

<b>NOMINATION AND REMUNERATION COMMITTEE TERMS OF REFERENCE</b>	<b>Published Date</b>	5 April 2022
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## **PROTASCO BERHAD**

### **NOMINATION AND REMUNERATION COMMITTEE TERMS OF REFERENCE**

#### **1. Members**

The Committee shall have a minimum of three members (the “Members”), who shall be appointed by the Board from among its members. It shall comprise exclusively of non-executive directors, the majority of whom shall be independent directors.

#### **2. Chairman**

The Chairman shall be the senior independent director among their members.

In the absence of the Committee Chairman, the remaining Members present shall elect one of the members present to chair the meeting.

In the event of equality of votes, the Chairman shall have a casting vote.

#### **3. Structures and Procedures**

The Committee may at any time and the Secretary shall on a requisition by any Member of the Committee summon a meeting of the Committee.

The quorum necessary for the transaction of business shall be two members.

The Company Secretary of the Company or his nominee shall act as the Secretary of the Committee.

A resolution in writing signed or approved by letter, email or facsimile by a majority of Members shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one or more Members.

#### 4. Access to Advice

The Committee shall have access to independent professional advice at the Company's expense in the furtherance of their duties.

#### 5. Responsibilities and Duties

##### **NOMINATION**

The Committee shall:-

- evaluate the composition and structure of the Board, having regard to the provision of relevant legal and statutory requirements;
- assess the suitability of candidates in terms of the competencies, commitment, contribution and performance;
- assess the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
- review the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board;
- review the board succession plans and training programmes; and
- facilitate board induction and training programmes .

##### **REMUNERATION**

The Committee shall consider and recommend to the board, the remuneration packages of Executive Chairman, Managing Directors and executive directors of the Company.

In determining such packages, the Committee shall give due regard to remuneration paid to directors of other companies of a similar size and in a comparable sector;

The remuneration of non-executive directors shall be decided by the Board and subject to shareholders' approval.