MN HOLDINGS BERHAD

Registration No. 202001038774 (1395095-M)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATING AND REMUNERATION COMMITTEE

1. OBJECTIVE

The primary objective of the Nominating and Remuneration Committee ("**NRC**" or "**the Committee**") is to establish a documented, formal and transparent procedure to assist the Board of Directors ("**the Board**") in fulfilling its responsibilities to shareholders by:

(a) ensuring that the Board comprises the right group of people, with an appropriate mix of skills, knowledge, experience and independent elements that fit the Company's objectives and strategic goals; and

(b) reviewing and recommending matters relating to the remuneration of the Board and Key Senior Management, which comprises compensation, bonuses, incentives and benefits.

Key Senior Management means the senior management team (excluding Directors) of the Company or any of its subsidiaries who have authority and responsibility for planning, directing and controlling the business operations or management of the Company and its subsidiaries ("**the Group**") as a whole, regardless of the designation or title used or the entity by which they are employed.

In determining whether a person is Key Senior Management, the following shall be considered:

(a) C-suite level officers, being officers holding the title of Chief Officer of the Group (such as the Chief Financial Officer and Chief Operating Officer, where such positions exist), or officers performing the equivalent function;

(b) Heads of the Group's principal functions (such as finance, operations, sustainability and compliance) or the heads of its operating subsidiaries;

(c) whether the position has Group-wide authority, and by reason of the position has access to material non-public information of the Group.

It includes the Chief Financial Officer, Sustainability Manager, or such other positions as may be determined by the Board from time to time.

2. COMPOSITION

The members of the NRC shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively Non-Executive Directors, at least three (3) members, a majority of whom are Independent Directors.

The Chairman of the NRC shall be an Independent Director or the Senior Independent Director, elected from amongst the NRC members.

No alternate director shall be appointed as a member of the NRC. The term of office and performance of the NRC and each of its members shall be reviewed by the Board annually to

determine whether the members have carried out their duties in accordance with this Terms of Reference.

If a member of the NRC resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

a) The NRC is authorised to deliberate and make recommendations to the Board on matters within its duties and responsibilities as set out in this Terms of Reference.

b) Unless otherwise provided by or subject to any applicable laws or legislative requirements, the NRC is authorised to obtain the resources needed to fulfil its duties and responsibilities as set out in this Terms of Reference, based on an agreed-upon procedure and at the expense of the Group, including:

i. full and unrestricted access to information, records, properties and employees of the Group;
ii. the right to seek any information it requires from management of the Company in order to perform its duties;
iii. the right to call for any appropriate person to be in attendance to make presentations or to furnish or provide independent advice on any matters within the scope of its responsibilities;
iv. the advice and support of the Company Secretary and senior management; and
v. professional and independent advice from external legal or other advisers with relevant knowledge and experience, as and when necessary for the performance of its duties, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**").

4. DUTIES AND RESPONSIBILITIES

In fulfilling its objectives, the NRC shall undertake, amongst others, the following duties and responsibilities:

A. Nomination Function

Board Structure, Size, Composition and Diversity

(i) To assist the Board in ensuring that the Board and Board Committees are of an effective composition, size and diversity, including the required mix of skills, knowledge, experience and commitment, to adequately discharge their responsibilities and duties.

Nomination and Selection Criteria for Directors and Members of Board Committees

(ii) To ensure appropriate selection criteria and processes, and to identify and recommend to the Board candidates for directorships of the Company and members of the relevant Board Committees. In identifying candidates for appointment as directors, the NRC should not rely solely on recommendations from existing directors, management or major shareholders, and independent sources shall be utilised to identify suitably qualified candidates.

(iii) In determining the process for the identification of suitable candidates, the NRC shall ensure that an appropriate review is undertaken of the requirements and qualifications

of the candidate nominated, based on a prescribed set of objective criteria and merit, comprising but not limited to the following:

a) skills, knowledge, expertise, experience, age, cultural background and gender;
b) professionalism;
c) integrity;
d) existing number of directorships held, including on boards of non-listed companies;
e) confirmation of not being an undischarged bankrupt, or involved in any court proceedings in connection with the promotion, formation or management of a corporation, or involving fraud or dishonesty punishable on conviction with imprisonment, or subject to any investigation by any regulatory authority under any legislation; and
f) in the case of candidates being considered for the position of independent director, the ability to discharge such responsibilities and functions as expected from independent non-executive directors. Amongst others, such candidates must fulfil the criteria used in the definition of "independent director" prescribed by the Listing Requirements and be able to bring independent and objective judgement to the Board.

