



LAGENDA
PROPERTIES

**NOMINATION COMMITTEE
TERMS OF REFERENCE**

Objective

The principal objective of the Nomination Committee (“NC”) is act as a committee of the full Board to assist in discharging the Board’s responsibilities in the following areas:-

- a. Identify new candidates and review all nominations for the approval of the Board of Directors (“Board”) for the appointment and re-election of Directors and members of the various Board Committees;
- b. Assessing the effectiveness of Directors of the Company on an ongoing basis;
- c. Reviewing the effectiveness of the Chief Executive Officer, Chief Financial Officer and other senior or key management positions requiring the approval of the Board; and
- d. Assessing the size and composition of the Board of Directors.

Composition

The NC shall be appointed by the directors amongst their numbers, comprise exclusively of Non-Executive Directors, a majority of whom are independent.

The Chairman of the Board should not be a member of the NC.

The Chairman of the NC shall be an Independent Director or otherwise approved by the Board. The Chairman of the NC shall report on each meeting to the Board.

Meetings

The NC meets at least once a year with additional meetings convened as and when the need arises. The quorum for any meeting shall be two (2) members subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

Other directors or employees may attend any particular NC meeting upon the invitation of the NC specific to the relevant meeting.

A meeting may be held by way of tele-conferencing, video-conferencing or other telecommunication means, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.

Secretaries

The Company Secretary shall be the Secretary to the NC and shall attend and record the proceedings and decisions of the meetings for adoption by the Board.

Duties and Responsibilities

- (i) To review regularly the Board structure, size and composition (including the skills, knowledge, experience and diversity) and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- (ii) To recommend for appointment to the Board of Directors, candidates for all directorships to be filled by the shareholders or the Board, taking into consideration the candidates' fit and proper criteria as detailed out in the Company's Directors' Fit and Proper Policy.
- (iii) To encourage and seek suitable women candidates based on the candidates' competency, experiences and knowledge to bring value and expertise to the Board as part of its recruitment exercise.
- (iv) To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- (v) To recommend to the Board, Directors to fill the seats on Board Committees.
- (vi) To review annually the Board's mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board.
- (vii) To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation.
- (viii) To orientate and educate new Directors as the nature of the business, current issues within the Company and the corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.
- (ix) To consider candidates for Board vacancies and recommending directors who are retiring by rotation to be put forward for re-election.
- (x) To recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors where Directors can keep themselves abreast of changes in relevant new laws and regulations and changing commercial risks.
- (xi) To review the term of office and performance of the Audit and Risk Committee and each of its members annually to determine whether the Audit and Risk Committee and members have carried out their duties in accordance with their terms of reference.
- (xii) To recommend to the Board the removal of a Director/Managing Director from the Board/management if the Director/Managing Director is ineffective, errant and negligent in discharging his responsibilities.
- (xiii) To establish a mechanism for the formal assessment on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the Managing Director and other key senior management officers. Annual assessment should be conducted based on an objective performance criterion. Such performance criteria should be approved by the Board.

- (xiv) To oversee the appointment, management succession planning and performance evaluation of key senior management officers.
- (xv) To recommend to the Board the removal of key senior management officers if they are ineffective, errant and negligent in discharging their responsibilities.
- (xvi) To perform any other functions as defined by the Board.

Circular Resolutions

In the absence of a meeting and in cases of absolute necessity, any issues may be resolved through Circular Resolutions and approved by all the NC members.

Terms of Reference

This Terms of Reference of the NC is determined by the Board and may be revised from time to time with the Board's approval.

The terms of reference were reviewed and approved by the Board on 27 February 2023.