



**IRIS GROUP BERHAD**

Registration No. 202501015184 (1616599-X)  
**(Incorporated in Malaysia)**

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

## **1. OBJECTIVE**

The Nomination Committee (“NC”) is established to support and assist the Board in discharging its statutory duties and responsibilities relating to assessing and evaluating the effectiveness of the Board as a whole, which also include the consideration of composition, structure, mix of skills, experience and competencies of the Board and each Board members.

The NC shall ensure that the composition of the Board is refreshed periodically. The tenure of each Director shall be reviewed by the NC and annual re-election of a Director should be contingent on satisfactory evaluation of the Director’s performance and contribution to the Board.

The NC is authorised by the Board to deal with and to deliberate on matters delegated by the Board under clearly defined terms of reference. Paragraph 15.08A(2) of the Ace Marketing Listing Requirements (“AMLR”) set out the need for written terms of reference of the NC.

## **2. COMPOSITION**

2.1 The NC shall comprise at least three (3) Non-Executive Directors, a majority of whom are Independent Directors.

2.2 The NC will elect an Independent Director from amongst them as its Chairman. The Chairman of the Committee should not be the Chairman of the Board.

2.3 No Alternate Director shall be appointed as a member of the Committee.

2.4 If the Chairman or any Committee member resigns or otherwise ceases to serve, resulting in the number of members being reduced to below three (3), the Board shall, within three (3) months, elect an independent Chairman or appoint new member(s) to make up the minimum number of three (3) members.

## **3. FREQUENCY AND NOTICE OF MEETINGS**

3.1 The NC meetings are held at least once a year, and additional meetings may be called as and when necessary.

3.2 A quorum shall consists of Independent Directors and shall not be less than two (2).

3.3 The complete and accurate meeting materials are distributed seven (7) days in advance to the meeting to ensure the respective Board and Board Committees members have sufficient time to review and to analyse the meeting materials as well as seek any clarification that they may need from the Management.

3.4 The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

#### **4. RIGHTS AND AUTHORITY**

The Committee has the authority to make decisions within its defined responsibilities, access all necessary information, records, properties and personnel of the Company and use sufficient resources at the Company's expense including obtaining independent professional advice, to carry out its duties.

#### **5. ROLES AND RESPONSIBILITIES**

The NC's primary responsibilities include:-

- i. to consider and make recommendations to the Board for the appointment of new directors and principal officers for the Company and the Group;
- ii. to recommend to the Board on the composition of Board Committees;
- iii. to perform an annual review on Board requirements for skill mix, experience and other relevant qualities including core competencies which Non-Executive Directors should bring to the Board;
- iv. to perform annual assessments on the effectiveness of the Board and the Board Committees as a whole. NC reviews and recommends to the Board the term of office of the Board Committees and each of their members on annual basis to determine whether the Board Committees and their members have carried out their duties in accordance to their terms of reference;
- v. To review and recommend to the Board, the Board's and Principal Officer's succession plan;
- vi. To propose to the Board the removal of Director(s) and/or Principal Officer(s) when they fail to discharge responsibilities effectively or act negligently or improperly.
- vii. To review and propose appropriate trainings programmes for the Board;
- viii. any other such functions as may be delegated by the Board from time to time.

#### **6. REVIEW OF THE TERMS OF REFERENCE**

NC shall review its terms of reference when necessary to ensure compliance to applicable laws and regulations.

Approved by the Board on 6 January 2026.