



Terms of Reference

NOMINATION AND REMUNERATION COMMITTEE

OBJECTIVE

The principal objective of the Nomination and Remuneration Committee ("**NRC**") of Lagenda Properties Berhad ("**the Company**") is to assist the Board of Directors ("**Board**") in discharging the Board's responsibilities in the following areas:

Nomination Function

- a. To identify new candidates and review all nominations for the approval of the Board for appointments to the Board and Board Committees and re-election of Directors;
- b. To assess the effectiveness of the Board and the Board Committees as a whole;
- c. To review the size, composition and diversity of the Board.

Remuneration Function

To recommend to the Board the remuneration packages of the Managing Director, Executive Directors, and Key Senior Management as well as to ensure that all elements of the remuneration are aligned with the Company's performance-based rewards structure, linking compensation to both corporate results and individual performance while taking into account the need for leadership and talent retention.

"Key Senior Management" for the context of this Terms of Reference shall refer to employees:

- a. with a job grade that at least matches that of the Company's Chief Financial Officer; and
- b. is deemed to be of critical importance to the Company's business growth and leadership.

COMPOSITION

The NRC members shall be appointed by the Board from amongst their numbers and shall comprise exclusively of Non-Executive Directors and a majority of whom are Independent Directors. No alternate Director shall be appointed as a member of the NRC.

The Chairman of the Board shall not be a member of the NRC.

The Chairman of the NRC shall be an Independent Director. In the absence of the Chairman, the members present shall elect a Chairman, who shall also be an Independent Director, from amongst them to Chair the meeting. The Chairman of the NRC shall report on each meeting to the Board.

MEETINGS

The NRC shall meet twice in a financial year and at such additional meetings to be convened as and when necessary, as the Chairman of the NRC shall decide, in order to fulfill its responsibilities.

The quorum for the NRC 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).

By invitation of the NRC, the Company shall ensure that other Directors, Management, employees and/or external party may attend the meetings where their attendance is required in relation to a specific 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. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting provided that at least one (1) of the NRC members present at the meeting was at such place for the duration of that meeting.

SECRETARIES

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

AUTHORITY

The NRC shall, in accordance with a procedure to be determined by the Board and at the cost and expense of the Company, where necessary and reasonable for the performance of its duties:-

- (i) identify and recommend suitable candidates for appointment, including those sourced or recommended by management and/or non-independent directors, as well as other candidates independently identified by the NRC;
- (ii) have full and unrestricted access to information regarding the remuneration packages of the Managing Director, Executive Directors, and Key Senior Management; and
- (iii) obtain advice from professionals or experts as necessary to assess the remuneration, fees, and other benefits of the Board, Executive Directors, and Key Senior Management.

DUTIES AND RESPONSIBILITIES

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

Nomination Duties and Responsibilities

- (i) To review 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 review annually the Board's mix of skills, knowledge, experience and other qualities including core competencies which Non-Executive Directors should bring to the Board.
- (iii) To recommend for appointment to the Board, suitably qualified candidates, taking into consideration the candidates' fit and proper criteria as detailed in the Company's Directors' Fit and Proper Policy.
- (iv) To encourage and seek suitable women candidates based on their competency, experiences and knowledge to bring value and expertise to the Board as part of its recruitment exercise.
- (v) To recommend the re-election or re-appointment of Director(s) in accordance with the Company's Constitution or Companies Act 2016.
- (vi) To review the criteria to be applied for identifying the candidates for the appointments of members of the Committees and to recommend to the Board to fill the seats on any Board Committees.
- (vii) To ensure the orientation and education programmes are provided for new Directors on the nature of the business, current issues within the Company, the corporate strategy and the expectations of the Company regarding the Director's contributions and their general responsibilities.
- (viii) To assess annually the training needs of individual Directors and ensure they have access to appropriate continuing education programmes.
- (ix) To assess the effectiveness of the Board of Directors as a whole and each individual Director/Committee of the Board. All assessments and evaluations carried out by the NRC in the discharge of all its functions would be properly documented.
- (x) To review annually the term of office and performance of the Audit and Risk Management Committee and each of its members as to ensure that they have carried out their duties in accordance with their terms of reference.
- (xi) To assess and evaluate the independence of Independent Directors.
- (xii) To review and recommend the nomination, selection and succession policies and plans for members of the Board and Board Committees.
- (xiii) To consider and examine all such other matters as the NRC considers appropriate or as directed by the Board.

Remuneration Duties and Responsibilities

- (i) To establish a formal and transparent procedure for the development of the remuneration policy for Directors and Key Senior Management.

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- (ii) To ensure the Company maintains remuneration policy and practices that are competitive, equitable and will attract and retain caliber Directors and Key Senior Management within the Company and its subsidiaries and which are in line with the long term interest of the Company.
 - (iii) To review and make recommendations to the Board on the remuneration packages and other terms of employment for the Managing Director, Executive Directors, and Key Senior Management positions, taking into account the market rates so as to link rewards to the Company and its subsidiaries as well as individual performance, drawing from outside advice as necessary. The Managing Director and Executive Directors should play no part in the decisions of their own remuneration.
 - (iv) To review and recommend to the Board the remuneration packages for Non-Executive Directors, taking due account of their experience, and degree of responsibilities undertaken.
 - (v) To carry out its duties in a manner it deems expedient, subject always to any regulations or restrictions that may be imposed upon the NRC by the Board from time to time, so as to remain in line with the directions of the Board.
 - (vi) To review the ongoing appropriateness and relevance of the remuneration policies and procedures.

Other Matter

To perform any other functions and matters as defined by the Board or as the NRC deems appropriate.

CIRCULAR RESOLUTION

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

A resolution in writing signed by a majority of the NRC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the NRC duly called and constituted.

REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference of the NRC are 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 May 2025.