

# GROMUTUAL

## **GROMUTUAL BERHAD 200301022614 (625034-X) NOMINATING COMMITTEE TERMS OF REFERENCE**

The Nominating Committee shall be appointed by the Board of Directors from amongst the directors of the Company and shall consist exclusively of non-executive directors, a majority of whom are independent.

The duties of the Nominating Committee shall be :

- (a) Review the existing mix of diversity including age, ethnicity and gender diversity, skills and experience of the Senior Management and Directors of the Board and size of non-executive participation for the Board to maintain the effectiveness of the Board and for the Audit Committee, also to review the financial literacy and competency of the Audit Committee members;
- (b) Review the Board's succession planning and assess the new appointments of the senior management or members taking into consideration the qualification, character, skill, experience and time commitment to the Board.

In identifying candidates for appointment of Directors, the Committee shall rely on the recommendations from the existing Board members, Management and/or major shareholders and also explore and seek external independent services;

In line with the Code, the Board has established a clear and transparent nomination/recruitment process for the appointment of Director of the Group. The nomination process involves the following five (5) stages:

- i) Identification of candidates;
  - ii) Evaluation on the suitability of candidates;
  - iii) Meeting up with candidates;
  - iv) Final deliberation by Nominating Committee; and
  - v) Recommendation to Board.
- (c) Review and improve the evaluation process in place and to carry out the evaluation process to evaluate the effectiveness of the Board as a whole and of the committees of the Board, and self -assessment by individual Director and peer-assessment on yearly basis;
  - (d) Recommend the re-election of retiring directors in accordance with the Company's Constitution for their reappointment at the Company's forthcoming Annual General Meeting; and
  - (e) Review and assess annually the objectivity and independence of Independent Directors including those Independent Director who has served the Board over the tenure of 9 years.