



ILB GROUP BERHAD
Registration No.199101019353 (229690-K)

TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE

Document

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18 August 2023	1. Enhanced the disclosure under functions, duties and responsibilities with reference to ILB Diversity Policy and Directors' Fit and Proper Policy	18 August 2023



ILB GROUP BERHAD

Company No. 199101019353 (229690-K)

NOMINATION AND REMUNERATION COMMITTEE

COMPOSITION OF THE COMMITTEE

WAN AZFAR BIN DATO' WAN ANNUAR
DATO' WAN HASHIM BIN WAN JUSOH
SOH ENG HOOI

- Chairman/Independent Non-Executive Director
- Member / Independent Non-Executive Director
- Member / Independent Non-Executive Director

TERMS OF REFERENCE

1. Primary Purpose

- (a) Propose and recommend suitable candidates to the Board and to fill the seats on Board committees.
- (b) Review and recommend to the Board the overall composition of the Board and Board Committees based on objective criteria, merit and with due regard of the appropriate size, diversity, required skills, experience, age, cultural background, gender, core competencies, and adequacy of balance between Executive Directors, Non-Executive Directors and Independent Directors through annual review.
- (c) To promote diversity within the Board as guided by ILB Diversity Policy.
- (d) Recommend to the Board the framework on terms of employment and elements of remuneration of the Executive Directors.
- (e) Review the terms of office and performance of the Committee annually.
- (f) Review and recommend to the Board the annual bonus and salary increment of the Executive Directors and the remuneration of the Non-Executive Directors.

Individual Directors shall abstain from deliberations and voting on their own remuneration at the Board and Committee meetings.

2. Composition

- (a) The Committee shall be wholly comprised of Non-Executive directors, a majority of whom are Independent.
- (b) Members of the Committee are appointed by the Board and comprise Board members who will not benefit personally from their decisions and who will give due regard to the interests of shareholders and other stakeholders.

3. Responsibilities

- (a) Ensure an appropriate balance of experience and abilities on the Board.
- (b) Review from time to time the size, structure and composition of the Board.
- (c) Ensuring that the tenure of an Independent Director of the Board should not exceed a cumulative term of 12 years from the date of appointment. Upon completion of the 9 years, an independent director may continue to serve the Board as a non-independent director. If the Board intends to retain an independent director beyond 9 years, it should provide justification and seek annual shareholders' approval through a two-tier voting process but not more than a cumulative term of 12 years.
- (d) Consider candidates for appointment, whether as Executive or Non-Executive Directors. A Directors' Fit and Proper Policy has been established to guide the NRC in the review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking election or re-election.
- (e) Make recommendations to the Board on the re-appointment of Non-Executive Directors at the end of their term.
- (f) Advise the Board on the issue of succession planning.
- (g) Annual Performance Assessment of the Board of Directors.
- (h) Recommend to the Board a competitive compensation and remuneration package for Executive Directors in order to attract talent and experience needed for the continued progress of the Group.
- (i) Recommend to the Board a competitive remuneration package for Non-Executive Directors who have the necessary skills and experience to bring independent judgement to bear on the issues of strategy, performance and resources for the success of the Group.
- (j) Review and recommend annual compensation and reward for all Directors. A Director should abstain from discussion on his/her own remuneration.

4. Authority

The Committee is authorized by the Board to act on all matters within its terms of reference and other matters as may be approved by the Board from time to time.

The Committee may obtain external legal or other independent professional advice at the Company's cost as it considers necessary.

Any legal or other independent professional advice to be obtained by the Committee must be formally proposed by the Committee to the Chairman of the Board for endorsement.

5. Reporting

In discharging the above responsibilities, the Committee shall report to the Board on :-

- (a) The effectiveness of the present size of the Board of Directors.
- (b) The effectiveness of the composition of the Board of Directors and the mix of Executive and Non-Executive Directors.
- (c) The existence of, or potential conflicts of interest involving the Board members.
- (d) The contribution of individual Directors in decision making at the Board level.
- (e) A continuous education program for Board members to upgrade their skills and enhance their effectiveness.

6. Meetings

- (a) Meetings of the Committee shall be held as and when necessary but at least twice a year.
- (b) The Committee shall be provided with sufficient resources to undertake its duties. It shall have access to the services of the Company Secretary including assisting in planning the committee's work, drawing up meeting agendas, maintenance of minutes, collection and distribution of information and provision of any necessary logistical support.
- (c) The meetings of the Committee shall be transparent, with all proceedings recorded and actions documented.

7. Review of TOR

The TOR will be reviewed annually and updated in accordance with the needs of the Group and changes in the regulatory requirements.