CREST GROUP BERHAD

Registration No. 202301031031 (1524954-M)

NOMINATION COMMITTEE
TERMS OF REFERENCE

ADOPTED AND UPDATED ON 17 JANUARY 2024

---

1. Membership

The Board of Directors shall elect the Nomination Committee (the "Committee") members from amongst themselves, comprising exclusively of Non-Executive Directors, a majority of whom are Independent Directors and number at least three (3) in total. The appointment of a Committee member terminates when the member ceases to be a Director, or as determined by the Board.

The Chairman of the Committee shall be an Independent Non-Executive Director or Senior Independent Non-Executive Director appointed by the Board. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst themselves.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Managing Director, Executive Director, head of human resources, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2. Meetings

The Committee shall meet at least once a year. More meetings may be conducted if the need arises.

The quorum for a meeting of the Nomination Committee shall be two (2) members, both of whom must be Independent Directors. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present who would qualify under these terms of reference to be appointed to that position of the Board.

Attendance at a meeting may be in person or by way of participation via video conference or teleconference or such other means as may be agreed by the members.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

The Company Secretary or his/her representative or other appropriate senior officer shall act as secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.

The Company Secretary or his/her representative or other appropriate senior officer shall also attend each Committee meeting and be responsible for keeping the minutes of meetings of the Committee and circulating them to committee members and to the other members of the Board of Directors.

3. Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group at the Company's expense, as and when it considers this necessary in the discharge of its responsibilities.

4. Objectives

The primary objective of the Committee is to act as a committee of the full Board to assist in discharging the Board's responsibilities in the following areas:-

a. Propose new nominees for the Board of the Company and/or its subsidiaries (the "Group") – the actual decision as to who shall be nominated shall be the responsibility of the full Board after considering the recommendations of the Committee;

b. Appraise each individual Director, including Independent Non-Executive Directors as well as the Managing Director and Executive Directors in terms of their individual experience, knowledge, credibility, and credentials, and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of the Company;

c. Disclose how the assessment of the Board, its committees, and each individual director was conducted, including the outcomes, subsequent actions, and the influence, present or future, on the composition of the board;

d. Assess the effectiveness, size, and composition of the Board of Directors as a whole and the committees of the Board; and

e. Review the Board's corporate governance principles of the Group; and

f. Review the appointment, evaluation, promotion, and acceptance of resignation for key senior management positions.

5. Annual General Meeting

The Chairman of the Committee should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

6. Duties

The duties of the Committee shall include the following:-

a. Recommend to our Board, candidates for all directorships and the protocol for accepting new directorships. In making the recommendations, the committee should also consider candidates proposed by the Managing Director, Executive Director, and within the bounds of practicability, by any other senior executive, Director, or shareholder. The Nomination Committee shall also utilise independent sources to identify suitably qualified candidates. If the selection of candidates for directors was based on recommendations made by existing directors, management, or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used;

b. Make recommendations to our Board for the appointment of the Chairman, Managing Director, Executive Director, and Independent Director, including an assessment of the time commitment expected and recognising the need for availability in the event of crises;

c. Develop, maintain, and review the criteria to be used in the recruitment process and annual assessment of our Directors in accordance with the Fit and Proper policy and Gender Diversity Policy. The nomination and the election process should be disclosed in the annual report of our Company;

d. Review our Board's succession plans;

e. Review the tenure of Independent Directors who are about to exceed a cumulative term of nine (9) years. If the Board determines the necessity of retaining an Independent Director beyond nine years, it must furnish justification and seek annual shareholders' approval through a two-tier voting process as guided by the MCCG;

f. Assess annually the independence of its Independent Directors. This activity shall be disclosed in the annual report of our Company and in any notice of a general meeting for the appointment and re-appointment of Independent Directors;

g. Review, at least once a year, its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to our Board for approval;

h. Recommend to our Board, Directors to fill the seats on Board Committees;

i. Review annually the required mix of skills, experience, gender, and other qualities of our Board, including core competencies that Non-Executive Directors should bring to our Board. This activity shall be disclosed in the annual report of our Company;

j. Ensure that the composition of the board is refreshed periodically and assess annually the effectiveness and performance of our Board as a whole, the committees of our Board, and the contribution of each individual Director including his tenure, time commitment, character, experience, and integrity vide a formal and objective assessment. All assessments and evaluations carried out by the committee in the discharge of all its functions shall be properly documented and disclosed to the annual report of our Company;

k. Assess the training needs of each director, review the fulfilment of such training, and disclose details in the Annual Report as appropriate;

l. Consider the size of our Board with a view to determine the impact of the number upon our Board's effectiveness and recommend it to our Board;

m. Consider and recommend the Directors for re-election/ re-appointment at each Annual General Meeting of our Company; and

n. Assess annually the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference.

o. Review the appointment, evaluation, promotion, and acceptance of resignation for key senior management positions. These positions include the Chief Operating Officer, Chief Financial

Officer, Chief Human Resources Officer, Chief Strategy and Innovation Officer, Chief Research and Development Officer, Chief Operations Services Officer, Group Secretary, Group General Counsel, Chief Integrity and Assurance Officer, Chief Sustainability Officer and other key senior management to be determined by the Board. This also applies to positions with similar scopes of function. Ensure the appointments of key senior management positions are based on objective criteria, merit, and with due regard for diversity in skills, experience, age, cultural background, and gender.

7. Reporting Responsibilities

The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters with its duties and responsibilities.

The Committee shall make whatever recommendation to the Board it deems appropriate or any area within its remit where action or improvement is needed.

The Committee shall produce a report to be included in the company's annual report about its activities in the discharge of its duties and the process used to make appointments and explain if external advice or open advertising has not been used.

8. Minutes

The minutes of meetings of the Committee shall be circulated to all members of the Committee. The minutes shall be kept at the registered office of the Company under the custody of the Secretary of the Company and shall be open for inspection by the Board. Any request by Management or other persons to inspect the minutes shall be subject to the approval of the Committee.

9. Revision of the Terms of Reference

Any revision or amendment to this Terms of Reference, as proposed by the Nomination Committee or any third party, shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

*Definition of:-

Chief executive officer - means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a director.

Chief financial officer - means the person primarily responsible for the management of the financial affairs of the corporation (such as record keeping, financial planning and financial reporting), by whatever name called.

Record

1.0	Board of Directors	17 January 2024