

Nomination & Remuneration Committee (NRC)	
Terms of Reference	
Composition	<ol style="list-style-type: none"> 1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least 3 members, all of whom shall be non-executive directors and a majority of whom are independent. 2. The Chairperson of the NRC shall be an Independent Non-Executive Director. The Chairperson of the Board must not be a member of the NRC.
Duties and Responsibilities	<ul style="list-style-type: none"> ▪ Make recommendations to the board on new candidates for appointment to the Board of the Company based on the Directors' Fit & Proper Policy; ▪ Make recommendations to the Board on appointment of directors to fill the seats on Board Committees; ▪ Review effectiveness of the Board as a whole and the committees of the Board and the performance and contribution of each individual Director annually; ▪ To periodically review the structure, size and composition of the Board and to present recommendations to the Board on the optimum number of directors on the Board to ensure its effectiveness and to comply with regulatory requirements; ▪ Make recommendations to the Board for the re-election / re-appointment of directors retiring by rotation at the Annual General Meeting of the company; ▪ Recommend the engagement of external professional advisors to assist / advise the NRC on the board evaluation and/or leadership needs, where necessary; ▪ Review the Board's succession plans and training programmes for the Board; ▪ Review the executive directors' employment contracts and make recommendations to the Board on remuneration packages and benefits annually as extended to the Executive Directors. The remuneration packages of the executive directors should be determined by the Board (with each executive director abstained from discussion on their remuneration); ▪ Review the remuneration packages, allowances and benefits for the Non-Executive Directors and report to the Board, particularly on whether the remuneration remains appropriate to each director's contribution, by taking into account the level of expertise, commitment and responsibilities undertaken. The remuneration of non-executive directors should be determined by the Board as a whole; ▪ Review remuneration packages/allowances of members of the Board Committees, if any. The remuneration packages of the Board Committees should be determined by the Board as a whole. The individuals concerned should abstain from discussion on their own remuneration; ▪ Review the remuneration of the Senior Management including, where appropriate, salaries, bonuses, benefits, incentive payments within the terms of the agreed remuneration policy and

KYM Holdings Bhd. (Reg No.: 198201004556) (84303-A)

	<p>based on individual performance;</p> <ul style="list-style-type: none">▪ To review and report such other matters as may be delegated by the Board from time to time.
Meetings	<p>The NRC shall meet at least twice a year and at such other time(s) as it deems necessary to discharge its responsibilities. The meetings of the NRC may be conducted by means of telephone conference, video conference or any other form of audio or audio-visual instantaneous communication and the participation in the meeting via the abovementioned communication channels shall constitute presence in person at such meeting.</p> <p>The Quorum for the NRC shall be two (2).</p> <p>Each member of the NRC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NRC. In the event of an equality of votes, the Chairperson of the NRC shall be entitled to a second or casting vote.</p> <p>Any member who has an interest in any matter(s) being reviewed or considered shall abstain from voting on the matter.</p> <p>Other Board members, Chief Executive Officer and/or other appropriate officers may attend NRC meetings only upon the invitation of the NRC.</p>
Communication to the Board	<p>Meeting materials shall be circulated at least 5 business days or within such other reasonable period in advance of the NRC meeting.</p> <p>Upon conclusion of the NRC meeting, the minutes will be circulated in a timely manner.</p> <p>The approved minutes of the NRC Meeting shall be tabled to the Board for notation and recorded by the Secretary in the NRC Minutes' Book.</p> <p>The NRC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.</p> <p>The Chairperson shall report to the Board after each NRC Meeting on significant issues or decisions made within its purview, where applicable.</p> <p>The NRC shall also prepare a report on the effectiveness of the Board as a whole and the individual performance of each Director.</p>

KYM Holdings Bhd. (Reg No.: 198201004556) (84303-A)

Written Resolution	<p>A resolution in writing signed by all of the members shall be valid and effectual as if it had been passed at a meeting of the NRC duly called and constituted.</p> <p>All such resolutions shall be described as "Nomination & Remuneration Committee Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the Committee's minutes book.</p> <p>Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.</p>
Secretary	<p>The Company Secretary shall be the secretary of the NRC. The Company Secretary shall be responsible for preparation of agenda in consultation with the Chairperson, and distribution to all the members the papers to be deliberated at the meeting.</p>
Appointment Process	<p>Annual review and re-appointment by the Board of Directors.</p>
Evaluation	<p>The term of office, performance and effectiveness of the NRC as a whole and each of its members shall be reviewed annually to determine whether the NRC and its members have carried out their duties in accordance with the Terms of Reference.</p>
Review of Terms of Reference	<ol style="list-style-type: none">1. The Committee shall recommend any changes to the Terms of Reference periodically in such manner as the Committee deems appropriate to the Board for approval.2. The Terms of Reference shall be assessed, reviewed and updated where and when necessary in accordance with changes made to the Listing Requirements, Companies Act 2016, Capital Market and Services Act 2007, or any other regulatory requirements.3. All amendments to the Terms of Reference must be approved by the Board.

Updated as at 1 December 2022