respective Board Committees.
- 4.3 (a) to identify and recommend to the Board for its approval: -
  - (i) candidates to fill vacancies in the Board or Board Committees as and when they arise;

<b>NOMINATION COMMITTEE: Terms of Reference</b>	<b>Revision No.</b>	<b>01</b>
	<b>Issue Date</b>	<b>27 September 2023</b>
	<b>Page</b>	<b>Page 4 of 5</b>

- (ii) suitable candidates as new directors (even when there are no immediate vacancies), and succession for existing directors.
- (b) to recommend to the Board, candidates for election (new directors) or re-election (Directors standing for re-election due to their retirement by rotation or retirement from their appointments following a casual vacancy as required by the Company's Constitution) by shareholders at annual general meetings.

Provided the Director meets the applicable regulatory requirements and the criteria expressed in the Company's Directors' Fit & Proper Policy (annexed as Appendix I). Every Director, including the Chief Executive Officer/Managing Director, shall be subject to retirement at least once in every three (3) years and shall be eligible for re-election.

- 4.4 to recommend to the Board on the continuation (or otherwise) in service of any Executive Director of the Company.
- 4.5 to review succession planning of the Board including nominations to the Board.
- 4.6 to review annually the independence of each of the Independent Non-Executive Director.
- 4.7 to recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors; and
- 4.8 to consider and recommend solutions pertaining to issues of conflict of interest affecting Directors.

## **5.0 Authority**

The Committee shall have the following authority as empowered by the Board:

- to make decision on matters which fall within the purpose and responsibilities of the Committee as expressed in these Terms of Reference; and
- to have full, free and unrestricted access to any information, records, properties and personnel of the Company and of any other companies within the Group; and
- to have adequate resources, at the Company's expense to fulfil its responsibilities, including the ability to seek independent professional advice for matters within these Terms of Reference.

<b>NOMINATION COMMITTEE: Terms of Reference</b>	<b>Revision No.</b>	<b>01</b>
	<b>Issue Date</b>	<b>27 September 2023</b>
	<b>Page</b>	<b>Page 5 of 5</b>

## **6.0 Meetings**

- 6.1 The Chairperson shall convene meetings as and when required. The Committee shall meet at least once a year and otherwise required to report and make recommendation to the Board.
- 6.2 The number of Committee meetings held in a year and the details of attendance of each Member should be disclosed annually in the Company's annual report.
- 6.3 Meeting of the Committee shall be called by the Secretary at the request of the Chairperson or any of its Members by giving reasonable notice. It shall not be necessary to give notice of a Committee meeting to any Member for the time being absent from Malaysia.
- 6.4 No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for meeting shall be two (2) Members.
- 6.5 The Chairperson shall chair the Committee meetings and, in the absence of the Chairperson, the Members present shall elect one (1) of the Members to chair the meeting.
- 6.6 In appropriate circumstances, the Committee may deal with matters by way of circular reports and resolution in lieu of convening a physical meeting.
- 6.7 Other individuals such as Senior Management of the Company or professional advisors may be invited to attend meetings where the Committee considers their presence necessary.
- 6.8 All recommendations and findings of the Committee shall be reported by the Chairperson to the Board for notation and for approval (as the case may be).
- 6.9 The Committee may make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.