Where required, the NRC shall meet potential candidates for the position of director to assess their suitability.

(Note: The Group practices non-discrimination in any form, whether based on age, gender, ethnicity or religion, throughout the organisation, and this includes the selection of directors.)

(iv) To assist the Board to assess and evaluate circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses. Should there be any potential conflict of interest, the NRC shall inform the Audit Committee of the same and, after deliberation with the Audit Committee, recommend to the Board the necessary actions to be taken.

Performance Evaluation of Directors and Board Committee Members

(v) To evaluate the performance and effectiveness of the Board and the relevant Board Committees annually.

(vi) To evaluate the performance of the members of the Board prior to seeking the Board's approval on their re-election.

(vii) To review annually the term of office and performance of the Audit Committee and the Risk Management and Sustainability Committee and each of their members, to determine whether such members have carried out their duties in accordance with the respective Terms of Reference.

Succession Planning

(viii) To ensure an appropriate framework and succession planning for Board and management succession, including the Managing Director, Executive Directors and Key Senior Management.

B. Remuneration Function

(ix) To recommend a remuneration framework for the Managing Director, Executive Directors and Key Senior Management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration, including Directors' fees, salaries, allowances, bonuses,

options and benefits-in-kind, and take into account the complexity of the Company's business and the individual's responsibilities.

(x) To recommend appropriate remuneration packages for the Managing Director, Executive Directors and Key Senior Management that are competitive with market practices, aligned with the Company's business strategy and long-term objectives, and take into account the Company's performance, including its management of material sustainability risks and opportunities. The remuneration structure should balance fixed and variable components and avoid incentives for excessive risk-taking. The remuneration of Non-Executive Directors and Independent Directors should reflect their responsibilities and contributions to the effective functioning of the Board. Any performance-based incentives payable to the Managing Director and Executive Directors under the Directors' Incentive Scheme shall be recommended by the NRC for the Board's approval, taking into consideration the Group's performance and the need for prudent risk management.

(xi) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and the framework for the remuneration of the Managing Director, Executive Directors and Key Senior Management.

(xii) To review annually, and recommend to the Board, the basis, percentage, performance measure and any cap or conditions of the Directors' performance-sharing arrangement, and to ensure that any payment under it is consistent with the remuneration framework and is subject to the approvals required under applicable laws and the Listing Requirements.

C. Other Matters

(xiii) To perform any other functions as defined by the Board.

5. MEETINGS OF THE COMMITTEE

The NRC shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the NRC shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in this Terms of Reference, meetings of the NRC may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. QUORUM

The quorum for a meeting of the NRC shall consist of two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the NRC, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to NRC members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the NRC. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the NRC and ensure that the minutes are properly kept and produced for inspection if required.

9. CIRCULAR RESOLUTION

A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the NRC members present in Malaysia for the time being entitled to receive notice of a meeting of the NRC, shall be as valid and effectual as if it had been passed at a meeting of the NRC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the NRC.

10. REVISION AND UPDATES

Where necessary, this Terms of Reference will be reviewed and updated to ensure it remains consistent with the NRC's objectives and responsibilities.

This Terms of Reference supersede the Terms of Reference of the Nominating Committee and the Terms of Reference of the Remuneration Committee.

Revision Record Table

Date	Brief Description of Changes	Approval Date	Effective Date
30 May 2022	Adoption of the Terms of Reference of the Nominating Committee and the Remuneration Committee	30 May 2022	30 May 2022
22 October 2024	Review and refinement of the Nominating Committee's Terms of Reference	24 October 2024	24 October 2024
26 October 2026	Merger of the Nominating Committee and the Remuneration Committee into the Nominating and Remuneration Committee; adoption of consolidated Terms of Reference	27 October 2026	27 October 2026