

MEMBERSHIP

NC shall be members of, appointed by the Board of Directors (Board or Directors) amongst their numbers. The number of members of NC shall be minimum 3, and be composed entirely of Non-Executive Directors (NEDs), a majority of whom, including the chairman, shall be independent.

RESPONSIBILITIES

NC shall, within the limits of the policy determined and powers delegated by the Board, be responsible for reviewing the structure, size, and composition (including the balance of skills, experience, independence, and diversity) of the Board and its Board Committees (BCs), overseeing development of a diverse pipeline for Board, Group Chief Executive Officer (GCEO) and Deputy GCEO succession, identifying and nominating candidates to fill Board vacancies as and when they arise, evaluating the effectiveness of the Board, BCs and individual Directors including the independent status of NEDs (including the fit and proper assessment) on an annual basis, and reviewing corporate governance matters.

REVIEW

NC shall review annually its terms of reference (ToR) to ensure new facts and circumstances and evolving corporate governance issues are addressed and best practices are incorporated. Any amendment to the ToR must be approved by the Board.

This NC's ToR is current as at 29 February 2024.