

**AURELIUS TECHNOLOGIES BERHAD**  
(Company Registration No. 202101005015 (1405314-D))  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

This Terms of Reference sets out the matters concerning the governance of the Nomination Committee (“NC” or “Committee”).

**1. Purpose**

The primary objective of the Committee is to assist the Board of Directors (“Board”) in appointing new directors and conducting assessment of effectiveness of Board members and Senior Management of Aurelius Technologies Berhad (“AT” or “Company”) and its subsidiaries (collectively referred to as “Group”) on an ongoing basis and to conduct regular review of the Board and Board Committee composition.

**2. Composition**

The Committee members shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom must be Non-Executive Directors, with a majority of them being independent. The Chairperson of the Committee shall be an independent director appointed by the Board and is not the Chairperson of the Board. Chairperson of the Board shall not be appointed as member(s) of the Committee [*Practice 1.4 of MCCG*].

**3. Committee Secretary**

The Secretary of the Committee shall be the Company Secretary or Corporate Secretary.

The Secretary shall draw up an agenda for each meeting, in consultation with the Chairperson of the Committee. Unless otherwise agreed by the members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all members and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.

**4. Meetings**

The Committee members shall meet at least once a year or as frequently as required or whenever the Chairperson of the Committee feels a need to meet.

The Minutes of each meeting shall be made available to all members of the Board upon request.

The Committee may, as and when deemed necessary, invite any director, senior managers and executives to attend the meetings, if required.

The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting. Minutes of such a meeting

signed by the Chairperson of the Committee shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid.

A resolution in writing signed or approved via email, letter, telex or facsimile by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.

Each Committee member should abstain from discussion or voting on any resolutions in respect of the assessment of his/her performance or re-nomination as director.

## **5. Quorum**

The quorum for a meeting shall be two members. In the absence of the Chairperson of the Committee, members present shall elect a Chairperson for the meeting.

## **6. Duties and Responsibilities**

The Committee shall be responsible for the following:

- (a) To propose new nominees for the Board, taking into consideration the Company's Fit and Proper Policy (to be established), the candidates' skills, knowledge, expertise, experience, professionalism, integrity, etc and in the case of candidates for the position of Independent Non-Executive Directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors;
- (b) To make appropriate recommendations to the Board on matters of renewal or extension of Directors' term and re-appointment of retiring Directors taking into consideration the Company's Fit and Proper Policy (to be established), and the current composition and the tenure of each Director on the Board [*Practice 5.1 & Guidance to Practice 5.1 of MCCG*];
- (c) To recommend to the Board, Directors to fill the seats on Board committees;
- (d) To assess Directors on an ongoing basis, and taking into account the performance of each individual as well as corporate performance in managing material sustainability risks and opportunities ;
- (e) To review and assess performance of Non-Executive Directors annually based on skills, experience and core competencies which Non-Executive Directors should bring to the Board and submit its recommendations to the Board;
- (f) To review the structure, size, diversity (including gender diversity) and composition of the Board at least once in a year, and make recommendations to the Board on any adjustments that are deemed necessary;
- (g) To carry out the process implemented by the Board on an annual basis for assessing the effectiveness of the Board as a whole, the Board committees and for assessing the contribution, time commitment and protocols for new directorships of each individual Director including Independent Non-Executive Directors and Chief Executive Officer;

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- (h) To assist the Board in annual review of the independence of the Independent Non-Executive Director;
- (i) To review succession planning of the Board, Board committees and key management personnel including Chief Executive Officer;
- (j) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether Audit Committee members have carried out their duties in accordance to the Terms of Reference;
- (k) To identify and recommend the appropriate continuing education/training programmes for the Board members, and conduct Board Induction Programmes for newly appointed Board members;
- (l) The Board, subject to the assessment of the Committee, shall justify and seek annual shareholders' approval through a two-tier voting process in accordance with paragraph 5.3 of the Malaysian Code on Corporate Governance's practice in the event it intends to retain an Independent Director, a person who has served in that capacity for more than nine (9) years; and
- (m) To prepare and review the NC Report in accordance with paragraph 15.08A(3) of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

**7. Review and Revision of the Terms of Reference**

The Terms of Reference will be reviewed annually or as and when required by the Committee and recommendation be made to the Board for approval on any revision.