

MAXIS BERHAD

(867573-A)

NOMINATION COMMITTEE TERMS OF REFERENCE

The authority for the formation of this Nomination Committee ("Committee") shall be the resolution passed on 9 September 2009 by the Board of Directors and the Articles of Association of Maxis Berhad ("Maxis" or "the "Company"). The new Terms of Reference are adopted on 28 November 2012 as follows:-

1. Status

The Nomination Committee ("Committee") is a committee of the Board of Directors ("Board") of Maxis Berhad ("Maxis" or "Company").

2. Composition

- a) The Committee shall be appointed by the directors from amongst its members and shall comprise of no fewer than three (3) members who are non-executive directors, the majority of whom shall be independent directors. In determining independence, the Board will observe the requirements of Paragraph 1.01¹ of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and any relevant Bursa Securities Practice Notes that may be issued by Bursa Securities from time to time.
- b) The members of the Committee shall elect from among their number a Chairman who is an independent non-executive director.

¹ Under Paragraph 1.01 of the MMLR of Bursa Securities, an independent director is a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interests of the Group and who:

- (a) is not an executive director of the Company or any of its related corporations ("said Corporation");
- (b) has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation ("officer" has the meaning given in Section 4 of the Companies Act 1965);
- (c) is not a major shareholder of the said Corporation;
- (d) is not a family member of any executive director, officer or major shareholder of the said Corporation;
- (e) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
- (f) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by Bursa Securities; or
- (g) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities.

- c) Where the members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- d) All members shall hold office only for so long as they serve as directors of the Company.
- e) Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary and may continue to serve as directors of the Company.
- f) The Secretary of the Committee shall be the Company Secretary.

3. Meeting and Minutes

- a) The Committee shall meet as and when required upon request by the members, provided that the Committee shall meet at least once a year.
- b) The Chairman of the Committee, or the Company Secretary on the requisition of the members, shall at any time summon a meeting of the members by giving three (3) days' notice or any other shorter period as may be agreed by the members amongst themselves.
- c) No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for each meeting shall be two (2) members of the Committee including the Chairman.
- d) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day of the following week, and at the same time and place, or to such other day and at such other time and place as the members may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- e) Attendance at a meeting may be by being present in person or by participating in the meeting by means of video, audio or teleconference.
- f) The Committee may at its discretion and as the need arises, invite one or more persons to attend the meeting.
- g) Minutes of each meeting shall be distributed to each member of the Committee and the Board.
- h) Minutes of each meeting shall be kept at the registered office of the Company under the custody of the Company Secretary. The minutes may be open for the inspection of the Board, external auditors, internal auditors, senior management and other persons deemed appropriate by the Company Secretary.
- i) The Chairman shall provide to the Board a summary of the proceedings, after each meeting.

- j) The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.
- k) All recommendations and findings of the Committee shall be submitted to the Board for approval.

4. Duties

The duties of the Committee are as follows:

- To formulate the nomination, selection and succession policies for the chief executive officer, members of the Board and Board Committees.
- To review and recommend to the Board the optimum size of the Board that reflects the desired balance of skills and competencies.
- To recommend to the Board suitable candidates for directorships to be filled by the shareholders or the Board. To formulate and implement a transparent procedure for proposing new candidates to the Board and Board Committees.
- In making its recommendations to consider the candidates' character, skills, knowledge, expertise and experience, professionalism, integrity, competencies, commitment, contribution and time to effectively discharge his/her role, in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as are expected from independent non-executive directors.
- To formulate the criteria to assess the independence of the independent directors.
- In making its recommendations, to consider candidates for directorships proposed by the chief executive officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- To assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board.
- To assess the effectiveness of the Board and Board Committees as a whole and the contribution of each individual director and Board Committee member.
- To assist the Board in nominating the membership of other Board Committee members.
- To assist the Board by formulating and periodically reviewing the criteria and procedure to be carried out by the Committee annually for assessing the effectiveness of the Board, Board Committees and individual directors.
- To determine the core competencies and skills required of Board members to best serve the business and operations of the Group as a whole.

- Where the Chairman of the Board is an independent director, to ensure that at least one-third of the Board is independent. In circumstances where the Chairman is not an independent director, to ensure that the Board must comprise a majority of independent directors.
- To recommend to the Board to justify and seek shareholders' approval where an independent director is retained as an independent director after his tenure has exceeded a cumulative term of nine years.
- To review Board balance including the participation of non-executive and independent directors on Board, and to determine if additional Board members are required.
- To document all assessments and evaluations carried out by the Committee in the discharge of all its functions and thereafter, reports its findings to the Board.
- To ensure, where the Company has a significant shareholder, that the investment of the minority shareholders are fairly reflected through Board representation.
- To facilitate and determine board induction and training needs on an ongoing basis, by determining areas that would best strengthen their contributions to the Board.
- To conduct review and assess the effectiveness of the Board's succession plan.
- To perform its role in relation to appointments to the Board and the Board's composition as prescribed in the Board Diversity Policy, having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Group.

In discharging its duties, the Committee shall at all times be mindful of the provisions of the Malaysian Code on Corporate Governance and all applicable laws, regulations and guidelines.

5. Powers of the Committee

- a) In general, the Committee shall not have delegated powers from the Board to implement its recommendations but should be obliged to report its recommendations back to the Board for consideration and implementation.
- b) In carrying out its duties and responsibilities, the Committee shall have:
 - i) full, free and unrestricted access to any information, records, properties and personnel of the Maxis Group; and
 - ii) the power to obtain independent professional advice and expertise necessary for the performance of its duties.
- c) All members of the Committee shall have access to the advice and services of the Company Secretary.