

GENTING BERHAD (7916-A)

NOMINATION COMMITTEE

The Nomination Committee (“Committee”) was established in 2002 to serve as a Committee of the Board of Directors of the Company (“Board”).

Terms of Reference of Nomination Committee

The Committee is governed by the following terms of reference:

1. Composition

- (i) The Committee shall be appointed by the Board from amongst the Directors and shall comprise exclusively non-executive Directors with a majority of them being Independent Directors.
- (ii) The Chairman of the Committee shall be the Senior Independent Non-Executive Director appointed by the Board pursuant to Recommendation 2.1 of the Malaysian Code of Corporate Governance 2012.

2. Authority

The Committee shall have the authority to consider, review and/or make recommendations to the Board in relation to the functions delegated by the Board from time to time.

3. Functions

- (a) To identify and recommend to the Board suitable candidates for appointment to the Board, taking into consideration the candidates’:
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the nomination committee should also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- (b) To recommend to the Board, candidates for appointment to Board Committees.
- (c) To review and recommend to the Board, the Board’s and Senior Management’s succession plans.
- (d) To review and recommend to the Board, the training programmes for the Board.

- (e) To review and recommend to the Board, the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.
- (f) To assess and recommend to the Board, on an annual basis, the effectiveness of the Board, Board Committees and individual Directors, including the Chief Executive.

4. Duties and Responsibilities

To carry out the functions described above, the Committee shall have the following duties and responsibilities:-

- (i) Undertake an annual review of the Board's succession plans, taking into consideration, the present size, structure and composition of the Board and Board Committees as well as the required mix of skills, experience and competency required.
- (ii) Consider potential candidates for the position of director and assessing their suitability based on a prescribed set of criteria comprising but not limited to the following:-
 - a. Skills, knowledge, expertise and experience;
 - b. Professionalism;
 - c. Integrity;
 - d. Existing number of directorships held;
 - e. Confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and
 - f. In the case of candidates being considered for the position of independent director, such potential candidates have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and being able to bring independent and objective judgement to the Board.

Where required, the members of the Committee would meet up with potential candidates for the position of director to conduct an assessment of the suitability.

(Note: The Group practices non-discrimination in any form whether based on age, gender, ethnicity or religion throughout the organisation and this includes the selection of directors).

- (iii) Undertake an annual review of the Senior Management's succession plans by reviewing the organisation chart of the Senior Management, identifying gaps/vacancies to be filled due to retirement of Senior Management as well as potential successors.
- (iv) Undertake an annual review of the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends.
- (v) Undertake an annual review of the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.
- (vi) Undertake an annual assessment of the effectiveness of the Board, Board Committees and individual Directors, including the Chief Executive.

5. Meetings

- (i) The Committee is to meet at least once a year and additional meetings may be called as and when deemed necessary.
- (ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.
- (iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.
- (iv) When required, the Chairman of the Committee will report and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

6. Secretary

The Secretary of the Committee shall be the Company Secretary.

These Terms of Reference were revised and adopted by the Board in May 2016.