

MAXIS BERHAD
[Registration No. 200901024473 (867573-A)]

**NOMINATION COMMITTEE
TERMS OF REFERENCE**

This Nomination Committee (“Committee”) was established pursuant to the resolution passed on 9 September 2009 by the Board of Directors and the Constitution of Maxis Berhad (“Maxis” or “the Company”). The Nomination Committee and the Board of Directors shall annually review and update the Terms of Reference for the Committee.

1. Status

The Nomination Committee is a committee of the Board of Directors (“Board”) of the Company.

2. Composition

- a) The Committee shall be appointed by the Board 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 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.
- 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.

¹ Under Paragraph 1.01 (to be read together with Practice Note 13) 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 Maxis Group, without limiting the generality of the foregoing, and independent director is one who:

- (a) is not an executive director of the Company or any of its related corporations (“said Corporation”);
- (b) is not and has not been within the last three (3) years, an officer (except as an independent director) of the said Corporation (“officer” has the meaning given in Section 2 of the Companies Act 2016);
- (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.

- d) The Board may increase or reduce the number of members of the Committee as they deem fit provided that majority independent members are retained.
- e) All members shall hold office only for so long as they serve as directors of the Company.
- f) Members of the Committee may relinquish their membership in the Committee with prior written notice to the Board and may continue to serve as directors of the Company.
- g) The Secretary of the Committee shall be the Company Secretary.

3. Meeting, Quorum and Minutes

- a) The Committee shall meet as and when required upon request by the Chairman or any other members, provided that the Committee shall meet at least once a year or more frequently as deemed necessary.
- 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 fifteen (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 or any other electronic means of audio-visual communications or a combination of both.
- f) The Committee may at its discretion and as the need arises, invite one or more persons, including other directors, executives and/or outside professionals, to attend the meeting. Invitees may be required by the Chairman to leave the meeting of this committee when open discussion might be inhibited by their presence.

g) Conflicts of Interests

The Chairman and other Committee members must ensure that they are not in a conflict of interests situation in respect of any action, submission, request and/or proposal being considered, evaluated and/or recommended by the Committee. Where there is a conflict of interests, he/she must declare such conflict of interests and abstain from voting on the matter. Where the Chairman is in conflict, the other Committee members present shall appoint through simple majority one of them present at the meeting to preside over the particular meeting as ad hoc chairman.

h) Minutes of each meeting shall be distributed to each member of the Committee and the Board.

i) 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.

j) The Chairman shall provide to the Board a summary of the proceedings, after each Committee meeting.

k) The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting and to be endorsed by majority of members.

l) 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:

(i) Board, Board Committees and Independent Directors

- To formulate the nomination, selection and succession policies for the members of the Board (including its executive directors) and Board committees. The Chairman shall lead the succession planning and appointment of Board and committee members.
- To review and recommend to the Board the optimum size and composition of the Board that reflects the desired balance of skills, knowledge, experience and competencies and if additional Board members are required. In addition, to assist the Board in reviewing on an annual basis, the required mix of skills, knowledge, experience and other qualities including core competencies

which non-executive directors should bring to the Board to best serve the business and operations of the Group² as a whole.

- To formulate and implement transparent procedures for recommending new candidates to the Board and Board committees or the extension of the tenures of existing members of the Board and Board committees. In doing so, the Committee may, where applicable, consider various sources including candidates from open advertisements, the use of external consultants and search firms and/or recommendations made by existing Board members, management or major shareholders. In making its recommendations, the Committee shall consider the candidates' character, skills, knowledge, expertise and experience, professionalism, integrity, competencies, commitment and ability to contribute to the Company and allocate sufficient time to effectively discharge his/her role.
- To formulate the criteria to assess the independence of the independent directors and conduct review to determine whether director satisfies the definition of "independent" as per the MMLR.
- To formally and objectively assess the effectiveness of the Board and Board committees as a whole and the contribution of each individual director and Board committee member. This includes formulating and periodically reviewing the criteria adopted and procedures to be carried out by the Committee annually for assessing the performance and effectiveness of the Board, Board committees and individual directors. All assessments and evaluations carried out by the Committee in the discharge of all its functions and shall be reported to the Board. The Chairman shall lead the annual review of board effectiveness. The Committee may consider engaging a professional, experienced and independent party to facilitate the assessment exercise.
- To assist the Board in nominating the membership of other Board committee members. For the membership of the Audit and Risk Committee, in line with the requirements of Malaysian Code of Corporate Governance 2021 ("MCCG 2021"), a former key audit partner shall be required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit and Risk Committee.
- To review the term of office and performance of the Audit and Risk Committee and each of its members annually to determine whether the committee and its members have carried out their duties in accordance with their terms of reference.
- To recommend and, where applicable, to provide justifications to the Board for its recommendation, on whether annual shareholders' approval should be

² In these terms of reference, "**Maxis Group**" or "**Group**" refers to Maxis and its subsidiaries.

sought to retain an independent director beyond his cumulative term of nine (9) years.

- To ensure, where the Company has a significant shareholder, that the investment of the minority shareholders is 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.
- In making its recommendations on the appointments to the Board and committees, to consider and take into account the Board Diversity Policy, which includes having regard to the mix of skills, experience, age, independence and diversity (including gender and cultural diversity) required to meet the needs of the Maxis Group.

(ii) Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”)

- To review nominations, conduct interview with candidates and recommend to the Board on the selection of final candidate(s) for approval on the appointment, re-appointment or termination of the CEO and CFO
- To formulate the nomination, selection, succession policies and talent management framework for the CEO and CFO. The Chairman shall lead the succession planning and appointment of CEO and CFO.
- Pursuant to Para 2.20A of the MMLR of Bursa Securities, the Committee shall consider the candidates’ character, experience, integrity, competence and time to effectively discharge his/her role as CEO or CFO.

In discharging its duties, the Committee shall at all times be mindful of the provisions of the Companies Act 2016, MMLR, MCCG 2021 and all applicable laws, regulations and guidelines including any amendments thereto.

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.