

**NOMINATION AND REMUNERATION COMMITTEE  
TERMS OF REFERENCE**

**1. Members**

The Nomination and Remuneration Committee (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 selected from among the Members and shall be an independent director.

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.

The Chairman of the Committee shall report to the Board on any matter that should be brought to the Board’s attention and provide recommendations of the Committee that require the Board’s attention/approval at the Board meeting

**3. Secretary**

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

**4. Meeting**

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.

Members may participate in a meeting by video-conferencing or other electronic means.

**PROTASCO BERHAD (548078 H)**  
**NOMINATION AND REMUNERATION COMMITTEE - TERMS OF REFERENCE**

Members are required to abstain from deliberations and voting in respect of any matter, which may give rise to an actual or perceived conflict of interest situation.

A resolution shall be considered passed if there is a majority of votes passed in favour of the resolution at a meeting of the Committee.

**5. Written Resolution**

A resolution in writing, signed or approved by letter or email by a simple 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.

**6. Access to Advice**

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

**7. Responsibilities and Duties**

The responsibilities and duties of the Committee shall include, but not limited to the following:

Nomination Matters

- a. To review the size, composition and structure of the Board;
- b. To assess the effectiveness/performance 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 for improvement on area identified in the evaluation;
- c. To review Fit and Proper Policy for the appointment and re-election of directors;
- d. To recommend to the Board, the director to fill the seats on the Board Committees;
- e. To review and recommend to the Board, directors who are retiring by rotation to be put forward for re-election to be contingent on satisfactory evaluation of directors' performance evaluation and criteria outlined in the Fit and Proper Policy;
- f. To assess the suitability of directors candidates based on the criteria outlined in the Fit and Proper Policy;
- g. To review and assess the independence of Independent directors;
- h. To review the Board's succession plans;
- i. To review the Board's training programmes and training needs.

**PROTASCO BERHAD (548078 H)**  
**NOMINATION AND REMUNERATION COMMITTEE - TERMS OF REFERENCE**

Remuneration Matters

- a. To consider and recommend to the Board, the remuneration packages of Executive Chairman, Managing Directors and Executive Directors of the Company;
- b. To review and recommend the fee and benefits payable to the non-executive directors to the board by taking into consideration each director's contribution, the level of expertise, commitment and responsibilities undertaken.

**8. Review of the Terms of Reference**

The Terms of Reference shall be reviewed from time to time and shall be updated with the Board's approval.