



UNITED PLANTATIONS BERHAD

(Company no. 191701000045 (240-A))

Jendarata Estate • 36009 Teluk Intan • Perak Darul Ridzuan • Malaysia

TERMS OF REFERENCE OF NOMINATION COMMITTEE

COMPOSITION

The Committee shall be appointed by the Board from among the Directors of the Company and shall consist of not less than three (3) members all of whom are non- executive directors with the majority being independent directors. No Alternate Director shall be appointed a member of the Committee.

The members of the committee shall select a Chairman from amongst their number who shall be an independent non-executive director.

In the event of any vacancy in the Committee, the Board shall fill in the vacancy within 3 months.

Review of the performance of the Committee is undertaken annually by the Nomination Committee. This review pertains to the terms of office and performance of the Nomination Committee.

AUTHORITY

The Committee is to establish formal and transparent policies to assess the effectiveness of the Board and Committees, the contributions of individual directors and manage board renewal and succession effectively.

OBJECTIVES

The primary objectives of the Committee are:

- a) to assist in discharging the Board's responsibilities as they relate to the Group's board renewal and succession planing;
- b) to assess the effectiveness of the Board and Committees; and
- c) to assess the contributions of individual directors.

TERMS OF REFERENCE

The duties of the Committee:

- 1.1 To consider, in making its recommendations to the Board, candidates proposed by any director or shareholder or consultant, for all directorships. In making the recommendations, the NC shall consider the candidates':
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent directors, the NC shall also evaluate the candidates' ability to discharge such responsibilities or functions as expected from independent non-executive directors.
- 1.2 To recommend to the Board, Directors to fill the seats on Board Committees.
- 1.3 To review annually the Board's required mix of skills and experience and other qualities, including core competencies which the Board members should bring to the Board and Committees to best serve the business and operations of the Group as a whole.
- 1.4 To assist the Board by formulating and periodically reviewing the criteria and procedure to be carried out by the Committee for assessing the effectiveness of the Board and Board Committees as a whole.
- 1.5 To assess the board balance by reviewing the size, structure and composition of the Board.
- 1.6 To assess the independence of the independent directors annually and to recommend to the Board whether an independent director may continue to serve on the Board as an independent director, after his tenure has exceeded a cumulative term of nine years.
- 1.7 To consider directors who are due to retire on rotation at the AGM and recommend their re-election .
- 1.8 To develop, review and monitor the policies and approach towards boardroom diversity.
- 1.9 To review and assess the effectiveness of the Board's succession plan.
- 1.10 To review the adequacy of the Terms of Reference in the light of new practices and regulatory requirements to ensure that the Committee is operating at maximum effectiveness, and to recommend changes as and when required.
- 1.11 To perform such other functions relating to the foregoing as the Board may, from time to time, request.

FREQUENCY OF MEETINGS, QUORUM AND MINUTES

The Committee shall meet at least once a year to perform the duties set out in under the Terms of Reference.

Minutes of each meeting shall be distributed to each member of the Committee.

Questions arising at any meeting of NC shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the NC.

In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

The Company Secretary shall be the secretary of the NC. The Secretary shall maintain minutes of the proceedings of the meetings of the NC and circulate such minutes to all members of the Board.

REVISION AND UPDATES

This Terms of Reference will be reviewed every year in December. Any intervening changes or additions will be by way of circular and memos.

This Terms of Reference for the Nomination Committee was approved and adopted by the Board of Directors of United Plantations Berhad effective from 24 February 2018.