1. Objectives

The objective of the Nomination Committee ("**Committee**") is to assist the Board of Directors ("**Board**") of Salutica Berhad ("**Company**") along with all its subsidiaries under the group ("**Group**") the following:

a. to identify and recommend to the Board, candidates for Board directorships;

b. to evaluate and make recommendations to the Board, pertaining to the following:
   • Directors to fill seats on Committees;
   • review of the re-appointment of Non-Executive and Executive Directors retiring by rotation pursuant to the provisions of the Board Charter of the Company and in respective compliance with the regulations of the AMLR of Bursa Securities;
   • review re-appointment of Non-Executive Directors at the conclusion of a specified term of office as recommended under the Board Charter;

c. to evaluate the effectiveness of the Board and the Board's committees (including its size and composition) and contributions of each individual director; and

d. to ensure an appropriate framework and plan for Board succession for the Company and the Group.

2. Composition

The members of the Committee shall be appointed by the Board from amongst the Non-Executive Directors and shall consist of no fewer than three members, where the majority of whom are Independent Directors.

No alternate Director shall be appointed as a member of the Committee.

A member of the Committee shall abstain from participating in discussions and decisions on matters directly involving him or her to avoid conflict of interest.

3. Chairman

The Chairman of the Committee must be an Independent Non-Executive Director. In the absence of the Chairman, the members shall elect any one of the members present at the meeting to be the Chairman of the meeting.

4. Secretary

The Company Secretary shall be the Secretary of the Nomination Committee.

5. Quorum

The quorum of the meeting of the Nomination Committee shall be at least two members, a majority of whom must be Independent Directors.

6. Meeting Procedure

At least one meeting shall be convened by the Committee during the financial period and at such other times, as the Chairman of the Committee shall require.

The meetings shall be scheduled by the Secretary and due notice shall be distributed to the members before the meeting together with the agenda and supporting papers.

The minutes of the meeting shall be recorded for reference and inspection purposes. In the absence of a meeting, any issues shall be resolved through circular resolution

7. Authority

The Committee shall have the authority to seek any information it requires from any employees of the Group in order to perform its duties.

The Committee is not authorized to make any decisions but is obliged to report its recommendations to the Board for decision.

8. Functions

The Committee shall discharge the following duties and responsibilities and report the same to the Board:

a. To establish and review the terms of employment of Executive Directors and key senior management of the Group;

b. To identify and nominate for approval of the Board, candidates to fill board vacancies as and when they arise;

c. To review the required mix of skills, experience and other qualities, including core competencies, which non-Executive Directors should bring to the Board;

d. The Committee shall establish the minimum requirements for the board and the Chief Executive Officer to perform their responsibilities effectively;

e. The Committee shall establish the mechanism for formal assessment of:

   i. the board's effectiveness as a whole;
   ii. the contribution by each director to the effectiveness of the board; and
   iii. the contribution of the board's various committees.

f. The Committee shall oversee appointment, management succession planning,

and performance evaluation of key senior management and recommending to the Board their removal if they are ineffective, errant and/or negligent in discharging their responsibilities.

g. The Committee shall ensure that all Directors undergo appropriate induction programs and receive continuous training.

h. The Committee shall also make the necessary recommendations to the Board for matters regarding:-
   i. plans for succession, in particular, of the Chairman, Chief Executive Officer and Chief Financial Officer;
   ii. the re-appointment of non-executive director at the conclusion of his or her specific term of office; and
   iii. re-election by the shareholders of any director under the "retirement by rotation" provisions of the company's Articles of Association.

9. Retirement and Resignation

In the event of any vacancy in the Committee resulting in non-compliance in respect of composition of Committee, the Company must fill the vacancy within three months.

10. Term of Office

Each year, the Board must review the term of office, performance of the Committee and each of its members to determine whether the Committee and its members carried out their duties in accordance with their terms of reference.

11. Reporting

The Committee shall report to the Board either formally in writing or verbally, as it considers appropriate, on its terms of reference at least once a year, but more frequently as it wishes.