

# NEXTGREEN GLOBAL BERHAD

## NOMINATING COMMITTEE TERMS OF REFERENCE

### 1. Members

The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members of which comprising exclusively non-executive directors, a majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

### 2. Chairman

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

As chair of the Nominating Committee, the Independent Director or a Senior Independent Director shall—

- lead the succession planning and appointment of board members, including the future Chairman and CEO; and
- lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.

### 3. Secretary

The Company Secretary or other appropriate senior official shall be the Secretary to the Nominating Committee.

### 4. Functions

The Committee shall carry out the following functions and report to the Board:-

- i. recommend the nomination of a person or persons for all directorships to be filled by the shareholders or the board;
- ii. Consider, in making its recommendations, candidates for directorships proposed by existing board members, management or major shareholders as well as utilise independent sources to identify suitably qualified candidates;
- iii. recommend to the board, directors to fill the seats on board committees;
- iv. identify, evaluate and recommend candidates for appointment as Company Secretary;

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- v. assess annually and disclose how the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director in the Annual Report;
- vi. Review annually the Board and senior management diversity in skill, experience, age, cultural background and gender;
- vii. Recommend the Directors for re-election to the Board, based on the individual Directors' annual assessment result to ensure that the performance of the retiring directors are satisfactory; and
- viii. Recommend the training needs of Board members based on the annual assessment.

### 5. Access to Advice

The RC is authorized, subject to the approval of the Board, to seek independent professional advice, if necessary to review the remuneration of the Board and Senior Management at the expense of the Company, in carrying out its duties.